

**AMENDED BY-LAWS OF THE HOUSING AUTHORITY
OF THE
TOWN OF BENNINGTON, VERMONT**

ARTICLE I – THE AUTHORITY

SECTION 1. NAME OF AUTHORITY. The name of the Authority is the “Bennington Housing Authority” (hereafter the “Authority”).

SECTION 2. SEAL OF AUTHORITY. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority, the word “Vermont” and the year of its organization.

SECTION 3. OFFICE OF AUTHORITY. The office of the Authority shall be located within the Town of Bennington, State of Vermont and shall be designated and may from time to time be changed by resolution adopted at any regular or special meeting of the Authority.

SECTION 4. VERMONT HOUSING AUTHORITIES ACT. The Authority was created and operates pursuant to the authority of the Vermont Housing Authorities Act (hereafter, the “Act”) and all other laws applicable thereto, including, without limitation, the Vermont Open Meeting Law. These Bylaws are intended to implement the Act with respect to the governance of the Authority. Reference is made to the Act and to the Open Meeting Law for any matters of governance of the Authority not regulated by these Bylaws.

ARTICLE II – COMMISSIONERS

SECTION 1. POWERS AND DUTIES OF COMMISSIONERS. The Board of Commissioners in office from time to time (hereafter, the “Board of Commissioners”) shall be vested with all of the powers of a housing authority under the Act and shall be subject to the Act, these Bylaws and any other rules and regulations adopted by the Board of Commissioners which relate to the conduct of the Board of Commissioners and its Members.

SECTION 2. NUMBER, APPOINTMENT. There shall be five Commissioners. Each Commissioner shall serve for a term of five years, as provided by the Act. A Commissioner shall hold office until his successor has been appointed.

SECTION 3. COMPENSATION. A commissioner shall receive no compensation for services as a Commissioner, but shall be entitled to necessary expenses, including travel expenses, incurred in carrying out his or her duties.

SECTION 4. VACANCIES. Upon a vacancy in the office of a Commissioner, the Secretary of the Board of Commissioners shall notify the Town Manager of the Town of Bennington of such vacancy and request the Select Board to fill the vacancy for the duration of

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the unexpired term of the vacant position.

SECTION 5. REMOVAL. A commissioner may be removed from office as provided in the Act.

ARTICLE III - POSITIONS

SECTION 1. OFFICERS. The officers of the Board of Commissioners shall be a Chairperson and a Vice Chairperson. The Board shall employ an Executive Director who shall also serve as Secretary to the Board of Commissioners.

SECTION 2. CHAIRPERSON. The Chairperson shall preside at all meetings of the Authority. The Chairperson shall sign all documents which are required by law or regulation to be signed by the Chairperson.

SECTION 3. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and 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 the Board of Commissioners shall select a new Chairperson.

SECTION 4. SECRETARY. The Executive Director shall be the Secretary of the Authority and, as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Board of Commissioners. The Executive Director/Secretary shall be charged with the day-to-day management of the Authority, including its personnel.

The Executive Director/Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Board of Commissioners and record all votes, shall keep a record of the proceedings of the Board of Commissioners in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his or her office. The Executive Director/Secretary shall keep in safe custody the seal of the Authority and, if needed for the proper execution of an instrument, shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Executive Director/Secretary shall act as Treasurer of the Authority. He or she 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 Executive Director/Secretary or his/her designees shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the overall direction of the Board of Commissioners. The Executive Director/Secretary shall keep the regular books of accounts showing receipts and expenditures and shall render to the Board of Commissioners at each regular meeting (or oftener when requested), an account of his or her transactions and also of the financial condition of the Authority. The Authority shall secure such insurance or bonds as the Board of Commissioners deems advisable to insure against misuse or theft of funds by Authority employees.

In the event of a vacancy in the position of Executive Director/Secretary an Executive Director/Secretary may be selected from among the Board of Commissioners to act in a temporary capacity. Such Executive Director/Secretary pro-tem shall have all of the powers and duties of the permanent Executive Director/Secretary. The compensation of the Executive Director/Secretary shall be determined by the Board of Commissioners, provided that a temporary appointee shall serve without compensation (other than the payment of necessary expenses). Alternatively, the Board of Commissioners may appoint an Acting Executive Director/Secretary who shall receive compensation for his or her services. An Acting Executive Director/Secretary shall hold that position until an Executive Director/Secretary is appointed by the Board of Commissioners.

SECTION 5. ADDITIONAL DUTIES. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of Commissioners or the by-laws or rules and regulations of the Authority.

SECTION 6. ELECTION OR APPOINTMENT. The Chairperson and Vice Chairperson shall be elected at the annual meeting of the Authority from among the Board of Commissioners, and shall hold office for one year or until their successors are elected. At the annual meeting of the Authority, the Chairperson and Vice Chairperson may be reelected or changed upon a vote by the Board of Commissioners. The Executive Director/Secretary shall be appointed by the Authority. Any person appointed to fill the office of Executive Director/Secretary, or any vacancy therein, shall have such term as the Board of Commissioners fixes, but no Commissioner of the Authority shall be eligible to this office except as a temporary appointee.

SECTION 7. VACANCIES. 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, and such election shall be for the unexpired term of said office. When the office of Executive Director/Secretary becomes vacant, the Board of Commissioners shall appoint a successor as aforesaid.

SECTION 8. 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 Act and all other laws of the State of Vermont applicable thereto. The compensation of the Executive Director shall be determined by the Board of Commissioners subject to the laws of the State of Vermont and the compensation limitations established by the U.S. Department of Housing and Urban Development. Subject to the budget adopted by the Board of Commissioners, the selection and compensation of employees of the Authority, other than the Executive Director, shall be made by the Executive Director or his or her designee.

ARTICLE IV – MEETINGS

SECTION 1. GENERAL PROVISIONS. Annual meetings and regular meetings of the Board of Commissioners shall be held at such time and place as may be originally designated or subsequently changed by resolution adopted by the Board of Commissioners at any regular or special meeting. The Annual Schedule of meetings of the Board of Commissioners shall be provided to the Town Manager and to the Commissioners. The Chairperson of the Board on his or her own initiative or the Board of Commissioners at any meeting may change the date of any meeting scheduled for the future and provide notice of the rescheduled meeting to the Town Manager. The decision by the Board of Commissioners to reschedule a meeting shall constitute notice to the Commissioners. Any Commissioner who is absent when a meeting is rescheduled shall be notified by the Executive Director/Secretary of the rescheduled meeting date at least 5 days prior to the rescheduled meeting. No other notice of meetings shall be required. All meetings shall be held at the office of the Authority in the absence of the specific designation of such other meeting place in any such resolution.

SECTION 2. ANNUAL MEETINGS. Annual meetings of the Authority shall be held for the purposes of electing officers and for conducting such business as may come before the meeting.

SECTION 3. REGULAR MEETINGS. Unless canceled or postponed, regular meetings of the Authority shall be held at least once in each calendar month for the transaction of the business of the Authority.

SECTION 4. SPECIAL MEETINGS. The Chairperson of the Board of Commissioners may, when he/she deems it expedient, and shall, upon the written request of two members of the Board of Commissioners, call a special meeting of the Board of Commissioners for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Commissioner or may be mailed to the business or home address of each Commissioner at least two business days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all of the members of the Board of Commissioners are present at a special meeting, any and all business may be transacted at such special meeting. The time, place and purpose of a special meeting shall be publicly announced by providing a copy of the same to the news director of a local newspaper or radio station at least 24 hours before the meeting. A copy of such notice shall also be provided to the Town Manager.

SECTION 5. QUORUM. Three Commissioners shall constitute a quorum for the purpose of conducting the Authority's business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Board of Commissioners present.

SECTION 6. ORDER OF BUSINESS. At the regular meetings of the Board of

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Commissioners, the order of business shall be determined by the Chairperson, but shall include, without limitation, approval of the minutes of the previous meeting; report of the Executive Director/Secretary; a financial report; unfinished business and new business. These matters may be taken up in any order determined by the Chairperson.

All resolutions adopted by the Board of Commissioners shall be in writing and shall be maintained with the minutes the proceedings of the Board of Commissioners.

SECTION 7. MINUTES. Minutes of all public meetings of the Board of Commissioners shall be matters of public record and available for inspection by any person. Minutes shall include at least the following information: all members of the Board of Commissioners who are present; all other active participants in the meeting; all topics raised and all motions, proposals and resolutions made or offered and the disposition of the same and the results of any votes, with a record of the individual vote of each member if a roll call is taken.

SECTION 8. MANNER OF VOTING. In all matters on which a vote is taken by the Board of Commissioners, the ayes and nays shall be entered upon the minutes of such meeting.

SECTION 9. PARTICIPATION IN MEETINGS BY AUDIO CONFERENCE OR OTHER ELECTRONIC MEANS. Commissioners may participate in a meeting through the use of audio conference or other electronic means, so long as all Commissioners and members of the public in attendance can effectively communicate with one another.

ARTICLE V – AMENDMENTS

AMENDMENTS TO BY-LAWS. The by-laws of the Authority shall be amended only with the approval of at least three members of the Board of 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 of the Authority.

Adopted by the Board of Commissioners – _____