

# **AMENDED BYLAWS**

## **GO Virginia Region 3**

### **ARTICLE I**

#### **PURPOSE**

The GO Virginia Region 3 Council (hereafter referred to as “Council”) is a public body certified by the Virginia Growth and Opportunity Board (hereafter referred to as "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 or 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.

### **ARTICLE II**

#### **DUTIES AND RESPONSIBILITIES**

The Council shall:

- Section 1. Work in a collaborative manner, respecting all points-of-view, while soliciting and reviewing proposed projects for recommendation to the Board.
- Section 2. Demonstrate extensive knowledge of the region’s potential for growth that leads to high paying jobs.
- Section 3. Identify economic/regional projects that support or encourage collaboration and yield significant new job creation outcomes in short- and long-term timeframes.
- Section 4. 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.
- Section 5. Partner with 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.
- Section 6. Identify the region’s economic growth potential independently or in partnership with neighboring regions.
- Section 7. Identify the competitive advantages for collaboration with private-sector investments to accelerate job growth/economic development.
- Section 8. Advise the Board on best practice initiatives, projects, etc. that encourage collaboration and yield measurable outcomes for job growth in the region.
- Section 9. Have the authority to enter into agreements through the support organization in order to pursue the goals and objectives of GO VA pursuant to the Code of Virginia and guidelines adopted by the Board.

- Section 10. 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 11. Provide for public participation as directed by the Code of Virginia and the Board.
- Section 12. Conform with the guidelines as adopted by the Board.

### **ARTICLE III**

#### **MEMBERSHIP**

- Section 1. The Council will 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) regional planning entities; (v) nonprofit organizations; (vi) other entities that significantly affect regional economic or workforce development; and (vii) small and large businesses.
- Section 2. A majority of the members of the Council shall be from private sector with demonstrated significant private-sector business experience.
- Section 4. The Council shall be chaired by a citizen member from the region with significant private-sector business experience.
- Section 4. The Council will consist of 19 members.
- Section 5. The Board will approve the member selection process, structure, composition, and leadership to meet the requirements of COV section 2.2-2485 of the Virginia Growth and Opportunity Act and the guidelines set forth by the Board.
- Section 6. Council members should have knowledge of workforce and economic development.
- Section 7. Council members shall serve staggered four-year terms as determined by the Council. On and after July 1, 2017, the term of Council members should commence on July 1.
- Section 8: Council members whose terms are expiring shall continue to serve in their role on Council until such time as their replacement is approved by the Board.
- Section 9. Council members shall not serve more than (2) consecutive four-year terms.
- Section 10. Any term of two (2) years or less shall not count as a full term.
- Section 11. The time served by initial Council members before July 1, 2017 will not count against the limit of two consecutive terms.
- Section 12. A Council member may be removed by the Board with a two-thirds vote. The reasons for removal must be documented by the Council.

## **ARTICLE IV**

### **MEETINGS**

- Section 1. The Council shall meet on a regular basis and at a minimum quarterly at a predetermined location and time.
- Section 2. The notice of time, location and purpose of any regular meeting shall be given to all Council members at least 30 days prior to the date of meeting.
- Section 3. The Council will meet all of the Code of Virginia public meeting requirements (§2.2-3707). Virtual meetings and meetings including participation by telephone and/or video conferencing may be held in accordance with the requirements of Virginia law.
- Section 4. Meetings will be advertised a minimum of three business days in advance of the meeting to be held at such location as indicated in the public notice.
- Section 5. Attendance of eight 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 both present and participating by telephone or videoconferencing and voting at any meeting, at which there is a quorum, shall constitute the Act of the Council.
- Section 6. The regular meeting in the second quarter of each year shall be known as the Annual Meeting and shall be for the purpose of electing Council members and officers, receiving reports of officers and committees, and for any other business that may arise. The terms of the newly elected Council members and officers shall commence on July 1 following the Annual Meeting.
- Section 7. Special meetings of the Board shall be called by the Chair or the Vice-Chair or by a majority of the members of the Council and shall be by written notice at least 3 days before the meeting. Any such notice shall contain the time and place of the meeting but need not contain the purpose of the meeting.

## **ARTICLE V**

### **PARLIAMENTARY PROCEDURE**

- Section 1. 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 VI**

**ORGANIZATION**

- Section 1. During the inaugural meeting and at each Annual Meeting thereafter, the Council shall elect a Chair and a Vice-Chair from among its members.
- Section 2. The Chair and Vice Chair shall each be a Council member with significant private-sector experience.
- Section 3. The Chair shall preside over all meetings.
- Section 4. The Vice-Chair shall preside over all meetings in the absence of the Chair.

**ARTICLE VII**

**SUPPORT ORGANIZATION AND FISCAL AGENT**

- Section 1. 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.
- Section 2. 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.
- Section 3. The Support Organization shall serve as the Fiscal Agent for the Council and, under the leadership of the Council, and in concert with the state agency that administers the funding, will be responsible for the receiving, use of, and auditing of funds received.
- Section 4. The Support Organization will prepare the Council's Annual Report as required by the Board's guidelines.
- Section 5. The support organization will have a contract with the Council that provides for its role as outlined above.

**ARTICLE VIII**

**COMMITTEES**

- Section 1. The Council may appoint committees 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.
- Section 2. The Council shall designate an Executive Committee 1) to make recommendations to the Council; and 2) to exercise any and all powers and authority specifically delegated to it by the Council, except to approve and amend the Bylaws and to elect Council members and officers.
- Section 3. The Council shall create a Nominating Committee to present a slate of officers, potential new members, and nominees to fill vacancies on the Council.

- Section 4. Each committee shall have a Chair appointed by the Council Chair and shall set meeting dates, times, and locations.
- Section 5. 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.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

- Section 1. The bylaws shall not be amended, modified, or replaced except by a two-thirds vote of the Council members in an official meeting.
- Section 2. 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.
- Section 3. The Board shall review and approve amendments to the Bylaws.
- Section 4. In the event that any portion of the Bylaws are deemed invalid, the remaining portion shall stand.

This Bylaws Amendment was approved at the Council meeting held July 15, 2020.