

RESOLUTION NO. 2012-11

**RESOLUTION
ADOPTING RESTATED BYLAWS OF THE
GRAND JUNCTION HOUSING AUTHORITY**

At a regular meeting of the Board of Commissioners ("Board") of Grand Junction Housing Authority, also known as Housing Authority of the City of Grand Junction, Colorado (the "Authority"), held on September 24, 2012, at 1011 N. 10th Street, Grand Junction, CO 81501, which meeting was properly called and held, and at which a quorum of the Board were present in person, the following Resolution was duly made, seconded and passed by the Board of Commissioners.

WHEREAS, the Authority is a housing authority created under the Colorado Housing Authorities Law; and

WHEREAS, the Authority is authorized under the Colorado Housing Authorities Law to to make and from time to time amend and repeal bylaws not inconsistent with the Housing Authorities Law pursuant; and


WHEREAS, the Board has determined that it would be beneficial to amend and restate in their entirety the Bylaws of the Authority; and

WHEREAS, at least seven days' written notice of this amendment of the Bylaws was given to all members of the Board prior to the date of the meeting specified above in accordance with the existing Bylaws of the Authority;

NOW, THEREFORE, BE IT RESOLVED THAT:

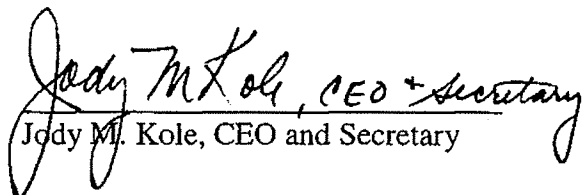
The Restated Bylaws of Grand Junction Housing Authority dated September 24, 2012, a true and correct copy of which are attached to this Resolution, are hereby adopted and immediately effective.

Read, approved and certified September 24, 2012.



C. B. McDaniel, Chairperson

ATTEST:



Jody M. Kole, CEO and Secretary

**RESTATED BYLAWS OF
GRAND JUNCTION HOUSING AUTHORITY
Dated and Adopted September 24, 2012**

THESE BYLAWS of GRAND JUNCTION HOUSING AUTHORITY (the "Authority") are effective the 24th day of September, 2012, and are adopted in accordance with the Housing Authorities Law, presently codified at C.R.S. § 29-4-201, *et seq.*, as it may subsequently be amended from time to time.

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority shall be "Grand Junction Housing Authority." The Authority may also do business in, and be referred to by, its original name "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 – COMMISSIONERS

Section 1. Powers. All powers of the Authority shall be exercised by or under the authority of, and the business and affairs of the Authority managed under the direction of, the Board of Commissioners or such other persons as the Board may grant such authority pursuant to these Bylaws. The Commissioners are under a statutory duty to comply or to cause strict compliance with all provisions of the Housing Authorities Law and all other laws of the state of Colorado and with any contract on the part of the Authority to be kept or performed by the Authority.

Section 2. Appointment, Qualifications, Number and Term. The appointment, term, number and qualifications of Commissioners shall be governed by C.R.S. §29-4-205. The number of Commissioners is presently seven. The term of a Commissioner is five years. A commissioner continues to hold office until his or her successor has been appointed and has been qualified.

Section 3. Vacancies, Removal. Vacancies in the Board of Commissioners shall be filled for the unexpired term by the City Council. The Mayor of the City of Grand Junction may remove a Commissioner for inefficiency or neglect of duty or misconduct in office, but only after the Commissioner has been given a copy of the charges, which may be made by the Mayor against him or her and he or she has had an opportunity to be heard in person or by counsel.

Section 4. Compensation of Commissioners. A Commissioner shall receive no compensation for his or her services but shall be reimbursed for actual and necessary expenses incurred in the performance of his or her official duties.

Section 5. Committees. The Board may appoint such committees as it deems appropriate, except as may be limited or prohibited by law.

ARTICLE III – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Secretary who shall be the Chief Executive Officer (who may also be referred to as CEO) and Executive Director, and such other officers as the Board may appoint.

Any oral or written reference to Executive Director of the Authority, in any document or communication by, to or concerning the Authority, shall also mean and refer to the CEO.

Any oral or written reference to Chair or Chairman of the Board of Commissioners of the Authority, in any document or communication by, to or concerning the Authority, shall mean and refer to the Chairperson of the Board as defined and described in these Bylaws, and any oral or written reference to Vice Chair or Vice Chairman of the Board of Commissioners of the Authority, in any document or communication by, to or concerning the Authority, shall mean and refer to the Vice Chairperson of the Board as defined and described in these Bylaws.

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 CEO and 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. Resignation. An officer may resign at any time by giving written notice of resignation to the Board. The resignation of an officer is effective when the notice is received by the Board unless the notice states a later effective date. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and either fill the vacancy after the effective date of the resignation or fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and fill the resulting vacancy.

Section 8. Removal. The Board of Commissioners may remove any officer at any time, with or without cause, by a majority vote of the Board. Such removal shall be

without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not, in and of itself, create a contractual right.

Section 9. 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 10. Assistants. The Commissioners may appoint assistants to any officer to perform such duties of the officer as the Commissioners may designate.

ARTICLE IV – 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 V – TENANT REPRESENTATIVE

The tenant association of each development 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 development which they consider worthy of consideration. Tenant Representatives may be excluded from executive sessions.

ARTICLE VI – 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 Section 5 and 6, all meetings of the Commissioners, whether regular or special, shall be held at the principal office of the Authority, which is currently 1011 North 10th 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 1011 N. 10th 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. Majority. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. 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, 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 or voice vote. The vote on a resolution shall be by roll call vote if requested by any Commissioner. 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 VII – AMENDMENTS

The Bylaws of the Authority shall be amended only with the approval of at least a majority 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.

I certify that the foregoing is a true and correct copy of the Restated Bylaws of Grand Junction Housing Authority adopted by Resolution No. 2012-11 on September 24, 2012.



Jody M. Kole, Secretary

Resolution No. 2000-05

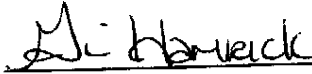
**RESOLUTION OF THE BOARD OF COMMISSIONERS
OF
THE GRAND JUNCTION HOUSING AUTHORITY AMENDING ARTICLES V. AND
VI. IN RESPONSE TO INCREASED NUMBER OF COMMISSIONERS**

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:

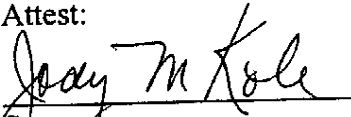
1) Art. V., section 7, Quorum. The title shall be changed from "Quorum" to "Majority". "Three Commissioners shall constitute a quorum for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance..." shall be changed to "Four Commissioners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

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 to the Commissioners, at each regular meeting (or more often, when requested), 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