

# **ECONOMIC DEVELOPMENT ADVISORY COMMISSION BYLAWS**

## **ARTICLE I: Name**

- A. The name of the organization shall be the Loudoun County Economic Development Advisory Commission (EDAC), hereafter referred to as the “Commission.”

## **ARTICLE II: Purpose and Objectives**

- A. The purpose of the Commission shall be to promote the long-term economic growth and development of Loudoun County in a way that is economically sustainable and results in the expansion of its commercial and industrial tax base.
- B. The objectives of the Commission shall be to act in an advisory capacity to the Loudoun County Board of Supervisors in recommending policies and procedures and to:
  - 1. Work with key staff of the Department of Economic Development in reviewing and recommending changes to the Economic Development Strategic Plan to the Board of Supervisors in June of each year.
  - 2. 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 to Loudoun’s Economic Development Strategic Plan.
  - 3. Review significant projects as determined by the Board and the Board’s Finance/Government Operations and Economic Development Committee.
  - 4. Provide a forum through which business, government, and education leaders meet to debate and exchange ideas.
  - 5. Provide support and advice to the Department of Economic Development relative to mission, budget, work plan, and items as directed by the Board.
  - 6. Monitor and evaluate year-over-year changes in employment, commercial and industrial square footage leased, and the commercial and industrial tax base as prepared by the DED.
- C. The Commission shall file an annual report on a date to be determined by the Commission members each year. The report will outline the Commission’s activities, identify problems affecting the long-term economic growth and development of Loudoun County, and make recommendations which will serve to enhance the long-term economic growth and development of Loudoun County.

## **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 Process**

- 1. Vacancies will be advertised in accordance with the Board of Supervisors’ standard and accepted process for advertising vacancies to Board-appointed commissions,

committees, and boards.

2. Letters of interest and/or resumes will be submitted to and tracked by the Board's Office.
3. Members of the Economic Development Advisory Commission are encouraged to foster interest among community members in applying for vacancies.
4. County staff will vet letters of interest/resumes to ensure they meet advertised vacancy qualifications.
5. Letters of interest/resumes will be sent to the Economic Development Advisory Commission for review (for up to a 30-day period) and recommendation to the Board.
6. Members of the Board of Supervisors will nominate individuals to the EDAC.
7. Confirmations will typically occur at the following Board meeting.
8. 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 Categories:** There are two types of members – Voting Members that are appointed by the Board of Supervisors and Non-Voting Standing Advisory Members.

1. Voting Members (23): Voting members shall be appointed through the process described herein. The following industry clusters serve only as guidelines for member representation. Membership is not restricted to these clusters, however, and, at any given time, there can be more than one member from a cluster, no member from a cluster, and representatives from other sectors in the community among the voting membership:
  - a. Aviation/Transportation/Logistics
  - b. Financial/Banks
  - c. Federal Government Contracting
  - d. Security and Defense
  - e. Healthcare/Bioscience/Life science/Pharmaceuticals/Healthcare
  - f. Education and Workforce
  - g. Commercial real estate broker
  - h. Retail
  - i. Information and Communications Technology (ICT)
  - j. Data Centers
  - k. Small Business and Entrepreneurship
  - l. Developer
  - m. Washington Dulles International Airport Community
  - n. Transportation-Mass Transit
  - o. Transportation-Roads

- p. Cyber Security
- q. Seven At-Large Seats
- 2. The Commission shall use its best efforts to ensure that there is appropriate small business representation.
- 3. Non-Voting Standing Advisory Members (8): The following shall serve on the Commission as Standing Advisory Members, however they serve with no term limitations and no voting rights:
  - a. Loudoun County Administrator
  - b. Chairman of the Loudoun County Economic Development Authority
  - c. Chairman or designee of the Loudoun County Chamber of Commerce
  - d. Town of Leesburg Mayor or designee
  - e. Chairman or designee of the Loudoun County Rural Economic Development Council
  - f. Representative Mayor from the Coalition of Loudoun Towns (C.O.L.T.)
  - g. Chairman or designee of Visit Loudoun
  - h. President or designee of the Washington Airports Tasks Force

### **C. Membership Terms**

- 1. Members shall serve three-year terms commencing January 1st. Vacancies shall be filled in the same manner as the original appointments. No voting member shall be eligible to serve more than two consecutive terms, with the exception of new members selected to fill the unexpired three-year terms of departing members. These members may follow these abbreviated sessions with two additional independent terms. 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.
- 2. In the event any Commission member is absent for two (2) 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. Commission 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 \(derived from the Board's Code of Ethics\)](#). Board of Supervisors may remove any Commission 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:** The officers shall consist of a Chair and a Vice-Chair selected from among the

voting members at the annual meeting of the Commission in January of each year. In nominating and electing Officers, the Commission shall receive nominations from the floor, and shall elect its officers. The position of Immediate Past-Chair shall also be available for a term of one-year for eligible members.

- B. **Terms of Officers:** Officers shall serve a term of one year from the January meeting at which they are elected until their successors are fully elected the following January. Officers may be 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.
- C. **Responsibilities of the Chair:** The Chair shall preside over all meetings of the Commission, authorize calls for any special meetings, recommend the establishment of any Committee and any Committee assignments, execute all documents authorized by the Commission, and serve as an ex-officio voting member of any Committee approved by the Commission. In addition, the Chair shall set the agenda for Commission meetings with input from the members of the Commission, interface with the Director of Economic Development or his/her designee on behalf of the Commission, and generally perform all duties associated with that office.
- D. **Responsibilities of the Vice-Chair:** 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.
- E. **Vacancies and Special Elections:** In the event of a vacancy in Chair or Vice Chair, Commission, 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 Commission or Committee meetings are properly advertised to the public.
  - 2. Ensure proper minutes are taken at all Commission and Committee meetings.
  - 3. Distribute and post the minutes for public access after formal approval by the Commission.
  - 4. Deliver the appropriate documents to members of the Commission and any Committee at least three (3) business days prior to any meeting.
  - 5. Be responsible for informing the Commission of any event or incident, which in Staff's opinion is detrimental or potentially detrimental to the Department of Economic Development.
  - 6. Advise the Commission 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 a bi-monthly basis. The date, hour, and location of those meetings shall be determined by the Commission at its Annual Meeting.
2. Proceedings of all meetings of the Commission shall be governed by Robert's Rules of Order.

B. **Annual Meeting:** 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:** 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:** A quorum for the transaction of business at any Commission 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 Commission or Committee meeting.

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

G. **Cancellation:** In accordance with the Board of Supervisors Inclement Weather Policy for Advisory Boards, Commissions, and Committees, any regular or special meeting of the Commission 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 Commission 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:** 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.

I. **Director of Economic Development Participation:** The Director of the Loudoun County Department of Economic Development is not a member of the Commission, but he/she will serve as an ex-officio non-voting member. He/she may determine if a designee may attend on his/her behalf and if other departmental staff are needed on an occasional basis to provide technical assistance and professional expertise.

## 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 Commission from a remote location due to a medical condition or personal matter that prevents physical

attendance, provided the Commission 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 Commission 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 Commission 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 Commission's 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. Executive Committee:**

1. The Executive Committee is composed of the Chair and Vice-Chair of the Commission and five Executive Officers who are nominated by the Chair and Vice-Chair and then voted on by the full voting membership of the EDAC. The two (2) ex-officio and non-voting members are the County Administrator and the Director of Economic Development. Responsibilities include:
  - a. Provide support and advice to the DED relative to mission, budget, work plan, and items directed by the Board.
  - b. Exercise oversight of Commission activities, provide a forum for discussion and resolution of Commission issues and disputes, and provide general management services to the full Commission.
  - c. Plan and implement the orientation program for new Commission members and.
  - d. Report on the Commission'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.
2. The Executive Committee has the authority to vote and act on decisions without a vote of the full Commission when there is not adequate time to get input from the full Commission.

- B. **Ad Hoc Committees:** 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 the FGOEDC Committee,

the Commission must provide an overview of the purpose, the expected goals, draft timeline, and suggested activities of the Ad-Hoc Committee. The Chairman of the Commission (or his/her designee) appoints members to each Ad-Hoc Committee.

- C. **Past Chairs:** Past Chairs of the Commission continue to be engaged and can offer sound and valuable insight and perspective. In order to maintain involvement of past Commission Chairs and to generate dialogue and discussion concerning economic development, past Chairs may be sought by and are encouraged to reach out to Commission leadership to offer insight and opinions.

#### **ARTICLE VIII: Amendments**

- A. These bylaws may be amended by two-thirds vote of the Commission 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 Commission 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 by majority vote of the Economic Development Advisory Commission on November 4, 2022.

Approved by my majority vote of the of the Board of Supervisors on June 6, 2023.