



TWIN FALLS HOUSING AUTHORITY

ESTABLISHED IN 1940

BY-LAWS

OF THE

TWIN FALLS HOUSING AUTHORITY
BOARD OF COMMISSIONERS

200 ELM STREET NORTH
TWIN FALLS, ID 83301
(208)733-5765

Original By-Laws Established and Adopted February 3, 1940
Adopted and amended by Resolution on November 7, 1940
Adopted and amended by Resolution #148 on September 14, 1942
Adopted and amended by Resolution #334 on June 12, 1979
Adopted and amended by Resolution #364 on February 8, 1983
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Adopted and amended by Resolution #437 on October 15, 1992
Adopted and amended by Resolution #451 on November 13, 1994
Adopted and amended by Resolution #606 on June 9, 2020

These By-Laws supersede and replace all previously approved by-laws

Adopted and amended by Resolution #614, December 8, 2020

BY-LAWS OF THE TWIN FALLS HOUSING AUTHORITY
TWIN FALLS, IDAHO

ARTICLE I - GENERAL

1. Name of Authority: The name of the Authority shall be the "Twin Falls Housing Authority".
2. Independent Public Body: The Authority was established in 1940 for the development of decent housing affordable to low income, disadvantaged and economically deprived families with children, elderly and/or disabled. The Authority is an independent public body dealing with housing matters in the Twin Falls area.
3. 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 year of its origination.
4. Office of Authority: The Administrative offices of the Authority shall be at 200 Elm Street North, Twin Falls, Idaho, 83301.
5. Powers and Responsibilities: The Board of Commissioners shall have the power to provide oversight to ensure adherence to all pertinent legal and fiscal requirements for the Housing Authority.
 - a. Provide final approval of Authority policies and budgets;
 - b. Approve overall Authority Plans;
 - c. Appoint and conduct an annual performance review of the Executive Director;
 - d. Ensure that agency personnel policies are established, maintained and reviewed regularly;
 - e. Elect Officers; and
 - f. Not engage in any political activity while on housing authority property or pertaining to housing authority business as per The Hatch Act 5 U.S. Code ¹ 7324 Political Activities.
6. Records of the Authority: The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any authority of the Board.

ARTICLE II – BOARD OF COMMISSIONERS

Section I. Board Composition

1.1 Establishment: The governing body of the Authority shall consist of a five-member Board of Commissioners. The powers of each authority shall be vested in the Commissioners.

1.1.1 Residency Requirement: Candidates for Commissioner seats on the Board are required to have a residence within Twin Falls County to be eligible for appointment. Should a Commissioner move outside of the jurisdiction, a request must be submitted to the Mayor and City Council to waive the residency requirement allowing the Commissioner to complete the unexpired term.

¹ Hatch Act

(a) An employee may not engage in political activity

(1) while the employee is on duty;

(2) in any room or building occupied in the discharge of official duties by an individual employed or holding office in the Government of the United States or any agency or instrumentality thereof;

(3) while wearing a uniform or official insignia identifying the office or position of the employee; or

(4) using any vehicle owned or leased by the Government of the United States or any agency or instrumentality thereof.

- 1.2 Appointment: Each member of the Board of Commissioners shall be appointed by the Mayor of Twin Falls, with the approval of the City Council of the City of Twin Falls for a 5-year term. The terms are staggered with one term expiring annually. A commissioner shall hold a seat until his successor has been appointed and qualified. 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. Vacancies are filled in the same manner as the original appointments, but to complete the unexpired term.
- 1.3 Directly Assisted Commissioner: Federal law requires that the membership of the Board contain at least one (1) commissioner who is directly assisted by the Housing Authority's federal housing program, therefore an eligible resident at a Housing Authority property. If the person appointed no longer qualifies as a directly assisted person, he or she shall be removed from the Board, creating a vacancy to be filled by a directly assisted person.
- 1.4 Limitation of Employment: No commissioner of any authority may be an officer or employee of the City of Twin Falls or the Housing Authority².
- 1.5 Term Limits: No person shall be eligible to serve more than two (2) consecutive full terms. A period of twelve (12) months must transpire between periods of consecutive service in order for an additional period of service to be considered non-consecutive. A Commissioner who is appointed to fill an unexpired term of a previous Commissioner shall be eligible for two (2) full terms following completion of the unexpired term.
- 1.6 No Compensation: Commissioners shall receive no compensation for their services for the Authority in any capacity, but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.
- 1.7 Committees: Committees may be appointed by the Chairman, with the consent of the Board as deemed necessary.

Section II. Termination: Termination from the Board can occur under the following circumstances:

- 2.1 Removal by the Mayor: Any appointed Commissioner may be removed for just cause by the Mayor of Twin Falls. Just Cause may include:
- Documented and material violation of the By-Laws or public laws;
 - Substantiated conduct in the community or with Housing Authority staff that is unbecoming of a Housing Authority Commissioner or that undermines the Housing Authority's good name; or
 - Unauthorized dissemination of confidential information about Housing Authority to persons or organizations outside of the Housing Authority.
- 2.2 Other basis for Removal:
- Resignation: A Board member may notify the Board of his or her resignation. Such notification shall be sent in writing to the Chairperson and Executive Director. Acceptance of a resignation is not necessary to make it effective. Such resignation takes effect at the time specified in the resignation, or if the time is not specified, upon receipt thereof.
 - Absence from Meetings: It is expected that Commissioners will make every effort to attend scheduled meetings. If a Commissioner fails to attend two (2) consecutive meetings without the Board's excusal, or more than three (3) unexcused absences in a fiscal year, they should be removed from the Board.
 - Death: Upon the death of an appointed Commissioner.

² Idaho Statute Title 50-1910 Appointment, Qualifications & Tenure of Commissioners

d. **Good Standing of Directly Assisted Commissioners:** Resident Commissioners shall be in good standing with all Policies of the Housing Authority during their term. Any violations of a directly assisted Commissioner's lease, public housing regulation or policies shall constitute good cause for removal.

Section III. **Vacancies:** While the Mayor is by law, the appointing authority, the Board should assess the Board and the Authority's needs for special expertise and make recommendations for consideration. Vacancies on the Commission shall be filled by appointment by the Mayor.

3.1 Should the vacancy occur other than by reason of expiration of term, the vacancy shall be filled for the unexpired term.

ARTICLE III – OFFICERS

Section 1. **Officers:** The officers of the Authority shall consist of a Chairperson, a Vice Chairperson and a Secretary, who is also the Executive Director, serving as an ex-officio or non-voting member.

Section 2. **Number, Election and Vacancies:** The Board shall select from among its Commissioners a Chairperson and a Vice Chairperson, and shall employ a Secretary, who is also the Executive Director. The Board shall elect a Chairperson and Vice Chairperson at the Annual Meeting in January of each year for one (1) year terms or until the Board elects and qualifies its successors. No Commissioner may serve in the capacity of Chairperson for more than three (3) consecutive one (1) year terms; however, s/he shall be eligible for reelection after the interval of one (1) year. A member who is elected to fill an unexpired term of an Officer shall be eligible for three (3) full terms following completion of the unexpired term.

Section 3. **Chairperson:** The Chairperson shall preside at all Board meetings of the Authority. At each meeting the Chairperson submits such recommendations and information as he or she may consider proper concerning the business affairs and the policies of the Authority.

3.1 **Duties of the Chairperson:**

- a. Appoint an acting secretary, if the Chairperson and Secretary are to be absent at the same time.
- b. The Chairperson is also responsible for the preparation of all regular and special meeting agendas.
- c. Present to the Board any communication that has been addressed to him or her.
- d. Enforce these Bylaws and perform all duties incidental to the position of chairperson which are required by law.
- e. Attend Audit exit conference to review annual report.
- f. Approve payment of invoices bi-monthly or as needed.

Section 4. **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of a vacancy in the office of the Chairperson, the Vice Chairperson performs such duties as are imposed on the Chairperson until such a time as the Board selects a new Chairperson in accordance with these Bylaws.

Section 5. The **Executive Director** is selected by the Board of Directors will serve as the **Secretary of the Board**. In the absence of a written contract for a definitive time, the Executive Director serves at the pleasure of the Board and may be relieved of his or her duties with or without cause by the Board of Commissioners.

- 5.1 Duties and Responsibilities: The Executive Director of the Authority shall be charged with the management and general supervision over the administration of the Authority's business and affairs, subject to the direction of the Board of Commissioners.
- 5.2 He/she shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to the office. He/she shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.
- 5.3 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(s) the Board of Commissioners may select.
- 5.4 The Executive Director shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board of Commissioners. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be signed and/or countersigned by the Chairperson or Vice Chairperson.
- 5.5 He/she shall keep regular books of accounts showing receipts and expenditures and shall render to the Board of Commissioners, at each regular meeting (or more often when requested), an account of the Authority's transactions and also of the financial condition of the Authority.
- 5.6 The Executive Director shall be authorized to sign official documents in the name of the Authority, as may further be defined in resolution of the Board of Commissioners. He/she shall give such bond for the faithful performance of his/her duties as the Board of Commissioners may determine.
- 5.7 Develops and submits to the Board for approval a plan of organization for the conduct of the activities of the Authority and recommends changes when necessary.
- 5.8 Is charged with the effective management of the housing projects of the Authority and to carry out all duties and responsibilities outlined in the Executive Director Job Description.
- 5.9 Prepares an annual budget and supervises financial affairs. Presents to the Board periodic reports reflecting activities of the Authority and such other special reports as may be required by the Board.
- 5.10 Assigns and supervises employees in the performance of their duties.
- 5.11 The compensation of the Executive Director shall be determined by the Board of Commissioners, provided that a temporary appointee selected from among the commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses.)

Section 6. Additional Duties: The officers of the Board of Commissioners shall perform such other duties and functions as may from time to time be required.

Section 7. Vacancies of Officers: Vacancies in the offices of Chairperson or Vice Chairperson shall be filled by the Board of Commissioners from its membership at the next regular meeting, and the appointee shall serve for unexpired term of said office. When the office of Executive Director becomes vacant, the Board of Commissioners shall appoint a successor. Such appointment may be a temporary appointment while the Board searches for a new Executive director of the Authority.

Section 8. Removal of Officers: Any officer elected or appointed by the Commissioners of the Board may be removed from office by two-thirds (2/3) vote of the quorum whenever, in its judgement, the interests of the Authority would be served thereby.

Section 9. Additional Personnel: The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions. The selection and compensation of such personnel shall be determined by the Authority.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting: The annual meeting of the Authority shall be held on the second Tuesday of January each year at a time and place determined by the Board of Commissioners. The Annual Meeting will hold nominations and election of Chairperson and Vice Chairperson from among the members of Commissioners of the Board.

Section 2. Regular Meetings: Monthly meetings of the Board of Commissioners shall be held at the regular meeting place of the Authority on the second Tuesday of each month at 12:00 p.m. unless the Board of Commissioners selects a different day or time. An Annual Calendar for the Regular Meetings of the Board of Commissioners is posted for public access. Should the date and/or time of a regularly scheduled meeting be changed, notice will be posted according to Idaho Statute, Open Meeting Law.

2.1 At least seven (7) days and not more than two (2) weeks prior to each meeting, the Executive Director shall send to every member:

- a. Copy of the Agenda indicating the time, date and location of the meeting;
- b. Resolutions to be presented;
- c. Minutes from the previous meeting;
- d. Any other item of business requiring Board approval.

Section 3. Special Meetings: The Chairperson of the Board of Commissioners may, at his/her own initiative, and shall, upon the written request of two or more Commissioners, call a special meeting of the Board of Commissioners for the purpose of transacting any business designated in the call for the meeting. The call for a special meeting may be delivered in writing (including email) or verbally to each Commissioner at least 24 hours prior to the time of the special meeting. No business shall be considered at the special meeting other than as designated in the call for the meeting, unless all Commissioners are present at the special meeting, in which case any and all business may be transacted there at.

Section 4. Participation by Teleconference: Commissioners may participate in any regular meeting or special meeting of the Board of Commissioners by telephone when deemed necessary as long as one member of the governing body or the director or chief administrative officer must be physically present at the meeting location designated in the meeting notice. Additionally, the communications among the members of the governing body must be audible to all persons attending the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 5. Quorum: A majority of the appointed Commissioners shall constitute a quorum of the Authority for the purpose of conducting business and exercising its powers and for all other purposes. Action may be taken by the Authority upon a vote of a majority of the Commissioners present.

Section 6. Manner of Voting: The voting on all questions coming before the Board of Commissioners shall be a voice vote unless a proper motion regularly adopted, includes a request for the voting to be by roll call. The yeas and nays shall be entered upon the minutes of such meeting. Notwithstanding the foregoing, voting on the election of officers may be by written ballot. All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority. Electronic communications shall be

considered written consent, and copies of emails or other electronic consent shall be maintained as part of the Authority record and reflected in the meeting minutes.

Section 8. Open Meetings. The meetings of the Board of Commissioners shall be open to the public and all decisions of the Board of Commissioners shall be made in an open meeting (Idaho Code 74-201 to 74-208). The Board may close its meeting to the general public, with a motion outlining the purpose to be discussed in an Executive Session per Idaho Code 74-206³. Before convening in Executive Session, the presiding Officer will publicly announce the purpose for excluding the public from the meeting place. The motion for Executive Session must have an affirmative (2/3) vote of the Commissioners present to close the regular meeting. Any decision from the discussion must be made once the regular meeting has resumed. Confidentiality or non-disclosure agreements may be required of non-directors.

Section 9. Order of Business: At the regular meetings of the Authority the following is the customary order of business. The Board may curtail, enlarge or modify this order:

1. Call to Order
2. Roll Call.
3. Approval of the minutes of the previous meeting
4. Comments from Guests
5. Bills and communications
6. Resolutions: All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.
7. Reports of the Executive Director
8. Reports of Committees
9. Unfinished or New business
10. Adjournment

Section 10. Rules of Order: The presiding officer shall conduct Board meetings generally to allow for a full, fair, and efficient conduct of Board business.

- 10.1 Any Commissioner may move a proposal. At least one other Commissioner must second the motion in order to have a discussion or vote on the proposal.
- 10.2 If a Commissioner seconds a proposal, the discussion shall continue until the presiding Commissioner calls for a vote, subject to a vote of a majority of a Quorum directing a continuation of discussion.
- 10.3 The Chairperson or a majority of quorum may direct that Robert Rules of Order govern the proceedings during a Board meeting.

ARTICLE V – PROHIBITED ACTIVITIES

Section 1. Private Inurement: No part of the net income or net assets of the Authority shall inure to the benefit of, or be distributable to, its Commissioners, officers, members or other private persons, provided that the Authority is authorized to pay reasonable compensation for services actually rendered and to make payments in furtherance of its purposes.

Section 2. Conflicts of Interest: It is the duty of any member of the Board of Commissioners to follow the code of conduct and to report to the Board any conflict of interest, real or apparent, at the earliest possible opportunity. Any person whose social, financial, or personal position precludes objectivity in relation to

³ Consider personnel matters [Idaho Code § 74-206(1)(a) & (b)] Deliberate regarding an acquisition of an interest in real property [Idaho Code § 74-206(1)(c)] Consider records that are exempt from public disclosure [Idaho Code § 74-206(1)(d)] Consider preliminary negotiations involving matters of trade or commerce in which this governing body is in competition with another governing body [Idaho Code § 74-206(1)(e)] Communicate with legal counsel regarding pending/imminently-likely litigation [Idaho Code § 74-206(1)(f)] Communicate with risk manager/insurer regarding pending/imminently-likely claims [Idaho Code § 74-206(1)(i)]

the affairs of the Housing Authority or who has a financial relationship with the Housing Authority shall be deemed to have a conflict of interest. Any Director or Commissioner with such a conflict shall be required to recuse himself or herself during the discussion and subsequent vote on any topic giving rise to the conflict.

- 2.1 No contract or other transaction between the Authority and one more of its Commissioners, officers or any other corporation, firm, association or entity in which one or more of its Commissioners or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Commissioners, officers, or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Commissioner's or officer's votes are counted for such purposes, if:
- a. The fact of such relationship or interest is disclosed or known to the Board of Commissioners or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Commissioners or officers; or
 - b. The contract or transaction is fair and reasonable to the Authority and the fact of such relationship or interest is fully and fairly disclosed or known to the Authority.
 - c. Common or interested Commissioners may be counted in determining the presence of a quorum at a meeting of the Board of Commissioners or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI – AUDITS

The books, records, and accounts of the Authority shall be audited in accordance with generally accepted practices by an independent auditor appointed or approved by the Board of Commissioners such times as the Board may determine.

ARTICLE VII – INDEMNIFICATION

The Authority shall indemnify any Commissioner, officer, or former Commissioner or officer of the Authority against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been a director or officer, except in relation to matters as to which s/he is adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of his/her duty to the Authority.

ARTICLE VIII – AMENDMENTS

AMENDMENTS TO THE BY-LAWS: The by-laws of the Authority may be amended only by the Board of Commissioners at a regular or a special meeting, held on at least four (4) days written notice to the Commissioners. Any such amendment must be approved by affirmative vote of at least three Commissioners.