

South Bay Regional Housing Trust Bylaws

Approved by the
South Bay Regional Housing Trust Board of Directors
April 30, 2026

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Part 1 – Introduction to the South Bay Regional Housing Trust

Establishment

The South Bay Regional Housing Trust (“SBRHT” or “Trust”) is an agency voluntarily established by its Members pursuant to a Joint Powers Agreement (“Agreement”) for the purpose of the following and the powers identified in the Agreement:

1. Fund the planning and construction of affordable housing of all types and tenures for persons and families of extremely low-, very low-, and low-income as defined in Section 50093 of the Health and Safety Code;
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 the Trust. The Trust may consist of any of the cities and County area within the South Bay Cities Council of Governments, which is a joint powers agency representing a subregion of Los Angeles County.

The SBRHT was established on April 1, 2026, by the execution of the Joint Exercise of Powers Agreement (the “Agreement”) by and between the Cities of El Segundo, Hawthorne, Hermosa Beach, Inglewood, Lawndale, Lomita, Manhattan Beach, Rancho Palos Verdes, Rolling Hills Estates, Redondo Beach, Torrance, and other eligible cities and the County that may join afterwards (collectively, the “Parties”). These Bylaws were adopted by SBRHT’s Board of Directors and provide for the organization and administration of SBRHT. These Bylaws supplement the Agreement.

Part 2 – Bylaws of the South Bay Regional Housing Trust

ARTICLE I - Name

The name of this entity shall be the “South Bay Regional Housing Trust” or “SBRHT” or “Trust” in these Bylaws.

ARTICLE II – Board of Directors

Section A: SBRHT Board of Directors

The South Bay Regional Housing Trust (“SBRHT”) shall be governed by a Board of Directors constituted in accordance with applicable provisions of California law governing regional housing trusts, including Government Code Section 6539.9.

SBRHT shall be governed by a Board of Directors selected as follows:

1. One elected official from each Party to this Agreement, appointed by that Party’s governing body and ratified by the governing board of the South Bay Cities Council of Governments. Each Party may also appoint one of its elected officials as an Alternate Director, who may serve in the absence of the Party’s appointed Director. The elected official from the County of Los Angeles must be from a Board of Supervisors District that is located wholly or partially within the territory of the South Bay Cities Council of Governments.
2. Two Directors that are experts in homelessness or housing policy appointed by the South Bay Cities Council of Governments City Managers Committee and ratified by the governing board of the South Bay Cities Council of Governments.

Each Director shall have one (1) vote on matters before the Board. All Directors must represent a city or the County that is a party to the Joint Powers Agreement, unless serving as a housing or homelessness policy expert appointed pursuant to this section.

Section B: Selection of Advisory Board Members

Advisory Boards may be appointed by the Trust Board to provide technical expertise, strategic guidance, and informed recommendations to support the Trust Board’s decision making, program development, and implementation of the Trust’s mission and activities.

An Advisory Board may consist of government staff and individuals with expertise in housing development, housing services, finance, real estate development, and related fields.

Advisory Board members may be requested to attend all SBRHT regular and special meetings and may fully participate in discussions to provide advice to the Board; however, they shall not serve as voting members of the Trust Board.

Section C: Terms and Vacancies

Members of the Board shall serve for a two-year term. There is no limit to the number of consecutive terms members may serve. Nothing herein prevents a Party from appointing a different elected official to serve (for both Directors and Alternates) in the discretion of the Party, subject to ratification by the governing board of the South Bay Cities Council of Governments. In the event of a vacancy, the Party whose appointee has vacated the position shall appoint a replacement within 60 days of the effective date of the vacancy, subject to ratification by the governing board of the South Bay Cities Council of Governments. The replacement will serve out the remainder of the term of the Director that they replaced. The two Directors that are experts in homelessness or housing policy may be removed with or without cause at any time by a majority vote of the Board of Directors, and their replacements appointed subject to Section A.2 above.

Upon creation of an Advisory Board, the Board may determine the appropriate term for the Advisory Board members, depending on the purpose and length of time needed for the Advisory Board. Notwithstanding, an Advisory Board member's seat shall automatically be deemed vacant if that member fails to attend three consecutive regular or special meetings. Upon a vacancy, the Trust Board shall attempt to fill the vacancy within sixty (60) days of the vacancy occurring

Section D: Chair and Vice Chair.

The Board of Directors shall elect a Chair and a Vice Chair from among its members at the first meeting held in each calendar year. The Chair of the Board shall conduct all meetings of the Board and perform such other duties and functions as required of such person by provisions of applicable law, the Agreement, these Bylaws or by the direction of the Board. The Vice Chair shall serve as Chair in the absence of the Chair and shall perform such duties as may be required by provisions of applicable law, the Agreement, these Bylaws, or by the direction of the Board or the Chair.

Section E: Clerk of the Board.

The Board shall designate a Clerk of the Board. The Clerk of the Board shall keep a record of all proceedings and perform the usual duties of such office. The Executive Director of the South Bay Cities Council of Governments shall serve in this role unless and until the Board designates another individual to serve as Clerk of the Board.

Section F: Treasurer.

The Board of Directors shall designate a Treasurer of the Trust in accordance with the Joint Powers Agreement and applicable law. The Treasurer may be an officer or employee of the Trust, an officer or employee of a Party, or a qualified third party.

The Treasurer shall perform the duties set forth in the Joint Powers Agreement and applicable law.

In the absence of a designated Treasurer, the Treasurer for the South Bay Cities Council of Governments shall serve as interim Treasurer.

Section G: Additional Officers and Staff.

The Board shall have the power to authorize such additional officers and staff as may be appropriate and as set forth in the Agreement. Such officers and staff may also be, but are not required to be, officers and employees of the individual Parties. None of the officers, agents, or employees appointed by the Board shall be deemed, by reason of their employment by the Board, to be employed by any of the Parties or, by reason of their employment by the Board, to be subject to any of the requirements of such Parties.

ARTICLE III – Duties of Officers and Board Members

Section A: Duties of the Board of Director Members

1. Meet as called by the Chair to conduct the business of SBRHT and provide policy direction and strategic oversight.
2. Adopt and amend policies, procedures, and program guidelines necessary to carry out the purposes of SBRHT and the Joint Powers Agreement.
3. Review, evaluate, and take action on applications and recommendations for project funding.
4. Approve funding agreements, contracts, memoranda of understanding, and other instruments necessary to implement SBRHT programs.
5. Review and oversee SBRHT’s financial affairs, including adoption of the annual budget, review of the Annual Financial Report, and consideration of any related independent audit.
6. Ensure compliance with applicable laws, the Joint Powers Agreement, and funding source requirements.
7. Provide oversight and direction to the Trust Manager and any committees, subcommittees, or task forces, or Advisory Boards established by the Board.
8. Serve on committees, subcommittees, or task forces as necessary to advance the work of SBRHT.

Section B: Formation of Subcommittees

The Board of Directors may establish committees, subcommittees, or task forces as it deems necessary to carry out the goals and purposes of SBRHT. The Board shall determine the

composition, scope of authority, and duration of any such committee or task force. Unless expressly authorized by the Board, committees and task forces shall serve in an advisory capacity only.

ARTICLE IV – Meetings

Section A: Regular Meetings

The time and date and location of regular meetings of the Board shall be specified by the Board and may be modified by a majority vote of the Board as required. The meeting schedule shall be furnished to each city following approval. No notice of any regular meeting of the Board of Directors need be given to the individual Directors. SBRHT meeting notice, agenda preparation, and public comment procedures shall comply with the provisions of the Ralph M. Brown Act. Trust staff, or designees, shall prepare meeting agendas and be responsible for all noticing and related administrative requirements,

Section B: Special Meetings

Special meetings of SBRHT may be called by the Chair at any time, provided that notice and agenda requirements comply with the Ralph M. Brown Act.

Section C: Voting

As set forth in the Agreement, every act or decision made by a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors. Notwithstanding, approval for projects receiving funding from SBRHT requires a majority vote of the full Board membership. The Board should endeavor, whenever practicable, to achieve unanimous approval for projects receiving funding from SBRHT. In the absence of a quorum, the Board members present may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. If all Board members are absent, Board staff may adjourn the meeting to a stated time and place in accordance with section 54955 of the Government Code.

Section D: Voting on Amending SBRHT’s Bylaws, Principles, or Procedures

1. Amendments to SBRHT’s Bylaws, Principles, or Procedures shall be considered at a regular meeting of the Board and shall comply with the provisions of the Ralph M. Brown Act.
2. Any amendment to these Bylaws shall require approval by a majority vote of the Board of Directors.

Section E: Minutes

The Clerk of the Board shall cause minutes of all regular, adjourned regular, and special meetings to be kept and present same for approval by the Board of Directors.

Section F: Meeting Procedure

The conduct of meetings shall be guided by the most recent edition of Rosenberg's Rules of Order in all cases where such rules are not inconsistent with these Bylaws or applicable law.

Section G: Location of Meetings

Board meetings shall be held at the offices of the South Bay Cities Council of Governments unless another location within the jurisdiction of SBRHT is approved by the Board. All meeting locations must be accessible to the public and suitable for conducting public meetings, consistent with the requirements of the Ralph M. Brown Act.

ARTICLE V – SBRHT Board Code of Conduct

This SBRHT Board Code of Conduct reflects SBRHT's commitment to the highest standards of ethics, public service, collegiality, and transparency. The standards set forth below represent minimum expectations for conduct. Members of the Board of Directors and any Advisory Board shall act with professional integrity, impartiality, diligence, respect, and accountability. SBRHT shall conduct its business in accordance with all applicable federal, state, and local laws and regulations.

SBRHT shall adopt and maintain a separate Conflict of Interest Code in accordance with the California Political Reform Act. The Conflict of Interest Code, including any amendments, shall be subject to review and approval by the County of Los Angeles as the code reviewing body, pursuant to applicable law.

Section A: Compliance with Governing Documents and Policies

Members of the Board of Directors and Advisory Board shall conduct SBRHT business in accordance with the Joint Powers Agreement, these Bylaws, and all duly adopted policies, including the Conflict of Interest Code and related disclosure requirements.

Section B: Conflicts of Interest

1. Members of the Board of Directors shall comply with the California Political Reform Act (Government Code section 81000 et seq.), including the Levine Act, and all regulations

promulgated thereunder. Members shall also comply with California Government Code section 1090 and all other applicable conflict of interest laws.

2. Members of the Board of Directors are required to file Statements of Economic Interests (Form 700) in the disclosure category designated in the SBRHT Conflict of Interest Code.

Section C: Confidentiality

Members of the Board of Directors and any Advisory Board shall maintain appropriate confidentiality regarding non-public information obtained directly or indirectly through their service to SBRHT. This includes, but is not limited to, information related to funding applications, negotiations, financial data, or other sensitive matters.

Members shall avoid inadvertent disclosure of confidential information through informal or public discussion. Nothing in this section shall be construed to limit transparency required by the Ralph M. Brown Act or the California Public Records Act.

Section D: Gifts and Honoraria

Members of the Board of Directors and Advisory Board shall not solicit or accept gifts, gratuities, favors, honoraria, or other personal benefits intended to influence SBRHT decisions or actions, and shall comply with all applicable state laws governing gifts and honoraria.

Section E: Harassment and Professional Conduct

SBRHT is committed to maintaining a professional and respectful environment. Harassment, defined as unwelcome conduct, comments, gestures, or behavior that is intimidating, offensive, or likely to cause humiliation, will not be tolerated. Violations of this standard may result in appropriate action, including referral to the appointing authority for removal, where applicable.

Section F: Compliance with Laws and Regulations

SBRHT business shall be conducted in a manner that reflects the highest standards of ethical public service and in full compliance with all applicable federal, state, and local laws and regulations.

ARTICLE VI. PUBLIC PARTICIPATION

Section A: Public Comment

Members of the public may address the Board on a particular agenda item and during the general public comment section of the agenda by submitting a written request to Board staff. A person requesting to address the Board will be allowed a total of three (3) minutes per item. A person

giving public comment in a language other than English will be allowed double the amount of time to account for translation. The Chair may, at their discretion, or subject to action by a majority, choose to limit or expand public testimony as necessary to ensure the Board's ability to conduct its business in a reasonably efficient manner.

Section B: Code of Conduct

Members of the public in attendance at Board meetings must conduct themselves in accordance with the following Code of Conduct:

1. Speakers must cease speaking immediately when their time has ended;
2. Public comment on the agenda items must relate to the subject matter of that item;
3. General public comment is limited to subjects within the jurisdiction of the Board;
4. Public comment does not include the right to engage in a dialogue with Board members or staff; Members of the public shall remain respectful of the forum, and refrain from uttering, writing, or displaying profane, personal, threatening, derogatory, demeaning, or other abusive statements toward the Board, any member thereof, staff, or other person;
5. Members of the public should be respectful of the views expressed by speakers, staff, and Board members and refrain from clapping, cheering, whistling, or otherwise disrupting the orderly conduct of the meeting;
6. Any person engaging in conduct that disrupts the meeting is subject to being removed from the Board meeting as described below; and
7. If anyone witnesses conduct or behavior by other members of the public that disrupts their ability to remain engaged or participate in the Board meetings, please notify staff.

Section C: Signs

Any member of the public who brings signs, posters, or other large objects to Board meetings must not block the view of other public members of the audience and may be asked to relocate as necessary.

Section D: Disruptive Conduct; Removal from Meeting Room; Clearing the Room

In accordance with Government Code section 54957.95, at the discretion of the Chair or upon majority vote, the Chair may order the removal of any individual who is willfully disrupting the meeting so as to render the orderly conduct of such meeting unfeasible. Prior to removing an individual, the Chair must warn the individual that their behavior is disrupting the meeting and that their failure to cease their behavior may result in their removal. The Chair may then remove the individual if they do not promptly cease their disruptive behavior. No warning is necessary if the subject behavior constitutes use of force or a true threat of force.

Under Government Code section 54957.9, if any meeting is willfully interrupted by a group or groups of persons rendering the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, it may be ordered that the meeting room be cleared and the meeting can continue in session.

Representatives of the press or any news media, except those participating in the disturbance, must be allowed to attend any session held pursuant to this section. Nothing shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

Disruptive conduct includes, but is not limited to, any of the following acts:

1. Disorderly, contemptuous or insolent behavior toward the Board or any member thereof, actually disrupting the due and orderly course of a meeting;
2. A breach of the peace, boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, or violent disturbance, or any other conduct actually disrupting the due and orderly course of a meeting; or
3. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the Board, actually disrupting the due and orderly course of a meeting.