

**BYLAWS OF THE
HOUSING AUTHORITY OF THE CITY OF ANACORTES**

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**BYLAWS OF THE
HOUSING AUTHORITY OF THE CITY OF ANACORTES**

1. GENERAL PROVISIONS

Section 1.1. Authority Name. The official name of the Authority is Housing Authority of the City of Anacortes (hereinafter the “Authority”). The Authority may also use the name Anacortes Housing Authority.

Section 1.2. Purpose. The Authority constitutes 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 the Housing Authority Law, Revised Code of Washington (RCW) Chapter 35.82, as such law may be amended from time to time.

Section 1.3. Powers. Pursuant to RCW 35.82.40, the powers of the Authority shall be vested in the Board of Commissioners. The Board shall exercise all policy, oversight, and governance powers of the Authority consistent with RCW 35.82.

Section 1.4. Bylaws.

1.4.1. *Consistent with law.* The Authority shall adopt bylaws to provide rules for governing the Authority and the Authority’s activities that are not inconsistent with Chapter 35.82 RCW.

1.4.2. *Amendments.* The Board may amend the bylaws 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 bylaws will supersede all previous bylaws.

Section 1.5. Books and Records. The Authority shall keep Public Records, current and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Commissioners and its committees having any of the authority of the Board of Commissioners.

Section 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 adopt a public records policy governing the inspection and copying of public records. Such policy shall not be inconsistent with the requirements of the Public Records Act, Chapter 42.56 RCW.

1.6.3. *Public Records Retention.* The Authority shall comply with the records retention schedules promulgated by the Secretary of State that apply to public housing authorities pursuant to Chapter 40.14.020 RCW.

Section 1.7. Fiscal Year. The Authority's fiscal year will be the 12-month period ending on March 31. The commencement date of the Authority's year shall be subject to change by the Board, with the prior written consent of the Internal Revenue Service of the United States Department of the Treasury and, if so required, by the U.S. Department of Housing and Urban Affairs (HUD).

Section 1.8. Copies of Records. 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 records are certified by the Secretary.

Section 1.9. Offices. The Authority's principal office and place of business in the State of Washington is located at 719 Q Avenue, Anacortes, Washington, 98221, or at such other location as the Board of Commissioners may designate from time to time.

ARTICLE 2. BOARD OF COMMISSIONERS

Section 2.1. Number of Commissioners: Qualifications and Appointment. The Authority's Board of Commissioners (hereinafter referred to as the "Board") will consist of five (5) Commissioners appointed by the Mayor of the City of Anacortes, consistent with the requirements of RCW 35.82.040. The Board may, by resolution, temporarily or permanently increase the number of Commissioners to six (6) as permitted by RCW 35.82.040 to comply with federal requirements.

Section 2.2. Powers. The powers of the Authority shall be vested in the Board of Commissioners. The Board shall exercise all policy, oversight, and governance powers of the Authority consistent with RCW 35.82.

Section 2.3. Municipal Liaison. The Mayor may appoint a liaison to the Authority's Board. Alternately, the Board may appoint a liaison to the City.

Section 2.4. Legal Counsel. The Anacortes City Attorney shall serve as legal counsel for the Authority pursuant to RCW 35.82.040.

Section 2.5. Tenure. The terms of the original Commissioners shall be determined in accordance with RCW 35.82.040. Thereafter, the Commissioners shall be appointed for terms of five (5) years each, except that any vacancies shall be filled for the unexpired term. A Commissioner shall hold office until a successor has been appointed and qualified, unless sooner removed in accordance with these Bylaws and applicable law. Notwithstanding the foregoing, if the Board authorizes the appointment of a sixth Commissioner, that Commissioner shall serve for a term to be determined by the Board of Commissioners.

Section 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 Mayor of the City of Anacortes alerting him or her of the circumstances.

Section 2.7.Quorum. Three Commissioners constitute a quorum for the transaction of any business at any meeting of the Board.

Section 2.8.Annual and Other Regular Meetings. The Authority shall hold an annual meeting for the purpose of electing officers and for the transaction of such other business as may come before the meetings. The Board of Commissioners shall by resolution establish the dates, times and locations of its annual and other regular meetings. If the date of any annual or regular meeting falls on a legal holiday, such meeting will be held on the next succeeding business day. The Board of Commissioners will meet on the last Thursdays of the month at 3:30 p.m. in the Harbor House Commons Room. The Board may change the date(s), time(s), and location(s) of its annual or regular meetings by resolution but will provide adequate notice as required by the Open Public Meetings Act, RCW 42.30.

Section 2.9. Special Meetings; Notice Requirements. Special meetings of the Board of Commissioners may be called by any Commissioner to transact any business designated by the person(s) calling the meetings. A special meeting will be held at the time and location designated by the person(s) calling the meeting. Notice of any special meetings shall be given in accordance with RCW 42.30.080. Receipt of such notice may be waived by any Commissioner as provided in RCW 42.30.080.

Section 2.10. Public Meetings; Minutes; Executive Sessions. All meetings of the Board of Commissioners shall be open to the public and shall be held in accordance with the Open Public Meetings Act, RCW 42.30. The Board of Commissioners may hold an executive session during a meeting for the purposes and in the manner provided by RCW 42.30.110. From time to time, it may be required to move the regular meeting into executive session. Executive sessions are used for further discussion of personnel issues, litigation, collective bargaining, appointments and employment matters, contracts for purchase or sale of property, and any other matters requiring confidentiality as provided by RCW 42.30.110. 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.

Section 2.11. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Commissioners present is the act of the Board of Commissioners, unless the question is one upon which a different vote is required by express provision of state law or of these Bylaws. No action shall be taken by the Board except at a meeting duly called pursuant to

these Bylaws and consistent with state law.

Section 2.12. Participation by Conference Telephone or Electronic Media.

Commissioners may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Commissioners participating can hear each other during the meeting. Participation by such means will constitute presence in person at the meeting. Any meeting conducted through the use of conference telephone or electronic media must have a specific location identified where members of the general public wishing to participate in the meeting can hear and be heard by all Commissioners. The Secretary shall take minutes of the proceedings.

Section 2.13. Presumption of Assent. A Commissioner who is present at a meeting of the Board of Commissioners at which action is taken will be presumed to assent to the action taken unless such Commissioner's dissent is entered in the minutes of the meeting, or unless such Commissioner files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or within a reasonable time thereafter. Such right to dissent will not apply to a Commissioner who voted in favor of such action.

Section 2.14. Board Committees. The Board of Commissioners may by resolution designate from among its members an Executive Committee or other committees, each of which must have two or more members and will be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, and quorum and voting requirements as applied to the Board of Commissioners. To the extent provided in such resolutions, each such committee will have and may exercise the authority of the Board of Commissioners, except as limited by applicable law. The designation of any such committee and the delegation thereto of authority will not relieve the Board of Commissioners, or any members thereof, of any responsibility imposed by the law.

Section 2.15. Resignation; Removal. Any Commissioner may resign at any time by delivering written notice to the Chair of the Board, Vice-Chair, the Board of Commissioners or the Executive Director, or by giving oral notice at any meeting of the Commissioners. A Commissioner may be removed by the Mayor for inefficiency, neglect of duty or misconduct in office consistent with the requirements of RCW 35.82.060.

Section 2.16. Vacancies. Any vacancy occurring in the Board of Commissioners shall be filled by appointment by the Mayor. A Commissioner appointed to fill a vacancy will be appointed for the unexpired term of his or her predecessor in office.

Section 2.17. Compensation. Commissioners shall receive no compensation for services, but may be paid the actual and necessary expenses, if any, including travel expenses, incurred in carrying out the duties of a Commissioner.

ARTICLE 3. OFFICERS

Section 3.1. Number, Appointment and Term of Office. 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 January 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 elected 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.

Section 3.2. Resignation. Any officer may resign at any time by delivering written notice to the Chair of the Board, Executive Director, or the Board of Commissioners, or by giving oral notice at any Board meeting. Any such resignation will take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

Section 3.3. Removal. A majority of the Board of Commissioners may remove any officer it has elected or appointed with or without cause. The removal will be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent will not of itself create contract rights.

Section 3.4. Chair of the Board. The Chair will preside at all meetings of the Board, and exercise and perform such other powers and duties as the Board may determine from time to time by resolution. The Chairperson is also responsible for the preparation of all regular and special meeting agendas. Meeting agendas shall be posted at the designated meeting place at least 24 hours before the time set for the meeting. Commissioners may add items to the agenda before or during the meeting.

Section 3.5. Vice Chair of the Board In the Chair's absence, or if there is no Chair, the Vice Chair of the Board will preside at all meetings of the Board and perform all other duties of the Chair, and will exercise and perform such other powers and duties as the Board may determine.

Section 3.6. Executive Director. The Executive Director shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Authority. He/She shall be charged with the management of the housing projects of the Authority. He/She shall have 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. He/She 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 his/her transactions and also the financial condition of the Authority. He/She shall maintain a record of all matters pertaining to the management of the housing projects of the Authority and shall submit a full report on all such matters at the annual meeting of the Authority. The Executive Director may be required to give bond for the faithful performance of his/her duties.

Section 3.7. Secretary. The Executive Director will act as Secretary to the Board and will keep the minutes of the proceedings of the Board, will give notices in accordance with the provisions of these bylaws and, as required by law, will be the custodian of corporate records, and in general will perform all duties incident to the office of Secretary and such other duties as from time to time the Board assigns to the Secretary by resolution.

Section 3.8. Treasurer. The Executive Director will act as Treasurer of the Authority and will, subject to the Board's oversight, have charge and custody of and be responsible for keeping correct and complete books and records of account for all the Authority's funds and securities; receive and give receipts for monies due and payable to the Authority from any source whatsoever; deposit all such moneys in the name of the Authority in the banks, trust companies or other depositories as selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time the Board assigns to the Treasurer by resolution. If the Board requires it, the Treasurer must give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board determines to be necessary.

ARTICLE 4. FINANCES

Section 4.1. Loans. No loans will be contracted on the Authority's behalf and no evidence of indebtedness may be issued in its name unless authorized by Board resolution. The authority may not make loans to any officer or to any Commissioner.

Section 4.2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Authority's name shall be signed by officers or agents of the Authority and as prescribed by Board resolution. In the absence of such provision by the Board, such instruments shall be signed by any two of the Authority's officers, one of whom must be the Treasurer.

Section 4.3. Use of Income. All unrestricted gifts to the Authority and income not otherwise designated by the donor for endowment or restricted purposes will go into the Authority's general fund to be used in accordance with the Authority's general purposes.

Section 4.4. Contributions and Disbursements. All contributions and other funds the Authority receives will be deposited in a special account or accounts in such banks, trust

companies or other depositories as the Board selects. All disbursements shall be made as directed by the Board. All contributions, income to and disbursements of the Authority will be recorded by the Treasurer, or the Treasurer's designee in appropriate books and records, and such records will be subject to examination at any reasonable time upon request by any Commissioner.

Section 4.5 Budget. The Executive Director will prepare and submit a statement of proposed receipts, operating income and expenditures for the following year to the Board at least annually. When approved by the Commissioners, such budget will be the Authority's authorization for expenditures and operating expenses, subject to subsequent changes in such budget as the Board may make.

Section 4.6 Conflicts of Interest. In conducting its business (including but not limited to entering into contracts and hiring employees) the Authority shall comply with RCW 35.82.050 and all other applicable state and federal laws and regulations governing conflicts of interest. The Board may, by resolution, adopt such policies and procedures relating to conflicts of interest as it deems necessary and appropriate.

ARTICLE 5. INDEMNIFICATION; INSURANCE

Section 5.1: Right to Indemnification. The Authority shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was, or is made, or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Commissioner or officer of the Authority or, while a Commissioner or officer of the Authority, is or was serving at the request of the Authority as a Commissioner or officer, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such indemnified person in connection with such Proceeding. Notwithstanding the preceding sentence, the Authority shall be required to indemnify an indemnified person in connection with a Proceeding (or part of such Proceeding) by the indemnified person as authorized in advance by the Board.

Section 5.2. Insurance. The Authority will purchase and maintain insurance on behalf of any person who is a Commissioner, officer, employee, or agent of the Authority or is serving at the request or consent of the Authority as an officer, employee, or agent of another Authority, partnership, joint venture, trust, other enterprise, or employee benefit plan against a liability incurred by such person because of such person's status, whether or not the Authority would have the power to indemnify such person against such liability.

ARTICLE 6. RULES OF PROCEDURE

The rules of procedure at meetings of the Board will be the rules contained in in Robert's Rules of Order, Simplified and Applied; 3rd edition; (c) 2014, so far as applicable and when not inconsistent with these Bylaws or any Board resolution.

ARTICLE 7. BOOKS AND RECORDS

Section 7.1. Accounts. Accounts of the Authority shall be kept under the direction of the Executive Director of the Authority in accordance with any applicable requirements of United HUD. In the absence of HUD requirements, the books and records shall be kept in accordance with Generally Accepted Accounting Principles (GAAP).

Section 7.2 Annual Audit. At the close of each fiscal year, the books and records of the Authority shall be audited in accordance with the requirements of HUD, if applicable. In the absence of HUD requirements, the books and records shall be audited in accordance with GAAP. The Executive Director shall cause to be prepared annually a full and correct statement of the affairs of the Authority, including a balance sheet and financial statement of operations for the preceding fiscal year that will be submitted at the Annual Meeting of the Board and filed with the Secretary of the Authority.

ARTICLE 8. LIMITATION ON DISTRIBUTION OF FUNDS

Subject to the applicable law, the Authority's funds may be distributed for the Authority's purposes as described in RCW 35.82.

Passed unanimously by the Board of Commissioners, 11 February 2016

Updated changes with resolution #459 (1/12/2017) and #573 (10/27/2022)