



**AMENDED AND RESTATED BYLAWS OF THE
HOUSING AUTHORITY OF THE CITY OF ENGLEWOOD COLORADO
dba INNOVATIVE HOUSING CONCEPTS**

Adopted July 6th, 2022 by Resolution #5
Updated January 18th, 2023, by Resolution #1

The Authority was established under the City of Englewood Home Rule Charter to help promote decent, safe, affordable housing in Englewood. The City of Englewood Handbook for Members of Boards, Commissioners and Committees (the “Handbook”) sets forth the policies and procedures for boards created by the City of Englewood. If any policy or procedure is not detailed in these Bylaws, the Authority shall follow the policies of the Handbook. In the event of any conflict or inconsistency between the Bylaws and the Handbook, the provisions of the Bylaws supersede the Handbook.

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be “Housing Authority of the City of Englewood Colorado”, dba Innovative Housing Concepts (therefore referred to as “the Authority”).

Section 2. Office of Authority. The office of the Authority shall be at such place in the City of Englewood, State of Colorado, as the Authority may from time to time designate by resolution.

ARTICLE II – COMMISSIONERS

Section 1. Number of Commissioners. A board of five Regular Commissioners and one Alternate Commissioner shall constitute the membership of the Board.

Section 2. Terms. The term of the office of the Commissioner shall be five years. The terms shall be staggered. Commissioners may reapply for additional terms at the expiration of their current term and serve a total a of three terms. Upon the office of a Commissioner becoming vacant, the alternate commissioner would fill the vacant position and the process of filling the alternate position would begin. Any vacancy in the alternate position will be filled in a manner consistent with the current authorizing City resolution and applicable state statute.

Section 3. Appointment. All Board members must live in the City of Englewood, and are appointed by resolution to the board by a majority vote of the Englewood City Council. All members must be 18 years of age or older. As long as the agency has HUD Public Housing, one

Commissioner must be a resident of public housing. If no resident of public housing is willing to serve on the board, Englewood City Council can appoint a City of Englewood resident to fill this board position.

It is desirable that Commissioners have experience in one of the following professions: Legal; Real Estate; Banking or Finance; Business. Members serve without compensation, and may be reimbursed for authorized travel expenses incidental to their service.

Section 4. Liaison. A City Council Liaison may be appointed by the City Council. The Council Liaison is invited to attend the meetings of the Authority. The role of the Council Liaison is to provide communication and promote the flow of information between the City and the Authority. The Council Liaison does not have a voting role in the Authority.

Section 5. Conflict of Interest. Except as specifically required or allowed by law, City employees (including elected officials), and persons who have been a City of Englewood elected official during the previous twelve months, are not eligible for appointment to the board. Similarly, to avoid issues of bias or preferential treatment within the contracting process, persons who are applying for, or have, a contract for provision of services and/or goods to the City of Englewood are not eligible to serve as a Commissioner. Individuals who apply to become contractors or become contractors to the City of Englewood, either in their personal capacity or through any commercial enterprise in which they hold an ownership interest, shall formally resign their seat upon filings such application or accepting such contract, whichever shall occur first.

Section 6. Non-Liability for Debts. The private property of the Commissioners shall be exempt from execution or other liability for any debts of the Authority. No Commissioner shall be liable or responsible for the debts or liabilities of the Authority.

Section 7. Termination. Termination of a Commissioner shall be for good cause and in accordance with State law. All board, commission, and committee members shall be deemed to have regular attendance if they attend at least seventy-five percent (75%) of all meetings within each twelve (12) month term of service. No differentiation is made between excused or unexcused absences of members. Members who miss more than 60% of the meetings during any annual term may be removed upon recommendation of the Chair of the board, commission or committee, and action of the City Council.

ARTICLE III – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, Vice Chairperson and a Secretary who shall be the Executive Director. New offices may be created and filled at any meeting of the Board of Commissioners.

Section 2. Chairperson. The Chairperson shall preside at all meetings 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 Authority shall select a new Chairperson.

Section 4. Secretary. The Secretary shall be the Executive Director of the Authority and as such shall have the general supervision over the administration of its business and affairs, subject to the direction of the Authority. That person shall be charged with the management of the housing projects 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.

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 Authority 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 Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by a Commissioner. The Secretary shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting or when requested, an account of the transactions and also the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of the duties as the Authority may designate.

The compensation of the Secretary shall be determined by the Authority, provided that a temporary appointee selected from among the Commissioners of the Authority shall serve without compensation other than 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 Authority 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 Authority. Any person appointed to fill the office of Secretary or any vacancy therein, 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 Chairperson or Vice Chairperson become vacant, the Authority shall elect a successor from its existing 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 Authority shall appoint a successor, as aforesaid.

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 by “The Housing Authorities Law” of Colorado and all other laws of the State of Colorado applicable thereto. 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 – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the first Wednesday in January of each year directly after the regular meeting, at the regular meeting place of the Authority.

Section 2. Regular Meeting. Regular meetings of the Authority shall be held on the first Wednesday in of the month at 4:00 p.m. at the regular meeting place of the Authority.

Section 3. Special Meetings. The Chairperson of the Authority may, when he/she deems it expedient, or shall upon the request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the notice. The notice of a special meeting may be delivered to each member of the Authority by email or other electronic communication at least one day prior to the date of such special meetings. At such special meeting, no business shall be considered other than as designated in the notice.

Section 4. Quorum. Three commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Members may attend a regular meeting or a special meeting and vote via other electronic communication when unable to be physically present. When a quorum is in attendance, action may be taken by the Authority upon a vote of a majority of the commissioners present. Each Commissioner shall have one vote. The Alternate Commissioner is able to vote when a Regular Commissioner is absent.

Section 5. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

1. Call to Order
2. Roll Call
3. Scheduled & Unscheduled Visitors
4. Approval of the Agenda
5. Approval of the Minutes
6. Director’s Reports
7. Discussion Items, Motions and Resolutions
8. New Business
9. Information Agenda
10. General Discussion

11. Executive Session (when necessary)
12. Adjournment

All resolutions shall be reduced to writing and shall be copied in the official proceedings of the Authority. The Authority's board is a local public body subject to Colorado's Open Meetings Law (COML). COML 24-6-402(2)(b) and (c) requires that any meetings at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or at which three or more members of the public body are in attendance, or are expected to be in attendance, shall be held only after full and timely notice to the public.

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be by roll call, and the ayes, nays and abstentions shall be entered upon the minutes of such meeting.

ARTICLE V – AMENDMENTS

Section 1. Amendments to Bylaws. The bylaws of the Authority shall be reviewed at each Annual Meeting. The Bylaws shall be amended only with the approval of at least three of the members of the Authority but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Authority.

Section 2. Waiver of Notice. The Board members may waive in writing any notice required by these bylaws whether for a regular or a special meeting.

ARTICLE VI – COMMITTEES

Section 1. Committees. The Board of Commissioners shall have the authority to establish those committees which they feel are necessary to advise the Board on issuers and projects of the Authority.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Each director and officer of the Authority shall be indemnified by the Authority against expenses reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of being or having been a director or officer of the Authority (whether or not he/she continues to be a director or officer at the time of incurring such expenses), except in relation to matters as to which he/she shall finally be adjudged in such action, suit or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.