



INDEPENDENCE HOUSING AUTHORITY

BY-LAWS OF THE INDEPENDENCE HOUSING AUTHORITY INDEPENDENCE, MISSOURI

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority

The name of the Authority shall be “The Housing Authority of the City of Independence” or “Independence Housing Authority”.

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 and the year of its organization.

Section 3. Offices of Authority

The principal offices of the Authority shall be at a place determined by the Board of Commissioners. The Authority may have such other offices as the business of the Authority may require from time to time.

Section 4. Commissioners

The governing members of the Authority shall be known as the Board of Commissioners and are so referred to herein.

Section 5. Records

The Authority shall keep books and records of account, including the amount of its assets and liabilities, and minutes of the proceedings of its Board of Commissioners in accordance with applicable Missouri statutes and applicable Federal laws and regulations.

ARTICLE II – BOARD OF COMMISSIONERS

Section 1. General Powers

The business and affairs of the Authority shall be generally overseen by the Board of Commissioners.

Section 2. Appointments

The Mayor of the City of Independence, Missouri shall appoint the Board of Commissioners, which shall consist of five (5) commissioners. There shall be four (4) members of the Board of Commissioners outside of the Authority and appointed by the Mayor and one (1) resident appointed by the Mayor. The Resident Board Member cannot be an officer on any of the property's Resident Councils and the IHA Board of Commissioners at the same time. A resident has to be removed from any property Resident Council, as an officer, for a minimum of one year before they can be appointed to the IHA Board of Commission by the Mayor of Independence. The resident board member must be in good standing with IHA. All Commissioners shall be tax payers and shall have resided in the area of operation thereof for a minimum of one (1) year prior to their appointment. There is no term limit for a Board of Commissioner.

The Commissioners shall be appointed as aforesaid for a term of office of four years, except all vacancies shall be filled for any unexpired term.

Section 3. Removal

Any commissioner may be removed for inefficiency or neglect of duty or misconduct of office in the manner set forth in Section 99.070 of the Missouri Revised Statutes, or such other sections of the Missouri Revised Statutes as may be applicable from time to time, and as such section may be amended from time to time. Any commissioner that is absent four (4) or more regular meetings of the Board of Commissioners in a twelve (12) month period, without first having notified the Secretary of the Board, in writing, may be considered to be in neglect of duty and subject to removal. If, at any time, it is believed that a commissioner should be removed in accordance with Missouri law, the Board of Commissioners, following an affirmative vote, shall submit a recommendation to the Mayor of Independence, Missouri for consideration.

Section 4. Election or Appointment of Officers

The Chair and the Vice-Chair shall be elected at the annual meeting of the Authority from among the Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

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.

Section 5. Resignations and Filling Board Vacancies

A commissioner may resign his/her position by delivering said resignation to the Board's Chairperson with copies to the Authority's Secretary. Any vacancy on the Board of Commissioners because of death, resignation, removal, disqualification or otherwise shall be filled for the unexpired portion of the term. When there is a vacancy of the appointed members on the Board of Commissioners due to death, resignation, removal, disqualification, expiration of term or otherwise, the Mayor will be notified by email and phone call of the vacant board position. The Mayor will appoint a new commissioner to fill the unexpired term of the commissioner that vacated their position on the Board.

Should the office of Chair or Vice-Chair 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. If a Board position is vacant for the Chair or Vice-Chair, the Mayor would appoint a new Commissioner and then the election process would move forward as stated above.

When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.

Section 6. Manner of Acting

Commissioners must view their responsibilities as being to the Authority and not to any particular constituency. The act of the majority of a quorum of the commissioners present at a meeting shall be the act of the Board of Commissioners. The Authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

Section 7. Duties of the Commissioners

The commissioners shall adopt policies and resolutions, and provide clear and concise policy and guidelines to the Executive Director. The commissioners will observe the chain of command and act collectively to avoid situations where they appear to be managers instead of policymaker. The Executive Director is charged with the day-to-day responsibility of the Authority's operations. The commissioner's sole connection to the operations of the Authority shall be through the Executive Director. Only actions of a majority of the Board of Commissioners are directives for the Executive Director. Any actions of less than a majority of the Board of Commissioners are not binding on the Authority or the Executive Director. Commissioners shall not enter into any personnel actions other than those relating to the employment of the Executive Director. Other than the approval of the Authority's Personnel Policies, the commissioners shall have no authority to review any personnel issues except relating to the employment of the Executive Director; nor shall the commissioners hear any appeals of personnel actions except relating to the employment of the Executive Director.

Section 8. Compensation

Commissioners shall receive no compensation for his/her services to the Authority in accordance to Chapter 99.050 of the Missouri Revised Statutes. Commissioners shall be entitled to reimbursement of travel expenses incurred while in discharge of his/her duties for the Authority.

ARTICLE III – OFFICERS

Section 1. Officers

The officers of the Authority shall be a Chair, a Vice-Chair and a Secretary. The Chairperson and Vice-Chairperson shall be commissioners of the Authority. The Secretary shall be the Executive Director of the Authority and may not be a commissioner.

Section 2. Election or Appointment

Except for the Secretary, the officers of the Authority shall be elected annually from among the members of the Board of Commissioners at the regular annual meeting of the Board of Commissioners. Each officer shall hold office until his successor shall have been elected and qualified for office.

Section 3. Removal

The Board of Commissioners may remove any officer whenever in its judgment it is in the best interest of the Authority. Removal of an officer must be by vote of the Commissioners following notice to the officer sought to be removed. A two-thirds majority of all Commissioners is required to remove an officer from office. Such removal shall have no prejudice to the rights of a Commissioner to remain as a commissioner.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Commissioners for the unexpired portion of the term.

Section 5. Chairperson

Subject to the discretion of the Board of Commissioners, the Chairperson will exercise general supervision and control of the business affairs of the Board of Commissioners. He/she shall preside at all meetings of the Board of Commissioners. With the Secretary or other proper officer of the Authority authorized by the Board of Commissioners, he/she may sign deeds, mortgages, bonds, contracts or other instruments that the Board of Commissioners has authorized to be executed, except in cases where the signing and execution has been expressly delegated by the Board of Commissioners or by these By-Laws to some other officer or agent of the Authority, or as required by law to be otherwise signed or executed; and in general shall perform all duties of the office of Chairperson and such other duties as may be prescribed by the Board of Commissioners from time to time.

Section 6. Vice-Chairperson

The Vice-Chairperson, in the absence of the chairperson, or in the event of the chairperson's incapacitation, removal or refusal to act shall perform the duties of chairperson and shall have all the powers of and be subject to all the restrictions upon the chairperson.

Section 7. Secretary

The Executive Director shall be the Secretary 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, including but not limited to, the Public Housing and Housing Choice Voucher program 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 the minutes to be kept for such purpose, and shall perform all duties incident to his/her office. He/she shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

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 monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by a Commissioner. He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or more often when requested), an account of his/her transactions and also of the financial condition of the Authority. He/she shall give such accountability for the faithful performance of his/her duties as the Authority may designate.

The compensation of the Secretary shall be determined by the Authority, provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses). The Secretary can be placed under a contract of employment, approved only by the majority of the Board of Commissioners.

Section 8. 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 9. Additional Personnel

The Authority, through the Executive Director, may from time to time employ such personnel as deemed necessary to exercise the Authority's powers, duties and functions as prescribed by the Housing Authority Law of Missouri and other applicable laws. The Executive Director shall be responsible for the general conditions of employment of the Authority's personnel.

Section 10. Committees

The Chairperson may appoint committees to serve in an advisory capacity to the full Board of Commissioners. The Chairperson may appoint such committees as deemed appropriate from time-to-time.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Authority shall be held on the 2nd Friday of February of each year, or on such other day as may be designated from time to time by the Board of Commissioners, for the purpose of electing officers and for the transaction of such other business as may come before the Board of Commissioners. The Annual Meeting shall be a Closed Meeting for the purpose of Strategic Planning, Executive Director Evaluation process and election of officers.

Section 2. Regular Meetings

The Board of Commissioners shall provide, the time and place for the holding of regular meetings. The Board of Commissioners shall meet, at a minimum, once every three months, along with the Annual Meeting every year.

Section 3. Special Meetings

Special meetings of the Board of Commissioners may be called by or at the request of the Chairperson, the Executive Director or by any two (2) commissioners for the purpose of transacting any business designated in the notice of such meeting. The person or persons authorized to call special meetings of the Board of Commissioners may fix the time and place for holding any special meeting call by them. At such special meeting, provided, however, that in the event that all of the commissioners are present at such special meeting, any and all business may be transacted.

Section 4. Notices

Any notice of a meeting shall include the time, date and place of each meeting, and a tentative agenda and shall be given at least twenty-four (24) hours, exclusive of weekends, prior to the commencement of such meeting in a manner reasonably calculated to advise the commissioners and the public of the matters to be considered. Whenever any notice is required to be given to any commissioner under the provisions of these By-Laws, or any applicable law, a written waiver thereof signed by such commissioner, whether before or after the time stated therein shall be deemed the equivalent to the receipt of timely notice. The attendance of a commissioner at a meeting shall constitute a waiver of notice of such meeting, except when the commissioner attends the meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully or properly called or convened.

Section 5. Quorum

A quorum of the Authority shall consist of three (3) commissioners for the purpose of conducting its business and exercising its powers and for all other purposes; but if a quorum is not present at a meeting, a majority of the commissioner's present may adjourn the meeting from time to time without further notice. A commissioner shall be considered present at a meeting if physically present, or present via telephone or any other acceptable electronic medium. The minutes of each meeting shall identify any commissioner present via telephone or electronic medium.

Section 6. Manner of Voting

All matters coming before the Board of Commissioners that require a vote shall be voted upon by ayes, nays or abstention. Votes on matters involving resolutions shall be by a roll-call vote. All votes to go into and out of a closed session and any votes taken in any closed session shall be by roll-call vote.

Voting may be completed in person, by phone, electronic medium such as conference call application or email.

Section 7. Minutes

The minutes of all public meetings shall be taken by the Secretary or his/her designee. The minutes shall record the date, time, and place of the meeting; the names of the commissioner's present; Commissioners absent; the substance of all official actions; and a record of the votes in favor, opposed to, and abstentions to such official actions. When a roll call vote is taken, the minutes shall attribute each "aye" and "nay" vote or abstinence if not voting to the name of the individual member.

Section 8. Closed Meetings or Sessions

The Chair shall designate which meetings, or portions thereof, are closed and the reason why the meeting is closed citing an appropriate portion of Missouri Revised Statutes 610.021.

The only person who shall sit in or attend the closed sessions of this board shall be the commissioners, legal counsel as required by the board chair, and such other staff and other persons as requested by the board chair.

Section 9. Classification of Documents

Classification of documents shall be made by the Chair with the consent of the members. Such classifications to be as follows:

Class A: Documents to be used by members only because of public disclosure exemption under the Sunshine Law as a personnel matter, legal matter, or as otherwise exempt from public disclosure under Section 610.021 RSMo.

Class B: Documents to be used by the public.

Section 10. Minutes of Closed Meetings or Sessions

The minutes of closed sessions shall be distributed at the next regular meeting and collected at the end of the meeting. Minutes of open session shall be available to the public upon request. Nothing in this section shall be construed as any attempt to avoid the public disclosures as required in Section 610.021, et. Seq., RSMo.

ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Executive Director shall be the contracting officer for the Authority and authorized to execute all contracts or other instruments including but not limited to deeds, mortgages and bonds on behalf of the Authority except as expressly reserved from time to time by the Board of Commissioners for some other officer. In the event that the Board expressly reserves the Authority to execute instruments to another officer, the Executive Director shall also execute said instruments as Secretary of the Authority. Contracts with an estimated budgetary outlay in excess of \$150,000, as well as deeds, mortgages and bonds must be authorized by the Board of Commissioners prior to the execution, in accordance to the Policy on the Responsibilities of the Board of Commissioners.

Section 2. Loans

No loans, deeds, mortgages or bonds shall be executed on behalf of the Authority and not evidence of indebtedness shall be issued in the name of the Authority shall be signed by such officer or officers, agent or agents or employees of the Authority and in such manner as shall be from time to time determined by Resolution of the Board of Commissioners.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents or employees of the Authority and in such manner as shall be from time to time determined by Resolution of the Board of Commissioners. All checks will be required to have two signatures on the check one by the Secretary of the Authority or Executive Director and the other to be one of the Board Members, preferably the Chairperson. All checks coming out of the software will be digitally placed onto the checks and a passcode will be required to be used by the Executive Director or designee.

Section 4. Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board of Commissioners may approve.

ARTICLE VI – INDEMNIFICATION OF OFFICERS, COMMISSIONERS AND EMPLOYEES

Section 1. Indemnification

The Authority may indemnify any officer, commissioner and employee of the Authority who is or becomes a party or is threatened to be made a party to any civil, criminal, administrative or investigative action other than an action by or in the right of the Authority, by reason of the fact that he or she is or was serving at the request of the Authority as a commissioner, officer or employee and fulfilling his or her duties as a commissioner, officer or employee of the Authority against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner that could reasonably be believed to be in, or not opposed to the best interests of the Authority. Such indemnity shall not accrue or extend to any commissioner, officer or employee of the Authority whose actions, which are the subject of the civil, criminal, administrative or investigative action, arose out of gross negligence, gross misconduct or illegal activity in the performance of his or her duties to the Authority or outside the scope of his or her duties to the Authority.

Section 2. Insurance

The Authority may purchase and maintain insurance on behalf of any person who is or was a commissioner, officer or employee of the Authority against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the Authority would have the power to indemnify him or her against such liability under the provisions of this Article. The purchase of such insurance shall not be a waiver of sovereign immunity.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of April and end on the 31st day of March in each year.

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any meeting of the Board of Commissioners, by a majority vote of a quorum of the commissioners present at the meeting; provided, however, that notice of any proposed amendment shall be given to the Board of Commissioners at least thirty (30) days prior to such meeting. The Board of Commissioners may invite and accept comments from the public during the thirty (30) day period.

CERTIFICATE

The undersigned Secretary of the Independence Housing Authority of Independence, Missouri, a Missouri body corporate and politic, hereby certifies that the foregoing By-Laws are the last amended By-Laws of the Authority.

ADOPTED by the Board of Commissioners of the INDEPENDENCE HOUSING AUTHORITY, this 17th day of August, 2021. Resolution No. 1534, adopted on August 17, 2021 is hereby effective.

Secretary

Chairperson

(AGENCY SEAL)