

**BYLAWS  
OF  
TRUCKEE TAHOE WORKFORCE HOUSING AGENCY**

**PREAMBLE**

The Truckee Tahoe Workforce Housing Agency (“**Agency**”) was established on January 27, 2020, pursuant to the Joint Exercise of Powers Agreement Creating the Truckee Tahoe Workforce Housing Agency, as may be amended from time to time (“**Agreement**”), and the Joint Exercise of Power Act (Government Code section 6500 et seq.). The members of the Agency may be referred to herein individually as a “**Member**” or collectively as the “**Member.**”

**ARTICLE I  
DEFINITIONS**

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

- Section 1. Act means Articles 1 through 4, Chapter 5, Division 7, Title 1 of the Government Code of the State of California (commencing with Section 6500) relating to the joint exercise of powers common to public agencies.
- Section 2. Agreement means the Joint Exercise of Powers Agreement which created the Truckee Tahoe Workforce Housing Agency, whose Effective Date is January 22, 2022, as amended from time to time.
- Section 3. Agency means the Truckee Tahoe Workforce Housing Agency, which was created by the Agreement.
- Section 4. Board or Board of Directors means the governing body of the Agency.
- Section 5. Bylaws means the bylaws of the Agency, contained herein.
- Section 6. Director means a member of the Board representing a Member.
- Section 7. Member means the Tahoe Forest Hospital District, Tahoe Truckee Unified School District, Truckee Donner Public Utility District, Truckee Tahoe Airport District, and any other entity added pursuant to Section 5.1(b) of the Agreement.
- Section 8. Officer means the Chair, Vice Chair, Secretary, or Treasurer/Auditor.

**ARTICLE II  
PURPOSE AND LIMITATIONS**

- Section 1. **Purpose of Agency.** The Agency was formed with the purpose and intent to support and promote the development of workforce housing for Members within the Agency’s jurisdiction, and to collectively plan, acquire, develop, lease, finance, and construct workforce housing for Member employees and support housing programs that provide workforce housing to Member employees, as specified in Section 2.4 of the Agreement.
- Section 2. **Purpose of Bylaws.** The Agreement authorizes the Board to adopt such bylaws, rules and regulations as are necessary or desirable to accomplish the purposes of the Agreement; provided, however, that nothing in the Bylaws, rules or regulations shall be inconsistent with the Agreement. By approving these Bylaws, the Board intends to adopt additional procedures concerning basic governance, internal organization, Board committees, and other matters addressed in these Bylaws.
- Section 3. **Conflict Between Bylaws and Agreement.** Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement. If any term of these Bylaws conflicts with any term of the Agreement, the Agreement terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction and applicable statutory definitions will govern the interpretation of these Bylaws.

**ARTICLE III  
POWERS**

The powers of the Agency shall be as set forth in Article 3 of the Agreement and in Government Code section 6508, or as otherwise authorized by law.

**ARTICLE IV  
BOARD OF DIRECTORS**

- Section 1. **Board Membership.** Agency is governed by a Board of Directors (“**Board**”) comprised of one representative for each Member.
- Section 2. **Additional Members.** A public agency may be considered for membership in the Agency by presenting an adopted resolution to the Board that includes a request to become a Member. The Board may approve membership by a unanimous vote and upon satisfaction of the conditions specified in Section 5.1(b) of the Agreement.

Section 3. **Withdrawal.** After July 1, 2023, any Member shall have the right to withdraw from the Agreement by giving at least 24 months' advance written notice to the Board and each Member.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. **Director Appointment.** The governing body of each Member shall appoint and designate in writing one regular Director, who shall be authorized to act for and on behalf of such Member. The regular Director shall be the chief administrative officer or the general manager of the appointing Member, or a designee of the chief administrative officer or the general manager. The governing body of each Member shall also appoint and designate in writing one alternate Director who may vote on matters when the regular Director is absent from a meeting.

Section 2. **Resignation.** A Director may resign at any time by giving written notice to the Board Secretary. The notice of resignation may specify a date on which the resignation will become effective.

Section 3. **Vacancy.** If at any time a vacancy occurs on the Board, for whatever reason, a replacement shall be appointed by the governing body of the subject Member within 45 days of the vacancy.

Section 4. **Powers and Duties of the Board.** The Board shall have the responsibility for the general management of the affairs, property and business of the Agency and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the Agency insofar as not inconsistent with law, Article 3 of the Agreement, or these Bylaws.

## **ARTICLE VI MEETINGS**

Section 1. **Principal Office.** The principal office for the transaction of the activities and affairs of the Agency ("Principal Office") is located at 10970 Spring Lane, Truckee, CA 96161.

Section 2. **Regular Meetings.** The Board shall hold at least two regular meetings per year, but the Board may provide for the holding of regular meetings at more frequent intervals. The date, hour, and place of each regular meeting shall be fixed by resolution of the Board.

- Section 3. **Special and Emergency Meetings.** Special and emergency meetings of the Board may be called in accordance with the provisions of Government Code sections 54956 and 54956.5, respectively.
- Section 4. **Open Meetings.** All meetings of the Board shall be conducted in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.). Directors may participate in meetings telephonically, with full voting rights, only to the extent permitted by law.
- Section 5. **Closed Sessions.** The Board shall comply in all respects with closed session requirements and procedures of the Brown Act. Pursuant to Government Code section 54956.96(a)(2), the Board hereby authorizes an alternate Director who is also a member of the governing body of a Member, and is attending a properly noticed Board meeting in the absence of the regular Director, to attend a closed session held during such meeting. Pursuant to Section 54956.96(a)(2), alternate Directors who are not a member of the governing body of a Member may not attend a closed session meeting of the Agency.
- Section 6. **Agenda.** The Executive Director shall prepare the agenda for all meetings of the Board in accordance with the Brown Act, and regular meeting agendas shall be posted 72 hours before each meeting in compliance with said Act.
- Section 7. **Quorum.** A majority of the entire Board of Directors shall constitute a quorum in order to conduct business. Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such Alternate Director is formally representing an absent Director. In the absence of a quorum, no business may be transacted except the adjournment of a meeting by the remaining Directors. A Director shall be deemed present for the determination of a quorum if the Director is present at the meeting in person or if he or she participates in the meeting telephonically as provided by the Brown Act.
- Section 8. **Voting.** Each Director present at a meeting shall have one vote in any decision. Except as otherwise required by law, voting shall be viva voce. Unless otherwise specified in the Agreement, a simple majority of the quorum shall be required for the adoption of a motion, resolution, contract authorization or other action of the Board. Less than a majority may make a motion for adjournment. A unanimous vote of the entire Board shall be required for the following items listed in Section 5.2(d) of the Agreement: (1) adding new members; (2) issuing bonds or other forms of indebtedness; (3) approving commencement of eminent domain proceedings; and (4) termination of the Agreement and dissolution of the Agency.
- Section 9. **Action.** Action by the Board on all resolutions and ordinances shall be recorded in writing, signed by the Chair, and attested to by the Secretary. All other actions of the Board shall be by motion recorded in written minutes.

- Section 10. **Adjournments and Adjourned Meetings.** The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board in accordance with law. If less than a majority is present at a meeting, a majority of those members of the Board present may adjourn the meeting from time to time.
- Section 11. **Organization.** Each meeting of the Board shall be presided over by the Chair or, in his or her absence, by the Vice Chair, or in the absence of both the Chair and Vice Chair, by any member of the Board selected to preside by vote of a majority of the members of the Board present. The Secretary, or in his or her absence, any person designated by the individual presiding over the meeting, shall act as secretary of the meeting.
- Section 12. **Compensation and Reimbursement.** Pursuant to Section 5.2(f) of the Agreement, compensation for work performed by Directors on behalf the Agency shall be borne by the Member that appointed the Director. The Board may adopt by resolution a policy relating to the reimbursement of expenses incurred by Directors.

## **ARTICLE VII OFFICERS**

- Section 1. **Officers.** The officers of the Board shall consist of a Chair, Vice Chair, Secretary, and Treasurer/Auditor (each an “Officer”). The Chair and Vice Chair must be members of the Board. The Chair shall have the power to enforce meeting decorum and rules of order and to exercise such other powers and duties pursuant to Section 5.2(e) of the Agreement and as may be assigned by the Board. The Vice Chair shall perform the duties of the President in the absence or inability to act of the Chair.
- Section 2. **Election of Officers.** The Board at its first regularly scheduled meeting of the year, each year thereafter, and at such other times as there may be a vacancy in an office, shall elect a Chair and Vice Chair.
- (a) **Chair.** In the event of a vacancy of the Chair, the Board shall elect the Vice Chair to fill the vacancy at the next meeting of the Board held after such vacancy occurs.
- (b) **Vice Chair.** In the event of a vacancy of the Vice Chair, the Board shall elect a new Vice Chair to fill the vacancy at the next meeting of the Board held after such vacancy occurs.
- Section 3. **Appointments of Officers.** The Secretary and Treasurer/Auditor shall be chosen at the initial meeting or as soon as practical thereafter.

- (a) Secretary. The Board shall appoint a Secretary, who need not be a Member of the Board. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees of the Agency required by the Bylaws and applicable law to be given. The Secretary shall keep or cause to be kept, at the Principal Office or such other place as the Board may direct, a record of summary minutes of all meetings and actions of Directors, Alternate Directors and committees of the Agency, with the time and place of meeting, whether the meeting was regular or special, how any special meeting was authorized, the notice provided for the meeting, the names of those present at such meetings, and the votes, actions and proceedings of such meetings.
  
- (b) Treasurer/Auditor. Pursuant to Government Code sections 6505.5 and 6505.6, the Board shall appoint a qualified person to act as the Treasurer/Auditor for the Agency. The Board may appoint a qualified person to serve as Treasurer/Auditor. Treasurer/Auditor shall be the depository and shall have responsibility for the depositing and custody of all funds held by the Agency from any source. The Treasurer/Auditor shall possess the powers of, and shall perform those functions and duties required by provisions of applicable law, the Joint Exercise of Powers Act, the Agreement, and those which may be prescribed by the Board or these Bylaws. All funds of the Agency shall be strictly and separately accounted for and regular reports shall be rendered of all receipts and disbursements at least quarterly. The Treasurer/Auditor shall provide strict accountability of said funds in accordance with Government Code sections 6505 and 6505.5 and all other applicable provisions of law.
  
- (c) Additional Officers. The Board may appoint additional officers deemed necessary or desirable.

Section 4. **Term of Office.** The Chair and Vice Chair shall serve for a term of one year, without limit to the number of terms.

Section 5. **Resignation of Officers.** Voluntary Resignation. Any officer of the Agency may, subject to contrary provision in any applicable contract, resign at any time by giving written notice to the Board or to the Chair or Secretary of the Agency. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, on receipt thereof. Unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make such resignation effective.

Section 6. **Vacancies.** If any office becomes vacant at any time, such vacancy may be filled at any time by the Board.

Section 7. **Official Bond.** The Treasurer/Auditor is designated as the public officer or person who has charge of, handles, or has access to any property of the Agency. The

Treasurer shall file an official bond as required by Section 6505.1 of the Act in an amount fixed by resolution of the Board.

## **ARTICLE VIII COMMITTEES**

- Section 1. **Committees.** As further provided in Section 5.2 of the Agreement, the Board may establish permanent or temporary committees as the Board deems appropriate to assist the Board in carrying out its functions.
- Section 2. **Appointment to Standing Committees.** For Standing Committees, the Chair shall nominate committee members, subject to approval by a majority vote of the Board. If the Board fails to approve the Chair's nomination(s) to a Standing Committee, the Board may entertain a motion for the appointment of committee members.
- Section 3. **Committee Voting.** Action by a committee on all matters shall require an affirmative vote of a majority of the members of the committee who are present at the meeting.
- Section 4. **Alternate Directors in Standing Committees.** In the event a member of a Standing Committee is unavailable to attend a duly noticed meeting of that committee, the Alternate Director representing the same Member as the absent Director may attend and, if applicable, vote in the committee meeting in place of the absent Director. The Alternate Director may also chair the committee and fully participate in discussion and debate during meetings.
- Section 5. **Removal of Committee Members.** The Board may remove a committee member from a committee, with or without cause, by a majority vote of the Board.
- Section 6. **Ad Hoc Committees.** The Board may establish temporary ad hoc advisory committees that: (a) are composed of less than a quorum of the Board, (b) have no continuing subject matter jurisdiction, and (c) have no meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. The Chair shall appoint the members of such ad hoc committees.

## **ARTICLE IX ADMINISTRATION AND STAFFING**

- Section 1. **Executive Director.** At the initial meeting, the Board shall appoint an Executive Director under whose general supervision and control the activities of the Agency shall be conducted and shall be compensated for his/her services as determined by the Board. The Executive Director may be a Member entity staff member and shall serve at the pleasure of the Board and continue in his/her capacity until he/she resigns or is terminated by the Board. The Executive Director shall be the chief

administrative officer of the Agency and shall have overall responsibility for the day-to-day operations and administration of the Agency. The Executive Director shall ensure that staff for the Agency are able to implement the Agreement, these Bylaws, and any other requirements imposed by law. The Executive Director shall have the powers and duties set forth in Section 5.3(b) of the Agreement and the following powers and duties:

- (a) Executing contracts, deeds and other documents and instruments as authorized by the Board, subject to any Board policy on spending and signature authority.
- (b) Exercising general supervision over all property belonging to the Agency.
- (c) Exercising responsibility for purchases of all supplies, materials, and equipment of the Agency.
- (d) Coordinating Board meetings and public participation opportunities associated therewith, and in coordination with the Agency's Legal Counsel, ensuring the Agency operates in a manner consistent with all legal requirements imposed by law on California public agencies.
- (e) Ensuring that the requirements of the Joint Exercise of Powers Act (Government Code section 6500 et seq.) are satisfied.
- (f) Exercising such other powers and duties as may be prescribed by the Board or these Bylaws.
- (g) Carrying out the direction of the Board.

Section 2. **Reimbursement of Expenses.** The Board may adopt by resolution a policy relating to the reimbursement of expenses incurred by Officers and employees.

## **ARTICLE X FINANCES**

Section 1. **Fiscal Year.** The fiscal year for the Agency shall begin on July 1st and end on June 30th, unless the Board adopts a resolution changing the dates.

Section 2. **Budget.** The Agency shall operate pursuant to a general operating budget and other Agency budgets adopted in accordance with Article 6 of the Agreement.

Section 3. **Operating Budget and Expenditures.** The Executive Director shall present a proposed budget to the Board before April 1 each year for review and approval.



The Board shall approve an annual operating budget before the beginning of a fiscal year or any other date established by the Board, as required to conduct its business in a manner consistent with the purposes of the Agency. Unless otherwise required by the Agreement or California law, the Treasurer/Auditor shall draw checks or warrants or make payments by other means for claims or disbursements not within an applicable budget only upon the approval of the Board.

Section 4. **Funding for the Agency.** Funding for the Agency shall be in accordance with Sections 6.3, 6.4 and 6.5 of the Agreement.

Section 5. **Alternative Funding Sources.** The Agency may, by a Board vote, seek funding from other alternative sources, including but not limited to, state and federal grants or loans, and the issuance of bonds.

Section 6. **Transfer of Records, Accounts, Funds, and Property.** Pursuant to Section 6.6 of the Agreement, the Board shall adopt procedures by which the Agency documents the transfer and receipt of records, accounts, funds, or property from Members or other entities.

## **ARTICLE XI RECORDS**

Section 1. **Availability.** A copy of the Agency's Bylaws and the Agreement shall be kept at the Agency's Principal Office, as set forth in Section 6.1 above, and shall be open to inspection by the public at all reasonable times during office hours.

Section 2. **Inspection.** Unless otherwise restricted by law, any Member and any Director may inspect any record of the Agency, including but not limited to, the accounting books and records and minutes of the proceedings of the Board and committees of the Board, at any reasonable time. A designated representative of the Member may make any inspection and copying under this Section and the right of inspection includes the right to copy. As directed and permitted by law, Agency records shall be open to inspection by the public.

## **ARTICLE XII AMENDMENTS**

These Bylaws may be modified, amended or repealed or new Bylaws may be adopted by resolution by an affirmative vote of the Board at any regular or special meeting of the Board. In the event that a conflict exists between a provision in the Bylaws and a provision in the Agreement, the provision in the Agreement shall govern.

**ARTICLE XIII  
SEVERABILITY**

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws.