

BYLAWS OF THE HOUSING AUTHORITY  
OF  
YAMHILL COUNTY, OREGON

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be “Housing Authority of Yamhill County, Oregon.”

Section 2. Seal of 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. Use of the seal is not mandatory under Oregon law.

Section 3. Office of Authority. The Authority’s principal office and place of business in the state of Oregon shall be located at 135 NE Dunn Place, McMinnville, OR 97128, or at such other location as the Board of Commissioners may designate from time to time.

ARTICLE II – MISSION

Section 1. Mission. The purposes of the Housing Authority shall be to provide the opportunity for decent, safe, and affordable housing to individuals and families in our community and opportunities to position themselves for success.

In order to fulfill this mission, HAYC has established the following objectives:

1. Create dynamic partnerships that contribute to the development of vibrant, inclusive communities.

2. Provide support that respects the dignity and inherent worth of every person.
3. Invest in programs that position eligible individuals and families for success in life, including home ownership education and provision of housing counseling. When people have a place to call home, they are better able to pursue opportunities and position themselves for success.
4. Serve as a one-stop information resource for affordable housing opportunities in our community.
5. Further the revitalization of the community through maintenance and rehabilitation of existing housing as well as through the development of new housing options.
6. Maximize the utilization of available funds to assist eligible individuals and families.
7. Adapt quickly and effectively to the changing economic landscape, regulations and resources in order to remain a high performing agency.

### ARTICLE III – MEMBERSHIP

Section 1. Term. The Housing Authority of Yamhill County Board of Commissioners (the Authority Board) shall consist of five (5) members appointed by the Yamhill County Board of Commissioners for five (5) year terms. One of the members must be a person who is directly assisted by the agency.

Section 2. Vacancies and attendance. Any vacancy shall be filled by the County Board of Commissioners who may remove any member for neglect of duty or misconduct in office. Removal shall be in accordance with ORS 456.110. Unexcused absences from three (3) consecutive meetings, including regular and special work sessions, or unexcused absences from more than fifty percent (50%) of such meetings held during a calendar year constitute neglect of duty. An excused absence may be obtained by contacting the Chair of the Authority or the Executive Director, who shall communicate the request to the Chair. Any commissioner may resign at any time by delivering written notice to the Chair of the Board, the Vice-Chair, the Board of Commissioners or the Executive Director, or by giving oral notice at any meeting of the Authority Board.

Section 3. Compensation. Members of the Authority shall serve without compensation other than reimbursement for duly authorized expenses and meals incidental to performance of their duties.

Section 4. Diverse Representation. The Authority shall make recommendations to the County Board of Commissioners for appointing members to the Authority. In considering new members, the Authority shall strive for geographic balance as well as diversity in membership when possible.

Section 5. Duties. The commissioner shall uphold these Bylaws and all policies approved by the Board. The commissioner acts as a commissioner only during officially sanctioned Board meetings. All other activities related to the

Authority must be approved by the Board and be coordinated through the Executive Director. The commissioner shall assure that the policies of the Board are final and implemented and shall support the Board's action. The commissioner will receive his/her information from reports issued by the Executive Director to the Board of Commissioners. The commissioner shall serve at the request of the Chairperson, or at the will of the Board, on any ad hoc, temporary or standing committee of the Board. The commissioner shall assure that all issues before the Board are discussed in an open meeting, with the exception of those issues which are officially closed by the Board in Executive Session pursuant to Oregon law.

Section 6. Conflict of Interest. The purpose of this section is to eliminate a conflict of interest or the appearance of a conflict of interest by a commissioner.

1. A commissioner of an authority may not be an officer or employee of any city or county for which the authority is created, unless the commissioner is a member of the governing body or one of the governing bodies.
2. No employee of the Authority shall be an immediate family member of a commissioner or appointing official(s). The term "immediate family member" shall mean spouse, parent, child, brother, sister, father-in-law, mother-in-law, grandparent, grandchild, brother-in-law or sister-in-law.
3. No commissioner may ask any employee to perform work or other activities unless it is directly related to the employees duties during official work time, including

overtime and comp time and has the approval of the Executive Director.

4. No commissioner may make personal use of vehicles, materials, tools, equipment or other items that are owned, leased, or rented by the organization.
5. The Resident Commissioner has no other duties or responsibilities than that of a commissioner and shall not represent any resident, resident organization or other organization.

#### ARTICLE IV – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair, a Vice-Chair and a Secretary who shall also serve as the Executive Director.

Section 2. Chair. The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chair shall sign all contracts, deeds and other documents on behalf of the Authority. At each meeting the Chair shall submit such recommendations and information as may be considered proper concerning the business, affairs and policies of the Authority.

Section 3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and, in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the Authority shall elect a new Chair.

Section 4. Secretary. The Secretary shall also serve as 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 Authority. The Executive Director shall be charged with the management of the housing programs of the Authority.

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

The Executive Director 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 Executive Director shall sign all orders and checks for the payment of money and shall pay out and disburse such money under the direction of the Authority. All such orders and checks shall be countersigned as authorized by resolution of the Authority. The Executive Director shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority at each regular meeting (or more often when requested) an account of the transactions and also the financial condition of the Authority. The Executive

Director shall give such bond for the faithful performance of his or her duties as the Authority may determine.

The compensation of the Secretary shall be determined by the Authority. In the event of a temporary appointee, compensation will be determined by the Authority.

The Executive Director is authorized to execute financial and budgetary reports for and on behalf of the Housing Authority of Yamhill County, and any reports so executed shall constitute the lawful act of such Authority. All of the aforementioned duties of the Secretary and Executive Director may be undertaken by employees of the Authority under the direction of the Executive Director.

Section 5. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the Bylaws or rules and regulations of the Authority.

Section 6. Election of Officers. The Chair and Vice-Chair shall be elected at the regular meeting preceding the annual meeting of the Authority from among the Commissioners of the Authority, and shall hold office for one year beginning with the annual meeting.

The Secretary shall be the Executive Director, or in the event that the Executive Director's position is vacant, the Board may appoint a temporary Secretary. No Commissioner of the Authority shall be eligible for this office.

Section 7. Vacancies. Should the offices of Chair or Vice-Chair become vacant, the Authority shall elect a successor

from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law of Oregon and all other laws of the State of Oregon applicable thereto. The selection and compensation of such personnel shall be determined by the Authority subject to the laws of the State of Oregon.

#### ARTICLE V – INDEMNIFICATION OF COMMISSIONERS AND OFFICERS

The Authority shall indemnify any commissioner or officer, or former commissioner or officer, of the Authority against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement or incurred in connection with the defense or settlement of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which the commissioner or officer was or is a party or is threatened to be made a party by reason of the fact that he/she is or was such a commissioner or officer, to the extent that any such expenses or amounts were actually and reasonably incurred, provided:

1. that he/she acted in good faith in what he/she reasonably believed to be in or not opposed to the best interests of the Authority, and

2. that, in any matter the subject of a criminal action, suit, or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful.

The determination as to (1) and (2) above shall be made (i) by the Board of Commissioners by a majority vote of a quorum consisting of commissioners who were not and are not parties to or threatened with any such action, suit or proceeding, or any other action, suit or proceeding arising from the same or similar operative facts; or (ii) if such quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested commissioner so directs, in a written opinion by independent legal counsel; or (iii) by a court of competent jurisdiction in which the action, suit or proceeding was brought.

Notwithstanding the foregoing, in any action by or in the right of the Authority, no indemnification shall be made in respect of any claim, issue or matter as to which such present or former commissioner or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Authority unless, and only to the extent that, a court of competent jurisdiction in which the action or suit was brought shall determine, in addition to the determination made above, upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such present or former commissioner or officer is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper.

## ARTICLE VI – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the first meeting of the Authorities Board during a calendar year.

Section 2. Regular Meeting. Regular meetings shall be held at such time and place as may be determined by resolution of the Authority.

Section 3. Special Meetings. The Chair of the Authority may, when deemed expedient, call a special meeting of the Authority for the purpose of transacting any business designated in the call. Upon the written request of two (2) Commissioners of the Authority, a special meeting of the Authority shall be called by the Chair 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 Commissioner of the Authority at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call.

Section 4. Emergency Meetings. In the event of an actual emergency, a meeting may be held upon less than 24 hours notice; provided, however, that the minutes for such a meeting shall describe the emergency justifying deviation from the regular notice procedures.

Section 5. Quorum. The powers of the Authority shall be vested in the Commissioners. Three Commissioners shall

constitute a quorum for the purpose of conducting its business and exercising its powers. 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. Order of Business. At the regular meeting of the Authority the following shall be the order of business:

1. Call to Order
2. Roll Call
3. Approval of the minutes of Previous Meeting
4. Public Comments (on items not on Agenda)
5. Bills and communications
6. Reports of the Secretary
7. Reports of Committees
8. Unfinished business
9. New business
10. Adjournment

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

Section 7. Rules of Procedure. The rules of procedure at meetings of the Board will be the rules contained in Robert's Rules of Order, as amended, so far as applicable and when not inconsistent with these Bylaws or any Board resolution.

Section 8. Manner of Voting. Voting shall be by voice votes called for by the presiding officer with the exception of a written ballot upon request prior to the meeting by a board of commissioner member. Any board of commissioner member may participate via any combination of telephone, facsimile

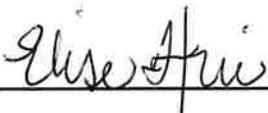
machine, email, internet or other electronic means in both discussion and casting an official vote even though not physically present at a called meeting or a call for a vote.

**ARTICLE VII – AMENDMENTS TO THE BYLAWS**

Amendments to the Bylaws shall be made in a fully authorized meeting of Authority Commissioners with a quorum present and voting to approve the amendment(s). All Commissioners shall be provided a copy of the amendment(s) at least 30 days prior to the meeting they are to meet to discuss and/or adopt the amendment(s). The Bylaws are to be reviewed by the Commissioners at least annually at the Board Retreat.

The undersigned, being the Secretary to the Board of Commissioners, certifies that these Bylaws are the Bylaws of the Housing Authority of Yamhill County, adopted by resolution of the Board of Commissioner on December 12, 2017.

DATED this 12<sup>th</sup> day of December, 2017

  
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Secretary to the Board of Commissioners