

## Article I. The Authority

Section 1. NAME OF THE HOUSING AUTHORITY. The name of the Housing Authority shall be:

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Section 2. SEAL OF AUTHORITY. The Seal of the Authority shall be:

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Section 3. OFFICE OF THE AUTHORITY. The principal office of the Authority shall be at:

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## ARTICLE II. DECLARATION OF POLICY.

### Section 1. GENERAL POLICY.

It shall be the settled policy of the Board of Commissioners to determine only matters of general policy to include, but not be limited to, procurement, personnel, financial, and property use; and to delegate the execution of such general policies and administrative duties to the Executive Director and the staff of the Authority. The Board of Commissioners shall observe the Housing Authority chain of command and act collectively to avoid situations where they appear to be managers instead of policy makers. The Executive Director is charged with the day-to-day responsibility of operating the Authority and executing its policies.

### Section 2. PROCUREMENT.

In the procurement of property, equipment, supplies, and services by the Authority and in the disbursement of funds, the Authority shall comply with and use the laws, regulations, and procedures required by the U.S. Department of Housing and Urban Development (HUD) as well as State and local law, whichever is more stringent.

## ARTICLE III. COMMISSIONERS.

### Section 1. COMPOSITION.

The Authority shall have seven (7) Commissioners, two (2) of which shall be residents of the Authority. The remaining Commissioners shall be appointed by the Mayor.

### Section 2. POWERS AND RESPONSIBILITIES.

The Board of Commissioners shall have general power to control and manage the affairs of the Authority consistent with the State of New York, the Authority's personnel policies, and these Bylaws. The Board

of Commissioners shall also have the responsibility to provide oversight to ensure adherence of all pertinent legal and fiscal matters of the Authority.

### **Section 3. ELECTION.**

The Chairperson and the Vice-Chairperson shall be elected by a simple majority vote at the Annual Meeting of the Authority from among the Commissioners of the Board, and shall hold office for one year or until their successors are elected or qualified.

### **Section 4. DUTIES—HOUSING AUTHORITY CHAIRPERSON.**

The Chairperson shall be a Commissioner of the Authority and qualified and willing to accept responsibilities outlined in these Bylaws, as follows:

- a. Preside at all Meetings of the Authority.
- b. Sign all contracts, deeds, and such other instruments made by the Authority or as may be authorized by resolution of the Authority. Any contract above \$50,000.00 shall require the signatures of both the Chairperson and the Executive Director; any contract above \$50,000.00 shall be brought before the full Board. At such meetings, the Chairperson shall submit recommendations and information that may be considered proper concerning the business, affairs, and policies of the Authority.
- c. With the approval of the Board, appoint all Standing and Ad Hoc Committees and their members and Chairs.
- d. Present at each Annual Meeting of the Authority a report of the condition of the business and affairs of the Authority.
- e. Call Regular and Special Meetings of the Authority in accordance with these Bylaws.
- f. See that all books, reports, statements, and certificates required by law are properly kept, made and filed according to law.
- g. Enforce these Bylaws and perform all duties incidental to the position of Chairperson as is required by law.
- h. Make an annual presentation to the Legislature of the State of New York on the condition of the business and affairs of the Authority.

### **Section 5. DUTIES—VICE HOUSING AUTHORITY VICE-CHAIRPERSON.**

The Vice-Chairperson of the Housing Authority shall be a Commissioner of the Authority and qualified and willing to accept all the responsibilities of the position as outlined in these Bylaws. In the event of the absence or inability of the Chairperson to exercise his or her office, the Vice-Chairperson of the Housing Authority shall become the Acting Chairperson of the Housing Authority's Board of Commissioners, with all the rights, privileges, and powers had the Vice-Chairperson been duly elected in accordance with these Bylaws.

### **Section 6. DUTIES—SECRETARY.**

The Secretary shall be the Executive Director of the Authority. The Board shall appoint a Secretary based on the Executive Director's job description. The Board shall determine the compensation and tenure based on qualifications and experience. The Board shall execute a contract with the Secretary. No Commissioner of the Authority shall be eligible for the Office of Secretary except on an interim basis as provided in these Bylaws. The Secretary shall have the following duties:

- a. The Secretary shall keep the records of the Authority; shall act as Secretary of the meetings of the Authority and record all votes; shall keep a record of the proceedings of the Authority in a permanent journal and shall perform all duties incident to his or her office, including the safe custody of the seal of the Authority. The Secretary shall affix the seal of the Authority to all instruments required to be under Seal and shall attest such seal and the execution of instruments to be attested.
- b. The Secretary shall provide general supervision over the Authority's operations and the administration of its operations and the administration of its business and affairs subject to the direction of the Board.
- c. The Secretary shall act as the Treasurer of the Authority; shall have the custody and care of the funds of the Authority; shall deposit them in the name of the Authority; shall sign all instruments obligating funds of the Authority for real or personal property, equipment, supplies, and services purchased by the Authority and shall sign all disbursement vouchers effecting funds of the Authority. The signature of the Executive Director or designee shall be required on Purchase Orders and on Travel Orders for all travel, except documents from HUD, which specifically require other signatures.
- d. Pending the appointment of a Secretary, as well as in the event of a vacancy in the Office of the Secretary, the Authority may designate from time to time any Commissioner, officer, or employee of the Authority to perform the duties of the Secretary on an interim basis, without additional compensation other than payment of necessary expenses.
- e. The Authority may appoint an Assistant Secretary who shall perform the duties of the Secretary in the temporary absence or incapacity of the Secretary, providing that if no Assistant Secretary has been appointed and the Secretary is temporarily absent or incapacitated, the Chairperson may designate a Commissioner or employee of the Authority to act on an interim basis, without additional compensation other than the payment of necessary expenses.
- f. The Secretary shall comply with all professional training and development requirements within the specified time period.

#### **SECTION 7. DUTIES—ADDITIONAL.**

The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority's Bylaws or rules and regulations.

#### **SECTION 8. CONFLICT OF INTEREST.**

No Housing Authority Board member shall have right to, or interest in, the Housing Authority's property or assets. No Commissioner shall, by reason of his or her office, be entitled to receive any salary or unapproved compensation.

#### **SECTION 9. COMMITTEES.**

The only Standing Committee shall be the Executive Committee, which will consist of the Officers of the Authority. The Executive Committee may act for the Board between meetings. The Executive Committee will report to the Board at its next meeting on all actions taken, and the Board will ratify or revoke such actions. The Executive Committee shall be empowered to review and approve all contracts in excess of \$50,000.

- a. The Board may from time to time create Special Committees to review and make recommendations on administrative and economic practices of the Authority in collaboration with the Secretary/Executive Director.

- b. All Special Committees will report to the Board at its Regular and Special Meetings. The Board will at time ratify or revoke the action of the Special Committees.
- c. Three (3) members of the Board of Commissioners shall constitute a committee and a quorum. A majority vote of said three (3) members shall be sufficient for a determination.

#### **SECTION 10. VACANCIES.**

Should any office become vacant, the Authority shall elect a successor from its membership at the next Regular Meeting or at a Special Meeting called for the purpose, and such election shall be for the unexpired term of said office. When the Office of the Secretary becomes vacant, the Authority shall appoint a successor in the manner prescribed in these Bylaws.

#### **SECTION 11. TRAINING REQUIREMENTS.**

All Commissioners are required to complete a comprehensive training program consisting of ethics and other required courses. Commissioners must complete their training within 18 months of appointment. The Secretary/Executive Director must complete his or her training within two years of appointment. A certificate of recognition or a certificate of completion from the training institution is required from each Commissioner in order to meet the training requirement.

### **ARTICLE IV. EXECUTIVE DIRECTOR.**

#### **SECTION 1. APPOINTMENT AND DUTIES.**

The Executive Director shall be appointed by the Board and shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Board. The Executive Director shall be charged with the development and management of the housing communities of the Authority.

The Executive Director's responsibilities shall include, but not be limited to, the following:

- a. Sign all contracts, deeds, and such other instruments as may be authorized by resolution of the Authority. The Executive Director and the Chairperson must sign any contract above \$50,000.00; and any contract above \$50,000.00 shall be brought before the full Board.
- b. Assume an active role in Community leadership.
- c. Assume responsibility for strong quality management practices to include:
  - i. The Authority,
  - ii. Staff, prospective residents (waiting list and admission-related concerns), and
  - iii. Residents.
- d. Carry out all duties and responsibilities and shall meet the standards as outlined by the Housing Authority's Executive Director's job description, resulting in the effective management and operation of the Housing Authority.
- e. Employ or discharge all employees of this Authority in accordance with the Personnel Policy and any other binding agreements.
- f. Implement all organizational policies as established by the Board of Commissioners.
- g. Report to the Board on Authority activities at every Board meeting and provide other reports as requested by the Board to include the preparation of an Annual Report to be presented to the Board of Commissioners and the Legislature of the State of New York.

## **SECTION 2. ADDITIONAL PERSONNEL.**

The Authority may from time to time employ and appoint such personnel as it deems necessary to exercise its powers, duties, and functions.

# **ARTICLE V. MEETINGS.**

## **SECTION 1. ANNUAL MEETINGS.**

The Annual Meeting shall be held during the month of August at the Central Office of the Authority, or at such other as the Chairperson may designate. In addition to the holding of Elections of Officers, the Commissioners shall review the Authority's performance and accomplishments and set goals and objectives for the coming year.

## **SECTION 2. REGULAR MEETINGS.**

Regular Meetings shall be held upon written notice to the Commissioners on the fourth Wednesday of each and every month at 10:00 a.m. ET. Notice of the monthly Regular Meetings shall be made by placing a notice in the Daily News, on the bulletin board of the Authority's main office and on the front page of the Authority's web site at least seven (7) calendar days prior to the date of such meeting. No further notice shall be necessary unless required by law.

## **SECTION 3. SPECIAL MEETINGS.**

The Chairperson of the Authority may, when deemed appropriate or upon written request of four members of the Board of Commissioners or written request from the Executive Director of the Authority, 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 be delivered to each member of the Authority or may be mailed, faxed, or emailed to the business or home address of each member of the Board of Commissioners at least one (1) calendar day prior to the date of such Special Meeting. Notice of the Meeting shall be posted at the time of mailing at the office of the Authority. At such Special Meeting, no business shall be considered other than as designated in the call; however, if all of the Board of Commissioners of the Authority are present at a Special Meeting, any and all business may be transacted at such Special Meeting.

## **SECTION 4. EXECUTIVE SESSION MEETINGS.**

The Chairperson of the Board of Commissioners shall, upon motion of any Board member, recess a Regular or Special meeting to go into executive session to discuss only those matters permitted by law. As required by law, the Board's counsel shall certify that the executive session called for meets the requirements of and is in accordance with applicable law. These meetings are not open to the public. No Minutes will be taken during the executive session and no member shall disclose the content of the discussions. The Board may make a report upon returning to the Regular or Special Meeting. No deliberation and no voting shall take place during an executive session. The Minutes of the Regular or Special meeting shall reflect the time the Board recessed and returned to the Regular or Special Meeting.

## **SECTION 5. QUORUM.**

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four (4) Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time

until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

#### **SECTION 6. PARLIAMENTARY AUTHORITY.**

Except as otherwise stated in these Bylaws, all meetings shall follow the guidelines established by the New York Open Meeting Law and the Roberts Rules of Order (newly revised) shall govern the proceedings of all meetings.

#### **SECTION 7. ORDER OF BUSINESS.**

At the Regular and Special Meetings of the Authority, Robert's Rules of Order (newly revised) shall be followed, unless these Bylaws specify otherwise, and the following shall be the Order of Business:

- a. Call to Order
- b. Roll Call
- c. Approval of Agenda
- d. Reading and Approval of the Minutes
- e. Matters Arising from the Minutes
- f. Director's Report
- g. Unfinished Business
- h. New Business
- i. Committee Report
- j. Authority's Monthly Management Report
- k. Public Comment
- l. Adjournment

#### **SECTION 8. RESOLUTIONS.**

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

#### **SECTION 9. AMENDMENTS TO THE AGENDA.**

The Agenda may be amended by a two-third (2/3) majority vote of the Board members present at a Regular or Special Meeting.

#### **SECTION 10. MANNER OF VOTING.**

The manner of voting on all questions coming before the Authority shall be by roll call, and the ayes and nays shall be entered upon the Minutes of such meetings. In the case of election for officers to the Board of Commissioners, and at such other time as may be approved upon by motion and majority vote, voting shall be by secret ballot. Where such secret ballot is utilized, the number of ayes and nays shall be entered upon the Minutes of such proceedings.

#### **SECTION 11. NOTICE OF MEETINGS.**

In addition to that provided herein, a public notice may be distributed to additional media outlets regarding Regular, Subcommittee, Special and Annual meetings of the Board of Commissioners.

## **SECTION 12. BOARD MEMBER ATTENDANCE AT ANNUAL, REGULAR, AND SPECIAL MEETINGS.**

In order to promote the continued successful and efficient operation of the Housing Authority, all Commissioners of the Housing Authority's Board are encouraged to attend scheduled, Regular and Special Meetings. In those limited circumstances when a Commissioner is unable to attend in person due to illness, disability or commuter delays beyond their control, they may participate by phone. Participation by phone, however, will be limited to those instances where a minimum of three (3) Commissioners are present in person at the Regular Meeting or Special Meeting. In the event a Commissioner must participate by phone, the Commissioner shall make every effort to advise the Executive Director at least 24 hours in advance so that the necessary logistical arrangements may be made for his or her participation. Should any Commissioner of the Housing Authority have three (3) consecutive absences, the Board of Commissioners may direct that a statement be sent to the Governor advising him or her of this fact and requesting that a replacement be designated. The number of absences may be extended by an affirmative vote of the Board, at any time, at the discretion of the Chairperson.

## **ARTICLE VI. ETHICS.**

### **SECTION 1.**

All Commissioners of the Housing Authority Board shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by the rules and regulations and principles of the Housing Authority Code of Ethics as well as the State Ethics Law.

### **SECTION 2.**

If the Board of the Housing Authority finds that any Commissioner has violated the Code of Ethics and Professional Conduct or the State Ethics Law, the Board of Commissioners, by resolution, may petition the Mayor that Commissioner's removal.

### **SECTION 3.**

All Commissioners shall, on an annual basis at the Annual Board Meeting, pledge themselves to the Housing Authority Code of Ethics and Professional Conduct set forth in Appendix I of these Bylaws.

### **SECTION 4.**

The objective of the Code of Ethics is to encourage professional performance by Housing Authority Commissioners. The Code describes objectives which, when accepted and followed, will help to foster a beneficial relationship between the Commissioners and staff, as well as those they serve.

## **ARTICLE VI. AMENDMENTS.**

### **SECTION 1. AMENDMENTS TO THE BYLAWS.**

The Bylaws of the Authority shall be amended only with the approval of at least four (4) of the members of the Board of Commissioners at a Regular Meeting, but no such amendments shall be adopted unless notice of the amendment(s) Housing Authority's been submitted in writing at the previous Regular Meeting of the Authority.

**SECTION 2. REPEAL.**

All previous resolutions adopted by the Authority inconsistent with these Bylaws are hereby repealed.  
All Bylaws adopted by the Authority inconsistent with these Bylaws are hereby repealed.

**ADOPTED.**

These Bylaws are adopted on the \_\_\_\_\_ Day of \_\_\_\_\_ Month, \_\_\_\_\_ Year.

BY: \_\_\_\_\_

Chairperson

**ATTEST.**

**SEAL.**



# **ATTACHMENT 1. HOUSING AUTHORITY CODE OF ETHICAL AND PROFESSIONAL CONDUCT STANDARDS.**

## **ATTACHMENT 1.**

### **HOUSING AUTHORITY CODE OF CONDUCT AND ETHICAL STANDARDS.**

#### **SECTION 1. HOUSING AUTHORITY CODE OF CONDUCT.**

A Commissioner shall be bound by the following pledge:

- I pledge myself to professional conduct on the Board through my efforts and through the mutual efforts of my colleagues and by all other proper means available.
- I pledge to view my service on the Board of the Housing Authority as an opportunity to serve my community, the State of New York, and my nation because I support the objectives of providing a decent, safe, and sanitary home and a suitable living environment for every American family.
- I pledge my responsibilities are to serve in this capacity as a Government official, a community leader, and an advocate for the Authority, its programs, and its objectives.
- I pledge myself to seek and maintain an equitable, honorable, and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
- I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low- and moderate-income. Decisions will provide an equal opportunity to all citizens, regardless of race, creed, sex, nationality, place of birth or age.
- I will recognize that my responsibility is not to make the day-to-day management decisions of the Authority, but to see that the Housing Authority is well run by carrying out policy making, planning, and appraisal functions, and by providing direction and taking formal action in support of these functions.
- I pledge to refuse to represent special interests or partisan politics or to use this Board for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the Mayor, my responsibility is to the entire community.
- I pledge that I shall not receive, directly or indirectly, any fee, rebate, commission, discount, gratuity, or any other benefit, whether monetary or otherwise, for the proper professional discharge of my duties, except authorized expenses and other benefits.
- I will arrive at conclusions only after I have discussed matters fully with members of the professional staff and other Board members. Once a decision has been reached by the majority of the Board assembled at a meeting, I will support it graciously.
- I will recognize that the Housing Authority is vested with the whole Board assembled in meetings and that the powers of the Board shall be vested with the Board thereof in office at anytime.
- I pledge to support and to protect authority personnel in the performance of their duties. Where and when Commissioners are involved in the employment of staff, I will vote to hire only competent and trained personnel who have been recommended by the Executive Director, otherwise I will support the Executive Director in the hiring and the handling of personnel matters without inappropriate involvement by the Board.
- I pledge to refer all complaints, including my personal criticisms, to the Executive Director, and only after the failure of administrative solution, will pursue such matters outside the Board while also recognizing the individual rights of a Commissioner as a citizen appointee and the responsibilities such appointment implies.

- I pledge to observe and enforce local and Federal laws and regulations, these Bylaws and all other pertinent rules and regulations pertaining to the Board and the Authority and housing represented by those entities.
- I pledge to respect the limited intent and scope of executive session and respect privileged communications from executive session and other sources for the privacy of the personnel and clients with whom we are involved.
- I pledge myself to place honesty, integrity, industriousness, compassion, and understanding above all else; to pursue my gainful efforts by study and dedication to the service to the Housing Authority and the people I serve shall always be maintained at the highest possible level.
- I pledge to make diligent use of the time of the Board as a whole and to faithfully attend all meetings barring unforeseen conflicts, in which case I shall promptly notify the Chairperson or designee while respecting the rights and commitments of other Commissioners and the Housing Authority the Board represents.
- I pledge myself to comply with the rules and regulations and principals of this Code of Ethics and Professional Conduct, and I pledge myself to comply with all training and professional development requirements to retain my eligibility to be a Board member of the Authority.

## **SECTION 2. ETHICAL STANDARDS.**

All Board of Commissioners and Housing Authority staff shall be bound by the following Ethical Standards:

### **(a) The U.S. Department and Urban Development (HUD).**

1. Public Housing Annual Contributions Contract (ACC):
  - a. In addition to any other applicable conflict of interest requirements, neither the Housing Authority nor any of its contractors or their subcontractors may enter into any contract, subcontract, or arrangement in connection with a project under this ACC in which any of the following classes of people that the Housing Authority has an interest, direct or indirect, during his or her tenure or for one year thereafter:
    - i. Any present or former member or officer of the governing body of the Housing Authority, or any member of the officer's immediate family. There shall be excepted from this prohibition any present or former tenant Commissioner who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the resident corporation, the Housing Authority, or a business entity.
    - ii. Any employee of the Housing Authority who formulates policy or who influences decisions with respect to the project(s), or any member of the employee's immediate family, or the employee's partner.
    - iii. Any public official, member of the local governing body, or State or local legislator, or any member of such individuals' immediate family, who exercises functions or responsibilities with respect to the project(s) or the Housing Authority.
  - b. Any member of these classes of persons must disclose the member's interest or prospective interest to the Housing Authority and HUD.
  - c. The requirements of this may be waived by HUD for good cause, if permitted under State and local law. No person for whom a waiver is requested may exercise responsibilities or functions with respect to the contract to which the waiver pertains.

- d. The provisions of this subsection shall not apply to the General Depository Agreement entered into with an institution regulated by a Federal agency, or to utility service for which the rates are fixed or controlled by a State or local agency.
- e. Nothing in this section shall prohibit a tenant of the Housing Authority from serving on the governing body of the Housing Authority.
- f. The Housing Authority may not hire an employee in connection with a project under this ACC if the prospective employee is an immediate family member of any person belonging to one of the following classes:
  - i. Any present or former member or officer of the governing body of the Housing Authority. There shall be excepted from this prohibition any former tenant Commissioner who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the Housing Authority.
  - ii. Any employee of the Housing Authority who formulates policy or who influences decisions with respect to the project(s).
  - iii. Any public official, member of the local governing body, or State or local legislator, who exercises functions or responsibilities with respect to the project(s) or the Housing Authority.
- g. The prohibition shall remain in effect throughout the class member's tenure and for one year thereafter.
- h. The class member shall disclose to the Housing Authority and HUD the member's familial relationship to the prospective employee.
- i. The requirements of this subsection may be waived by the Housing Authority Board of Commissioners for good cause, provided that such waiver is permitted by State and local law.
- j. For purposes of this section, the term "immediate family member" means the spouse, mother, father, brother, sister, or child of a covered class member (whether related as a full blood relative or as a "half" or "step" relative, e.g., a half-brother or stepchild).

**(b) State Conflict of Interest. The Housing Authority and its Board will comply with all State and local Conflict of Interest and Ethics laws.**

- 2. Uniform Administrative Requirements for State and Local Governments (2 CFR 200):
  - a. Conflicts of Interest. The Housing Authority, including the Board of Commissioners, must disclose in writing any potential conflict of interest in violation of (a). 1., above, to HUD.
  - b. Mandatory Disclosures. The Authority must disclose, in a timely manner, in writing to HUD all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the grants from HUD. Failure to make the required disclosure can result in remedies described at 2 CFR 200.338.