

HOUSING AUTHORITY OF CHAMPAIGN COUNTY

BOARD OF COMMISSIONERS BY-LAWS

CERTIFICATE

The undersigned hereby certifies as follows:

1. That he/she is the duly qualified Secretary of the Housing Authority of Champaign County and the keeper of the records thereof including the journal of proceedings of the Housing Authority of Champaign County.
2. That the attached copy of the By-laws of the Housing Authority of Champaign County, Illinois, is a true and correct copy of the original document on file in the Housing Authority office.
3. That the copies of amendments attached thereto are true and correct copies of the resolution amending the By-laws.
4. That the date of the latest amendment to the By-laws was September 25, 2008
5. That the undersigned hereunto set his hand this _____ day of _____.

Chairperson

Secretary

**BY-LAWS OF THE HOUSING AUTHORITY OF CHAMPAIGN COUNTY
BOARD OF COMMISSIONERS**

ARTICLE I –PURPOSE AND ADMINISTRATION OF THE AUTHORITY

Section 1. **AUTHORITY**

The Housing Authority of Champaign County is an Illinois municipal corporation, created and authorized pursuant to the Illinois Housing Authorities Act (310 ILCS 10/1 et seq.). The Authority shall have all statutory powers and rights as set forth therein.

Section 2. **PURPOSE**

The mission and purpose of the Housing Authority of Champaign County is to serve and empower people of Champaign County needing assistance in obtaining decent, safe, sanitary and affordable housing in Champaign County through a proactive administration of programs and funds in cooperation with other public and private agencies dedicated to the improvement of housing and human development. The Authority may take such actions or enter into such contracts as it deems necessary to enhance and promote this mission and purpose.

Section 3. **SEAL OF AUTHORITY**

The corporate 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 4. **PRINCIPAL OFFICE OF THE AUTHORITY**

The principal office of the Housing Authority of Champaign County shall be the Administrative building located at 205 West Park Avenue, Champaign, Illinois. However, the Authority may hold its meetings at such other places as it may designate by resolution.

ARTICLE II - BOARD OF COMMISSIONERS

Section 1. **GENERAL POWERS**

The business and affairs of the Authority shall be managed by a Board of seven (7) commissioners which shall exercise all of the powers of the Authority as are directed and authorized by law and these by-laws.

Section 2. **TERMS OF OFFICE**

As provided in the Illinois Housing Authorities Act (310 ILCS 10/1 et seq.), seven (7) commissioners shall be appointed by the appropriate appointing authority in Champaign County. One (1) commissioner shall be a resident or tenant of the Housing Authority. Each commissioner shall serve for a term of 5 years.

Section 3. **COMPENSATION**

Commissioners shall not receive any salary for their services.

Section 4. **COMMISSIONER - DUTIES**

The commissioner shall uphold these by-laws and all policies approved by the Board. The commissioner is expected to promptly attend all meetings of the Board. Any commissioner who is unable to attend a meeting of the Board shall contact the chairperson or Executive Director of the Authority at the earliest opportunity prior to the meeting to advise the Board of said commissioner's absence. The commissioner acts as a commissioner only during officially sanctioned Board meetings. All other activities of a commissioner relating 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 ensure 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 pursuant to Illinois law. The commissioner shall make requests for documentation only through the Executive Director at a Board meeting, or in writing at any time.

Section 5. **TENANT/RESIDENT COMMISSIONER**

A tenant/resident commissioner has all of the same duties and responsibilities of commissioner as described in Section 4. The tenant has no other duties or responsibilities and shall not represent any tenant, tenant organization or other

organization either as a constituent or contractor with the organization. The tenant represents his or her opinion on the Board as a commissioner and brings his or her special knowledge to all Board meetings as do the other commissioners while serving on the Board.

Section 6. **VACANCIES/RESIGNATIONS**

In the event of a vacancy on the Board of Commissioners, the chairperson of the Board shall request that the appropriate appointing authority of the County appoint a successor. Any commissioner so appointed shall hold office for the unexpired term of his predecessor.

Any commissioner may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **REMOVAL OF COMMISSIONER**

Whenever it shall appear to a majority of the commissioners that a commissioner is guilty of neglect of duty or malfeasance, the Chairperson shall require such commissioner to appear before the Board to show cause why he should not be recommended to the appropriate appointing authority of the County for removal from office pursuant to Section 10/4 of the Illinois Housing Authorities Act (310 ILCS 10/4). At least fifteen (15) days written notice of such a hearing shall be given to the commissioner and to all members of the Board. At the hearing, which shall be open to the public, the commissioner may be represented by counsel and may appear personally and present such pertinent evidence as he wishes or as the Board may request. If, after a hearing, the Board determines that a commissioner has been guilty of neglect of duty or malfeasance and that such a determination warrants a referral of the matter to appropriate appointing authority of the County recommending such commissioner's removal from office, the Secretary of the Board shall certify the Board's decision and transmit same to the appropriate appointing authority of the County requesting said commissioner's removal from office pursuant to statute.

Section 8. **COMMISSIONER TRAINING**

Each new commissioner shall receive training within one (1) years of their appointment. Such training may be from any national, state or local organization, private organization, or other organization approved by the Board.

ARTICLE III – OFFICERS

Section 1. OFFICERS

The officers of the Authority shall be a Chairperson, a Vice-Chairperson and a Secretary.

- A. Chairperson – The Chairperson shall preside at all meetings, and she/he shall be responsible for assuring the terms and conditions of the by-laws and/or addendum are carried out. The Chairperson shall assure that the Authority’s approved rules of governance are carried out in all cases. The Chairperson shall assure that all actions taken by the Authority at meetings adhere to appropriate State Laws, specifically, the Illinois Housing Authorities Act (310 ILCS 10/1 et seq.), the Illinois Open Meetings Act (5 ILCS 120 et seq.) , and the Freedom of Information Act (5 ILCS 140 et seq.) to the best of his/her ability. The Chairman is the spokesperson for the Board of Commissioners. The Chairperson shall be authorized to execute any contracts, bonds, deeds, mortgages or other instruments which the Board of Commissioners has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Commissioners or by these by-laws or by statute to some other officer or agent of the Authority. The chairperson shall perform such other duties as may be prescribed by the Board of Commissioners from time to time.

- B. Vice-Chairperson – In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Board of Commissioners.

- C. Secretary - The Secretary shall be the Executive Director of the Housing Authority of Champaign County and, as such, shall have general supervision over the administration of its business and affairs subject to the direction of the Board of Commissioners. He/She shall be charged with the management of the Authority.

The Secretary shall be responsible for all reporting to the Board of Commissioners and assure that all reports are timely and complete. The Secretary shall keep the minutes, resolutions, and policies of the Board in bound booklets. The Secretary shall keep in safe custody the Seal of the Board and shall have the power to affix the seal to any documents authorized to be executed by the Board. The Secretary shall have care and custody of all funds of the Authority and shall deposit the same in the name of the Housing Authority of Champaign County in such banks or institutions as may be deemed necessary. The Secretary shall keep books of accounts showing receipts and expenditures and shall provide

information concerning the financial condition compared with the operating budget of all funded programs of the Authority.

The Secretary shall keep records of the Authority, act as secretary of the meetings of the Board and record all votes, and shall keep a record of the proceedings of the Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incidental to his/her office.

The compensation of the Secretary shall be determined by the Board of Commissioners on an annual basis. If the Board appoints a Commissioner as a temporary Executive Director, the Commissioner so appointed shall serve without compensation but shall be reimbursed for necessary expenses in performing the tasks of the position.

Section 2. **ADDITIONAL DUTIES**

The officers of the Board of Commissioners 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 3. **ELECTION AND TERM OF OFFICE**

The Chairperson and Vice-Chairperson shall be elected at the annual meeting of the Board from among the Commissioners of the Authority, and shall hold office for one (1) year or until their successors are elected and qualified. If the annual meeting is not held, the first meeting held shall be the time of elections, but no later than one (1) month after the designated annual meeting date. The Secretary will preside over this meeting only for the purpose of election of officers.

The Secretary shall be appointed by the Board of Commissioners. 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 except as a temporary appointee.

Should the office of the 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 Board shall appoint a new successor, as aforesaid.

The Board of Commissioners may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Illinois Housing Authorities Act and all other laws of the State of Illinois applicable thereto. The selection and compensation of such personnel (including the Secretary) shall be determined by the Authority subject to the laws of the State of Illinois.

ARTICLE IV – MEETINGS

Section 1. **ANNUAL MEETINGS**

The annual meeting of the Board of Commissioners shall be held on the fourth Thursday of September at the Administrative Building of the Housing Authority, however the Board may hold its meetings at such other places as it may designate by resolution. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. **REGULAR MEETINGS**

Regular meetings shall be held, without notice, on the fourth Thursday of each month at the Administration building of the Housing Authority unless the same shall be a legal holiday in which event said meeting shall be held on the next succeeding secular day.

The Board of Commissioners may conduct its meetings at various sites throughout the Authority. The Board shall establish a yearly schedule for its regular meetings, and publish such a schedule no later than December of each year.

Section 3. **SPECIAL MEETINGS**

The Chairperson may, when he/she deems it necessary, call a special meeting. A minimum of three (3) Commissioners may request in writing that the Chairperson call a special meeting providing the purpose of such a meeting is clearly noted. The agenda for a special meeting shall contain only those items for which the meeting was called. However, if all Commissioners are present at a special meeting, any and all business may be transacted.

Section 4. **NOTICES OF THE MEETINGS**

- A. At all meetings, except noted herein, a 48-hour notice shall be given prior to the meeting, which shall include the posting of an agenda for the meeting. Reconvened meetings do not apply to any case where the meeting was open to the public and (1) it is reconvened within 24 hours and (2) an announcement of the time and place of the reconvened meeting was made at the original meeting and there is no change in the agenda.
- B. Notice of an emergency meeting shall be given as soon as practicable prior to the holding of such meeting.
- C. The Secretary shall provide notification of meetings to the following interested parties but not limited to:
 - 1. Commissioners/Attorney representing the Authority

2. Established and Duly Elected Resident Councils
3. Local News Media
4. Appropriate County/City officials
5. Other interested parties upon request

Section 5. **QUORUM**

The powers of the Board of Commissioners shall be vested in the Commissioners in a duly authorized call to a meeting. A quorum shall require at least four (4) voting members of the Board be present at the meeting. Although the Authority may conduct business with commissioners participating at the meeting by telephone or other electronic means, a quorum of commissioners must be present in person at the meeting. If less than a quorum is obtained a majority of the commissioners present may adjourn the meeting until the quorum is obtained. When a quorum is in attendance, action may be taken by the Board upon a vote of a majority by the Commissioners.

Section 6. **OPEN MEETINGS ACT**

The Board of Commissioners will follow all applicable state and federal statutes regarding the holding of open meetings. The provisions of Open Meetings Act will govern all actions by the Board of Commissioners.

Section 7. **OPERATING RULES/VOTING/MINUTES**

Robert's Rules of Parliamentary Procedures shall be the guide for conducting all meetings of the Board. The Board will also follow all applicable state and federal statutes as well as the provisions of the Open Meetings Act.

The voting on all questions coming before the Board shall be by roll call with the yea's and nay's entered upon the minutes of the meeting.

The recording of all open meetings of the Board shall be kept in accordance with applicable requirements. The minutes shall be written so as to minimally include:

1. The date, time and place of the meeting
2. The members of the Board of commissioners recorded as either present, or absent and late arrival
3. A brief general description of the discussion(s),
4. A formal record of the motions and record of votes taken in regards to topics/resolutions.

The minutes of the meetings open to the public shall be available for public inspection within seven (7) days of the approval of such minutes by the Board.

Section 8. **RESIGNATION AND ABSENCE**

A commissioner may resign by giving written notice to the Chairperson. A commissioner will be considered to have resigned if he or she has three (3) consecutive absences from regularly scheduled meetings without cause. Prior notification to the Authority is required for cause.

ARTICLE V – ORDER OF MEETINGS

Regular Meetings

1. Call to Order, Roll Call
2. Approval of Agenda
3. Approval of Minutes of Previous meeting(s)
4. Approval of Financial statements and disbursements
5. Reports from the Executive Director
6. Public comments on items on the agenda or non-agenda items
7. Old Business
8. New Business
9. Closed session (if necessary)
10. Adjournment

Special Meetings

1. Call to Order, Roll Call
2. Approval of Agenda
3. Approval of Minutes of Previous meeting(s)
4. Approval of Financial statements and disbursements
5. Reports from the Executive Director
6. Public comments on items on the agenda or non-agenda items
7. Old Business
8. New Business
9. Closed session (if necessary)
10. Adjournment

ARTICLE VI – 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), judgments, 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 is or was such a commissioner or officer, to the extent that any such expenses or amounts were actually and reasonably incurred, provided:

- (a) 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
- (b) 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 (a) and (b) 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 commissioners 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 determinations 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 VII – OTHER PROVISIONS

Section 1. AMENDMENT TO THE BY-LAWS

Amendments to the by-laws shall be made in a fully authorized meeting with a quorum present and voting to approve the amendment. All Commissioners shall be given a copy of the amendment at least 30 days prior to the meeting they are to meet to discuss and/or adopt the amendment. The By-laws are to be reviewed by the Commissioners at the Annual Meeting.

Section 2. COMMITTEES

The Chairperson of the Board shall have the authority to appoint such committees, which, in his/her discretion, are deemed necessary or appropriate to further the best interest of the Housing Authority of Champaign County. There shall be no limit as to the number or makeup of said committees. At least one (1) member of the Board of Commissioners shall serve on each such committee.

Section 3. 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. No employee of the Housing Authority shall be an immediate family member of a commissioner or appointing official(s), unless family member is an employee prior to the commissioner or appointing official takes office. In such instances, the commissioner shall abstain from taking any action relating to the family member(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.
2. If a commissioner has a conflict of interest, real or apparent, based on his/her relationship or the relationship of his/her immediate family member, in a contract or program, financial or otherwise, she/he shall abstain from any discussion and vote concerning the contract or program.
3. No commissioner may ask any employee to perform work or other activities unless it is directly related to his/her duties during official work time, including overtime and comp time and has approval of the Executive Director.
4. No commissioner may use vehicles, materials, tools, equipment or other items, owned, leased, or rented by the organization for personal use.
5. The resident commissioner has no other duties or responsibilities and shall not represent any other resident, resident organization or other organization.

Section 4. **SEVERABILITY**

If any part of these by-laws shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.