

# WEST PIEDMONT PLANNING DISTRICT COMMISSION BYLAWS

## ARTICLE 1

### Name, Location, Authority, Purpose

- Section 1. The name of this organization shall be the West Piedmont Planning District Commission, hereinafter called the "COMMISSION," and designated as District No. 12. It includes the Counties of Franklin, Henry, Patrick, and Pittsylvania and the Cities of Danville and Martinsville and the Town of Rocky Mount, Virginia.
- Section 2. The principal office of the COMMISSION shall be in Martinsville, Virginia. The location of the principal office may be changed in accordance with the provisions of the Charter of the COMMISSION.
- Section 3. The COMMISSION shall be a public body corporate and politic with all the powers and duties granted to it by the Regional Cooperation Act (Title 15.1, Chapter 34, Sections 1-1400 through 15.1-1416.1, Code of Virginia, 1950, as amended). The official acts of the COMMISSION shall be attested by the use of a common seal, an impression of which shall be affixed hereunder.
- Section 4. The purpose of the COMMISSION shall be to promote the orderly and efficient development of the physical, social, and economic elements of the Planning District by planning and encouraging and assisting governmental subdivisions to plan for the future, with emphasis on projects of greater than local interest.
- Section 5. The COMMISSION is composed of the following:
- A. The Board of Commissioners
  - B. An Executive Committee
  - C. Policy Advisory Committees and their sub-committees
  - D. The West Piedmont Regional Alliance
  - E. The Commission Staff

## ARTICLE II

### Membership

- Section 1. COMMISSION members shall be appointed, removed for cause, and vacancies filled by the respective governing bodies of those political subdivisions which are parties to the Charter Agreement, in accordance with the provisions of the Virginia Regional Cooperation Act and the Charter Agreement.

- Section 2. Any member of the COMMISSION shall be eligible for reappointment but may be removed for cause by the governing body which appointed him.
- Section 3. All members of the COMMISSION shall serve without compensation or refund of personal expenses except as otherwise authorized by the Executive Committee.
- Section 4. Whenever any COMMISSION member fails to attend three consecutive regular meetings, the Chairman shall notify the governing body of which the absent member is an appointee.
- Section 5. The COMMISSION may designate advisors who shall include the senior administrative official in each jurisdiction and such others as may be designated by the COMMISSION.

### ARTICLE III

#### Terms of Office and Voting Rights

- Section 1. The terms of office and voting rights of COMMISSION members shall be in accordance with the provisions of the Charter Agreement.
- Section 2. A majority of the members shall constitute a quorum.

### ARTICLE IV

#### Meetings

- Section 1. Meetings of the COMMISSION shall be held normally on the fourth Thursday of each month. The regular meeting place shall be the Commission Offices in Martinsville or as determined by a majority of the COMMISSION in regular session. The locale of the meetings shall be rotated, at approximately quarterly intervals, among the member jurisdictions, at the invitation of the jurisdictions.
- Section 2. Matters may be placed on the agenda for consideration at meetings of the COMMISSION by one of the following:
  - A. The Executive Director
  - B. A member of the Board of Commissioners
  - C. The governing body of a member jurisdiction

### ARTICLE V

#### Officers

- Section 1. In addition to the offices of Chairman and Vice-Chairman, as provided for in the Charter or Agreement, the COMMISSION may elect other officers such as a Secretary and a Treasurer.

- Section 2. The Chairman shall preside at all COMMISSION meetings, shall sign all acts or orders necessary to carry out the will of the COMMISSION, shall have the authority to assign routine administrative functions to the Executive Director, shall be eligible to vote on all matters before the COMMISSION, and shall have the generally recognized powers and duties of the office of Chairman or President of an organization. He shall also be authorized to countersign checks or drafts against COMMISSION funds.
- Section 3. The Vice-Chairman shall serve as Chairman in the absence or disability of the Chairman. In the case of a vacancy in the office of Chairman, the Vice-Chairman shall assume the Chairman's duties until a new Chairman is elected to fill the unexpired term. He shall also be authorized to countersign checks or drafts against COMMISSION funds.
- Section 4. The immediate past Chairman shall serve as Chairman Emeritus from the date his successor qualifies as Chairman until the next succeeding election and succession of a Chairman. The Chairman Emeritus shall be an advisor to the COMMISSION, with the right to participate in its deliberations, but without vote. Should a Chairman Emeritus continue to serve as a member of the COMMISSION in his own right, his equal powers and status shall be neither enlarged nor diminished by his status as Chairman Emeritus.
- Section 5. All COMMISSION officers shall be elected at the regular May or June meeting for terms of one year or until their successors are elected.
- Section 6. COMMISSION officers shall be eligible for re-election.
- Section 7. The COMMISSION shall appoint an Executive Director who shall be an employee of the COMMISSION and shall serve at the pleasure of a majority of the membership.
- Section 8. The COMMISSION may designate its Executive Director as the organization's secretary but without the right to vote.
- Section 9. The Secretary shall prepare and maintain a permanent written record of all COMMISSION proceedings, shall transmit notices and agendas to the membership, and shall transmit a copy of the minutes of each COMMISSION meeting to each member prior to the next regular meeting.
- Section 10. The Treasurer shall be responsible for supervision of the receipt, keeping, and disbursement of all funds and property of the COMMISSION, investing funds when and as authorized by the COMMISSION, and insuring that proper permanent records are maintained of all financial transactions; he may delegate to the Executive Director the routine conduct of his fiscal duties. He will sign all warrants and checks issued against the COMMISSION, except those authorized for signature by the Executive Director and/or Chairman and will submit a financial report at each regular meeting of the COMMISSION and at such other times and in such form as the COMMISSION may require. The Treasurer shall be bonded in an amount as determined by the COMMISSION.

- Section 11. In addition to his regular administrative duties, the Executive Director shall:
- A. Recommend work programs and financing methods for adoption of the COMMISSION.
  - B. Prepare the annual budget for adoption by the COMMISSION.
  - C. Arrange for an annual audit of the accounts of the COMMISSION by an independent auditing firm, a copy of which shall be submitted to the governing body of each participating governmental subdivision.
  - D. Recommend staff positions, professional personnel and their compensation, and personnel administrative practices for approval.
  - E. See that all warrants and checks issued against the COMMISSION are countersigned, subject to the provisions contained elsewhere within these Bylaws.

Section 12. The Executive Director shall be bonded in an amount to be determined by the COMMISSION.

Section 13. The COMMISSION may appoint one of its employees to serve as Deputy Director, to serve as such at the pleasure of a majority of the COMMISSION, and such service shall be a responsibility in addition to his other duties. The Deputy Director shall assist the Executive Director in review of plans and advise him on policy and budget matters. He shall act, within the context of established policies, in the place of the Executive Director in his absence, except in the hiring and discharge of employees and signing of checks or warrants.

## Article VI

### Executive Committee

Section 1. There shall be an Executive Committee consisting of the COMMISSION Chairman, Vice-Chairman, and one COMMISSION member from each city, town, and county delegation on the COMMISSION other than those of the Chairman and Vice-Chairman. The Executive Committee member from each city, town, and county shall be selected by the individual city, town, or county delegation on the COMMISSION except that those delegations from which the COMMISSION Chairman and Vice-Chairman were elected will not select other members.

Section 2. The COMMISSION may delegate to the Executive Committee such powers as the COMMISSION may determine, provided that these powers are not inconsistent with provisions of the Virginia Regional Cooperation Act or the Charter Agreement.

Section 3. A majority of the members shall constitute a quorum.

ARTICLE VII  
Policy Advisory Committees

Section 1. As deemed appropriate, the COMMISSION shall designate Policy Advisory Committees, which shall be composed of the following:

- A. Chairman: Each Policy Advisory Committee shall be chaired by a member of the Commission, appointed by and serving at the pleasure of the COMMISSION.
- B. Jurisdiction Members: The governing bodies of each member jurisdiction shall designate one representative to each of the Policy Advisory Committees.
- C. At-large Members: Each Policy Advisory Committee shall have two members to serve a voice for the under-represented groups of the elderly, youth, poor, blacks, and women, these members to have full voting rights. At-large members shall be nominated by the local governing bodies and appointed by the COMMISSION.

Section 2. All matters, prior to Board action, shall be referred to the appropriate Policy Advisory Committee by the Executive Director. Each such committee shall be responsible for preparing recommendations to the COMMISSION on such matters. A Policy Advisory Committee may seek the advice of a sub-committee on a particular issue before acting thereon.

Section 3. Each Policy Advisory Committee may organize such sub-committee as it deems proper and necessary, the Chairman of the Policy Advisory Committee to report such acts to the COMMISSION at a regular meeting thereof. Unless the Policy Advisory Committee votes otherwise, each such sub-committee shall be chaired by a member of the parent Policy Advisory Committee.

Section 4. The regular term of office for each Policy Advisory Committee member shall be three (3) years. The term of office of members of a sub-committee shall be three years or such shorter period as is specified when the sub-committee is authorized. Members may be reappointed to serve another term or may be removed from office at any time, at the discretion of their governing bodies.

Section 5. To insure stability of membership and retention of experienced members on Policy Advisory Committees, initial terms of members shall be established as follows, in alphabetical order of the jurisdictions, effective 1 July 1973:

|                          |                                |
|--------------------------|--------------------------------|
| Danville City.....       | 1 year, expiring 30 June 1974  |
| Franklin County.....     | 1 year, expiring 30 June 1974  |
| Henry County.....        | 2 years, expiring 30 June 1975 |
| Martinsville City.....   | 2 years, expiring 30 June 1975 |
| Patrick County.....      | 3 years, expiring 30 June 1976 |
| Pittsylvania County..... | 3 years, expiring 30 June 1976 |
| Rocky Mount.....         | 3 years, expiring 30 June 1976 |
| At-large Members.....    | 3 years, expiring 30 June 1976 |

Subsequent to these initial terms of office, all future appointments will be for a three (3) year term.

- Section 6. When a committee member has two consecutive unexcused absences from committee meetings, the jurisdiction which he represents will be notified of such absences.

## ARTICLE VIII

### West Piedmont Regional Alliance

- Section 1. In order to comply with and take advantage of Chapter 26.3, the Regional Competitiveness Act, Section 15.1-1227.1 through Section 15.1-1227.5, of the Code of Virginia, the West Piedmont Planning District Commission shall create the West Piedmont Regional Alliance operating as a special standing committee under the auspices and responsibility of the Commission, this Alliance's legal existence depending on the existence of Section 15.1-1227.2, of the Code of Virginia.

- A. Purpose of the West Piedmont Regional Alliance: The West Piedmont Regional Alliance shall provide the required institutional management body for the implementation of the Commonwealth of Virginia's Regional Competitiveness Act Program in the West Piedmont Region to promote increased intergovernmental cooperation and, through the cooperation created and the associated strategically planned projects, produce a region which is more economically competitive with competing localities outside the Commonwealth of Virginia.
- B. Authorities of the Alliance: The Alliance shall have no additional authority beyond that which is necessary for carrying out the purposes of the Regional Competitiveness Act or which is prescribed within the Act.

The existence and operations of the Alliance shall cease with the repeal of the Regional Competitiveness Act or by an action by the West Piedmont Planning District Board of Commissioners to repeal Article VIII of the Planning District Commission's Bylaws.

- C. Area of Coverage by the Alliance: All cities, counties, and towns with a population of 3,500 or greater within the Planning District will be invited to participate in the Alliance.
- D. Distribution of Regional Competitiveness Act Program Funds: Funds that may be received in the Planning District through awards of Regional Competitiveness Act funding from the Virginia Department of Housing and Community Development or its successor shall be distributed on the basis as determined by resolution by all participating local governments, with the amounts of the awards determined by the Commonwealth of Virginia.

For its efforts in serving as the administrative agent for the West Piedmont Regional Alliance and as necessary as the fiscal agent, it is understood that the West Piedmont Planning District Commission shall invoice the

localities receiving Regional Competitiveness Act funds in an amount up to but not exceeding ten (10) percent of the funds distributed.

E. Alliance Membership: Membership of the Alliance shall reflect the requirements of the Code of Virginia, changing upon amendments made to the Code of Virginia. At its inception, members to be included in the Alliance shall be:

- Chief elected officials, one each from the local government members of the Planning District, who may also be a Board of Commissioners member. The Planning District Commission shall invite officials (or their designees who must also be elected officials) to serve the Alliance.
- Local government administrators (or designees), one from each of the Commission's member localities. The Planning District Commission shall invite administrators/designees to serve the Alliance.
- Corporate officials, eight (8) members appointed by the Commission. Nominees must be chief executive officers and/or presidents of a business corporation or their designees.
- Presidents of Community Colleges (or their designees) within participating localities of the Planning District.
- Presidents of Four-Year Private Colleges (or their designees) within participating localities of the Planning.
- Public School Systems Superintendents (or their designees), two (2) superintendents (or their designees) from among the school systems of the member jurisdictions.
- Development Organization Representatives, two (2) members appointed by the Commission selected on a rotating basis from among the local economic development organizations or corporations within the Planning District.
- Civic Organization Representatives, two (2) members appointed by the Commission selected from a list of nominees submitted by Chamber of Commerce Directors whose lists of nominations may include: the Chamber Director, Chamber President, or a Director or President from other civic organizations and community action agencies within the Planning District.
- West Piedmont Planning District Commission representatives, two (2) members, the Chairman and Vice Chairman, or their designees in the event that they are members under another category; PDC representatives shall be appointed by the Commission Chairman.

F. Terms of Office:

- Chief elected official members (or their designees) shall serve for the term as determined by their localities.
- Local Government Administrators (or their designees) shall serve a term as determined by their localities.
- Corporate members shall serve three (3) year terms.
- Community College Presidents shall serve for their term of office with the Virginia Community College System. A designee of a Community College President shall serve such term as determined by the President.
- Presidents of the Four-Year Private Colleges shall serve for their term of office with the college. A designee of a President of a Four-year Private College shall serve such term as determined by the President.
- Public School Systems Superintendents (or their designees) shall serve for two (2) year terms.
- Development Organization Representatives shall serve two (2) year terms.
- Civic Organization representatives shall serve for two (2) year terms after which time the organizations making their original appointment shall be asked to renominate the member or nominate a new member; the Planning District Commission Board shall make the appointment(s) from the list of nominees.
- West Piedmont representatives shall serve for their term of office on the Commission, or for no more than two (2) years in the case of designees.

- G. Officers of the West Piedmont Regional Alliance: The Chairman and Vice-Chairman of the West Piedmont Planning District shall serve as Chairman and Vice-Chairman of the Alliance.

The Executive Director of the West Piedmont Planning District Commission shall serve as Executive Director of the West Piedmont Regional Alliance. He may assign duties to a designee, including the Deputy Director of the West Piedmont Planning District Commission.

- H. Quorum/Voting for Meetings: A quorum shall consist of one-third the Alliance's membership in attendance at a called meeting. If a quorum is present when a vote is taken, the official vote of a majority of the members present is the act of the Alliance.

- I. Executive Committee. The Alliance may create an Executive Committee with no more than fourteen (14) members including the Chairman, Vice-Chairman chosen at a meeting of the full Alliance membership. The Alliance may delegate to the Executive Committee such responsibilities as the Alliance may determine, provided that these powers are not inconsistent with the provisions of the Virginia Regional Competitiveness Act.

- J. Committees. The Alliance Board may create one or more other committees and appoint members of the Board to serve on them. Each committee shall have two (2) or more members who serve at the pleasure of the Alliance Board. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken. Each such committee shall be responsible for preparing recommendations to the Alliance on such matters as assigned.

- K. Termination: No provision is made for terminating participation by a member other than through term expiration; however, the Chairman of the Alliance may direct that a letter be sent to the original nominating party, advising of poor attendance, in effect, missing four (4) meetings in one (1) year.

- L. Bylaws for the Alliance: The Alliance shall operate under Article VIII of the West Piedmont Planning District Commission Bylaws as a standing committee of the Planning District. Once operative, the Alliance is permitted to adopt operating procedures in addition to but not in substitution for these bylaws herewith, insofar as these additional operating procedures do not conflict with West Piedmont Planning District Commission bylaws herewith.

- M. Fiscal Agency: The West Piedmont Planning District Commission may serve as Fiscal Agent for its Alliance. The Alliance shall be liable for compliance with the laws of the Commonwealth in all respects, as a subdivision of the West Piedmont Planning District Commission, which itself is a subdivision of the Commonwealth of Virginia.

- N. Administrative Agency: The West Piedmont Planning District Commission through its Executive Director and staff shall serve in the role of Administrative Agent for the Alliance. Local governing bodies participating in the Alliance and which receive Regional Competitiveness Act reward funding shall be billed at a rate not to exceed 10 percent per annum by the West Piedmont Planning District to cover costs of Alliance operations and administration.

- O. Freedom of Information, other Virginia Acts Impend on the Alliance: The Alliance is liable for the Virginia Freedom of Information Act, Procurement Act, and those other acts of the Commonwealth of Virginia which generally govern the acts or actions, procedures, and recordations of public bodies.

## ARTICLE IX

### Amendments

- Section 1. Any proposed amendment to these Bylaws shall be mailed to each member of the COMMISSION at least five days prior to the meeting at which it is to be voted upon. A majority vote of all members of the COMMISSION, voting at a regular meeting, shall be required to adopt any proposed amendment to the Bylaws.

## ARTICLE X

### Parliamentary Procedure

- Section 1. Robert's Rules of Order, Revised shall be the parliamentary authority for the conduct of meetings of the COMMISSION, the Executive Committee, Policy Advisory Committee, and the West Piedmont Regional Alliance, in all cases in which such rules apply and where they are not inconsistent with the provisions of the laws of Virginia, the Charter Agreement, and these Bylaws.
- Section 2. During Policy Advisory Committee (or sub-committee) meetings, no action shall be taken with respect to a matter affecting only a particular jurisdiction unless the committee (or sub-committee) representative of that jurisdiction is present or unless he is represented by a proxy or written proxy statement. Matters so tabled shall be reported by the Committee Chairman to the COMMISSION at its next regular meeting. In extreme cases, committees may exercise their own judgment in deviating from this rule.

## ARTICLE XI

- Section 1. These Bylaws and any amendments thereto shall be effective immediately upon adoption.