MEMORANDUM

To: **Members of the Rappahannock-Rapidan Regional Commission**

From: **Patrick L. Mauney, Executive Director**

Date: **February 20, 2021**

Subject: **Proposed Amendment to RRRC By-Laws – First Reading**

At its meeting on January 27th, the Executive Committee proposed an amendment to the Regional Commissions Bylaws. The proposed amendment to Article IX, Section 1 would add the Past Chair as a permanent named member of the Executive Committee, in addition to the Chair, Vice-Chair, Treasurer and up to three At-Large members. The proposed amendment is shown in the attached red-line copy of the Bylaws.

As a reminder, Article XIII, Section I of the Bylaws read in part: "Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing and read for the first time at a regular meeting of the Commission. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the Commission until a subsequent meeting or a special meeting called for the purpose."

If the Commission is in agreement, the amendment will be considered at the next regular meeting in April.

REQUESTED ACTION: None at this time.

RAPPAHANNOCK-RAPIDAN REGIONAL COMMISSION
BY-LAWS

ARTICLE I. - AUTHORITY

SECTION 1. CHARTER AGREEMENT

The Rappahannock-Rapidan Planning District Commission was organized and exists pursuant to the Charter Agreement made January 1, 1971, by and between the counties of Fauquier, Orange, and Rappahannock, and the Town of Warrenton, all of which are in the state of Virginia, which Agreement implements ARTICLE 2, of CHAPTER 34, of Title 15.1 of the Code of Virginia and as so provided, is a public body corporate and politic with all the powers and duties granted to it by the Virginia Area Development Act.

ARTICLE II. - DEFINITIONS

SECTION 1. TERMS

(a) "Commission" means the Rappahannock-Rapidan Regional Commission.

(b) "Commissioner" means a member appointed to the COMMISSION by the participating jurisdiction.

(c) "Agreement" means the Charter Agreement dated January 1, 1971, by and between the governmental subdivisions set forth above, as the same may from time to time be amended.

(d) "Participating Jurisdiction" means any of the governmental subdivisions being parties to the Agreement.

(e) "District" means all that area lying within the geographic boundaries of the Planning District #9 as designated by the state of Virginia.

(f) "Year" means, unless otherwise noted, a one year period beginning July 1 and ending the following June 30 and the fiscal year of the COMMISSION shall be such a year.

ARTICLE III. - OFFICE LOCATION

SECTION 1. As provided for by ARTICLE I. SECTION 2 of Agreement.

ARTICLE IV. - POWERS AND DUTIES

SECTION 1. As defined in ARTICLE I. SECTION 3 of Agreement.

ARTICLE V. - PURPOSE AND OBJECTIVE

SECTION 1.

The purpose of the COMMISSION as provided in SECTION 4, ARTICLE I of the Agreement 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.

ARTICLE VI. - MEMBERSHIP

SECTION 1.

Members of the COMMISSION shall be appointed and serve on the COMMISSION in accordance with the provisions of ARTICLE II of the Agreement, and for the terms provided by SECTION 1, ARTICLE III.

ARTICLE VII. - OFFICERS AND DUTIES

SECTION 1. OFFICERS

The officers of the COMMISSION shall consist of a Chairman, Vice-Chairman, and Treasurer and such subordinate officers as may from time to time be elected or appointed by the COMMISSION. Each of such officers shall serve without compensation. The offices of Chairman and Vice-Chairman shall be held by members from different participating jurisdictions. *(Amended 9/23/1982)*

SECTION 2. TERMS OF OFFICE

Except for the original officers, each of the officers shall be elected at the February meeting of the COMMISSION, to serve for a term of one (1) year, unless sooner removed by the COMMISSION, or until his successor be elected and qualify. Any vacancy occurring in an office shall be filled for the unexpired term by the COMMISSION at the next regular meeting following the occurrence of such a vacancy. If the vacancy occurs in the office of Treasurer, an acting officer shall be appointed by the Chairman pending election. Commission officers shall be eligible for re-election, but may succeed themselves one time only. *(Amended 2/22/2017)*

SECTION 3. ELECTION

The Chairman shall, at the regular scheduled meeting in December each year, in accordance with these by-laws, appoint a Nominating Committee, consisting of one member from each participating jurisdiction. The Nominating Committee shall, at the following meeting, submit the

name or names of one or more persons for each office to be filled upon survey of COMMISSION members. Further nominations may be submitted by any member to the Nominating Committee during the month of December, as well as be made at the meeting at which the election is held. Election of officers shall be by secret ballot unless changed by unanimous vote of those present. The newly elected officers will take their office and assume duties thereof on March 1 of each year. *(Amended 9/23/1982; 10/27/1988; 2/22/2017)*

SECTION 4. CHAIRMAN

The Chairman shall preside at all meetings of the COMMISSION at which he is present, and shall vote as any other member. He shall oversee the implementation of the policies established and the actions taken by the COMMISSION; shall have all the powers and duties customarily pertaining to the office of Chairman of the Board; and shall perform such further duties as may be assigned to him by the COMMISSION. *(Amended 9/23/1982; 10/26/1995; 1/25/1996; 2/22/2017)*

SECTION 5. VICE-CHAIRMAN

The Vice-Chairman shall, in the event of death or absence of the Chairman, or of his inability to perform any of the duties of his office or to exercise any of his powers, perform such duties and possess such powers as are conferred upon the Chairman, and shall perform such other duties as may from time to time be assigned to him by the Chairman or by the COMMISSION.

SECTION 6. TREASURER

The Treasurer shall sign or countersign all checks, vouchers or other instruments for any and all funds expended by the Commission or drawn on any of its accounts. *(Amended 9/23/1982; 10/26/1995)*

SECTION 7. SECRETARY

The Executive Director shall be the Secretary of the COMMISSION. The Secretary shall give to the members notice of all regular and special meetings of the COMMISSION, and shall attend all such meetings and keep a record of their proceedings, which shall be a public record, and copies of which shall be mailed with the notice of the next succeeding regular meeting of the COMMISSION. In general, he shall perform all of the duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Chairman or by the COMMISSION. Additionally, the Secretary shall make a brief financial report at each regular meeting of the COMMISSION; and he shall make an annual financial report as soon as practicable after the end of each fiscal year. *(Amended 9/23/1982)*

ARTICLE VIII - MEETINGS AND VOTING

SECTION 1. - REGULAR MEETINGS

(a) Regular meetings of the COMMISSION shall be held at a date and time to be set annually at the June meeting of the COMMISSION. The Chairman may change the date and time of any regular meeting provided written notice of the change is mailed to all Commissioners at least one week in advance of the revised date. There shall also be an Annual Meeting of the COMMISSION each year held on a date and at a location to be determined by the members. *(Amended 9/23/1982; 8/27/2003; 12/12/2007; 2/22/2017)*

(b) The order of business for a regular meeting shall include the following: (a) roll call, (b) approval of minutes of previous meeting, (c) unfinished business, (d) new business, and (e) adjournment.

(c) All meetings of the Planning District Commission at which official action is taken shall be open to the public and all records of the Planning District Commission shall be a public record. The COMMISSION may meet in executive session in accordance with the Virginia Freedom of Information Act. *(Amended 9/23/1982)*

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the Chairman at his discretion or by any five (5) members of the COMMISSION upon forty-eight (48) hours notice to all members in writing or by telephone of the time, place and purpose of the special meeting.

SECTION 3. QUORUM

A majority of the COMMISSION members shall constitute a quorum.

SECTION 4. VOTING

As provided in ARTICLE III. SECTION 2 of the Agreement, each member of the COMMISSION shall be entitled to one vote on matters before the COMMISSION. All actions of the COMMISSION may be taken by a majority vote of a quorum. No vote by any member of the COMMISSION shall constitute or be construed as an official commitment of the participating jurisdiction represented by such member.

A Commissioner may send a voting alternative no more than twice per year by providing the COMMISSION with a signed letter of authorization naming the individual who will serve as the Commissioners' proxy and the date of the meeting that the proxy will be in effect. *(Amended 2/27/2002)*

ARTICLE IX. - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

(a) Membership - There may be appointed an Executive Committee composed of the Chairman, Vice-Chairman, Treasurer, the Past Chairman, and up to three representatives selected at large from towns or counties not represented by the aforesaid officers. All members of the Executive Committee will serve for a one-year term, but may succeed themselves. The COMMISSION Chairman and Vice-Chairman of the COMMISSION shall be the Chairman and Vice-Chairman of the Executive Committee. *(Amended 9/23/1982; 1/25/1996; 2/22/2017)*

(b) Meetings – Meetings of the Executive Committee shall be called by the Chairman as necessary. Meetings may also be called by the Executive Director upon written request of two members of the Executive Committee. *(Amended 1/25/1996; 2/22/2017)*

(c) Quorum - A Quorum shall consist of a majority of the membership of the Executive Committee.

(d) Duties - The Executive Committee may perform the functions of a finance committee, and may prepare a budget and make recommendations to the COMMISSION in regard thereto.

It may approve the application for all grants of funds from Federal and State governments by the participating jurisdictions and their agencies and any other sources. The Executive Committee shall have such further powers and duties as may from time to time be assigned to it by the COMMISSION.

The Executive Committee will supervise and advise the Executive Director including an annual performance review. The Executive Committee may take actions related to the Executive Director, including suspension, until such time as the COMMISSION meets. *(Amended 1/25/1996)*

SECTION 2. OTHER COMMITTEES

(a) The COMMISSION may establish such other special and standing committees, advisory, technical or otherwise, as it shall deem necessary for the transaction of its affairs.

(b) One-half of the members of any committee shall constitute a quorum.

ARTICLE X. - ADMINISTRATION

SECTION 1. STAFF

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. EXECUTIVE DIRECTOR

The chief executive officer of the Staff shall be the Executive Director who shall have direct supervision of all the 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's performance shall be reviewed by the Commission at least annually prior to the presentation of the fiscal year budget of the Commission. *(Amended 10/26/1995; 4/27/2016)*

SECTION 3. DUTIES OF THE EXECUTIVE DIRECTOR

In addition to being the COMMISSION'S chief source of professional guidance and initiator of worthy considerations, the duties of the Executive Director shall be, but not limited to:

(a) Maintain and manage the business office of the COMMISSION.
(b) Be custodian of all COMMISSION property and records.
(c) Conduct the correspondence of the COMMISSION.
(d) Assist the COMMISSION officers and Committee Chairman in carrying out their duties as may be appropriate.
(e) Attend all COMMISSION meetings and be prepared to report on any and all business, activities, meetings, proposals, cooperative endeavors, etc., in which the COMMISSION is currently engaged or may be in the process of developing.
(f) Maintain close personal contact with the representatives of Federal, state and local agencies which currently are, or subsequently will be, cooperatively involved in accomplishing the objectives of the COMMISSION.
(g) Acquire and maintain a working knowledge of the current laws, regulations and procedures which govern the above Federal state and local agencies in order that the COMMISSION may take full advantage of opportunities presented for joint endeavors.
(h) Prepare in cooperation with the Treasurer and/or Executive Committee annual budgets for consideration and adoption by the COMMISSION and for presentation to the governmental units. *(Amended 9/23/1982)*
(i) Prepare annual reports showing activities and accomplishments leading toward fulfilling COMMISSION objectives, together with audited reports of receipts and expenditures for presentation to the respective governmental units.
(j) Be responsible for carrying out all orders and directives issued by the COMMISSION.
(k) Have general charge and supervision of all of the books and accounts of the COMMISSION; have custody of the monies and securities of the COMMISSION and keep

an accurate record of the source of all monies; unless otherwise provided, sign or countersign such checks, vouchers, or other instruments as require his signature and perform all other duties incident to his office or that may be required of him by the COMMISSION. The Executive Director may, with the express written permission of the COMMISSION, delegate certain of his duties and responsibilities to the staff of the COMMISSION, except for signing and countersigning of checks, vouchers and other instruments. *(Amended 11/30/1995)*

SECTION 4. EXECUTION OF INSTRUMENTS

The Executive Director, upon specific authorization by the COMMISSION, shall have the power to sign in its behalf any agreement or other instrument to be executed by the COMMISSION. Unless otherwise provided, he shall sign or countersign checks and vouchers in payment of obligations of the COMMISSION.

ARTICLE XI. - FINANCES

SECTION 1. BUDGET

(a) The COMMISSION shall, on or before June 1 each year, prepare an annual budget, including the specific budget request to the participating individual governmental units. The COMMISSION shall adopt a budget before July 1 of each fiscal year. *(Amended 9/23/1982)*

(b) The Annual Budget shall show proposed cash outlays for all operating expenses, capital equipment and improvements. Each item of expenditures shall be justified and explained in appropriate detail. Such budget shall also show any equipment and facilities provided in kind. A breakdown of the source funds should show amounts to be appropriated by each county, city or town, amount to be provided in-kind, and amount to be obtained through Federal grants.

SECTION 2. BUDGET

(a) Compensation for the Executive Director, and all other employees of the COMMISSION, shall be determined by the COMMISSION.

SECTION 3. DISBURSEMENTS

Only authorized expenditures as approved by the COMMISSION may be disbursed.

SECTION 4. MONIES AND PAYMENTS

The monies of the COMMISSION shall be deposited in such bank as the COMMISSION shall designate, and all payments (with the exception of those from petty cash) shall, so far as practicable, be made by check or electronic funds transfer. In the absence of the Treasurer and/or the Executive Director, checks and drafts may be signed in the name of the COMMISSION by any two of the following: the Executive Director or Treasurer or Chairman or Vice-Chairman. *(Amended 9/23/1982; 2/22/2017)*

SECTION 5. AUDITS

The COMMISSION, at least once a year, shall cause an audit to be made by an independent certified public accountant of the general funds of the COMMISSION and any special project funds which are not audited by the Federal or State government or by other independent accountant.

SECTION 6. BONDS

The COMMISSION shall cause fidelity bonds to be issued covering all members of the COMMISSION and staff charged with the responsibility for handling funds of the COMMISSION in amounts deemed by it to be adequate.

ARTICLE XII. - 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. Population figures for each participating jurisdiction shall be the same as those developed by the United States Census Annual Population Estimates program. *(Amended 9/23/1982; 2/22/2017)*

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 in a lump sum or semi-annual installments due at the end of the first month after each requisition. *(Amended 9/23/1982)*

SECTION 3.

The per capita contribution shall be determined annually by the COMMISSION. *(Amended 9/23/1982)*

SECTION 4.

An additional assessment may be made upon DISTRICT governmental subdivisions for local and technical planning assistance services which are requested by said governmental subdivisions for the COMMISSION'S Annual Work Program. These additional assessments shall be determined by the COMMISSION and forwarded to member local government subdivisions by April 1. *(Amended 5/23/1985)*

SECTION 5.

An additional assessment may be made upon 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. *(Amended 5/23/1985)*

SECTION 6.

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. *(Amended 5/23/1985)*

SECTION 7.

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. *(Amended 5/23/1985)*

ARTICLE XIII. – AMENDMENTS

SECTION 1. AMENDMENTS

Any proposed amendment, repeal or alteration, in whole or in part, of these By-laws shall be presented in writing and read for the first time at a regular meeting of the COMMISSION. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the COMMISSION until a subsequent meeting or a special meeting called for the purpose. At such subsequent meeting such proposal shall be read a second time, shall be subject to further consideration and amendment germane to the section or sections affected by such proposal, and shall thereafter be acted upon.

ARTICLE XIV. - PROCEDURES

SECTION 1. PARLIAMENTARY PROCEDURE

In all matters of parliamentary procedure not specifically governed by these By-laws, Robert's Rules of Order shall govern.

ARTICLE XV. - EFFECTIVE DATE

These By-laws shall become effective immediately upon adoption by the COMMISSION.

Original Adoption Date: November 15, 1973

Amended Dates: September 23, 1982; May 23, 1985; October 27, 1988; October 26, 1995; November 30, 1995; January 25, 1996; February 27, 2002; August 27, 2003; December 12, 2007; April 27, 2016; February 22, 2017