



**PENINSULA COMMUNITY DEVELOPMENT CORPORATION 2022
BYLAWS**

REVISED February 4, 2022

Section I. Name

The name of this body shall be the Peninsula Community Development Corporation 2022 Board of Directors.

Section II. Objective

- A. To serve as the governing body of the Peninsula Community Development Corporation 2022 (PCDC 2022) and act as an affiliate of Hampton Roads Community Action Program, the official Community Action Agency (CAA) for the Cities of Newport News, Hampton, Norfolk, Portsmouth, Chesapeake, and Virginia Beach (the "Hampton Roads Localities").
- B. To provide successful community-based, affordable housing solutions to help low- and moderate- income families become first-time homeowners.
- C. To provide credit counseling for low- and moderate- income families who are first time home buyers.
- D. To provide informal workshops and homeownership advice to low- and moderate- income families who are first time home buyers.
- E. To ensure equal opportunity in the provision of assistance.
- F. To help build and improve the community.

Section III Membership

- A. The membership of the PCDC 2022 Board of Directors shall be comprised of a minimum of five (5) and a maximum of ten (10) members.
- B. A vacancy occurring on the Board shall be filled as soon as practical.

Section IV Terms of Members

- A. Board members shall not serve more than three consecutive years. After one year without service, the individual is eligible to become a board

member once again. Additionally, members may only serve as long as they are engaged to serve the population, organization or business that they represent.

- B. Should any member miss three consecutive meetings without advance notice to the Board Chairperson or executive director or fail to attend 60% of the meetings within a twelve-month period, he/she may be retained by a two-thirds majority vote or, failing that, will be automatically removed. Members removed from the Board under the provisions of this article shall be informed of the action in writing and may within fifteen (15) days of notification appeal the decision. All appeals will be considered and decided upon at the next regular meeting of the Board. A simple majority vote of the Board will decide the appeal and no further appeal may be made. Public officials or their representatives may be removed from the Board only by the designating officials.
- C. Members of the Board shall receive no compensation. No part of any net earnings of the PCDC 2022 shall incur to the benefit of any member, founder, contributor or individual.
- D. Online voting on any motion shall be permitted if approved by a separate Resolution authorized by the Board of Directors. The permitting Resolution must define the time period for which voting may occur. Voting by proxy is not permitted at meetings of the Board or its subcommittees.
- E. Fiscal Year: The Fiscal Year of PCDC 2022 shall begin July 1 and end on the following June 30.

Section V. Officers

- A. Officers shall be Chairperson, Vice-Chairperson, Secretary and Treasurer.
- B. Election and term of office.
 - (1) Officers shall be elected for terms of one year, commencing at their installation at the first regular meeting following the Annual May meeting, and are eligible for reelection as follows:
 - (a) Chairperson, Vice-Chairperson, Secretary - one additional consecutive term.
 - (b) Treasurer - Indefinite additional terms.

- (2) Unexpired terms of office shall be filled by election by members of the Board.

C. Duties of Officers:

- (1) Duties of officers shall be those set forth in the Appendix to the By-laws, which may be changed from time to time by the Board as deemed necessary.

Section VI. Meetings

- A. The Board shall hold quarterly meetings on the first Thursday of July, October, January, and April. The Annual Meeting of the PCDC Board of Directors will be held in May on a date to be determined each year.

- B. Special meetings may be held at the call of the Chairperson, Vice-Chairperson, or six (6) members of the Board.

C. Quorum

- (1) Meetings shall be held at the office of HRCAP or such other location where the service area is designated by the Chairperson. Attendance shall be in person, or via electronic means so long as the member is able to listen and speak to allow full participation and discussion of all issues. Members shall be permitted to electronically participate only in four meetings per fiscal year. Any members attending via electronic means shall be permitted to vote orally on all motions considered or electronically if permitted by resolution.

- (2) The quorum requirement for meetings of the Board must be at least fifty (50) percent of the non-vacant seats on the Board.

- D. Five (5) days written notice of regular meetings must be sent to all members.

- E. Meetings of the Board shall be open to the public except for executive sessions under provisions of the Virginia Freedom of Information Act.

- F. Written minutes shall be recorded of all meetings and filed electronically. Minutes shall include a record of votes taken on all motions and shall be distributed to all members at least five (5) days prior to the next meeting.

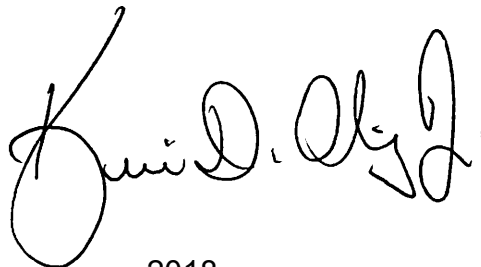
Section VII. Powers and Duties of the Board of Directors

- A. **Funds:** The Board shall be responsible for oversight of expenditures of funds.
- B. **Policies and Procedures:** The Board shall develop and adopt policies and procedures for the PCDC.
- C. **Staff:** The Board shall have the responsibility of hiring an Executive Director, whose duties shall be to carry out the policies of the Board.
 - (1) The Executive Director shall have the authority to employ and discharge employees of the PCDC.
 - (2) Personnel policies are subject to approval by the Board and shall be in accordance with Federal and State regulations, as applicable.
- D. **Budget:** The Board shall approve budgets submitted by the Executive Director as required by the funding source.

Section VIII. Amendments

These By-Laws may be amended at any regular meeting of the Board upon a two-thirds vote of the non-vacant-seats of membership, provided all members have been notified in writing of the proposed amendments at least five (5) days prior to the meeting at which said amendments are to be voted upon.

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