

RIVANNA RIVER BASIN COMMISSION BYLAWS
(As amended October 22, 2009)

Note: *Italicized text is drawn from the statute authorizing the establishment of the Rivanna River Basin Commission.*

ARTICLE 1. ESTABLISHMENT

1. The establishment of the Rivanna River Basin Commission (the Commission) is authorized pursuant to Title 62.1, Chapter 5.6, Sections 62.1-69.45 through 62.1-69.52 of the Code of Virginia (1950), as amended, enacted by the General Assembly and approved by the Governor of Virginia on April 12, 2004.
2. *The Commission shall be established as an independent local entity without political subdivision status.*
3. *The Commission shall be established upon the passage of a resolution by three-fourths of the Rivanna River Basin's localities, in which not less than three percent of the jurisdiction is found wholly or partially within the Rivanna River Basin, that commits them to participation in the Commission as described in Title 62.1, Chapter 5.6, Sections 62.1-69.45 through 62.1-69.52 of the Code of Virginia (1950). Localities located in the Rivanna River Basin include the Counties of Albemarle, Fluvanna, Greene, Louisa, Orange and Nelson, and the City of Charlottesville. The resolution shall contain the following language: "The (governing body) of this jurisdiction hereby agrees to become a member of and participate in the Rivanna River Basin Commission as described in Chapter 5.6 (§ 62.1-69.45 et seq.) of Title 62.1 of the Code of Virginia." [Note: The Counties of Orange, Louisa, and Nelson have less than three percent of their locality within the Rivanna River Basin.]*
4. The following localities adopted the required resolution on the following dates:
 - a. County of Albemarle: July 12, 2006
 - b. City of Charlottesville: July 3, 2006
 - c. County of Fluvanna: April 5, 2006
 - d. County of Greene: May 6, 2006

ARTICLE 2. PURPOSE

1. *The purpose of the Rivanna River Basin Commission shall be to provide guidance for the stewardship and enhancement of the water and natural resources of the Rivanna River Basin.*
2. *The Commission shall be a forum in which local governments and citizens can discuss issues affecting the Basin's water quality and quantity and other natural resources.*

3. *Through promoting communication, coordination, and education, and by suggesting appropriate solutions to identified problems, the Commission shall promote activities by local, state, and federal governments, and by individuals, that foster resource stewardship for the environmental and economic health of the Basin.*

ARTICLE 3. POWERS AND DUTIES

The Commission shall have the following powers and duties:

1. *Develop a plan to promote the coordination of water management within the Basin to maintain flow conditions to protect instream beneficial uses and public water supplies for human consumption;*
2. *Provide guidance and make recommendations to local, state, and federal legislative and administrative bodies, and to others as it deems necessary and appropriate, regarding the use, stewardship, and enhancement of the Basin's water and other natural resources;*
3. *Undertake studies and prepare, publish, and disseminate information in reports and in other forms related to the water and natural resources of the Basin and to further its purposes and mission, including but not limited to studies to determine the flow conditions necessary to protect instream beneficial uses and public water supplies for human consumption;*
4. *Enter into contracts and execute all instruments necessary or appropriate;*
5. *Perform any lawful acts necessary or appropriate;*
6. *Establish a nonprofit corporation as an instrumentality of the Commonwealth to assist in the details of administering its affairs and in raising funds;*
7. *Seek, apply for, accept, and expend gifts, grants, and donations, services, and other aids, from public or private sources. Other than those from member jurisdictions and those appropriated by the General Assembly, funds may be accepted by the Commission only after an affirmative vote by the Commission or by following such other procedure as may be established by the Commission for the conduct of its business;*
8. *Establish balanced advisory committees that may include representation from agricultural, environmental, resource-based, industrial, recreational, riparian landowner, development, educational, and other interests as it deems necessary and appropriate; and*
9. *Develop rules and procedures for the conduct of its business as necessary to carry out its purpose and mission, including but not limited to, selecting a Chair and Vice Chair, rotating chairmanships, calling meetings and establishing voting procedures. Rules and procedures developed pursuant to this subdivision shall be effective upon an affirmative vote of a majority of the Commission's members.*

ARTICLE 4. MEMBERSHIP

1. *The Commission shall consist of 14 nonlegislative members as follows: two members each of the local elected governing body of the Counties of Albemarle, Fluvanna, and Greene, and the City of Charlottesville; two nonlegislative citizen members, one each from the Culpeper Soil and Water Conservation District and the Thomas Jefferson Soil and Water Conservation District; and four nonlegislative citizen members at-large, one member each appointed by the local elected governing body of the Counties of Albemarle, Fluvanna, and Greene, and the City of Charlottesville, upon the recommendation of the Thomas Jefferson Planning District Commission.*
2. *All members recommended by the Thomas Jefferson Planning District Commission and appointed to the Commission by the relevant local elected governing bodies shall be citizens who demonstrate interest, experience, or expertise in water-related Basin issues.*

ARTICLE 5. TERMS

1. *Members of the Commission who are local elected governing body officials or members of the soil and water conservation districts shall serve terms coincident with their terms of office.*
2. *Initial appointments of the four nonlegislative citizen-at-large members shall be staggered as follows: two members for a term of two years; and two members for a term of four years. Thereafter, nonlegislative citizen members shall be appointed for a term of four years.*
3. *Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms.*
4. *All members may be reappointed. However, no nonlegislative citizen member shall serve more than two consecutive four-year terms. The remainder of any term to which a nonlegislative citizen at-large member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment.*
5. *Vacancies shall be filled in the same manner as the original appointments.*

ARTICLE 6. OFFICERS

1. *The officers of the Commission shall consist of Chair, Vice Chair, and Treasurer.*
2. *The Commission shall elect a Chair, Vice Chair, and Treasurer from among its membership.*

3. The initial Chair and Vice Chair shall be chosen by the following process. A Nominating Committee composed of three members shall be elected by majority vote of the Commission members. The Nominating Committee shall recommend a Chair and Vice Chair and voting shall occur at the beginning of the second meeting. In the event that the slate is not elected, the Nominating Committee shall recommend another slate. Members of the Nominating Committee may be nominated as Chair or Vice Chair.
4. The Chair, Vice Chair, and Treasurer to be chosen for the ensuing term shall be elected by a majority vote held during the second meeting of the calendar year.
5. The term of the Chair, Vice Chair, and Treasurer shall be two years or, if the Chair, Vice Chair, or Treasurer is a local elected governing body official or member of the soil and water conservation districts, the term shall be coincident with their term of office, whichever is less.
6. Vacancies of the position of Chair, Vice Chair, and Treasurer shall be filled in the manner stated above except that such election shall occur at the next meeting following the date the vacancy was created. Elections to fill vacancies, other than by expiration of a term of office, shall be for the unexpired terms.
7. The roles and responsibilities of the Executive Director shall be outlined in an employment contract.
8. The duties of the Chair shall include:
 - a. Preside at all Commission meetings.
 - b. Approve agendas for Commission meetings.
 - c. Ensure that meeting minutes are appropriately recorded.
 - d. Ensure that the minutes of each Commission meeting are adopted at the subsequent meeting and that they are maintained in a centralized location.
 - e. Act as Commission spokesperson.
 - f. Ensure that all decisions and resolutions of the Commission are carried out effectively.
 - g. Serve as point of contact and liaison for the Technical Advisory Committee to the Commission.
 - h. Review fiscal records, reports, certificates and other documents required by law.
 - i. Sign written instruments on behalf of the Commission.
 - j. Carry out other duties as may be assigned by the Commission.
 - k. Chair all Executive Committee meetings.
 - l. Provide direction and oversight to the Commission's Executive Director, whose roles and responsibilities shall be articulated in the Executive Director's employment contract.
9. The duties of the Vice Chair shall include:
 - a. In the event of the absence or inability of the Chair to exercise his/her office, become acting Chair with all the rights, privileges and powers as if he/she had been the duly elected Chair.

- b. Serve as point of contact and liaison for the Technical Advisory Committee to the Commission.
 - c. Chair the Executive Committee meetings in the absence of the Chair of the Commission.
 - d. Carry out other duties as may be assigned by the Commission.
10. The duties of the Treasurer shall include
- a. Chair the Finance Committee
 - b. Serve on the Executive Committee of the Commission
 - c. Review and approve monthly financial reports
 - d. Present financial reports to the Commission at its quarterly meetings
 - e. Other duties as described in the Commission approved, "Rivanna River Basin Commission Accounting Policies and Procedures."
 - f. Assure procurement policies are in conformance with the Virginia Public Procurement Act.
 - g. Arrange an independent audit as required by federal and state requirements or at the direction of the Commission.

ARTICLE 7. COMMITTEES

- 1. The Commission can establish committees as desired. All committees of this organization shall be appointed by members of the Commission, and their terms of office shall be for a period of two years with no term limits.
- 2. The Commission shall have an Executive Committee, consisting of five Commission members. The Executive Committee shall include the Chair, Vice Chair, and Treasurer and shall be comprised of one representative from each locality, with at least three members of the Executive Committee being elected officials. The Executive Committee composition will be reviewed annually as needed at the second meeting per calendar year.
 - a. The term of Executive Committee members shall be two years from the date of selection. If the Commissioner is a local elected governing body official or member of the soil and water conservation districts, the term shall be coincident with their term of office, whichever is less.
 - b. The Commission Chair shall submit to the Commission a slate of candidates for the Executive Committee.
 - c. Executive Committee members shall be elected by the full Commission.
 - d. Vacancies in the Executive Committee members shall be filled in the following manner: the Commission Chair shall nominate a candidate to fill the vacancy, and a new committee member shall be elected by the full Commission at the meeting following the date the vacancy was created.
 - e. Terms of Commissioners selected to fill vacancies on the Executive Committee shall be for two years from the date of selection or, if the Commissioner is a local elected governing body official or member of the soil and water conservation districts, the term shall be coincident with their term of office, whichever is less.

- f. The Executive Committee shall meet at least once between the regular full Commission meetings or as necessary to conduct the business of the Commission.
 - g. A quorum of the Executive Committee shall be three out of the five members.
 - h. Executive Committee shall be is empowered to:
 - i. Serve as interim (i.e. between meetings of the full Commission) decision-making body on business of the Commission, including grant proposals and other fundraising initiatives of the Commission.
 - ii. Authorize expenses up to \$10,000 if not part of an annual budget or not previously approved by the full Commission.
 - iii. Approve acceptance of contractual documents for projects less than \$30,000, if part of an annual budget or spending authorization that has been previously approved by the full Commission.
 - iv. Review personnel actions as needed and make recommendations to full Commission.
 - v. Notify the full Commission of all decisions and authorizations undertaken during Executive Committee meetings at the next full Commission meeting. Provide all Commission members with copies of the Executive Committee minutes.
3. The Commission shall have a Technical Advisory Committee, which shall be comprised of the members of the Commission, staff of the entities represented by the Commission, and others appointed by the Commission (non-staff members).
- a. All members of the Commission shall be members of the Technical Advisory Committee.
 - b. Each entity represented by the Commission (Albemarle County, Fluvanna County, Greene County, City of Charlottesville, Culpeper Soil and Water Conservation District, Thomas Jefferson Soil and Water Conservation District) shall appoint a minimum of one staff member each to the Technical Advisory Committee.
 - c. The Commission may appoint additional members to the Technical Advisory Committee.
4. The Commission shall have a Finance Committee that shall be comprised of the Treasurer, one additional Commissioner, the Executive Director, and additional members as needed on an *ad hoc* basis. Additional members shall be appointed by the Commission. Membership on the Finance Committee is not limited to members of the Commission.

ARTICLE 8. MEETINGS

- 1. Meetings of the Commission shall be held not less frequently than quarterly.
- 2. Written notice of every Commission meeting shall be mailed to each member at the address registered with the Commission not less than two weeks prior to the meeting. Notices shall include an agenda for the meeting and minutes from the previous meeting. Commissioners may select that notification take place via email.

3. Commission members desiring to include items on an agenda must submit the agenda item, as well as any supporting information to the Chair at least fifteen days prior to the scheduled meeting.
4. Special meetings of the Commission can also be held at the call of the Chair. Notice of special meetings may be made by electronic mail.
5. Notice of meetings shall be posted on the calendar of events of each locality, the Culpeper Soil and Water Conservation District, the Thomas Jefferson Soil and Water Conservation District and the Thomas Jefferson Planning District Commission, as well as the web-site of the Commission.
6. All meetings of the Commission and its committees shall be open to the public, except those that are exclusive sessions which are called in accordance with those purposes specified in Section 2.2-3711, Code of Virginia, 1950, as amended, and following those procedures as required by the Code of Virginia.

ARTICLE 9. QUORUM; VOTING

1. *A majority of the voting members shall constitute a quorum.*
2. *Each member of the Commission shall have an equal vote* and must be present to vote.
3. All business conducted by the Commission shall be by a vote of the majority present and voting.

ARTICLE 10. ORDER OF BUSINESS

1. The order of business for each Commission meeting shall be:
 - a. Call to order
 - b. Roll call
 - c. Determination of quorum
 - d. Approval of the agenda
 - e. Comments from the public
 - f. Acknowledgement of comments from the public
 - g. Approval of the minutes of the preceding meeting
 - h. Report of the Chair
 - i. Report of Fiscal Agent
 - j. Report of the Executive Director
 - k. Reports of committees
 - l. Old and unfinished business
 - m. New business
 - n. Adjournment

2. The Chair has the right to rearrange the order of business or content of the agenda where circumstances indicate the need for such change.
3. The Commission may add or delete items from the agenda by majority vote of the Commission at the meeting.

ARTICLE 11. FISCAL MANAGEMENT

1. *The Commission shall adopt annually a budget that includes the Commission's estimated expenses. A process for distributing the costs for the support of the Commission among the relevant local governing bodies, based on each jurisdiction's proportional share of the population within the Rivanna River Basin, shall be determined by the Commission's local elected governing body members, unless such members choose otherwise.*
2. *The Commission shall designate a fiscal agent annually.*
3. The Commission shall adopt a written fiscal operations policy and a written procurement policy consistent with the Virginia Procurement Act.

ARTICLE 12. FISCAL AGENT

1. The fiscal agent shall have the care and custody of all monies belonging to the Commission and shall be solely responsible for such monies or securities of the Commission.
2. The fiscal agent may sign checks or drafts of the Commission. No special fund may be set aside that shall make it unnecessary for the Chair or the fiscal agent to sign the checks issued upon it.
3. The fiscal agent shall render at stated periods as the Chair shall determine a written account of the finances of the Commission and such report shall be physically affixed to the minutes of such meeting.
4. The Commission's fiscal agent shall be bonded.

ARTICLE 13. COMPENSATION

1. *Members of the Commission may receive compensation and may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties as the Commission may deem appropriate.*
2. *The costs of compensation and expenses shall be paid from such funds as may be available to the Commission.*

ARTICLE 14. STAFFING AND SUPPORT

1. *The local governing bodies, soil and water conservation districts, and planning district commissions found wholly or partially in the Rivanna River Basin may provide staff support to the Commission as the localities determine appropriate. Additional staff support may be hired or contracted for by the Commission through funds raised by or provided to it. The Commission shall determine the duties of such staff and fix compensation within available resources.*
2. *All agencies of the Commonwealth shall provide assistance to the Commission, upon request.*

ARTICLE 15. AMENDMENTS

This charter may be altered, amended, repealed or added to by a majority vote of the Commission members.

ARTICLE 16. WITHDRAWAL; DISSOLUTION

1. *A locality may withdraw from the Commission one year after providing written notice to the Commission of its intent to do so.*
2. *The Commission may be dissolved:*
 - a. *Upon three-fourths vote of its members,*
 - b. *If the membership falls below three-fourths of the number of localities eligible for membership in the Commission, or*
 - c. *By repeal or expiration of the statute establishing the Commission.*
3. *Upon the Commission's dissolution, all funds and assets of the Commission, including funds received from private sources, shall be divided and distributed on a pro rata basis to the member local governing bodies. All state funds and assets, if any, shall be transferred to the Office of the Secretary of Natural Resources for appropriate distribution.*