

**BYLAWS OF THE
RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY**

ARTICLE I – THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority shall be the “Richmond Redevelopment and Housing Authority”.

Section 2. Seal of the Authority. The seal of the Authority shall be in the form of a circle with the wording “Richmond Redevelopment and Housing Authority” around the outside of the circle and in the center the wording “Seal” and “Richmond, Virginia.” The Secretary is hereby authorized and directed to imprint said seal on the margin of the page opposite this section.

Section 3. Office of the Authority. The offices of the Authority shall be located in Richmond, Virginia, but the Authority may hold its meetings at other locations as designated.

Section 4. Board of Commissioners. The Richmond City Council is responsible for the appointment of the Board of Commissioners (the Board). The eligibility for appointment as a Commissioner is subject to Federal regulations, state code, and City of Richmond ordinances. Any Commissioner who becomes ineligible during their tenure shall inform the Board and the Richmond City Council Clerk. This shall be deemed to be a resignation from the Board. A Commissioner shall serve until his/her term expires and his/her successor is nominated, qualified, and installed into office. RRHA’s Chief Executive Officer shall promptly notify the City Council of any vacancy on the Board; the City shall then follow its standard procedures to select and appoint a qualified person to fill the vacancy.

Section 5. Duties of Commissioners: The Board of Commissioners shall hire an Executive Director to manage the operations of the Authority. The Board shall also adopt policies and resolutions, and provide oversight and determine policy guidelines.

ARTICLE II – OFFICERS

Section 1. Officers of the Board. The Officers of the Board shall be a Chair and a Vice Chair. A commissioner must be on the Board for at least one year before being eligible for election as Chair or Vice Chair.

Section 2. Officers of the Authority. The Officer of the Authority shall be the Executive Director. The Board may appoint such other officers as may be necessary.

Section 3. Chair. The Chair shall preside at all meetings of the Board other than committee meetings. The Chair shall appoint committee members and serve as an Ex Officio member on all committees. The Chair may appoint special committees. The Chair shall prepare or approve the Board meeting agenda. The Chair shall speak on behalf of the Board and serve as liaison with the City of Richmond and other constituent groups, reporting back to the Board regarding any meetings attended or upcoming meetings. The Chair shall approve the travel and expenses of Board members. The Chair shall sign all documents required by HUD and other official bodies that are to be signed by the Chair.

Section 4. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair.

Section 5. Executive Director. The Authority may employ an Executive Director, who shall be known as the Chief Executive Officer. The Chief Executive Officer shall be the chief executive and administrative officer of the Authority, and subject to the policies, control and direction of the Board, shall have general responsibility for the administration, management and direction of the affairs and business of the Authority, including the initiation, planning and carrying out of projects, programs and other activities of the Authority.

The compensation of the Chief Executive Officer shall be determined by the Board, provided that a temporary appointee selected from among the Commissioners of the Board shall serve without compensation (other than the payment of necessary expenses).

The Chief Executive Officer shall serve at the pleasure of the Board, except as otherwise provided in a written contract authorized by a majority of the Commissioners.

Section 6. Secretary. The Chief Executive Officer shall be the Secretary of the Authority and shall act as secretary of the meetings of the Board. The Secretary shall record all votes, shall maintain the minute books or proceedings of the Board, and all other books, documents, records and papers of the Authority. The Secretary shall maintain custody of the official seal of the Authority and shall affix the official seal of the Authority on contracts and other instruments of the Authority. The Secretary shall have such other powers and duties pertaining to the office as may be prescribed by law or in these Bylaws or as may be assigned to the Secretary from time to time by the Board. The Secretary may appoint an assistant as necessary.

Section 7. Additional Duties. The Officers of the Board shall perform such other duties and functions as from time to time may be required by law and regulations or by the Bylaws, the Board of Commissioners, or the policies of the Authority.

Section 8. Election or Appointment. The Chair and Vice Chair shall be elected at the annual meeting of the Board from among the Commissioners of the Board, and shall hold office until their successors are elected and qualified. The Chair may serve two, 2-year non-successive terms. The Vice Chair shall be limited to two consecutive one-year terms. Both the Chair's and the Vice Chair's terms shall not exceed their term on the Board and may serve for only as long as their term as Commissioner is unexpired. Upon the written request of at least three (3) Commissioners, a special meeting shall be called to consider removal of the Chair or Vice-Chair prior to the expiration of his/her term for willful misconduct in office or other just cause. The Chair or Vice-Chair shall not be so removed except by the affirmative vote of a majority of all Commissioners of the Board.

Section 9. Vacancies. Should the offices of Chair or Vice Chair become vacant, the Board shall elect a successor thereto from its membership at the next regular meeting, and such election shall be for the remainder of the term for which the preceding Chair or Vice Chair was elected to serve in such office.

Section 10. 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 Virginia and all other laws of the Commonwealth of Virginia applicable thereto. The selection and compensation of such personnel (including the Secretary) shall be determined by the Chief Executive Officer pursuant to such policies as may be promulgated by the Board, subject to the laws of the Commonwealth of Virginia and other applicable law.

Section 11. Standing Committees. The Board of Commissioners of the Authority shall create Standing Committees whose primary purpose shall be to consider and recommend to the Board action on resolutions referred to such Standing Committees. Each Standing Committee shall have a Chair appointed from among the commissioners and at least two other commissioners. The Chair of the Board of Commissioners shall appoint the Chairs of each Standing Committee and the members of the same. Standing Committees shall hold meetings as they deem necessary. The Chair of each Standing Committee shall present their report and make recommendations on applicable resolutions to the Board of Commissioners; provided, however, that the Board may only consider a resolution if (i) an appropriate Committee recommends the resolution to the Board, or (ii) a majority of the quorum of Commissioners present at a duly-called meeting of the Board votes to waive the foregoing requirement and consider a resolution without a Committee recommendation. No committee may act for the Board. Any standing committee may be composed of Commissioners, staff, and/or any other persons.

11.1. Property Management Standing Committee. The Property Management Standing Committee shall be responsible for the review and oversight of the management of the Authority's public housing developments and the administration of the Housing Choice Voucher program.

11.2. Finance and Administration Standing Committee. The Finance and Administration Standing Committee shall be responsible for review and oversight of (i) budgets, operating statements and other financial reports including an independent annual Agency audit and recommending to the Board of Commissioners financial policy, financial development and investment strategies; (ii) internal and external audits; (iii) handling of complaints, policy matters, or allegations of fraud; and (iv) administrative matters concerning the Authority.

11.3 Real Estate Committee. The Real Estate Committee shall be responsible for review and oversight of the Authority's redevelopment and community revitalization efforts and shall establish policies regarding the purchase, sale and development of real estate by the Authority.

11.4 Governance Committee. The Governance Committee shall be responsible for review of the internal budget of the Board and oversight of expenditures; oversight of outreach and public relations for the Authority; the nomination and election of officers; and strategic planning. The Governance Committee shall also initiate the full Board's annual evaluation and recommendation for compensation of the Chief Executive Officer.

11.5 Other Committees. The Board Chair may create such other committees as may be needed from time to time to carry on the business of the organization, and shall designate the size, composition, duties, organization, administration, and duration of such committees. Other committees may be composed of Commissioners, staff, and/or any other persons. No committee shall exercise the power of the Board.

ARTICLE III - FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Authority shall begin on the first day of October.

Section 2. Books and Accounts. The books and accounts of the Authority shall be kept in accordance with generally-accepted governmental accounting standards.

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, once accepted by the Board, shall be available at the principal office of the Authority for inspection at all reasonable times.

Section 4. Indemnification and Insurance. The Authority may indemnify every director, officer, agent and/or employee, present and former, to the fullest extent permitted under the Virginia Non-stock Corporation Act. 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, vote of the Board of Commissioners or otherwise. The Board shall authorize the purchase of insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by them which arises out of such person's status as a director, officer, employee or agent for acts taken in such capacity, whether or not the Authority would have the power to indemnify the person against that liability under law. For the purposes of this Article III, Section 4, it is intended that the use of the term "director" shall be deemed to refer to the individual members of the Board of Commissioners.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board of Commissioners shall be held in the month of October in each year, and shall be held at the principal office of the Authority unless otherwise announced. Notice of this meeting, including any preliminary agenda (if such has been prepared), shall be posted in accordance with the Virginia Freedom of Information Act.

Section 2. Regular Meetings. Monthly meetings shall be held at the offices of the Authority at such times and places as shall be designated by the Board, but the Board shall hold its meetings at other locations when announced. Notice of this meeting, including any preliminary agenda (if such has been prepared), shall be posted in accordance with the Virginia Freedom Information Act.

Section 3. Special Meetings. The Chair of the Board of Commissioners may, when he or she deems it appropriate, and shall, upon the written request of four (4) members of the Board of

Commissioners, call a special meeting of the Commissioners for the purpose of transacting any business designated in the notice. At least twelve hours before the meeting, written notice of the time, place and purpose of the special meeting shall be delivered to an email address designated by each Commissioner for such notice. The person sending this email notice shall require each Commissioner acknowledge receipt of the same or shall send such email notice with delivery confirmation; RRHA shall retain each acknowledgment or delivery confirmation in its Board records. Additionally, the Chief Executive Officer shall attempt to notify each Commissioner of the time, place and date of the special meeting by calling each Commissioner by telephone at the telephone number designated by each Commissioner. At such special meeting, no business shall be considered other than as designated in the notice; but if all Commissioners are present at a special meeting, any and all business may be transacted at such special meeting. Nothing herein shall be construed to prevent a Commissioner from waiving notice of a special meeting either at the special meeting or a subsequent meeting of the Commissioners.

Section 4. Open Meetings: All meetings of the Board, and of its Committees, shall be open, provided that the Board of Commissioners, and its Committees, may, for the purposes provided for in the Virginia Freedom of Information Act, upon motion made, seconded and duly adopted, meet in a closed meeting. Neither the Board, nor its Committees, may take any official action in a closed meeting, and if official action is required on any matter discussed in a closed meeting, that official action may be taken only by recorded vote of the Board, or by its Committees, in an open meeting.

Section 5. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, 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 Board upon a vote of a majority of the Board of Commissioners. One half of the appointed members of any committee of the Board shall constitute a quorum for purposes of conducting the business of the committee.

Section 6. Conduct of Business. The rules of parliamentary procedure set forth in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the conduct of meetings of the Authority, except where otherwise specified by these rules or otherwise mandated by Virginia law. Any rules of parliamentary procedure may be suspended by a majority of the Board.

Section 7. Public Comment.

7.1 Public Comment Period. Members of the public may address the Board of Commissioners, and any Committee of the Board of Commissioners, to present comments and information to the Board, or to such Committee. Any member of the public desiring to present any matter concerning the Authority's services, policies, and affairs shall be allotted time to address the Board or such Committee, not to exceed three (3) minutes at any one meeting. Each member of the public desiring to present a matter to the Board or such Committee as herein specified shall, no later than 12:00 noon on the date of the

meeting at which such member of the public desires to speak, (or, if such meeting shall begin at or before 12:00 noon, no later than 5:00 p.m. the preceding business day), supply the Board or Committee with a description of the topic to be addressed, their full legal name and address (including street name and zip code), and home and business telephone numbers, if applicable. No person who refuses to provide any of the information required by this section shall be permitted to speak during the Public Comment period.

7.2 Additional Comment Period. The Board of Commissioners and any Committee of the Board of Commissioners may permit members of the public to present comments to the Board or to such Committee prior to the vote on any matter pending before the Board or Committee. All such comments shall be: (i) heard after a proper motion, second, and any discussion by the appointed members of the Board or Committee but prior to Board or Committee votes on the matter, (ii) related to the matter then under consideration by the Board or Committee, and (iii) limited to a length of time as announced by the Chair of the Board or Committee in the Chair's sole discretion. Any member of the public who wishes to make comments pursuant to this section shall identify their first and last name at the beginning of their comments and the same shall be recorded in the minutes of the meeting.

Section 8. Manner of Voting. The voting on all questions coming before the Board shall be by aye and nay or roll call, and at the request of any Commissioner, the ayes and nays shall be recorded and shown in the minutes. If any Commissioner is not physically present and participates in any meeting via telephonic or other electronic means, then all voting at the meeting shall be by roll call vote.

Section 9. Proxy Voting. No proxy voting will be allowed.

Section 10. Notice of Meetings. In addition to that provided herein, a public notice may be distributed to the local media regarding regular monthly, Standing Committee, special and annual meetings of the Board of Commissioners, except that publication of the meeting schedule of the Standing Committees on the Authority's web site shall constitute notice thereof.

Section 11. Telephonic or Electronic Meetings. No meeting of the Board, or of one of its Committees, shall be held or conducted, nor shall any action be taken, through the use of telephone or other electronic communication, except as provided herein or otherwise permitted by applicable law.

Section 12. Remote Participation in Meetings. A member of the Board, or of one of its Committees, may participate in a meeting of the Board or of such Committee from a remote location by electronic or telephonic means, if, on or before the day of such meeting, the member so requests by notifying the Chair of the Board or of such Committee that the member is unable to attend the meeting due to a personal matter, and identifies with specificity the nature of the personal matter, and the remote location from which the member will participate, which shall be recorded in the minutes of the meeting. Upon specifying the personal matter causing the absence and the remote location from which participation is proposed, the member's request shall be

approved by a majority vote of the members of the Board or of the Committee who are physically in attendance at the meeting, provided the request comports with the policies contained herein.

If any applicable law provides for alternate requirements or procedures other than those listed in these Bylaws, then the Board may follow such alternate requirements or procedures.

Any member who so remotely participates in a meeting may exercise all powers of their office as if they were physically present at the meeting, except that they will not be considered in attendance for the purpose of establishing a quorum of the Board or of the Committee, which must be physically assembled at the primary or central meeting location.

Notwithstanding the foregoing, no member of the Board, or of any of its Committees, shall be permitted to so remotely participate in more than two such meetings in any calendar year unless otherwise permitted under applicable law.

Section 13. Attendance at Meetings. Each member of the Board and any of its Committees shall be expected to attend all Annual, Regular, and Special Meetings of the Board and each Committee to which they are duly appointed. Any member of the Board may attend meetings of any Committee on which they do not serve, however they shall not, by virtue of such attendance, be counted as present for the purposes of determining a quorum of the Committee nor shall they be entitled to vote on any matter before the Committee. The Chair of the Board or any Committee shall record attendance at each meeting or shall cause the same to be recorded. The chair of each Committee shall inform the Board Chair if any member is absent for more than Three (3) meetings in any Twelve (12) month period. The Board Chair shall inform the City Council of such absences from Board or Committee meetings.

ARTICLE V – AMENDMENTS

Section 1. Amendment to Bylaws. The Bylaws of the Authority shall be amended only with the approval of a two-thirds majority of the members 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 the members of the Authority.

Section 2. Waiver of the Bylaws. Provided a quorum of the Board is present the Board, by unanimous consent of those present and voting, may waive any provision of the Bylaws except that the provision regarding the amendment of the Bylaws may only be approved by a two-thirds majority of the members of the Board.

These Bylaws were adopted in accordance with the terms herein at a meeting of the Board of Commissioners on JULY 20, 2022.

DocuSigned by:

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Secretary

08-02-2022 | 3:02 PM EDT
Date