

RESOLUTION NO. 15-11
OF
THE BOARD OF COMMISSIONERS
OF
THE HOUSING AUTHORITY OF THE CITY OF FORT COLLINS,
COLORADO
also known as
THE FORT COLLINS HOUSING AUTHORITY

REVISION OF BY-LAWS

ARTICLE I

Authority

Section 1. Name. The name of the Authority shall be “The Housing Authority of the City of Fort Collins” also known as “The Fort Collins Housing Authority” (“the Authority”).

Section 2. Office. The office of the Authority shall be located at 1715 West Mountain Avenue, Fort Collins, CO 80521.

ARTICLE II

Commissioners

Section 1. General. There shall be not more than nine (9) Commissioners appointed by the Mayor of the City of Fort Collins. The number of Commissioners shall be determined from time to time by the Council of the City of Fort Collins (“City Council”). All of the affairs, property and business of the Authority shall be vested in the Commissioners. The term of office of the Commissioners shall be as provided by the statutes of the State of Colorado.

Section 2. Vacancies. Any vacancy in the office of Commissioners of the Authority shall be filled by the Mayor of the City of Fort Collins, Colorado pursuant to statute. Vacancies occurring other than by reason of expiration of term shall be filled for the unexpired term.

Section 3. Meetings.

- A. There shall be annual meeting of the Authority which shall be held during January of each year.
- B. Regular monthly meetings of the Authority shall be held on such day of the month as designated in the call of the meeting.
- C. Meetings of the Authority shall be held at the office of the Authority. 1715 West Mountain Avenue, Fort Collins, Colorado, or at such other place

within the City of Fort Collins as may be designated in the call of the meeting at the time designated in the call of the Meeting.

- D. Special Meetings may be called by any commissioner of the Authority.
- E. The Board of Commissioners may permit any Commissioner to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Commissioners participating may hear each other during the meeting. A Commissioner participating in a meeting by this means is deemed to be present in person at the meeting.
- F. Meetings will be open to the public with exceptions for executive session.

Section 4. Notice. Notice of all meetings shall be given not less than 24 hours before any such meeting. Such notice shall designate the time and place of the meeting and the business proposed to be transacted at the meeting. Notices shall be deemed given three (3) delivery days after deposit in the United States mail, addressed to the Commissioners at the addresses shown for such Commissioners in the records of the Authority, regular mail, postage prepaid; on the date and at the time sent by facsimile transmission or electronic mail; or when personally delivered. Notice of all meetings shall be posted in a designated public place within the boundaries of the Authority no less than twenty-four hours prior to the holding of the meeting. The public place or places for posting such notice shall be designated annually at the Authority's first regular meeting of each calendar year. The posting shall include specific agenda information where possible.

Section 5. Wavers of Notice. Whenever notice is required by law or by these By-Laws, a waiver thereof in writing, signed by the Commissioner or other person entitled to said notice, whether before, at or after the time stated therein, or appearance of such person at a meeting, shall be deemed equivalent to such notice. Failure of a person to vote at such meeting shall not defeat the forgoing provisions.

Section 6. Ratification. The ratification of the minutes of any meeting of the Commissioners shall have the same force and affect as if the person ratifying the same present in person at such meeting.

Section 7. Informal Action by Commissioners. Any action required of permitted to be taken at a meeting of the Commissioners may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Commissioners entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the Commissioners and may be stated as such in the records of the Authority. Electronic and facsimile signatures shall be accepted the same as originals. Any consent, resolution or other document may be executed in counterpart copies.

Section 8. Quorum. A majority of the Commissioners of the Authority shall constitute a quorum at any meeting of the Commissioners. If less than majority of the Commissioners is present at a meeting, a majority of the Commissioners so present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. The Commissioners present at a

duly organized meeting may continue to transact business until adjournment, only so long as a quorum of Commissioners remains.

Section 9. Voting. The voting on all questions coming before the Authority shall be by voice vote unless a roll-call vote is specifically requested by a Commissioner present at the meeting and the “ayes” and “nays” shall be entered upon the minutes of such meeting, except that the election of officers may be by ballot if any Commissioner so requests. If quorum is present, the affirmative vote of a majority of the Commissioners at the meeting shall decide any questions that may come before the meeting except as might otherwise be provided herein or as might otherwise be required by law.

Section 10. Conflict of Interest. In the event that any Officer, Commissioner or Employee 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 Fort Collins Housing 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.

If there is a conflict of interest on any matter in which federal funds are being used (i.e. CDBG, HOME, HUD, etc.) such person understands that the Authority will immediately report the conflict to the potential funding source and the rules of the funding source will dictate the actions of the Authority.

This policy shall be called to the attention of the Board of Commissioners and each employee of the Authority and a copy of this policy statement shall be signed by each Officer, Commissioner, Committee Member and Employee of the Authority.

Additionally, it shall be considered a conflict of interest for Commissioners or Staff to earn a profit from outside employment or business interests which directly results from affiliation with the Authority or to accept gifts, gratuities or other incentives as an inducement to provide services.

*Immediate family is defined as spouse, children, sibling, parent/grandparent, father/mother-in-law, and brother/sister-in-law.

ARTICLE III

Officers

Section 1. General. The officers of the Authority shall be a chairman, a vice-chairman, and a secretary who shall be the Executive Director of the Authority. The Commissioners may appoint such other officers, assistant officers, committees and agents as they may consider necessary who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Commissioners.

Section 2. Election and Term of Office. The officers of the Authority shall be elected by the Commissioners at the annual meeting of the Authority and all officers shall hold office until the first of the following occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death; or until he or she resigns; or until he or she shall be removed from office as herein provided.

Section 3. Removal. Any officer or agent may be removed by the Commissioners whenever, in the Commissioners' judgment, the best interest of the Authority will be served thereby. Election or appointment of an officer or agent shall not in itself create any contract right. Three consecutive absences or less than 70% attendance may be grounds for request for resignation.

Section 4. Vacancies. Any vacancy in any office, however occurring, shall be filled by the Commissioners of the Authority for the unexpired portion of the term of such office.

Section 5. Chairman. The Chairman shall be a Commissioner of the Authority, and he or she shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign on behalf of the Authority all contracts, deeds and similar documents and instruments.

Section 6. Vice-Chairman. The Vice-Chairman shall be a Commissioner of the Authority and shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In addition, the Vice-Chairman shall perform such other duties as may be delegated to him or her by the Chairman.

Section 7. Secretary. The Secretary shall: (a) Keep the minutes of the meetings of the Commissioners or the Authority; (b) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; (c) Be custodian of all records of the Authority; and (d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Commissioners.

The Secretary shall be the Executive Director of the Authority and shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Commissioners. As such Executive Director, he or she shall be charged with management of the housing projects of the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall pay out monies under the direction of the Commissioners, shall keep regular books of account showing receipts and expenditures and shall render to the Authority quarterly or more often when requested, an account of all transactions on behalf of the Authority.

Compensation of the Secretary/Executive Director shall be determined by the Board of the Authority.

ARTICLE IV

Finances

Monies of the Authority may be invested in such assets as may from time to time be authorized by the Commissioners provided that in the absence of any authorization, it shall be proper to invest monies of the Authority in such investments as constitute legal investments for funds of the City of Fort Collins or in such banks as the Commissioners may designate. All funds deposited with any bank shall be secured by a pledge of securities of a type and the amount required to be pledged against deposit of state funds under the laws of the State of Colorado. All orders and checks for the payment of money shall be signed by the Secretary or designee.

ARTICLE V

Indemnification

1. Indemnification Definitions. As used in this article:
 - (a) "Commissioner" means an individual who is or was a Commissioner, officer, or employee of the Authority or an individual who, while a Commissioner, officer or employee of the Authority, is or was serving at the Authority's request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another housing authority, corporation, partnership, limited liability company, trust or other entity. "Commissioner" includes, unless the context requires otherwise, the estate or personal representative of a Commissioner.
 - (b) "Expenses" includes attorneys' fees.
 - (c) "Liability" means the obligation incurred with respect to a Proceeding to pay a judgment, settlement, penalty, fine, or reasonable expenses.

- (d) "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a Proceeding.
- (e) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

2. Authority to Indemnify Commissioners.

- (a) Without waiving its statutory right to Governmental Immunity and except as provided in subsection (c) hereinafter, the Authority shall indemnify a Commissioner, as defined in Section 1(a) of this Article V, who is made a Party to a Proceeding because the Commissioner is or was a Commissioner against liability incurred in the Proceeding if:
 - 1) The Commissioner's conduct was in good faith; and
 - 2) The Commissioner reasonably believed:
 - (i) In the case of conduct in an official capacity with the Authority, that the conduct was in the Authority's best interests;
 - (ii) In all other cases, that the conduct was at least not opposed to the Authority's best interests; and
 - (iii) In the case of any criminal Proceeding, the Commissioner had no reasonable cause to believe the conduct was unlawful.
- (b) The termination of a Proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Commissioner did not meet the standard of conduct described in this section.
- (c) The Authority may not indemnify a Commissioner under this section:
 - 1) In connection with a Proceeding by or in the right of the Authority in which the Commissioner was adjudged liable to the Authority; or
 - 2) In connection with any other Proceeding charging that the Commissioner derived an improper personal benefit.

- (d) 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.

3. Mandatory Indemnification of Commissioners. Without waiving its statutory right to governmental immunity, the Authority shall indemnify a Commissioner who was wholly successful, on the merits or otherwise, in the defense of any Proceeding to which the Commissioner was a Party because the Commissioner is or was a Commissioner, against reasonable expenses incurred by the Commissioner in connection with the Proceeding.

4. Advance of Expenses to Commissioners.

- (a) The Authority shall pay for or reimburse the reasonable expenses incurred by a Commissioner who is a party to a Proceeding in advance of final disposition of the Proceeding if:
 - 1) The Commissioner furnishes to the Authority a written affirmation of the Commissioner's good faith belief that the Commissioner has met the standard of conduct described in these Bylaws;
 - 2) The Commissioner furnishes to the Authority a written undertaking, executed personally or on the Commissioner's behalf, to repay the advance if it is ultimately determined that the Commissioner did not meet the standard of conduct; and
 - 3) A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.
- (b) The undertaking required by subsection (a)(2) hereinabove shall be an unlimited general obligation of the Commissioner but need not be secured and may be accepted without reference to financial ability to make repayment.

5. Determination and Authorization of Indemnification of Commissioners.

- (a) The Authority may not indemnify a Commissioner under this article unless authorized in the specific case after a determination has been made that indemnification of the Commissioner is permissible in the circumstances because the Commissioner has met the standard of conduct set forth in these Bylaws. The Authority shall not advance expenses to a Commissioner under this article unless authorized in the specific case after the written affirmation and undertaking required by these Bylaws are received and the determination required by these Bylaws has been made.

- (b) The determination required by subsection (a) hereinabove shall be made by the Board of Commissioners by a majority vote of those present at a meeting at which a quorum is present, and only those Commissioners not parties to the Proceeding shall be counted in satisfying the quorum.
- (c) If a quorum cannot be obtained as contemplated in subsection (b) hereinabove, or even if a quorum is obtained, if a majority of the Commissioners constituting such quorum so directs, the determination required to be made by subsection (a) hereinabove shall be made by independent legal counsel selected by the Board of Commissioners.
- (d) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of legal expenses shall be made by the Board of Commissioners.

6. Limitation of Indemnification of Commissioners. This article does not limit the Authority's power to pay or reimburse expenses incurred by a Commissioner in connection with an appearance as a witness in a Proceeding at a time when the Commissioner has not been made a named defendant or respondent in the Proceeding.

7. Insurance. The Board of Commissioners may limit the indemnification provided to Commissioners pursuant to this Article V to the amount of Officers' and Directors' Liability Insurance maintained by the Authority.

ARTICLE VI
Amendment

These By-Laws may be amended by the affirmative vote of a majority of the Commissioners present at a meeting at which a quorum is present.

Adopted this 23rd day of July, 2015.

BY: Cathy Mathis
Cathy Mathis, Chairperson

ATTEST:
Julie J. Brewen
Julie J. Brewen, Secretary