

***SARATOGA SPRINGS HOUSING  
AUTHORITY***

***BOARD OF COMMISSIONERS***

**BY LAWS**

*MEETING HELD 3rd THURSDAY EACH MONTH  
(Excluding August) at 9:00 AM VIA THE  
INTERNET, VIDEO CONFERENCING (EX:  
ZOOM), TELEPHONE OR IN THE BOARD ROOM  
LOCATED at 1 SOUTH FEDERAL STREET  
SARATOGA SPRINGS, NY 12866*

## ARTICLE I: HOUSING AUTHORITY

### Section 1: Name

The name of the Authority shall be THE SARATOGA SPRINGS HOUSING AUTHORITY.

### Section 2: Office Location

The administrative office of the Saratoga Springs Housing Authority is located at 1 South Federal Street, Saratoga Springs, New York 12866.

### Section 3: Mission

The mission of the Saratoga Springs Housing Authority is "To provide decent, safe, and sanitary housing for eligible families in a manner that promotes serviceability, economy, efficiency, and stability" of the properties, and the economic and social well-being of the tenants.

### Section 4: Seal

The official seal of the Authority shall be as follows: Two concentric circles, between their circumferences the name of the Authority, "Saratoga Springs Housing Authority," and within the inner circle, the words, Incorporated, March 29, 1951

## ARTICLE II: COMMISSIONERS

### Section 1: Composition

The board of commissioners of the Saratoga Springs Housing Authority shall consist of 7 members.

#### A. Appointed Commissioners

Five (5) of the members shall be appointed by the mayor of the city of Saratoga Springs to staggered five (5) year terms in accordance with Section 30 of the Public Housing Law.

#### B. Elected Commissioners

The remaining two (2) members shall be current residents of the Authority (including Section 8 residents) and shall each be elected by fellow residents to staggered two (2) year terms. The Election of each elected commissioner shall take place in the month of March, by majority vote of the current residents of the Authority, in turn every year.

## Section 2: Training

Newly appointed and elected Commissioners must attend a “New Board Orientation” within (3) months of beginning their term. The “New Board Orientation” shall consist of at least the following:

- 1) Meet with Department heads (Finance, Maintenance, Occupancy staff and Executive Director
- 2) Ethics & Code of Confidentiality
- 3) Budgets and Sources of Funding
- 4) Tour of all of the Authority’s properties
- 5) Responsibilities, including fiduciary duties & confidentiality

## Section 3: Powers and Responsibilities

The Executive Director shall have general power to control and manage the business of The Saratoga Springs Housing Authority with oversight by the Board of Commissioners consistent with HUD, properties converted to the RAD program, New York State Public Housing Laws and any applicable local laws, the Authority's personnel policy and these By-Laws.

A. The Board of Commissioners shall have the responsibility to:

- 1) Provide oversight to ensure adherence to all pertinent legal and fiscal requirements for The Saratoga Springs Housing Authority;
- 2) Provide final approval of Authority policies and budgets;
- 3) Approve overall Authority plans;
- 4) Appoint and conduct an annual performance review of the Executive Director;
- 5) Ensure that agency personnel policies are established, maintained and reviewed as needed to comply with state and federal laws.
- 6) Elect Officers at the December Board meeting

B. The Board of Commissioners shall not engage in any political activity while on housing authority property or pertaining to housing authority business as per HUD guidelines.

## Section 4: Termination

Termination from the Board can occur under the following circumstances.

Any appointed Commissioner may be removed for just cause by the Mayor of Saratoga Springs, NY. Any elected Commissioner may be removed for just cause by the Chairperson and the Executive Director. Consideration for removal may include:

- 1) Documented and material violation of the By-Laws or public laws;
  - 2) Substantiated conduct in the community or with Housing Authority staff that is unbecoming of a Housing Authority Commissioner or that undermines the Housing Authority's good name;
- or

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- 3) Unauthorized dissemination of confidential information about Housing Authority to persons or organizations outside of the Housing Authority.
- 4) Absence from Meetings. Any member of the Board who shall have 3 (three) total absences in a fiscal year. The Chairman may excuse an absence for a valid reason.

Other basis for removal.

### A. Appointed Commissioner

- 1) Resignation. A board member may notify the Board of his or her resignation. Such notification shall be sent in writing by both certified and regular mail to the Mayor of Saratoga Springs, SSHA chairperson & Executive Director.
- 2) Death. Upon the death of an appointed Commissioner, the Mayor of Saratoga Springs shall be notified. The mayor shall make an appointment to the vacancy for the unexpired term.

### B. Elected Commissioner

- 1) Resignation. An elected commissioner may notify the Board of his or her resignation. Such notification shall be sent to the SSHA chairperson & Executive Director.
- 2) Death. Upon the death of an elected Commissioner, the Executive Director and the Chairperson shall be notified.

## Section 5: Vacancies

The Mayor of the City of Saratoga Springs, NY shall fill any vacancy in the office of appointed Commissioners of the Housing Authority. While the mayor is by law the appointing authority, the Nominating Committee should assess the Board's needs for special expertise and make recommendations for the mayor's consideration. Should a vacancy occur other than by reason of expiration of term, the vacancy shall be filled for the unexpired term.

Should a vacancy occur in the elected resident Commissioners position, a special election shall be held by the authority to fill the position until a permanent replacement is voted in by the Authority's residents. The Nominating Committee shall work with the Executive Director to select a current resident in good standing to run for election allowing all of the Authority's residents to vote to fill the open seat as soon as possible.

## Section 6: Conflict of interest

- 1) No Saratoga Springs Housing Authority Board member shall have any right to, or interest in the Housing Authority property or assets. No Commissioner shall, for reason of his or her office, be entitled to receive any salary or unapproved compensation.
- 2) It is the duty of any member of the Board of Commissioners to follow the code of conduct and to report to the Board any conflict of interest, real or apparent, at the earliest possible opportunity. Any person whose social, financial, or personal position precludes objectivity in relation to the affairs of the Housing Authority or who has a financial relationship with the Housing Authority shall be deemed to have a conflict of interest. Any Director or Commissioner with such a conflict shall be required to recuse himself or herself during the discussion and subsequent vote on any topic giving rise to the conflict.

## ARTICLE III: OFFICERS

### Section 1: General

The Officers of the Saratoga Springs Housing Authority Board of Commissioners shall be the Chairperson, Vice Chairperson, and Secretary. The Secretary shall be the Executive Director of the Authority.

### Section 2: Nomination and Election of Officers

Nominating Committee shall be appointed in October and shall be responsible for recommending a slate of officers.

### Section 3: Election and Term of Office

The Chairperson and Vice Chairperson shall be elected by the Board of Commissioners of the Housing Authority at the December meeting of the Authority by a majority vote of the voting members present. The elected officers will be elected for a one-year term. Officers shall serve until their successors are elected.

### Section 4: Duties

#### A. Chairperson

The Chairperson shall be a Commissioner of the Authority and qualified and willing to accept responsibilities outlined in these By-Laws. He or She shall:

- (1) Preside over all meetings of the Saratoga Springs Housing Authority Board of Commissioners.
- (2) Appoint an acting secretary, if the Chairperson and Secretary are to be absent at the same time.
- (3) Present to the Board any communication that has been addressed to him or her.
- (4) Call regular and special meetings of the Authority in accordance with these By-Laws.
- (5) See that all books, reports, statements and certificates required by statute are properly kept, made and filed according to Law.
- (6) Carry out these By-Laws and perform all duties incidental to the position of chairman which are required by law.
- (7) Shall act as ex-officio member of all committees.
  - a. Insure review of annual Audit at meeting.
  - b. Approve payment of invoices on a weekly basis. Unless directing co-chair to do so.

#### B. Vice Chairperson

The Vice Chairperson shall be a Commissioner of the Authority and qualified and willing to accept all of the responsibilities of the Chairperson as outlined in these By-Laws. In the event of the absence or inability of the Chairperson to exercise his or her office, the Vice Chairperson shall become the acting Chairperson of the Saratoga Springs Housing Authority, with all the rights privileges, and powers as if he or she had been the duly-elected Chairperson.

**C. Secretary**

The Secretary shall be the executive director of the Authority. He or she shall:

- 1) Be responsible for ensuring the recording of the proceedings of all meetings of the Board of Commissioners.
- 2) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;
- 3) Be custodian of all records of the Authority and of the seal of the Authority and shall affix the seal to all HUD regulated and required documents as noted in HUD regulations.
- 4) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Commissioners.
- 5) In an event where the Secretary is unavailable, the Deputy Director will fulfill the duties of the Secretary until a replacement is found, or the Secretary is able to return.

**Section 5: Removal**

Any officer identified in Section 4 may be removed by the Commissioners by majority vote. Election or appointment of an officer or agent shall not in itself create any contract right.

**Section 6: Vacancies**

Should any vacancy among the officers occur by death, resignation, or otherwise, the same shall be filled by vote of the Commissioners of the Authority for the unexpired portion of the term of such office.

**Section 7: Signature of Checks**

The Chairperson, or Vice Chairperson and Executive Director shall be authorized to sign the checks or drafts of the Housing Authority. Two signatures are required at all times.

## **ARTICLE IV: EXECUTIVE DIRECTOR**

The Board of Commissioners shall have the responsibility to appoint or remove an Executive Director.

**Responsibilities**

Under the policies and supervision of the Board of Commissioners, the Executive Director shall:

- (1) Assume an active role in Community leadership.
- (2) Establish and assume responsibility for strong quality management practices.
- (3) Carry out all duties and responsibilities and meet the standards as outlined by the Saratoga Springs Housing Authority's Executive Directors Job Description resulting in the effective management and operation of The Saratoga Springs Housing Authority.
- (4) Be responsible for the implementation of all organizational policies as established by the Board of Commissioners.
- (5) Report to the Board, the Authority activities at every Board meeting
- (6) Hire and supervise staff to properly maintain housing authority operations.
- (7) Present staff salaries to the local legislative body upon request.

## ARTICLE V: MEETINGS

### Section 1: Parliamentary Authority

Except as otherwise stated in these By-laws, all meetings shall follow the guidelines established by the New York State open meeting law and Roberts Rules of Order (Newly Revised).

### Section 2: Order of Business

All meetings shall follow a consistent format. The format shall be reviewed upon the request of the Chairperson, any Commissioner, or the Executive Director.

- (1) Call to order / Roll call
- (2) Comments from citizens
- (3) Resolutions
- (4) Departmental Reports and Executive Director monthly report
- (5) Old Business
- (6) New Business
- (7) Announcements of Commissioners pertaining to SSHA Business
- (8) Executive sessions as needed
- (9) Adjournment

The above order may be changed by the Chairperson if necessary

### Section 3: Annual Meeting

The Annual Meeting of the members of the Saratoga Springs Housing Authority shall be held on the 3rd Thursday of December at 9:00 AM, at the principal office of the Authority located at 1 South Federal Street in Saratoga Springs, NY, or video conferencing. Should the day appointed for holding such meeting fall upon a legal holiday, the meeting shall be held the next succeeding Thursday there-after.

- (1) Annual meeting may be conducted and or attended via the Internet, video conferencing, or telephone, as long as it meets the other requirements that include providing reasonable notice and allowing the public to attend, which in the case of an alternative meeting format would mean the ability to listen, observe or participate.
- (2) The Secretary shall send to every Board member a notice specifying the time and place of such Annual Meeting at least seven (7) days but not more than three (3) weeks in advance of the meeting.
- (3) The purpose of the Annual Meeting shall be to elect the officers.

## Section 4: Regular/Open Meetings

Regular meeting of the Authority shall be held at least once a month excluding August, (3rd Thursday at 9:00 AM), at the principal office of the Authority. Regular meetings may be conducted and/or attended via the Internet, video conferencing, or telephone, as long as they meet the other requirements that include; providing reasonable notice and allowing the public to attend, which in the case of an alternative meeting format would mean the ability to listen, observe or participate. The time and date of the annual and regular meetings may be modified, with appropriate notice, at the discretion of the board.

- (1) At least seven (7) days and not more than three (3) weeks prior to each meeting, the Secretary shall send to every member:
  - a. Notice specifying the time and place of the meeting;
  - b. Copy of the agenda;
  - c. Resolutions to be presented;
  - d. Minutes of the previous meeting.

## Section 5: Special Meetings

Special meetings of the Authority may be called at any time by the Executive Director or the Chairperson of the Board. Board members must be notified 48 hours prior to the date; however, such notice maybe waived in writing. The notices shall state the reason for the special meeting, the business to be transacted at the meeting, and by whom the meeting was called. No business other than that specified in the notice may be transacted at such special meeting without the unanimous consent of all the Commissioners present at that meeting. Special meetings may be conducted and or attended via the Internet, video conferencing, or telephone, as long as they meet the other requirements that include providing reasonable notice and allowing the public to attend, which in the case of an alternative meeting format would mean the ability to listen, observe or participate.

## Section 6: Executive Session

Upon a majority vote of a quorum of its total members present, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Board of Commissioners may conduct an Executive session. No action by formal vote shall be taken without reconvening to public session. *NOTE: For appointed or elected commissioners, violating confidentiality of the subject matter discussed during Executive Session will result in recommendation to the Mayor or Executive Director or Chairperson for immediate removal from the board.*

## Section 7: Quorum

A majority, four (4) of the Commissioners of the Housing Authority shall constitute a quorum at any meeting of the Commissioners. This shall include attendance by electronic means (via the Internet, video conferencing, or telephone) as long as they meet the other requirements that include; providing reasonable notice and allowing the public to attend, which in the case of an alternative meeting format would mean the ability to listen, observe or participate. If less than a majority (quorum) of the Board is present at a meeting, no meeting may take place. The secretary shall reflect that a quorum was not present and that the meeting could not take place.

## Section 8: Voting

Voting shall be by roll call vote by voice or by a show of hands at all meetings of the Saratoga Springs Housing Authority Board. A vote consists of yea, nay, or abstain. Each board member shall have one (1) vote on each matter submitted to a vote of the members of the Board of Commissioners. Proxy voting is prohibited and there will be no secret votes at any meeting of The Saratoga Springs Housing Authority. Unless otherwise stated in the By-Laws, all actions of the Board will be decided by a quorum of attended board members. The results shall be entered upon the minutes of the meeting.

# ARTICLE VI: COMMITTEES

## Section 1: Standing Committees

The standing committees shall be the Personnel, Bylaws and Nominating committees. All standing committees shall consist of two (2) to three (3) Board members. Meetings of standing committees may be held as needed. Board Commissioners, either appointed or elected, may be asked to serve on more than one committee concurrently.

### A. Personnel Committee:

The Personnel Committee shall be composed of the Chairperson plus two other members of the Board appointed by her/him. The Executive Director always attends meetings of the Personnel Committee. The Personnel Committee shall hold at least one meeting prior to the approval of the budget. The Executive Director is responsible for recommending changes in the Personnel Policy and procedures Handbook. Any changes to the Personnel Policy and procedures Handbook requires Board approval. The Executive Director is responsible for making a presentation of the Personnel policy to the full Board on an annual basis. The Personnel Committee is also responsible for conducting the annual evaluation of the Executive Director. In the event of a permanent vacancy in the position of the Executive Director, the Deputy Director shall fulfill the duties of the Executive Director, until a suitable candidate is hired. The Personnel Committee is responsible for organizing and running the search for a successor.

### B. Nominating Committee:

The Nominating Committee shall be responsible for proposing a slate of officers. The Nominating Committee shall present the proposed slate at the November meeting. In the case of a vacancy occurring on the Board, the **Nominating** Committee should recommend at least two candidates for each vacancy to the Mayor of Saratoga Springs for her/his consideration.

### C. Bylaws Committee:

The By-Laws Committee shall be responsible for regularly monitoring and recommending to the Board any modifications of the Bylaws of the Authority as needed or at a minimum of every five (5) years, which may be necessary to properly carry out the functions, procedures and guidelines of the Authority.

**Section 2: Special Committees (ad hoc)**

Special (ad hoc) committees shall be appointed by the Chairman, with the consent of the Board.

**ARTICLE VII: IMMUNITY / INDEMNIFICATION**

**Section 1: Immunity:**

Each Commissioner of the Authority shall be immune from liability from any claim of any nature whatsoever for any statements made or actions taken during his/her term as Commissioner taken in the good faith exercise of the powers granted and duties imposed under the law governing the Housing Authority.

**Section 2: Indemnification:**

The Saratoga Springs Housing Authority shall indemnify its Commissioners against claims, actions, judgments, fines, amounts paid in settlement, and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against any Commissioner(s), by action in court or otherwise, by reason of any act, statement or omission of any Commissioner(s) who acting in his/her capacity objectively acted in good faith for a purpose that such person reasonably believed to be in the best interest of the Authority and not unlawful.

**ARTICLE VIII: AMENDMENTS**

**Section 1: Repeal**

Any previous resolutions adopted by the Authority inconsistent with these By-Laws are hereby repealed.

— adopted this 19<sup>th</sup> day of September, 2024

By \_\_\_\_\_ SSHA ATTEST Date \_\_\_\_\_

SEAL

\_\_\_\_\_  
Name, Secretary / Date

\_\_\_\_\_  
Paul J. Feldman / Date