

**HAWAII PUBLIC HOUSING AUTHORITY
NOTICE OF MEETING
SPECIAL BOARD OF DIRECTORS MEETING**

July 1, 2006

10:00 a.m.

**677 Queen Street, Suite 300, Board Room
Honolulu, Hawaii 96813**

AGENDA

- I. CALL TO ORDER/ROLL CALL**
 - II. SELECTION OF CHAIRPERSON, PRO TEM**
 - III. ELECTION OF BOARD OFFICERS**
 - A. Chairperson
 - B. Vice-Chair
 - C. Secretary
 - IV. EXECUTIVE SESSION**
 - A. Discussion of personnel matters pursuant to §92-5(a)(2), Hawaii Revised Statutes as it relates to the following matters:
 - 1. Executive Director
 - 2. Executive Assistant
 - B. Discussion of duties and liabilities pursuant to §92-5(a)(4), Hawaii Revised Statutes as it relates to the establishment of the Hawaii Public Housing Authority
- The Board of Directors of the Hawaii Public Housing Authority anticipates convening in executive session pursuant to Sections 92-5(a)(2) and 92-5(a)(4), Hawaii Revised Statutes, to consult with the Board's attorney on questions and issues pertaining to personnel matters, and the Board's related powers, duties, privileges, immunities, and/or liabilities.
- V. DISCUSSION AND DECISION MAKING**
 - A. Adopt By-Laws for the Hawaii Public Housing Authority
 - B. Adopt Resolution No. 1 "Designating the Hawaii Public Housing Authority as the Public Housing Agency (PHA) for the State of Hawaii and Requesting Designation as a PHA by the U.S. Department of Housing and Urban Development"
 - C. Selection and Hiring of Executive Director and Executive Assistant
 - D. Delegation of Duties to the Executive Director of the Hawaii Public Housing Authority
 - VI. ADJOURNMENT**

If any person requires special needs (i.e. large print, taped materials, sign language interpreter, etc.), please call the Secretary to the Board at (808) 587-0647 by close of business two days prior to meeting date.

FOR ACTION

SUBJECT: Adopt By-Laws for the Hawaii Public Housing Authority

I. FACTS

- A. The proposed By-Laws of the Hawaii Public Housing Authority (HPHA) are being promulgated to effectuate and implement the purposes of Act 196, Session Laws of Hawaii 2005, as amended by Act 180, Session Laws of Hawaii 2006, which established the HPHA.
- B. The proposed By-Laws, attached hereto as Exhibit "1", provide the basic rules for the internal management of the HPHA and detail such issues as the election and duties of officers; duties of the Executive Director and Executive Assistant; and timing and procedures for board meetings.

II. DISCUSSION

The proposed By-Laws are substantively based upon the By-Laws of its predecessor agency, the Housing and Community Development Corporation of Hawaii.

III. RECOMMENDATION

That the HPHA Board of Directors adopt the proposed By-Laws attached hereto as Exhibit "1".

Attachments: Exhibit "1" – HPHA By-Laws

Prepared by: Mavis Masaki 
Reviewed by: Janice Takahashi 

Approved by the Board of Directors at its meeting on

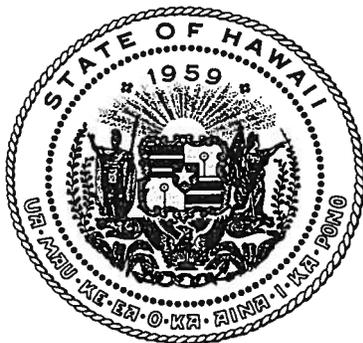


PLANNING OFFICE

Please take necessary action



EXECUTIVE DIRECTOR



**BY-LAWS OF THE
HAWAII PUBLIC HOUSING AUTHORITY**

Adopted July 1, 2006

**BY-LAWS OF THE
HAWAII PUBLIC HOUSING AUTHORITY**

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ARTICLE I. PREAMBLE

Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006, established the Hawaii Public Housing Authority ("Authority") to perform the function of developing and maintaining public housing.

These By-Laws are hereby promulgated to effectuate and implement the purposes of the Act.

ARTICLE II. STATEMENT OF MISSION AND PURPOSE

The Legislature has declared that Hawaii's greatest housing need is housing for those earning below fifty per cent and from fifty to eighty per cent of the median family income.

The Legislature has found that it is a public purpose to help the unsheltered homeless population or those who have a primary nighttime residence that is a public or private place not ordinarily used as a regular sleeping accommodation.

The Legislature has mandated that the Authority shall perform the function of developing and maintaining public housing, and ensuring that more homeless persons and families are being served and transitioned into permanent housing.

ARTICLE III. DEFINITIONS

Section 1. Definitions.

The following terms, whenever used herein, shall have the following respective meaning, unless a different meaning clearly appears from the context.

"Authority" means the Hawaii Public Housing Authority.

"Board" means the Board of Directors of the Hawaii Public Housing Authority.

"Board Secretary" means a director of the Authority who has been elected by the board to perform the duties described in Article V of these By-Laws.

"Bonds" means any bonds, interim certificates, notes, debentures, participation certificates, pass-through certificates, mortgage-backed obligations or other evidences of indebtedness of the Corporation issued pursuant to Act 196, Session Laws of Hawaii 2005, as amended by Act 180, Session Laws of Hawaii 2006.

"Chair" or "Chairperson" means a director of the Authority who has been elected by the Board to perform the duties described in Article V of these By-Laws.

"Designated representative" means the duly authorized designee of the Director of Human Services.

"Executive Assistant" means the Executive Assistant of the Authority who is employed by the Board, pursuant to Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006.

"Executive Director" means the Executive Director of the Authority who is employed by the Board, pursuant to Act 196, Session Laws of Hawaii, 2005 (Act), as amended by Act 180, Session Laws of Hawaii, 2006.

“Officers” means the duly selected officers of the Authority, which may include a Secretary and Treasurer, with such duties and responsibilities as may be determined by the Authority.

“Secretary to the Board” means any staff member of the Authority whose duties and responsibilities include providing the Board with the necessary secretarial and record-keeping support in order for the Authority to conduct its business.

ARTICLE IV. GENERAL PROVISIONS

Section 1. Name of the Authority.

The name of the Authority shall be the "Hawaii Public 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 date of establishment.

Section 3. Principal place of business.

The principal place of business and official mailing address of the Authority shall be 1002 North School Street, Honolulu, Hawaii 96817. The Authority may establish, by duly authorized resolution at its annual meeting, any other location in the City and County of Honolulu as its principal place of business. The Authority may designate such auxiliary or satellite offices where business may be transacted with the general public or on behalf of the Authority.

Section 4. Service of process; official notices.

All official notices to the Authority, including service of process where the Authority is either suing or is being sued, shall comply with applicable law and shall be served upon the Authority at its principal place of business.

Section 5. Business hours.

The Authority shall establish the business hours of the Authority in compliance with applicable State law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Official action by Board.

All official action of the Authority shall be established through the Board of Directors as established by law. The Board may delegate, in its discretion, any duties and responsibilities to the Executive Director as it deems necessary and proper to carry out the mission and purposes of the Authority.

Section 2. Quorum; compensation of directors.

Seven members to which the Board is entitled under law, shall constitute a quorum, whose affirmative vote shall be necessary for all actions by the Authority.

The directors shall receive no compensation for their services on the Board, but shall be entitled to reimbursement of necessary expenses, including but not limited to travel expenses, incurred by them in the performance of their duties.

Section 3. Officers of the Authority; term; vacancy.

The officers of the Authority shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer. All officers of the Authority shall be directors of the Authority, except as authorized by these By-Laws, and shall be elected by the Board at the Board's inaugural or annual meeting. The officers shall hold office for one year or until their successors are elected.

If any vacancy occurs for any reason, the vacancy shall be filled by the election of a successor officer from among the directors at any regular or special meeting of the Board to fill

out the remainder of the vacant term until the election of officers at the Board's next annual meeting.

The ex-officio member of the Board shall be ineligible to serve as Chairperson.

Section 4. Chairperson; duties.

The Chairperson shall be a director of the Authority and shall be elected by the Board at the Board's annual meeting. The Chairperson shall preside at all meetings of the Board and shall maintain order and proper procedures of the Board at all times.

Except as authorized by these By-Laws or by duly adopted resolution of the Board, the Authority together with the Secretary shall sign and execute all bonds and notes to which the Authority is a signatory.

For each meeting and upon proper notice as may be required by law, the Chairperson may submit such recommendations or items for information or for Board action as the Chairperson considers necessary and proper concerning the policies and procedures of the Authority.

The Chairperson from time to time and at any duly noticed meeting, may appoint from the directors of the Board two or more members of the Board to obtain facts and information on any specific matter or issue which is necessary and proper concerning the policies and procedures of the Authority, provided that the number of members of such a committee appointed by the Chairperson shall be in compliance with applicable law and shall be less than the number of directors required for a quorum.

Section 5. Vice-Chairperson; duties.

The Vice-Chairperson shall be a director of the Authority and shall be elected at the Board's annual meeting. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the resignation, removal or death of the Chairperson, the Vice-Chairperson shall perform all the duties imposed on the Chairperson until such time as the Board elects a successor Chairperson.

Section 6. Secretary; duties.

The Secretary shall be a director of the Authority and shall be elected at the Board's annual meeting. The Secretary shall perform the duties of the Chairperson in the absence of the Chairperson and the Vice-Chairperson.

The Secretary, together with the Chairperson, shall sign and execute all bonds and notes to which the Authority is a signatory.

The Secretary shall be responsible for maintaining all records of the Authority, including maintaining a record of the Board proceedings in a journal to be kept specifically for that purpose. The Secretary shall be responsible for keeping in safe custody the seal of the Authority and shall affix or cause to be affixed the corporate seal to all contracts or instruments which have been authorized by the Authority and which require the corporate seal.

The Secretary may delegate any of the duties described in this section to the Executive Director.

In the absence, incapacity or death of the Secretary, the Board may appoint the Executive Director or any qualified employee of the Authority to serve as Secretary "pro tem" in order to

fulfill the duties imposed upon the Secretary. The Secretary pro tem, together with the Chairperson, shall sign and execute all bonds and notes to which the Authority is a signatory.

Section 7. Treasurer; duties.

The Executive Director shall be the ex-officio Treasurer of the Authority and shall not be a director of the Authority. The Treasurer shall be responsible for the care, custody and safeguarding of all funds of the Authority, including depositing the funds in such banks or financial institutions as the Authority selects.

The Treasurer shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, Vice-Chairperson, and Secretary.

Section 8. Non-attendance of board members; expiration of term.

Notwithstanding the term of office, the term of a board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the board and where the board failed to constitute quorum necessary to transact business. The chair or acting chair of the board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence. This provision shall not apply to the ex officio member of the board.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Executive Director; duties, generally.

The Executive Director shall be employed by the Board and shall be responsible for the daily management of the Authority. The Executive Director shall have general supervision over the administration and business affairs of the Authority, pursuant to the direction of the Board.

Except for the inaugural meeting, at each annual meeting the Executive Director shall submit an annual report to the Board which shall include an account of the financial condition of the Authority and the status of any other matter which was brought to the Authority. The Executive Director may submit such status reports to the Board at any other time or when so requested by the Board.

The Executive Director, together with the Secretary, shall sign and execute all notes to which the Authority is a signatory. The Executive Director is empowered to execute any and all documents to which the Authority is a signatory, except as specifically limited by the Board.

Section 2. Delegation of duties; disability of Executive Director.

The Executive Director may delegate any of the duties described herein, to any qualified employee of the Authority for the efficient administration of the Authority's business; provided that, the Executive Director shall nevertheless be responsible for the proper performance of all such duties and responsibilities so delegated.

In the absence, incapacity or vacancy in the position of the Executive Director, the Executive Assistant of the Authority shall perform the duties of the Executive Director.

Section 3. Executive Assistant; duties, generally.

The Board shall employ an Executive Assistant who shall assist the Executive Director with the daily management of the Authority. The Executive Assistant shall perform such duties and responsibilities as determined by the Executive Director or the Board.

In the absence, incapacity or vacancy in the position of the Executive Director, the Executive Assistant shall assume the position and perform the duties of the Executive Director until the Board employs or appoints a successor Executive Director.

Section 4. Disbursement of funds.

Instruments or checks for the payment of money shall require the signature of 1) the Executive Director and 2) any qualified employee of the Authority who has been appointed by the Executive Director to countersign such instruments or checks.

Section 5. Employment of personnel.

The Executive Director, on behalf of the Authority, may employ such personnel as are necessary to carry out the business of the Authority, without ratification or approval of the Board. The employment and compensation of such personnel shall be pursuant to all applicable laws.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Authority shall be held on the third Thursday of July, at the regular scheduled meeting place of the Authority or at any designated meeting place. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next Thursday. Any and all business may be transacted at the annual meeting with adequate notice being given.

Section 2. Regular meeting of the Authority.

The regular meetings of the Authority shall be held on the third Thursday of each month, beginning at 9:00 a.m., except if such date is a legal holiday, then the regular meeting for such month shall be held on the next Thursday. The Board may change the date and time of any regularly scheduled meeting, provided however, that proper notice as prescribed by law, be given of such rescheduled meeting.

Section 3. Special and emergency meetings; notice.

The Chairperson may, when determined to be necessary, call a special meeting of the Authority. The notice of the special meeting shall conform with the notice requirements as provided by law, and the Authority shall discuss only the item or items for which the special meeting has been called.

The Chairperson may call an emergency meeting, pursuant to the requirements and procedures as required by law, upon a finding that an imminent peril to the health, safety or welfare of the public exists.

Section 4. Notice of meetings.

All notices of meetings shall adhere to the notice requirements as prescribed by law.

Section 5. Agenda; order of business.

The Board shall determine the conduct and order of business prior to any meeting, which may include the call to order, roll call, reading and approval of minutes, items for information, items for action, and the Executive Director's report.

Section 6. Executive session.

The Board may meet in executive session, closed to the public, only in accordance with applicable law. Minutes of the executive session shall be prepared and approved separately from the minutes of the board meeting.

Section 7. Minutes; resolutions.

Minutes of the board meetings, including the minutes of any executive session, shall be prepared and adopted by the Board by the next board meeting, or as soon as practicable. The minutes should provide a concise summary of the business which was conducted at the meeting, including the vote on any item and an accurate description of the substantive testimony on any item.

All corporate resolutions shall be recorded in a separate journal under the care and custody of the Secretary.

Section 8. Quorum; approval of actions.

A quorum shall consist of seven of the directors, or their designees where appropriate, and the affirmative vote of at least seven of the directors shall be required to make any action of the Authority valid.

Section 9. Conduct of meetings.

The Chairperson shall conduct the meetings consistent with the procedure contained in the most recent edition of Robert's Rules of Order.

ARTICLE VIII. OTHER PROVISIONS

Section 1. Amendments to by-laws.

The By-Laws may be amended by the Board at any regular, special or annual meeting of the Authority.

Section 2. Severability.

If any provision in the By-Laws is deemed to be illegal or in violation of any statute, rule or regulation, then that provision shall be deemed to be null and void without affecting any other provision in these By-Laws.

FOR ACTION

SUBJECT: Adopt Resolution No. 1 "Designating the Hawaii Public Housing Authority as the Public Housing Agency (PHA) for the State of Hawaii and Requesting Designation as a PHA by the U.S. Department of Housing and Urban Development"

I. FACTS

The proposed Resolution is being promulgated to designate the Hawaii Public Housing Authority (HPHA) as the Public Housing Agency (PHA) for the State of Hawaii from the U.S. Department of Housing and Urban Development (HUD). The proposed Resolution is attached hereto as Exhibit "1".

II. DISCUSSION

A. The proposed Resolution is based upon a Resolution of the HPHA's predecessor agency, the Housing and Community Development Corporation of Hawaii.

B. The Resolution is a statement of the HPHA's intent to seek HUD designation as the State of Hawaii's public housing agency.

III. RECOMMENDATION

That the HPHA Board of Directors adopt the proposed Resolution attached hereto as Exhibit "1".

Attachments: Exhibit "1" – HPHA Resolution No. 1

Prepared by: Mavis Masaki 
Reviewed by: Janice Takahashi 

**Approved by the Board of Directors at its meeting on
JUL - 1 2006**

PLANNING OFFICE

Please take necessary action


EXECUTIVE DIRECTOR

RESOLUTION NO. 1

**DESIGNATING THE
HAWAII PUBLIC HOUSING AUTHORITY AS THE PUBLIC HOUSING AGENCY
(PHA) FOR THE STATE OF HAWAII AND REQUESTING DESIGNATION AS A PHA
BY THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT**

WHEREAS, since 1935, because of a lack of safe, decent, sanitary, and affordable dwelling accommodations in various areas of the State, many persons and families have been forced to reside in unsafe and unsanitary dwelling units which has resulted in congested and overcrowded urban areas; and

WHEREAS, in 1945, to address the problem of unsafe and unsanitary dwelling accommodations and to account for the housing needs of low-income and economically distressed persons, the legislature established the Hawaii Housing Authority (HHA) as a public body and a body corporate and politic with perpetual existence; and

WHEREAS, the HHA was qualified for and was designated the public housing agency (PHA) for the State of Hawaii by the U.S. Department of Housing and Urban Development (HUD), pursuant to 24 CFR Section 5.1000, et seq.; and

WHEREAS, pursuant to Act 350, Session Laws of Hawaii (SLH) 1997 (Act 350), the legislature consolidated the housing functions of several housing agencies, including the HHA, under the auspices of the Housing and Community Development Corporation of Hawaii (HCDCH); and

WHEREAS, Act 350 specifically authorized the HCDCH to assume the mission and purposes of the HHA, including designation as the PHA for the State of Hawaii under which federal funds and benefits may be received to address the housing needs of low-income and poverty level persons and families; and

WHEREAS, pursuant to Act 196, SLH 2005, as amended by Act 180, SLH 2006 (Act 196, as amended), the housing functions of the HCDCH were reorganized into the Hawaii Public Housing Authority (Authority) and the Hawaii Housing Finance and Development Corporation; and

WHEREAS, Act 196, as amended, specifically authorized the Authority to be designated as the PHA for the State of Hawaii under which federal funds and benefits may be received to address the housing needs of low-income and poverty level persons and families; and

WHEREAS, the Authority is committed to fulfilling its mission as the PHA for the State and providing all necessary services in the areas of low-income and public housing; now, therefore;

BE IT RESOLVED, that the Authority hereby confirms its commitment to be the designated PHA for the State of Hawaii and also reaffirms all of the obligations attendant to that designation in order to fulfill the housing needs of persons and families who are eligible and qualify for low-income or public housing; and

BE IT FURTHER RESOLVED, that the Authority hereby affirms its intent to seek designation as the PHA for the State of Hawaii from HUD and accordingly, hereby authorizes the Executive Director of the Authority to do all things necessary and proper to obtain such designation.

THE UNDERSIGNED hereby certifies that the foregoing Resolution was duly adopted by the Directors of the Hawaii Public Housing Authority on July 1, 2006.





CHARLES A. STED, Chairperson

V. DISCUSSION AND DECISION MAKING

**C. Selection and Hiring of Executive
Director and Executive Assistant**

FOR ACTION

SUBJECT: Delegation of Duties to the Executive Director of the Hawaii Public Housing Authority

I. FACTS

- A. The purpose of delegating certain duties to the Executive Director is in the interest of the efficient day-to-day operation and management of the Hawaii Public Housing Authority (HPHA), and allows the Board to concentrate on setting policy for the HPHA.
- B. Specific responsibilities were delegated to the previous Executive Directors of the Housing and Community Development Corporation of Hawaii and its predecessor agencies, the Housing Finance and Development Corporation and the Hawaii Housing Authority.

II. DISCUSSION

The specific duties that are proposed to be delegated to the Executive Director are as follows:

- A. Authorize litigation or other service of process for collection accounts, where all reasonable efforts to collect have failed; and
- B. As permitted by law, and, where applicable, subject to the receipt of written approval by the U.S. Department of Housing and Urban Development, approve all contracts, including change orders, and report monthly to the Board on any contracts and change orders approved by the Executive Director over \$100,000.

III. RECOMMENDATION

That the HPHA Board of Directors approve the delegation of the aforementioned duties to the Executive Director.

Prepared by: Mavis Masaki, PEO
Reviewed by: Janice Takahashi, PEO



**Approved by the Board of Directors at its meeting on
JUL - 1 2006**

PLANNING OFFICE

Please take necessary action


EXECUTIVE DIRECTOR