

**RESOLUTION NO. 2023-\_\_\_\_\_**

**RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,  
STATE OF CALIFORNIA, AMENDING THE BYLAWS OF THE NAPA  
COUNTY HOUSING COMMISSION**

**WHEREAS**, Napa County Ordinance No. 1289 amended the Napa County Code to add Chapter 2.102, which established the Napa County Housing Commission; and

**WHEREAS**, Section 2.102.080 of the Napa County Code requires that the Housing Commission adopt bylaws, subject to Board approval, for the conduct of business; and

**WHEREAS**, the Board adopted bylaws for the Commission on June 25, 2007, and has amended the bylaws from time to time to reflect the changes in conduct of business of the Commission, most recently on August 11, 2015, after the Board expanded the role of the Commission to include advising the Board on the use of affordable housing funds; and

**WHEREAS**, at its regular meeting on January 26, 2023, the Commission considered minor revisions to the bylaws to cleanup outdated references and to remove the standing budget committee to reflect the current operational needs of the Commission and Housing staff. The Commission voted unanimously to recommend these revisions to the Board.

**NOW, THEREFORE, BE IT RESOLVED** that the Napa County Board of Supervisors hereby adopts Napa County Housing Commission Bylaws, as amended and attached hereto as Exhibit "A".

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Napa County Board of Supervisors, State of California, at a regular meeting of the Board held on the 7<sup>th</sup> day of February, 2023, by the following vote:

AYES:            SUPERVISORS            \_\_\_\_\_

NOES:           SUPERVISORS            \_\_\_\_\_

ABSENT:        SUPERVISORS            \_\_\_\_\_

\_\_\_\_\_  
BELIA RAMOS, Chair of the Board of  
Supervisors

APPROVED AS TO FORM Office of County Counsel  By: <u>Jason M. Dooley</u> Deputy County Counsel  Date: <u>January 30, 2023</u>	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS  Date: _____ Processed By: _____  _____ Deputy Clerk of the Board	ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors  By: _____
---	---	--

Exhibit A –  
Bylaws of the Napa County Housing Commission

**Bylaws of the  
Napa County Housing Commission  
(Effective February 7, 2023)**

**ARTICLE I - NAME**

The name of this Commission shall be the Napa County Housing Commission (hereafter the "NCHC").

**ARTICLE II – STATUTORY AUTHORITY**

The NCHC was established by Ordinance No. 1289 of the Board of Supervisors of Napa County on April 24, 2007, pursuant to Article 3.5 of Chapter 1 of Part 2 of Division 24 (commencing with section 34200) of the California Health and Safety Code. Additional changes were made to the NCHC by Ordinance No. 1313. The composition of the NCHC was amended by Ordinance No. 1356, and most recently by Ordinance No. 1402.

**ARTICLE III – SEAL**

The seal of the NCHC shall be in the form of a circle and shall bear the name of the NCHC and the year of its organization.

**ARTICLE IV – OFFICES**

The office of the NCHC shall be 2751 Napa Valley Corporate Drive, Building B, Napa, California or such other location as the NCHC shall designate from time to time by adoption of an appropriate resolution.

**ARTICLE V – PURPOSE**

The purposes of the NCHC, which are advisory only, are:

1. To review and make recommendations on all matters to come before the Board of Supervisors acting as the Napa County Housing Authority (hereafter NCHA) prior to said Authority taking action, except emergency matters and matters which the NCHC, by resolution, excludes from its review;
2. To review the operation and management of the farmworker housing centers operated by the Napa County Housing Authority;
3. To determine when the expansion of existing farmworker housing centers, or the creation of new farmworker housing centers, is warranted;

Exhibit A –  
Bylaws of the Napa County Housing Commission

4. To identify additional sources of funding that might be utilized to support or expand the farmworker centers and/or affordable housing; and
5. To serve as the advisory committee to the Napa County Board of Supervisors regarding the allocation of the proceeds of the annual assessment established for County Service Area No. 4 and ensuring that every two years the farmworker centers receiving allocations of said proceeds are audited, and any needed recommendations for change made, all pursuant to Government Code section 25213.2
6. To serve as the advisory committee to the Napa County Board of Supervisors regarding the appropriate use of housing funds established under Chapter 18.107 of the Napa County Code for affordable housing development projects. The Housing Commission shall consider the location, density, and affordability criteria for affordable housing development projects and shall forward its recommendations to the Board of Supervisors as to the advisability of the proposed development.

**ARTICLE VI – MEMBERS OF NAPA COUNTY HOUSING COMMISSION**

1. Members of the NCHC. The NCHC shall be composed of eight members comprising six Housing Commissioners and two Tenant Commissioners. Commissioners are appointed by the Board of Supervisors and may be removed from the Commission by a four-fifths vote of the Board in favor of removal.

One member shall be a representative of the Napa County Farm Bureau, one member shall be a representative of the Napa Valley Grapegrowers, one member shall be a representative of the Napa Valley Vintners, one member shall be an affordable housing developer, one member shall be in the real estate field or a real estate developer, and one member shall be interested and/or experienced in affordable housing and/or farmworker housing. All of these members shall be known collectively as the Housing Commissioners.

Two members shall be tenants of facilities operated by the Napa County Housing Authority and shall be known as the Tenant Commissioners. References herein to "Tenant Commissioners" or "Commissioner(s)" shall include any tenant commissioner alternates that have been appointed by the Napa County Board of Supervisors when acting in that Commissioner's absence or disability. Tenant Commissioners shall be appointed within one year of when the Napa County Housing Authority first has tenants.

The representatives of the Napa County Farm Bureau, Napa Valley Grapegrowers, and Napa Valley Vintners must be planted vineyard landowners, or an authorized agent of a planted vineyard landowner, subject to the assessment imposed by County Service Area No. 4.

Exhibit A –  
Bylaws of the Napa County Housing Commission

One Tenant Commissioner shall be over the age of 62 years of age if any of the facilities operated by the Napa County Housing Authority has tenants of such age. A Tenant Commissioner shall have all the powers, duties, privileges, and immunities of any other Commissioner.

2. Terms of Office.

a. Tenant Commissioners. When tenants are appointed to the NCHC, the term of office of the two Tenant Commissioners shall be for two years from the date of their appointments. Successors of Tenant Commissioners shall be tenants and shall be appointed for a term of two years, provided however that all vacancies shall be filled for the unexpired term. The term or any tenant commissioner alternate shall be co-extensive with that of the appointed commissioner for which he or she is an alternate. If a tenant commissioner ceases to be a tenant of the NCHC, he or she shall be disqualified as a tenant commissioner, then that commissioner's alternate if one has been appointed succeed to the position, or if not, then another tenant shall be appointed to fill the unexpired term.

b. Housing Commissioners. Housing Commissioners shall serve four year terms except that at the initial meeting of the NCHC the Housing Commissioners shall by lot choose four of their number to serve an initial two year term. Upon the expiration of that two year term the person appointed or reappointed as the case may be will be appointed to a four year term.

3. Compensation. No commissioner shall be compensated for duties performed as a member of the NCHC Board.

4. Requirements for Commissioners. A Commissioner of the NCHC must:

- a) Be appointed to the NCHC by the Board of Supervisors acting as the Board of Commissioners of the NCHA.
- b) Take the Oath of Office.
- c) Maintain a satisfactory meeting attendance record.
- d) Comply with all applicable regulations of the Fair Political Practices Commission.
- e) In the case of a Tenant Commissioner, be a person lawfully residing in rental housing provided by or through the NCHA, which may include leased housing.

Exhibit A –  
Bylaws of the Napa County Housing Commission

5. Return of Materials. Upon the expiration of his or her term of office, or in the case of resignation, each Commissioner of the NCHC shall turn over to the Secretary of the NCHC, without delay, all records, books and other materials pertaining to the office.

## **ARTICLE VII – OFFICERS**

1. Officers of the Napa County Housing Commission. The officers of the NCHC shall consist of a Chair and Vice-Chair. The Officers shall be supported by the Secretary of the NCHC (hereafter "Secretary") and by the Deputy Executive Director of the NCHA.

2. Election of Officers. The Chair and Vice-Chair shall be elected at the initial meeting of the NCHC or the reconstituted NCHC, and at every annual meeting thereafter, and those elected shall serve for a term of one year. It is the non-binding policy of the NCHC that the Vice-Chair will be the person who should normally be elected to serve as Chair the year following his or her period of service as Vice-Chair. If the Chair's office is vacated prior to the end of his or her one year term, the Vice-Chair shall assume the Chair's office and a replacement Vice-Chair nominated at the next regularly scheduled meeting. The election vote for the new Vice-Chair shall be held at the next scheduled meeting, whether regular or special, following the nomination meeting.

3. Service as Secretary to the NCHC. The Director of Housing & Homeless Services of the County of Napa shall serve as the Secretary unless and until, a resolution is adopted appointing a different Secretary. The Secretary may appoint one or more Deputy Secretaries as he or she deems necessary. Whenever the office of Secretary becomes vacant, the NCHC shall appoint a successor in a timely manner.

## **ARTICLE VIII –DUTIES OF OFFICERS**

Duties of the Officers of the NCHC. The duties of the officers of the NCHC shall be as follows:

1. Duties of the Chair. It shall be the duty of the Chair to preside over all regular and special meetings of the NCHC, and upon the direction of the Commission to appoint committees; coordinate existing committees; call special meetings of the NCHC when necessary; and be in regular consultation with the Director of Housing and Intergovernmental Affairs. Except as otherwise authorized by resolution of the NCHC, the Chair shall sign all documents as may be required. At each meeting the Chair shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the NCHA.

Exhibit A –  
Bylaws of the Napa County Housing Commission

2. Duties of the Vice-Chair. It shall be the duty of the Vice-Chair to assist the Chair in the execution of the Chair's office and to act in his or her stead during the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall assume the Chair's office and perform such duties as are imposed on the Chair, and a replacement Vice-Chair shall be nominated at the next regularly scheduled meeting.

3. Duties of the Secretary. The Secretary shall have general supervision over the administration of the business and affairs of the NCHC, subject to the direction of the NCHC. The Secretary shall be charged with reporting on a regular basis regarding the operation of the farm labor housing centers of the Napa County Housing Authority. The administration of the business and affairs of the NCHC shall include, but not be limited to, keeping an up-to-date register showing the officers and Commissioners of the NCHC, keeping a record of all annual, regular, emergency, and special meetings of the NCHC; sending each member a copy of the agenda of meetings with supportive materials not less than 72 hours before regularly scheduled meetings and not less than 24 hours before special meetings and publicly posting agendas for regular and special meetings in the manner set forth in Article XIV of these Bylaws. The Secretary shall also coordinate with all committees, whether permanent or special, and keep or cause to be kept, at all times, at the principal office of the NCHC, an up-to-date register showing the officers and members of such committees.

The Secretary shall also perform such other duties as may from time to time be prescribed by the Chair, the NCHC, these Bylaws, or regulations applicable to the NCHC.

## **ARTICLE IX – ADDITIONAL PERSONNEL**

The NCHC may from time to time request the Napa County Housing Authority to employ such technical experts as may be required to enable the NCHC it to exercise its powers, duties and functions as prescribed the Housing Authorities Law and Napa County Ordinance No. 1289, and shall recommend the duties, terms of employment and compensation of such technical experts.

## **ARTICLE X – RECRUITMENT OF TENANT COMMISSIONERS**

Recruitment of prospective Tenant Commissioners of the NCHC shall be the responsibility of the Director of Housing & Homeless Services, and the Napa County Housing Authority Board or its designee.

## **ARTICLE XI –COMMITTEES**

Exhibit A –  
Bylaws of the Napa County Housing Commission

Any additional standing committees shall be formed by the adoption of a resolution by the NCHC. Standing committees are committees formed to consider subjects of a particular class arising over a long period of time. Usually this type of committee will be a permanent committee of the NCHC.

*Ad hoc* committees are committees charged with accomplishing a specific task in a short period of time, and may be formed by motion of the Commission.

**ARTICLE XII – ATTENDANCE; VACANCIES ON THE BOARD**

Any Commissioner who ceases to discharge his or her duties for a period of three consecutive months, except when prevented by sickness or other excuse accepted by the NCHC, is deemed to have vacated his or her position on the NCHC. In such a case the Secretary shall advise the NCHC, the Napa County Housing Authority and the Deputy Executive Director whereupon recruitment for a replacement shall commence.

If following the appointment of the Commissioners a vacancy occurs due to the happening of any of the events described in section 1770 of the Government Code, the Secretary shall advise the NCHC and the Deputy Executive Director whereupon recruitment for a replacement shall commence.

**ARTICLE XIII – RESIGNATIONS AND LEAVES OF ABSENCE**

Any Commissioner may resign effective upon giving written notice to the Chair, the Vice Chair or the Secretary of the NCHC. A notice which specifies a later time for the effectiveness of such resignation shall be effective upon the date of the resignation set forth in said notice.

**ARTICLE XIV – MEETINGS, QUORUMS, AND RULES OF ORDER**

A quorum for the transaction of business shall exist only as long as a majority of the appointed members of the NCHC are present. For purposes of this Bylaw, "majority of the appointed members" means a majority of members who have been appointed to serve as Commissioners by the Board of Supervisors, not a majority of authorized Commissioner positions. A quorum may conduct the business of the NCHC and exercise its powers; provided however, that a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the NCHC upon an affirmative vote of a majority, but not less than four, of the Commissioners present, unless a greater voting requirement is prescribed by statute.

Meetings of the NCHC shall be governed by The Standard Code of Parliamentary Procedure (Sturgis 4<sup>th</sup> Edition) as modified to allow open participation of the Chair and to comply with the Brown Act. All of the meetings of the NCHC shall be open to the public, whether regular, special or emergency.

Exhibit A –  
Bylaws of the Napa County Housing Commission

1. Annual Meetings. There shall be a regular meeting, which shall constitute the annual meeting of the NCHC, to be held on the fourth Thursday of January of each calendar year, at which time the officers will present their reports, a meeting schedule for the year will be adopted, and elections held. If the date falls on a legal holiday, the annual meeting shall be held on the next succeeding Thursday.

2. Regular Meetings. The NCHC shall have at least one regular meeting each month. Additional regular meetings of the NCHC may be held at such time and place as is established by the annual meeting schedule which shall be adopted by resolution. Such adoption of the annual meeting schedule shall normally occur at the annual meeting of the NCHC.

At the regular meetings of the NCHC the following shall be the order of business:

1. Call to Order; Roll Call
2. Public Comments
3. Approval of Minutes
4. Set Matters or Public Hearings
5. Consent Items
6. Monthly Reports
7. Administrative Items
8. Executive Director Report
9. Commissioner Comments and Direction to Staff
10. Future Agenda Items
11. Adjourn

3. Special Meetings. Special meetings, for any purpose or purposes related to the business of the NCHC, may be called at any time by the Chair of the NCHC or by a majority of the Commissioners of the NCHC. The initial formative meeting at which time a meeting schedule for the year will be adopted, and elections held shall be a special meeting.

4. Place of Meetings. All meetings shall be held at the County Administration Building, 1195 Third Street, on the third floor, in the Board of Supervisors Chambers, Napa, California, 94559 and commence at 3:00 p.m. unless a different time or place is established by a duly adopted resolution of the NCHC.

5. Notice of the Annual Meeting. Notice of the Annual Meeting shall be given to each Commissioner of the NCHC by one of the following methods: (a) by personal delivery of a written notice; (b) by first class mail, postage prepaid of a written notice; (c) by fax transmittal or e-mail of a written notice; or (d) by telephone, either directly to the Commissioner or to a person at the Commissioner's office who would reasonably be expected to communicate that notice promptly to the Commissioner. Notices sent by first class mail shall be deposited in the U.S. Mail four days before the time set for the meeting. Notice given by personal delivery, fax, E-mail, or by telephone shall occur at least 48 hours before the time set for the annual meeting. All such notices shall be given or sent to the Commissioner's address or telephone number as shown on the records of the NCHC.



Exhibit A –  
Bylaws of the Napa County Housing Commission

6. Regular Meetings; Notice Required. Notice of regular meetings, other than the annual meeting, shall not be required; provided however, that posting of the agenda 72 hours in advance of the meeting in the manner required by Government Code section 54954.2 shall occur.

7. Special Meetings; Notice Required. A special meeting may be called at any time by the Chair of the NCHC or by a majority of the Commissioners of the NCHC. Notice of special meetings shall be given by delivering written notice to each Commissioner of the NCHC and to each local newspaper of general circulation and radio or television station that has requested notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed at the special meeting. No other business shall be considered at these meetings by the NCHC Board. The written notice may be dispensed with as to any Commissioner who, at or prior to the time the meeting convenes, files with the Secretary of the NCHC a written waiver of notice. The waiver may be given by telegram. The written notice may also be dispensed with as to any Commissioner who is actually present at the meeting at the time it convenes. The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

8. Emergency Meetings; Notice Required. An emergency meeting consistent with the requirements of section 54956.5 of the California Government Code may be called by the Chair of the NCHC. An emergency meeting may be held without complying with either the 24-hour notice requirement or the 24-hour posting requirements applicable to special meetings; provided however that each local newspaper of general circulation and radio or television station that has requested notice of special meetings shall be notified by the Chair of the NCHC, or his or her designee, at least one hour prior to the emergency meeting, or, in the case of a dire emergency, at or near the time that the Chair of the NCHC or his or her designee notifies the Commissioners of the NCHC of the emergency meeting. This notice shall be given by telephone and all telephone numbers provided in the most recent request of a newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived, and the Secretary of the NCHC, or the designee of the Secretary of the NCHC, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. All special meeting requirements of these Bylaws shall be applicable to emergency meetings with the exception of the 24-hour notice requirement.

## **ARTICLE XV – AMENDMENTS TO BYLAWS**

These Bylaws may be temporarily suspended at any meeting of the NCHC by a two-thirds vote of the membership of the NCHC when reasonable advance notice has been given.

Exhibit A –  
Bylaws of the Napa County Housing Commission

These Bylaws may be amended in the same manner as these Bylaws were originally adopted.