

BYLAWS OF THE HOUSING AUTHORITY OF THE CITY OF SALEM, OREGON

ARTICLE I - THE AUTHORITY

Section 1. - Name of Authority. The name of the Authority will be "Housing Authority of the City of Salem, Oregon" as duly designated Housing Authority in accordance with the Council Resolution No. 2000-12, adopted February 7, 2000.

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.

Section 3. - Office of Authority. The offices of the Authority shall be at such a place in the City of Salem, State of Oregon, as the Commissioners of the Authority from time to time may designate by resolution.

Section 4. - Commissioners of Authority. The powers of the Authority shall be exercised by a commission of nine members. Eight commissioners shall be the eight City Councilors of the City of Salem. The ninth member shall be appointed by resolution of the Salem City Council, and be a "resident who receives direct assistance from the Authority" ("Resident Commissioner").

Section 5. - Terms and Compensation of Commissioners. The term of each of the eight commission members who are members of the Salem City Council shall coincide with their term as city councilor. The term of the Resident Commissioner shall begin on the date of appointment, and shall be limited to a single consecutive full term of four years, not including any partial term. The commissioners shall receive no compensation but may be reimbursed for duly authorized expenses.

ARTICLE II- OFFICERS

Section 1. - Officers. The officers of the Authority shall be a Chair, a Vice-Chair, an Executive Director, a Treasurer, and a Recording Secretary.

Section 2. - Chair. The President of the Council of the City of Salem shall be ex-officio the presiding officer of the Commission. The Chair shall preside at all meetings of the Commission, shall preserve decorum and decide all points of order at meetings, subject to appeal to the Commission.

Section 3. - Vice-Chair. At a February meeting of each calendar year, the Authority shall select a Vice-Chair from among its commissioners. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair.

Section 4. - Executive Director. The Executive Director shall be the chief executive officer and shall be responsible for the proper administration of the Authority in accordance with Federal, State, and local laws. The Executive Director shall sign all contracts, deeds, and other instruments made by the Authority, except as the Executive Director may lawfully delegate. The Executive Director, or designee, shall:

- (a) Attend all meetings of the Commission unless excused by the Chair.
- (b) Keep the Commission advised of the affairs and needs of the Authority.
- (c) Appoint, supervise, control, discipline and remove appointive personnel.
- (d) Organize the administrative structure of the Authority.
- (e) Prepare and transmit to the Commission an annual budget for the Authority.
- (f) Supervise Authority contracts.
- (g) Supervise the operation of all Authority owned or managed property.
- (h) The City Manager of the City of Salem, or the City Manager's designee, shall act, ex-officio, as the Executive Director of the Authority.
- (i) For the purposes of ORS 456.105(4), the Executive Director shall be considered the secretary of the Authority and attest the authorized signature on Authority bonds.

Section 5. - Treasurer. The Executive Director, or the Executive Director's designee, shall act, ex-officio, as the Treasurer of the Authority. The Treasurer shall be responsible for the fiscal administration of all funds of the Housing Authority. The Treasurer, or designee, shall act as a signer of checks drawn upon the accounts of the Authority.

Section 6. - Recording Secretary. The City Recorder of the City of Salem shall act, ex-officio, as the Recording Secretary of the Authority. The Recording Secretary, when authorized by the Executive Director, shall keep the official records of the Authority, attest signatures of the Authority other than bonds, certify copies of Authority documents, and perform other duties required of a recording secretary. The Recording Secretary shall keep in safe custody the Seal of the Authority and shall affix such Seal to all documents as required by law.

Section 7. - Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Commission, these Bylaws, rules, or regulations of the Authority.

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 laws of the State of Oregon applicable thereto. The creations and compensation of positions shall be determined by the Authority.

ARTICLE III - MEETINGS

Section 1. - Regular Meetings. The Commission shall hold one regular meeting per month on any day that is not a holiday. To the extent practical, meetings shall be held on the same day as

meetings of the Salem City Council or Urban Renewal Agency of the City of Salem. Meetings of the Commission may be called to order before or after meetings of the City of Salem and the Urban Renewal Agency for the City of Salem, but shall adjourn no later than 10:00 p.m. Regular meetings shall be held in the Council Chambers of the City of Salem.

Section 2. - Special Meetings, Work Sessions and Executive Sessions. Special meetings, which include work sessions, may be called by the Chair, the Executive Director, or upon the written request of two commissioners. The call for a special meeting of the Commission shall be for the purpose of transacting any lawful business designated in the call. Notice of special meeting shall be provided to each commissioner at least twenty-four hours prior to the date of such special meeting. The Commission may, by motion, direct staff to take certain actions at a work session, but shall defer final action or decision on substantive policy issues to a Commission meeting other than a work session. To the extent practicable, special meetings should be held on the fourth Monday in the month. Executive sessions, as allowed by state law, may be called by the Chair, by request of five Commissioners, the Executive Director, or the Authority's legal counsel. Only Commission members, and designated staff, may attend executive sessions. No matter discussed during an executive session may be disclosed by any person present during such session

Section 3. - Quorum. Five 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. Action may be taken by the Commission upon a vote of a majority of those commissioners present and voting.

Section 4. - Order of Business. At regular meetings of the Commission the following shall be the order of business:

- (1) Roll Call
- (2) Public Comment
- (3) Consent Calendar (minutes, action items, and resolutions)
- (4) Hearings
- (5) Special Orders of Business (items deferred from the consent calendar, items of special importance to the Commission, and presentations from boards, commissions, or outside agencies)
- (6) Information Reports
- (7) Adjournment

Section 5. - Manner of Voting.

(a) Voting on all matters coming from the Commission shall be by voice; provided however, the presiding officer may request a roll call vote.

(b) Minutes, all resolutions, and items requiring action by the Commission may be placed on the Consent Calendar and adopted as a group, except that any may direct that any item on the consent calendar may be removed for separate consideration.

Section 6. - Robert's Rules. In all cases not provided for by these rules or provisions of ORS Chapter 192 and ORS Chapter 456, the proceedings of the Commission shall be governed by "Robert's Rules of Order".

ARTICLE IV- AMENDMENTS

Amendments to Bylaws. The Bylaws of the Authority shall be amended only with the approval of at least five of the commissioners of the Commission at a regular or special meeting, but no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all of the commissioners of the Authority. Such notice shall identify the section or sections by the Bylaws proposed to be amended.

ADOPTED by the Housing Authority of the City of Salem, Oregon this 10th day of April, 2017 through adoption of Resolution No. 2205.