

# **BY-LAWS AMENDMENT OF THE HOUSING AUTHORITY OF THE CITY OF MEXICO, MISSOURI**

**July 2015**

## **ARTICLE I-THE AUTHORITY**

Section 1. **Name of Authority**

The name of the Authority shall be the "Housing Authority of the City of Mexico, Missouri".

Section 2. **Purpose**

The purpose of the Housing Authority of Mexico is to serve and empower people of Mexico, MO needing assistance in obtaining decent, safe, sanitary and affordable housing 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.

Section 3. **Office of Authority**

The main office of the Authority will be at such address of 828 Garfield, Mexico, MO 65265. Other offices of the Authority shall be at such place in the City of Mexico, State of Missouri as the Authority may designate from time to time 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 five (5) commissioners, one of which shall be a tenant of the housing authority, 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 stated in Missouri Revised Statutes, Chapter 99, Municipal Housing, 99.050. The mayor shall appoint five persons who shall be taxpayers who have resided in the said city for one year prior to such appointment as commissioners of the authority created for said city. Thereafter commissioners shall be appointed as aforesaid for a term of office of four years except that all vacancies shall be filled for the unexpired term. A certificate of the appointment or reappointment of any commissioner shall be filed with the clerk and such certificate shall be conclusive evidence of the due and proper appointment of such commissioner. A commissioner shall receive no compensation for his services for the authority, in any

capacity, but he shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of his duties. When the office of the chairman of the authority of thereafter becomes vacant, the authority shall select a chairman from among its commissioners. An authority shall select from among its commissioners a vice chairman, and it may employ a secretary (who shall be executive director), technical experts and such other officers, agents and employees, permanent and temporary, as it may require, and shall determine their qualification, duties and compensation. The housing authority tenant commissioner shall be an elective member of the commission, in addition to being the tenant in good standing of the housing authority, shall possess the other qualifications required for the office by the provisions of sections 99.010 to 99.230 of the Missouri Statutes, Chapter 99, Municipal housing. Any commissioner required by provisions of this section to be a tenant of the housing authority who ceases to be such shall there by forfeit his office. In the event a tenant commissioner forfeits his office, a special elections shall be held for the purpose of filling the vacancy. All vacancies will have a recommendation certificate from the MHA board to the City Clerk office for the mayor and council to appoint this candidate. No commissioner may serve more than two consecutive full terms on the board. This term limitation shall not apply if there are no other qualified applicants and the remaining board agrees to another term. After a commissioner has served two consecutive terms, that person may be reappointed to that board after the expiration of one full calendar year from the conclusion of those two terms.

### **ARTICLE III – OFFICERS**

#### **Section 1. Officers**

The officers of the Authority shall be a Chairperson, a Vice-Chairman, and a Secretary. That being a five (5) commissioners and one (1) Secretary being the Executive Director. Officers of the Board should be trained within six (6) months of appointment and every two (2) years during their term.

#### **Section 2. Chairman**

The Chairman shall preside at all meetings, and she/he shall be responsible for assuring the terms and conditions of the by-laws and/or addendums are carried out. The Chairman along with the Secretary is responsible for the Meeting Agenda. The Chairman shall countersign all necessary orders and checks. At each meeting the Chairman shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Authority. Checks requires two signatures, one of a board member as instructed and the Executive Director. The Chairperson shall assure that all actions taken by the Authority at meetings

adhere to appropriate State Laws 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.

Section 3. **Vice-Chairman**

The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Authority shall select a new Chairman.

Section 4. **Secretary**

The Secretary shall be the Executive Director of the Authority and, as such, shall have general supervision over the administration of its business and affairs, 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 keep the records 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 current duties incident to his/her office. He/she 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. He/she 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. Checks requires two signatures, one of a board member as instructed and the Executive Director. He/she shall show necessary expenditure, financial and occupancy reports at each regular meeting. He/she shall be charged with the management of the Authority. The compensation of the Secretary shall be determined by the Board of Commissioners on an annual basis.

The Assistant and/or his/her designee to the Executive Director shall perform the duties of the Executive Director in the absence or incapacity of the Director. In case of the resignation or death of the Executive Director, the Assistant shall perform such duties as are imposed on the Executive Director until such time as the Board of Commissioners shall select a new Executive Director.

- Section 5. **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, by-laws, sunshine law, or rules and regulations of the Authority.
- Section 6. **Election or Appointment**  
The Chairman and Vice-Chairman shall be elected at the annual meeting of the Authority from among the commissioner of the authority, and shall hold office for one year or until their successors are elected and qualified. Elections will take place annually during the regular meeting of March for each fiscal year beginning April. The Secretary will preside over this meeting only for the purpose of election of officers.
- Section 7. **Vacancies**  
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. Should the office of Chairman or Vice-Chairman 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 Assistant or he/she designee to the Executive Director shall be appointed until such vacancy is filled. If a vacancy occurs on the board, the Mayor shall appoint a new member to serve the balance of the unexpired term. A certificate is required from the MHA board to the City Clerk of its recommendation to fill vacancy.
- 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 Housing Authorities Law of Missouri and all other Laws of the State of Missouri applicable thereto. The selection and compensation of such personnel shall be determined by the Executive Director (Secretary) and the Secretary (Executive Director) shall be determined by the Board of Commissioners subject to the laws of the State of Missouri.

## **ARTICLE IV-MEETINGS**

- Section 1. **Regular Meeting**  
The Commissioners of the Housing Authority of the City of Mexico, Missouri, shall hold regular meetings at 3:30 p.m. on the 3<sup>rd</sup> Tuesday of each month at the Community Center of the City of Mexico Housing Authority. Monthly agenda will be posted 24 hours prior to the meeting at its building location. (excluding weekends and holidays) Upon Commissioners approval and legitimate reasons, meeting time and place

can occasionally be changed temporarily, however, it must state in the agenda.

Section 2. **Annual Meeting**

The Annual meeting of the Board of Commissioners shall be held on the third Tuesday of March at the Community Center of the City of Mexico Housing Authority.

Section 3. **Special Meetings**

The Chairman or the Executive Director of the Authority may, when deems it expedient, shall call a special meeting of the Authority for the purpose of transacting any business designated in the call. A call for a special meeting may be delivered to each member of the Authority, telephoned or may be mailed at least two days prior to the date of such special meeting, to the business or home address of each member of the Authority. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. **Notices of the Meetings**

According to Missouri Revised Statutes Section 610.020, all public government bodies shall give notice of the time, date, and place of each meeting, and its tentative agenda. The notice of the meeting shall identify the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting. Notice conforming with all of the requirements of this section shall be given at least twenty-four hours, exclusive of weekends and Holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonable possible shall be given. When it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonable convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

Section 5. **Quorum**

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three 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. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners.

Section 6. **Open/Closed Meetings Act**

The Board of Commissioners will follow all applicable state and federal statutes regarding the holding of open and closed meetings. The provisions of Missouri Statutes 99, Chapter 610.021 of the Closed Meeting procedure and limitation—public records presumed open unless exempt—objections to closing meetings or records, procedure 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.

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**

Section 1. **Order of Business**

At the regular and/or special meeting of the Authority the following  
Shall be the order of business:

1. Call to Order
2. Roll Call
3. Approval of Agenda
4. Public Comment (limited to three (3) minutes each)
5. Approval of the all minutes of the previous meeting
6. Approval of Consent Agenda (if applicable)
7. Report of the Executive Director
8. Unfinished Business

9. New Business
10. Other Business
11. Closed Meeting, if applicable
12. Adjournment

Section 2. **Resolutions**

Shall be typed, signed by appropriate officers and held in a resolution binder of the Authority. All copies from the monthly board books of the Secretary shall be placed in a board book of the Authority.

Section 3. **Manner of Voting**

The voting on all questions coming before the Housing Authority shall be by roll call and the yeas and nays shall be entered upon the minutes of such meeting or listed as board approved in all yeas.

**ARTICLE VI – AMENDMENTS and OTHER PROVISIONS**

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 (which is a Quorum) of the Authority at a regular or a special meeting. The By-Laws will be reviewed annually and preferably 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 Mexico, MO. 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, live in or other close familial status 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, and child, 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.

6. Avoid the appearance of conflicts of interest.

7. Preventing conflicts of interest as defined in the state law and the ACC.

## **ARTICLE VII – 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.