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# Bylaws

## The Housing Authority of the County of DeKalb

Adopted by Resolution 23-05  
May 17, 2022

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### ARTICLE 1 – THE AUTHORITY

#### Section 1 - Name of Authority

The name of the Authority shall be the “Housing Authority of the County of DeKalb, Illinois.” and is a municipal corporation, created and authorized pursuant to the Illinois Housing Authorities Act (310 ILCS 10/1 et seq.).

#### 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 - Principal Office of the Authority

The principal office of the Authority shall be at 310 North Sixth Street in the City of DeKalb, State of Illinois, but the Authority may hold its meeting at such other place as it may designate by the Authority.

### ARTICLE 2 - BOARD OF COMMISSIONERS

#### Section 1 - General Powers

The business and affairs of the Authority shall be managed by a Board of five (5) Commissioners. The Board shall exercise all of the powers of the Authority except as otherwise provided by law or these bylaws.

#### Section 2 - Terms of Office

As provided in the Illinois Housing Authorities Act (310 ILCS 10/1 et seq.), five (5) Commissioners shall be appointed by the Chairman of the DeKalb County Board with advice and consent of the DeKalb County Board. One (1) Commissioner shall be a resident as set forth in 24 C.F.R. Section 964.400 et.al. Each Commissioner shall serve for a term of five (5) years or until their successor shall have been appointed and qualified.

#### Section 3 - Compensation

Commissioners shall not receive any compensation, whether in form of salary, per diem allowances or otherwise, for or in connection with services as a Commissioner. Each Commissioner shall, however, be entitled to reimbursement of any travel expense incurred by the Commissioner for travel in connection with their duties.

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### Section 4 - Commissioner Duties

The Commissioner shall uphold these bylaws and all policies approved by the Board. The Commissioner is expected to promptly attend all meetings of the Board. Any Commissioner who is unable to attend a meeting of the Board shall contact the chairperson or Executive Director of the Authority at the earliest opportunity prior to the meeting to advise the Board of said Commissioner's absence. The Commissioner acts as a commissioner only during officially sanctioned Board meetings. All other activities of a commissioner relating to the Authority must be approved by the Board and be coordinated through the Executive Director. The Commissioner shall assure that the policies of the Board are final and implemented and shall support the Board's action. The Commissioner will receive their information from reports issued by the Executive Director to the Board of Commissioners. The Commissioner shall serve at the request of the chairperson, or at the will of the Board, on any ad hoc, temporary, or standing committee of the Board. The Commissioner shall ensure that all issues before the Board are discussed in an open meeting, with the exception of those issues which are officially closed by the Board pursuant to Illinois law including the Open Meetings Act. The Commissioner shall make requests for documentation only through the Executive Director at a Board meeting, or in writing at any time.

## ARTICLE 3 – CONDUCT OF BOARD MEMBERS

### Section 1

All Board Members are expected to attend every regular Board meeting. The times of regular Board meeting are established at the beginning of each year. If a Board member misses more than two consecutive regular Board meetings, or 3 regular Board meetings per the PHA fiscal year, without good cause as determined by the Board, see Article 3, Section 4.

### Section 2

No individual Board member may discuss issues with the staff or tenants of the Housing Authority without first going through the Executive Director and getting permission from the Board, except during a Board meeting, or with approval of the Board by resolution. Failure to follow this procedure the first time shall result in the Board Member being given a written letter of the infraction. Continuation shall result in action. See Article 3, Section 4.

### Section 3

The Board Chairperson is the official spokesperson for the Board of Commissioners. No Board member shall represent in an official capacity the Authority Board, on their own or approach any outside organization without the full Board's approval, that they may do so. If the Board Member is approached by an outside organization, they must refer the organization to the Chairperson. If the Board Member

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approaches an outside organization, they shall be given a written letter of the infraction. Continuation shall result in action. See Article 3, Section 4.

### Section 4

Any violation of the above will require a Board Member to resign their position and notify, in writing, the appointing official that a replacement will be required immediately. If the Board Member does not resign, the provisions of the Illinois Housing Authorities Act will apply (310 ILCS 10/4 et seq.).

## ARTICLE 4 – OFFICERS

### Section 1 - Officers

The officers of the Authority shall be a Chairperson, Vice-Chairperson, and a Secretary-Treasurer.

### Section 2 - Chairperson

The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by the Authority, the Chairperson shall sign deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and information as they may consider proper concerning the business, affairs and policies of the Authority.

### Section 3 - Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson; the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board shall select a new Chairperson.

### Section 4- Secretary – Treasurer

The Secretary-Treasurer shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to their office. They 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.

They 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. They shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be counter-signed by electronic means by the Chairperson or a member of the Board. They shall

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keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or oftener when requested), an account of the transactions and also of the financial condition of the Authority. They shall give such bond for the faithful performance of their duties as the Authority may designate.

### **Section 5 - Executive Director**

The Executive Director shall be appointed by the Board and serve as its administrator to conduct its business and affairs, subject to the policies set forth by the Authority. The Executive Director shall be charged with all management responsibilities, including the hiring of additional personnel, promotion, transfer, demotion, supervision, and the separation of personnel. The Executive Director shall serve as the Secretary-Treasurer of the Authority and shall have all the powers and duties of that office as described in Section 4. The compensation of the Executive Director shall be determined annually by the Board, and all other personnel compensation shall be approved in aggregate by the board through the annual budget.

### **Section 6 - 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 Bylaws or rules and regulations of the Authority.

### **Section 7 - Election or Appointment**

The Chairperson and Vice-Chairperson 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.

### **Section 8 - Vacancies**

Should the office of Chairperson or Vice-Chairperson become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

### **Section 9 - Additional Personnel**

It shall be the Executive Director's responsibility to employ additional personnel when deemed necessary as prescribed by the Housing Authorities Act of Illinois and all other laws of the State of Illinois applicable thereto.

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### ARTICLE 5 – MEETINGS

#### Section 1 - Annual Meeting

The Annual Meeting of the Authority shall be held at a time as designated prior to the regular meeting of the Authority in accordance with the Illinois Open Meetings Act.

#### Section 2 - Regular Meetings

Regular meetings shall be held in accordance with the Illinois Open Meetings Act at the principal office of the Authority at 2:30 p.m. on the third Tuesday of each month, unless the same shall be a legal holiday, in which event said meeting shall be held on the next succeeding secular day. To ensure that a quorum is met, from time to time the Commissioners may agree to move the regular meeting, provided such that a minimum notice of 48 hours is given to the public of such change. The meeting agenda shall be made available to board members and to the public on the HACD website not less than 48 hours (2 days) prior to the regular board meeting.

#### Section 3 - Special Meetings

Special Meetings of the HACD Board of Commissioners shall be held when requested by the Chairperson or upon written request of two (2) Board Members. The HACD shall give notice of such special meeting to board members and to the general public in accordance with the Illinois Open Meetings Act.

#### Section 4 - Quorum

The powers of the Authority shall be vested in the Commissioners in a duly authorized call to a meeting. Three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners.

#### Section 5 - Order of Business

At the regular meetings of the Authority the following shall be the order of business:

1. Roll Call
2. Approval of the Agenda
3. Approval of the minutes of the previous meeting
4. Public Comment
5. Financial Report and Bills and Payroll
6. Report of the Secretary-Treasurer/Executive Director
7. Reports of Committees

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8. Resolutions
9. Old Business
10. New Business
11. Adjournment

All resolutions shall be in writing and there shall be copies in a journal of the proceedings of the Authority.

### Section 6 - Manner of Voting

The voting on all questions coming before the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meetings.

### Section 7 - Minutes

The recording of all open and closed minutes shall be kept in accordance with applicable requirements.

The minutes shall be written so as to include:

- a. The date, time and place of meetings.
- b. The members of the public body recorded as either present or absent; and
- c. The general description of all matters proposed, discussed, or decided; and
- d. A record of any votes taken.

The minutes of meetings open to the public shall be available for public inspection within seven (7) days of the approval of such minutes by the Board.

Minutes of meetings closed to the public shall be available only if the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential, subject to the Illinois Open Meetings Act. The Board shall review the minutes of all closed meetings at least semi-annually to determine and report in open session (1) the need for confidentiality still exists as to all or part of those minutes, or (2) that the minutes or portions thereof no longer require confidential treatment and are available for public inspection.

## ARTICLE 6 – CONFLICT OF INTEREST BOARD MEMBERS & APPOINTING OFFICIAL

### Section 1

No employee of the Housing Authority will be an immediate family member of any board member. The only exception will be if the family member is an employee before the Board Member officially takes office. In this case the Board member shall abstain from all actions relating to the family member(s)



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concerning personnel decisions of the employee.

### Section 2

No Board Member will have any interest directly or indirectly either financially or otherwise in any contracts, programs, or work with the Housing Authority.

### Section 3

No Board Member of the Housing Authority may ask any employee to perform work or other activities unless it is directly related to their duties at the Housing Authority during official time, including overtime and comp time.

### Section 4

No Board Member may use Housing Authority's vehicles, materials, tools, equipment, or other items owned, leased or rented by the Housing Authority.

Any violation of the above will require a Board member to resign their position and notify, in writing, the appointing official that a replacement will be required immediately. If the Board Member does not write the resignation letter the Board Chairman is authorized to do so.

## ARTICLE 7 - INDEMNIFICATION

### SECTION 1 - INDEMNIFICATION OF COMMISSIONERS AND OFFICERS

The Authority shall indemnify any Commissioner or officer, or former Commissioner or officer, of the Authority against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement or incurred in connection with the defense or settlement of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which the Commissioner or officer was or is a party or is threatened to be made a party by reason of the fact that they are or was such a Commissioner or officer, to the extent that any such expenses or amounts were actually and reasonably incurred, provided:

- a) That they acted in good faith in what they reasonably believed to be in the best interests of the Authority; and
- b) That, in any matter the subject of criminal action, suit, or proceeding, they had no reasonable cause to believe that their conduct was unlawful.

The determination as to (a) and (b) above shall be made (i) by the Board of Commissioners by a majority vote of a quorum consisting of Commissioners who were not and are not parties to or threatened with any such action, suit or proceeding, or any other action, suit or proceeding arising from

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the same or similar operative facts; or (ii) if such quorum is not obtainable, or even if obtainable if a majority of such quorum of disinterested Commissioners so directs, in a written opinion by independent legal counsel; or (iii) by a court of competent jurisdiction in which the action, suit or proceeding was brought.

Notwithstanding the foregoing, in any action by or in the right of the Authority, no indemnification shall be made in respect of any claim, issue or matter as to which such present or former Commissioner or officer shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Authority unless, and only to the extent that, a court of competent jurisdiction in which the action or suit was brought shall determine, in addition to the determinations made above, upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such present or former Commissioner or officer is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper.

## ARTICLE 8 – OTHER PROVISIONS

### Section 1 - Fiscal Year

The fiscal year of the Authority shall begin on April 1 of each year and terminate on the following March 31.

### Section 2 - Amendments to Bylaws

The Bylaws of the Board of Commissioners shall be amended only with the approval of at least three of the members of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven day's written notice thereof has been previously given to all of the members of the Authority.

### Section 3 - Posting of the Bylaws

These bylaws and any addenda shall be posted with the notice for annual meetings. The bylaws shall be posted on the website.

### Section 4 - Annual Review of the Bylaws

The bylaws and any addenda will be part of the Board package for the annual meeting accompanied by Board Members annual Conflict of Interest Certification. It will be an agenda item for discussion at the annual meeting for Commissioners who shall review the requirements of the bylaws and addenda.