

# BYLAWS



## CENTRAL SHENANDOAH PLANNING DISTRICT COMMISSION

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#### ARTICLE I BASIS FOR BYLAWS

##### ***SECTION 1: Creation of Commission***

The Central Shenandoah Planning District Commission, hereinafter called the "COMMISSION," exists pursuant to a Charter Agreement dated September 30, 1969, authorized by Article II of Chapter 34 of Title 15.1 of the Code of Virginia.

##### ***SECTION 2: Commission Membership***

The Planning District is that area designated as District Six by the Division of State Planning and Community Affairs, and consists of the counties of Augusta, Bath, Highland, Rockbridge, and Rockingham; and the cities of Buena Vista, Harrisonburg, Lexington, Staunton, and Waynesboro. *(Amended 18 June 2007)*

##### ***SECTION 3: Governance***

The rules and regulations for government of the COMMISSION in the conduct of its business shall consist of the Charter Agreement, Bylaws, Policies and Regulations as may be approved by the Commission and Administrative Policies as may be established by the Executive Director. *(Amended 18 June 2007.)*

## **ARTICLE II EXECUTIVE COMMITTEE**

### ***SECTION 1: Election of Executive Committee***

- (a) There will be an Executive Committee of seven (7) Commissioners, each from a different member political jurisdiction; each political jurisdiction shall nominate one of its Commissioners on or before April 1st to stand for election every three years, forwarding such nomination to the Secretary of the Commission starting in 1976. *(Amended 18 June 2007 and February 1, 2016.)*
  
- (b) The Commissioners will elect the Executive Committee by secret mail ballot to be sent out by the Secretary of the Commission on or before May 8<sup>th</sup>, and to be returned so as to be received by the Secretary of the Commission no later than the Friday preceding the regular June meeting of the COMMISSION. Each Commissioner shall vote for exactly seven nominees in order for the ballot to be valid. The results of the voting will be announced at the said June meeting; the seven nominees receiving the highest number of votes will be elected, with a majority of a quorum present authorized to resolve a tie(s).

### ***SECTION 2: Election of Officers***

On or before July 1<sup>st</sup> following the said meeting, the newly-elected Executive Committee will meet for the purpose of electing four officers (Chairman, Vice Chairman, Secretary, and Treasurer).

### ***SECTION 3: Filling of Vacancy***

Any interim vacancy on the Executive Committee will be filled by appointment made by the full COMMISSION. *(Amended 18 June 2007.)*

### ***SECTION 4: Quorum of Executive Committee***

A majority of the membership, or four (4) members, of the Executive Committee shall be required in order to constitute a quorum. *(Amended 18 June 2007.)*

### ***SECTION 5: Acting on Behalf of COMMISSION***

The Executive Committee, when necessary, may act ad interim for the COMMISSION submitting the action to the next COMMISSION meeting for ratification.

### ***SECTION 6: Meeting Notice to Commissioners***

Notice of each Executive Committee meeting shall be given to each Commissioner.

## **ARTICLE III OFFICERS, MEMBERS AND DUTIES**

### ***SECTION 1: Filling Vacancies***

Any office shall become vacant if the incumbent ceases to be a member of the COMMISSION. If an office becomes vacant for any reason, it shall be filled by an election at the next regular Executive Committee meeting having a majority of members present. If an office is vacated by an officer's election to another office, the vacancy created may be immediately filled by the election of a successor officer. *(Amended 18 June 2007.)*

### ***SECTION 2:***

A majority vote of the Executive Committee is required for election to any office.

### ***SECTION 3: Duties of Chairman***

The Chairman will sign all acts or orders necessary to carry out the directives and policy of the COMMISSION. She/he has the authority to delegate routine ministerial functions to the Executive Director. She/he presides over all meetings of the COMMISSION. She/he is eligible to vote on all issues. With the consent of the COMMISSION, she/he appoints members, Acting Chairmen, and Acting Vice Chairmen to standing committees and special committees (unless otherwise specified) and appoints substitutes to serve on standing and special committees when committee members are temporarily unable to serve. Permanent Chairmen and Vice Chairmen will be elected by all such committees at their first meeting with a majority of the committee members present. *(Amended 18 June 2007.)*

### ***SECTION 4: Duties of Vice-Chairman; Leadership During Absence of Chairman and Vice-Chairman***

The Vice Chairman, in the absence of the Chairman, shall be the Acting Chairman. She/he shall assume the duties of the Treasurer in the Treasurer's absence. The Vice Chairman is followed in line of succession by the Treasurer and then the Secretary, and if no officer of the COMMISSION is present, a temporary chairman shall be elected by the membership of the COMMISSION. *(Amended 18 June 2007.)*

### ***SECTION 5: Duties of Treasurer***

The Treasurer is the official custodian of the funds of the COMMISSION. As custodian, the Treasurer is responsible for having accurate knowledge of the COMMISSION's financial condition at all times. He/She shall present a financial report at each regular meeting of the COMMISSION regarding current financial conditions; advising the COMMISSION from time-to-time concerning the future financial needs of the COMMISSION; and ensuring that an independent audit is made as soon as possible after the end of each fiscal year ending June 30th. The auditor shall be selected by the Executive Committee. The Treasurer may coordinate with the Fiscal Officer and request

information, special reports, etc. in order that he/she may fully understand the financial standing of the COMMISSION. *(Amended 21 August 1978, 18 June 2007.)*

**SECTION 6:        *Duties of Secretary***

The Secretary shall coordinate with the Clerk of the Commission to ensure that all meetings of the COMMISSION are recorded, transcribed and kept in a permanent file in the COMMISSION's office. He/She shall act as Chairman in the absence of the Chairman, Vice-Chairman and Treasurer. *(Amended 18 June 2007.)*

**SECTION 7: *Responsibilities of Members***

It is the responsibility of each member of the COMMISSION to attend and participate in Board meetings; participate in committees and other activities as appropriate; to advise the Executive Director if he/she cannot attend a meeting; and to serve as an Ambassador about COMMISSION affairs, interests and activities to his/her respective governing body, staff and the community. No directions shall be given to the Commission staff by the Commission or its officers or members except through the Executive Director. Whenever any Commission Member fails to attend three (3) consecutive regular COMMISSION meetings, the Chairman shall notify the governing body of which the absent member is an appointee and shall recommend that replacement of the member be considered. *(Amended 18 June 2007.)*

**ARTICLE IV  
MEETINGS**

**SECTION 1:        *Regular and Special Meetings***

- (a) Regular meetings of the COMMISSION shall be held on the third Monday of each month at the COMMISSION's office located at 112 MacTanly Place, Staunton, VA at 7.00 p.m. The COMMISSION may, at its discretion and with proper notice to the COMMISSION members, localities and general public, conduct its regular meetings within the District at a time and place to be determined by the COMMISSION. *(Amended 18 June 2007.)*
- (b) Special meetings may be called by the Chairman at his discretion or must be called by the Chairman on petition of one-third (1/3) of the Commissioners per the notification and location requirements as noted in (a) above. *(Amended 18 June 2007.)*
- (c) The Executive Committee may cancel any regular or special meeting for just cause, provided the membership is given at least 15 days advance notice. A meeting so canceled may be reinstated by one-third (1/3) of the Commissioners. *(Amended 18 June 2007.)*
- (d) If, in the judgment of the Executive Director and the Chairman, there are no substantive matters to be reviewed, a regularly scheduled meeting may be cancelled by telephone, e-mail or in writing at least five (5) days in advance of the meeting. *(Amended 18 June 2007.)*

- (e) The Executive Director may cancel any regular meeting should she/he become aware that a quorum does not exist for a meeting or in the event of inclement weather. She/he shall first confer with the Chairman, or in her/his absence another officer of the Executive Committee, or in their absence, any member of the Executive Board regarding such cancellation. A cancelled regular meeting may be rescheduled by the Chairman to another evening when a quorum may be present or business deferred to the next regular meeting. *(Amended 18 June 2007.)*

**SECTION 2: *Quorum of Full Commission***

A quorum shall be declared when two-fifths (2/5) of the Board's membership, or nine (9) members, are present at a meeting.<sup>1</sup> In lieu thereof, members in attendance which represent a majority of the ten (10) member localities, or six (6) localities, are represented at a meeting of the COMMISSION shall constitute a quorum. *(Amended June 18, 2007 and June 20, 2011.)*

**SECTION 3: *Reserved for Future Use***

**SECTION 4: *Majority Vote to Approve Actions***

In making any recommendations, considering any plan, or any proposal, action shall be taken by a majority vote of all members present. Upon the request of any Commissioner, votes of the COMMISSION shall be by roll call and made a matter of record and reflected in the minutes.

**SECTION 5: *Minutes***

Minutes of all regular or special meetings of both the COMMISSION and the Executive Committee shall be kept and circulated among the Commissioners.

**SECTION 6: *Freedom of Information***

All activities of the COMMISSION and its committees shall be in compliance with all provisions of the Virginia Freedom of Information Act and any and all Federal laws pertaining to freedom of information.

**SECTION 7: *Roberts Rules of Order***

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the COMMISSION in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

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<sup>1</sup> Effective July 1, 2007, the number of individuals serving on the Board of Commissioner's increased from 20 to 23 members. Two-fifths (2/5) of 23 equals 9.2, or 10 members required for a quorum.

<sup>1</sup> Effective July 20, 2011, the number of individuals serving on the Board of Commissioner's decreased from 23 to 21 members. Two-fifths (2/5) of 21 equals 8.4, or 9 members required for a quorum.

## **ARTICLE V COMMITTEES**

### ***SECTION 1: Establishing Standing Committees***

The COMMISSION may establish any and as many standing committees as it deems necessary or desirable.

### ***SECTION 2: Establishing Special Committees***

The Chairman may establish such special committees as she/he deems necessary or desirable for the effective conduct of COMMISSION affairs and shall appoint the members thereto in accordance with Article II, Section 5.

### ***SECTION 3: Quorums for Committees***

A majority of the membership of any committee shall constitute a quorum of the committee.

### ***SECTION 4: Attendance***

Members and individuals appointed to committees will be expected to attend meetings as frequently as possible; however, should any committee member not attend three (3) consecutive meetings without just cause, the Chairman of the committee will, in writing, advise the Chairman of the COMMISSION, who shall take action to appoint a replacement.

## **ARTICLE VI STAFF**

### ***SECTION 1: Providing for Employment of Staff***

The COMMISSION shall provide financial resources for the employment of adequate staff as provided for and authorized by the COMMISSION. *(Amended 18 June 2007.)*

### ***SECTION 2: Executive Director***

The COMMISSION, upon the recommendation of the Executive Committee, shall appoint an Executive Director who shall serve as the chief executive officer. He/She is responsible for the maintenance and operation of the COMMISSION'S office and acts under the immediate direction of the COMMISSION. She/he is responsible for carrying out the policies and programs of the COMMISSION in accordance with the Charter, Bylaws, and policies adopted by the COMMISSION. She/he shall be bonded in an amount sufficient to cover his responsibilities with the cost of such bond to be borne by the COMMISSION. She/he is responsible for coordinating all staff and consultant services provided to the COMMISSION, preparing and presenting a proposed budget and work program to the COMMISSION at its March meeting, and to administer and control the approved budget. The Executive Director shall have the authority to recruit, employ,

assign, supervise, and terminate, for just cause, employees and staff of the COMMISSION within the framework of policies established and adopted by the COMMISSION. She/he is responsible for keeping the COMMISSION informed on local, State, and Federal matters which affect the policies and operation of the COMMISSION. She/he is further responsible for such other duties which may be delegated to her/him by the COMMISSION. *(Amended 18 June 2007.)*

### ***SECTION 3: Fiscal Officer***

- (a) The Executive Director shall appoint a Fiscal Officer who shall be responsible for receiving, keeping and disbursing all funds and property of the COMMISSION, investing funds when appropriate, maintaining permanent records of all financial transactions and submitting a financial report at each regular meeting of the COMMISSION and at such other times and in such forms as the Executive Director and/or the COMMISSION may require. He/She shall be bonded in an amount sufficient to cover his responsibilities with the cost of such bond to be borne by the COMMISSION. The Fiscal Officer shall coordinate and work closely with the Treasurer, who shall have general oversight of all financial transactions providing direction on financial matters. *(Amended 18 June 2007.)*
- (b) The Fiscal Officer is responsible for advising the Executive Director and the Executive Committee of the financial condition of the COMMISSION. *(Amended 18 June 2007.)*

### ***SECTION 4: Clerk to Commission***

The Executive Director shall appoint a Clerk to the COMMISSION. The Clerk shall be responsible for arranging for the giving of notice of regular and special meetings of the COMMISSION; arranging the recording, preparing, distributing and maintaining the minutes of the proceedings of the COMMISSION; maintaining all Official Records of the COMMISSION; and authenticating by his/her signature the minutes and resolutions of the COMMISSION. The Clerk shall keep all Official Records, minutes, etc., of the COMMISSION in a permanent file within the COMMISSION office. He/she shall coordinate with the Secretary regarding minutes and the Official Records. *(Amended 18 June 2007.)*

## **ARTICLE VII FINANCES**

### ***SECTION 1: Annual Assessment***

- (a) To the extent feasible and practical, The COMMISSION shall be supported financially by contributions from the member political jurisdictions comprising the COMMISSION. It shall request of each member jurisdiction an appropriation of money in an amount which has been deemed proper and necessary, and which has been formulated and adopted annually by the COMMISSION. The annual assessment shall be approved by the COMMISSION at its December meeting and provide notice of same to member jurisdictions by 31 December. The contribution from each member jurisdiction is due on

July 1st of each current fiscal year and shall be paid by each jurisdiction prior to July 31st of the same year. *(Amended 21 April 1986; 20 March 1995, 18 July 2007.)*

- (b) For those jurisdictions experiencing population gain or loss due to annexation, the contribution will be assessed twice in the year in which the annexation occurs. The first is due on July 1st of the current fiscal year and shall be paid by the jurisdiction prior to July 31st of the same year. The second is due on January 1st of the current fiscal year and shall be paid by the jurisdiction prior to January 31st of the current fiscal year. Population estimates for annexation assessments will be determined from the court records for the annexation settlement. *(Amended 21 April 1986; 20 March 1995.)*

**SECTION 2:      *Contribution from Commonwealth of Virginia***

The COMMISSION may receive contributions from the Commonwealth of Virginia in accordance with the Code of Virginia, Chapter 34, Article 2, Section 15.1-1412, or under such other programs as may be authorized by the Commonwealth of Virginia.

**SECTION 3:      *Financial Resources from Other Sources***

The COMMISSION may make application for and accept donations or grants of money or materials or property at any time from any source.

**SECTION 4:      *Authority to Write Checks***

All checks drawn on the account or accounts of the COMMISSION shall bear the signatures of two of the following: the Treasurer, the Executive Director, and a Commissioner(s) designated by the Executive Committee. *(Amended 18 June 2007.)*

**ARTICLE VIII  
ADOPTION OF POLICIES**

**SECTION 1:      *Development of Policies***

- (a) The COMMISSION shall develop, approve and maintain policies appropriate for the effective and efficient operation and administration of THE COMMISSION. The Executive Director may recommend to the Executive Committee and Commission policy amendments and new policies as he/she deems appropriate. It shall be the responsibility of the Executive Director and Executive Committee to periodically review the Charter Agreement, Bylaws and Policies of the COMMISSION and to recommend amendments as appropriate. *(Amended 18 June 2007.)*
- (b) A COMMISSION handbook shall be developed and maintained by the Clerk. It shall consist of the following sections: Table of Contents; Charter Agreement; Bylaws; Policies; and Appendices as appropriate. *(Amended 18 June 2007.)*



**ARTICLE IX  
AMENDMENT OF BYLAWS**

***SECTION 1: Amendment Process***

Any proposed amendment to these Bylaws shall be presented, in writing, to the members of the COMMISSION at any regular COMMISSION meeting and shall not be subject to vote until the next regular COMMISSION meeting. The Chairman may, at any time, refer any proposed Bylaw amendment to the Executive Committee for a report to the COMMISSION at its next regular meeting. A majority of all members of the COMMISSION shall be required to adopt any proposed amendment to the Bylaws.

**ARTICLE X  
EFFECTIVE DATE**

***SECTION 1: Effective Date of Original Bylaws***

These Bylaws shall become effective July 1, 1976.

***SECTION 2: Amendments to Bylaws***

These Bylaws were originally adopted at the COMMISSION'S regular meeting of January 19, 1976, and were amended at its regular meetings of: August 21, 1978; April 10, 1980; April 21, 1986; March 20, 1995; June 18, 2007; and February 1, 2016.