

**SOUTHWEST HOUSING COMPLIANCE
CORPORATION**



**BOARD OF DIRECTORS
Annual Meeting**

**Thursday, March 26, 2020
12:00 PM**

Conference Call
1 (646) 749-3122 Access Code: 283-714-653

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
ANNUAL BOARD MEETING
SOUTHWEST HOUSING COMPLIANCE CORPORATION**

**Thursday, March 26, 2020
12:00 PM**

**TO BE HELD VIA CONFERENCE CALL
1 (646) 749-3122; Access Code: 283-714-653**

A recording of the meeting will be posted on HACA's website
www.hacanet.org/board within two business days after the meeting date

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

Citizens Communication (Note: There will be a three-minute time limitation)

CONSENT ITEMS

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on May 23, 2019
2. Presentation, Discussion, and Possible Action regarding Resolution No. 090: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions

ACTION ITEMS

3. Presentation, Discussion, and Possible Action regarding Resolution No. 091: Election of new Officers for the Southwest Housing Compliance Corporation

EXECUTIVE SESSION

The Board may go into Executive Session (close its meeting to the public) Pursuant to:

- a. 551.071, Texas Gov't Code, consultations with Attorney regarding legal advice, pending or contemplated litigation; or a settlement offer;
- b. 551.072, Texas Gov't Code, discussion about the purchase, exchange, lease or value of real property;
- c. 551.074, Texas Gov't Code, discuss the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee.
- d. 551.087, Texas Gov't Code, discuss certain economic development negotiations.

OPEN SESSION

If there is an Executive Session, the Board will return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session.

REPORTS

The Board accepts the following reports:

- President's Report
- Other Staff Reports
- Commissioners' Reports/Questions to the Department Staff

ADJOURNMENT

"Pursuant to 30.06, Penal Code, (trespass by holder of license with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to 30.07, Penal Code (trespass by holder of license with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

"En virtud del 30.06, Código Penal, (traspaso titular de licencia con una pistola), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con una arma o pistola.

"En virtud de 30.07, Código Penal (prevaricación por titular de la licencia con un arma o pistola abiertamente llevado), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con un arma o pistola que lleva abiertamente.

*The Housing Authority of the City of Austin (HACA) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as needed basis.

The Housing Authority of the City of Austin is committed to compliance with the Americans with Disability Act. Reasonable modifications and equal access to the communications will be provided upon request. Meeting locations are planned with wheelchair access. If requiring Sign Language Interpreters or alternative formats, please give notice at least 2 days (48 hours) before the meeting date. Please call Nidia Hiroms at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on HACA, please contact Nidia Hiroms at 512.477.4488 x2104.

On March 16, 2020, the Governor of Texas suspended certain open meeting laws in response to the Coronavirus (COVID-19) disaster. This action allows governmental bodies, including the Housing Authority of the City of Austin and its subsidiaries, to conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings to slow the spread of COVID-19.

Accordingly, the Housing Authority of the City of Austin (HACA) and its subsidiaries will be conducting their Annual Board Meetings via telephone conference at 12:00 PM on Thursday, March 26, 2020.

The public is invited to access and participate in the Board Meetings by dialing in using your phone. 1 (646) 749-3122
Access Code: 283-714-653

HACA will provide online written notice containing a public toll-free dial-in number, as well as an electronic copy of the agenda packet, in advance of the telephonic conference meetings at www.hacanet.org/board. The public will have a means to participate in the meetings through two-way audio connections. Additionally, HACA will post an audio recording of the meetings on our website.

SOUTHWEST HOUSING COMPLIANCE CORPORATION

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Cummings, Vice President

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on May 23, 2019

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to review and approve the Board Minutes Summary for the Board Meeting held on May 23, 2019.

ATTACHMENTS:

- ▣ **20190523 SHCC Minutes Summary**

**SOUTHWEST HOUSING COMPLIANCE CORPORATION
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

MAY 23, 2019

SUMMARY OF MINUTES

THE SOUTHWEST HOUSING COMPLIANCE CORPORATION (SHCC) BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 12:00 NOON ON THURSDAY, MAY 23, 2019, AND WAS HELD AT HACA'S CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TEXAS 78704

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Regular Board Meeting of the Southwest Housing Compliance Corporation (SHCC), of May 23, 2019, was called to order by Charles Bailey, HACA Vice-Chairperson, at 12:14 p.m. The meeting was held at HACA's Central Office, 1124 S. IH 35, Austin, Texas 78704

Roll call certified a quorum was present.

MEMBERS PRESENT:

Edwina Carrington, President
Charles Bailey, Vice-President
Dr. Tyra Duncan-Hall, 2nd Vice-President
Mary Apostolou, Director
Carl S. Richie, Jr., Director

MEMBER(S) ABSENT:

STAFF PRESENT:

Andrea Galloway, Ann Gass, Barbara Jackson, Kelly Crawford, Ken Bodden, Leilani Lim-Villegas, Lisa Garcia, Martha Ross, Michael Cummings, Michael Gerber, Michael Roth, Nidia Hiroms, Pilar Sanchez, Ron Kowal and Suzanne Schwertner

ALSO IN ATTENDANCE:

Bill Walter, Coats Rose
Wilson Stoker, Cokinos, Bosien & Young

CONSENT AGENDA

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:

ITEM 1: Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on March 14, 2019

Director Apostolou moved to approve the Board Minutes Summary for the Board Meeting held on March 14, 2019. **2nd Vice-President Duncan-Hall** seconded the motion. The motion passed. (5-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board recessed into Executive Session at 1:56 p.m.

OPEN SESSION

The Board returned into Open Session at 2:48 p.m. No action was taken.

ADJOURNMENT

Director Apostolou moved to adjourn the meeting. **2nd Vice-Chairperson Duncan-Hall** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 2:51 p.m.

Michael G. Gerber, Secretary

Edwina Carrington, President

SOUTHWEST HOUSING COMPLIANCE CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 090

ITEM NO. 2.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Cummings, Vice President

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 090: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 090: which ratifies all actions taken by the Board of Directors during the 2019-2020 Fiscal Year, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions.

SUMMARY

Background:

Upon past advisement of legal counsel, Resolution No. 090 was drafted to ensure all actions taken by the Board during FYE 2019-2020 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Directors. This is an action that will be presented for board action on an annual basis.

Process:

This Resolution resolves any irregularities in the voting process found in the Board meeting minutes and/or resolutions, and all actions taken during the 2019-2020 Fiscal Year by the Board of Directors are fully enforceable.

Staff Recommendation:

Staff recommends Board approval of Resolution No. 090 to ratify all actions taken by the Board of Directors during the 2019-2020 Fiscal Year.

RESOLUTION NO. 090

APPROVAL TO RATIFY ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS DURING FYE 2019-2020, IN ORDER TO RESOLVE ANY IRREGULARITIES WHICH MAY HAVE OCCURRED REGARDING A QUORUM OR VOTE BY THE DIRECTORS AS REFLECTED WITHIN THE APPROVED MINUTES AND RESOLUTIONS

WHEREAS, in the event that there were any irregularities in any action or vote taken by SHCC's Board of Directors during the 2019-2020 Fiscal Year, the Southwest Housing Compliance Corporation desires to ratify and affirm all of the actions and votes taken by the Board of Directors regardless of the irregularity, as each action and vote taken represents the true intention of a quorum or more of SHCC's Board of Directors.

WHEREAS, the purpose of this resolution is to give full legal force and effect to each action or vote of the Board of Directors taken during the 2019-2020 Fiscal Year as if each action was taken by a quorum of the board without any irregularity, and therefore, every action taken by the Board of Directors during the 2019-2020 Fiscal Year is fully enforceable.

NOW, THEREFORE, IT IS HEREBY RESOLVED, the Southwest Housing Compliance Corporation Board of Directors hereby ratifies and affirms all actions and votes taken by the Board of Directors during 2019-2020 Fiscal Year.

PASSED, APPROVED AND ADOPTED on this 26th day of March 2020.

Michael G. Gerber, Secretary

Chairperson

SOUTHWEST HOUSING COMPLIANCE CORPORATION

BOARD ACTION REQUEST

RESOLUTION NO. 091

ITEM NO. 3.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 091:
Election of new Officers for the Southwest Housing Compliance Corporation

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 091 to approve the new board officers for the Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

SUMMARY

Background:

With the recent re-appointment of three board members, the Board has the opportunity to elect new board officers for the Southwest Housing Compliance Corporation. A list of current board officers is attached.

ATTACHMENTS:

- ▣ **SHCC Bylaws**
- ▣ **20200326 SHCC Current Officers**

RESOLUTION NO. 091

**ELECTION OF THE OFFICERS OF THE SOUTHWEST HOUSING
COMPLIANCE CORPORATION BOARD OF DIRECTORS**

WHEREAS, the Southwest Housing Compliance Corporation has established bylaws for its operations;

WHEREAS, Article 3 Directors, Section 1, states that the Affairs of the Corporation shall be managed by the Board of Directors which will consist of the following Officers of the Board of Commissioners of the Housing Authority of the City of Austin; (1) Chairperson; (2) Vice-Chairperson; (2) Second Vice-Chairperson, and (3) Secretary.

WHEREAS, Article 3 Directors, Section 5, Directors shall be entitled to hold office until their successors are appointed and qualified.

NOW, THEREFORE, BE IT RESOLVED that effective March 26, 2020, the Board of Directors for the Southwest Housing Compliance Corporation approves a new slate of officers for the positions of the Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

Chairperson _____

Vice-Chairperson _____

2nd Vice-Chairperson _____

PASSED, APPROVED AND ADOPTED this 26th day of March, 2020.

Michael G. Gerber, Secretary

Chairperson

**BYLAWS
OF
SOUTHWEST HOUSING COMPLIANCE CORPORATION**

**ARTICLE 1
CORPORATE OFFICES**

SECTION 1. REGISTERED OFFICES

The Address of the registered office of the Corporation is: 1124 S. IH-35, Austin, Texas 78704, P.O. Box 6159, Austin, Texas 78762-6159. The registered office may be changed only by filing duly made with the Secretary of the State of Texas.

SECTION 2. PRINCIPAL OFFICE

The Address of the principal office of the Corporation is: 1124 S. 11-1-35, Austin, Texas 78704, P.O. Box 6159, Austin, Texas 78762-6159.

SECTION 3. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment to these Bylaws.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 115 PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 115 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The Southwest Housing Compliance Corporation is organized exclusively for such purposes as:

- (1) engaging in or assisting in the development or operation of low income housing; and
- (2) the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code, or the corresponding section of any future federal code.

**ARTICLE 3
DIRECTORS**

SECTION 1. BOARD OF DIRECTORS

The Affairs of the Corporation shall be managed by the Board of Directors which will consist of the following Officers of the Board of Commissioners of the Housing Authority of the City of Austin; (1) Chairperson; (2) Vice-Chairperson; (2) Second Vice-Chairperson, and (3) Secretary.

SECTION 2. POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors and shall be subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws.

SECTION 3. DUTIES GENERALLY

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their address with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. SECTION 4. DUTIES AS TO EACH DIRECTOR

- a) **Chairperson** – The Chairperson shall preside at all meetings of SHCC. Except as otherwise authorized by resolution of SHCC, the Chairperson shall sign all contracts, deeds, and other instruments made by SHCC. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of SHCC.
- b) **Vice-Chairperson** – The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as SHCC shall appoint a new Chairperson.
- c) **Second Vice Chairperson** – The Second Vice-Chairperson shall perform the duties of the Vice-Chairperson in the absence or incapacity of the Vice-Chairperson. In the event of the resignation or death of the Vice-Chairperson, the Second Vice-Chairperson shall perform such duties as imposed on the Vice-Chairperson until such a time as SHCC shall appoint a new Vice-Chairperson.
- d) **Secretary** – The Secretary shall be the President/Chief Executive Officer of the Housing Authority of the City of Austin.

The Secretary shall keep the record of SHCC, shall act as Secretary of the meetings of SHCC and record all votes, and shall keep a record of the proceedings of SHCC in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office. He/she shall keep in safe custody, the seal of SHCC and shall have power to affix such seal to all contracts and such instruments authorized to be executed by SHCC.

The Board hereby designates and authorizes the Secretary of SHCC to execute any and all documents that are necessary to enter into binding contracts on behalf of SHCC and the Board. He/she shall have the care and custody of all funds of SHCC and shall deposit in the name of SHCC in such banks as SHCC may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of SHCC. Except as otherwise authorized by a resolution of SHCC, all such orders and checks shall be countersigned by the

Chairperson. The Secretary shall keep regular book of accounts showing receipts and expenditures and, if requested to do so by one or more of the Commissioners, shall render to SHCC, at each regular meeting, an account of his/her transactions and also of the financial condition of SHCC. He/she shall give such bond for the faithful performance of his/her duties as SHCC may determine. The compensation of the Secretary shall be determined by SHCC.

In absence of the Secretary, the Assistant Secretary, who shall be the Vice-President of SHCC, shall have such powers and perform such duties as the Secretary, respectively, or as the Board of Directors or President may prescribe. During the lengthy absence of the Secretary, the Assistant Secretary may respectively perform the functions of the Secretary.

SECTION 5. TERM OF OFFICE

Directors shall be entitled to hold office until their successors are appointed and qualified.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 7. REMOVAL OF DIRECTORS

Any individual Director may be removed from office if the Director ceases to serve as a member of the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 8. PLACE OF MEETINGS

The regular meeting shall be held at the same place as the regular meeting of the Housing Authority of the City of Austin. Generally, that place will be at 1124 S. IH 35 in Austin, Texas, unless the Directors, by resolution, designate another place at the previous regular meeting. However, every quarter, a regular meeting shall be held at a Housing Authority of the City of Austin Public Housing site.

SECTION 9. TIME OF REGULAR MEETINGS

Regular meetings shall be held at the same time as the regular meetings of the Housing Authority of the City of Austin which generally shall be on the third Thursday of every month at 12:00 p.m. or at another time designated by the Board at the prior meeting.

SECTION 10. CALL OF SPECIAL MEETING

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson or, if the Chairperson is absent or unable or refuses to act, by any Vice Chairperson or any two Directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed one week before, or telegraphed or personally delivered to each Director not later than five days before, the day appointed for the meeting.

SECTION 11. NOTICES

Public notices of all meetings of the Board of Directors shall be given in accordance with the requirements of the "Texas Open Meetings Act" (Tex. Local Gov't. Code, Section 551.01 et. al.), or any succeeding law relating to public notices of meetings of governmental bodies.

**Southwest Housing Compliance Corporation
Board of Directors**

March 26, 2020

Current Officers

Chairperson: Edwina Carrington

Vice-Chairperson: Charles Bailey

2nd Vice-Chairperson: Tyra Duncan-Hall