

BYLAWS OF THE CITY OF MILPITAS HOUSING AUTHORITY

ARTICLE I THE AUTHORITY; OFFICE; SEAL

Section 1. NAME OF AUTHORITY - The name of the organization shall be the City of Milpitas Housing Authority (“Authority”).

Section 2. SEAL AUTHORITY - The official 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.

Section 3. PRINCIPAL OFFICE - The Principal Office of the Authority shall be 455 East Calaveras Blvd., Milpitas, California, or such other location in the City of Milpitas as the Authority may from time to time designate.

ARTICLE II OFFICERS AND PERSONNEL

Section 1. OFFICERS - The officers of the Authority shall be a Chairperson and a Vice Chairperson.

Section 2. CHAIRPERSON - The Chairperson of the Board of Commissioners of the Authority (“Board”) shall be the Mayor of the City Council of the City of Milpitas (“City Council”). The Chairperson shall preside at all meetings of the Authority. The Chairperson shall sign all contracts, deeds and other instruments made by the Authority, in the name of the Authority, as required by the Department of Housing and Urban Development, the Housing Authorities Law as set forth in Section 34200 et seq. of the California Health and Safety Code, or other applicable federal or state laws. The Chairperson may delegate the authority to sign all contracts, deeds and other instruments, consistent with and provided for in the City’s Purchasing Guidelines, to the Executive Director.

Section 3. VICE-CHAIRPERSON - The Vice-Chairperson shall be the Vice Mayor of the City Council. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall select a successor Chairperson.

Section 4. SECRETARY - The City Clerk of the City of Milpitas, or his or her designee, shall be the Secretary of the Authority. The Secretary shall attend all meetings of the Authority, record all votes, maintain a full and thorough record of all proceedings of the Authority, including all resolutions of the Board, in a journal of proceedings to be kept for such purposes. The Secretary shall keep all official records of the Authority, maintain custody of the seal of the Authority and shall

have power to affix such seal to all contracts and instruments authorized to be executed by the Board, and perform all other duties incident to the Office of Secretary.

Section 5. TREASURER - The Finance Director of the City of Milpitas shall be the Treasurer. The Treasurer 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 Treasurer may sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be signed using the same process as used by the City of Milpitas and consistent with the City's adopted policies and procedures, as they may be amended from time to time. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Board on a quarterly basis, or more often when requested by any member of the Board, an account of transactions and of the financial condition of the Authority. The Treasurer shall give such bond for the faithful performance of the Treasurer's duties as the Board may determine.

Section 6. EXECUTIVE DIRECTOR - The Executive Director of the Authority shall be the City Manager of the City of Milpitas and shall be responsible, subject to the policies and directions of the Board, for the general supervision over the administration of the business and affairs of the Authority and the implementation of the Authority policies. The Executive Director shall be charged with the management of the housing projects owned and or administered by the Authority. The Executive Director shall sign, on behalf of the Authority, all contracts and other documents delegated by the Board or within the Executive Director's authority as provided herein unless federal or state regulations require otherwise; appoint, remove, discipline, and supervise the Authority's personnel; supply the Board with such information and recommendations as necessary or as may be requested by the Board; authorize and certify payrolls, requisitions, and other documents relating to the financial affairs of the Authority; and perform such other duties as may from time to time be prescribed for the Executive Director by the Board. The Executive Director may delegate such administrative duties and authority as are consistent with these Bylaws and such other rules and regulations as may from time to time be approved by the Board.

Section 7. ADDITIONAL DUTIES - The officers and personnel of the Authority shall perform such other duties and functions as may from time to time be required by the Board or the Bylaws.

Section 8. NUMBER AND APPOINTMENT OF COMMISSIONERS - The City Council shall serve as the Commissioners of the Authority in accordance with California Health and Safety Code Section 34290. Provided that within one year of the Authority having "tenants," as that term is defined in Health and Safety Code Section 34213.5, the Council shall either appoint two (2) additional commissioners to serve on the Authority ("Tenant Commissioners") or create a Housing Commission as required by state law. The terms of the commissioners shall be as required by the Housing Authorities Law.

Section 9. CONFLICTS OF INTEREST; CODE OF CONDUCT - Commissioners and Authority staff are honored with the public's trust, and shall conduct all Authority business in an impartial, objective manner not tainted by financial conflicts of interest. Commissioners and Authority staff shall abide by the disclosure and disqualification requirements of the Fair Political Practices Act and implementing regulations, the provisions of California Government Code Section 1090 and all other applicable rules regarding conflicts of interest. In addition, Commissioners shall abide by all rules of conduct duly adopted by the Board. Commissioners and Authority employees shall not acquire any direct or indirect interest in a housing project or in any property included or planned to be included in any project, nor shall he or she have any direct or indirect interest in a contract or proposed contract for materials or services to be furnished or used in connection with the housing project, in accordance with California Health and Safety Code Section 34281. If a Commissioner or Authority employee owns or controls a direct or indirect interest in any such property, he or she shall immediately make a written disclosure of it to the Authority and the disclosure shall be entered into the minutes. This Section 9 shall not be construed as precluding a Tenant Commissioner from serving, provided the fact of such tenancy is disclosed to the Authority in writing and entered into the minutes immediately upon a Tenant Commissioner assuming office.

Section 10. COMPENSATION – Members of the Board of Commissioners may receive their actual and necessary expenses, including travel expenses incurred in the discharge of their duties, as provided in the adopted “Council Travel and Expenditure Reimbursement Policy” and in accordance with State law. Members of the Board of Commissioners, excluding Tenant Commissioners, may not receive additional compensation, such as a meeting stipend. Tenant Commissioners shall be compensated as provided for by City Council and in accordance with the Housing Authorities Law, as may be amended from time to time. Those non-board members who serve as staff or officials of the Authority shall only receive their compensation for the City of Milpitas position and shall not receive additional compensation for their position with the Authority. The Authority's Board of Commissioners may fix and determine the compensation of all Authority employees, counsels, consultants, and agents not otherwise serving in a City of Milpitas position.

ARTICLE III MEETINGS

Section 1. PLACE FOR MEETINGS - Meetings of the Board shall be held at the Principal Office of the Authority, unless another place is stated in the notice of the meeting.

Section 2. REGULAR MEETINGS - Regular meetings shall be held with notice on the first [insert day] of [month(s)] of each year at [insert time]. If a regular meeting time shall be a legal holiday, that regular meeting shall be held on the next succeeding business day.

Section 3. SPECIAL MEETINGS – A special meeting of the Board may be called by the Chairperson, Vice Chairperson when acting in the capacity of the Chairperson in accordance with these bylaws, or two Commissioners for the purpose of transacting business of the Authority. Special meetings may be called as determined to be necessary and shall be noticed as provide for in the Ralph M. Brown Act (Government Code section 54950 et seq.).

Section 4. CANCELLATION OF MEETINGS – The Executive Director or Board may cancel any meeting determined in his or her reasonable discretion to be unnecessary. Any cancellation shall be subject to and in accordance with the Ralph M. Brown Act as it may be amended from time to time.

Section 5. QUORUM - The powers of the Authority shall be vested in the Commissioners in office. A majority of the Commissioners empowered to vote shall constitute a quorum for the purpose of conducting the business and exercising the powers of the Authority, and for all other purposes, but a smaller number may recess or adjourn from time to time until a quorum is obtained.

Section 6. CONDUCT OF MEETINGS - Notwithstanding any other provision in these Bylaws, all regular and special meetings of the Board shall be held in compliance with the requirements of the Housing Authorities Law, the Ralph M. Brown Act of the California Government Code, and acceptable business meeting practices. The Board shall consider all appropriate business matters to come before the Board.

Section 7. MANNER OF VOTING - The voting on all matters coming before the Board shall be by voice vote or roll call, and the ayes and nays shall be entered upon the minutes of such meeting.

Section 8. ATTENDANCE AT MEETINGS - Commissioners shall attend all regular and special meetings of the Board unless there is good cause for the Commissioner's absence. Commissioners may be removed from their position as provided for in Health and Safety Code Section 34282.

Section 9. PUBLIC MEETINGS; NOTICES - All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in the Ralph M. Brown Act and other applicable laws. The Authority shall comply with all public noticing required by the Ralph M. Brown Act and other applicable law.

Section 10. PUBLIC COMMENT; REASONABLE LIMITATIONS - The Board encourages and welcomes public comment on all items on the Board' agenda and, during the public comment period, on any matters not on the Board's agenda but within the subject matter jurisdiction of the Board. For reasons of efficiency, speakers will be limited to three (3) minutes each.

**ARTICLE IV
AMENDMENTS**

Section 1. AMENDMENTS TO BYLAWS - The Bylaws of the Authority shall be amended only with the approval of a majority of the Commissioners empowered to vote at a regular or a special meeting, but no amendment shall be considered unless at least seventy two (72) hours written notice thereof has been previously given to all members of the Board.

**ARTICLE V
MISCELLANEOUS**

Section 1. INDEMNIFICATION - To the fullest extent permitted by law, the Board may authorize indemnification by the Authority of any person who is or was a member of the Board, officer, employee or other agent of the Board, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was such a member of the Board, officer, employee or other agent of the Authority, against expenses, judgments, fines settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Authority, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

BYLAWS
OF THE
CITY OF MILPITAS
HOUSING AUTHORITY

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I the duly appointed and acting Secretary of the City of Milpitas Housing Authority (“Authority”), a public body corporate and politic; and

2. That the foregoing Bylaws, consisting of five (5) pages, are the Bylaws of the Authority, as duly approved by the Board of the Authority, at a meeting duly held on _____, 2019.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of the Corporation this ___ day of ___ 2019.

Secretary