

**AMENDED BYLAWS OF THE  
CHARLOTTESVILLE REDEVELOPMENT AND HOUSING AUTHORITY**

**Approved: 12/17/2007**

**Amended: 3/24/2014 2/23/2015**

**ARTICLE I — THE AUTHORITY**

**Section 1. Name of the Authority.** The name of the Authority shall be the "Charlottesville Redevelopment and Housing Authority".

**Section 2. Office of Authority.** The offices of the Authority shall be in the City of Charlottesville, State of Virginia, but the Authority may hold its regular, annual, special and committee meetings at such other place as it may designate.

**ARTICLE II — OFFICERS**

**Section 1. Officers.** The officers of the Authority shall be a Chair, a Vice Chair, Treasurer and a Secretary.

**Section 2. Chair.** The Chair shall preside at meetings of the Board of Commissioners. He /she shall appoint the chairs of each committee. He /she shall approve the board meeting agenda as prepared by the Executive Director. She/he, with any one of the other officers, may sign any checks, deeds, 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 these By -Laws or by statute to some other officer or agent of the Authority; and in general shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Board of Commissioners from time to time.

**Section 3. Vice Chair.** The Vice Chair shall perform the duties of the chair in the absence or incapacity of the Chair; and in case of resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Authority shall select a new Chair.

**Section 4. Treasurer.** The Treasurer shall perform the duties of the chair in the absence or incapacity of the Chair and Vice Chair; and in case of resignation or death of the Chair and Vice Chair, the Treasurer shall perform such duties as are imposed on the Chair until such time as the Authority shall select a new Chair. In addition, the Treasurer shall assist the Agency's Director of Finance upon request, shall also perform all duties as may be assigned by the Chair or by the Board of Commissioners from time to time, and shall chair the Finance Committee.

**Section 5. Secretary.** The Secretary of the Authority shall be the Executive Director. The Secretary shall keep the record of the Authority and shall act as Secretary at 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, to be known as the minute book. The

Secretary shall maintain a list (the "mailing list ") of all members of the public and the media who desire to be notified of board and committee meetings and other Authority events.

**Section 6. Executive Director.** The Authority shall employ an Executive Director, whose compensation shall be determined by the Authority board. The Executive Director shall have general supervision over the administration of the business and affairs of the Authority, and shall be charged with the management of all programs of the Authority. The Executive Director shall keep regular books of accounts, showing receipts and expenditures, and shall render to the Authority monthly an account of transactions, and also the financial condition of the Authority.

At each meeting, the Executive Director shall submit such recommendations and information as may be considered proper, or as may be requested by the Authority, concerning the business, affairs, and policies of the Authority.

The Executive Director 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 Executive Director shall, from time to time, employ such personnel and purchase such stock and equipment as may be deemed necessary to assist in the performance of the duties of the office. The selection and compensation of such personnel and the costs of such stock and equipment shall be determined by the Executive Director. The Executive Director shall perform all other duties incident to his office.

**Section 7. Conflict of Interest.** An officer may elect to recuse themselves if he /she does not wish to participate in a way restricted by virtue of holding an office (e.g., make a motion while presiding over a meeting) or if he /she perceives a conflict of interest by virtue of maintaining an office.

**Section 8. Additional Duties.** Except as otherwise authorized by resolution of the Authority, the Chair, Vice Chair, or the Executive Director shall sign all contracts, deeds, and other instruments made by the Authority. All instruments requiring attestation shall be signed by the Chair or Vice Chair and attested by the Secretary. Each Commissioner, the Executive Director and other staff member designated by a duly adopted Board Resolution shall have the authority to sign all orders and checks for the payment of money. All checks or orders shall be signed by any two (2) of the individuals authorized herein. All payments and disbursements of money shall be under the direction of the Executive Director. 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 the rules and regulations of the Authority.

**Section 9. Election of Appointment.** The Chair, Vice Chair and Treasurer 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.

Upon vacancy, the Secretary shall be appointed by the Authority board. Any person appointed to fill the office of Secretary or any vacancy therein, shall have such term as the Authority

fixes, but no Commissioner of the Authority shall be eligible for this office, except as a temporary appointee.

**Section 10. Vacancies.** Should the offices of the Chair, Vice Chair or Treasurer become vacant, the Authority 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 11. Attendance.** Commissioners have the duty to attend meetings, participate in policy development and serve on Authority committees. The Charlottesville Redevelopment and Housing Authority requires the contributions of all board members. Whenever any Commissioner fails to attend three (3) consecutive regular meetings without notice or the member misses one third of the total number of regular board meetings within a 12 month period with or without notice, the Chair of the Authority shall seek to determine the cause of the absence and determine whether the Commissioner intends to continue on the Authority Board. Upon contact with the member, the Chair shall obtain a full explanation of the issues preventing regular attendance and request the member's attendance at the next regular meeting of the Authority.

If the Chair is unable to contact the absent Commissioner within a reasonable period of time, not to exceed three weeks, and/or the Commissioner refuses or fails to attend any future regular meetings, the Chair shall bring the attendance issue to the attention of the full Board at the next regularly scheduled meeting. In that meeting, the Board Chair shall present the Board with a written notice to forward to City Council documenting of the member's neglect of duty. Each Commissioner will be afforded an opportunity to make a public comment regarding the notice. The absentee Board member shall be entitled to submit a response to the letter in writing to be included with the notice to City Council.

Notwithstanding the forgoing, an absent Commissioner shall not be subject to review by the entire Authority Board where such absences are excused. Excused absences consists of sick, vacation, or unusual circumstance such as jury duty or family funeral and must be reported to the Chair in advance of the meeting to constitute an excused absence.

### **ARTICLE III — MEETINGS**

**Section 1. Annual Meeting.** The Annual Meeting of the Authority shall be held at the regular meeting of the Authority in the month of July in each year, and shall be held at the regular meeting place of the Authority.

**Section 2. Regular Meetings.** Regular meetings shall be held every month unless a quorum of members is not present. Notice of the meeting shall be mailed or emailed to the members of the Authority at least one week prior to such meeting. It shall be the duty of the Executive Director to prepare the agenda for the meeting and submit it to the Chair for his/her approval at least seven (7) days prior to the meeting. The agenda, reports, minutes, and other meeting documents shall be delivered to the members of the Authority at least four (4) days prior to the meeting.

**Section 3. Special Meetings.** The Chair of the Authority may, when it is deemed expedient, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be given, verbally, by email, or in writing, to each member of the Authority at his or her business or home address at least five (5) hours prior to the date and time of such special meeting or as soon as reasonably possible under the circumstance requiring such special meeting. At such special meeting, no business shall be considered other than that designated in the call, but, if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such meeting.

**Section 4. Notice of Meetings.** Notice of all regular meetings of the Authority shall be emailed by the Secretary to all persons on the mailing list at least two (2) days prior to such meeting, posted in a public place and posted on the Authority's web page as well as the City of Charlottesville's web page. Verbal, email, or written notice to the media of special meetings shall be simultaneous with the notice given members of the Authority, or as soon thereafter as practicable.

**Section 5. Quorum.** The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Four appointed Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes except those to amend the by-laws as noted in Article V, 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 in attendance. Upon a vote, each Commissioner, including the Chair, shall have one vote. All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Authority.

**Section 6. Manner of Voting.** The voting on all questions coming before the Authority shall be by roll call, and the "AYES" and "NAYS" shall be recorded and shown in the minutes of the meeting, provided that election of officers of the Authority may be by majority vote without roll call.

**Section 7. Proxy Voting.** No voting by proxy will be allowed.

**Section 8. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

**Section 9. Minutes.** A written record, in the form of minutes, shall be maintained of all actions and decisions made at each Board meeting. This shall be distributed to all Board members and made available to the public upon request.

**Section 10. Public Meetings.** All Board and Committee meetings shall be open to the public except when considering matters lawfully exempted from public meeting requirements as provided by the Virginia Freedom of Information Act. Actions taken in closed meetings shall not be effective until such actions are voted on in an open meeting.

## **ARTICLE IV — COMMITTEES**

**Section 1. Committees.** One -half of the appointed members of any committee shall constitute a quorum. The Chair of the Commissioner shall appoint committee chairs, with the exception of the Finance Committee which shall be chaired by the Treasurer. Committee members shall be appointed by a vote of the board. Each committee shall consist of two or more members. Individuals who are not on the CRHA Board of Commissioners may serve on committees as official (voting) members.

**Section 2. Nominating Committee.** The Nominating Committee shall provide a slate of Officers for consideration and approval by the Board of Commissioners at least seven (7) days before each Annual Meeting. The Nominating Committee shall consist of the Chair, Vice - Chair, Treasurer, and immediate past- Chair.

**Section 3. Finance Committee.** The Finance Committee shall be responsible for review and oversight of budgets, operating statements and other financial reports including an independent annual Agency audit; recommending to the Board of Commissioners financial policy, financial development and investment strategies. The Treasurer shall serve as the chairperson of the Finance Committee.

**Section 4. Resident Services Committee.** The Resident Services Committee shall be responsible for review and oversight of resident services provided or funded by the agency; Resident Annual Satisfaction Survey and /or other mandated resident surveys; and other duties which may be relevant to resident services.

**Section 5. Personnel Committee.** The Personnel Committee shall be responsible for promotion of a positive and a supportable environment in which CRHA personnel can serve both residents and applicants while maintaining and stewarding CRHA's assets and serving the greater Charlottesville community.

The Personnel Committee will endeavor to do all of the following:

- 1) up-hold mission statement of the CRHA,
- 2) meet the goals identified by CRHA Board of Commissioners,
- 3) adhere to HUD recommendations and best practices by:
  - a) meeting quarterly,
  - b) regular review of the CRHA Policies, Procedures, and Practices Handbook and make recommendations to the CRHA Board as to any needed amendments,
  - c) review of the annual Executive Director's presentation to the Board regarding personnel to include staffing, job descriptions, and training, and,
  - d) direct the annual evaluation of the Executive Director.

**Section 6. Other Committees.** The Board of Commissioners may create such other committees as may be needed from time to time to carry on the business of the organization.

## **ARTICLE V — FISCAL MANAGEMENT**

**Section 1. Fiscal Year.** The fiscal year of the organization shall begin on the first day of April.

**Section 2. Books and Accounts.** Books and accounts of the organization shall be kept in accordance with generally accepted accounting principles under the direction of the Treasurer, the Executive Director and the Director of Finance.

**Section 3. Auditing.** At the close of each fiscal year the books and records of the organization shall be audited by a certified public accountant. The auditor's report shall be available at the principal office of the Authority for inspection at all reasonable times.

**Section 4. Bonds.** The Board of Commissioners requires a fidelity bond be maintained at all times covering all agency employees and members of the Board of Commissioners. Premiums for such bonds shall be paid by the organization.

**Section 5. Indemnification and Insurance.** The Corporation may indemnify every director, officer, agent and /or employee, present and former, to the fullest extent permitted under the Virginia Non -stock Corporation Act or to the extent permitted under all other laws of the Commonwealth of Virginia. Such indemnification shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled, under any bylaw, agreement, or vote of the Board of Commissioners or otherwise. The Board of Commissioners may authorize the purchase of insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee or agent out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## **ARTICLE VI — AMENDMENTS**

**Amendments to Bylaws.** The Bylaws of the Authority shall be amended only with the approval of at least four (4) of the members 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 of the proposed amendment has been previously given to all members of the Authority. At any such meeting the Authority may waive the seven (7) day notice requirement by unanimous vote in order to amend any of the section(s) for which notice has been duly given provided all of the members of the Authority are present.