



# TACOMA HOUSING AUTHORITY

## RESOLUTION 2020-09-08 (4)

DATE: August 26, 2020  
TO: THA Board of Commissioners  
FROM: Michael Mirra, Executive Director  
RE: Amending THA By-Laws

*This resolution would amend THA's By-Laws to include a provision for the Board's convening by telephone, or other electronic, internet or other means of remote access means, or as public health concerns may direct.*

### Background

THA is a public agency. The state's Open Public Meetings Act directs that its meetings be open to the public. Chap. 42.30 RCW. During the COVID-19 pandemic, and as an emergency exception to the Open Public Meetings Act, the Governor has ordered public agencies not to convene in person. Governor's Proclamation 20-28.8 (July 31, 2020). He did this as a precaution against the contagion. He also directed that such public agencies may convene by other means:

*Any public agency subject to RCW 42.30 is prohibited from conducting a public meeting subject to RCW 42.30 unless (a) the meeting is not conducted in-person and instead provides an option(s) for the public to attend the proceedings through, at minimum, telephonic access, and may also include other electronic, internet or other means of remote access, and (b) provides the ability for all persons attending the meeting to hear each other at the same time.*

Governor's Proclamation 20-28.8, page 4 (July 31, 2020).

The proclamation expires September 1, 2020.

As a result, THA's Board has been meeting by Zoom. THA's present By-Laws already permit participation by telephone as long as everyone in attendance can hear everyone else. This resolution would amend the By-Laws to expressly allow other ways to convene in conformance to the Governor's direction. It does this by amending section 4.11 as follows:

### Recommendation

Approve Resolution 2020-09-08 (4).

4.11 → Attendance by Telephone or Remote Means¶

Any Commissioner may attend any meeting of the Board of Commissioners by telephone, other electronic, internet or other means of remote access, as long as it provides the ability for all persons attending the meeting to hear each other at the same time as long as all other persons present at the meeting can hear all comments made and questions asked by the Commissioner and the Commissioner can hear all comments made and questions asked by all other persons speaking at the meeting. Participation by such means shall constitute attendance presence in person at the meeting. The Board will conform to further public health authority directives or concerns and further state directives about the requirements of the Open Public Meetings Act that may determine the required or allowed manner of the Board's convening.¶



# TACOMA HOUSING AUTHORITY

## RESOLUTION 2020-09-08 (4) (Amending THA's By-Laws)

**WHEREAS**, THA's By-Laws govern its operations and work of the Board, including the manner of its convening; and

**WHEREAS**, The By-Laws allow for its amendment by a resolution of the Board; and

**WHEREAS**, During the COVID-19 pandemic, the Governor has ordered public agencies not to convene in person as a safety precaution against the contagion. The Governor did this as an emergency exception to the Open Public Meetings Act, Chap. 42.30 RCW. Governor Proclamation 20-28.8 (July 31, 2020). The proclamation further directs that public agencies may convene using alternative ways to permit public access:

*Any public agency subject to RCW 42.30 is prohibited from conducting a public meeting subject to RCW 42.30 unless (a) the meeting is not conducted in-person and instead provides an option(s) for the public to attend the proceedings through, at minimum, telephonic access, and may also include other electronic, internet or other means of remote access, and (b) provides the ability for all persons attending the meeting to hear each other at the same time.*

Governor's Proclamation 20-28.8, page 4 (July 31, 2020).

The present proclamation expires September 2, 2020; and

**WHEREAS**, THA's By-Laws should be modified to expressly allow for remote convenings as state authorities or public health measures may direct; now, therefore, be it

***Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, Washington that:***

THA's By-Laws are amended as shown in the attached redlined version.

**Approved: September 8, 2020**

  
Stanley Rumbaugh, Chair





**BY-LAWS**  
**of the**  
**HOUSING AUTHORITY OF THE CITY OF TACOMA**

902 South L Street  
Tacoma, WA 98405  
(253) 207-4400

Last revised  
**August 26, 2020**

Adopted and amended by Resolution 2020-8-26(4) on August 26, 2020  
Adopted and amended by Resolution 2013-8-28 (4) on August 28, 2013  
Adopted and amended by Resolution 2013-1-23(2) on January 23, 2013  
Adopted and amended by Resolution 2009-7-22 (1) on July 22, 2009  
Adopted and amended by Resolution 2008-01-23 (3) on January 23, 2008  
Adopted and amended by Resolution 1003-1 on October 22, 2003  
Adopted and amended by Resolution 0201-2 on March 28, 2001

These by-laws supersede and replace all previously approved by-laws

## Table of Contents

<b>1.</b>	<b>GENERAL PROVISIONS.....</b>	<b>1</b>
1.1	Authority Name .....	1
1.2	Purpose.....	1
1.3	By-Laws .....	1
1.4	Seal.....	1
1.5	Books and Records .....	1
1.6	Public Records .....	2
1.7	Fiscal Year .....	2
1.8	Copies of Resolutions .....	2
1.9	Offices.....	2
<b>2.</b>	<b>BOARD OF COMMISSIONERS.....</b>	<b>2</b>
2.1	General Powers .....	2
2.2	Composition .....	3
2.3	Mayoral Appointment.....	3
2.4	Limitation on Employment .....	4
2.5	Attendance .....	4
2.6	No Compensation.....	4
2.7	Resignation .....	4
2.8	Removal .....	4
<b>3.</b>	<b>OFFICERS .....</b>	<b>4</b>
3.1	Number, Election and Vacancies.....	4
3.2	Chairperson .....	5
3.3	Vice Chairperson .....	5
3.4	Executive Director .....	5
3.5	Secretary .....	6
3.6	Additional Duties .....	6
3.7	Additional Personnel.....	7
<b>4.</b>	<b>MEETINGS.....</b>	<b>7</b>
4.1	Meeting .....	7
4.2	Notice of Meeting .....	8
4.3	Executive Session .....	8
4.4	Quorum .....	8
4.5	Adjournment .....	8
4.6	Order of Business.....	8
4.7	Resolutions.....	9
4.8	Rules of Order .....	9
4.9	Manner of Voting.....	9
4.10	Motions .....	9
4.11	Attendance by Telephone <u>or Remote Means</u> .....	9
<b>5.</b>	<b>AMENDMENTS .....</b>	<b>9</b>



## **1. GENERAL PROVISIONS**

### **1.1 Authority Name**

The official name of the Authority is "Housing Authority of the City of Tacoma" (hereinafter the "Authority"). It may also use the name "Tacoma Housing Authority."

### **1.2 Purpose**

The Authority is a public body corporate and politic, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes and provisions of Chapter 35.82 RCW, including if applicable the powers of a community renewal agency under Chapter 35.81 RCW or of a public corporation, commission or authority under Chapter 35.21 RCW, as those laws may be amended from time to time.

### **1.3 By-Laws**

*1.3.1* The Authority shall adopt by-laws to provide rules for governing the Authority and the Authority's activities that are not inconsistent with Chapter 35.82 RCW.

*1.3.2* The by-laws shall not restrict the powers of the Authority granted by the Legislature under Chapter 35.21 RCW and Chapter 35.81 RCW.

*1.3.3* The Board may amend the by-laws only by resolution, adopted by the affirmative vote of at least three (3) Commissioners of the Board at a regular or special meeting. The approved by-laws will supersede all previous by-laws.

### **1.4 Seal**

The seal of the Authority bears the name of the Authority and the year of its organization. A logo or other artwork which reflects the current values or vision of the Authority may be incorporated into this seal at any time by a resolution of the Board of Commissioners (the "Board").

### **1.5 Books and Records**

The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board.

## **1.6 Public Records**

### *1.6.1 Public Records Act*

The Authority shall comply with the requirements of the Public Records Act, Chapter 42.56 RCW.

### *1.6.2 Public Records Policy*

The Authority may adopt a public records policy governing the inspection and copying of public records. Such policy shall not be inconsistent with the requirements of the Public Records Act, Chapter 42.56 RCW.

### *1.6.3 Records Retention Schedule*

The Authority shall comply with the records retention schedules promulgated by the Secretary of State that apply to public housing authorities.

## **1.7 Fiscal Year**

The Fiscal Year of the Authority shall be determined by resolution adopted by the Board. In the absence of such resolution, the fiscal year shall be the calendar year.

## **1.8 Copies of Resolutions**

Any person dealing with the Authority may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such copies are certified by the Secretary.

## **1.9 Offices**

The principal administrative office of the Authority is located within the City of Tacoma, Pierce County, and State of Washington at a location determined by resolution of the Board. The current address is 902 South L Street in the City of Tacoma, Washington.

## **2. BOARD OF COMMISSIONERS**

### **2.1 General Powers**

The powers of the Authority are vested in its Board of Commissioners. The Board shall exercise all policy, oversight, and governance powers of the Authority consistent with Chapter 35.82 RCW.



## **2.2 Composition**

### *2.2.1 Number of Commissioners*

The Board shall consist of five (5) Commissioners.

### *2.2.2 Directly Assisted Commissioner*

- A. Federal law requires that the membership of the Board contain at least one (1) member who is directly assisted by the Authority's federal housing program, whose name appears on the lease and who is eighteen years of age or older. "Directly assisted" as currently defined in 24 C.F.R. § 964.410 means either (i) being a public housing resident; or (ii) being a recipient of housing assistance in the tenant-based Section 8 program (i.e., from the Authority's Housing Choice Voucher Program or other federally funded rental assistance programs).
- B. The Commissioner's seat that expires in the year 2003, 2008, 2013, and so forth, is reserved for a directly assisted Commissioner and shall not be filled by a person who is not directly assisted as defined in section 2.2.2(A) of these by-laws.
- C. If the person appointed as a directly assisted Commissioner no longer qualifies as a directly assisted person, as defined in section 2.2.2 (A) of these by-laws, he or she shall be removed from the Board, creating a vacancy to be filled by a directly assisted person. This removal shall occur only upon a vote of the Board.
- D. A directly assisted Commissioner shall be a full member of the Board with the same powers and responsibilities held by other Commissioners.

## **2.3 Mayoral Appointment**

Commissioners are appointed by the Mayor of the City of Tacoma. Commissioners serve for a term of five (5) years. These terms are staggered with one term expiring on August 16th of each calendar year; PROVIDED, that a Commissioner's appointment extends into a following term until the Mayor appoints or reappoints a person to serve the balance of that following term. Vacancies are filled in the same manner as the original appointments were made, but for the unexpired term.



**2.4 Limitation on Employment**

No Commissioner of the Board of Commissioners may be an officer or employee of the City of Tacoma.

**2.5 Attendance**

It is expected that Commissioners will make every effort to attend scheduled meetings. If a Commissioner fails to attend two (2) consecutive meetings without the Board's excusal, the Board Chairperson may send a letter to the Mayor of the City of Tacoma alerting him or her of the circumstances.

**2.6 No Compensation**

No Commissioner may be compensated for serving in any capacity; except that he or she is entitled to reimbursement for necessary expenses, including traveling expenses, incurred in the discharge of his or her duties.

**2.7 Resignation**

Any Commissioner may resign at any time by giving written notice to the Chairperson of the Board. Such resignation takes effect at the time specified in the resignation, or if the time is not specified, upon receipt thereof. Unless otherwise specified in the resignation, the acceptance of a resignation is not necessary to make it effective.

**2.8 Removal**

A Commissioner may be removed by the Mayor of the City of Tacoma for inefficiency or neglect of duty or misconduct in office, but a Commissioner may be removed only after he or she is given a copy of the charges at least ten (10) days prior to the hearing thereon and has had an opportunity to be heard in person or by counsel. When a Commissioner is removed, a record of the proceedings and the charges and findings will be filed in the office of the clerk of the City of Tacoma.

**3. OFFICERS**

**3.1 Number, Election and Vacancies**

The Board shall select from among its Commissioners a Chairperson and a Vice Chairperson, and shall employ a Secretary, who is also the Executive Director. The Board shall elect the Chairperson and Vice Chairperson at the annual meeting in August of each year for one (1) year terms or until the Board elects and qualifies their respective successors. No Commissioner may serve in the capacity of Chairperson for more than three (3) consecutive one (1) year terms. After a period of one year following three such consecutive terms, Commissioners are again eligible to serve as Chairperson. If the office of the Chairperson or Vice Chairperson becomes vacant, the Board shall elect a successor to fill the office from the remaining Commissioners at the next meeting. The elected successor shall serve for the remainder of the unexpired term. If elected at the annual meeting, the newly elected Chairperson or Vice Chairperson shall serve a full one (1) year term.

### **3.2 Chairperson**

The Chairperson presides at all meetings of the Authority. At each meeting the Chairperson submits such recommendations and information as he or she may consider proper concerning the business affairs and the policies of the Authority. The Chairperson is also responsible for the preparation of all regular and special meeting agendas.

### **3.3 Vice Chairperson**

The Vice Chairperson performs the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chairperson, the Vice Chairperson performs such duties as are imposed on the Chairperson until such time as the Board selects a new Chairperson in accordance with these by-laws.

### **3.4 Executive Director**

#### **3.4.1 Duties**

The Executive Director, in the absence of a written contract for a definite time, serves at the pleasure of the Board and may be relieved of his or her duties no sooner than one hundred twenty (120) days after delivery of written notice. The Executive Director has care and custody of all funds of the Authority and deposits the same in the name of the Authority in such bank(s) as the Authority may select.

Signs all orders and checks for the payment of money and pays out and disburses these moneys under the direction of the Authority. Except as otherwise authorized by resolution of the Board, all such orders and checks are countersigned by the Chairperson.

Keeps or causes to be kept regular books of accounts showing receipts and expenditures and renders to the Board, at each regular meeting (or more often when requested), an account of his/her transactions and also of the financial condition of the Authority.

Signs all binding contracts, deeds and other instruments made by the Authority as authorized by advanced resolution of the Board.

Carries out all policies established by the Board and advises on formation of those policies.

Develops and submits to the Board for approval a plan of organization for the conduct of the activities of the Authority and recommends changes when necessary.

Has general supervision over the administration of the Authority's business and affairs subject to the direction of the Board.



1

1

1

Is charged with the management of the housing projects of the Authority.

Prepares an annual budget.

Supervises financial affairs.

Presents to the Board periodic reports reflecting the activities of the Authority and such other special reports as may be required by the Board.

Assigns and supervises employees in the performance of their duties.

Performs such other duties as may from time to time be assigned by the Board.

Gives such bond as the Authority may determine for the faithful performance of his duties.

#### **3.4.2 Compensation**

The compensation paid to the Executive Director is determined by the Board, but a Commissioner of the Board serving as Executive Director in a temporary capacity serves without compensation other than the payment of necessary expenses, including traveling expenses incurred in the performance of such duties.

#### **3.4.3 Custody and Use of Seal**

The Executive Director keeps in safe custody the seal of the Authority and has the power to affix the seal to all contracts and instruments authorized to be executed by the Authority.

### **3.5 Secretary**

The Executive Director of the Authority serves as ex-officio Secretary of the Authority. In that capacity, he or she or his or her designee: (i) keeps or causes to be kept, correct and permanent records of the Authority; (ii) acts as Secretary of the meetings of the Authority and records all votes; (iii) keeps a record of the proceedings of the Authority in a minute book to be kept for such purposes; and, (iv) performs all other duties incident to his or her office.

### **3.6 Additional Duties**

The officers of the Authority perform such other duties and functions as may from time to time be required by the Board, the by-laws, rules and regulations of the Authority, or applicable law.



### **3.7 Additional Personnel**

The Authority may from time to time employ personnel it considers necessary to exercise its powers, duties, and functions in accordance with the purpose of the Authority. The selection and compensation of such personnel is determined by the Executive Director, subject to all applicable Federal, State, and local laws and regulations, including, without limitation, HUD regulations.

### **3.8 Indemnification**

The Authority shall adopt policies to set forth the terms and procedures for indemnifying and defending officers and Commissioners of the Board as authorized by RCW 4.96.041.

## **4. MEETINGS**

### **4.1 Meeting**

Unless the Board designates a different time or place for its meetings, the schedule and location for Board meetings shall be as follows:

#### *4.1.1 Annual meetings*

Annual meetings of the Authority are held at the office of the Authority or such other place as designated by the Board for the purpose of electing officers, receiving the annual report of the Executive Director, and conducting other business as may come before the meeting. The annual meeting of the Authority will be on the fourth Wednesday in August immediately preceding the regular meeting. If this date falls on a legal holiday, the annual meeting is held on the next succeeding business day unless otherwise posted in accordance with State requirements.

#### *4.1.2 Regular meetings*

Regular meetings of the Authority are held on a schedule and at locations that the Board shall determine in advance.

#### *4.1.3 Special meetings*

The Chairperson of the Authority may, when he or she deems it expedient, and must, upon the written request of two (2) Commissioners of the Board, notice and call a special meeting of the Board for the purpose of transacting any business designated in the call. At such a special meeting, the Board shall not consider business other than as designated by the notice. The Board shall not take final disposition on any other matters at special meetings.

#### **4.2 Notice of Meeting**

Notice of Board meetings must conform to the requirements of the Open Public Meetings Act, Chapter 42.30 RCW.

#### **4.3 Executive Session**

Before convening in executive session, the presiding officer will publicly announce the purpose for excluding the public from the meeting place and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

#### **4.4 Quorum**

Three (3) Commissioners constitute a quorum for the purpose of conducting its business and exercising the Board's powers and for all other purposes.

#### **4.5 Adjournment**

The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Commissioners are absent from any regular or adjourned regular meeting, the Secretary may declare the meeting adjourned to a stated time and place. The Secretary will cause a written notice of the adjournment to be given in the same manner as provided by resolution of the Board for special meetings. Whenever any meeting is adjourned, a copy of the order or notice of adjournment will be conspicuously posted immediately after the time of the adjournment on or near the door of the place where the regular, adjourned regular, special, or adjourned special meeting was held. When a regular or adjourned regular meeting is adjourned as provided in this subsection, the resulting resumed adjourned regular meeting is a regular meeting for all purposes. When any order of adjournment of any meeting fails to state the hour at which the resumed adjourned meeting is to be held, it is held at the hour specified for regular meetings by resolution of the Board.

#### **4.6 Order of Business**

At the regular meetings of the Board, the following is the customary order of business. The Board may curtail, enlarge, or modify this order:

- Call to Order
- Roll Call
- Approval of Minutes of the previous meeting
- Guest Comments
- Board Committee Reports
- Comments from the Executive Director
- Staff Administration Reports
- New Business
- Comments from the Commissioners
- Executive Session
- Action Subsequent to Executive Session
- Adjournment



#### **4.7 Resolutions**

All resolutions are in writing and are maintained in a journal of proceedings of the Authority.

#### **4.8 Rules of Order**

4.8.1 The presiding officer shall conduct Board meetings generally to allow for a full, fair, and efficient conduct of Board business.

4.8.2 Any Commissioner may move a proposal. At least one other Commissioner must second the motion in order to have a discussion or vote on it. If no other Commissioner seconds the motion, there shall be no discussion or vote on the proposal.

4.8.3 If a Commissioner seconds a proposal, the discussion shall continue until the presiding Commissioner calls for a vote, subject to a vote of a majority of a quorum directing a continuation of discussion.

4.8.4 The Chairperson or a majority of a quorum may direct that Robert Rules of Order govern the proceedings during a Board meeting.

#### **4.9 Manner of Voting**

All questions coming before the Board, other than matters of procedure and the election or appointment of officers, are presented in the form of uniquely numbered resolutions. The vote on all resolutions is by roll call, and each resolution is entered in full upon the minutes of the meeting, together with the ayes, nays, absent, and abstentions. The election of officers, however, may be conducted by ballot.

#### **4.10 Motions**

Motions from the floor, when properly seconded, may be voted on by voice, a show of hands, or roll call at the direction of the Chairperson.

#### **4.11 Attendance by Telephone or Remote Means**

Any Commissioner may attend any meeting of the Board of Commissioners by telephone or other remote means as long as all other persons present at the meeting can hear all comments made and questions asked by the Commissioner and the Commissioner can hear all comments made and questions asked by all other persons speaking at the meeting. Participation by such means shall constitute presence in person at the meeting. Public health concerns may determine the manner of the Board's convening.

### **5. AMENDMENTS**

The Board may amend these by-laws only by resolution adopted by the affirmative vote of at least three (3) Commissioners of the Board at a regular or special meeting. The approved by-laws will supersede all previous by-laws.