Virginia Growth and Opportunity Act

Mary Ball Washington Regional Council – Region 6

Bylaws

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NAME

The name of this organization is the Mary Ball Washington GO Virginia Region 6 Council (hereafter referred to as "Council").

ORGANIZATION

GOVERNANCE

The Council is organized according to these bylaws and is a public body certified by the Virginia Growth and Opportunity 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. The Council serves the Fredericksburg area, the Northern Neck, and the Middle Peninsula (Planning Districts 16, 17, and 18).

ORGANIZATIONAL STRUCTURE

The Council shall conduct its business through the combined efforts of the following:

- The Region 6 Council
- Committees and Working Groups

During the inaugural meeting, the Council shall elect from among its members; a Chair and a Vice-Chair. The Chair and Vice Chair shall be a Council member with significant private-sector experience.

The Chair shall preside over all meetings. The Vice-Chair shall preside over all meetings in the absence of the Chair.

The Chair and Vice-Chair shall serve four-year terms, and shall not serve more than (2) consecutive four-year terms.

PURPOSE

MISSION

The mission of GO Virginia is to create more higher paying jobs through incentivized collaboration, primarily through out-of-state revenue, which diversifies and strengthens the economy in the region.

MEMBERSHIP

COMPOSITION

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

1. The following sector group representatives shall serve as members of the Council:
    a. Business
        i. Representation should include both small (up to 50 employees) and large businesses
        ii. Representation should include entrepreneurs, innovators in growing industries, and experienced professionals
        iii. Leadership/management experience required
    b. Education
        i. Representation should include public higher education institutions and private higher education institutions as appropriate, VCCS and PK-12 should be represented
    c. Civic or community leaders
    d. Local and/or regional economic development professionals
    e. Workforce development professionals
        i. A private citizen member of the local workforce development board
    f. Local government representatives (elected officials, administrators)
    g. Regional planning entities
    h. Non-profits and other organizations that impact economic or workforce development in the region
2. A majority of members must be private sector with significant business experience (5 or more years in private business, entrepreneur).

3. The chairman, vice chairman, and majority of members must have significant private sector business experience. Included among the business members should be persons experienced in managing small and large enterprises.

4. The Regional Council shall have no fewer than 15 members and no more than 25 members upon formation. If the number of members is outside of this range the Council must make a justification to be approved by the Board.
    a. In recognition that many regions will have multiple entities with similar missions, care should be taken to select one that will be representative of the group and will be responsible for communication within that network.
    b. Councils should propose a policy on how vacancies will be filled and whether a member's service is tied to the individual member or the service on the council is related to the position the member holds at the time of appointment.
    c. If a regional council proposes a change in structure, leadership, or membership, that change will be included as part of the annual report reviewed by the Board. The Board may then approve the change.

5. The Council will ensure gender and ethnic diversity in its membership.

Membership may include one or more non-legislative citizen members of the GO VA 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. The Council shall be chaired and vice chaired by a citizen member from the region with significant private-sector business experience.

The Council will consist of 15-25 members. The GO VA 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 GO VA Board. Council membership is subject to GO VA Board review and approval.

Council members shall have knowledge of workforce and economic development.

MEMBERSHIP STATUS

To remain a member of the Council, the member must maintain their membership status as a member "in good standing."

A member may lose their "in good standing" status if the member has not attended 75% of full Council or committee meetings.

A member will reestablish their "in good standing" membership status by attending two consecutive full Council or committee meetings.

A Council member may be removed by the Council with a majority vote. The reasons for removal must be documented by the Council.

RECUSAL PROCESS

Any member of the Council may recuse themselves from voting or otherwise participating in some action of the Council due to some conflict of interest that may preclude the member from taking an objective, unbiased action. Council members may also recuse themselves from the Council by notifying the Chair in writing that they no longer want to remain on the Council.

ELECTION PROCESS

Council members shall be nominated by the Nominating Committee and elected by a majority of the votes cast by the full membership at a meeting at which a quorum is present. Once approved by the Council, new members may begin participating in Council activities. The Nominating Committee will present a slate of Executive Committee members to be elected by a majority of the votes cast by the full Council at a meeting at which a quorum is present. Nominating Committee members will be elected through nomination at a full Council meeting by a majority of the votes cast by the full Council at a meeting at which a quorum is present.

MEMBERSHIP TERMS

Council members shall serve staggered four-year terms as determined by the Council. Council members shall not serve more than (2) consecutive four-year terms. The time served by Chair/Vice-Chair will not count against the limit of two (2) consecutive terms. A Chair/Vice-Chair who has reached his or her term limit may serve another consecutive term.

DUTIES AND RESPONSIBILITIES

The Council Chair shall preside at all meetings of the full membership and Executive Committee meetings.

The Vice-Chair shall perform all duties of the Chair in absence of the Chair. They may perform such other duties as assigned by the Chair.

The Council shall be responsible for the following:

- The Council shall fulfill the responsibilities of regional councils pursuant to Code of Virginia section 2.2-2485 the Virginia Growth and Opportunity Act (hereafter referred to as "GO VA").
- 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.
- Review and understand the authority, governance, and administrative role of the GO VA Board in certifying qualified regions and regional councils; including how the Board develops and implements guidelines or procedures for such certification.
- 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.
- 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.
- Advise the Board on best practice initiatives, projects, etc. that encourage collaboration and yield measurable outcomes for job growth in the region.
- Have the authority to enter into agreements through the support organization 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 GO VA Board.
- 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.
- Provide for public participation as directed by the Code of Virginia and the Board.
- Conform with guidelines as adopted by the Board.
- Attend full membership meetings on a regular basis.
- Approve meeting minutes of full membership meetings.
- Vote on projects to be recommended for approval by the GO VA Board, denied by the Council, or deferred until a later time.

COMMITTEES AND WORKING GROUPS

GENERAL RESPONSIBILITIES

All committees and working groups shall consist of sufficient numbers to provide broad representation of the Council as appropriate. Committees make recommendations to the Council. Membership in committees must be approved by the Council. Working groups serve to coordinate resources, projects, and direct services. Membership in working groups is determined based on the responsibilities of the working group and in consultation with the Council.

Each committee or working group will elect a Chair to set meeting agendas, coordinate activities, and provide updates at full Council meetings. Chairs will be elected by a majority of the votes cast by that committee or working group's membership at any meeting at which a quorum is present. Chairs shall serve two-year terms and may serve up to two (2) consecutive terms.

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STANDING COMMITTEES

The Council will have one standing committee:

- Region 6 Executive Committee

The Executive committee shall set meeting dates, times, and locations.

The duties of each committee member shall be implied by the name and function of the committee. The committee shall report to the full Council.

Committee members shall serve two-year terms.

REGION 6 EXECUTIVE COMMITTEE

PURPOSE

The Executive Committee shall have the power to exercise the powers of the Council where action is necessary or advisable to conduct the day-to-day business of the Council between meetings of the Council, subject to any limitations on the authority of the Executive Committee established by the Council. The Executive Committee's authority is also extended to responsibilities related to Council membership including, but not limited to, recruitment and appointment of new Council members. The Committee will provide membership recommendations to the full Council for their approval.

COMPOSITION

The Executive Committee will include the Chair, Vice Chair, and three Regional Council members elected by the Council.

DUTIES

The Executive Committee shall be responsible for the following:

- Review and approval of projects that do not need to be voted on by the GO Virginia State Board and projects that need GO Virginia State Board approval if the Region 6 Council is unable to meet, conditional on Region 6 Council approval at their next meeting, Provide organizational direction and act on behalf of the Council.
- Recruitment of candidates for the Council.
- Making recommendations of qualifiedcandidates to the full membership for approval and vote.

CREATION/DISSOLUTION OF COMMITTEES & WORKING GROUPS

The Council may establish ad hoc committees and working groups as the need arises by a majority of the votes cast by the Council at any meeting at which a quorum is present. The Council must update these bylaws if it wishes to create or dissolve any standing committee.

MEETINGS

MEETING TIMES

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The Council shall meet on a regular basis and at a minimum quarterly at a predetermined location and time. The meeting notice of time, location and purpose shall be given to all Council members at least 30 days prior to the date of meeting.

The Council will meet all of the Code of Virginia public meeting requirements (§2.2-3707). Meetings will be advertised a minimum of three business days in advance of the meeting at the following locations: George Washington Regional Commission Website, Middle Peninsula Planning District Commission Website and Northern Neck Planning District Commission Website.

QUORUM & DESIGNATED PROXIES

Attendance of a majority of Council members shall constitute a quorum and, unless a greater proportion is required by the GO VA Board for a particular act/vote, the majority (super majority) vote of the Council present and voting at any meeting, at which there is a quorum, shall constitute the Act of the Council (Council may decide if vote is majority or super majority).

Prior to a meeting of the Council being called to order, any member appointed representing a standing appointment of an organization may designate in writing from the Council Member to the Chair designating and authorizing an employee of the same organization as a Proxy member. The alternate may vote and shall have all rights and responsibilities as the Council Member and organization for which they are representing. The authorization appointing the Proxy member is valid for 11 months' time, or until the original Council Member revoked the authorization. The Proxy member's attendance will count towards a quorum.

Current organization with standing appointments on the Council include:

- The Bay Consortium Workforce Development Board
- Germanna Community College
- Rappahannock Community College
- University of Mary Washington
- Virginia Institute of Marine Science

SUPPORT ORGANIZATION

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.

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.

The support organization will make project recommendations to the Regional 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.

The support organization will be responsible for the receiving, use of, and auditing of funds received.

The support organization will have a contract with the regional council that provides for its role as outlined above.

PARLIAMENTARY PROCEDURE

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In all matters of procedure not specifically covered by these By-Laws, the most recent edition of Roberts Rules of Order shall be observed.

BYLAWS

The bylaws shall not be amended, modified, or replaced except by a majority action of the Regional Council in an official 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. The Board shall review and approve amendments to the Bylaws.

SEVERABILITY

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

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