

BY-LAWS OF THE NORTHAMPTON HOUSING AUTHORITY

ARTICLE I - THE NORTHAMPTON HOUSING AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the "Northampton Housing Authority."

Section 2. Seal of the Authority. The Seal of the Northampton Housing Authority shall be in the form of a circle and shall bear the name of the Northampton Housing Authority, the word "Massachusetts," and the year of its organization.

Section 3. Office of Authority. The Office of the Northampton Housing Authority shall be located within the City of Northampton, Massachusetts.

Section 4. Purpose of the Authority. The Northampton Housing Authority (NHA) exists to provide quality, safe, and affordable housing, and to provide meaningful and respectful support and engaging and productive services for our residents.

NHA is committed to forming productive partnerships to maximize social, economic, and educational opportunities for its residents and staff.

This mission shall be accomplished in a fiscally responsible manner by a compassionate, ethical, and professional staff and Board of Commissioners ("Board"). The Northampton Housing Authority and its Board are committed to the personal growth of board, staff, and tenants, excellence in public service, and being accountable and transparent to all of our stakeholders. The Housing Authority and its Board are committed to advocating for low-income housing and the interests of the tenants, as well as to forming partnerships within the Northampton Community in order to create and support quality affordable housing with dignity for low-income residents of the city.

ARTICLE II - DEFINITIONS

Authority — the Northampton Housing Authority

Board of Commissioners — The Board of Commissioners (or "Board," or "Commissioners") are the group of individuals responsible for overseeing the operations of the Northampton Housing Authority. Per MGL c. 121B, § 5, the Board shall consist of Seven members, four of whom shall constitute a quorum.

Good cause — Good cause for missing a meeting shall be considered on a case-by-case basis and shall be determined based on what a reasonable person would consider to be good cause.

Necessary Expenses — Necessary expenses are those reasonable expenses incurred in the regular course of exercising the duties and responsibilities of the position of Commissioner including, but not limited to, travel expenses (at the state reimbursement rate).

Northampton Housing Authority (or "NHA," "Housing Authority," or "Authority")

Policy — The Board of Commissioners sets the goals, plans, and/or procedures that that guides the business of the Housing Authority and is used as the basis for making decisions that affect the day-to-day lives of Housing Authority residents. The Executive Director is responsible for applying and implementing the policy as set by the Board.

Quorum — Four persons shall constitute a quorum of the seven-person Board of Commissioners.

Remote participation — Once the Board has a physically present quorum for a properly convened meeting of the full Board, or any subcommittee of the Board, other Board members shall be provided the opportunity to participate in the meeting remotely by whatever technological means is available for that meeting that complies with the Open Meeting Law.

Special Meeting - A meeting called by a quorum of the Board for any reason to meet at other than in its regular meeting time. As with regular meetings, Special Meetings shall be posted at least two business days in advance.

ARTICLE III: COMPOSITION, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF COMMISSIONERS

Section 1. Composition of the Board

a. Chair, Vice-Chair, Treasurer, Counsel, Secretary - The Board shall elect from among its members a chair and a vice-chair, and may employ counsel, an executive director who shall be ex officio secretary of the authority, a treasurer who may be a member of the authority and such other officers, agents and employees as it deems necessary or proper, and shall determine their qualifications, duties and compensation, and may delegate to one or more of its members, agents or employees such powers and duties as it deems necessary or proper for the carrying out of any action determined upon by it.

b. Secretary - The Executive Director shall act as a non-voting ex-officio Secretary for the Board. In the capacity of ex-officio Secretary, the Executive Director is not a Board member. The Secretary shall keep proper records of the meetings of the Board of Commissioners. The Secretary shall record all votes, and shall keep a record of the proceedings of the Authority in a minute book to be kept for such purposes, and shall perform all duties incident to this office.

The Secretary shall keep in safe custody the seal of the Housing Authority and shall affix such seal to all contracts and instruments authorized to be executed by the Authority. The Secretary shall serve as Custodian of Public Records in compliance with State and Federal Law.

The Secretary may employ the services of Housing Authority personnel and utilize such methods as he/she sees fit to properly undertake these responsibilities.

At any regular or special meeting, if the Secretary-Executive Director is absent, a Secretary pro tempore shall be appointed by the Executive Director from her/his staff, or, if s/he is unable to make such appointment, the Board shall appoint a Secretary pro tempore.

Section 2. Duties of the Board by Position

a. Chair. The Chair shall preside at all meetings of the Housing Authority Commissioners. Except as otherwise authorized by resolution of the Board, the Chair shall sign all contracts, deeds, and other instruments voted on by the Board. In the absence or incapacity of the Treasurer, the Chair shall act in the capacity of, and perform the duties of, the Treasurer. At each meeting, the Chair may submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Authority.

b. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, or in case of a vacancy in the office of the Chair.

c. Treasurer. The Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies pursuant to the direction of the Board. The Board by resolution may designate one or more Commissioner(s) to countersign such orders and checks. The Treasurer shall serve without compensation, other than payment of necessary expenses.

Section 3. Duties of the Board of Commissioners

The Board shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws, or which may arise by reason of their appointment to serve on committees functioning within the Housing Authority or in cooperation with other persons or groups. Commissioners are expected to attend all meetings unless they have good cause for not attending.

The Board responsibilities include, but are not limited to, the following:

- a. The Board shall adopt and review policies of the NHA, and ensure that they are properly and faithfully implemented by the Executive Director;
- b. Hire, supervise, evaluate, and, as necessary, discipline and/or discharge the Executive Director;
- c. Oversee all aspects of employment of the Executive Director. This includes, but is not limited to, overseeing that the Executive Director:
 1. Carries out the duties and responsibilities as outlined in her/his job description;
 2. Implements policies as established by the Board of Commissioners;
 3. Attend all Board meetings and fulfill the functions of the ex-officio Secretary, which includes but is not limited to, taking minutes at regular and special meetings. If the Executive Director has good cause for not attending a meeting, s/he may delegate the Secretary responsibilities to a staff member;
 4. Provide at every monthly meeting a report and preparing other reports as requested by the Board, DHCD, and HUD;
 5. Abide by and implementing DHCD and HUD regulations and guidelines;
 6. Prepare annual operating budgets, capital plan, and annual plan;

7. Prepare grant applications;
8. Implement the management plan approved by the Board;
9. Meet regularly with the tenants of each Housing Authority complex;
10. Carry out day-to-day activities of the Housing Authority to support the needs of the tenants;
11. Ensure maintenance and modernization to provide safe and decent housing to tenants and preserving the investments of the Commonwealth;
12. Assume an active role in community leadership regarding the management, creation, and addition in the community of affordable housing;
13. Assume responsibility for competent, compassionate management practices

- d. With the Executive Director, establishing annual operating and capital budgets;
- e. Approve and monitoring annual operating and capital budgets for the Housing Authority;
- f. In the event of a vacancy of the position of Executive Director, the Board may appoint a temporary or interim Executive Director. The Board shall determine the appropriate level of compensation.
- g. Board members are responsible for undergoing any training as required by the DHCD, training and compliance with the state Conflict of Interest Law (MGL c. 268A), and compliance with the DHCD regulations on the code of conduct (760 CMR 4.04).

Section 4. Election. -The Officers shall be elected at the annual meeting of the Authority from among the Board members of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 5. Vacancies. Should the office of Chair, Vice-Chair, or Treasurer become vacant, the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 6. Additional Personnel. 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 Housing Authority Law (MGL c. 121B) and all other laws of the Commonwealth of Massachusetts applicable thereto. The selection and compensation of such personnel, including the Secretary, shall be determined by the Authority, subject to the laws of the Commonwealth of Massachusetts.

ARTICLE IV — COMMITTEES

There shall be the following standing committees. Ad Hoc Committees may be appointed by the Chair as needed.

2. 1. Grievance Committee

The Grievance Committee will have two Board members, and is responsible for establishing a procedure for the review and resolution of tenant grievances. The Committee shall follow the process described at 760 CMR § 6.08.

3. Other Chair appointments

The Chair shall appoint a Board member to the Community Preservation Act and other committees, ad hoc or otherwise, as necessary.

ARTICLE V - MEETINGS

Section 1. General Provisions. Annual meetings and regular meetings of the Commissioners shall be held at such time and place as may be designated by the Board. All meetings will be held on the property of the Housing Authority. As long as there is a quorum of the Board physically present at Board meetings, other Commissioners may participate remotely. No meeting, other than an Emergency meeting, shall be held on a Sunday or public holiday. All meetings of the Authority shall be properly posted, and all business shall be conducted, in keeping with the provisions of the Massachusetts Open Meeting Law.

Section 2. Annual Meetings. Annual meetings of the Board shall be held with proper notice for the purposes of electing officers, receiving the annual report of the Executive Director, and for the conducting of such other business as may come before the meeting. The Annual meeting shall be held in February unless special circumstances such as weather or illness prohibit it being held then, in which case it shall be rescheduled for the earliest possible date.

Section 3. Regular Meetings. Regular meetings of the Board shall be held with proper notice at least once in each calendar month for the transaction of the business of the Authority. All meetings must be posted at least two business days in advance of the meeting and comply with Massachusetts Open Meeting Laws.

Section 4. Special and Emergency Meetings. The Chair 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 any member of the Authority or may be mailed to his/her business or home address at least two business days prior to the date of such special meeting. At such Special meeting, no business shall be considered other than as designated in the notice.

In the event of a sudden, unexpected occurrence or set of circumstances that require immediate action, the Chair or Secretary may call an emergency meeting of the Board. The call for the meeting shall be made in the most expeditious manner, provided that due diligence shall be used to notify all members and the public of the time, place, and subject of the meeting. No business, other than that necessary to address the emergency, shall be considered.

Section 5. Quorum. A simple majority of the members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers, but a smaller number may meet and adjourn from time to time until a quorum is obtained.

If a meeting was not held or dismissed for lack of quorum, a new meeting shall be called. Notice shall be provided in the regular manner, at least two business days in advance of the meeting.

Section 6. Agendas of Meetings. The Chair and Executive Director shall prepare the written agenda for each regular, special, and annual meeting. The agenda for each meeting shall clearly state the business of the meeting and shall be posted within time frame required by the Open Meeting Law. Executive sessions may be scheduled as part of the agenda or any regular or special meeting of the Authority, and any executive sessions shall be conducted in adherence to all Open Meeting Law requirements.

ARTICLE VI — ORDER OF BUSINESS AND MANNER OF VOTING

Section 1 .Order of Business. At the regular meetings of the Authority the following shall be the order of business:

1. Roll Call
2. Tenant Issues
3. Staff Comments
4. Public Comment
5. Reading and Approval of the Minutes of the previous regular meeting and any intervening special meeting.
6. Treasurer's Report
7. Executive Director's Report
8. Other Committee Reports
9. Unfinished business
10. New business
11. Adjournment.

All resolutions shall be in writing and shall be copied in a Minute Book of the Housing Authority.

Section 8. Manner of Voting. All questions of policy, as well as those establishing, amending or canceling contracts, or committing funds, or other business of the Housing Authority coming before the Board, shall be presented in the form of Resolutions chronologically numbered. The vote on Resolutions shall be by roll call, and each Resolution shall be entered or appended in full upon the minutes of the meeting, together with the Ayes and Nays thereon. Other motions, such as matters of procedure and the election or appointment of officers, and others not requiring a Resolution may be made orally, provided that the maker and seconder of the motion, as well as the content of the motion and a recording of the votes of each member, shall be documented in the minutes of the meeting. Proxy voting is prohibited, but Board members participating remotely may vote.

ARTICLE VII - IMMUNITY/INDEMNIFICATION

Section 1 Immunity: Each Board Commissioner shall be immune from liability from any claim of any nature whatsoever for any statement made or actions taken during his/her term as a Commissioner as long as those statements or actions were taken in the good faith exercise of her/his role as Commissioner.

Section 2 Indemnification: The Northampton Housing Authority shall indemnify its Commissioners against claims, judgments, amounts paid in settlement, and/or any reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against any Commissioner for actions or statements made in good faith for a purpose that a reasonable person would believe to be in the best interest of the Authority.

ARTICLE VIII - AMENDMENTS

Amendments to By-Laws: The by-laws of the Housing Authority may be amended from time to time as necessary. Amended By-Laws shall be voted on and must be approved by at least four members of the Board at a Regular or Special meeting. If such a vote will take place at a Special meeting, written notice of that meeting, along with the proposed amendments, shall be provided to the Commissioners in writing at least seven days in advance of the meeting.

CERTIFICATE

I, the undersigned, the duly appointed, qualified Secretary of the Northampton Housing Authority, do hereby certify:

THAT the above By-Laws of the Northampton Housing Authority were adopted at the Regular Meeting of the Authority on April 26, 2021 THAT the above By-Laws are a true and correct copy of those By-Laws as entered in the original Minutes of said Meeting on file and on record. IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Authority this day of April 28, 2021.



A handwritten signature in blue ink that reads "Cara Leiper". The signature is fluid and cursive, with a large initial "C".

Cara Leiper, Secretary

By-Laws Originally Adopted by Resolution #1 on April 11, 1946

Amended by this substitution, Resolution #659, on Feb. 13, 1995

Policy: Bylaws 2/95

Amended June 10, 2019;

Amended April 26, 2021