

PROPOSED BYLAWS OF THE  
VIRGINIA BOARD FOR TOWING AND RECOVERY OPERATORS  
(BTRO)

**ARTICLE I**  
**Definitions**

Section 1. Definitions. The following definitions shall apply to these Bylaws:

- (a) The "Code" shall mean the Virginia Code, as amended from time-to-time.
- (b) The "Board" shall mean the Virginia Board for Towing and Recovery Operators.
- (c) The "Freedom of Information Act" shall mean the Virginia Freedom of Information Act as enacted at § 2.2-3700 *et seq.* of the Code.

**ARTICLE II**  
**Establishment and Purpose**

Section 1. Establishment. The Virginia Board for Towing and Recovery Operators is established in accordance with the provisions of § 46.2- 2800 *et seq* of the Code.

Section 2. Purpose. The Board is formed to carry out the statutory mandates prescribed in accordance with § 46.2-2805 of the Code.

**ARTICLE III**  
**Membership**

Section 1. Membership. The Board shall consist of members as defined in § 46.2-2801(A)(1)-(7) of the Code.

Section 2. Term of Office. Members shall serve terms as described in § 46.2-2801 of the Code.

**ARTICLE IV**  
**Officers**

Section 1. Officers. The officers of the Board shall consist of a Chair and a Vice Chair. Each officer shall be elected by a majority vote of the voting members of the Board. The Chair shall be selected as defined by the Code and shall be a Class A towing operator.

Section 2. Term of Office. Each officer's term shall begin on January 1, except for the initial formation of the Board, and shall be for a period of one year or until a successor takes office. If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a quorum of voting members present. The newly elected officer shall complete the unexpired term of the officer succeeded.

Section 3. Duties of Officers.

- (a) The Chair shall preside at all regular and special meetings of the Board and is eligible to vote at all times. The Chair shall sign all documents necessary to carry out the functions of the Board. The Chair appoints standing committees and their chairperson with the consent of the majority of the Board members and appoints members to *ad hoc* committees and their chairpersons unless overruled by a majority of the Board.
- (b) The Vice Chair shall perform the duties and exercise all the powers of the Chair in his or her absence or incapacity.

**ARTICLE V  
Meetings of the Full Board**

Section 1. Regular Meetings. The Board shall meet at least quarterly each year, or at the call of the Chair, with notice given to all Board members in accordance with the Freedom of Information Act.

Section 2. Special Meetings. Meetings of the Board may be held at the call of the Chair or at the call of any 5 members, or at the request of the Governor, provided notice of such meeting is given in accordance with the provisions of the Freedom of Information Act.

Section 3. Quorum and Approval. All members of the Board are voting members. A vote shall only be effective when the voting members constitute a quorum. Eight members of the Board shall constitute a quorum for all regular and special meetings. An affirmative vote of a simple majority of the voting members shall be required for the approval of any Board recommendation. No member may vote by proxy or by absentee ballot. Any member may abstain from any vote.

Section 4. Open Meeting. All meetings of the Board shall be open to the public, except as provided for in the Virginia Freedom of Information Act.

Section 5. Minutes. Minutes of each Board meeting shall be taken and shall be reviewed, corrected, and approved by the Board at its next regular meeting.

**ARTICLE VI  
Procedures**

The Board will conduct all meetings in accordance with the most recently published version of *Robert's Rules of Order*, which shall govern the Board in all cases to which it applies, unless inconsistent with these Bylaws or any special rules of order adopted by the Board.

**ARTICLE VII  
Ethics and Conflict of Interest**

Section 1. Ethics and Conflict of Interest. The provisions of § 2.2-2100 *et seq.* of the Code apply to the Board, as an appointed body of the Commonwealth of Virginia. Accordingly, members shall not, among other things:

- (a) Solicit or accept money or other thing of value for services performed within the scope of their official duties, except for reimbursement for authorized expenses;
- (b) Offer or accept any money or other thing of value for, in consideration of, or use their public positions to obtain a contract for any person or business with any governmental or advisory agency;
- (c) Use for their own economic benefit or that of another party confidential information which they have acquired by reason of their public positions and which is not available to the public;
- (d) Accept any money, loan, gift, favor, service, or business or professional opportunity that reasonably tends to influence them in the performance of their official duties; or
- (e) Accept any business or professional opportunity when they know that there is a reasonable likelihood that the opportunity is being afforded them to influence the in the performance of their official duties.

**ARTICLE VIII  
Committees of the Board**

Section 1. General. Members appointed to a committee shall faithfully perform the duties assigned to the committee. The standing committees of the Board shall consist of the following:

Administrative Affairs Committee  
Bylaws and Policy Committee  
Communications and Consumer Affairs Committee  
Licensure and Regulatory Affairs Committee

Section 2. Ad Hoc Committees. Ad Hoc Committees may be created as deemed necessary by the Board Chair.

Section 3. Committee Chairman. Each Committee shall have a Chairman selected by the Board Chair.

Section 4. Committee Vice-Chairman. The committee members shall select a Vice Committee Chairman from among the committee members.

Section 5. Committee Meeting Frequency. All standing committees shall meet as often as necessary as determined by the Chairman of the Board or of the Committee.

Section 6. Duties of Standing Committees:

- (a) Administrative Affairs Committee. The Administrative Affairs Committee shall consider all questions and oversee matters of the Board related to personnel, finance, budget and general administrative areas.
- (b) Bylaws and Policy Committee. The Bylaws and Policy Committee shall draft proposed bylaws and policies for presentation to the Board for its approval, monitor compliance

with the Board's bylaws and policies upon adoption, and consider revisions to the Board's bylaws and policies as required.

- (c) Communications and Consumer Affairs Committee. The Communications and Consumer Affairs Committee shall be responsible for overseeing the Board's website, Board newsletter, public participation list, and compliance with requirements for public notice of Board and Committee meetings.
- (d) Licensure and Regulatory Affairs Committee. The Licensure and Regulatory Affairs Committee shall oversee the development and revisions as necessary of regulations relating to the licensing and regulating of towing and recovery operators.

Section 7. Ad Hoc Committees. When appropriate, the Board Chairman may establish *ad hoc* committees to which the Board Chairman may refer matters of concern to the Board. Such committees shall have a Chairman appointed by the Board Chairman. The committee Chairman will also serve as the committee liaison to the Board staff.

Section 8. Reports of the Committees. Committee chairmen may provide reports of the committee activity following the report of the Chairman during regular or special BTRO meetings. Interim or final reports of a committee shall be in writing and included as an agenda item at a meeting of the full Board. The Board Chairman and the Executive Director's staff shall coordinate to ensure that any material to be included in the meeting package is received at least two weeks prior to the meeting where the material will be considered.

Section 10. Board Chairman as Committee Member. The Board Chairman may serve as an ex-officio, voting member of any standing committee of the Board.

## **ARTICLE IX Executive Director**

Section 1. Responsibilities. The Executive Director shall be responsible for directing the affairs of the Board, including, but not limited to the following:

- Entering into contracts on behalf of the Board;
- Keeping records of all proceedings, transactions, communications, and official acts of the Board;
- Having charge, care, and custody of the seal of the Board;
- Acting as custodian for all records, which shall be open to the public for inspection;
- Approving reimbursable expenditures to Board members;
- Employing additional staff as needed with Board approval;
- Appoint staff members to serve as contacts for the standing and ad hoc committees.
- Preparing the Biennial Report in accordance with § 46.2-2806 of the Code; and
- Performing such other duties as the Board may require.

## **ARTICLE X Effective Date and Amendment**

Section 1. Effective Date. These bylaws shall become effective immediately upon a unanimous vote by the Board members.

Section 2. Amendments. Proposed amendments to these Bylaws shall be presented in writing to all Board members, the Executive Director, and the Board's legal counsel at least two weeks prior to any scheduled Board meeting. Proposed amendments to these Bylaws shall first be considered and approved by the Bylaws and Policy Committee. After approval by the Bylaws and Policy Committee, proposed amendments will become effective by a two-third's majority vote, in favor of the amendment, by the members present at a regular meeting of the Board.