

# VIRGINIA GROWTH AND OPPORTUNITY BOARD BYLAWS

## **ARTICLE I           NAME**

The name of the board is the Virginia Growth and Opportunity Board, hereinafter referred to as GO Virginia or Board.

## **ARTICLE II           AUTHORIZATION**

The Board was established pursuant to Title 2.2, Chapter 24, §§ 2.2-2484 through 2.2-2490 of the Code of Virginia (2016), as amended.

## **ARTICLE III          LOCATION**

The Office of the Board shall be in the Department of Housing and Community Development. Regular meetings of the Board will occur at designated locations in the Commonwealth.

## **ARTICLE IV          POWERS AND DUTIES**

The Board shall have all rights, powers and duties bestowed by and be subject to the limitations and restrictions set forth in the Code of Virginia or the Appropriations Act.

Board business shall be conducted in accordance with the Virginia Freedom of Information Act (FOIA) and the Virginia Conflict of Interest Act (COIA) unless exempt pursuant to §2.2-3711. A.48 of the Code of Virginia.

## **ARTICLE V           MEMBERSHIP**

*Section 1*       Number, Appointment and Confirmation: (As established in the Code of Virginia, §2.2-2485 B)

The Board shall consist of twenty-four (24) members; fourteen (14) nonlegislative citizen members: two (2) appointed by the Governor not subject to confirmation by the General Assembly, eight (8) appointed by the Governor subject to confirmation by the General Assembly, two (2) appointed by the Speaker of the House of Delegates, and two (2) appointed by the Senate Committee on Rules; seven (7) legislative members, and three (3) Cabinet Secretaries appointed by the governor to serve ex-officio terms.

*Section 2*       Term: (As established in the Code of Virginia, §2.2-2485 C)

Members appointed by the Governor and the General Assembly shall serve for terms not

to exceed four years and no nonlegislative member shall serve more than two successive full terms. The legislative members and Cabinet Secretaries shall serve terms coincident with their terms in office. No member appointed by the Speaker of the House of Delegates shall serve more than four successive two-year terms and no member appointed by the Senate Committee on Rules shall serve more than two successive four-year terms.

## **ARTICLE VI            COMMITTEES**

### *Section 1                    Standing Committees*

The Board shall establish four standing committees: Executive Committee, Regional Council Committee, Program and Evaluation Committee, and Governance and Policy Committee.

#### *(a) Executive Committee*

Members of the Executive Committee shall be the Chair, Vice Chairs, and the Chair of the Governance and Policy Committee. The Executive Committee shall identify and set agenda items and propose and implement Board strategy. The Board Chair shall serve as Chair of the Executive Committee.

#### *(b) Regional Council Committee*

The Regional Council Committee shall be responsible to develop strategies to ensure communication between the Board and Regional Councils and create synergy among the GO Virginia regions by inviting feedback; sharing information on project focus and purpose; and ensuring that Regional Councils are briefed on direction and strategies for implementing the GO Virginia mission. The Vice Chair for Regional Councils will Chair the Regional Council Committee.

#### *(c) Program Evaluation Committee*

The Program Evaluation Committee shall ensure that projects approved by the GO Virginia Board are meeting Board-established criteria and are consistent with the GO Virginia mission by conducting a semiannual review of funded projects; assessing program performance, ensuring contract compliance of projects; and, identifying projects that are scalable. The Vice Chair for Program Evaluation will Chair the Program Evaluation Committee.

#### *(d) Governance and Policy Committee*

The Governance and Policy Committee is responsible for establishing and implementing a policy for development of Board members; developing Board member orientation programs and periodic Board retreats; and developing recommendations to the Governor on policy matters consistent with the GO Virginia mission. The Chair shall appoint a Board member to serve as Chair of the Governance and Policy Committee.

### *Section 2                    Other Committees*

The Board may, from time to time, establish other committees to consider specific issues and provide guidance to the Board.

*Section 3*                      Appointment and Removal

The Chair shall appoint the Chair of the Governance and Policy Committee and any other committee as provided in Article VII Section 2 of the Bylaws. The Chair may remove a committee chair or committee member at any time.

**ARTICLE VII                      OFFICERS**

*Section 1*                      Election of Officers

The Board shall elect a Chair, a Vice Chair for Regional Councils, and a Vice Chair for Program Evaluation at the first meeting of each fiscal year. Legislative and ex-officio Board members shall not serve as Chair or Vice Chair. The Chair and Vice Chairs may serve a single two-year term that may be renewed for an extended term of one additional year.

*Section 2*                      Duties of the Chair

The Chair shall preside at all meetings of the Board at which the Chair is present and shall vote as any other member. The Chair shall make appointments to Board committees as appropriate and in accordance with statute. Members may request appointment to certain committees, but appointment is solely the responsibility of the Chair. The Chair shall appoint a chair of each committee annually following the election of officers. The Chair may call special meetings as necessary and shall speak on behalf of the Board and perform such other duties as the Board may authorize and direct. The Chair shall be an ex-officio member of all standing committees.

*Section 3*                      Duties of the Vice Chair for Regional Councils

The Vice Chair for Regional Councils shall, in the absence of the Chair, have authority to perform all duties and exercise all powers of the Chair and shall perform other duties as the Board may direct. The Vice-Chair for Regional Councils shall be an ex-officio member of all standing committees. The Vice-Chair for Regional Councils shall be charged with coordination and oversight of the work of Regional Councils. The Vice Chair for Regional Councils shall be charged with development of strategies to ensure communication between the Board and Regional Councils, shall create synergy among the Regions, shall invite feedback from Regional Councils, share information on project focus and purpose, and ensure that Regional Councils are briefed on direction and strategies for implementing the GO Virginia mission. The Vice-Chair for Regional Councils shall Chair the Regional Council Committee.

*Section 4*                      Duties of the Vice Chair for Program Evaluation

The Vice Chair for Program Evaluation shall, in the absence of the Chair and the Vice

Chair for Regional Councils, have authority to perform all duties and exercise all powers of the Chair and shall perform other duties as the Board may direct. The Vice-Chair for Program Evaluation shall be an ex-officio member of all standing committees. The Vice-Chair for Program Evaluation shall be charged with conducting annual reviews of funded projects to assess program performance, ensure programmatic compliance, and identify projects that are scalable in accordance with Board policy. The Vice-Chair for Program Evaluation shall Chair the Project Evaluation Committee.

*Section 5*                      Designation of a Secretary

The Director of the Agency that has fiduciary responsibility for the Growth and Opportunity Fund shall serve as Secretary to the Board. The Board may designate and select someone else to serve as Secretary and to serve in that capacity as well.

*Section 6*                      Duties of the Secretary

The Secretary shall attend all meetings of the Board, keep a record of proceedings, and notify members of all meetings. In general, the Director shall perform all duties incident to the office of Secretary and may also perform or direct Department staff to perform such other duties as may be assigned by the Board. The Secretary is responsible for drafting the annual report on behalf of the Chair.

**ARTICLE IX                      REGIONAL COUNCIL MEMBERSHIP COMPOSITION**

*Section 1*                      Terms of Office and Leadership Succession

No member of the Regional Councils shall serve more than two consecutive four-year terms. The Chair and Vice Chair are elected members of the Regional Council and serve terms established in the Regional Council bylaws. Leadership succession plans should be formalized and prescribed within the Council bylaws. The Chair must be a citizen member from the Region with significant private-sector experience.

*Section 2*                      Council Composition

Regional Councils shall be composed of no more than thirty members including at least one representative from each of the following categories: (i) the education sector, including school divisions, community colleges, and public institutions of higher education; (ii) the economic development sector; (iii) the workforce development sector; (iv) local government; (v) planning district commissions; (vi) nonprofit organizations.

**ARTICLE X                      COMPENSATION**

Legislative members of the Board shall receive such compensation as provided in § 30-19.12, and nonlegislative citizen members shall receive compensation as provided in § 2.2-2813 for the performance of their duties. All members shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties as provided in §§ 2.2-2813 and 2.2-2825.

**ARTICLE XI            MEETINGS**

*Section 1                    Regular Meetings*

Regular meetings may be held as determined by the Board; the Board must meet at least quarterly. Committee meetings will be held as needed at a time and place agreed to by the Board. The meeting notice of time, location and purpose shall be given to all Board members at least 30 days prior to the date of meeting. The Board will provide for public participation as directed by the Code of Virginia.

The Board will 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.

*Section 2                    Special Meetings*

Special meetings may be called by and at the discretion of the Chair or shall be called by the Chair upon petition of three other Board members. At least 3 days' notice must be given to all Board members in writing or by telephone stating the time, place and purpose of the special meeting.

*Section 3                    Agenda*

The Secretary, in consultation with the Chair, will prepare an agenda for distribution to the members prior to the regularly scheduled meetings. Any member may place an item on the agenda by providing notice to the Secretary fifteen days prior to the regular meeting. During a regular meeting of the Board and upon approval by a quorum of the Board, items not appearing on the agenda may be discussed under New Business and may be acted upon by the Board during the meeting or placed on the agenda for Board action during a later meeting.

**ARTICLE XII            QUORUM**

A majority of the members of the Board shall constitute a quorum. Any decision by the Board shall require an affirmative vote of a majority of the members of the Board present and voting.

**ARTICLE XIII        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 XIV            AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) affirmative vote of the members of the Board present and voting at any regular meeting. Action on amended bylaws may not take place at the meeting in which proposed amendments are introduced. Action on amended bylaws

shall take place a minimum of thirty days after proposed amendment introduction. The Bylaws shall be amended to conform to statutory requirements as required.