

REGIONAL HOUSING ALLIANCE of LA PLATA COUNTY
FOURTH AMENDED AND RESTATED BYLAWS

Adopted – April 5, 2017

**FOURTH AMENDED AND RESTATED BYLAWS OF THE
REGIONAL HOUSING ALLIANCE OF LA PLATA COUNTY**

ARTICLE I – THE RHA

1. Establishment. The Regional Housing Alliance of La Plata County, (RHA), a multi-jurisdictional housing authority, was formed as a political subdivision and public corporation of the State of Colorado pursuant to C.R.S. § 29-1-204.5, and an Intergovernmental Agreement (IGA) by and between La Plata County, Colorado, the City of Durango, the Town of Ignacio and the Town of Bayfield, dated August 5, 2004 (the “IGA”), as amended.

2. Office of the RHA. The office of the RHA shall be at such place in La Plata County as the RHA Board of Directors may designate by resolution.

ARTICLE II – MEETINGS

1. Regular Meetings. Regular Board meetings shall be held at such time and place as originally designated or subsequently changed by resolution and adopted by the Directors at any regular or special meeting. All meetings shall be held at the RHA office in the absence of a specific designation of another meeting place in any such resolution. In the event that the date of any regular meeting as provided in any such resolution shall fall on a Saturday, Sunday or legal holiday, the meeting shall be held on the next succeeding calendar day at the place and time designated in the resolution.

2. Special Meetings. Special meetings may be called at any time by the President or by a majority vote of the Directors. Written notice of such meeting must be delivered in person, by facsimile, mail or email at least 24 hours prior to said meeting. Said notice shall specify the meeting time and place and the business to be transacted. No other business shall be considered at such meetings. Such notice may be dispensed with as to any Director who prior to the time the meeting convenes, files with the Secretary a written waiver of notice.

3. Posting Notice of Meetings. Notice of any regular or special meeting of the Directors shall be posted at the RHA office and the La Plata County Courthouse at least 24 hours prior to the time of such meeting, as specified in the notice.

4. Public Meetings. All regular and special meetings of the Board shall be open to the public except for such executive sessions as allowed by C.R.S. § 24-6-401.

5. Order and Conduct of Business. At the regular meetings of the Board, the following shall be the order of business:

- a. Roll Call

- b. Approval of the Agenda
- c. Approval of the minutes of the previous regular meeting and any intervening special meeting
- d. Consent Agenda (approval of action items not requiring discussion)
- e. Decision Agenda (consideration of action items requiring discussion)
- f. Report of Directors and Officers
- g. Committee Reports
- h. Public Comment
- i. Adjournment

No formal action may be taken on any item that does not appear on the posted Agenda.

6. Manner of Voting. All questions presented to the Board shall be in the form of motions or resolutions, chronologically numbered. All resolutions shall be in writing and entered into the minutes of the meeting. A Director proxy shall not be accepted, recognized or valid for any purpose. Votes shall be cast and displayed so that each Director's vote may be recorded by the Secretary. In the event that a clear majority cannot be determined, the presiding officer shall call the roll for voting. At the conclusion of the voting, the presiding officer shall announce the results of the vote, stating whether the measure carried or failed and by what vote. In the event of a tie, the vote is lost; however, the presiding officer or any Director may request the item carry forward to the next regular meeting at which the full Board will be present.

7. Quorum. As provided in the IGA, a majority of the Directors shall constitute a quorum and a majority of the quorum shall be necessary for any action taken by the Board. Notwithstanding the foregoing, the following actions require the approval of seventy-five percent (75%) of the full Board of Directors: (i) condemnation of property for public use; (ii) proposal of ballot initiatives; (iii) the removal of a Director under Section 3.1(d) of the IGA; and (iv) termination of the RHA.

8. Meeting By Telecommunications. Any or all of the Directors may participate in a regular or special Board meeting by, or the meeting may be conducted through the use of, any means of communication by which all personal participating in the meeting may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

9. Adjournment of Meetings. The Board may adjourn any regular, adjourned-regular, special or adjourned-special meeting to a time and place specified in the order of adjournment. If all Directors are absent from a regular or adjourned meeting the Secretary of the Board may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided in Section 2 for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned-regular, special or adjourned-special meeting was held within 24 hours of the adjournment. When a regular or adjourned-regular meeting is adjourned as provided in this section, the resulting adjourned-regular meeting is a regular meeting for all purposes.

When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings by resolution, Bylaws or other rule of the RHA.

10. Public Comment. At any regular Board meeting and at the designated time on the agenda, members of the public may be given the opportunity to directly address the Board on items of interest to the public that are within the subject matter jurisdiction of the RHA. Public comment shall be limited to twenty minutes total, with each speaker limited to three (3) minutes, unless the Board approves an extended time as part of the agenda.

11. Abstention; Disqualification. It shall be the duty of each Director present at a Board meeting to vote on each matter or question requiring action from the Board, unless a Director is: (a.) disqualified because it is reasonably foreseeable that the decision would have a material financial effect on the Director, the Director's immediate family, or on specified economic interests of the Director, if that financial effect is different from the effect on the general public; or (b.) disqualified because the vote deals with a public contract or contracts in which the Director may have a direct or indirect financial interest (such prohibition extends to preliminary discussions, negotiations, planning and solicitation of bids). Abstention for any reason other than those set forth above shall constitute consent to the action proposed and the Secretary shall announce at the meeting and enter in the minutes that the abstention was cast as an "aye" vote.

ARTICLE III – RULES OF ORDER AND DEBATE

1. Rules of Order. At all meetings of the RHA, the rules of order set forth herein shall be the governing rules of order and debate, subject to the discretion of the presiding officer.

2. Presiding Officer. The President, if present, shall preside at all Board meetings. In the absence of the President, the Vice-President shall preside. In the absence of the President and the Vice-President, the senior Director present shall preside. The presiding officer may debate, vote, make a motion, offer a resolution or introduce an ordinance without relinquishing the chair. The presiding officer shall preserve order and decorum, prevent attacks on personalities or impugment of Directors' motives, confine Directors in debate to the question under discussion, and otherwise curtail disruption of the meeting. The presiding officer shall determine all points of order.

3. Directors. Directors who desire to speak shall so signify by addressing the presiding officer. In general, the presiding officer shall call upon the Directors in the sequence in which they have sought recognition. However, when the presiding officer understands that persons seeking the floor have opposite opinions on the motion, he or she may alternate between speakers who favor and those who oppose the debated proposal.

a. Personal Privilege. The right of a Director to address the Board on a question of privilege shall be limited to cases in which such Director's integrity, character or motives are assailed, questioned or impugned.

b. Dissents and Protests. Any Director shall have the right to dissent from any action of the Board or ruling of the presiding officer and have the reason therefore entered in the minutes. Such dissent shall be in writing, couched in respectful terms and presented to the Board no later than the next regular meeting following the date of such action.

c. Points of Order. A Director may, without waiting for recognition, raise a point of order to secure a ruling from the presiding officer on a matter thought to be of sufficient importance to require immediate attention. A Director may: (i) call a speaker to order for the inappropriate use of language or any breach of decorum; (ii) call attention to a condition that inconveniences Directors; (iii) raise a parliamentary inquiry or call attention to a violation of correct procedure; or (iv) question a ruling by the presiding officer on a point of parliamentary procedure.

d. Points of Information. A Director may make a request for information relevant to the business at hand but not related to parliamentary procedure. The request may be directed to the presiding officer or through the presiding officer to another Director or to an officer or employee of the RHA.

4. Discussion Prior to Formal Action. It shall not be necessary to make a motion or offer a resolution before debate by the Board or before the public is allowed to speak. No such motion or resolution shall be made at any time before a public hearing is closed.

5. Motions. Motions must be stated precisely and recorded by the Secretary. A second shall be required to make a motion or offer a resolution for Board action.

6. Amendment. A Director may propose amendments to a motion which, if adopted, modify the wording and sometimes the meaning of the main motion. Amendments shall state exactly where in the main motion the change is to be made and precisely what words will be used. The vote on an amendment does not decide whether the main motion will be adopted, only whether the wording in the main motion will be changed. After an amendment is adopted, the main motion as amended may be further debated and further amended. A motion may not be amended more than twice. A substitute motion, proposing to strike out the entire original motion and to insert in its place a more satisfactory motion, ranks as an amendment to the main motion.

7. Division of Question. If a motion or any proposed amendment thereto contains two or more separable propositions, the presiding officer may, and upon request of a Director shall, divide the question.

8. Motions to Postpone. A motion to postpone indefinitely is debatable if the main motion to which it applies is debatable. The motion cannot be amended or referred. If carried, the subject cannot be brought up again except by way of a motion to reconsider at a subsequent meeting as provided below.

A motion to postpone definitely (i.e., to a time certain) has priority over motions to refer, amend, postpone indefinitely and the main motion. It is debatable as to desirability of postponement and the time to which postponement is to be made. It can be amended by changing the time to which postponement is to be made. It yields only to a motion to close debate or to table.

9. Motion to Refer. A motion may be made to refer the question at hand to a specified committee, special committee to be appointed, staff member or other person. The motion is debatable as to desirability of referring, size and method of committee appointment if one is to be appointed, and as to instructions and responsibility of those to whom it is referred. The motion shall have priority over the main motion, a motion to amend and a motion to postpone indefinitely. It cannot be tabled or postponed.

10. Motion to Close Debate (Previous Question); Limit Debate.

a. A motion to close debate requires a two-thirds vote. It is not debatable and cannot be amended. It yields only to a motion to lie on the table. If the motion carries, and unless the motion is made to include "all pending questions," the presiding officer shall put pending amendments to the main question, without debate, in the inverse order of their introduction, before putting the main question to vote.

b. A motion to limit debate shall be subject to the same rules as a motion to close debate, which specifies time limits for each speaker, the number of speakers for affirmative and negative sides, or the total time limit for consideration of the main motion or question.

11. Motion to Table. A motion to table (i.e., to lie on the table) is not debatable and cannot be amended. The motion is in order when a motion to close debate has been carried or when it is pending. The motion is proper only when the pending subject needs to be set aside temporarily because something else of immediate urgency has arisen. If the motion is carried, consideration of the subject matter may be resumed at that meeting or the next succeeding meeting. A motion to take the motion off the table can be made by any Director but must be concluded immediately or the subject matter expires.

12. To Withdraw a Motion. A motion or offer of a resolution may be withdrawn by the maker at any time before vote by the Board after first gaining recognition from the presiding officer.

13. Motion to Reconsider. A motion to reconsider any action taken by the Board may be made at any time at the meeting such action was taken or at a recessed

session of that meeting. The motion may be made only by a Director who had previously voted with the prevailing side. A resolution or motion authorizing or relating to the approval of a contract may be reconsidered only prior to the actual execution of the contract. A question can be reconsidered only once during the meeting.

14. Motion to Reconsider at Subsequent Meeting. After the Board has taken action on a matter or question, a motion to reconsider that action, or to reconsider any prior action taken on a matter or question having substantially the same content or purpose of the matter already acted upon, shall not be made at any subsequent meeting for at least one calendar year from the date of such action, except by a Director who voted in the majority on such matter or question or upon the written consent of a majority of the Directors filed with the Secretary. The item then before the Board shall be whether the matter or question should be reconsidered; if the Board approves the request shall be placed on a future agenda for consideration.

15. Motion to Adjourn or Recess. An unqualified motion to adjourn has priority over all other motions except the motion to establish the time of the next meeting. It is always in order, except: (a) when repeated without intervening business or discussion; (b) when made as an interruption to a Director speaking; (c) when a previous question has been ordered and is being discussed; and (d) while a vote is being taken. The motion to adjourn is not debatable and cannot be amended. Before putting the motion to adjourn to vote of the authority, the presiding officer may inform the Board of any important matter demanding its attention and consideration before adjournment.

As a privileged motion (i.e., when other business is pending), the motion to recess yields only to the unqualified motion to adjourn and to the motion to establish the time of the next meeting. After a recess, business proceeds from the point reached immediately preceding the recess.

ARTICLE IV – ELECTION OF OFFICERS

1. Election of Officers. At each annual meeting of Directors at which the terms of the officers expire, the officers' successors shall be elected by the Directors, which shall include the President, Vice-President, Secretary and Treasurer.

ARTICLE V - EXECUTIVE DIRECTOR

1. Executive Director. The RHA may appoint, by adoption of a resolution, an Executive Director. If appointed, the Executive Director shall answer directly to the Executive Committee of the Board and shall be responsible for supporting and implementing the policies and directions of the RHA and shall have general supervision over the administration of its business and affairs, subject to the control of the RHA.

If an Executive Director is appointed:

The Executive Director shall administer the affairs of the RHA in accordance with the operational, fiscal, personnel and other policies adopted by the Board and all applicable federal and state statutes and regulations, and shall keep the Board fully advised as to the status of the affairs of the RHA;

The Executive Director shall advise and make recommendations to the Board on all matters requiring policy determination, shall represent the Board in meetings with other agencies and organizations, and shall report results of these meetings to the Board;

The Executive Director may appoint administrative, management and maintenance staff in accordance with recognized personnel practices and the personnel rules and regulations adopted by the RHA from time to time;

The Executive Director shall establish and enforce regulations to implement Board policies and to administer the affairs of the Board. He/she shall supervise and participate in the development and preparation of proposals, applications and budgets for federally assisted programs and local developments or projects. He/she shall direct the operation and maintenance of all developments managed by the RHA and shall oversee all programs, grants and contractual agreements entered into by the RHA;

The Executive Director shall have the authority to execute contracts and agreements in amounts of \$25,000 or less on behalf of the RHA, if funds for such contracts or services have been budgeted by the RHA and approved by the Board;

The Executive Director shall perform such other duties and responsibilities as may be prescribed by the Officers of the Board, and;

The compensation of the Executive Director shall be determined by resolution of the RHA.

If an Executive Director is not appointed by the Board of Directors, then:

The President of the Board of Directors, upon the approval of the Board of Directors may perform, delegate, or contract with a person or entity to accomplish the minimal operational, legal and fiscal requirements of the RHA; The President and one additional Director shall be required to execute all RHA checks and purchase orders that are equal to or over Two Thousand Dollars (\$2,000); and

The President may execute RHA checks and purchase orders that are less than Two Thousand Dollars (\$2,000).

2. Additional Personnel. The RHA may from time to time employ such other persons as it deems necessary to exercise its powers, duties and functions as prescribed by § 29-1-204.5, C.R.S. and all other laws of the state of Colorado applicable thereto. The selection, qualifications and compensation of such personnel may be

determined by the Executive Director, or in the absence of an Executive Director, then by the Board of Directors.

ARTICLE VI – GENERAL PROVISIONS

1. Amendments. The Directors shall have power to add any provision to, or alter or repeal any provision of, these Bylaws by the vote of a majority of all of the Directors at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice of such meeting of the Board.

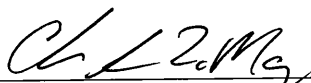
2. Severability. If any provision or clause of these Bylaws or the application thereof to any person or circumstances is held to be unconstitutional or to be otherwise invalid by any court of competent jurisdiction, such invalidity shall not affect other provisions, clauses or applications thereof which can be implemented without the invalid provision, clause or application, and to this end the provisions and clauses of these Bylaws are declared to be severable.

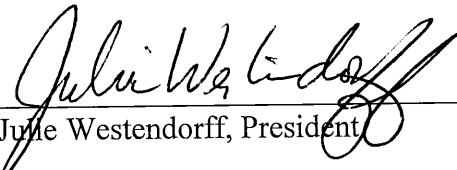
In the event of a conflict between the provisions of these Bylaws and the IGA forming the RHA or Amendments to that IGA, then the provisions of the IGA or Amendments thereto shall prevail.

The foregoing Amended and Restated Bylaws were approved and adopted as the Bylaws of the La Plata County Regional Housing Authority, effective April 7, 2017.

ATTEST:

BOARD OF DIRECTORS,
REGIONAL HOUSING ALLIANCE
of LA PLATA COUNTY


Chris La May, Secretary


Julie Westendorff, President