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**RULES AND REGULATIONS**  
**OF**  
**COMMUNITY ROOTS HOUSING**  
**(Restated Board-approved changes as of 07/13/2020)**

**TABLE OF CONTENTS**

[Article I: PDA Board](#) ..... 2

[Section 1: Term of Office](#) ..... 2

[Section 2: Call for Nominations](#) ..... 2

[Section 3: Qualifications](#) ..... 2

[Section 4: Vacancies, Removal and Resignation of Board Members](#) ..... 3

[Article II: Meetings of the Board](#) ..... 3

[Section 1: Regular Meetings](#) ..... 3

[Section 2: Special Meetings](#) ..... 3

[Section 3: Quorum](#) ..... 4

[Section 4: Notice of Regular Meetings and Special Board Meetings](#) ..... 4

[Section 5: Waiver of Notice](#) ..... 5

[Article III: Officers; Staff and Committees](#) ..... 5

[Section 1: Officers Designated](#) ..... 5

[Section 2: Officers’ Election, Qualifications and Terms of Office](#) ..... 5

[Section 3: Officers’ Powers and Duties](#) ..... 5

[Section 4: Officers’ Removal, Resignation and Vacancy](#) ..... 7

[Section 5: Appointment of Committees; Executive Committee](#) ..... 7

[Article IV: Fiscal Policy](#) ..... 8

[Section 1: Annual Budget](#) ..... 8

[Section 2: Bank Accounts](#) ..... 8

[Section 3: Donations](#) ..... 8

[Section 4: Treasurer’s Report](#) ..... 8

[Article V: Administrative Provisions](#) ..... 8

[Section 1: Books and Records](#) ..... 8

[Section 2: Robert’s Rules of Order](#) ..... 8

[Section 3: Indemnification of Board Members](#) ..... 8

[Section 4: Public Accountability](#) ..... 9

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**ARTICLE I**

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**PDA BOARD**

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**SECTION 1.**      **Term of Office.**

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Subject to the limitations herein and in the Charter, Board members to Community Roots Housing (the “Program” or “PDA”) may hold office for up to four (4) successive terms, after which time the Board must approve any further term of office.

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**SECTION 2.**      **Call for Nominations.**

The Program shall seek nominations of qualified board member candidates periodically through the broad circulation of a call for nominations and will maintain an active list of candidates for on-going consideration.

**SECTION 3.**      **Qualifications.**

In evaluating prospective members, the Board will be cognizant of the desirability of achieving a Board whose members reflect diversity in social, cultural, ethnic, racial, sexual orientation and economic backgrounds and perspectives. To ensure balanced responsiveness and competence, all candidates for the Board should meet the following criteria:

a.      **Background.** (i) demonstrated leadership ability; and (ii) knowledge and skills from experience or training in one or more of the following areas: real estate development, property and asset management, special needs populations, community development, finance, budget, policy development, strategic planning, management/administration, capital development, corporate governance, marketing, negotiation, fundraising, grant-writing and accounting or such other skills as the Board may identify.

b.      **Abilities and Characteristics.** (i) credibility with the professional community and government entities with which the Program works; (ii) reliability, sound judgment, flexibility and creativity, (iii) ability to work effectively and cooperatively with other Board members, staff, community individuals, and groups with diverse backgrounds and philosophies; (iv) ability to make difficult decisions on behalf of the Program; and (v)

37 ability to take a multi-cultural perspective and to support strategies that enhance the equity and sustainability of  
38 the communities we serve.

39 c. Commitment. (i) willingness to commit time and personal resources; (ii) willingness to  
40 serve on Board committees; (iii) willingness to represent the Program at community functions; and (iv) commitment  
41 to the Program’s express core purpose and values.

42 d. Conflict of Interest Statement. All candidates will be required to disclose any information  
43 concerning activities of the candidate or his/her immediate family that present a potential Conflict of Interest as a  
44 Board member. Candidates whose employment, financial interests, and/or other activities are determined by the  
45 Board to be in conflict with the interests of the Program are ineligible for Board membership. No employee of the  
46 Program or any member of an employee’s immediate family member is eligible for Board voting membership.

47 SECTION 4. Vacancies, Removal and Resignation of Board Members.

48 a. If a member nominated by the Mayor resigns, or becomes ineligible or unable to serve,  
49 the Board shall request that the Mayor nominate a new member to serve the balance of the unexpired term of such  
50 member.

51 b. If a member nominated by the Board resigns, or becomes ineligible or unable to serve, the  
52 Board shall elect a successor to serve the balance of the unexpired term of such member.

53 **ARTICLE II**

54 **MEETINGS OF THE BOARD**

55 SECTION 1. Regular Meetings.

56 Regular meetings of the Board shall be held on the second Monday of each month at the principal place of  
57 business of the Program; provided, however, that the Board may alter such regular meeting time and place by  
58 resolution.

59 SECTION 2. Special Meetings.

60 Special meetings of the Board may be held at any place at any time whenever called by the Chair or any  
61 four (4) members of the Board. If twenty-five (25) days have elapsed since the previous Board meeting and no future  
62 meeting has been scheduled, any member of the Board, upon five (5) days’ notice, may call a special meeting of the  
63 Board to consider matters appropriate to a regular meeting.

64            SECTION 3.        Quorum.

65            At least a majority of the voting members of the Board must be present at any regular or special meeting  
66 to constitute a quorum. The act of a majority of the members present at any meeting of the Board at which a  
67 quorum is present shall be the act of the Board, except for actions identified in Article VII, Section 3 of the Charter;  
68 amendments to the Charter under Article XI, Section 3 of the Charter, and amendments to the Rules and Regulations  
69 under Article XI, Section 4. Board members present at a duly convened meeting may continue to transact business  
70 until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Board  
71 members may participate in a Board or Committee meeting through the use of conference telephone or other  
72 communications equipment so long as such equipment permits the Board members participating in such a meeting  
73 to hear one another, and such participation shall constitute presence in person at such meeting.

74            SECTION 4.        Notice of Regular and Special Board Meetings.

75            No notice of the regular meetings shall be required, except of the first regular meeting after any change in  
76 the time or place of such meeting adopted by resolution of the Board as provided above. Written notice of such  
77 changed regular meeting, and notice of all special meetings, shall be delivered personally, by mail or by electronic  
78 mail to each member of the governing body; and to each local newspaper of general circulation and to each local  
79 radio or television station which has on file with the governing body a written request to be notified of such special  
80 meeting or of all special meetings. Such notice must be delivered personally, by mail or by electronic mail at least  
81 twenty-four (24) hours before the time of such meeting as specified in the notice. Notice shall also be given by  
82 posting it at the offices and on the website of the Program. The notice shall specify the time and place of such  
83 meeting and the business to be transacted. Final disposition shall not be taken by the Board on any other matter at  
84 such meeting. At any regular meeting of the Board, any business may be transacted and the Board may exercise all  
85 of its powers.

86            Delivery of Notice by Posting to Electronic Network. The Program may provide notice of the time and place  
87 of any regular or special meeting of the Board by posting the notice on an electronic network (such as a listserv),  
88 provided that the Program also delivers notice of such posting to the members of the Board by mail or e-mail  
89 (pursuant to the recipient's consent to receive e-mail notice).



117 evidence of indebtedness owned or standing in the name of the Program. They shall lead the process for the annual  
118 performance review of the Executive Director and shall report on this review to the Board in executive session.

119           b.       Vice Chair. The Vice Chair shall act in the place of the Chair upon the absence, disability  
120 or refusal to act of the Chair. The Vice Chair shall have such other duties as the Chair and Board shall designate.

121           c.       Secretary. The Secretary shall be responsible for seeing that notices are given for all  
122 meetings of the Board, that minutes are taken of Board and Executive Committee meetings for proper custody of  
123 the Program's seals and records, and for affixing the corporate seal and signing with the Chair such instruments as  
124 require the seal or the Secretary's signature. In general, he or she shall make such reports and perform such other  
125 duties as are incident to the office of Secretary.

126           d.       Treasurer. The Treasurer shall oversee the financial concerns of the Program, including  
127 management of all funds and investments of the Program, the provision of appropriate audit and accounting records,  
128 the submission of regular reports to the Board concerning financial transactions and the development of operating  
129 and capital budgets for review and approval by the Board. They shall cause all funds and other valuable effects to  
130 be deposited in the name of the Program in such depositories as may be required by law, or, if not required, as  
131 designated by the Board. In general, they shall perform such other duties as are incident to the office of Treasurer.

132           e.       Immediate Past Chair. For a period of one (1) year immediately following their term, the  
133 Chair, if willing, shall serve as the Immediate Past Chair. The Immediate Past Chair shall advise the Chair and Vice  
134 Chair and shall be available to perform other duties as requested by the Board. This office may be vacant if the  
135 immediately preceding Chair is unavailable to serve.

136           f.       Chief Executive Officer. The Board shall select an Executive Director who shall serve as  
137 the Chief Executive Officer of the Program. The duties of the Executive Director and the terms and conditions of  
138 employment shall be stated in an employment agreement mutually satisfactory to the Executive Committee and the  
139 Executive Director. Compensation for services will be set by the Executive Committee. The Executive Director carries  
140 out the policies of the Board, directs the staff of the Program and is otherwise the sole employee of the Program  
141 directly responsible to the Board for the administration of the Program. The Executive Director shall have the  
142 responsibility for the selection, appointment, assignment and release of paid and volunteer personnel. The

143 Executive Director shall be an ex-officio, non-voting member of the Board and all committees (including the  
144 Executive Committee) and shall, at the discretion of the Board, attend all Board and committee meetings.

145 SECTION 4. Officers' Removal, Resignation and Vacancy.

146 Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Board members, a  
147 majority of the Board members entitled to vote shall have the right to remove any officer from their office (but not,  
148 under this Section, from their position on the Board) whenever in its judgment the best interests of the Program will  
149 be served thereby. Any officer may resign by giving written notice to the Chair, effective upon receipt of such notice  
150 or such later date as is specified in the notice. If a vacancy shall occur in any office for any reason, the Board may  
151 elect a replacement to serve for the unexpired term of such office.

152 SECTION 5. Appointment of Committees; Executive Committee.

153 The Board may designate an Executive Committee, consisting of at least four (4) Board members as  
154 addressed in Article VII, Section 7 of the Charter and Article III, Sections 1 - 3 of the Rules and Regulations, and may  
155 designate other committees, each consisting of at least two (2) Board members to advise the Board or to act for and  
156 on behalf of the Board (except for matters identified in Article VII, Section 3 of the Charter requiring specific Board  
157 concurrence), as determined by the Board. The designation of any such committee and any delegation of authority  
158 thereto shall not operate to relieve any member of the Board of any responsibility imposed by law. Committees  
159 may include non-voting Board members as well as persons who are not Board members. Only voting members of  
160 the Board may vote in committee. Pursuant to Article VII of the Charter, the Executive Committee shall consist of  
161 the Chair (who also serves as chair of the Executive Committee), Vice-Chair, Treasurer, Secretary, previous Board  
162 chair, and such other members of the Board as the Chair may select. The Executive Committee shall have at least  
163 initial responsibility for addressing all issues of Program administration, policy and procedure with the Executive  
164 Director. Any matter pertaining to the operation of the Program, to the extent relating to financial propriety or  
165 compliance with the Charter or other policies or law, shall be referred, at least initially, to the Executive Committee.  
166 The Executive Committee shall have and exercise such additional powers of the Board as the Board shall from time  
167 to time provide by resolution (except for matters identified in Article VII, Section 3 of the Charter requiring specific  
168 Board concurrence).

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**ARTICLE IV**

**FISCAL POLICY**

**SECTION 1. Annual Budget.**

The Board shall present the Annual Budget of the Program, and an annual statement for the previous year’s fiscal affairs, at the Annual Meeting, as described in the Charter.

**SECTION 2. Bank Accounts.**

a. All checks and withdrawals from any Program account in excess of an amount set from time to time by the Board by resolution must be signed by two of the following: any member of the Executive Committee and any member of the Executive Team as described in the Executive Leadership and Management Teams Charter. All other such checks or withdrawals must be signed by one of the above. However, no person to whom a check or withdrawal is payable may sign that check or withdrawal.

**SECTION 3. Donations.**

The Board may accept, on behalf of the Program, donations of monies, property, securities, stock, and tangible and intangible assets.

**SECTION 4. Treasurer’s Report.**

The Treasurer shall be prepared to give the Board an accounting of Program accounts at any regular Board meeting.

**ARTICLE V**

**ADMINISTRATIVE PROVISIONS**

**SECTION 1. Books and Records.**

The Program shall keep current and complete books and records of account and shall keep minutes of meetings of the Board and any committee exercising the authority of the Board.

**SECTION 2. Robert’s Rules of Order.**

The rules contained in Robert’s Rules of Order (Revised) shall govern the Program in all cases to which they are applicable where they are not inconsistent with the Charter or any special rules of order set forth in these Rules and Regulations.

**SECTION 3. Indemnification of Board Members.**



196 The Program elects to defend and indemnify its present and former officials and their successors to the full  
197 extent authorized by the Charter. In addition, the right of indemnification shall inure to each Board member or  
198 officer upon their appointment to the Program and in the event of their death shall extend to their heirs, legal  
199 representatives and estate. Each person who shall act as Board member or officer of this Program shall be deemed  
200 to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which they  
201 may have.

202 SECTION 4. Public Accountability.

203 a. Public Communication. To promote continuous communication both with and from members of  
204 the public and the communities served by the Program, the Program shall observe the following policies:

205 (i) The Program will include on or post to its website the following:

- 206 1. A current schedule of upcoming Program meetings and events.
- 207 2. A link to facilitate messages from the public to Board members.
- 208 3. Copies of the Program Charter, the Rules and Regulations, and the Current  
209 Annual Budget.
- 210 4. The agendas, including related reports and other public materials, and minutes  
211 of all committee and Board meetings.
- 212 5. Periodic electronic newsletters issued by the Program, and periodic letters to the  
213 community from the CEO.

214 (ii) Additional notification of meetings and events.

- 215 1. Program staff will maintain an electronic network (such as a listserv or database)  
216 of persons and businesses who have expressed an interest in the Program by providing an e-mail address to the  
217 Program.
- 218 2. Electronic notice of the date, location and time for the annual meeting and other  
219 public events will be provided to network e-mail addresses as appropriate throughout the year and to the broader  
220 community through current public media such as local community blogs and social media vehicles.

221 (iii) Community Involvement and Communication.

222                           1.       The Program will involve the community and seek community input to the extent  
223 practical and as appropriate in the development of programs and projects through public meetings, charrettes,  
224 public committees, open forums, focus groups and other similar means.

225                           2.       The Program will implement measures to routinely consult Program residential  
226 tenants to ensure that concerns of residential tenants are heard and to seek input on programs and activities as  
227 appropriate.

228                           3.       The Program will produce a periodic newsletter and report to the community  
229 which will be disseminated widely to the community.

230                           4.       The Program will produce and disseminate an Annual Report to the community  
231 that will include an overview of program activities and statement of financial condition.

232                           5.       The Program, through staff and board leadership, will be engaged within the  
233 communities served by the Program through community organizations.

234                           (iv)     Information shall be available to the public consistent with the Public Records Act  
235 (RCW ch. 42.56).

236                   b.       Annual Report. Within three (3) months of the end of its fiscal year, the Program will file an annual  
237 report with the City Clerk, the City Board, and the Mayor’s designee containing (i) a Board-certified statement of  
238 assets and liabilities, income and expenditures, and changes in its financial position during the previous year; (ii) a  
239 summary of significant accomplishments; (iii) a list of depositories used; (iv) a projected operating budget for the  
240 current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one  
241 hundred thousand dollars (\$100,000); (v) a summary of projects and activities to be undertaken during the current  
242 year; (vi) a list of Program officials; and (vii) a list of officers bonded pursuant to Seattle Municipal Code 3.110.240(c).  
243 Within six (6) months of the end of its fiscal year, the Program will file an audited and Board-certified statement of  
244 assets and liabilities, income and expenditures, and changes in financial position.