



TACOMA HOUSING AUTHORITY

RESOLUTION 2013-08-28 (4)

Date: August 28, 2013
To: THA Board of Commissioners
From: Michael Mirra
Executive Director
Re: Amending THA By-Laws

Background

The Board's annual meeting in August is a good time to consider whether its by-laws could use any updating. This year we have some changes that our Foster Pepper attorneys recommend. The changes show in the attached redlined version. They are more formal than substantive. Here are the main changes and the reasons for them:

Section	Change
Section 1.2: Purpose of THA	This section presently itemizes all of THA's powers under state law. The change would remove that itemized list. It still incorporates all of THA's powers under state law by a general reference to the pertinent state statutes. This avoids the danger of unintentionally limiting THA's powers by omitting one of them from an itemized list or by failing to add a new power that the legislature may later add. This is the main change our attorneys suggest. The other changes are ones that they recommend while we are at it.
Section 1.3: By-Laws	The section combines the provisions relating to the by-laws, such as their amendment and their scope, that previously were scattered throughout other sections.
Section 1.6: Public Records	This section restates the law governing public records.
Section 2: Board of Commissioners	This section updates the references to state and federal law that govern the Board and its composition. It also combines in this section provisions that had been in various other sections.

Section	Change
Section 3.8: Indemnification	This new section directs the Board to adopt policies stating the terms and procedures for indemnifying and defending Commissioners, as state law authorizes. Staff will examine our policies on this topic and propose appropriate updates to the Board.
Sections 4.1.3 and 4.2: Board Meetings	The changes to these sections remove the itemized restatement of the state law requirements governing Board meetings. Instead, the new version merely refers to those laws. This allows us to incorporate by this reference any further changes to the laws.

Recommendation

I recommend that the Board adopt these changes to the by-laws.



TACOMA HOUSING AUTHORITY

RESOLUTION 2013-08-28 (4) Amending THA's By-Laws

A RESOLUTION of the Board of Commissioners of the Housing Authority of the City of Tacoma

Whereas, the Board's annual meeting is a good time to review its by-laws for any changes that may be appropriate;

Whereas, THA's attorneys have suggested the changes set forth in the attached redlined draft;

Whereas, these changes help make the by-laws still more useful and appropriately flexible;

Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, Washington as follows:

1. the by-laws of the THA board are amended as set forth in the substance of the attached redlined draft.

Approved: August 28, 2013


Greg Mowat, Chairman



BY-LAWS

of the

HOUSING AUTHORITY OF THE CITY OF TACOMA

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

January 23, August 28, 2013

Adopted and amended by Resolution 2013-8-28 (X) 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

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1. ~~NAME, PURPOSE, SEAL, OFFICE~~ 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 of the Authority~~

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 byfrom time to time; including but not limited to the following:

~~1.2.1 To sue and be sued; to have a seal and to alter the same at pleasure; to have perpetual succession; to make and execute contracts and other instruments, including but not limited to partnership agreements and joint venture agreements, necessary or convenient to the exercise of the powers of the Authority; to participate in the organization or the operation of a nonprofit corporation which has as one of its purposes to provide or assist in the provision of housing for persons of low income; and to make and from time to time amend and repeal by laws, rules and regulations, not inconsistent with this chapter, to carry into effect the powers and purposes of the Authority.~~

~~1.2.2 Within its area of operation: To prepare, carry out, acquire, lease and operate housing projects within the City of Tacoma, Pierce County and the State of Washington as required and permitted by the United States Department of Housing and Urban Development; to provide for the construction, reconstruction, improvement, alteration or repair of any housing project or any part thereof; to agree to rent or sell dwellings forming part of the projects to or for persons of low income. Where an agreement or option is made to sell a dwelling to a person of low income, the Authority may convey the dwelling to the person upon fulfillment of the agreement irrespective of whether the person is at the time of the conveyance a person of low income. Leases, options, agreements, or conveyances may include such covenants as the Authority deems appropriate to assure the achievement of the objectives of this chapter.~~

~~1.2.3 To acquire, lease, rent, sell, or otherwise dispose of any commercial space located in buildings or structures containing a housing project or projects.~~

~~1.2.4—To arrange or contract for the furnishing by any person or agency, public or private, of services, privileges, works, or facilities for, or in connection with, a housing project or the occupants thereof; and (notwithstanding anything to the contrary contained in Chapter 35.82 RCW or in any other provision of law) to include in any contract let in connection with a project, stipulations requiring that the contractor and any subcontractors comply with requirements as to minimum wages and maximum hours of labor, and comply with any conditions which the federal government may have attached to its financial aid of the project.~~

~~1.2.5—To lease or rent any dwellings, houses, accommodations, lands, buildings, structures or facilities embraced in any housing project and (subject to the limitations contained in Chapter 35.82 RCW) to establish and revise the rents or charges therefor; to own or manage buildings containing a housing project or projects as well as commercial space or other dwelling units that do not constitute a housing project as that term is defined in this chapter: PROVIDED, that notwithstanding the provisions under subsection (1) of this section, dwelling units made available or sold to persons of low income, together with functionally related and subordinate facilities, must occupy at least fifty percent of the interior space in the total development owned by the Authority or at least fifty percent of the total number of units in the development owned by the Authority, whichever produces the greater number of units for persons of low income; and for mobile home parks, the mobile home lots made available to persons of low income must be at least fifty percent of the total number of mobile home lots in the park owned by the Authority; to own, hold, and improve real or personal property; to purchase, lease, obtain options upon, acquire by gift, grant, bequest, devise, or otherwise including financial assistance and other aid from the state or any public body, person or corporation, any real or personal property or any interest therein; to acquire by the exercise of the power of eminent domain any real property; to sell, lease, exchange, transfer, assign, pledge, or dispose of any real or personal property or any interest therein; to sell, lease, exchange, transfer, or dispose of any real or personal property or interest therein at less than fair market value to a governmental entity for any purpose when such action assists the Authority in carrying out its powers and purposes under this chapter, to a low-income person or family for the purpose of providing housing for that person or family, or to a nonprofit corporation provided the nonprofit corporation agrees to sell the property to a low-income person or family or to use the property for the provision of housing for persons of low income for at least twenty years; to insure or provide for the insurance of any real or personal property or operations of the Authority against any risks or hazards; to procure or agree to the procurement of insurance or guarantees from the federal government of the payment of any bonds or parts thereof issued by the Authority, including the power to pay premiums on any such insurance.~~

~~1.2.6 — To invest any funds held in reserves or sinking funds, or any funds not required for immediate disbursement, in property or securities in which savings banks may legally invest funds subject to their control; to purchase its bonds at a price not more than the principal amount thereof and accrued interest, all bonds so purchased to be canceled.~~

~~1.2.7 — Within its area of operation: To investigate into living, dwelling and housing conditions and into the means and methods of improving such conditions; to determine where slum areas exist or where there is a shortage of decent, safe and sanitary dwelling accommodations for persons of low income; to make studies and recommendations relating to the problem of clearing, replanning and reconstructing of slum areas, and the problem of providing dwelling accommodations for persons of low income, and to cooperate with the city, the county, the state or any political subdivision thereof in action taken in connection with such problems; and to engage in research, studies and experimentation on the subject of housing.~~

~~1.2.8 — Acting through one or more Commissioners or other person or persons designated by the Authority: To conduct examinations and investigations and to hear testimony and take proof under oath at public or private hearings on any matter material for its information; to administer oaths, issue subpoenas requiring the attendance of witnesses or the production of books and papers and to issue commissions for the examination of witnesses who are outside of the state or unable to attend before the Authority, or excused from attendance; to make available to appropriate agencies (including those charged with the duty of abating or requiring the correction of nuisances or like conditions, or of demolishing unsafe or unsanitary structures within its area of operation) its findings and recommendations with regard to any building or property where conditions exist which are dangerous to the public health, morals, safety or welfare.~~

~~1.2.9 — To initiate eviction proceedings against any tenant as provided by law. Activity occurring in any housing authority unit that constitutes a violation of Chapter 69.41, 69.50 or 69.52 RCW constitutes a nuisance for the purpose of RCW 59.12.030(5).~~

~~1.2.10 — To exercise all or any part or combination of powers granted by Chapter 35.82 RCW.~~

~~1.2.11 — No provisions of law with respect to the acquisition, operation or disposition of property by other public bodies are applicable to the Authority unless the legislature specifically so states.~~

~~1.2.12 —~~

To agree (notwithstanding the limitation contained in RCW 35.82.210) to make such payments in lieu of taxes as the Authority finds consistent with the achievement of the purposes of Chapter 35.82 RCW.

~~1.2.13~~ Upon the request of a county or city, to exercise any powers of an urban renewal agency under Chapter 35.81 RCW or a public corporation, commission, or authority under Chapter 35.21 RCW.

~~1.2.14~~ To exercise the powers granted in this chapter within the boundaries of any city, town, or county not included in the area in which the Authority is originally authorized to function: PROVIDED, HOWEVER, the governing or legislative body of such city, town, or county, adopts a resolution declaring that there is a need for the Authority to function in such territory or the Authority executes an Interlocal Cooperation Agreement or equivalent agreement with the local public housing authority.

~~1.2.15~~ To administer contracts for assistance payments to persons of low income in accordance with section 8 of the United States Housing Act of 1937, as amended by Title II, section 201 of the Housing and Community Development Act of 1974, P.L. 93-383.

~~1.2.16~~ To sell at public or private sale, with or without public bidding, for fair market value, any mortgage or other obligation held by the Authority.

~~1.2.17~~ To the extent permitted under its contract with the holders of bonds, notes, and other obligations of the Authority, to consent to any modification with respect to rate of interest, time and payment of any installment of principal or interest security, or any other term of any contract, mortgage, mortgage loan, mortgage loan commitment, contract or agreement of any kind to which the Authority is a party.

~~1.2.18~~ To make, purchase, participate in, invest in, take assignments of, or otherwise acquire loans to persons of low income to enable them to acquire, construct, reconstruct, rehabilitate, improve, lease, or refinance their dwellings, and to take such security therefore as is deemed necessary and prudent by the Authority.

~~1.2.19~~ To make, purchase, participate in, invest in, take assignments of, or otherwise acquire loans for the acquisition, construction, reconstruction, rehabilitation, improvement, leasing, or refinancing of land, buildings, or developments for housing for persons of low income. For purposes of this subsection, development includes land, buildings or both.

Any development financed under this subsection is subject to an agreement that for at least twenty years the dwelling units made available to persons of low income together with functionally related and subordinate facilities must occupy at least fifty percent of the

interior space in the total development or at least fifty percent of the total number of units in the development, whichever produces the greater number of units for persons of low income. For mobile home parks, the mobile home lots made available to persons of low income must be at least fifty percent of the total number of mobile home lots in the park. During the term of the agreement, the owner must use its best efforts in good faith to maintain the dwelling units or mobile home lots required to be made available to persons of low income at rents affordable to persons of low income. The twenty-year requirement under this subsection does not apply when the Authority finances the development by nonprofit corporations or governmental units of dwellings or mobile home lots intended for sale to persons of low and moderate income, and does not apply to construction or other short-term financing provided to nonprofit corporations or governmental units when the financing has a repayment term of one year or less.

In addition, if the development is owned by a for-profit entity, the dwelling units or mobile home lots required to be made available to persons of low income must be rented to persons whose incomes do not exceed fifty percent of the area median income, adjusted for household size, and must have unit or lot rents that do not exceed fifteen percent of area median income, adjusted for household size, unless rent subsidies are provided to make them affordable to persons of low income.

For purposes of this subsection, if the development is owned directly or through a partnership by a governmental entity or a nonprofit organization, which nonprofit organization is itself not controlled by a for-profit entity or affiliated with any for-profit entity that a nonprofit organization itself does not control, it is not to be treated as being owned by a for-profit entity when the governmental entity or nonprofit organization exercises legal control of the ownership entity and in addition, (i) the dwelling units or mobile home lots required to be made available to persons of low income are rented to persons whose incomes do not exceed sixty percent of the area median income, adjusted for household size, and (ii) the development is subject to an agreement that transfers ownership to the governmental entity or nonprofit organization or extends an irrevocable right of first refusal to purchase the development under a formula for setting the acquisition price that is specified in the agreement.

Commercial space in any building financed under this subsection that exceeds four stories in height will not constitute more than twenty percent of the interior area of the building. Before financing any development under this subsection the Authority will make a written finding that financing is important for project feasibility or necessary to enable the Authority to carry out its powers and purposes under this chapter.

- ~~1.2.20~~ To contract with a public authority or corporation, created by a county, city, or town under RCW 35.21.730 through 35.21.755, to act as the developer for new housing projects or improvement of existing housing projects.
- ~~1.2.21~~ To participate in Federal, State, County, and City of Tacoma housing programs by receipt of loans, grants and annual or other contributions.
- ~~1.2.22~~ To receive loans, grants and annual or other contributions from any other source, public or private; providing that nothing will jeopardize any current or future programs from HUD.
- ~~1.2.23~~ To promote, engage in, prepare and publish without limitation, alone or in conjunction with any public or private entity or organization, or any charitable or non-profit entity or organization, or any governmental agency, research studies, surveys and any and all data gathering devices and analysis pertaining to the provision of safe, sanitary and suitable living accommodations of any and every type and kind to all persons of low income.
- ~~1.2.24~~ To advise, consult, coordinate and perform all functions, for or with any public or private corporation or organization, any charitable or nonprofit corporation or organization, or governmental agency, for the purpose of providing safe, sanitary and suitable living accommodations of any and every type and kind.
- ~~1.2.25~~ To sell bonds as may be convenient to or required to accomplish the stated purpose of the Authority.
- ~~1.2.26~~ To call upon Tacoma's chief law officer or employ its own legal counsel and staff to perform legal services.
- ~~1.2.27~~ To delegate to one or more of its agents or employees any powers or duties it considers proper.
- ~~1.2.28~~ To do any and all lawful things reasonable, necessary or convenient to accomplish the purposes stated above.
- ~~1.2.29~~

~~The Authority may also exercise powers contained in other chapters of the Revised Code of Washington, including without limitation the power to enter into intergovernmental agreements with other local public housing authorities pursuant to Chapter 39.34 RCW and to operate within the jurisdictions of such other housing authorities pursuant to such agreement, or to contract with other governmental entities pursuant to Chapter 39.34 RCW for other purposes permitted by law.~~

~~1.2.30 As set forth in Resolution 37456 of the City of Tacoma, including any further amendments to it, the Authority may exercise the powers of a Public Development Authority, including those powers set forth in RCW 35.21.730 through .759 (as may be amended from time to time) in the City of Tacoma and in other jurisdictions throughout the state, subject to required local approval. These powers include expanding THA's primary mission to include serving or providing investment capital for low income communities or low income persons in accordance with IRC §45D and the New Market Tax Credit Program Regulations.~~

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 ~~1.3 Seal of the Authority~~

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").

~~1.4 Office~~

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~~shall adopt a public records policy governing the inspection and copying of public records. ~~Shall 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, 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 ~~2.2~~ Number, Qualifications and Tenure of Commissioners

~~2.2.1~~ The Board ~~consists~~shall consist of five (5) Commissioners.

~~2.2.2~~ ~~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.~~

2.2.2 ~~2.2.3~~ 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 and appearing on the lease; 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 ~~the~~ directly assisted Commissioner and shall not be filled by a person who is not directly assisted as defined in section ~~2.2.3(a)~~ 2.2.2(A) of these by-laws.

C. If the person appointed as ~~the~~ directly assisted Commissioner no longer qualifies as a directly assisted person, as defined in section ~~2.2.3(a)~~ 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.

~~The~~D. A directly assisted Commissioner shall be a full member of the Board with the same powers and responsibilities held by other Commissioners.

~~2.2.4—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.~~

2.3 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

~~2.2.5—No Commissioner of the Board of Commissioners may be an officer or employee of the City of Tacoma.~~

2.5 Attendance

~~2.2.6—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 ~~Chair~~Chairperson may send a letter to the Mayor of the City of Tacoma alerting him or her of the circumstances.~~

2.6 No Compensation

~~2.2.7—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

~~2.2.8—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 ~~selects~~shall select from among its Commissioners a Chairperson and a Vice Chairperson, and ~~employ~~shall employ a Secretary, who is also the Executive Director. The Board shall elect the Chairperson and Vice Chairperson ~~are elected~~ at the annual meeting in August of each year ~~from among the Commissioners that constitute the Board and hold office~~ for one (1) year ~~terms~~ or until the Board elects and qualifies their respective successors ~~are elected and qualified~~. No ~~member~~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 ~~elects~~shall elect a successor to fill the office from the remaining Commissioners at the next meeting. ~~Such an election is for the unexpired term of the office. The If-elected successor at a regular or special meeting, the newly elected Chairperson or Vice Chairperson shall serve for the remainder of the unexpired term. If elected at the annual meeting, the newly elected Chairperson of 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^l 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.

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 ~~member~~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 ~~the~~ Board's 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 ~~the conduct of such~~ 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. ~~The notice for a special meeting may be personally delivered to each member of the Board or may be e-mailed or sent by regular U. S. mail to his/her business or home. This notice is timely so long as it is received no less than twenty-four (24) hours prior to the time of the special meeting. At such a special meeting, no the Board shall not consider business is considered~~ other than as designated by the notice. ~~Final~~ The Board shall not take final disposition ~~is not taken~~ 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 ~~4.2~~ 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 ~~4.3~~ 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, ~~except as provided in Section 4.6.~~

4.5 ~~4.4~~ 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 ~~members~~ 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 ~~4.5~~ 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 ~~4.6~~ Resolutions

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

4.8 ~~4.7~~ 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 ~~Chairman~~Chairperson or a majority of a quorum may direct that Robert Rules of Order govern the proceedings during a Board meeting.

4.9 ~~4.8~~ 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 ~~4.9~~ 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 ~~4.10~~ Attendance by Telephone.

Any Commissioner may attend any meeting of the Board of Commissioners by telephone, 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.