

# 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 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

##### Standing and Special Committees

Section 1. The Commission may establish standing and special committees, in addition to the Executive Committee, as it deems necessary and shall determine the terms of members of, instructions for, and method of appointing members to each committee. Vacancies in committees shall be filled by the Chair of the Commission.

- Section 2. The Chair of the Commission, or his/her designee, shall be an ex-officio member of all committees.
- Section 3. Reports of all committees shall be in writing and shall be made part of the permanent records of the Commission.

## ARTICLE VIII

### 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 IX

### 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 X

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