

**BY-LAWS OF THE
ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY**

ARTICLE I. THE AUTHORITY

SECTION 1. Name of Authority. The name of the Authority shall be THE ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY.

SECTION 2. Purpose and Powers. The general purpose of the Authority shall be to maintain, preserve and provide safe, decent, sanitary and affordable housing for low income and low moderate income families, through the reorganizing, alteration and/or reconstruction of areas in which unsanitary and unsafe conditions exist, and all other purposes as are now or may hereafter be set forth in the Housing Authority Law, Chapter I, Title 36 of the Code of Virginia of 1950, as amended and herein after referred to as "the Act".

SECTION 3. Purpose and Powers. The business office of the Authority shall, at all times, be located within the corporate limits of the City of Alexandria, Virginia. The business records of the Authority shall be kept at that office. The current office of the Authority is 401 Wythe Street, Alexandria, Virginia, 22314.

SECTION 4. Seal of the Authority. The seal of the Authority shall be in the form of a circle and bear the name, THE ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY, and date 1939, which was the year of its organization.

ARTICLE II. COMMISSIONERS OF THE AUTHORITY

SECTION I. Number and Appointment. The governing body of the Authority shall be comprised of not more than nine nor less than five persons. The composition of the Commission shall be nine citizen members appointed by the Alexandria City Council (CC), one representative designated by the Alexandria Landlord Tenant Relations Board and one representative Recommended by the Alexandria Resident Council (ARC), the Ladrey Advisory Council, or by the general Public Housing (PH) or Public Assisted (P A Section 8) housing body. The Recommended Tenant Representative must be a resident of Public Housing or Publicly Housing and in good standing. The Commissioners shall be vested with the policymaking powers of the Authority and shall not engage in any activity which is harmful to the Authority or its reputation in the community.

SECTION 2. Term. The Commissioners shall serve for a term of office of four years except that all vacancies shall be filled for the unexpired term and the Landlord Tenant Relations Board appointed Commissioner shall be no more than 2 years. All members are confirmed by the Cc.

SECTION 3. Compensation. Except as may be approved by the City Council in accordance with Sections 36-11/1 and 35-11.1:1 of the Act, the Commissioners shall receive no compensation for their services, but shall be entitled to the necessary expenses incurred in the discharge of their duties, allowed by law.

SECTION 4. Removal of Commissioners. A Commissioner of the Authority may be removed by the City Council for inefficiency, neglect of duty or misconduct in office in accordance with Section 36-17 of the Act. Misconduct shall include, but not be limited to aCommissioners failure to carry out their duties and responsibilities when they took their oath of office and/or failing to strictly adhere to the equal opportunity laws, regardless of race, color, religion, gender, age, national origin or handicap.

SECTION 5. Separation. A former Commissioner, his or her immediate family, and any business associate are prohibited from entering into contracts/employment with the Authority for twelve (12) months after separation from the Authority as a result of any official action during the Commissioner's last twelve (12) months of service.

ARTICLE III. OFFICERS, AGENTS AND EMPLOYEES

SECTION 1. Chairperson and Vice Chairperson. At its annual meeting, or at a special meeting called for the stated purpose of selecting a Chairperson, and Vice Chairperson, the Commissioners shall, by simple majority vote, choose a Chairperson and Vice Chairperson to serve for a term of one (1) year.

A). Chairperson. The Chairperson shall exercise personal leadership and preside over all meetings of the Authority and designate fellow Commissioners to serve on committees as he or she deems appropriate. When authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority or designate another Commissioner to sign in his or her place. At each meeting, the Chairperson shall submit such recommendations and information as he or she considers proper concerning the business and policies of the Authority.

The Chairperson shall also receive and process reports of alleged ethics violations and/or conflicts of interest and provide a written report to the Board containing the alleged violation, the source of the allegation, the facts as known and a recommendation for action.

B). Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall assume the duties and responsibilities of the Chairperson. The Vice Chairperson shall oversee the implementation of the Standing Committee of the Authority and other duties as assigned by the Chairperson.

SECTION 2. Vacancies. Should the offices of the Chairperson become vacant, the Vice Chairperson shall assume the duties and responsibilities of the Chairperson for the unexpired term of office. The Authority shall then elect a successor to the Vice Chairperson for the unexpired term of said office. Should the office of the Vice Chairperson become vacant, the Authority shall elect a person for the unexpired term of the office.

SECTION 3. Chief Executive Officer. The Chief Executive Officer of the Authority shall be appointed by the Commissioners and serve at their pleasure. The Chief Executive Officer shall be the chief operating officer of the Authority and hold the office of Secretary Treasurer of the Authority. Subject to the approval of the Commissioners, the Chief Executive Officer shall be responsible for all financial, administrative and personnel matters of the Authority.

The Chief Executive Officer shall act as Secretary to the Commissioners for their meetings, or delegate that duty to another Authority employee. As Secretary, the Chief Executive Officer shall keep permanent records of the proceedings of the Authority, and shall have custody of the seal and power to affix such seal to all instruments authorized to be executed by the Authority.

The Chief Executive Officer 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. He shall sign all orders and checks for the payment of money and shall payout and disburse such monies under the direction of the Authority all such orders and checks shall be countersigned by an authorized signatory. He shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting (or upon request), an account of his transactions and also of the financial condition of the Authority. He shall give bond for the faithful performance of his duties as the Authority may determine.

SECTION 4. Deputy Executive Officer. The Deputy Executive Officer shall be appointed by the Chief Executive Officer, subject to the approval of the Commissioners. The Deputy Executive Officer shall report directly to the Chief Executive Officer and in the event of the absence or incapacitation of the Chief Executive Officer, the Deputy Executive Officer shall assume the duties of the Chief Executive Officer until the replacement or return of the Chief Executive Officer.

SECTION 5. Additional Duties. 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 By-laws or rules and regulations of the Authority.

SECTION 6. 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 Act and all other laws of the Commonwealth of Virginia applicable thereto. The selection and compensation of such personnel (including the Secretary-Treasurer) shall be determined by the Authority subject to the laws of the Commonwealth of Virginia.

SECTION 7. Removal of Officers. An Officer of the Authority may be removed by the Commissioners for inefficiency, neglect of duty or misconduct in office. Such removal shall be by a two thirds vote of the Commission meeting in quorum session at regular or special purpose meeting.

ARTICLE IV. MEETINGS

SECTION 1. Annual Meeting: The annual meeting of the Authority shall be held on the 4th Monday of January at 7:30 p.m. at the office of the Authority. In the event such shall fall on a legal holiday or a quorum is not present, the annual meeting shall be held on the next succeeding Monday without notice, or on such other day and time as the Chairperson may direct, with five days notice in writing of the date and time thereof to all members of the Authority. Notice for such meeting shall meet the requirements for public notice stated in the Virginia Freedom of Information Act, as in effect at the time of the meeting. At the annual meeting there shall be an election of officers for the coming year as well as an annual report of its activities for the year preceding.

All meetings, annual, regular and special, can be relocated or held at any location agreed to by the Commissioners, within the City of Alexandria, subject to the requirements for public notice.

SECTION 2. Regular Meeting: The regular meeting of the Authority shall be held at 7:30 p.m., on the 4th Monday of each month at a location designated by the Authority unless the same shall be a legal holiday or a quorum is not present, in which event said meeting shall be held on the next succeeding Monday without notice, or to such other day and time as the Chairperson may direct, with five days notice in writing of the date and time thereof to all members of the Authority, notice for such meeting shall meet the requirements for public notice stated in the Virginia Freedom of Information Act as in effect at the time of the meeting.

SECTION 3. Special Meetings. The Chairperson of the Authority may, when he/she deems it expedient, and shall, upon the written request of two or more Commissioners of the Authority, call special meetings to be held at such times and places, and for such purposes, as may be designated in the notice of such special meetings; provided, however, that such special meetings, shall be held within the corporate limits of the City of Alexandria, and no business shall be conducted other than that designated in the notice. Notice for such meeting shall meet the requirements for public notice stated in the Virginia Freedom of Information Act, as in effect at the time of the meeting.

SECTION 4. Executive Meetings or Executive Sessions. The Chairman Chairperson of the Authority, in accordance with the Virginia Freedom of Information Act (Title 2.1, Chapter 21, Code of Virginia of 1950, as amended) or upon request of two or more Commissioners, or upon majority vote at a regular or called meeting (and in accordance with the Virginia Freedom of Information Act) may cap an Executive Meeting or Executive Session to deal with matters which by law may be dealt with in an Executive Meeting or Executive Session. At such meeting or session, only Commissioners and parties specifically invited by the Commissioners may be present. No minutes shall be kept. No resolution, ordinance, rule, contract, regulation or motion adopted, passed or agreed to in an executive or closed meeting shall become effective unless such public body, following such meeting, reconvenes in open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation or motion which shall have its substance reasonably identified in the 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 holding office 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 Authority upon a vote of a majority of the Commissioners present and voting.

SECTION 6. Recess of Meetings. Any regular or special meeting of the Authority may be recessed until such later date and time as a majority vote of the members of the Authority present and constituting a quorum, may direct.

SECTION 7. Notice. Notice to the Commissioners of the time and place and purpose of any meeting of the Authority, whether regular or special, may be waived by unanimous vote of the Commissioners, evidenced by the signature of all to a written waiver thereof, subject to the requirements of public notice stated in the Virginia Freedom of Information Act, as in effect on the date of the meeting.

SECTION 8. Unanimous Consent. Subject to the requirements of the Virginia Freedom of Information Act, any lawful action may be taken by the Authority, without a formal meeting of the Commissioners thereof, by unanimous consent in writing signed by all such Commissioners, regardless of any requirement provided by these By-laws.

SECTION 9. Order of Business. At the regular meetings of the Authority, the following shall be the order of business:

- 1) Call to order.
- 2) Reading and approval of the minutes of the previous meeting.
- 3) Public Discussion periods for Resident Groups.
- 4) Public Discussion period.
- 5) Report of the Secretary-Treasurer.
- 6) Reports of the Committees.
- 7) New business.
- 8) Unfinished business.
- 9) Communications.
- 10) Adjournment.

Changes in this order of business can be made at the meeting by a simple majority vote.

SECTION 10. Manner of Voting. The voting on all questions coming before the Authority shall be by voice vote, by show of hands, or by roll call vote with the vote of each Commissioner present and voting, entered upon the minutes of such meeting. If voice vote or a show of hands is used to elect officers, the minutes shall indicate the number of votes that each candidate received.

ARTICLE V. AMENDMENTS

Amendments to By-laws. The By-laws of the Authority shall be amended only with the approval of a majority of the Commissioners of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all of the Commissioners of the Authority.

ATTEST: ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY