

RESOLUTION NO. 1

A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE WESTMINSTER HOUSING AUTHORITY ADOPTING
BYLAWS AND RULES OF PROCEDURE FOR THE
WESTMINSTER HOUSING AUTHORITY

WHEREAS, on February 9, 2011, the Mayor and the City Council of the City of Westminster activated the Westminster Housing Authority in accordance with California Housing Authority Law (Health and Safety Code Sections 34200); and

WHEREAS, the Westminster Housing Authority must adopt Bylaws and Rules of Procedure; and

WHEREAS, the Mayor and City Council of the City of Westminster hereby acknowledges the Bylaws and Rules of Procedure of the Westminster Housing Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE WESTMINSTER HOUSING AUTHORITY AS FOLLOWS:

SECTION 1. The Westminster Housing Authority hereby adopts the Bylaws and Rules of Procedure of the Westminster Housing Authority attached as Exhibit A to this resolution.

SECTION 2. The Secretary of the Westminster Housing Authority shall certify to the passage and adoption hereof.

PASSED, APPROVED AND ADOPTED this 11th day of May, 2011, by the following vote:

AYES:	BOARD MEMBERS: RICE, DIEP, FRY, QUACH, TA
NOES:	BOARD MEMBERS: NONE
ABSENT:	BOARD MEMBERS: NONE


MARGIE L. RICE, CHAIR

ATTEST:


ROBIN ROBERTS, MMC, BOARD SECRETARY

APPROVED AS TO FORM:



RICHARD D. JONES, CITY ATTORNEY

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF WESTMINSTER)

I, Robin Roberts, hereby certify that I am the duly appointed Secretary of the Westminster Housing Authority; that the foregoing resolution was duly adopted at a regular meeting of the Westminster Housing Authority held on the 11th day of May, 2011.



Robin Roberts, MMC
Board Secretary

"EXHIBIT A"



**BYLAWS AND RULES OF PROCEDURE OF THE
WESTMINSTER HOUSING AUTHORITY**

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority.

The official name of the City of Westminster Housing Authority shall be the "Westminster Housing Authority" (herein referred to as "Authority").

Section 2. Seal of Authority.

The seal of the Authority shall be the City logo, as it may change from time to time.

Section 3. Office of Authority and Place of Meeting.

The office and regular place of meeting of the Authority shall be at the Westminster City Hall, 8200 Westminster Boulevard, Westminster, California. The Authority may hold its meetings at such other locations as the Authority may from time to time designate by resolution, in the order of adjournment, or notice of call of any special meeting.

Section 4. Powers.

The Authority shall be vested with all the rights, powers, duties, privileges, and immunities established by the California Housing Authorities Law (Health and Safety Code Sections 34200, et seq.) (the "Housing Authorities Law") which powers shall be vested in the board members thereof then in office, who reserve unto themselves the right to delegate such powers as are appropriate and permissible by law.

Section 5. Board Members.

Notwithstanding that the Housing Authorities Law describes the members of the Authority as "commissioners," to avoid confusing the members of the Authority with the members of the Westminster Housing Commission, the members of the Authority shall be referred to as "board members." Nothing in these Bylaws and Rules of Procedure or

in any other document of the Housing Authority shall be intended to bestow greater authority on the members of the Authority than is otherwise permitted or required by the Housing Authorities Law. The board members of the Authority shall be the members of the Westminster City Council.

ARTICLE II – OFFICERS

Section 1. Officers and Officials.

The officers of the Authority shall be a Chairperson and a Vice-Chairperson. Other officials acting as its staff shall be an Executive Director, a Finance Officer, a General Counsel, a Secretary, an Assistant Executive Director, and such other officials as the board members of the Authority may determine. Subject to the provisions of these Bylaws and Rules of Procedure, the selection, duties, and compensation of such officials shall be set by the board members.

Section 2. Chairperson.

The Mayor of the City of Westminster shall be the Chairperson of the Westminster Housing Authority. The Vice-Chairperson shall be Mayor Pro Tem. The first meeting will be held May 11, 2011, or as soon thereafter as possible.

The Chairperson of the Authority shall preside at all meetings 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. 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 a new Chairperson takes office. In the absence of the Chairperson and Vice-Chairperson, the board members shall elect a board member present as temporary Chairperson for the purpose of conducting meetings and performing the duties of the Chairperson.

Section 4. Executive Director.

The Executive Director shall be the person acting as the City Manager of the City of Westminster. The Executive Director shall have general supervision over administration of the Authority business and its affairs, subject to the direction of the board members.

Section 5. Finance Officer.

The Finance Officer shall be the person acting as the Finance Director/Treasurer of the City of Westminster. The Finance Officer 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. The Finance Officer shall sign all checks,

drafts, or orders for the payment of money, notes, or other indebtedness and shall pay out and disburse such monies under the direction of the Authority. The Finance Officer shall keep regular books of account, showing receipts and expenditures and shall render to the Authority at each regular meeting, or more often when requested, an account of transactions and also the financial conditions of the Authority.

Section 6. General Counsel.

The General Counsel shall be the person acting as the City Attorney of the City of Westminster. The General Counsel shall be the chief legal officer of the Authority and shall be responsible for the preparation of all proposed resolutions, laws, rules, contracts, bonds, and all other legal papers for the Authority. The General Counsel shall give his or her advice or opinion in writing to the Chairperson or other Authority officers and officials whenever required to do so. The General Counsel shall attend to all suits and other matters to which the Authority is a party or in which the Authority may be legally interested and do such other things pertaining to the office as the Authority may require.

Section 7. Secretary.

The Secretary shall be the Executive Director who may delegate any or all of such duties to the person acting as the City Clerk of the City of Westminster. The Secretary shall keep the records of the Authority, shall act as secretary at meetings of the Authority, shall record all votes, 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 the office. The Secretary shall maintain a record of all official proceedings of the Authority and its programs. In the absence of the Secretary, the Assistant City Clerk shall act as Secretary.

Section 8. Assistant Executive Director.

The Assistant Executive Director shall be the Community Development Director of the City of Westminster, or his designee. The Assistant Executive Director shall act on behalf of the Executive Director, in the Executive Director's absence, and shall perform all other duties directed by the Executive Director.

Section 9. Additional Duties.

The officers and officials of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or by these Bylaws and Rules of Procedure.

Section 10. Vacancies.

Where an office of the Authority becomes vacant and these Bylaws and Rules of Procedure specify that the person serving in that office is the person holding a designated position with the City, the office shall remain vacant until a person is appointed to the City position, unless the board members make a temporary

appointment until such position is filled. In all other cases, when an office becomes vacant, the board members shall appoint a successor within a reasonable period of time or by resolution determine that such position shall remain vacant for a definite or indefinite period of time.

Section 11. Compensation.

No board member of the Authority shall be regularly employed by the Authority during his tenure of office. The board members shall receive such per diem compensation as the Authority shall determine, but said compensation shall not exceed \$50.00 per board member for each meeting of the Authority attended by the board member. No board member shall receive compensation for attending more than four meetings of the Authority during any calendar month. In addition, board members shall receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties.

Section 12. Additional Personnel, Agents and Consultants.

The Authority may from time to time appoint or employ such personnel, agents and consultants as it deems necessary to exercise its powers, duties, and functions as prescribed by the California Housing Authorities Law, as amended, and all other laws of the State of California applicable thereto. The Authority may utilize the services of City and/or Redevelopment Agency employees as authorized by the City and/or Redevelopment Agency. In addition, the Authority may retain such agents and consultants, permanent and temporary, as it may require. The selection, duties, and compensation of such personnel, agents, and consultants shall be determined by the Authority subject to the laws of the State of California.

Section 13. Political Activities.

(A) Board members shall not use, or attempt to use, their position, office or authority to influence, aid or obstruct any Authority employee from securing any position, nomination, confirmation or promotion, or change in compensation or position in the Authority upon consideration or condition that the vote or political influence or action of such person or another shall be given or used in behalf of, or withheld from, any candidate, officer, or party, or upon any other corrupt condition or consideration. This prohibition shall apply to urging or discouraging the individual employee's action.

(B) A board member or candidate shall not, directly or indirectly, solicit political funds or contributions, knowingly, from other officers or employees of the Authority with the knowledge that the person from whom the contribution is solicited is an officer or employee of the Authority. This section shall not prohibit the board member from requesting political contributions from officers or employees of the Authority if the solicitation is part of a solicitation made to a significant segment of the public which may include officers or employees of the Authority.

ARTICLE III – MEETINGS

Section 1. Procedures.

Meetings of the Housing Authority shall be in conformance with Chapter 2.04 City Council, of the Westminster Municipal Code, as it from time to time may change, with the exception of Section 2.04.080, Salaries, which is adopted by Resolution of the Housing Authority.

ARTICLE IV – MISCELLANEOUS

Section 1. Authority to Bind Authority.

No board member, officer, official, employee, agent or consultant of the Authority, without the majority vote of the board members, or unless otherwise provided in these Bylaws and Rules of Procedure or by resolution of the Authority, shall have any power or authority to bind the Authority by any contract, to pledge its credits, or to render it liable for any purpose in any amount.

Section 2. Execution of Contracts, Deeds and Other Documents.

Except as otherwise authorized by resolution of the Authority, either the Chairperson or the Executive Director, or in the absence of both, such person as the Executive Director may designate in writing, shall sign all contracts, deeds and other written instruments on behalf of the Authority when such have been approved by the board members. The Secretary shall attest to the signature of the Chairperson, Executive Director, or designee, as the case may be, unless attestation is not required.

Section 3. Payment of Money, Notes or Other Indebtedness.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Authority require the signature of any two of the following persons: the Mayor, Mayor Pro Tem, Authority Executive Director, and the Authority Finance Officer. The Authority Finance Officer is also authorized to use the facsimile signature of the Authority Executive Director in the preparation of any of the foregoing. In the event a facsimile signature is used, the signature of the Mayor, Mayor Pro Tem, or the Authority Finance Officer is required.

Section 4. Purchasing.

Except as otherwise specified herein or as established by resolution of the board members, the Authority shall comply with all ordinances, resolutions, rules and regulations of the City in purchasing and contracting for supplies, services, and equipment.

Section 5. Property.

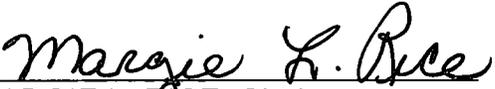
The acquisition and disposition of real property shall be governed by the Housing Authorities Law and the rules and regulations adopted by the Authority not inconsistent therewith.

Section 6. Personnel.

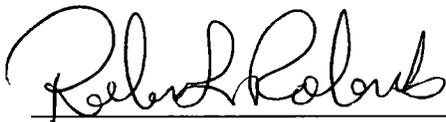
The ordinance, resolutions, rules and regulations of the City governing its personnel shall also govern the personnel of the Authority.

Section 7. Amendments to Bylaws and Rules of Procedure.

The Bylaws and Rules of Procedure of the Authority may be amended by the Authority at any regular or special meeting by majority vote, provided that no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all board members of the Authority. Such notice shall identify the section or sections of the Bylaws and Rules of Procedure proposed to be amended.


MARGIE L. RICE, Chairperson
Westminster Housing Authority

ATTEST:


ROBIN ROBERTS, Secretary
Westminster Housing Authority

(SEAL)

APPROVED AS TO FORM:


CHRISTIAN BETTENHOUSEN, General Counsel
Westminster Housing Authority