

# THE HOUSING AUTHORITY OF THE TOWN OF SALEM

## BY-LAWS

### ARTICLE I - THE AUTHORITY

1. Name of Authority. The name of the Authority shall be “The Housing Authority of the Town of Salem”.
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 and the year of its organization. 1971
3. Office of Authority. The offices of the Authority shall be at such place in the Town of Salem, County of Rockingham, State of New Hampshire, as the Commissioners of the Authority may from time to time designate by resolution.

### ARTICLE II – OFFICERS

1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, and a Secretary who shall be Executive Director.
2. Chairman. The Chairman shall preside at all meetings of the Commissioners of the Authority. Except as otherwise authorized by resolution adopted by the Commissioners of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Authority.
3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Commissioners of the Authority shall elect a new Chairman.
4. Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Commissioners of the Authority and record all votes, and shall keep a record of the proceedings of the Commissioners of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. He 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 Commissioners of the Authority.

He 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 Commissioners of the Authority may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such money under the direction of the Commissioners of the Authority. Except as otherwise authorized by resolution of the Commissioners of the Authority, all such orders and checks shall be countersigned by the

Chairman or his designee. He shall keep regular books of accounts showing receipts and expenditures and shall render to the Commissioners of the Authority, at each regular meeting (or more often when requested), an account of his transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Commissioners of the Authority may determine.

The compensation of the Secretary shall be determined by the Commissioners of the Authority, provided that, until a permanent Secretary is appointed, a temporary appointee selected from among the Commissioners of the Authority shall serve temporarily as Secretary without compensation (other than the payment of necessary expenses).

5. Executive Director. The Secretary shall be the Executive Director of the Authority and as such shall have general supervision over the administration of its business and affairs, subject to the direction of the Commissioners of the Authority. He shall be charged with the management of the housing projects of the Authority.
6. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Commissioners of the Authority or the by-laws or rules and regulations of the Authority.
7. Election or Appointment. The Chairman and Vice Chairman shall be elected at the annual meeting of the Commissioners of the Authority from among the Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified; except that the first Chairman who is designated by the selectmen, shall hold office as Chairman until the expiration of his term as Commissioner.

The Secretary shall be appointed by the Commissioners of the Authority. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such term as the Commissioners of the Authority fix, but no Commissioner of the Authority shall be eligible to this office except as a temporary appointee.

8. Vacancies. Should the office of Chairman or Vice Chairman become vacant, the Commissioners of the Authority shall elect a successor from their membership at the next regular meeting, and such election shall be for the un-expired term of said office. When the office of Secretary becomes vacant, the Commissioners of the Authority shall appoint a successor, as aforesaid.
9. Additional Personnel. The Commissioners of the Authority may from time to time employ such personnel as they deem necessary to exercise the powers, duties, and functions as prescribed by the Housing Authorities Law and all other laws of the State of New Hampshire applicable thereto. The selection and compensation of such personnel (including the Secretary) shall be determined by the Authority subject to the laws of the State of New Hampshire.

### ARTICLE III – MEETINGS

1. Annual Meeting. The annual meeting of the Commissioners of the Authority shall be held on the first regularly scheduled meeting in the month of April at 5:00 o'clock p.m.

at the place of regular meetings. In the event that such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

2. Regular Meetings. Regular meetings of the Commissioners of the Authority shall be held without notice at such time and place as may from time to time be determined by resolution of the Commissioners of the Authority. It has been determined that the second Tuesday of each month is a convenient date and 5:00 p.m. is a convenient time to hold regular meetings.
3. Special Meetings. The Chairman of the Authority may, when he deems it expedient, and shall, upon the written request of two Commissioners of the Authority, call a special meeting of the Commissioners of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Commissioner of the Authority at least two 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 Commissioners of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.
4. Quorum. At all meetings of the Commissioners of the Authority, three Commissioners shall constitute a quorum for the purpose of conducting its 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. At such times as a Resident Commissioner is serving as a member, resulting in a total of six members, four Commissioners shall constitute a quorum. When a quorum is in attendance, action may be taken by the Commissioners of the Authority upon a vote of a majority of the Commissioners present.
5. Order of Business. At the regular meetings of the Commissioners of the Authority the following shall be in order of business:
  1. Roll Call.
  2. Reading and approval of the minutes of the previous meeting.
  3. Bills and communications.
  4. Report of the Secretary.
  5. Report of Committees.
  6. Unfinished business.
  7. New business.
  8. Adjournment.

All resolutions shall be in writing and shall be copies in a permanent journal of the proceedings of the Commissioners of the Authority.

6. Manner of Voting. The voting on all questions coming before the Commissioners of the Authority shall be by voice vote, except if the Chairman or a member is in doubt, they may call for a division, at which time a show of hands will show the number of yeas and nays to be recorded; and by request of the Chairman or a member, there may be a Roll Call and the yeas and nays shall be entered upon the Minutes of such meeting.

#### ARTICLE IV – AMENDMENTS

1. Amendments to By-Laws. The by-laws of the Authority shall be amended only with the approval of at least three of the Commissioners of the Authority (or four Commissioners if a Resident Commissioner should result in a total of six members) at a regular or 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.

#### ARTICLE V – RESIDENT COMMISSIONER

1. Resident Commissioner. It is recognized and understood that statutory or regulatory requirements change from time to time and may result in the obligation of the Authority to maintain an active Resident Commissioner (in as much as possible) as a member, and that said Resident Commissioner may result in the Authority having a total membership of six, thereby affecting issues relative to majority.

#### ARTICLE VI – PROFESSIONAL PROTOCOL

1. Operational Protocol. The Commissioners shall always act as a Board, and shall, therefore, always act as a “body”, exercising authority and dispensing direction only to the extent provided herein.
2. Working Relationship to Authority. In accordance with #1 of this section, no Commissioner is empowered to act individually, and shall, therefore, not act in such a way as to influence (or disrupt) the day-to-day operation(s) or obligations of the Executive Director or assigned staff.
3. Reasonableness. Commissioners and the Executive Director are bound to apply the “...reasonable person standard...” in any matter pertinent to #1 and/or #2 of this section. (The intent of #1 and #2 is not to diminish the collective efficiency of the Board and the Authority by imposing unnecessary parliamentary mechanics. Rather, the intent is to raise the collective awareness of professional courtesy as such relates to existing schedule demands of the Executive Director and assigned staff.)
4. Breach. A violation of #2 of this section by any Commissioner shall be grounds for removal as provided in RSA 203:7.

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