

# BYLAWS

## WEST VIRGINIA INFRASTRUCTURE AND JOBS DEVELOPMENT COUNCIL

Effective October 1, 1994

Revised: August 2, 2006

Revised: June 5, 2019

### ARTICLE I OFFICE

The principal office of the Infrastructure and Jobs Development Council (hereinafter the “Council”) shall be in the City of Charleston, Kanawha County, West Virginia (hereinafter the “State”).

### ARTICLE II MEETINGS

**SECTION 1 – MEETINGS, GENERALLY** – All meetings of the Council shall be open to the public. Notice of each meeting shall be provided in accordance with Section 3 of Chapter 6, Article 9A of the West Virginia Code, 1931, as amended (the “Open Governmental Proceedings Act”), and shall be filed electronically with the Secretary of State for publication on the Secretary of State’s website.

**SECTION 2 - QUORUM** - Seven members of the Council shall constitute a quorum and the affirmative vote of at least the majority of those members present shall be necessary for any action taken by vote of the Council.

**SECTION 3 - REGULAR MEETINGS** - Regular meetings of the Council for the transaction of all business that may come before the Council shall be held at nine-thirty o’clock a.m. on the first Wednesday of each month, but such meeting may be held on such other date, hour or place as may be specified in the notice of the meeting. If the first Wednesday of any month shall be a holiday, the date of such meeting shall be the second Wednesday of such month. Notice of each regular meeting shall be provided in accordance with Section 8 hereof.

**SECTION 4 - SPECIAL MEETINGS** - Special meetings of the Council may be called at any time by the Chairman or his or her designee. Public notice of each special meeting shall be provided in accordance with Section 8 hereof.

#### **SECTION 5 – EMERGENCY MEETINGS –**

(a) For purposes of these bylaws, “emergency meeting” means any meeting called by the Council for the purpose of addressing an unexpected event which requires immediate attention because it poses:

- (1) An imminent threat to public health or safety;
- (2) An imminent threat of damage to public or private property; or
- (3) An imminent material financial loss or other imminent substantial harm to the Council, its employees or the members of the public which it serves.

(b) In the event of an emergency, an emergency meeting of the Council may be called by the Chairman or his or her designee. Notice of each emergency meeting shall be provided in accordance with Section 8 hereof.

**SECTION 6 - RECESSED AND ADJOURNED MEETINGS** - Any regular or special meeting of the Council may be recessed without further notice to such date, hour and place as may at such meeting be determined by the Council. In the event a quorum is not present at such meeting and cannot be obtained within a reasonable time, such regular or special meetings shall be adjourned to such date, hour and place as shall then be given to those members not present. Notice of each adjourned meeting shall be provided in accordance with Section 7 hereof.

**SECTION 7 - MANNER OF VOTING** - The voting on all questions at meetings of the Council shall be by yeas and nays, and the vote of the members present and voting shall be announced by the Chairman or his or her designee and recorded in the minutes of such meetings.

**SECTION 8 - NOTICE OF MEETINGS –**

Notice to the public and news media of all regular, special, emergency and adjourned meetings shall be given in the manner prescribed in Section 3 of the Open Governmental Proceedings Act, or in any other applicable law or regulation in regard to open governmental proceedings.

(1) Notice of each regular, special and adjourned meeting shall be filed with the Secretary of State for publication on the Secretary of State's website in a manner to allow each notice to appear on the Secretary of State's website at least five business days prior to the date of the meeting. Each such notice shall state the date, time, place and purpose of such meeting.

(2) Notice of each emergency meeting shall be filed with the Secretary of State for publication on the Secretary of State's website, as soon as practicable prior to the emergency meeting. Each such notice shall state the date, time, place and purpose of such emergency meeting and the facts and circumstances of the emergency.

**SECTION 9 - PARTICIPATION BY ELECTRONIC COMMUNICATION** - One or more members may participate in a meeting of the Council by means of conference telephone or similar electronic communication equipment by means of which all persons participating in the meeting can hear each other. Whenever a vote of the members is required or permitted in connection with any action, subject to the provisions of any applicable law or regulation in regard to open governmental proceedings, this vote may be taken orally during an electronic conference.

**SECTION 10 - PROCEDURE AT MEETINGS –**

(a) At the regular meetings of the Council the following shall be the order of business:

- (1) Approval of minutes of previous meeting
- (2) Applications and Funding Matters
- (3) Business Items
- (4) Information Items
- (5) Public Comment
- (6) Adjournment

In all other respects not otherwise specifically provided for in these Bylaws, Robert's Rules of Order shall govern the conduct of all meetings of the Council.

(b) Each member of the general public wishing to address the Council shall register with the Secretary anytime prior to the meeting. Each person registering with the Secretary shall have no more than five (5) minutes to address the Council.

(c) The Council may hold an executive session during any regular, special, adjourned or emergency meeting in accordance with the provisions of the Open Governmental Proceedings Act.

**SECTION 11 – MINUTES** – The Secretary shall take minutes of each meeting and shall make said minutes available to the public within a reasonable time after the meeting. The minutes shall include:

- (1) The date, time and place of the meeting;
- (2) The name of each member of the governing body present and absent;
- (3) All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition; and
- (4) The results of all votes.

### **ARTICLE III OFFICERS**

**SECTION 1 - CHAIRMAN** - The Chairman or his or her designee shall preside at all meetings of the Council, sign the rules and regulations of the Council and appoint members of the committees for the Council.

**SECTION 2 - VICE CHAIRMAN** - The Council shall annually appoint one of its members as Vice Chairman, who will preside at meetings in the absence of the Chairman.

**SECTION 3 - SECRETARY** - The Council shall annually appoint a Secretary. The Secretary shall keep the minutes of all meetings of the Council; give notice of all meetings of the Council as and when required by these Bylaws; and certify, when necessary, the records, proceedings, documents and resolutions of the Council. The Secretary shall maintain the minutes and records of the proceedings of the meetings of the Council; maintain a separate record containing the Bylaws, rules and regulations and resolutions of the Council; and shall perform such other duties as may be conferred upon the Secretary from time to time by the Council. The Secretary need not be a member of the Council.

**SECTION 4 – VACANCY** - The appointment to fill a vacancy in the office of Vice Chairman or Secretary may be held at any special meeting of the Council called therefore or at any regular meeting of the Council.

#### **ARTICLE IV MISCELLANEOUS**

**SECTION 1 – EXECUTIVE DIRECTOR** – The Council may designate and appoint the Secretary as the Executive Director. The Executive Director shall be responsible for the supervision and administration of the Council’s activities.

**SECTION 2 - WATER DEVELOPMENT AUTHORITY** - The West Virginia Water Development Authority, as defined in the Infrastructure Act (West Virginia Code, Chapter 31-15A et al), is the fiduciary of the Infrastructure Fund.

[**SECTION 3 - GENERALLY** - The Council, acting by resolution, may engage such consultants as it deems advisable at such compensation, with such duties and for such time as the Council may from time to time prescribe. ?]

**SECTION 4 - FISCAL YEAR** - The fiscal year of the Council shall commence on the first day of July and shall end on the next thirtieth day of June.

**SECTION 5 - COMMITTEES** - The Council may, by duly adopted resolution, create committees of the Council, the duties and membership of which shall be prescribed by resolution of the Council. The Council may appoint individuals who are not members of the Council to serve as nonvoting members of Committees.

**SECTION 6 - PAYMENT OF MONEY** - The Chairman or his or her designee and the Executive Director and each of them (and the Executive Director of the Water Development Authority when authorized by resolution), are hereby empowered to act on behalf of the Council in all matters and transactions relating to any moneys granted or appropriated to the Council by the Governor and Legislature of the State and held in the West Virginia Infrastructure Fund in

such manner as from time to time may be prescribed by statutes of the State or by resolution of the Council.

**SECTION 7 - CONTRACTS** - All contracts and other obligations of the Council shall be signed by the Chairman, the Executive Director or the Executive Director of the Water Development Authority or any other officers or employees of the Council who are authorized by resolution to execute contracts or other obligations on behalf of the Council.

**SECTION 8 – AMENDMENTS** - The Council shall have the power to make, alter, amend, suspend and repeal the Bylaws of the Council by vote of not fewer than seven members of the Council at a special meeting of the Council called therefore or at any regular meeting of the Council.

Certified: \_\_\_\_\_  
Secretary

Date: \_\_\_\_\_  
June 10, 2019