



BYLAWS

SOUTHSIDE PLANNING DISTRICT COMMISSION (Virginia Planning District 13)

ARTICLE I NAME

The name of this organization is the Southside Planning District Commission, hereinafter referred to as the “Commission.” The Commission was established pursuant to the Code of Virginia, Title 15.2, Subtitle IV, Chapter 42, Regional Cooperation Act, Section 15.2-4200 to 15.2-4222 as amended, and by joint resolutions of the governing bodies of its constituent member of jurisdictions.

ARTICLE II DEFINITIONS

- Section 1 “Planning District 13” is limited to the geographic area of the Counties of Brunswick, Halifax, and Mecklenburg.
- Section 2 A “Commission Member” of Planning District 13 shall mean any county, city, and town of more than three thousand five hundred population that elects to become a part of the Planning District Commission and be represented in the composition of the membership.
- Section 3 The “Commission” shall mean the Southside Planning District Commission as a whole.
- Section 4 The “Act” denotes the Code of Virginia, Title 15.2, Chapter 42, Regional Cooperation Act, as amended.
- Section 5 “He” denotes any Commissioner or officer of the Commission, whether male or female.
- Section 6 “Year,” as it applies to the Commission, shall be the fiscal year July 1 through June 30.
- Section 7 “Charter Agreement” means the agreement of the governing bodies establishing this Commission by Resolution.

Section 8 The “Annual Meeting” of the Commission shall be held in October of each year.

Section 9 “Commissioner” shall mean any person duly appointed as a representative to the Commission by a Commission Member.

ARTICLE III PURPOSES, DUTIES, AND FUNCTIONS

Section 1 The Commission shall be a public body corporate and politic with all the powers and duties granted to it by the Regional Cooperation Act. The purpose of the Commission shall be to promote the orderly and efficient development of the physical, social, and economic elements of Planning District 13 by planning and encouraging and assisting governmental subdivisions to plan for the future.

The following are significant initiatives, that are within the scope of the Commission operation, but in no way are to be considered as limitations on the powers, duties, or purposes as stated above:

- a. planning and coordination between member jurisdictions
- b. business and industrial development
- c. agricultural development
- d. recreational, outdoor, and historical development
- e. human resource development
- f. improvement of health facilities
- g. improvement of law enforcement system
- h. development and improvement of utilities systems
- i. aid in developing better inter-governmental systems
- j. provide technical advice to localities within Planning District 13.
- k. coordinate with VAPDC to advocate for Federal/State policies and programs that will benefit Commission Members

Section 2 This Commission shall have the following authority, responsibility, and functions:

- a. to advise and assist its members within Planning District 13 on how to implement and make effective plans for the overall best interest of each

Commission Member of Planning District 13; to make, adopt, and maintain comprehensive plans for localities within Planning District 13 as authorized and approved by Commission Members

- b. to prepare and execute such programs of research as may be necessary and advisable in carrying out its purposes
- c. to contract for services of persons or firms or other units and levels of government to carry out the purposes of the Commission
- d. to prepare periodic reports as may be required by the Bylaws of Planning District 13 or state or federal legislation or regulations pertaining thereto
- e. to acquire and hold property for its use and to incur expenses to carry out these functions
- f. to receive gifts, contributions and donations which may be made to it and are consistent with the reasons for its creation and for its own use and purposes
- g. to publish studies in connection with its work which may be of benefit to Commission Members or other agencies or programs within and outside of Planning District 13
- h. to receive funds from Commission Members of this Commission, as may be provided for under the Bylaws of this Commission to finance the costs of operation of this Commission

Section 3 It is the policy of this Commission to adhere to the required regulations needed to obtain federal/state funding.

ARTICLE IV ADDITION, WITHDRAWAL, OR REMOVAL OF MEMBERS

Section 1 Any governmental subdivision within Planning District 13 which is not a party to this Charter Agreement at the effective date thereof may thereafter join the Commission, provided that such governmental subdivision is eligible for membership, and that it adopts and executes the Charter Agreement.

Section 2 Any Commission Member may withdraw from the Commission by submitting to the Commission in writing at least 90 days before the end of the Commission's then fiscal year, a notice of intent to withdraw. Such withdrawal shall not become effective until the end of the Commission's then current fiscal year.

Section 3 Any Commission Member shall automatically cease to be a member of the Commission if it fails to comply with the Charter Agreement of the Commission.

ARTICLE V COMMISSIONERS

Section 1 The Commission Members shall appoint the Commissioners to the Commission provided, however, that at least a majority, but not substantially more than a majority of its Commissioners shall be elected officials of the governmental bodies within Planning District 13 with each county, city and town of more than three thousand five hundred population having at least one elected official and the other Commissioners being qualified voters and residents of Planning District 13 who hold no office elected by the people.

Section 2 Members of the Commission may be designated by the Commission to represent private sector, workforce, educational, or other groups to meet the requirement of particular state or federal programs.

Section 3 Commission Members which are party to the Charter Agreement shall appoint Commissioners to the Commission on the following basis:

Number and Type of Members

<u>Political Subdivision</u>	<u>Total Members</u>	<u>Elected Official</u>	<u>Citizen At Large</u>
South Hill	2	1	1
South Boston	2	1	1
Brunswick	3	2	1
Mecklenburg	5	3	2
Halifax	5	3	2
TOTAL	17	10	7

The Commission shall have at least five (5) or 29% minority commissioners, one minority member per Commission Member.

Section 4 The vacancy of a Commissioner shall be filled for the unexpired term in the same manner as the original appointment was made.

Section 5 Any Commissioner shall be eligible for reappointment but may be removed for cause by the Commission Member which appointed him. A three-fourths majority vote of all Commissioners shall be required to recommend to the Commission Member the removal of a Commissioner from office.

Section 6 Members of the Commission, or of any committee designated by the Commission, may to the extent that it is compliant with and not in violation of Virginia's Freedom of Information Act, participate in meetings thereof by

means of telephone or other virtual options in which all persons participating in the meeting can hear each other and such participation constitutes presence “in person” at such meeting.

Section 7 Any Commissioner absent from three regularly scheduled Commission meetings in one year’s time shall be considered as having vacated his position, and the Chair shall advise the Commission Member which he represents to consider appointing a new Commissioner to fill the unexpired term.

ARTICLE VI TERMS OF OFFICE AND VOTING RIGHTS

Section 1 The terms of office of Commissioners who are also elected officials of Commission Members shall be coincident with their elected terms of office subject to written confirmation every four years. The terms of office of the citizen members shall be four years.

Section 2 Each Commissioner shall have one equal vote in all matters before the Commission.

ARTICLE VII OFFICERS

Section 1 Officers of the Commission shall consist of a Chair and Vice Chair who shall be elected by the Commissioners. All officers shall be elected for terms of two years or until their successors are elected. Commission officers may succeed themselves for only one term. The Chair and the Vice Chair of the Commission shall not be representatives of the same governmental subdivision.

Section 2 The appointed officer of the Commission shall be a Treasurer who shall be appointed by the Executive Committee every two years. The Treasurer shall be a member of the Commission. The Treasurer may succeed themselves in office. A vacancy occurring in the office of Treasurer may be filled by appointment of the Commission Chair subject to ratification by the Executive Committee. The Executive Director or his designee shall serve as Secretary for the Commission.

Section 3 Elections for said offices shall be held at the January Meeting of the Commission. Their terms of office shall be two years from the date of the January Meeting. If any office shall become vacant for any reason, an election to fill the office shall be held at the next regular meeting of the Commission at which a majority of the Commissioners are present, and the new officer so elected shall complete the unexpired term of the officer he succeeded.

Section 4 A majority vote of the Commissioners shall be required for election to any office.

Section 5 Duties and powers:

a. Chair

In addition to the well-recognized and inherent duties and powers of the office of Chair, the Chair shall sign all acts or orders necessary to carry out the will of the Commission, and he shall have the authority to delegate any routine administrative function to a member or members of the staff. He shall preside over all meetings of the Commission except during his absence; he shall be eligible to vote on all issues regardless of a tie vote; he is authorized to appoint Commissioners to serve on the Executive Committee and all other standing committees established by the Commission and to appoint substitutes to serve on such committees when any member of a committee is temporarily unable to serve.

b. Vice Chair

In the absence of the Chair, the Vice Chair shall be the Acting Chair, followed in the line of succession by the Treasurer. If no officer of the Commission is present, then the senior Commissioner in point of service shall be the Acting Chair. The Vice Chair or the Acting Chair shall be vested with authority to perform, in the absence of the Chair, all the duties and exercise all the powers of the Chair, including those vested in or delegated to the Chair in the Bylaws and by any other action of the Commission.

c. Treasurer

The Treasurer is the official custodian of the funds of the organization and disbursing officer. As custodian he is responsible for the payment of all bills or of all warrants or requisitions after determining payment is authorized. He is responsible for keeping a record of funds received, money paid out, and of receipts or vouchers to cover each expenditure. The Treasurer shall be bonded in an amount sufficient to cover his responsibilities. The Treasurer may delegate certain of his duties and responsibilities to the staff of the Commission.

All payments except by petty cash shall be made by check or electronic transfer against funds on deposit in a bank and all checks shall be signed by the Treasurer and countersigned by the Executive Director or his designee.

A brief financial report shall be made at each regular meeting of the Commission and an audit and annual report shall be made as soon as possible after the end of the Commission's fiscal year, and such other periodic reports as may be required.

d. Secretary

The Secretary shall keep minutes of the meetings of the Commission; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chair or by the Executive Committee.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1 An Executive Committee shall be appointed by the Chair of the Commission. and shall meet as needed.

- a. Membership shall consist of the Chair, Vice Chair, Treasurer, immediate past Chair of the COMMISSION if still serving as a Commissioner and, if needed, an at-large member(s) from the Commission to ensure that each Commission Member is represented on the Executive Committee.
- b. The Executive Director or his designee shall serve as an ex officio member of the Executive Committee without vote and shall act as its' Secretary.
- c. A majority of the Committee's membership shall constitute a quorum.
- d. Minutes of the Executive Committee shall be made available to all Commissioners prior to the next meeting of the Commission.
- e. The Executive Committee shall have all powers and duties of the Commission, except as otherwise provided in the statutes of the Commonwealth of Virginia subject to review by the Commission at any regularly scheduled meeting.
- f. In case of an emergency which involves solely administrative matters of the Commission, the Executive Committee may be contacted by telephone to ascertain the members' position regarding the matter of emergency and the Chair or Executive Director is authorized to take appropriate administrative action, providing that such action be ratified at the following Commission meeting.

ARTICLE IX STANDING AND ADVISORY COMMITTEES

- Section 1 The Commission shall establish standing committees as it deems desirable. A motion to establish a standing committee must be approved by a majority of the votes of the Commissioners present. The Chair shall then appoint the members to the standing committee from among the Commissioners then serving.
- Section 2 A majority of the members of any committee shall constitute a quorum of the committee.
- Section 3 The Chair of the Commission shall be an ex officio member of all Committees but without vote except for standing committees to which he has been officially named as a regular member.
- Section 4 The Commission Chair may appoint Advisory Committees authorized by the Commission made up of people representing a cross section of the communities within Planning District 13.
- Section 5 The Advisory Committees may elect a Chair and Vice Chair and the Executive Director of the Commission may serve as the Secretary for the Advisory Committees.
- Section 6 The Chair of the Advisory Committees may appoint, from within the membership of the Advisory Committees, an Executive Committee to include the Chair and Vice Chair and a representative from each of the political subdivisions participating in Planning District 13. Executive Committees are encouraged to attend the regular meetings of the Commission and shall, in general, act as interpreters and representatives of their Advisory Committees.

ARTICLE X MEETINGS OF THE COMMISSION

- Section 1 Regular meetings of the Commission shall be held quarterly. Special meetings may be called by the Chair at his discretion or must be called by the Chair on petition of one-third of the Commissioners. One week's notice is required to call special meetings. Meetings shall be at the offices of the Commission unless otherwise designated by the Chair.
- Section 2 Meetings of the Commission shall be open to the public. However, the Commission may enter Executive Session on proper motion when not in conflict with the Code of Virginia as amended.
- Section 3 The presence of nine (9) members, one-half of the Commissioners, at a Commission meeting shall constitute a quorum.

Section 4 In making any recommendation, adopting any plan, or approving any proposal, action shall be taken by a majority vote of all Commissioners present, provided that in the case of an action involving more than one jurisdiction, the negative votes of a minority of the Commissioners shall be made a matter of record. No vote by any Commissioner shall be construed as an official commitment of the Commission Member represented by the Commissioner.

ARTICLE XI AMENDMENT OF BYLAWS

Any proposed amendment to these Bylaws shall be presented in writing to the Commission at a regular Commission meeting. A majority vote of all Commissioners in attendance shall be required to adopt any proposed amendment to the Bylaws. Such an amendment shall not be acted upon at the same meeting in which it is introduced but shall be acted upon at the next regular meeting.

ARTICLE XII AMENDMENT OF CHARTER

The Charter Agreement may be amended, supplemented, or superseded only by concurring resolutions from Commission Members whose aggregate representation of the Commission constitutes a majority. All proposed amendments shall be submitted to the Commission for review and comment prior to presentation to Commission Members for concurring resolutions.

ARTICLE XIII FINANCIAL OBLIGATIONS OF MEMBERS

Section 1 Each Commission Member shall contribute funds to the Commission at the same per capita rate of every other Commission Member which is a party to this contract.

Section 2 The per capita contribution of each Commission Member shall be based on the most recent population estimates as prepared by the Center for Public Services or the latest population estimates of the U.S. Bureau of Census, whichever is most current.

Section 3 The per capita rate will be reviewed and may be adjusted every two years by the Budget and Finance Committee on odd number years to ensure sustainability of Commission operations and staff.

Section 4 Notice of Annual Assessments will be approved by the Commissioners at its January meeting and provided to Commission Members no later than February 1st for the upcoming fiscal year. The Annual Assessment is effective on July 1st of the current fiscal year and shall be paid by each Commission Member prior to August 31st of that year.

- Section 5 An additional assessment may be made upon a governmental subdivision for particular services of a local nature, which are requested by said governmental subdivision and which are not included in the Work Program adopted by the Commission.
- Section 6 The Commission may receive contributions from the Commonwealth of Virginia in accordance with Code of Virginia, Title 15.2, Subtitle IV, Chapter 42, Regional Cooperation Act, Section 15.2-4216 State Aid, as amended.
- Section 7 The Commission may make application for and accept loans and grants of money, 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 agency or instrumentality thereof.

ARTICLE XIV CONFLICT OF INTEREST

- Section 1 Should any proceedings of the Commission involve land, possessions, or vested interests of any Commissioner, such Commissioner involved shall make a full and public disclosure of the exact nature of his interest and shall refrain from voting or participating in any way in any proceedings relating thereto. For purposes of this section, “own” or “have interest in” any land shall mean ownership by such Commissioner or any members of his immediate household, or ownership by way of partnership or as a holder of 10% or more of the outstanding shares of stock in or as a director or officer of any corporation owning such land, directly or indirectly, by such Commissioner or members of his immediate household.
- Section 2 Members of the Commission’s staff having access to information that has long-range economic consequences must be keenly aware and follow ethical principles. Included here are conflict of interest, outside employment, gifts and favors, respect for professional practice and political activity that would or could affect their objectivity and purpose of professional service.

ARTICLE XV HEARINGS

- Section 1 In addition to those required by law, the Commission may, at its discretion, hold public hearings when it decides that such hearings will be in the public interest.
- Section 2 Notice of such hearings shall be published in an official newspaper of the area or in a newspaper of general circulation at least once a week for two successive weeks before the time of public hearing.

Section 3 The case before the Commission shall be summarized by the Chair or his representative, and parties in interest shall have the privilege of the floor. No record or statement shall be recorded, or sworn to, as evidence for any court of law without notice to the parties in interest.

Section 4 A record shall be kept of those speaking before the hearing.

ARTICLE XVI COMMISSIONER COMPENSATION

Section 1 All Commissioners may be paid on a per diem and mileage basis for time officially devoted to the Commission's business, including Commission meetings, budget hearings in the various counties, and other meetings or activities as may from time to time be authorized by the Commission.

Section 2 In addition to the per diem and mileage compensation provided above, the Chair and Treasurer of the Commission may be allotted a sum in such amount as may be determined from time to time by the Commission. Said allotment will constitute an expense allowance for work performed as outlined under Duties of Officers.

ARTICLE XVII STAFF

Section 1 The Commission shall appoint an Executive Director who shall serve as the chief administrative officer. The Executive Director shall serve at the pleasure of a majority of the Commission membership and compensation shall be established by the Executive Committee of the Commission.

Section 2 The Executive Director shall hire and terminate staff positions as may be necessary to carry out the functions of the Commission.

Section 3 Personnel and their compensation shall be selected and determined by the Executive Director within budgetary and other limitations as established by the Commission.

Section 4 No directions shall be given to the Commission staff by the Commission or its officers except through the Executive Director.

ARTICLE XVIII SEAL

The Commission shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Commission and the words, "Commission Seal." The seal shall be retained by the Secretary.

ARTICLE XIX PARLIAMENTARY PROCEDURE

In all matters of parliamentary procedure not specifically covered by these Bylaws, the Roberts Rules of Order may apply.

ARTICLE XX EFFECTIVE DATE

These Bylaws shall become effective immediately upon adoption.

Adopted the 24th day of January 1990

Adopted the 28th day of October 2021

Signed _____
Chair

Attested _____
Secretary