

**REVISION TO THE BYLAWS  
OF THE  
ROANOKE VALLEY GREENWAY COMMISSION**

Serving the County of Roanoke, City of Roanoke, City of Salem, and Town of Vinton.

Revised and Adopted October 28, 2009

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ROANOKE VALLEY GREENWAY COMMISSION

BYLAWS

ARTICLE I: NAME

The name of the organization is the Roanoke Valley Greenway Commission, hereinafter referred to as the "Commission".

ARTICLE II: AUTHORITY

Section 1. Establishment of the Commission

The Commission was established in April 1997 under the *Intergovernmental Agreement Establishing the Roanoke Valley Greenway Commission*, pursuant to §15.2-1300 of the Code of Virginia (1950), as amended, and as executed by the City of Roanoke, City of Salem, County of Roanoke, and Town of Vinton. The *Revision to the Intergovernmental Agreement Establishing the Roanoke Valley Greenway Commission, December 2008*, (hereinafter referred to as the "Revised Agreement") was executed by these four participating localities and signed January 23, 2009. The Commission is governed by the Revised Agreement, and any future, duly executed revisions of that document. Should there be any discrepancy between these Bylaws and the Revised Agreement; the terms of the Revised Agreement shall govern.

Section 2. Adoption of Bylaws

Section 6 (b) of the Revised Agreement requires that the

Commission adopt bylaws.

**ARTICLE III: PURPOSE**

The purpose of the Commission has been set forth in Section 1 of the Revised Agreement and is:

*To promote and facilitate coordinated direction and guidance in the planning, development, and maintenance of a system of greenways throughout the Roanoke Valley.*

**ARTICLE IV: PARTICIPATING LOCALITIES**

The participating localities on the Commission are enumerated in the Revised Agreement and include the City of Roanoke, City of Salem, County of Roanoke, and Town of Vinton. Additional participating localities may be added under the procedure specified in the Revised Agreement, Section 3.

**ARTICLE V: RESPONSIBILITIES AND DUTIES**

Section 1. The Responsibilities and Duties of the Commission are set forth in Section 4 of the Revised Agreement.

Section 2. The Commission may establish other duties and responsibilities that are consistent with the Revised Agreement.

Section 3. The Commission is also responsible for:

(a) The recruitment, employment, supervision and evaluation of the Greenway Coordinator, who shall be responsible for the implementation of the policies and procedures of the Commission and the components of the program as well as the hiring, supervision and evaluation of any program staff;

(b) Maintaining a liaison with the localities representing each of the areas served by the Commission;

(c) The coordination and facilitation of implementation of the 2007 Update to the Roanoke Valley Conceptual Greenway Plan and any future such plans and revisions that may be developed by the Commission and the participating localities;

(d) The review and adoption of all operational budgets;

(e) The preparation of an annual report reflecting an overview of Commission activities;

(f) The entering into of agreements or memorandum of understanding with individuals or agencies having mutual interest in the advancement of greenways in the Roanoke Valley; and

(g) Such other activities consistent with the Revised Agreement.

#### **ARTICLE VI: MEMBERSHIP**

Section 1. The membership of the Commission is defined in the Revised Agreement as:

(a) Appointed, Voting Members:

(1) Up to three members from each of the participating localities to be appointed by the governing bodies, each for a term of three years, with appointments to be staggered. Each member shall be a resident of the locality which he or she represents;

(2) One member appointed by the Roanoke Valley Area Metropolitan Planning Organization for a term of three years;

(3) Up to two staff members from each of the participating localities, appointed by the chief administrative officer; and

(4) One member appointed by Pathfinders for Greenways, Inc., the nonprofit group established to support greenways in the Roanoke Valley.

(b) Ex-officio, Non-voting Members

(1) One representative of the Western Virginia Land Trust;

(2) One representative of the Western Virginia Water Authority; and

(3) One staff member from the Roanoke Valley Alleghany Regional Commission.

(4) The Commission, after review and recommendation by the Executive Committee, may add and remove non-voting members, as appropriate, from interested organizations.

Section 2. The terms of membership shall begin on July

1 of a year and end on June 30 of a subsequent year.

Section 3. A vacancy for the remainder of any term shall be filled by the governing body or person making the original appointment.

Section 4. The members of the Commission shall serve without compensation.

Section 5. Addition of Ex-officio, Non-voting Members

(a) The Executive Committee shall review all proposals for additions or deletions to/from the membership and submit a recommendation to the Commission.

(b) Additions/deletions of organizations to/from the membership shall be approved by the Commission.

(c) Organizations added to the membership will appoint their ex-officio representative.

(d) Non-voting members will have certain rights of membership, including personal notification of meetings, participation in Commission deliberations, and serving on committees, including the Executive Committee as members-at-large. Non-voting members may not serve as officers of the Commission.

**ARTICLE VII: OFFICERS OF THE COMMISSION**

Section 1. The officers of the Commission shall be the Chair, Vice-Chair, Treasurer, and Secretary.

Section 2. Officers shall be voting members of the

Commission.

**ARTICLE VIII: DUTIES OF THE OFFICERS**

Section 1. The duties of the Chair shall be to:

(a) Call and schedule all meetings of the Commission or the Executive Committee, and any special meetings, as may be deemed necessary;

(b) Preside over all meetings of the Commission and the Executive Committee;

(c) Appoint and dissolve committees necessary for conducting business of the Commission, subject to approval by the Commission;

(d) Approve all meeting agendas and conduct meetings in accordance with parliamentary procedure;

(e) Provide guidance to the Greenway Coordinator and oversee the Commission's responsibilities as specified in Article V.3(a) of these Bylaws;

(f) Sign Commission applications for grants and other official documents; and,

(g) Perform any additional duties as may be determined by the Commission.

Section 2. The duties of the Vice-Chair shall be to:

(a) Support the Chair in the performance of his or her duties;

(b) Fulfill the duties of the Chair during his or her



absence;

(c) Serve as a liaison with the teams from each locality.

(d) Perform any additional duties as may be determined by the Commission.

Section 3. The duties of the Treasurer shall be to:

(a) Assist the Greenway Coordinator in preparation of the operating budget for the Commission, to be presented to the Commission for approval no later than January;

(b) Review monthly spending reports, monitor cash flow, and review the annual audit for accuracy.

(c) Assist the Greenway Coordinator with identification of grant opportunities and preparation of grant budgets;

Section 4. The duties of the Secretary shall be to:

(a) Maintain an accurate record and minutes of all business conducted at the meetings of the Commission and the Executive Committee;

(b) Assist the Chair in any official communications between the Commission and other agencies;

(c) Issue all necessary notices, copies of agenda, or other information required by the Commission and Executive Committee; and,

(d) Be responsible for all correspondence, typing and compilation of reports as may be required by the Commission and Executive Committee.

**ARTICLE IX: EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall be comprised of the officers of the Commission and three Members-At-Large.

Section 2. No more than two Executive Committee members may represent the same participating locality.

Section 3. The responsibilities of the Executive Committee shall be to:

(a) Serve as the coordinating committee to facilitate smooth operation of the Commission and fulfillment of the Commission's duties and responsibilities;

(b) Provide liaisons between the Commission and committees;

(c) Conduct business on behalf of the Commission in the periods between Commission meetings;

(d) Set goals and objectives for the Commission and present them to the Commission for approval; and

(e) Appoint the Nominating Committee and fill any vacancies among the officers or Executive Committee.

Section 4. All actions of the Executive Committee shall be reported to the Commission.

**ARTICLE X: ELECTION OF OFFICERS AND THE EXECUTIVE COMMITTEE**

Section 1. The Chair, Vice Chair, Treasurer, Secretary and the three Members-At-Large of the Executive Committee shall be

elected by majority vote at the Annual Meeting of the Commission.

Section 2. The Executive Committee shall appoint a Nominating Committee, consisting of at least three members, at least one of whom is not on the Executive Committee, to present a slate of officers and Executive Committee members for consideration by the Commission at least ten (10) days prior to the Annual Meeting.

Section 3. All officers of the Commission and the Members-At-Large of the Executive Committee, shall be elected for a term of one year, or until their successors have been appointed or elected.

Section 4. Vacancies among the officers or Executive Committee shall be filled by the Executive Committee for the duration of the unexpired term.

Section 5. Officers shall be able to succeed themselves no more than once, thus serving no more than two consecutive, one-year terms in the same position.

Section 6. An officer may be re-elected to an office previously held after one year.

Section 7. Members may be re-elected to an unlimited number of terms on the Executive Committee, subject to the limitation in Section 5 above.

Section 8. In order to constitute an election, a quorum must be present and voting.

## ARTICLE XI: MEETINGS

### Section 1. Regular Meetings

(a) The Commission shall hold a regular meeting at least once per quarter each calendar year with reasonable notice of the time and place provided to the membership and the public by written or electronic means.

(b) All meetings shall be conducted according to parliamentary procedure.

(c) The Commission may change the date and time of any regular meeting and may adjourn any meeting to another location.

(d) Meetings of the Commission shall be open to the public.

(e) The Commission, Executive Committee, and other committees may enter executive session during any meeting to discuss any matter, or matters, pursuant to Virginia's Freedom of Information Act.

### Section 2. Annual Meeting

The Annual Meeting of the Commission shall be held in June.

### Section 3. Special Meetings

(a) Special meetings of the Commission may be called by the Chair of the Commission.

(b) Special meetings may be called by any four members of the Commission if all members have received, within at least three business days, notice, in writing or by telephone, advising them of the time, place and purpose of the special meeting.

### Section 4. Executive Committee Meetings

The Executive Committee may meet at the discretion of the Chair to conduct business as defined in Article IX(3).

Section 5. Quorum

(a) A quorum shall be required to take any official vote by the Commission or Executive Committee; however, in the absence of a quorum, either group may receive reports and have discussions of Commission business.

(b) A quorum for the Commission shall be a simple majority of the currently appointed, voting members of the Commission if there is an odd number of members and 50% of the voting members if there is an even number.

(c) A quorum for the Executive Committee shall be a simple majority of the elected members if there is an odd number and 50% if there is an even number.

(d) Members who are participating in any meeting by electronic means such as telephone or video conference, whereby all members can simultaneously hear each other, are deemed present for purposes of determining a quorum.

**ARTICLE XII: VOTING**

Section 1. Eligibility

(a) Each voting member of the Commission, as specified in the Revised Agreement, shall be entitled to one vote on all matters considered by the Commission.

(b) Any vote taken by the Commission or Executive Committee,

at a meeting at which a quorum is present, shall be decided by a simple majority of the voting members present, except for purposes of modifying the bylaws, as otherwise provided herein.

Section 2. Indemnity

No vote by a member of the Commission, Executive Committee, or other committees, shall constitute, or be construed to be, an official or unofficial position or commitment on the part of the participating locality wherein a Commission member resides or which he or she has been chosen to represent.

Section 3. Proxies

No business of the Commission or Executive Committee may be conducted based, in whole or in part, upon the use of a proxy in absence of a member.

Section 4. Conflict of Interest

The Commission shall adopt a policy requiring all voting members to act in compliance with conflict of interest laws, as defined by the Code of Virginia, relating to the conduct of business of local government.

**ARTICLE XIII: COMMITTEES**

Section 1. The Chair, with the approval of the Executive Committee, may designate or dissolve one or more Committees. Each committee shall consist of two or more members and have duties as assigned by the Commission or Executive Committee.

Section 2. The Commission may have joint Committees with

Pathfinders for Greenways, Inc.

Section 3. Committees may include individuals who are not members of the Commission or of the Pathfinders' Board of Directors.

Section 4. The chair of each Committee shall be either a Member of the Commission or of the Pathfinders' Board of Directors.

Section 5. Meetings of Committees shall be called by the Committee chair and the chair shall report back to the Commission on activities, actions, plans, and recommendations.

Section 6. Committees may include, but are not limited to, Planning and Standards, Marketing and Public Relations, Development and Fund Raising, Nominating, and committees for participating localities.

#### **ARTICLE XIV: FISCAL AND PERSONNEL POLICIES**

##### Section 1. Fiscal Agent

The Commission shall have a written agreement with its fiscal agent.

##### Section 2. Fiscal Policies

(a) The fiscal policies, including purchasing and receiving, of the Commission's fiscal agent shall be adopted for use by the Commission.

(b) The Commission shall use the fiscal year of its fiscal agent.

Section 3. Personnel Policies

(a) The personnel policies of the fiscal agent, with the exception of the grievance procedure, shall apply to all Commission personnel.

(b) The Greenway Coordinator shall serve at the pleasure of the Commission.

Section 4. Grievance Procedure

The Commission shall serve as the final arbiter in the Commission's grievance procedure, which, apart from this exception, is the same as that of the fiscal agent, as specified in the agreement between the Commission and the agent.

**ARTICLE XV: PARLIAMENTARY AUTHORITY**

The parliamentary authority for the Commission and Executive Committee shall be the most recent edition of Robert's Rules of Order.

**ARTICLE XVI: AMENDMENT TO BYLAWS**

The Bylaws of the Commission, as officially adopted, may be amended by the Commission upon conformance to the following procedures:

(a) All members of the Commission being provided a copy of the proposed change(s) at least ten days prior to any official vote on the change(s).

(b) An affirmative vote by a majority of the voting



membership of the Commission to adopt such changes or amendments to the Bylaws.

**ENACTMENT**

These Bylaws have been approved pursuant to the provisions adopted herein and are hereby enacted this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

Under my hand as Chair of the Commission

\_\_\_\_\_