

Bylaws of the Virginia Association of Planning District Commissions

Article I

Name and Definitions

Section 1 - The name of the corporation is the Virginia Association of Planning District Commissions, hereinafter referred to as the Association.

Section 2 - "Chairman" shall mean the chairman of a Planning District Commission or a designated alternate from the chairman's Commission.

Section 3 - "Executive Director" shall mean the chief administrative officer of a Planning District Commission. "Executive Director" also may mean a person engaged to provide administrative and other services for the Association.

Section 4 - "Board" as used hereinafter is the board of directors of the Association.

Section 5 - "Population" shall mean the latest official U.S. Census data or final population estimate issued by the Weldon Cooper Center for Public Service, whichever is more recent for the Planning District and the Commonwealth.

Article II

Principal Office and Registered Agent

Section 1 - The principal office of the Association is the office of the Planning District Commission of the Executive Director or such other location as the Board may designate.

Section 2 - The Association's registered agent will be in accordance with the Articles of Incorporation or as deemed appropriate and duly executed by the Board.

Article III

Purpose & Powers

Section 1 - This Association is organized exclusively for charitable, educational, and other similar non-profitable purposes, as contemplated by Section 501(c) (3) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code. More specifically, the purpose of the Association is to improve general community planning education and to encourage, promote, and assist physical, social, and economic planning within the Commonwealth of Virginia by coordination and cooperation among the Commonwealth's several Planning District Commissions, so as to heighten effectiveness and efficiency, provide mutual assistance, exchange ideas, and otherwise promote understanding.

Section 2 - The Association is not organized for profit. The assets of the Association shall be at all times dedicated to the purposes set out above, and none of the net earning shall inure in whole or in part to the benefit of any private individual, association or corporation, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in (1) above. If for any reason it becomes necessary to dissolve or liquidate the Association, the remaining assets of the Association, after its lawful obligations and all other requirement of law are met and complied with, shall be transferred or conveyed to one or more corporations; societies, or organizations engaged in activities similar to those of the Association and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding section of any future federal tax code.

Section 3 - The Association shall not undertake to support, participate in, or contribute to, any political campaign on behalf of any candidate for public office or to support or contribute to any political party or organization, nor shall a substantial part of the activities of the Association be for the purposes of propaganda, lobbying, or influencing legislation. Participation and support by the Association shall be limited to activities that are designed to educate, inform, and increase understanding in furtherance of the purposes set forth in (1) above.

Section 4 - The Association shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Association, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract, for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

Section 5 - Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV

Membership and Qualifications

Section 1 – Full membership in the Association shall be extended to the Planning District Commissions of the Commonwealth of Virginia, organized in accordance with the Virginia Regional Cooperation Act, and each member Commission may be represented at meetings of the Association by its chairman or other designated member of the Commission and executive director.

Section 2 - A chairman or a Commission's designated alternate shall be qualified as a representative of a member Commission while serving an appointment to that Planning District Commission and such qualification shall continue only so long as the appointment continues.

Section 3 - An executive director shall be qualified as a representative of a member Commission while employed by that Planning District Commission and such qualification shall continue only so long as that employment continues.

Section 4 - Dues set at an annual meeting shall be paid by a Planning District Commission for that commission to be a member of the Association in good standing and for the qualified representatives of the Commission to exercise the rights and privileges of membership.

Section 5 – Any individual or organization not qualified for full membership in the Association pursuant to Sections 1 through 4 of this Article may serve as an "Associate Member" of the Association. Associate Members shall pay membership dues in an amount to be determined by the Board, but in no case shall those dues exceed those paid by full members. Associate Members shall have no voting rights but may attend all Association events and meetings that are held in open session.

Article V

Full Membership Privileges

Section 1 - All qualified representatives of member Commissions shall have the right to make, second, and discuss motions and to vote on motions at any meeting of the Association.

Section 2 - All qualified representatives of member Commissions shall have the right to vote in any election of an officer or director of the Association, except when the filling of a vacancy is the responsibility of the Board.

Section 3 - All qualified representatives of member Commissions shall have the right to vote on any matter properly before the Association which requires membership action.

Section 4 - Qualified representatives of a member Commissions shall have one vote for each 400,000 population of a Planning District, except when the bylaws require that a single vote be cast by the member Planning District Commission.

Section 5 - Qualified representatives of member Commissions may not vote by proxy, except on those matters which the bylaws permit proxy voting.

Article VI

Dues, Expenditure of Funds, Bond, Fiscal Year, Audit, and Grants

Section 1 - Annual membership dues shall be properly brought before the membership and set at the annual meeting. Dues shall be payable before October 1 of each year, with notice sent by the Secretary/Treasurer at least thirty (30) days before the due date.

Section 2 – The expenditure of Association funds shall be approved in advance by the Secretary/Treasurer of the Association or, in his or her absence, by the highest-ranking officer of the Association. Such approval shall be given in writing or via electronic mail.

Section 3 - Any officer or administrative agent of the Association designated by the Board may sign checks. At the discretion of the Secretary/Treasurer and with the approval of the Board, a staff member of the Secretary/Treasurer's Planning District Commission may be designated to sign checks on the Secretary/Treasurer's behalf in accordance with Section 2 of this Article. The amount of bond, if any, may be properly brought before the membership and fixed at the annual meeting for those persons signing checks and executing other instruments on behalf of the Association. The cost of any such bonds shall be borne by the Association.

Section 4 - The fiscal year shall be July 1 to June 30.

Section 5 - Association accounts shall be examined annually by the Audit Committee or by an independent certified public accounting firm, who shall report the results of their examination at the first full meeting of the association following the completion of the audit. The audit will be conducted no later than December 31 annually.

Section 6 - The Association shall be authorized and empowered to accept grants, gifts, annuities, and property, and to acquire such property as is necessary for its authorized activities.

Article VII

Officers

Section 1 - The officers of the Association are the President, Vice-President, Second Vice-President, and Secretary/Treasurer, who shall be elected by the qualified representatives of the member Commissions at each annual meeting and who shall serve for one year or until their successors are elected and qualified.

Section 2 - PRESIDENT – The President shall be the chief officer of the Association. He or she shall be an elected member or a county, city or town official serving as a chairman of one of the member Commissions. He or she shall preside at meetings of the Association and the Board; shall appoint all committees necessary to the Association and the Board; shall co-sign with the Secretary/Treasurer all deeds, contracts, and other formal instruments other than checks; and shall perform such other duties as may be required from time to time by the Board or the Association membership.

Section 3 - FIRST VICE-PRESIDENT – The First Vice-President shall automatically succeed the President on the death, permanent incapacity, or when the President vacates his/her office, and shall serve in that office until the next annual meeting. He or she shall be a chairman or elected member from one of the member Commissions. He or she shall perform such other duties as may be required from time to time by the President or Board. If the office of First Vice-President becomes vacant, the Board shall hold a special meeting to elect a new First Vice-President, who shall serve in this office until the next annual meeting.

Section 4 - SECOND VICE-PRESIDENT – The Second Vice-President shall preside at the meeting of the Association and Board in the absence of both the President and First Vice-President. He or she shall be an executive director of one of the member Commissions. He or she shall chair the Executive Directors' Committee, be program chairman for the Association meetings, and shall perform such other duties as may be required from time to time by the President, Board, or Executive Directors' Committee.

Section 5 - SECRETARY/TREASURER – The Secretary/Treasurer shall be an executive director of one of the member Commissions. He or she shall have the following duties and responsibilities: keep a members' list that accurately reflects the membership of the Association; give notice of, and keep minutes and records of, meetings of the Association and Board; collect all fees, dues, and monies receivable to the Association; make disbursements in accordance with the instructions of the Board; account for all receipts and disbursement; prepare an annual budget at the direction of the Board for adoption by the qualified representatives of member Commissions at the annual meeting; have custody of all records of the Association and of its seal; co-sign deeds, contracts, and other formal instruments other than checks; and prepare and present a treasurer's report at each regular and special meeting of the Board. The Secretary/Treasurer shall perform such other duties as may be required from time to time by the Board. In the event a vacancy occurs in the Secretary/Treasurer position, the Board shall appoint an interim Secretary/Treasurer to fill the unexpired term.

Article VIII

Board of Directors

Section 1 – The Board of the Association shall consist of eleven (11) directors: the four (4) officers of the Association, the immediate past president and six (6) additional directors, all of whom are elected at large by the qualified representatives of the member Commissions at the annual meeting. At the annual meeting, the election of officers shall precede the election of other directors. The directors shall be qualified representatives of member Commissions. The number of directors shall not be amended by the Board. In the event the Immediate Past President ceases to be a member of a member commission, he/she, upon approval by the Board, shall be allowed to serve as an ex-officio member of the Board.

Section 2 - One-half of the total number of members shall constitute a quorum of the Board. All motions shall be carried by a simple majority vote. Each director shall have one vote.

The President, with the concurrence of at least one other director, may call for a matter to be voted on by the members of the Board by mail or electronic mail ballot. A vote may be taken by such means only if adequate notice is given to other directors and to all members of the Association and sufficient time is allowed for members of the Board to respond.

The Board shall not consider and vote on actions that relate to state legislation or state funding, other than preparing a position to be presented at the annual meeting or at a special meeting of members of the Association held for the purpose of considering and voting on such actions.

Section 3 - Regular and special meetings of the Board shall be held only upon the giving of adequate notice in writing, with an agenda, to the directors and to all Executive Directors. An officer of the Association shall be present to preside over meetings of the Board. Minutes shall be kept of all meetings of the Board. If the Secretary/Treasurer is not present, provision shall be made for keeping minutes. Draft minutes of meetings of the Board shall be distributed to each member Commission prior to the next meeting. Meetings of the Board may be held by teleconference, videoconference, or similar means, as well as in person.

Section 4 - The Board may contract on a cost-reimbursable basis, including indirect cost, with a member Commission to provide administrative services or employ an Executive Director and such other legal, administrative, and advisory assistance for the Association as may be necessary for the efficient and adequate conduct of the business of the Association. The Board may to the extent deemed desirable, delegate to the Executive Director authority to 1) employ or dismiss employees, assign their duties, and responsibilities, and set their rate of compensation; 2) be responsible for the day to day operations of the Association; and 3) perform such other duties as may be delegated by the Board subject to limitations established by the adopted annual budget or other action by the Association.

Section 5 - When a vacancy occurs on the Board, the Board shall make an appointment of a person to fill the vacancy until the next meeting of the Association. A vacancy in the offices of the Association, other than the President, shall be filled by majority vote of the Board from among persons on the Board.

Section 6 - The Board shall not amend or repeal any bylaw of the Association, but may propose amendments to be presented at the annual meeting or a special meeting of the members held for the purpose of considering and adopting such amendments.

Article IX

Committees

Section 1 - NOMINATING COMMITTEE - The President shall appoint a committee of not fewer than three (3) people who shall propose the name of a candidate for each of the four offices of the Association and the six additional directors that are to be voted upon at the annual meeting. Provisions shall be made for additional nominations from the floor at the annual meeting. The Nominating Committee shall be appointed no later than ninety (90) days prior to the date of the annual meeting, and the names of the committee members shall be transmitted to each member Commission within five (5) days of their appointment. The Nominating Committee shall submit its report to each member Commission at least thirty (30) days prior to the annual meeting.

Section 2 - AUDIT COMMITTEE – The President shall appoint a committee of not fewer than three (3) persons or engage an independent certified public accounting firm, which shall examine the accounts of the Association for the year ending and report their findings at the annual meeting. Association accounts shall be examined annually by the Audit Committee or by an independent certified public accounting firm, which shall report the results of its examination at the first full meeting of the association following the completion of the audit.

Section 3 – EXECUTIVE COMMITTEE – There shall be a committee composed of the President, Second Vice-President and Secretary/Treasurer to provide direct supervision to the Executive Director and to address pressing issues that affect the organization.

Section 4 - EXECUTIVE DIRECTORS' COMMITTEE – There shall be a committee composed of all executive directors of member Commissions and chaired by the Second Vice-President. The Executive Directors' Committee may meet as often as necessary, set its own agendas, and adopt its own rules of procedure. Provision may be made in the annual budget for administrative and other expenses of the Executive Directors' Committee.

Section 5 - OTHER COMMITTEES – Other Committees, composed of not fewer than three (3) persons, may be appointed from time to time, as needed, by either the Association membership or the Board. The President shall name the members of each such Committee, define the Committee's purpose and responsibility, and establish the duration of the Committee at the time of its creation. The Board may establish Standing Committees. The membership and Chairman of each Standing Committee shall be appointed by the President after his election and the term of membership and Chairman of each Standing Committee shall coincide with that of the President.

Section 6 - FUND RESTRICTION – Funds shall not be expended by a Committee unless such expenditure is expressly approved by the Board or a majority of representatives of member Commissions and recorded in the meeting minutes.

Article X

Meetings

Section 1 - The Association shall hold an annual business meeting each year. Thirty (30) days written notice and an agenda shall be provided to each member Commission, with date, time and place of the meeting, as set by the Board, specified in the notice of the meeting.

Section 2 - The Association may hold separate or special meetings at its discretion, at such date, time and place as may be determined by the Board. Thirty (30) days written notice and an agenda shall be provided to each member Commission, with date, time and place of the meeting specified in the notice of the meeting. For such meetings, the agenda shall be a sufficient statement of the purposes of the meeting.

Section 3 - The President shall call a special meeting of the members to consider one or more specified matters upon the written request of not fewer than two (2) member Commissions, in which case the meeting must be held within thirty (30) days of receipt of the written request of the second member. The notice of the meeting

shall specify the date, time and place of the meeting and state the purpose or purposes for which the meeting is called.

Section 4 - One more than fifty (50) percent of the member Commissions shall constitute a quorum at any Association meeting. A member Commission shall be counted as represented for the purpose of determining that a quorum is present when the first of its qualified representatives is present and voting.

Section 5 - All motions shall be carried by a simple majority vote of the qualified representatives of the member Commissions present and voting, except for amendments to the bylaws and actions relating to state ~~and~~ legislation and state funding. An amendment to the bylaws or an action relating to state legislation or state funding shall be carried in the following manner: 1) Each member Commission shall cast one vote; 2) Member Commissions shall have an additional vote for each 400,000 population of a Planning District Commission or increments thereof, and the motion shall be carried by a two-thirds vote for all member commissions present and voting.

Section 6 - Voting by proxy shall be allowed for an amendment to the bylaws, for action relating to state legislation or state funding, or for a matter taken up under the provision in Section 3 above. Every proxy shall be in writing, signed by the person authorizing such proxy, and shall be limited to a single specified meeting.

Section 7 - The Board shall meet at least twice a year and shall meet at other times at the call of the President or when he or she deems necessary. The President shall call meetings of the Board to consider one or more specified matters upon the written request of two (2) members of the Board, in which case the meeting must be held within fifteen (15) days of receipt of the written request of the second member. Written notice and an agenda must be given to all directors and member Commissions, with the date, time and place of the meeting stated in the notice, at least ten (10) days prior to a regular or special meeting of the Board. Board meetings shall be open to all qualified representatives of member Commissions, but the Board shall be under no obligation to permit discussion by non-Board representatives.

Article XI

Amendments

Section 1 - The bylaws of the Association may be amended at the annual meeting or any special meeting of members, provided notice is given to each member Commission of the substance and effect of any proposed amendment at least thirty (30) days in advance of the meeting. The bylaws of the Association may be amended, altered, or repealed by two-thirds of all votes cast, in person or by written proxy, by member Commissions at the meeting at which a quorum exists and in the manner set forth in Article X, Section 5. Amendments proposed during an Association meeting shall not be voted upon at that meeting due to lack of the required 30 days notice.

Section 2 - In the event that any portion of these bylaws is subsequently rendered invalid by an act of the General Assembly of Virginia, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the terms hereof.

Article XII

Rules and Procedures

Section 1 - All meetings of the Association and the Board shall be conducted in accordance with Roberts Rules of Order, except as otherwise determined by the Articles of Incorporation, these bylaws, or the Code of Virginia for Non-stock Corporations. The Board may adopt rules for the conduct of its meetings.

Section 2 - Notices and minutes of meetings of the Association sent to the Executive Director of a member Commission shall be considered sufficient notice to all representatives of the member Commission. The Executive Director of each member Commission shall transmit copies of notices and minutes to all representatives of that member Commission.

The foregoing bylaws of the Virginia Association of Planning District Commissions were adopted by a duly constituted meeting of the Board of Directors of the corporation on January 24, 1987 and were amended on July 15, 1993; Jul 22, 1994; July 20, 1995; July 18, 1996; July 18, 2008; and July 16, 2020 at the Association's Annual Meeting.