

# VIRGINIA GROWTH AND OPPORTUNITY BOARD BYLAWS

## **ARTICLE I            NAME**

The name of this board is the Virginia Growth and Opportunity Board, hereinafter referred to as the 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 a designated location 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.

The Board shall 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.

## **ARTICLE V           MEMBERSHIP**

*Section 1*      Number, Appointment and Confirmation: (As stipulated 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 stipulated 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**

The Board may create advisory, executive, or Board member committees to consider specific issues and provide guidance to the Board as a whole.

## **ARTICLE VII            OFFICERS**

### *Section 1                    Election of Officers*

The Board shall elect a Chairman and Vice Chairman from among its membership at the first meeting of each fiscal year. The legislative and ex-officio Board members shall not serve as Chairman or Vice Chairman. The incumbent Chairman and Vice-Chairman shall be eligible for re-election. The Chair and Vice Chair shall not serve more than two (2) consecutive four year terms.

### *Section 2                    Duties of the Chairman*

The Chairman shall preside at all meetings of the Board at which he/she is present, and shall vote as any other member. The Chairman shall make appointments to Board's committees as deemed appropriate and in accordance with statute. Members may request appointment to certain committees but appointment is solely the responsibility of the Chairman. The Chairman shall appoint a chairman of each standing committee annually following the election of officers. The Chairman may call special meetings as required and shall in general act as the Board's spokesman and perform such other duties as it may direct. The Chairman shall be an ex-officio member of all standing committees.

### *Section 3                    Duties of the Vice Chairman*

The Vice Chairman shall, in the absence of the Chairman, have authority to perform all duties and exercise all powers of the Chairman and shall perform other duties as the Board may direct. The Vice-Chairman shall be an ex-officio member of all standing committees.

### *Section 4                    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 5*                      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 Chairman.

**ARTICLE VIII              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 IX                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 Chairman or shall be called by the Chairman 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 Chairman, 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 X            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.

**ARTICLE XI            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 XII            AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) affirmative vote of the total members at any regular meeting. 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.