Resolution 2026-01

HAVRE DE GRACE HOUSING AUTHORITY

A Resolution of the Board of Commissioners
Approving and Adopting Amended and Restated Bylaws

WHEREAS the U.S. Department of Housing and Urban Development ("**HUD**") performed a comprehensive compliance review of the Havre De Grace Housing Authority ("**HDGHA**") and set forth the findings in the report dated June 13, 2025 (the "**Report**"); and

WHEREAS the Report included Finding GOV2, stating that the HDGHA Bylaws did not comply with applicable law and the corrective action provided that the Bylaws had to be updated in accordance with Maryland law; and

WHEREAS HDGHA engaged legal counsel to draft new Bylaws and the Commissioners reviewed and discussed a draft of the Amended and Restated Bylaws at the Board of Commissioners (the "**Board**") meeting on December 8, 2025; and

WHEREAS the Board has reviewed and accepted the final version of the Amended and Restated Bylaws for approval and adoption.

NOW THEREFORE, BE IT RESOLVED BY the Board, that:

1. The Amended and Restated Bylaws, attached hereto as **Exhibit A**, are hereby approved and adopted.

2. The HDGHA Managing Agent, or her designee, is authorized to take any and all appropriate actions and execute all appropriate documents necessary to carry out the Resolution consistent with its terms.

PASSED, ADOPTED AND APPROVED this 12th day of January 2026.

ATTEST:

Michele Ball
Michele Ball, Chair

George Kasnic
George Kasnic, Vice Chair

Sharon Jacobs
Sharon Jacobs, Commissioner

Carrie A. Parsons
Carrie Parsons-Dobney, Commissioner

Dawn Nowak, Commissioner

EXHIBIT A

AMENDED AND RESTATED BYLAWS

AMENDED AND RESTATED

BYLAWS OF

HAVRE De GRACE HOUSING AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. **Name of the Authority.** The name of the Authority shall be Havre de Grace Housing Authority.

Section 2. **Seal of Authority.** The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3. **Office of Authority.** The office of the Authority shall be in the City of Havre de Grace and located at such place as the Board of Commissioners may designate by resolution.

Section 4. **Effect of Bylaws.** These Amended and Restated Bylaws restate, amend and supersede all previous versions of Bylaws of the Authority.

ARTICLE II- BOARD OF COMMISSIONERS

Section 1. **Commissioners of the Authority.** There shall be five Commissioners of the Authority appointed by the Mayor in accordance with MD Code, Housing & Community Development, § 12-302 or applicable law. A Commissioner may not be an employee of the Authority and may not be an elected official of the political jurisdiction. At least one of the members shall be a resident of the Havre de Grace Housing Authority. A certificate of the appointment of a commissioner of the Authority shall be filed with the custodian of records for the Authority. The certificate is conclusive evidence of the appointment. The Commissioners shall be referred to collectively as the "Board of Commissioners" and/or the "Board".

Section 2. **Powers**. The Commissioners of the Authority shall have the power granted pursuant to MD Code, Housing & Community Development, § 12-302 or applicable law.

Section 3. **Term of Office.** Each Commissioner shall serve an initial term of five (5) years, and the terms shall be staggered.

Section 4. **Fiduciary Obligations and Ethical Compliance.** Each Commissioner shall at all times be aware of his/her fiduciary and ethical obligations to the Authority and act in accordance with MD Code, Housing & Community Development, § 12-310 Prohibited financial interests; disclosure requirements as amended and such other Federal, State, and local law. Each Commissioner in accordance with his/her fiduciary duty shall take actions in the best interests of the Authority. A Commissioner shall disclose and abstain from voting on, influencing, or otherwise participating in any business or business decisions where the Commissioner has a conflict of interest, is unable or unwilling to take actions in the best interest of the Authority, or otherwise has a personal bias that is different from the best interests of the Authority.

ARTICLE III- OFFICERS

Section 1. **Officers.** The officers of the Authority shall be a Chairperson, a Vice-Chairperson, As set forth under MD Code, Housing & Community Development, §12-308(a)(1)(i), the person hired as the Executive Director of the Authority shall be the Secretary, but such position shall expire automatically upon termination and be filled by the Acting Executive Director or the person contractually engaged by the Board to serve as Executive Director until such time as an employee is hired as the Executive Director.

Section 2. **Chairperson.** The Chairperson shall preside at all meetings of the Board of Commissioners and is generally responsible for expediting the business of the Authority at all times consistent with the majority opinion of a quorum of the Board. Except as otherwise authorized by resolution of the Board, the Chairperson shall execute all contracts, deeds, obligations, and other instruments formally approved by the Board on behalf of the Authority. At each meeting, the Chairperson shall submit to the Secretary any appropriate Board recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the Board.

Section 3. **Vice-Chairperson.** The Vice Chairperson shall perform the duties of the Chairperson in the absence, incapacity, resignation, or death of the Chairperson. The Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the members of the Board shall elect a new Chairperson or the Chairperson returns and is capable. The Vice Chairperson shall also have the authority to sign and/or co-sign documents in the Chairperson's aforementioned unavailability

Section 4. **Secretary.** Subject to Article III, Section 1, the Secretary shall be the Authority's Executive Director and, as such, shall have general supervision over the administration of the Authority's business, financial affairs and personnel matters, subject to the direction of the Board. The Executive Director as Secretary/Treasurer shall be charged with the management of all the activities relating to the Authority's housing communities, operations, and other projects of the Authority.

The Board shall determine the compensation of the Executive Director. However, if a temporary appointee as Secretary/Treasurer is selected from among the Board Commissioners, the selected commissioner shall serve without compensation (other than the payment of necessary expenses).

In the absence of an Executive Director, Acting Executive Director or person under contract with the Authority to provide the services of an Executive Director, any person appointed to fill the office of Board Secretary/Treasurer, or any vacancy therein, shall serve at the pleasure of the Board of Commissioners.

4.1. The Secretary shall cause the records of the Board meetings and record all votes to be kept and shall keep a record of the proceedings of the Board of Commissioners in a dated journal of proceedings or such other document to be kept for such purpose. An electronic file for the Board's records shall be maintained and kept current. The Secretary shall ensure that the seal of the Authority is maintained and shall have the power to affix such seal to all contracts and

instruments authorized to be executed by the Board.

4.2. The Executive Director or person contracted to serve as the Executive Director shall be responsible for the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Executive Director or person contracted to serve as the Executive Director shall sign all orders and checks for the payment of money and pay out and disburse such money under the direction of the Authority. All orders and checks shall be countersigned by the fee accountant contracted with the Authority or the person contracted to serve as the Chief Financial Officer of the Authority.

The Executive Director or person contracted to serve as the Executive Director shall;

a. Cause surplus funds of the Authority to be invested in a manner consistent with an investment policy of the Authority and applicable laws as authorized by the Board;

b. Cause a financial audit of the Authority to be conducted in conformance with the regulations and requirements of the U.S. Government, the State of Maryland, and the Authority;

c. Cause to have implemented and maintained a financial accounting system that is in conformance with the regulations and requirements of the U.S. Government, State of Maryland, and the Authority.

d. Cause to have a written accounting procedures manual and shall ensure that the procedures are implemented.

Section 5. **Executive Director.** The Authority shall appoint, by adoption of a resolution, the Executive Director. The appointment shall be confirmed in a written contract that expressly states it is an at-will contract. The Executive Director shall be responsible for supporting and implementing the policies and directions of the Authority and shall have general supervision over the administration of its business and affairs, subject to the control of the Board.

The Executive Director shall administer the day-to-day affairs of the Authority in accordance with the operation, fiscal, personnel, and other policies adopted by the Board and applicable Federal, State and local law. The Executive Director shall keep the Board fully advised as to the status of the Authority's affairs in a regular and timely manner, which shall include an executive report as a part of any regularly scheduled Board meeting.

The Executive Director shall advise and make recommendations to the Board on all matters requiring policy determination. S/he shall represent the Authority in meetings with other agencies and organizations and shall keep the Board advised of all significant developments and activities.

Subject to compliance with the Board's approved budget, the Executive Director shall have the exclusive authority to select, hire, discipline, and terminate all Authority employees and contractual hires in accordance with any personnel policies adopted by the Board of Commissioners, recognized personnel practices, and applicable Federal, State and local law.

The Executive Director shall establish and enforce regulations to implement Board policies

and to administer the affairs of the Authority. S/he shall supervise and participate in the development and preparation of proposals, applications and budgets for federally-assisted programs as well as local developments or projects. S/he shall direct the operation and maintenance of all properties managed and/or owned by the Authority. S/he shall oversee all programs, grants, and contractual agreements entered into by the Authority, including but not limited to soliciting renewal and extension opportunities and bringing any renewals, extensions, or other contract modifications to the Board's attention in a timely manner and seek Board approval when the contract amount is beyond the contracting authority of the Executive Director.

The Executive Director shall have the authority to execute contracts and agreements in amounts not to exceed $25,000.00 on behalf of Authority, but only to the extent such contracts or services are within the Authority's approved budget. The Executive Director shall have the authority to modify any contract or agreement to the extent the aggregate value does not exceed the Executive Director's contractual authority. The Executive Director must at all times comply with any and all applicable Federal, state, local and Authority procurement requirements, including removing him/herself from the procurement process in the event of a conflict of interest.

The Executive Director shall perform such other duties and responsibilities as may be prescribed by the Board. The Executive Director may take appropriate action that is deemed to be in the best interest of the Authority and to carry on the day-to-day business of the Authority in matters including but not limited to the following:

-To authorize and take such steps are necessary to terminate tenancies of residents whose occupancy in Authority owned and/or communities and commercial properties shall be deemed not in the best interest of the Authority.

-To make such agreements as are necessary to provide for emergency services and emergency construction or repairs to all Authority owned and/or operated communities and residents and commercial properties.

Nothing herein shall be constructed to give the Executive Director any of the powers conferred upon the Board of Commissioners under Title 12 of the Housing and Community Development, Division II, Annotated Code of Maryland as amended, where such powers cannot be delegated.

The compensation of the Executive Director shall be determined by Board resolution and based upon an annual evaluation performed by the Board in conjunction with any raise or bonus. Any compensation shall be in accordance with Federal, State and local requirements. To the extent the Board contracts with a third-party entity to provide management including but not limited to executive director's functions, the terms of that contract shall not exceed the powers, rights, and limitations of these By-Laws as amended. Any such contract with a third-party entity shall be procured in accordance with Federal, State, local, and Authority procurement requirements and cannot include an automatic renewal term and must allow for termination with cause without notice or penalty and without cause with written notice.

Section 6. **Additional Duties**. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws or rules and

regulations of the Authority.

Section 7. **Election**. The Chairperson and Vice Chairperson shall be elected at the annual meeting of the Board from among the Commissioners on the Board and shall hold office for two years or until their successors are elected and qualified. As set forth in Section 4 and as set forth under MD Code, Housing & Community Development, §12-308(a)(1)(i), the Secretary shall be the person hired as the Executive Director.

Section 8. **Vacancies.** Should the office of Chairperson or Vice Chairperson become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the un-expired term of said office. When the office of Secretary becomes vacant, the Board shall appoint a successor, as provided in Section 4 and 7 of this Article.

Section 9. **Additional Personnel.** The Board may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by Title 12 of MD Code, Housing & Community Development, as amended, and all other laws of the State of Maryland applicable thereto. The selection and compensation of such personnel (including the Executive Director) shall be determined by the Board subject to Federal State, and local law.

Section 10. **Contracts for Services**. The Authority may satisfy its personnel and management requirements through direct hiring, contracts with the City of Havre de Grace, or contracts with individuals, service providers, or businesses. A contract with the City of Havre de Grace shall not be evidence of the Authority as a dependent or sub-entity of the City of Havre de Grace.

ARTICLE IV- MEETINGS

Section 1. **Annual Meeting.** The annual meeting of the Board of Commissioners shall take place during the month of June at the regular meeting place of the Board. The annual meeting will also constitute the regular meeting for the month in which it is held.

Section 2. **Regular Meetings.** Regular meetings shall be held with appropriate notice as required by Title 3 of MD Code, General Provisions as amended and other applicable law. The meeting shall be held at such time and place as may from time to time be determined by the Board. Regular meetings will be held monthly on the second Monday of the month at 6:00 p.m., except that the Board will not hold a regular meeting in the month of August. The Chairperson may cancel a meeting in any month when there is no business to transact on behalf of the Authority. In the event the day of regular meeting shall be a legal holiday, said meeting shall be held on the same day of the succeeding week.

The Commissioners are expected to attend regular meetings in person but may participate via teleconference (or comparable audio/video conferencing equipment) up to three times in a twelve-month period. The minutes of the meeting shall be noted to indicate if the Commissioner's participation was in person or by conference technology. The Commissioner must provide at least twenty-four (24) hours' notice to the Executive Office prior to the commencement of the regular meeting of their intent to participate via teleconference, and the Commissioners participating via teleconference will count towards the constitution of a quorum, and may fully participate, engage

in and discuss items as well as propose or second a motion or resolution, and/or vote on motions or resolutions.

Section 3. **Special Meetings.** The Executive Director or the Chairperson may call a special meeting of the Board for the purpose of transacting any business designated as immediate, urgent, or emergency in nature. The notice for a special meeting shall be delivered by electronic mail or hand-delivery to each Commissioner reasonably in advance of the date of such special meeting. Notice shall be publicly provided and posted in accordance with Title 3 of MD Code, General Provisions as amended and other applicable law. The Notice shall specify the time and place of the special meeting and specify the business to be transacted at the meeting. The Authority shall consider no other business at such meetings. In the event a majority of Commissioners desire a meeting but the Executive Director and/or Chairperson refuse or are unavailable to call a special meeting, the majority of Commissioners may direct the Authority to call a special meeting in accordance with this Section. In the event of an emergency and to the extent the notice requirements cannot be met, best efforts are required to give notice as required by Title 3 of MD Code, General Provisions as amended and other applicable law.

Section 4. **Meetings generally**. Unless otherwise permitted under Title 3 Open Meetings Act of MD Code, General Provisions, as amended (the "**Open Meetings Act**"), all meetings of the Authority shall be open and public, and all persons shall be permitted to attend any public meeting of the Authority. Pursuant to the Open Meetings Act, the Authority may hold closed sessions during the course of any regular or special meeting. The closed session meeting may only be held for the purposes allowed by the Open Meetings Act.

Persons requiring an accommodation to attend or participate in a meeting must give reasonable notice to the Authority of the requested accommodation.

Commissioners and Authority staff are not permitted to disclose specific identifying information in an Open session that would violate the Federal Privacy Act or other applicable privacy laws.

The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment. If there is less than a quorum, the Board may adjourn. If all Commissioners are absent from any regular or adjourned meeting, the Secretary of the Authority may declare the meeting adjourned.

In accordance with MD Code, General Provisions, § 3-213, the Board shall designate at least one individual who is an employee, an officer, or Commissioner to receive training on the requirements of the open meetings law. To the extent that the trained individual cannot attend the Board meeting, the presiding officer will direct compliance with § 3-213(d)(3)(ii) as amended and other applicable law.

Notice of and agendas for any meeting must be provided in accordance with State law. Minutes related to the meeting must be prepared and made available in accordance with the Open Meetings Act and other applicable law.

In accordance with MD Code, General Provisions, § 3-303, the Board may adopt reasonable rules regarding the conduct of persons attending its meetings and the videotaping, televising, photographing, broadcasting, or recording of its meetings. If the presiding officer

determines that the behavior of an individual at a meeting is disrupting an open session, the public body may have the individual removed.

Section 5. **Quorum**. The powers of the Board shall be vested in the Commissioners in the office from time to time. A quorum shall consist of three commissioners. Accordingly, three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but 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 Board upon a vote of a majority of the Commissioners present.

Section 6. **Order of Business**. At all meetings at which a quorum is present the order of business shall be:

1. Call to Order
2. Roll Call
3. Approval of Agenda
4. Approval of Minutes
5. Agency Reports
6. Public Comments
7. Old Business
8. New Business
9. Somerset Manor Resident Association Comments
10. Commissioners' Comments
11. Adjournment

Section 7. **Manner of Voting**. The voting on all questions and resolutions coming before the Board shall be by voice vote and shall be entered upon the minutes of such meeting, except on the election of officers, which may be by ballot. Except as specifically stated in these By-Laws, all references to voting, resolutions, and authorizations herein shall require a majority vote by a quorum of Commissioners. The Executive Director acting as Secretary is not counted toward the quorum or authorized to vote.

Section 8. **Resolutions.** All resolutions shall be recorded in writing and shall be maintained administratively by the Secretary of the Board of Commissioners in a dated journal of proceedings or such other document to be kept for such purpose, shall perform all duties incident to the office. An electronic copy shall be maintained and kept current.

Section 9. **Rules of Procedure.** To the extent not addressed by these By-Laws or any amendments hereto, all rules of order shall be in accordance with the current version of Roberts' Rules of Order.

Section 10. **Removal from Office**, The Commissioners may, by a vote of two-thirds (2/3) of the

Commissioners present and voting, remove the Chairperson and/or Vice Chairperson from the Office of Chairperson and/or Vice Chairperson, for inefficiency, neglect of duty, and/or misconduct in office. Any Commissioner who wishes to charge the Chairperson or Vice Chairperson for removal shall set forth in writing to the facts which constitute such charges and shall mail a statement of such charges, to the person being so charged and to all other Commissioners, by certified mail, return receipt requested, the letter shall also contain the date, time, and place of the Special Meeting or Regular Meeting, at which time such charges shall be brought against the Chairperson and/or Vice Chairperson. The Chairperson and/or Vice Chairperson as the case may be, shall be given the opportunity to answer said charges at such meeting prior to any vote for removal from office being taken by the Commissioners. The officer so charged shall not participate in the vote and shall step aside for the purpose of said meeting *pro tem* from its membership.

ARTICLE V - AMENDMENTS

Section 1. **Amendments to By-Laws.** The By-Laws of the Board of Commissioners shall be amended only with the approval of at least three of the Commissioners at a regular or a special meeting.

LIST OF SUPERCEDED BYLAWS

1. Bylaws revised October 25, 2001
2. Bylaws dated October 20, 2013

RULES REGARDING PUBLIC ATTENDANCE AT BOARD MEETINGS

Section 1 . Policy. Any person who wants to speak must sign in. Members of the public shall be afforded the Opportunity to speak on any agenda item of a substantive nature providing the Chairperson first recognizes them.

Section 2. Addressing the Authority. Any person who desires to address the Authority by oral communication. shall first secure the permission of the Chairperson; provided, however, that preference will be given to those persons who have submitted a card provided for that purpose, or in the absence of the card system those who have submitted to the Secretary a written request in advance or at the commencement of the meeting of their desire to speak, and they will be given preferential recognition by the Chairperson in the order in which received.

Section 3. Time Limit. Individuals will be given three minutes to address the Authority unless additional time is allowed as provided for spokespersons.

Section 4. Discussion Between Citizens and Authority. All remarks shall be addressed to the Authority as a body and not any member thereof. No person, other than the Chairperson, Authority, and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Authority, without the permission of the Chairperson. No question shall be asked of an Authority member or member of the staff except through the Chairperson.

Section 5. Topic For Discussion. Members of the public shall address their remarks only to the agenda item then under discussion by the Authority.

Section 6. Manner of Addressing Authority. Prior to speaking, each member of the public shall state their name and business or home address in a clear and audible tone of voice.

Section 7. Repetition. Recognized speakers shall refrain from unnecessary repetition of issues and points already raised by previous speakers.

Section 8. No recording. Except for the official record made by the Authority, no participant, attendee or any other person has authority to videotape, televise, photograph, broadcast, or record any part or all of the meeting without the written advance consent of the Board. A request for permission to videotape, etc.-must be submitted to the Chair for the Board's consideration.

Section 9. Reasonable Accommodation and Effective Communication. Any person requiring a reasonable accommodation to fully participate in the meeting shall make reasonable efforts to advise the Secretary/Treasurer at least two (2) full business days in advance to allow an opportunity to provide any reasonable and necessary accommodation, including but not limited to interpretive services,

RULES OF ORDER AND DEBATE

Section 1. Rules of Order. At all meetings of the Authority, Roberts Rules of Order, as amended, shall be the governing rules of order and debate, unless such are in conflict with these rules, in which case these rules shall apply and govern.

Section 2. Chairperson. The Chairperson, if present, shall preside at all meetings of the Authority. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of the Chairperson and the Vice-Chairperson, the senior Authority member present shall preside. The presiding officer may debate and vote, and may make a motion, offer a resolution, or introduce an ordinance, without relinquishing the chair.

Section 3. Preservation of Order. The presiding officer shall preserve order and decorum, prevent attacks on personalities or the impugning of Authority members' motives, confine Authority members in debate to the question under discussion, and otherwise curtail disruption of the meeting.

Section 4. Points of Order. The presiding officer shall determine all points of order, subject to the right of any Authority member to appeal to the Authority. If an appeal is taken, the question shall be "Shall the decision of the presiding officer be sustained?"

Section 5. Personal Privilege. The right of an Authority member to address the Authority on a question of privilege shall be limited io cases in which the members' integrity, character or motives are assailed, questioned or impugned.

Section 6: Dissents and Protests. Any Authority member shall have the right to dissent from any action of the Authority or ruling of the Chairperson and have the reason therefore entered in the. minutes. Such dissent shall be in writing, couched in respectful terms, and presented to the Authority not later than the next regular meeting following the date of such action.

Section 7. Authority members. Authority members desiring to speak shall so signify by utilizing the system provided for that purpose, or in its absence shall address the Chairperson. The presiding officer shall call upon Authority members in the sequence in which they have sought recognition: An Authority member shall ,not call for a showing of hands or other demonstration of those present in the audience, unless granted permission to do so by the presiding officer. . No Authority member may speak for longer than ten (10) minutes at any one time unless additional time is granted upon a majority vote of the Authority.

Section 8. Discussion Prior to Formal Action. It shall not be necessary to make a motion, offer a resolution, or introduce an ordinance, before debate by the Authority, or before the public is allowed to speak. No such motion or resolution, or introduction of an ordinance, shall be made at any time before a public hearing is closed.

Section 9. Second Not Required. A second shall not be required in order to make a motion., offer a resolution, or introduce an ordinance for Authority action.

Section 10. Amendment. An amendment merely changes the wording of the motion or matter to be voted upon; it is made by striking .out, inserting, adding, or substituting certain words, phrases, sentences or paragraphs in the original motion. An amendment to an amendment cannot be amended, i.e., there can be no more than two amendments under consideration at the same time.

Section 11. Substitute Motion. A substitute motion, proposing to strike out the . entire original motion and to insert in its place a more satisfactory motion, ranks as an amendment to the main motion.

Section 12. Division of Question. If a motion, or any proposed amendment thereto, contains two or more separable propositions, the Chairperson may, and upon request of an Authority member shall, divide the question.

Section 13. Motions to Postpone. A motion to postpone indefinitely is debatable if the main motion to which it applies is debatable. The motion cannot be amended nor referred. If carried, the subject cannot be brought up again except by way of a motion to reconsider at a subsequent meeting as provided in Section 20 below.

A motion to postpone definitely (i.e. to a time certain) has priority over motions to refer, to amend, to postpone indefinitely, and the main motion. It is debatable as to desirability of postponement and the time to which postponement is to be made. it can be amended by changing the time to which postponement is to be made. It yields only to a motion to close debate or to table.

Section 14. Motion to Refer. A motion may be made to refer the question at hand to a specified committee, staff member, other person, or to a special committee to be appointed. The motion is debatable as to desirability of referring, as to size and method of appointment of the committee if one is to be appointed, and as to instructions and responsibility of those to whom referred. The motion shall have priority over the main motion, a motion to amend, and a motion to postpone indefinitely. It cannot be tabled or postp6ned.

Section 15. Motion to Close Debate (Previous Question): Limit Debate.

A. A motion to close debate requires a two-thirds vote for passage. It is not debatable and cannot be amended. It yields only to a motion to lay on the table. If the motion carries, and unless the motion is made to include "all pending questions," the Chairperson shall put pending amendments to the main question, without debate, in the inverse order of their introduction, before putting the main question to vote.

B. A motion to limit debate shall be subject to the same rules as a motion to close debate, said motion to specify time limits for each speaker, or the number of speakers for affirmative and negative sides, or the total :time limit for consideration of the main motion or question.

Section 16. Motion to Table. A motion to table (i.e. to lay on the table) is not debatable and cannot be amended. The motion is in order where a motion to close debate has been carried, or when it is. pending. The motion is proper only when the pending subject needs to be set aside temporarily because something else of immediate urgency has arisen. If the motion is carried, consideration of the subject matter may be resumed at that meeting or the next succeeding meeting on motion to take from the table made by any Authority member, and if not taken up by that time, the subject expires. The subject, however, may be reintroduced before the Authority at a later date as a new matter.

Section 17. To Withdraw a Motion. A motion or offer of a resolution may be withdrawn by the maker at any time before vote by the Authority, after first gaining recognition from the presiding officer.

Section 18. Motion to Reconsider. A motion to reconsider any action taken by the Authority may be made at any time at the meeting such action was taken or at a recessed session of that meeting. The

motion may be made only by an Authority member who had previously voted with the prevailing side. A resolution or motion authorizing or relating to the approval of a contract may be reconsidered only prior to the. actual execution of the contract. A question can be reconsidered only once during the meeting.

Section 19. Motion to Reconsider at Subsequent Meeting. After the Authority has taken action on a matter or question, a motion to reconsider that action, or to reconsider any prior action taken on a matter or question having substantially the same content or purpose of the matter already acted upon, shall not be made at any subsequent meeting for at least one calendar year from the date of such action, except by an Authority member who voted in the majority on such matter or question, or upon the written consent of majority of Authority members filed with the Secretary. The item then before the Authority shall be whether the matter or question should be reconsidered, and, if the Authority approves the request, the matter or question shall be placed on a future agenda for consideration.

Section 20. Method of Voting. Votes of the Authority shall be cast and displayed so that the Secretary may record each Authority member's vote. In the event of a breakdown or a malfunction of the electronic voting equipment, the Secretary shall call the roll for voting in the descending order that the names of the Authority members appear on the electronic voting board. At the conclusion of the vote the Secretary shall announce the results of the vote by stating whether the measure carried or failed and by what vote. Voting by proxy .shall not be permitted.

Section 21. Tie Vote. Any question on which the vote is tied is lost, provided that the presiding officer or any Authority member may request the Secretary to carry over the item to the next regular meeting at which a full Authority will be present.

Section 22. Abstention. It shall be the duty of each Authority member present at a meeting of the Authority to vote on each matter or question before the Authority for action, Unless:

A. It is reasonably foreseeable that the decision would have a material financial effect on the Authority member, the Authority member's immediate family, or on specified economic interests of the Authority member if that financial effect is different from the effect on the general public; or

B. Dealing with public contracts in which the Authority member may have a direct or indirect. financial interest, the prohibition including preliminary discussions, negotiations, planning, and solicitation of bids.

C. Abstention for any reason other than those mentioned above shall constitute consent to the action proposed, and the Secretary sha!! announce at the meeting and enter in the minutes that the abstention was cast as an "aye" vote pursuant to this rule.

D. Nothing in this section is intended to abrogate the judicially declared "limited rule of necessity" adopted in the State, pertaining to the duty of members of· public and legislative bodies to vote on matters which require their action.

Section 23. Point of Order. An Authority member may, without waiting for recognition, rise to a point of order to secure a ruling from the presiding officer on a matter thought to be of sufficient importance to require immediate attention. An Authority member may:

A. Question the validity of the parliamentary procedure being followed;

B. Call a speaker to order for the inappropriate use of language or any breach of decorum;

C. Call attention to a condition that inconveniences members;

D. Raise a parliamentary inquiry, or call attention to a violation of correct procedure; or

E. Question a ruling by the presiding officer on a point of parliamentary procedure prior to appealing the decision of the presiding officer to the Authority.

F. Rising to a Point of Order is in order at any time, may interrupt a speaker who has the floor, is not debatable, cannot be amended, and requires no vote of the Authority. The Authority member rising to a point of order may explain his/her position and the Chairperson may state his/her position in, ruling on the request.

Section 24. Appeal From the Decision of the Presiding Officer. An Authority member may appeal to the Authority a decision or ruling of the presiding officer. It must be made immediately following the decision or ruling in question, and it may be made when another has been recognized (had the floor). The motion is debatable if appeal is to a decision regarding a debatable motion. It may not be amended, postponed, or referred to a committee. it is not debatable if the ruling appealed relates to decorum or violation of rules of speaking or is made when an undebatable motion is pending. The appeal is subject to a motion to close debate and to table when debatable. The motion may be reconsidered.

Section 25. Points of Information. An Authority member may make a request for information relevant to the business at hand but not related to parliamentary procedure. The request may be directed to the presiding officer or through the presiding officer to another Authority member or to an officer or employee of the Authority. The request must be put in the form of a question. If directed to an Authority member who has the floor, the presiding officer will ask consent of the speaker to the interruption.

Section 26. Motion to Adjourn or Recess. An unqualified motion to adjourn has priority over all other motions except the motion to fix time of the next meeting. It is always in order, except:

A. When repeated without intervening business or discussion;

B. When made as an interruption of an Authority member speaking;

C. When a previous question has been .ordered and is being discussed; and

D. While a vote is being taken.

The motion to adjourn is not debatable and cannot be amended. Before putting the motion to adjourn to vote of the Authority, the presiding officer may inform the Authority of any important matter demanding its attention and consideration before adjournment.

As a privileged motion, that is, when other business is pending, the motion to recess yields only to the unqualified motion to adjourn and to the motion to fix time of the next meeting. After a recess business proceeds from the point reached . immediately preceding the recess.

Section 27. Severability. If any provision or clause of these By-Laws or the application thereof to any person or circumstances is held to be unconstitutional, or to be otherwise invalid, by any court of competent jurisdiction, such invalidity shall not affect other provisions, clauses, or applications thereof which can .be implemented without the invalid provision, clause, or application, and to this end the provisions and clauses of these By-Laws are declared to be severable.