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Reviewed by board at annual meeting on 1/13/2021; approved changes at annual meeting on 1/13/2021  
Reviewed and approved by board at annual meeting on 1/24/2022; approved changes on 3/21/2022

## **BY-LAWS OF THE FERNDALE HOUSING COMMISSION**

### **ARTICLE I – THE COMMISSION**

**Section 1-** *Name of the Commission.* The name of the Commission shall be the “Ferndale Housing Commission”.

**Section 2-** *The Board of Commissioners.* The Board of Commissioners has legal and financial responsibility for governing the housing commission and serves as the first line of accountability. Commissioners provide governance, leadership, oversight, and policy direction. The Commission sets the mission and vision for the organization, develops policies to advance related objectives, and ensures oversight of the executive director in implementing policy and managing the operations. Commissioners shall participate in orientation sessions, educational programs, and other opportunities to ensure they can execute their duties.

**Section 3-** *Offices of the Commission.* The offices of the Commission shall be at 415 Withington in the City of Ferndale, Michigan, but the Commission may hold its meetings at such other place or places as it may from time to time designate by resolution.

**Section 4-** *Commissioners.* The Commission shall be comprised of five (5) Board Members appointed by the Mayor of Ferndale, Michigan, with confirmation by the Ferndale City Council for staggered five (5) year terms so that there is one vacancy each year. At least one (1) Board Member must be a resident of the Commission’s public housing facilities or a participant of the section eight housing choice voucher program. At least three members of the Commission shall be residents of the City of Ferndale. There will be preference for one (1) public housing resident and one (1) housing choice voucher program participant.

**Section 5-** *Vacancies.* The Executive Director shall inform the Mayor of the approaching end of term of any Commissioner. If the Commissioner wishes to continue his/her service, and the majority of the Board concurs, the Executive Director will request the reappointment of the Commissioner by the Mayor.

When a vacancy on the Commission occurs, the President of the Commission shall inform the Mayor within thirty (30) days. The Mayor will be requested to fill such vacancies within ninety (90) days provided a qualified applicant is available. Recruitment will continue until such time a qualified applicant is available.

In determining a “qualified applicant,” the Commission will assess its needs with regard to specialized knowledge, background, and expertise preferred in order to create a balanced and well-rounded board. Qualified applicants will have a demonstrated commitment to the vision, mission and core values of the Ferndale Housing Commission as defined in its strategic and annual plans, with emphasis on diversity, equity, inclusion and anti-racism values. The Commission will share this information with the Mayor, and will request assistance from the City

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Clerk in posting and promoting community awareness of Commission vacancies. The Commission may also undertake its own recruitment efforts to identify potentially qualified applicants to the board. The Commission will utilize the City of Ferndale Boards/Commissions application form and will receive applications through the City Clerk's office according to its established process. The Commission will review all applications and determine whom to invite to interview based on its identified needs.

The Commission may recommend a potential Commissioner to the Mayor. In accordance with Public Act 18 of the State of Michigan, at least one Commissioner shall be a resident of the Commission's Public Housing facilities or a participant of the Commission's Section 8 Rental Assistance Program. Appointments will be made in accordance with City of Ferndale Ordinance No. 548, and with Public Act 18 of the State of Michigan.

**Section 6-** *Resignation or Removal.* A Commissioner may resign his/her seat by providing written notice to the Executive Director and/or Board President.

The Commission may recommend to the Mayor that a Commissioner be relieved of his/her duties, and that a new Commissioner be appointed. This recommendation for removal shall be made by unanimous vote of the remaining members of the Commission. Recommendation for removal shall only be made for good cause, which includes but is not limited to: inability to fulfill the duties of Commissioner due to repeated absences or other factors; failure to adhere to FHC code of ethics, including harassment or discrimination; failure to maintain confidentiality of Commission business; willful violation of FHC policy, including OMA or FOIA policy; or other good cause.

**Section 7-** *Term Limits.* Commissioners may serve up to two complete five-year terms, plus any partial term they may have assumed at the time of original appointment. A Commissioner shall be ineligible for reappointment after serving two complete five-year terms

**Section 8-** *Commissioner Orientation.* All new members of the Commission shall undertake formal and informal orientation activities, training, and other certification programs as may be proscribed in approved board policy.

**Section 9-** *Commissioner Insurance.* All members of the Commission shall be insurable and insured under the Commission's liability insurance policy at the levels provided for within that policy.

## **ARTICLE II – OFFICERS**

**Section 1-** *Officers.* The officers of the Commission shall be a President and a Vice-President.

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**Section 2-** *President.* The President shall preside at all meetings of the Commission. As authorized by the Commission, the President, in the absence of the Executive Director, may sign all contracts, deeds and other instruments made by the Commission. At each meeting, the President shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Commission.

**Section 3-** *Vice President.* The Vice-President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President the Vice-President shall perform such duties as are imposed on the President until such time as the Commission shall select a new President.

**Section 4-** *Officer Vacancies.* Should either office of President or Vice President become vacant, the Commission shall elect a successor from its membership within sixty (60) days of the vacancy at a public meeting of the Commission. The newly elected officer shall serve the remainder of the term of the vacated office.

**Section 5-** *Additional Duties.* The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or the by-laws or rules and regulations of the Commission.

**Section 6-** *Election or Appointment.* The President and Vice-President shall be elected at the annual meeting of the Commission from among the members of the Commission, and shall hold office for a two-year term or until their successors are elected and qualified. The election shall be by voice vote of the Commission.

### **ARTICLE III – MEETINGS**

To promote accessibility and transparency, and to encourage engagement and participation, the board will endeavor to offer a virtual meeting option to the public whenever practicable. Information about a virtual meeting option will be included on Public Meeting Notices.

**Section 1-** *Annual Meeting.* The annual meeting of the Commission shall be held at such time and place designated by the Commission during the month of January of each year, beginning January 2018. Terms of officers shall be extended to accommodate this change in annual meeting date.

**Section 2-** *Regular Meeting.* Regular meetings shall be held monthly at a date, time, and place determined by the Commission. In the event any such date shall fall on a legal holiday the meeting shall be held on the next succeeding business day or an alternative date determined by the board. The Commission may cancel a regularly scheduled meeting in the event there is no business to come before the Board.

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**Section 3-** *Special Meeting.* A Commissioner or the Executive Director may call a special meeting of the Commission for the purpose of transacting expedient business designated in the call. A call for a special meeting requires the agreement of three or more members of the Commission. The call for a special meeting shall be communicated to each member of the Commission at least eighteen (18) hours prior to the special meeting.

**Section 4-** *Quorum.* At all meetings of the Commission, three members of the Commission shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained. Members attending virtually due to reasonable accommodation, military duty, or other legally permitted reasons will be counted in determining quorum. Members attending virtually as a member of the public will not be counted in determining quorum.

**Section 5-** *Order of Business.* At the regular meetings of the Commission the following shall be included. The Commission may set or change the order of the agenda.

Roll Call.  
Approval of Agenda.  
Approval of Minutes.  
Open Call  
Financials/Disbursements.  
Director's Report.  
Old Business.  
New Business.  
Call to Commission  
Adjournment.

All resolutions, agendas, minutes, and related public records shall be recorded and preserved according to legal requirements pertaining to public documents, including electronic records.

**Section 6-** *Manner of Voting.* The voting on all questions coming before the Commission shall be by voice vote unless a Commissioner requests a roll call vote. The ayes and nays and abstentions on all roll call votes shall be entered upon the minutes of such meeting.

**Section 7-** *Attendance.* Members of the Commission are expected to attend the meetings of the Commission. Members of the Commission shall be allowed three (3) excused absences per annum. A Commissioner shall notify both the President of the Commission and the Executive Director if unable to attend a regularly scheduled meeting. If a Commissioner exceeds three (3) excused absences from regularly scheduled meetings, the Commission may ask him /her to explain before the Commission. If a Commissioner has excused absences that exceed 25% of the Board's special meetings, the Commission may ask him /her to explain before the Commission. The Commission reserves the right to recommend to the Mayor if the

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Commissioner shall be relieved of his/her duties and a new Commissioner appointed by the Mayor.

Commissioners who are qualified individuals with a disability may request reasonable accommodations to fully participate on the board, including virtual meeting attendance.

Commissioners who cannot attend meetings in person due to military duty may participate virtually.

The Board President or their designee will approve or deny written board member requests to attend virtually

Commissioners attending virtually due to reasonable accommodation, military duty, or other legally permissible reason, will provide their location (City/State) to be recorded in the meeting minutes, and will ensure adequate technology to provide two-way communication that allows board members to see and hear one another, and board members and the public to see and hear one another.

Board members who wish to attend virtually but not due to reasonable accommodation, military duty, or other legally permissible reason, may do so as a member of the public. He/she may not participate as a board member in board discussions and may not vote. A board member attending virtually under these circumstances may make comments as a member of the public under “Public Comment.”

**Section 8- Rules of Order.** The Commission shall maintain order in its meetings through the Chair. The meeting agenda will provide the structure for the meeting. Those in attendance as a member of the public, whether attending in person or virtually, may speak only during open call or as recognized by the chair. Open call is not intended as an opportunity for direct exchange, rather as an opportunity for the public to address the Commission and have a reasonable opportunity to be heard. Commissioner or Executive Director response to comment is optional, and only as recognized through the chair.

The chair may invoke limits to open call to maintain meeting order. When open call is limited, each speaker is limited to one comment, for up to three minutes in length. Limits on open call will be established prior to open call and will apply to all whom which to speak. The Secretary or a designee will keep time, and the chair will enforce limits.

To maintain an accurate public record the chair may request a speaker to identify oneself. It is not required to do so and those wishing to speak anonymously will be included in the public record as “anonymous.”

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Anyone wishing to record the meeting by audio or video recording must notify the board chair prior to recording. Set-up and dismantling of recording equipment may not disrupt the meeting.

The chair shall call to order any person who is being disorderly by speaking when not recognized by the chair or is being disruptive as determined by the chair. If any person, after being called to order continues to be disorderly or disruptive, the chair may order that person removed from the meeting.

#### **ARTICLE IV – AMENDMENTS**

**Section 1-** *Amendments to By-Laws.* The by-laws of the Commission shall be amended only with the approval of at least three of the members of the Commission at a regular or special meeting. The by-laws shall be reviewed at each annual meeting of the Commission for needed revision or amendments.

#### **ARTICLE V – EXECUTIVE DIRECTOR**

**Section 1-** *Executive Director Roles and Responsibilities.* The Executive Director manages the organization’s operations according to board policy. The Executive Director keeps the board informed of financial status, issues, and activities of the organization; administers the budget set by the commission; ensures compliance with federal laws and HUD guidelines as well as internal policies; hires, develops, supervises and terminates staff; and completes all duties and responsibilities laid out in the job description, employment contract, and related work plans.

**Section 2-** *Executive Director.* The compensation and benefits of the Executive Director shall be determined by the Commission. The Executive Director shall be appointed by the Commission. Any person appointed to fill the office of Executive Director, or any vacancy therein, shall have such term as the Commission fixes. When the office of Executive Director becomes vacant, the Commission shall appoint a successor, as aforesaid, and, if necessary, the Commission shall appoint an individual to serve in the capacity of Executive Director during the interim period the office is vacant.

**Section 3-** *Additional Personnel.* Upon recommendation by the Executive Director, the Commission may from time to time employ such personnel as it deems necessary to exercise its power, duties, and functions. Such personnel shall be selected by and responsible to the Executive Director with compensation in conformance with the board adopted budget and board adopted pay ranges as approved through the budget process. No member of the Commission or no member of the Council of the City of Ferndale shall be eligible for employment by the Commission.

#### **ARTICLE VI – SECRETARY**

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**Section 1- Secretary.** The Executive Director is the official Secretary, responsible for the safe keeping of official documents of the organization. When available, the Commission shall endeavor to delegate minute-taking duties to another individual so the Executive Director can fully participate in the meeting. In the absence of a delegate, the Executive Director will take minutes, or an alternate designated by the chair.

### **COMMISSIONER ORIENTATION, TRAINING AND CERTIFICATION POLICY**

#### Costs:

The cost of all commissioner orientation, training and certification activities will be the responsibility of the Ferndale Housing Commission.

#### New Member Orientation:

Upon appointment, within two to four weeks, new commissioners will:

- Meet with the commissioners and the executive director
- Become familiar with the current issues and priorities of the FHC
- Receive contact information, meeting schedule, board terms
- Receive and review foundational documents such as:
  - Strategic and annual plan
  - Recent agendas, minutes and financials
  - Audit
  - By-laws
  - Open meetings act information
  - FOIA information

Commissioners will participate in training necessary to fulfill their duties ongoing throughout their tenure including training on diversity, equity, inclusion, anti-racism/anti-bias/anti-ableism topics.