

CITY OF FRUITA HOUSING AUTHORITY  
BYLAWS

ARTICLE I  
GENERAL

Section 1. Establishment. Pursuant to Resolution 2022-02, as corrected by Resolution 2022-02A and amended by Resolution 2022-\_\_, the City of Fruita, Colorado established a Housing Authority known as the “Fruita, Colorado Housing Authority” (hereinafter the “Authority”) pursuant to the Colorado Housing Authorities Law, presently codified at C.R.S. §§ 29-4-201, *et seq.*, as it may be subsequently amended from time to time.

Section 2. Purpose. The Authority is established to assist the City of Fruita in meeting its goals of housing for all those who want to live in Fruita and to maintain various types of housing within the City, in the following ways:

- By entering into partnerships within and outside of the City of Fruita and managing programs instituted by the City of Fruita to further the City’s Housing Plan;
- By fostering and coordinating cooperation with partners within and outside of the City of Fruita to create affordable housing through tax abatement programming;
- By fostering and coordinating cooperation with partners within and outside of the City of Fruita to create affordable housing through low income housing tax credit financing (“LIHTC”) projects.

Section 3. Offices. The Authority shall maintain an office within the boundaries of the City of Fruita, Colorado.

ARTICLE II  
POWERS OF THE BOARD OF COMMISSIONERS

The Board of Commissioners of the Fruita, Colorado Housing Authority (the “Board”) shall have all of the powers now or hereafter authorized by the Colorado Housing Authorities Law, C.R.S. §§ 29-4-201, *et seq.*, specifically as set forth in C.R.S. § 29-4-209, and any other lawful powers authorized by the City of Fruita City Council (“City Council”). 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. 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.

ARTICLE III  
THE BOARD, OFFICERS, AND EMPLOYEES

Section 1. Board of Commissioners. Pursuant to C.R.S. § 29-4-205(2), all members of City Council [and the Mayor](#) shall ex officio be appointed the Commissioners of the Board.

Section 2. Terms. The terms of office of the Commissioners shall be coterminous with their terms of office on City Council and the term of the Mayor.

Section 3. Resignation. If a City Council member resigns from City Council, they shall be considered as having resigned from the Board. Such resignation shall take effect at the time specified in the letter of resignation from City Council. The acceptance of such resignation shall not be necessary to make it effective. Once a new City Council member is appointed to fill that position, they shall immediately become a member of the Board.

Section 4. Compensation. Commissioners shall serve without compensation, but they may be reimbursed for actual and necessary expenses incurred in the performance of their official duties pursuant to C.R.S. § 29-4-205(4).

Section 5. Employees. Pursuant to Section 29-4-205(5), C.R.S., the Authority may hire an Administrator/Director. Such Administrator/Director may be an employee of the City of Fruita. The Board may, at its discretion, hire other employees who may also be employees of the City of Fruita.

#### ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Pursuant to C.R.S. § 29-4-205(2), the Mayor shall ex officio be Chair of the Board. The Commissioners shall select from among their members a Vice Chair. The Chair shall preside at all meetings of the Authority, sign contracts if authorized by Resolution, deeds, and other instruments of the Authority, with attestation by the Secretary. The Secretary shall sign the Minutes for every meeting of the Board. The Treasurer shall submit and sign the budget to City Council. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and, in the case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Commissioners shall select a new Chair.

Section 2. Power to Bind the Authority. The name or position of the persons authorized to execute contract, 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 Chair or the Vice Chair and (b) the Secretary.

Despite anything to the contrary stated in the preceding paragraph, any one or more of the Officers, 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 of the Authority.

Section 3. Additional Duties. The officers of the Authority shall perform such other duties or functions as may from time to time be required by the Commissioners or the Bylaws or rules and regulations of the Authority.

~~Section 4. Resignation. Any officer may resign at any time by giving written notice of resignation to the Authority. The resignation of an officer is effective when the notice is received by the Authority unless the notice states a later effective date. If a resignation is made effective at a later date, the Authority 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 Authority may remove the officer at any time before the effective date and fill the resulting vacancy.~~

~~Section 5. 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 6. Vacancies. Should the office of Chair, Vice Chair or Secretary become vacant, the Board of 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.~~

## ARTICLE V 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 shall be determined by the Authority subject to the laws of the State of Colorado.

## ARTICLE VI CONFLICT OF INTEREST

No Board Member nor any employee of the Board shall vote or otherwise participate in any matter in which they have a specific financial interest; which is defined as a matter in which the member or employee would receive a benefit or incur a cost. When such interest appears, it is the duty of the Board Member or employee to make such interest known, and they shall thenceforth refrain from voting on or otherwise participating in the particular transaction involving such interest. Willful violation of the provisions of this section constitutes malfeasance on the part of a member of the Board, and is grounds for instant dismissal of any employee, and censure or removal of the Board member.

## ARTICLE VII MEETINGS

Section 1. Regular Meetings. The regular meetings of the Board shall be at such time and place as determined by the Board. Regular meetings may be recessed and continued to another date.

Section 2. Special Meetings. Special meetings of the Board may be called by the Chair, or at the request of any two (2) members of the Board.

Section 3. Notice. Notice of all Meetings shall comply with the provisions of the Colorado Open Meetings Law found at Sections 24-6-401 through -402, Colorado Revised Statutes. Notice shall be posted at least 24 hours prior to any Board meeting on the Authority's website hosted by the City of Fruita found at the City's website. 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 4. Open Meetings. All meetings of the Board shall be open to the public except those dealing with land acquisition or sales, personnel matters, negotiations or legal matters of which the Board is receiving advice from its attorney or any other matter that may be discussed in executive session pursuant to the Colorado Open Meetings Law. The Minutes of the meeting shall reflect the executive session's topic of discussion.

Section 5. Quorum. A majority of the members of the Board, exclusive of the Chair, shall constitute a quorum for the transaction of business at any meeting, and if less than a quorum is present, a majority of those present may continue the meeting from time to time without further notice.

Section 6. Voting. All resolutions or motions for the transaction of business shall require the affirmative vote of a majority of the members of the Board, exclusive of the Chair, present at any meeting where a quorum is present. The Chair shall only vote in order to break a tie vote of the Board members.

Section 7. Location of Meetings. Unless specified otherwise in a notice given as set forth herein, all meetings of the Commissioners, whether regular or special, shall be held at the principal office of the Authority or such other location designated the Board and set forth in a notice.

Section 8. Meetings by Electronic Means. Meetings may be conducted wholly or partially through the use of electronic 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 resolutions 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.

## ARTICLE VIII FINANCE, DEBT, AND INSURANCE

Section 1. Budget. The Authority shall annually submit a budget to the Fruita City Council for review and approval in accordance with the City of Fruita's annual budget schedule. An annual audit shall be made pertaining to the fiscal affairs of the Authority in conjunction with that of the City.

Section 2. Deposits. All funds of the Authority shall be deposited in the City of Fruita to the credit of the Authority. Such deposits shall be made into interest bearing accounts where applicable.

Section 3. Accounting. The Authority, as well as the City of Fruita shall maintain accounting records and records of transactions. All vouchers or the payment of accounts shall be submitted by the Director to the Treasurer for payment from the funds deposited to the credit of Authority. Both the Director and the Treasurer shall approve all vouchers for expenditures.

Section 4. Funding. The operations of the Authority shall be principally funded from:

- a) Donations to the Authority for the performance of its function;
- b) Such other sources as may be approved by the Fruita City Council or the voters within the City of Fruita.

Section 5. Contracts. The Board may authorize the Chair, by resolution, to enter into any contract, or execute any instrument in the name of and in behalf of the Authority. Such authority may be general, or confined to specific instances.

Section 6. Property. The Authority may hold property in its name as directed by resolution of the Board, and as permitted by The Colorado Housing Authorities Law as amended. The Board may choose to transfer any property to the City of Fruita. If the Authority is terminated, all remaining property shall be transferred to the City of Fruita, Colorado, unless otherwise provided.

Section 7. Debts. All instruments of debt shall be evidenced by a contract, loan agreement, trust indenture, bond indenture, or some other legally binding written document. No verbal debts of contract shall be binding on the Board.

Section 8. Bonds. All bond issues shall be issued by the City of Fruita, and subject to its approval, as well as the City's elections. The Board may recommend to the City Council the issuance of Bonds for any project or purpose authorized by law.

Section 9. Non-liability for Debts. The private property of a member of the Board shall be exempt from execution or other liability for any debts of the Authority. No Board Member shall jointly or severally be liable for the debts or liabilities of the Authority.

Section 10. Indemnification. The Authority shall indemnify any Board Member or Officer of the Authority against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, or for any loss or claim resulting from such action, suit, or proceeding in which he or she is made a party by reason of being or having been a Board Member or Officer, including any matter in which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties for, or on behalf of, the Authority; excluding, however, any liability for intentional misconduct, gross negligence, or criminal acts in the office. Provided further, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subjects of compromise settlement, except with the approval of a court of competent jurisdiction, or the Board, acting by a majority vote of Board Members who are not parties to the same or substantially the same action, suit, or proceeding. The foregoing right or indemnification shall not be exclusive of other rights to which such person, his heirs, executors, or administrators may be entitled as a matter of law.

Section 11. Fidelity Bonds. The Board may require fidelity bonds for the faithful performance of any employee's duties. The expense for such bonds shall be paid for by the funds of the Authority.

Section 12. Insurance. The Board may participate in the City of Fruita insurance policies with the approval of the City Council, and the City's insurance providers. The Board may also purchase any insurance policies for the Authority as it sees fit. The Board may also purchase insurance for the purpose of indemnifying its Board Members, Officers, and employees to the extent that such indemnification is allowed in Section 11 of Article VI of these Bylaws.

## ARTICLE IX AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of all the members of the Board, exclusive of the Chair, at any duly convened special or regular meeting.

## ARTICLE X DISSOLUTION

Upon resolution by a two-thirds (2/3rds) vote of all members of the Board, exclusive of the Chair, the Board may request the City Council to dissolve the Authority, provided that all statutory requirements are satisfied. The Authority may be dissolved by any method authorized by statute.

ADOPTED this \_\_\_\_ day of \_\_\_\_\_, 2022 at a regularly scheduled meeting of the Authority.

Votes: \_\_\_\_ yes; \_\_\_\_ no

\_\_\_\_\_  
\_\_\_\_\_, Chair

ATTEST:

\_\_\_\_\_  
Secretary