

By Laws of the
George Washington Regional
Commission

Adopted June 21, 2010

GEORGE WASHINGTON REGIONAL COMMISSION
PLANNING DISTRICT 16

ARTICLE 1 – ORGANIZATION

- 1.1 Name. The name of this organization shall be the George Washington Regional Commission (“the Commission”).
- 1.2 Authority. The Commission was established as a “planning district commission” by the Regional Cooperation Act of 1968 and draws its authority from § 15.2-4200, et seq., as amended, of the *Code of Virginia*.
- 1.3 Purpose. As provided in § 15.2-4207 of the *Code of Virginia*, the purpose of the Commission is to encourage and facilitate local government cooperation and state-local cooperation in addressing on a regional basis problems of greater than local significance. The cooperation resulting is intended to facilitate the recognition and analysis of regional opportunities and take account of regional influences in planning and implementing public policies and services. Functional areas warranting regional cooperation may include, but shall not be limited to: (i) economic and physical infrastructure development; (ii) solid waste, water supply and other environmental management; (iii) transportation; (iv) criminal justice; (v) emergency management; (vi) human services; and (vii) recreation.

Types of regional cooperative arrangements that the Commission may pursue include but are not limited to (i) the facilitation of revenue sharing agreements; (ii) joint service delivery approaches; (iii) joint government purchasing of goods and services; (iv) regional data bases; and (v) regional plans.

The Commission shall also promote the orderly and efficient development of the physical, social and economic elements of the district by planning, and encouraging and assisting localities to plan, for the future. If requested by a member locality or group of member localities and to the extent the Commission may elect to act, it may assist the localities by carrying out plans and programs for the improvement and utilization of their physical, social and economic elements. The Commission shall not, however, have a legal obligation to perform the functions necessary to implement the plans and policies established by it or to furnish governmental services to the district.

The authority of the Commission includes the power, to the extent the Commission may from time to time determine, when requested to do so by a member locality or group of member localities, (i) to participate in the creation or organization of nonprofit corporations to perform functions or operate programs in furtherance of the purposes of this chapter; (ii) to perform such functions and to operate such programs itself; (iii) to contract with nonprofit entities, including localities, performing such functions or operating such programs to provide administrative, management, and staff support, accommodations in its offices, and financial assistance; and (iv) to provide financial

assistance, including matching funds, to inter-district entities which perform governmental or quasi-governmental functions directly benefiting the Commission's district and which are organized under authority of the Commonwealth or of the federal government.

Nothing herein shall be construed to permit the Commission to perform functions, operate programs or provide services within and for a locality if the governing body of that jurisdiction opposes it doing so.

- 1.4 Service Area. The service area of the Commission is Planning District 16, which comprises the City of Fredericksburg and the counties of Caroline, King George, Spotsylvania and Stafford.
- 1.5 Offices. The main office of the Commission shall be located within Planning District 16 at a location approved by the Board of Commissioners.
- 1.6 Fiscal Year. The Commission shall operate on a fiscal year beginning July First and ending at 11:59 p.m. on June Thirtieth of the following calendar year.

ARTICLE 2 – MEMBERSHIP

- 2.1 Members. The Commission shall have ten (10) members, with each of the five localities in Planning District 16 represented by two (2) voting members on the Board of Commissioners. Only members of the governing body of each of the Commission's member localities shall be eligible for membership on the Commission, and members shall be appointed by the governing body. In addition to its two regular members, the governing body of each locality may, at its option, appoint up to two (2) alternate members to the Commission, who must be members of the local governing body. If more than one alternate member is appointed, the governing body shall designate one as "first alternate" and the other as "second alternate." In the event a regular member is absent from a Commission meeting, the first alternate shall be seated in place of the regular member. In the event both a regular member and the first alternate member are absent from a Commission meeting, the second alternate member shall be seated in place of the absent regular member. In the event both of a locality's regular members are absent, both alternate members shall be seated in their place. Alternate members shall have full voting privileges but may not act as chairperson at any Commission meeting.
- 2.2 Additional Members. Any locality sharing a boundary with Planning District 16 may join the Commission by passage of a resolution by its governing body adopting the "Amended and Restated Charter Agreement of the George Washington Regional Commission," as amended, and by concurring resolution of the Commission. Upon such concurring resolution of the Commission, the new member locality shall provide a contribution to the Commission based on the approved per capita local contribution rate. The new locality's members shall be appointed to the Commission subject to the terms of

Article 2.1 of these By Laws and shall be entitled to all rights and subject to all responsibilities associated with membership on the Commission.

- 2.3 Terms. Members shall serve a term coincident with their elected term of office on the governing body of their respective locality. Such terms shall begin upon appointment by the governing body and shall end upon resolution of the governing body or upon the member no longer holding office on the governing body. Subsequent appointments shall be made by the governing body following any election and organization meeting of a new governing body, or as vacancies occur. Members may be reappointed to successive terms.
- 2.4 Voting. Each member shall be entitled to one equal vote on all matters before the Commission.
- 2.5 Attendance. If a member fails to attend a minimum of fifty percent (50%) of the regular meetings of the Commission in the course of a fiscal year, the Chairperson shall notify the governing body that appointed the member, in writing, to (a) report the absences, and (b) to request appointment of a replacement member.
- 2.6 Compensation. The Commission provides no compensation to its members. Members may be reimbursed for documented actual and necessary expenses incurred in the conduct of any authorized business carried out on behalf of the Commission. Such reimbursements shall be made only upon presentation of properly authenticated vouchers that have been approved by the Treasurer or Chairperson in consultation with the Executive Director.

ARTICLE 3 – OFFICERS

- 3.1 Officers. The officers of the Commission shall be a Chairperson, First Vice Chairperson, Second Vice Chairperson, Treasurer and Secretary, who collectively shall constitute the Executive Committee.
- 3.2 Qualifications. Only duly-appointed Commission members may serve as officers. The eligibility of a member to hold a specific office shall be determined by the established Rotation of Officers (Article 3.4).
- 3.3 Term of Office. Officers shall be elected at the June meeting of the Commission and shall take office on the first day of the fiscal year following their election. Officers shall serve a term of one year ending at 11:59 p.m. on the last day of the fiscal year. Members shall not serve successive terms in the same office.
- 3.4 Rotation of Officers. The positions of Chairperson, First and Second Vice Chairpersons, Treasurer and Secretary shall be filled by members from each of the Commission's five localities using the following rotation: Stafford County follows the City of

Fredericksburg, which follows Caroline County, which follows King George County, which follows Spotsylvania County, which follows Stafford County. For example, when the term of the Chairperson ends at the beginning of a new fiscal year, a member from the locality represented by the outgoing Chairperson shall serve as Secretary that fiscal year, Treasurer the next year fiscal year, Second Vice Chairperson the following fiscal year, and so forth. In the event of the refusal or inability of a member to assume an officer position, the other member from the locality of the member refusing or unable to serve shall be appointed to serve in his/her place.

- 3.5 Removal of Officers. Any officer may be removed from office, with or without cause, by an affirmative vote of two-thirds (2/3) of members present and voting at a duly-called meeting whenever, in the judgment of the Board of Commissioners, the best interests of the Commission would be served thereby.
- 3.6 Resignation. An officer may resign at any time by delivering written notice to the Commission. A resignation is effective when notice is delivered unless the notice specifies a later effective date.
- 3.7 Vacancies. Any officer vacancy occurring during the fiscal year shall be filled, for the remainder of the term, by a Commission member from the same locality as that of the member vacating the office. Such vacancy shall not affect the Rotation of Officers.

ARTICLE 4 – DUTIES OF OFFICERS

- 4.1 Chairperson. The Chairperson of the Commission shall:
- 4.1.1 Preside at all regularly-scheduled meetings of the Commission;
 - 4.1.2 Rule on all procedural questions. (Subject to a reversal of the ruling by an affirmative vote of two-thirds (2/3) of members present and voting at a duly-called meeting.);
 - 4.1.3 Appoint members to standing and ad hoc committees. (Subject to a reversal of the appointments by an affirmative vote of two-thirds (2/3) of members present and voting at a duly-called meeting.);
 - 4.1.4 Ensure that all decisions and resolutions of the Commission are carried out effectively;
 - 4.1.5 Sign written instruments on behalf of the Commission;
 - 4.1.6 Carry out such other duties as may be delegated by the Commission.
- 4.2 Vice Chairpersons. The First Vice Chairperson, or in his/her absence, the Second Vice Chairperson, shall:

- 4.2.1 Act in the absence of or inability of the Chairperson to act;
 - 4.2.2 Have the same powers to function in the capacity of Chairperson in case of his/her absence or inability to act;
 - 4.2.3 Assist the Chairperson as requested and discharge such other duties as may be delegated by the Commission.
- 4.3 Treasurer. The Treasurer shall be responsible for providing general oversight of the Commission's financial assets and for assuring the integrity and safekeeping of all Commission financial records. Specifically, the Treasurer shall:
- 4.3.1 Assure effective oversight of all financial processes, transactions and accounting records;
 - 4.3.2 Supervise and have ultimate accounting responsibility for all funds of the Commission;
 - 4.3.3 Assure that a written monthly financial report is presented at all regular meetings of the Commission;
 - 4.3.4 Perform all other duties ordinarily incident to the office Treasurer as well as such other duties as may be delgated by the Commission.
- 4.4 Secretary. The Secretary shall be responsible for assuring the integrity and safekeeping of all Commission records. Specifically, the Secretary shall:
- 4.4.1 Assure that written minutes of all Commission meetings and its designated committees are prepared;
 - 4.4.2 Assure that draft minutes of the previously-held regular meeting of the Commission are reviewed, amended as necessary and approved by the Commission at the next regular meeting at which a quorum is present;
 - 4.4.3 Assure that proper and timely notice is served of all meetings of the Commission and its designated committees;
 - 4.4.4 Certify, as appropriate, official documents of the Commission.
 - 4.4.5 Perform all other duties ordinarily incident to the office of Secretary as well as such other duties as may be delegated by the Commission.

ARTICLE 5 – STAFF

- 5.1 Executive Director. The Executive Director is the chief executive of the Commission and is accountable to, and serves at the pleasure of, the Board of Commissioners. Specifically, the Executive Director shall:

- 5.1.1 Prepare an annual budget;
 - 5.1.2 Provide general supervision of the Commission staff;
 - 5.1.3 In consultation with senior staff, develop annual work programs;
 - 5.1.4 In consultation with the Chairperson, prepare agendas for all regular meetings of the Commission;
 - 5.1.5 Perform all other duties ordinarily incident to the position of Executive Director as well as other such duties as may be assigned by the Commission.
- 5.2 Professional and Administrative Support Staff. Within the limits of the annual budget and available funding, the Commission shall maintain a staff of qualified professional and administrative support personnel to carry out the various and sundry elements of the Commission's annual work program. Determining the appropriate level of staffing shall be at the discretion of the Executive Director.

ARTICLE 6 – MEETINGS

- 6.1 Regular Meetings. The Commission shall hold regular meetings on a schedule and at a place to be determined by the Board of Commissioners. Regular meetings may be canceled by (a) a majority vote of members present at the immediate previous meeting at which there is a quorum, and (b) the Chairperson, when informed by the Executive Director that there will not be a quorum for the next regularly-scheduled meeting.
- 6.2 Special Meetings. Special meetings of the Commission may be called as deemed necessary by the Chairperson or by voice vote of one-third of the membership.
- 6.3 Closed Session. The Board of Commissioners may convene in closed session with all others excluded for those purposes specified in, and in accordance with, § 2.2-3711 of the *Code of Virginia*, as amended.
- 6.3.1 Assembling in closed session shall require an affirmative vote of the Commission in an open meeting;
 - 6.3.2 The motion for a closed session shall state specifically the purpose or purposes of the closed session;
 - 6.3.3 Reference to the motion and the stated purpose(s) for the closed session shall be included in the meeting minutes;
 - 6.3.4 The Commission shall restrict the consideration of matters during a closed session to only those purposes stated specifically in the motion for the closed session;

- 6.3.5 No contract, motion or other action developed or discussed in closed session shall become effective unless the Commission, following the closed session, reconvenes in open session and takes a vote on such contract, motion or other actions which shall have its substance reasonably identified in the open session.
- 6.4 Notice. Written notice of every regular and special meeting of the Commission shall be sent to each member at the e-mail or postal address registered with the Commission not less than five (5) days prior to a regular meeting, or not less than two (2) days prior to a special meeting. Notices shall include an agenda for the meeting and minutes from the previous meeting and shall set forth the date, time, place and purpose of such meetings, unless such notice requirement is waived by a majority of the Commission. To the maximum extent possible, materials pertinent to items on the agenda will be provided to Commission members in advance of each meeting.
- 6.5 Agenda. The agenda for all regular and special meetings shall be prepared by the Executive Director in consultation with the Chairperson. Members desiring to include items on the agenda must submit the agenda item, as well as any supporting information, to the Executive Director's office not later than ten (10) days prior to a regularly-scheduled meeting or not less than five (5) days prior to a special meeting.
- 6.6 Quorum and Voting. A majority of the membership of the Commission shall constitute a quorum. The number of votes necessary to transact business shall be a majority vote of the members present, provided that a quorum exists. All votes shall be by voice except that the Chair may call for voting by roll call, in which case a roll call record shall be kept as part of the minutes.
- 6.7 Order of Business. The order of business for a regular meeting shall be (a) call to order; (b) determination of a quorum; (c) approval of the agenda; (d) approval of the minutes; (e) financial report; (f) public comment; (g) old business; (h) new business; (i) adjournment. The Chairperson has the prerogative of rearranging the order of business or content of the agenda where circumstances indicate the need for such change.
- 6.8 Meeting Guidelines. The following general guidelines are to be followed in conducting and recording meetings:
- 6.8.1 Parliamentary procedure in Commission meetings shall be governed by the current edition of *Robert's Rules of Order* when not in conflict with these By Laws or rules adopted by the Commission;
 - 6.8.2 All motions shall be restated by the Chairperson before a vote is taken;
 - 6.8.3 The names of members making and seconding motions shall be recorded;
 - 6.8.4 The Secretary shall assure that accurate minutes of all Commission meetings are kept for public record.

ARTICLE 7 – COMMITTEES

- 7.1 Appointment. The Commission may create as many standing or ad hoc committees as considered necessary to assist in carrying out its purposes. The Chairperson of the Commission is delegated powers to appoint, charge and discharge committees, provided, however, that any committee appointed by the Chair can be dissolved by an affirmative vote of two-thirds (2/3) of members present and voting at a duly-called meeting.
- 7.2 Procedures. The following procedures shall be followed by standing and ad hoc committees appointed by the Commission:
- 7.2.1 All committee meetings and work sessions shall be open unless designated as a closed session under the provisions of Article 6.3 of these By Laws;
 - 7.2.2 All committee meetings and work sessions shall be subject to the same meeting notice requirements as those of the Commission;
 - 7.2.3 Unless prescribed by the Commission, all committees may choose whether or not to establish their own organizational structure;
 - 7.2.4 Committees shall keep written minutes of all proceedings, which shall be kept on file in the principal office of the Commission;
 - 7.2.5 A committee may act only to the extent specified in the committee's charge as delegated by the Commission;
 - 7.2.6 A committee shall present progress reports to the Commission when requested to do so by the Board of Commissioners.
- 7.3 General Guidelines. The following guidelines shall govern the conduct of committees as well as that of committee members:
- 7.3.1 Committees are appointed to (a) provide recommendations to the Commission relating to policies, issues or major decisions, and/or (b) to exercise oversight on behalf of the Commission of specifically-designated functions;
 - 7.3.2 Appointed committees, whether standing or ad hoc, may not speak or act for the Commission except when formally given such authority by the Commission for specific, time-limited purposes;
 - 7.3.3 Authority delegated to committees must be carefully stated and limited in the committee's charge in order not to conflict with the authority and duties delegated by the Commission to the Executive Director;
 - 7.3.4 Committees cannot exercise direct authority over the Commission's staff or over any contractor providing services to the Commission;

- 7.3.5 Committees cannot directly approve or disapprove decisions or actions of the Executive Director. However, such committees may make recommendations to the Commission regarding decisions or actions of the Executive Director;
 - 7.3.6 Committees are entitled to staff support, the appointment of which to be at the discretion of the Executive Director. Staff members providing support to committees will serve as ex-officio committee members without a vote.
- 7.4 Executive Committee. The Executive Committee shall exist as a standing committee with membership consisting of the Chairperson, both Vice Chairpersons, the Treasurer and the Secretary. When a member is absent from an Executive Committee meeting, the other Commission member from the same jurisdiction shall be allowed to participate in the meeting and vote on Executive Committee business. The Executive Committee shall have the following powers as delegated by the Commission:
- 7.4.1 To convene and make decisions on behalf of the Commission on urgent matters that cannot be delayed until the next regularly scheduled meeting of the Commission;
 - 7.4.2 To convene and to make decisions on behalf of the Commission on urgent matters when a quorum is not present for a regularly-scheduled meeting of the Commission;
 - 7.4.3 To periodically evaluate the performance of the Executive Director, prepare a written report of the evaluation and present the evaluation to the Commission for its consideration and action;
 - 7.4.4 To carry out such other duties as may be delegated by the Commission from time to time.

ARTICLE 8 – FINANCIAL MATTERS

- 8.1 Local Funds. The rate of contribution of each governmental entity holding membership on the Commission shall be based upon a per capita rate of its population as adjusted annually in accordance with the “Amended and Restated Charter Agreement of the George Washington Regional Commission.” The Commission shall calculate each member entity’s budget contribution for the coming fiscal year and forward the funding request to the member locality by the date established by that locality.
- 8.2 Budget. The Commission shall prepare and approve, by a majority of members present and voting, a final budget and submit it on or before June Thirtieth to each governmental entity holding membership. Each budget shall be based upon a program of work to be undertaken during the following fiscal year.

8.3 Expenditures. The Commission shall have the power to expend or authorize the expenditure of funds provided or otherwise available for performance of its functions and execution of its powers and duties provided, however, that:

8.3.1 Funds that may become available but which are not included in the approved Commission budget shall not be expended nor be authorized to be expended, nor shall any obligation be incurred by the Commission except by an affirmative vote of members present and voting at a duly-called meeting;

8.3.2 The Commission shall not make nor authorize payment of any funds nor incur any obligations for payment of funds unless there are sufficient unexpended and unencumbered funds at its disposal to make such payments or to meet such obligations. Member governmental entities shall not be liable for payment of any funds nor the performance of any obligation made by the Commission in violation of these provisions.

ARTICLE 9 – STANDARDS OF CONDUCT AND CONFLICT OF INTEREST

9.1 Standard. Commission members shall discharge their duties, including duties as an officer or member of a committee, in accordance with their good faith judgment of the best interests of the Commission. Any person alleging a violation of this standard of conduct shall have the burden of proving the alleged violation.

9.2 Conflict of Interest. A conflict of interest transaction is a transaction with the Commission in which a member has a direct or indirect personal interest. A conflict of interest transaction is not voidable by the Commission solely because of a member's interests in the transaction if any one of the following is true:

9.2.1 The material facts of the transaction and the member's interests were disclosed or known to the Commission and the Commission authorized, approved or ratified the transaction, or;

9.2.2 The material facts of the transaction and the member's interests were disclosed to other members entitled to vote on the matter and they authorized, approved or ratified the transaction, or;

9.2.3 The transaction was fair to the Commission as judged and affirmed by a vote of two-thirds (2/3) of the members at a duly held meeting.

ARTICLE 10 – INDEMNIFICATION
AND INSURANCE

- 10.1 Indemnification. The Commission shall indemnify an individual made party to a Commission proceeding by virtue of his/her current or previous membership on the Commission against any liability incurred in the proceeding, provided that the member is or was acting in his/her official capacity and provided that the member:
- 10.1.1 Acted in good faith;
 - 10.1.2 Believed the action taken was in the best interest of the Commission;
 - 10.1.3 Believed that the action was, at least, not contrary to the best interests of the Commission;
 - 10.1.4 Had no reasonable cause to believe the action was unlawful.
- 10.2 Insurance. The Commission shall purchase and keep in effect directors' and officers' liability insurance on behalf of all individuals who are or were of the Commission for actions taken on behalf of the Commission during a member's current or previous term.

ARTICLE 11 – HEARINGS

- 11.1 The Commission shall hold public hearings when it determines that a hearing would be in the public interest or when required to do so by law or regulation.

ARTICLE 12 – AUDIT

- 12.1 There shall be an annual audit of the financial records and funds of the Commission conducted by a certified public accountant who shall not be a member of this Commission. The results of the audit shall be provided to the Board of Commissioners for its review and acceptance and a copy of the final audit report shall be provided to each member of the Commission and to all funders as requested. The Commission shall also post the final audit report on its website.

ARTICLE 13 – BOND

- 13.1 The Treasurer and Executive Director shall give bond with corporate surety in sufficient penalty to cover all Commission funds within their control. The cost of the bond shall be borne by the Commission.

ARTICLE 14 – CORRESPONDENCE

- 14.1 All official papers and plans involving the authority of the Commission shall bear the signature of the Chairperson or Vice-Chairperson and when necessary the certification signed by the Secretary or Chairperson.

ARTICLE 15 – DISSOLUTION

- 15.1 Upon the dissolution of the Commission it shall, after paying or making provisions for the payment of its liabilities, distribute its assets to its member localities, pro rata, based upon the formula used to determine local government contributions to the Commission.

ARTICLE 16 – AMENDMENTS

- 16.1 These By Laws may be changed by a recorded three-fourths (3/4) vote of the entire membership.
- 16.2 Notice in writing of proposed amendments to the By Laws shall be sent to every member of the Commission at the e-mail or postal address registered with the Commission stating the section(s) to be amended, and quoting the proposed amendment, not less than ten (10) days prior to the meeting at which the vote upon the amendment is to be taken.