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BY-LAWS OF
DELAWARE STATE COUNCIL ON HOUSING

ARTICLE I

Section 1. Statement of Purpose

The Council on Housing shall serve in an advisory capacity to the Governor, Housing Director, and the General Assembly and shall consider matters relating to Housing in the State of Delaware and such other matters as may be referred to it by the Governor, Housing Director, and the General Assembly. The Council shall study, research, plan and advise the Governor, Housing Director, and the General Assembly on matters it deems appropriate to enable the Delaware State Housing Authority ("DSHA") to function in the best possible manner. Further, the Council shall review, advise and make recommendations on all DSHA programs.

Section 2. Council Mission

The Council's mission is to advance Delaware's housing by improving the availability of and access to safe and affordable housing for low- and moderate-income Delawareans.

The Council carries out this mission by informing and advising the Governor, Delaware State Housing Director, Legislature, and the public on housing matters; this includes

- Researching and reviewing housing and housing needs
- Evaluating alternatives
- Presenting recommendations
- Advocating to meet housing needs in Delaware
- Providing citizen input into operation of DSHA, and in particular to the Housing Development Fund
- Increasing citizen input and ensuring transparency in the use of public resources directed to housing

Section 3. Council Vision

All people in Delaware shall have access to affordable and appropriate housing.

In pursuing this vision, the Council on Housing will be a respected advocate whose guidance is sought on affordable housing issues. Council members will be fully informed and competent advisors on affordable housing matters in Delaware and will be actively engaged in all aspects of the Council's work.

ARTICLE II

Section 1. Members.

The Council shall consist of eleven (11) members. There shall be 2 members from each county, 2 members that reside in the City of Wilmington and 3 members at large, one of which is a member of a tenant organization. At least five (5), but no more than six (6) members of the Council, shall be affiliated with one (1) of the major political parties and at least four (4), but no more than five (5) members, shall be affiliated with the other major political

party; provided, however, that there shall be no more than a bare majority representation of one (1) major political party over the other political party. Any person who declines to announce his political affiliation shall also be eligible for appointment as a member of the Council.

Section 2. Appointment, Term of Office and Removal.

The Governor shall appoint new members. The terms of the new members shall to the extent possible be staggered. The term of appointment shall be three (3) years. Members shall be eligible for reappointment. If any member fails without just cause to attend two (2) successive meetings of the Council or three (3) meetings in any twelve (12) month period, upon recommendation of the Chairperson, the position may be deemed vacant and the Governor may appoint a replacement. In addition, a member of the Council may be suspended or removed by the Governor for misfeasance, nonfeasance, malfeasance, misconduct, incompetency, or neglect of duty but only after notice and a hearing. A member subject to such a disciplinary hearing shall be disqualified from Council business until the charge is finally adjudicated or the matter is otherwise concluded. A member may appeal any such suspension or removal to the Superior Court. Any person appointed to replace a member whose position becomes vacant prior to the expiration of the term shall serve only for the remainder of that term. Any person appointed to serve out the remainder of an unexpired term shall be eligible for reappointment.

Section 3. Meetings.

The Council shall meet at least six (6) times per year, at such time and place as may be designated by the Council provided that Council shall meet at least two (2) times in each County per year. The Chairman may call all meetings and Council members shall be notified by the Housing Director of all meetings at least seven (7) days prior to the date of the meeting. The Chairperson or the Vice-Chairperson shall call a meeting at the request in writing of four (4)

members of the Council. Notice of such meeting shall be in writing and shall state the purpose or purposes thereof. The Council's first meeting of each fiscal year shall be deemed the Annual Meeting of the Council.

At each meeting of the Council, in the absence or inability to act of the Chairperson or Vice-Chairperson, any person chosen by a majority of the members present shall act as chairperson at the meeting. Meetings shall be conducted in accordance with Delaware law. Applicable provisions of the Delaware Code currently in effect are attached hereto.

Section 4. Quorum.

A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, except for a meeting called for the purpose of removal of any officer of the Council as provided in Article V, Section 3.

Section 5. Manner of Acting.

The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council unless the act of a greater number is required by law or by these By-Laws.

Section 6. Compensation.

Members of the Council shall serve without compensation, except that they may be reimbursed for reasonable and necessary expenses incident to their duties as members of the Council.

Section 7. Voting.

Telephone voting may be permitted on any matter before the Council at the election of the Chairman, provided that such member(s) of the Council participating in a meeting by means of telephone conference or similar communications equipment can do so in such a

manner that all persons participating in and attending the meeting can hear each other. Furthermore, transmission of documents by facsimile, whether sent or received by the telephone conference attendee, shall be permitted. To the extent new technologies allow for alternative methods of conducting the Council's business and such methods do not otherwise violate the requirements of open meetings under the Freedom of Information Act or these By-Laws, the Council may utilize such alternative methods after review and consideration by majority vote.

ARTICLE III

Meetings

Public meetings and executive sessions of the Council shall be pursuant to applicable law. The general public is welcome at all public meetings of the Council. Executive sessions may be attended only by persons invited by the Chairperson, except that staff members of DSHA may attend executive sessions by invitation of the Housing Director.

ARTICLE IV

Functions

The Council's functions include, inter alia:

1. Reviewing, advising and making recommendations on all DSHA programs;
2. Amending the By-Laws of the Council;
3. Electing officers and filling such vacancies in said offices as may occur from time to time during the year;
4. Advising the Governor, Housing Director, and/or the General Assembly on issues brought to the Council's attention;

5. Studying, researching and planning of housing programs for low- and moderate-income persons and families and advising the Governor and the Housing Director on such matters; and

6. Issuing an annual report to the Governor, the Housing Director and the General Assembly on its activities, as well as the housing needs of this State. The report shall also include key statistics and trends, HDF expenditures and any recommendations for changes in law, policy and/or funding related to housing.

ARTICLE V

Officers

Section 1. Officers.

The officers of the Council shall be a Chairperson and Vice-Chairperson. The officers shall perform such duties as are described in this Article and shall receive no compensation for these stated services. These two (2) offices shall not be filled by the same individual.

Section 2. Election and Term of Office.

The officers of the Council shall be elected annually by the Council at the regular annual meeting of the Council. The Operations Committee is responsible for nominating a slate of officers and shall present this slate to the full Council no later than thirty (30) days prior to the regular annual meeting of the Council. Nominations for officer may be accepted until the vote takes place. New offices may be created and filled at any meeting of the Council. The Chairperson shall be eligible for re-election but may not serve as Chairperson for more than two consecutive one-year terms.

Section 3. Removal.

Any officer elected or appointed by the Council may be removed by the Council whenever, in its judgment, the best interests of the Council would be served thereby, but such removal shall be without prejudice. Any such removal shall be made at a meeting of Council called for such purpose at which at least two-thirds (2/3) of the members of Council are present. Such removal shall be by majority vote of the members present. If any officer fails to attend three (3) successive meetings of the Council, the position may be deemed vacant by the Council, unless such absence is authorized by the Council prior to the absence.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.

Section 5. Chairperson.

The Chairperson shall:

1. Call all regular and special meetings of the Council;
2. Preside at all meetings of the Council;
3. Make appointments to all committees;
4. Serve as a member of any committee; and
5. Perform other duties as are prescribed to the Chairperson.

Section 6. Vice-Chairperson.

In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-

Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Council.

ARTICLE VI

Committee

Section 1. Committees.

The Council shall have four (4) standing committees – Loan Review Committee, Operations Committee, Communications Committee, and Housing Policy Committee. In addition, the Council, by resolution, may designate and appoint one or more additional committees. Said committees shall act in an advisory capacity and shall not have nor execute any approval authority of the Council.

Section 2. Standing Committee Duties.

1. It shall be the responsibility of the Loan Review Committee to review Housing Development Fund applications with DSHA staff prior to action by the full Council. The Loan Review Committee shall determine which applications are ready for full Council consideration and will make recommendations to the DSHA staff and the full Council as to whether or not an application should be funded and under what conditions the funding should be awarded.
2. The Operations Committee shall have the responsibility to oversee all nominating and member services duties of the Council, as well as to the manner in which the Council is governed and for monitoring

compliance by the Council with all applicable laws, regulations as well as the policies and bylaws that are adopted by the Council.

3. The Communications Committee shall prepare and disseminate communications to the Governor, Members of the General Assembly, and the public with such communications being consistent with the positions adopted by the full Council. Such communications shall include, but are not limited to, the priorities and housing needs of the State, as they relate to the annual state budget process, as well as preparing, with the assistance of DSHA staff, the annual report of Council for review and approval of the Council.
4. The Housing Policy committee, in consultation with DSHA staff, monitors housing needs, recommends priorities and researches possible initiatives to address unmet needs. It recommends that the Council take positions as appropriate to encourage the Director of DSHA, the Governor and/or the State Legislature to act on housing policy matters.

Section 3. Committee Membership.

Each committee shall consist of three (3) or more members appointed by the Chair of the Council and each member of Council shall serve on at least one committee. Each member of a committee shall continue as such until the next annual meeting of the Council or, if later, until a successor is appointed. Vacancies in the membership of any committee may be

filled by appointment made in the same manner as provided in the case of the original appointments.

The Operations, Communications, and Housing Policy committees may also consist of up to two (2) members who are not members of the Council on Housing. Members of committees who are not members of Council shall be recruited and vetted by the members of the committee but only permitted to serve with the consent of the Council. These committee members shall be subject to the Council's Conflict of Interest policies as defined in Article IX of these By-Laws but shall not have any special standing on the Council.

Section 4. Committee Chairpersons.

One (1) member shall be appointed Chairperson by the Council Chairperson.

Section 5. Committee Quorum.

Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Council.

ARTICLE VII

Amendment of By-Laws

These By-Laws may be amended by a vote of two-thirds (2/3) of the members at any meeting of the Council at which a quorum is present, provided reasonable prior notice with

respect to the proposed amendment(s) has been given not less than twenty (20) days prior to such meeting.

ARTICLE VIII

Section 1. Rules.

Unless otherwise specified, the Council shall observe Roberts Rules of Order in the conduct of all of its business.

Section 2. Suspension of the Rules.

The Council may approve suspension of the Rules by a vote of two-thirds (2/3) of its members at present.

ARTICLE IX

Conflict of Interest

No Council or Committee member shall have or shall acquire any interest, direct or indirect, in any project before the Council or its Committees or which has been before the Council or its Committees, or in any contract or proposed contract for materials or services pursuant to any lease, mortgage, sale, or contract of any nature whatever relative to any such project or to the Council or its Committees. No Council or Committee member who has an interest shall vote on any matter relating to such interest.

The Council on Housing shall adopt a conflict of interest policy. Every year, each member of Council and each member of Council's Committees shall be provided a copy of the conflict of interest policy and shall sign a form letter stating that they were provided, understand and agree to comply with the conflict of interest policy. The signed letter shall be retained for

two (2) years. The Operations Committee shall ensure each Council and Committee member is provided the conflict of interest statement and acknowledges receipt of same. The Operations Committee shall also review any alleged violations of the conflict of interest policy and make recommendations to the full Council of its findings.