

**BYLAWS**  
**of the**  
**HOUSING AUTHORITY OF THE CITY OF BRIGHTON, COLORADO**  
[Revised and Updated as of December 8, 2016 by Resolution No. 16-12-02]

**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. 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 shall hold office until his or her successor has been appointed and has qualified. Vacancies other than be 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. Each Commissioner and Alternate Commissioner shall be selected by the Chair, the Vice-Chair and the City Council of the City of Brighton, Colorado. In the event the Chair or the Vice-Chair is under consideration for serving an additional term,

two other Commissioners shall participate in this selection process with the City Council of the City of Brighton, Colorado. The Alternate Commissioner may only formally sit on the Board when the City appointed Commissioner is absent.

Those members of City Council 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 a Housing Authority Commissioner. No replacement Commissioner shall be appointed.

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". The term for the Resident Commissioner shall be four (4) 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 for a calendar year shall constitute neglect of duty within the meaning of this Section.

**ARTICLE III – OFFICERS**

Section 1. Officers

The officers of the Authority 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 Authority. 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 he or she 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 Authority 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 Authority. He or she shall be charged with the management of the housing projects of the Authority. The Secretary, or his/her designated Authority staff representative, shall keep the records 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 or her office. He or she 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 Authority may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys 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 Chair. 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 such transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of his duties as the Authority may designate.

The compensation of the Secretary shall be determined by the Authority, provided that a temporary appointment selected from among the Commissioners of the Authority shall serve without compensation (other than the payment of necessary expenses). In the temporary absence of the Secretary, the Commissioners shall select a Commissioner to 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 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 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 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 Authority 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 Authority shall determine the selection and compensation of such personnel based upon the adopted Authority policies that utilize City of Brighton pay studies and other appropriate pay studies specific to Public Housing Authorities.

**ARTICLE IV – MEETINGS**

Section 1. Annual Meeting

The Annual Meeting of the Authority shall be held at the regular scheduled monthly meeting of the Authority in December of each year at the regular meeting place of the Authority.

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 Authority.

Section 3. Special Meetings

The Chair of the Authority may, when he or she deems it expedient, and shall upon the request of two Commissioners of the Authority Board to the Chair, call a special meeting of the Authority 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 Authority 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 Authority, 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 Input
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 Authority.

Section 6. Manner of Voting and Notices

The voting on all questions coming before the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, except on the election of officers which may be by ballot. All Commissioners shall periodically verify and confirm their email address for purposes of sending & receiving notices in an email list to be signed by each Commissioner.

**ARTICLE V – AMENDMENTS**

Amendments to Bylaws

The Bylaws of the Authority shall be amended only with the approval of a majority of the Board members of the Authority at a regular, special meeting, or annual 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 Authority 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 by her/him in connection with the defense of any action, suit or proceeding in which she/he is made a party by reason of being or having been such Commissioner or officer, except in relation to matters as to which she/he shall 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 Board of Commissioners 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, he/she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by her/him 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 unless it shall ultimately be determined that she/he is 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 she/he has met the applicable standard of conduct set forth in Section 1 of this Article VI. Such determination shall be made by the Board of Commissioners 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 her/him and incurred by her/him in any such capacity or arising out of her/his 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 of Commissioners hereby adopts the written personnel policies and staff responsibilities for the Authority utilizing and based on the City of Brighton's personnel policies and staff responsibilities effective January 1<sup>st</sup> of each year. The Board of Commissioners shall annually review the performance of the Executive Director and the Executive Director shall annually review the performance of all Authority staff personnel by December of each year. 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, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE X - AFFILIATED GROUPS**

The Board of Commissioners may authorize the formation of such subsidiary corporation 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 of Commissioners 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 of Commissioners shall require bylaws, 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 Directors of this Authority shall be effective.

#### **ARTICLE XI - CONFLICTS OF INTEREST**



If any Commissioner or Officer 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 to limitation as a director, officer, shareholder, partner, beneficiary or trustee, such Commissioner or Officer shall have the responsibility to make prior disclosure to the Board of Commissioners of any material interest which such Commissioner or Officer or any organization with which the Director 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.

**ARTICLE XII - ELECTRONIC CONFERENCING**

Regular monthly meetings, Special meetings, or Informational 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. In the event of electronic conferencing, at least one party must be located at the designated offices for purposes of accommodating any open meeting requirements.

**ARTICLE XIII - FISCAL YEAR**

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

Adopted on the 8th day of December 2016.

**CERTIFICATION**

I do hereby certify that the foregoing Bylaws were duly presented and adopted by consensus with 7 FOR, 0 AGAINST, and 0 ABSTAINING, at an Annual Housing Authority meeting, a quorum present, held on December 8, 2016.

By   
\_\_\_\_\_  
Jessica Ford, Chairperson

  
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Joseph A. Espinosa, Secretary

**RESOLUTION NUMBER 16-12-02**

**A RESOLUTION OF THE COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF BRIGHTON, COLORADO, TO ADOPT AND IMPLEMENT THE BYLAW REVISIONS, AND SAID REVISIONS TO BE EFFECTIVE JANUARY 1, 2017.**

**WHEREAS**, the undersigned, representing all of the Commissioners of The Brighton Housing Authority, a body corporate and politic created and existing under the Housing Authorities Law of the State of Colorado (the "Authority"), do hereby take the actions below set forth as follows:

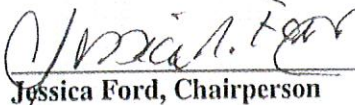
**WHEREAS**, the Authority adopted revised Bylaws on December 08, 2011 by Resolution 11-11-08 and now desires to amend the Bylaws pursuant to Article V of the Bylaws to add two Alternate Commissioners to the Authority Board; and

**WHEREAS**, the Authority has determined it is good practice to review existing policies and make revisions as determined prudent by the Authority for the overall good of the Authority; and

**NOW, THEREFORE, BE IT RESOLVED** The Housing Authority of the City of Brighton is authorized to adopt and implement the bylaws revisions and said revisions to be effective January 1, 2017.

**RESOLVED AND ADOPTED** this 8<sup>th</sup> day of December 2016 **BY THE COMMISSIONERS OF THE BRIGHTON HOUSING AUTHORITY.**

**HOUSING AUTHORITY FOR THE  
CITY OF BRIGHTON, COLORADO**

  
\_\_\_\_\_  
Jessica Ford, Chairperson

**ATTEST:**

  
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Joseph A. Espinosa, Secretary