

# ATTACHMENT 1

## COSTA MESA HOUSING AUTHORITY RESOLUTION NO. 2015-01

### RESOLUTION OF THE COSTA MESA HOUSING AUTHORITY ADOPTING THE SECOND AMENDED AND RESTATED BYLAWS OF THE HOUSING AUTHORITY

**WHEREAS**, by resolution on January 17, 2012, the City Council declared the need for a housing authority to function in the City of Costa Mesa ("City") and declared that the members of the City Council are the Commissioners of the Housing Authority so formed, all pursuant to the Housing Authorities Law, commencing with California Health & Safety Code Section 34200, *et seq.* ("HAL"); and

**WHEREAS**, by resolution the Costa Mesa Housing Authority adopted on January 17, 2012 ("Housing Authority") the initial Bylaws for the Housing Authority; and

**WHEREAS**, by resolution the Costa Mesa Housing Authority adopted on April 3, 2012 ("Housing Authority") the Amended and Restated Bylaws for the Housing Authority; and

**WHEREAS**, the Housing Authority desires to approve the Second Amended and Restated Bylaws for the orderly conduct of business of the Housing Authority.

**NOW, THEREFORE, BE IT RESOLVED** by the Costa Mesa Housing Authority as follows:

**Section 1.** The Second Amended and Restated Bylaws of the Costa Mesa Housing Authority (November 17, 2015) (herein "Bylaws") attached hereto as Exhibit A and incorporated herein by this reference as though fully set forth herein are hereby adopted and approved as the official Bylaws of the Costa Mesa Housing Authority.

**Section 2.** The Housing Authority Secretary shall certify to the adoption of this Resolution.

**PASSED AND ADOPTED on this 17<sup>th</sup> day of November, 2015.**

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Stephen M. Mensinger, Chair

ATTEST:

APPROVED AS TO FORM:

\_\_\_\_\_  
Brenda Green, City Clerk

\_\_\_\_\_  
Thomas Duarte, City Attorney

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss  
CITY OF COSTA MESA )

I, BRENDA GREEN, Secretary of the Costa Mesa Housing Authority, DO HEREBY CERTIFY that the above and foregoing is the original of Resolution No. 2015-01 and was duly passed and adopted by the City Council of the City of Costa Mesa at a regular meeting held on the 3<sup>rd</sup> day of November, 2015, by the following roll call vote, to wit:

AYES:            AUTHORITY MEMBERS:  
NOES:            AUTHORITY MEMBERS:  
ABSENT:        AUTHORITY MEMBERS:

IN WITNESS WHEREOF, I have hereby set my hand and affixed the seal of the City of Costa Mesa this 18<sup>th</sup> day of November, 2015.

\_\_\_\_\_  
Brenda Green, Housing Authority Secretary

**SECOND AMENDED AND RESTATED BYLAWS  
OF THE  
COSTA MESA HOUSING AUTHORITY  
November 17, 2015**

## **Amended and Restated Bylaws Costa Mesa Housing Authority**

These Amended and Restated Bylaws are the governing rules of the Costa Mesa Housing Authority. The original Bylaws were adopted on January 17, 2012 and are hereby amended and restated by these Amended and Restated Bylaws (hereinafter, "Bylaws").

**Section 1. Name.** The official name of the housing authority formed pursuant to the California Housing Authorities Law, Health and Safety Code Section 34200, *et seq.* ("HAL") shall be the "*Costa Mesa Housing Authority, a public body corporate and politic*" (herein referred to as the "CMHA" or "Housing Authority".) The CMHA was formed by City Council of the City of Costa Mesa by City Council Resolution No. 12-3 adopted on January 17, 2012 pursuant to the HAL; and, on January 17, 2012 by Resolution No. 02-2012 the CMHA approved certain initial administrative matters and to carry out certain initial administrative matters, including the appointment of officers as more fully set forth herein.

**Section 2. CMHA Board Members.** The CMHA shall be administered by a governing board whose members shall be the members of the City Council of the City of Costa Mesa ("City Council"), which governing board shall be referred to as the "CMHA Board". The term of office as a member of the CMHA Board shall terminate when such member of the CMHA Board shall cease to be a member of the City Council; and the appointed or elected successor, as applicable thereto, to such member of the City Council shall become a member of the CMHA Board. The CMHA Board shall be chaired by a "Chair" and there shall be a "Vice Chair". By approval of these Bylaws the Mayor of the City of Costa Mesa is hereby designated as Chair of the CMHA Board and the Mayor Pro Tem is hereby designated as the Vice Chair.. The Chair shall preside at all meetings of the CMHA; and the Vice Chair shall preside in the absence or incapacity of the Chair.

**Section 3. Office.** The business office of the CMHA shall be at Costa Mesa City Hall, 77 Fair Drive, Costa Mesa, CA 92626, or at such other place as may be designated by the CMHA Board.

**Section 4. Compensation and Meeting Stipend.** Pursuant to the Housing Authorities Law, California Health & Safety Code Section 34200, *et seq.*, members of the CMHA Board may receive per diem payment for attendance at not more than four meetings per month of the CMHA, which shall not exceed fifty dollars (\$50) per day, and shall receive necessary traveling and subsistence expenses incurred in the discharge of the Member's duties, but only when authorized by the CMHA Board and if there are unencumbered funds available for such purpose in compliance with and pursuant to applicable laws and regulations. By adoption of these Bylaws, the CMHA sets the stipend per meeting payment at zero (\$0) Dollars, which amount may be modified by action of the CMHA Board at an open regular meeting.

**Section 5. Officers.** The Officers of the CMHA shall be the Executive Director, Assistant Executive Director, Housing Authority Secretary, Housing Authority Counsel, and Finance Officer.

**Section 6. Executive Director.** The Executive Director of the CMHA shall be the Chief Executive Officer (CEO) of the City of Costa Mesa or such other person as may be appointed by the CMHA Board, and by approval of these Bylaws the Executive Director is appointed. The term of office for an Executive Director shall coincide with the CEO's appointment and employment as CEO of the City. The Executive Director shall submit such information and recommendations to the CMHA Board as he or she may consider proper concerning the business, policies and affairs of the CMHA. The Executive Director serves as the chief executive officer of the CMHA and shall be responsible for execution and supervision of the affairs of the CMHA. Except as otherwise authorized by resolution of the CMHA Board, the Executive Director or the Executive Director's authorized designee(s) shall be authorized to sign all contracts, deeds and other instruments executed by the CMHA.

**Section 7. Assistant Executive Director.** The Assistant Executive Director shall be the Development Services Director of the City of Costa Mesa or such other person as may be appointed by the CMHA Board, and by approval of these Bylaws the Assistant Executive Director is appointed. The term of office for an Assistant Executive Director shall coincide with the Development Services Director's appointment and employment by the City

in such position. The Assistant Executive Director shall perform the duties of the Executive Director in the absence or incapacity of the Executive Director. In case of the resignation or death of the Executive Director, the Assistant Executive Director shall perform such duties as are imposed on the Executive Director, until such time as the CMHA Members shall appoint a new Executive Director.

**Section 8. Housing Authority Secretary.** The Housing Authority Secretary shall be the City Clerk or such other person as may be appointed by the Executive Director. The Housing Authority Secretary shall: (a) keep the records of the CMHA, (b) act as Housing Authority Secretary at the regular and special meetings of the CMHA, (c) record all votes, (d) keep a record of the proceedings of the CMHA in a journal of proceedings to be kept for such purpose, and (e) perform all duties incident to the office.

**Section 9. Housing Authority Counsel.** The Housing Authority Counsel shall be appointed by the CMHA Board and shall serve at the pleasure of the CMHA. By approval of these Bylaws the City Attorney is designated as general counsel to the CMHA. Special counsel may also be retained by the CMHA Board, by the City Attorney, and/or by the Executive Director. The Housing Authority Counsel shall be responsible for the preparation of all proposed resolutions, laws, rules, contracts, bonds and other legal papers for the CMHA, except that the CMHA Board, general counsel, and/or the Executive Director may direct that special counsel prepare any of such proposed resolutions, laws, rules, contracts, bonds and other legal papers. The Housing Authority Counsel and special counsel(s) shall give advice or opinions, whether in writing or orally, to the Chair, Executive Director, or other CMHA officers when and if directed or requested to do so. The Housing Authority Counsel, or as otherwise directed by the CMHA Board, shall attend to all lawsuits or other matters to which the CMHA is a party or in which the CMHA may be legally interested and take such other actions pertaining to the Housing Authority Counsel's office as the CMHA Board or Executive Director may request; provided however, the CMHA Board may also direct that special counsel may otherwise be selected to attend to one or more lawsuits or other matters to which the CMHA is a party or in which the CMHA may be legally interested, as directed by the CMHA Board.

**Section 10. Finance Officer.** The Finance Officer shall be the Finance Director of the City of Costa Mesa or such other person or persons as may be appointed by the CMHA Board, and by approval of these Bylaws the Finance Officer is appointed. The term of office for the Finance Officer shall coincide with the City's Finance Director's appointment and employment by the City in such position. The Finance Officer shall have the care and custody of all funds of the CMHA and shall be authorized to cause the deposit of such funds in the name of the CMHA in such bank, banks, or other financial institutions, including without limitation the State of California Treasurer, Local Agency Investment Fund ("LAIF"), as the CMHA may select and pursuant to an investment policy considered and approved by the CMHA. The Finance Officer shall keep regular books of account, showing receipts and expenditures, and shall render to the CMHA quarterly, or more often when requested, an account of transactions and the financial conditions of the CMHA.

**Section 11. Appointment of Officers.** The initial appointment of officers occurred pursuant to CMHA Resolution No. 01-2012 on January 17, 2012; provided however, that by adoption of these Bylaws (as amended and restated) appointments of Chair, Vice Chair and CMHA officers as set forth hereinabove are made and affirmed.

**Section 12. Authority to Bind CMHA; City of Costa Mesa Council Policies Apply to CMHA.** No member, officer, agent or employee of the CMHA, without prior specific or general authority by a vote of the CMHA Board, shall have any power or authority to bind the CMHA by any contract, to pledge its credit, or to render it liable for any purpose in any amount; provided however, the CMHA may authorize the Executive Director to enter into a contract or contracts as authorized in and consistent with the City's policies, which shall Council policies shall be deemed to apply to the CMHA under these Bylaws herein, "Council Policies").

**Section 13. Appointment of Employees and Agents.** The CMHA may from time to time request from the City the services of such personnel, counsel, consultants, or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the CMHA. The CMHA Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the CMHA may determine, subject to all applicable laws, and provided that adequate sources of funds are

identified for the payment of such temporary professional and technical services and subject to the applicable Council Policies.

**Section 14. Regular Meetings.** Regular meetings shall be held in the Council Chambers at City Hall or at such other place as the Chair may designate on the same date and time as regular City Council meetings , or on dates and at a time as otherwise fixed by Resolution of the CMHA Board. If at any time any regular meeting falls on a legal holiday, such regular meeting shall be held on the next business day at the same time unless otherwise scheduled by the CMHA Board. Pursuant to and in compliance with the Ralph M. Brown Act, Government Code Section 54950, *et seq.* ("Brown Act"), at least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public; further, such agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by the Brown Act or other applicable laws and regulations.

**Section 15. Special Meetings.** Subject to and pursuant to the provisions of the Brown Act, a special meeting may be called at any time by the Chair or upon the request of two of the Members of the CMHA Board by delivering written notice to each Member and to each person or entity entitled by law to receive such notices. Notices to the CMHA Board shall be sufficient if delivered to the Housing Authority Secretary. Notices to other persons or entities entitled by law to receive notices must be delivered personally or by mail and must be received at least 24 hours before the time of such special meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the CMHA Board except as authorized by the Brown Act. Such written notice may be dispensed with as to any Member who at or prior to the time the meeting convenes files with the Housing Authority Secretary a written waiver of notice. Such waiver may be given electronically. Such written notice may also be dispensed with as to any Member who is actually present at the time a meeting convenes.

**Section 16. Closed Sessions.** Nothing contained in these Bylaws shall be construed to prevent the CMHA Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session subject to and pursuant to the provisions of the Brown Act.

**Section 17. Public Hearings.** All public hearings held by the CMHA Board shall be held during regular or special meetings of the CMHA Board and pursuant to applicable laws.

**Section 18. Adjourning Meetings and Continuing Public Hearings to Other Times or Places.** The CMHA Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular meeting or adjourned regular meeting the Housing Authority Secretary may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or reconvened to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

**Section 19. Meetings to be Open and Public.** All meetings of the CMHA Board to take action or to deliberate concerning CMHA business and its conduct shall be open and

public and are subject to and shall be held in compliance with the Brown Act; except as closed session matters are held also pursuant to the Brown Act. All persons shall be permitted to attend any such meetings except as otherwise provided as permitted by law and these Bylaws.

**Section 20. Quorum.** A majority of the members of the CMHA Board present and eligible to conduct business shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.

**Section 21. Order of Business.** At the regular or special meeting of the CMHA, the general order of business shall be consistent with the City Council order of business, and/or Council policies.

**Section 22. Parliamentary Procedure.** The rules of parliamentary procedure set forth in Robert's Rules of Order shall govern all meetings of the CMHA, except as otherwise herein provided or as otherwise provided in the Council Policies.

**Section 23. Amendments to Bylaws.** These Bylaws may be amended by the CMHA Board at any regular or special meeting by majority vote of the quorum except as otherwise provided by applicable laws, provided that the proposed amendment to any particular section is included in the posted notice of such meeting.