

BYLAWS
of the
HOUSING AUTHORITY OF THE CITY OF BRIGHTON,
COLORADO [Revised and updated as of April 4, 2024 by Resolution No. 24-04-02]

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority

The name of the Authority shall be “Housing Authority of the City of Brighton, Colorado”, County of Adams, State of Colorado, commonly referred to as the “Brighton Housing Authority” the “Authority,” “Housing Authority” or “BHA”.

Section 2. Seal of Authority

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

Section 3. Office of the Authority

The office of the Authority shall be at such place in the City of Brighton, State of Colorado, as the Authority may from time to time designate by resolution.

ARTICLE II – BOARD MEMBERSHIP

Section 1. Number, Qualifications for Board Membership, and Terms of Office

The Housing Authority Board of Commissioners (“Commissioners,” “Board of Commissioners,” or “Board”) shall consist of persons selected by the City Council of the City of Brighton, Colorado pursuant to City of Brighton Municipal Code. The Commissioners shall serve for terms that are staggered from the date of their appointment such that, to the extent possible, the terms of an equal number of Commissioners end each year. Thereafter, the term of office shall be five years. A Commissioner may hold office until a successor has been appointed and has qualified. Vacancies other than by reason of expiration of terms shall be filled for the unexpired term. Commissioners may reapply for additional terms.

There shall be seven (7) Commissioners and two (2) Alternate Commissioners. The Alternate Commissioners shall serve as Commissioners for all purposes in the absence or incapacity of duly selected and confirmed Commissioners in order to fully constitute the Board. Each Commissioner and Alternate Commissioner shall be recommended by the Board to be appointed through resolution by the City Council of the City of Brighton, Colorado. The Alternate City Council Commissioner may only formally sit on the Board when the City appointed Commissioner is absent.

Not more than one (1) Commissioner may be a City official, defined as an elected City Council member and such term shall run consecutive with the City Council term. Any such appointment by the Mayor shall be for the term designated by the Mayor and the persons are eligible for re-appointment as long as they remain an elected City Council member. Those City Council Commissioners with conflicts of interest, real or apparent, related to the affairs of the Authority shall declare the existence of such conflict at open meeting and, if such conflict cannot be resolved, waived, or otherwise reconciled, then such member shall be excused from serving as an Authority Commissioner and a replacement City Council Commissioner shall be appointed.

The Brighton City Manager or their designee shall be a Housing Authority Commissioner.

When possible, one (1) Commissioner of the seven (7) Commissioners will be a member of the community that is directly assisted by the Authority, commonly referred to as the "Resident Commissioner" and the Executive Director shall report to the Board annually on efforts made to invite those directly assisted to apply. The term for the Resident Commissioner shall be five (5) years.

Section 2. Compensation

No Commissioner shall receive compensation for their services, but shall be entitled to necessary expenses including travel expenses incurred in the discharge of their duties as a Commissioner.

Section 3. Removal of Commissioners

The Mayor, with the consent of City Council at the recommendation of the Board, may remove a Commissioner for inefficiency or neglect of duty or misconduct in office, only after the Commissioner has been given a copy of the charges made against them, and has had an opportunity to be heard in person or through legal counsel before the City Council and two Authority representatives. Three consecutive absences from duly convened Regular Meetings of the Authority Board for a calendar year shall constitute neglect of duty within the meaning of this Section.

Section 4. Disputes Among the Commissioners

Complaints by any Commissioner(s) against another Commissioner(s) will be brought to the Board Chair, or if necessary, the Vice Chair. The Chair or Vice Chair will review, investigate if necessary, and respond to the issue within thirty (30) days. If the grievant is not satisfied with the resolution, the Chair may direct a different Commissioner to review the decision.

ARTICLE III – OFFICERS

Section 1. Officers

The officers of the Board shall be a Chair, a Vice-Chair and a Secretary. The Commissioners shall select from among their members a Chair and Vice-Chair. The Secretary shall be the Executive Director.

Section 2. Chair

The Chair shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Authority, the Chair shall sign all contracts, deeds and other instruments made by the Authority and in the absence of the Chair, the Vice-Chair shall sign such documents. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Authority.

Section 3. Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of the resignation or death of the Chair, the Vice-Chair, shall perform such duties as are imposed on the Chair until such time as the Board shall select a new Chair. In the absence of the Vice-Chair, the Commissioners shall select a Commissioner to assume the Vice-Chair duties until the Vice-Chair is present at the next meeting of the Board.

Section 4. Secretary/Executive Director

The Secretary, as the Executive Director of the Authority, shall have general supervision over the administration of its business and affairs, subject to the direction of the Board. The Executive Director shall be charged with the management of the of the Authority. The Secretary, or the designated Authority staff representative, shall keep the records of the Board, shall act as Secretary of the meetings of the Board and record all votes, and shall keep a record of the proceedings of the Board in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to the 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 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 Board may select. The Secretary, or in the absence of the Secretary, the Deputy Executive Director, shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Authority, all such orders and checks

shall be countersigned by the Chair. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at each regular meeting (or more often when requested), an account of such transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of these duties as the Board may designate.

The compensation of the Secretary shall be determined by the Board, provided that a temporary appointment selected from among the Commissioners of the Board shall serve without compensation (other than the payment of necessary expenses). In the temporary absence of the Secretary, the Deputy Executive Director shall assume the Secretary duties until the Secretary is present at the next meeting of the Board.

Section 5. Additional Duties

The Officers of the Authority Board shall perform such other duties and functions as may from time to time be required by the Authority, or the Bylaws, or the rules or regulations of the Authority.

Section 6. Election or Appointment

The Chair and the Vice-Chair shall be elected at the annual meeting of the Board 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 as designated in these Bylaws. Any person appointed to temporarily fill the office of Secretary in the absence of a duly qualified Executive Director, or acting or interim Executive Director, shall have such terms as the Board fixes, but no Commissioner of the Authority shall be eligible to this office except as a temporary appointee.

Section 7. Vacancies

Should the office of Chair or Vice-Chair become vacant, the Commissioners shall elect a successor from among the Commissioners at the next regular meeting, and such election shall be for the unexpired term of said office. Should the office of Secretary/Executive Director become vacant, the Commissioners shall select a temporary, interim Secretary/Executive Director from among the Authority staff and commence the search and selection process to hire a permanent replacement.

Section 8. Additional Personnel

The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed in "The Housing Authorities Law" of the State of Colorado and all other laws of the State

of Colorado applicable thereto. Subject to the laws of the State of Colorado, the Executive Director shall determine the selection and compensation of such personnel based upon the adopted Authority policies that utilize independent research and pay studies.

ARTICLE IV – MEETINGS

Section 1. **Annual Meeting**

The Annual Meeting of the Board is to be held once for each fiscal year at a regularly scheduled monthly meeting of the Board .

Section 2. **Regular Meetings**

Regular meetings may be held with proper notice at such times and places as may from time to time be determined by resolution of the Board.

Section 3. **Special Meetings**

The Chair of the Board may, when it is deemed expedient, and shall upon the written request of two Commissioners of the Board to the Chair, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Commissioner of the Authority or may be sent by electronic mail or mailed to the business or home address of each Commissioner of the Authority at least two days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call, but if all Commissioners of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. **Quorum**

The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the duly seated Commissioners shall constitute a quorum for the purpose of conducting Authority 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 Board upon a vote of a majority of the Commissioners present. For purposes of this section, Alternate Commissioners shall be counted in determining the number of duly seated Commissioners.

Section 5. **Order of Business**

At the regular meetings of the Board, the following may be utilized as the order of business:

1. Call to Order
2. Roll Call
3. Approval of Regular Agenda
4. Approval of the Minutes of the Previous Regular Meeting and of Special Meetings, if any
5. Public Comment
6. New Business
 - a. Report of Executive Director
 - b. Report of City Manager
 - c. Financial Report
 - d. Attorneys, Report
 - e. Occupancy Report
7. Executive Session, if required
8. Adjournment

All resolutions shall be in writing and shall be copied in the official Minutes of proceedings of the Board.

Section 6. Manner of Voting and Public Notices

The voting on all questions coming before the Board shall be by voice vote or roll call and shall be entered upon the minutes of such meeting, except on the election of officers which may be by ballot. A minimum of 24-hour advance notice shall be provided to the Board and the public prior to all meetings, pursuant to the provisions of the Colorado Open Meetings Law (C.R.S. § 24-6-402). Such notice will be posted on the Brighton Housing Authority and City websites, as well as a paper notice at the Housing Authority's offices. All Commissioners will provide an email address and phone number for communication, and the Secretary will be promptly notified if this contact information changes.

Section 7. Executive Session

At any BHA meeting, upon proper motion by a Commissioner, the Board may hold an executive session for only the Board, the BHA attorney and those invited to attend, pursuant to the provisions of C.R.S. § 24-6-402, as amended, for one or more of the following purpose(s), which shall be

announced by the Commissioner making the motion and by the Chair prior to convening the executive session:

1. For a conference with the BHA Attorney for the purpose of receiving legal advice on specific legal questions under C.R.S. § 24-6-402(4)(b);
2. For the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators, under C.R.S. § 24-6-402(4)(e);
3. To discuss the purchase, acquisition, lease, transfer, or sale of real, personal, or other property interest under C.R.S. § 24-6-402(4)(a);
4. For discussion of a personnel matter under C.R.S. § 24-6-402(4)(f) and not involving: any specific employees who have requested discussion of the matter in open session; any member of this body or any elected official; the appointment of any person to fill an office of this body or of an elected official; or personnel policies that do not require the discussion of matters personal to particular employees;
5. For discussion of a matter required to be kept confidential by a specified federal or state law, rule, or regulation under C.R.S. § 24-6-402(4)(c);
6. For discussion of specialized details of security arrangements or investigations under C.R.S. § 24-6-402(4)(d);
7. For consideration of documents protected by the mandatory nondisclosure provisions of the Open Records Act under C.R.S. § 24-6-402(4)(g); and
8. Any other lawful purpose, which shall be specified.

No adoptions of any proposed policy, position, resolution, decision, rule, regulation, or other formal action shall occur at any executive session not open to the public. All executive sessions shall be electronically recorded as provided by C.R.S. § 24-6-402, as amended, and shall otherwise comply with Colorado law in all respects.

ARTICLE V – AMENDMENTS

Amendments to Bylaws

The Bylaws of the Authority shall be amended only with the approval of a majority of the Board at a regular or special meeting. No such amendment shall be adopted unless at least two (2) days written notice thereof has been previously given to all of the members of the Board and if such amendment materially affects the City, the City shall also be given the same notice of any such amendment.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Authority shall indemnify any Commissioner or officer or former Commissioner or officer of the Authority or any person who may have served at its request as a director or officer of another entity, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such Commissioner or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such Commissioner or officer may be entitled under the statute, bylaws, agreement, vote of the Board or otherwise and indemnification shall inure to the benefit of their heirs, executors and administration of such persons.

Section 2. Expenses and Attorney's Fees

To the extent that a Commissioner, officer or former Commissioner or officer of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred in connection therewith. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Commissioner or officer to repay such amount if determined to be liable for gross negligence or misconduct in the performance of duty, unless it shall ultimately be determined that they are entitled to be indemnified by the Authority as authorized in this Article.

Section 3. Determination of Right to Indemnification

Any indemnification under Section 1 of this Article VI unless ordered by a court, shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the Commissioner or officer is proper in the circumstances because the Commissioner or officer has met the applicable standard of conduct set forth in Section 1 of this Article VI. Such determination shall be made by the Board by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Commissioners so directs, by independent legal counsel in a written opinion.

Section 4. Insurance

The Authority may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer or employee of the Authority or is or was

serving at the request of the Authority as a Commissioner, officer, employee or agent of another entity, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred in any such capacity or arising out of their status as such.

ARTICLE VII - LIMITATION OF LIABILITY

Neither Commissioners nor Officers of this Authority, nor any entity affiliated with this Authority, shall be liable for the debts and obligations of the Authority.

ARTICLE VIII - STAFF and VOLUNTEERS

The Authority shall employ a qualified Executive Director and such other staff as shall be appropriate to carry out the purposes of the Authority. Staff members may not be voting members of the Board of Commissioners or any other policy making body of the Authority. The Board hereby adopts the written personnel policies and staff responsibilities for the Authority. The Board shall annually review the performance of the Executive Director and the Executive Director shall ensure that all Authority staff are reviewed annually. The Authority shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Colorado law or under the provisions of the authorizing ordinance or the Bylaws of the Authority, a waiver thereof in writing signed by the person or persons entitled to such notice or verbally acknowledged in a Board meeting and reflected in the minutes, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - AFFILIATED GROUPS

The Board may authorize the formation of such subsidiary corporations and affiliated organizations as would, in the opinion of the Board, assist in the fulfillment of the purposes of the Authority. Subject to any reserved rights that the Board shall assert, any subsidiary or affiliated organization so authorized shall be subject to these Bylaws and Board authorization irrespective of the organization's terms and shall be revocable at any time in the discretion of the Board. For any authorized subsidiary or organization, the Board shall require organizational documents, rules and regulations and subsequent changes therein be approved by the Board. Changes may be recommended to the Board by said subsidiary or organization, but only those approved by the Board of this Authority shall be effective.

ARTICLE XI - CONFLICTS OF INTEREST

If any Commissioner of the Authority is aware that the Authority is about to enter into any business transaction directly or indirectly with a person, any member of such person's family or any entity in which such a person has any legal, equitable or fiduciary interest as a director, officer, shareholder, partner, beneficiary or trustee, such Commissioner shall have the responsibility to make prior disclosure to the Board of Commissioners of any material interest which such Commissioner, family member, or any organization with which the Commissioner or Officer is affiliated, has in any matter upon which the Board is asked to take action. Such Commissioner or Officer shall not participate any further in the discussion or participate in any vote or other action taken by the Board regarding such matter.

ARTICLE XII - ELECTRONIC CONFERENCING

Regular meetings or Special meetings, may be carried out through electronic conferencing, such as, telephonic, video, other such electronic medium as deemed in the best interest of the Authority, Commissioners, and the General Public.


ARTICLE XIII - FISCAL YEAR

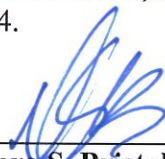
The fiscal year of this Authority shall end on December 31st of each year.

Adopted on the 4th day of April 2024.

CERTIFICATION

I do hereby certify that the foregoing Bylaws were duly presented and adopted by consensus with 4 FOR, ~~0~~ AGAINST, and ~~0~~ ABSTAINING, at a Regular Housing Authority meeting, a quorum present, held on April 4, 2024.

By 
Michelle Miller, Chairperson


Debra S. Bristol, Secretary