

Hampton Roads Planning District Commission Recommended Governance Approach

The Regional Chief Administrative Officers (CAO) Committee recommends the following approach to improve the HRPDC process:

- 1. Change the membership of the HRPDC to one elected official from each of the 17 jurisdictions (the current HRPDC contains 47 members on the full Commission).** Each jurisdiction would appoint one representative to serve on the Commission along with a designated alternate. A weighted voting structure based on the population of each of the 17 jurisdictions would be used for Commission votes. CAOs would attend meetings to support their jurisdiction's Commission member, provide technical advice during meetings, and would serve as each jurisdiction's second alternate should the locality's Commission member and primary alternate not be present.

- 2. Formalize a procedure that provides for the Regional CAO Committee to review and make recommendations on items before they move forward to the HRPDC.** The Regional CAO Committee would assist the Executive Director in identifying items for HRPDC agendas and, when appropriate, make recommendations on agenda items which would be presented to the Commission.

- 3. Maintain the current Personnel and Budget Committee to provide guidance to the HRPDC Executive Director on agency operational issues.** The HRPDC/HRTPO Personnel and Budget Committee is comprised of nine members:
 - Chair and Vice Chair of the HRPDC and HRTPO
 - Secretary and Treasurer of the HRPDC
 - One additional elected official from the HRPDC
 - Two CAOs (one from Southside and one from Peninsula) - the CAO Committee will make recommendations on CAOs to serve on this Committee

**BYLAWS OF
THE HAMPTON ROADS PLANNING DISTRICT COMMISSION**

ARTICLE I

NAME

The name of this organization is The Hampton Roads Planning District Commission (the "COMMISSION"). The COMMISSION was organized and exists pursuant to a Charter Agreement (the "Agreement") adopted by the Joint Resolution of the governing bodies (the "Governing Bodies") of its constituent member governmental subdivisions (the "Subdivisions") in accordance with the Virginia Area Development Act, Title 15.1, Chapter 34 § 15.1-1400 et seq., Va. Code Ann., (1950), as amended.

ARTICLE II

PURPOSE

The purpose of the COMMISSION is to promote the orderly and efficient development of the physical, social and economic elements of the twenty and twenty-first planning districts by planning and encouraging, and assisting Governing Bodies to plan for the future.

ARTICLE III

MEMBERSHIP

The members of the COMMISSION shall be appointed by the participating subdivisions in the manner and for terms as provided by the Agreement.

ARTICLE IV

MEETINGS

1. The meetings of the COMMISSION shall be held at 9:30 a.m. on the 3rd Thursday of each month during the months of January, April, July and October at a place to be determined by the Chairman of the COMMISSION. The October meeting shall be the annual meeting of the COMMISSION. The COMMISSION or the Executive Committee may change the date and time of any regular meeting at any prior meeting. The COMMISSION may adjourn any meeting from time to time or to another place.

2. Special Meetings. Special meetings may be called by the Chairman at his discretion or by any two members of the COMMISSION upon 48 hours notice to all members in

writing or by telephone of the time, place and purpose of the special meeting. A special meeting may be held without notice provided all members of the COMMISSION are present.

3. Quorum. A majority of the COMMISSION shall constitute a quorum, provided a member from at least a majority of the Subdivisions shall be present.

4. Voting. Each member of the COMMISSION shall be entitled to one vote on the COMMISSION. All actions of the COMMISSION may be taken by a majority vote of all members present and voting, provided that any action shall require the affirmative vote of members representing at least a majority of the Subdivisions for approval.

5. Procedures. Upon all questions not governed by the Agreement, these bylaws or any other adopted rule of the COMMISSION, the general principle of parliamentary procedure as set forth in Roberts Rules of Order shall govern.

ARTICLE V

OFFICERS

1. Officers and Duties. The officers of the COMMISSION shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such subordinate officers as may from time to time be elected or appointed by the COMMISSION. The Vice Chairman shall serve, and may also be known, as the Chair-Elect. No person may hold more than one office; provided, however, that the offices of the Secretary and the Treasurer may be held by the same person. All offices must be held by members of the COMMISSION; provided, however, the offices of Secretary and Treasurer may be held by persons who are not members of the COMMISSION. The office of Chairman shall be held by a member of the Governing Body of the Subdivision he or she represents. The offices of Chairman and Vice-Chairman shall be held by members representing different Subdivisions. Each of such officers shall serve without compensation.

2. Term of Office. All officers shall be elected for a term of one year or until their successors are elected or until they resign or are removed from office. The Chairman and Vice-Chairman may serve not more than two (2) consecutive one (1) year terms in succession. Any Chairman or Vice-Chairman who serves a partial term shall not be considered as serving a full term.

3. Election. Prior to the annual meeting at which an officer will be elected, the Chairman shall appoint a Nominating Committee, consisting of at least one member from at least half of the Subdivisions. The Nominating Committee shall, at the annual meeting, submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the meeting at which the election is held. The election of officers shall be by voice vote, unless changed by majority vote of those present.

4. Vacancies. 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 vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of the

Secretary or Treasurer, an acting officer shall be appointed by the Chairman pending such election.

5. 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 be responsible for the implementation of the policies established and the actions taken by the COMMISSION, shall have all of the powers and duties customarily pertaining to the office of the chairman of the board, and shall perform such other duties as may be assigned to him by the COMMISSION.

6. Vice-Chairman. The Vice-Chairman shall, in the event of the 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. The Vice-Chairman shall be expected to serve as Chairman, following the expiration of the incumbent Chairman's term of office.

7. Secretary. The Secretary shall give the members notice of all regular and special meetings of the COMMISSION and shall attend all 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 regular meeting to all members of the COMMISSION. In general, he shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Chairman or by the COMMISSION. The Secretary may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities to the staff of the COMMISSION.

8. Treasurer. The Treasurer shall have general charge and supervision of all of books and accounts of the COMMISSION, shall have custody of the monies and securities of the COMMISSION and keep an accurate record of the source of all monies. Unless otherwise provided, he shall sign or countersign such checks, vouchers or other instruments as require signature; shall make a brief financial report at each regular meeting of the COMMISSION; shall prepare an annual report as soon as practicable after the end of each fiscal year; and shall perform all other duties incident to his office that may be required of him by the COMMISSION. The Treasurer may, with the permission of the COMMISSION, delegate certain of his duties and responsibilities to the staff of the COMMISSION.

ARTICLE VI

COMMITTEES

1. Executive Committee. There shall be, as one of the standing committees, an Executive Committee consisting of one member from each Subdivision designated prior to the annual meeting of the Commission by each respective Governing Body. If the Chairman or Vice-Chairman is not otherwise appointed as an Executive Committee member by his respective jurisdiction, that officer shall also serve as a member of the Executive Committee during his elected term of office. Except for the Chairman and Vice-Chairman, who shall serve while in

office, each member of the Executive Committee shall serve for a term of one (1) year or until his successor is appointed by the appropriate Governing Body, or until he resigns or is removed from the COMMISSION. The Chairman will serve as Chairman of the Executive Committee. Each member of the Executive Committee shall have one vote. However, if the Chairman or Vice-Chairman is not the Executive Committee member appointed by the Governing Body of his Subdivision, then the Subdivision's appointed member and the officer from that Subdivision who is also serving on the Executive Committee shall each be entitled to a vote counted one-half the vote of other Executive Committee members or, if only one of them is in attendance at a meeting, then that one shall have one full vote on behalf of his Subdivision. The Executive Committee shall hold regular monthly meetings upon the call of the Chairman. The Executive Committee shall hold special meetings upon the call of the Chairman or any two of its members. A majority of the members shall constitute a quorum. Every other member shall be an alternate member of the Executive Committee for the purpose of representing his jurisdiction on the Executive Committee, but an alternate member of the Executive Committee may vote only in the absence of the regular member from his jurisdiction. Subject to the control and direction of the COMMISSION, the Executive Committee shall supervise and manage the affairs of the COMMISSION between regular meetings of the full COMMISSION. The Executive Committee may act on all matters by, for or on behalf of the COMMISSION, and may exercise any and all powers granted to the COMMISSION by the Virginia Area Development Act, the Agreement, or these bylaws, except amending the Agreement or these bylaws. The Executive Committee shall have such specific duties as may from time to time be assigned to it by the COMMISSION.

2. Standing Committees. The COMMISSION may establish such other special and standing committees, advisory, technical or otherwise, as it shall deem desirable for the transaction of its affairs.

ARTICLE VII

ADMINISTRATION

1. Staff. The COMMISSION shall employ a staff of qualified professional and other persons, pay to them such compensation as it shall deem advisable to carry out its duties; and implement projects, programs and other functions.

2. 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, subject to the authority of the COMMISSION and its officers, shall have direct control of the management of the affairs of the COMMISSION.

3. Duties of Executive Director. The Executive Director shall act as disbursing officer, and shall be responsible for the payment of all bills, or of all warrants or requisitions, after payment thereof is authorized by the Treasurer. He shall be responsible for keeping a record of all monies paid out and received and of receipts and vouchers to cover such expenditures.

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 may sign or countersign checks and vouchers in payment of obligations of the COMMISSION.

ARTICLE VIII

FINANCES

1. Finances. 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 is practicable, be made by checks. Checks and drafts may be signed in the name of the COMMISSION by the Executive Director, the Secretary, the Treasurer, or their designee.

2. Audit. The COMMISSION, at least once each 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 accountants.

3. Bonds. The COMMISSION shall cause fidelity bonds to be issued covering each of its employees who receive or disburse funds in amounts deemed by it to be adequate.

ARTICLE IX

SEAL

1. Seal. The COMMISSION may adopt a seal for the Commission in such form as it deems appropriate.

ARTICLE X

AMENDMENTS

1. Any proposed amendment of these bylaws shall be presented in writing and read for a first time at any regular or special 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 which may be held no earlier than thirty (30) days after the first meeting. At the subsequent meeting, the proposal may be adopted only by the affirmative vote of at least two-thirds (2/3) of the entire COMMISSION members.

As Amended Through April 2011

**CHARTER AGREEMENT
OF THE
HAMPTON ROADS PLANNING DISTRICT COMMISSION**

This Charter Agreement to organize a planning district COMMISSION is made as of the 1st day of July, 1990, by and between the undersigned governmental subdivisions as authorized by the Virginia Area Development Act. (Title 15.1, Chapter 34, 515.1-1400, et seq., VA Code Ann., (1950), as amended);

NOW THEREFORE, it is agreed that:

ARTICLE I

ORGANIZATION

1. Name. The name of this organization shall be the Hampton Roads Planning District Commission (the "COMMISSION").
2. Principal Office. The principal office of the COMMISSION shall be in Chesapeake, Virginia. The location of the principal office may be changed by the concurrence of the COMMISSION.
3. Effective Date of Organization. The effective date of organization shall be July 1, 1990 or upon the date as of which the Virginia Department of Housing & Community Development declares that Planning Districts Twenty and Twenty-One are merged, whichever occurs later.

ARTICLE II

MEMBERSHIP

1. Method of Appointment. Members of the COMMISSION shall be appointed by the respective governing bodies (the "Governing Bodies") of those governmental subdivisions which are parties to this Charter Agreement (the "Subdivisions").
2. Composition. The Governing Bodies shall appoint members to the COMMISSION on the following basis:
 - (a) Each Subdivision shall be entitled to two (2) initial members;

(b) Each Subdivision with a population greater than or equal to 100,000 and less than 200,000 shall be entitled to one additional member, for a total of three. Each Subdivision with a population greater than or equal to 200,000 but less than 300,000 shall be entitled to three additional members, for a total of five. Each Subdivision with a population greater than or equal to 300,000 shall be entitled to five additional members for a total of seven. Of the two initial members, one shall be an elected official of the Subdivision, and one shall be the Chief Administrative Officer of the Subdivision. At least one-half of the additional members for each Subdivision shall be elected official of the Subdivision.

3. Basis for Representation. The population on which representation on the COMMISSION is based shall be established annually by the COMMISSION, using the most recent United States Census at the time at which any provision dependent upon population is being applied, or the time as of which it is being construed, unless there is available a final annual estimate of population prepared by the Center for Public Service, the University of Virginia, in which event that estimate shall govern. If a Subdivision is determined to be entitled to increased membership on the COMMISSION, such increase shall become effective on the 1st of July immediately following such determination.

4. Term. Of the first members appointed to the Commission, one-half (1/2) of the members from each Subdivision shall be appointed for one year terms and the remaining half shall be appointed for two year terms. Where the number of members representing a Subdivision is not divisible by two, then the Subdivision shall appoint the extra member to a two-year term. The term of appointment for all subsequent members shall be two (2) years. This section intends as near as possible to have such Subdivision appoint one-half of its representation annually. Any additions to or reductions in representation on the COMMISSION shall be carried out in accordance with the stated intent of this section.

5. Vacancies. Any member of the COMMISSION may be removed from office at any time, with or without cause, by the Governing Body that appointed the member. Any COMMISSION member who is an elected representative of the Subdivision shall be removed immediately upon the expiration of his elected term of office. Any employee of a Subdivision shall be removed immediately upon the termination of his employment by the Subdivision. Vacancies on the COMMISSION shall be filled for the unexpired portion of the term in the same manner as the original appointment was made.

6. Voting. Each member of the COMMISSION shall have one equal vote in all matters before the COMMISSION.

ARTICLE III

OFFICERS

1. Officers. The Officers of the COMMISSION shall consist of a Chairman, a Vice-Chairman and such other officers as may be deemed advisable by the COMMISSION. The Vice-Chairman shall serve, and may also be known, as the Chairman-Elect. All officers shall be elected by the COMMISSION from amongst its members, except that it may elect a secretary and treasurer who need not be members of the COMMISSION.

2. Term of Office. All officers shall be elected for a term of one year or until their successors are elected or until they resign or are removed from office. The Chairman and Vice-Chairman must be from different Subdivisions. The Chairman and Vice-Chairman may serve not more than two (2) consecutive one (1) year terms in succession.

3. Election. Election of Officers shall be held at the annual meeting of the COMMISSION. Any vacancy occurring in an office shall be filled at the next regular meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of Secretary or Treasurer, an acting officer shall be appointed by the Chairman pending such election.

4. Bylaws. The COMMISSION may adopt bylaws and such other rules as it may deem necessary or advisable for the conduct of its business, providing they are not inconsistent with the provisions of the Charter Agreement and the Virginia Area Development Act.

ARTICLE IV

MEETINGS

1. Regular Meetings. The COMMISSION shall hold regular meetings at such times as the bylaws may provide or as the COMMISSION may determine.

2. Special Meetings. Special meetings will be held upon call by the Chairman and in accordance with the procedures as may be established by the bylaws or the COMMISSION.

ARTICLE V

COMMISSION MERGER

Upon the effective date of this Charter Agreement, Southeastern Virginia Planning District Commission and the Peninsula Planning District Commission shall merge into the

Hampton Roads Planning District Commission, which shall be the surviving entity and which shall be entitled to all the assets and shall assume all the liabilities of the two entities.

ARTICLE VI

ADDITION OR WITHDRAWAL OF PARTY TO THIS CHARTER AGREEMENT

1. Addition. Any governmental subdivision within Planning District Nos. Twenty or Twenty-One which is not a party to this Charter Agreement at the effective date hereof, may thereafter join the COMMISSION at the end of the COMMISSION'S then current fiscal year, provided that such governmental subdivision is eligible for membership and that the governing body of the governmental subdivision previous thereto adopts and executes this Charter Agreement.

2. Withdrawals. Any Governing Body may withdraw its Subdivision from the COMMISSION by submitting to the COMMISSION in writing, at least sixty days before the end of the COMMISSION'S then current fiscal year, a notice of intent to withdraw. All withdrawals shall become effective at the end of the fiscal year. A notice of intent to withdraw may be withdrawn or canceled by the Governing Body concerned at any time prior to the effective date of the withdrawal.

3. Change of Charter. Within sixty days of receipt of such notification of intent to join or withdraw, the COMMISSION shall submit a report to the remaining Governing Bodies that would recommend any modifications to the Charter Agreement or bylaws of the COMMISSION which are necessary as a result of said addition or withdrawal.

4. Assets and Liabilities. Upon withdrawal of a Subdivision from the COMMISSION, all of its interest in the assets and responsibilities for the liabilities of the COMMISSION shall cease and terminate as of the effective date of such withdrawal.

5. Operating Costs. Upon the addition of a Subdivision to the COMMISSION, its responsibilities for its pro rata share of the operation of the COMMISSION shall begin on the effective date of such addition.

ARTICLE VII

FINANCES

1. Funds. Funds for the operation and administration of the COMMISSION shall be appropriated by the participating Governing Bodies on a pro rata basis based on population of

the Subdivisions as established for purposes of representation on the COMMISSION under Article II of this Charter Agreement.

2. Annual Payments. Payments to the COMMISSION shall be made quarterly, due within thirty days of the beginning of each quarter. No refund or adjustment of payments is authorized to any Subdivision until the close of the fiscal year. Any Subdivision which is more than sixty days delinquent in its payments to the COMMISSION shall stand suspended from membership on the COMMISSION until such delinquency is paid in full. During the period of any suspension, the members of the COMMISSION representing such Subdivision shall stand suspended from office and may not speak or vote on any matter before the COMMISSION. Any Subdivision that is more than six months delinquent in its payments to the COMMISSION shall automatically cease to be a member of the COMMISSION. Nothing contained herein shall be construed as a relieving an expelled Subdivision of the obligation to pay its pro rata share of the COMMISSION'S budget which is the basis for its expulsion.

3. Contracts. The COMMISSION shall have no authority or power to obligate in any manner any participating Subdivision beyond those funds duly appropriated by such Subdivision for the use of the COMMISSION.

ARTICLE VIII

AMENDMENTS

1. Approval. This Charter Agreement may be amended, supplemented or superseded only after concurring resolutions have been adopted by the Governing Bodies of two-thirds of the Subdivisions.

2. Procedure. Any proposal to amend, supplement or supersede this Charter Agreement must be submitted in writing to the COMMISSION and to each Governing Body. Thereafter, the COMMISSION shall review the proposal and submit its comments and recommendations thereon to each Governing Body. After comments and recommendations, each Governing Body may proceed to consider a resolution concurring in the proposed change.