

BYLAWS OF THE ASPEN/PITKIN COUNTY HOUSING AUTHORITY

Revised AUGUST 21, 2019

ARTICLE I

Name

Section 1. Name. The name of the Authority is the "Aspen/Pitkin County Housing Authority ("Authority").

ARTICLE II

Purpose and Policy

Section 1. Purpose. In accordance with C.R.S. § 29-1-204.5, the Aspen/Pitkin County Housing Authority (the "Authority") is a political subdivision of the State of Colorado, separate from the City and County. It has the duties, privileges, immunities, rights, and liabilities, specified by C.R.S. § 29-1-204.5 and the *Intergovernmental Agreement between the City of Aspen and Pitkin County Establishing the Aspen/Pitkin County Housing Authority*, dated May 13, 2019 (the "IGA") and recorded on June 27, 2019, at Reception No. 656927.

The purpose of the Authority is to assist the City and County, upon request by either party, in effecting the planning, financing, acquisition, construction, development, reconstruction or repair, maintenance, management and operation of housing projects pursuant to a multi-jurisdictional plan to provide residential facilities and dwelling accommodations at rental or sales prices within the means of families or persons of low, moderate and middle income who are employed in the City or the County, who reside or need to reside in the City or County, and who have identifiable needs for affordable housing; e.g., limited incomes, senior citizens and disabled persons, as defined by the Authority in published guidelines.

Section 2. Policy. The policy of the Board is to assure the existence of a supply of desirable and affordable housing for persons currently residing in and employed in Pitkin County, maintain housing for those persons in APCHA Deed Restricted housing who retired as defined in the *Aspen/Pitkin County Affordable Housing Guidelines*, and other qualified persons of Pitkin County as defined in the *Aspen/Pitkin County Affordable Housing Guidelines*.

Section 3. Additional Policies. The Authority may from time to time adopt additional policies to guide the activities of the Authority. Such policies will be adopted by Authority resolution and shall remain in effect until revoked or superseded.

**ARTICLE III
Membership**

Section 1. Appointments and Terms. The Board of Directors of the Authority shall consist of five (5) Directors ("Directors") and three (3) alternates serving staggered terms, to be appointed as follows:

- One (1) Director shall be a member of the City Council and shall be appointed by the City Council. One (1) Director shall be a member of the Board of County Commissioners and shall be appointed by the Board of County Commissioners.
- One (1) Alternate Director shall be a member of the City Council and shall be appointed by the City Council. One (1) Alternate Director shall be a member of the Board of County Commissioners and shall be appointed by the Board of County Commissioners. In the event the Director from the City Council or the Director from the Board of County Commissioners is not present at a Board meeting, such Director may only be represented by the Alternate Director appointed from the respective elected body.
- Three (3) Directors and one (1) Alternate Director shall be jointly appointed by the City Council and Board of County Commissioners, and shall serve staggered terms.
- All Directors shall be appointed for four-year terms. Each Director will be term limited to two (2) consecutive four-year terms. A one-year absence for the Authority Board will be required before a Director can reapply. To initiate staggered terms for the jointly appointed Directors, the first term for each appointment shall be one (1) Director for two (2) years, one (1) Director for three (3) years, one (1) Director for four (4) years, and one (1) Alternate Director for four (4) years.
- Directors and Alternate Directors shall continue to serve as Directors until such time as a successor has been appointed.
- Jointly appointed Directors and Alternate Directors may be removed at the recommendation of the Authority Board with approval from City Council and County Commissioners. Upon removal of a jointly appointed Director or Alternate Director, a replacement shall be jointly appointed for the unexpired term of the removed Director or Alternate Director.
- Directors appointed by the City Council and the Board of County Commissioners shall serve at the pleasure of their respective elective bodies.

Section 2. Compensation. Each Director shall serve without pay.

Section 3. Removal. Directors appointed by the Council may be removed at the sole discretion of the Council. Directors appointed by the BOCC may be removed at the sole discretion of the BOCC. The jointly appointed Director and the Alternate may be removed at the sole discretion of either the Council or the BOCC. Upon the removal of a Director or Alternate Director, a replacement shall be appointed by the respective governmental entity(ies) that originally appointed the Director for the unexpired term of the removed Director or Alternate Director.

Section 4. Recommendation for Removal. The Board of Directors of the Authority shall reserve the right to make a formal recommendation for removal of any Director to their respective appointing body for neglecting or failing to discharge the duties of a Director by the affirmative vote of a majority of members of the Board of Directors in attendance at a regular meeting.

ARTICLE IV Officers

Section 1. Officers. The officers of the Board shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The Chair, Vice-Chair and Treasurer shall be selected from the members of the Board. The Secretary shall be the Executive Director of the Authority.

Section 2. Elections and Term of Office. The Chair, Vice-Chair and Treasurer shall be elected at the annual meeting of the Authority from among the Directors of the Board, and shall hold office for one year or until their successors are elected and qualified, whichever is later. The annual meeting will be considered the first regularly scheduled meeting in December of each year unless determined otherwise by vote of the Authority Board.

Section 3. Vacancies. Should the office of the Chair, Vice-Chair, Treasurer or Secretary become vacant, the Board shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 4. Duties.

- (1) Chair. The Chair shall preside at all meetings of the Authority. The Chair shall execute resolutions, procedures and policies approved by the Authority, except where the Secretary is authorized to execute or a document.
- (2) 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 vacancy of the Chair's position, the Vice Chair shall perform such duties as are imposed on the chair until such time as the Authority shall select a new Chair.
- (3) Treasurer. The Treasurer shall perform the duties of the Chair in the absence or incapacity of both the Chair and the Vice Chair. The Treasurer shall be a voting member and attend the Marolt Finance Committee meetings when convened.
- (4) Secretary. The Secretary shall fulfill the duties imposed upon the Executive Director by the IGA and shall ensure that the records of the Authority are properly maintained, shall act as Secretary of the meetings of the Authority and ensure that all votes are recorded, and shall ensure that the records of the proceedings of the Authority are maintained in a proper manner, and shall perform all duties incident to his or her office.

ARTICLE V
Meetings

Section 1. Regular Meetings. The Authority shall meet twice per month. Regular meetings shall be held on the first and third Wednesdays of each month, provided that the Board may from time to time resolve not to hold a regular meeting or to hold the meeting on a different day or time other than the regularly scheduled day or time.

Section 2. Special Meetings. In addition to its regular meetings, a special meeting may be called at any time by the chairperson, by request of three members of the Board, or by the Secretary. A minimum notice of twenty-four hours is required, unless said notice is waived with the agreement of a quorum of Board members or by all members in attendance. APCHA shall make its best efforts to notify the public in advance of any special meeting.

Section 3. Order of Business. At regular meetings of the Board, the following shall be the usual order of business, unless determined otherwise by the Board:

1. roll call
2. public comment
3. executive session (if required)
4. executive director comments
5. director comments
6. action items
7. discussion items
8. adjourn

Section 4. Voting. Voting on all questions coming before the Authority shall be by roll call or by voice vote, as determine by the Chairperson. The ayes and nays shall be entered upon the minutes of such meeting by name, except on the election of officers that may be by ballot.

Section 5. Quorum. The powers of the Authority shall be vested in the Directors of the Board in office from time to time. Three (3) Directors of the Board shall constitute a quorum for the purpose of conducting Authority business and exercising Authority powers and for all other purposes and must include a representative from the City Council and a representative from the County Commissioners. An Alternate Director serving in the absence of a Director shall be counted for purposes of determining the existence of a quorum at a meeting and for voting on a motion. A quorum must be present for a formal vote.

Section 6. Parliamentary Procedure. The rules contained in Robert's Rules of Order shall apply on an advisory basis when they are applicable and when they are not inconsistent with these Bylaws.

Section 7. Meeting Notices and Study Materials. Authority staff shall furnish the Board and the public advance notice of all meetings. The packets shall be available for the Board

and the public to pick up, in advance, including an agenda, minutes of the previous meetings, copies of material to be studied or acted upon, and other matters relating to the items referred to in Section 3 above.

Section 8. Agenda. The agenda shall be approved by the Secretary and may be amended by the Authority Board at the meeting.

Section 9. Open to the Public. All meetings of the Board shall be open to the public, except for executive sessions as authorized in the Colorado Open Meetings law, C.R.S. 24-6-402.

**ARTICLE VI
Rules of Ethical Conduct and Standard of Conduct**

I. Prohibition on Conduct

- A. Directors appointed by the City, shall abide by the City of Aspen's Rules of Ethical Conduct and Directors appointed by the County shall abide by the County's Standard of Conduct. Jointly appointed directors shall abide by both, and the most restrictive shall apply.
- B. A failure to comply with these Rules or Standard may result in removal as provided in Article III above.
- C. From time-to-time, the Board of Directors of the Authority may establish additional Standard of Conduct policies.

**ARTICLE VII
Amendments**

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least a quorum of the Directors of the Board at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all of the Directors.

INTRODUCED, READ AND ADOPTED by the Board of Directors of the Aspen/Pitkin County Housing Authority, Pitkin County, Colorado, at their regular meeting held August 21, 2019.

ASPEN/PITKIN COUNTY HOUSING AUTHORITY

John Ward, Chairperson

Attest:-

Michael A. Kosdrosky, Secretary