

Virginia Growth and Opportunity Regional

Council REGION 9

AMENDED AND RESTATED BYLAWS

ARTICLE I PURPOSE

The Virginia Growth and Opportunity Region 9 Council (hereafter referred to as “Council”) is a public body certified by the Virginia Growth and Opportunity Board (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 or affiliated with an existing or newly established organization that engages in collaborative planning and 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.

The Virginia Growth and Opportunity Regional Council, Region 9 consists of the geographic boundaries of Virginia Planning District Commission Regions 9 and 10 that include the counties of Albemarle, Culpeper, Fauquier, Fluvanna, Greene, Louisa, Madison, Nelson, Orange, Rappahannock and the towns within these counties and City of Charlottesville.

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 Board.
2. Demonstrate extensive knowledge of the region’s potential for growth strategies that lead to high paying jobs. Identify economic/regional projects that support or encourage collaboration and yield significant new job creation deliverables.
3. Review and understand the authority, governance, and administrative role of the Board in certifying qualified regions and regional councils; including how the Board develops and implements guidelines or procedures for such certification.
4. Partner with local governments and existing or newly established economic/workforce development organizations to create a focused collaborative project 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 and educational opportunities to accelerate job

growth/economic development.

6. Advise the Board on best practice initiatives, projects, strategies, etc. that encourage collaboration and yield measurable outcomes for job growth and income in the region.
7. Have the authority to enter into agreements through (a) support organization(s) including the Central Virginia Partnership for Economic Development (CVPED) 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 and through any public participation policies of the Council.
10. Conform to guidelines and policies as adopted by the Board.

ARTICLE III MEMBERSHIP

1. The Council shall include representatives from (i) the education sector, including 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. 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 twenty-three (23) members. The Board will approve the member selection process, structure, composition, and leadership to meet the requirements of Code of Virginia section 2.2-2485 of the Virginia Growth and Opportunity Act and the guidelines set forth by the Board. Council members will be recruited and selected to preserve the diversity and balance necessary to enable the Council to provide policy guidance on the broad spectrum of regional economic issues. Council membership is subject to Board review.
3. Each Council member shall be entitled to one equal vote.
4. Council members receive no compensation.
5. Members of the Council shall include:

PRIVATE SECTOR SEATS - 12

Chambers of Commerce (4)

Each chamber of commerce in the region may nominate private sector business

persons to serve on the Council. The Council will select private sector members from the chamber of commerce nominations. Small businesses of less than 50 employees and larger businesses must be considered.

At-Large Private Sector (5)

Nominations will be solicited from the public for at-large private sector Council members. Local business organizations may make nominations, business leaders may nominate themselves, and business leaders may nominate other business leaders for the Council. Unfilled at-large positions will be considered from chamber of commerce nominations. Private sector members should include owners of businesses, chief executives or senior executives with local decision-making authority. The Council shall select at-large private sector members from this pool of nominations. Small businesses of less than 50 employees and larger businesses must be considered. At-large private sector directors shall serve for terms of three (3) years.

Central Virginia Partnership (CVPED) Board Members (2)

The CVPED Board will appoint from its membership two private sector members to the Council, who will serve for terms of three (3) years.

Virginia Career Works – Piedmont Region (1)

The Piedmont Workforce Development Board Chair shall serve ex-officio on the Council. The Piedmont Workforce Development Board Chair may appoint another private sector Board member to serve in his/her place.

PUBLIC SECTOR SEATS – 11

Regional Commission Directors (2)

The executive directors of the Rappahannock-Rapidan Regional Commission (RRRC) and the Thomas Jefferson Planning District Commission (TJPDC) shall serve ex-officio on the Council.

Localities/Elected Officials (4)

The Rappahannock-Rapidan Regional Commission (RRRC) and the Thomas Jefferson Planning District Commission (TJPDC) shall each appoint one elected official and one chief administrative officer from the local governments (Town, City, or County) of its region to serve on the Council, each to serve for terms of two (2) years.

Educational Institutions (3)

The President of the University of Virginia or his or her appointee shall serve on the Council ex-officio.

The Presidents or Chief Administrative Officers of Piedmont Virginia Community College, Germanna Community College and Lord Fairfax Community College shall collectively appoint two representatives to serve on the Council, each to serve for terms of three (3) years.

Local Economic Development (2)

The city and county economic development officers from the Rappahannock-Rapidan Regional Commission (RRRC) shall select one representative to serve on the Council for a term of three years. The city and county economic development officers from the Thomas Jefferson Planning District Commission (TJPDC) shall select one representative to serve on the Council for a term of three (3) years.

6. Council members shall have knowledge of workforce and economic development matters.
7. Council members, excluding Ex-Officio members and Immediate Past Chair, and Vice-Chair, shall not serve more than two (2) consecutive three year terms. A Chair, Immediate Past Chair or Vice-Chair who has reached his or her term limit while serving in such capacity may serve another consecutive term.
8. A vacancy on the Council shall be filled per guidelines established by the Board as carried out by the Nominating Committee referenced in Article VI of this document. The person selected to fill a vacancy shall meet the qualifications for the vacant seat as set forth above in this Article VI, in consultation with the designated stakeholders as applicable.
9. Members of the Council who subsequently no longer hold the position that made them eligible Council members may continue to serve on the Council as long as their new position falls in the same category outlined above.
10. A Council member may be removed by the Board with a majority vote. The reasons for removal must be documented by the Board. A Council member may also be removed by the Council by vote of two thirds (2/3) of the members of the Council.

ARTICLE IV MEETINGS

1. Regular meetings of the Council shall be held no less frequently than quarterly. The Council shall adopt an annual schedule for regular meetings. Revisions to the schedule of meetings of notice of time, location and purpose shall be given to all Council members at least 30 days prior to the date of meeting. The Chair may cancel or reschedule a regular meeting due to a lack of quorum, lack of business or other special circumstances.
2. The annual meeting of the Council shall be the regular meeting in June except that the date, time and place may be otherwise determined by the Chair.
3. Special meetings of the Council shall be held at the call of the Chair or upon the written request of one-third of the Council members stating the purpose for such special meeting. The call to a special meeting shall be given at least 24 hours prior to the meeting. The media shall be notified at the time of the call.
4. The Council will meet all of the Code of Virginia public meeting requirements (§2.2-

3707). Meetings, or any change in the manner of holding a meeting, will be publicly noticed a minimum of three business days in advance of the meeting.

5. Attendance of a majority of Council members shall constitute a quorum. Except in the case of an all-virtual meeting, in which all members participating shall be counted for purposes of a quorum, only members physically assembled in one location shall be counted for purposes of a quorum. Unless a greater proportion is required by the Board or these Bylaws for a particular act or vote, the majority (super majority) vote of the Council members, both present in person and participating electronically, and voting at any meeting at which there is a quorum, shall constitute the Act of the Council.

ARTICLE V PARLIAMENTARY PROCEDURE

1. In all matters of parliamentary procedure not specifically covered by these bylaws, Roberts Rules of Order 11 ed. for Small Boards with preference to Roberts Rules of Order, Newly Revised In Brief, 2nd Edition 2011 shall be observed.
2. Specifically covered procedures include:
 - a. Except where indicated otherwise in these bylaws, all actions of the Commission shall be approved by a majority vote of the members present and voting.
 - b. Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
 - c. There is no limit to the number of times a member can speak to a question.
 - d. Informal discussion of a subject is permitted while a motion is pending.
 - e. The presiding officer need not stand while putting questions to a vote.
 - f. The presiding officer may speak in discussion without rising or leaving the chair.
 - g. Informal discussion may be initiated by the presiding officer.
 - h. Subject to rule or custom, the presiding officer can make motions and vote on all questions.
 - i. Motions are in order to close or limit debate, including limiting times one can speak on a motion.
 - j. Decisions may be made by unanimous consent or consensus, rather than by formal vote. Unless there is unanimous consent, all actions must be approved by vote.

- k. Presiding officer shall restate motion before voting.

ARTICLE VI ORGANIZATION

1. During the inaugural meeting, the Council shall elect from among its members, all organizational officers. The Chair and Vice Chair shall be a Council member with significant private-sector experience. The inaugural partial year term of officers shall not be subject to the term limits found in Article VI Section 3 and Section 7 of these bylaws.
2. The Chair shall preside over all meetings. The Vice-Chair shall preside over all meetings in the absence of the Chair.
3. The elected officers of the Council shall be a Chair, Vice Chair, Secretary and Treasurer. One person may serve as both Secretary and Treasurer. The officers of the Council shall be elected and take office at the annual meeting. Their terms shall be for a period of one year commencing at the end of the annual meeting and terminating at the next annual meeting or until their successors are subsequently elected.
4. The Chair shall preside at all Council meetings, shall sign all acts or orders necessary to carry out the will of the Council, shall have the authority to assign routine administrative functions to the assigned staff, shall be eligible to vote on all matters before the Council, and shall have the generally recognized powers and duties of the office of Chair or president of an organization.
5. The Vice Chair shall serve as Chair in the absence or disability of the Chair. In the case of a vacancy in the office of Chair, the Vice Chair shall assume the Chair's duties until a new Chair is elected to fill the unexpired term.
6. A vacancy in an office shall be filled for the unexpired term by the Council at the next regular meeting following occurrence of the vacancy, except that no such action shall be taken unless placed on the agenda and mailed to all members. A member elected to fill an unexpired term may be elected to a successive full term.
7. The Chair and Vice Chair may not serve more than two (2) consecutive terms. However, they may be re-elected subsequently after another party has served in the office.
8. At its regular meeting immediately prior to the annual meeting, the Chair shall appoint a nominating committee consisting of at least two Council members. At least 10 days prior to the annual meeting, the nominating committee shall send to each Commission member a list containing the name of one nominee for each elected office. Additional nominations may be made from the floor during the meeting at which the election is held.
9. The Secretary and Treasurer need not be members of the Council, and may succeed

themselves in office.

10. The Secretary shall prepare and maintain permanent written record of all Council proceedings, shall transmit notices and agendas to the membership, and transmit a copy of the minutes of each Council meeting to each member prior to the next regular meeting.
11. The Treasurer serves as the chair of the finance committee or such other committee as may have been designated to fulfill the role of a finance committee; manage, with the finance committee or such other committee, the Council's review of and action related to the Council's financial responsibilities; work with the supporting organization to ensure that appropriate financial reports are made available to the Council on a timely basis; present the annual budget to the Council for approval; review the annual audit and provide answers to questions about the audit.

ARTICLE VII SUPPORT ORGANIZATION

1. A support organization may be engaged to provide administrative, fiscal management, planning, project management or other assistance to the Council.
2. 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.
3. 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.
4. 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.
5. The support organization will be responsible for the receiving, use of, and auditing of funds received.
6. The support organization will have a contract with the regional council that provides for its role as outlined above.

ARTICLE VIII SUBCOUNCIL ORGANIZATION

1. The Council may appoint all subcommittees 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 and a Nominating Committee, and such task forces or working groups as it shall deem appropriate. The Nominating Committee will present a slate of officers, potential new members and candidates to fill vacancies on the Council. The Executive Committee shall have the power to exercise the powers of the Council where action is necessary or advisable to conduct the day-to-day business of the Council between meetings of the Council, subject to any

limitations on the authority of the Executive Committee established by the Council. Actions of the Executive Committee shall be reported to the Council at its next meeting, and shall be subject to review by the Council. The Executive Committee shall not have the authority to act on requests for grants, or to authorize disbursement of funds other than for the purpose of conducting the day-to-day business of the Council.

2. Each subcommittee shall appoint a Chair and set meeting dates, times and locations.
3. The duties of each subcommittee member shall be implied by the name and function of the subcommittee. Each subcommittee shall report to the full Council.
4. Subcommittee members may be either Council members or non-Council members. Subcommittee Chairs must be Council members.

ARTICLE IX AMENDMENTS

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. All amendments to these Bylaws shall be reported to the Board or its agent as required by the Board.

ARTICLE X SEVERABILITY

In the event that any portion of the bylaws is deemed invalid, the remaining portions shall remain in full force and effect.

CERTIFICATION

These Bylaws were approved and adopted at a meeting of the Council by a majority vote on January 26, 2024.



Secretary/Treasurer, Françoise Seillier-Moiseiwitsch