Stanislaus Regional Housing Authority
ALPINE | AMADOR | CALAVERAS | INYO | MARIPOSA
MONO | STANISLAUS | TUOLUMNE COUNTIES

DATE: November 3, 2026

TO: Board of Commissioners

FROM: Jim Kruse, CEO

SUBJECT: Action Item #5:

A Resolution amending the Bylaws of Stanislaus Regional Housing Authority

Prepared by: Kim Ryan, Deputy Executive Director

Resolution#: 26-27-05

BACKGROUND & RECOMMENDATION:

The Bylaws of Stanislaus Regional Housing Authority establish the framework for the organization, administration, and conduct of business of the Authority and its Board of Commissioners.

Staff has reviewed the existing Bylaws and is recommending various revisions to update terminology, clarify administrative responsibilities and signing authority, align meeting procedures with current practices, and ensure consistency with the Authority's governance requirements.

A summary of the proposed revisions is attached for the Board's review. The revised Bylaws incorporating the proposed changes are also attached for consideration and approval.

Staff recommends that the Board of Commissioners adopt the attached resolution approving the proposed amendments to the Bylaws of Stanislaus Regional Housing Authority.

FISCAL IMPACT:
There is no fiscal impact anticipated.

ATTACHMENTS:

1. Resolution Amending the Bylaws of Stanislaus Regional Housing Authority
2. Summary of Changes to the Bylaws
3. Revised Bylaws of Stanislaus Regional Housing Authority

RESOLUTION NO. 26-27-05

RESOLUTION AMENDING THE BYLAWS OF STANISLAUS REGIONAL HOUSING AUTHORITY

WHEREAS, the Board of Commissioners of Stanislaus Regional Housing Authority ("Authority") has adopted Bylaws governing the organization, administration, and conduct of business of the Authority; and

WHEREAS, the Board of Commissioners has reviewed the existing Bylaws and desires to amend certain provisions to improve clarity, consistency, and the administration of the Authority's affairs; and

WHEREAS, the proposed amendments to the Bylaws are set forth in Exhibit A, attached hereto and incorporated herein by reference; and

WHEREAS, Article IV, Section 1, of the Bylaws provides that amendments to the Bylaws require the approval of at least three members of the Authority at a regular or special meeting, provided that at least three days' written notice of the proposed amendment has been given to all members of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Stanislaus Regional Housing Authority as follows:

1. Amendment to Bylaws. The Bylaws of Stanislaus Regional Housing Authority are hereby amended as set forth in Exhibit A, attached hereto and incorporated herein by reference. Exhibit A reflects the revised Bylaws incorporating the amendments approved by the Board of Commissioners.

2. Superseding Provision: To the extent any provisions of the existing Bylaws are inconsistent with the revised Bylaws adopted herein, the revised Bylaws shall govern.

3. Remaining Provisions. Except as expressly amended by this Resolution, all other provisions of the Bylaws shall remain unchanged and in full force and effect.

4. Effective Date. This Resolution and the amendments to the Bylaws shall become effective upon adoption in accordance with Article IV, Section 1, of the Bylaws and applicable law.

DULY AND REGULARLY ADOPTED by the Board of Commissioners of Stanislaus Regional Housing Authority this **3rd day of November, 2026**.

On a motion by Commissioner _____, seconded by Commissioner _____, and on the following roll call vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Approved:

_____
Chairperson

Attest:

_____
Secretary

Stanislaus Regional Housing Authority

Summary of Changes to the By-Laws

Article I – The Authority

- Section 3: Changed the location to reflect 1612 Sisk Road, Modesto, CA 95350.

Article II – Officers

- Sections 2 and 3: Updated the language for Chairman and Vice-Chairman to Chairperson and Vice-Chairperson.
- Sections 4 and 5: Replaced Executive Director with CEO and added language to reflect that, in the event the CEO retires, the next assuming position would be Executive Director. This way, with changes in agency leadership, the by-laws will remain intact and will cover all based on the signers of all legal documents. The language added states that the CEO, and in the absence of the CEO, the Executive Director or a designee of the CEO, is authorized to sign.
- Sections 6 and 7: Updated the language from Chairman and Vice-Chairman to Chairperson and Vice-Chairperson.

Article III – Meetings

- Section 1: Updated the annual meeting date to be consistent with the regular Board meeting date and time. The meeting was changed from the third Tuesday to the second Thursday at noon.
- Section 2: Updated the language to reflect a proper statement “meetings shall be held with proper legal notice”.
- Section 3: Updated the term Chairman to Chairperson and changed the term members to commissioners.
- Section 5: Updated the order of business to reflect how the agenda is presented to the Board and ensure it matched the proper agenda outline.
- Section 6: Updated the voting for the consent calendar, financial reports, and staff report to reflect voice voting rather than roll call.

Article IV – Amendments

- Section 1: Updated the number of members required for approval from three to four to match the quorum requirements.

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BY-LAWS OF STANISLAUS REGIONAL HOUSING AUTHORITY

ARTICLE 1 – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be "Stanislaus Regional Housing 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 and the year of its organization.

Section 3. Office of Authority. The office of the Authority shall be at ~~such location~~1612 Sisk Road, Modesto, CA in the County of Stanislaus, State of California, as the Authority may from time to time designate by resolution. The Authority may hold its meetings as such places as it may from time to time designate by resolution.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice-Chairman and a Secretary.

Section 2. ~~Chairman~~Chairperson. The ~~Chairman~~ Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the ~~Chairman~~ Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the ~~Chairman~~ Chairperson shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

Section 3. ~~Vice-Chairman~~Vice-Chairperson. The ~~Vice-Chairman~~Vice-Chairperson shall perform the duties of the ~~Chairman~~ Chairperson in the absence or incapacity of the ~~Chairman~~Chairperson; and in case of the resignation or death of the ~~Chairman~~Chairperson, the ~~Vice-Chairman~~Vice-Chairperson shall perform such duties as are imposed on the ~~Chairman~~ Chairperson until such time as the Authority shall select a new ~~Chairman~~Chairperson.

Section 4. Secretary. The Secretary shall be the ~~Executive Director~~CEO of the Authority and, as ~~Executive Director~~CEO, ~~he~~ and shall have general supervision over the administration of its business and affairs, subject to the direction of the authority. ~~He~~ The CEO shall be charged with the management of the housing projects of the Authority. In the absence of the CEO the Executive Director shall assume the duties of the CEO.

As Secretary, ~~he~~ the CEO shall keep the records of the Authority, shall set as secretary of the meetings of the Authority and record all votes and shall keep a record of the proceedings of the authority in a journal of proceedings to be kept for such purpose and shall perform all duties incident to his office. The CEO~~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 Authority. In the absence of the CEO the Executive Director or a designee of the CEO is authorized to carry out the duties of the CEO including the execution and signing of resolutions, agreements, and other legal documents.

The Secretary shall also be the Treasurer of the Authority. As the Treasurer, ~~he~~ the CEO 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. ~~He~~ The CEO shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the ~~Chairman~~Chairperson. ~~He~~ The CEO shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or oftener when rested), an account of his transactions and also of the financial condition of the Authority. ~~He~~ The CEO shall give such bond for the faithful performance of his duties as the Authority may determine.

The compensation of the Secretary shall be determined by the Authority, provided that a temporary appointee selected from among the commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses).

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

Section 6. Election or Appointment. The ~~Chairman~~ Chairperson and ~~Vice-Chairman~~Vice-Chairperson shall be elected at the annual meeting 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; provided, however, that the first ~~Chairman~~ Chairperson shall hold office until the expiration of ~~his thier~~their term as Commissioner.

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

Section 7. Vacancies. Should the offices of ~~Chairman~~ Chairperson or ~~Vice-Chairman~~Vice-Chairperson become vacant, the Authority 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 Secretary becomes vacant, the Authority 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 Housing Authorities Law of California and all other laws of the State of California 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 California.

ARTICLE III – MEETINGS

Section 1. Annual Meeting. ~~The annual meeting of the Authority shall be held on the third Tuesday of September in each year at 5:30 o'clock p. m. at the regular meeting place of the Authority. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day.~~The annual meeting of the Authority shall be held on the second Thursday of September in each year at 12:00 noon at the regular meeting place of the Authority, consistent with the schedule for regular meeting of the Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day.

Section 2. Regular Meeting. Regular meetings shall be held ~~without~~ with proper legal notice at such times and places as the Authority may determine from time to time by resolution or direction of the Chairperson~~.~~

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Section 3. Special Meetings. The ~~Chairman~~ Chairperson of the Authority may, when ~~he~~ they deem~~s~~ it expedient, and shall, upon the written request of two ~~members~~ commissioners of the Authority, call a special meeting 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 ~~member~~ commissioner of the Authority at any time prior to the meeting, or may be mailed to the business or home address of each ~~member~~ commissioner of the Authority at least two days prior to the date of such special meeting, or may be waived by written waiver signed by all the members of the Authority prior to the meeting. At such special meeting no business shall be considered other than as designated in the call, but if ~~al~~all of the ~~members~~ commissioners of the Authority are pre-sent at a special meeting or have signed a waiver of notice of such meeting, any and all business may be transacted at such special meeting.

Section 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four 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~~quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

Section 5. Order of Business. At the regular meetings of the Authority the following shall be the order of business.

1. ~~Roll call.~~Call Meeting to Order
2. ~~Reading and approval of the minutes of the previous meeting~~Roll Call.
3. ~~Bills and communications~~Additions or Deletions to the Agenda.
4. ~~Report of the Secretary.~~Reading and approval of the minutes of the previous meeting.
5. ~~Reports of the Committees.~~Report of the Secretary

6. ~~Unfinished business.~~Report of the Departments

~~7. New business.~~

7. ~~Adjournment.~~Consent Calendar

8. Written Communications

9. Action Agenda Items

10. Closed Session

11. Adjournment

~~8.~~12.

All resolutions shall be in writing and shall be entered in a journal of proceedings of the Authority.

Section 6. Manner of Voting. The voting for in person meetings for routine items such as addition/deletion to the agenda, consent calendar, approval/acceptance of staff and financial reports, and adjournments maybe done by voice voting. The voting on all other questions coming before the Authority shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting.

ARTICLE IV – AMENDMENTS

Section 1. Amendments to the By-Laws. The by-laws of the Authority shall be amended only with the approval of at least ~~three of the members~~four commissioners of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least three days written notice thereof has been previously given to all of the members of the Authority.

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