

HATC Action Item 6B
December 7, 2017

Resolution No. HATC- 2017-26: To Adopt a process for the election of Officers at the January 2018 Annual Meeting.

WHEREAS, In accordance with its By-laws, the HATC Board of Commissioners shall hold an Annual Meeting each year in which the election of Officers is conducted; and

WHEREAS, In recent years, the Board has utilized varied methods for nomination and subsequent election of Officers; and

WHEREAS, An established process needs to be collectively agreed upon prior to the Annual Elections.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of HATC hereby:

1. Approves Resolution No. HATC-2017-26,
2. Authorizes the CEO/Executive Director to execute all necessary documents and extensions.

Passed and approved the 7th day of December 2017.


John Hernandez, Chair, Board of Commissioners

Attested and approved as to form:



Patrick B. Howard, CEO/Executive Director

HATC Action Item 6B
December 7, 2017

Subject: Resolution No. HATC- 2017-26: To Adopt a process for the election of Officers at the January 2018 Annual Meeting.

Background Information:

In accordance with its By-laws, the HATC Board of Commissioners shall hold an Annual Meeting each year in which the election of Officers is conducted.

The process for nominating and/or electing Officers has varied over the years, which has resulted in discussion and official action taken prior to the election to formalize the process.

Recommended Action:

Consideration and appropriate action regarding Resolution No. HATC-2017-26: To Adopt a process for the election of Officers at the January 2018 Annual Meeting.

Alternate Option:

The Board of Commissioners could elect to Not Adopt a process for the election of Officers at the January 2018 Annual Meeting.

Fiscal Impact:

N/A

Attachment:

HATC By-laws

Prepared and Approved by:



Patrick B. Howard, *CEO/Executive Director*

**By-Laws of the Housing Authority of
Travis County, Texas**

ARTICLE 1 – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the HOUSING AUTHORITY OF TRAVIS COUNTY, TEXAS.

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

Section 3. Office of the Authority. The offices of the Authority shall be at such place or places in Travis County as the Authority may from time to time designate by resolution.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, and a Secretary (who shall be CEO/Executive Director).

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.

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

Section 4. Secretary. The Secretary shall keep the record of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the Authority and have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Secretary 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 Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Authority in accordance with the Fiscal Policy and Check Signing Procedures adopted by the Authority. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or more often if requested), an account of all transaction and also of the financial conditions of the Authority. Bond for the faithful performance of duties may be determined by the Authority.

The Secretary will develop a yearly calendar of items that require yearly Board approval.

The compensation of the Secretary shall be determined by the Authority.

Section 5. CEO/Executive Director. The Secretary shall be the CEO/Executive Director of the Authority and shall have general supervision over the administration of the business and affairs of the authority, subject to the direction of Authority. The CEO/Executive Director shall be charged with the management of the housing projects of the Authority.

Section 6. 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 By-Laws or rules and regulations of the Authority.

Section 7. Election or Appointment. The Chairperson and Vice-Chairperson shall be elected at the annual meeting of the Authority, and shall hold office for one year or until their successors are elected and qualified. In case of the absence or incapacity of both the Chairperson and Vice-Chairperson, the other Commissioners of the Authority may elect an Acting Chairperson to serve during the period of absence or incapacity of the Chairperson and Vice-Chairperson. The Secretary shall be appointed by the Authority. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible to this office.

The term of office for any officer position is one year. No Commissioner may serve in an Executive Committee position (i.e., Chairperson, Vice-Chairperson) for more than two consecutive years. This would include cases whereby a Commissioner is re-appointed to serve on the Board for one or more consecutive terms.

Section 8. Vacancies. Should the offices of Chairperson or Vice-Chairperson 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. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.

Section 9. Additional Personnel. The Authority may from time to time employ such personnel as it deem necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law of the State of Texas and all other laws of the State of Texas applicable thereto. The selection and compensation of such personnel (excluding the Secretary), shall be determined by the CEO/Executive subject to the laws of the State of Texas, and the annual budget approved by the Authority.

Section 10. Standing Committees. The Board of Commissioners of the Authority shall create Standing Committees whose primary purpose shall be to consider and recommend to the Board action on resolutions referred to such Standing Committees. Each Standing Committee shall be composed of two Commissioners appointed by the Chairperson of the Board of Commissioners. The Chairperson of the Board of Commissioners shall also appoint the Chairs of each Standing Committee. Standing Committees shall hold meetings as they deem necessary. The Chairperson of each Standing Committee shall present their report and make recommendations on applicable resolutions to the Board of Commissioners as deemed necessary. No committee may act for the Board. Any standing committee may be composed of Commissioners, staff, and/or any other persons.

Section 10.1. Executive Committee. The Executive Committee, composed of both the Chairperson and Vice Chairperson, shall be responsible for the review and oversight of the Board agenda development, in addition to providing general guidance related to Board engagement; oversight of outreach and public relations for the Authority; and the nomination and election of officers

Section 10.2. Governance, Finance and Administration Standing Committee. The Governance, Finance and Administration Standing Committee shall be responsible for review and oversight of (i) budgets, operating statements and other financial reports including an independent annual Agency audit and recommending to the Board of Commissioners financial policy, financial development and investment strategies; (ii) internal and external audits; (iii) handling of complaints, policy matters, or allegations of fraud; (iv) Housing Choice Voucher program; and (v) administrative matters concerning the Authority. Additionally, shall be responsible for review of the internal budget of the Board and oversight of expenditures, and strategic planning.

10.3 Real Estate Development Committee. The Real Estate Development Committee shall be responsible for review and oversight of the Authority's redevelopment and community revitalization efforts specifically related to three existing public housing development sites, in addition to new projects, and shall establish policies regarding the purchase, sale and development of real estate by the Authority. Additionally, the Committee is charged with authorizing and approving staff issuance of non-binding agreements, Letters of Intent (LOIs), and the like related to a proposed development projects.

11. Other Committees. The Board Chairperson shall create such other committees as may be needed from time to time to carry on the business of the organization, and shall designate the size, composition, duties, organization, administration, and duration of such committees. Other committees may be composed of Commissioners, staff, and/or any other persons. No committee shall exercise the power of the Board.

ARTICLE III- Meetings

Section 1. Annual Meeting. The annual meeting of the Authority shall be held in January of each year, on a date determined by the Board of Commissioners at the regular meeting place of the Authority. In the event such date should fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. Regular Meetings. Regular meetings may be held at such times and places as may from time to time determined by resolution of the Authority.

A. Meeting Protocol and Agenda Development.

- i. *Prior to Board Meeting*: Board Chair, Vice Chair and the Secretary will meet to discuss the agenda for the upcoming board meeting. The date will typically be on the Monday that falls two and a half weeks prior to the board meeting (see calendar illustration below). The Secretary will develop a draft agenda for the upcoming board meeting and will present the draft to the Board Chair and Vice Chair at this meeting. The Secretary's draft agenda will be based on what he has heard at previous board meeting and on items requiring board approval. Other board members can email potential board meeting topics to the Secretary prior to this meeting for the Board Chair, Vice Chair and Secretary to discuss.
- ii. *Final Agenda*: The Board Chair, Vice Chair and the Secretary will finalize the agenda typically one and a half weeks after the meeting above (see calendar illustration below). If an agenda item needs to be added after the Board Chair, Vice Chair and Secretary have met; the Secretary will include the item and inform the Board Chair and Vice Chair of the additional item.
- iii. *Posting of the Agenda and Provision of Board Packets and Agenda to members*: The Agenda will be posted and the packets will be delivered to the Board members typically two days after the agenda is finalized

Section 3. Special Meetings. The Chairperson of the Authority may, when he/she deems it expedient, and shall, upon the written request of two members 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 to the business or home address of each member of the Authority at least two days prior to the date of such special meeting; provided, that formal notice of the calling of a special meeting may be waived if all members of the Authority sign a written waiver of notice and consent to meeting in which shall be set out the purposes for which the meeting is to be held. At such special meeting no business shall be considered other than as designated in the call or waiver, but if all the members of the Authority are present at a special meeting any and all business may be transacted at such special meeting. Emergency meetings will be governed in accordance with Texas Government Code Section 551.045 – Exception to General Rule: Notice of Emergency Meeting or Emergency Addition to Agenda.

Section 4. Notices. Public notice of all meetings of the Board of Commissioners shall be given in accordance with the requirements of the act known as the "Texas Open Meeting Act" (Article 6252-17), or any succeeding Law relating to public notices of meeting of governmental bodies.

Section 5. Quorum. At all meetings of the Authority a majority of the members of the Authority shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Order of Business. At the regular meetings of the Authority the following shall be the order of business:

- a. Call to Order, Roll Call
- b. Certification of Quorum
- c. Citizens Communication
- d. Consent Agenda
- e. Reports

- f. Regular Agenda
- g. Executive Session
- h. Board of Commissioners Issues and Concerns
- i. Adjournment

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

Section 7. Manner of Voting. The voting on all questions coming before the Authority shall be by roll call, and the "yeas" and "nays" shall be entered upon the minutes of such meeting.

ARTICLE IV- AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Authority at a regular meeting or at a special meeting which has been duly called and held pursuant to Article III, Section 3 of the By-Laws, but no such amendment shall be adopted unless at least seven days notice thereof has been previously given to all of the members of the Authority.