

Seattle Social Housing Developer Bylaws

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Article I

PDA Board

These bylaws serve as the Rules and Regulations for this PDA Board.

Section 1. Definition of Board of Directors.

The board of directors (or "Board") is established to govern the affairs of the Public Developer and shall be composed as set forth in the Charter Article VII. All corporate powers of the Public Developer shall be exercised by or under the authority of the Board and the business. Property and affairs of the Public Developer shall be managed under the direction of the board, except as may be otherwise provided by law or in the Charter.

Section 2. Term of Office.

The terms of members of the Board shall be four (4) years, except for the initial designation of Board positions to achieve staggered terms, as described below. No person shall serve more than eight (8) consecutive years on the Board.

At the first meeting of the Board, the Board positions shall be divided into three (3) categories by random drawing. The first three (3) names shall be in Category One. The term of office of Category One positions shall be that which most closely coincides with the second anniversary of the formation of the permanent Board. The second three (3) names drawn shall be in Category Two. The term of office for Category Two shall be that which most closely coincides with the third anniversary of the formation of the permanent Board. The remaining members shall be in Category Three. The term of office for Category Three shall be that which most closely coincides with the fourth anniversary of the formation of the permanent Board.

Section 3. Pay For Board Members.

The Board shall follow the Compensation Philosophy set forth in the Charter’s Article VII Section 10. The Public Developer shall, at a minimum, pay Board members representing residents, community organizations, and the labor representative for their time conducting Board business, as well as providing them with staff support as needed for them to successfully serve. Each Board member shall be compensated under a three-tiered mixed-compensation model. Renters within the 0-50% AMI shall receive the highest compensation tier, renters within the 50-80% AMI shall receive the second-highest compensation tier, and renters within the 80-100% AMI, community organizations and labor representatives shall receive the third compensation tier payments. The Board may choose to pay other members for their time.

Section 4. Removal and Resignation.

If any Board member resigns, or becomes ineligible to serve, or misses three (3) or more consecutive Board meetings or two-thirds (2/3) of scheduled Board meetings in six (6) consecutive months, they shall be replaced, unless the absences have been excused by the Board. The replacement member shall be selected in the same manner as the departing Board member specified in the Charter Article VII Section 1.

Absences may be excused by the Chair or Vice Chair at their discretion. If the Chair and Vice Chair are absent and request excused absences, those may be approved by vote of the full board.

Extended absences may be approved by the Executive Committee in cases where a board member needs to take 4 or more weeks away from their board duties to care for themselves, a family member, or to address a personal hardship.

Article II

Meetings and Meeting Structure

Section 1. Open Public Meetings.

All Board meetings shall be open to the public to the extent required by RCW 42.30.010, et seq. Efforts to open meetings above and beyond the letter of the law are to be encouraged and applauded.

Section 2. Regular Meetings.

The Board shall meet monthly at a time and location agreed upon yearly.

No business of a Regular Meeting shall be conducted after two hours have elapsed except by a three-fourths vote to extend the session for a specific length of time.

Section 3. Special Meetings.

Special meetings may be called by the Chair or Vice-Chair; in absence of both Chair and Vice Chair, any of the Officers may call a Special Meeting.

Section 4. Quorum.

A quorum to commence a Board meeting shall be no fewer than seven (7) members of the Board.

Section 5. Notices for meetings.

Agendas for regular meetings shall be posted 24 hours before each meeting. Notice of special meetings (stating the place, day, and hour) will be sent out 24 hours prior to members of body, local news, etc and posted online and prominently outside of meeting space (see OPMA training in resources packet).

Section 6. Meeting Structure.

Regular Meetings shall consist of the following agenda items:

- Roll Call (Attendance of Board members, to be recorded in minutes)
- Approval of the Agenda and prior meeting minutes
- Check-In
- Public Comment
- Old Business (items table from previous meetings) & Committee Reports
- New Business
- Other Announcements

The agenda for each meeting shall be created by the Chair and Vice Chair (and be shared with the Board at least 24 hours before the meeting with a goal of sharing a week in advance of the meeting). Any requests to add items or guests to the agenda must be submitted to the Executive Committee at least three (3) days before the board meeting.

At the beginning of each meeting, the Chair shall review the agenda and call for amendments or approval by the full board.

Agenda items or topics that arise during board meetings may be tabled when discussion or decision is not generative or possible at the time. Agenda items or topics may be tabled by approval of the full board, with specific time to be revisited.

Article III

Officers & Division of Duties

This section outlines the responsibilities/duties, qualifications, and ideal ongoing professional development for board members.

Section 1. Executive Officers.

The Board shall have at least four (4) officers. Officers shall be elected from among the members of the Board by the Board for a term of one (1) year, with a maximum of four (4) consecutive years.

Members of the Board may serve additional terms as officers if elected by the Board.

Members of the Board may self-nominate or nominate others for executive positions. All who wish to be considered for a position must be present on the day of elections to receive a position. Voting will be conducted by a simple majority via show of hands. If no candidate receives an affirmative majority, a run-off will be held between the top two candidates immediately after the initial vote.

- A. **Chair:** responsible for leading the board and facilitating meetings
 - a. Oversee board and executive committee meetings and collaborate with the Vice Chair and/or chief executive in preparing board meeting agendas.
 - b. Work in partnership with the chief executive to make sure board resolutions are carried out.
 - c. Call special meetings if necessary.
 - d. Recommend who will serve on committees, in collaboration with the chief executive. May appoint committee chairs in cases where the committee cannot agree on a chair, or to expedite (when committee does not choose a chair within two (2) committee meetings).
 - e. Oversee searches for a new chief executive and coordinate chief executive's annual performance evaluation.
 - f. Work with the fellow board members, chief executive, and Governance Councils to recruit new board members and assist in their onboarding.
 - g. Periodically consult with board members on their roles and help them assess their performance.

- h. Act as an alternate spokesperson for the organization.
- B. **Vice Chair:** The Vice Chair serves as co-strategist to the chair and in the absence of the Chair, the Vice Chair shall:
 - a. Preside at all regular and special meetings of the Board and shall perform all other duties incident to the office of the Chair required by the Bylaws or from time to time as assigned by the Chair or the Board.
 - b. The Vice Chair shall have the authority to sign all legal documents for the Organization in cases where the Chair is unavailable and a delay would be detrimental to the Organization.
- C. **Secretary:** responsible for record-keeping minutes and materials in compliance with OPMA.
 - a. Ensure that accurate records are retained for the board, including all copies of official documents, communications, and correspondence of the organization (including articles of incorporation, bylaws, and legal notices and filings), as well as notices and meeting minutes of all regular and special meetings of the board.
 - b. Ensure that accurate and complete minutes of all official meetings are kept.
 - c. Collaborate with communications committee to share agendas, organizational documents, and meeting minutes with the public in compliance with OPMA.
- D. **Treasurer:** oversees all matters related to the organization's finances, property, and budget. The treasurer stewards the finance committee in collaboration with Chair, Vice Chair, and chief financial officer.
 - a. Oversee the processes of financial management and accountability for the organization.
 - b. Help make sure that all resources are used appropriately and that their use is

documented.

- c. Ensure the preparation, presentation, and retention of financial reports and records for monthly and annual board review and approval.
- d. May perform actual financial operations of the organization as needed.

Section 2. Committees.

The Board may create committees by resolution with a minimum of three (3) members and a maximum of six (6) members. At least two (2) members of each committee shall be Board members. These committees shall report to the Board and shall only take such action(s) as is specifically designated in the Bylaws or in the resolution chartering the committee. All committees must have a Board-approved charter.

- A. Any Board member can recommend the formation of a specific committee, to then be approved by the full board.
- B. Non-board members may be nominated by a Board member and approved by their intended committee to serve, work, and vote in the committee as appropriate.
- C. A committee may be dissolved by decision of the Board, or at the time agreed upon at formation (for ad hoc committees).
- D. **Committee Responsibilities**
 - a. Committees are responsible for developing recommendations. They will bring these recommendations to the Board for approval, unless specifically agreed upon by the Board. Committees are responsible for implementing or carrying out approved resolutions.
 - b. Committees of five (5) members or more are required to have a Committee Chair. Committee Chairs that are required shall be elected by their respective

committee within two meetings of the formation of the committee. If a committee does not meet the size requirements necessitating a chair, they shall elect a facilitator. The committee facilitator shall be responsible for scheduling meetings, facilitating discussions, and being the point of contact between the committee and the Board. Committee chairs and facilitators shall be elected through a simple majority vote in a given committee.

- E. **Committee Chairs:** Wherever possible, Committee Chairs shall be elected from among the members of the Board by the members of their respective committee for a term of one (1) year, with a maximum of four (4) consecutive years. Members of the Board may serve additional terms as Committee Chairs if elected by their respective committee. The Chair or Vice Chair of the Board may appoint Committee Chairs where expeditious.
- F. **Executive Committee:** This committee is composed of the Board Officers. It has the authority to act on behalf of the Board between meetings and to address organizational emergencies, with subsequent ratification by the full board. However, the Executive Committee is limited in its authority and cannot independently:
 - a. Amend bylaws
 - b. Elect or remove board members
 - c. Hire or fire the chief executive
 - d. Approve or change the budget
 - e. Make major structural decisions (i.e. add or eliminate programs, approve mergers, or dissolve the corporation)

- G. **Communications Committee** - The Communications Committee shall be responsible for communications between the board and its community stakeholders and/or the general public, including but not limited to the publishing of documents, statements, and press releases, maintenance of online content, and public relations activities.
- H. **Finance & Audit Committee** - The Finance & Audit Committee is responsible for planning, monitoring, approving, and overseeing the organization's use of its financial resources, including developing a budget to allocate the organization's funds. They oversee the independent audit process including hiring and evaluating an independent auditor.
- I. **Program Committee:** The Program Committee is responsible for ensuring the delivery, monitoring and oversight of quality services to residents.
- J. **Fund Development Committee:** The Fund Development Committee oversees development and implementation of a fundraising plan and engages the entire Board in resource development.
- K. **Board Development Committee:** The Board Development Committee has the responsibility for recruiting candidates for board and committee membership and preparing a "slate" of candidates and nominees for consideration and action by the full board.
- L. **Real Estate Development Committee:** The Real Estate Development Committee provides strategic oversight to the real estate development activities of the Seattle Social Housing Provider.

Section 3. Chief Executive Officer.

The Chief Executive Officer is hired by the Board. The Chief Executive Officer has day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies as directed by the Board. The Chief Executive Officer may sign contracts or other instruments required to

operate the Organization day-to-day, except when the signing and execution have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Organization or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chief Executive Officer shall perform all duties incident to the office of the chief executive officer and such other duties as are assigned by the Board from time to time. The Chief Executive Officer will attend all Board meetings, report on the progress of the Organization, answer questions of the Board members and carry out the duties described in the job description. The Chief Executive Officer answers directly to the Chair of the Board. The Board, through the Chair of the Board, can designate other duties as necessary.

Section 4. Basic Board Member's Legal Duties.

- A. **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.
- B. **Duty of Loyalty** — Each board member commits to centering residents and their interests in the decision-making process and to putting resident needs ahead of their personal and professional interests when acting on behalf of the organization. The voices and opinions of residents from low-income, marginalized communities will be prioritized at all times.
- C. **Duty of Obedience** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.
- D. **Disclosure and Consideration of Conflicts of Interest** — A conflict of interest exists when a board member's interest compromises their ability to make an unbiased

decision. Board members should avoid both actual conflicts and the appearance of conflicts of interest. Board members shall:

- i. Disclose all actual and potential conflicts
- ii. Recuse themselves from board votes or any transaction or arrangement in which they have a potential or actual conflict of interest or could reasonably be perceived to have a potential or actual conflict of interest. They shall not be present when any such vote is taken.

Article IV

Decision-Making & Group Dynamics

Section 1. Decision-Making.

As social housing holds at its core a mission for collective wellbeing and interconnectedness, we feel it is important to have that value demonstrated in our modes of decision-making. For decisions that have transformative impacts on the organization or the people we serve, we will employ the following decision-making process to ensure that we uphold these values.

- A. Whenever possible, we will provide information regarding the matter to be decided in a board packet one week prior to a board meeting, providing ample time for all board members to review and reflect on the issue or opportunity at hand.** It is the responsibility of each board member to review the board packet in advance of the board meeting and to be prepared to engage in discussion.
- B. Whenever possible, we will dedicate an allocated amount of time at the upcoming board meeting for discussion of matters that require a vote of the Board.** The Board

may utilize the Fist-to-Five strategy for gauging feedback or testing consensus.

Fist-to-Five does not constitute a vote of the Board. Feedback and input on the matter will be recorded by the Board Secretary and incorporated into a documented resolution, post board meeting.

i. Reference: <https://www.lucidmeetings.com/glossary/fist-five>

C. At the following board meeting, and as part of the board packet, the resolution will be presented and voted on.

D. Resolutions can be passed by a Supermajority vote. A three fourths (¾) supermajority vote can be requested (and approved by simple majority vote) for particularly important votes as deemed appropriate.

E. There will be times when the Board will be required to be nimbler in its decision-making process in order to seize opportunities or address emergent issues. To the extent possible, information will be provided in advance for review and space will be made for conversation. However, all Board members commit to being flexible and working together to reach a decision when time is of the essence.

F. Making things better. Dissenting opinions or raising of concerns should, wherever possible, be paired with suggestions to improve the decision/project.

Decisions that are more standard in nature, such as approving the agenda and meeting minutes or providing endorsements, can be presented and approved in a single board session.

Section 2. Conflict & Disagreement.

In the spirit of collaborative work, relationships across board members (which necessarily includes generative conflict) is to be prioritized. To this end, conflict and disagreement will inevitably arise and should not be avoided, but rather treated with honor and direct, respectful communication.

- A. **Vibe Check / Dissenter Check-in.** Any board member may request a Vibe/Dissenter Check-in during meetings. This would be a time to briefly name a tension arising in discussion, or recognition of a dissenting opinion that deserves to be heard by the full group, and requesting that the Chair make space for the tension to be aired. This may happen within the meeting at the time, at the end of the meeting, or in a follow-up conversation after the meeting.
- B. **Addressing & Resolving Conflicts.** Board members are expected to address one another directly when conflict between board members arises. They can call upon a third board member (including the Chair or Vice Chair) to offer support as they address the conflict with the other board member(s).

Article V

Fiduciary Management

Section 1. Limit on Liability.

All liabilities incurred by the Public Developer shall be satisfied exclusively from the assets and properties of the Public Developer and no creditor or other person shall have any right of action against the City of Seattle on account of any debts, obligations, or liabilities of the Public Developer. (Charter Article III Section 2)

Section 2. Mandatory Disclaimer.

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Public Developer’s principal and other offices. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the Public Developer. The Public Developer is organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: “[A]ll liabilities incurred by such public corporation, commission, or authority shall

be satisfied exclusively from the assets and properties of such public corporation, commission, or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority.” (Charter Article III Section 3)

Section 3. Board Concurrence Required.

The requirement for Board concurrence shall be that established by SMC 3.110.200, except that the donation of money, property, and assets is prohibited. The Board is prohibited from gifting money, property, or assets belonging to the Public Developer. (Charter Article VII Section 5)

Section 4. Board Review.

The Board shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. The Board shall also review balance sheets each month. The Board shall review all such information at open public meetings, the minutes of which shall specifically note such reviews, and include such information. (Charter Article VII Section 6)

Section 5. Audits and Inspections.

The Public Developer shall, at any time during normal business hours and as often as the City Council or the State Auditor may deem necessary, make available to the City Council and the State Auditor for examination all of its financial records, and perform audits. The City Council and State Auditor shall have no right, power or duty to supervise the daily operations of the Public Developer, but shall exercise its audit and inspection power and other powers under the ordinance and Charter for the purpose of correcting any deficiency and assuring that the purposes of the Public Developer are reasonably accomplished. (Charter Article XII)

Section 6. Bonding.

The members of the Board and any other officers or officials with the responsibility for handling accounts and finances shall file fidelity bonds in an amount determined adequate and appropriate by the Board. The Public Developer shall pay the premium for such bonds. The Public Developer shall identify these officers and officials and the amounts of their bonds in its annual report. (Charter Article XV Section 1)

Section 7. Insurance.

The Public Developer shall maintain in full force and effect liability insurance in an amount sufficient to cover potential claims for bodily injuries, death or disability, and for property damage, which may arise from or be related to its projects and activities. The Public Developer shall also maintain appropriate insurance to protect staff, officers, and Board members. (Charter Article XV Section 3)

Section 8. Code of Ethics.

No official or employee of the Public Developer shall engage in conduct prohibited under state or local law. Uncompensated officials and employees designated compensated employees shall annually by April 15 file statements of economic interest as required under SMC 3.110.570. The Board shall enforce the provisions of SMC 3.110.580. Additionally, all final Board determinations under SMC 3.110.580 shall be provided to the Seattle Ethics and Elections Commission for its information. The City Board of Ethics, in its discretion, may comment on any determinations and provide its comments to the Social Housing PDA Board. (Charter Article XV Section 4)

Section 9. Indemnification.

The PDA does not intend for the actions, or inactions, of its directors to subject them to

individual liability. Should such situations occur, the PDA will indemnify Board members and officers against expenses and liabilities. The right of indemnification shall inure to each Board member or officer upon their appointment to the PDA and in the event of their death shall extend to their heirs, legal representatives and estate. Each person who shall act as a Board member or officer of this PDA shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which they may have.

Article VI

Constituency

Section 1. Governance Council Meetings

Meetings between the Governance Council of each multifamily social housing development owned by the Public Developer and the Board shall occur biannually (Article VIII Section 4c).

Section 2. Constituency Meetings

The Board will conduct quarterly meetings with the Constituency. These meetings will occur every three months at a date and time agreed upon by the Constituency. At each second calendar quarter meeting, the Constituency will vote on new board positions and the meeting times for the next 4 meetings. A quorum of over half of the Constituency of voting age (or Constituency households maybe?) must be present for a meeting to occur.

Article VII

Miscellaneous

Section 1. Initial and Ongoing Opportunity for Bylaws Revision

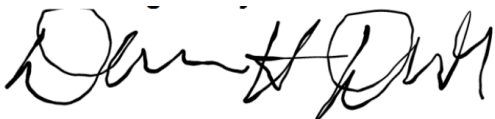
Amendments through addition but not retraction are allowed through the first 18 months. An

initial revision will occur after 3 years of these bylaws adoption. All ongoing revisions will occur every 6 years.

Section 2. Definitions

- A. Constituency:** Once the Public Developer begins operation of social housing, the “Constituency” of the Social Housing PDA shall consist of residents living within its developments.
- B. Governance Council:** Each multifamily social housing development owned by the Public Developer shall form a “governance council”. The Board shall establish appropriate size limitations for governance councils based on the size of the developments that they represent. A governance council shall have the powers and responsibilities listed in Article VIII Section 4 of the Charter.
- C. Board:** “Board” or “Board of Directors” means the group of persons vested with the management of the affairs of the Public Developer, which shall have the same meaning as “council” under Seattle Municipal Code 3.110.

Adopted on October 19, 2023



Dawn Dailey

Social Housing Seattle Developer, Secretary

Date Signed November 14, 2023