AMENDED AND RESTATED BYLAWS OF THE ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY

October 14, 2025

ARTICLE I
PURPOSE AND POWERS

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 Authorities Law (Va. Code § 36-1 et seq., as amended, and hereinafter referred to as the "Act").

SECTION 3. Business Office. 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 business office of the Authority is 401 Wythe St., Alexandria, VA 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 1. Number and Appointment. The governing body of the Authority (the "Commission") shall be comprised of not more than nine (9) nor less than five (5) persons (each a "Commissioner" and collectively, the "Commissioners"). The composition of the Commission shall be nine citizen members appointed by the Alexandria City Council (the "City Council"), which shall include one (1) representative recommended by the Alexandria Resident Council, the Ladrey Advisory Council, or by the general Public Housing or Publicly Assisted Housing body (the "Tenant Representative"). The Tenant Representative must be a resident of Public Housing or Publicly Assisted 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. Commissioners shall serve for a term of office of four (4) years. All Commissioners appointed following the date of these Bylaws may serve no more than two (2) consecutive terms and such Commissioners shall not be eligible for a third term until the second anniversary of the last day of their second (2^{nd}) term. Any Commissioners appointed prior to the date of these Bylaws who have served two (2) or more terms or who are currently serving their second (2^{nd}) consecutive term, shall be ineligible for reappointment until the second (2^{nd}) anniversary of the last day of their current term. All vacancies occurring during an existing term shall be filled for the remainder of such term; provided, however, that if a Commissioner is appointed to fill a vacancy for more than two years such partial term shall count as full term for purposes of determining reappointment eligibility. The appointment of any Commissioner shall be subject to confirmation by the City Council.

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

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, a Commissioner's failure to carry out the duties and responsibilities described to such Commissioner at the time of such Commissioner's oath of office or failing to strictly adhere to all applicable equal opportunity laws, including, for the avoidance of doubt, engaging in any discriminatory practices on the basis of race, color, religion, national origin, sex, elderliness, familial status, source of funds, sexual orientation, gender identity, military status, or disability.

SECTION 5. Separation. A former Commissioner, his or her immediate family, and any business associates 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 knows 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 pay out 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 of 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 Bylaws 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 (2/3^{rds}) vote of the Commission at a duly called regular or special meeting in which a quorum is present.

ARTICLE IV
MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Authority shall be held on the fourth (4th) Monday of January at 7:00 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 (5) 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 fourth (4^{th}) 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 or 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 meetings 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 Chairperson of the Authority, in accordance with the Virginia Freedom of Information Act (Va. Code § 2.2-3700 et seq., as amended) or upon request of two or more Commissioners, or upon majority vote at a regular or special meeting (and in accordance with the Virginia Freedom of Information Act) may call 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 Meeting or Executive Session shall become effective unless the Authority, following such Executive Meeting or Executive Session, reconvenes in open meeting and takes a vote of the Commissioners 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 Bylaws.

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 AND ADOPTION

SECTION 1. Amendments to Bylaws. These Bylaws shall be amended only with the approval of a majority of the Commissioners 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.

SECTION 2. Adoption. These Bylaws were adopted by the Commissioners, at a meeting held on the date first written above and shall remain in full force and effect until amended in accordance with Article V, Section 1 above.

Attest: Alexandria Redevelopment and Housing Authority

10/14/25 10.14.25

Chair **Date** **Executive Director** **Date**