

# VIRGINIA ASSOCIATION OF COUNTIES

## BYLAWS

### ARTICLE I

#### NAME AND LOCATION

Section 1. *Name.* The name of the organization shall be the Virginia Association of Counties, an instrumentality of Virginia political subdivisions authorized by the Code of Virginia.

Section 2. *Location.* Offices of the Association shall be located as may be determined by the Board of Directors.

### ARTICLE II

#### OBJECTIVES

Section 1. The objectives of this organization shall be to (a) foster cooperation and unity of purpose on the part of the counties of the Commonwealth; (b) facilitate an exchange of views, experience, policies and practices between the officials of these counties and county officials serving in other states; (c) encourage the counties to operate on a more efficient and businesslike basis; (d) cooperate with the officers of the State and Federal government to improve the general conditions of the government and people of the counties; (e) advocate legislation in the interests of the counties; (f) engage in activities designed to strengthen, preserve and promote local self-government in the counties; and (g) disseminate information and provide good will and public relations on behalf of the counties.

### ARTICLE III

#### REGULAR MEMBERSHIP

Section 1. *County Membership.* Every county of the Commonwealth of Virginia shall be eligible for regular voting membership in the Virginia Association of Counties.

Section 2. *Former county membership.* Former counties which have become a part of a municipality through consolidation or merger with an adjacent municipality shall also be eligible for regular voting membership in the Association. The term "county" as it appears in these Bylaws shall be construed to include such merged or consolidated jurisdictions; and the term "board of supervisors" shall be construed to include the governing body of such jurisdictions.

## ARTICLE IV

### ASSOCIATE MEMBERSHIP

Section 1. *Qualification.* Associate membership may be available to any organization or individual interested in the objectives of the Association.

Section 2. *Participation.* Policies governing the participation of associate members, including the establishment of dues for such members, shall be determined by the Board of Directors; provided, however, that associate members shall not have voting privileges within the Association, nor shall such members be eligible to serve in any Association office or on any Association board or steering committee.

## ARTICLE V

### MEMBERSHIP DUES

Section 1. *Establishment.* Counties shall be assessed for membership dues annually on a per capita basis. The per capita dues rate shall be established by the Board of Directors at such time as it adopts the Association's annual budget. In assessing the annual dues of a county, the Association shall use the most recent estimated population for that county as determined by a competent research agency selected by the Board of Directors such as the Center for Public Service of the University of Virginia.

Section 2. *Delinquency.* No county whose membership dues are not fully paid at least prior to the date of the Annual Business Meeting shall be considered in good standing or entitled to vote at such meeting unless emergency conditions exist and an agreement has been made by the County to pay in full by the end of the fiscal year.

## ARTICLE VI

### MEETINGS OF MEMBERS AND VOTING

Section 1. *Annual Business Meeting.* At least one Annual Business Meeting of the members of the Association shall be held each year at such place and on such dates as may be determined by the Board of Directors. The Annual Business meeting may be held by conference call or other electronic means and votes may be taken.

Section 2. *Special Meetings.* Special or extra meetings of the Association may be called by the President or Board of Directors at any time. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. *Voting.* Each member county shall be represented by its board of supervisors and each shall be entitled to at least one vote in all proceedings. Any county with a population of more than 50,000 shall be entitled to an additional vote for each additional 50,000 or fraction thereof. Each county shall designate one person to cast its votes. That person shall present credentials according to policies approved by the Board of Directors.

Section 4. *Proxies.* A member county not represented in person by a member of its board of supervisors at meetings of the Association may be represented by a proxy. No proxy shall be valid unless submitted in accordance with policies approved by the Board of Directors.

Section 5. *Quorum.* Two-fifths of the member counties in good standing and entitled to vote shall constitute a quorum at any meeting of the full membership. A county shall be represented for the purpose of constituting a quorum if at least one member of the board of supervisors or a valid proxy is in attendance.

## **ARTICLE VII**

### **OFFICERS**

Section 1. *Elected Officers.* The elected officers of the Virginia Association of Counties shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary-Treasurer, and the Immediate Past-President.

Section 2. *Qualification.* Only elected county supervisors representing Virginia counties in good standing shall be eligible to stand for election as an officer.

Section 3. *Term.* The officers of the Association shall be elected and installed at each Annual Business Meeting for one year terms by a majority of the votes cast by the member counties present in person or by proxy. Such officers shall assume office immediately after the close of the Annual Business Meeting at which they are elected and installed and shall hold office until their successors are elected and installed. No officer shall continue to hold an Association office after formally leaving office as an elected Virginia county supervisor.

Section 4. *Re-election.* Excepting the office of Secretary-Treasurer, no elected officer who has served one full term shall be eligible for re-election to the same office.

Section 5. *Vacancies.* Any vacancy occurring in the offices of the Association between Annual Business Meetings shall be filled by the Board of Directors. An officer so elected to fill a vacancy shall serve the unexpired term of the predecessor.

## **ARTICLE VIII**

### **DUTIES OF OFFICERS**

Section 1. *President.* The President shall be the chief elected officer of the Association and shall serve as Chairman of both the Board of Directors and the Executive Committee. The President shall make all required appointments to standing and special committees and trustees; provided, however, that reasonable consideration shall be given to achieving broad regional representation on such committees.

Section 2. *President-Elect.* The President-Elect shall succeed to the Presidency. Upon the death, resignation or incapacitation of the President, the President-Elect shall fill the unexpired term of the President and shall then succeed to an additional full term of office. The President-Elect shall perform such duties as are delegated or assigned by the President or the Board of Directors.

Section 3. *Vice-Presidents.* There shall be a First Vice-President and a Second Vice-President, who shall be responsible for such duties as are individually assigned to them by the President.

Section 4. *Secretary-Treasurer.* The Secretary-Treasurer shall chair a five member committee appointed by the President to oversee the financial operations and official records of the Association.

## ARTICLE IX

### BOARD OF DIRECTORS

Section 1. *Authority and Responsibility.* The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Association, its committees, and its publications; shall determine its policies or changes therein; and shall actively prosecute its objectives.

Section 2. *Composition and Election.* The Board of Directors shall consist of the President, The President-Elect, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, the Immediate Past-President, the three next most recent Virginia Association of Counties past-presidents who currently hold office as elected Virginia county supervisors who may serve only for 3 more years after their term as immediate past president, and twenty-four members elected on a "one person - one vote" basis from compact and contiguous Regions into which the State shall be divided for purposes of representation. Such regional directors shall be selected at the annual meeting by the member counties located within the region which the director will represent. The Board of Directors shall designate at least one member of the Board to represent the Association on the Board of Directors of the National Association of Counties. Any county supervisor who serves on the Board of Directors of the National Association of Counties shall also serve as an ex-officio member of the VACo Board of Directors.

Section 3. *Qualification.* Only elected county supervisors representing Virginia counties in good standing shall be eligible to stand for election to the Board of Directors.

Section 4. *Term.* Regional Directors shall be elected for two-year staggered terms with approximately fifty percent of its members elected and installed at each Annual Business Meeting. No Regional Directors shall serve more than four full consecutive terms. Any tenure as an officer of the Association shall not be included as any part of the tenure of the aforementioned four consecutive terms. The Regional Directors elected and installed at the Annual Business Meeting shall assume office immediately after the close of such meeting. Such Directors shall hold office until their successors are elected and installed. No Director shall continue to hold office after formally leaving office as an elected Virginia county supervisor. Past presidents may serve in that capacity for only three more years after their service as Immediate Past President.

Section 5. *Reapportionment.* Beginning in 1991, and every ten years thereafter, regional representation on the Board of Directors shall be reapportioned.

Section 6. *Meetings.* The Board of Directors shall hold quarterly regular meetings at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the members not less than thirty days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three Directors elected from separate Regions of the Association. Meetings of the Board of Directors may be held by conference call or other electronic means and votes may be taken.

Section 7. *Quorum.* At any meeting of the Board of Directors, the members present, and voting shall constitute a quorum for the transaction of the business of the Association. Any such

business thus transacted shall be valid providing it is affirmatively passed by upon by a majority of those members present and voting.

Section 8. *Vacancies.* Any vacancy occurring on the Board of Directors between Annual Business Meetings shall be filled by the Board. A Director so elected to fill a vacancy shall serve the unexpired term of the predecessor.

## ARTICLE X

### EXECUTIVE COMMITTEE

Section 1. *Authority and Responsibility.* The Executive Committee shall act on behalf of the Board of Directors between Board meetings in accordance with the policies approved by the Board of Directors.

Section 2. *Composition and Election.* The Executive Committee shall consist of the President, the President-Elect, the First Vice-President, the Second Vice President, the Secretary-Treasurer, and the Immediate Past-President.

Section 3. *Meetings and Voting.* The President shall call such meetings of the Executive Committee as the Association may require, or a meeting shall be called by the President on request of three members of the Executive Committee. Meetings of the Executive Committee may be held by conference call or other electronic means and votes may be taken.

Section 4. *Quorum.* A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee.

Section 5. *Vacancies.* Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VII, Section 5.

## ARTICLE XI

### NOMINATING COMMITTEE

Section 1. *Composition.* The President shall appoint a Nominating Committee which shall consist of one member from each Association Region.

Section 2. *Responsibility.* The Nominating Committee shall nominate a candidate for President-Elect, First Vice-President, Second Vice-President, and Secretary-Treasurer to be elected at the Annual Business Meeting.

## ARTICLE XII

### STANDING AND SPECIAL COMMITTEES

Section 1. *Standing Committees.* The Board of Directors shall establish a Resolutions Committee and such steering or standing committees as it deems necessary. Steering committees should be constituted of at least one representative from each Association Region who shall be an elected or employed representative from a member in good standing.

Section 2. *Special Committees.* The President may establish such special committees as are deemed necessary.

Section 3. *Meetings and Voting.* Meetings of any committee may be held by conference call or other electronic means and votes may be taken.

## **ARTICLE XIII**

### **EXECUTIVE AND STAFF**

Section 1. *Appointment.* The Board of Directors shall employ a salaried chief executive officer who shall have the title of Executive Director and whose conditions of employment shall be specified by the Board.

Section 2. *Authority and Responsibility.* The Executive Director, as chief executive officer, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of President. The Board may also delegate to the Executive Director the authority to employ and to define the duties of the staff, supervise their performance, establish their titles, and assign those responsibilities of management as may be in the best interest of the Association.

Section 3. *Counsel.* The Board of Directors shall designate an appointed official of the Association as the Association's chief legal adviser. This official need not be a county official and shall have the title of General Counsel.

## **ARTICLE XIV**

### **FINANCE**

Section 1. *Fiscal Period.* The fiscal period of the Association shall be from July 1 through June 30 of the succeeding calendar year.

Section 2. *Audit.* The accounts of the Association shall be audited not less than annually by a Certified Public Accountant who shall be approved by the Board of Directors and who shall provide a report to the Board and the membership.

Section 3. *Budget and Finance Committee.* A Budget and Finance Committee as provided in Article VIII Section 4 shall generally oversee the financial operations of the Association.

## **ARTICLE XV**

### **DISSOLUTION**

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association until such time that the Association may be dissolved. In the event of dissolution, the funds shall be distributed as determined by the Board of Directors.

**ARTICLE XVI**  
**RULES OF ORDER**

Section 1. The rules contained in the current edition of *Robert's Rules of Order, Revised* shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt. Nothing herein shall prevent the Board of Directors from adopting modified rules of order to govern its own meetings.

**ARTICLE XVII**  
**AMENDMENTS**

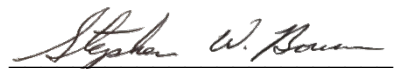
Section 1. *Proposing.* Amendments to or a repeal of these Bylaws may be proposed by a) a majority of the Board of Directors on its own initiative; or b) an official resolution of three or more county boards of supervisors of member counties located in separate Regions, provided any such resolution proposing amendments or repeal of the Bylaws must be formally submitted to the President or Executive Director prior to August 1 for consideration by the membership at the Annual Business Meeting of that year.


Section 2. *Approval.* Amendments to or a repeal of these Bylaws shall be approved by and become immediately effective upon a majority vote of the Regular Members present and voting at any Annual Business Meeting or special meeting of the Association, duly called, provided written notice of proposed changes have been sent to the Regular Members at least forty-five days before such meeting.

Section 3. *Emergency Amendment Provisions.* If emergency circumstances exist making it impracticable to amend the Bylaws at the Annual Business Meeting or a special meeting of the Association, the Board of Directors may modify the Bylaws subject to the ratification by the Membership at the next Annual Meeting.

A Certified Copy:

Readopted: November 14, 1989  
Amended and Readopted November 10, 1992  
Amended and Readopted November 15, 1994  
Amended and Readopted November 9, 1999  
Amended and Readopted November 12, 2001  
Amended and Readopted November 9, 2004  
Amended and Readopted November 10, 2009  
Amended and Readopted November 11, 2020

  
Stephen W. Bowen, President

  
Dean A. Lynch, Executive Director