Proposed Amended and Restated Bylaws

HOUSING AUTHORITY OF THE COUNTY OF SCOTTS BLUFF, NEBRASKA

Proposed for adoption by resolution of the Board of Commissioners

These Amended and Restated Bylaws supersede the Restated By-Laws approved June 5, 2018, by Resolution No. 995.

ARTICLE I — AUTHORITY

1. Name

The name of this local housing agency is the **Housing Authority of the County of Scotts Bluff, Nebraska** (the "Authority").

2. Authority and governing law

The Authority shall exercise its powers in accordance with the Nebraska Housing Agency Act, the Nebraska Open Meetings Act, all other applicable Nebraska law, and applicable federal law, regulations, grant requirements, and contractual obligations. These Bylaws shall be construed consistently with those authorities. If a provision of these Bylaws conflicts with applicable law, the law controls and the remaining provisions shall remain effective.

3. Seal

The seal of the Authority shall be circular in form and bear the Authority's name and year of organization. The Authority may alter its seal by Board action.

4. Principal office and meeting locations

The principal office of the Authority shall be at 89A Woodley Park Road, Terrytown, Nebraska, unless changed by Board resolution. The Board may hold a meeting at another location that is properly noticed and otherwise complies with applicable law.

ARTICLE II — COMMISSIONERS

1. Board composition, appointment, and confirmation

The Board of Commissioners shall consist of not fewer than five nor more than seven commissioners, appointed by the Scotts Bluff County Board in the manner required by the Nebraska Housing Agency Act. Each appointment or reappointment shall be subject to any confirmation procedure required by applicable law.

2. Qualifications and statutory representation

Each commissioner shall be an adult resident of the Authority's area of operation and otherwise meet the qualifications required by applicable law. No person ineligible for appointment or service under applicable law may serve as a commissioner.

The Authority shall include a resident commissioner when required by Neb. Rev. Stat. § 71-15,104. The Authority shall administer resident-commissioner vacancies, notice, candidate

selection, election, appointment, and any statutory exception in accordance with that statute.

3. Terms and vacancies
Commissioners shall serve the terms established by law. Vacancies shall be filled for the unexpired term, within the time and by the appointing authority and procedure required by applicable law.

4. Resignation, residence, attendance, and removal
A commissioner may resign by written notice to the Board Chairperson and the appointing authority, effective as stated in the notice or, if no date is stated, upon receipt.

A commissioner who ceases to reside in the Authority's area of operation shall immediately notify the Board and appointing authority and shall cease to serve as required by law.

The Board may adopt reasonable attendance expectations. Missing more than three consecutive unexcused meetings or six meetings in a fiscal year may be documented and referred to the appointing authority as a possible neglect-of-duty matter. Attendance alone does not constitute an automatic resignation, removal, or Board-created vacancy.

A commissioner may be removed only by the authority, for the grounds, and pursuant to the notice and hearing procedures prescribed by applicable law.

5. Powers; quorum; action
The Authority's powers are vested in the commissioners in office. A majority of commissioners in office constitutes a quorum. Unless a greater vote is required by law or these Bylaws, the Authority may act by a majority vote of commissioners present and voting at a meeting where a quorum is present.

6. Conflicts of interest
All commissioners, officers, employees, and other housing-agency officials shall comply with Neb. Rev. Stat. §§ 71-15,149 through 71-15,157 and any conflict-of-interest policy adopted by the Board.

An official with an actual or potential conflict shall promptly make the written disclosure required by law. The Authority shall enter the disclosure in its minutes. An official with an actual or potential conflict shall recuse from the pertinent vote, decision, action, and direct or indirect participation, as required by law.

The Board may adopt and enforce supplementary conflict-of-interest rules and appropriate disciplinary measures to the extent permitted by law.

ARTICLE II-A — COMMISSIONER VACANCIES, RECRUITMENT, AND COUNTY COORDINATION

1. **Purpose and controlling law.** This Article establishes an orderly process for publicizing commissioner vacancies, receiving and reviewing expressions of interest, and communicating qualified candidates to the Scotts Bluff County Board. It shall be administered consistently with the Nebraska Housing Agency Act, the Nebraska Open

Meetings Act, and other applicable law. Nothing in this Article alters the Scotts Bluff County Board's statutory authority to appoint commissioners or, where applicable, its authority to act on an appointment in accordance with law.

2. **Identification of vacancy or approaching term expiration.** The Executive Director shall maintain a current commissioner roster showing each commissioner's appointment date, term expiration date, seat designation, appointing authority, and resident-commissioner status, if applicable. Upon learning of a vacancy or of a term scheduled to expire within one hundred twenty days, the Executive Director shall notify the Board Chairperson and commence the process in this Article.

3. **Referral of removal issues.** The Board shall not declare a commissioner seat vacant based solely on alleged neglect of duty, misconduct, or attendance. The Board may document relevant facts and refer the matter to the appropriate appointing authority for action under applicable law. This section does not limit the recognition of a vacancy that occurs by resignation, death, expiration of term, or statutory disqualification.

4. **Public vacancy notice and advertising.** Except when an expedited process is required by law, the Authority shall publicly advertise each commissioner vacancy or anticipated opening. The notice shall:

(a) identify the vacant or anticipated seat, the term or unexpired-term end date, and any statutory designation applicable to the seat;

(b) state the basic eligibility requirements, including adult status, residence within the Authority's area of operation, and eligibility to serve under applicable law;

(c) state whether the position is a resident-commissioner seat and, if so, identify any additional direct-assistance eligibility requirements and the statutory process applicable to that seat;

(d) describe how and where an interested person may submit a written expression of interest and supporting information;

(e) state the application deadline, which shall ordinarily be no fewer than thirty calendar days after the notice is first posted or published; and

(f) state that the Authority's review and any transmission of candidate information to the County Board are advisory only and do not create an entitlement to appointment.

5. **Methods and duration of advertising.** The Authority shall post the vacancy notice at its principal office and on its public website, if maintained. The Authority shall also use at least one additional reasonable method designed to reach residents of the Authority's area of operation, which may include publication in a newspaper of general circulation, electronic distribution to local governmental entities and community organizations, or other comparable public notice.

The vacancy notice shall remain continuously available for at least thirty calendar days. The Executive Director shall retain a copy of the notice and record the date, location, and method of each posting, publication, or distribution.

6. **Receipt of applications.** Interested persons shall submit a written application or expression of interest by the stated deadline. The Authority may request information reasonably necessary to confirm eligibility and evaluate the person's willingness and ability to serve, including residence, employment or community experience, conflicts disclosures, and availability for meetings. The Authority shall maintain received applications as Authority records, subject to applicable public-records and confidentiality law.

7. **Initial eligibility review.** Within fifteen calendar days after the application deadline, the Executive Director, with legal counsel or other designated personnel as appropriate, shall review timely submissions for facial eligibility and completeness. The Authority may request supplemental information from an applicant when reasonably necessary to complete the review. The review shall not include any inquiry or criterion prohibited by law.

8. **Board review and recommendation.** At a properly noticed open meeting, the Board may review applications, interview applicants, and adopt a nonbinding recommendation concerning one or more candidates. The Board's recommendation shall be based on the statutory qualifications for the seat, the information submitted, and the Authority's documented needs. Any Commissioner with an actual or potential conflict of interest shall make the disclosure and recuse as required by law.

The Board may authorize the Executive Director to transmit to the County Board: (a) all timely applications; (b) a factual eligibility summary; (c) a nonbinding Board recommendation, if adopted; and (d) other materials reasonably necessary for the County Board's appointment process. The transmission shall not represent that the County Board is required to appoint a Board-recommended applicant.

9. **Resident-commissioner vacancies.** This Article supplements but does not replace the procedure required by Neb. Rev. Stat. § 71-15,104. For a resident-commissioner vacancy, the Authority shall provide the statutory notice to the resident advisory board or other resident organization and all adult direct-assistance recipients no later than thirty days after the vacancy, and shall allow at least thirty days for interested persons to respond. The Authority may conduct a resident election where permitted by law or forward the names of interested persons to the County Board as provided by law. If the statutory resident-commissioner procedure conflicts with another provision of this Article, the statute controls.

10. **County coordination agreement.** Subject to approval by the Board and the County Board, the Authority may enter into a written intergovernmental coordination agreement governing the exchange, preliminary review, and transmittal of candidate applications. Any agreement shall:

(a) acknowledge that commissioner appointments remain within the County Board's authority under applicable law;

(b) define the Authority's screening role as administrative and advisory;

(c) establish records-transmittal, confidentiality, public-records, and conflict-of-interest procedures;

(d) provide a calendar designed to permit the County Board to fill vacancies within applicable statutory deadlines; and

(e) state that the agreement does not require the County Board to appoint any applicant or prevent the County Board from conducting its own review, soliciting additional candidates, or exercising its independent judgment.

11. **Appointments and records.** Upon receiving notice of an appointment, reappointment, or vacancy action from the County Board, the Executive Director shall update the Authority's commissioner roster and retain the related resolution, certificate, or other appointment record. The Authority shall provide the appointed commissioner with its current bylaws, conflict-of-interest policy, meeting schedule, and orientation materials.

12. **No waiver of statutory requirements.** Failure to meet an internal target or administrative deadline in this Article does not extend a statutory appointment deadline, excuse compliance with a statutory resident-commissioner procedure, or invalidate an action otherwise taken in accordance with applicable law. The Board may establish administrative forms and procedures consistent with this Article.

ARTICLE III — OFFICERS, EXECUTIVE DIRECTOR, AND PERSONNEL

1. Officers

The officers of the Authority are a Chairperson and a Vice-Chairperson. The Board may establish additional officer positions by resolution if consistent with applicable law.

2. Election and terms of Chairperson and Vice-Chairperson

At the annual meeting, the commissioners shall elect a Chairperson and Vice-Chairperson from among the commissioners. Each officer shall serve for one year or until a successor is elected and qualified, unless the Board establishes a different lawful term by amendment of these Bylaws.

If the Chairperson position becomes vacant, the Vice-Chairperson shall perform the Chairperson's duties until the Board elects a successor. If the Vice-Chairperson position becomes vacant, or both positions are vacant, the commissioners shall elect a successor or successors from among their membership at the next regular or properly called special meeting.

3. Duties of Chairperson and Vice-Chairperson

The Chairperson shall preside at Board meetings and perform other duties assigned by law, these Bylaws, or Board resolution. The Vice-Chairperson shall perform the Chairperson's duties during the Chairperson's absence or incapacity and such other duties as the Board assigns.

4. Executive Director and ex officio Secretary

The Board may employ an Executive Director, who shall serve as ex officio Secretary of the Authority. Subject to Board direction, the Executive Director shall administer the Authority's business and affairs; manage Authority projects and programs; maintain Authority records; prepare or arrange for Board meeting notices, agendas, and materials; record votes and maintain the journal of proceedings and minutes; and perform other duties assigned by the Board. The Executive Director may designate an Authority employee to prepare and maintain such records, including meeting minutes

The Executive Director's qualifications, duties, compensation, term, evaluation, and employment conditions shall be determined by the Board, subject to applicable law.

5. Financial administration and controls

The Board shall designate the person or persons authorized to have custody of Authority funds, maintain books of account, make deposits, execute payment instruments, and report on the Authority's financial condition. Financial disbursements shall be made only under Board-approved controls, applicable law, and any properly adopted delegation of authority.

All sales, demolitions, and dispositions of real property or tangible assets shall be submitted to the Board for approval, unless the Board has adopted a lawful written delegation that specifically authorizes the action.

6. Personnel, professional services, and delegation

The Board may employ legal counsel, accountants, appraisers, technical experts, officers, agents, and employees, and may establish their qualifications, duties, compensation, and terms of office or employment, subject to applicable law. The Board may delegate powers and duties to agents or employees to the extent permitted by law and Board resolution.

7. Annual Executive Director evaluation

The Board shall conduct an annual evaluation of the Executive Director, subject to applicable law governing personnel discussions and closed sessions.

ARTICLE IV — MEETINGS AND OPEN GOVERNMENT

1. Annual meeting

The annual meeting of the Authority shall be held during the Authority's regular August meeting, unless the Board changes the date by properly noticed action.

2. Regular meetings

The Board shall hold regular meetings on the first Tuesday after the first Monday of each month, unless changed by properly noticed Board action. Board packets should be provided to commissioners at least forty-eight hours before a regular meeting when practicable; this internal distribution practice does not replace any public-notice, agenda, or public-materials requirement.

3. Special meetings

The Chairperson or any two commissioners may call a special meeting. The notice and agenda for a special meeting shall satisfy the Nebraska Open Meetings Act and these Bylaws.

No action may be taken on a matter not properly included on the agenda, except as permitted by applicable law for an emergency matter.

4. Public notice and agenda

For each regular, special, or other meeting, the Authority shall give reasonable advance publicized notice of the time and place by a method designated by the Board and recorded in its minutes, shall transmit notice to commissioners and the public, and shall make reasonable efforts to give advance notice to news media that have requested notification.

The Authority shall record the method and date of public notice in the minutes. The notice shall include an agenda of known subjects or identify where a continually current agenda is available for public inspection during normal business hours. Agenda items shall be sufficiently descriptive to give reasonable notice of the matters to be considered. The agenda may be changed only as and when applicable law permits.

5. Public access, participation, and meeting materials

Meetings shall be open to the public except for a closed session authorized by law. The public shall have the opportunity to speak at each meeting, subject to reasonable rules governing conduct and orderly participation.

At each open meeting, the Authority shall make available for examination and copying at least one copy, in paper or electronic form, of reproducible written material to be discussed at the meeting, and shall make a current copy of the Nebraska Open Meetings Act available at a location accessible to the public. At the beginning of the meeting, the presiding officer shall inform the public of that location.

6. Emergency meetings

An emergency meeting without reasonable advance public notice may be held only when necessary and only in compliance with the Nebraska Open Meetings Act. The minutes shall state the nature of the emergency. Any formal action shall pertain only to the emergency. The Authority shall comply with the applicable media-notification requirement and shall make complete minutes specifying the emergency and action taken available to the public no later than the end of the next regular business day.

7. Electronic communications and virtual participation

No email, fax, telephone call, serial communication, or other electronic communication may be used to circumvent the Nebraska Open Meetings Act or to obtain Board action outside a duly convened meeting.

The Authority may permit a member of the public or a witness to appear by virtual conferencing to the extent authorized by law. The Authority may hold a Board meeting by virtual conferencing only to the extent and for the purposes expressly authorized by the Nebraska Open Meetings Act, and shall comply with all applicable notice, public-access, participation, documents-access, recording, and physical-site requirements. Except as expressly authorized for an emergency meeting or another lawful exception, a virtual meeting of the Authority shall be limited to discussion of matters scheduled for a subsequent nonvirtual open meeting, and no Board action shall be taken at that virtual meeting.

8. Closed sessions

The Board may enter a closed session only as authorized by applicable law. A motion to close shall identify the subject matter and reason for the closed session, and the required vote and times of commencement and conclusion shall be recorded in the minutes. The Board shall confine the closed session to the stated purpose and shall reconvene in open session before taking formal action.

9. Quorum and order of business

A quorum is required to conduct business. The customary order of business at regular meetings shall be: roll call; approval of prior minutes; bills and communications; Executive Director report; committee reports; old business; new business; and adjournment. The Board may modify the format, presentation, or order of the agenda as appropriate for the efficient conduct of its meetings, provided that all agendas and modifications comply with applicable law

10. Minutes, resolutions, and voting

The Authority shall keep minutes of every meeting showing the time and place, commissioners present and absent, the substance of matters discussed, and the action taken. Minutes, together with evidence and documentation received or disclosed in open session, shall be public records open to inspection as required by law. Minutes shall be available for inspection within ten working days or before the next convened meeting, whichever occurs earlier.

All resolutions shall be in writing and entered in the Authority's journal of proceedings. Each action on a motion or question duly moved and seconded shall be taken by roll-call vote in open session, and the minutes shall show how each commissioner voted or that the commissioner was absent or did not vote. The election of Board leadership may be conducted by secret ballot only to the extent permitted by law, and the minutes shall record the total votes cast for each candidate.

ARTICLE V — AMENDMENTS

1. Amendment procedure

These Bylaws may be amended, repealed, or restated by an affirmative vote of a majority of commissioners in office at a regular or properly called special meeting, provided that:

1. the proposed action is included in a properly noticed agenda;
2. each commissioner receives written notice of the proposed amendment, repeal, or restatement at least seven days before the meeting; and
3. the action is otherwise consistent with applicable law.

ARTICLE VI — EFFECTIVE DATE AND TRANSITION

1. Effective date

These Amended and Restated Bylaws take effect upon adoption by the Board of Commissioners.

2. Transition

Existing officers, Board actions, policies, delegations, accounts, and employment arrangements remain effective to the extent they are consistent with these Bylaws and applicable law, unless changed by subsequent Board action.

3. Required implementation actions

Following adoption, the Board shall:

1. designate and record in its minutes the method used to provide reasonable advance publicized notice of meetings;
2. adopt or confirm a written conflict-of-interest policy implementing Neb. Rev. Stat. §§ 71-15,149 through 71-15,157;
3. confirm whether the Authority is required to have a resident commissioner and, if so, confirm compliance with the applicable selection procedure;
4. identify the Authority's current commissioners, appointment dates, terms, and appointing-authority records; and
5. adopt or confirm written financial controls and authorized signatories.

ADOPTED by the Board of Commissioners of the Housing Authority of the County of Scotts Bluff, Nebraska, on October _____**,** 2026

Chairperson: _____

ATTEST: Executive Director and ex officio Secretary _____