

AMENDED

BYLAWS OF THE HOUSING AUTHORITY OF THE CITY OF AURORA, COLORADO
JANUARY 2016

ARTICLE I. THE AUTHORITY

The Authority shall consist of seven (7) Commissioners appointed by the Mayor. Not more than one (1) of such Commissioners may be a city official. The term of office of a commissioner who is a City official shall not be affected or curtailed by the expiration of the term of his/her City office.

ARTICLE II. NAME OF AUTHORITY

The name of the Authority shall be "Housing Authority of the City of Aurora, Colorado".

ARTICLE III. SEAL OF AUTHORITY

The Seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS OF THE AUTHORITY.

The principal place of business of the Authority shall be 2280 South Xanadu Way, Aurora, Colorado 80014.

ARTICLE V. COMMISSIONERS AND OFFICERS

Section 1. Commissioners. All the affairs, property and business of the Authority shall be vested in the Commissioners. The Authority shall have seven (7) Commissioners who shall be appointed by the Mayor or the City of Aurora, Colorado. Qualification for appointment and terms shall be established by the City of Aurora, Colorado. Removal of a Commissioner can only take place in accordance with Colorado Revised Statutes for Public Housing Authorities as well as Ordinances of the City of Aurora, Colorado. No Commissioner may be removed at the will of the Mayor. Removal may only be for inefficiency or neglect of duty or misconduct in office and then only after the Commissioner has been given a copy of the charges and an opportunity to be heard in person or by counsel.

Section 2. Officers. The Authority shall elect from its members a Chairperson and a Vice Chairperson at the annual meeting of the Authority. The Chairperson and Vice Chairperson shall hold office for one (1) year or until their successors are elected and qualified.

The Chairperson shall preside at all meetings of the Authority.

The Vice Chairperson shall perform the duties and responsibilities of the Chairperson in the absence or incapacity of the Chairperson. 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 Authority shall elect a new Chairperson and such Chairperson is duly qualified.

Should the office of Chairperson or Vice Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and the Commissioner so elected, shall serve in such capacity for the unexpired term of such position.

Section 3. Term of Commissioners. Each Commissioner term shall be for five (5) years from the date of appointment, except that any Commissioner appointed to fill a vacancy shall serve for the unexpired term of the vacant position.

Section 4. Conflict of Interest. In the event that any Officer or Commissioner of the Authority or immediate family member of same shall have any direct or indirect interest in, or partnership relationship with, any individual or organization which proposes to enter into a transaction with the Authority, including but not limited to, transactions involving:

- (a) The sale, purchase, lease or rental of any property or other asset;
- (b) Employment, or rendering of services, personal or otherwise;
- (c) The award of any grant, contract or subcontract;
- (d) The investment from or deposit of any funds of the organization;
- (e) Other activities from which one might derive a personal benefit or business benefit.

Such person shall give the Board of Commissioners notice of such interest or give notice of such conflict of interest at the beginning of the discussion and thereafter refrain from discussion or voting on the particular transaction in which he or she has an interest or otherwise attempt to exert any influence on the decision of Authority, its Board of Commissioners, or any of its committees, to participate or not participate in such transaction. The minutes of the meeting shall reflect that a disclosure was made, and the abstention from discussion and voting on the particular transaction.

For purposes of these By-Laws, immediate family is defined as spouse, children, sibling, parent/grandfather, father/mother-in-law, and brother/sister-in-law.

Section 5. Indemnification and Insurance. The Authority shall purchase Officers' and Directors' Liability Insurance and shall indemnify a Commissioner that has acted in good faith and has met the standard of conduct described in these bylaws and Colorado Revised Statutes in execution of their duties.

Indemnification permitted under this section in connection with a Proceeding by or in the right of the Authority is limited to reasonable expenses incurred in connection with the Proceeding.

ARTICLE VI. SECRETARY

The Authority shall employ a Secretary who shall be the Executive Director of the Authority.

The Secretary shall be the registered agent for the Authority.

The Secretary shall keep the records of the Authority, shall act as recording secretary at the meetings of the Authority, recording all votes, and shall keep a record of the proceedings of the Authority and shall perform all duties incident to such position. The Secretary shall keep in safe custody, the Seal of the Authority and shall have power to affix such Seal to all contracts and instruments authorized to be executed by the Authority.

The Secretary or his/her designee shall sign all contracts, deeds, and other instruments made by the Authority except as may be otherwise authorized by resolution of the Authority.

The Secretary shall perform such other duties and functions as may, from time to time, be required by the Authority and these Bylaws, or the Rules, Policies, and Regulations of the Authority. The Secretary shall have the sole responsibility of hiring and discharging of all employees of the Authority without prior or subsequent approval of the Authority. The Secretary may delegate any of his/her duties to staff of the Authority. However, the Secretary shall remain responsible for all such duties regardless of any delegation.

The Secretary shall be an employee of the Authority and have general supervision over the administration of the Authority's business and affairs, subject to oversight of the Commissioners. The Secretary shall have the care and custody of all funds of the Authority and shall pay out monies with the oversight of the Commissioners, shall keep and prepare financial statements and reports and provide reports to the Commissioners as they deem necessary.

The compensation of the Secretary shall be determined by the Commissioners.

Any person employed by the Authority to fill the position of Secretary shall be employed pursuant to such terms as the Authority determines. No Commissioner shall be eligible to hold the office of Secretary.

ARTICLE VII. MEETINGS

All meetings will be held and conducted in accordance with Colorado Revised Statutes for Public Housing Authorities.

Section 1. Annual Meeting. The Annual Meeting of the Authority shall be held on the second (2nd) Thursday of the month of January each year at 6:00 p.m. at the regular meeting place of the Authority.

Section 2. Regular meetings. The regular meetings of the Authority shall be held on the second (2nd) Thursday of each month at such time and place as may, from time to time, be determined by a **vote** of the Authority.

Section 3. Special meetings. A special meeting of the Authority may be called by any Commissioner. The special meeting shall be held at a time and place designated in the call for the special meeting; provided, however, that all Commissioners shall be notified at least twenty-four (24) in advance of such meeting of the date, time, place, and the subject matter of the special meeting. Commissioners not receiving twenty-four (24) hours notice may sign a waiver of this requirement at or subsequent to the meeting.

Notice shall mean personal notification of the Commissioners by any one of the following methods:

1. Phone;
2. In person;
3. By certified mail, return receipt requested, addressed to the address of the Commissioner on file with the Secretary; or
4. By leaving a notice with a designated adult at the address on file with the Secretary;
5. Electronic Mail with a delivery receipt that the Commissioner received the notice.

At such special meeting, no business shall be considered other than that designated in the call, but if all Commissioners are present at a special meeting, any and all business may be transacted at such meeting.

Section 4. Executive Sessions. Executive Sessions may be held by the Commissioners as provided by Colorado law. There shall be minutes of the executive sessions for approval of the Commissioners at the next regular or special meeting of the Authority. The minutes shall include the date of the meeting, the reason(s) and the vote to enter into the executive session. No formal action may take place in an executive session.

ARTICLE VIII. QUORUM

Four (4) Commissioners shall constitute a quorum for the purpose of the Authority conducting business, exercising its powers and for all other purposes at both a regular meeting and a special meeting, but a lesser number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, any action may be taken by the Authority upon a vote of the majority of the Commissioners present.

ARTICLE IX. REGULAR MEETING BUSINESS

At each regular meeting of the Authority, there shall be discussed such business as may be designated by any Commissioner, or the Secretary, and shall also include an opportunity for the public to be heard and an opportunity for the Commissioners to be heard.

ARTICLE X. MANNER OF VOTING

The voting on all questions coming before the Authority shall be entered upon the minutes of such meeting indicating the vote of each Commissioner. Election of Chairperson and Vice Chairperson may be by ballot.

ARTICLE XI. RESOLUTIONS

All resolutions passed by the Authority shall be reduced to writing and shall be placed in the official minutes of the Authority.

ARTICLE XII. AMENDMENTS

The Bylaws of the Authority shall be amended only with the approval of at least four (4) Commissioners at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all Commissioners and the Secretary.

Notice shall mean personal delivery of the written notice to a commissioner; leaving a copy of the written notice with a designated adult at the address of the Commissioner on file with the Secretary; or depositing the same in the U.S. Mail, postage prepaid and properly addressed to the address of a Commissioner at the address on file with the Secretary.

Notwithstanding any other provision herein contained, a commissioner not receiving seven (7) days written notice may sign a waiver of this requirement at the meeting during which the amendment is discussed.

THE AMENDED BYLAWS OF THE HOUSING AUTHORITY OF THE CITY OF AURORA, COLORADO ARE HEREBY ADOPTED BY THE AUTHORITY THIS 14th DAY OF JANUARY, 2016.