

RESOLUTION NO. 2020-04-01

**RESOLUTION ADOPTING RESTATED BYLAWS OF THE GRAND
JUNCTION HOUSING AUTHORITY**

At a regular meeting of the Board of Commissioners ("Board") of Grand Junction Housing Authority, also known as Housing Authority of the City of Grand Junction, Colorado ("GJHA"), held on April 27, 2020, at 8 Foresight Circle, Grand Junction, CO 81505, which meeting was properly called, noticed and held, and at which a quorum of the Board were present in person, the following Resolution was duly made, seconded and passed by the Board of Commissioners.

WHEREAS, GJHA is a housing authority created under the Colorado Housing Authorities Law; and

WHEREAS, GJHA is authorized under the Colorado Housing Authorities Law to make and from time to time amend and repeal bylaws not inconsistent with the Housing Authorities Law; and

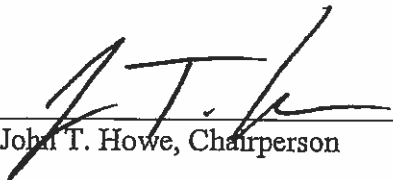
WHEREAS, the Board has determined that it would be beneficial to amend and restate in their entirety the Bylaws of GJHA; and

WHEREAS, written notice of this amendment of the Bylaws was given to all members of the Board prior to the date of the meeting specified above in accordance with the existing Bylaws of the Authority;

NOW, THEREFORE, BE IT RESOLVED THAT:


The Restated Bylaws of Grand Junction Housing Authority dated April 27, 2020, a true and correct copy of which are attached to this Resolution, are hereby adopted and immediately effective.

Read, approved and certified April 27, 2020.



John T. Howe, Chairperson

ATTEST:



Jody M. Kole, CEO and Secretary

**RESTATED BYLAWS OF
GRAND JUNCTION HOUSING AUTHORITY
Dated and Adopted April 27, 2020**

THESE BYLAWS of GRAND JUNCTION HOUSING AUTHORITY (the "Authority") are effective the 27th day of April, 2020, and are adopted in accordance with the Housing Authorities Law, presently codified at C.R.S. § 29-4-201, *et seq.*, as it may subsequently be amended from time to time.

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority is "Grand Junction Housing Authority." The Authority may also do business in, and be referred to by, its original name "Housing Authority of the City of Grand Junction, Colorado."

Section 32. Office of Authority. The office of the Authority shall be at such location in the City of Grand Junction, State of Colorado, as the Authority may from time to time designate by resolution.

ARTICLE II – COMMISSIONERS

Section 1. Powers. All powers of the Authority shall be exercised by or under the authority of, and the business and affairs of the Authority managed under the direction of, the Board of Commissioners or such other persons as the Board may grant such authority pursuant to these Bylaws. The Commissioners are under a statutory duty to comply or to cause strict compliance with all provisions of the Housing Authorities Law and all other laws of the state of Colorado and with any contract on the part of the Authority to be kept or performed by the Authority.

Section 2. Appointment, Qualifications, Number and Term. The appointment, term, number and qualifications of Commissioners shall be governed by C.R.S. §29-4-205 as it may be amended from time-to-time. The number of Commissioners is presently seven. The term of a Commissioner is five years. A commissioner continues to hold office until his or her successor has been appointed and has been qualified.

Section 3. Vacancies, Removal. Vacancies in the Board of Commissioners shall be filled for the unexpired term by the Grand Junction City Council. The Mayor of the City of Grand Junction may remove a Commissioner for inefficiency or neglect of duty or misconduct in office, but only after the Commissioner has been given a copy of the charges, which may be made by the Mayor against him or her, and he or she has had an opportunity to be heard in person or by counsel.

Section 4. Compensation of Commissioners. A Commissioner shall receive no compensation for his or her services but shall be reimbursed for actual and necessary expenses incurred in the performance of his or her official duties.

Section 5. Committees. The Board may appoint such committees as it deems appropriate, except as may be limited or prohibited by law.

ARTICLE III – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Secretary who shall be the Chief Executive Officer (who may also be referred to as “CEO”) an Assistant Secretary who shall be the Chief Operating Officer (who may also be referred to as “COO”), and such other officers as the Board may appoint.

Any oral or written reference to Executive Director of the Authority, in any document or communication by, to or concerning the Authority, shall mean and refer to the CEO.

Any oral or written reference to Chair or Chairman of the Board of Commissioners of the Authority, in any document or communication by, to or concerning the Authority, shall mean and refer to the Chairperson of the Board as defined and described in these Bylaws, and any oral or written reference to Vice Chair or Vice Chairman of the Board of Commissioners of the Authority, in any document or communication by, to or concerning the Authority, shall mean and refer to the Vice Chairperson of the Board as defined and described in these Bylaws.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson shall sign all contracts, deeds, real estate transactional documents for the purpose of buying, selling, conveying or encumbering real property and other instruments authorized by the Commissioners, except as otherwise expressly delegated to the Chief Executive Officer or Chief Operating Officer by Resolution of the Board.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and, in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Commissioners shall select a new Chairperson.

Section 4. Secretary. The Secretary shall be the CEO of the Authority who is appointed by and serves at the pleasure of the Board of Commissioners and, as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Commissioners. The Secretary shall be charged with the management of the housing projects of the Authority. The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and record all votes, and

shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office of Secretary.

The Secretary shall have 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 Commissioners may select. Any one of the CEO, Secretary, COO, Board Chairperson or Board Vice Chairperson shall have the authority to sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Commissioners. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render quarterly to the Commissioners (or more often, when requested), at a regular meeting, an account of all transactions and also of the financial condition of the Authority.

The compensation of the Secretary shall be determined by the Commissioners, provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses).

Section 5. Assistant Secretary. The Assistant Secretary shall be the Chief Operating Officer ("COO") of the Authority who is hired by the CEO and serves in the position of Assistant Secretary at the pleasure of the Board of Commissioners. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and, in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Commissioners shall select a new Secretary.

Section 6. The name or position of the persons authorized to execute contracts, real estate transactional documents, instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the Authority are both (two signatures being required) of (a) either the Chairperson or the Vice Chairperson of the Board of Commissioners of the Authority, plus (b) either the CEO or the COO of the Authority.

Despite anything to the contrary stated in the preceding paragraph, any one or more of the CEO, COO, Chairperson of the Board of Commissioners, or the Vice Chairperson of the Board of Commissioners, acting alone may execute contracts, real estate transactional documents, instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the Authority if so authorized as to one or more specific properties, instruments or transactions by Resolution of the Board of Commissioners.

Section 7. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Commissioners or the Bylaws or rules and regulations of the Authority.

Section 8. Election or Appointment. The Chairperson and Vice Chairperson shall be elected at the first meeting of the Board of Commissioners in January of each year from among the Commissioners of the Authority, and shall hold office for one year or until their successors are elected and qualified.

The Secretary shall be appointed by the Commissioners. Any person appointed to fill the office of Secretary or any vacancy in it, shall have such term as the Commissioners fix, but no Commissioner shall be eligible for this office except as a temporary appointee.

Section 9. Resignation. An officer may resign at any time by giving written notice of resignation to the Board. The resignation of an officer is effective when the notice is received by the Board unless the notice states a later effective date. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and either fill the vacancy after the effective date of the resignation or fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and fill the resulting vacancy.

Section 10. Removal. The Board of Commissioners may remove any officer at any time, with or without cause, by a majority vote of the Board. Removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not, in and of itself, create a contractual right.

Section 11. Vacancies. Should the office of Chairperson or Vice Chairperson become vacant, the Commissioners shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Commissioners shall appoint a successor for the unexpired term.

Section 12. Assistants. The Commissioners may appoint assistants to any officer to perform such duties of the officer as the Commissioners may designate.

ARTICLE IV – ADDITIONAL PERSONNEL

The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by "The Housing Authorities Law" of Colorado and all other applicable laws of the State of Colorado. The selection and compensation of such personnel (including the Secretary) shall be determined by the Authority subject to the laws of the State of Colorado.

ARTICLE V – MEETINGS

Section 1. Annual Meeting. The Authority may, but shall not be obligated to, hold an annual meeting at a date and time to be determined by the Chairperson..

Section 2. Regular Meeting. Regular meetings of the Commissioners may be held at such times and locations as may from time to time be determined by resolution of the Authority. Additional notice to Commissioners shall not be required; however, notice pursuant to Section 6 of this Article shall be given.

Section 3. Special Meetings. The Chairperson of the Authority may, at any time, and shall upon the written request of two Commissioners of the Authority, call a special meeting of the Commissioners for the purpose of transacting any business designated in the call.

Notice to Commissioners of any special meeting shall be given at least 24 hours prior to the meeting and shall be sufficient if given by telephone, facsimile transmission, email, or in writing. A written notice shall be considered given when it is delivered to a Commissioner. A telephone or facsimile notice shall be considered given when transmitted to the Commissioner or a person who receives messages for a Commissioner. Any Commissioner may waive notice of any meeting. By attending or participating in a meeting, a Commissioner waives any required notice of such meeting unless the Commissioner, at the beginning of the meeting, expressly objects to the holding of the meeting or the transaction of business at the meeting on the grounds that the meeting has not been lawfully called.

Section 4. Emergency Meetings. Notwithstanding any other provisions in this Article V, emergency meetings may be called by the Chairperson and CEO or any two (2) Commissioners in the event of an emergency that requires the immediate action of the Board in order to protect the safety and welfare of the public or persons served by the Authority or to protect property owned or managed by the Authority, without notice if notice is not practicable. If possible, notice of that emergency meeting may be given to the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the earlier of (a) the next regular meeting, or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.

Section 5. Location of Meetings. Unless specified otherwise in a notice given as provided in Sections 3 and 6, all meetings of the Commissioners, whether regular or special, shall be held at the principal office of the Authority or other location designated by the Chairperson or Vice Chairperson (if the Chairperson is not available) at such dates and times as established by the Chairperson or Vice Chairperson.

Section 6. Additional Notice of Meetings. The Authority shall post notice of a meeting, including specific agenda information to the extent possible, at least 24 hours prior to the meeting upon the public notice bulletin board maintained by the Grand Junction Housing Authority at the principal office of the Authority. At the first regular meeting of the Commissioners in each calendar year, the Commissioners shall designate the additional posting place of its notices of meetings for that year, if any.

Section 7. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the 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 Authority upon a vote of a majority of the Commissioners present.

Section 8. Meetings by Telecommunication. Meetings may be conducted wholly or partially through the use of telecommunication devices, including but not limited to telephone conference, electronic meetings, videoconferencing technology, or similar communication technology, by which all Commissioners participating and all members of the public may hear or read the comments of other Commissioners and participants in the meeting ("Virtual Communication"). A Commissioner participating in a meeting by Virtual Communication shall be deemed to be present in person at the meeting for all purposes of these bylaws. Further, if a meeting is conducted wholly through Virtual Communication, then such virtual location as described in the meeting notice will be deemed the location of the meeting for the purpose of these bylaws and the public notice requirements.

Section 9. Resolutions. All resolutions shall be in writing and shall be copied in the official minute book or journal of the proceedings of the Authority.

Section 10. Manner of Voting. The voting on all resolutions coming before the Board of Commissioners shall be by roll call or voice vote. The vote on a resolution shall be by roll call vote if requested by any Commissioner. The voting on all motions coming before the Board of Commissioners shall be by voice vote.

Section 11. Executive Session. At any meeting, a majority of the Commissioners present may vote to convene in executive session for the consideration of matters permitted to be considered in executive session by Section 24-6-402, C.R.S. A motion to convene an executive session shall be privileged, may interrupt debate, and shall have priority over other business before the meeting, except a motion to adjourn or recess. If a motion to convene executive session is passed, the Chairperson shall announce the general topic of the executive session prior to convening in executive session. During executive session, the public shall be excluded from the meeting. During executive session, the Commissioners may not adopt any policy, position, resolution, rule, or regulation or take other formal action.

ARTICLE VI – AMENDMENTS

Section 1. Amendments to Bylaws. The Bylaws of the Authority shall be amended only with the approval of at least a majority of the Commissioners of the Authority at a regular or a special meeting, provided that notice of the proposed changes is contained in the agenda for that meeting.

ARTICLE VII – INDEMNIFICATION

Section 1. All Actions. The Authority shall indemnify, to the fullest extent permitted by, and in the manner permissible under, the laws of the State of Colorado in effect on the date hereof and as amended from time to time, any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigated by reason of the fact that he or she is or was a Commissioner, officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, political subdivision, body politic state agency or other entity or enterprise, against expenses (including reasonable attorney fees and associated legal expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding by or in the right of the Authority (a "Proceeding") provided: (i) such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Authority, and; (ii) with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person acted other than in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Authority nor with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe that the conduct was unlawful.

Section 2. Determination. Any indemnification under Section 1 of this Article shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by a majority of the then-serving members of the Board who were not parties to such Proceeding, or if such affirmative vote is not obtainable, by independent legal counsel in a written opinion rendered at the request of the Board; provided, however, that if a director, officer, employee or agent of the Authority has been successful on the merits or otherwise in defense of any Proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter in that Proceeding, to the extent permitted by Section 1 and applicable law, he or she shall automatically be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection with such Proceeding without the necessity of any such determination that the applicable standard of conduct set forth in Section 1 of this Article has been met.

Section 3. Payment in Advance. Expenses incurred in defending a Proceeding may be paid by the Authority in advance of the final disposition of such Proceeding as authorized by the Board as provided in Section 2 of this Article upon receipt of a written undertaking by or on behalf of the commissioner, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Authority as authorized in this Article.


Section 4. Insurance. The Board may exercise the Authority's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Authority, or is or was serving at the request of the Authority, or is or was serving at the request of the Authority as a commissioner, officer, employee, or agent of another corporation, partnership, joint venture, trust, political subdivision, body politic, state agency or other entity or enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Authority would have the power to indemnify against that liability under these Bylaws or otherwise.

Section 5. No Waiver. The indemnification provided by this Article shall not be deemed a waiver of any rights or defenses, nor exclusive of any other rights to which those seeking indemnification may be entitled under applicable law, these bylaws, agreement, vote of disinterested commissioners, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be commissioner, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE VIII – CONFLICT OF INTEREST

No commissioner or employee of the Authority shall acquire any interest, direct or indirect, in any project or in any property included or planned to be included in any Authority project, nor shall he or she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any Authority project. If any commissioner or employee of the Authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any Authority project, he or she shall immediately disclose the same in writing to the Authority, and such disclosure shall be entered upon the minutes of the Authority. Failure to disclose such interest shall constitute misconduct in office. [Colorado Revised Statutes § 29-4-207]

I certify that the foregoing is a true and correct copy of the Restated Bylaws of Grand Junction Housing Authority adopted by Resolution No. 2020-04-01 on April 27, 2020.


Jody M. Kole, Secretary

