

THOMAS JEFFERSON PLANNING DISTRICT COMMISSION

BYLAWS March 2, 2017

ARTICLE I

Name and General Authority

Section 1. The name of this organization shall be the Thomas Jefferson Planning District Commission, hereinafter referred to as the "Commission."

Section 2. The Commission and its actions shall conform to the Virginia Area Development Act (Title 15.1, Chapter 34, Sections 15.1-1400 through 15.1-1415, Code of Virginia, 1950, as amended), the Charter Agreement of the Thomas Jefferson Planning District Commission as it may be amended from time to time, and to the pertinent current rules and regulations of the Virginia Division of State Planning and Community Affairs.

ARTICLE II

Purpose

Section 1. The purpose of the Commission shall be to promote the orderly and efficient development of the physical, social and economic elements of the Planning District through effective planning and by encouraging and assisting governmental subdivisions to plan for the future.

ARTICLE III

Membership

Section 1. Membership shall be set forth in the Charter Agreement of the Thomas Jefferson Planning District Commission. Each charter member of the Commission shall have two voting members on the Commission.

Section 2. Whenever any Commission member fails to attend three consecutive regular meetings or four regular meetings in any six month period, the Chair shall notify the governing body of which the absent member is an appointee and shall recommend that replacement of the member be considered.

Section 3. All members of the Commission shall serve without compensation or refund of personal expenses except when officially representing the Commission or as otherwise authorized by the Commission.

ARTICLE IV Meetings of the Commission

Section 1. Regular meetings of the Commission shall be held at 7:00 p.m. on the first Thursday of each month unless otherwise approved by the Chair or Commission.

Section 2. The Commission shall adopt a schedule for regular meetings at the February regular meeting. The Chair may cancel or reschedule a regular meeting due to lack of quorum, lack of business or other special circumstances.

Section 3. The annual meeting shall be the regular meeting in June except that the date, time and place may be otherwise as determined by the Chair.

Section 4. Special meetings of the Commission shall be held at the call of the Chair or upon the written request of one-third of the Commission 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.

Section 5. Notice giving the time, date, place and agenda for all regular meetings of the Commission shall be sent at least five days prior to the meeting date to each Commission member and to representatives of the media.

Section 6. All meetings of the Commission shall be open to the public and shall be held at the office of the Commission except as determined otherwise by the Chair.

ARTICLE V Voting Rights and Procedures

Section 1. Each member of the Commission in attendance shall be entitled to one equal vote in all matters before the Commission.

Section 2. 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.

Section 3. One Commission member more than one-half of the membership shall constitute a quorum.

Section 4. Each member governmental subdivision shall be represented by at least one Commission member at any meeting at which action is taken requesting per-capita donations from the participating governing bodies, and such actions shall be approved by the affirmative vote of at least two-thirds of the members present.

ARTICLE VI Officers

Section 1. The elected officers of the Commission shall be a Chair, Vice Chair, secretary and treasurer. The officers of the Commission 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.

Section 2. The Chair shall preside at all Commission meetings, shall sign all acts or orders necessary to carry out the will of the Commission, shall have the authority to assign routine administrative functions to the executive director, shall be eligible to vote on all matters before the Commission, and shall have the generally recognized powers and duties of the office of Chair or president of an organization.

Section 3. 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.

Section 4. A vacancy in an office shall be filled for the unexpired term by the Commission at the next regular meeting following occurrence of the vacancy, except that no such action shall be taken unless placed on the agenda mailed to all members. A member elected to fill an unexpired term may be elected to a successive full term in that office.

Section 5. The Chair and Vice Chair of the Commission shall not be representatives of the same governmental subdivision nor shall they be elected officers of the governmental subdivisions whose respective terms therein expire simultaneously (i.e., not two elected supervisors whose terms run concurrently). The Chair and Vice Chair may succeed themselves in office for no more than one additional term.

Section 6. At its April meeting in each year the Chair shall appoint a nominating committee consisting of at least three Commissioners. At least 10 days prior to the meeting at which the ensuing election is to be held, 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.

Section 7. The secretary and treasurer need not be members of the Commission, and may succeed themselves in office.

Section 8. The secretary shall prepare and maintain permanent written record of all Commission proceedings, shall transmit notices and agendas to the membership, and transmit a copy of the minutes of each Commission meeting to each member prior to the next regular meeting.

Section 9. The treasurer shall provide leadership and participate in the review of the management and reporting of the Commission's finances, financial goals, disbursements, investment procedures and assets by staff. . The treasurer shall be an approved signator for warrants and checks issued against the Commission. Upon review by the Treasurer, the Executive Director's financial reports will be submitted to the Commission at each regular Commission

meeting.. In addition, the treasurer shall convene and provide leadership to the Finance Committee; provide guidance and support to the Executive Director/Finance Director; and work with the auditor/audit committee and report results to the Commission. The Treasurer may delegate certain administrative and financial tasks to the Executive Director.

ARTICLE VII Standing and Special Committees

Section 1. The Commission or Chair may establish standing and special committees as it deems necessary and shall determine the instructions for and method of appointing members to each committee. Vacancies in the committees shall be filled by the Chair of the Commission unless otherwise required in the bylaws approved by the Commission.

Section 2. All appointments to standing committees shall be for a term of one year, concurrent with the terms of officers of the Commission, except when otherwise required by the bylaws.

Section 3. Reports of all committees authorized by the article shall be in writing and shall be made part of the permanent records of the Commission.

ARTICLE VIII Staff

Section 1. The Commission shall appoint an executive director who shall serve as the chief administrative officer. The executive director shall serve at the pleasure of a majority of the Commission membership and the executive director's compensation shall be established by the Commission.

Section 2. In addition to the executive director, the Commission shall establish such staff positions as may be necessary to carry out the functions of the Commission. Professional and support personnel and their compensation shall be selected and determined by the executive director within budgetary and other limitations as established by the Commission. The executive director shall be responsible for the day-to-day management of staff.

Section 3. In addition to his or her regular administrative duties the executive director shall:

(a) recommend work programs and financing methods for adoption by the Commission.

(b) prepare the annual budget for adoption by the Commission.

(c) arrange for an annual audit of the accounts of the Commission by an independent auditing firm, a copy of which shall be submitted to the governing body of each participating governmental subdivision.

(d) countersign warrants and checks issued against the Commission except for disbursements issued directly to the Executive Director.

(e) provide all other functions and duties as may, from time to time, be assigned to him or her by the Commission.

ARTICLE IX Receipts, Expenditures and Budget

Section 1. The fiscal year of the Commission shall be from July 1 to June 30.

Section 2. The Commission may receive contributions from the Commonwealth of Virginia in accordance with Section 15.1-1412 of the 1950 Code of Virginia as amended.

Section 3. The Commission may make application for and accept loans and grants of money or materials or property at any time from any private or charitable source of the United States of America or the Commonwealth of Virginia, or any agency or instrumentality thereof.

Section 4. The Commission may request and accept annual financial contributions from the governing bodies of the member governmental subdivisions on the basis of an equal per-capita rate as established by the Commission. For the purpose of determining such contributions, population data shall be adjusted each year as defined in Section 15.1-1402(f) of the 1950 Code of Virginia as amended, except that the population of a county shall exclude any town within that county which is a member of the Commission. Such contributions shall be due in quarterly installments on the first day of July, October, January, and April of each year and, if any payment is not paid by a member subdivision within thirty (30) days of the due date, shall cause forfeiture of voting rights for all Commission representatives of that subdivision until such time as all the delinquent contributions are paid.

Section 5. An additional request for financial contributions may be made upon a governmental subdivision for particular services of a local nature which are requested by said governmental subdivisions and which are not included in the general work program adopted by the Commission. This shall be agreed upon by the Commission and the appropriate governmental subdivision.

Section 6. All payments, except for petty cash, shall be made by check or electronic transfer against funds on deposit in the bank. All checks shall be signed by any two of the following: Chair, treasurer, or executive director (or his designee) of the Commission. However, at the discretion of the executive director, payroll checks and checks containing pass-through payments to grant subrecipients previously approved by the Commission may be signed by the executive director and his or her designee. The executive director shall notify the treasurer when such action is to be taken.

Section 7. All individual payments of a regular and recurring nature and payments of a special or nonrecurring nature less than or equal to \$100,000 shall be authorized with approval of the annual budget or project resolution by the Commission, with the Chair or treasurer and the executive director authorized to approve such payments. In addition, all individual payments of a special or nonrecurring nature in excess of \$100,000 shall be approved by the Commission by project resolution or by individual expenditure approval.

Section 8. The budget and work program for the ensuing fiscal year shall be approved by the Commission at or before the regular meeting in May.

ARTICLE X Parliamentary Procedure

Section 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.

Section 2. Specifically covered procedures include:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be permitted.
- Informal discussion of a subject is permitted while a motion is pending.
- The presiding officer need not stand while putting questions to a vote.
- The presiding officer can speak in discussion without rising or leaving the chair.
- Informal discussion can be initiated by chair.
- Subject to rule or custom, the presiding officer may make motions and usually will vote on all questions.
- Decisions are often made by unanimous consent or consensus, rather than by formal vote. Unless there is unanimous consent, all actions must be approved by vote.
- Chair may restate motion before voting.

ARTICLE XI Amendment of Bylaws

Section 1. Any proposed amendment to these bylaws shall be presented to each member of the Commission at least 30 days prior to the meeting at which they are to be voted upon. A two-thirds vote of all members of the Commission, voting at a regular meeting, shall be required to adopt any proposed amendment to the bylaws.

ARTICLE XII
Effective Date

Section 1. These bylaws and any amendments thereto shall become effective immediately upon adoption.

TJPDC BYLAWS

Notice given December 1, 2016
Approved and Amended March 2, 2017