Loudoun County, Virginia
www.loudoun.gov
Office of the County Administrator
1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000
Telephone (703) 777-0200 • Fax (703) 777-0325

At a business meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison St., S.E., Leesburg, Virginia, on Wednesday, December 4, 2013 at 4:00 p.m.

IN RE: ECONOMIC DEVELOPMENT COMMITTEE REPORT/ROLE AND STRUCTURE OF THE ECONOMIC DEVELOPMENT COMMISSION (EDC)/REVISION TO EDC BY-LAWS

Mr. Letourneau moved that the Board of Supervisors accept the recommendations of the Economic Development Committee, restructuring the Economic Development Commission and adopting the by-law revisions, as proposed to be effective January 1, 2014.

Seconded by Mr. Buona.

Mr. Letourneau accepted Mr. York's friendly amendment to change the name as adopted by the Economic Development Committee to Economic Development Advisory Commission (EDAC).

Mr. Letourneau accepted Mr. York's friendly amendment that the word be changed from "may" to "will" in Article III, A, 2 (PAGE 2) of the by-laws.

Mr. York moved an amendment to the motion which would revert to the current process that was currently being used to select the members of the Commission.

Seconded by (inaudible.)

Voting on Mr. York's FAILED Motion: Supervisors Reid, Williams and York – Yes; Supervisors Buona, Clarke, Higgins, Letourneau and Volpe – No; and Supervisor Delgaudio - Absent for the Vote.

Mr. Reid moved an amendment to include representatives of the Metropolitan Washington Airports Authority, Washington Airports Task Force, Loudoun County Public Schools and Small Business Development Center as members of the restructured EDAC (nonvoting).

(The motion died due to lack of a second.)

Voting on the Mr. Letourneau's Motion, As Amended: Supervisors Buona, Clarke, Higgins, Letourneau, Reid, Volpe, Williams, and York – Yes; None – No; Supervisor Delgaudio – Absent for the Vote.

Jeanette Gilbert
DEPUTY CLERK FOR THE LOUDOUN
COUNTY BOARD OF SUPERVISORS

(25a-ECONOMIC DEVELOPMENT COMMITTEE REPORT/ROLE AND STRUCTURE OF THE ECONOMIC DEVELOPMENT COMMISSION (EDC)/REVISION TO EDC BY-LAWS)

LOUDOUN COUNTY

ECONOMIC DEVELOPMENT ADVISORY COMMISSION

BYLAWS

(effective January 1, 2014)

ARTICLE I: Name

A. The name of the organization shall be the Loudoun County Economic Development Advisory Commission (EDAC), hereafter referred to as the "Commission"

ARTICLE II: Mission

A. The mission of the Commission is to promote the long-term economic growth and development of Loudoun County in a way that is economically sustainable and results in the expansion of its commercial and industrial tax base.

To support this mission, the Commission will:

1. work with key staff of the Department of Economic Development in reviewing and recommending changes to the Economic Development Strategic Plan to the Board of Supervisors in June of each year.
2. provide recommendations to the Board and the Board's Economic Development Committee relative to its programs and policies as they relate to Loudoun's Economic Development Strategic Plan;
3. review significant projects as determined by the Board and the Board's Economic Development Committee;
4. provide a forum through which business, government, and education leaders meet to debate and exchange ideas;
5. provide support and advice to the Department of Economic Development relative to mission, budget, work plan, and items as directed by the Board;
6. monitor and evaluate year-over-year changes in employment, commercial and industrial square footage leased, and the commercial and industrial tax base as prepared by the DED.

ARTICLE III: Membership

A. Advertisement, Nomination and Confirmation Processes:

1. Vacancies will be advertised in accordance with the Board of Supervisors' standard and accepted process for advertising vacancies to Board-appointed commissions, committees and boards.
2. Letters of interest and/or resumes will be submitted to and tracked by the Board's Office.
3. Members of the Economic Development Advisory Commission are encouraged to foster interest among community members in applying for vacancies.
4. County staff will vet letters of interest/resumes to ensure they meet advertised vacancy qualifications.
5. Letters of interest/resumes will be sent to the Economic Development Advisory Commission for review (for up to a 30-day period) and recommendation to the Board.
6. Members of the Board of Supervisor will nominate individuals to the EDAC.
7. Confirmations will typically occur at the following Board meeting.
8. New members will receive an appointment letter from the Board's Office, along with written information related to the Freedom of Information Act.

B. Membership Categories

There are two types of members – Voting Members that are appointed by the Board of Supervisors and Non-Voting Standing Advisory Members.

1. Voting Members (18):

Voting members shall be appointed through the process described above. The following industry clusters serve only as guidelines for member representation. Membership is not restricted to these clusters, however, and, at any given time, there can be more than one member from a cluster, no member from a cluster, and representatives from other sectors in the community among the voting membership:

a. Aviation/Transportation/Logistics
b. Financial/Banks
c. Federal Government Contracting
d. Security and Defense
e. Healthcare/Bioscience/Life science/Pharmaceuticals/Healthcare
f. Education and Workforce
g. Commercial real estate broker
h. Retail
i. Information and Communications Technology (ICT)
j. Data Centers
k. Small Business and Entrepreneurship
l. Developer
m. Six At-Large Seats

The Board shall use its best efforts to ensure that there is appropriate small business representation.

Group C – see Transition Section

Voting Membership Terms
Members shall serve three-year terms commencing January 1st. Vacancies shall be filled in in the same manner as the original appointments. No voting member shall be eligible to serve more than two consecutive terms, with the exception of new members selected to fill the unexpired three-year terms of departing members. These members may follow these abbreviated sessions with two additional independent terms.

Attendance and Possible Removal of Voting Members
Regular attendance by all voting members is expected at Committee and full Commission meetings. Members who miss three or more full Commission meetings during a given year may be requested by the Board, upon recommendation of the EDAC, to resign from the EDAC.

2. Non-voting Standing Advisory Members (7)
The following shall serve on the Commission as Standing Advisory Members, however they serve with no term limitations and no voting rights,

a. Loudoun County Administrator;
b. Chairman of the Loudoun County Economic Development Authority;
c. Chairman or designee of the Loudoun County Chamber of Commerce;
d. Town of Leesburg Mayor or designee;
e. Chairman or designee of the Loudoun County Rural Economic Development Council;
f. Representative Mayor from the Coalition of Loudoun Towns (C.O.L.T.);
g. Chairman or designee of Visit Loudoun

ARTICLE IV: Officers

A. Officers
The officers shall consist of a Chair and a Vice-Chair selected from among the voting members at the annual meeting of the Commission in January of each year. In nominating and electing Officers, the Commission shall receive nominations from the floor, and shall elect its officers.

B. Terms of Officers
Officers shall serve a term of one year from the January meeting at which they are elected until their successors are fully elected the following January. Officers may be elected for no more than two additional consecutive one-year terms. While not binding; it is a general guide that the Chair will serve a minimum of two consecutive one-year terms, with the possibility of a third.

C. Responsibilities of the Chair
The Chair shall preside at all meetings of the Commission, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Commission, serve as an ex-officio voting member of all committees, make committee assignments, set agendas for Commission meetings, and generally perform all duties associated with that office.

D. Responsibilities of the Vice-Chair
The Vice-Chair, in the event of the absence or disability of the Chair or vacancy in that office, shall assume and perform the duties of the Chair. Additionally, the Vice-Chair shall serve as Chair of the Executive Committee.

E. Vacancies and Special Elections
In the event of a vacancy in either office, a special election may be held to fill the position for the remainder of the term.

ARTICLE V: Meetings

A. Regular Meetings
Regular meetings shall be held on a bi-monthly basis. The date, hour, and location of those meetings are to be set by the Chair. Proceedings of all meetings of the full Commission shall, to the greatest extent possible, be governed by Robert's Rules of Order.

B. Annual Meeting
The Annual Meeting, which shall be for the purpose of the election of officers, shall be held at the time of the Regular meeting in January of each year.

C. Special Meetings
Special meetings may be called by the Chair or at the request of three members, for the transaction of business as stated in the call for the special meeting.

D. Quorum/Voting
A quorum for the transaction of business at any Commission meeting shall consist of at least fifty-one percent of Voting membership exclusive of any vacant seats. There shall be a quorum requirement of at least three (3) Committee members for Committee meetings. Unless otherwise specified herein, all votes by the Commission shall be decided by the majority of those present at the time of the vote.

E. Proxy Votes
Members of the Commission may not use proxies for meeting attendance or for voting.

F. Minutes
Commission meetings will be taped in accordance with County policy. Summary minutes reflecting the actions and recommendations of the Commission shall be prepared by DED staff and shall be forwarded to all members within thirty days.

G. Director of Economic Development Participation
The Director of the Loudoun County Department of Economic Development is not a member of the Commission but he/she will serve as an ex-officio non-voting member. He/she may determine if a designee may attend on his/her behalf and if other departmental staff are needed on an occasional basis to provide technical assistance and professional expertise. Staff and officers of the EDAC must be familiar with the Virginia Freedom of Information Act (FOIA) and assure the Commission is in compliance with provisions of FOIA. It is up to staff to ensure compliance with any related Board policy.

H. Meeting Cancelation
Any regular or special meeting of the Commission or its Committees, to be held on a day on which, due to inclement weather, the public schools are closed, will be canceled. The substitute date, hour, and location, if any, of such meeting will be set by the Chair of that meeting. School delays will not affect meeting time.

ARTICLE VI: Committees

Executive Committee

1. The Executive Committee is composed of the Chair and Vice-Chair of the Commission and four Executive Officers who are nominated by the Chair and Vice-Chair and then voted on by the full voting membership of the EDAC. The two (2) ex-officio and non-voting members are the County Administrator and the Director of Economic Development. Responsibilities include:

    a. Provide support and advice to the DED relative to mission, budget, work plan, and items directed by the Board;

    b. Exercise oversight of Commission activities, provide a forum for discussion and resolution of Commission issues and disputes, and provide general management services to the full Commission;

    c. Plan and implement the orientation program for new Commission members and;

    d. Report on the Commission's activities, furnish information and provide recommendations to the Board or the appropriate Committee relative to programs and policies affecting the economic growth and development of Loudoun County.

B. **Ad Hoc Committees**
Ad hoc committees may be created, but must be recommended to and approved by the Board of Supervisors' Economic Development Committee. At the time of recommendation, the EDAC must provide an overview of the purpose, the expected goal or result and the estimated term of each Ad Hoc Committee. The Chairman of the EDAC (or his/her designee) appoints members to each Ad Hoc Committee.

C. Past Chairs
Past Chairs of the EDAC continue to be engaged and can offer sound and valuable insight and perspective. In order to maintain involvement of past EDAC Chairs and to generate dialogue and discussion concerning economic development, the EDAC should host a meeting that includes past Chairs approximately every year.

ARTICLE VII: Amendments
Substantive changes to these bylaws require approval by the Board of Supervisors.
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ARTICLE VIII: Transition
As of January 1, 2014, the Economic Development Advisory Commission is transitioning in membership and mission. As of that date, the only members that carry forward into the new structure are remaining B members. The memberships of all other members, unless specifically named in the new structure, will also automatically lapse as of January 1, 2014 since they are all ex-officio, and generally do not have time limited terms. Group "C" members will transition into the new structure for one year (through 12/31/14) at which time their membership will cease – they may apply for vacancies as they arise.

EDC Bylaws: Adopted January 4, 1995; Amended May 5, 1995; Amended January 19, 1996; Amended February 7, 1997; Amended November 7, 1997 (Corrected – December 10, 1997); Amended May 20, 1998; Amended April 21, 1999; Amended January 18, 2000; Amended November 6, 2000; Amended September 4, 2001; Amended September 3, 2002; Amended November 3, 2006; Amended February 2, 2010; Amended September 8, 2010; Amended November 3, 2010; Corrected January 3, 2012 (clerical error); Amended January 1, 2014.