

**Northern Virginia Regional Council (GO NO VA)
Changes to By-Laws
June 21, 2017**

ARTICLE I- NAME AND LOCATION

SECTION 1 The name of the Region 7 organization shall be the Northern Virginia Regional Council, hereinafter referred to in these by-laws as the Regional Council.

ARTICLE II - FUNCTIONS AND RESPONSIBILITIES OF THE REGIONAL COUNCIL

SECTION 1 The Regional Council shall fulfill the requirements of the GO Virginia legislation by:

- Serving as a business-led, non-partisan game-changing initiative that will provide a new framework for strengthening the economy throughout Northern Virginia through enhanced collaboration by business, education, and local government encouraged and incentivized by the Commonwealth of Virginia.
- Providing leadership in cooperation with local government and educational officials to promote private-sector expansion in high-growth opportunity clusters, help small and large businesses find the qualified workers they need to grow, expand job opportunities for Virginians in the private sector, and make tax dollars go farther through greater efficiency and reduced duplication of efforts.
- Encouraging business-led collaboration in Northern Virginia by leveraging financial and technical support from the Commonwealth that will be matched by private, local, and other resources, providing a catalyst for projects that will encourage private sector growth across Northern Virginia.

ARTICLE III- REGIONAL COUNCIL MEMBERSHIP; RESPONSIBILITIES OF MEMBERS

SECTION 1 The size of the Regional Council shall be not fewer than twenty-one (21) voting members, but may be larger, comprised and appointed as set forth in the Agreement.

SECTION 2 Any vacancy or new position among the voting members of the Regional

Council shall be filled by recommendations from the Nominating Committee to the full Regional Council.

Regional Council Member Profile

The GO Virginia legislation clearly identifies the criteria for all membership to each Regional Council, including the following for business membership:

- Owners of businesses, chief executives, or operating officers of businesses, and other business executives or employers with optimum policy making or hiring authority, and
- Businesses with employment opportunities that reflect the employment opportunities of the local area.

Business representatives are to be appointed from among individuals nominated by local business organizations and business trade associations. High growth industry sectors should be represented as well as representation of small, medium and large employers who meet the criteria listed above. Furthermore, all members appointed to the Regional Council should have the following skills and attributes:

- Commit to the time and level of effort required,
- Represent the business or organization at a senior level of management, and
- Have a regional perspective.

Overall, the Regional Council and its leadership should be diverse.

SECTION 3 Council members shall serve staggered three-year terms as determined by the Council. The terms of initial members shall end June 30, 2018, June 30, 2019 and June 30, 2020 to implement staggered terms. Any vacancy in the membership of the Regional Council shall be filled in the same manner as the original appointment, unless the Nominating Committee recommends differently. and vacancies resulting from resignations or removal of mandatory Members, shall be filled within 120 days.

SECTION 4 (a) Membership on the Regional Council of voting members shall cease when:

- 1) the member offers his/her resignation to the Chairperson of the Regional Council;
- 2) the member is not re-appointed after completion of the term; or
- 3) the organization or activity sector the member represents ceases to exist, or the member is no longer with the organization or sector activity.

SECTION 5 Each voting and non-voting member of the Regional Council shall serve on at least one standing committee of the Regional Council.

SECTION 6 Each voting member of the Regional Council shall be entitled to one vote during any regular or special meeting of the Regional Council at which said member is present and which meeting has been duly called at which a quorum is present and acting throughout, except where a real or perceived conflict of interest occurs. Only the appointed member of the Regional Council shall be allowed to vote; proxy voting shall not be allowed.

SECTION 7 Conflict of interest, real or perceived, will not be tolerated. Any duality of interest or real or perceived conflict of interest on the part of any Regional Council member shall be disclosed to other Regional Council members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Regional Council action. Any Regional Council member having a duality of interest or conflict of interest, real or perceived, on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting. The conflict of interest policy shall be reviewed annually for the information and guidance of Regional Council members. Any new members of the Regional Council shall be advised of the policy upon entering the duties of his/her office. There shall be an annual submission of disclosure regarding possible conflict of interest.

SECTION 8 Summary Notes, written or digital, of each Regional Council meeting shall be distributed to all members.

SECTION 9 All voting Regional Council members are obliged to attend meetings of the Regional Council, participate in Committee work, abide by Regional Council bylaws and standing rules, abide by majority rule, and present their views and opinions.

SECTION 10 If a member misses three (3) regularly scheduled meetings of the Regional Council during any one calendar year, the Council may, at its discretion, drop this member from the Council.

SECTION 11 If a Regional Council member, whether a voting or a non-voting member, misses two (2) meetings of any committee of the Regional Council on which such member serves, the Chairperson, of the Regional Council shall in a letter or e-mail to the member emphasize the importance of committee attendance and participation and propose a discussion with such member to resolve any issues.

ARTICLE IV- OFFICERS

SECTION 1 The Regional Council shall elect from among its membership a Chairperson who shall be a representative of the business sector, a Vice Chairperson, a Secretary and a Treasurer. The Regional Council may establish criteria regarding sector representation for the offices of Vice Chairperson, Secretary

and Treasurer. The initial officers shall serve until June 30, 2018. Thereafter, all officers shall serve for two-year terms, commencing on July 1 and concluding on June 30, or shall serve such shorter period if their term as a member of the Regional Council expires sooner. Officers may serve no more than two (2) consecutive two-year terms in each office.

SECTION 2 Duties and responsibilities of said Officers shall be as follows:

1) Chairperson

- a) shall preside at all meetings of the Regional Council;
- b) shall establish agendas for each regular Regional Council meeting;
- c) shall sign, on behalf of the Regional Council, all necessary legal documents;
- d) shall appoint ad hoc committee(s), as determined necessary;
- e) shall be the official representative of the Regional Council, as required;
- f) may call special meetings of the Regional Council;
- g) shall call special meetings of the Executive Committee when a quorum of the full Regional Council cannot be met, as described in Article VII, and
- h) other responsibilities as determined by the Regional Council.

2) Vice-Chairperson

- a) shall assume all responsibilities of the Chairperson, noted herein, in his/her absence and shall perform such duties as may be specified by the Regional Council or as may be necessitated by the absence of the Chairperson.

3) Secretary

- a) shall, with the assistance of staff support, keep the minutes of the meetings of the Regional Council, give and serve all notices of and to the Regional Council, be the custodian of the records of the Regional Council, and perform all other duties incident to the office of Secretary.

4) Treasurer

- a) shall monitor the control, receipt, and custody of all assets, if any, of the Regional Council;
- b) shall monitor the disbursements, if any, as authorized by the Executive Committee;
- c) shall report the receipt, use, and disbursement of all assets, if any, of the Regional Council;
- d) shall exercise the powers and perform such other duties usually incidental to the office of treasurer; and
- e) shall exercise such powers and perform such other duties as may be assigned by the Chairperson or Executive Committee.

SECTION 3 Said officers shall be elected by a majority vote of the members present at the last Regional Council meeting of the fiscal year.

ARTICLE V- NOMINATING COMMITTEE

SECTION 1 The Regional Council Chairperson shall appoint a Nominating Committee consisting of three (3) Regional Council members for nominating officers for the next term.

SECTION 2 The Committee shall, at the final meeting of the fiscal year, submit to the Regional Council a slate of officers for election, who shall assume office on the first day of July following their election.

SECTION 3 The Committee shall nominate Regional Council members representing the private sector for the office of Chairperson, and, consistent with any criteria regarding sector representation that the Regional Council may have adopted, shall nominate Regional Council members for the offices of Vice Chairperson, Secretary, Treasurer and Parliamentarian.

SECTION 4 The Secretary shall direct staff who provide support to the Regional Council to mail to all Regional Council members, not less than twenty (20) days prior to the date of the annual election, a list of nominees recommended by the Nominating Committee.

ARTICLE VI- COMMITTEES

The following shall be the standing committees of the Regional Council. Such other ad hoc committees or task forces may be established by the Chairperson as deemed necessary and appropriate. The Chairperson shall be some ex-officio (non-voting) member of all committees. Each committee Chairperson shall be so appointed by the Chairperson of the Regional Council. Terms of service on each standing committee shall be one (1) year.

SECTION 1 Executive Committee

- 1) The Executive Committee shall be made up of officers of the Regional Council and the chairpersons of each of the standing committees. The Executive Committee shall: provide leadership and connectivity for all work of the Regional Council; Regional Council and perform such specific responsibilities as the Regional Council may delegate.
- 2) The Executive Committee will, at the end of each year, perform the following functions for the Regional Council:

- a) nomination of committee appointments;
 - b) review of meeting attendance as described in Article IV, making recommendations to the Regional Council as appropriate;
 - c) review of Regional Council by-laws, making recommendations to the Regional Council as appropriate;
 - d) review of Regional Council administration, making recommendations to the Regional Council as appropriate;
- 3) In the event the Chairperson must call a special meeting of the full Regional Council, the Regional Council will be polled and if a quorum of the Regional Council cannot be assembled in a timely manner, the Chairperson will then call upon the Executive Committee to meet and act on items needing immediate attention. Any action taken by the Executive Committee will then be brought to the full Regional Council for ratification at the next regularly scheduled meeting or special meeting.
- 4) Special meetings of the Executive Committee may be called for any proper purpose by the Chairperson or by four (4) members of the Executive Committee.

SECTION 2 Governance Committee

The Audit and Governance Committee shall be composed of a representative group from the full voting membership of the Regional Council and possess the skills necessary to carry out the functions of the committee. Functions and responsibilities of the committee shall include:

- a) Review and measure performance of Regional Council activities
- b) Conduct regularly-scheduled re-examinations of the Regional Council's By-Laws
- c) Conduct reviews of the Regional Council's activities related to delivery of information on the following topics: freedom-of-information, conflict-of-interest retention, procurement, contract review
- d) Assist with the recruitment and orientation of new Regional Council members
- e) Develops succession planning for Regional Council leadership activities
- f) Performs periodic assessments of the Regional Council including individual participation, and makes recommendations on any appropriate Regional Council changes in structure or operation
- g) Working with Regional Council leadership assesses continued interest in Regional Council member service and works to establish best way for Regional Council members to contribute

SECTION 3 Finance Committee

The Finance Committee shall be composed of a representative group from the full voting membership of the Regional Council and possess the skills necessary to carry out the functions of the committee. The functions and responsibilities of the committee include:

- a) Prepare and submit the budget
- b) Plan for the financial sustainability of the Council's operations
- c) Ensure that required financial reports and audits are conducted and submitted timely

SECTION 4 Nominating Committee

The Nominating Committee shall be composed of a representative group from the full voting membership of the Regional Council and possess the skills necessary to carry out the functions of the committee. The functions and responsibilities of the committee include the duties covered in Article V and elsewhere in these By-Laws.

ARTICLE VII - MEETINGS

SECTION 1 There will be regular meetings of the Regional Council. The date, time and location of regular meetings shall be determined by the Executive Committee. Regional Council members shall be notified in writing at least seven (7) days in advance of the time, place and agenda of the meeting.

SECTION 2 Special meetings may be called at the discretion of the Chairperson and shall be called by the Chairperson upon the written request of at least eight (8) voting Regional Council members. Notice of a special meeting shall be given in writing not less than seven (7) days before the date of the meeting, specifying the time, place and purpose of the meeting.

SECTION 3 All committees shall meet at least four (4) times per year.

SECTION 4 Special committee meetings may be called at the discretion of the Committee Chairperson or by a majority of the membership of any committee.

SECTION 5 The presence in person of one-third of the voting members of the Regional Council shall constitute a quorum of the Regional Council for conducting business. The presence in person of most of, many of Committee members shall constitute a quorum for Committee meetings, except for the Executive Committee for which a quorum shall require the presence in person of at least two-thirds of its members.

SECTION 6 Resolutions, actions and authorizations, except for amendment of these bylaws, shall be passed by a vote of most of, many of members entitled to

vote who are present at a meeting at which a quorum is present and acting throughout.

SECTION 7 Meetings of the Regional Council and of its committees shall be open to the public and shall otherwise be subject to applicable provisions of the Virginia Freedom of Information Act (FOIA).

ARTICLE VIII-AMENDMENT

These bylaws may be amended by a two-thirds vote of those voting members present at a regular or special meeting of the Regional Council, provided that a quorum is present and acting throughout and provided further that prior written notice of not less than ten (10) days of any proposed amendment(s), including the text of any such amendment(s), shall have been given. Amendments approved by the Regional Council shall be effective immediately, unless otherwise provided therein.

ARTICLE IX- STAFF SUPPORT

To be determined.

ARTICLE X-CONDUCT OF MEETINGS

It is the intent of the Regional Council that meetings shall be conducted in an informal atmosphere to encourage a free exchange of ideas. The Chairperson will have the authority to control the meeting, with the right reserved to the majority to overrule the Chairperson. If necessary, Robert's Rules of Order may be invoked by the Chairperson or most of, many of the members at the meeting.

ARTICLE XI- FISCAL YEAR

The fiscal year of the Regional Council shall be the period of July 1 to June 30.

ARTICLE XII- REIMBURSEMENT

If deemed necessary and appropriate by the Regional Council, each member of the Regional Council, officer, and committee chairperson, including past Regional Council members and officers, may be reimbursed by the Regional Council for any and all expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceedings in which he or she is made a party by reason of being or having been a member of the Regional Council or officer of the Regional Council, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his or

her duties as such Regional Council member or officer; and such reimbursement shall not be deemed exclusive of any other rights to which he or she may be entitled under any by-laws, agreement, vote of members or otherwise. Such reimbursement by the Regional Council may be provided by means of Directors and Officers liability coverage or other similar insurance coverage.

ARTICLE XIII – PRESS AND MEDIA COMMUNICATIONS

All communications with the press and media (including electronic and social media) about the position, interest and intent of the Council should come from and through the Chair or the Director. Press releases and media statements must be coordinated through the Chair or Director.

ARTICLE XIV- EFFECTIVE DATE

These Bylaws shall become effective as of the date of adoption by the Regional Council. Such adoption shall require a vote of a majority of the voting Regional Council members present at a duly-convened meeting at which a quorum is present and acting throughout.