



10400 Detrick Avenue
Kensington, Maryland 20895
240-627-9425

EXPANDED AGENDA
SPECIAL SESSION – MARCH 25, 2020
Hearing Room – 12:00 noon

		Res #
12:00 p.m.	<u>SPECIAL SESSION MEETING (OPEN)</u>	
	Teleconference Dial-in: 1 (855) 552-4463; Meeting ID: 2669 31 2502	
Page 3	I. <u>ITEMS REQUIRING DELIBERATION and/or ACTION</u> A. Approval to Amend the Bylaws of the Housing Opportunities Commission of Montgomery County	20-26 (pg 4)
12:10 p.m.	<u>ADJOURN</u>	
	<u>ADMINISTRATIVE SESSION (CLOSED)</u>	
12:15 p.m.	<u>ADMINISTRATIVE SESSION</u> <i>A closed Special Administrative Session will be called to order pursuant to Section 3-305(b)(13) of the General Provisions Article of the Annotated Code of Maryland</i>	

NOTES:

1. This Agenda is subject to change without notice.
2. Public participation is permitted on Agenda items in the same manner as if the Commission was holding a legislative-type Public Hearing.
3. ***Times are approximate and may vary depending on length of discussion.***
4. *These items are listed "For Future Action" to give advance notice of coming Agenda topics and not for action at this meeting.
5. Commission briefing materials are available in the Commission offices the Monday prior to a Wednesday meeting.

If you require any aids or services to fully participate in this meeting, please call (240) 627-9425 or email commissioners@hocmc.org.

Deliberation

and/or

Action

APPROVAL TO AMEND THE BYLAWS OF THE HOUSING OPPORTUNITIES COMMISSION OF MONTGOMERY COUNTY

MARCH 25, 2020

- Due to the outbreak of the coronavirus disease COVID-19, in March 2020 Governor Larry Hogan declared a state of emergency and the President of the United States proclaimed that the outbreak of COVID-19 is a national emergency.
- Throughout the month of March, a number of government actions have imposed measures to increase social distancing, including limiting community gatherings to ten (10) people.
- HOC's Bylaws provide the following:
 - At HOC's regular monthly meeting, at least two (2) Commissioners must be physically present.
 - Actions taken at a special session or an emergency special session at which there is less than a quorum physically present, must be ratified at the next regular open meeting.
 - At the Annual Meeting, a quorum must consist of four (4) Commissioners physically present.
- In order to comply with the current governmental directives and to accommodate future states of emergency, HOC's bylaws should be amended as follows:
 - During a federal, state, and/or local state of emergency, all Commissioners may participate in HOC's regular monthly meetings and the Annual Meeting via teleconference or other electronic mediums, and any ratifications of special and/or emergency meetings may be approved in an open meeting in which all Commissioners participate remotely.

RESOLUTION: 20 - 26

RE: Approval of the Second Amended and Restated Bylaws of the Housing Opportunities Commission of Montgomery County

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC” or “Commission”), a public body corporate and politic duly created, organized, and existing under the laws of the State of Maryland, is authorized pursuant to the Housing Authorities Law, organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland (the “Act”), to carry out and effectuate the purpose of providing affordable housing and is governed by the Act and its bylaws;

WHEREAS, the Commission’s bylaws provide that, (A) at HOC’s regular monthly open meetings, one or more Commissioners may participate and vote on matters by teleconference or electronic medium as long as a quorum of the Commission participates, with at least two (2) Commissioners physically present; (B) at the Annual Meeting, a quorum must consist of four (4) Commissioners physically present; (C) at a special HOC meeting, actions taken at a special meeting at which less than a quorum is physically present must be ratified at a regular open meeting; and (D) at an emergency special HOC meeting, any resolution passed or other action taken at an emergency special meeting will be presented for ratification at the next regular open meeting;

WHEREAS, the President of the United States proclaimed that the outbreak of the coronavirus disease COVID-19 (“COVID-19”) constitutes a national emergency and Maryland Governor Larry Hogan declared a state of emergency;

WHEREAS, the ongoing response to COVID-19 requires the community to participate in social distancing measures, which includes participating in meetings remotely;

WHEREAS, there will be future states of emergency that will require flexibility in how the Commissioners participate in HOC’s open meetings;

WHEREAS, in order to adequately respond to the current state of emergency and any future states of emergency, staff recommends amending HOC’s bylaws to allow HOC to continue to operate and transact business; and

WHEREAS, HOC’s bylaws shall be amended by adding the following provision: “Article III – MEETINGS, Section 11. *State of Emergency*. Notwithstanding anything in these Second Amended and Restated Bylaws to the contrary, in the event there is a federal, state, and/or local state of emergency, or other similar governmental emergency, all the Commissioners may participate and vote on matters by teleconference or electronic medium at the Annual Meeting, at any regular monthly open meeting, and at any closed meeting, as long as (i) a quorum of the Commission

participates, and (ii) all Commissioners and staff (and, for open meetings, members of the public) can communicate, interact, and view all materials clearly. If a resolution or action is taken at a special meeting or an emergency special meeting, any required ratification may be presented and approved at a regular monthly open meeting in which all Commissioners participate via teleconference or electronic medium.”

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County hereby approves and adopts the Second Amended and Restated Bylaws.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at an open special session conducted on March 25, 2020.

S
E
A
L

Patrice M. Birdsong
Special Assistant to the Commission

Housing Opportunities Commission of Montgomery County

SECOND AMENDED AND RESTATED BYLAWS

ARTICLE I – THE COMMISSION

- Section 1. *Name of the Commission.* The name of the Commission shall be “The Housing Opportunities Commission of Montgomery County”.
- Section 2. *Seal of the Commission.* The seal of the Commission shall bear the name of the Commission and the year of its organization.
- Section 3. *Office of the Commission.* The office of the Commission shall be at 10400 Detrick Avenue, Kensington, Maryland 20895. The Commission may hold its meetings at its offices or such other place as it may designate by resolution.

ARTICLE II – OFFICERS

- Section 1. *Officers.* The officers of the Commission shall be a Chair, Vice-Chair, Chair Pro Tem and a Secretary-Treasurer.
- Section 2. *Chair.* The Chair shall preside at all meetings of the Commission. Except as otherwise authorized by resolutions of the Commission, the Chair shall sign all contracts, deeds, and other instruments made by the Commission. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Commission.
- Section 3. *Vice-Chair.* The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and, in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until the Commission shall select a new Chair.
- Section 4. *Chair Pro Tem.* The Chair Pro Tem shall perform the duties of the Chair in the absence or incapacity of the Chair and Vice-Chair.
- Section 5. *Secretary-Treasurer.* The Commission may employ a Secretary-Treasurer who shall serve as Executive Director. The Secretary-Treasurer shall keep the records of the Commission, shall act as Secretary of the meetings of the Commission and shall be responsible for having records maintained of all votes. A record of all

the proceedings of the Commission in a journal of proceedings shall be kept for such purpose in accordance with the State Public Information Act, Article 10-600 of the State Government Article (the "Public Information Act"). The Secretary-Treasurer shall perform all duties incident to such office. The Secretary-Treasurer shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Commission.

The Secretary-Treasurer shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks and in such manner, as the Commission shall determine by resolution. Except as otherwise authorized by resolution, the Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Commission.

The Secretary-Treasurer shall provide for the maintenance of regular books of accounts showing receipts and expenditures and shall render to the Commission, upon request but not less than quarterly, an account of all transactions and also of the financial condition of the Commission.

The Commission shall determine the compensation of the Secretary-Treasurer provided that a temporary appointee selected from among the Commissioners of the Commission shall serve without compensation, other than the payment of necessary expenses.

Section 6.

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

Section 7.

Election or Appointment. The Chair, Vice-Chair, and Chair Pro Tem shall be elected at the Annual Meeting of the Commission and annually thereafter, from among the Commissioners of the Commission, and shall hold office for one year or until their successors are elected and qualified. The Commission shall appoint the Secretary-Treasurer. Any person appointed to fill the office of Secretary-Treasurer, or any vacancy therein, shall have such term as the Commission fixes, but no Commissioner shall be eligible to this office except as a temporary appointee.

Section 8.

Vacancies. Should the office of Chair, Vice-Chair, or Chair Pro Tem come vacant, the Commission shall elect a successor from its membership at the next regular meeting, and such an election shall be for the unexpired term of said office. When the office of Secretary-

Treasurer becomes vacant, the Commission shall appoint a successor, as aforesaid.

Section 9.

Additional Personnel. The Commission 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 and all other laws of the State of Maryland and Montgomery County applicable thereto. The selection and compensation of such personnel (including the Secretary-Treasurer) shall be determined by the Commission, subject to the laws of the State of Maryland.

ARTICLE III – MEETINGS

Section 1.

Annual Meeting. The Annual Meeting of the Commission shall be held on the first regular meeting day of the Commission in the month of February at such location as shall be designated by the Commission.

Section 2.

Regular Monthly Open Meetings. The Commission shall hold regular monthly open meetings for the purpose of conducting any or all of its business at such time and location as it may determine by resolution or subject to a call by the Chair, provided that no less than one such regular meeting shall be held each month; provided, however, that the Chair and Executive Director may agree not to convene a regular monthly meeting in a specific month so long as the Commission provides the public with reasonable advance notice thereof in accordance with the State Open Meetings Act, Section 3-101 et seq. of General Provisions Article of the Maryland Annotated Code (the “Open Meetings Act”). One or more Commissioners may participate and vote on matters at a regular open meeting by teleconference or electronic medium as long as (i) a quorum of the Commission participates, with at least two (2) Commissioners physically present and the remainder of the quorum participating through a teleconference or other electronic medium; and (ii) all Commissioners, staff and members of the public can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting. Notwithstanding the above, at the Annual Meeting, a quorum must consist of four (4) Commissioners physically present.

Section 3.

Special Meetings. The Chair of the Commission may, when deemed expedient, at his/her own discretion or upon the written request of the Executive Director or three (3) members of the Commission, call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting

may be delivered in person to each member of the Commission, mailed to the business or home address of each member of the Commission, or communicated by electronic medium providing for evidence of receipt at least one day prior to the date of such special meeting, so long as the Commission provides the public with reasonable advance notice thereof as soon as practicable in accordance with the Open Meetings Act. At such special meeting, no business shall be considered other than as designated in the call and announced to the public. Some or all of the Commissioners may participate and vote in the special meeting by teleconference or other electronic media as long as (i) a quorum of the Commission participates; (ii) all Commissioners and staff (and, for open meetings, members of the public who wish to participate) can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; (iii) the public is provided sufficient and reasonable advance notice of the telephone number and/or other method to participate; and (iv) any resolution passed or other action taken at any special meeting at which there is less than a quorum physically present will be presented for ratification at the next regular open meeting. If a quorum of the members of the Commission participate in a special meeting, either in person or through telephone or other electronic media, any and all business may be transacted at such special meeting; provided, however, that actions taken at a special meeting at which less than a quorum is physically present must be ratified at a regular open meeting of the Commissioners. Action at such a special meeting shall be taken only by majority vote of the participating Commissioners and such action shall be recorded in the minutes to be adopted at the next regular open meeting of the Commission.

Section 4.

Emergency Special Meetings. In the event of an emergency requiring immediate action when there is insufficient time to provide the notice required above and it is not feasible to delay action to a regular meeting, and/or it is not possible to physically convene the Commission, an emergency special meeting by teleconference or other electronic media may be convened by the Chair (or in the absence of the Chair, by the Vice-Chair, or Chair Pro Tem as the case may be), provided that (i) a quorum of the Commission participates, (ii) all Commissioners and staff (and for open meeting, any members of the public who wish to participate) can communicate and interact with each other clearly during the period of time scheduled for deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; and (iii) any resolution passed or other action taken at any emergency special meeting will be presented for ratification at the next regular open meeting with suitable provision for

notice of the agenda. Action at such an emergency special meeting may be taken only when at least four (4) members of the Commission concur and such action. Any materials provided to the Commissioners for consideration, to the extent not protected from disclosure under the Open Meetings Act, shall be included in the minutes to be adopted at the next regular meeting of the Commission.

Section 5.

Quorum. The powers of the Commission shall be vested in the Commissioners thereof in office from time to time. A simple majority of the seven-member Commission, irrespective of vacancies (four (4) 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 convene from time to time until a quorum is obtained. When a quorum is obtained for deliberation and participation, action may be taken by the Commission upon a majority vote provided that no less than three (3) votes are cast on the matter. For the purpose of the foregoing, a vote shall be any vote other than an abstention

Section 6.

Order of Business. At the regular meetings of the Commission, the order of business shall be set by the Chair and provided to the Commission in advance of the meeting.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Commission.

Section 7.

Manner of Voting. The voting on all questions coming before the Commission shall be by voice vote. At the order of the Chair, a roll call vote may be taken with the Chair voting last. The yeas and nays shall be entered upon the minutes of such meeting. In special circumstances when additional information is requested or additional time is required in order to fully deliberate on a particular component matter within a resolution, but the matter is time-sensitive and cannot wait until the next regular open meeting or special meeting for action, the Chair may (at the request of another Commissioner or the Executive Director) permit a motion to approve a resolution with instructions that approval as to said particular component matter of the resolution is conditioned on the subsequent approval by the Commission through a vote by telephonic conference call or other electronic medium, including electronic mail, provided that (i) a quorum of Commissioners participates in the subsequent vote; (ii) the Commissioners and staff can interact with each other clearly and view all the relevant materials and information being presented for consideration; and (iii) any action taken is presented for ratification at the next regular open meeting. The vote (whether by phone or electronic medium) and the materials presented to the Commissioners for consideration prior to the vote, to the extent not protected from disclosure under the Open Meetings Act, will be

recorded in the minutes to be approved at the next regular open meeting.

Section 8. *Notice and Conduct of Meeting.* All meetings of the Commission and notices with regard to its actions shall be performed in compliance with the applicable provisions of the Maryland Public Information Act and Open Meetings Act. Where permitted, every effort shall be made to provide notice by electronic communication in accordance with law. The rules of parliamentary practice and procedure as set forth in the latest published edition of Robert's Rules of Order shall govern the Commission in all matters not provided for herein.

Section 9. A written agenda shall be prepared for each meeting by the Chair or in the manner established by resolution. The agenda shall include an order of proceeding and description of items for consideration.

Section 10. Any Commissioner may move to add to or delete any item from the agenda.

Section 11. *State of Emergency.* Notwithstanding anything in these Second Amended and Restated Bylaws to the contrary, in the event there is a federal, state, and/or local state of emergency, or other similar governmental emergency, all the Commissioners may participate and vote on matters by teleconference or electronic medium at the Annual Meeting, at any regular monthly open meeting, and at any closed meeting, as long as (i) a quorum of the Commission participates, and (ii) all Commissioners and staff (and, for open meetings, members of the public) can communicate, interact, and view all materials clearly. If a resolution or action is taken at a special meeting or an emergency special meeting, any required ratification may be presented and approved at a regular monthly open meeting in which all Commissioners participate via teleconference or electronic medium.

ARTICLE IV – AMENDMENTS

Section 1. *Amendments to the By-laws.* The by-laws of the Commission shall be amended only with the approval of at least four of the members of the Commission at a regular or special meeting. But no such amendments shall be adopted unless at least three days written notice thereof has been previously given to all members of the Commission.

ARTICLE V – INDEMNITY

Section 1.

The Commission shall indemnify any person who was or is a party or is threatened to be a party to any action, suit or proceeding whether civil, criminal or administrative by reason of the fact that the party is or was a Commissioner, officer or member of the Commission or is or was serving at the request thereof as a Commissioner, officer or member of another corporation or as an official of any other entity, against expenses (including attorney's fees), judgments, awards, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. If the actions were in good faith, performed in discharge of reasonably believed to be in, or not opposed duties authorized by law and in a manner to, the best interests of the Commission and, with respect to any criminal action or proceeding by judgment. Order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith. Or in discharge of duties authorized by law or in a manner that was reasonably believed to be in. Or not opposed to, the best interests of the Commission, and with respect to any criminal action or proceedings, that there existed no reasonable cause to believe that the conduct was lawful.

Section 2.

The indemnification provided herein shall not be deemed exclusive of any other rights to which a person seeking indemnification there under may be entitled under any by-law, agreement or otherwise. The indemnification shall continue as to a person who has ceased to be a Commissioner, officer or member, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 3.

The Commission shall have power to purchase or reimburse the cost of insurance on behalf of any person who is or was a Commissioner, officer or member thereof, or is or was serving at the request of the Commission as a director, officer or member of any other entity, against any liability asserted which may be incurred in any such capacity, or arising out of such status, whether or not the Commission would have the power to indemnify against such liability under the provisions of Section 1 herein.

Section 4.

Anything to the contrary notwithstanding, no Commissioner, officer, or member shall be indemnified against any liability to which he would otherwise be subject to by reason of willful misfeasance, malice, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office.

I HEREBY CERTIFY that the attached is a true and correct copy of the Second Amended and Restated Bylaws of the Housing Opportunities Commission of Montgomery County, adopted by the Commissioners on March 25, 2020.

S
E
A
L

Patrice M. Birdsong
Special Assistant to the Commissioners

Date: _____

RESOLUTION: 20 -26

RE: Approval of the Second Amended and Restated Bylaws of the Housing Opportunities Commission of Montgomery County

WHEREAS, the Housing Opportunities Commission of Montgomery County (“HOC” or “Commission”), a public body corporate and politic duly created, organized, and existing under the laws of the State of Maryland, is authorized pursuant to the Housing Authorities Law, organized under Division II of the Housing and Community Development Article of the Annotated Code of Maryland (the “Act”), to carry out and effectuate the purpose of providing affordable housing and is governed by the Act and its bylaws;

WHEREAS, the Commission’s bylaws provide that at HOC’s regular monthly open meetings, one or more Commissioners may participate and vote on matters by teleconference or electronic medium as long as a quorum of the Commission participates, with at least two (2) Commissioners physically present;

WHEREAS, taking into account the technological advancements in remote meetings and potential situations wherein it is advisable to participate in meetings remotely, including states of emergency and other similar constraints, staff recommends amending HOC’s bylaws; and

WHEREAS, Article III, Section 2 of HOC’s bylaws shall be amended as follows: *“Regular Monthly Open Meetings.* The Commission shall hold regular monthly open meetings for the purpose of conducting any or all of its business at such time and location as it may determine by resolution or subject to a call by the Chair, provided that no less than one such regular meeting shall be held each month; provided, however, that the Chair and Executive Director may agree not to convene a regular monthly meeting in a specific month so long as the Commission provides the public with reasonable advance notice thereof in accordance with the State Open Meetings Act, Section 3-101 et seq. of General Provisions Article of the Maryland Annotated Code (the “Open Meetings Act”). One or more Commissioners may participate and vote on matters at a regular open meeting by teleconference or electronic medium as long as (i) a quorum of the Commission participates, ~~with at least two (2) Commissioners physically present and the remainder of the quorum participating through a teleconference or other electronic medium;~~ and (ii) all Commissioners, staff and members of the public can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting. Notwithstanding the above, at the Annual Meeting, a quorum must consist of four (4) Commissioners physically present.”

NOW, THEREFORE, BE IT RESOLVED that the Housing Opportunities Commission of Montgomery County hereby approves and adopts the Second Amended and Restated Bylaws.

I **HEREBY CERTIFY** that the foregoing Resolution was adopted by the Housing Opportunities Commission of Montgomery County at an open special session conducted on March 25, 2020.

S
E
A
L

Patrice M. Birdsong
Special Assistant to the Commission

Housing Opportunities Commission of Montgomery County

SECOND AMENDED AND RESTATED BYLAWS

ARTICLE I – THE COMMISSION

- Section 1. *Name of the Commission.* The name of the Commission shall be “The Housing Opportunities Commission of Montgomery County”.
- Section 2. *Seal of the Commission.* The seal of the Commission shall bear the name of the Commission and the year of its organization.
- Section 3. *Office of the Commission.* The office of the Commission shall be at 10400 Detrick Avenue, Kensington, Maryland 20895. The Commission may hold its meetings at its offices or such other place as it may designate by resolution.

ARTICLE II – OFFICERS

- Section 1. *Officers.* The officers of the Commission shall be a Chair, Vice-Chair, Chair Pro Tem and a Secretary-Treasurer.
- Section 2. *Chair.* The Chair shall preside at all meetings of the Commission. Except as otherwise authorized by resolutions of the Commission, the Chair shall sign all contracts, deeds, and other instruments made by the Commission. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Commission.
- Section 3. *Vice-Chair.* The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and, in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until the Commission shall select a new Chair.
- Section 4. *Chair Pro Tem.* The Chair Pro Tem shall perform the duties of the Chair in the absence or incapacity of the Chair and Vice-Chair.
- Section 5. *Secretary-Treasurer.* The Commission may employ a Secretary-Treasurer who shall serve as Executive Director. The Secretary-Treasurer shall keep the records of the Commission, shall act as Secretary of the meetings of the Commission and shall be responsible for having records maintained of all votes. A record of all

the proceedings of the Commission in a journal of proceedings shall be kept for such purpose in accordance with the State Public Information Act, Article 10-600 of the State Government Article (the "Public Information Act"). The Secretary-Treasurer shall perform all duties incident to such office. The Secretary-Treasurer shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Commission.

The Secretary-Treasurer shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks and in such manner, as the Commission shall determine by resolution. Except as otherwise authorized by resolution, the Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Commission.

The Secretary-Treasurer shall provide for the maintenance of regular books of accounts showing receipts and expenditures and shall render to the Commission, upon request but not less than quarterly, an account of all transactions and also of the financial condition of the Commission.

The Commission shall determine the compensation of the Secretary-Treasurer provided that a temporary appointee selected from among the Commissioners of the Commission shall serve without compensation, other than the payment of necessary expenses.

Section 6.

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

Section 7.

Election or Appointment. The Chair, Vice-Chair, and Chair Pro Tem shall be elected at the Annual Meeting of the Commission and annually thereafter, from among the Commissioners of the Commission, and shall hold office for one year or until their successors are elected and qualified. The Commission shall appoint the Secretary-Treasurer. Any person appointed to fill the office of Secretary-Treasurer, or any vacancy therein, shall have such term as the Commission fixes, but no Commissioner shall be eligible to this office except as a temporary appointee.

Section 8.

Vacancies. Should the office of Chair, Vice-Chair, or Chair Pro Tem come vacant, the Commission shall elect a successor from its membership at the next regular meeting, and such an election shall be for the unexpired term of said office. When the office of Secretary-

Treasurer becomes vacant, the Commission shall appoint a successor, as aforesaid.

Section 9.

Additional Personnel. The Commission 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 and all other laws of the State of Maryland and Montgomery County applicable thereto. The selection and compensation of such personnel (including the Secretary-Treasurer) shall be determined by the Commission, subject to the laws of the State of Maryland.

ARTICLE III – MEETINGS

Section 1.

Annual Meeting. The Annual Meeting of the Commission shall be held on the first regular meeting day of the Commission in the month of February at such location as shall be designated by the Commission.

Section 2.

Regular Monthly Open Meetings. The Commission shall hold regular monthly open meetings for the purpose of conducting any or all of its business at such time and location as it may determine by resolution or subject to a call by the Chair, provided that no less than one such regular meeting shall be held each month; provided, however, that the Chair and Executive Director may agree not to convene a regular monthly meeting in a specific month so long as the Commission provides the public with reasonable advance notice thereof in accordance with the State Open Meetings Act, Section 3-101 et seq. of General Provisions Article of the Maryland Annotated Code (the “Open Meetings Act”). One or more Commissioners may participate and vote on matters at a regular open meeting by teleconference or electronic medium as long as (i) a quorum of the Commission participates; and (ii) all Commissioners, staff and members of the public can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting. Notwithstanding the above, at the Annual Meeting, a quorum must consist of four (4) Commissioners physically present.

Section 3.

Special Meetings. The Chair of the Commission may, when deemed expedient, at his/her own discretion or upon the written request of the Executive Director or three (3) members of the Commission, call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered in person to each member of the Commission, mailed to the business or home address of each member of the Commission, or communicated by electronic medium providing for

evidence of receipt at least one day prior to the date of such special meeting, so long as the Commission provides the public with reasonable advance notice thereof as soon as practicable in accordance with the Open Meetings Act. At such special meeting, no business shall be considered other than as designated in the call and announced to the public. Some or all of the Commissioners may participate and vote in the special meeting by teleconference or other electronic media as long as (i) a quorum of the Commission participates; (ii) all Commissioners and staff (and, for open meetings, members of the public who wish to participate) can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; (iii) the public is provided sufficient and reasonable advance notice of the telephone number and/or other method to participate; and (iv) any resolution passed or other action taken at any special meeting at which there is less than a quorum physically present will be presented for ratification at the next regular open meeting. If a quorum of the members of the Commission participate in a special meeting, either in person or through telephone or other electronic media, any and all business may be transacted at such special meeting; provided, however, that actions taken at a special meeting at which less than a quorum is physically present must be ratified at a regular open meeting of the Commissioners. Action at such a special meeting shall be taken only by majority vote of the participating Commissioners and such action shall be recorded in the minutes to be adopted at the next regular open meeting of the Commission.

Section 4.

Emergency Special Meetings. In the event of an emergency requiring immediate action when there is insufficient time to provide the notice required above and it is not feasible to delay action to a regular meeting, and/or it is not possible to physically convene the Commission, an emergency special meeting by teleconference or other electronic media may be convened by the Chair (or in the absence of the Chair, by the Vice-Chair, or Chair Pro Tem as the case may be), provided that (i) a quorum of the Commission participates, (ii) all Commissioners and staff (and for open meeting, any members of the public who wish to participate) can communicate and interact with each other clearly during the period of time scheduled for deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; and (iii) any resolution passed or other action taken at any emergency special meeting will be presented for ratification at the next regular open meeting with suitable provision for notice of the agenda. Action at such an emergency special meeting may be taken only when at least four (4) members of the Commission concur and such action. Any materials provided to the

Commissioners for consideration, to the extent not protected from disclosure under the Open Meetings Act, shall be included in the minutes to be adopted at the next regular meeting of the Commission.

Section 5.

Quorum. The powers of the Commission shall be vested in the Commissioners thereof in office from time to time. A simple majority of the seven-member Commission, irrespective of vacancies (four (4) 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 convene from time to time until a quorum is obtained. When a quorum is obtained for deliberation and participation, action may be taken by the Commission upon a majority vote provided that no less than three (3) votes are cast on the matter. For the purpose of the foregoing, a vote shall be any vote other than an abstention

Section 6.

Order of Business. At the regular meetings of the Commission, the order of business shall be set by the Chair and provided to the Commission in advance of the meeting.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Commission.

Section 7.

Manner of Voting. The voting on all questions coming before the Commission shall be by voice vote. At the order of the Chair, a roll call vote may be taken with the Chair voting last. The yeas and nays shall be entered upon the minutes of such meeting. In special circumstances when additional information is requested or additional time is required in order to fully deliberate on a particular component matter within a resolution, but the matter is time-sensitive and cannot wait until the next regular open meeting or special meeting for action, the Chair may (at the request of another Commissioner or the Executive Director) permit a motion to approve a resolution with instructions that approval as to said particular component matter of the resolution is conditioned on the subsequent approval by the Commission through a vote by telephonic conference call or other electronic medium, including electronic mail, provided that (i) a quorum of Commissioners participates in the subsequent vote; (ii) the Commissioners and staff can interact with each other clearly and view all the relevant materials and information being presented for consideration; and (iii) any action taken is presented for ratification at the next regular open meeting. The vote (whether by phone or electronic medium) and the materials presented to the Commissioners for consideration prior to the vote, to the extent not protected from disclosure under the Open Meetings Act, will be recorded in the minutes to be approved at the next regular open meeting.

Section 8. *Notice and Conduct of Meeting.* All meetings of the Commission and notices with regard to its actions shall be performed in compliance with the applicable provisions of the Maryland Public Information Act and Open Meetings Act. Where permitted, every effort shall be made to provide notice by electronic communication in accordance with law. The rules of parliamentary practice and procedure as set forth in the latest published edition of Robert's Rules of Order shall govern the Commission in all matters not provided for herein.

Section 9. A written agenda shall be prepared for each meeting by the Chair or in the manner established by resolution. The agenda shall include an order of proceeding and description of items for consideration.

Section 10. Any Commissioner may move to add to or delete any item from the agenda.

ARTICLE IV – AMENDMENTS

Section 1. *Amendments to the By-laws.* The by-laws of the Commission shall be amended only with the approval of at least four of the members of the Commission at a regular or special meeting. But no such amendments shall be adopted unless at least three days written notice thereof has been previously given to all members of the Commission.

ARTICLE V – INDEMNITY

Section 1. The Commission shall indemnify any person who was or is a party or is threatened to be a party to any action, suit or proceeding whether civil, criminal or administrative by reason of the fact that the party is or was a Commissioner, officer or member of the Commission or is or was serving at the request thereof as a Commissioner, officer or member of another corporation or as an official of any other entity, against expenses (including attorney's fees), judgments, awards, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. If the actions were in good faith, performed in discharge of reasonably believed to be in, or not opposed duties authorized by law and in a manner to, the best interests of the Commission and, with respect to any criminal action or proceeding by judgment. Order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith. Or in discharge of duties authorized by law or in a manner that was reasonably believed to be in. Or not opposed to, the best interests of the Commission, and with respect to any criminal action or proceedings, that there existed no reasonable cause to believe that the conduct was lawful.

Section 2. The indemnification provided herein shall not be deemed exclusive of any other rights to which a person seeking indemnification there under may be entitled under any by-law, agreement or otherwise. The indemnification shall continue as to a person who has ceased to be a Commissioner, officer or member, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 3. The Commission shall have power to purchase or reimburse the cost of insurance on behalf of any person who is or was a Commissioner, officer or member thereof, or is or was serving at the request of the Commission as a director, officer or member of any other entity, against any liability asserted which may be incurred in any such capacity, or arising out of such status, whether or not the Commission would have the power to indemnify against such liability under the provisions of Section 1 herein.

Section 4. Anything to the contrary notwithstanding, no Commissioner, officer, or member shall be indemnified against any liability to which he would otherwise be subject to by reason of willful misfeasance, malice, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office.

I HEREBY CERTIFY that the attached is a true and correct copy of the Second Amended and Restated Bylaws of the Housing Opportunities Commission of Montgomery County, adopted by the Commissioners on March 25, 2020.

S
E
A
L

Patrice M. Birdsong
Special Assistant to the Commissioners

Date: _____

Housing Opportunities Commission of Montgomery County

AMENDED AND RESTATED BYLAWS

ARTICLE I – THE COMMISSION

- Section 1. *Name of the Commission.* The name of the Commission shall be “The Housing Opportunities Commission of Montgomery County”.
- Section 2. *Seal of the Commission.* The seal of the Commission shall bear the name of the Commission and the year of its organization.
- Section 3. *Office of the Commission.* The office of the Commission shall be at 10400 Detrick Avenue, Kensington, Maryland 20895. The Commission may hold its meetings at its offices or such other place as it may designate by resolution.

ARTICLE II – OFFICERS

- Section 1. *Officers.* The officers of the Commission shall be a Chair, Vice-Chair, Chair Pro Tem and a Secretary-Treasurer.
- Section 2. *Chair.* The Chair shall preside at all meetings of the Commission. Except as otherwise authorized by resolutions of the Commission, the Chair shall sign all contracts, deeds, and other instruments made by the Commission. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Commission.
- Section 3. *Vice-Chair.* The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and, in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until the Commission shall select a new Chair.
- Section 4. *Chair Pro Tem.* The Chair Pro Tem shall perform the duties of the Chair in the absence or incapacity of the Chair and Vice-Chair.
- Section 5. *Secretary-Treasurer.* The Commission may employ a Secretary-Treasurer who shall serve as Executive Director. The Secretary-Treasurer shall keep the records of the Commission, shall act as

Secretary of the meetings of the Commission and shall be responsible for having records maintained of all votes. A record of all the proceedings of the Commission in a journal of proceedings shall be kept for such purpose in accordance with the State Public Information Act, Article 10-600 of the State Government Article (the "Public Information Act"). The Secretary-Treasurer shall perform all duties incident to such office. The Secretary-Treasurer shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Commission.

The Secretary-Treasurer shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks and in such manner, as the Commission shall determine by resolution. Except as otherwise authorized by resolution, the Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Commission.

The Secretary-Treasurer shall provide for the maintenance of regular books of accounts showing receipts and expenditures and shall render to the Commission, upon request but not less than quarterly, an account of all transactions and also of the financial condition of the Commission.

The Commission shall determine the compensation of the Secretary-Treasurer provided that a temporary appointee selected from among the Commissioners of the Commission shall serve without compensation, other than the payment of necessary expenses.

Section 6.

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

Section 7.

Election or Appointment. The Chair, Vice-Chair, and Chair Pro Tem shall be elected at the Annual Meeting of the Commission and annually thereafter, from among the Commissioners of the Commission, and shall hold office for one year or until their successors are elected and qualified. The Commission shall appoint the Secretary-Treasurer. Any person appointed to fill the office of Secretary-Treasurer, or any vacancy therein, shall have such term as the Commission fixes, but no Commissioner shall be eligible to this office except as a temporary appointee.

Section 8.

Vacancies. Should the office of Chair, Vice-Chair, or Chair Pro Tem come vacant, the Commission shall elect a successor from its

membership at the next regular meeting, and such an election shall be for the unexpired term of said office. When the office of Secretary-Treasurer becomes vacant, the Commission shall appoint a successor, as aforesaid.

Section 9.

Additional Personnel. The Commission 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 and all other laws of the State of Maryland and Montgomery County applicable thereto. The selection and compensation of such personnel (including the Secretary-Treasurer) shall be determined by the Commission, subject to the laws of the State of Maryland.

ARTICLE III – MEETINGS

Section 1.

Annual Meeting. The Annual Meeting of the Commission shall be held on the first regular meeting day of the Commission in the month of February at such location as shall be designated by the Commission.

Section 2.

Regular Monthly Open Meetings. The Commission shall hold regular monthly open meetings for the purpose of conducting any or all of its business at such time and location as it may determine by resolution or subject to a call by the Chair, provided that no less than one such regular meeting shall be held each month; provided, however, that the Chair and Executive Director may agree not to convene a regular monthly meeting in a specific month so long as the Commission provides the public with reasonable advance notice thereof in accordance with the State Open Meetings Act, Section 3-101 et seq. of General Provisions Article of the Maryland Annotated Code (the "Open Meetings Act"). One or more Commissioners may participate and vote on matters at a regular open meeting by teleconference or electronic medium as long as (i) a quorum of the Commission participates, with at least two (2) Commissioners physically present and the remainder of the quorum participating through a teleconference or other electronic medium; and (ii) all Commissioners, staff and members of the public can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting. Notwithstanding the above, at the Annual Meeting, a quorum must consist of four (4) Commissioners physically present.

Section 3.

Special Meetings. The Chair of the Commission may, when deemed expedient, at his/her own discretion or upon the written request of the Executive Director or three (3) members of the Commission, call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered in person to each member of the Commission, mailed to the business or home address of each member of the Commission, or communicated by electronic medium providing for evidence of receipt at least one day prior to the date of such special meeting, so long as the Commission provides the public with reasonable advance notice thereof as soon as practicable in accordance with the Open Meetings Act. At such special meeting, no business shall be considered other than as designated in the call and announced to the public. Some or all of the Commissioners may participate and vote in the special meeting by teleconference or other electronic media as long as (i) a quorum of the Commission participates; (ii) all Commissioners and staff (and, for open meetings, members of the public who wish to participate) can communicate and interact with each other clearly during the period of time scheduled for the deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; (iii) the public is provided sufficient and reasonable advance notice of the telephone number and/or other method to participate; and (iv) any resolution passed or other action taken at any special meeting at which there is less than a quorum physically present will be presented for ratification at the next regular open meeting. If a quorum of the members of the Commission participate in a special meeting, either in person or through telephone or other electronic media, any and all business may be transacted at such special meeting; provided, however, that actions taken at a special meeting at which less than a quorum is physically present must be ratified at a regular open meeting of the Commissioners. Action at such a special meeting shall be taken only by majority vote of the participating Commissioners and such action shall be recorded in the minutes to be adopted at the next regular open meeting of the Commission.

Section 4.

Emergency Special Meetings. In the event of an emergency requiring immediate action when there is insufficient time to provide the notice required above and it is not feasible to delay action to a regular meeting, and/or it is not possible to physically convene the Commission, an emergency special meeting by teleconference or other electronic media may be convened by the Chair (or in the absence of the Chair, by the Vice-Chair, or Chair Pro Tem as the case may be), provided that (i) a quorum of the Commission participates, (ii) all Commissioners and staff (and for open meeting, any members of the public who wish to participate) can

communicate and interact with each other clearly during the period of time scheduled for deliberation and action, as well as view materials clearly, including the meeting agenda and all documents and materials to be considered or acted upon at the meeting; and (iii) any resolution passed or other action taken at any emergency special meeting will be presented for ratification at the next regular open meeting with suitable provision for notice of the agenda. Action at such an emergency special meeting may be taken only when at least four (4) members of the Commission concur and such action. Any materials provided to the Commissioners for consideration, to the extent not protected from disclosure under the Open Meetings Act, shall be included in the minutes to be adopted at the next regular meeting of the Commission.

Section 5.

Quorum. The powers of the Commission shall be vested in the Commissioners thereof in office from time to time. A simple majority of the seven-member Commission, irrespective of vacancies (four (4) 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 convene from time to time until a quorum is obtained. When a quorum is obtained for deliberation and participation, action may be taken by the Commission upon a majority vote provided that no less than three (3) votes are cast on the matter. For the purpose of the foregoing, a vote shall be any vote other than an abstention

Section 6.

Order of Business. At the regular meetings of the Commission, the order of business shall be set by the Chair and provided to the Commission in advance of the meeting.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Commission.

Section 7.

Manner of Voting. The voting on all questions coming before the Commission shall be by voice vote. At the order of the Chair, a roll call vote may be taken with the Chair voting last. The yeas and nays shall be entered upon the minutes of such meeting. In special circumstances when additional information is requested or additional time is required in order to fully deliberate on a particular component matter within a resolution, but the matter is time-sensitive and cannot wait until the next regular open meeting or special meeting for action, the Chair may (at the request of another Commissioner or the Executive Director) permit a motion to approve a resolution with instructions that approval as to said particular component matter of the resolution is conditioned on the subsequent approval by the Commission through a vote by telephonic conference call or other electronic medium, including

electronic mail, provided that (i) a quorum of Commissioners participates in the subsequent vote; (ii) the Commissioners and staff can interact with each other clearly and view all the relevant materials and information being presented for consideration; and (iii) any action taken is presented for ratification at the next regular open meeting. The vote (whether by phone or electronic medium) and the materials presented to the Commissioners for consideration prior to the vote, to the extent not protected from disclosure under the Open Meetings Act, will be recorded in the minutes to be approved at the next regular open meeting.

Section 8. *Notice and Conduct of Meeting.* All meetings of the Commission and notices with regard to its actions shall be performed in compliance with the applicable provisions of the Maryland Public Information Act and Open Meetings Act. Where permitted, every effort shall be made to provide notice by electronic communication in accordance with law. The rules of parliamentary practice and procedure as set forth in the latest published edition of Robert's Rules of Order shall govern the Commission in all matters not provided for herein.

Section 9. A written agenda shall be prepared for each meeting by the Chair or in the manner established by resolution. The agenda shall include an order of proceeding and description of items for consideration.

Section 10. Any Commissioner may move to add to or delete any item from the agenda.

ARTICLE IV – AMENDMENTS

Section 1. *Amendments to the By-laws.* The by-laws of the Commission shall be amended only with the approval of at least four of the members of the Commission at a regular or special meeting. But no such amendments shall be adopted unless at least three days written notice thereof has been previously given to all members of the Commission.

ARTICLE V – INDEMNITY

Section 1. The Commission shall indemnify any person who was or is a party or is threatened to be a party to any action, suit or proceeding whether civil, criminal or administrative by reason of the fact that the party is or was a Commissioner, officer or member of the Commission or is or was serving at the request thereof as a

Commissioner, officer or member of another corporation or as an official of any other entity, against expenses (including attorney's fees), judgments, awards, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. If the actions were in good faith, performed in discharge of reasonably believed to be in, or not opposed duties authorized by law and in a manner to, the best interests of the Commission and, with respect to any criminal action or proceeding by judgment. Order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith. Or in discharge of duties authorized by law or in a manner that was reasonably believed to be in. Or not opposed to, the best interests of the Commission, and with respect to any criminal action or proceedings, that there existed no reasonable cause to believe that the conduct was lawful.

Section 2.

The indemnification provided herein shall not be deemed exclusive of any other rights to which a person seeking indemnification there under may be entitled under any by-law, agreement or otherwise. The indemnification shall continue as to a person who has ceased to be a Commissioner, officer or member, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 3.

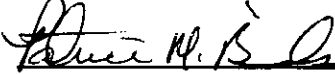
The Commission shall have power to purchase or reimburse the cost of insurance on behalf of any person who is or was a Commissioner, officer or member thereof, or is or was serving at the request of the Commission as a director, officer or member of any other entity, against any liability asserted which may be incurred in any such capacity, or arising out of such status, whether or not the Commission would have the power to indemnify against such liability under the provisions of Section 1 herein.

Section 4.

Anything to the contrary notwithstanding, no Commissioner, officer, or member shall be indemnified against any liability to which he would otherwise be subject to by reason of willful misfeasance, malice, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office.

I HEREBY CERTIFY that the attached is a true and correct copy of the Amended and Restated Bylaws of the Housing Opportunities Commission of Montgomery County, adopted by the Commissioners on December 2, 2015.

S
E
A
L



Patrice M. Birdsong
Special Assistant to the Commission

Date: 12/23/2015

Administrative Session