

TOBACCO REGION REVITALIZATION COMMISSION

BYLAWS

adopted 1999, revised 6/8/01, revised 1/10/12 revised 1/12/16

ARTICLE I. NAME AND PURPOSE

Section 1.1. Name. The Tobacco Region Revitalization Commission is created as a body corporate and a political subdivision of the Commonwealth, vested with those powers set forth in Section 3.2-3103 of the *Code of Virginia* (the “*Code*”).

Section 1.2. Purpose. The Commission’s purposes are to determine the appropriate recipients of moneys in the Tobacco Indemnification and Community Revitalization Fund (the “Fund”) and distribute such moneys consistent with the purposes provided in Chapter 31, Title 3.2 of the *Code*.

Section 1.3. Offices. The principal office of the Commission shall be located within the Commonwealth of Virginia, as established by the Commission. The Commission may also establish such other offices at such locations within the Commonwealth as may be designated by resolution of the Commission.

Section 1.4. Fiscal Year. The fiscal year of the Commission shall begin on the first day of July in each calendar year and shall end at the close of business on the thirtieth day of June in the following calendar year.

ARTICLE II. MEMBERS OF THE COMMISSION

Section 2.1. Membership. The Commission shall be governed and administered by members who shall be appointed and hold office as provided by *Code* Section 3.2-3102.

Section 2.2. Terms. Terms shall be as provided in *Code* Section 3.2-3102.

Section 2.3. Vacancies. Any vacancy on the Commission shall be filled by the entity charged by the *Code* with making the original appointment. The Executive Director shall forthwith notify such appointing entity whenever a vacancy occurs.

Section 2.4. Reimbursement. Members of the Commission shall receive reimbursement for actual expenses incurred in the performance of their duties on behalf of the Commission, as provided by the *Code*.

ARTICLE III. OFFICERS

Section 3.1. The Chairman. The Commission shall elect from its membership a Chairman to serve for a period of no more than two (2) years. The Chairman, or in his absence, the Vice-Chairman, shall preside over all the meetings of the Commission. The Chairman shall have supervision over the policies of the Commission, subject, however, to the control of the Commission.

In general, the Chairman shall perform all duties incident to such office and such other duties as may from time to time be assigned to him by the Commission, consistent with *Code* Sections 3.2-3100 through 3.2-3111. The Chairman or his designee shall sign all written authorizations to the State Treasurer and/or Comptroller for disbursements of expenditures from the Fund. The Chairman or his designee shall have the authority to sign contracts that may be entered into from time to time by the Commission.

Section 3.2. The Vice-Chairman. The Commission shall elect from its membership a Vice-Chairman to serve for a period of no more than two (2) years. The Vice Chairman shall preside over meetings of the Commission and discharge such other duties pertaining to the office of the Chairman that may arise during the Chairman's absence.

Section 3.3. The Executive Director. An Executive Director shall be appointed pursuant to *Code* Section 3.2-3105 and shall be compensated as provided by *Code*. The Executive Director shall administer, manage, and direct the affairs and business of the Commission, in accordance with these Bylaws and the provisions of Sections 3.2-3101 through 3.2-3111 of the *Code*, subject to the policies, direction, and control of the Commission.

The Executive Director shall have the authority to negotiate and sign one or more contracts when each such contract is not expected to exceed \$50,000 for the purchase or annual lease of goods, or for the purchase of annual services, annual insurance, or for construction in accordance with the small purchase procedures established by the Department of General Services, pursuant to Section 2.2-4303(G and H) of the *Code* or pursuant to such procedures as may hereafter be established by the Commission pursuant to Section 2.2-4303(G and H) of the *Code*.

The Executive Director is authorized to organize, hire, and manage all Commission employees. For employees whose official job title includes the word "Director", the Executive Director is authorized to take appropriate performance and disciplinary actions only with prior approval by the Commission. For all other employees, the Executive Director is authorized to take appropriate performance and disciplinary action without prior approval of the Commission or any of its committees.

Further, The Executive Director has the authority to establish operational policies and procedures and to enter into agreements with other agencies and political subdivisions of the Commonwealth in order to perform essential business and operating functions on behalf of the Commission.

Section 3.4. Other Officers or Appointees. The Commission may appoint or employ other officers, technical experts, agents, advisors or other persons (excluding legal counsel) either temporarily or permanently as it may require for the transaction of its business. The Commission shall determine the qualifications, duties, and compensation, if any, of such appointees or

employees. The Commission may delegate such administrative functions, as it deems proper, to such appointees or employees, paying actual expenses of performing such duties from the Fund.

Section 3.5. Absence of Chairman and Vice Chairman. Whenever the Chairman and Vice Chairman are unable to attend or preside at a meeting of the Commission, the Commissioners present at such meeting shall designate a temporary Chairman from among the Commissioners present, who shall preside at such meeting.

ARTICLE IV. POWERS AND DUTIES

Section 4.1. Powers. The Commission shall have only those powers enumerated in the *Code* Section 3.2-3103.

Section 4.2. Duties. The Commission shall have the duties enumerated in the *Code* and these Bylaws.

Section 4.3 Establish Requirements. The Commission shall establish an application process detailing the requirements by which requests for disbursement from the Fund will be determined.

Section 4.4. Evaluate Proposals. The Commission shall evaluate proposals for the use of the assets of the Fund in accordance with the criteria established by the Commission and the provisions of Chapter 31, Title 3.2 of the *Code*.

Section 4.5. Evaluate Implementation by Recipient Organizations. The Commission shall establish criteria for determining whether a recipient organization or entity complies with the Commission's established goal of economic revitalization. Monitoring activities may be delegated to the Executive Director, or other employees of the Commission, but ensuring each recipient's compliance with the terms and conditions of disbursements from the Fund shall be the responsibility of the Commission.

Section 4.6. Disclosure Statements. Members of the Commission shall file applicable Financial Disclosure Statements as required by the *Code*.

Section 4.7 Strategic Planning. The Commission shall prepare and maintain a Strategic Plan in accord with Section 3.2-3103 C of the *Code*.

ARTICLE V. COMMITTEES

Section 5.1. Executive Committee. The Executive Committee shall be appointed by the Chairman and shall consist of not less than ten (10) members, including the Chairman, the Vice-Chairman, and other members of the Commission. The Executive Committee may act on behalf of the Commission during a recess of the Commission when authorized to do so by the

Commission, or in emergencies. The Chairman of the Commission shall serve as Chairman of its Executive Committee.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Committee. Once a quorum is constituted, a majority vote of the quorum shall be required to adopt any motion.

Section 5.2. Other Committees. The Commission may create additional permanent or *ad hoc* committees, as it deems necessary, and the Chairman may create additional *ad hoc* committees, as s/he deems necessary, to assist with the work of the Commission, so long as the mission and function of any such committee is consistent with the Commission's enabling statutes, the *Code*, and these Bylaws. The Chairman shall have the authority to appoint members, a chairman, and a vice chairman to serve on all such designated committees, unless otherwise provided by majority vote of the Commission.

A majority of the members appointed to any such additional permanent or *ad hoc* committee shall constitute a quorum for the transaction of business by the committee. Once a quorum is constituted, a majority vote of the quorum shall be required to adopt any motion.

ARTICLE VI. MEETINGS

Section 6.1. Meetings. The Commission shall meet three times per calendar year and may meet more frequently at the call of the Chairman. To the extent possible, the Commission shall agree on the date of its next regular meeting before adjournment of the meeting in progress, unless it previously adopted a meeting schedule.

Section 6.2. Notice of Meeting. Notice of each meeting of the Commission shall be made and posted as required by the Virginia Freedom of Information Act (*Code* Section 2.2-3707 *et seq.*).

Section 6.3. Place of Meeting. The Commission may hold its meetings within the Commonwealth of Virginia at such place or places as the Chairman may from time to time determine (unless contrary to resolution of the Commission) or at such place as shall be specified in the respective notices.

Section 6.4. Quorum and Voting. A majority of the members of the Commission shall constitute a quorum for the transaction of business. Once a quorum is constituted,

- (i) Pursuant to Sections 3.2-3102 A and 3.2-3104 A of the Code, a majority vote of the members of the Commission shall be required to request a payment of up to 6% of the corpus of the Endowment to the Fund, a two-thirds (2/3) vote of the members of the Commission shall be required to request that up to 10% be so paid, and a three-fourths (3/4) vote of the members of the Commission shall be required to request that up to 15% of the corpus be so paid.
- (ii) a two-thirds (2/3) vote of the members of the Commission shall be required to amend, supplement or repeal these Bylaws, provided that notice of the proposed amendment, supplement or repeal shall have been included in the notice of such meeting, or such

notice shall have been waived by a two-thirds (2/3) vote of the members of the Commission.

- (iii) a two-thirds (2/3) vote of the quorum shall be required to adopt or amend formulary rules or guidelines for the allocation of monies from the Fund.
- (iv) a majority vote of the quorum shall be required to adopt any other motion.

If one or more Commissioners are disqualified or abstain from voting on any matter for any reason, the remaining Commissioners shall have authority to act for the Commission as prescribed in subparagraphs (i) through (iv) above. No vacancy in the membership of the Commission shall impair the right of a quorum to act for the Commission within the limits of the quorum's authority as described above. A majority of the Commissioners present at any meeting, whether or not constituting a quorum, may adjourn the meeting to another time and place.

Section 6.5. Manner of Voting. The yeas and nays of every vote by the Commission shall be entered upon the minutes of such meeting. Voting on all questions shall be by voice vote unless a roll call is requested by any Commissioner. The chairman of the Commission and the chairman of any of its duly constituted committees shall be entitled to vote on any question properly brought before the Commission or the committee, as the case may be, whether or not such vote results in a tie (in which case the motion is lost) or changes the result.

Section 6.6. Resolutions and Effective Date. A transcript of all resolutions shall be prepared and maintained by the Executive Director. Resolutions shall become effective on the date of passage, upon adjournment of the meeting, unless otherwise stated in the resolution.

ARTICLE VII. REPORTS AND AUDITS

Section 7.1. Reports. The Commission shall be responsible for ensuring that the Executive Director, on behalf of the Commission, submits a report annually to the Governor and the General Assembly.

Section 7.2. Audits. The accounts of the Commission shall be audited annually by the Auditor of Public Accounts, or his legally authorized representative. The Executive Director shall make available the accounts and records of the Commission showing receipt and disbursement of funds in such form as prescribed by the Auditor of Public Accounts.

Section 7.3. Budget. The Executive Director shall present annually to the Commission a budget detailing the projected income and expenditures of the Commission for the next fiscal year.

Section 7.4. Financial Reports. The Executive Director shall present to the Commission financial reports detailing the actual income and expenditures of the Commission.

**ARTICLE VIII.
PARLIAMENTARY AUTHORITY**

Section 8.1. Parliamentary Authority. In all matters of procedure not covered by these Bylaws, meetings shall be conducted in accordance with the most recent edition of *Roberts Rules of Order*.

**ARTICLE IX.
BYLAWS**

Section 9.1. Effective Date. These Bylaws shall take effect immediately upon adoption by the Commission.