

BY-LAWS OF THE HINGHAM HOUSING AUTHORITY

(Adopted October 3, 1967, Amended March 15, 2017, Amended July 9, 2019)

Article I – The Authority

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

Section 2. Seal of the 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 offices of the Authority shall be located within a Hingham Housing Authority property in the Town of Hingham, Massachusetts.

Article II – Officers

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice-Chairman, a Treasurer, an Assistant Treasurer, and a Secretary who is also be the Executive Director.

Section 2. Chairman. The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by resolution 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.

Section 3. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chairman, and in the case of a vacancy in the office of the Chairman.

Section 4. Treasurer and Assistant Treasurer. The Treasurer shall sign all orders and checks for 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. 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 of incapacity of the Treasurer, and in the case of vacancy in the office of the Treasurer. The Treasurer and Assistant Treasurer shall give bond for the faithful performance duties. Any member elected to the office of the Treasurer or Assistant Treasurer shall serve without compensation other than the payment of necessary expenses.

Section 5. Executive Director. The Executive Director of the Authority shall be the ex-officio Secretary, and shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. The Executive Director shall be charged with the management of the housing projects of the Authority. The Executive Director shall have 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. The Executive Director shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting, or upon request of the Authority, an account of all financial transactions and a report on the financial condition of the Authority.

The compensation of the Executive Director shall be determined by the Authority and he or she shall give bond for the faithful performance of his or her duties, but a member of the Authority serving as Secretary and Executive Director in a temporary capacity shall serve without compensation other than the payment of necessary expenses.

Section 6. Secretary. The Secretary shall keep the records of the proceedings of the Authority in a minute book to be kept for such purposes (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 his or her 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 or for other good cause, a Secretary pro tempore may be appointed from among the members of the Authority to record the minutes and all votes. The Secretary pro tempore shall serve without compensation other than the payment of necessary expenses.

Section 7. Duties of Members. The Members 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.

Section 8. Election or Appointment. The Chairman, Vice-Chairman, Treasurer, Assistant Treasurer shall be elected at the annual meeting of the Authority from among the members of the Authority, and shall hold office for one year or until their successors are elected and qualified.

The Authority shall appoint one person to fill the office of Secretary and Executive Director. Any person appointed to fill the office of Secretary and Executive Director, or any vacancy therein, shall have such terms as the Authority fixes, but no Member of the Authority shall be eligible to this office except as a temporary appointee.

Section 9. Vacancies. Should the office of Chairman, Vice-Chairman, Treasurer or Assistant Treasurer become vacant, the Authority shall elect a successor from its membership at the next meeting or as soon as practicable, and such election shall be for the unexpired term of said office.

Section 10. 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.

Article III – Meetings

Section 1. General Provisions. Annual meetings and regular meetings of the Authority shall be held at such time and place as designated in these by-laws. All meetings shall be held at the office of the Authority in the absence of the specific designation of some other meeting place specified in the agenda for such meeting. In the event that the date of any annual or regular meeting shall fall on a legal holiday or federal, state, or town election, the meeting shall be held on the next succeeding day at the place and time designated in the agenda.

Section 2. Annual Meeting. The Annual meeting of the Authority shall be held on the second Tuesday in May for the purpose 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. Members also will receive the contract and insurance ledgers for the Authority.

Section 3. Regular Meetings. Regular meetings of the Authority shall be held monthly for the transaction of business of the Authority. The Board may vote to have an additional regular meeting at the previous regular meeting on the second Tuesday of each month.

Section 4. Special Meetings. The Chairman of the Authority, may when he or she deems it expedient and shall, upon the written request of two Members 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 any Member of the Authority via electronic communication, personal delivery, or by mail 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 notice.

Section 5. Quorum. The power of the Authority shall be vested in the Members elected or appointed to the office. Three members 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 meet and adjourn from time to time until a quorum is obtained. At least twelve hours notice of the time and place of holding such adjourned meeting shall be given to all Members who were not present at the meeting from which adjournment was taken. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the Members present.

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

1. Call to Order/Roll Call.

2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
3. Report from the Tenant's Association.
4. Report of the Executive Director.
5. Reports of Committees, if any.
6. Old Business.
7. New Business.
8. Other items as may not reasonably be known within 48 hours of the meeting
9. Adjournment.

All resolutions shall be in writing, and shall be retained 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 consecutively numbered. The vote on all resolutions shall be by roll call, and each resolution and motion shall be entered in full upon the minutes of the meeting. For all resolutions, the ayes and nays shall be recorded.

Article IV – Indemnification

Indemnification. The Authority shall indemnify any Member or Former Member of the Authority against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Authority to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any agreement, insurance policy, or otherwise.

Article V – Amendments

Amendments to By-Laws. The by-laws of the Authority shall be amended only by resolution adopted by an affirmative vote of at least three Members of the Authority at a regular or special meeting, held after seven days notice in writing of the substance of the proposed amendments shall have been sent to each Member.