

**HOUSING AUTHORITY OF THE COUNTY OF KING**

**RESOLUTION NO. 5754**

**A RESOLUTION of the Board of Commissioners of the Housing Authority of the County of King Establishing New Senior Leadership Classifications.**

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**BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING, WASHINGTON;** as follows:

**Section 1.**     Statutory Authorization. The Board of Commissioners (the “Board”) of the Housing Authority of the County of King (the “Authority”) finds and determines that the Authority is authorized by the Housing Authorities Law (chapter 35.82 RCW) to, among other things, (i) “make and execute contracts and other instruments, including but not limited to partnership agreements” (RCW 35.82.070(1)); (ii) delegate to one or more of its agents or employees such powers or duties as [the Authority] may deem proper” (RCW 35.82.040); (iii) “employ a secretary (who shall be executive director) . . . and such other . . . employees, permanent and temporary, as it may require” (RCW 35.82.040).

**Section 2.**     Changes in Senior Leadership Classifications. The Authority has developed new classifications for senior leadership positions, intended to more accurately reflect roles and responsibilities within the organization. The Board approves the changes in titles and classifications set forth in material on file with the Executive Director.

**Section 3.**     Continuity of Delegation of Powers and Duties. The Board has previously adopted resolutions and motions delegating specified powers, duties, and responsibilities to certain Authority officers (by way of example, and without limitation, previously delegated powers and duties include negotiating and executing certain documents on behalf of the Authority, causing the Authority to comply with its obligations under agreements, and serving as the bond/note register for certain obligations issued by the Authority). In order to provide for operational continuity, all powers, duties, and responsibilities previously delegated to Authority officers by reference to previous titles shall continue to be and are delegated to the Authority officers holding the corresponding revised titles, including as set forth in the table below:

<b>Previous Title</b>	<b>Revised Title</b>
Executive Director	President / Chief Executive Officer
Deputy Executive Director & Chief Administrative Officer	Executive Vice President of Administration / Chief Administrative Officer
Deputy Executive Director of Housing Assistance Programs	Executive Vice President of Housing Operations / Chief Operations Officer
Senior Director of Development and Asset Management	Senior Vice President of Development and Asset Management

In carrying out delegated powers, duties, and responsibilities, any officer of the Authority may use the title previously applied to their then-current office, the revised title applied to their then-current office, or both the previously applicable and then-current titles.

**Section 4.** Amended and Restated Bylaws. The Amended and Restated Bylaws of the Authority, last revised effective January 17, 2023, are further amended and restated as reflected in the attached Amended and Restated Bylaws of the Housing Authority of the County of King.

**Section 5.** Ratification and Confirmation. Any actions of the Authority or its officers and employees prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

**Section 6.** Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

**ADOPTED AT THE SPECIAL MEETING OF THE BOARD OF  
COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING AT  
AN OPEN PUBLIC MEETING THIS 25<sup>th</sup> DAY OF SEPTEMBER, 2023.**

**HOUSING AUTHORITY OF THE  
COUNTY OF KING, WASHINGTON**

  
\_\_\_\_\_  
**DOUGLAS J. BARNES, Chair**  
Board of Commissioners

ATTEST:



\_\_\_\_\_  
**ROBIN WALLS**  
Executive Director and Secretary Treasurer

## CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Secretary and Executive Director of the Housing Authority of the County of King (the "Authority") and keeper of the records of the Authority, CERTIFY:

1. That the attached copy of Resolution No. 5747 (the "Resolution") is a full, true and correct copy of the resolution of the Board of Commissioners of the Authority, as adopted at a meeting of the Authority held on September 25, 2023 (the "Meeting"), and duly recorded in the minute books of the Authority;

2. That written notice specifying the time and place of the special meeting and noting the business to be transacted (the "Notice") was given to all members of the Board of Commissioners by mail, fax, electronic mail or personal delivery at least 24 hours prior to the special meeting, a true and complete copy of which notice is attached hereto as Appendix I;

3. That the Notice was also posted on the Authority's website and prominently displayed at the main entrance of the Authority's administrative office at 600 Andover Park W., Tukwila, Washington 98188 and at the meeting site, if different, at least 24 hours prior to the Meeting;

4. That the Notice was given to each local radio or television station and to each newspaper of general circulation that has on file with the Authority a written request to be notified of special meetings and to any others to which such notices are customarily given by the Authority;

5. That the Meeting was duly convened, held, and included an opportunity for public comment, in all respects in accordance with law, and to the extent required by law, due and proper notice of the Meeting was given; that a quorum was present throughout the Meeting and a majority of the members of the Board of Commissioners of the Authority present at the Meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

6. Without limiting the foregoing, as required by the Amended and Restated Bylaws of the Authority, last amended January 17, 2023 (the "Bylaws"), the Resolution was approved by at least three Commissioners, and all Commissioners were provided written notice of the amendment and restatement of the Bylaws, including the substance of such amended and restated bylaws, at least seven days prior to the Meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 25<sup>th</sup> day of September, 2023.



Secretary and Executive Director of the Authority

## Appendix I

**Amended and Restated  
Bylaws  
of  
The Housing Authority of the  
County of King, Washington  
600 Andover Park West  
Seattle, Washington 98188  
(206) 574-1100**

September, 2023  
By the Board of Commissioners

**Amended and Restated Bylaws of  
The Housing Authority of the County of King, Washington  
(As Amended)**

**Article I  
The Authority**

**Section 1: Name of the Authority.** The name of the Authority shall be “The Housing Authority of the County of King, Washington” (hereinafter “Authority”).

**Section 2: Seal of 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: Powers of the Authority.** The powers of the Authority shall be as specified in the Washington Housing Authorities Law (currently codified as Chapter 35.82 RCW), as the same may hereafter be amended or superseded by similar statutes. The powers shall be exercised by the Commissioners (each individually a “Commissioner,” collectively “Commissioners,” and as a body, the “Board of Commissioners”) thereof in office from time to time.

**Section 4: Principal Office of the Authority.** The principal administrative office of the Authority shall be at 600 Andover Park West, in the City of Tukwila, County of King, State of Washington. The Authority may transact its business at such other places as the Board of Commissioners may designate from time to time.

**Article II  
Officers and Management**

**Section 1: Officers.** The Officers of the Authority shall be a Chairperson (hereinafter “Chair”), and a Vice-Chairperson (hereinafter “Vice-Chair”), each elected by the Board of Commissioners from among its members.

**Section 2: Chair.** The Chair is empowered and shall (1) preside at all meetings of the Authority; (2) preserve order; and (3) decide all questions of order according to parliamentary rules. Except as otherwise authorized by resolution of the Board of Commissioners, the Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair shall submit to the Commissioners such recommendations and

information as he/she may consider proper concerning the business, affairs and policies of the Authority.

**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 such time as the Board of Commissioners shall select a new Chair. In the event of the absence of both the Chair and the Vice-Chair from a meeting, the most senior Commissioner present shall assume the duties of the Chair for that meeting. Seniority shall be determined by date of each Commissioner's initial appointment by the King County Council.

**Section 4: Executive Director.** The Board of Commissioners shall engage a qualified person to serve as Executive Director of the Authority on such terms as the Board of Commissioners shall determine to be in the best interests of the Authority. At the option of the Board of Commissioners, the Executive Director may be assigned additional or different titles as approved by the Board of Commissioners from time to time (e.g., President / Chief Executive Officer or President / Chief Executive Officer and Executive Director). The duties of the Executive Director shall include having general supervision over the administration of the Authority's business and affairs on a day-to-day basis, subject to the direction of the Board of Commissioners. The Executive Director shall be charged with the management of the personnel and the housing projects of the Authority.

The Executive Director shall have the custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Board of Commissioners may approve. The Executive Director shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Board of Commissioners. Except as otherwise authorized by resolution of the Commissioners, all such orders and checks shall be countersigned by the Chair. The Executive Director shall keep regular books of accounts showing receipts and expenditures and shall render to the Board of Commissioners at each regular meeting (or oftener when requested) an account of his or her transactions and also of the financial condition of the Authority. The Executive Director shall give such bond for the faithful performance of his duties as the Board of Commissioners may determine.

In the event of a vacancy in this position, the Board of Commissioners shall designate an officer or employee of the Authority to serve as interim Executive Director and shall discharge all the obligations and duties of the Executive Director, until such time as the Board of Commissioners shall select a permanent replacement.

**Section 5: Secretary.** The Board of Commissioners shall employ a Secretary, who shall be the Executive Director. The Secretary shall keep all records of the Authority, shall act as secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Board of Commissioners in a journal of proceedings to be maintained for such purpose, and shall perform all duties incident to this office. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board of Commissioners.

**Section 6: Election or Appointment and Term.** The Chair and Vice-Chair shall be elected at the annual meeting of the Board of Commissioners from among the Commissioners, and shall hold office for two years or until their successors are elected and assume their positions.

**Section 7: Vacancies.** Should the offices of Chair or Vice-Chair become vacant, the Board of Commissioners shall elect a successor from among its members at the next regular meeting, who shall serve for the unexpired term of said office.

**Section 8: Ethics and Conflicts of Interest.** The Commissioners shall at all times comply with the requirements of Chapter 35.82.050 RCW regarding conflicts of interest for Commissioners and with Chapter 25 “Ethics and Conflicts of Interest” of the King County Housing Authority’s Personnel Policies and Procedures. In the event that the Board of Commissioners make a determination that the conduct of a Commissioner was improper, the Commissioners may, based upon their written findings, conclusions and determinations, submit a recommendation to the King County Council for the removal of the Commissioner from office pursuant to RCW 35.82.060.

**Section 9: Committees.** The Board of Commissioners may appoint from among its members Commissioners who shall serve on committees organized to oversee specific activities of the Authority or to address specific issues with which the Authority may be confronted from time-to-time. Committees may be either standing committees, intended



to remain active indefinitely, or *ad hoc* committees appointed for specific purposes, intended to be disbanded when their work has been completed. When a committee is organized, the Board of Commissioners shall state the purpose for which it is formed and the period of time during which it shall remain in existence.

### **Article III Meetings**

**Section 1: Annual Meetings.** The Annual Meeting of the Board of Commissioners shall be held on the same day, and at the same time in May of each year, as the regular meeting of the Board of Commissioners.

**Section 2: Regular Meetings.** The regular meetings of the Commissioners shall be held without notice at the principal administrative offices of the Authority on the third Monday of each month at 3:00pm, or at such other time and place as may be designated by or at the direction of the Chair upon such notice as may be required by law; provided, however, that in the event that the Chair determines that the business of the Authority may best be accomplished at a special meeting or meetings, he/she may cancel any regular meeting. No notice of cancellation of a regular meeting shall be required.

**Section 3: Special Meetings.** The Chair of the Board of Commissioners may, when she/he deems it expedient, and shall, upon the written request of two Commissioners, call a special meeting of the Commissioners for the purpose of transacting any business designated in the notice of such meeting. The notice for a special meeting may be personally delivered to each Commissioner or may be mailed or, at the election of any Commissioner, e-mailed to the business or home address of each Commissioner provided by the Commissioner for that purpose at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the notice of the meeting.

**Section 4: Notice.** The Secretary, or such other person as the Chair may designate, shall prepare a written agenda for each meeting, stating generally the nature of the business to be considered at such meeting, and shall deliver a copy thereof to each Commissioner in person, by mail or by e-mail at his or her business or home address, at least 24 hours prior to such meeting except in cases of absolute emergency, when notice shall be in such

time and manner as is appropriate to the circumstances. Any business may be considered at any regular meeting, notwithstanding the lack of notice of such business and notwithstanding any failure to include any item of business on a written agenda. Any person or organization (including, but not limited to the public media) who desires to be notified of the meetings of the Authority may register with the Secretary who shall provide notices to such individuals and organizations in the manner and time provided for notice to the Commissioners. The Secretary may, from time to time, at his or her discretion, require the re-registration of any such persons desiring notice.

**Section 5: Attendance by Telephone.** Any Commissioner may attend any meeting of the Board of Commissioners by telephone, as long as all other persons present at the meeting (including those attending telephonically) can hear all comments made and questions asked by all other persons speaking at the meeting.

**Section 6: Quorum.** Three 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 a meeting from time-to-time until a quorum is obtained. When a quorum is in attendance either in person or telephonically, action may be taken by the Authority upon a vote of a majority of the Commissioners present.

**Section 7: Order of Business.** At the regular meetings of the Commissioners, the following is the customary order of business. The Board or Commissioners may curtail, enlarge or modify this order:

- (1) Call to Order and Roll Call
- (2) Public Comment
- (3) Approval of the Minutes of the previous Meeting(s)
- (4) Consent Agenda
- (5) Resolutions for Discussion
- (6) Reports
- (7) New Business (if needed)
- (8) Executive Director's Report
- (9) Commissioner Comments
- (10) Adjournment

**Section 8: Manner of Voting.** The voting on all questions coming before the Board of Commissioners shall be by roll call, and the ayes and noes shall be entered upon the minutes of such meeting.

**Section 9: Public Comments.** The Authority welcomes public comments at its meetings of the Board of Commissioners. Such comments shall be provided within the guidelines of the Authority's Public Expression Policy as adopted by the Commissioners, as the same may be amended from time-to-time.

**Section 10: Authority Business Conducted by Board.** All business of the Authority conducted by the Board of Commissioners shall be accomplished by the adoption of a resolution, the approval of a staff report, or passage of a motion of a Commissioner. All resolutions and reports on which action is taken shall be in writing and a copy of each report and resolution must be submitted prior to adoption or approval to each of the Commissioners present at the meeting considering adoption or approval. Adopted reports and resolutions shall be included in the minutes of the Authority. Meetings will be conducted in accordance with "Roberts Rules of Order" as modified by the Commissioners.

**Section 11: Executive Session.** The Commissioners may go into executive session on a majority vote of the Commissioners present. Before convening into executive session, the Chair will publicly announce the purpose for excluding the public from the meeting place and the time when the executive session will be concluded. The Commissioners may enter executive session only for discussion of specific matters as allowable under the Washington Public Meetings Act, Chapter 42.30 RCW, or any statutes that are successors thereto. The executive session may be extended to a stated later time by announcement of the Chair.

**Section 12: Adjournment.** The Board of Commissioners may adjourn a regular or special meeting to a time and place specified in the order of adjournment. The Secretary will cause a written notice of the adjournment to be given in the same manner as provided for special meetings. Whenever any meeting is adjourned, a copy of the order or notice of adjournment will be conspicuously posted immediately after the time of the adjournment on or near the door of the location where the regular or special meeting was held. When a regular meeting is adjourned as provided in this subsection, the resulting resumed regular meeting is a regular meeting for all purposes.

**Article IV  
Amendments**

**Section 1: Amendment to Bylaws.** The Amended and Restated Bylaws (the “By-laws”) of the Authority shall be amended only with the approval of at least three Commissioners at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days’ written notice thereof has been previously given to all Commissioners. The substance of the proposed amendment must be sent to each Commissioner as part of the notice. The approved Bylaws will supersede all previous Bylaws.

**ADOPTED AT THE SPECIAL MEETING OF THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING AT AN OPEN PUBLIC MEETING THIS 25<sup>th</sup> DAY OF SEPTEMBER, 2023.**

**THE HOUSING AUTHORITY OF THE  
COUNTY OF KING, WASHINGTON**



**DOUGLAS J. BARNES, Chair  
Board of Commissioners**



**ROBIN WALLS**  
Secretary