

PART 901—BYLAWS OF THE CORPORATION

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AUTHORITY: Sec. 6(5), Pub. L. 92-578, 88 Stat. 1270(5) (40 U.S.C. 875(5)).

SOURCE: 40 FR 41524, Sept. 8, 1975, unless otherwise noted.

§901.1 Title and office.

(a) *Title.* The name of the Corporation is the Pennsylvania Avenue Development Corporation.

(b) *Office.* The office of the Corporation shall be in the city of Washington, District of Columbia.

§901.2 Establishment.

(a) *Creation.* The Corporation, a wholly owned instrumentality of the United States subject to the Government Corporation Control Act (31 U.S.C. 841 *et seq.*), was established by the Pennsylvania Avenue Development Corporation Act of 1972 (Pub. L. 92-578, 86 Stat. 1266 (40 U.S.C. 871 *et seq.*)), as amended, hereinafter referred to as *the Act*.

(b) *Purposes.* The purposes for which this Corporation was established are those stated and promulgated by Congress in the Act.

§901.3 Board of directors.

(a) *Powers and responsibilities.* The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors, and all powers specified in the Act are vested in them. The Board may, at its discretion and as hereinafter provided, delegate authority necessary to carry on the ordinary operations of the Corporation to officers and staff of the Corporation.

(b) *Composition; number; selection; terms of office.* The Board of Directors shall be comprised of fifteen voting members and eight nonvoting members. The powers and management of the Corporation shall reside with the fifteen voting members, and the proce-

dures of the Board shall be determined by them.

(1) The fifteen voting members shall include the seven government agency representatives specified in subsection 3(c) of the Act (or, their designees), and eight individuals meeting the qualifications of that subsection, appointed by the President of the United States from private life, at least four of whom shall be residents and registered voters of the District of Columbia.

(2) The Chairman and Vice Chairman shall be designated by the President of the United States from among those members appointed from private life.

(3) Upon his appointment, the Chairman shall invite the eight representatives designated in subsection 3(g) of the Act to serve as non-voting members of the Board of Directors.

(4) Each member of the Board of Directors appointed from private life shall serve a term of six years from the expiration of his predecessor's term; except that the terms of the Directors first taking office shall begin on October 27, 1972 and shall expire as designated at the time of appointment. A Director may continue to serve until his successor has qualified.

(5) A Director appointed from private life wishing to resign shall submit a letter of resignation to the President of the United States, and his resignation shall become effective upon the date of the President's acceptance thereof.

(6) A Director, appointed to fill a vacancy occurring prior to the expiration of the term for which his predecessor was appointed, shall serve for the remainder of such term.

(c) *Meetings.* (1) The Board of Directors shall meet and keep its records at the office of the Corporation.

(2) Meetings of the Board of Directors shall be held at the call of the Chairman, but not less often than once every three months. The Chairman shall also call a meeting at the written request of any five voting members.

(3) The Chairman shall direct the Secretary to give the members of the Board notice of each meeting, either personally, or by mail, or by telegram, stating the time, the place and the agenda for the meeting. Notice by telephone shall be personal notice. Any Director may waive, in writing, notice as

to himself, whether before or after the time of the meeting, and the presence of a Director at any meeting shall constitute a waiver of notice of that meeting. Notice, in whatever form, shall be given so that a Director will have received it five working days prior to the time of the meeting.

(4) Unless otherwise limited by the notice thereof, any and all Corporation business may be transacted at any meeting.

(5) The Chairman shall preside at meetings of the Board of Directors, or the Vice Chairman in the absence of the Chairman. In the event of the absence of both the Chairman and the Vice Chairman, the Directors present at the meeting shall designate a Presiding Officer.

(d) *Quorum*. The presence of a majority of the number of voting Directors serving at the time of a meeting of the Board shall constitute a quorum for the transaction of business at such meeting of the Board. The act of a majority of the voting Directors at any meeting at which there is a quorum shall be an act of the Board of Directors. If there shall be less than a quorum at any meeting, a majority of the voting Directors present may adjourn the meeting until such time as a quorum can practically and reasonably be obtained.

(e) *Directors serving in stead*. Each member of the Board of Directors specified in paragraphs (1) through (7) of subsection 3(c) of the Act, if unable to serve in person, may designate up to two officials from his agency or department to serve on the Board in his stead. Such designation shall be effected by a letter of appointment, from the Director specified in the Act, received by the Chairman prior to or at a meeting of the Board of Directors. If two officials are so designated, then the Director specified in the Act shall identify one as the First Designee and the other as the Second Designee. The Second Designee may only serve as a Director if the First Designee is not in attendance at a meeting of the Board of Directors. An official designated to serve in stead shall serve as the voting Director of the represented agency until the Chairman receives written notice from the Director specified in

the Act, or his successor, that the designation is rescinded.

(f) *Vote by proxy*. Voting members of the Board of Directors unable to attend a meeting may vote by proxy on resolutions which have been printed in the agenda in advance for the meeting.

(1) A Director unable to attend a meeting of the Board may submit a vote to be cast by the Presiding Officer by means of a written signed statement of his vote and the resolution to which it pertains together with any statement bearing on the matter the Director wishes to have read. The proxy vote shall be submitted to the Chairman with a separate signed copy to the Secretary, to be received not later than the close of business of the day prior to the date fixed for the meeting.

(2) The Presiding Officer shall cast proxy votes received by the Chairman in the following manner:

(i) Upon the close of discussion on a resolution for which there has been submitted one or more valid proxy votes, the Presiding Officer shall announce that he holds proxy vote(s) from named Director(s), and shall read any explanatory statements submitted by the Director(s) voting by proxy;

(ii) The Presiding Officer shall take the vote of the Directors present and then declare the proxy votes in hand;

(iii) The Secretary shall orally verify the validity of the votes submitted to be cast by proxy, and shall record them with the votes cast by the Directors present on the resolution.

(3) Proxy votes shall not be utilized to effect the presence of a quorum.

(g) *Compensation of Directors*. Members of the Board of Directors shall be compensated in the manner provided in section 3 of the Act.

(h) *Approval of annual budget*. Upon completion by the staff of a draft annual budget request, the Chairman shall call a meeting of the Board of Directors for its review and consideration. Upon approval by the Board of the draft budget request, it may be submitted to the Office of Management and Budget.

[40 FR 41524, Sept. 8, 1975, as amended at 48 FR 20903, May 10, 1983]

§901.4 Officers.

(a) *General provisions.* The corporate officers of the Corporation shall consist of a President, an Executive Director, two Assistant Directors, a Secretary (who shall be appointed by the Chairman from among the staff of the Corporation), and such other officers as the Board of Directors may from time-to-time appoint. Any corporate officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

(b)(1) *Powers and duties of the President.* The Chairman of the Board of Directors shall be the President and chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of a president of a corporation. The President shall see that all resolutions and policies of the Board are carried into effect, and shall have power to execute contracts, leases, agreements, and other documents necessary for the operation of the Corporation.

(2) *Assumption of powers and duties by Vice Chairman.* In the event that the position of Chairman becomes vacant, the Vice Chairman shall promptly notify the President of the United States in writing to that effect and upon giving such notice, shall assume the Chairman's powers and duties as President and Chief Executive Officer of the Corporation, including specific powers and duties delegated to the Chairman by the Board of Directors. Such assumption of the Chairman's powers and duties shall cease upon the appointment or designation of a new Chairman or Acting Chairman by the President of the United States. The Vice Chairman shall also assume the powers and duties of the Chairman in the event of the latter's incapacity, if the Chairman so requests in writing, or if a majority of the voting members of the Board of Directors finds by resolution that the Chairman is unable to exercise the powers and duties of his office. Such assumption of the Chairman's powers and duties shall cease upon the Vice Chairman's receipt of a letter from the Chairman stating that he or she is able

to resume the exercise of the powers and duties of his office.

(c) *Appointment of certain officers.* The Board of Directors shall appoint an Executive Director and two Assistant Directors, who may be appointed and compensated without regard to the provisions of title 5 U.S.C. governing appointments in the competitive service and chapter 51 and subchapter IV of chapter 53 of title 5 U.S.C. Between meetings of the Board of Directors the Chairman may make appointments to the foregoing positions, when they become vacant by resignation or otherwise. However, the Chairman shall move to have such interim appointments confirmed at the next meeting of the Board. The Chairman shall have power to increase or decrease the salaries of the officers appointed under this section.

(d) *Powers and duties of the Executive Director.* The Executive Director shall be the chief of the Corporation's staff and shall have general powers of supervision and management over the administration of the Corporation. The Executive Director shall have power to:

- (1) Execute contracts, agreements, and other documents necessary for planning and design work and for ordinary operations of the Corporation.
- (2) Hire staff (including temporary or intermittent experts and consultants).
- (3) Procure space, equipment, supplies, and obtain interagency and commercial support services.
- (4) Direct and manage the day-to-day operations and work of the Corporation.
- (5) Supervise planning and development activities of the Corporation in accordance with the development plan and resolutions of the Board of Directors.
- (6) Perform such other duties and exercise such powers as the President and Board of Directors may prescribe.

(e) *Powers and duties of the Assistant Director/Legal.* The Assistant Director/Legal shall be the General Counsel of the Corporation, advising the Board of Directors and the staff on all legal matters affecting the functioning of the Corporation. He shall:

- (1) Coordinate with the Department of Justice in assuring that the interests of the Corporation are represented

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in any litigation arising from its authorities or actions.

(2) Advise the Board of Directors and the staff of statutory or regulatory requirements, and assure compliance therewith.

(3) Prepare or review all contracts, agreements or other documents of a legal nature.

(4) Prepare or review all draft legislation, regulations, official notices and other legal publications.

(5) Perform such other duties as may be prescribed by the Board of Directors, the President, or the Executive Director.

(f) *Powers and duties of the Assistant Director/Development.* The Assistant Director/Development shall advise the Board of Directors, officers and staff of the Corporation on all development activities to accomplish the goals of the development plan. He shall:

(1) Manage development activities in accordance with the development plan.

(2) Function as a key management official performing a wide range of duties required to accomplish the rebuilding of Pennsylvania Avenue.

(3) Provide managerial responsibility for the work of all project managers and consultants relating to development projects.

(4) Coordinate the tasks of other staff professionals as required for accomplishment of projects.

(5) Be liaison between the Corporation and other governmental agencies that review projects in the development area.

(6) Perform such other duties as may be prescribed by the Board of Directors, the President, or the Executive Director.

(g) *Powers and Duties of the Secretary.* The Secretary, to be appointed by the Chairman from among the Corporation's staff, shall give notice of all meetings of the Board of Directors and record and keep the minutes thereof, keep in safe custody the seal of the Corporation, and shall affix the same to any instrument requiring it. When so affixed, the seal shall be attested by the signature of the Secretary. The Secretary shall also perform such other duties as may be prescribed by the

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Board of Directors, the President, or the Executive Director.

[40 FR 41524, Sept. 8, 1975, as amended at 47 FR 34536, Aug. 10, 1982]

§ 901.5 Annual report.

The Executive Director shall prepare annually a comprehensive and detailed report of the Corporation's operations, activities, and accomplishments for the review of the Board of Directors. Upon approval by the Board, the Chairman shall transmit the report in January of each year to the President of the United States and to the Congress.

§ 901.6 Seal.

The Corporation may adopt a corporate seal which shall have the name of the Corporation and year of incorporation printed upon it. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

§ 901.7 Amendments.

These bylaws may be altered, amended, or repealed by the Board of Directors at any meeting, if notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting.

PART 902—FREEDOM OF INFORMATION ACT

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