



1216 Blossom Lane, Benton Harbor, MI 49022  
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## Amended and Restated Bylaws Benton Township Housing Commission

Effective as of April 15, 2010  
Revised: July 14, 2022  
Approved: July 14, 2022

### ARTICLE I - THE COMMISSION

**Section 1. Name of Commission** The name of the Commission is "Benton Township Housing Commission" (hereinafter the "Commission").

**Section 2. Offices of Commission** The principal office of the Commission is 1216 Blossom Lane, in Township of Benton Harbor, MI, and may be located at some other place in the Township of Benton Harbor at some other place in the Township of Benton Harbor as may be periodically determined by the Board of Commissioners ("Board").

### ARTICLE II - BOARD OF COMMISSIONERS

**Section 1. Number; Method of Appointment; Term:** The Board shall consist of five (5) commissioners, who shall be appointed by the Supervisor of the Benton Charter Township of Benton Harbor. One commissioner shall be a resident of the Commission's public housing or subsidized housing ("resident Commissioner"). Commissioners are appointed for a 5-year term but may serve additional terms. The Commission's Executive Director shall serve on the Board as a non-voting member. The Executive Director's term on the board shall commence upon his/her employment as Executive Director and terminate simultaneously with the termination and/or conclusion of his/her employment.

**Section 2. Vacancies; Removal** Any vacancy on the Board shall be filled as soon as practicable by the Supervisor for the remainder of the unexpired term. If a vacancy occurs, in the resident commissioner position, the President of the Commission shall send written notice of a vacancy on the Board to the president of each resident organization. The notice shall be provided to each resident asking if they are interested in serving on the Board of Commissioner.

A commissioner may be removed by the Supervisor before the expiration of his/her term and may be removed upon recommendation to the Supervisor from the majority of the Board Commissioners. Any Commissioner may resign from the Commission by submitting a written resignation to the Commission or to the Executive Director. The Executive Director will provide timely notification of the resignation to the Commission and Supervisor.

### **ARTICLE III - BOARD OFFICERS AND COMMITTEES; COMMISSION EMPLOYEES**

**Section 1. Officers:** The officers of the Board shall consist of a President, a Vice President and any other officers designated by the Board. The officers shall perform the duties and function prescribed by these Bylaws and any other duties or functions as may be established by resolution of the Board.

**Section 2. President:** The President shall preside at all Board meetings of the Commission. At each meeting, the President shall submit such recommendations and information as he/she may consider 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. If the office of President becomes vacant, the Vice President shall serve as President until the Board elects a new President.

**Section 4. Election** The President, Vice President, and any other officers shall be elected by the Board. The officers shall be elected to one (1) year terms at the Board's annual meeting. Officers shall hold office until their terms expire and their successors are elected and qualified.

**Section 5. Vacancies** If any office becomes vacant, the Board shall elect a successor from among the commissioners at the next regular meeting. The successor shall serve for the remainder of the unexpired term.

**Section 6. Committees** The Board may establish, by resolution, any special or permanent committees for the purpose of assisting the Board in the discharge of its duties. The resolution establishing the committee shall state the purpose of the committee and the duties and responsibilities of its members. Committee members serve at the will of the Commission and may be removed for any or no reason. No decisions, only recommendations, will be made in committee meetings. All decisions relating to public policy will be made by the Commission at a regular or special meeting.

**Section 7. Fiduciary Obligations** Commissioners shall have a fiduciary obligation to act in the best interest of the Commission. Commissioners shall abstain from voting on or influencing any business in which they have a conflict of interest. Each commissioner shall execute a Conflict of Interest Disclosure, as required by law. Commissioners shall notify the Board in writing when there is an item of Commission business in which the commissioner has a conflict of interest, prior to the Commission taking any action with respect to the matter. This disclosure shall become a part of the record of the Commission's official proceedings, and the interested member shall refrain from participation and voting in the Commission's proceedings relating to the matter.

**Section 8. Employees** The employees of the Commission shall consist of an Executive Director and such other employees as may be necessary. The Commission may, from time to time, employ engineers, architects and consultants.

**Section 9. Executive Director:** The Board shall appoint an Executive Director by resolution, who shall serve at the pleasure of the Board. Commissioners are ineligible to serve as Executive Director. To the extent required by law or by the Board, the Executive Director shall give a bond for the faithful performance of his/her duties.

The Executive Director shall have general supervision over the administration of the business and affairs of the Commission, subject, in accordance with the operational, fiscal, personnel, and other policies adopted by the Board and all other laws.

The Executive Director shall serve as the Commission's Secretary. The Executive Director shall also keep all records of the Commission, keep or cause to be kept regular books of accounts and showing receipts and expenditures, and, upon request of the Board, render an accounting of the transactions of the Commission and its financial condition.

The Executive Director shall submit recommendations and information concerning the affairs of the Commission at each board meeting.

**Section 10. Secretary.** The Executive Director shall be Secretary of the Commission. The Executive Director/Secretary or his/her designee, shall take minutes, record all votes and keep a record of the Board proceedings in a journal maintained for such purpose and shall perform all duties incidental to the office of secretary.

## **ARTICLE IV - MEETINGS**

**Section 1. Annual Meetings.** The Annual Board meeting shall be the first regular meeting in May, at the regular meeting place or such other place as the Board may establish by resolution.

**Section 2. Regular Meetings.** Regular Board meetings shall be held on the third Thursday of each month, or on the next succeeding day in the event that the date shall fall on a legal holiday.

**Section 3. Special Meetings.** Special meetings may be called by the Executive Director, the Board President or at the written request of two commissioners. At special meetings, no business shall be considered other than that specified in the notice.

**Section 4. Closed Meetings.** The President of the Commission shall, upon motion of any Board Member, recess a Regular or Special Meeting to go into Executive Session to discuss only those matters permitted by law. These meetings are not open to the public. No minutes will be taken during the Executive Session and no member shall disclose the content of the discussions. No deliberation and no voting shall take place during an Executive Session. Minutes of the Regular or Special Meeting shall reflect the time the Board recessed and returned to the Regular or Special Meeting.

**Section 4. Notice of Meetings** The Executive Director shall give public notice of all Board meetings, in compliance with the Open Meetings Act, being MCL 15.261 *et seq.* Within ten days of the first Board meeting each calendar year, a schedule of the annual Board meeting and regular Board meetings, stating the dates, times, and places of such meetings, shall be posted at the Blossom Acres and Plaza Manor office of the Housing Commission. Any changes in the schedule of the regular meetings shall be posted within three days of the meeting at which the change was made. Public notice of a rescheduled regular meeting or a special meeting, stating the date, time, and place of the meeting, shall be posted at least eighteen hours before the meeting. The notice for a special meeting or a rescheduled regular meeting shall also be personally delivered to each commissioner or sent by facsimile, electronic mail or overnight mail to the business or home address designated by each commissioner, not less than 24 hours prior to the time of such meeting.

**Section 5. Quorum** Three (3) commissioners shall constitute a quorum for the transaction of business. Unless otherwise provided in these Bylaws or required by law, all actions of the Board shall be taken by majority vote. All resolutions shall be in writing and shall be made a part of the Commission's records. No official business or action may be taken until a quorum is present at a regular or special meeting.

**Section 6. Attendance by Conference Telephone** A Commissioner may participate in a meeting using a landline-based telephone or use video based conferencing or other audio-based conferencing where all persons participating in the meeting may communicate with the other participants. This type of participation constitutes presence in person at the meeting. All participants will be advised of the kind of communication equipment being used. The names of the participants in the conference will be disclosed to all participants at the time of the meeting.

**Section 7. Public Meeting; Order of Business** The business performed by the Board shall be conducted at a public meeting held in compliance with the Open Meetings Act. At regular Board meetings, the Board may conduct business on any matters properly before it, and the order of business shall be as follows:

1. Call to Order - Roll Call
2. Approval of Agenda
3. Approval of Minutes of Previous Meeting
4. Communications
5. Accounts Payable/Bills
6. Information Reports
7. Director Report
8. Old Business
9. New Business
10. Commissioner Comments
11. Commissioners Staff Comments
12. General Public Comments
13. Adjournment

**Section 8. Voting; Manner of Voting.** Each commissioner shall have the right to vote on all matters before the Board. Each Commissioner shall have one (1) vote. Voting shall be by live voice. Any commissioner may demand a vote by roll call. The yeas, nays and abstaining votes shall be entered upon the minutes of such meeting.

**Section 9. Signing of Minutes.** The minutes of all Board meetings shall be signed by the Board President or the Executive Director-Secretary or designee.

**Section 10. Board Member Attendance at Annual, Regular and Special Meetings**  
In order to promote the continued successful and efficient operation of the Housing Commission, all Commissioners of the Housing Commission's Board are encouraged to attend scheduled, Regular and Special Meetings. Participation by phone, however, will be limited to those instances where a minimum of three (3) Commissioners are present in person at the Regular Meeting or Special Meeting. In the event a Commissioner must participate by phone, the Commissioner shall make every effort to advise the Executive Director at least 24 hours in advance so that the necessary logistical arrangements may be made for his or her participation. Should any Commissioner of the Housing Commission have three (3) consecutive absences, the Board of Commissioners may direct that a letter

be sent to the Commissioner advising him or her of the absences. The number of absences may be extended by an affirmative vote of the Board, at any time, at the discretion of the Board President.

## **ARTICLE V - PUBLIC PARTICIPATION**

**Section 1. Policy** Members of the public shall be afforded the opportunity to speak on any agenda item of substantive nature after they are first recognized by the Board President. Prior to speaking, each member of the public shall state his or her name in a clear and audible tone of voice. All remarks shall be addressed to the Board as a whole.

**Section 2. Time Limit** Individuals will have three (3) minutes to address the Board. Designated spokespersons for groups or organizations will have five (5) minutes to address the Board. Additional time may be requested by any speaker and will be granted only with the permission of the President, subject to the consent of the Board.

## **ARTICLE VI - EXECUTION OF CHECKS AND DOCUMENTS; ANNUAL REPORTS**

**Section 1. Signing of Checks** All checks, drafts, and orders for the payment of money shall be signed on behalf of the Commission by the Executive Director, President and designee Board Member.

**Section 2. Execution of Contracts.** The Executive Director shall have the authority to execute all contracts under \$50,000.00, leases, and other documents which have been approved by the Board. Residential Unit leases may be executed by the Housing Administrator. Contracts above \$50,000.00 shall be brought before the Board of Commissioners. All agreements regarding real property, other than agreements with residents or administrators/supervisors, contracts for the purchase of necessary materials, or contracts related to the Commission's powers and duties, must be executed after requisite approvals are granted. Contracts with residents or facility managers shall be executed in the name of the Commission.

**Section 3. Annual Reports** The Commission shall make an annual written report of its activities to the Benton Charter Township and such other reports as they may require. The Commission shall also have an annual audit made of its financial transactions, set forth in Section 4. The Executive Director shall also prepare such reports as the Board may require, including informational reports on the Commission's performance against benchmarks established by the United States Department of Housing and Urban Development ("HUD").

**Section 4. Annual Audit** There shall be an annual official examination and verification of financial accounts and records of the Commission at the end of each fiscal year or more often as required by the Commission. The Commission is charged with approving the auditor after receiving a report and recommendation from the Executive Director. An Independent Certified Public Accountant shall audit the financial transaction in accordance with HUD and state of Michigan guidelines.

## **ARTICLE VII - AMENDMENTS**

These Bylaws may be amended by majority vote of the Board by members in attendance at any regular or special scheduled meeting.

## **ARTICLE VIII – INDEMNIFICATION**

Appointed Commissioners agree to act in good faith and within the scope of their official function. Except for malfeasance or gross negligence, the Commissioners and the officers of the Commission shall be indemnified to the fullest extent permitted by law. Whenever any claim is made or any civil action is commenced against a commissioner or a Commission employee for damages caused by an act or acts of the commissioner or employee within the scope of his or her authority and while in the course of his or her duties as a commissioner or his or her employment with the Commission, the Commission may pay for, engage, or furnish the services of an attorney to advise the commissioner or employee as to the claim and to appear for and represent the commissioner or employee in the action. The selection of the attorney will be made by the Commission in the manner the Commission determines. The Commission may compromise, settle, and pay a claim before or after the commencement of any civil action. Whenever any judgment for damages caused by the act or acts of the commissioner or employee covered under this Article is awarded against the commissioner or employee as the result of the civil action, the Commission may indemnify the commissioner or employee or may pay, settle, or compromise the judgment. Any agreement by the Commission under this Article is contingent upon the commissioner or employee giving prompt notice of the commencement of an action and cooperating in the preparation, defense, and settlement of the action. This Article does not cover acts of commissioners or employees that amount to fraud; dishonesty; willful, intentional, or deliberate violation of the law or breach of fiduciary duty; or a criminal act.

This Article does not abrogate or diminish governmental immunity.

## **ARTICLE IX - COMMISSION CONFLICT OF INTEREST POLICY AND PROFESSIONAL STANDARDS**

- Board members have a fiduciary duty to conduct themselves without conflict to the interests of Benton Township Housing Commission. In their capacity as Board members, they must subordinate personal, individual business, third party, and other interests to the welfare and best interests of the Benton Township Housing Commission. All Commissioners of the Benton Township Housing Commission shall act in a professional and ethical manner in carrying out their official duties.
- No Housing Commission Board member shall have right to, or interest in, the Housing Commission's property or assets. No Commissioner shall, by reason of his or her office, be entitled to receive any salary or unapproved compensation.
- If the Board of Housing Commission finds that any Commissioner has violated the Conflict of Interest Policy or failed to act in a professional and ethical manner in carrying out their official duties, the Board of Commissioners, by resolution, may petition the Township Supervisor for that Commissioner's removal.

The Commission has adopted a conflict of interest policy applicable to all commissioners, employees, and any persons and firms who do business with the Commission and incorporated herein. The conflict of interest policy mandates compliance with the state Incompatible Public Offices Act, being MCL 15.81 et seq.; all local, state, and federal law; the Annual Contributions Contract between the Commission and HUD; and any other contractual provisions applicable to the Commission.

## **ARTICLE X - RULES OF ORDER**

Except as otherwise provided in these Bylaws, matters of parliamentary procedure at all Board meetings shall be determined in accordance with Robert's Rules of Order.