

**VIRGINIA SOIL AND WATER CONSERVATION BOARD**

**By-Laws**

**Adopted: May 15, 1997**

**Revised: ~~April 24, 2019~~ December 7, 2022**

ARTICLE I

NAME

The name of the board shall be the Virginia Soil and Water Conservation Board hereinafter referred to as the “Board”.

ARTICLE II

AUTHORIZATION

The Board was established within Chapter 5 of Title 10.1 of the *Code of Virginia* (1950) as amended, (§10.1-502 – 10.1-505).

ARTICLE III

MISSION

The Board shall provide for the conservation of soil and water resources; control and prevention of soil erosion, flood water and sediment damage; oversee and support the programs of the soil and water conservation districts; and preserve the natural resources of the Commonwealth as set forth in §10.1-505 and elsewhere in the *Code*. The Board shall have the authority to promulgate regulations as may be conferred in the *Code* or in the Virginia Acts of Assembly.

ARTICLE IV

LOCATION

The office of the Board shall be located within the Department of Conservation and Recreation (DCR) at 600 East Main Street, 24<sup>th</sup> Floor, Richmond, Virginia.

ARTICLE V

POWERS AND DUTIES

The Board shall have all of the rights, powers, and duties bestowed by and be subject to the limitations and restrictions set forth in §§10.1-502, 10.1-503, 10.1-504 and 10.1-505 of the *Code*, or as may be conferred elsewhere in the *Code* or in the Virginia Acts of Assembly.

ARTICLE VI

MEMBERSHIP

Section 1: COMPOSITION: Pursuant to §10.1-502 of the *Code of Virginia*.

The Board shall consist of nine nonlegislative citizen members and one ex officio member with nonvoting privileges. The Director of the Department of Conservation and Recreation or his designee shall be a nonvoting ex officio member of the Board. Three nonlegislative citizen members of the Board shall be appointed by the Governor as at-large members, of whom at least two members shall have a demonstrated interest in natural resource conservation with a background or knowledge in dam safety, soil conservation, or water quality protection. Additionally, four nonlegislative citizen members shall be farmers at the time of their appointment and two nonlegislative citizen members shall be farmers or district directors. Each of the six nonlegislative members who is a farmer or district director shall be a resident of a different one of the six geographic areas represented in the Virginia Association of Soil and Water Conservation Districts and shall be appointed by the Governor from a list of two qualified nominees for each vacancy jointly submitted by the Board and the Board of Directors of the Virginia Association of Soil and Water Conservation Districts in consultation with the Virginia Farm Bureau Federation and the Virginia Agribusiness Council. Nonlegislative citizen members shall be appointed for a term of four years. All appointed members shall not serve more than two consecutive full terms. Appointments to fill vacancies shall be made in the same manner as the original appointments, except that such appointments shall be for the unexpired terms only. The Board may invite the Virginia State Conservationist, Natural Resources Conservation Service, to serve as an advisory nonvoting member. ~~The Board shall consist of nine voting members. The Director of the Department of Conservation and Recreation, or his designee, shall be a nonvoting ex-officio member of the Board. Three at-large members of the Board shall be appointed by the Governor. After the initial staggering of terms, nonlegislative citizen members shall be appointed for a term of four years. At least two at-large members should have a demonstrated interest in natural resource conservation with a background or knowledge in dam safety, soil conservation, or water quality protection. Four members shall be farmers and two members shall be farmers or district directors, appointed by the Governor from a list of two qualified nominees for each vacancy submitted by the Board of Directors of the Virginia Association of Soil and~~

~~Water Conservation Districts, in consultation with the Virginia Farm Bureau Federation and the Virginia Agribusiness Council, and the Virginia Soil and Water Conservation Board, each for a term of four years. Appointed members shall not serve more than two consecutive full terms. Appointments to fill vacancies shall be made in the same manner as described above, except that such appointments shall be for the unexpired terms only. The Board may invite the Virginia State Conservationist, Natural Resources Conservation Service, as an advisory nonvoting member.~~

## Section 2: BOARD NOMINATION:

The Board shall accept nominations submitted by the Board of Directors of the Virginia Association of Soil and Water Conservation Districts, in consultation with the Virginia Farm Bureau Federation and the Virginia Agribusiness Council, for those members that do not serve at-large. The Board shall direct those nominations to be forwarded to the Secretary of the Commonwealth for consideration for appointment.

## Section 3: TERM OF OFFICE

Board members shall be appointed to serve a term of four years. Appointments to fill vacancies shall be for the unexpired terms only. A Board member whose term has expired shall continue to serve until their successor has been appointed.

## Section 4: OFFICERS

The Board shall elect from its membership a ~~Chairman~~Chair, ~~Vice-Chairman~~Vice-Chair and such other officers as it deems appropriate and such officers shall serve until the end of the fiscal year and thereafter shall be elected annually.

### (a) CHAIRMAN

The Chair~~man~~ shall preside at all meetings of the Board at which he is present and shall vote as any other member. ~~He~~The Chair may appoint committees, subcommittee members, and call special meetings as necessary, provide representation as the Board's spokesperson and perform such other duties as the Board may direct.

### (b) VICE-CHAIRMAN

The Vice Chair~~man~~ shall, in the absence of the Chair~~man~~, have authority to perform all duties and exercise all powers of the Chair~~man~~ and shall perform other duties as the Board may direct. In the absence of both the Chair~~man~~ and the Vice-Chair~~man~~, the Chair~~man~~ shall appoint a Chair~~man~~ Pro Tempore to preside for that meeting.

(c) ADMINISTRATIVE OFFICER

The Director of the Department of Conservation and Recreation shall provide technical experts and other agents and employees necessary for the execution of the functions of the Board. The Director, or ~~his~~ designee, shall serve as the Administrative Officer of the Board. The Administrative Officer will be responsible for administrative requirements of the Board and for maintaining the official minutes and other records of the Board.

(d) AUDIT SUBCOMMITTEE

In accordance with Board action at the April 20, 2017 meeting, the Chair shall appoint an Audit Subcommittee that shall have the powers and duties to review all audit and deliverable materials and to make recommendations and to advance communications based on their assessments, or instruct the Department to take such recommended actions. Any such actions shall be communicated to the full body of the Board. Substantive actions, such as actions related to funding adjustments, shall be referred to the full Board for action. The Subcommittee shall be composed of three members and include the Board's Vice Chair, who shall serve as the Subcommittee Chair, one appointed at-large member, and one appointed member from the members nominated by the Association of Soil and Water Conservation Districts in accordance with §10.1-502 of the Code of Virginia.

Two members of the Subcommittee shall constitute a quorum and a majority of those present and voting shall be required for all determinations. The Subcommittee Chair shall determine and declare that a quorum is present prior to the conduct of business at any meeting.

Section 5: REIMBURSEMENT OF EXPENSES

The Board members shall be reimbursed pursuant to applicable state travel regulations for actual expenses incurred in the discharge of their Board related duties.

ARTICLE VII

MEETINGS

Section 1: REGULAR MEETINGS

The Board shall hold no less than three (3) regular meetings during each fiscal year at a time and place to be determined by the Board. Additional meetings may be held as determined by the

Chairman or the Director of the Department of Conservation and Recreation. All meetings of the Board shall be conducted in accordance with the Virginia Freedom of Information Act.

## Section 2: MEETING NOTICE

Meeting notices will be published in accordance with the Virginia Freedom of Information Act. Notices will be published on the Virginia Regulatory Town Hall, the Commonwealth Calendar, the ~~DCR-Department~~ website, and in a public location at the Department's central office. At least two weeks' notice for regular meetings and one week's notice for special meetings will be given to all members. The notice will state the time, place, ~~and~~ purpose of the meeting, and a draft agenda. No changes to the agenda will be made less than seven days from the date of the meeting. The Chair has discretion to waive this requirement in consultation with Department staff.

## Section: 3: PARLIAMENTARY AUTHORITY

The Rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Board and its committees in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special order the Board may adopt.

## Section 4: MINUTES

Draft minutes shall be provided by the Administrative Officer within 10 working days following any meeting. Draft minutes shall be posted on the Virginia Regulatory Town Hall and provided to members for review. Final minutes will be available within three (3) working days of Board approval and shall be posted on the Virginia Regulatory Town Hall and the Virginia Commonwealth Calendar.

## Section 5: QUORUM

Five members of the Board shall constitute a quorum and a majority of those present and voting shall be required for all determinations. The ~~Chairman- Chair~~ shall determine and declare that a quorum is present prior to the conduct of business at any meeting.

# ARTICLE VIII

## INDEMNIFICATION

Every Board member shall be indemnified by the *Risk Management Plan of the Commonwealth of Virginia* according to the terms and requirements of that Plan and its enabling statutes.

ARTICLE IX

FREEDOM OF INFORMATION ACT

The members of the Board shall ensure compliance with the Virginia Freedom of Information Act (§2.2-3700 et seq.). Meetings shall be open to the public and all public records shall be available for inspection and copying upon request unless an exemption is properly invoked.

The members of the Board will ensure that electronic communications relating to the transaction of Board business are copied to the central Board email account managed by the Department of Conservation and Recreation: [vswcb@dcr.virginia.gov](mailto:vswcb@dcr.virginia.gov).

ARTICLE X

AUDIT

The records of the Board shall be subject to audit by the ~~DCR-Department~~ Director or ~~his~~ designee and by the Auditor of Public Accounts or ~~his~~ legal representative on an annual basis. The Board's fiscal year shall be the same as the Commonwealth's.

ARTICLE XI

APPOINTMENTS

The Board may request the Department to appoint competent individuals to assist the Board in carrying out its duties.

ARTICLE XII

AMENDMENTS OF BY-LAWS

These By-laws may be amended or repealed at any regular meeting of the Board by a two-thirds vote of the members present provided that the members are notified of the nature and effect of any proposed amendment in advance of the meeting and provided the amendment is not in conflict with any applicable state and federal laws and regulations.

These by-laws will be reviewed on a biennial basis by the Board and the ~~DCR-Department~~ Director. The by-laws shall be on file, available for review and copying at the Virginia Department of Conservation and Recreation, 600 East Main Street, 24<sup>th</sup> floor, Richmond, VA 23219.