

**BYLAWS
OF
THE COMMONWEALTH OF VIRGINIA
BOARD OF HISTORIC RESOURCES**

**ARTICLE I.
Name and Address**

The name of this organization is the “Commonwealth of Virginia, Board of Historic Resources” (the “Board”). The office of the Board is the office of the Commonwealth of Virginia, Department of Historic Resources (the “Department”), with an address of 2801 Kensington Avenue, Richmond, Virginia 23221.

**ARTICLE II.
Mission Statement**

The Board serves as a policy board to the Department. The Department’s mission is to encourage, stimulate, and support the identification, evaluation, protection, preservation, and rehabilitation of the Commonwealth of Virginia's (the “Commonwealth”) significant historic, architectural, archaeological, and cultural resources; establish and maintain a permanent record of those resources; and foster a greater appreciation of these resources among the citizens of the Commonwealth.

**ARTICLE III.
Powers and Duties**

A. Duties of the Board. The Board shall have all the rights, powers and duties bestowed by and be subject to the limitations and restrictions set forth in Title 10, Chapter 22, Section 10.1-2204 of the Code of Virginia, including but not limited to the following:

1. designate historic landmarks, including buildings, structures, districts, objects and sites which constitute the principal historical, architectural, archaeological, and cultural resources which are of local, statewide or national significance for inclusion on the Virginia Landmarks Register and withdraw such designation either upon a determination by the Board that the property has failed to retain those characteristics for which it was designated or upon presentation of new or additional information proving to the satisfaction of the Board that the designation had been based on error of fact;
2. establish and endorse appropriate historic preservation practices for the care and management of designated landmarks;
3. approve the proposed text and authorize the manufacture of highway historical markers;
4. acquire by purchase or gift battlefield properties and designated landmarks, or easements or interests therein;
5. review the programs and services of the Department, including annual plans and make recommendations to the Director and the Governor concerning the effectiveness of those programs and services;
6. in cooperation with the Department, and through public lectures, writings, and other educational activities, promote awareness of the importance of historic resources and the benefits of their

preservation and use; and

7. apply for gifts, grants and bequests for deposit in the Historic Resources Fund to promote the missions of the Board and the Department.

B. Promulgation of Regulations.

1. The Board shall promulgate regulations necessary to carry out the powers and duties set forth in Article III, Section A, including at a minimum criteria and procedures for the designation of historic landmarks, including buildings, structures, districts, objects, and sites to the Virginia Landmarks Register. Such regulations shall be not inconsistent with the *National Historic Preservation Act of 1966* (54 U.S.C. §§ 300101-307108), as amended, and its attendant regulations.

2. The Board also shall promulgate regulations regarding the issuance of permits by the Director for the archaeological excavation of human burials in accordance with the *Virginia Antiquities Act* (Va. Code Ann. §§ 10.1-2300-2306), as amended.

3. All regulations of the Board shall be promulgated in accordance with the *Virginia Administrative Process Act* (Va. Code Ann. § 2.2-4000-4032), as amended.

**ARTICLE IV.
Board Members**

A. Number and Appointment. The Board shall consist of seven (7) members, each of which shall be appointed by the Governor and confirmed by the General Assembly.

B. Term. Unless otherwise removed, each member of the Board shall serve for a term of four (4) years, except for those members who are appointed to fill vacancies, who will serve for the remainder of such unexpired term.

C. Removal. The Governor may remove a member of the Board for malfeasance, misfeasance, incompetence, misconduct, neglect of duty, absenteeism, conflict of interests, failure to carry out the policies of the Commonwealth as established in the Virginia Constitution or by the General Assembly, or refusal to carry out a lawful directive of the Governor and fill the vacancy resulting from the removal subject to confirmation by the General Assembly.

D. Resignation. Any member of the Board may resign at any time by giving written notice of his or her resignation to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time.

E. Compensation. Members of the Board shall serve without financial remuneration, except they shall be reimbursed for actual expenses and per diem incurred in the discharge of their duties in accordance with the laws of the Commonwealth.

ARTICLE V.
Officers

A. Officers. The Board shall have a Chairman and a Vice Chairman. No officer may hold more than one (1) office at any one time.

B. Term and Election. The Board shall elect a Chairman and a Vice Chairman from the members of the Board. Each officer shall serve for a term of one (1) year or until the member's term as a Board member expires. The Chairman may not serve for more than two (2), consecutive one (1) year terms.

C. Removal. The Chairman or the Vice Chairman may be removed from office with or without cause at any time whenever the members of the Board determine, in their absolute discretion, that the best interests of the Board and the Department would be served thereby. Notwithstanding the foregoing, removal shall require a vote of a majority of the entire Board (excluding the Board member holding the office that is the subject of the removal).

D. Resignation. Any member of the Board serving as the Chairman or the Vice Chairman may resign from such office at any time by giving written notice of his or her resignation to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time.

E. Vacancies. In the event that the Chairman is unable to complete his or her term, whether by reason of removal, resignation, or otherwise, the Vice Chairman shall immediately serve as the Chairman for the remainder of the term. In such cases the Board shall elect a new Vice Chairman for the remainder of the term. In the event that the Vice Chairman is unable to complete his or her term, whether by reason of removal, resignation, or otherwise, the Board shall elect a new Vice Chairman for the remainder of the term.

F. Duties of Officers.

1. Chairman. The Chairman shall preside at all meetings of the Board and shall vote as any other member of the Board. The Chairman may appoint committees and call special meetings of the Board in accordance with these Bylaws. The Chairman shall act as the Board's spokesperson subject to the approval of the Board and otherwise shall perform such duties the Board may from time to time assign.

2. Vice Chairman. The Vice Chairman shall perform the duties and exercise the powers of the Chairman during the Chairman's absence or inability to render and perform his or her duties or exercise his or her powers. The Vice Chairman also shall perform such duties the Board may from time to time assign.

G. Secretary. The Director of the Department shall serve as Secretary to the Board. The Director may designate a staff member of the Department to serve in his or her place at any time and from time to time. The Secretary shall attend all meetings of the Board; have charge of such books, documents and papers as the Board may determine; keep, or cause to be kept, a record of the meetings of the Board; give, or cause to be given, notice of all meetings of the Board; and perform all other duties incident to the office of Secretary. The record of a meeting of the Board kept, or caused to be kept, by the Secretary shall be deemed to be the official minutes of such meeting.

H. Special Committee. The Board may (i) create one (1) or more special committees for the purposes of making recommendations regarding actions, determinations, or decisions to be made by the Board at meetings of the Board and (ii) appoint members of the Board to serve on such special committees. Each

committee shall have two (2) or more members, who shall serve at the pleasure of the Board. No special committee shall have any authority to exercise any power or act on behalf of the Board.

ARTICLE VI. Meetings

A. Actions of the Board. No action shall be taken by the Board unless such action has been voted on by the Board at a regular or special meeting in accordance with these Bylaws and the laws of the Commonwealth.

B. Regular Meetings.

1. Regular Meetings. The Board shall meet no less than quarterly each calendar year at a time and place to be determined by the Director. The Board shall approve the dates of such regular meetings for the next calendar year no later than the last regular meeting of the then current calendar year.

~~2. Agenda Packets. Documents for Board review prior to the regular meetings shall be provided to the members of the Board no later than seven (7) calendar days in advance of a regular meeting via mail or electronic transmission. In the event that additional documents become necessary for Board review, in the opinion of the Director, within the seven (7) day time frame, they will be provided to the members of the Board as soon as practicable.~~

B. Special Meetings. Special meetings of the Board may be called by the Chairman or by not less than three (3) members of the Board.

C. Notice.

1. Board Member Notice. Notice of meetings other than regular meetings shall be delivered to all Board members at least forty-eight (48) hours prior to such meeting in writing, including without limitation electronic transmission, or by telephone stating the time, place, and purpose of the meeting.

2. Public Notice.

(a) Regular Meetings. Notice of regular meetings of the Board shall be provided to the public at least three (3) business days prior to such meeting by posting: (i) in at least two (2) locations at the office of the Department; (ii) on the electronic calendar maintained by the Virginia Information Technologies Agency (the "Commonwealth Calendar"); and (iii) on the Department's website. The notice shall contain the date, time, and location of the regular meeting as well as a statement of whether public comment will be received at the meeting and the approximate point during the meeting when it will be received. Copies of all materials furnished to the members of the Board, unless exempt under *FOIA*, shall be made available (a) at the Archives of the Department when they are sent to the members of the Board, and (b) at the regular meeting.

(b) Special Meetings. Public notice, reasonable under the circumstance, of meetings other than regular meetings shall be given contemporaneously with the notice provided to the members of the Board by posting: (i) in at least two (2) locations at the office of the Department; (ii) on the Commonwealth Calendar; and (iii) on the Departments website. The notice shall contain the date, time, and location of the meeting as well as a statement of whether public comment will be received at the meeting and

the approximate point during the meeting when it will be received. Copies of all materials furnished to the members of the Board, unless exempt under *FOIA*, shall be made available (a) at the Archives of the Department when they are sent to the members of the Board, and (b) at the regular meeting.

D. Quorum and Voting. The presence, in person, of a majority of the members of the Board at a meeting shall constitute a quorum for the transaction of business. Except as otherwise required under these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the members of the Board present shall be the act of the Board. No member of the Board shall be allowed to vote by proxy. A member shall be deemed present at a meeting if participating by electronic communication means in accordance with these Bylaws and the laws of the Commonwealth.

E. Conduct of Meetings. All meetings shall be conducted by the application of parliamentary procedures as specified in "Robert's Rules of Order." The Chairman shall preside over all meetings of the Board. If the Chairman is absent the Vice Chairman shall preside. If neither the Chairman, nor the Vice Chairman is present at a meeting, but a quorum is present, the members shall elect a temporary chairman to preside over the meeting. The Director may appoint a temporary chairman if a consensus cannot be reached by the members of the Board.

F. Remote Participation in Regular Meetings. The Board may conduct a regular meeting through electronic communication where:

1. a quorum of the Board is physically assembled at the primary meeting location;
2. notice of the meeting is given to the public at least three (3) business days prior to such meeting containing (i) the date, (ii) the time, (iii) all locations, (iv) a telephone number that may be used at remote locations to notify the primary location of any interruption in the telephonic or video broadcast of the meeting at the remote locations; and (iv) a statement of whether public comment will be received at the meeting and the approximate point during the meeting when it will be received; and
3. the remote locations are open to the public and persons attending the meeting at one of the remote locations is afforded the same opportunity to address the Board as those attending at the primary location.

Copies of all materials furnished to the members of the Board, unless exempt under *FOIA*, shall be made available (a) at the Archives of the Department when they are sent to the members of the Board, and (b) at each location of the regular meeting. Votes taken during a regular meeting conducted through electronic communications means shall be recorded by name in roll-call fashion and included in the minutes. If the Board holds a regular meeting conducted through electronic communications means, it must hold at least one (1) regular meeting where the members of the Board are physically assembled at one location and no members participate by electronic communications means.

G. Remote Participation in the Event of an Emergency or Personal Matter. The Board may conduct any meeting through electronic communication means from a remote location that is not open to the public where:

1. a quorum of the Board is physically assembled at the primary meeting location;
2. the voice of the remotely participating member can be heard by all persons at the

primary meeting location; and

3. on or before the day of the meeting, either:

(a) the member notifies the Director that he or she is unable to attend the meeting due to an emergency or personal matter and identifies with specificity the nature of the emergency or personal matter, and the Board records in its minutes the specific nature of the emergency or personal matter and the remote location from which the member participated; or

(b) the member notifies the Director that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents his or her physical attendance and the Board records this fact and the remote location from which the member participated in its minutes.

Participation by a member of the Board from a remote location shall be approved unless such participation would violate this Article VI, Section G, or the provisions of FOIA. If a member's participation from a remote location is challenged, then the Board shall vote whether to allow such participation. If the Board votes to disapprove of the member's participation because such participation would violate this Article VI, Section G, such disapproval will be recorded in the minutes with specificity.* Remote participation by a member of the Board under Article VI, Section G.3.(a), shall be limited to the lesser of two (2) meetings of the Board in one (1) calendar year or twenty-five (25%) of the meetings of the Board in one (1) calendar year. If a member's participation from a remote location is disapproved by the Board because such participation violates this Article VI, Section G, such disapproval shall be recorded in the minutes with specificity.

H. Meeting Minutes.

1. Minutes of a meeting of the Board shall be in writing and shall include (i) the date, time, and location of the meeting; (ii) the members of the Board recorded as present and absent; ~~(iii) the name of the person designated to act as Secretary if the Director is not acting as Secretary at the meeting;~~ and (iii) a summary of the discussion on matters proposed, deliberated, or decided, and a record of the votes taken. For meetings conducted through electronic communications means, the minutes shall also include (a) the names and remote locations of the members of the Board who participated through electronic communications means; (b) the names of the members of the Board who participated at the primary location; (c) the names of the members of the Board, if any, that were not present at any of the locations in (a) or (b) but monitored the meeting through electronic communications means.

2. The official minutes of all meetings of the Board shall be posted on the Department's website and the Commonwealth Calendar. A draft of the official minutes shall be posted as soon as possible but no later than ten calendar (10) days after the conclusion of the meeting. The draft of the official minutes shall be reviewed, revised, and approved by the Board at the next regular meeting. The final, approved meeting minutes shall be posted within three (3) calendar days of such regular meeting.

ARTICLE VII. Conflicts of Interest

Members of the Board must avoid conflicts of interest, whether real or apparent, in their decision making and are expected to be objective in their advice and decisions. Members of the Board cannot benefit

directly or indirectly (through financial or personal gain) from a decision in which they participate. This prohibition applies not only to the members of the Board, but their families, employees, agents, partners, and associates. This also applies where a situation may appear to affect a member's objectivity or where a person may appear to have an unfair advantage or influence because of his or her relationship with the Board or Department.

A. State Law. Members of the Board shall be governed by all of the provisions of state law concerning conflicts of interest, including without limitation, the *State and Local Government Conflicts of Interest Act* (Va. Code Ann. §§ 2.2-3100-3131), as amended.

B. Actions Required Where a Real or Apparent Conflict Exists. In addition to any actions required by law, the Board shall be subject to the Department's policies on conflicts of interest. In the absence of such policies, members of the Board, at a minimum, shall comply with the following guidelines:

1. The conflicted member must disclose to the Board and the Director in writing the existence of any actual or apparent conflict of interest as soon as the conflict becomes apparent, but, at a minimum, before the issue or actions for which the conflict exist is acted upon by the Board or brought to resolution.

2. The conflicted member must abstain from discussing with the other members of the Board, the Director, and Department staff any issue, matter, or transaction in which the Board or Director has determined that he or she has a conflict of interest unless specifically asked by the Board to give information on the issue, matter, or transaction.

3. At a meeting of the Board the conflicted member must absent himself or herself from Board discussions on any issue, matter, or transaction involving the conflict of interest, unless requested by the Board to give information on the issue, matter, or transaction.

4. At the meeting of the Board the conflicted member must absent himself or herself and abstain from voting on any such issue, matter, or transaction.

5. The minutes of any meeting of the Board at which votes are taken shall record the identity of the conflicted member, his or her abstention, the reasons for the abstention, and whether the member absent during the Board's vote on such issue, matter, or transaction.

ARTICLE VIII. Amendment of Bylaws

These Bylaws may be modified, amended, and/or restated only by a vote of at least two-thirds (2/3) of the members of the full Board at any regular meeting of the Board. On or before July 1st of each calendar year, these Bylaws shall be reviewed by the Department and the Office of the Attorney General for compliance with the then current law of the Commonwealth. If after such review these Bylaws are found to be in conflict with the law of the Commonwealth, these Bylaws shall be revised by the Office of the Attorney General and presented to the Board at the next regular meeting.

Approved: These bylaws were approved 3/17/2016 at a meeting of the Board of Historic Resources subject to deletion of Article VI Section B (2) and Article VI Section H (1)(iii).

(*) These bylaws were amended and this language approved to be inserted 4/26/2016 at a special meeting of the Board of Historic Resources.