

BYLAWS

CENTRAL VIRGINIA PLANNING DISTRICT COMMISSION Approved October 2018

ARTICLE I NAME AND AUTHORITY

Section 1 - Name. The name of the organization shall be the Central Virginia Planning District Commission hereinafter referred to as the "Commission."

Section 2 - Authority. The Commission is established pursuant to the Regional Cooperation Act, 15.2-4200, et. seq., Code of Virginia, 1998, as amended), and by joint resolutions of the governing bodies of its constituent member jurisdictions adopting the Charter Agreement of the Central Virginia Planning District Commission, hereinafter referred to as "Charter Agreement."

ARTICLE II PURPOSE

The Commission shall be a voluntary organization of local governments to foster a cooperative effort in resolving problems, policies, and plans that are regional. The purpose of the Commission is to promote the orderly and efficient development of the physical, social, and economic elements of the Central Virginia Region (referring to the geographic section of the Commonwealth of Virginia encompassing the counties of Amherst, Appomattox, Bedford and Campbell, and the city of Lynchburg), herein referred to as the "Central Virginia Region", by:

- a. Identifying and publicizing regional problems and recommending the policies needed for solving them;
- b. Preparing and adopting comprehensive regional plans and recommending the means for their implementation;
- c. Providing a policy mechanism which can be used to build consensus and negotiate conflicts among local leaders;
- d. Demonstrating innovative ways of meeting regional needs;
- e. Providing technical assistance to local governmental agencies to help them work toward meeting both local and regional needs; and
- f. Promoting cooperation and communication between all local governmental agencies within the district

- g. Providing regional services and oversight of regional initiatives as deemed appropriate by the member jurisdictions on an enterprise basis, and as permitted by law.

ARTICLE III MEMBERSHIP

Section 1 - Governmental Membership. Any governmental subdivision within the District may join the Commission provided that such governmental subdivision is eligible for membership under the Regional Competitiveness Act and that it adopts and ascribes to the conditions set forth in the Charter Agreement. Virginia statutes require that a majority of Commission members be elected officials.

Section 2 - Composition of the Commission. Each member governmental subdivision shall be officially represented on the Commission, subject to the conditions set from herein:

- a. The governing body of each political subdivision which is a party to this charter agreement shall appoint two members to the Commission, one of which shall be the Chief elected member of the governing body or his designee and one of whom shall be either the Chief Administrator/Executive Officer or his designated administrative staff member.
- b. In addition, two members of the General Assembly, which represent a minimum of two PDC 11 local governments and one representative from Region 2000 be appointed as Commission members. There are a total of 23 members, 12 of which are elected officials. General Assembly members shall be selected based upon a rotating chart developed by the Commission for two-year terms and appointed by the Commission.

Section 3 - Vacancies. Vacancies on the Commission shall be filled for the un-expired term in the same manner as the original appointment was made.

Section 4 - Reappointment. Any Commission member shall be eligible for reappointment.

Section 5 - Removal from Office. Any Commission member may be removed for cause by the governing body which appointed him. A three-fourths majority of the full Commission shall be required to recommend to the appointing governing body the removal of a Commission member from office.

Section 6 - Withdrawal of Governmental Subdivision. Any governmental subdivision may withdraw from the Commission by submitting to the Commission in writing, at least ninety (90) days before the end of the Commission's then current fiscal year, a notice of

intent to withdraw. Such withdrawal shall not become effective until the Commission's fiscal year has ended.

Section 7 - Suspension and/or Removal of Governmental Subdivision. In the event a member governmental subdivision allows its annual local contribution to become in arrears in excess of ninety (90) days after it is due, as defined in Article VI, Section 3 herein, the governmental subdivision shall:

- a. Forfeit its voting rights, as they relate to matters associated with the payment of dues, even though the appointed representatives may continue to attend and participate in Commission meetings;
- b. Forfeit the voting rights of its representatives on Commission policy and special committees, as they relate to matters associated with the payment of dues, even though the appointed representatives may continue to attend and participate in said committee meetings; and
- c. Not receive technical assistance from the Commission for those requests from the governmental subdivision requiring more than one (1) work-day, as they relate to matters associated with the payment of dues.

If the governmental subdivision remains in arrears by the end of the current fiscal year, the governmental subdivision shall be notified by the Commission that no services will be provided as they relate to matters associated with the payment of dues. However, any member jurisdiction shall be permitted to participate and vote on all matters not associated with the payment of dues. The matters associated with the payment of dues are those normally identified as "planning functions" and historically provided by the prior CVPDC. Services provided for dues will be identified annually by the Commission prior to the start of the new fiscal year.

ARTICLE IV TERMS OF OFFICE AND VOTING

Section 1 - Terms of Office. The terms of office of Commission members shall be as follows:

- a. Commission members who are also elected officials shall serve coincident with their elected terms of office.
- b. Commission members who are Local Government Chief Executive and Administrative Officers or their designees serve as Commission members at the pleasure of their local elected officials.
- c. Commission members who are General Assembly members will be appointed by the Commission for two-year terms rotating representation

throughout the PDC legislative districts and be concurrent with their terms of elective office.

- d. The Commission member representing Region 2000 will be appointed for a two-year term.

Section 2 - Voting Rights. Each Commission member shall have one equal vote in all matters before the Commission and as provided under Article III, Section 7 herein.

Section 3 - Recorded Vote. The vote of each Commission member, both negative or affirmative, shall be recorded in the official minute book of the Commission.

Section 4 - Proxy Votes. Voting by proxy shall be permitted only by the designated representative of the Chief Elected Official and Chief Appointed Official of member jurisdictions.

ARTICLE V OFFICERS

Section 1 - Types of Officers. Officers of the Commission shall consist of a chair, vice-chair, secretary and treasurer who shall be elected by the membership of the Commission. The Immediate Past Chair, if eligible, will also be considered an officer of the Commission.

Section 2 - Terms of Office. Commission officers shall be elected for terms of one (1) year or until his/her successor is elected and shall be eligible for reelection.

Section 3 - Succession to Office. Officers may be reelected to office, with the exception of the chair, who may not succeed himself, if the chair has served a full twelve month term. This chair shall rotate on a one-year basis by governmental subdivision in alphabetical sequence until each governmental subdivision has had the opportunity of a Commission member to serve as chair before any governmental subdivision may again have representation in the chair's position. If the Commission is representing a governmental subdivision decline the chairmanship that particular governmental subdivision shall relinquish its turn until every other governmental subdivision has had the opportunity of a Commission member to serve as chair.

Section 4 - Election of Officers. The election of officers shall be held at the June regular meeting of the Commission and those Commission members elected to office shall assume their duties on the succeeding July 1. A majority vote of the entire Commission present shall be required for election to any office.

Section 5 - Removal of an Elected Officer. In the event a member governmental jurisdiction forfeits its voting rights as defined in Article III, Section 7 herein, any representative from that governmental subdivision who is an elected officer of the Commission shall automatically be removed from said elected office and the vacancy shall be filled as prescribed in Article V, Section 6 herein.

Section 6 - Vacancies. If for any reason any office becomes vacant during the year, an election to fill the office shall be held at the next regular meeting of the Commission, and the new officer so elected shall complete the un-expired term of the officer he succeeded.

Section 7 - Powers and Duties of the Officers. The powers and duties of the officers of the Commission shall be as follows:

- a. The chair shall have the recognized and inherent duties and powers of the office of the chair; shall preside over all meetings of the Commission; shall be eligible to vote on all issues regardless of a tie vote; shall appoint all committees necessary to the Commission, with confirmation by the Commission; shall execute all contracts authorized by the Commission; shall have the authority to delegate any function to the Chief Appointed Official of the Commission; and shall perform such other duties as may from time to time be assigned to him by the Commission.
- b. The vice-chair shall, in the absence or inability of the chair, perform all the duties and exercise all the powers of the chair and such other duties assigned to him by the Commission.
- c. The treasurer shall be the official custodian of the funds of the Commission and shall exercise general supervision of the Commission's financial affairs, keeping records and books as may be required for complete accountability; shall be responsible for the payment of all bills or of all warrants on requisition when payment is authorized; shall be bonded in an amount sufficient to cover his responsibilities; and shall present a financial report at each Commission meeting. The treasurer may delegate any assigned duties and responsibilities to the paid staff of the Commission.
- d. The secretary shall keep a record of all resolutions, proceedings and actions of the Commission, and give notice of all meetings and perform such other duties as the Commission may direct.

Section 8 - Line of Succession. At any given meeting when the chair is absent, the line of succession for acting chair shall be the vice-chair, immediate past chair, second past chair, and treasurer. If no officer of the Commission is present, the first order of business at the meeting shall be the election of a temporary chair for that meeting.

ARTICLE VI FISCAL ADMINISTRATION

Section 1 - Fiscal Year Period. The fiscal year for the Commission shall begin July 1 of each year.

Section 2 - Budget Submission and Adoption. The budget of the Commission shall be submitted to the Executive Committee by the executive director on or before May 15 of each year. The annual budget and assessment schedule shall be adopted by the Commission no later than June 30 of each year.

Section 3 - Annual Membership Assessment Period. Each year, upon adoption of the annual budget, the Commission shall recommend per capita assessments for all member governmental subdivisions in amount sufficient to provide the funds required by the budget, for the services associated with the payment of dues. All other fees for services shall be negotiated with member jurisdictions and qualifying non-profits on a contracted, fee-for-service basis. Counties and Cities shall contribute funds to the Commission at the same per capita rate as every other member governmental subdivision,.

- a. The annual local contribution of Counties and Cities for dues shall be based on a population estimate for July 1 of the current fiscal year as determined by the Weldon Cooper Center for Public Service, University of Virginia or the latest census data, whichever is more current.
- b. Towns will pay a fee as set in the annual budget.
- c. The annual local contribution of each governmental subdivision for dues is due on July 1 of the current fiscal year and shall be paid by each governmental subdivision prior to July 31st of the same year. If the annual local contribution for dues is not paid by that date, the governmental subdivision failing to make payment shall be in arrears and could eventually forfeit certain rights as prescribed in Article III, Section 7 herein.
- d. An additional assessment may be made upon a governmental subdivision for specific, local and/or additional services which are requested by said governmental subdivision, approved by the Commission, and which are not included in the work program adopted by the Commission. Such an assessment shall be agreed upon by and between the Commission and the appropriate governmental subdivision(s), or non-profit agency requesting such service or program, and as authorized by the Commission.

Section 4 - Financial Aid from Other Sources. The Commission may receive contributions from the Commonwealth of Virginia in accordance with Section 15.2-4200, et seq, Code of Virginia, 1998, as amended. The Commission also may make application for and accept loans and grants of money or materials or property at any time from any individual or private or charitable source, or the United States of America, or the Commonwealth of Virginia, or any other agency or instrumentality thereof.

Section 5 - Annual Audit. The Commission shall cause an annual audit of the financial affairs of the Commission to be made by a Certified Public Accountant at the end of each

fiscal year. The audit report shall be made available to the governmental subdivisions supporting the Commission.

Section 6 - Check Signing and Bonding. All checks drawn on the account of the Commission shall be signed by the Chief Appointed Official and countersigned by one of the four officers of the Commission. The prime countersigning officer shall be the treasurer. In the event the treasurer is unable to sign or cannot be contacted, the countersigning duties shall fall to one of the other officers. The four officers of the Commission and the Chief Appointed Official shall have their signatures properly registered with the bank or banks which handle Commission accounts and shall be bonded for appropriate amounts.

Section 7 - Execution of Contracts. All contracts relating to receipt of grant funds, hiring of special consultants, providing technical services to local governmental subdivisions, and other related instrumentalities shall require the signature of the chair of the Commission, attested by the Chief Appointed Official with the appropriate Commission seal, provided the Commission has authorized the execution of such contract or instrumentality. The Commission may delegate to the Chief Appointed Official or the Executive Committee the power to authorize such execution.

Section 8 - Reimbursed Expenses for Commission. Commission members may be reimbursed for expenses incurred in Commission related activities.

Section 9 Commission Member Liability. Commission members shall not be personally liable for any loss of funds from the Commission as a result of acts performed in good faith while conducting the usual business of the Commission.

ARTICLE VII COMMITTEES

Section 1 - Executive Committee. The Commission shall have an Executive Committee, consisting of the Chair and the appointed officials from each of the member jurisdictions. The Chair of the Commission shall serve as the Chair of the Executive Committee.

The Executive Committee shall exercise such powers as the Commission may determine, provided that these powers are not inconsistent with the provisions of the Regional Cooperation Act, and which shall deal with all matters not specifically delegated to a standing or special committee.

- a. A quorum of the Executive Committee shall consist of four voting members of the Commission
- b. Voting on routine matters in the Executive Committee requires a simple majority of those members present and voting.

- c. The Executive Committee may take action on behalf of the Commission except that subsequent approval of the Commission is required in the following areas:
- 1) Adoption of a budget
 - 2) Obligations beyond the current fiscal year
 - 3) Disciplinary matters, including hiring and termination, regarding the Executive Director

Section 2 - Policy Committee. The Commission may establish any and as many policy committees as it deems desirable. A motion to establish a policy committee shall receive a majority of the votes of the members present at a regular Commission meeting after which the chair shall appoint members to the policy committee or committees with concurrence of the Commission. One-half of the members of any policy committee shall constitute a quorum of the committee. The chair of the Commission shall be an ex-officio member of all policy committees but without vote except for those committees to which he has been named as a regular member.

Section 3 - Special Committees. The chair may from time to time establish such special committees as deemed desirable for the effective promulgation of Commission affairs and shall appoint the members thereto with concurrence of the Commission or the Executive Committee if so delegated.

Section 4 - Nominating Committee. The chair of the Commission shall appoint a nominating committee of three members of the Commission no later than thirty (30) days prior to the regular Commission meeting at which time the election of Commission officers is held. The nominating committee shall present, as a minimum, a single slate of candidates for Commission officers following the sequence described in Article V, Section 3 ,

ARTICLE VIII MEETINGS

Section 1 - Regular Meetings. Regular meetings of the full Commission shall be held on the third Thursday of each month in a location to be specified by the Commission, and established annually, unless otherwise specified by a majority vote of members.

Section 2 - Special Meetings. Special meetings may be called at the chair's discretion or must be called by the chair on petition of one-third of the Commission members.

Section 3 - Public Hearings. In addition to all public hearings required by law, the Commission may hold public hearings when it decides a hearing will be in the public interest.

Section 4 - Meetings Open to the Public. Meetings of the Commission (including the Executive Committee) shall be open to the public. The Commission (including the

Executive Committee), however, may hold closed sessions in accordance with the Virginia Freedom of Information Act.

Section 5 - Quorum. Six members of the full Commission shall be required to be present in order to constitute a quorum. Any governmental subdivision that has forfeited its voting rights as prescribed in Article III, Section 7, herein, shall not be included in the determination of a quorum, for purposes of conducting business associated with the payment of dues.

ARTICLE IX STAFF

Section 1 - Appointment of Executive Director. The Commission may appoint an executive director (Chief Appointed Official) who shall be the administrative officer of the Commission responsible for its records and for carrying out the policies and programs of the Commission in accordance with the charter agreement and bylaws and the policies of the Commission. The Chief Appointed Official shall be appointed for an indefinite time and serves at the pleasure of the Commission.

Section 2 - Duties and Responsibilities of the Chief Appointed Official. The Chief Appointed Official shall have the responsibility for coordinating all staff and consultant services provided to the Commission; providing and administering the annual work program and budget; employing, retaining, and removing all other staff personnel as may be necessary; and performing all other duties delegated by the Commission and Executive Committee. The Chief Appointed Official keeps the Commission and Executive Committee advised about the needs and affairs of the Commission, makes periodic reports about its activities, and makes recommendations in conjunction with other staff. The Chief Appointed Official serves as the Secretary for the Commission.

Section 3 - Non-Discrimination Clause. There shall be no discrimination against any employee of the Commission or an application for employment because of race, color, religion, sex, or national origin.

ARTICLE X PARLIAMENTARY PROCEDURE

Except as herein provided, all matters of procedures shall be governed by Roberts Rules of Order, latest revised edition.

ARTICLE X1 AMENDMENTS

Any proposed amendment to these bylaws shall be presented in writing to the members of the Commission and read at a regular Commission meeting. The members of the Commission shall have at least thirty (30) days to review the proposed amendments. At a regular meeting of the Commission thereafter, a majority vote of the full Commission shall be required to adopt any proposed amendment to the bylaws.

ARTICLE XII LEGAL STATUS

All prior bylaws and amendments thereto are hereby revoked and shall become null and void immediately upon adoption of these bylaws. These bylaws shall become effective immediately upon adoption by the Commission.

Adopted:	9/25/75	(Res. #76-8)
Amended:	9/22/77	(Res. #78-14)
Amended:	1/26/78	(Res. #78-40)
Amended:	4/26/79	(Res. #79-63)
Amended:	9/24/81	(Res. #82-15)
Amended:	4/28/83	(Res. #83-47)
Amended:	9/02/92	(Res. #93-xx)
Amended:	12/17/98	(Res. #99-01)
Amended:	10/17/01	(Res. #)
Amended:	10/18/18	