

Housing Authority of the
County of San Joaquin

By-Laws

As Amended

Revised:
September 21, 2017

Preface

In addition to these By-Laws, the Housing Authority of the County of San Joaquin, its Board of Commissioners and staff are governed in its operations by the following additional authorities;

The "Housing Authorities Law," as set forth in the California Health and Safety Code, commencing with §34,200.

The "United States Housing Act," commencing with 42 U.S.C.A. §1401.

The "Ralph M. Brown Act," as set forth in the California Government Code, commencing with §54,950.

The Housing Authority of the County of San Joaquin shall conduct meetings in accordance with these Bylaws and, where the Bylaws do not provide for conduct in a specific matter or there is a need for more clarity, then under those sections of Robert's Rules of Order which are adopted through formal resolution.

ARTICLE I

GENERAL PROVISIONS

Section 1.01 – Name of Authority

The name of the Authority shall be "Housing Authority of the County of San Joaquin".

Section 1.02 – Purpose

These By-Laws are adopted for the purpose of providing for the conduct of the business of the Authority.

Section 1.03 – Seal of Authority

The seal of the Authority shall be the seal adopted by Resolution No. 6 on September 24, 1942.

Section 1.04 – Offices of the Authority

The offices of the Authority shall be at such locations in the County of San Joaquin, State of California, as the Commissioners of the Authority may from time to time designate by resolution.

ARTICLE II

BOARD OF COMMISSIONERS

Section 2.01 – Purpose of the Board

The Board of Commissioners, within the authority granted by law and statute as now or hereafter enacted, shall govern and guide the operation of the Authority as the policy-making and executive body.

Section 2.02 – Authority

The government of the Authority shall be vested in a Board of Commissioners, composed of up to seven members, all of whom shall be appointed by the Board of Supervisors of the County of San Joaquin. Two of the Commissioners shall be tenants of the Authority (as defined in the Housing Authorities Law) and one of those tenant commissioners shall be over sixty-two years of age.

Section 2.03 – Per Diem and Expenses of Board Members and Ethics Review Committee

Each Commissioner shall receive for attendance at the meeting of the Board of Commissioners and Committees a per diem payment of fifty dollars (\$50.00) per meeting, but not to exceed four meetings per month. Each Commissioner shall be allowed and reimbursed for such necessary traveling expenses in accordance with the Housing Authority's adopted Travel Reimbursement Policy and any cost in accessing and printing Board related documents incurred in the performance of his/her duties as authorized by the Board.

The Commissioner who attends meeting(s) as a member of the Ethics Review Committee shall not have the Ethics Review Committee meetings count towards the four (4) meeting limits described in this section.

The nonemployee member(s) of the Ethics Review Committee shall also receive a per diem payment of fifty dollars (\$50.00) and reimbursement of those expenses as described in this section.

Section 2.04 – Attendance by Commissioners

The effectiveness of the Board of Commissioners is directly related to the regular participation of each Board member in each and all regular and special meetings of the Board. Each Board member shall make every reasonable effort to attend all Board meetings and to be prepared to discuss and consider the items on the agenda.

As a courtesy to other Board members, each Commissioner shall notify the Executive Director and/or Chairperson at the earliest possible time if he/she will be unable to attend any meeting of the Board or any scheduled Committee meeting, indicating the reason(s) for his/her non-attendance at such meeting.

If a Board member misses 25% of the meetings of the Board in a 12 month period, the Board of Commissioners will notify the Board of Supervisors of such Board member's absences and any reported reasons for non-attendance.

Attendance may be by telephonic appearance or any other means provided by law.

Section 2.05 – Presiding Officer

The "Presiding Officer" shall maintain order and decorum and decide questions for procedure, subject to the advice of the Authority's Legal Counsel, and subject to the right of the Board of Commissioners to override such decisions by majority vote. The Presiding Officer shall call the meeting to order promptly at the appointed hour and conduct the meeting as prescribed by these By-Laws and the laws of the State of California.

Section 2.06 – Responsibilities of Commissioners

Commissioners serve as the governing officers of the Authority, one which functions as a developer and landlord of local low-income housing programs. Among their principal responsibilities are:

- (a) Providing leadership and advocating for public housing;
- (b) Setting policies governing the operations of the Authority and charting the direction of current and future programs including required PHA Plans or similar requirements;
- (c) Ensuring, through independent reviews and audits, that the Authority operates within the law and according to HUD regulations, taking into considerations the economy and efficiency of operations;
- (d) Hiring a qualified Executive Director to manage day-to-day operations of the Authority;
- (e) Hiring a qualified contract and/or in-house Legal Counsel to manage legal matters as directed;
- (f) Through staff, obtaining and managing monies to support the Authority including participation and approval of agreements with labor associations;

- (g) Adopting operating budgets; and
- (h) Establishing policies to prevent fraud, abuse, mismanagement and discrimination and to ensure that the Authority acts legally and with integrity in its daily operations.

Section 2.07 – Functions of Commissioners

In order to carry out their Responsibilities, Commissioners should engage in the following activities as they make policy and further program goals:

- (a) Commissioners should attend Board and Committee Meetings of the Board of Commissioners and participate in Board discussions and decisions;
- (b) Commissioners should establish policies on personnel, compensation, grievance procedures, procurement, admissions and evictions, and qualifications which residents must meet to remain in public housing (subject to Federal and State requirements);
- (c) Commissioners should work with the Authority's Executive Director to ensure that Board policies are applied in daily operations;
- (d) Commissioners should interact with local, state and Federal Government and local laws and regulations;
- (e) Commissioners should interact with local, state and Federal Government to assure that residents are well served; and
- (f) Commissioners should nurture positive community relations.

Section 2.08 – Limitations on Commissioners

In carrying out their duties and responsibilities as Commissioners, the Commissioners should refrain from the following activities:

- (a) Commissioners should not involve themselves in the daily program management of the operations of the Authority but should assure that the Executive Director comply with the policy directives;

- (b) Individual Commissioners should recognize that they do not have the right or authority to speak officially for or on behalf of the Authority unless specifically designated to do so by the Board of Commissioners;
- (c) Except as provided in Section 4.08 of these By-Laws, Commissioners should not involve themselves in the hiring, supervising, disciplining or terminating of Authority personnel other than that of the Executive Director and Legal Counsel who are hired by and reports directly to the Board of Commissioners;
- (d) Individual Commissioners, in their role as Commissioners, should not actively involve themselves in resolving disputes of Authority residents and/or other individuals, firms or organizations contracting with the Authority (such individuals or organizations should be referred to the appropriate Authority staff person or to the Board of Commissioners).

Section 2.09 – Powers and Duties of Commissioners

The Board of Commissioners shall establish all policy for the Authority. The staff shall develop standard operating procedures for the implementation of the Board's policies. *Agreements and contracts in excess of the HUD Small Procurement limit and those contracts, deeds and other instruments ("Agreements") required by HUD, USDA, etc., to be executed by the Chairperson will require the Board of Commissioners approval by resolution.*

Section 2.09.1 – Relationship to Staff

All instructions, demands or directions to Authority staff should be made by the Board of Commissioners through the Executive Director and/or Legal Counsel. This section should not prohibit Commissioners from requesting information or documents from appropriate staff in accordance with the direction of the Executive Director and/or Legal Counsel.

ARTICLE III

MEETINGS

Section 3.01 – Open Meetings

All meetings of the Board of Commissioners and all meetings of the Committees of the Board shall be open to the public, excepting as otherwise provided for or allowed by law.

Section 3.02 – Place of Meeting

Unless otherwise directed by the Board, all meetings of the Board of Commissioners shall be held in the Board Room of the Alberta Jackson Administration Complex of the Authority, 421 South El Dorado Street, Stockton, California.

Section 3.03 – Annual Meeting

The Regular Meeting of the Commissioners held in May of each year shall be designated, and known, as the Annual Meeting.

Section 3.04 – Meetings

Meetings of the Commissioners shall be held in accordance with the following provisions:

Section 3.04.1 – Notice to Public

The Authority shall give to the public such advanced reasonable notice of its meetings – regular, special, adjourned regular or adjourned special and committees, unless exempt as provided at law, – as time and circumstances would permit. In no event shall such notice be less than that required by law or by these By-Laws.

Section 3.04.2 – Regular Meetings

The Regular Meeting(s) of the Board of Commissioners shall be held at such date and time each month as established by resolution as from time to time adopted by the Board of Commissioners. If the regular meeting date shall fall upon a legal holiday, that meeting shall be held on the next succeeding business day.

Section 3.04.3 – Special Meetings

Upon request to the Secretary at any time either by the Chairperson or by a majority of the members of the Board pursuant to the Brown Act (Gov. Code §54,956), the Secretary shall give notice of Special Meetings by mail at least forty-eight (48) hours before the meeting and such notice must be delivered, personally or by mail, at least twenty-four (24) hours before the time of such meeting, a written notice to each member of the Board and to such other persons or entities requesting notice in writing. The notice of the Special Meeting shall specify the date, time and place of the Special Meeting and the business to be transacted. No other business shall be transacted. If the time and/or place of the meeting are not stated, it shall be commenced at the time and/or place of Regular Meetings.

Section 3.04.4 – Adjourned Meetings

Any Annual, Regular, Adjourned Regular, Special or Adjourned Special meeting may be adjourned to meet again at a specific date, time and place. Less than a quorum of Commissioners present may adjourn the meeting. If all Commissioners are absent, the Secretary or the Clerk of the Board may adjourn any meeting to a specific date, time and place. If no time or place is specified in the order of adjournment, then the meeting shall commence at the time and place established for regular meetings.

The Notice of Adjournment shall be posted on the Agenda Box adjacent to the door to the Board Room and in the box on the fence facing the alleyway of Alberta Jackson Administration Complex of the Authority, 421 South El Dorado Street, Stockton, California, within twenty-four (24) hours of the adjournment. If all of the Commissioners are absent, the Notice of Adjournment shall also be served as required for a Special Meeting.

Section 3.04.5 – Teleconferencing

All meetings may be held by teleconferencing in accordance with Government Code §54,953, or as hereafter modified, except when not permitted at law.

Section 3.05 – Posting of Agenda

An agenda for each meeting of the Commissioners or Committees shall be prepared and posted in accordance with the following:

Section 3.05.1 – Regular Meetings

At least seventy-two (72) hours before each Regular Meeting and each Adjourned Regular Meeting, the Secretary shall cause the Agenda for the meeting to be posted (a) in the Agenda Box adjacent to the door to the Board Room and in the box on the fence facing the alleyway of the Alberta Jackson Administration Complex of the Authority at 421 South El Dorado Street, Stockton, California and (b) at each project office of the Authority. In addition, the agenda shall be distributed to each Board Member, to each Resident Council, and to each local newspaper of general circulations, radio or television station, and members of the public via Housing Authority website @ www.hacsj.com.

Section 3.05.2 – Special Meetings

The notice of Special Meeting, which shall contain the agenda for the meeting, shall be posted in the Agenda Box adjacent to the door to the Board Room and in the box on the fence facing the alleyway of the Alberta Jackson Administration Complex of the Authority, 421 South El Dorado Street, Stockton, California, and on the website @ www.hacsj.com twenty-four (24) hours before the time of the meeting.

Section 3.06 – Agenda Items

Only those items listed on the Agenda as posted may be considered and acted upon by the Board of Commissioners at its meeting.

Section 3.06.1 – Additions to Agenda

Notwithstanding Section 3.06, the Board of Commissioners may take action on items of business not appearing on the posted agenda for Regular or Adjourned Regular Meeting, pursuant to the Brown Act (Gov. Code S54954.2), under any of the following circumstances:

- (a) Upon a determination by a majority vote of the Board of Commissioners that an emergency situation exists; or
- (b) Upon a determination by a two-thirds vote of the Board of the Commissioners, or if less than two-thirds of the Commissioners are present, a unanimous vote of those Commissioners present, that the need to take action arose subsequent to the Agenda being posted; or

- (c) The item was posted for a prior meeting of the Board, occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

Section 3.06.2 – Public Inspection or Agenda File

The Secretary shall maintain an Agenda File for Public Inspection which shall include copies of all proposed resolutions, correspondence, reports, memoranda, and/or miscellaneous materials provided to the Commissioners with their Agenda in advance of the meeting or handed to the Commissioners during the meeting. Said Agenda File shall be available for public inspection in advance of and during meetings of the Board of Commissioners.

Section 3.07 – Notice to Public

In accordance with the Brown Act (Gov. Code S54954.1), the Secretary shall cause notice of every regular meeting and of any special meeting called at least one week prior to the date set for the meeting to be mailed to any person who has filed a written request for that Notice. Such Notice shall be mailed at least 72 hours prior to the date set for the meeting to which it applies. Notice of a special meeting, shall be mailed within a reasonable time prior to the date of the special meeting.

Section 3.08 – Order of Business

The order of business for regular meetings of the Board shall be as follows:

- Call meeting to order
- Roll Call
- Approval of Minutes
- Introduction of Special Guests & Special Presentations
- Public Hearings
- Reports
- Public Comments
- Information Items
- Consent Items
- Action Items
- Written Communications
- Questions and Comments from Commissioners

Closed Session
Adjournment

The foregoing order of business may be changed after opening of a meeting, upon order of the Presiding Officer with the consent of the Board, or upon motion of the Board.

Section 3.09 – Placing Items on Agenda

In preparing the Agenda, the Order of Business, as set forth in Sections 3.08, shall be followed to the extent that it is applicable, subject to the following:

- (a) No item needs to be placed on the Agenda if it is not to be considered.
- (b) At the Annual Meeting, the election of officers shall occur before conducting any other business.
- (c) The Secretary shall prepare the agenda for each meeting of the Commissioners.
- (d) Each Commissioner may request of either the Chairperson or the Secretary that an item be placed upon an agenda for the report, information, discussion and/or action.

Section 3.10 – Quorum and Voting

A majority of the Board shall constitute a quorum for the transaction of business.

Unless otherwise required by law, or these By-Laws all resolutions and motions shall be adopted only upon affirmative votes for a majority of all Commissioners, appointed and qualified.

Section 3.11 – Closed Sessions

A Closed Session shall be held only during a Regular, Adjourned Regular, or Special Meeting of the Board of Commissioners, in full compliance with these By-Laws and in accordance with the requirements of the Brown Act. As applicable, disclosure on the Agenda under the topic of "Closed Session" shall indicate one or more of the following topics to be discussed:

Personnel Matters
Pending Litigations

Real Estate Negotiations
Labor Negotiations

In accordance with the Brown Act, a report at a public meeting shall be made of any action taken during a Closed Session and the roll call vote thereon.

Section 3.12 – Public Hearings

All matters set for public hearing before the Board shall be heard at the date and time set regardless of any business then before the Board.

Section 3.12.1 – Procedure

All matters set for public hearing before the Board of Commissioners shall be conducted substantially as follows:

- (a) The matter set for hearing shall be announced by the Presiding Officer at the time set for commencement of the hearing.
- (b) Staff reports on the matter shall be received by the Board.
- (c) Persons speaking on the subject matter of the public hearing shall be given an opportunity to address the Board of Commissioners, but may be limited to five minutes without prior approval.
- (d) The Presiding Officer may allow evidence as is reasonable, may preclude repetitious evidence and may require a representative of large numbers of individuals to present evidence on their behalf.
- (e) After all individuals have had a reasonable opportunity to present such evidence, the Presiding Officer shall close the public hearing.
- (f) The Board shall then consider the matter and render its decision or the Board may take the matter under consideration for a decision at a later date.

Section 3.12.2 – Witnesses

All individuals at any public hearing before the Board shall identify themselves by name and address, and shall address their remarks to the Board. Only one person shall speak at a time and a courteous and orderly hearing shall prevail. The failure to act in a courteous and orderly manner will permit the censure of said speaker's remarks.

Section 3.12.3 – Admissible Statements

Statements shall be admitted if they reasonable relate to the matter being heard and if they reasonably relate to the matter being heard and if they are the type upon which responsible persons are accustomed to rely in the conduct of serious affairs regardless of the existence of any rule or law that might make it inadmissible in a civil criminal judicial action.

Section 3.12.4 – Continued Hearings

Any matter set for hearing before the Board may be continued form time to time either before or after the public hearing has been closed.

Section 3.13 – Conduct of Meetings

The Presiding Officer shall be responsible for the conduct of the Commissioner and Committee meetings in a courteous and effective manner. These meetings may be conducted informally under the direction of the Presiding Chairperson but shall be subject to these Bylaws and those sections of the Robert's Rules of Order which are adopted by formal resolution.

Section 3.13.1 – Addressing the Board

Persons in attendance may address the Board or a member thereof only through the Presiding Officer. If necessary, and at the discretion of the Presiding Officer, to conduct of the meeting in a courteous and effective manner, members of the Board may be required to address one another or persons in attendance only through the Presiding Officer.

Any person wishing to address the Board, when recognized by the Presiding Officer, shall stand or step to the rostrum and then give his/her name for the record. The Presiding Officer may limit the amount of time a person may use in addressing the Board.

Section 3.13.2 – Improper Statements

Legal Counsel for the Board shall advise the Presiding Officer of improper statements made during a Commission Meeting, and the Presiding Officer may preclude such statements.

Section 3.13.3 – Limitation on Discussion

Except as otherwise herein provided, discussion on any particular item, either by a Board member or by any person in attendance, may be limited, at the discretion of the Presiding Officer, to such time as the Presiding Officer may find to be reasonable under the circumstances, provided that any decision of the Presiding Officer to limit discussion may be overruled by the Board.

Section 3.13.4 – Reconsideration

Whenever action has been taken on any matter by the unanimous vote of the members of the Board, the matter shall not again be considered nor placed upon the Agenda without the concurrence of three members of the Board.

Section 3.13.5 – Referral to Staff

Except as provided in Section 3.06.1, the Presiding Officer may refer to the Executive Director and/or Legal Counsel any item which is not on the posted Agenda when it is initiated by any Commissioner or by members of the public during the public comment portion of the meeting.

Section 3.14 – Committees

The Board of Commissioners may create Standing and Special (Ad Hoc) Committees to advise the Board on special committees to investigate and/or advise the Board on routine or special issues, problems or matters assigned to the committees. Not more than three Commissioners (less than a quorum) and one alternate shall be appointed to a committee. General (Legal) Counsel may be appointed as a member of an Ad Hoc Committee.

The only current Standing Committee, the Ethics Review Committee, shall be selected and comprised of members as now set forth in the Ethics Review Policy or as that policy is hereafter amended.

Section 3.14.1 – Committee Appointments

At the first Regular Meeting of the Commissioners following the election of officers, the Chairperson shall appoint committee members to Standing Committees with the concurrence of the Board. The Chairperson may create Ad Hoc Committees at any time during any Board meeting, whether the meeting be regular or special. Further, the intent to create said Ad Hoc Committee does not need to be first posted on the Agenda but the creation of the Ad Hoc Committee shall be memorialized in the Minutes. The appointment of committee members to Ad Hoc Committees shall be done with the concurrence of the Board. The Board member first appointed to each committee shall act as its Chairperson.

ARTICLE IV

OFFICERS

Section 4.01 – Officers

The officers of the Board of Commissioners are a Chairperson, a First Vice Chairperson, a Second Vice Chairperson, and a Secretary-Treasurer. The senior in rank at the meeting shall be considered the "Presiding Officer".

Section 4.02 – Election of Officers

The Chairperson, the First Vice Chairperson, and the Second Vice Chairperson shall be elected at the Annual Meeting of the Commissioners of the Authority from among the Commissioners. The Chairperson, the First Vice Chairperson and the second Vice Chairperson shall hold office at the pleasure of the Commissioners, or until the next succeeding Annual Meeting or until their successors are elected and qualified. Provided, however, there shall be no change in the officers, other than at the Annual Meeting, unless upon the written request to the Secretary by at least three (3) Commissioners, the Secretary has given at least seven (7) days prior written notice to all Commissioners of the intent to elect new officers.

Section 4.03 – Chairperson

The Chairperson shall preside all meetings of the Board and perform such duties as ordered by the Board of prescribed by law. The Chairperson shall vote on all motions and resolutions brought before the Board. The Chairperson shall be the spokesperson for the

Board of Commissioners. Except as otherwise authorized by resolution of the Commissioners, the Board of Commissioners of the Housing Authority of the County of San Joaquin authorizes and appoints the Executive Director to serve as the Contracting Officer for the Housing Authority of the County of San Joaquin. While the Board of Commissioners retain the authority to approve all contracts and expenditures which exceed the United States Department of Housing and Urban Development's ("HUD") Small Procurement limit and those *contracts, deeds and other instruments* ("Agreements") required by HUD, United States Department of Agriculture (USDA), etc., to be executed by the Chairperson, the Contracting Officer or his/her designee is hereby authorized to enter into *those Agreements and or to commit expenditure of funds* up to the HUD Small Procurement Limit *as now or hereafter* adopted.

Section 4.04 – Vice Chairperson

In the absence or disability of the Chairperson, the First Vice Chairperson shall perform all of the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chairperson. In the absence of both the Chairperson and the First Vice Chairperson, the Second Vice Chairperson shall perform all of the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chairperson. The Vice Chairpersons shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Commissioners of the Activity.

Section 4.05 – Secretary-Treasurer

The Executive Director shall serve as the Secretary-Treasurer of the Authority. The Executive Director shall be an ex officio, non-voting member of the Board of Commissioners.

As Secretary, he/she shall keep the records of the Authority, shall act as Secretary of the meeting of the commissioners and record all votes, and shall keep a record of the proceedings of the Commissioners in a journal of proceedings 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 affix it to all contracts and instruments authorized to be executed by the Authority.

As Treasurer, 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 Commissioners may from time to time select. He/she shall keep regular books of accounts

showing receipt and expenditures and shall render to the Commissioners an accounting of the financial conditions of the Authority from time to time.

Section 4.06 – Legal Counsel

The In-House Legal Counsel shall be retained by the Board of Commissioners. The contract with and the evaluation of the Legal Counsel shall be the responsibility of the Board of Commissioners. The In-House Legal Counsel for the Authority shall be present at all meetings of the Board of Commissioners. The Legal Counsel shall attend such committee meetings of the Commissioners as requested by the presiding officer of the Committee.

Section 4.06.1 – Parliamentarian

The In-House Legal Counsel shall act as Parliamentarian

Section 4.06.2 – Legal Matters

In-House Legal Counsel shall take charge of all suits and other legal matters to which the Authority is a party or in which it is legally interested. He/she shall give advice or opinion in writing whenever required by the Board or the Executive Director. He/she shall be the legal advisor of the Commissioners and the Executive Director and shall prepare or approve, as requested by the Authority, the forms of all resolutions, contracts, and other legal documents connected with the business of the Authority. He/she shall perform such other additional services as the Board may require.

Section 4.07 – Executive Director

Subject to the powers vested in the Board of Commissioners, the Executive Director or similar designee should have full charge of the day to day operation and administration of the business and financial affairs of the Authority.

The Executive Director, or in his/her absence the Executive Director's designee, shall attend all meetings of the Board. Committee Meetings of the Board shall be attended by the Executive Director and/or his/her designated representative.

Section 4.08 – Authority Personnel

The Executive Director shall determine the job description; compensation, subject to Commissioner approved budget; and, Organizational Chart of the personnel of the Authority necessary to exercise and carry out the powers, duties and functions prescribed by the laws and regulations of the State of California and the United States Department of Housing and Urban Development (HUD). Except for the Executive Director and In-House Counsel, who shall be selected and hired by the Commissioners, all personnel of the Authority shall be hired by the Executive Director and as set forth in the organizational chart prepared by the Executive Director.

Section 4.09 – Conflict of Interest

Neither a Commissioner nor an employee of the Authority shall place himself/herself in a position in which personal interest may conflict with public duty or any provisions at law. A public office is a trust conferred by the public. The duties of such public offices must be exercised with fairness and impartiality. The good faith of the Commissioner or employee is not a consideration, for the policy exists to prevent a Commissioner or employee from being influenced by anything other than the public good.

Section 4.09.1 – Statement of Economic Interests

Each Commissioner and each employee designated in the Authority's Conflict of Interest Code shall annually file a Statement of Economic Interests in accordance with the Authority's Conflict of Interest Code.

Section 4.09.2 – Personal Interest

For purposes of this section 4.09, the term "personal interest" shall include not only such actions that may result in a financial gain to the commissioner or employee personally but shall also include such actions that have a material relationship on or with a business, organization or charitable institution with which such Commissioner or employee is an officer, director or employee.

Section 4.09.3 – Disqualification

Any Commissioner or employee who has a legal interest in or is legally disqualified from participating in Authority action on any particular matter shall, as soon as such matter is

reached on the agenda, disclose his/her disqualification and the reason therefor and shall take no part in the discussion, debate, or vote on such matter. If such Disqualification is not known to him/her at the time such matter is reached on the agenda, he/she shall make such disclosure as soon as his /her disqualification is known to him/her. Such disclosure and disqualification shall be entered in the Minutes of the meeting.

ARTICLE V

CHANGES IN BY-LAWS

Section 5.01 – Amendment, Suspension or Repeal of By-Laws

These By-Laws may be amended, suspended or repealed by the majority vote of the members of the Board of Commissioners, but such amendment, suspension or repeal shall not affect any matter then pending before the Board. Provided, however, there shall be no change in these By-Laws unless upon the written request to the Secretary by the Chairperson or by three (3) Commissioners, at least seven (7) days' written notice of the intent to amend, suspend or repeal these By-Laws has been given by the Secretary to all Commissioners.