

BY-LAWS
OF THE CHELSEA HOUSING AUTHORITY

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the “Chelsea Housing Authority.”

Section 2. Seal of Authority. The seal of Authority shall be in the form of a circle and shall bear the words “Chelsea Housing Authority 1946.”

Section 3. Office of Authority. The office of the Authority shall be located at 54 Locke Street of Chelsea, Massachusetts; however, the Authority may have offices at other places or place as the Authority may designate from time to time by resolution.

ARTICLE II - OFFICERS AND COMMISIONERS

Section 1. Appointment. Commissioners shall be appointed in accordance with M.G.L., c121B, §5.

Section 2. Officers. The officers of the Authority shall be a Chair, a Vice-Chair, a Treasurer, an Assistant Treasurer, and an Executive Director, who shall be ex-officio Secretary.

Section 3. Chair. The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair shall set the agenda for the meeting and, in addition to those submitted by the Executive Director, shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Authority.

Section 4. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence, vacancy, and incapacity of the Chair.

Section 5. Treasurer and Assistant Treasurer. The Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies according to policies of the Authority except as otherwise authorized by resolution of the Authority. The Authority may by resolution designate one or more members to countersign such orders and checks, and may from time to time qualify, change or cancel any such designation.

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of a vacancy in the office of the Treasurer. The Treasurer and Assistant Treasurer shall give bond for the faithful performance or their duties. Any commissioner elected to the office of the Treasurer or Assistant Treasurer shall serve without compensation other than payment of necessary expenses.

Section 6. Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of meetings of the Authority, shall record all votes taken in open meeting, and shall keep a record of the proceedings of the Authority in a minutes book (documents and supplementary material forming a part of the minutes may be kept in a supplementary document book), and shall perform all duties incident to her/his office. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

At any regular or special meeting in the absence of the Secretary, a Secretary pro tempore may be appointed from among the members of the Authority and such Secretary pro tempore shall serve without compensation other than the payment of necessary expenses.

Section 7. Executive Director. The Executive Director of the Authority shall be the ex-officio Secretary, and, in said capacities, is subject to policies and approvals by the Authority. The Executive Director shall have the responsibility of general supervision over the administration of the business and affairs of the Authority, including but not limited to, the management of the housing projects of the Authority. In addition to other responsibilities the Executive Director shall keep regular books of accounting according to the best practice currently promulgated by GAAP. The Executive Director shall have the care and custody of all the 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 keeping of books and records shall be transparent and shall be open to the public on the website of the Authority. The book and records shall be open at all times for inspection and examination by the Authority.

The terms and conditions of employment of the Executive Director, including but not limited to, compensation, shall be determined by the Authority. The Executive Director shall give bond for the faithful performance of his/her duties. Should a Commissioner of the Authority service as a temporary Secretary and/or Executive Director, such Commissioner shall serve without compensation other than the payment of necessary expenses.

Section 8. Deputy Director. In the absence of, or by delegation by the Executive Director, the Deputy Director shall act in place of the Executive Director and specifically shall have responsibility to sign all orders and checks for the payment of money.

Section 9. Duties of Commissioners. The Commissioners of the Authority shall perform such duties as are incumbent upon them by reason of their election to any office and shall perform such other duties and functions as may from time to time be required by the Authority or the By-Laws, or which may arise by reason of their appointment to serve on committees functioning within the Authority or in cooperation with other persons or groups. There shall be a standing committee of the Board for Audits and Accounting.

Section 10. Election or Appointment. The Chair, Vice-Chair, Treasurer and Assistant Treasurer shall be elected at the annual meeting of the Authority from among the Commissioners of the

Authority, and officers shall hold office for one year; or until their successors are elected and qualified.

In the event of a temporary vacancy, the Authority shall appoint an Executive Director; provided that no Commissioner of the Authority shall be eligible to this office except as a temporary appointee.

Section 11. Vacancies. Should the office of Chair, Vice-Chair, Treasurer or Assistant Treasurer become vacant, the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 12. 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 Authority Law of the Commonwealth of Massachusetts, as amended, and all other laws of the Commonwealth of Massachusetts applicable thereto.

Section 13. Compensation. Commissioners shall serve without compensation other than the payment of necessary expenses.

ARTICLE III – MEETINGS

Section 1. General Provisions. Annual meetings and regular meetings for the Authority shall be held at such time and place as may be originally designated or subsequently changed by resolution adopted by the Authority at any regular or special meeting. A notice of every meeting held by the Authority is to be filed with the Clerk of the City of Chelsea, and the notice or a copy of the notice must be publicly posted in the office of the Clerk, or principal official location, at least 48 hours (including Saturdays, but not Sundays) before the meeting. The public notice shall state the date, time and place of the meeting. Special Meetings of the Authority including Emergency Meetings shall meet the requirements of notice and conduct as spelled out in the Open Meeting Law of the State of Massachusetts.

All meetings shall be held at the office of the Authority in the absence of the specific designation of some other meeting place in any such resolution. In the event that the date of any annual or regular meeting as provided in any such resolution shall fall on a Sunday or a legal holiday, the meeting shall be held on the next succeeding secular day at the place and time designated in the resolution.

Section 2. Annual Meeting. Annual meetings of the Authority, shall be held for the purposes of electing officers, receiving the annual report of the Executive Director, and for the conduct of such other business as may come before the meeting. The annual meeting shall be held in the first month of the Authority's fiscal year.

Section 3. Regular Meetings. Regular meetings of the Authority, as voted in the resolutions, shall be held at least once in each calendar month for the transaction of the business of the Authority.

Section 4. Special Meetings. The Chair of the Authority, when she/ he deems it expedient, and/or, upon the written request of two Commissioners of the Authority, shall call a Special Meeting for the purpose of transacting any business designated in the call. At such Special Meeting, no business shall be considered other than as designated in the notice. The call for a Special Meeting may be hand delivered to any Commissioner of the Authority or may be mailed Return Receipt to his/her business or home address to be received at least two days prior to the date of such Special Meeting.

Section 5. Quorum. At all meetings of the Authority, three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising the powers of the Authority. When a quorum is in attendance, action may be taken by the Authority only upon an affirmative vote of three Commissioners.

Section 6. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

1. Call to Order.
2. Board Business.
3. Minutes.
4. Finances.
5. Personnel.
6. Old Business/Correspondence/Updates/Report of Programs
7. New Business.
8. Community Input/Resident Councils
9. Open Session
10. Adjournment

All resolutions shall be in writing and copies shall be kept in a minute book of the Authority.

Section 7. Manner of Voting. All questions coming before the Authority shall be presented in the form of motions or resolutions chronologically numbered. The vote on all resolutions shall be by unanimous consent, or by roll call, in the event that a unanimous vote cannot be obtained. Each resolution and motion shall be entered in full upon the minutes of the meeting.

ARTICLE IV – AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority shall be amended only by resolution adopted by the affirmative vote of at least four Commissioners of the Authority at a regular or special meeting, held after seven days notice in writing giving legal notice of the substance of the proposed amendment.

ADOPTED ON : September 25, 2013