

RESOLUTION NO. 23-01

A RESOLUTION OF THE BURBANK-GLENDALE-PASADENA REGIONAL HOUSING TRUST APPROVING BY-LAWS.

WHEREAS, on May 2, 2023, the Cities of Burbank, Glendale, and Pasadena entered into a Joint Exercise of Powers Agreement that created the Burbank-Glendale-Pasadena Regional Housing Trust pursuant to California Government Code section 6539.8 for the purpose of funding the planning and construction of housing; and

WHEREAS, the Burbank-Glendale-Pasadena Regional Housing Trust will fund the planning and construction of housing, receive public funds, and authorize and issue bonds for the purposes of funding affordable housing for people of extremely low, very low, low, and moderate-income households; and

WHEREAS, an appropriation of \$23 million was made in the California state budget to the Burbank-Glendale-Pasadena Regional Housing Trust to fund operations; and

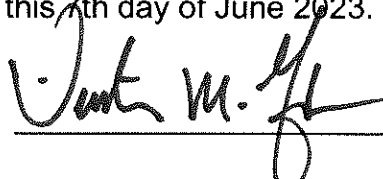
WHEREAS, the Burbank-Glendale-Pasadena Regional Housing Trust now seeks to adopt By-Laws to govern its administration and officers.

NOW, THEREFORE, BE IT RESOLVED by the Burbank-Glendale-Pasadena Regional Housing Trust as follows:

Section 1. The Board of Directors of the Burbank- Glendale- Pasadena Regional Housing Trust hereby adopts the By-Laws, attached hereto as Exhibit "A", in their entirety.

Section 2. Effective Date: This Resolution shall take effect immediately from and after its passage and adoption.

ADOPTED, SIGNED, and APPROVED this 7th day of June 2023.



Chair Victor Gordo

ATTEST:



James Wong
Acting Board Secretary

**Burbank-Glendale- Pasadena
Regional Housing Trust
Bylaws**

TABLE OF CONTENTS

ARTICLE I	NAME	3
ARTICLE II	BGPRHT MEMBERSHIP	3
ARTICLE III	BOARD OF DIRECTORS	4
ARTICLE IV	DUTIES OF OFFICERS AND BOARD DIRECTORS	4
ARTICLE V	MEETINGS	5
ARTICLE VI	FINANCIAL REVIEW AND OVERSIGHT	7
ARTICLE VII	BGPRHT BOARD CODE OF CONDUCT	7
ARTICLE VIII	ADOPTION AND AMENDMENT OF BYLAWS	9

Recitals

- A. Government Code section 6539.8 authorizes the Cities of Burbank, Glendale, and Pasadena to create a joint powers agency known as the Burbank-Glendale-Pasadena Regional Housing Trust ("BGPRHT"), which is authorized to do any of the following:
1. fund the planning and construction of housing of all types and tenures, including, but not limited to, housing for the homeless population, and/or for persons and families of extremely low, very low, low, and moderate income, as defined in Section 50093 of the Health and Safety Code, including, but not limited to, permanent supportive housing;
 2. receive public and private financing and funds; and
 3. authorize and issue bonds, certificates of participation, or any other debt instrument repayable from funds and financing received and pledged by BGPRHT.
- B. The BGPRHT was established on May 2, 2023, by the execution of the Joint Exercise of Powers Agreement (the "Agreement") by and between the City of Burbank, City of Glendale, and City of Pasadena.
- C. The BGPRHT Board of Directors ("Board") adopts these bylaws to provide for the organization and administration of BGPRHT, to be effective on June 7, 2023 ("Bylaws").
- D. These Bylaws supplement the Agreement.

Bylaws

ARTICLE I - Name

The name of the entity established by the Agreement and as referenced in these Bylaws shall be the "Burbank-Glendale-Pasadena Regional Housing Trust" or "BGPRHT".

ARTICLE II – BGPRHT Membership

BGPRHT is comprised of those entities that have executed the Agreement and not withdrawn ("Members"). As of the date these Bylaws were adopted, membership consists of the Cities of Burbank, Glendale, and Pasadena. If any entity withdraws, these Bylaws do not need to be amended.

ARTICLE III – Board of Directors

Section A: Eligibility

Eligibility and appointment to the Board shall be as set forth in Government Code section 6539.8 and the Agreement and as they may be amended. As set forth in the Agreement, Board Directors are appointed by the Members.

Section B: Terms and Vacancies

Terms of office for Directors and vacancies shall be as set forth in Government Code section 6539.8 and the Agreement and as they may be amended.

Section C. Officers

The Board shall select a Chair and a Vice-Chair from its membership on an annual basis at the first meeting of the calendar year. In the event new officers are not selected at such meeting, the current officers shall remain in such positions until successors are elected. In the event of a mid-term vacancy in the position of Chair, the Vice-Chair shall become the Chair and the Board shall appoint a Director to the position of Vice-Chair at its next meeting or as soon thereafter as determined by the Board. In the event of a mid-term vacancy of the Vice-Chair, the Board shall appoint a Director to the position of Vice-Chair at its next meeting or as soon thereafter as determined by the Board. There shall be no limit on the number of terms a Director may serve as Chair or Vice-Chair.

Section D: Alternates

An Alternate shall be appointed to each seat by the respective Members. Alternates shall count toward a quorum and have all other rights of the Director for whom they serve as an alternate when the Director is absent from a meeting. Alternate's names shall be forwarded to the Executive Director for record keeping.

ARTICLE IV – Duties of Officers and Board Directors

Section A: Duties of the Chair and Vice-Chair

It shall be the duty of the Chair to preside at the meetings of the BGPRHT. In the Chair's absence, the Vice-Chair shall preside at the meetings of the BGPRHT. If both the Chair and Vice-Chair are absent from a meeting, the Board shall select a Director as the presiding officer for that meeting. The Chair, with the Board's consent, may change the order in which the Board addresses items listed on any meeting agenda.

Section B: Duties of the Board of Directors:

In addition to those other duties set forth in these Bylaws and the Agreement, the Directors shall fulfill the following duties:

1. Attend regular meetings of the BGPRHT.
2. Attend special meetings when called by the Chair or a majority of the Board.
3. Plan and coordinate the business and proposed activities of BGPRHT;
4. Review and consider applications for project funding;
5. Review and consider BGPRHT's financial information, including the Annual Financial Report, any related independent audit, and the BGPRHT's annual budget;
6. Serve on subcommittees or task forces when appropriate; and
7. Approve agreements that are not within the authority of the Executive Director.

Section C: Formation of Subcommittees

The Board may create subcommittees or task forces to accomplish the goals and purposes of BGPRHT and to otherwise advise the Board. Appointments to subcommittees shall be made by the Chair with the concurrence of the Board.

Section D: Executive Director

The Executive Director, subject to the authority of and as directed by the Board, is to serve as chief administrative officer of the BGPRHT and to determine and appoint such staff as is necessary to administer the affairs of the BGPRHT in compliance with all applicable laws and Board adopted policies and regulations.

With the approval of the majority of the Board, the Executive Director is to take such actions as may be necessary to further the BGPRHT's mission that due to time constraints, cannot await the next regular meeting of the Board, which actions include, but are not limited to, approving a contract that exceeds the Executive Director's purchasing authority by no more than 20%, and submitting applications for grant funds and similar administrative matters that are time sensitive. All actions requiring approval of the majority of the Board shall, upon such approval, be reported by the Executive Director in writing to the Board, either at the time of such approval, or as part of the agenda for the Board's immediately following regular meeting.

ARTICLE V – Meetings

Section A: Regular Meetings

Regular meetings of the Board shall be held at least annually at times and locations as

determined by resolution of a majority of the Board. Meeting notice, agenda, and public comment procedures shall comply with the provisions of the Ralph M Brown Act, Government Code sections 54950 et seq. ("Brown Act"). The Secretary of the Board shall prepare meeting agendas and minutes and assure compliance with all noticing requirements.

Section B: Special Meetings

In accordance with the Brown Act, special meetings of BGPRHT may be held at any time upon call of the Chair or a majority of the Board.

Section C: Quorum

A majority of the membership of the Board shall constitute a quorum at any meeting of the Board except that less than a quorum may adjourn a meeting to another time and place. In the absence of a quorum, no action may be taken by the Board.

Section D: Voting

All actions of the Board may be taken by a majority of the quorum present at any meeting, except as provided in Article VIII below relating to amendments to these Bylaws. Voting requirements for amendments to the Agreement shall be as set forth in the Agreement.

Section F: Minutes

The Secretary of the Board shall take minutes for all BGPRHT meetings. Minutes shall be prepared in a modified action-taken format, rather than a transcript format. A previous meeting's minutes shall be considered and approved at the Board's next meeting or as soon thereafter as the minutes can be prepared.

Section G: Meeting Procedure

The conduct of meetings shall be in accordance with the Brown Act. In the event a question of procedure is raised, it shall be decided in accordance with Robert's Rules of Order (most recent published edition) where the question at issue is not determined by these Bylaws. General Counsel shall advise the Board on such rules of procedure.

Section H: Location of Meetings

The Board shall endeavor to hold its meetings in locations typical for hosting government meetings, such as council chambers, community rooms or county board or conference rooms. If such location is not available or convenient, the Board may meet at such other location as determined by the Board in accordance with the Brown Act.

ARTICLE VI – Financial Review and Oversight

Section A: Annual Financial Report

To ensure the strict accountability of the BGPRHT's funds, transparency and that such funds are expended to further the purposes for which BGPRHT was formed, the Board shall do the following:

1. Ensure that an Annual Financial Report is prepared, reviewed, adopted and made public annually in accordance with Government Code section 6539.8. As a part of the development of the Annual Financial Report, the Board shall engage a certified public accountant to conduct an independent audit of BGPRHT's operations in accordance with Government Code section 6505. The auditor must report all findings to the Board in a public meeting, a copy of the audit delivered to each Member, and the audit will be made available to the public for review.

Section B: Budget

The Annual Budget of BGPRHT shall be prepared by the Executive Director and reviewed and approved by the Board in May or June of each year, in advance of the start of BGPRHT's next Fiscal Year.

Section C: BGPRHT Fiscal Year

The Fiscal Year of BGPRHT shall be from July 1 to June 30 of each year.

ARTICLE VII – BGPRHT Board Code of Conduct

The purpose of the Code of Conduct is to represent BGPRHT's commitment to high standards of ethics, public service, collegiality, and transparency. Directors shall at all times endeavor to maintain standards of professional integrity, impartiality, diligence, creativity and productivity consistent with standards for public officials and their oath of office. BGPRHT will act in accordance with federal, state, and local laws and regulations.

Section A: Compliance with Policies

Directors and any subcommittees appointed by the Board will conduct the BGPRHT's business in accordance with the Agreement and these Bylaws.

Section B: Conflicts of Interest

1. Directors shall not make or participate in the making of a BGPRHT decision if they have a conflict of interest as defined by the Levine Act—Government Code section 84308, the California Political Reform Act—Government Code section 81000, *et. seq.*, and the regulations promulgated thereunder. In the event a Director has a

conflict of interest, the Director with the conflict shall disclose the nature thereof in accordance with State law and when required, leave the meeting room.

2. A Director should abstain from a decision even if the Director does not have a conflict of interest as defined in the preceding paragraph, but has a personal bias against a person or entity seeking funding, a contract or other entitlement from the Board to such a degree that the Director cannot participate in the decision in a reasonably impartial manner. In such an event, the Director may simply state that he or she is abstaining from the decision.
3. The Board may not make or enter into a contract in which a Director has a financial interest as defined in Government Code section 1090 *et seq.* In the event it comes to the attention of a Director that he or she may have such a financial interest, it shall be reported to the Chair and General Counsel for further review. If such a financial interest exists, the Board may not take action on the contract.
4. Directors are required to file a Statement of Economic Interest (Form 700) in the disclosure category as designated in the BGPRHT Conflict of Interest Code.
5. Directors shall not attempt to personally coerce or influence staff in its recommendations regarding the award of contracts, funding or selection of consultants; provided that this shall not be interpreted to in any way to interfere or limit in any way a Director's discretion to accept or reject staff recommendations in any of these instances.

Section C: Confidentiality

Directors shall maintain the confidentiality of information that is of a confidential nature, whether written or oral, and unless otherwise authorized by the Board, shall not disclose such information to outside parties. Directors shall not report out any information received in a closed session or which is otherwise subject to the attorney/client privilege without Board authorization. This confidential information shall include information which is considered confidential under State law and may otherwise not be subject to disclosure under the Public Records Act, such as personal and private information in applications for funding, which is provided by Members or funding agencies.

Section D: Gifts or Honoraria

Directors shall not solicit or accept gifts, gratuities, honoraria, donations, favors or personal rewards for the purpose of influencing BGPRHT decisions or activities. The receipt of such items shall be further subject to the Political Reform Act. Directors may solicit donations to the BGPRHT to further the BGPRHT purposes. In the event a donation is made to the BGPRHT at the "behest" of a Director, as that term is used in the Political Reform Act, it shall be reported as required by the Political Reform Act.

Section E: Harassment

Directors shall not engage in any type of unlawful harassment or discrimination. In the event of such conduct, the Chair shall be notified and if the conduct cannot be rectified, the Chair shall report such conduct to the Executive Director and General Counsel for possible removal of the Director for engaging in the unlawful conduct. In the event the Chair is the person engaging in such conduct, it shall be reported to the Vice Chair in the same manner.

Section F: Participation in Meetings

Directors shall respect each other's individual points of view and refrain from making personal attacks against fellow Directors, staff, presenters and the public. Directors shall participate and vote on all matters on the agenda, unless precluded by law from participation.

Section F: Laws and Regulations

Directors shall conduct themselves and the business of BGPRHT, in accordance with both the letter and intent of all applicable federal, state, and local laws and regulations governing the BGPRHT's operations.

Article VIII- Amendments and Adoption of Bylaws

These Bylaws shall be adopted and may be amended only by a majority of the membership of the Board. The Bylaws shall not contain any provision in conflict with applicable laws or the Agreement. To the extent there is an inconsistency between the Bylaws and the Agreement, the Agreement shall control. Proposed amendments should, whenever possible, be presented to all Directors at least 15 days prior to the meeting at which the proposed amendment is to be considered by the Board.