

VIRGINIA COMMISSION FOR THE ARTS (VCA)
BY-LAWS

ARTICLE I
Offices

The principal office of the VCA shall be located at 1001 East Broad Street, Suite 330, Richmond, VA 23219.

ARTICLE II
Composition Duties and Authorities of the VCA

1. The VCA shall be comprised of thirteen members as specified in Sec. 2.2-2508 through Sec. 2.2- 2509 of the Virginia Code.
2. Duties of the Commission shall be those specified in Sec. 2.2-2508 through Sec. 2.2-2810 of the Code. These duties will be carried out within the framework of policy established by the General Assembly of Virginia as interpreted by the Governor.

ARTICLE III
Officers

1. Chair: The principal officer of the Commission shall be its Chair, who shall preside over all meetings of the Commission. The Chair shall be elected annually by a majority vote of the Commission. In the event the Chair is unable to preside over a meeting of the Commission, the Vice-Chair of the Commission shall act in that capacity.
2. Vice-Chair: A Vice-Chair shall be elected annually by a majority vote of the Commission. In the event the Chair is unable to preside over a meeting of the Commission, the Vice-Chair shall carry out that responsibility. The Vice-Chair shall ensure that the Commissioners are individually and collectively clear about expectations and objectives.
3. Secretary: The Secretary shall be responsible for the accuracy of the minutes of all Commission meetings and shall work with staff to ensure clear and consistent communication with the Commissioners.
4. Ex Officio Committee membership: The Chair, Vice-Chair, and Secretary shall serve as ex-officio members of all standing and special committees of the Commission, except Nominating

5. The Commission shall elect the above-mentioned officers annually at the meeting held in the last quarter of the fiscal year. The term of office for Commission officers shall begin with the commencement of the fiscal year.
6. Method of Nomination: A nominating committee, comprised of Commission members, shall nominate a slate of officers to the Commission for consideration at its last quarterly meeting.
7. Succession: Should the elected Chair of the Commission be unable to serve or complete his/her term of office, the Vice Chair of the Commission shall become Chair. Should both Chair and Vice-Chair be unable to serve, the Commission will elect an Acting Chair who will serve until the last quarterly meeting, at which time a new slate of officers shall be elected.

ARTICLE IV

Meetings

1. Regular: The Commission shall hold quarterly meetings. Such meetings shall be held at places and at times fixed by resolution of the Commission or upon call of the Chair. At least twenty-one (21) days notice shall be given of regular meetings held at times and places fixed by resolution of the Commission. An agenda of all regular meetings, including all materials supportive of that agenda, shall be forwarded to members of the Commission no less than seven (7) days prior to the meeting. Waiver of this stipulation may be made by the Chair of the Commission under unusual circumstances.
2. Special: Additional meetings of the Commission may be called by the Chair or by two-thirds of the membership. At least 48 hours notice shall be given of all special meetings. Business transacted at a special meeting shall be limited to that mentioned in the meeting call.
3. Quorum: At any meeting of the Commission, a majority of the Commission members then in office shall constitute a quorum for the transaction of business. The act of the majority of the Commission members present at a meeting at which a quorum is present shall be an act of the entire Commission.
4. Public Notification: The Commission shall follow the guidelines set forth by Virginia Freedom of Information Act to correctly define what constitutes a meeting and to inform the general public of the date and location of all meetings in a timely manner.

ARTICLE V

Committees

1. **Executive Committee:** The Executive Committee shall consist of the Commission's elected officers: the Chair, the Vice-Chair, and the Secretary. The Executive Committee shall be empowered to act on behalf of the Commission in the period of time between regular Commission meetings. The Executive Committee shall report actions taken between meetings to the Commission.
2. **Standing Committees:** The Chair reviews and constitutes the standing committees of the Commission at the beginning of each fiscal year, appointing at least three members to each committee. All committees report at least annually to the Commission.
3. **Nominating Committee:** A Nominating Committee, comprised of three members of the Commission, shall be elected by the Commission at its next to last quarterly meeting of the year. The Nominating Committee shall propose the slate of officers for the Commission to consider at its last quarterly meeting of the year.
4. **Special Committees:** The Chair may, or shall, as directed by the Commission, appoint special committees for specific purposes under rules established in the Commission's Policy Manual.

ARTICLE VI

Advisory Panels

1. The Commission shall create advisory panels to assist it in ways deemed appropriate by the Commission.
2. The Commission may consolidate, subdivide, terminate or otherwise structure advisory panels as the Commission in its sole discretion may determine to be most efficient for its necessary operations at a given time.

ARTICLE VII

Method of Amending By-Laws and/or Policies

1. Proposed By-Laws amendments and/or revisions must be submitted in writing at the meeting immediately preceding the one at which they are to be acted upon.

2. Changes in the By-Laws require an affirmative vote by two-thirds of the complete membership of the Commission.
3. Policies may be established, amended, or rescinded by majority vote of the quorum present when previous notice or notice in the meeting call has been offered. Should such notice not have been provided, policies of the Commission may only be changed by a two-thirds vote of the entire membership.