



Bylaws

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1. GENERAL PROVISIONS

1.1 Authority Name

The official name of the Authority is "Spokane Housing Authority" (hereinafter the "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 Revised Code of Washington (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 consistent 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 of Commissioners may amend the by-laws only by resolution, adopted by the affirmative vote of at least four (4) Commissioners of the Board at a regular or special meeting. The approved bylaws will supersede all previous bylaws.

1.4 Seal of the Authority

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization as a joint city/county housing authority.

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 of Commissioners.

1.6 Fiscal Year

The Fiscal Year of the Authority shall be January 1 – December 31.

1.7 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.

1.8 Offices

The present principal office of the Authority shall be designated as 55 W. Mission Avenue, Spokane, WA, 99201, until changed further by Resolution of the Board.

2. BOARD OF COMMISSIONERS

2.1 General Powers

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

2.2 Board Composition and Appointments

2.1.1 Number of Commissioners

The Board shall consist of seven (7) Commissioners.

2.1.2 Commissioner Appointments

Commissioners are appointed as follows:

- A. Two (2) individuals who work or reside within the city limits of the City of Spokane, Washington shall be appointed by the Mayor and confirmed by the City Council of the City of Spokane, Washington.
- B. Two (2) individuals who work or reside within the city limits of the City of Spokane Valley, Washington shall be appointed by the City Council of the City of Spokane Valley, Washington.
- C. Two (2) individuals who work or reside in Spokane County, Washington shall be appointed by the Commissioners of Spokane County, Washington.
- D. One (1) individual who meets the definition of "Directly Assisted Commissioner" shall be appointed by a majority vote of SHA's standing Board of Commissioners (identified in A-C above). Such appointment shall be evidenced by a resolution of the Board, which resolution shall be retained by the Authority's Executive Director. Such resolution shall be conclusive evidence of the due and proper appointment of the Directly Assisted Commissioner.

A Directly Assisted Commissioner shall be a full member of the Board with the same powers and responsibilities held by other Commissioners. If the person appointed as a Directly Assisted Commissioner no longer qualifies as a directly assisted person, he or she shall be removed from the Board, creating a vacancy to be filled by a directly assisted person.

2.3 Terms

Commissioners generally serve a term of five (5) years, PROVIDED, that a Commissioner's appointment extends into a following term until the appointing authority appoints or reappoints a person to serve as their replacement.

2.4 Conflicts of Interest

2.4.1 No Commissioner or appointee to any decision making body for the housing authority shall own or hold an interest in any contract or property or engage in any business, transaction, or professional or personal activity that would:

- A. Be, or appear to be, in conflict with the commissioner's or appointee's official duties to any decision making body for the housing authority duties relating

to the housing authority served by or subject to the authority of such commissioner or appointee to any decision-making body for the housing authority;

- B. Secure, or appear to secure, unwarranted privileges or advantages for such commissioner or appointee to any decision-making body for the housing authority, or others; or
- C. Prejudice, or appear to prejudice, such commissioner's or appointee's to any decision-making body for the housing authority independence of judgment in exercise of his or her official duties relating to the housing authority served by or subject to the authority of the commissioner or appointee to any decision-making body for the housing authority

2.4.2 No Commissioner or appointee to any decision making body for the housing authority shall act in an official capacity in any manner which such commissioner, or appointee to any decision –making body of the housing authority has a direct or indirect financial or personal involvement.

2.4.3 No commissioner or appointee to any decision-making body for the housing authority shall use his or her public office or employment to secure financial gain to such commissioner or appointee to any decision-making body for the housing authority.

2.4.4 If any commissioner or appointee of any decision-making body for the housing authority owns or controls an interest direct or indirect in any property included or planned to be included in a housing project, he or she immediately shall disclose the same in writing to the authority and such disclosure shall be entered into the minutes of the authority. Failure to disclose such interest shall constitute misconduct in office. Upon such disclosure such commissioner or appointee to any decision-making body for the housing authority shall not participate in any action by the authority affecting such property.

2.4.5 No provision of this section shall preclude an Assisted Commissioner from serving as a commissioner or from voting on any issue or decision, or participating in any action by the authority, unless a conflict of interest as set forth in subsections 2.4.1 through 2.4.4 of this section, exists as to that particular Assisted Commissioner and the particular property or program or interest at issue before, or subject to action by the housing authority.

2.4.6 This conflict of interest prohibition is in effect during the covered class's tenure and for one (1) year thereafter and applies to procurement and non-procurement action.

2.4.7 This prohibition also applies to the immediate family member of the aforementioned class of people (defined as the spouse, mother, father, brother, sister, or child of a covered class member including "half" or "step relative, for example, half-brother or stepchild.)

2.5 Limitation on Employment

No Commissioner of the Board may be an officer or employee of the City of Spokane, City of Spokane Valley or Spokane County during the term of their employment and for one year following any such employment. No Commissioner

may be a Housing Authority employee during their term and for at least one year following the expiration of their term on the Board.

2.6 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 appointment authority alerting them to the circumstances.

2.7 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.

2.8 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.

2.9 Removal

A Commissioner may be removed by the appointing authority for neglect of duty or misconduct in office. A Commissioner may be removed only after he or she is given a copy of the charges by the appointing authority and any such removal of a Commissioner requires a majority vote of the appointing authority.

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 October 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 elector 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. Except as otherwise authorized by resolution of the Authority, the Chairperson shall

sign all contract, deeds and other instruments made by 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 the case of a vacancy in the office of the Chairperson, the Vice Chairperson performs such duties as are imposed on the Chair until such time as the Board selects a new Chairperson in accordance with these by-laws. The Vice Chairperson will sit on the Finance sub-committee, if one exists.

3.4 Secretary

The Secretary shall be the Executive Director of the Authority and as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Board. The Executive Director shall be charged with the management of the housing projects and other operations of the Authority.

The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority, and record all votes, and shall keep a record of the proceedings of the Authority to be kept for such purposes, and shall perform all duties incident to the office. The Secretary shall keep safe custody the seal of the Authority and shall have the power to affix such seal to contracts and instruments authorized to be executed by the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting (or as determined by the Board), an account of all Authority transactions and the financial condition of the Authority. The Secretary shall also perform other duties as may be assigned by the Board or its Chairperson.

3.5 Other Duties

The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board or the Bylaws or rules and regulations of the Authority either as they exist now or may exist in the future.

3.6 Indemnification

Officers and Directors of the Authority, as well as the Board are covered persons, individually and as a whole, under the Authority's insurance coverage, which provides protection to them while performing duties directly related to the business of the Authority. Therefore, the Authority will indemnify the officers, directors, and Commissioners, individually and as a whole, for any conduct that occurs while performing duties directly related to the business of the Authority.

However, individual Officers, directors and/or Commissioners will not be indemnified in situations where they are the plaintiff in any lawsuit involving the Authority regarding claims or counterclaims or in any lawsuit where the sole claims are those between the Authority and an individual officer, director, or commissioner.

4. MEETINGS

4.1 Meeting

Unless the Board designates a different time and 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 shall be on the fourth Monday of October. 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 may, when they deem it or upon written request of two Commissioners, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may either be delivered in hand to any Commissioner, or be mailed to the Commissioner's home or business address at least two days prior to the date of the special meeting. Only the business designated in the call shall be considered. The place and time of such special meeting shall be set forth in the call with public legal notice provided.

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 Quorum

Four (4) Commissioners constitute a quorum for the purpose of conducting its business and exercising the Board's powers and for all other purposes.

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 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.

4.5 Order of Business

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

Convening of the Meeting

- Roll Call
- Commissioner Comments
- Public Comments

Approval of the Consent Calendar, including

- Minutes of the previous meeting
- Review of Financial and Operational Condition Reports
- Staff Reports

Executive Director's Report

New Business

Executive Session (if needed)

Unfinished Business

Adjournment

4.6 Resolutions

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

4.7 Rules of Order

- 4.8.1 The Chairperson shall conduct Board meetings generally to allow for 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 Chairperson 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.

4.8 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 voice vote, and each resolution is

entered in full upon minutes of the meeting, together with the ayes, nays, absent, and abstentions. The election of officers, however, may be conducted by ballot.

4.9 Attendance by Telephone

Instead of being held in the physical presence of all Commissioners participating in any regular or special meeting of the Board, the meeting may be held by telephone or by any other audio-visual means. All such meetings shall be conducted in accordance with these requirements:

- 4.9.1 Each Commissioner participating in the meeting must be able to hear every other Commissioner participating in the meeting.
- 4.9.2 A speaker phone or other similar device shall be available at a noticed location which shall be open to the public during the entire time of the meeting, so that members of the public can listen to the discussion of the Commissioners participating in the meeting.
- 4.9.3 All aspects of any such meeting shall satisfy all other requirements for meetings of public agencies and the joint city/county housing authority ordinance as approved by the City of Spokane, City of Spokane Valley, and Spokane County.

4.10 Sub-committees

Sub-committees may be established by the Chairperson as a standing or ad-hoc committee, and at least one Commissioner shall be assigned to each subcommittee. At the request of a sub-committee, Authority personnel may be assigned by the Secretary.

5. AUTHORITY FOR OPERATIONS

5.1 Statutory

The Authority shall have the legal authority and the complete Objections are set forth in the laws of the Constitution of the State of Washington. Nothing contained in either these Bylaws or the Resolutions adopted by the City Councils and Board of County Commissioners forming the Authority, are intended to limit this Authority of the Authority's ability to operate.

5.2 Assumption of Responsibilities

The Authority assumes all of the contractual and financial liabilities for Spokane Housing Authority.

5.3 Professional Services

The Board of the Authority shall have the authority to appoint the necessary professionals to assist it, including but not limited to, legal counsel, underwriting and financial services, and other professional assistance deemed necessary.

5.4 Amendments to Bylaws

The bylaws of the Authority shall be amended only with the approval of the Board of the Authority at a regular or special meeting.

5.5 Financial Responsibility

The Authority shall be responsible for its own financial and other obligations. Absent specific action by the City Councils and Board of County Commissioners, the Cities and County shall have no financial obligation of any kind or nature whatsoever or other responsibility for the operation of the Authority.

5.6 Activities

The Authority shall report annually to both the City Councils and Board of County Commissioners on its activities as requested.

6. GENERAL AUTHORIZATION

The Chairperson of the Board of Authority and the Secretary are hereby authorized and directed to do everything necessary to accomplish the acts set forth in this Resolution.

7. RATIFICATION OF PAST ACTS

All acts as heretofore taken by the Authority officers, staff, attorneys and agents consistent with the terms and purposes of this Resolution are hereby ratified, confirmed and approved.

8. SEVERABILITY

If any one or more of the covenants or agreement provided in this Resolution are in the Bylaws to be performed on the part of the Authority shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements of this Resolution and shall in no way affect the validity of the other provisions of this Resolution.

9. REPEALER

All Resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed, and shall have no further force or effect.

ⁱ "Directly assisted" as currently defined in 24 CFR §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).