

BYLAWS

OF

THE HOUSING AUTHORITY OF THE CITY OF LOVELAND

LOVELAND, COLORADO

ARTICLE I -- THE AUTHORITY

- Section 1. **Name of Authority.** The name of the Authority shall be "Housing Authority of the City of Loveland, Colorado."
- Section 2. **Seal of Authority.** The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.
- Section 3. **Office of Authority.** The office of the Authority shall be at such place in the City of Loveland, State of Colorado, as the Authority may from time to time designate by resolution.

ARTICLE II -- COMMISSIONERS AND OFFICERS

- Section 1. **Number of Commissioners and Term of Office.** A board of five (5) Commissioners shall constitute the membership of the Corporation. Except for the initial staggered terms of the Commissioners as provided by the Articles of Incorporation and amendments thereto, the term of office of said directors shall be five (5) years. Commissioners may reapply for additional terms at the expiration of their current term.
- Section 2. **Officers.** The officers of the Authority shall be a Chairperson, a Vice Chairperson and a Secretary who shall be the Executive Director of the Housing Authority of the City of Loveland.
- Section 3. **Chairperson.** The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts which have a value in excess of \$10,000 per year as well as all deeds and other instruments which would add an additional financial responsibility to the Authority which is not supported by the approved annual budget. By resolution, specific to the instance the Commissioners may authorize the signing of any deeds, contracts or other instruments by another officer or commissioner without amending these by-laws. At each meeting, the Chairperson shall submit such recommendation and information as he/she may consider proper concerning the business affairs and policies of the Authority.
- Section 4. **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 Authority shall select a new Chairperson.

Section 5. **Secretary.** The Secretary shall be the Executive Director of the Authority and, as such, shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority.

The secretary shall be charged with the management of the housing projects 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 purposes, and shall perform all duties incident to his/her office. 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 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 Authority may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or more often when requested), an account of these transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of his/her duties as the Authority may designate.

The compensation of the Secretary shall be determined by the Authority, 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. **Additional Duties.** The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws or rules and regulations of the Authority.

Section 6. **Election or Appointment.** The Chairperson and Vice Chairperson shall be elected at the annual meeting of the Authority 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 Authority. Any person appointed to fill the office of Secretary or any vacancy therein, shall have such term as the Authority fixes, but no Commissioner of the Authority shall be eligible for this office except as a temporary appointee.

Section 7. **Vacancies.** 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 such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid. Whenever a vacancy on the board shall occur, either by death, resignation, removal, change of residency, impending expiration of term or for any other cause, such vacancy shall be filled in the manner set forth by City Council.

Section 8. **Additional Personnel.** The Authority may from time to time employ such personnel as it seems necessary to exercise its powers, duties and functions as prescribed by "The Housing Authorities Law" of Colorado and all other laws of the State of Colorado applicable thereto. 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.

Section 9. **Termination.** Termination of a Commissioner shall be in accordance with State law.

ARTICLE III -- MEETINGS

Section 1. **Annual Meeting.** The annual meeting of the Authority shall be held on the 4th Wednesday of each January, 7:00 o'clock, P.M., at regular meeting place of the Authority. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. **Regular Meetings.** Regular meetings may be held with prior notice at such times and places as may from time to time be determined by resolution of the Authority.

Section 3. **Special Meetings.** The Chairperson of the Authority may, when he/she deems it expedient, or shall upon the request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the notice. The notice for a special meeting may be delivered to each member of the Authority in writing or by telephone at least one day prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in

Section 4. **Quorum.** The powers of the Authority shall be vested in the Commissioners thereof. Three 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 5. **Order of Business.** At the regular meetings of the Authority, the following shall be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Unfinished business.
5. New business.
6. Reports and committees.
7. Report of the Secretary/Executive Director and/or other staff.
8. Adjournment.

Section 6. **Resolutions.** All Resolutions of the Authority shall be recorded in the official

minute book or journal of the proceedings of the Authority.

- Section 7. **Manner of Voting.** The voting on all questions coming before the Authority shall be by voice vote, unless roll call or secret ballot is requested. Members may also designate orally or in writing a proxy to register their vote. An oral proxy will be confirmed in writing within thirty days of the granting of that proxy.

ARTICLE IV -- AMENDMENTS

- Section 1. **Amendments to By-Laws.** The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the members of the Authority.

- Section 2. **Waiver of Notice.** The commission members may waive in writing any notice required by these by-laws whether for a regular or a special meeting.

ARTICLE V -- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of the Authority shall be indemnified by the Authority against expenses reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of his being or having been a director or officer of the Authority (whether or not he/she continues to be a director or officer at the time of incurring such expenses), except in relation to matters as to which he shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

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