

BYLAWS OF THE PRINCETON HOUSING AUTHORITY

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority shall be the “Princeton Housing Authority” (or “PHA” or the “Authority”). The Authority is a not-for-profit corporation established pursuant to NJSA 15A:1-1 et seq. and in conformance with New Jersey’s Local Redevelopment and Housing Law (NJSA 40A:12A-1 et seq. & NJAC 5:44-1.1 et seq.).

Section 2. Seal of the Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. Office of the Authority. The Authority shall continuously maintain a registered office in the State of New Jersey and a registered agent having a business office at the registered office. The registered office and principal place of business of the Authority shall be 1 Redding Circle, Princeton, New Jersey 08540 or any other office within the corporate limits of the Municipality of Princeton, State of New Jersey as identified pursuant to the terms of these Bylaws. All meetings of the Authority shall take place at the registered office or at such place as may from time to time be determined by resolution.

Section 4. Members of the Authority. The Authority shall consist of seven (7) members who shall be appointed and hold the office for the terms as hereinafter provided and who shall be known as the Board of Commissioners (the “Board”). The governing body of the municipality shall appoint five (5) Commissioners of the Authority and the mayor of the municipality shall appoint one (1) Commissioner. Commissioners so appointed shall hold office for a term of five (5) years, except that all vacancies shall be filled for an unexpired term. The Director of the Department of Community Affairs shall appoint one (1) Commissioner. All Commissioners shall satisfy the qualifications mandated by the New Jersey State Department of Community Affairs and New Jersey’s Local Redevelopment and Housing Law.

Section 5. Municipal Liaisons. The governing body of the municipality may appoint up to two liaisons to the Board. These liaisons will serve at the pleasure of the governing body.

Section 6. General Powers. The business and affairs of the Authority shall be vested in the Board with all powers and privileges conferred upon them by the laws of the State of New Jersey, including, but not limited to, New Jersey’s Local Redevelopment and Housing Law, and any Federal Legislation, including the power and authority to participate in any state or federal program for public housing, slum clearance, redevelopment, and rehabilitation together with the power to enter into all agreements, issue its obligations, and exercise all rights and duties necessary for complete participation in any program available to it under relevant laws.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall consist of a Chairperson, a First Vice Chairperson, a Second Vice Chairperson, and a Secretary.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority at which he or she is present. If the Chairperson is not present then the Vice Chairperson shall preside at the meeting. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds, and other instruments made and authorized by the Authority and countersign checks. At each meeting the Chairperson shall submit such recommendations and information he or she may consider proper concerning the business, affairs and policies of the Authority. The Chairperson in consultation with the Executive Director sets the agendas for meetings.

Section 3. (a) First Vice Chairperson. The First Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the case of the resignation or death of the Chairperson, the First Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall elect a new Chairperson.

(b) Second Vice Chairperson. The Second Vice-Chairperson shall perform the duties of the First Vice Chairperson and/or Chairperson in the absence or incapacity of the same.

Section 4. Secretary. The Secretary shall be appointed by the Board. Any person appointed to fill the office of Secretary, or any vacancy therein, shall have such terms as the Board may fix, but no Commissioner shall be eligible to serve in this office except as a temporary appointee.

If the office of Secretary is vacated, a temporary appointee may be selected by the Board pursuant to these Bylaws or pursuant to New Jersey's Local Redevelopment and Housing Law provided that a temporary appointee selected from among the Board shall serve without compensation (other than the payment of necessary expenses). If the Executive Director, or any designated temporary appointee, serves as a Secretary, he or she has no vote or official standing on the Board other than the duties outlined above.

The Secretary is responsible to oversee all Board correspondence and record keeping and for the integrity of all Board documents and minutes for Board meetings. By affixing his/her signature, the Secretary shall attest formally to the legitimacy of Board documents. The Secretary shall also be responsible to the Board for reporting on and noting any inconsistencies of Board actions.

Until further action by the Board, the Executive Director, or any designated temporary appointee described in these Bylaws, shall serve as Secretary to the Board.

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

Section 6. Election. The Chairperson, First Vice Chairperson and Second Vice Chairperson shall be elected at the annual meeting of the Authority from among the Board, and shall hold office for one (1) year or until their successors are elected and qualified.

Section 7. Vacancies. Should the office of Chairperson, First Vice Chairperson, or Second Vice Chairperson become vacant, the Authority shall elect a successor from the Board at the next regular meeting, and such election shall be for the unexpired term of the said office.

Section 8. Employment of Executive Director. The Authority shall employ an Executive Director who shall have general supervision over the daily operations and administration of its business and affairs, subject to the direction of the Authority. He or she shall be charged with the management of the housing projects and other programs of the Authority.

The Executive Director shall keep the records of the Authority on site. The Executive Director shall have the care and custody of all funds of the Authority. The Executive Director shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, as per request, an account of his/her transactions and also of the financial condition of the Authority.

Except as otherwise authorized by resolution of the Authority, the Executive Director is authorized to sign all contracts, deeds and other instruments made by the Authority. The Authority shall determine the compensation of the Executive Director.

Section 9. Employment of Additional Personnel. The Authority may from time to time employ such personnel, as it deems necessary to exercise its powers, duties and functions as prescribed by New Jersey's Local Redevelopment and Housing Law and by all other laws of the State of New Jersey applicable thereto. Upon approval by the Board of the addition and compensation of any personnel to be employed by the Authority, the Executive Director shall be vested with the authority and tasked to hire said personnel on behalf of the Authority in conformance with the laws of the State of New Jersey, in particular New Jersey's Local Redevelopment and Housing Law. The Board, subject to the laws of the State of New Jersey and Municipality of Princeton, if applicable, shall determine the compensation of such personnel.

Section 10. Committees. The Authority shall, by resolution duly proposed and adopted, provide for the appointment by the Chairperson of such standing and special committees in its judgment may from time to time be required. Standing Committee membership will be limited to these (see attached Appendix I).

ARTICLE – III MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held in January of each year at a place, date, and time to be determined by the Authority.

Section 2. Regular Meetings. Monthly meetings shall be held with notice at a place, date, and time to be determined by the Authority. There will be eleven (11) Regular Meetings of the Housing Authority and no meeting will be held in the month of August, unless a Special meeting is called for by the Chairperson. All meetings shall be noticed and conducted in conformance with New Jersey's Open Public Meetings Act and accompanying regulations (NJSA 10:4-6 et seq.).

Section 3. Special Meetings. The Chairperson of the Authority may, when he or she deems it expedient, and shall, upon the request of at least two (2) members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call, at least forty-eight (48) hours prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all of the Commissioners are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. Executive Session. From time to time, it may be required to move the regular meeting into executive session. Executive Sessions are used for further discussion of personnel issues, litigation, collective bargaining, appointments and employment matters, contracts for purchase or sales of property, and any other matters requiring confidentiality as provided by statute and case law.

Section 5. Quorum. The powers of the Authority shall be vested in the Commissioners. A majority of the Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers, and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, the Authority, upon a vote of a majority of the Commissioners present, may take action.

Section 6. Procedure. All Authority meetings shall be conducted in accordance with a simplified form of Robert's Rules of Order. The Chairperson may designate a parliamentarian to assist the chair in procedural rulings.

Section 7. Order of Business. At the regular meeting of the Authority the following shall be the usual order of business as detailed in Appendix II:

1. Reading of the Open Public Meetings Notice
2. Roll call
3. Public Comment
4. Reading and approval of the minutes of the previous meeting
5. Report of the Secretary/Executive Director
6. Reports from Committees, Tenant Council, etc.
7. Resolutions
8. Unfinished Business
9. New Business
10. Adjournment

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

Section 8. Manner of Voting. The voting on all questions coming before the Authority shall be by roll call and the Yeas, Nays, and Abstentions shall be entered upon the minutes of such meeting.

Section 9. Commissioner Attendance at Annual, Regular and Special Meetings. In order to promote the successful and efficient operation of the Authority, all Commissioners are encouraged to attend the Regular Meeting and all Special Meetings.

Should any Commissioner have three (3) consecutive absences, the Board may direct that a statement be sent to that Commissioner, their appointing council, individual, or agency, advising them of this fact and requesting that a replacement be designated. This number of absences may be extended by an affirmative vote of the Board, at any time, or at the pleasure of the Chairperson.

Section 10. Time Limits for Comments. A Commissioner attending a Regular Meeting shall have a time limit of three (3) minutes per person for discussion on any matter or resolution that may come before the Board. This limit can be extended at the pleasure of the Chairperson, at any time.

ARTICLE IV – AMENDMENTS TO BYLAWS

The Bylaws of the Authority shall be amended only with the approval of at least the majority of the Commissioners at two (2) successive Regular Meetings or Special Meetings, but no such amendment shall be adopted unless at least thirty (30) days written notice thereof has been previously given to all of the Commissioners.

ARTICLE V – SCOPE OF BYLAWS

The intent of these bylaws is to vest in the Authority not only all of the powers referred to in these Bylaws, but also all of the powers and authority which has been or may be delegated to it by any existing or future legislature of the State of New Jersey or the United States of America pertaining to public housing, slum clearance, redevelopment, and/or any other type of housing or construction program in which the said Authority might lawfully engage.

ARTICLE VI – ETHICS

Section 1. Ethical Manner. All Commissioners shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by the rules and regulations and principles of: the Princeton Housing Authority Code of Professional Ethics set forth in this Article VI; the [*Board, Commission, Committee and Task Force Members' Handbook*](#) of Princeton, NJ; the [*New Jersey Housing Authority Commissioners Handbook*](#); as well as the New Jersey Local Government Ethics Law (collectively the “Code of Professional Ethics”).

Section 2. Ethics Violations. If any Commissioner is found by the Board to have violated the Code of Professional Ethics, the Board, by resolution, may petition the appointing authority for that Commissioner’s removal. Notwithstanding the foregoing, any Commissioner shall be entitled to the protections afforded them as established in New Jersey’s Local Redevelopment and Housing Law or applicable New Jersey law.

Section 3. Annual Pledge. All Commissioners shall, on an annual basis at the annual reorganizational meeting, pledge themselves to the Code of Professional Ethics.

Section 4. Princeton Housing Authority Code of Professional Ethics. The objective of the Princeton Housing Authority Code of Professional Ethics (the “Code”), set forth hereafter, is to encourage professional performance by all Commissioners. The Code describes objectives which, when accepted and followed, are designed to foster a beneficial relationship between the Commissioners and Authority staff, and those they serve.

PRINCETON HOUSING AUTHORITY CODE OF PROFESSIONAL ETHICS

As a Commissioner of the Princeton Housing Authority (“PHA”), I understand that I have a legal and ethical responsibility to support PHA’s mission and to fulfill my role to the best of my ability. I understand that the PHA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations.

As a Commissioner, I am committed to creating an inclusive and welcoming environment for all members of our commission, employees of the Authority, other volunteers, or vendors. I pledge to act responsibly and prudently. I understand my duties include:

1. The professionalization of Commissioners through my own efforts, through the mutual efforts of my colleagues, and by all other proper means available.
2. Viewing my service on the Authority as an opportunity to serve the Municipality of Princeton, the State of New Jersey, and the United States because I support the objective of providing decent, safe and sanitary homes in a suitable living environment for every American family.
3. Recognizing that my responsibilities are to serve in this capacity as a government official, a community leader, and an advocate for the Authority, its programs and objectives.
4. Seeking to 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.
5. Making 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 and will not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status.
6. Acknowledging that my responsibility is not to make the day-to-day management decisions of the Authority, but to see that it 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.
7. Refusing to represent special interests or partisan politics or to use this commission for personal gain or for the gain of friends or supporters. I recognize that although I have been appointed by a government official or body, my responsibility is to the entire community.
8. Refusing to accept or 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.

9. Arriving at conclusions only after I have discussed matters fully with members of the professional staff and other Commissioners. Once a decision has been reached by the majority of the commission assembled at a meeting, I will support it graciously.
10. Recognizing that authority is vested with the whole Authority assembled in meetings and that the powers of the Authority shall be vested with the commissioners thereof in office at any time.
11. Supporting and protecting 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 his or her choice of hiring and handling personnel without involvement by the Commissioners..
12. Referring all complaints, including my personal criticisms, to the Executive Director, and only after the failure of an administrative solution will pursue such matters outside the commission while also recognizing the individual rights of a commissioners as a citizen appointee and the responsibilities such appointment implies.
13. Observing and enforcing local and state laws and regulations pertaining to the commission, the authority, and any housing represented by those entities.
14. Respecting the limited intent and scope of executive session, privileged communications from executive session, and other sources for the privacy of the personnel and clients with whom we are involved.
15. Placing honesty, integrity, industriousness, compassion and understanding above all else; to pursue my gainful efforts through study and dedication so that service to the Authority and the people I serve shall always be maintained at the highest possible level.
16. Respecting the time of the commission as a whole and faithfully attending all meetings barring unforeseen conflicts in which case I shall promptly notify the Chairperson or designee.
17. To comply with the rules and regulations and principles of this Code of Professional Ethics, the Ethics Code of Princeton, and NJSA 40A:9-22.1, the New Jersey Local Government Ethics Law.

Subscribed and sworn by me on this _____ day _____, 2023

Commissioner's Signature

Commission Expiration Date

APPENDIX I

The following is a list of standing Board Committees. The newly elected or re-elected chairperson shall make the appointments to these committees at the beginning of the fiscal year.

1. Finance and Legal Committee
(annual budget and audit, bylaws review and update, etc.)
2. Marketing and Community Relations Committee
(website, community engagement, resident events/services, etc.)
3. Personnel and Operations Committee
(hire/train employees, property management concerns, etc.)
4. Special Projects Committee
(additional uses/improvements for properties, redevelopment, etc.)

The Chairperson may add any special (or *ad hoc*) committee(s) as necessary in order to accomplish a specific task or goal. Upon completion of the specific task, the final report of which shall be delivered to the commission, the special committee will cease to exist.

APPENDIX II

ORDER OF BUSINESS

Reading of the Public Notice: Reading of the public notice will be done by the Chairperson (or their designee).

Roll call: Roll call will be conducted by the Chairperson.

Public Comment: Any members of the public in attendance are invited to speak for no more than 3 minutes each.

Reading of the approval of the minutes of the previous meeting: Reading of the approval of the minutes of the previous meeting will be conducted by the Board recorder (or Secretary), at the request of the Chairperson.

Report of the Executive Director: The Executive Director will make a written report on the daily operations of the Housing Authority including: an Executive Report, a Finance Report, a Vacancy Report and as well as report on other pertinent facts which are relevant to the meeting proceedings. A copy of the Package (less any non-public personnel or legal information) must be kept available for public review, on the Authority's website.

Report of Tenant Council: The Tenant Council may provide a monthly verbal (or written report) on councils' activities and any requests or recommendations.

Reports of Committees: The Chairperson of each sub-committee may provide a monthly (verbal or written) report on the individual committee's activities and recommendations. Resolutions may be generated from these recommendations either by the Subcommittee or Chairperson (and will be coordinated through the Executive Director) for inclusion in the Board Packages.

Resolutions: The Secretary will read the resolutions for consideration by the Board of action.

Unfinished Business: The Chairperson of the Board will provide the Board with any unfinished business that needs the Board's attention.

New Business: The Chairperson will open the floor for comments and questions, for a period not more than thirty (30) minutes.

Adjournment: All meetings will be adjourned by the chairperson (or acting chairperson).