

# BYLAWS OF THE CHAFFEE HOUSING AUTHORITY

## ARTICLE I NAME

The name of the multijurisdictional housing authority shall be the "Chaffee Housing Authority" (the "Authority").

## ARTICLE II PURPOSE

In accordance with C.R.S. § 29-1-204.5, the Authority is a political subdivision of the State of Colorado, separate from the City and County. It has with the duties, privileges, immunities, rights, and liabilities, specified in C.R.S. § 29-1-204.5 and the Intergovernmental Agreement for the Chaffee County Multijurisdictional Housing Authority, recorded with the Chaffee County Clerk on October 22, 2020, at Reception No. 463772 (the "IGA").

The purpose of the Authority is to effect the planning, financing, acquisition, construction, reconstruction or repair, maintenance, management, and operation of housing projects or programs in order to provide dwelling accommodations at rental prices or purchase prices within the means of households of low or moderate incomes, and to provide attainable and affordable housing projects and programs for employees of employers located within the jurisdictional boundaries of the Authority.

The Authority may from time to time adopt policies to guide the activities of the Authority. Such policies will be adopted by Board resolution and shall remain in effect until revoked or superseded.

## ARTICLE III MEMBERSHIP

The Members of the Authority (the "Members"), as established by the IGA, are Chaffee County, the City of Salida, and the Town of Buena Vista. Other Members may be added to the Authority as set forth in the IGA.

## ARTICLE IV BOARD OF DIRECTORS

**Section 1. Appointment.** The Board of Directors of the Authority shall consist of nine (9) Directors ("Directors"), to be appointed as follows:

- (a) Three (3) Directors shall be appointed by Chaffee County Board of Commissioners;
- (b) Two (2) Directors shall be appointed by the City Council for the City of Salida;

(c) Two (2) Directors shall be appointed by the Board of Trustees for the Town of Buena Vista; and

(d) Two (2) Directors shall be appointed at-large by the majority vote of the Directors appointed by the County, City and Town.

Each Member shall each be responsible for identifying its Directors to the Board. Additionally, each Member shall appoint one (1) or more Alternate Director who may serve in the event a Director is unable to attend a meeting. The Board shall also appoint an Alternate Director for the at-large Directors. When attending in the absence of a Director, a duly appointed Alternate Director shall have the same powers and duties as a regular Director.

**Section 2. Eligibility.** All Directors must be residents of Chaffee County, or in the case that a new governmental entity is permitted to join the Authority, the Director representing the new governmental entity must be a resident of the county in which the new member entity is located. All Directors and Alternate Directors must be at least eighteen (18) years of age on the effective date of their appointment.

**Section 3. Terms and Term Limits.** All Directors shall serve two (2) year terms. To initiate staggered terms, the City of Salida and Town of Buena Vista shall designate one appointed Director to serve an initial one-year term and one initial Director to serve a two (2) year term. Chaffee County shall designate one appointed Director to serve an initial one (1) year term, and two initial Directors to serve two (2) year terms. A Director may serve only three (3) consecutive two (2) year terms, or a total of six (6) consecutive years for initial Directors appointed to one-year terms (the "Term Limit"). Upon reaching their respective Term Limit, a Director may be reappointed to the Board no earlier than the date that is one (1) year after such Director left the Board.

**Section 4. Compensation.** Directors shall serve without pay. Reasonable pre-approved expenses related to the discharge of their duties on the Board shall be reimbursed according to the organization's fiscal management policies and procedures.

**Section 5. Vacancies.** Vacancies on the Board shall be filled by appointment by the Member that appointed the vacating Director for the remainder of the remaining unexpired term. The Executive Committees may recommend candidates to fill a vacancy. The Board may then recommend to the appropriate Member that such candidate be appointed to fill the vacancy. Notwithstanding the foregoing, Members retain discretion to appoint or not appoint the candidate recommended by the Board of Directors.

**Section 6. Removal.** Directors may be removed at the sole discretion of their appointing Member, or in the case of the at-large Directors, by the Board. Upon removal of a Director, a replacement shall be appointed by the Member that originally appointed the removed Director for the unexpired term of the removed Director. The Board reserves the right to make a formal recommendation for removal of any Director to their respective appointing Member for neglecting or failing to discharge the duties of a Director.

**Section 7. Conflict of Interest.** No Director nor or any immediate member of the family of any such Director shall acquire or have any interest, direct or indirect, in (a) any property or project acquired, held, leased or sold by the Authority; or (b) any entity with whom the Authority has contracted with to plan, finance, construct, reconstruct, repair, maintain, manage or operate any property, project or program related to the Authority. If any Director has such an interest, whether direct or indirect, he or she shall immediately disclose the same in writing to the Board of Directors, and such disclosures shall be entered upon the minutes of the Board. Upon such disclosure, such Director shall not participate in any action by the Board affecting the applicable project, property, or contract unless the Board determines that, in light of such personal interest, the participation of such Director in any such act would not be contrary to the public interest. The affected Director shall not vote in the Board's determination of a conflict of interest.

## ARTICLE V OFFICERS

**Section 1. Officers.** Four (4) Officers shall be selected by the Board, including a Chair, Vice Chair, Secretary and Treasurer.

### **Section 2. Elections and Terms.**

(a) *Election and Terms.* The Officers shall be elected at the annual meeting of the Board. The Chair and Vice Chair must also be Directors, but the Secretary and Treasurer need not serve on the Board. Officers shall hold office for one year or until their successors are elected and qualified, whichever is later. Officers may not serve more than three consecutive terms.

(b) *Nomination.* The existing Chair shall call for Directors who are interested in each Officer position one at a time beginning with the Chair, then following with the Vice Chair, Secretary, then Treasurer. Each prospective candidate may make an oral statement regarding their fitness for the position, not to exceed five (5) minutes. The existing Chair shall then call for nominations or self-nominations of Officers one at a time beginning with the Chair, then following with the Vice Chair, Secretary, then Treasurer. All nominations must be from a Director and seconded by a different Director.

(c) *Voting.* Voting for Officers shall take place immediately following the nomination of each Officer and after each Director has had a chance to make any comments or express any concerns. All votes shall be cast orally in a roll-call vote with the Executive Director recording the votes cast.

**Section 3. Vacancies.** In the event of a vacancy, the Board shall elect a successor, and such election shall be for the unexpired term of the vacant Officer's seat.

**Section 4. Removal.** An Officer may be removed by the Board following notice and an opportunity to be heard.

## **Section 5. Duties.**

(a) *Chair.* The Chair shall preside at all meetings and execute all legal instruments that have been authorized by the Board on behalf of the Authority. The Chair shall perform all duties incident to the office of Chair and such other duties as may be established by the Board.

(b) *Vice Chair.* The Vice Chair shall serve as Chair in the event the Chair is absent or unable to fulfill the duties of Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be established by the Board. In the event that neither the Chair nor the Vice Chair are able to preside over a meeting of the Board, they may appoint another Director to do so.

(c) *Secretary.* The Secretary shall be responsible for the minutes of the Board meetings, assure that all notices are duly given in accordance with the provisions of C.R.S. § 24-6-401, *et seq.*, and fulfill other duties as may be established by the Board.

(d) *Treasurer.* The Treasurer shall be the financial officer for the Authority and shall oversee the preparation of the Authority's budget, oversee financial transactions, perform all duties incident to the officer of Treasurer, coordinate with department of revenue regarding the collection of any sales and use tax authorized pursuant to C.R.S. § 29-1-204.5 and fulfill other duties as may be established by the Board. All checks written from an Authority bank account over \$15,000 shall require the signature of the Treasurer and the Chair or Vice Chair.

**Section 6. Expenses.** Each Officer shall be entitled to their necessary, reasonable and pre-approved expenses, including travel expenses, incurred in the discharge of their duties.

## **ARTICLE VI MEETINGS**

**Section 1. Regular Meetings.** The Board shall meet at least every other month to receive formal updates from the Authority's staff. The Board may hold more frequent regular meetings at such time and location as the Board shall determine.

**Section 2. Annual Meeting.** The Board shall hold an Annual Meeting in the month of January at a time established by the Chair.

**Section 3. Special Meetings.** In addition to regular meetings, a special meeting may be called at any time by the Chair or the Secretary. A minimum notice of twenty-four (24) hours is required.

**Section 4. Open to the Public.** Meetings of the Board shall be open to the public and conducted in accordance with C.R.S. § 24-6-401, *et seq.*, as amended.

**Section 5. Notice.** The Secretary shall furnish the Board advance notice of all regular and

annual meetings at least five (5) business days prior to the meeting date. Written notice of the time and place of such meeting shall be delivered either personally or by mail, or by email, to each Director and to each Officer. The Authority shall post notice of all meetings at least twenty-four (24) hours prior to the meeting, and such notice shall include the purpose or purposes for which the meeting is called and agenda information where possible.

**Section 6. Quorum.** A majority of Directors shall constitute a quorum at any meeting of the Board. If less than a quorum is present, the meeting may be adjourned. An Alternate Director serving in the absence of a Director shall be counted for the purpose of determining quorum and for voting.

**Section 7. Proxies.** Directors may not vote by proxy.

**Section 8. Meetings by Telecommunication.** Any Director may participate in a meeting of the Board of Directors by means of a telephone or video conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute attendance at the meeting.

**Section 9. Voting.** Voting on all questions coming before the Board shall be by roll call or by voice vote, as determined by the Chair. The ayes and nays shall be entered upon the minutes of such meeting by name. Each Director shall have one vote on matters brought before the Board. The Directors and Officers shall act only upon a duly executed vote of the Board. Each Director may cast one vote. The Board may act by motion or resolution, and a majority vote of those Directors present is required to approve a motion or resolution, except as otherwise provided herein. Directors who are unable to attend a meeting must notify the Chair and Executive Director in writing in advance of a meeting that an Alternate Director will attend in their place.

**Section 10. Actions requiring Greater Approval.** Notwithstanding the foregoing or any other provision herein to the contrary, the following actions shall require the approval of two-thirds (2/3) of the Directors present:

- (a) Condemnation of property for public use;
- (b) Proposal of ballot initiatives; and
- (c) Creating, incurring, assuming, suffering or entering into any debt or indebtedness in the aggregate amount in excess of one million dollars (\$1,000,000).

**Section 11. Parliamentary Procedure.** The Board shall establish written rules of order to apply to all meetings. In the absence of such written rules, the rules contained in Robert's Rules of Order shall generally apply (as modified by the Board in its discretion) except where such rules conflict with these Bylaws or the IGA.

## ARTICLE VI COMMITTEES

**Section 1. Formation.** The Board may form Standing Committees and Ad Hoc Committees, as needed, that report to the Board. Standing Committees will address topics that are aligned with major areas of strategic focus for the Board.

**Section 2. Meetings.** Each Committee chair will work in collaboration with the Executive Director to plan meeting agendas for the Committee. Committee meetings will be open to the public and Committee meetings with more than two Directors will be properly noticed.:

(a) Committees must operate in accordance with the current mission, vision, values, and strategic plan adopted by the Board of Directors.

(b) Committees will be governed by a Committee description that has been approved by the Board.

(c) Meetings will be facilitated by either the Executive Director or the Committee chair.

(d) Reports and meeting minutes must be prepared and submitted to the Executive Director and Chair seven (7) days before the Board meeting.

(e) Committees may also elect a Committee vice chair or secretary who will take minutes and help schedule meetings.

(f) The purpose of a vote at a Committee meeting is to recommend that the Board vote on the matter, and the Board will have the final authority over the matter.

(g) Committees are responsible for developing and updating their Committee descriptions and submitting to the Board for approval.

**Section 3. Removal.** After notice and an opportunity to be heard, the Board may remove a Committee member who fails to comply with the following:

(a) Committee members must attend at least seventy-five percent (75%) of all Committee meetings.

(b) Committee members must actively participate and contribute to the execution of Committee activities and initiatives.

(c) Committee members must uphold, act responsibly, and act prudently as stewards of the overall Authority values, mission, vision, and strategic plan.

## ARTICLE VIII CONTRACTS AND FINANCES

**Section 1. Contracts.** The Board may authorize any Officer or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authorization may be general or confined to specific instances.

**Section 3. Checks, Drafts and Other Orders.** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Authority shall be signed by the Chair or Executive Director, as determined by the Board.

**Section 4. Gifts.** The Board may accept on behalf of the Authority any contribution, gift, bequest or devise for any purpose of the Authority.

**Section 5. Deposits and Investments.** All funds of the Authority shall be deposited to the credit of the Authority in such banks, trust companies or other depositories as the Board selects. Monies of the Authority may be invested in such assets as may from time to time be authorized by the Board.

**Section 6. Fiscal Year.** The Authority's fiscal year shall begin on the 1<sup>st</sup> day of January of each year and shall end on the 31<sup>st</sup> day of December of the same year.

**Section 7. Accounting System and Reports.** The Board shall establish and maintain an accounting system in accordance with generally accepted accounting principles. After the close of each fiscal year, the Board shall conduct a full audit of the accounts, books and financial condition of the Authority as of the end of such fiscal year. A report of such audit shall be submitted to the Members.

## ARTICLE IX MISCELLANEOUS PROVISIONS

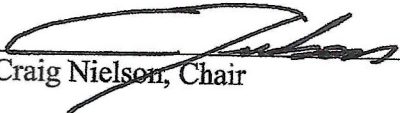
**Section 1. Amendments.** These Bylaws may be altered, amended, or repealed by the Board at any meeting of the Board provided that the amendment has been submitted in writing to all Directors at least forty-eight (48) hours prior to such meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with applicable law.

**Section 2. Waiver of Notice.** Whenever notice is required by law or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

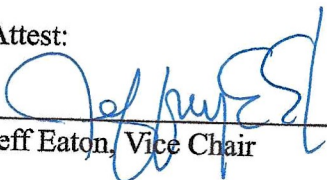
**Section 3. Indemnification of Directors and Officers.** To the extent permitted by law and as provided in any applicable insurance coverage, the Authority shall indemnify any Director, Officer, or former Director or Officer, against expenses, including attorney fees, actually and reasonably incurred by said Director or Officer in connection with the defense of any action, suit, or proceedings, or for any loss or claim resulting from any such action, suit or proceeding, in which said Director or Officer is made a party by reason of being or having been a Director or Officer; including any matter as to which said Director or Officer is adjudged in such action, suit, or proceeding to be liable for negligence in the performance of duty to the Authority. In the event of a settlement before or after action or suit, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Authority is advised by counsel that the person to be indemnified did not commit such a breach of duty. A conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of a Director's duty to the Authority if such Director or Officer acted in good faith in what the Director or Officer considered to be the best interests of the Authority and with no reasonable cause to believe that the action was illegal. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of each such Director or Officer and shall be in addition to all other rights to which such Director or Officer may be entitled as a matter of law. The Authority is authorized to obtain insurance for the purpose of providing such indemnification of the Directors and Officers of the Authority.

**ADOPTED** by the Board of Directors of the Chaffee Housing Authority at its regular meeting held September 21, 2023.

CHAFFEE HOUSING AUTHORITY

  
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Craig Nielson, Chair

Attest:

  
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Jeff Eaton, Vice Chair