

**BYLAWS OF THE  
TOWN OF WINDSOR HOUSING AUTHORITY**

**ARTICLE I  
NAME**

The name of this organization shall be the Town of Windsor Housing Authority, hereafter referred to as The Authority.

**ARTICLE II  
OFFICE OF THE AUTHORITY**

The principal office of the Town of Windsor Housing Authority in the State of Colorado shall be located at Century III Club House in the Town of Windsor, County of Weld, State of Colorado.

**ARTICLE III  
OBJECT**

The mission of the Town of Windsor Housing Authority shall be to create additional affordable housing opportunities for the Town of Windsor and to act as an advocate for and participate in other housing and to perform such other functions as are permitted by applicable statutes, ordinances and resolutions.

**ARTICLE IV  
BOARD OF COMMISSIONERS**

1. **DESIGNATION.** The Authority shall be managed by a Board of Commissioners, who shall each have one vote in the conduct of the affairs of The Authority.
2. **VACANCY.** Upon a vacancy on the Board of Commissioners, any person interested in becoming a Commissioner shall submit his or her application for appointment to the Windsor Town Clerk. The application shall be reviewed and, if found to be timely and complete, submitted to the Board of Trustees of the Town of Windsor. Appointment shall be made by the Mayor of the Town of Windsor. Any person appointed to fill a vacancy shall remain a Commissioner until the end of the term of the Commissioner he or she is succeeding.
3. **NUMBER, TENURE AND QUALIFICATIONS.** The number of Commissioners shall be five. Commissioners shall be elected or appointed pursuant to the current provisions of the applicable resolution which created The Authority. The term of office for each Commissioner shall be four years.
4. **NON-LIABILITY FOR DEBTS.** The private property of the Commissioners shall be exempt from execution or other liability for any debts of The Authority, and no Commissioner shall be liable or responsible for the debts or liabilities of The Authority.

The Commissioners of the Housing Authority shall have no personal liability to the Housing Authority for monetary damages for breach of a fiduciary duty as a Commissioner. This provision shall not eliminate damages for a breach of the commissioner's duty of

loyalty to the Housing Authority; any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Section 7 5 114, C.R.S.; or any transaction from which the Commissioner derived an improper personal benefit.

5. **INDEMNIFICATION OF COMMISSIONERS AND OFFICERS.** To the extent permitted by law and as provided in the applicable insurance coverage, The Authority shall indemnify any Commissioner, Officer, or former Commissioner or Officer of the Authority, against expenses including attorney's fees actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceedings, civil, or for any loss or claim resulting from any such action, suit or proceeding, in which he/she is made a party by reason of being or having been a Commissioner or Officer; including any matter as to which he/she 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 corporation 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 his duty to the corporation if such commissioner or officer acted in good faith in what he considered to be the best interests of the corporation 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 commissioner or officer and shall be in addition to all other rights to which such commissioner or officer may be entitled as a matter of law.

The Authority is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of the Commissioners and Officers of The Authority.

6. **COMPENSATION.** No Commissioner shall receive any salary or compensation for his/her services nor shall any Commissioner, nor any person from whom the Authority may receive any property or receive of The Authority any pecuniary profit from the operations of The Authority; provided however, any Commissioner may, from time to time, be reimbursed for his/her actual or reasonable expenses incurred in connection with the administration of the affairs of The Authority. Approval of such expenses shall be made by the Board of Commissioners.
7. **CONFLICT OF INTEREST.** No Commissioner or employee shall enter into any contract or agreement with The Authority in which there exists a conflict of interest of such person in his/her capacity as a Commissioner or employee. No Commissioner or employee shall acquire any interest, direct or indirect, in any project, nor shall he/she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any project. If any Commissioner or employee of any Authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any project, he/she shall immediately disclose the same in writing to The Authority, and such disclosure shall be entered upon the minutes of The Authority. Failure to disclose such interest shall constitute misconduct in office. If a Commissioner wishes to apply for any position of employment with the Housing Authority, such Commissioner shall resign such position before applying for such employment.

## **ARTICLE V**

1. **OFFICERS.** The Officers of The Authority shall be a Chairperson, Vice Chairperson, a Secretary, each of whom shall be elected by the Board of Commissioners. Other officers and assistant officers may be elected or appointed by the Board of Commissioners. Any two or more offices may be held by the same person, except the office of Chairperson. The commissioners may appoint an officer who is not a member of the board.
2. **ELECTION AND TERM OF OFFICE.** The Officers of the Authority shall be elected annually by the Board of Commissioners at the Regular Annual Meeting of the Board. Each Officer shall hold office until his/her successor has been duly elected and shall have qualified. New offices may be created and filled at any meeting of the Board of Commissioners.
3. **REMOVAL.** Any Officer elected or appointed by the Board of Commissioners, may be removed from his/her office by a majority vote of all the other Commissioners.
4. **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled pursuant to the applicable statute.

## **ARTICLE VI** ***DUTIES OF OFFICERS***

The duties of the Officers of the Board of Commissioners shall be as follows:

1. **CHAIRPERSON.** The Chairperson shall be the principal Executive Officer of The Authority, and shall, in general, supervise and control all of the business and affairs of The Authority. He/She shall preside at all meetings of the Board of Commissioners, and may sign, together with the Secretary or any other proper Officer of The Authority authorized by the Board of Commissioners, any leases, deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed. The signing and execution of these documents may also be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of The Authority; and in general, he/she shall perform all duties incident to the Office of Chairperson and such other duties as may be prescribed by the Board of Commissioners from time to time.
2. **VICE CHAIRPERSON.** In the absence of the Chairperson or in event of the inability or refusal of the Chairperson to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Commissioners.
3. **SECRETARY.** The Secretary or Secretary's designee shall be responsible for the minutes of the meetings of the Board of Commissioners in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records and of the seal of The Authority and affix the seal of The Authority to all documents; the execution of which on behalf of The Authority under its seal is duly authorized in accordance with the provisions of these Bylaws; and shall, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Commissioners.

**ARTICLE VII**  
**MEETINGS**

1. **ANNUAL MEETINGS.** The Annual Meeting of the Board of Commissioners shall be held at the principle place of business, or at such other place as The Authority shall determine unless otherwise designated. The Annual Meeting of the Board of Commissioners shall be held on the third Thursday in the month of January in each year, beginning with the year 2011, at a time to be established by the chair, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.
2. **REGULAR MEETINGS.** Regular Meetings of the Board of Commissioners shall be held on the 3<sup>rd</sup> Thursday of each month at a time to be established by the chair, at such time and place as designated by the Board of Commissioners.
3. **SPECIAL MEETINGS.** Special Meetings of Board of Commissioners may be called by the Chairperson, or a majority of the Commissioners, and it shall then be the duty of the Secretary to give notice to all Commissioners and to the public at least twenty-four (24) hours before such meeting. Special Meetings may be held at the principal location of The Authority or at such other place as designated. Special Meetings may be held at any place within or outside Weld County, Colorado and if all the Commissioners consent to the holding of a Special Meeting. At such meeting any Housing Authority action may be taken.
4. **NOTICE OF MEETINGS.** At least five (5) business days prior to the date fixed by Section 1 of this Article for the holding of any Meeting of the Board of Commissioners, written notice of the time and place of such meeting shall be delivered either personally or by mail to each Commissioner entitled to vote at such meeting by the Secretary. In case of a Special Meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Commissioner at his address as it appears on the records of The Authority, with postage thereon prepaid.
5. **QUORUM.** Presence in person of Commissioners representing a majority of the voting rights of The Authority shall constitute a quorum at any meeting of the Board of Commissioners. If less than a quorum is present, the meeting may be adjourned without further notice.
6. **PROXIES.** At any meeting of the Board of Commissioners, a Commissioner may not vote by proxy, however, a vote my be taken by phone or email.

**ARTICLE VIII**  
**COMMITTEES**

The Board of Commissioners shall have the authority to establish those **committees** which they feel are necessary to advise the Board of Commissioners on issues and projects of The Authority.

**ARTICLE IX**  
***CONTRACTS, LOANS, CHECKS AND GIFTS***

1. **CONTRACTS.** The Board of Commissioners may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these Bylaws, 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.
2. **LOANS.** No loans shall be contracted on behalf of The Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Commissioners. Such authorization may be general or confined to specific instances.
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 such officer or officers, agent or agents of The Authority and in such manner as shall from time to time be determined by resolution of the Board of Commissioners. In the absence of such determination by the Board of Commissioners, such instruments shall be signed by the Treasurer or a designee and countersigned by the Chairperson or their designee of The Authority.
4. **GIFTS.** The Board of Commissioners may accept on behalf of The Authority any contribution, gift, bequest or devise for any purpose of The Authority.
5. **DEPOSITS.** All funds of The Authority shall be deposited, from time to time, to the credit of The Authority in such banks, trust companies or other depositories as the Commissioners may select. The Commissioners shall have conducted an audit of the books and records of the Authority.

**ARTICLE X**  
***PARLIAMENTARY AUTHORITY***

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Authority in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, statutes, and any special rules of order that The Authority may adopt.

**ARTICLE XI**  
***AMENDMENTS***

These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds of the Board of Commissioners at any Special or Regular Meeting of the Board of Commissioners provided that the amendment has been submitted in writing at the previous Regular Meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with applicable law.

**ARTICLE XII**  
***PRESUMPTION OF ASSENT***

A Commissioner who is present at a meeting of the commissioners at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or

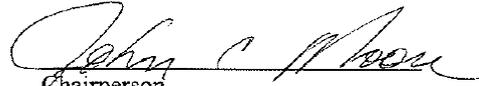
her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a commissioner who voted in favor of such action.

**ARTICLE XIII**  
**WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Commissioner of the Housing Authority under the provisions of these by laws, 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.

**CERTIFICATE**

I hereby certify that the foregoing Amendments to Bylaws of the Town of Windsor Housing Authority were adopted by the Commissioners of the Town of Windsor Housing Authority on September 16<sup>th</sup>, 2010

  
Chairperson