Housing Authority of Thurston County
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Bylaws
Of
Housing Authority of Thurston County

As Adopted May 26, 2022
These Bylaws supersede and replace all other approved bylaws

Article 1: General Provisions

1.1 Organization Name
The official name is Housing Authority of Thurston County. It may also be known as "HATC" and the "Authority." Hereafter in this document it is referred to as "HATC."

1.2 Purpose
HATC is 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 Chapter 35.82 RCW, including if applicable the powers of a community renewal agency under Chapter 35.81 RCW or of a public corporation, commission or authority under Chapter 35.21 RCW, as those laws may be amended from time to time.

1.3 Bylaws
1.3.1 HATC shall adopt Bylaws to provide rules for governing HATC and HATC activities that are not inconsistent with Chapter 35.82 RCW.

1.3.2 The Bylaws shall not restrict the powers of the Authority granted by the Legislature under Chapter 35.21 RCW and Chapter 35.81 RCW.

1.3.3 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, annual, or special meeting. The approved Bylaws will supersede all previous Bylaws.

1.4 Corporate Seal
HATC does not maintain a physical seal. Official authority for actions such as borrowing, purchasing real estate, and so on shall be documented by Board Resolution which will include the name(s) of individuals authorized to execute documents on behalf of HATC. HATC may use artwork, logos that reflect the current values and vision of the HATC and these will be incorporated onto letterhead, business cards and similar items.

1.5 Books and Records
HATC shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board.

1.6 Public Records

1.6.1 *Public Records Act*
HATC shall comply with the requirements of the Public Records Act, Chapter 42.56 RCW.

1.6.2 *Public Records Policy*
The Authority shall adopt a public records policy governing the inspection and copying of public records. Such policy shall not inconsistent with the requirements of the Public Records Act, Chapter 42.56 RCW.

1.6.3 *Records Retention Schedule*
The Authority shall comply with the records retention schedules promulgated by the state of Washington and United States governments that apply to public housing authorities.

1.7 Fiscal Year
The Fiscal Year ends June 30th. Any change shall require a Board Resolution approved by at least four (4) Commissioners.

1.8 Copies of Resolutions
Any person or entity dealing with HATC may rely upon a copy of the records of the proceedings, resolutions, or votes of the Board when such copies are certified by the Board administrative secretary.

1.9 Offices
HATC's principal administrative offices are located within Thurston County, Washington at 1206 12th Avenue, Olympia, WA 98501; the mailing address is PO Box 1638, Olympia, WA 98507-1638; telephone 360-753-8292, website www.hatc.org.

Article 2: Board of Commissioners

2.1 General Powers
The powers of the Authority are vested in its Board of Commissioners. The Board shall exercise all policy, oversight, and governance powers of the Authority consistent with Chapter 35.82 RCW.

2.2 Number of Commissioners and Appointment
The Board shall consist of six (6) Commissioners. Five of the Commissioners shall be appointed by the Thurston County Board of County Commissioners (BOCC) to staggered five (5) year terms as described in Chapter 35.82 RCW. There shall be a Position Number for each seat. Terms are extended until BOCC reappoints an incumbent or appoints a different person to fill a position.

In the event for any reason the HATC Board appointment schedules become out of alignment with the five year schedule, then terms shall be modified to bring positions back into alignment.

2.2.1 *Vacated Board Position*
If a Commissioner vacates a Position prior to end of term, another person that is appointed shall fill the vacancy for the remainder of the original term.

2.2.2 *Participant Commissioner*
The Sixth Commissioner, to be known as the "Participant Commissioner" shall be appointed to a five (5) year term, in a public meeting by an affirmative vote of at least three (3) of the BOCC appointed Commissioners.

Federal law requires that the membership of the Board contain at least one (1) member who is directly assisted by the HATC federal housing program, whose name appears on the lease and who is eighteen years of age or older. "Directly assisted" as currently defined in 24 C.F.R. § 964.410 means either (I) being a public housing resident; or (ii) being a recipient of housing assistance in the tenant-based Section 8 program (i.e., from HATC's Housing Choice Voucher Program or other federally funded rental assistance programs).

2.2.3 *Participant Commission Must Continue to Meet Federal Requirements*
If the person appointed as a Participant Commissioner no longer qualifies as a directly assisted person, as defined in section 2.2.2 of these Bylaws, the person shall resign or be removed from the Board, creating a vacancy to be filled by a directly assisted person. The Participant Commissioner shall not be removed for reasons other than the Federal Requirements or the reasons applying to all Commissioners noted in Section 2.2.6 of these Bylaws and detailed in Chapter 35.82 RCW. Removal shall occur only upon a vote of three (3) Commissioners.

2.2.4 *Participant Commissioner Parity*
A directly assisted Commissioner shall be a full member of the Board with the same powers and responsibilities held by other Commissioners.

2.2.5 *Limitation on Employment*
No Commissioner for the HATC Board may be employed by Thurston County as a BOCC member or that reports directly or indirectly to or up through others to the BOCC or one of its members. HATC shall discourage appointment of Commissioners that could have more than rare conflicts of interest due to employment, investments, or other activities or factors.

2.2.6 *Attendance and Appropriate Engagement*
It is expected that Commissioners will make every effort to attend scheduled meetings. If a Commissioner fails to attend three (3) consecutive meetings without the Board's excusal, misuses authority, or fails to exercise Commissioner responsibilities then upon affirmative vote of at least four (4) Commissioners the Executive Director shall be directed to petition the BOCC for replacement of the subject Commissioner.

2.2.7 *Employment of Executive Director*
The HATC Commissioners share the responsibility for recruiting, hiring, and if necessary dismissal of an Executive Director. In the absence of a written contract the Executive Director

shall serve at the pleasure of the Board and may be terminated after deliver of ninety (90) day notice. Termination or other material, adverse action such as reduction in compensation or benefits shall require approval in public vote of at least (4) Commissioners.

2.3 *Board Officers*
Board Officers shall be Chair and Vice-Chair.

2.3.1 *Selection and Term of Officers*
Officers will be selected by majority vote with a quorum present during Annual Meeting and serve through the next Annual Meeting. Annual Meeting shall be typically held in February and Notice published on HATC website. In the event of an officer position vacancy the Board shall select new officers at the next scheduled meeting.

2.3.2 *Chair*
The Chair presides at all HATC Board meetings. At each meeting the Chair submits such recommendations and information as the Chair considers proper concerning the business affairs and the policies of HATC. The Chair is also responsible, in concert with the Executive Director or designee for the preparation of regular, annual, and special meeting agendas. The Chair in collaboration with the Vice Chair has primary responsibility for the oversight of the Executive Director.

2.3.3 *Vice Chair*
The Vice Chair performs the duties of the Chair in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chair, the Vice Chair performs such duties as are imposed on the Chair until such time as the Board selects a new Chair in accordance with these Bylaws.

Article 3: Executive Director

3.1 *General Responsibilities*
The Executive Director has general supervision over the administration of HATC's business and affairs subject to the direction of the Board. Consistent with HATC objectives, approved budgets, and policy compliance the Executive Director is responsible for overall HATC operations including but not limited to rental assistance and service programs, physical and monetary asset management, financial reporting, external relations, and personnel management. In addition to carrying out Board approved polices, the Executive Director shall also advise the Board on policies and actions.

3.2 *Personnel*
In carrying out the General Responsibilities, the Executive Director is responsible for hiring, contracting, directing, delegating, and as necessary dismissing any other HATC staff in accordance with HATC personnel policies.

3.3 *Purchasing Authority*
Purchasing, expenditure approval shall be detailed in a separate Board approved Procurement Policy.

3.4 *Reporting to Board*
The Executive Director (or designee) is responsible for reporting to the Board: HATC financial status, financial transactions occurring between regular Board meetings, any material program or policy problems or changes, and recommending actions.

3.5 *Additional Responsibilities of Executive Director (or its Designee)*

3.5.1 Prepare and submit an Annual Budget for Board approval.

3.5.2 Keep books of accounts showing all receipts and disbursements.

3.5.3 Maintain and secure supplies, records, official documents, and equipment.

3.5.4 Inform Board of all deficiencies identified in any audit conducted of HATC and the steps taken to correct the deficiencies.

3.5.5 Record minutes of HATC meetings.

3.5.6 Prepare an annual report of HATC activities for public distribution.

3.5.7 *Compensation*
Executive Director compensation is determined by the Board. However, a Board Commissioner serving in as Executive Director in a temporary capacity shall serve without compensation other than payment of necessary expenses including travel incurred in the performance of the duties.

3.5.8 *Indemnification*
HATC shall indemnify Executive Director, staff, and Commissioners as authorized by Chapter 4.96.041 RCW.

Article 4: Meetings

4.1 *Open Public Meetings Act*
Notice and conduct of Board meetings must comply with Open Public Meetings Act, Chapter 42.30 RCW.

4.2 *Regular Meetings*
Regular meetings will occur at least quarterly. The Board will approve a meeting schedule at its annual meeting. Meetings will be held at the primary HATC Office or such other place as the Board may designate.

4.3 *Annual Meeting*
The Annual Meeting shall occur in February if possible and practical.

4.4 *Special Meeting*
The Chair may when Chair deems it expedient and must, upon the written request of two (2) Commissioners of the Board, Notice and call a special meeting of the Board for the purpose of transacting any business designated in the call. At such a special meeting, the Board shall not consider business other than as designated by the Notice. The Board shall not take final disposition on any other matters at special meetings. All Commissioners must be given at least seventy-two (72) house advance notice of such special meeting times whenever possible. In all cases Notice and procedures must comply with Open Public Meetings Act, Chapter 42.30 RCW.

4.*5 Attendance by Telephone or Remote Means*
Any Commissioner may attend any meeting of the Board of Commissioners by telephone, other electronic, internet or other means of remote access, as long as it provides the ability for all persons attending the meeting to hear each other at the same time. Participation by such means shall constitute attendance at the meeting. The Board will conform to public health authority directives or concerns and other state directives about the requirements of the Open Public Meetings Act that may determine the required or allowed manner of the Board's convening.

4.6 *Quorum*
Three (3) Commissioners constitute a quorum for the purpose of conducting its business and exercising the Board's powers and for all other purposes, except as noted in these Bylaws some actions may require an affirmative vote of four (4) Commissioners for an action to pass.

4.7 *Order of Business*
At the regular meetings of the Board, the following is the customary order of business. The Board may curtail, enlarge, or modify this order:

- Call to Order
- Roll Call
- Public Testimony
- Approval of Prior Meeting Minutes
- Approval of Voucher
- Resolutions or other Action Items
- Staff Reports
- Commissioners Report Out
- Adjournment

4.8 *Resolutions*
All resolutions shall be in writing and maintained in records of HATC proceedings.

4.9 *Rules of Order*

4.9.1 The Chair or designee shall conduct Board meetings to allow for a full, fair, and efficient conduct of Board business.

4.9.2 Any Commissioner may move a proposal. At least one other Commissioner must second the motion in order to have a discussion or vote on it. If no other Commissioner seconds the motion, there shall be no discussion or vote on the proposal.

4.9.3 If a Commissioner seconds a proposal, the discussion shall continue until the Chair or designee calls for a vote, subject to a vote of a majority of a quorum directing a continuation of discussion.

4.9.4 The Chair, or designee or a majority of a quorum may direct that Robert Rules of Order govern the proceedings during a Board meeting.

4.10 *Manner of Voting*

All questions coming before the Board, other than matters of procedure, motions from the floor when properly seconded, and the election or appointment of officers, and actions related to Commissioners and Executive Director, are presented in the form of uniquely numbered resolutions. At the direction of the Chair or designee voting may be by voice, a show of hands, or roll call; however, a roll call is required with ayes, nays, absent, and abstentions to be recorded in the minutes if so requested by any Commissioner. Regardless of method, any Commissioner whose vote falls in the minority dissent can require that the Commissioner's dissent be recorded in the minutes. Any Commissioner who elects to abstain shall have that decision recorded in the minutes.

4.11 *Roberts Rules of Order*

Robert's Rule of Order Revised shall prevail in all matters not covered by these Bylaws when so requested by a Commissioner in attendance.

Article 5: Amendments

The Board may amend these Bylaws only by Resolution adopted by the affirmative vote of at least four (4) Commissioners of HATC Board at a regular, annual, or special meeting. The approved, amended Bylaws will supersede all previous Bylaws.