

Virginia Growth and Opportunity Regional Council, Region Number 4

BYLAWS

ARTICLE I PURPOSE

The Virginia Growth and Opportunity Regional Council, Region Number 4 (the "Council") is a public body certified by the Virginia Growth and Opportunity Board (the "Board") to receive grants pursuant to section 2.2-2485 of the Code of Virginia, the Virginia Growth and Opportunity Act. The Council will be supported or affiliated with Grow Capital Jobs Foundation, a Virginia nonstock corporation (the "Foundation"), a support organization that will engage in collaborative planning and execution of economic or workforce development activities within Region Number 4 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 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 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 the Foundation 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 to accelerate job growth/economic development.
6. Advise the Board on best practice initiatives, projects, and other items that encourage collaboration and yield measurable outcomes for job growth in the region.
7. Have the authority to enter into agreements through the Foundation 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 section 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 from time to time.

ARTICLE III MEMBERSHIP

1. The Council should 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 nonlegislative citizen members of the Board from the region. A majority of the members of the Council shall be from the private sector with demonstrated significant private-sector business experience. Council members shall have knowledge of workforce and economic development. The Council shall appoint a Chair and a Vice Chair, each of whom shall be a citizen member from the region with significant private-sector business experience.
2. The Council will consist of not less than fifteen (15) or more than twenty-five (25) members as determined from time to time by resolution of the Council. Initially the Council shall have twenty-five (25) members. The Board will approve the member selection process, structure, composition, and leadership to meet the requirements of section 2.2-2485 of the Code of Virginia, the Virginia Growth and Opportunity Act, and the guidelines set forth by the Board. Council membership is subject to Board review and approval.
3. The Council shall be divided into four classes, Class I, Class II, Class III and Class IV. Council members shall serve staggered four-year terms as determined by the Council; provided that a Council member first elected to Class I shall serve for a term ending on the date of the annual meeting in 2018, a Council member first elected to Class II shall serve for a term ending on the date of the annual meeting in 2019, a Council member first elected to Class III shall serve for a term ending on the date of the annual meeting in 2020, and a Council member first elected to Class IV shall serve for a term ending on the date of the annual meeting in 2021. Council members shall not serve more than two (2) consecutive four-year terms.
4. A vacancy on the Council shall be filled in accordance with guidelines established by the Board as carried out by the Nominating Committee as provided in Article VIII of these Bylaws.
5. A Council member may be removed with or without cause by the Council with a majority vote. The reasons for removal must be documented by the Council.
6. Individual Council members who retire or whose job responsibilities materially change from those they held when they were appointed to the Council shall volunteer to resign from the Council. Such a step provides an opportunity for the Council, through the Nominating Committee, to review the continued appropriateness of Council membership under the circumstances and in accordance with the membership requirements of these Bylaws.

ARTICLE IV MEETINGS

1. The Council shall meet at least on a quarterly basis, at a predetermined location and time, and shall meet at such other times as shall be determined by the Council or the Chair. A meeting held in the second quarter of a calendar year shall be designated as the annual meeting. The meeting notice of time, location and purpose shall be given to all Council members at least five (5) business days prior to the date of a meeting.

2. The Council will meet all of the public meeting requirements of section 2.2-3707 of the Code of Virginia.
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 Bylaws, the most recent edition of Roberts Rules of Order shall be observed.

ARTICLE VI ORGANIZATION

1. William H. Goodwin, Jr. shall initially serve as Chair of the Council for a one-year term. John A. Luke, Jr. shall initially serve as Vice Chair of the Council for a one-year term. Thereafter, the Council shall elect from among its members, a Chair and a Vice Chair at the annual meeting of each year. The Chair and Vice Chair will serve for a period of one (1) year from election and until their successors are elected and qualified. The Chair and Vice Chair shall be Council members with significant private-sector experience.
2. The Chair shall preside over all meetings of the Council and the Executive Committee and shall perform such other duties and shall have such other powers as may be incidental to the office of Chair or as the Council or the Executive Committee may from time to time prescribe. The Vice Chair shall, in the absence of the Chair, have authority to perform all duties and exercise all powers of the Chair.

ARTICLE VII SUPPORT ORGANIZATION

1. The purposes and competencies of the Foundation shall include collaborative planning, economic development, or workforce activities within the region.
2. The Foundation may provide data analysis, review of best practices, review and analysis of project proposals, and other duties as determined by the Council.
3. The Foundation will make project recommendations to the 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 Foundation will be responsible for the receiving, use of, and auditing of funds received.
5. The Foundation will have a contract with the Council that provides for its role as outlined above. This contract shall be approved by the Council.

ARTICLE VIII COMMITTEES

1. The Council shall have an Executive Committee and a Nominating Committee. The Executive Committee shall consist of no less than five (5) or more than seven (7) members as determined from time to time by resolution of the Council. The Nominating Committee shall consist of no

less than three (3) or more than five (5) members as determined from time to time by resolution of the Council. The Executive Committee shall, to the extent consistent with applicable law, exercise the authority of the Council between meetings of the Council. All actions taken by the Executive Committee shall be reported to the Council at its next meeting. The Nominating Committee will recommend to the Council potential new members and filling of vacancies on the Council.

2. The Council may appoint any other committees as deemed necessary to meet the Council requirements of section 2.2-2485 of the Code of Virginia, the Virginia Growth and Opportunity Act, and to fulfill the duties of the Council.
3. Each committee shall appoint a Chair and set meeting dates, times and locations.
4. The duties of each committee member shall be implied by the name and function of the committee. Each committee shall report to the full Council.
5. The Council may also appoint advisory committees which may include individuals who are not Council members on an ad hoc basis to support the Council's performance of its duties. The Chair of any advisory committee shall be a Council member.

ARTICLE IX BYLAWS

These Bylaws shall not be amended, modified or replaced except by a majority action of the Council in an official meeting. Following the adoption of these Bylaws, action on amended Bylaws may not take place at the meeting in which they are introduced. Such action on amended Bylaws shall take place a minimum of thirty (30) 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.

ARTICLE X SEVERABILITY

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

[Bylaws Adopted as of June 19, 2017]