

Rural Economic Development Council

BYLAWS

ARTICLE I: Name

- A. The name of this advisory council shall be the Rural Economic Development Council (REDC)

ARTICLE II: Purpose and Objectives

- A. The purpose of the REDC shall be to promote the sustainable economic growth and vitality of Loudoun County's rural businesses in a manner consistent with the vision and direction of the Board of Supervisors.
- B. To support this purpose the Council will:
 - 1. Work with key staff of the Department of Economic Development (DED) to provide recommendations to the Board and the Board's Finance/Government Operations and Economic Development Committee relative to its programs and policies as they relate the economic growth and development of rural businesses;
 - 2. Review significant projects, policies, and programs that affect rural economic development as determined by the Board;
 - 3. Provide a forum through which rural business sector leaders meet to exchange ideas and experiences relative to rural economic development practices and policies;
 - 4. Provide support and advice to DED relative to rural economic development, marketing, and promotion activities; and,
 - 5. Monitor and evaluate year-over-year change in the rural economy as prepared by DED and to include evaluation of year over year change of rural businesses and employment.
- C. The REDC shall file an annual report on a date to be determined by the REDC members each year that is consistent with the approved schedule of monthly reports to the Finance/Government Operations and Economic Development Committee. The report will outline REDC activities, identify problems affecting rural businesses, and make recommendations which will serve to enhance the rural economy.

ARTICLE III: Membership

The Board of Supervisors recognizes that advisory body membership should be based on a potential member's knowledge of, participation in, receipt of services from, or contribution to programs related to the mission of the advisory body in Loudoun County.

- A. Advertisement, Nomination and Confirmation Processes:
 - 1. Vacancies will be advertised in accordance with the Board's standard and accepted process for advertising vacancies to Board-appointed commissions, committees and boards.
 - 2. Members of the REDC are encouraged to foster interest among community members in applying for vacancies.

3. County staff will vet applications to ensure they meet advertised vacancy qualifications.
4. Qualified applications will be sent to the REDC Executive Committee for review (for up to a 30-day period) and recommendation to the Board.
5. Members of the Board will nominate individuals to the REDC.
6. Confirmations will typically occur at the following Board meeting.
7. New members will receive an appointment letter from the Board's Office, along with written information related to the Freedom of Information Act.

B. Membership

1. The REDC shall consist of 15 voting members representing the industry sectors listed below as nominated and duly appointed by the Loudoun County Board of Supervisors.
 - a. Members may serve on the REDC and no more than one other advisory body concurrently.
 - b. Membership will consist of representatives from the following industry clusters and at-large positions:
 - Horticulture
 - Rural-based Business
 - Protein Production/Processor
 - Plant-based food production/CSA/agriculture
 - Fiber/Livestock
 - Equine
 - Outdoor Recreation
 - Bed & Breakfast/Lodging
 - Arts & Culture
 - Farm Winery
 - Limited Brewery
 - Unmanned Aerial Systems
 - At-Large/Emerging Opportunities (2)
 - Farm Bureau Representative
2. The Board of Supervisors may appoint ex-officio members to the REDC, to participate in deliberations. The following ex-officio members are non-voting participants of the REDC:
 - a. Director or Designee, Virginia Cooperative Extension – Loudoun Office
 - b. Director or Designee, Department of Economic Development
 - c. Representative, Loudoun County Chamber of Commerce

- d. Representative, Coalition of Loudoun Towns
- e. Representative, Economic Development Advisory Commission
- f. Representative, Agricultural District Advisory Commission
- g. Representative, Soil and Water Conservation District
- h. Representative, Visit Loudoun
- i. Representative, Education and Workforce Development

C. Membership Terms

1. REDC members shall serve three-year terms commencing on January 1st. Members may be reappointed to 2 consecutive terms.
 - a. In the event a member resigns or otherwise vacates his/her seat prior to the expiration of his/her term, the vacant seat shall be filled by the Board of Supervisors through its regular appointment process. New members selected to fill an unexpired three-year term of departing members may follow these abbreviated sessions with two additional independent terms.
 - b. Ex-officio members shall be appointed or re-appointed consecutive with the Board of Supervisors term of office,
2. In the event any REDC member is absent for three (3) or more consecutive meetings, the Chair will notify the member of the Board of Supervisors who appointed the member and may by majority vote petition the Board of Supervisors to declare the seat vacant and appoint a new member to serve the remainder of the term. REDC members are encouraged to provide notification of their absence to the Chair or to staff in advance of any meeting.
3. All members serve at the pleasure of the Board of Supervisors. Members will adhere to the [Board of Supervisors' Policies and Procedures on Advisory Boards, Commissions, and Committees, and Code of Ethics](#) (derived from the Board's Code of Ethics). The Board of Supervisors may remove any REDC member found in violation of the Board of Supervisors' Policies and Procedures on Advisory Boards, Commissions, and Committees, and Code of Ethics (derived from the Board's Code of Ethics).

ARTICLE IV: Officers

A. Officers

1. The officers shall consist of a Chair and a Vice-Chair who shall be elected annually by majority vote of the REDC at the Annual Meeting as hereinafter defined. The Chair and Vice-Chair may be re-elected for no more than two additional consecutive one-year terms.
 - While not binding; it is a general guide that the Chair will serve a minimum of two consecutive one-year terms, with the possibility of a third.
 - For both Chair and Vice-Chair, the regular membership term will be suspended while serving as an Officer and will be reinstated when the Chair

and Vice-Chair vacate the position and new officers are elected.

B. Responsibilities of the Chair

1. The Chair shall preside over all meetings of the REDC, authorize calls for any special meetings, recommend the establishment of any Committee and any Committee assignments, execute all documents authorized by the REDC, and serve as an ex-officio voting member of any Committee approved by the REDC. In addition, the Chair shall set the agenda for REDC meetings with input from the members of the REDC, interface with the Director of DED or his/her designee on behalf of the REDC and generally perform all duties associated with that office.

C. Responsibilities of the Vice-Chair

1. The Vice-Chair, in the event of the absence or disability of the Chair or vacancy in that office, shall assume and perform the duties of Chair. Additionally, the Vice-Chair shall serve as Chair of the Executive Committee.

D. Vacancies and Special Elections

1. In the event of a vacancy in Chair or Vice Chair, the REDC, by majority vote at a duly called meeting with a quorum of members present, may fill the position for the remainder of the term.

ARTICLE V: Responsibilities of Staff

A. Staff shall

1. Ensure all REDC or Committee meetings are properly advertised to the public.
2. Ensure proper minutes are taken at all REDC and Committee meetings.
3. Distribute and post the minutes for public access after formal approval by the REDC.
4. Deliver the appropriate documents to members of the REDC and any Committee at least three (3) business days prior to any meeting.
5. Be responsible for informing the REDC of any event or incident, which in Staff's opinion is detrimental or potentially detrimental to DED.
6. Advise the REDC on any matters involving the Virginia Freedom of Information Act.
7. Monitor membership roster and inform the Office of the County Administrator when a vacancy outside of term limits occurs.

ARTICLE VI: Meetings

A. Regular Meetings

1. Regular meetings shall be held on monthly basis. The date, hour, and location of those meetings shall be determined by the REDC at its Annual Meeting.
2. Proceedings of all meetings of the REDC shall be governed by Robert's Rules of Order.

B. Annual Meeting

1. The Annual Meeting, which shall be for the purpose of the election of officers, shall be held at the time of the first regular meeting of each calendar year, usually in January.

C. Special Meetings

1. Special meetings may be called by the Chair at the request of three (3) members for the transaction of business as stated in the call for the special meeting.

D. Quorum

1. A quorum for the transaction of business at any REDC or Committee meeting shall consist of at least fifty-one percent of the members, exclusive of any vacant seats. There shall be a quorum requirement of at least fifty-one percent of the Committee members for Committee meetings. Without a quorum present, no official business may be conducted at a REDC or Committee meeting.

E. Votes

1. All votes shall be by simple majority, i.e., one more than half of the members present, unless stated otherwise in these bylaws. Proxy votes shall not be permitted.

F. Minutes

1. Each REDC meeting will have summary minutes reflecting the actions and recommendations of the REDC and Staff shall ensure the minutes are forwarded to all members within thirty (30) days of a meeting and, once approved by the REDC, properly posted on the County's website.

G. Cancellation

1. In accordance with the Board of Supervisors Inclement Weather Policy for Advisory Boards, Commissions, and Committees, any regular or special meeting of REDC or a Committee scheduled to be held on a day that Loudoun County Public Schools are closed due to inclement weather shall be canceled. When the Loudoun County government is closed because of inclement weather, all REDC meetings are also canceled. The substitute date, hour, and location, if any, of such meeting will be set by the Chair of that meeting and properly noticed. School delays will not affect meeting time.

H. Meeting Announcement

1. All meetings must be posted on the County Government Calendar, on the County's website, at least three business days in advance of the meeting.

ARTICLE VII: Remote Participation in Committee Meetings

- A. In accordance with the Board of Supervisors approved Standards of Conduct and Rules of Order, an individual Committee member may participate in meetings of the REDC from a remote location due to a medical condition or personal matter that prevents physical attendance, provided the REDC has a quorum who are physically assembled at the primary meeting location. There is a limit on the number of meetings a member of the board, commission or committee may make from a remote location in each calendar year (25% of all meetings, or two meetings per year – whichever is greater).
- B. Requests for remote participation must be made in writing to the Chair of the REDC with Staff copied before noon on the day of the meeting, stating the specific nature of the

medical condition or personal matter, and the location from which the member will participate.

- C. The REDC may hold all-virtual public meetings only as provided for in Virginia Code § 2.2-3708.3 and not to occur more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or consecutively with another all-virtual public meeting.
- D. Notice of an all-virtual public meeting must be made at least three business days prior to the day of the meeting on the County's FOIA calendar and the meeting's agenda in coordination with the REDC Staff Liaison and County Attorney's office. The request to hold an all-virtual meeting shall be submitted by the Staff Liaison and will include the meeting link, time and date, and other information necessary to meet the criteria described in Virginia Code. The all-virtual meeting must include public access to the all-virtual meeting and have all agenda materials available to members of the public in electronic format.

ARTICLE VII: Committees

A. Committees

1. The REDC may request to establish or dissolve Committees provided such action is approved by a majority of the REDC, exclusive of any vacant seats. The appropriate Board of Supervisors standing committee must approve the establishment or dissolution of any committees.

B. Committee Meetings

1. The Chair of each Committee shall call Committee meetings as deemed appropriate.

C. Executive Committee

1. The Executive Committee is composed of the Chair and the Vice-Chair of the Council and four Executive Officers who are nominated by the Chair and Vice-Chair and then voted on by the full voting membership of the REDC. The two ex-officio and non-voting members are the County Administrator and the Director of Economic Development.
2. Responsibilities include:
 - Provide support and advice to DED relative to mission, budget, work plan, and items directed by the Board;
 - Exercise oversight of REDC's activities, provide a forum for discussion and resolution of REDC issues and disputes, and provide general management services to REDC;
 - Serve as the Nominating and By-Laws Review Committee – responsible for conducting the nominating process as set forth in ARTICLE III of these by-laws;
 - Plan and implement the orientation program for new Council members and;
 - Report on the Council's activities, furnish information and provide recommendations to the Board or the appropriate Committee relative to programs and policies affecting the economic growth and development of Loudoun County.

D. Ad-Hoc Committees

1. Ad-hoc Committees must be recommended to and approved by the Board of Supervisors' Finance/Government Operations and Economic Development Committee (FGOEDC). Within one month from approval by FGOEDC, the Council must provide an overview of the purpose, the expected goals, draft timeline and suggested activities of the Ad-Hoc Committee. The Chairman of the Council (or his/her designee) appoints members to each Ad-Hoc Committee.

ARTICLE VIII: Amendments

- A. These bylaws may be amended by two-thirds vote of the REDC members present at any regular meeting exclusive of any vacant seats and with the approval of the Board of Supervisors. Notice of any proposed amendment must first be submitted in writing to the REDC members at least one (1) week prior to the meeting. The amended bylaws shall be considered in full force and effect only upon formal approval by the Board of Supervisors.

Adopted on October 18, 2022

Approved/Amended by majority vote of the REDC on [date].

Approved by my majority vote of the of the Board of Supervisors on October 18, 2022