

AMENDED AND RESTATED
BYLAWS
OF
HOUSING AUTHORITY OF SOUTHEASTERN UTAH
a Utah Non-profit Corporation

ARTICLE I

OFFICES:

The principal office of the Housing Authority of Southeastern Utah (the "**Housing Authority**") shall be located at 321 E. Center Street, Moab, Utah, 84532-2432. The Housing Authority may have such other offices within the State of Utah or elsewhere as the Board of Commissioners may designate or as the business of the Housing Authority may from time to time require.

ARTICLE II

BOARD OF COMMISSIONERS:

Section 1. Number and Term of Commissioners. The business, property and affairs of this Housing Authority shall be managed by a Board of Commissioners composed of not less than five (5) nor more than seven (7) persons. The Board of Commissioners shall be appointed by the County Council of Grand County, Utah (the "**Grand County Council**") in accordance with the provisions of the Utah Housing Authorities Act, U.C.A. § 9-4-61 et seq. as the law may be amended from time to time (the "**Housing Authority Act**"). The exact number comprising the Board of Commissioners at any particular time shall be determined by the Grand County Council. Members of the Housing Authority Board of Commissioners (said persons being hereinafter sometimes collectively referred to as "**Commissioners**" and individually as a "**Commissioner**"). In addition, the Board of Commissioners may, in its discretion, appoint individuals to serve as non-voting members of the Board of Commissioners, to serve for such terms as the Board of Commissioners shall designate. The Commissioners shall act as directors in accordance with the Utah Non-profit Corporation Act with such modifications as are required by the Utah Housing Authority Act.

The Commissioners shall serve staggered five-year terms, as designated by the Grand County Council. With a Board of five commissioners, one new Commissioner shall be

appointed each year. Each Commissioner shall hold office until his or her successor shall have been appointed and shall qualify.

Section 2. Removal of Commissioners. Commissioners of the Housing Authority may be removed from office for inefficiency, neglect of duty, or misconduct in office, by the Grand County Council. A Commissioner may be removed only after a hearing and after he has been given a copy of the charges at least ten days prior to the hearing and had an opportunity to be heard in person or by counsel. If a Commissioner is removed, a record of the proceedings, together with the charges and findings, shall be filed in the office of the Grand County Clerk.

Section 3. Vacancies. Vacancies in the Board of Commissioners shall be filled by appointment by the Grand County Council. Each person so appointed to fill a vacancy shall remain a Commissioner until removed or her or his successor has been appointed by the Board of Commissioners who may make such election at the next Annual Meeting or at any Special Meeting duly called for that purpose and held prior thereto.

Section 4. Resignation. Any Commissioner may resign at any time by giving written notice of his or her resignation to the Housing Authority. Any such resignation shall take effect at the time specified therein, or if the time it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Electronic Meetings. The Board of Commissioners may hold electronic meetings upon request by a member of the Board of Commissioners made up to three days prior to the meeting, to allow for arrangements to be made for the electronic meeting. An electronic meeting is a meeting convened or conducted by means of a conference using electronic communications. An anchor location is the physical location from which an electronic meeting originates or the participants are connected. An anchor meeting place shall be established for each electronic meeting. A quorum of the Board of Commissioners must be present in person at an anchor location or/or by separate electronic connections in order to transact business at the meeting. The number of separate connections for members of the Board of Commissioners at an electronic meeting shall be restricted to available equipment capacity. Notice of all electronic meetings shall be given by (a) posting written notice at the principal office of the Housing Authority; (b) providing notice to (i) at least one newspaper of general circulation within Grand County or (ii) a local media correspondent; and (c) posting written notice at any anchor location which is different from the principal office of the Housing Authority. In addition, notice of all electronics meetings must be given to the Commissioners at least 24 hours before the meeting so that they may participate in and be counted as present for all purposes, including the determination that a quorum is present. The Commissioners must also be provided with a description of how the Commissioners will be connected to the electronic meeting. At least one anchor location for any public meeting shall be in the building and political subdivision where the public body would normally meet if they were not holding an electronic meeting. Space and facilities must be provided at the anchor location so that interested persons and the public may attend and monitor the open portions of the meeting. If the

meeting includes a public hearing, space and facilities must be provided at the anchor location so that interested persons and the public may attend, monitor, and participate in the open portions of the meeting.

Section 6. General Powers and Duties. The Board of Commissioners shall have the complete and exclusive care, custody, and control of the Housing Authority's properties and shall exercise all of the corporate powers subject to the provisions of the laws of the State of Utah, the Articles of Incorporation, and the Bylaws. The entire management of the Housing Authority, its affairs and its properties and assets, is vested in the Board of Commissioners, subject only to the provisions of the Utah Code governing housing authorities.

The Board of Commissioners shall have the power to decide finally and to effectuate and perform decisions of the Commissioners regarding to whom, and in what amounts, and at what times, and under what conditions, payments and distributions shall be made in furtherance of the pursuits and objects of this Housing Authority; accordingly, the Board of Commissioners shall make such contributions, payments and distributions of the Housing Authority's properties, assets, and income as may be decided upon from time to time by a decision of the majority of the Board of Commissioners as contained in its minutes.

Section 7. Power to Make Bylaws. The Board of Commissioners shall have power to make and alter any Bylaw or Bylaws, provided that such Bylaws must be made in accordance with the Housing Authority Act.

Section 8. Power to Elect Officers. The Board of Commissioners shall select, as it deems necessary or advisable, a chair and vice chair from among its members.

Section 9. Power to Appoint Other Officers and Agents. The Board of Commissioners may employ an executive director, legal and technical experts, and other officers, agents, and employees, permanent and temporary, as it may require, and shall determine their qualifications, duties, and compensation.

Section 10. Delegation of Powers. The Board of Commissioners may delegate to one or more of its agents or employees any powers or duties the Housing Authority considers proper.

Section 11. Regular Meeting. Unless otherwise determined by the officers, the Board of Commissioners shall meet at least ten (10) times each year, at a time and place determined by the President of the Board, upon written notice of the hour, date and place of meetings to each Commissioner not less than seven (7) days before the meeting date. Notice shall be given in accordance with the provisions of Section 16 of this Article II.

Section 12. Annual Meeting. One of the regular meetings of the Board of Commissioners described above in Section 11 shall be designated as the Annual Meeting for the purposes of organization, election of Commissioners and officers, and the transaction of other business.

Section 13. Emergency Meeting. When, because of unforeseen circumstances, the President of the Housing Authority determines that it is necessary to hold an emergency meeting of the Board of Commissioners to consider matters of an emergency or urgent nature, the notice requirements of section 16 of this Article II may be disregarded and the best notice practicable given; provided that no such emergency meeting shall be held unless the Housing Authority makes and attempts to notify all Commissioners, and a majority of the Commissioners vote in the affirmative to hold the meeting.

Section 14. Special Meetings of Board of Commissioners. Special meetings of the Board of Commissioners may be called by the Chair or any three (3) or more Commissioners, upon written notice thereof, signed by the President and the Secretary. No business not mentioned in the notice shall be transacted at such meeting unless all Commissioners are present and agree to the transaction of such business.

Section 15. Place of Meeting. Meetings of the Board of Commissioners may be held (a) anywhere within the area of operation of the Housing Authority; or (b) within any area not described in Subsection (15)(a) in which the Housing Authority is authorized to undertake a project.

Section 16. Notice to Commissioners. By resolution, the Board of Commissioners may determine the time and place, for the holding of regular meetings without other notice than such resolution. Notice of any special meeting shall be given at least forty-eight (48) hours prior thereto by written notice delivered personally, or delivered by confirmed air courier, facsimile transmission ("fax"), or first class mail, to each Commissioner at such Commissioner's home or business address. If sent by confirmed air courier or mail, such notice shall be deemed to be given when delivered to the air courier, or deposited in a first-class postage-prepaid envelope in the United States mail addressed to such Commissioner's home or business address. If given by fax, such notice shall be deemed to be given upon the date it is actually received by the addressee.

Section 17. Open and Public Meetings Law. Public notice shall be given of all meetings of the Board of Commissioners in accordance with the provisions of the Utah Open and Public Meetings Act, U.C.A. §52-4-101 et seq., and all provisions of such Act shall be complied with by the Board of Commissioners.

Section 18. Waiver of Notice. Notice of the time, place, and purpose of any meeting of the Board of Commissioners may be waived by telecopy, telegram, radiogram, cablegram, or other writing either before or after such meeting has been held. The attendance of a Commissioner at a meeting shall constitute a Waiver of Notice of such meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed.

Section 19. Quorum of Commissioners. Four Commissioners shall constitute a quorum for the transaction of business of the Housing Authority, notwithstanding the existence

of any vacancies. The act of the majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Board of Commissioners. If at any meeting of the Board of Commissioners, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice and the joinder of a Commissioner in the action of a meeting by his or her signing and concurring in the minutes thereof shall constitute the presence of such Commissioner for the purpose of determining a quorum.

Section 20. Order of Business at Annual Meeting. The order of business at the annual meeting shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Report of Officers;
- (e) Transaction of other business mentioned in notice; and
- (f) Adjournment; provided, that in the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

Section 21. Voting. At any meeting of the Board, Executive Committee, or other committee, each voting member of Board or Committee present at such meeting shall have one vote on any matter. Voting by proxy shall not be permitted.

Section 22. Presumption of Assent. A Commissioner of the Housing Authority who is present at a meeting of the Board of Commissioners at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her or his dissent shall be entered into the minutes of the meeting or unless she or he shall file her or his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by Certified or Registered Mail to the Secretary of the Housing Authority immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Commissioner who voted in favor of such action.

Section 23. Compensation. A Commissioner may not receive compensation except necessary expenses, including but not limited to travel expenses incurred in the discharge of the Commissioner's duties. By resolution of the Board of Commissioners, the Housing Authority may designate the expenses to be paid to Commissioners.

Section 24. Disclosure of Interest in Project. Any Commissioner, officer, or employee of the Housing Authority, who has voluntarily acquired any of the following interests, shall disclose to the Commissioners, as soon as he has knowledge of the interest, the nature and extent of the interest:

- (a) any present or future interest, direct or indirect, in any project;

(b) any present or future interest, direct or indirect, in any property included in or planned to be included in any project;

(c) any contract or proposed contract relating to any project; or

(d) any other transaction or agreement with the Housing Authority.

(e) The Commissioners shall enter the particulars of the disclosure into the minutes of the Housing Authority.

(f) After a disclosure of interest, the Commissioner, officer, or employee may participate in any discussions concerning proposed Housing Authority action on the property, contract, transaction, or agreement in which he has an interest, but the Commissioner, officer, or employee may not vote on any such action proposed by the Housing Authority.

(g) In addition to the above restrictions, no member of a participating household in a Housing Authority project may be a member of the Board of Commissioners.

(h) A Commissioner may not be employed by the Housing Authority in any capacity until at least one year following such Commissioner's term expiration date.

ARTICLE III

OFFICERS:

Section 1. Number. The Officers of the Housing Authority shall be a President (also known as Chair), a Vice-President (also known as Vice Chair), and a Secretary, each of whom shall be elected by the Board of Commissioners. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Commissioners. The Board of Commissioners may delegate to any officer of the Housing Authority or any committee of the Board of Commissioners the power to appoint, remove and prescribe the duties of such other officers, assistant officers, agents and employees.

Section 2. Election and Term of Office. The Officers of the Housing Authority to be elected by the Board of Commissioners shall be elected annually by the Board of Commissioners at the Annual Meeting of the Board of Commissioners. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each Officer shall hold office until her or his successor shall have been duly elected and shall have qualified or until her or his death, or until she or he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or agent elected or appointed by the Board of Commissioners may be removed by the Board of Commissioners whenever in its judgment the

best interests of the Housing Authority would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Commissioners for the unexpired portion of the term.

Section 5. The President and Chair. The President and Chair shall, unless otherwise specified by the Board of Commissioners, be the chief executive officer of the Housing Authority and, subject to the control of the Board of Commissioners, shall in general supervise and control all the business and affairs of the Housing Authority, including the hiring of staff personnel. In the absence of the President, then the Vice-President shall preside. The President may be authorized to execute contracts on behalf of the Housing Authority. The President may sign, with the Secretary or any other proper Officer of the Housing Authority authorized by the Board of Commissioners, any deeds, leases, mortgages, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Commissioners or by these Bylaws to some other Officer or agent of the Housing Authority, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to her or his office and such other duties as may be prescribed by the Board of Commissioners from time to time.

Section 6. The Vice-President and Vice Chair. In the absence of the President, or in the event of his or her death, inability, or refusal to act, the Vice-President and Vice Chair (or in the event there be more than one Vice-President, the Vice-Presidents in the order designed at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President, and when so acting, shall have the powers of, and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President.

Section 7. The Secretary. The Secretary shall:

- (a) Keep the minutes of the meetings of the Board of Commissioners in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the records of the Housing Authority and of the seal of the Housing Authority and see that the seal of the Housing Authority is affixed to all documents, the execution of which on behalf of the Housing Authority under its seal is duly authorized;
- (d) Keep a register of the post office address of each Commissioner.

(e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her or him by the President, by the Board of Commissioners or by the Executive Committee.

Section 8. Executive Director. The Board of Commissioners may employ an Executive Director to act as chief operating officer, and to manage ongoing operations of the Housing Authority, subject to the supervision of the Board. The Board of Commissioners may delegate such duties to the Executive Director, as it may determine from time to time, whether general or specific.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS:

Section 1. Contracts. The Board of Commissioners may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Housing Authority, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Housing Authority, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Commissioners. Such Housing Authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Housing Authority shall be signed by such Officer or Officers, agent or agents of the Housing Authority and in such manner as shall from time to time be directed and determined by resolution of the Board of Commissioners.

Section 4. Deposits. All funds of the Housing Authority not otherwise employed shall be deposited from time to time to the credit of the Housing Authority in such banks, trust companies, or other depositories as the Board of Commissioners may select.

ARTICLE V

FISCAL YEAR:

The fiscal year shall be the year beginning on the first day of January, and ending on the last day of December of each year.

ARTICLE VI

AMENDMENT OF BYLAWS:

Section 1. Amendment by Board of Commissioners. These Bylaws may be amended, altered, changed, added to, or repealed by an affirmative vote of a majority of the Board of Commissioners at any regular or special meeting of the Board of Commissioners if notice of the proposed amendment, alteration, change, or repeal be contained in the notice of the meeting.

Section 2. Prohibited Amendments. The Board of Commissioners shall not be permitted to amend the Bylaws contrary to the provisions of the Articles of Incorporation or contrary to the provisions of the Utah Nonprofit Corporation Act or the Housing Authority Act.

ARTICLE VII

INDEMNIFICATION:

Section 1. Indemnification. To the extent allowed by the Articles of Incorporation and law, the Housing Authority shall indemnify any Commissioner, officer, employee or agent of the Housing Authority against any and all claims and liabilities to which the Commissioner, officer, employee or agent may become subject by reason of serving or having served as a Commissioner, officer, employee or agent of the Housing Authority or of any other Housing Authority at the request of the Housing Authority, or by reason of any action alleged to have been taken, omitted, or neglected as such Commissioner, officer, employee or agent, and the Housing Authority shall reimburse such person for all attorneys' fees and other expenses incurred in connection with any such claim or liability, except that no such person shall be indemnified against or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own intentional misconduct. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

Section 2. Advances of Costs and Expenses. The Housing Authority may pay costs and expenses incurred by a Commissioner, officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Housing Authority as authorized by these Bylaws.

Section 3. Insurance. The Board may, at its discretion, purchase and maintain insurance on behalf of the Commissioners, officers, employees and agents, and former Commissioners, officers, employees and agents, against any liability or settlement based upon asserted liability incurred by them by reason of being or having been Commissioners, officers,

employees or agents of the Housing Authority, whether or not the Housing Authority would have the power to indemnify them against such liability or settlement under the provisions of applicable law.

Section 4. Personal Liabilities of Commissioners and Officers. To the extent allowed by law, no Commissioner or officer of the Housing Authority shall be personally liable to the Housing Authority for civil claims arising from acts or omissions made in the performance of his or her duties as a Commissioner or officer, unless the acts or omissions are the result of his or her intentional misconduct.

ARTICLE VIII

MISCELLANEOUS:

Section 1. Bonds. Fidelity bonds may be required by the Board of Commissioners from all officers and employees of the Housing Authority and from any contractor handling or responsible for the Housing Authority funds. The amount of such bonds, if required, shall be determined by the Board of Commissioners. Premiums on such bonds shall be paid by the Housing Authority.

Section 2. Annual Report. At least once a year, the Board of Commissioners shall file with the Grand County Clerk, a report of its activities for the preceding year and make recommendations with reference to additional legislation or other actions considered necessary to carry out its purposes under the Utah Housing Authority Act.

Section 3. Interpretation. The captions which precede the various portions of these Bylaws are for convenience only and shall in no way affect the manner in which any provision hereof is construed. Whenever the context so requires, the singular shall include the plural, the plural shall include the singular, the whole shall include any part thereof, and any gender shall include both other genders. The invalidity or unenforceability of any provision contained in these Bylaws shall not affect the validity or enforceability of the remainder hereof.

As of the 24 day of June, 2007, the Commissioners of the Housing Authority adopted the foregoing Bylaws as the Amended Bylaws of the Housing Authority.

Sandra Starley

[Signature]

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[Signature]

Javie Luft

CERTIFICATION

On the 20 day of June, 2007 by the Commissioners of the Housing Authority, the above Bylaws were adopted as the Amended and Restated Bylaws of the Housing Authority.

HOUSING AUTHORITY OF SOUTHEASTERN
UTAH

By: 

Its: Chairman of Board

