

**BY-LAWS OF THE
HOUSING AUTHORITY OF THE TOWN OF YOUNTVILLE**

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority and Governing Body. The name of the Authority shall be the "Housing Authority of the Town of Yountville" which shall have a governing body of five members, known as the Commission, as provided below.

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. Office of Authority. The office of the Authority shall be at such place in the Town of Yountville, California, as the Authority may from time to time designate by resolution.

ARTICLE II - OFFICERS

Section 1. Officers. The officers of the Commissions shall be a Chair, a Vice-Chair, and a Secretary who shall be Executive Director.

Section 2. Chair. The Mayor of the Town shall be the Chairperson of the Commission of the Authority. The Chairperson shall preside at all meetings of the Commission and shall have such other powers and duties as may be prescribed by the Commission, the Joint Powers Agreement of the Napa Valley Housing Authority (the "Agreement" or these Bylaws.

Section 3. Vice Chair. The Vice Mayor of the Town shall be the Vice Chairperson of the Commission. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed by the Commission, the Agreement or these Bylaws.

Section 4. Secretary. The Secretary shall be the Executive Director of the Authority and, as Executive Director, shall have general supervision over the administration of its business and affairs, subject to the direction of the Commission. The Secretary shall be charged with the management of the housing projects of the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit them in the name of the Authority in the bank or banks selected by the Authority. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse monies under the direction of the Authority. Except as otherwise authorized by resolution of the Commission, all orders and checks shall be counter-signed by the Chair. The Secretary shall 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 his transactions and also of the financial condition of the Authority. The Secretary shall give such bond for faithful performance of his or her duties as the Commission may determine.

The compensation of the Secretary shall be determined by the Commission, provided that if a temporary appointee is selected from among the Commissioners of the Authority, he or she shall serve without compensation (other than the payment of necessary expenses).

Section 5. Additional Duties. The officers of the Commission shall perform other duties and functions as may from time to time be required by the Commission or the By-Laws or Rules and Regulations of the Authority.

Section 6. Election or Appointment. The Chair and 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 keep the records of the Authority, shall act as secretary of the meetings of the Commission and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for that purpose, and shall perform all duties incident to the Secretary's office. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix the seal to all contracts and instruments authorized to be executed by the Authority.

Section 7. Vacancies. Should the offices of Chair and Vice-Chair become vacant, the Commission shall elect a successor from its membership at the next regular meeting, and election shall be for the un-expired term of the office. When the office of Secretary becomes vacant, the Commission shall appoint a successor as provided in Section 6 of this Article.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Housing Authorities Law, as amended, of California and all other applicable laws of the State of California. The selection and compensation of personnel (including the Secretary) shall be determined by the Authority subject to the laws of the State of California.

ARTICLE III - MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Commission shall be held on the same day as the second Regular City Council meeting in January, at 5:30 P.M., at the regular meeting place of the Authority.

Section 2. Regular Meeting. Regular meetings shall be held at such time and place as may from time to time be determined by resolution of the Commission.

Section 3. Special and Emergency Meetings. The Chair may, when he or she deems it expedient, and shall, upon the written request of two Commissioners, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The

call for a special meeting shall be mailed to each Commissioner at his or her business or home address at least forty-eight (48) hours prior to the date of such special meeting. At a special meeting no business shall be considered other than as designated in the call. An emergency meeting may be called as permitted by State law.

Section 4. Open Meetings. All of the meetings of the Commission shall be open to the public, whether regular or special, except such closed meetings as may be permitted by State law.

Section 5. Quorum. The powers of the Authority shall be vested in the Commissioners in office from time to time. Three (3) 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 an affirmative vote of three (3) of the Commissioners present.

Section 6. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

- A. Call to Order
- B. Roll Call
- C. Public Comment
- D. Consent Items and Items Removed from Consent
 - a. Approval of minutes of the previous meeting.
- E. Public Hearings
- F. Reports
- G. Scheduled Items
- H. Adjournment

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

Section 7. Manner of Voting. The voting on all questions coming before the Authority shall be by roll call, and each vote of yes or no shall be entered upon the minutes of such meeting, except on the election of officers which may be by ballot. The results of any voting by ballot shall be announced after tallying of the votes.

ARTICLE IV - AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three (3) of the Commissioners at a regular or special meeting.