

BYLAWS OF

CENTRAL VIRGINIA REGIONAL HOUSING PARTNERSHIP

ARTICLE I

NAME

1. The name of the entity is the **Central Virginia Regional Housing Partnership** (the “Partnership”)

ARTICLE II

PURPOSES

1. **Purpose of the Partnership.** The Partnership will bring together multiple stakeholders with an interest in or mission related to housing in the region in order to develop strategies to help address unmet housing needs and preserve housing affordability. While each locality will maintain its existing structure for addressing housing-related issues, the Partnership will focus on macro-related issues, such as housing policies and coordination between stakeholders.

ARTICLE III

MEMBERS

1. **Members** For the purpose of this Article, the Partnership shall be composed of those Public, Nonprofit and Private Organizations or Individuals that are interested in the preservation and promotion of all levels of housing opportunities in the Thomas Jefferson Planning District Area that are recommended by an appointing agency and approved by the Executive Committee for the voting membership:

Voting Members: Voting Membership includes the following 20 members:

- City of Charlottesville Appointment of Elected or Planning Commission Official (1)
- Albemarle County Appointment of Elected or Planning Commission Official (1)
- Fluvanna County Appointment of Elected or Planning Commission Official (1)
- Greene County Appointment of Elected or Planning Commission Official (1)
- Louisa County Appointment of Elected or Planning Commission Official (1)
- Nelson County Appointment of Elected or Planning Commission Official (1)
- TJPDC Appointed Non-Profit Housing Representatives (3)
- TJPDC Appointed Builder Representative (1)
- TJPDC Appointed Developer Representative (1)
- TJPDC Appointed Financial Lender Representative (1)
- TJPDC Appointed Design Professional Representative (1)
- TJPDC Appointed Citizen/Resident Representative (Urban) (1)
- TJPDC Appointed Citizen/Resident Representative (Rural) (1)
- University of Virginia Appointment (UVA) (1)

- TJPDC Appointed Thomas Jefferson Planning District Commission Commissioner (1)
- TJPDC Appointed Rural Nonprofit () Representative (Nelson County Community Development Foundation, Fluvanna/Louisa Housing Foundation, Skyline Community Action Partnership) (1)
- Workforce Investment Board (WIB) Chair (1)
- Regional Transit Partnership (RTP) Chair (1)
- TJPDC Appointed Health Industry Representative (1)

Voting Members shall recommend for Executive Committee Member approval, alternates to serve in their absence. Alternate members should be designated at the time of appointment by the appointing bodies.

2. **Advisory Members.** There is a pool of stakeholders that will have an advisory non-voting role on the Partnership. In order to build relationships and facilitate meaningful coordination between the Partnership and the advisory groups, a plan will be developed for a member of the Partnership to attend periodic meetings of the advisory groups. The Executive Committee may revise the RHP Framework recommended list of Advisory Group members as needed. The Executive Committee shall appoint members to Advisory Groups.

ARTICLE IV

1. **Executive Committee Number.** The Partnership shall have seven (7) Executive Committee Members and collectively they shall be known as the Executive Committee. The total number of Executive Committee Members may be increased or decreased from time to time by amendment of these Bylaws.

2. **Qualifications.** The Executive Committee shall include voting members representing the following:
 - One elected official
 - One affordable housing resident as defined by the RHP definition for affordable housing
 - One Non-Profit Service Provider
 - One Private Sector Service Provider
 - One University of Virginia Representative
 - One Rural Non-profit Service Provider
 - One TJPDC Commission Representative

Executive Committee membership is based on both an individual's talents and their organizational affiliation. If an individual's organizational affiliation changes, the Executive Committee will review their continued participation on the Executive Committee.

3. **General Powers.** The Executive Committee shall be the governing body of the Partnership and, between meetings of the entire membership, shall be responsible for the general policies and programs of the Partnership. The Executive Committee shall also be responsible for preparing agendas for the annual general and special meetings of the membership of the Partnership and for recommending an annual work program for consideration at the annual general membership meeting.

- 4. Duties.** It shall be the duty of the Executive Committee Members to:
 - A. Perform any and all duties imposed on them collectively or individually by these Bylaws;
 - B. Meet at such times and places as required by these Bylaws;
- 5. Term of Office. Executive Committee Members** shall serve annual terms and shall hold office until a successor Executive Committee Member is appointed and qualifies. Executive Committee Members are exempt from term limits.
- 6. Election. Executive Committee Members** shall be elected by a majority vote of the Partnership. Any vacancy in the Executive Committee that occurs prior to the expiration of a term shall be filled by a person elected thereto by an affirmative vote of a majority of the then remaining Executive Committee Members. The person so elected shall hold office until the expiration of the vacant term to which he or she was elected.
- 7. Vacancies.** Vacancies on the Executive Committee shall exist (1) on the death, resignation or removal of any Executive Committee Member, (2) whenever the number of authorized Executive Committee Members is increased, and (3) whenever the expiration of a term of office occurs.

Any Executive Committee Member may resign effective upon giving written notice to the Chair of the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation.

Executive Committee Members may be removed, for violating any provision of these Bylaws, at any meeting of the Executive Committee, upon a two-thirds vote of the Executive Committee Members.

When a vacancy occurs, incumbent Executive Committee Members shall select successor Executive Committee Members by a majority vote. If the vacancy occurs as a result of a resignation or removal, the successor Executive Committee Member shall complete the remainder of the unexpired term.
- 8. Compensation.** No Executive Committee Member shall be entitled to any compensation for service as an Executive Committee Member.
- 9. Place of Meetings.** Meetings shall be held at the principal office of the Partnership unless otherwise provided by the Executive Committee or at other such place as may be designated from time to time by resolution of the Executive Committee.
- 10. Annual and Regular Meetings.** Annual Meetings of the Voting Membership shall be held at a time designated by the Executive Committee. At the Annual Meeting, the Executive Committee shall elect officers of the Partnership and shall carry out such other business as may properly come before the meeting. Regular meetings shall be held at such times at the Principal office of the Partnership, within the Commonwealth of Virginia, as the Chair of the Executive Committee shall designate from time to time. Members of the Partnership shall not participate or vote by electronic or telephonic means in Annual, Regular or Special Meetings of the Voting Membership.
- 11. Special Meetings.** Special Meetings of the Executive Committee may be called at any time by the Chair of the Board or any three (3) members of the Executive Committee. Such meeting shall be held

at the principal office of the Partnership or, if different, at the place designated by the person or persons calling the Special Meeting.

12. Notice of Meetings. Unless otherwise provided by these Bylaws, or provisions of law, including all meetings subject to the Virginia Freedom of Information Act (FOIA), Virginia Code Sec. 2.2.-3707, the following provisions shall govern the giving of notice for meetings of the Executive Committee. Annual Meetings. At least seven (7) days prior notice shall be given to each Executive Committee Member of Annual Meetings of the Executive Committee or Partnership. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic means and shall state the place, date and time of the meeting.

A. **Regular Meetings.** At least seven (7) days prior notice shall be given to each Executive Committee Member of each Regular Meeting of the Executive Committee. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic means and shall state the place, date and time of the meeting.

B. **Special Meetings.** At least twenty-four (24) hour prior notice shall be given to each Executive Committee Member of each Special Meeting of the Executive Committee. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic means and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

C. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Executive Committee Member these Bylaws, or the law of this Commonwealth, a waiver of notice in writing signed by the Executive Committee Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

13. Quorum for Meetings. A majority of the total number of Executive Committee Members who have been elected or appointed to office shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Executive Committee Members present is the act of the Executive Committee. An Executive Committee Member who is present at a meeting of the Executive Committee or a committee of the Executive Committee when committee action is taken is deemed to have assented to the action taken unless (i) the Executive Committee Member objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the Executive Committee Member votes against, or abstains from, the action taken.

Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

14. Attendance at Meetings by Electronic Means. The Executive Committee and Committees may allow individual members of the Executive Committee or Committees to participate in any meeting subject to the Virginia Freedom of Information Act (FOIA) by electronic communication means when a medical condition or personal emergency on the day of the meeting prevents them from physically attending the meeting. Participation by individual members, however, is subject to the

procedural requirements set out in § 2.2-3708.1 of FOIA. an electronic meeting is a gathering where members of a public body discuss or transact public business through any audio OR combined audio and visual communication means. A quorum must be met by physically assembled members for individual members to participate through electronic means; the remote member's voice must be heard by all; prior notice to the Chair must be made the day of the meeting; the nature of the emergency must be identified; the member's remote participation must be approved by a majority vote of the body; the nature of the emergency and the remote location must be recorded in the minutes.

Members of the Partnership shall not participate or vote by electronic or telephonic means in Annual, Regular or Special Meetings of the Full Partnership.

- 15. Conduct of Meetings.** Meetings of the Executive Committee shall be presided over by the Chair of the Executive Committee, or, in his/her absence, the Vice-Chair of the Executive Committee, or in the absence of each of these persons, by a Chair chosen by a majority of the Executive Committee Members present at the meeting. The Executive Committee Member of the Thomas Jefferson Planning District Commission (TJPDC), or designee, shall act as Secretary of all meetings of the Executive Committee, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order Newly Revised in Brief 2nd Edition in so far as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law.

- 16. Non-Liability of Executive Committee Members.** The Executive Committee Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- 17. Insurance for Partnership Agents.** Except as may be otherwise provided under provisions of law, the Executive Committee may adopt a resolution recommending the purchase and maintenance of insurance by the TJPDC on behalf of any agent of the Partnership (including an Executive Committee Member, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Partnership would have the power to indemnify the agent against such liability under these Bylaws or provisions of the laws of this Commonwealth.

ARTICLE V

OFFICERS

- 1. Designation of Officers.** The Officers of the Partnership shall be a Chair, and Vice Chair, each of whom shall be an Executive Committee Member. The Officers shall be elected by the Executive Committee at the first Executive Committee Meeting of each new fiscal year.
- 2. Qualifications.** Any Executive Committee Member may serve as an Officer of this Partnership.
- 3. Chair of the Executive Committee.** There shall be a Chair of the Executive Committee elected by the Executive Committee. The Chair shall be responsible for review and recommendation of meeting agendas, resolutions, and official Partnership documents. The Chair shall preside at all meetings of

the Executive Committee and the full Partnership and perform, to the extent consistent with these Bylaws, such other duties as may be directed by the Executive Committee.

4. **Vice Chair of the Executive Committee.** There shall be a Vice Chair of the Executive Committee elected by the Executive Committee. The Vice Chair shall perform the duties of the Chair in his/her absence and perform other such duties as prescribed by the Executive Committee.
5. **General Duties of All Officers.** All officers shall perform generally all duties incident to the particular office and also such other duties as may be assigned to such officer by the Executive Committee. The Executive Committee may, in case of the absence of any officer for any other reason it may deem sufficient, delegate the powers or duties of such officer to any other officer or to any Executive Committee Member, provided a majority of the Executive Committee concurs.
6. **Election and Term of Office.** At the first Executive Committee Member's Meeting held in each new fiscal year, the Executive Committee shall elect the officers of the Partnership and designate such subordinate officers as it shall determine.

Officers shall serve for one year or until their respective successors are chosen and qualified. The Executive Committee may, by amendment to these Bylaws, increase or decrease the length of this term. In no event shall such term be less than one year. Officers may not serve more than two consecutive years in one officer position.

7. **Removal and Resignation.** Any Officer may be removed from office, with cause, at any time upon a two-thirds vote of the Executive Committee. Any Officer may resign at any time by giving written notice to the Chair of the Executive Committee. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.
8. **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Executive Committee at a special meeting of the Executive Committee Members held as soon as practicable thereafter.
9. **Compensation.** Officers shall serve without compensation.

ARTICLE VI

COMMITTEES

1. **Committees.** The Executive Committee may create such committees as it deems advisable from time to time. The Executive Committee shall appoint the Chair and the members of each committee. The Executive Committee may appoint members and nonmembers of the Executive Committee to serve on any committee, provided that each committee shall have at least one member of the Executive Committee who shall serve as liaison to the Executive Committee.
2. **Events Committee.** There shall be a standing Events Committee to organize all educational, informational and presentational meetings that develop tailored to regional housing initiatives through an inclusive, collaborative approach that ensures broad participation and is responsive to local conditions and communities.

- 3. Committee Meetings; Miscellaneous.** The provisions of these Bylaws which govern meetings, notice, and quorum and voting requirements of the Executive Committee shall apply to committees of the Executive Committee and their members as well.

ARTICLE VII

PARTNERSHIP RECORDS

- 1. Minutes of Meetings and Records of Actions Taken Without Meetings.** The Partnership shall keep as permanent records minutes of all meetings of the Executive Committee and the full Partnership and all actions taken by a Committee of the Executive Committee in place of the Executive Committee on behalf of the Partnership.
- 2. Form of Records.** The Partnership shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE VIII

STAFFING

- 1. Staffing.** As stipulated in the Original Work Framework approved by the Thomas Jefferson Planning Commission dated, August, 2018, the TJPDC shall provide administrative staffing to the Partnership up to an amount included in the annual budget of the TJPDC.
- 2. Appointment; Duties.** The Executive Director of the TJPDC shall exercise general management and control over the day-to-day operations of the Partnership and its staff. The Executive Director shall be vested with the authority by the TJPDC to employ and discharge employees, contractors and professionals and shall have such other powers, duties and responsibilities to insure day to day operations of the Partnership.
- 3. Reporting.** The Executive Director or his/her designee shall report to the Executive Committee on a regular basis, including each meeting of the Executive Committee, and shall report on progress of any recommended activities.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 1. Contracts.** The Executive Committee may not enter into any contract or execute and deliver any instrument in the name of and on behalf of the Partnership.
- 2. Loans.** No loans shall be contracted on behalf of the Partnership and no evidence of indebtedness shall be issued in its name.

ARTICLE X

GENERAL PROVISIONS

- 1. Order of Business.** The order of business at meetings of the Executive Committee shall be the order or sequence usually and generally prevalent for the orderly conduct of the business of such meetings. In case of disputed or question as to the procedure, the standard and recognized rules of parliamentary procedure shall govern unless otherwise specifically provided in the Bylaws or by law.
- 2. Fiscal Year.** The fiscal year of the Partnership shall be July 1 through June 30 of each year.
- 3. Public Body.** The Partnership, its Executive Committee and appointed committees are considered public bodies for the purpose of providing advice to the public bodies of the Thomas Jefferson Planning District Commission and local municipal governments. Meetings and non-excluded records are subject to Virginia Code 2.2-3700 Virginia Freedom of Information Act and 2.2-3707 Virginia Open Meetings.
- 4. Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Voting Members of the Partnership present and meeting quorum at any regular or special meeting, if at least seven (7) days written notice is given to the Partnership of the moving party's intention to alter, amend, repeal, or to adopt new Bylaws at such meeting and the language to alter, amend, repeal, or to adopt new Bylaws is attached thereto.
- 5. Principal Office.** The principal office of the Corporation shall be located at 401 East Water Street, Charlottesville, VA 22902.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Executive Committee Members or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation.

Dated: _____

By: _____

Chair

Attest: _____

Executive Director