

**-BYLAWS FOR THE
VIRGINIA APPRENTICESHIP COUNCIL**

I. ORGANIZATION AND MEMBERSHIP.

The Virginia Apprenticeship Council is (the “Council”) is comprised of 11 members appointed by the Governor who have the requisite vocation, employment, affiliation or ex-officio status to represent their various constituencies as required in §40.1-117 -40.1-126 of the *Code of Virginia*. Terms of Council appointments are for three years as set out in the *Code of Virginia*, except where a Council member is appointed to fill the remainder of an existing term. For the purposes of these Bylaws, the term “Commissioner” shall mean the Department of Labor and Industry unless otherwise specified.

II. POWERS AND DUTIES OF THE BOARD.

The powers and duties of the Council are mandated in §40.1-118 of the *Code of Virginia*. Sections 1-10 provides that Council with the advise of the Commissioner, is hereby authorized to adopt, alter, amend or repeals rules and regulations to further protect and promote registered apprenticeship in the Commonwealth of Virginia.

III: OFFICERS

At the beginning of each year, the Governor designates one member to serve as Chair. There shall be elected annually from the membership of the Virginia Apprenticeship Council a Vice Chair. The Vice Chair shall be elected by majority vote of the Council on an open ballot taken at the Council's first meeting of the fiscal year. The election shall be the first agenda item. The Vice Chair may be removed from office by majority resolution of the Council.

A. Duties of the Chair:

1. To preside over all meetings of the Council except as in paragraph B. below;
 2. To sign or otherwise authorize documents relating to actions of the Council;
 3. The Chair shall be responsible for calling meetings as set out in these Bylaws.
 4. To make all rulings on procedures and points of order. *(Such rulings are final unless overruled by a majority of the Council);*
 5. To appoint Council subcommittee members and subcommittee Chairs, subject to ratification by the Council;
 6. To maintain regular liaison with the Council;
 7. To be the spokesman and representative of the Council for any matter dealt with by Council resolution or these Bylaws; and
 8. To perform such duties as determined by the Council within the scope of its authority.
- B. Duties of the Vice Chair are to perform the duties of the Chair in the absence of the Chair.
- C. The Commissioner of Labor and Industry or the designated representative shall serve as Secretary of the Council. The Secretary shall keep a faithful copy of the minutes of each meeting. The minutes shall be kept in the office of the Division of Registered Apprenticeship, Department of Labor and Industry. Any parts of the meeting designated as public hearings shall be taken down steno graphically or by such other method that will assure a complete and accurate copy of the remarks made at the hearing.

IV. MEETINGS.

With the exception of closed meetings conducted in accordance with the Virginia Freedom of Information Act, all meetings and hearings of the Council shall constitute

business of the citizens of the Commonwealth and shall be open to the public. At all such open meetings of the Council, there shall be a designated time when members of the public may address the Council on any subject or issue under the jurisdiction of the Council. The Council shall meet at least three times per year. Meetings shall be at the call of the Chair as required by the *Code of Virginia* or by any three members of the Council. The meeting time and place shall be fixed by the Council in conjunction with staff of the Department. The first meeting held after the first of January shall be designated as the "annual meeting" and shall include the annual election of the vice chair.

The Council shall notify its members of all meetings or public hearings of the Council not less than 30 calendar days prior to the scheduled date of such meeting or hearing and have a notice to the public regarding the meeting posted on the Department's website.

Section 3: Quorum

Seven members of the Council shall constitute a quorum. As stated in the Voluntary Apprenticeship Act, 40.1-117, "All members, including ex officio members shall have voting privileges."

Section 4: Agenda

The Chairman shall send an agenda to each member of the Council two weeks prior to the meeting. Any member of Council may notify the Chairman or Commissioner of any item they wish to be placed on the agenda. The agenda will be as follows:

1. Call to order.
2. Introduction of Council members and guests.
3. Opportunity for the Public to Address the Council
4. Adjournment of Public Comment Period
5. Opportunity for Council Comments
6. Approval of the minutes of any previous meetings.
7. Correspondence.

8. Old business.
9. New business
10. Reports
 - a. Virginia Employment Commissioner
 - b. Virginia Apprenticeship Alumni Association
 - c. USDOL, OA
 - d. Division of Registered Apprenticeship
 - e. Department of Labor and Industry
11. Date of next scheduled meeting.
12. Adjournment

VII. CONDUCT OF MEETING

The Chair or in his absence, the Vice Chair, shall presided over the meetings. If both the Chairman and the Vice Chairman are absent, the meeting shall be chaired temporarily by the Commissioner of Labor and Industry. The first order of business shall be the election of a Chairman for the meeting.

The meetings and public hearings of the Council and any subcommittees it may chose to create shall be governed by:

- i) These bylaws; and
- ii) Parliamentary procedure as defined in *Robert's Rules of Or*

All decisions of the Council shall be by roll call vote. Actions of the Council shall be by majority of vote of those present. Each member, including the Chair, shall have one vote on any matter coming before the Council, and each vote shall be recorded by the Secretary.

VIII. MOTIONS.

Any member, including the Chair, may make a motion concerning any item on the agenda which is pending before the Council. The Chairman shall require the motion to be submitted in writing or to be stated clearly. All motions are required to have a second. The Chair shall require the Secretary or designee to repeat the motion after it is made. The Chair shall allow

reasonable time to debate any motion and at his or her discretion, may set time limits and the order of debate. All motions may be amended with a second. An amended motion shall take precedence over the main motion. Amendments to amended motions shall either be accepted or voted upon without debate. All official votes shall be by roll call vote.

IX. DESIGNATED REPRESENTATIVES.

The Commissioner of the Virginia Employment Commission and the Chancellor of the Virginia Community College system may authorize a representative to sit in his or her place on the Council as stated in the Virginia Voluntary Apprenticeship Act, 40.1-117. The authorization shall be made in writing to the Chairman of the Council. No other are members are allowed to be represented by proxy.

X. CLOSED MEETINGS.

No closed meeting of the Council shall be held unless a majority of those present vote in open session to hold such meeting. The reason for such meeting shall be one designated in the Virginia Freedom of Information Act. The general subject matter and the purpose of the closed session shall be fully stated in the agenda or motion and recorded in the minutes of the Council. All decisions of the Council shall be by roll call vote in open session. Minutes of a closed meeting shall be taken only as the Chair shall direct.

XI. VOTING.

Actions of the Council shall be by majority of vote of those present. Each member, including the Chair, shall have one vote on any matter coming before the Council, and each vote shall be recorded by the Secretary. There shall be no voting by proxy.

XII. MINUTES.

A draft of the minutes shall be sent to members of the Council by post or electronically for review thirty (30) days prior to the next Council meeting. A draft of the minutes shall be posted on the Town Hall website 10 business days following the Council meetings. At the next Council meeting, a majority of the members present shall vote to approve the draft minutes. The approved minutes shall be posted 3 business days following Council approval.

XII. SUBCOMMITTEES AND SPECIAL COMMITTEES.

The Chairman with the approval of the Council shall appoint a permanent voluntary subcommittee to meet between regular meetings of the Council.

The Chairman with the approval of the Council may appoint special committees as deemed necessary.

XIII. EXECUTION OF DOCUMENTS.

The execution of documents, putting forth the agreed actions of the Council for implementation by the Department of Labor and Industry, shall be deemed to be properly executed if witnessed by a staff member of the Department.

XIV. REIMBURSEMENT AND PER DIEM.

Reimbursement for expenses and payment of per diem shall be in accordance with State statutory and regulatory requirements and the state employee travel policy as implemented by the Department.

XV. RESIGNATION OF BOARD MEMBERS.

The resignation of a member of the Council shall be made in writing to the Governor and address to the Secretary of the Commonwealth, Council Chair, and the Commissioner of Labor and Industry.

XVI. CONFLICT OF INTEREST.

A conflict of interest arises when a private or personal interest of a Council member supersedes or competes with dedication to the interest of the Council. All issues of conflict of interest for the Council are covered by the State and Local Government Conflict of Interest Act, Chapter 31 of Title 2.2 of the *Code of Virginia*.

XVII. AMENDMENTS.

These Bylaws may be amended by a two-thirds (2/3) vote of the Council members present and voting subject to the following: Any proposals for bylaws change must be submitted in writing to all Council Members 30 days in advance of the scheduled meeting at which they are to be voted upon.

CERTIFICATE

*I certify that the foregoing is a true and correct copy of the Bylaws of the Virginia
Voluntary Apprenticeship Council, as amended through November 18, 2010*

Donald S. Kemp

Chairman of the Virginia Apprenticeship Council

11/18/10

Date