

**BYLAWS**  
**OF**  
**JEFFERSON COUNTY HOUSING AUTHORITY**

**ARTICLE I**  
**THE AUTHORITY**

**Name of Authority**

1.01 The name of the Authority shall be: JEFFERSON COUNTY HOUSING AUTHORITY.

**Effective Date**

1.02 These Bylaws shall become effective ninety (90) days following the affirmative vote of a majority of the Board of Commissioners (individually, "Commissioner"; collectively, the "Board") of the Jefferson County Housing Authority (hereinafter, "Authority" or "Housing Authority").

**Seal of Authority**

1.03 The seal of the Jefferson County Housing Authority shall be in the form of a circle and shall bear the name of the Authority.

**Office of Authority**

1.04 The offices of the Authority shall be located at: 3700 Industrial Parkway Birmingham, Alabama 35217. The meetings of the Board of Commissioners shall be held at the central office, but the Authority may hold its meetings at other locations as designated.

**Board of Commissioners**

1.05 The Authority shall have five (5) Commissioners appointed by the Jefferson County Commission. None of the appointed Commissioners may be county officials or county employees. The Jefferson County Commission shall record a certificate of the appointment or reappointment of any Commissioner of the Housing Authority and such certificate shall be conclusive evidence of the due and proper appointment of such Commissioner. Commissioners of the Authority are appointed for a five (5) year term and the terms shall be staggered so that one vacancy occurs each year. One Commissioner must be a recipient of Housing Authority assistance. If this Commissioner ceases to receive assistance through the Housing Authority, the Executive Director shall inform the Board and the Jefferson County Commission. Such cessation of assistance received through the Housing Authority shall be deemed to be an

automatic resignation by the Commissioner from the Board. Upon such resignation, the Jefferson County Commission shall appoint another recipient of housing assistance to fill the remaining term. Commissioners of the Authority shall serve until his/her successor is nominated, qualified, and installed into office.

### **Duties of Commissioners**

1.06 The Board of Commissioners shall hire an Executive Director to provide for the management of the Authority. The Board shall also adopt resolutions, and shall provide clear and concise policies and guidelines to the Executive Director. Concerning the management of the Authority, the Executive Director shall have the authority to formulate and adopt such other policies and procedures necessary or preferable for the operation of the Authority; provided that such policies are not contrary to those policies adopted by the Board. The Board should observe the chain of command and act collectively to avoid situations where they appear to be managers rather than policymakers. Commissioners shall recognize that it is not the Board's responsibility to make day-to-day management decisions or to interfere in the daily operations of the Authority. Only actions of a majority of the Board are directives for the Executive Director. Actions of less than a majority or a committee are not binding on the Executive Director. The Board shall have no review of personnel issues, other than those relating to the Executive Director, nor shall the Board hear appeals of personnel actions. The Board may employ technical experts, attorneys, and other such officers, agents, and employees, permanent and temporary, as it may require, and shall determine their qualifications, duties, and compensation. However, none of these individuals shall be a county, state, or municipal officer or employee, nor a partner of such, and none of them shall be, or have been for three (3) years prior, a Housing Authority Commissioner nor the partner of a Housing Authority Commissioner. The Board may delegate to one or more of such agents or employees such power or duties as it may deem proper. Commissioners shall be bound by the Code of Professional Ethics for Public Housing Commissioners (in the form attached hereto as **Exhibit "A"**) and shall be administered the Oath of Office (in the form attached hereto as **Exhibit "B"**) upon taking office.

### **Removal of Commissioners**

1.07 A Commissioner may only be removed as provided for by any state or federal law regulating removal of commissioners of a housing authority.

### **Resignations**

1.08 Any Commissioner may resign at any time by tender of resignation at any meeting of the Board of Commissioners or by giving written notice thereof to the Secretary of the Authority. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. The acceptance of such resignation by the Board of Commissioners shall not be necessary to make it effective. Upon such resignation, the Executive Director shall inform the Jefferson County Commission of the vacancy, whereupon the Jefferson County Commission shall appoint another Commissioner to fill the resigning Commissioner's remaining term.

## **ARTICLE II**

### **OFFICERS**

2.01 The officers of the Authority shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Secretary shall be the Executive Director of the Authority and the Treasurer shall be the Director of Finance of the Authority. The offices of Secretary and Treasurer shall not be considered Commissioners of the Authority and shall not be endowed with voting rights at meetings of the Board of Commissioners. The Chairperson and Vice-Chairperson must be on the Board for at least one (1) year before being eligible for election; provided that if no Commissioner qualifies or if the qualifying Commissioner(s) are unwilling or unable to serve as Chairperson and/or Vice-Chairperson, the Board of Commissioners may elect a Commissioner who has been on the Board for less than one (1) year.

#### **Chairperson**

2.02 The Chairperson shall preside at all meetings of the Authority. The Chairperson shall sign all documents required by the United States Office of Housing and Urban Development ("HUD") to be signed by the Chairperson. At each meeting, the Chairperson shall submit such recommendations and information as may be considered proper concerning the business, affairs, and policies of the Authority.

#### **Vice-Chairperson**

2.03 The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the 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 Authority shall select a new Chairperson.

#### **Secretary**

2.04 The Secretary shall be the Executive Director of the Authority and, as such, shall be responsible for the administration of its business and affairs, subject to the Board approved policies. The Executive Director shall be responsible for the records of the Authority. The Executive Director and/or any person so designated shall keep minutes of meetings of the Authority by recording all votes and maintaining a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose. Any such data may also be stored on computer disk. The Executive Director or his/her designee 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.

#### **Treasurer**

2.05 The Treasurer shall be the Director of Finance of the Authority and, as such, shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Authority and shall cause the funds of the Authority to be deposited in the

name of the Authority in such banks or other depositories as the Board of Commissioners may designate. The Treasurer shall give such bond for the faithful performance of the duties as the Board of Commissioners may require. The Treasurer shall have supervision over the care and safekeeping of the securities of the Authority. The Treasurer shall have all powers and duties usually incident to the office of the Treasurer except as specifically limited by a resolution of the Board of Commissioners. The Treasurer shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Commissioners or the Chairperson.

### **Election and Term of Office**

2.06 The Chairperson and Vice-Chairperson shall be elected by the Board of Commissioners from among the Commissioners for a term of one (1) year. Upon expiration of such one (1) year term, the Chairperson and/or Vice-Chairperson may continue to serve in such capacity until election of a successor by the Board.

### **Vacancies**

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

### **Executive Director**

2.08 The Board of Commissioners shall hire the Executive Director by written contract, or, if there is no written contract, subject to the Personnel Policy of the Authority. The Board of Commissioners shall determine the compensation of the Executive Director. The Executive Director shall be charged with the day-to-day management of the housing programs of the Authority, shall execute the policies adopted by the Commissioners, and shall formulate and implement any other policies and procedures necessary or preferable for Authority operations; provided that such policies are not contrary to those policies adopted by the Board. The Executive Director shall have the authority to hire, transfer, discharge, discipline, demote, and promote employees of the Authority. The Executive Director shall give such bond for the faithful performance of the duties as the Board of Commissioners may require. The Executive Director shall inform and advise the Board on recommended policy changes and required regulatory changes in policy. The Executive Director shall perform all duties incident to the Executive Director's office. In case of a vacancy in the position of Executive Director, no Commissioner of the Authority shall be eligible for this office except on a temporary basis, not to exceed three (3) months provided that a temporary appointee selected from among the commissioners of the Authority shall serve without compensation (other than the reimbursement for necessary expenses, including but not limited to required travel, training or other required expense(s) not related to compensation). When the office of the Executive Director becomes vacant, the Board of Commissioners shall appoint a successor from a list of qualified applicants. The Executive Director, Treasurer, Commissioners, and/or other Authority staff, as designated by the Board of Commissioners, shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Board of Commissioners and as

approved in annual operating budgets, except as otherwise authorized by resolution of the Board of Commissioners. For control purposes, all checks/money orders in excess of an amount determined by Board resolution require two (2) Authority-authorized signatures. The Board of Commissioners may determine by resolution the individuals who may sign such checks/money orders. The Executive Director shall be responsible for the regular books of accounts indicating receipts and expenditures and shall render to the Board of Commissioners at each regular meeting (or more often, if requested) an account of transactions and also of the financial condition of the Authority.

### **Additional Personnel**

2.09 The Executive Director may from time to time employ personnel as he/she deems necessary to exercise the powers, duties and functions as prescribed by the Housing Authority Law of Alabama and all other applicable laws of the State of Alabama and Federal laws and regulations. Management of all such personnel shall be the responsibility of the Executive Director. If the Executive Director determines that additional personnel is needed, but that the budget is not sufficient for such additional personnel, the Executive Director may inform the Board of Commissioners of such need. The decision to hire or not to hire any additional position when the budget is insufficient for such hiring shall rest solely with the Board of Commissioners.

### **Committees**

2.10 The Board of Commissioners, by resolution adopted by a majority of its members present at a meeting in which a quorum is present, may designate and appoint one or more advisory committees, each of which shall consist of two (2) or more Commissioners and any number of non-Commissioners as provided in the resolution. Such committees may contain alternates to serve as a member or members of any such committee if the Board deems advisable. Such committees shall be only advisory in nature and shall provide recommendations to be voted on by the Board of Commissioners. Any committee formed by the Board of Commissioners shall have the power to determine the form of its organization and to establish rules and regulations covering its proceedings and meetings as it shall see fit; provided, however, that any such committee shall meet whenever necessary so long as such meeting is properly noticed as provided for in Article III. Any committee shall keep regular minutes of its proceedings and shall report the same to the Board of Commissioners.

### **Compensation**

2.11 A Commissioner of the Housing Authority shall receive no compensation for his/her services, but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of his/her duties.

### **External Boards**

2.12 A Commissioner may serve on a maximum of two (2) of the following external boards: JCHA Housing and Development Corporation; the Housing Affordability Trust; and Navigate Affordable Housing Partners. The Authority recognizes that it may from time to time

have designated positions on boards unrelated to the operation and management of the Authority for which it must appoint (e.g., One Roof), but these boards shall not count toward the total number of allowable boards.

### **Conflicts of Interest**

2.13 A conflict of interest on the part of a Commissioner is a conflict between private interests and official responsibilities. More specifically, a conflict of interest is any action, inaction, or decision by a Commissioner in the discharge of his/her official duties which would materially affect:

- a. His/her financial interest;
- b. The financial interest of family members; and/or
- c. The financial interest of any business with which he/she is associated.

Further, no Commissioner may use his/her official position to obtain personal gain for himself/herself, or his or her family or any business with which he/she is associated, unless specifically authorized by law.

## **ARTICLE III**

### **MEETINGS**

#### **Regular Meetings**

3.01 Monthly meetings shall be held at the regular meeting place of the Authority on the date and time established by Board resolution. In the event the date falls on a legal holiday, an alternate date and time for such meeting may be set by the Board. If there is no business to come before the Board at a given regular meeting, the Chairperson may choose to cancel such meeting. However, in no event shall more than one (1) meeting be cancelled in succession. Notice of cancellation of any meeting shall be given at least twenty-four (24) hours in advance of such regularly scheduled meeting. Notice of the time, date and place of all regular meetings shall be posted on the public bulletin board at the Jefferson County Housing Authority not less than seven (7) days prior to the date of such meeting. Any change in the location or method for posting notices must be approved by the Board of Commissioners at an open meeting and announced to the public at an open meeting. If a preliminary agenda is created, the agenda will be posted as soon as practicable in the same location and manner as the notice. If a preliminary agenda is not available, the posted notice shall include a general description of the nature and purpose of the meeting. The Board of Commissioners may discuss at a regular meeting additional matters not included in the preliminary agenda.

#### **Special Meetings**

3.02 The Chairperson, Vice-Chairperson, or Executive Director of the Authority may, when he/she deems it appropriate, or shall, upon written request of two members of the Board of

Commissioners or written request from the State Office of Housing and Urban Development, call a special meeting of the Authority for the purpose of transacting any business designated in the notice. The meeting shall be held within a reasonable time not to exceed two (2) weeks from the date of the written request. The call for a special meeting may be delivered to each member of the Authority or may be emailed to each Commissioner and/or mailed to the business or home address of each member of the Board of Commissioners at least three (3) business days prior to the date of such special meeting. Notice of the time, date and place of a special meeting shall be posted as soon as practicable after such meeting is called; however, notice of a special meeting must be posted no less than twenty-four (24) hours before the scheduled start of the meeting, unless (i) notice cannot be given due to emergency circumstances requiring immediate action to avoid physical injury to persons or damage to property, or (ii) the notice relates to a meeting to be held solely to accept the resignation of a member of the Board of Commissioners or an employee. In such cases, notice must be given as soon as practical, but in no case less than one (1) hour before the meeting time. If a preliminary agenda is created, the agenda will be posted as soon as practicable in the same location and manner as the notice. If a preliminary agenda is not available, the posted notice shall include a general description of the nature and purpose of the meeting. The Board of Commissioners may discuss at a special meeting additional matters not included in the preliminary agenda. Subjects not covered by the notice of the special meeting, other than routine business, may not be considered at a special meeting unless all Commissioners are present at the meeting and unanimously consent to the discussion of such subject(s).

#### **Waiver of Notice**

3.03 Whenever any notice is required to be given under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether signed before or after the time stated therein shall be equivalent to the giving of such notice. Attendance of any Commissioner at a regular or special meeting of the Board of Commissioners shall constitute a waiver of notice of the meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Executive Session**

3.04 Executive session shall be conducted in accordance with the "Alabama Open Meetings Act," §§ 36-25A-1 through 36-25A-11, Code of Alabama, 1975, effective October 1, 2005, or any successor regulations. **See Exhibit "C."**

#### **Quorum**

3.05 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 convene to discuss the business of the Board until a quorum is obtained. Once a quorum is established, action may be taken by the Board of Commissioners upon a vote of a majority of the Commissioners present. If a quorum is present when the meeting is convened, the Commissioners present may continue to do business and may take action by vote of a majority of the quorum as fixed above until adjournment, notwithstanding the refusal of any Director present

to vote. The departure of any Commissioner(s) from a meeting shall not affect the ability of the Board of Commissioners to continue to do business, provided that a quorum of the Board of Commissioners is still present. A meeting shall be adjourned if there ceases to be a quorum of Commissioners present.

### **Order of Business**

3.06 At the regular meetings of the Authority, the following shall be the order of business, subject to modification at the request of the Chairperson or acting Chairperson:

- a. Call to Order
- b. Approval of Agenda
- c. Approval of Minutes
- d. Unfinished Business
- e. New Business
- f. Authority/Director Reports
- g. Public Comments
- h. Adjournment

The Board of Commissioners reserves the right to change the order of business as it deems necessary. All resolutions shall be reduced to writing and shall be maintained in the official minute book of the Authority.

### **Manner of Voting**

3.07 The voting on all questions coming before the Authority shall be by roll call vote.

### **Minutes**

3.08 Written minutes shall be kept of all public meetings. The minutes must include the following:

- a. The date, time, and place of the meeting.
- b. The names of the Commissioners present.
- c. The substance of all official actions and a record of the votes in favor, opposed to, and the number of abstentions as to all official actions.
- d. The names and sign in roster of all citizens who appeared officially at the meeting and the subject of their comments.

### **Public Comments**

3.09 The following rules will apply to all public comments at Board of Commissioners meetings:

- a. Requests to appear on the Board of Commissioners agenda should be received by the Executive Director seven (7) business days preceding the regular monthly Board meeting.



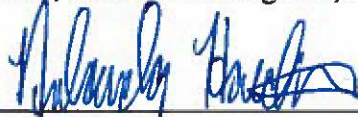
- b. Remarks must be limited to five (5) minutes.
- c. When requesting to be on the agenda, requests must specify subject matter to be discussed at the meeting.
- d. The Board Chairperson or his/her representative may choose to refer items brought before the Board during public comment to the Executive Director for resolution.

#### ARTICLE IV

#### AMENDMENTS

4.01 The Bylaws of the Authority shall be amended only with the approval of at least three of the members of the Authority at a regular meeting, but no such amendment(s) shall be adopted unless notice of such amendment has been submitted to Board members in writing at the previous regular meeting of the Authority.

Adopted by resolution number 2086 of the Board of Commissioners on the 22nd day of June, 2015 at Birmingham, Alabama.



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Noanda Hatcher, Chairman  
Jefferson County Housing Authority

**Exhibit “A”**

**Code of Professional Ethics for Public Housing Commissioners**

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**Code of Professional Ethics for the  
Public Housing Commissioner of the  
Jefferson County Housing Authority**

The objective of the Code of Ethics is to encourage professional performance by public Housing Commissioners of the Jefferson County Housing Authority (the "Housing Authority"). The Code describes objectives which, when accepted and followed, will help to foster a beneficial relationship between the Commissioners, staff and those they serve.

**CODE**

*A public Housing Commissioner shall be bound by the following pledge:*

1. I pledge myself to the professionalism of Housing Authority Commissioners through my own efforts and through the mutual efforts of my colleagues and by all other proper means available.
2. I pledge to view my service on the Housing Authority as an opportunity to serve my community, my state and my nation because I support the objectives of providing a decent, safe and sanitary home and a suitable living environment for every American family.
3. I pledge that I recognize that my responsibilities are to serve in this capacity as a government official, a community leader, and an advocate for the Housing Authority, its programs and objectives.
4. I pledge myself to seek and maintain an equitable, honorable and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
5. I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low and moderate income. Decisions will provide an equal opportunity to all citizens regardless of race, creed, sex or age.
6. I will recognize that my responsibility is not to make the day-to-day management decisions of the Housing Authority, but to see that it is well run by carrying out policy making, planning and appraisal functions and by providing direction and taking formal action in support of these functions.
7. I pledge to refuse to represent special interests or partisan politics or to use this Housing Authority for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the Jefferson County Commission, my responsibility is to the entire community.
8. I pledge that I shall not receive, directly or indirectly, any fee, rebate, commission, discount, gratuity, or any other benefit whether monetary or otherwise for the proper professional discharge of my duties, except authorized established expenses and other benefits.
9. I will arrive at conclusions only after I have discussed matters fully with members of the professional staff and other Housing Authority members. Once a decision has been reached by the majority of the Housing Authority Board of Commissioners (the "Board") assembled at a meeting, I will support it graciously.
10. I will recognize that the authority is vested with the whole Board assembled in meetings and that the powers of the Board shall be vested with the Board thereof in office at any time.

11. I pledge to support and protect Housing Authority personnel in the performance of their duties. Where and when Commissioners are involved in the employment of staff, I will vote to hire only competent and trained personnel who have been recommended by the Executive Director, otherwise I will support the Executive Director in his or her choice of hiring and handling personnel without involvement by the Board.
12. I pledge to observe and enforce local and state laws and regulations pertaining to the Board and the Housing Authority and the housing represented by those entities.
13. I pledge to respect the limited intent and scope of executive session and respect privileged communications from executive session and other sources for the privacy of the personnel and clients with whom we are involved. An executive session is a private discussion among members of the Board of Commissioners in which only specific issues can be discussed as provided in Section 36-25A-7 of the Code of Alabama, 1975. Any items discussed in such executive sessions are considered privileged and should not be discussed with anyone other than other Commissioners or the Housing Authority's legal counsel.
14. I pledge myself to place honesty, integrity, industriousness, compassion and understanding above all else; to pursue my gainful efforts by study and dedication to the end that service to my Housing Authority and the people I serve shall always be maintained at the highest possible level.
15. I pledge to make diligent use of the time of the Board as a whole and to faithfully attend all meetings barring unforeseen conflicts in which case I shall promptly notify the Chairperson or designee while respecting the rights and commitments of other Commissioners and the Housing Authority that the Board represents.
16. I pledge myself to comply with the rules and regulations and principals of this Code of Professional Ethics.

\_\_\_\_\_  
Commissioner Signature

\_\_\_\_\_  
Date

**Notary**

Subscribed and sworn to me before this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

My commission expires \_\_\_\_\_ 20 \_\_\_\_\_

Notary Signature \_\_\_\_\_

Seal

**Exhibit “B”**

**Commissioner Oath of Office**

*[The remainder of this page intentionally left blank.]*

**Oath of Office of a Commissioner for the  
Jefferson County Housing Authority**

I, the undersigned, do solemnly swear that I will support the Constitution of the United States and the State of Alabama according to the law and to the best of my judgment and ability.

*I do further swear to be bound by the following:*

1. I pledge myself to the professionalism of Housing Authority Commissioners through my own efforts and through the mutual efforts of my colleagues and by all other proper means available.
2. I pledge to view my service on the Housing Authority Board of Commissioners as an opportunity to serve my community, my state and my nation because I support the objectives of providing a decent, safe and sanitary home and a suitable living environment for every American family.
3. I pledge that I recognize that my responsibilities are to serve in this capacity as a government official, a community leader and an advocate for the Board of Commissioners, its programs and objectives.
4. I pledge myself to seek and maintain an equitable, honorable and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
5. I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low and moderate income. Decisions will provide an equal opportunity to all citizens regardless of race, creed, sex or age.
6. I will recognize that my responsibility is not to make the day-to-day management decisions of the Housing Authority, but to see that it is well run by carrying out policy making, planning and appraisal functions and by providing direction and taking formal action in support of these functions.
7. I pledge to refuse to represent special interests or partisan politics or to use this position for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the Jefferson County Commission, my responsibility is to the entire community.

\_\_\_\_\_

Commissioner SignatureDate

<b>Notary</b>	
Subscribed and sworn to me before this _____ day of _____	20 _____
My commission expires _____	20 _____
Notary Signature _____	
Seal	

**Exhibit “C”**

**“Alabama Open Meetings Act” effective October 1, 2005 (made a part of this policy by reference)**