

## Virginia Growth and Opportunity Region 2 Council

# BYLAWS

### Article I. PURPOSE

The Virginia Growth and Opportunity Regional Council (hereafter referred to as “Council”) is a public body certified by the Virginia Growth and Opportunity Board to receive grants pursuant to Code of Virginia section 2.2-2485 the Virginia Growth and Opportunity Act (hereafter referred to as “GO VA”). The Council will be supported by an organization that engages in collaborative planning or execution of economic or workforce development activities within a region to support the Council’s activities and to ensure proper administration of the Council’s funds.

### Article II. DUTIES AND RESPONSIBILITIES

#### Section 1 Duties of the Regional Council

The Council shall:

1. Work in a collaborative manner, respecting all points-of-view, while soliciting and reviewing proposed projects for recommendation to the GO VA Board.
2. Demonstrate extensive knowledge of the region’s potential for growth that lead to higher paying jobs. Identify economic/regional projects that support or encourage collaboration and yield significant new job creation.
3. Review and understand the authority, governance, and administrative role of the GO VA Board in certifying qualified regions and regional councils; including how the Board develops and implements guidelines or procedures for such certification.
4. Partner with existing or newly established economic/workforce development organizations to create focused collaborative projects or programs consistent with the Council’s economic growth and diversification plan.
5. Identify the region’s economic growth potential independently or in partnership with neighboring regions. Identify the competitive advantages for collaboration with private-sector investments to accelerate job growth/economic development.
6. Advise the Board on best practice initiatives, projects, etc. that encourage collaboration and yield measurable outcomes for job growth in the region.
7. Have the authority to enter into agreements through the support organization in order to pursue the goals and objectives of the Virginia Growth and Opportunity Act pursuant to the Code of Virginia and guidelines adopted by the Board.
8. Adhere to the Freedom of Information Act (FOIA) and the Conflict of Interest Act (COIA) except as exempted pursuant to §2.2-3711.A.48 of the Code of Virginia.
9. Provide for public participation as directed by the Code of Virginia and the Board.
10. Conform with guidelines as adopted by the Board.

### **Article III. MEMBERSHIP**

1. The Council should include representatives from (i) the education sector, which include school divisions, community colleges, public institutions of higher education, and private institutions of higher education as appropriate; (ii) the public economic and workforce development sector; (iii) local government; (iv) planning district commissions; (v) nonprofit organizations; and (vi) other entities that significantly affect regional economic or workforce development. The distribution of the primary residence of members should approximately match the distribution of population among the areas that make up Region 2. Membership may include one or more non-legislative citizen members of the Board from the region. A majority of the members of the Council shall be from private sector with demonstrated significant private-sector business experience. The Council shall be chaired by a citizen member from the region with significant private-sector business experience.
2. The Council will consist of up to 30 members. The Board will approve the member selection process, structure, composition, and leadership to meet the requirements of COV section 2.2-2485 of the Virginia Growth and Opportunity Act and the guidelines set forth by the Board. Council membership is subject to Board review and approval.
3. Council members shall have knowledge of workforce and economic development.
4. Council members shall serve staggered three year terms as determined by the Council. Council members shall not serve more than (2) consecutive three year terms. A Chair and Vice Chair are elected from the council membership for terms of two years, which will count against the limit of two (2) consecutive three year council terms. If the council terms of a Chair or Vice Chair expire during their leadership service, their council membership will extend to the end of their terms as Chair or Vice Chair.
5. A vacancy on the Council shall be filled by the Council as provided for in Article VIII of this document.
6. A Council member may be removed by the Board with a majority vote. Notice must be provided to Council members 7 days in advance of a meeting where a removal action is on an agenda. The reasons for removal must be documented by the Council.
7. Council members are expected to participate in all meetings of the council. Absence from more than 50% of meetings in a fiscal year may constitute grounds for removal.

### **Article IV. MEETINGS**

1. The Council shall meet on a regular basis and at a minimum quarterly at a predetermined location and time. The meeting notice of time, location and purpose shall be given to all Council members at least 7 days prior to the date of meeting.
2. The Council will meet all of the Code of Virginia public meeting requirements (§2.2-3707). Meetings will be advertised a minimum of three business days in advance of the meeting at the following locations: the administrative offices of the support organization and administrative offices of individual meeting locations.

3. Attendance of a majority of Council members shall constitute a quorum and, unless a greater proportion is required by the Board for a particular act/vote, the majority vote of the Council present and voting at any meeting, at which there is a quorum, shall constitute the Act of the Council.

#### **Article V. PARLIAMENTARY PROCEDURE**

In all matters of procedure not specifically covered by these By-Laws, the most recent edition of Roberts Rules of Order shall be observed.

#### **Article VI. ORGANIZATION**

During the inaugural meeting, the Council shall elect from among its members, a Chair and a Vice-Chair. The Chair and Vice Chair shall be a Council member with significant private-sector experience.

The Chair shall preside over all meetings. The Vice-Chair shall preside over all meetings in the absence of the Chair.

#### **Article VII. SUPPORT ORGANIZATION**

1. The support organization can be a new or existing organization with purposes and competencies including collaborative planning, economic development, or workforce activities within the region.
2. The support organization may provide data analysis, review of best practices, review and analysis of project proposals, and other duties as determined by the Regional Council.
3. The support organization will make project recommendations to the Regional Council for submission to the Board and will be responsible for monitoring the impacts of projects in carrying out the economic growth and diversification plan.
4. The support organization will be responsible for the receiving, use of, and auditing of funds received.
5. The support organization will have a contract with the regional council that provides for its role as outlined above.

#### **Article VIII. SUBCOUNCIL ORGANIZATION**

The Council may appoint all committees as deemed necessary to meet the Council requirements of COV 2.2-2485; the Virginia Growth and Opportunity Act and to fulfill the duties of the Council. In addition, the Council shall create an Executive Committee. The distribution of the primary residence of members of this or any committee should approximately match the distribution of population among the areas that make up Region 2. The Executive Committee will have the authority to act judiciously on behalf of the Council when time sensitive matters occur, as determined by the chair, before a meeting of the full Council can be held. The Committee's meetings are subject to the Code of Virginia public meeting requirements (§2.2-

3707) except as exempted pursuant to §2.2-3711.A.48. Minutes must be reported and distributed within 10 days of a Committee meeting. A report from the Executive Committee will be a standing agenda items for all full meetings of the Council. The Executive Committee will present a slate of officers, potential new members, and recommend to the council persons to fill vacancies on the Council. Council members from each area within Region 2 should be polled by the Committee with respect to vacancies occurring in their area. Following a vote by the full Council nominees are forwarded to the state board for approval.

Each committee shall appoint a Chair and set meeting dates, times and locations. The duties of each committee member shall be implied by the name and function of the committee. Each committee shall have only the powers specifically designated to them by the Council. Each committee shall report to the full Council.

## **Article IX. BYLAWS**

The bylaws shall not be amended, modified or replaced except by a majority action of the Regional Council in an official meeting. Action on amended bylaws may not take place at the meeting in which they are introduced. Action on amended bylaws shall take place a minimum of thirty days after their introduction. The bylaws shall be amended to conform to statutory requirements as required. The Board shall review and approve amendments to the Bylaws.

## **SEVERABILITY**

In the event that any portions of the bylaws are deemed invalid, the remaining portion shall stand.