



**Resolution 18-07  
Approval of AHA Bylaws**

WHEREAS, the Aurora Housing Authority (AHA) Board of Commissioners has reviewed the current By-laws and has determined a need for a revision; and

WHEREAS, the Board has consulted with AHA legal counsel to make the appropriate revision; and

WHEREAS, the Board members have reviewed the changes and wish to adopt the proposed revision;

NOW, THEREFORE, BE IT RESOLVED, that the AHA Board of Commissioners approves the By-laws as revised and attached hereto.

PASSED, by the Board of Commissioners this 25th day of June 2018

AYES 4  
NAYS 0

[Signature]  
(Chairperson)

[Signature]  
[Signature]  
Sherrill Hoban-Lewis

# Bylaws

## Aurora Housing Authority Of the City of Aurora



# Contents

ARTICLE I – THE AUTHORITY.....	1
Section 1. Name of Authority.....	1
Section 2. Seal of Authority.....	1
Section 3. Office of Authority.....	1
Section 4. Board of Commissioners.....	1
ARTICLE II – OFFICERS.....	1
Section 1. Officers.....	1
Section 2. Board Chairman.....	1
Section 3. Vice- Chairman.....	2
Section 4. Treasurer.....	2
Section 5. Board Members – General.....	2
Section 6. Committee Chairman.....	3
Section 7. Conduct of Board – General.....	3
Section 8. Tenant Commissioner.....	3
Section 9. Executive Director.....	3
Section 10. Additional Duties.....	4
Section 11. Election of Chairman and Vice Chairman.....	4
Section 12. Vacancies.....	4
Section 13. Removal.....	4
Section 14. Additional Personnel.....	5
ARTICLE III – MEETINGS.....	5
Section 1. Regular Board Meetings .....	5
Section 2. Special Meetings .....	5
Section 3. Quorum.....	5
Section 4. Order of Business.....	6
Section 5. Manner of Voting .....	6
ARTICLE IV – AMENDMENTS.....	6
Section 1. Amendments to By-Laws.....	6
ARTICLE V – OFFICER AND EMPLOYEE IMMUNITY.....	6
ARTICLE VI – ETHICS / CONFLICT OF INTEREST.....	7
Section 1. State Ethics Laws.....	7
Section 2. Duty Not to Compete .....	7
Section 3. Conflict of Interest.....	7

Section 4. Confidentiality.....	8
Section 5. Political Contribution.....	8

## ARTICLE ONE – THE AUTHORITY

### Section 1 – Name of Authority

The name of the Authority shall be the “Aurora Housing Authority of the City of Aurora, Illinois.”

### Section 2 – Seal of Authority

The seal of the Authority shall bear the name of the Authority and the year of its organization.

### Section 3 – Office of Authority

The offices of the Authority shall be at 1449 Jericho Circle in the City of Aurora, State of Illinois, which shall be the regular meeting place of the Authority, but the Authority may hold its meetings at such other place as it may designate by resolution and a properly posted agenda in accordance with the Open Meetings Act.

### Section 4 – Board of Commissioners

Pursuant to the Illinois Public Housing Authorities Act, the Presiding Officer of the City of Aurora (hereinafter “the Presiding Officer”) will appoint seven (7) Commissioners, each with 5-year terms, to serve on the Board of the Aurora Housing Authority on a voluntary basis, without compensation.

## ARTICLE TWO – OFFICERS

### Section 1 – Officers

The officers of the Authority shall be a Chairman and a Vice-Chairman.

### Section 2 – Board Chairman

The Chairman is a member of the Board, shall preside at all meetings of the Authority, and is the chief volunteer of the organization. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairman shall submit such recommendations and information as they may consider proper concerning the business, affairs, and policies of the Authority.

The Board Chairman also:

- a. Partners with the Executive Director in achieving the organization's mission;
- b. Provides leadership to the Board of Commissioners, who sets policy and to whom the Executive Director is accountable;
- c. Leads meetings of the Board after developing the agenda with the Executive Director;
- d. Encourages the Board's role in strategic planning;
- e. Appoints the Chairpersons of committees, in consultation with other Board members;
- f. Serves *ex officio* as a member of committees and attends their meetings when invited;
- g. Discusses issues confronting the organization with the Executive Director;
- h. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns;
- i. Reviews with the Executive Director any issues of concern to the Board;
- j. Monitors financial planning and financial reports;
- k. Plays a leading role in fundraising activities;
- l. Formally evaluates the performance of the Executive Director in consultation with the full Board, and informally evaluates the effectiveness of the Board members;

- m. Leads the Board's evaluation, annually, of the performance of the organization in achieving its mission; and
- n. Performs other responsibilities assigned by the Board.

### **Section 3 – Vice-Chairman**

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

The Vice-Chairman also:

- a. Reports to the Board's Chairman;
- b. Works closely with the Chairman and other staff;
- c. Participates closely with the Chairman to develop and implement officer transition plans; and
- d. Performs other responsibilities as assigned by the Board.

### **Section 4 – Treasurer**

The Executive Director of the agency is not an officer, but is specifically designated by the Board to carry out Treasurer functions of the Authority, specifically, to:

- a. Manage finances of the Board;
- b. Administrate fiscal matters of the Board;
- c. Provide annual budget to the Board for members' approval; and
- d. Ensure development and Board review of financial policies and procedures.

### **Section 5 – Board Members – General**

Each Commissioner:

- a. Regularly attends Board meetings and important related meetings (See §13 A-C, below);
- b. Makes serious commitment to participate actively in committee work;
- c. Volunteers for and willingly accepts assignments and completes them thoroughly and on time;
- d. Stays informed about committee matters, prepares well for meetings, and reviews and comments on minutes and reports;
- e. Gets to know other Board and committee members and builds a collegial working relationship that contributes to the consensus;
- f. Is an active participant in the Board and committee's evaluation and planning efforts; and
- g. Participates in fundraising for the organization.

### Section 6 – Committee Chairman

In the event Committees are from time to time established by the Board, the Chairman shall appoint a Committee Chairman who:

- a. Is a member of the Board;
- b. Sets tone for the committee work;
- c. Ensures that members have the information needed to do their jobs;
- d. Oversees the logistics of a committee's operations;
- e. Reports to the Board's Chairman;
- f. Reports to the full Board on committee's decisions and recommendations;
- g. Works closely with the executive director and other staff as agreed to by the executive director;
- h. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes; and
- i. Initiates and leads the committee's annual evaluation.

### Section 7 – Conduct of Board – General

- a. Because the conduct of the Board has a direct impact on public and constituent perceptions about the Authority, Commissioners must maintain an appearance of high credibility in adhering to legal and policy requirements.
- b. The Board Chairman will be active and encourage all other Commissioners to be active by attending meetings, studying, questioning, voting on all issues, and annually monitoring the PHA.
- c. Commissioners will vote against proposed actions if they feel there is insufficient information on which to base an opinion. Minutes of each meeting should be carefully maintained and all votes properly recorded.
- d. Commissioners will adopt formally, by motion, any rules, regulations, policies and budgets.
- e. Commissioners will keep policies up to date for ready reference, and have rules, regulations and policies available and posted for staff and constituents.
- f. Commissioners will review fiscal records and controls at regular intervals
- g. Commissioners will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

### Section 8 – Tenant Commissioner

As recommended by the U.S. Department of Housing and Urban Development, the Presiding Officer of the City of Aurora may appoint one Authority tenant to serve as a Commissioner.

### Section 9 – Executive Director

The Executive Director shall have general supervision over the administration of business affairs, management and operation of the Authority, subject to the direction of the Board. The Executive Director shall be charged with the management of the housing projects of the Authority subject to the direction of the Board. The Executive Director shall, at the Board's direction and under Board oversight,

carry out or cause to be carried out some or all of the Treasurer functions of the Authority. The compensation of the Executive Director shall be determined by the Authority.

### Section 10 – 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 by-laws or rules and regulations of the Authority.

### Section 11 – Election of Chairman and Vice Chairman

The Chairman and Vice-Chairman 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 annual meeting shall take place each September, on the same date as the regularly scheduled meeting for that month.

### Section 12 – Vacancies

- a. Officers. Should the office of Chairman or Vice-Chairman become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.
- b. Commissioners. Should a commissioner resign or be removed prior to expiration of their full term, the Presiding Officer shall appoint a replacement to fill the remainder of that term.

### Section 13 – Removal

As with appointment, the Presiding Officer has the power to remove Commissioners from office pursuant to state and local laws.

### Section 14 – 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 Act of Illinois and all other laws of the State of Illinois applicable thereto. The selection and compensation of such personnel (including the Executive Director) shall be determined by the Authority, subject to the laws of the State of Illinois.

## ARTICLE THREE – MEETINGS

### Section 1 – Regular Board Meetings

All meetings of the Authority will be held open to the public and conducted pursuant to all provisions of the Open Meetings Act. Regular meetings, except for the months of November and December, shall be held at the regular meeting place of the Authority on the fourth Wednesday of each month, at 4:30 p.m., unless the same shall be a legal holiday, in which event said meeting shall be held on the next preceding Wednesday. However, the regular meeting of the Authority for the months of November and December shall be held at the regular meeting place, at the regular meeting time, of the Authority on the third Wednesday of November and the third Wednesday of December. Notice of all meetings shall be posted at least 48 hours' in advance pursuant to the Open Meetings Act. The Authority Commissioners may set or change the times of the regular meetings as well as the location by resolution of a majority of the Board, and by posting an agenda at least 48 hours' in advance of any re-scheduled meeting. A working session of the Board shall be held the Monday before each regular meeting, at 4:30



p.m., and shall be considered an “open meeting” requiring posting of an agenda at least 48 hours’ in advance.

### Section 2 – Special Meetings

The Chairman of the Authority may, when he or she deems it necessary, and shall, upon the written request of two members of the Authority, schedule a special meeting of the Board for the purpose of discussing or transacting any business designated on the agenda. Notice of a special meeting shall be given by posting an agenda at least 48 hours in advance of said meeting in accordance with the Open Meetings Act. At any such special meeting, in accordance with the Open Meetings Act, only those items listed on the agenda may be acted upon by the Board.

### Section 3 – Quorum

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Per the Illinois Public Housing Authorities Act and Open Meetings Act, Four (4) Commissioners of the Seven (7) member Board shall constitute a quorum for the purpose of conducting its business and exercising its powers. When a quorum is in attendance, action on any item properly included on the agenda may be taken by the Board. Unless otherwise required by state law, an affirmative vote of a quorum of Commissioners present is sufficient to act upon any such item. Commissioners

### Section 4 – Order of Business

At the regular meetings of the Authority, the following shall be the standing order of business, unless otherwise determined by the Chairman:

1. Roll Call
2. Reading and Approval of Prior Meeting Minutes
3. Approval of Bills
4. Consent Agenda
5. Department Reports Committee Reports
6. Old Business
7. New business
8. Public Comment
9. Adjournment

All resolutions shall be in writing, properly listed on the agenda, and recorded in the minutes of the Board meeting.

### Section 5 – Manner of Voting

Unless otherwise determined by the Chairman or allowed by state law, the voting on all questions coming before the Authority shall be by roll call vote, and the yeas and nays shall be entered upon the minutes of such meeting.

## ARTICLE FOUR – AMENDMENTS

### Section 1 – Amendments to By-Laws

The by-laws of the Authority shall be amended only with the approval of at least four of the Commissioners of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the Commissioners

## ARTICLE FIVE – OFFICER AND EMPLOYEE IMMUNITY

The Authority acknowledges that its Commissioners and employees may have certain immunities afforded to them under the Illinois Tort Immunity Act and other state laws for certain actions taken in the scope of their employment with the Authority or appointment to the Board.

The Authority shall maintain appropriate errors and omissions liability coverage, as well as appropriate general liability coverage.

## ARTICLE SIX – ETHICS/CONFLICT OF INTEREST

### Section 1 – State Ethics Laws

Commissioners and Authority employees must comply with all applicable state ethics laws, including, but not limited to the State Officials and Employees Ethics Act (“the Act”). Commissioners and employees are bound by all such provisions of the Act, including but not limited to those pertaining to soliciting, campaigning, prohibited political activities, and gifts.

### Section 2 – Duty Not to Compete

A Commissioner should never use his or her position on the Board to prevent the Authority from competing for business opportunities. Commissioners should not use client lists or other confidential information acquired by virtue of being a Commissioner for purposes of financial or personal gain. This duty should extend for a period of one year, from the date of resignation or expiration of term from serving on the Board.

### Section 3 – Conflict of Interest

Commissioners and Authority employees are bound by all state laws pertaining to conflict of interest, including, but not limited to the Illinois Governmental Ethics Act; State Officials and Employees Ethics Act; and the Officer Prohibited Public Activities Act.

### Section 4 – Confidentiality

Commissioners should be prohibited from knowingly disclosing information about the Authority to those who do not have a need to know or whose interest may be adverse to the Authority. This includes information regarding the identity of the Authority’s tenants and/or residents, and any strategic or otherwise confidential information regarding the Authority.

### Section 5 – Political Contributions

Commissioners must not make political contributions on behalf of the Authority. If a Commissioner participates in the political process, it must be done at the Commissioner’s personal expense and on the Commissioner’s personal time. The Authority may not reimburse anyone for a political contribution. Commissioners must not make any direct or indirect political contribution in cash, property or service on

behalf of the Authority, and should not engage in political lobbying, campaigning, or fundraising during any Board meeting or on Authority property.