

**GRAND JUNCTION CITY COUNCIL
WORKSHOP**

**MONDAY, JUNE 29, 2009 11:30 A.M.
ADMINISTRATION CONFERENCE ROOM
2ND FLOOR CITY HALL
250 N. 5TH STREET**

Review of Parks Improvement Advisory Board

[Attach W-1](#)

Review of Parks and Recreation Advisory Board

[Attach W-2](#)

Review Grand Junction Housing Authority

[Attach W-3](#)

Adjourn

PIAB Bylaws & Articles of Incorporation

BY-LAWS OF

PIAB, INC.

A Colorado Non-Profit Corporation

ARTICLE I

OFFICERS

The officers of the corporation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer, who shall be elected annually by the Board of Directors. The officers, together with the Chairman of the Stated Committee, shall constitute the Executive Committee which shall transact the business of the Association between meetings of the Board of Directors in accordance with the direction of the Board.

ARTICLE II

MEMBERS

Each of the members shall designate the person to serve as Director to fill any vacancy created by resignation, death or expiration of term of office of any Director position to be selected by such member. Persons designated to serve as replacements for Directors whose terms of office have expired shall be selected prior to July 1st of each year. Procedures for the selection of persons to serve as Directors shall be at such times and at such places as the respective members may designate according to their governing laws and rules. Notice of the names and addresses of Directors selected by each of the respective members shall be promptly submitted to the Chairman.

ARTICLE III

DIRECTORS

Except for management by the Executive Committee as above-mentioned the corporation shall be managed by a Board of not less than three, nor more than nine Directors, each member shall appoint one director, the members shall request Mesa College to appoint one director and the members shall jointly appoint one or more directors at large, as provided in the Articles of Incorporation. In the event of a vacancy on the Board of Directors, such vacancy shall be filled by the member which was represented by the Director for the remainder of the vacating Director's term. If any such

vacancy shall not have been filled for a period of three (3) months, the Board of Directors shall fill the vacancy by appointing a person representing such member for the remainder of such vacating Director's term. The Board of Directors shall meet at the time and place fixed by the Executive Committee, and the Secretary shall mail ten (10) days' written notice of the time and place of such meeting to each Director, but not less than one each year.

Special meetings of the Board of Directors may be called upon motion of the Chairman and shall be called upon written request of any two other Directors. The Secretary shall transmit five (5) days' written notice to each of the Directors of the time and place of any special meeting, except the Directors may waive such notice.

Three (3) Directors shall constitute a quorum of the Board.

ARTICLE IV

STATED COMMITTEES

The Board of Directors shall name annually one committee to be known as the Lincoln Park Stadium Improvement Committee.

ARTICLE V

DUTIES OF OFFICERS AND STATED COMMITTEES

The Chairman shall preside at all meetings of the members, Board of Directors and Executive Committee. The Chairman shall sign all contracts, notes, obligations and other papers requiring the corporate seal and shall in general be the chief executive officer of the corporation.

The Vice-Chairman shall preside at all meetings in the absence of the Chairman, shall perform any executive act required of the Chairman when the Chairman is not available or is for any other reason unable to act, and shall succeed the chairmanship in the event that the Chairman shall be unable to complete the term.

The Secretary shall be the City of Grand Junction Parks and Recreation Director and shall keep the minutes of all meetings of the members, Board of Directors and Executive Committee, shall handle correspondence of the corporation, shall keep the custody of the corporate seal and affix the same to all contracts, conveyances and papers requiring the

same, and shall give notice of all meetings of all members, Board of Directors and Executive Committee.

The Treasurer shall be the City of Grand Junction Financial Director and shall have charge of the funds of the corporation, dividing the same into two accounts, namely, the Permanent Improvement Account and the General Operating Account, and shall pay the same out by bank check. All disbursements shall be made in accordance with the procedure established by the City of Grand Junction upon directives from the Board of Directors.

ARTICLE VI

SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which circles shall be the words "PIAB, INC.", and in the center shall be the word "Seal".

ARTICLE VII

BY-LAWS AND AMENDMENT THEREOF

As provided in the Articles of Incorporation, the Board of Directors, by vote of two-thirds or more thereof, shall have the power to make such By-Laws as they deem proper for the management of the corporation, and to amend the By-Laws.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and officer of this corporation, and each person who shall serve at its request as a director or officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and such person's personal representatives, shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been such director or officer, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose

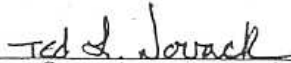
of curtailing the costs of litigation, but only if the corporation is advised in writing by its counsel that in his opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law or by agreement.

ARTICLE IX

MISCELLANEOUS

1. Waivers of Notice. Whenever notice is required by law, by the Articles of Incorporation, or by these By-Laws, a waiver thereof in writing signed by the Director, member or other person entitled to said notice, whether before, at or after the time stated therein, or his appearance at such meeting in person or by proxy, shall be equivalent to such notice.

2. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.


Secretary

ADOPTED AS AMENDED

September 8, 1983

Date

NOT FOR PROFIT

999

FILED
COLO. DEPT. OF STATE

624173 4-30

ARTICLES OF INCORPORATION OF
PARKS IMPROVEMENT ADVISORY BOARD, INC.
A COLORADO NON-PROFIT CORPORATION

The undersigned natural person, of the age of twenty-one years or more, acting as incorporator for the purpose of creating a non-profit corporation under the laws of the State of Colorado pursuant to the Colorado Non-Profit Corporation Act and any present existing amendments thereto, does hereby set forth as follows:

ARTICLE I

NAME

The name of the corporation is Parks Improvement Advisory Board, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

COMPUTER UPDATE COMPLETE
HS

13544 1/1/75

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

ADDRESS

The address of the initial registered office of the corporation is as follows: 250 North 5th Street, City of Grand Junction, County of Mesa, State of Colorado, 81501, and the name of its initial registered agent at such address is Hurst Otto.

ARTICLE V

MEMBERS

The membership of the corporation shall be composed of the following organizations which shall have the following percentages of interest therein:

City of Grand Junction	33 1/3%
County of Mesa	33 1/3%
School District No. 51	33 1/3%

Certificates of membership shall not be issued by the corporation. Each member shall contribute to the operating expense in the same percentage of ownership. Transfer of membership or property or any portion thereof or admission into the corporation of additional members shall be only upon the affirmative vote of a majority of the directors of the corporation and a concurrence of a majority of the members. A member may withdraw from the corporation upon six (6) months written notice to the corporation. Upon withdrawal such member shall forfeit all rights upon dissolution of the corporation and shall be relieved of all future contribution for operating expenses.

ARTICLE VI

DIRECTORS

The directors of this corporation shall be not less than three and not more than nine. Each member shall appoint one director and the members shall collectively select one director

at large. Vacancies in the office of a director shall be filled as provided by the Bylaws of the corporation. The names and addresses of the persons who are to serve as initial directors of the corporation, until their replacements are duly appointed, are as follows:

<u>Director</u>	<u>Member</u>
Hurst Otto 2678 Capra Way Grand Junction, CO 81501	At Large
Timothy Mannion 250 North 5th Street Grand Junction, CO 81501	City of Grand Junction
Louis A. Grasso 798 25 3/4 Road Grand Junction, CO 81501	School District 51
Robert Holmes Post Office Box 897 Grand Junction, CO 81502	County of Mesa

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Louis A. Grasso
798 25 3/4 Road
Grand Junction, Colorado 81501

ARTICLE VIII

REGULATION OF AFFAIRS

A. Members of the corporation shall not vote with respect to the regulation of affairs, government or management of the corporation.

B. The first Board of Directors shall promptly adopt the Bylaws of this corporation, which Bylaws, among its other

provisions, shall prescribe the number of directors, not fewer than three, to constitute the Board of Directors and shall prescribe their tenure and method of selection.

C. The Directors shall serve without compensation but may be reimbursed for expenses incurred in their service as Directors.

ARTICLE IX

POWERS

The corporation shall have all the powers, not inconsistent with the express provisions of these Articles of Incorporation, which are granted corporations under the laws of the State of Colorado and pursuant to the Colorado Non-Profit Corporation Act as now enacted or as hereinafter amended, including without limitation: (1) the power to adopt and amend the Bylaws; (2) the power to amend these Articles of Incorporation; and (3) the power to indemnify any director or officer or former director or officer of the corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director or officer. This provision, however, shall not relieve a director or officer from acts of negligence or misconduct in the performance of duty. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Subsection 501(c)(3) of the Internal Revenue Code of 1954, as

now enacted and amended, under which the corporation chooses to qualify for exemption, as the same now exists or may hereinafter be amended from time to time.

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th
day of May, 1985.



Louis A. Grasso

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me on the
28 day of MAY, 1985, by Louis A. Grasso, the
Incorporator of Parks Improvement Advisory Board, Inc.

Witness my hand and official seal.

My commission expires: DECEMBER 2 1985

Sally G. Robinson
Notary Public

PRAB Bylaws

BYLAWS OF THE CITY OF GRAND JUNCTION

PARKS AND RECREATION ADVISORY BOARD

Article I - Name

The name of this Board shall be the City of Grand Junction Parks and Recreation Advisory Board.

Article II - Purpose

The President of the City Council, with the concurrence of the Council, shall appoint a Parks and Recreation Board which shall act in an advisory capacity to the City Council and the Director of the Department, including assisting in planning of recreation activities and in helping to promote a long-range program for the development of the City's parks system.

Article III - Powers

The Board's powers are defined by Article III, Division I, Sec. 20-41 (a) of the Grand Junction Code, as amended from time to time. The Board's recommendations shall be submitted to the aforesaid director and/or the City Council. The Board shall have no power to expend funds of the City or to incur any indebtedness.

Article IV - Members

Section 1. The President of the Council shall select for concurrence seven persons who are citizens of the City of Grand Junction. The members shall serve three-year staggered terms. The City Manager, or his designee, and the Parks and Recreation Director shall be ex-officio, non-voting members of the Board.

Section 2. The first appointments to the Board shall be for the following terms

Two members to be appointed for one year.
Two members to be appointed for two years.
Two members to be appointed for three years.

Thereafter, two new members shall be appointed annually for three-year terms

Section 3. Appointments to fill vacancies shall be for the unexpired term and shall be made in the same manner as original appointments.

Section 4. No member of the Board shall receive any compensation for such membership.

Section 5. Members of the Board may be removed by action of the City Council for malfeasance or nonfeasance or for unexcused failure to attend three consecutive meetings of the Board. The Board may recommend such action to the Council.

Article V - Officers

Section 1. The officers of the Board shall be the Chairman and Vice-Chairman. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board. The Chairman shall preside at all meetings of the Board. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman.

Section 2. The officers shall be nominated and elected by ballot to serve for one year (June of each year) or until their successors are elected, and their term of office shall begin at the close of the annual June meeting at which they are elected.

Section 3. No member shall hold more than one office at a time and no member shall be eligible to serve more than two consecutive terms in the same office.

Article VI - Support Duties

Section 1. The secretary shall keep a full and accurate account and record of all meetings of this Board plus the correspondence, files and records thereof. Also included in the duties of the secretary will be to prepare and forward all reports required by the Chairman and/or Board members, keep a continuous attendance record, do and perform other acts and duties as may be incident to this office or may be properly required of the secretary from time to time by the Chairman or the Board.

Article VII - Meetings

Section 1. The regular monthly meeting of the Board shall be held on the third Wednesday of the month at 11:45 a.m., unless otherwise ordered by the Board or the Chairman. Written notice of the time and place of the meeting shall be made available to the public one week prior to the meeting. Each Board member will be counted on to be in attendance unless a call is received by the Parks and Recreation office to the contrary.

Section 2. The regular meeting on the third Wednesday in June of each year shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and consideration of any other business that may arise.

Section 3. Special meetings may be called by the Chairman of the Board or upon written request by four members of the Board filed with the Director of the Parks and Recreation Department. The purpose of the meeting shall be stated at the time of the request. Except in cases of emergency, notice shall be given as provided for in Section 1.

Section 4. Four voting members of the Board shall constitute a quorum.

Section 5. The action of the majority of the members present at any meeting of the Board at which a quorum is present shall be the act of the Board.

Article VIII - Executive Board

Section 1. The officers of the Board shall constitute the Executive Board

Section 2. The Executive Board shall have general supervision of the affairs of the Board between its business meetings, fix the hour and place of meetings, make recommendations to the Board, appoint Board members to committees and subcommittees, and shall perform such other duties as are specified in these bylaws. The Executive Board shall be subject to the orders of the Board and none of its acts shall conflict with action taken by the Board.

Section 3. The Executive Board shall meet periodically or at the request of the Parks and Recreation Director or any member of the Executive Board.

Article IX - Committees

Section 1. Standing or special committees shall be appointed by the Chairman and adopted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided, the Chairman shall appoint members thereof. The Chairman shall be an ex officio member of all committees.

Section 2. Each member of a committee shall continue as such until the next annual meeting and until his or her successor is appointed unless the committee shall be sooner terminated by resolution of the Board or unless such member ceases to qualify as a member thereof.

Section 3. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 4. Each committee shall be comprised of a minimum of two members of the Board and appropriate staff members from the Parks and Recreation Department. Additionally, the committee chairman may appoint citizens at large or qualified professionals to serve on a committee.

Section 5. The committee chairman shall call and preside over all meetings of that committee. If the chairman is absent, the committee members shall elect a temporary Committee Chairman to chair the committee meeting. The Committee Chairman shall provide written reports of committee meeting proceedings to all Board members.

Section 6. It shall be the responsibility of each Committee Chairman to submit written reports of each meeting to the Parks and Recreation Director for keeping permanent files.

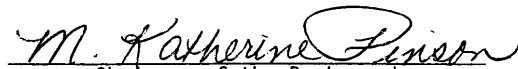
Article X - Parliamentary Authority

The rules continued in the current edition of "Robert's Rules of Order Newly revised" shall govern the board in all cases in which they are applicable and in which they are inconsistent with these bylaws and any special rules of order the Board may adopt or any City of Grand Junction Administrative regulation.

Article XI - Amendment of Bylaws

Recommended bylaw changes may be adopted at any regular meeting of the Board by a two-thirds vote provided that the proposed change has been submitted in writing at the previous monthly Board meeting.

It is hereby certified that these bylaws were unanimously adopted by the Board at a duly called meeting held the 19th day of March 1986.


Chairman of the Parks and
Recreation Advisory Board

RECORDERS NOTE: Bylaws originally adopted February 15, 1984.

Amended Article IV, Sec. 1, to read as said out.

Housing Authority Bylaws

Oct 26, 1993

BYLAWS OF THE HOUSING AUTHORITY
OF THE
CITY OF GRAND JUNCTION, COLORADO

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be "Housing Authority of the City of Grand Junction, 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 Grand Junction, State of Colorado, as the Authority may from time to time designate by resolution.

ARTICLE II - OFFICES

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson, a Secretary who shall be Executive Director, and such other officers as the Board may appoint.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson shall sign all contracts, deeds, and other instruments authorized by the Commissioners. At each meeting, the Chairperson shall report to the Commissioners concerning the business, affairs, and policies of the Authority.

Section 3. 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 Commissioners shall select a new Chairperson.

Section 4. 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 Commissioners. The Secretary shall be charged with the management of the housing projects of the Authority. The Secretary 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 purpose, and shall perform all duties incident to the office of

Secretary. 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 Commissioners 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 Commissioners. Except as otherwise authorized by resolution of the Commissioners, 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 quarterly to the Commissioners (or more often, when requested), at a regular meeting, an account of all transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of duties as the Commissioners may designate.

The compensation of the Secretary shall be determined by the Commissioners, 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 Commissioners or the Bylaws 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 Commissioners. Any person appointed to fill the office of Secretary or any vacancy therein, shall have such term as the Commissioners fix, but no Commissioner shall be eligible to this office except as a temporary appointee.

Section 7. Vacancies. Should the office of Chairperson or Vice-Chairperson become vacant, the Commissioners 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 Commissioners shall appoint a successor for the unexpired term.

Section 8. Assistants. The Commissioners may appoint assistants to any officer to perform such duties of the officer as the Commissioners may designate.

ARTICLE III - 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 by "The Housing Authorities Law" of Colorado and all other applicable laws of the State of Colorado. 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.

ARTICLE IV - TENANT REPRESENTATIVE

The tenant association of each project of the Authority may designate a Tenant Representative to attend meetings of the Commissioners. Although the Tenant Representatives shall have no voting power, they shall be permitted to attend meetings and to present to the Commissioners any information concerning their project which they consider worthy of consideration. Tenant Representatives may be excluded from executive sessions.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the third Tuesday of November at 12:00 noon. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 2. Regular Meeting. Regular meetings of the Commissioners may be held at such times and places as may from time to time be determined by resolution of the Authority. Additional notice to Commissioners and Tenant Representatives shall not be required; however, notice pursuant to Section 6 shall be given.

Section 3. Special Meetings. The Chairperson of the Authority may, at any time, and shall, upon the written request of two Commissioners of the Authority, call a special meeting of the Commissioners for the purpose of transacting any business designated in the call.

Section 4. Place of Meetings. Unless specified otherwise in a notice given as provided in Sections 5 and 6, all meetings of the Commissioners, whether regular or special, shall be held at 805 Main Street, Grand Junction, Colorado.

Section 5. Notice of Meetings to Commissioners and Tenant Representatives. Notice to Commissioners and Tenant Representatives of any special meeting shall be given at least 24 hours prior to the meeting and shall be sufficient if given by telephone, facsimile transmission, or in writing. A written notice shall be considered given when it is delivered to a Commissioner or Tenant Representative. A telephone or facsimile notice shall be considered given when transmitted to the

Commissioner or Tenant Representative or a person who receives messages for a Commissioner or Tenant Representative. Any Commissioner or Tenant Representative may waive notice of any meeting. Such waiver must be in writing, signed by the Commissioner or Tenant Representative, and filed with the minutes.

Section 6. Additional Notice of Meetings. The Secretary shall maintain a list of persons who request notification of all meetings or of meetings when certain specified policies will be discussed and shall provide notice of such meetings to persons on the list in the manner specified in Section 5 of this Article. In lieu of confirming actual delivery of a written notice, written notice may be mailed to the person by first class mail, postage prepaid, five days in advance of the meeting. The Authority shall also post notice of a meeting, including specific agenda information to the extent possible, at least 24 hours prior to the meeting upon the public notice bulletin board maintained by the Grand Junction Housing Authority at 805 Main Street, Grand Junction, Colorado. At the first regular meeting of the Commissioners in each calendar year, the Commissioners shall designate the posting place of its notices of meetings for that year, which may be the same as, or in addition to, the place designated above.

Section 7. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. 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. A Commissioner may be present by telephone or similar communications equipment provided all persons participating in the meeting can hear each other at the same time.

Section 8. Resolutions. All resolutions shall be in writing and shall be copied in the official minute book or journal of the proceedings of the Authority.

Section 9. Manner of Voting. The voting on all resolutions coming before the Authority shall be by roll call; the voting on all motions coming before the Authority shall be by voice vote.

Section 10. Executive Session. At any meeting, two-thirds of the Commissioners present may vote to convene in executive session for the consideration of matters permitted to be considered in executive session by Section 24-6-402, C.R.S. A motion to convene an executive session shall be privileged, may interrupt debate, and shall have priority over other business before the meeting, except a motion to adjourn or recess. If a motion to convene executive session is passed, the Chairperson shall announce the general topic of the executive session prior to convening in executive session. During executive session, the public and Tenant Representatives shall be excluded from the

meeting. During executive session, the Commissioners may not adopt any policy, position, resolution, rule, or regulation or take other formal action.

ARTICLE VI - AMENDMENTS

The Bylaws of the Authority shall be amended only with the approval of at least three (3) of the Commissioners of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all of the Commissioners of the Authority.

C/27/4710

A handwritten signature in cursive script, reading "Jody M. Kole, Secretary", is written over a horizontal line.

Resolution No. 2000-05

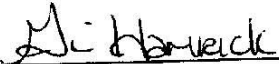
**RESOLUTION OF THE BOARD OF COMMISSIONERS
OF
THE GRAND JUNCTION HOUSING AUTHORITY AMENDING ARTICLES V. AND
VI. IN RESPONSE TO INCREASED NUMBER OF COMMISSIONERS**

In Response to the changed number of Housing Authority Commissioners from five (5) to seven (7) pursuant to C.R.S. § 29-4-204, the Housing Authority hereby resolves to adopt the following changes to its By-laws:

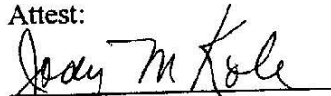
1) Art. V., section 7, Quorum. The title shall be changed from "Quorum" to "Majority". "Three Commissioners shall constitute a quorum for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance..." shall be changed to "Four Commissioners shall constitute a majority 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 majority is obtained. When a majority is in attendance..."

3) Art. VI., Amendments. This article shall be changed from, "The Bylaws of the Authority shall be amended only with the approval of at least three (3) of the Commissioners..." to "The Bylaws of the Authority shall be amended only with the approval of at least four (4) of the Commissioners..".

BE IT RESOLVED that Article V, section 7 be amended to be entitled "Majority" and read "Four Commissioners shall constitute a majority 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 majority is obtained. When a majority is in attendance..."; and that Article VI be amended to read "The Bylaws of the Authority shall be amended only with the approval of at least four (4) of the Commissioners..."


Chairman

Attest:


Secretary

