



# DuPage Housing Authority

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## BYLAWS

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Board of Commissioners



As revised by Resolution of the Board and effective April 15, 2021

As amended by Resolution of the Board and effective May 20, 2021

**MAY 20, 2021**

**DUPAGE HOUSING AUTHORITY  
711 E. Roosevelt Rd., Wheaton IL 60187**

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# BYLAWS

## ARTICLE I. THE HOUSING AUTHORITY

### Section 1. Creation of the Housing Authority.

The creation of the Housing Authority as a body politic and Illinois Municipal Corporation was authorized by the State Housing Board of Illinois on September 30, 1942.

### Section 2. Name of the Housing Authority.

The name of the Housing Authority is **DuPage Housing Authority** (“**Authority**”).

### Section 3. Mission and Purpose of the Authority.

The **Authority’s** mission and purpose is to affirmatively further fair housing, utilizing resources to serve vulnerable populations, by providing access to affordable housing to help improve quality of life and promote self-sufficiency.

### Section 4. Fiscal Year.

The fiscal year of the **Authority** will begin on July 1 of each year and end on the following June 30th.

### Section 5. Office of the Authority.

The principal office of the **Authority** will be in a township or municipality within the service area in DuPage County, IL.

## ARTICLE II. DECLARATION OF AUTHORITY POLICY

### Section 1. General Policy.

It will be the settled policy of the Board of Commissioners of the **Authority** to determine only matters of general policy to include, but not be limited to, procurement, personnel, financial, and property use; and to delegate the execution of such general policies and administrative duties to the Executive Director and the staff of the **Authority**. The Board of Commissioners will observe the **Authority** chain of command and act collectively to avoid situations where they appear to be managers instead of policy makers. The Executive Director is charged with the day-to-day responsibility of operating the **Authority** and executing its policies.

## Section 2. Procurement.

In the procurement of property, equipment, supplies, and services by the **Authority** and in the disbursement of funds, the **Authority** will comply with and use the laws, regulations and procedures required by the U.S. Department of Housing and Urban Development (HUD) as well as State of Illinois and local law, whichever is more stringent.

# ARTICLE III. BOARD OF COMMISSIONERS.

## Section 1. Composition.

As provided in the *Illinois Housing Authorities Act*, [310ILCS 5/47], the **Authority** shall have seven (7) Commissioners appointed by the Chairman of the DuPage County Board with the advice and consent of the DuPage County Board, of which no more than two (2) of whom may be members of the DuPage County Board.

## Section 2. Term of Office.

Each Commissioner will serve for a term of five (5) years, except that should a DuPage County Board member be appointed to the **Authority**, he or she will serve a five (5) year term or until the termination of their County Board service, whichever comes first. A Commissioner can be reappointed ending any appointed term.

## Section 3. General Powers and Responsibilities.

The Board of Commissioners (“**BOC**”) of the **Authority** will have general power to control and manage the affairs of the **Authority** consistent with HUD regulations, the laws of the State of Illinois, the **Authority’s** Administrative Plan, any personnel policies and these Bylaws. The **BOC** will also have the responsibility to provide oversight to ensure adherence to all pertinent legal and fiscal matters of the **Authority**.

## Section 4. Election.

The Chairperson and the Vice-Chairperson will be elected by a simple majority vote at the Annual Meeting of the **Authority** from among the Commissioners of the Board and will hold office for one year or until their successors are elected or qualified.

## Section 5. Duties – Authority Chairperson.

The Chairperson of the **Authority** will be a Commissioner of the **Authority** and qualified and willing to accept responsibilities outlined in these Bylaws, as follows:

- a. Preside at Board Meetings of the **Authority**.
- b. Sign contracts above \$25,000.00, any deeds, and any such other instruments made by the **Authority** as required, or as may be authorized by resolution of the **Authority**. Any contract above \$25,000.00 will require the signatures of both the Chairperson and the Executive Director; also, any contract above \$25,000.00 will be brought before the full **BOC** for disposition. At such meetings, the Chairperson

may offer recommendations and information that may be considered proper concerning the business, affairs, and policies of the **Authority**.

- c. With the approval of the **BOC**, appoint all Standing and Ad Hoc Committees and their members and Chairs.
- d. Present at each Annual Meeting of the **Authority** a report of the condition of the business and affairs of the **Authority**.
- e. Call Regular and Special Meetings of the **Authority** in accordance with these Bylaws as well as State and local law, whichever is more stringent.
- f. See that all books, reports, statements, and certificates required by law are properly kept, made and filed according to law.
- g. Enforce these Bylaws and perform all duties incidental to the position of Chairperson as is required by law.
- h. Along with the Executive Director, make presentations as necessary or requested to the DuPage County Board on the condition of the business and affairs of the **Authority**.

### Section 6. Duties – Authority Vice-Chairperson.

The Vice-Chairperson of the **Authority** will be a Commissioner of the **Authority** and qualified and willing to accept all the responsibilities of the position as outlined in these Bylaws. In the event of the absence or inability of the Chairperson to exercise their office, the Vice- Chairperson of the **Authority** will become the Acting Chairperson of the **Authority's BOC**, with all the rights, privileges, and powers had the Vice- Chairperson been duly elected Chairperson in accordance with these Bylaws.

### Section 7. Duties – Authority Secretary.

The Secretary of the **Authority** will be the Executive Director of the **Authority**. The **BOC** will appoint a Secretary based on the Executive Director job description. No Commissioner of the **Authority** will be eligible for the office of Secretary except on an interim basis as provided in these Bylaws. The Secretary will have the following duties:

- a. The Secretary will keep the records of the **Authority**; will act as Secretary of the meetings of the **Authority** and ensure the recording of the minutes of the meetings and all votes; will ensure a record of the proceedings of the **Authority** are maintained in a permanent journal and will perform all duties incident to their office.
- b. The Secretary will provide general supervision over the **Authority's** operations and the administration of its operations and the administration of its business and affairs subject to the direction of the **BOC**.
- c. The Secretary will also act as the Treasurer of the **Authority**; will have the custody and care of the funds of the **Authority**; will ensure the deposit of them in the name of the **Authority**; will sign all instruments obligating funds of the **Authority** for real or personal property, equipment, supplies, and services purchased by the **Authority** and will sign all disbursement vouchers effecting funds of the **Authority**, except documents from HUD which specifically may require other signatures.
- d. The signature of the Secretary or their designee will be required on purchase orders of the **Authority**. The signature of the Secretary will be required on travel

orders for all travel by the **Authority**, except documents from HUD which specifically may require other signatures.

- e. Pending the appointment of a Secretary, as well as in the event of a vacancy in the office of the Secretary, the **Authority** may designate from time to time any Commissioner, officer, or employee of the **Authority** to perform the duties of the Secretary on an interim basis.
- f. The **Authority** may appoint an Assistant Secretary who will perform the duties of the Secretary in the temporary absence or incapacity of the Secretary, providing that if no Assistant Secretary has been appointed and the Secretary is temporarily absent or incapacitated, the Chairperson may designate a Commissioner or employee of the **Authority** to act on an interim basis.

### Section 8. Duties - Additional.

The Officers of the **Authority** will perform such other duties and functions as may from time to time be required by the **Authority's** Bylaws or rules and regulations.

### Section 9. Conflict of Interest.

No Commissioner will have right to, or interest in, the **Authority's** property or assets. No Commissioner will, by reason of his or her office, be entitled to receive any salary. No Commissioner will, by reason of his or her office, be entitled to receive any unapproved reimbursement, in the discharge of his or her duties. The **BOC** will be subject to and must adhere to the *Codes of Professional Conduct and Ethical Standards* as defined in the attached *Attachment 1*, which is incorporated here by reference.

### Section 10. Committees.

The only Standing Committee will be the Finance Committee. The Finance Committee will consist of three (3) Commissioners. The Chairperson will be appointed by the Chairperson of the **BOC** after consultation with the Board. The Authority Secretary is an ex-officio member of the Finance Committee but cannot be the Chairperson of the committee, or count towards a quorum vote in decisions of the Committee, or in recommendations by the Committee to the **BOC**. The Finance Committee is responsible for the general oversight of:

- a. the quality and integrity of the **Authority's** accounting and reporting practices, internal controls and financial statements;
- b. the proposed budget for the **Authority** after giving due consideration to the financial needs of the **Authority**, with said financial needs and budgetary allocations being necessary to implement the charges and duties of the **Authority**; and
- c. the performance of the **Authority's** independent auditors.

### Special Committees

The **BOC** may from time to time create Special Committees to review and make recommendations on administrative practices and economic development of the **Authority** in collaboration with the Executive Director. All Special Committees will report

to the **BOC** at its Regular and Special Meetings. The **BOC** will at that time, ratify or revoke the action of the Special Committees.

### **Section 11. Committee Quorum.**

Three (3) members of the **BOC** will constitute any committee and two (2) members a quorum. A majority vote of said three (3) members will be sufficient for a determination, and any recommendation, to the full **BOC**.

### **Section 12. Vacancies.**

Should any office become vacant, the **BOC** will elect a successor from its membership at the next Regular Meeting or at a Special Meeting called for the purpose, and such election will be for the unexpired term of said office. When the office of the Secretary becomes vacant, the **BOC** will appoint a successor in the manner prescribed in these Bylaws.

### **Section 13. Certification Requirements.**

All Commissioners are required to complete comprehensive certification that may include *Open Meetings Act*, *Statement of Economic Interest*, *Ethics*, *Harassment Training* and any other required courses. Commissioners must complete their certifications within three (3) months of appointment, with annual certification refreshers thereafter as required. A certificate of recognition or a certificate of completion from the certification is required from each Commissioner to meet the certification requirement. All certifications are to be kept on file by the **Authority**.

## **ARTICLE IV. EXECUTIVE DIRECTOR.**

### **Section 1. Appointment and Duties.**

The **BOC** will execute a contract to appoint the Executive Director (“**E.D.**”), with compensation and tenure based on qualifications and experience and according to federal compensation guidelines. The **E.D.** will have general supervision over the day to day administration of the business and affairs of the **Authority**, subject to the direction of the **BOC** in its capacity. The **E.D.** will be charged with the development and management of the housing communities of the **Authority**. The **E.D.’s** responsibilities will include, but not be limited to, the following:

- a. Sign all contracts, deeds, and such other instruments of \$25,000.00 or below, or as may be authorized by resolution of the **Authority**. The **E.D.** and the Chairperson must sign any contract above \$25,000.00; and any contract above \$25,000.00 will be brought before the full **BOC**;
- b. Assume an active role in Community leadership;
- c. Assume responsibility for strong quality management practices to include:
  - i. the **Authority**,
  - ii. staff, prospective tenants (waiting list and admission-related concerns), and
  - iii. tenants;



- d. Carry out all duties and responsibilities and meet the standards as outlined by the **Authority's** Executive Director's job description, resulting in the effective management and operation of the **Authority**;
- e. Employ or discharge all employees of this **Authority** in accordance with the Personnel Manual and any other binding agreements;
- f. Implement all organizational policies as established by the **BOC**; and
- g. Report to the **BOC** on **Authority** activities at every Board meeting and provide other reports as requested by the **BOC** to include the preparation of an Annual Report to be presented to the **BOC** of the **Authority**, and the Commissioners of the DuPage County Board as may be requested.

## Section 2. Books and Records.

The **E.D.** is responsible for the retention of correct and complete books and records of accounts of the **Authority**. All books and records of the **Authority** may be inspected by any Commissioner for any proper purpose at any reasonable time.

## Section 3. Audits.

The **E.D.** will annually cause an audit of the **Authority** to be performed by a firm of independent certified public accountants approved by the **BOC**, and in accordance with generally accepted auditing standards and any related HUD requirements. Upon completion, copies of the audit will be provided to the **BOC** for its review and acceptance.

## Section 4. Additional Personnel.

The **Authority** may from time to time employ and appoint such personnel as it deems necessary to exercise its powers, duties, and functions.

# ARTICLE V. MEETINGS.

## Section 1. Annual Meeting.

The Annual Meeting will be held during the month of January at the corporate office of the **Authority**, or at such other as the Chairperson may designate. In addition to the holding of elections of officers, the Commissioners will review the **Authority's** performance and accomplishments under the *Section Eight Management and Assessment Program* (SEMAP) and set goals and objectives for the coming year.

## Section 2. Regular Meetings.

Regular Meetings of the **BOC** will be held pursuant to notice as provided in Section 3 of this Article on the date, place and time established by Resolution of the **BOC**.

## Section 3. Notice.

Notice of Regular Meetings will be given to each Commissioner in person, by first class postage affixed to US mail, courier or messenger service, telephone or other electronic

means. Public Notice of the Regular Meetings will be made by placing a notice on the bulletin board of the **Authority's** corporate office and on the landing page of the **Authority's** website at least seven (7) calendar days prior to the date of such meeting. No further notice to Commissioners will be necessary unless required by law, and/or the *Illinois Open Meetings Act*, and as amended.

#### **Section 4. Special Meetings.**

The Chairperson of the **Authority** may, when deemed appropriate or upon written request of four members of the **BOC** or written request from the Executive Director of the **Authority**, call a special meeting of the **Authority** for transacting any business designated in the call. The call for a Special Meeting may be delivered to each member of the **Authority** or may be mailed, faxed, or emailed to the business or home address of each member of the **BOC** at least one (1) calendar day prior to the date of such Special Meeting. Public notice of the Meeting will be posted at the time of mailing at the office of the **Authority**. At such Special Meeting, no business will be considered other than as designated in the call; however, if all the **BOC** of the **Authority** are present at a Special Meeting, any business may be transacted at such Special Meeting.

#### **Section 5. Executive Session Meetings.**

The Chairperson of the **BOC** will, 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. As required by law, the Board's counsel will certify that the executive session called for meets the requirements of and is in accordance with applicable law. These meetings are not open to the public.

#### **Section 6. Quorum.**

The powers of the **Authority** will be vested in the Commissioners thereof in office from time to time. Four (4) Commissioners will constitute a quorum for purposes 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. When a quorum is in attendance, action may be taken by the **Authority** upon a vote of a majority of the Commissioners present.

#### **Section 7 Parliamentary Authority.**

Except as otherwise stated in these Bylaws, all meetings will follow the guidelines established by the *State of Illinois Open Meeting Act*, and as revised, and *Robert's Rules of Order, Newly Revised* will govern the proceedings of all meetings.

#### **Section 8. Order of Business.**

At the Regular and Special Meetings of the **Authority**, *Robert's Rules of Order, Newly Revised* will be followed, unless these Bylaws specify otherwise, and the following will be included in the Order of Business:

- a. Call to Order
- b. Pledge of Allegiance

- c. Roll Call
- d. Public Comment
- e. Approval of the Minutes
  - Matters Arising from the Minutes
- f. Financial Report
- g. Unfinished Business
- h. New Business
- i. Executive Director's Report
- j. Executive Session
  - Matters Arising from the Executive Session
- k. Future Discussions
- l. Adjournment

### Section 9. Meeting Minutes.

The **BOC** shall keep written minutes of all their meetings, whether open or closed, and a verbatim record of all their closed meetings in the form of an audio or video recording.

Minutes shall include, but need not be limited to:

1. The date, time and place of the meeting;
2. Each Commissioner recorded as either present or absent and whether the Commissioner was physically present or participating by other means, and
3. A summary of discussions on all matters proposed, deliberated or decided, and a record of any votes taken

### Section 10. Resolutions.

All resolutions will be in writing, numbered and dated, and will be copied in a journal of the proceedings of the **Authority**.

### Section 11. Amendments to the Agenda.

The Agenda may be amended by a two-thirds (2/3) majority vote of the Board members present at a Regular or Special Meeting.

### Section 12. Manner of Voting.

The manner of voting on all questions coming before the **Authority** will be by roll call, and the ayes and nays will be entered upon the minutes of such meetings. In the case of election for officers to the **BOC**, and at such other time as may be approved upon by motion and majority vote, voting can be by secret ballot. Where such secret ballot is utilized, the number of ayes and nays will be entered upon the minutes of such proceedings.

### Section 13. Notice of Meetings.

In addition to that provided herein, a public notice may be distributed to additional media outlets regarding Regular, Subcommittee, Special and Annual meetings of the **BOC**.

### Section 14. Attendance at Annual, Regular and Special Meetings.

To promote the continued successful and efficient operation of the **Authority**, all Commissioners of the **Authority's** Board are expected to attend all scheduled Regular and Special Meetings, either in person or remotely. Should any Commissioner of the **Authority** have three (3) consecutive absences, the **BOC** may direct that a statement be sent to the County Board Chairman advising of this fact and requesting that a replacement be designated. The number of absences may be extended by an affirmative vote of the **BOC**, at any time, at the discretion of the Chairperson.

### **Section 15. Remote Attendance.**

In those limited circumstances when a Commissioner is unable to attend a Regular or Special Meeting in person, but only due to (i) personal illness or disability; (ii) employment purposes or the business of the **BOC**; or (iii) family or other emergency, they may fully participate in the meeting's agenda by other means. Participation by other means – defined as by video or audio conference – will be limited to those instances where a quorum of the **BOC** is physically present at the Regular or Special Meeting, as required by [5 ILCS 120/2.01] and as amended.

In the event a Commissioner must participate by other means, the Commissioner must make every effort to advise the Secretary at least 24 hours in advance of the meeting so that the necessary logistical arrangements may be made for their participation. A majority of the Commissioners in attendance can allow a member to attend a meeting by other means only if all persons participating in the meeting and attending the meeting can hear and communicate with each other, and only in accordance with and to the extent allowed by rules adopted by the **BOC**, however the rules must conform to the requirements and restrictions of this Section, but can further limit the extent to which attendance by other means is allowed.

### **Section 16. Meetings Held Electronically.**

Subject to the requirements of the *IL Open Meetings Act*, or the corresponding provision of any future act, (the "Act"), but notwithstanding any other provision of law, an open or closed meeting of the **BOC** subject to this Act may be conducted electronically, without the physical presence of a quorum of the Commissioners, so long as the following conditions are met:

1. The Governor or the Director of the Illinois Department of Public Health has issued a disaster declaration related to public health concerns because of a disaster as defined in Section 4 of the *Illinois Emergency Management Agency Act*, and all or part of the jurisdiction of the **Authority** is covered by the disaster area;
2. The Chairperson of the **BOC**, as defined in subsection (e) of Section 2 of the *Freedom of Information Act*, determines that an in-person meeting or a meeting conducted under this Act is not practical or prudent because of a disaster;
3. All Commissioners of the **BOC** participating in the meeting, wherever their physical location, shall be verified and can hear one another and can hear all discussion and testimony;

4. For open meetings, members of the public present at the regular meeting location of the **BOC** can hear all discussion and testimony and all votes of the Commissioners of the **BOC**, unless attendance at the regular meeting location is not feasible due to the disaster, including the issued disaster declaration, in which case the **BOC** must make alternative arrangements and provide notice pursuant to this Section of such alternative arrangements in a manner to allow any interested member of the public access to contemporaneously hear all discussion, testimony, and roll call votes, such as by offering a telephone number or a web-based link;
5. At least one Commissioner, chief legal counsel, or chief administrative officer is physically present at the regular meeting location, unless unfeasible due to the disaster, including the issued disaster declaration; and
6. All votes are conducted by roll call, so each Commissioner's vote on each issue can be identified and recorded.
7. Except in the event of a bona fide emergency, 48 hours' notice shall be given of a meeting to be held pursuant to this Section. Notice shall be given to all Commissioners, shall be posted on the website of the **Authority**, and shall also be provided to any news media who has requested notice of meetings pursuant to subsection (a) of Section 2.02 of the Act. If the public body declares a bona fide emergency:
  - a. Notice shall be given pursuant to subsection (a) of Section 2.02 of the Act, and the Chairperson shall state the nature of the emergency at the beginning of the meeting.
  - b. The **BOC** must comply with the verbatim recording requirements set forth in Section 2.06 of the Act.
8. Each Commissioner of the **BOC** participating in a meeting by audio or video conference for a meeting held pursuant to this Section is considered present at the meeting for purposes of determining a quorum and participating in all proceedings.
9. In addition to the requirements for open meetings under Section 2.06 of the Act, a verbatim record of all meetings in the form of an audio or video recording will be kept. Verbatim records made under this paragraph (9) shall be made available to the public under, and are otherwise subject to, the provisions of Section 2.06 of the Act.
10. The **Authority** shall bear all costs associated with compliance with this Section.

## ARTICLE VI. ETHICS.

### Section 1. Conduct.

All Commissioners of the **Authority's BOC** will act in a professional and ethical manner in carrying out their official duties. They will be bound by the principles of the *DuPage Housing Authority Code of Conduct*, and the rules and regulations of the *DuPage County Code of Ethical Standards* adopted by the **Authority**, as attached hereto, as well as the State Ethics Law, and as amended.

## Section 2. Violation.

If the **BOC** of the **Authority** finds that any Commissioner has violated the *Code of Conduct*, *Code of Ethical Standards*, or the *State Ethics Law*, the **BOC**, by resolution, may petition the County Board Chairman that Commissioner's removal.

# ARTICLE VII. INDEMNIFICATION.

## Section 1. Indemnification of Commissioners and Officers.

The **Authority** will indemnify any Commissioner, Officer or a former Commissioner or Officer, of the **Authority** against expenses (including attorney's fees), judgments, fines and amounts paid in settlement or incurred in connection with the defense or settlement of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal or investigative, to which such Commissioner or Officer was or is a party or is threatened to be made a party by reason of the fact that he or she is or was such Commissioner or Officer, to the extent that any such expenses or amounts were actually and reasonably incurred, provided:

- a. that he or she acted in good faith in what he or she reasonably believed to be in or not opposed to the best interest of the **Authority**; and
- b. that, in any matter which is the subject of a criminal action, suit, or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

The determination as to (a) and (b) above shall be made:

- i. by the **BOC** by a majority vote of a quorum consisting of Commissioners who were not and are not parties to or threatened with any such action, suit, or proceeding, or any other action, suit or proceeding arising from the same or similar operative facts; or
- ii. if such quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Commissioners so directs, in a written opinion by independent legal counsel other than an attorney, who has been retained by or who has performed service for the **Authority** or any person to be indemnified within the past five (5) years; or
- iii. by a court of competent jurisdiction in which the action, suit or proceeding was brought.

The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of guilty or nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not meet the standards of conduct referred to above.

Notwithstanding the foregoing, in any action by or in the right of the **Authority**, no indemnification shall be made in respect of any claim, issue or matter as to which such present or former Commissioner or Officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the **Authority** unless, and only to the extent that, a court of competent jurisdiction in which such action or suit was

brought shall determine, in addition to the determination made above, upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such present or former Commissioner or Officer is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that such person has been successful on the merits or otherwise with respect to the action, suit or proceeding referred to above, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred in connection therewith without the determination specified above.

### **Section 2. Expenses of Litigation.**

The **Authority** may pay expenses, including attorney's fees, incurred in connection with defending any action, suit or proceeding referred to above prior to final disposition thereof, as authorized by the **BOC** upon receipt of a satisfactory undertaking by such person to repay such amount, unless it shall ultimately be determined that such person is entitled to indemnification by the **Authority** as herein authorized.

### **Section 3. Indemnification Nonexclusive.**

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person seeking indemnification may be entitled as a matter of law, by the by-laws, agreements, insurance, or otherwise, with respect to action in his or her official capacity, and shall continue as to a person who has ceased to be a Commissioner or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **Section 4. Insurance.**

The **Authority** may purchase and maintain insurance on behalf of any person who is or was a Commissioner or Officer, against any liability asserted against him/her in any such capacity or arising out of his/her status as such, whether or not the **Authority** would have the power to indemnify him or her against such liability under the provisions of these Bylaws or of the laws of the State of Illinois.

### **Section 5. Partial Invalidity.**

If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

## **ARTICLE VIII. AMENDMENTS.**

### **Section 1. Amendments to the Bylaws.**

The Bylaws of the DuPage Housing Authority will be amended only with the approval of at least four (4) of the members of the **BOC** at a Regular Meeting, but no such amendments will be adopted unless notice of the amendment(s) to the DuPage Housing

Authority's Bylaws have been submitted in writing at the previous Regular Meeting of the BOC.

### Section 2. Repeal.

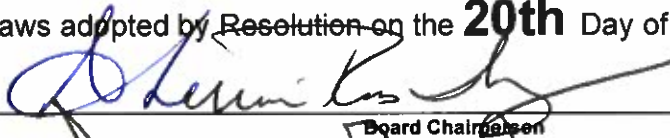
All previous resolutions adopted by the Authority inconsistent with these Bylaws are hereby repealed. All Bylaws adopted by the Authority inconsistent with these Bylaws are hereby repealed.

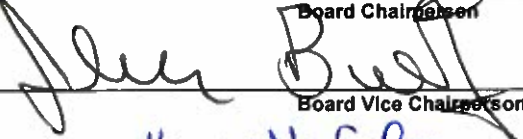
### Section 3. Version Control.


Effective Date	Version	Reason	Comment
9/12/1942	v1.0.1942.9.12	Initial document	
8/24/2007	v1.1.2007.8.24	Amended	
4/15/2021	v2.0.2021.4.21	Document revision	Compliance (full)
5/20/2021	v2.1.2021.4.20	Amended	Electronic mtgs.

## ARTICLE IX. ADOPTION AND SIGNATURES.

Amended Bylaws adopted by Resolution on the **20th** Day of **May 2021**.

BY:   
Board Chairman

BY:   
Board Vice Chairman

BY:   
Board Secretary

## ARTICLE X. ATTESTATION.

ATTEST:

By my signature below, I hereby attest that I was present when these amended Bylaws were unanimously adopted by a vote of the Commissioners in a Board Resolution; and that I was present and witnessed the signatures of the Officers as enumerated in Article IX above.

BY:   
Attestation Signature

  
Date of Attestation



# ATTACHMENT 1: CONDUCT & STANDARDS.

## Section 1. Code of Professional Conduct.

All Board of Commissioners and DuPage Housing Authority staff will be bound by the following Code of Professional Conduct:

- I pledge myself to professional conduct on the Board through my efforts and through the mutual efforts of my colleagues and by all other proper means available.
- I pledge to view my service on the Board of the DuPage Housing Authority as an opportunity to serve my community of DuPage County, the State of Illinois, and my nation because I support the objectives of providing a decent, safe, and sanitary home and a suitable living environment for every American family.
- I pledge my responsibilities are to serve in this capacity as a quasi-governmental agency official, a community leader, and an advocate for the Authority, its programs, and its objectives.
- I pledge myself to seek and maintain an equitable, honorable, and cooperative association with fellow public housing officials and all others who are concerned with the proper and professional management of public housing developments.
- I pledge to try to make decisions in terms of the most economical and efficient method toward the best interests of all citizens, particularly those of low- and moderate-income. Decisions will provide an equal opportunity to all citizens, regardless of race, creed, sex, nationality, place of birth or age.
- I will recognize that my responsibility is not to make the day-to-day management decisions of the Authority, but to see that the DuPage Housing Authority is well run by carrying out policy making, planning, and appraisal functions, and by providing direction and taking formal action in support of these functions.
- I pledge to refuse to represent special interests or partisan politics or to use this Board for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by the DuPage County Board Chairman, my responsibility is to the entire community.
- I pledge that I will not receive, directly or indirectly, any fee, rebate, commission, discount, gratuity, or any other benefit, whether monetary or otherwise, for the proper professional discharge of my duties, except authorized expenses and other benefits.
- I will arrive at conclusions only after I have discussed matters fully with members of the professional staff and other Board members. Once a decision has been reached by the majority of the Board assembled at a meeting, I will support it graciously.
- I will recognize that the DuPage Housing Authority is vested with the whole Board assembled in meetings and that the powers of the Board will be vested with the Board thereof in office at any time.
- I pledge to support and to protect authority personnel in the performance of their duties. Where and when Commissioners are involved in the employment of staff,

I will vote to hire only competent and trained personnel who have been recommended by the Executive Director, otherwise I will support the Executive Director in the hiring and the handling of personnel matters without inappropriate involvement by the Board.

- I pledge to refer all complaints, including my personal criticisms, to the Executive Director, and only after the failure of administrative solution, will pursue such matters outside the Board while also recognizing the individual rights of a Commissioner as a citizen appointee and the responsibilities such appointment implies.
- I pledge to observe and enforce local and Federal laws and regulations, these Bylaws and all other pertinent rules and regulations pertaining to the Board and the Authority and housing represented by those entities.
- I pledge to respect the limited intent and scope of executive session and respect privileged communications from executive session and other sources for the privacy of the personnel and clients with whom we are involved.
- I pledge myself to place honesty, integrity, industriousness, compassion, and understanding above all else; to pursue my gainful efforts by study and dedication to the service to the DuPage Housing Authority and the people I serve will always be maintained at the highest possible level.
- I pledge to make diligent use of the time of the Board as a whole and to faithfully attend all meetings barring unforeseen conflicts, in which case I will promptly notify the Chairperson or designee while respecting the rights and commitments of other Commissioners and the DuPage Housing Authority the Board represents.
- I pledge myself to comply with the rules and regulations and principals of this Code of Professional Conduct, and I pledge myself to comply with all training and professional development requirements to retain my eligibility to be a Board member of the Authority.

## **Section 2. Code of Ethical Standards.**

All Board of Commissioners and DuPage Housing Authority staff will be bound by the following Code of Ethical Standards:

(a) The U.S. Department of Housing and Urban Development (HUD).

### **1. Public Housing Annual Contributions Contract (ACC):**

- a. In addition to any other applicable conflict of interest requirements, neither the DuPage Housing Authority nor any of its contractors or their subcontractors may enter into any contract, subcontract, or arrangement in connection with a project under this ACC in which any of the following classes of people that the DuPage Housing Authority has an interest, direct or indirect, during his or her tenure or for one year thereafter:
  - i. Any present or former member or officer of the governing body of the DuPage Housing Authority, or any member of the officer's immediate family. There will be excepted from this prohibition any present or former tenant Commissioner

- who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the resident corporation, the DuPage Housing Authority, or a business entity.
- ii. Any employee of the DuPage Housing Authority who formulates policy or who influences decisions with respect to the project(s), or any member of the employee's immediate family, or the employee's partner.
  - iii. Any public official, member of the local governing body, or State or local legislator, or any member of such individuals' immediate family, who exercises functions or responsibilities with respect to the project(s) or the DuPage Housing Authority.
- b. Any member of these classes of persons must disclose the member's interest or prospective interest to the DuPage Housing Authority and HUD.
  - c. The requirements of this may be waived by HUD for good cause, if permitted under State and local law. No person for whom a waiver is requested may exercise responsibilities or functions with respect to the contract to which the waiver pertains.
  - d. The provisions of this subsection will not apply to the *General Depository Agreement* entered into with an institution regulated by a Federal agency, or to utility service for which the rates are fixed or controlled by a State or local agency.
  - e. If public housing exists, nothing in this section will prohibit a tenant of the DuPage Housing Authority from serving on the governing body of the DuPage Housing Authority.
  - f. The DuPage Housing Authority may not hire an employee in connection with a project under this ACC if the prospective employee is an immediate family member of any person belonging to one of the following classes:
    - i. Any present or former member or officer of the governing body of the DuPage Housing Authority. There will be excepted from this prohibition any former tenant Commissioner who does not serve on the governing body of a resident corporation, and who otherwise does not occupy a policymaking position with the DuPage Housing Authority.
    - ii. Any employee of the DuPage Housing Authority who formulates policy or who influences decisions with respect to the project(s).
    - iii. Any public official, member of the local governing body, or State or local legislator, who exercises functions or responsibilities with respect to the project(s) or the DuPage Housing Authority.
  - g. The prohibition will remain in effect throughout the class member's tenure and for one year thereafter.
  - h. The class member will disclose to the DuPage Housing Authority and HUD the member's familial relationship to the prospective employee.
  - i. The requirements of this subsection may be waived by the DuPage Housing Authority Board of Commissioners for good cause, provided that such waiver is permitted by State and local law.
  - j. For purposes of this section, the term "immediate family member" means the spouse, mother, father, brother, sister, or child of a covered class member

(whether related as a full blood relative or as a “half” or “step” relative, e.g., a half-brother or stepchild).

**(b) State Conflict of Interest.** The DuPage Housing Authority and its Board will comply with all State and local Conflict of Interest and Ethics laws.

**(c) DuPage County Ethics Ordinance.** The DuPage Housing Authority and its Board will comply with the *DuPage County Ethics Ordinance of 2012*, and as amended.

**2. Uniform Administrative Requirements for State and Local Governments  
[2 CFR 200]:**

- a. Conflicts of Interest.** The DuPage Housing Authority, including the Board of Commissioners, must disclose in writing any potential conflict of interest in violation of (a) 1., above, to HUD.
- b. Mandatory Disclosures.** The Authority must disclose, in a timely manner, in writing to HUD all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the grants from HUD. Failure to make the required disclosure can result in remedies described at [2 CFR 200.338].