
BYLAWS
of the
NORTHERN SHENANDOAH VALLEY REGIONAL COMMISSION
(Planning District #7)

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ARTICLE I - Name

The name of this organization shall be the Northern Shenandoah Valley Regional Commission, hereinafter referred to as the "COMMISSION."

ARTICLE II – Definitions

Terms used in these Bylaws shall be defined as follows:

- a) "Planning District" means all that area lying within the geographic boundaries of Planning District 7 as delineated by the State of Virginia, to-wit: Clarke, Frederick, Page, Shenandoah, Warren Counties, the City of Winchester and all the Towns contained therein.
- b) "Year" unless otherwise noted, means the COMMISSION'S fiscal year which shall begin on July 1 and end on the following June 30.
- c) "Agreement" means the charter agreement dated January 1, 1970, (effective March 15, 1970) and between the governmental subdivisions that established the COMMISSION.

ARTICLE III - Purposes, Powers and Duties

Section 1 - The purpose of the COMMISSION shall be to promote the orderly and efficient development of the physical, social and economic resources of the Planning District by planning, and encouraging and assisting governmental subdivisions to plan for the future.

Section 2 - The COMMISSION shall have all the rights, powers and duties, and be subject to the limitation and restrictions, set forth in the Agreement and in Article 2 of Chapter 34, of Title 15.1 of the Code of Virginia and any Act amendatory thereof.

ARTICLE IV - Membership and Voting

Section 1 - Members of the COMMISSION shall be appointed by the participating jurisdictions in the manner and for terms as provided by the Agreement.

Section 2 - Each member of the COMMISSION shall be entitled to one vote on all matters before the COMMISSION, but may exercise his vote only in person and during any official meeting of the COMMISSION. However, no vote by any member of the COMMISSION shall be construed as an official or unofficial commitment of the agency or jurisdiction represented by the member unless so authorized by said agency or jurisdiction.

Section 3 - All actions of the COMMISSION, unless otherwise noted in the Agreement or in these bylaws, shall be taken by a majority vote of the members present and voting.

ARTICLE V - Officers and Their Duties

Section 1 - The officers of the COMMISSION shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer.

Section 2 - The Chairman shall preside at all meetings of the COMMISSION when present, and shall vote as any other member. The Chairman shall be responsible for the implementation of policies established and actions taken by the COMMISSION. The Chairman may call special meetings of the COMMISSION as required, shall in general act as its spokesman and shall perform such other duties as the COMMISSION may direct.

Section 3 - The Vice-Chairman shall be vested with authority to perform, in the absence of the Chairman, all the duties and exercise all the powers of the Chairman and shall perform such other duties as the COMMISSION may direct.

Section 4 - The Secretary/Treasurer shall keep a record of all resolutions, proceedings and actions of the COMMISSION and give notice of all meeting and perform such other duties as the COMMISSION may direct. The Secretary/Treasurer may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities of the COMMISSION staff. Specifically, the COMMISSION staff shall be responsible for the notice of meetings, the maintenance of all records, notes, and proceedings, and the distribution of copies of the minutes to all members.

The Secretary/Treasurer is the COMMISSION'S custodian of funds and disbursing officer. As custodian, the Secretary/Treasurer is responsible for keeping an accurate record of all sources of moneys. As disbursing officer, the Secretary/Treasurer is responsible for the payment of all bills or of all warrants on requisition when payment is authorized. The Secretary/Treasurer is responsible for keeping a record of money paid out and of receipts or vouchers to cover each expenditure. The Secretary/Treasurer shall make a brief financial report at each regular meeting of the COMMISSION and an audit and an annual report as soon as possible after the end of the COMMISSION'S fiscal year. The Chairman shall appoint an Assistant Secretary/Treasurer who shall be authorized to perform in the absence of the Secretary/Treasurer. All checks drawn on the account of the COMMISSION shall be signed by the Secretary/Treasurer or Assistant Secretary/Treasurer and countersigned by the Executive Director or the Chairman. The Secretary/Treasurer may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities to the COMMISSION staff. Specifically, the Commission staff shall be responsible for receiving and processing all bills, preparing checks for signatures, preparing monthly financial reports, and preparing the annual audit and annual report.

ARTICLE VI - Election of Officers and Executive Committee

Section 1 - Except for the original officers elected by the COMMISSION, officers shall be elected annually at the COMMISSION'S spring meeting for terms of one year and shall be eligible for re-election.

Section 2 - The Chairman shall, at a regular meeting prior to the Spring meeting, appoint a Nominating Committee consisting of not less than three nor more than five members, at least three of whom must be from separate member jurisdictions. The Nominating Committee shall, at the spring meeting, submit the name of one person for each office to be filled, with each officer to be from a different jurisdiction. In addition, the Nominating Committee will submit names of four (4) additional members to serve on the Executive Committee, along with the three officers, ensuring that the Executive Committee will have one representative from the City, one representative from each County, and one representative from a Town. If the name of a Town representative is not submitted as an officer, the member Towns may make a recommendation to the Nominating Committee for the Town representative on the Executive Committee.

Further nominations may be made by any Commissioner.

Section 3 - A vacancy which occurs in any of the COMMISSION'S offices may be filled by a special election held at a regular meeting. A new officer, so elected, shall complete the unexpired term of the officer he succeeded.

ARTICLE VII – Meetings

Section 1 - Regular meetings shall be held on the third Thursday of each month at a place to be determined by the COMMISSION. The COMMISSION may change the date, time and place of a regular meeting at any prior meeting.

Section 2 - Special meetings may be called by the Chairman at his discretion or must be called by the Chairman upon petition on one-third of the COMMISSION members. At least forty-eight (48) hours' notice must be given to all members of the COMMISSION in writing or by telephone stating the time, place, and purpose of the special meeting. A special meeting may be held without notice provided all members of the COMMISSION are present.

Section 3 - One-third of the appointed COMMISSION members shall constitute a quorum.

Section 4 - The meetings of the COMMISSION shall be open to the public; however, the COMMISSION may hold executive meetings in accordance with the standards of the Virginia Freedom of Information Act.

ARTICLE VIII – Committees

Section 1 - The COMMISSION may establish such standing committees as it deems desirable and the Chairman shall appoint their members.

Section 2 - An Executive Committee shall be established of the officers of the COMMISSION and four (4) At-Large members. The Executive Committee in whole shall include representatives from each of the member Counties, the City and a Town. The Executive Committee in whole shall include representatives from each of the member Counties, the City and a Town. The Executive Committee shall have such powers and duties as the COMMISSION shall determine.

Section 3 - The Chairman may from time to time establish such special committees as he deems desirable for the effective promulgation of the COMMISSION affairs and shall appoint the members thereto.

Section 4 - Half of the members of any committee shall constitute a quorum. Members may designate voting alternates except that Executive Committee Alternates shall be members of the COMMISSION from the same jurisdiction.

Section 5 - The Chairman of the COMMISSION shall be an ex-officio member of all committees but without vote except for standing committees to which he has been named as a regular member.

ARTICLE IX – Administration

Section 1 - The COMMISSION shall employ a staff of qualified professional and other persons, pay to them such compensation as it shall deem necessary and advisable to carry out its duties and implement its projects, programs and other functions.

Section 2 - The chief executive officer of the staff shall be the Executive Director who shall have direct supervision of all other employees of the COMMISSION and direct control, subject to the authority of the COMMISSION, of the management of the affairs of the COMMISSION. The Executive Director shall serve at the pleasure of the majority of the COMMISSION members.

ARTICLE X - Financial Obligations of Member Governmental Subdivisions

Section 1 - Each member governmental subdivision shall contribute funds to the COMMISSION at the same per capita rate as every other member governmental subdivision. The member governmental subdivision share for technical and planning assistance shall be based on the local per capita share as determined by the COMMISSION on an annual basis.

Section 2 - The per capita contribution of each governmental subdivision is due on July 1 of the current fiscal year and shall be paid by each governmental subdivision prior to July 31 of the same year. Failure to comply with this section shall cause forfeiture of Voting Rights enumerated in Section 1, Article III of Charter Agreement, until said contribution is paid in full.

Section 3 - The per capita contribution to the COMMISSION shall be determined at the time of the adoption of the annual budget. The per capita rate may be adjusted annually to provide for expenditure requirements.

Section 4 - An additional assessment may be made upon a governmental subdivision for additional services which are requested by said governmental subdivision and which are not included in the Work Program adopted by the COMMISSION. Such assessment shall be agreed upon by and between the COMMISSION and the appropriate governmental subdivision.

Section 5 - The COMMISSION may receive contributions from the Commonwealth of Virginia in accordance with Section 15.1-1412, Article 2, Title 15.1, Chapter 34, Code of Virginia, 1950, as amended.

Section 6 - The COMMISSION may make application for and accept loans and grants of money or materials or property at any time from any private or charitable source, or the United States of America, or the Commonwealth of Virginia, or any other agency or instrumentality thereof.

ARTICLE XI - Amendment of Bylaws

Any proposed amendment to these Bylaws shall be presented in writing to the members of the COMMISSION at a regular COMMISSION meeting. A three-fourths vote of the members present is required for approval at the next regularly scheduled meeting.

ARTICLE XII - Parliamentary Procedure

In all matters of parliamentary procedure not specifically covered by these Bylaws and the charter Agreement, Robert's Rules of Order shall govern.

ARTICLE XIII - Effective Date

These Bylaws shall become effective immediately upon adoption by the COMMISSION.