

# BYLAWS OF THE VIRGINIA BOARD OF EDUCATION

Adopted June 22, 2000  
Amended October 19, 2000  
Amended October 22, 2001  
Amended September 22, 2004  
Amended February 25, 2016

In accordance with § 22.1-16 of the *Code of Virginia*, the Virginia Board of Education (the “Board”) hereby adopts the following bylaws, effective as of the date and authorized signature below, for its own governance to carry out its powers and duties.

## ARTICLE ONE: PURPOSE

In accordance with Article VIII, § 4, of the Constitution of Virginia, the general supervision of the public school system in the Commonwealth of Virginia shall be vested in the Board of Education.

The mission of the Board of Education, in cooperation with its partners, is to develop policies and provide leadership that improve student achievement and prepare students to succeed in postsecondary education and the workplace, and to become engaged and enlightened citizens.

## ARTICLE TWO: MEMBERSHIP

**Section 1. Composition.** The Board shall consist of nine members appointed by the Governor of Virginia, subject to confirmation by the General Assembly of Virginia.

**Section 2. Term of Membership.** Every appointment to the Board shall be for a term of four years, except that appointments to fill vacancies other than by expiration of a term shall be for the unexpired terms. No member of the Board shall be appointed to more than two consecutive four-year terms.

## ARTICLE THREE: OFFICERS

**Section 1. President.** The President of the Board shall be elected by a majority of the Board members. The President shall be elected from the Board membership for a term of two years. The President may succeed himself or herself. The election of the President shall be by a recorded vote.

The President shall preside over meetings of the Board, and shall have all powers and duties as necessary to fulfill the role of chief executive of the Board and its presiding officer and as may be, from time to time, conferred or prescribed by the Board. The President shall exercise supervision and direction over the Board's goals and affairs and discharge all duties generally pertaining to such office as the executive head of an organization of this character, subject to the control of the Board members. The President shall appoint members of the Board to serve on standing committees and appoint special committees with non-Board members as deemed necessary.

**Section 2. Vice President.** The Vice President of the Board shall be elected by a majority of the Board members. The Vice President shall be elected from the Board membership for a term of two years. The Vice President may succeed himself or herself. The election of the Vice President shall be by a recorded vote.

The Vice President shall have such powers and perform such duties as may from time to time be conferred or prescribed by the Board. In the absence of the President, the Vice President shall discharge all such executive duties of the office of President. If a vacancy occurs in the office of the President, the Vice President shall assume the role of Interim President, until an election of officers takes place at the first regular Board meeting after the vacancy occurs.

**Section 3. Secretary.** In accordance with § 22.1-23 of the *Code of Virginia*, the Superintendent of Public Instruction shall serve as Secretary of the Board and shall perform such other duties as the Board may prescribe. The Secretary shall attend all meetings of the Board and record all votes and the proceedings of the meetings and shall perform like duties for any standing committees. The Secretary shall give notice of all meetings of the Board in accordance with § 2.2-3707 of the *Code of Virginia*, and shall perform such other duties as may from time to time be prescribed by the Board or the President, under whose supervision he or she shall act.

**Section 4. Other Officers.** Additional officers, in the discretion of the Board, may be elected from time to time to perform such duties and undertake functions designated by the Board.

**Section 5. Election of Officers.** The term of office for the President and Vice-President shall be two years, but shall end upon the end of a member's appointment or resignation from the Board. The election of officers shall take place at a regular Board meeting. Following the conclusion of the term of office of the current President, Vice President or any other officer approved by the Board, or in the case of a vacancy, the election of officers shall take place at the next regular Board meeting. If a vacancy occurs prior to the conclusion of the regular term of office of an officer, the election to fill that vacancy may take place at the current Board meeting, but no later than the next regular Board meeting.

## **ARTICLE FOUR: MEETINGS**

**Section 1. Regular Meetings.** Prior to January of the applicable calendar year, the Board shall adopt a tentative schedule for regular meetings for the calendar year. Such schedule shall note the term of office for the Boards' officers and when any elections will occur. Such schedule shall be subject to the change, alteration, or adjustment by the Board as it deems appropriate to accommodate the operation of the Board.

Although it is not a requirement, the Board has generally met monthly except for the months of August and December. Regular meetings are typically held on the fourth Thursday of the month, except as scheduled to avoid holidays or other events of interest to the Board.

**Section 2. Special Meetings.** A special meeting of Board members may be called by the President in his or her sole discretion. In the absence of the President, the Vice President or Secretary, upon written request to the Secretary by five or more members of the Board, shall call

a special meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Board.

**Section 3. Standing Committee Meetings.** Meetings of the Board's standing committees shall generally be scheduled on the day before the Board's regular meeting, as needed. The President or the Chair of the standing committee may call a meeting of a Board's standing committee.

**Section 4. Attendance at Meetings.** Board members are expected to attend all regular meetings, special meetings, and standing committee meetings for which they are a member. If a Board member is unable to attend a meeting called in accordance with these bylaws, he or she shall promptly notify the Secretary.

**Section 5. Place of Meetings.** Meetings of the Board shall ordinarily be held at the office of the Superintendent of Public Instruction. The Board may hold meetings at such other place or places, for any time period, within the Commonwealth of Virginia, as designated in advance by the Board or the President, or in the absence of the President, by the Vice President.

**Section 6. Adjournment.** Any duly called meeting of the Board may be adjourned to a later time and place, determined by the Board members present, whether such members constitute a quorum for transaction of business, provided that such time and place are announced at the meeting. No other notice of the adjourned meeting shall be required.

**Section 7. Voting Proxies.** At meetings of the Board, all members present shall be entitled to exercise voting rights on all matters. Members not present at a meeting shall not be entitled to vote, except as provided in Article 4, Section 11.

**Section 8. Notices of Meetings.** Written notice stating the date, time, and location of any meeting of the Board, and in case of a special meeting the purpose for which the meeting is called, shall be given to each Board member not less than seven days before the date of the meeting by or at the direction of the President, or the Secretary, or the persons calling the meeting. A notice shall be deemed duly given to a Board member when it is: (1) adopted by the Board as part of its tentative regular meeting schedule and is not subsequently changed or altered in accordance with Article 4, Section 1, or (2) when it is sent via e-mail, fax, or postal mail to the address on record for the Board member.

Written notice stating the date, time, and location of any meeting of the Board shall be provided to the public at least three working days prior to the meeting and in accordance with § 2.2-3707 of the *Code of Virginia*.

**Section 9. Voting and Quorum.** Each member of the Board shall be entitled to one vote with respect to each matter voted on by the Board. A majority of the members of the Board physically assembled at one primary or central location shall constitute a quorum for the transaction of business. Except as expressly provided otherwise in these bylaws, the vote of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board.

**Section 10. Conflict of Interest.** Board members shall read and familiarize themselves with the provisions of the State and Local Government Conflict of Interests Act, and in any case where a member has a personal interest in a particular vote of the Board, such member(s) shall excuse himself or herself from the vote of the Board.

In accordance with § 2.2-3128 and § 2.2-3130 of the *Code of Virginia*, members of the Board shall participate in an orientation course related to the provisions of the State and Local Government Conflict of Interests Act within two months of his or her appointment to the Board and at least once during each consecutive period of two calendar years.

**Section 11. Electronic Participation.** It is the policy of the Virginia Board of Education that individual Board and committee members may participate in meetings of the Board and its committees by electronic means as permitted by § 2.2-3708.1 of the *Code of Virginia*. Participation shall include, but is not limited to, voting rights on all matters. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

This policy shall apply to regular and special meetings of the Board, standing and special committee meetings of the Board, and meetings of the Board's advisory committees.

Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the Board to be physically assembled at the primary or central meeting location, and there must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location. The reason that the member is unable to attend the meeting and the remote location from which the member participates must be recorded in the meeting minutes. When such individual participation is due to an emergency or personal matter, such participation is limited by law to two meetings or 25 percent of the meetings of the public body per member each calendar year, whichever is fewer.

Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act. 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 policy, such disapproval shall be recorded in the minutes with specificity.

## **ARTICLE FIVE: EXECUTIVE SESSIONS**

The Board may decide to go into executive session at any of its meetings in accordance with the laws of the Commonwealth of Virginia. Prior to such action, the Board must adopt a motion to go into executive session. The Board shall discuss only matters in an executive session as specified by the Virginia Freedom of Information Act or other applicable law. The Board may take no final action on any item in executive session. At the conclusion of any executive session, the Board must reconvene in public session and take a vote of the membership to come out of executive session.

## **ARTICLE SIX: ACTIONS OF THE BOARD**

All actions adopted by the Board shall be signed by the President and shall remain in effect until repealed, amended, or otherwise suspended by subsequent action. The Secretary shall maintain an appropriate record of all Board actions in effect and make such record available to the Board and the public upon request.

## **ARTICLE SEVEN: AGENDA FOR MEETINGS**

The Board will have a published agenda for all regularly scheduled public meetings. Items may be placed on the agenda by the Superintendent of Public Instruction or any member of the Board through the President of the Board. Final decision on the placement of items on the agenda will be made by the President of the Board.

Items may be added to the agenda by a majority vote of the Board.

## **ARTICLE EIGHT: CONSENT AGENDA/BOARD REVIEW PROCEDURES**

**Section 1. Consent Agenda.** The President or presiding officer may place any item on the consent agenda for the applicable Board meeting. Items may also be placed on the consent agenda by majority vote of the Board. The consent agenda shall be adopted by a majority vote of the Board. Such item may be removed from the consent agenda by any Board member wishing to have it placed on the regular Board meeting agenda.

**Section 2. Action on Items.** Items that are not placed on the consent agenda but which require the Board's action must be reviewed by the Board at a minimum of two separate meetings. Such review shall consist of at least a first review and a final review. Action may be taken on an item when it is brought to the Board for final review. The Board may waive the requirement for two separate reviews of any agenda item by majority vote.

The materials for each item requiring Board action must be provided to all members not less than seven days before the meeting in which first review has been scheduled. The Board may waive this requirement for advance receipt of materials only by unanimous vote of the Board members present.

## **ARTICLE NINE: COMMITTEES**

**Section 1. Standing and Special Committees.** The Board may create standing committees composed of Board members and non-Board members, as it shall deem appropriate, and impose upon such committee or committees such functions and duties, and grant such rights, powers, and authority as the Board shall prescribe. The President shall appoint all members to serve on standing committees.

Special committees of the Board may be established and appointed by the President for specific

assignments. All special committees shall report their findings and recommendations to the Board. All special committees shall dissolve upon the completion of their stated assignment or by act of the Board.

**Section 2. Advisory Committees.** Advisory committees may be created by the Board for special purposes to include, but not be limited to, federal and state-mandated committees. An advisory committee shall be composed of persons who represent the views and interests of the general public and who are known to be qualified to perform their duties. Personnel of the Department of Education may be appointed to the committee, as members or as consultants. Unless otherwise prescribed by state or federal law or regulations, all appointments to an advisory committee shall be made by the Board upon the recommendations of the Superintendent of Public Instruction.

Each committee shall be instructed as follows:

1. The length of time each member is being asked to serve;
2. The service the Board wishes the committee to render, the extent and limitations of its responsibilities;
3. The resources the Board will provide;
4. The approximate dates on which the Board wishes to receive reports; and
5. The responsibilities for the release of information.

The Board possesses legal powers and prerogatives that cannot be delegated or surrendered to others; therefore, all recommendations of an advisory committee must be submitted to the Board for action. The Board shall have sole power to dissolve any of its advisory committees and shall reserve the right to exercise this power at any time.

Advisory committees to the Board of Education shall be established and operate in accordance with the procedures specified herein under Article 15.

## **ARTICLE TEN: PUBLIC PARTICIPATION**

Members of the public are encouraged to attend all Board meetings, except executive sessions as defined by the Freedom of Information Act, and may record the proceedings in writing or by using a recording device.

The Board will provide an opportunity for members of the public to address the Board at its meetings, as appropriate, during the public comment portion of the meeting.

At its regular meetings, members of the public may address the Board during the public comment portion of the meeting on any matter related to public education which includes the actions of the Board. During the public comment portion of any committee of the Board or any advisory committee of the Board, the Board requests that members of the public only address the committee on matters on the committee's published agenda and any matters added to the agenda during the meeting by the committee.

Requests to address the Board or one of its committees during the public comment portion of the meeting shall include the subject to be discussed and the name of the speaker.

Requests to address the Board or one of its committees during the public comment portion of the meeting should be submitted to the Department of Education in advance of the meeting, but may be submitted the day of the meeting, at the discretion of the President or committee chairperson. In honoring such requests, the Board will limit such comments to three minutes for each speaker at the discretion of the President or committee chairperson.

The Board President or committee chairperson may, in his or her discretion, extend the public comment portion of the meeting, allocate the time available for public comment, adjust the order of speakers, or take other reasonable measures to ensure that the Board hears multiple views on any matter presented to the Board.

Public comment speakers will be encouraged to provide multiple written copies of their comments or other materials amplifying their views.

## **ARTICLE ELEVEN: BOARD OPERATIONS**

**Section 1. Promulgation and Adoption of Regulations.** The Board shall promulgate such regulations as may be necessary to carry out its powers and duties. Regulations recommended for adoption by the Board shall be promulgated in accordance with the Administrative Process Act and Virginia Register Act, as well as any applicable Executive Order by the Governor.

**Section 2. Contracts.** The President and Secretary of the Board shall sign all contracts and agreements entered into by the Board unless the Board delegates to a specific person other than these two officers.

**Section 3. Official Papers.** All official records of the Board shall be open for public inspection. Further, the official records of the Board shall be kept on file in the Department of Education for a period of five years, after which the record shall be maintained in accordance with the Records Retention and Disposition Schedule prescribed by the Library of Virginia.

Minutes of all meetings shall be filed electronically, as required by § 2.2-3707.1 of the *Code of Virginia*. Draft minutes of meetings shall be posted as soon as possible but no later than ten working days after the conclusion of the meeting. Final approved meeting minutes shall be posted within three working days of final approval of the minutes.

**Section 4. Compensation and Expenses.** Members of the Board may receive a per diem, or portion thereof, in an amount set by the General Assembly while attending regular and special meetings of the Board or while participating in Board-related activities pursuant to § 2.2-2813 of the *Code of Virginia*. The members of the Board may receive reimbursement for reasonable expenses incurred while attending meetings of the Board or any committee thereof, or in performing duties as a member of the Board, in accordance with applicable state laws and regulations. Board members are encouraged to attend at least one regional or national meeting per year related to the responsibilities of the Board of Education. Reimbursement may be

available for expenses to attend such meetings at the discretion of the Secretary.

## **ARTICLE TWELVE: AMENDMENTS**

These bylaws may be altered, amended, or repealed only by a vote of at least seven members of the Board after a first and final review has been completed in two separate meetings. The requirement for a first and final review at two separate meetings may not be waived by the Board, unless such waiver is approved by every member of the Board.

## **ARTICLE THIRTEEN: MISCELLANEOUS**

**Section 1. Addresses.** The addresses and/or telephone numbers used for any notice given under the bylaws shall be those appearing on the books of the Board, and it shall be the individual member's responsibility to ensure that the Secretary has the correct address.

**Section 2. Robert's Rules.** Except as otherwise stated herein, all meetings of the Board shall be governed by the current edition of Robert's Rules of Order.

**Section 3. Gender.** All personal pronouns used in these bylaws, whether used in the masculine, feminine, or neuter gender, shall include all other genders, the singular shall include the plural, and vice versa, as the context may require.

**Section 4. Repeal of All Previous Acts.** All previous enactments of the Board's bylaws prior to the date set forth below are hereby repealed and declared null and void.

**Section 5. Copy to All Members.** The Board hereby directs the Secretary to provide all Board members with a current copy of these bylaws and all amendments thereto.

## **ARTICLE FOURTEEN: REVISING THE STANDARDS OF QUALITY**

Pursuant to § 22.1-18.01 of the *Code of Virginia*, the Board and its respective standing committee shall in even-numbered years, exercise its constitutional authority to determine and prescribe the Standards of Quality by reviewing the standards and either (i) proposing amendments to the standards or (ii) making a determination that no changes are necessary.

The results of the Board's review and any recommended changes shall be communicated to the Governor and also to the Chairmen of the House Committee on Education, the House Committee on Appropriations, the Senate Committee on Education and Health, and the Senate Committee on Finance.

## **ARTICLE FIFTEEN: ADVISORY COMMITTEE OPERATIONS**

**Section 1. Purpose.** For any advisory committee established under Article 9, the Board shall specify the purpose of the advisory committee, and shall specify the extent and limitations of the committees' responsibilities. Such purpose shall be in accordance with the Board of Education bylaws and any applicable state or federal law or regulation. Advisory committees shall act

within the scope of authority specified by the Board. All advisory committee members acknowledge, by virtue of their service on the advisory committee, that their authority with respect to work of the advisory committee is limited to the matters assigned to it by the Board and by applicable state or federal law or regulation.

The Board shall direct advisory committees to undertake studies or assignments on specific topics and to make recommendations related to specific issues. The Board shall give a charge to each advisory committee as the Board president deems necessary and appropriate. The advisory committees shall report back to the Board on its findings and recommendations of those topics and issues identified by the Board for its review within the timeframe requested by the Board.

Each advisory committee shall make an annual report to the Board of Education. The annual report shall include the findings and recommendations of those issues and topics identified by the Board for deliberation by the committees, or an update on the advisory committee's progress.

The Board may dissolve an advisory committee at any time, unless the advisory committee is required by state or federal laws or regulations. An advisory committee shall be deemed dissolved if it has conducted no business for 12 or more consecutive months. At its discretion, however, the Board may reconstitute an advisory committee that has been dissolved.

**Section 2. Operating Procedures.** The operating procedures outlined in this article shall govern the proceedings of all advisory committees, unless otherwise provided in state or federal law or regulations. All proceedings of advisory committees' meetings shall be as prescribed by Robert's Rules of Order.

The Superintendent of Public Instruction shall determine the staff and funding resources needed to conduct the business of advisory committees.

**Section 3. Membership.** The Board shall determine the number of members to serve on an advisory committee, and shall appoint the members of the committee, as specified in Board bylaws under Article 9, Section 2, except as provided by state or federal law or regulation. Nominations for all vacant positions will be solicited as widely as practicable and on forms provided by the Virginia Department of Education.

Members of advisory committees shall not receive compensation for their service, but may be reimbursed for travel expenses in accordance with state travel guidelines set forth by the Department of Accounts.

The Board, at its discretion, may appoint a member of the Board to serve as a liaison to the advisory committee.

**Section 4. Term of Service.** Appointments to an advisory committee shall be for a term of three years. Members of an advisory committee may be re-appointed, with no member serving more than two consecutive three-year terms. Any vacancies shall be filled by the Board.

**Section 5. Advisory Committee Chair.** The role of the committee chair is to conduct the meetings. The initial chair of an advisory committee shall be appointed by the President of the Board or, at the President's discretion, co-chairs may be appointed. Thereafter, upon any expiration of term or vacancy of such positions, the chair or co-chairs shall be elected by the advisory committee according to Robert's Rules of Order. No co-chair may act on any matter pertaining to this joint office without the consent of the other co-chair. The chair shall have individual voting rights on all matters before the advisory committee and shall be responsible to present the findings and recommendations of the advisory committee at least annually and at other times requested by the Board. The committee may elect a vice chair, in accordance with Robert's Rules of Order, who presides if the chair is unable to attend the meeting.

**Section 6. Meetings.** All meetings of an advisory committee shall be held in a location and in a facility that is accessible to the public, as provided by the Freedom of Information Act. The Department of Education shall give notice of all meetings of the Board's advisory committees in accordance with § 2.2-3707 of the *Code of Virginia*.

There shall be a published agenda for all meetings set by committee chair or co-chairs, with the assistance of Department of Education staff and with the Board liaison to the committee, if applicable.

A majority of the members of the advisory committee physically assembled at one primary or central location shall constitute a quorum for the transaction of business. The vote of a majority of the advisory committee members present at any meeting at which a quorum is present shall be the act of the advisory committee. Each member of an advisory committee shall be entitled to one vote with respect to any matter voted on by the advisory committee. Members not present at a meeting shall not be entitled to vote.

Advisory committee members shall read and familiarize themselves with the provisions of the State and Local Government Conflict of Interests Act, and in any case where a member has a personal interest in a particular vote of the advisory committee, such member(s) shall excuse himself or herself and shall not vote on that matter.

**Section 7. Official Papers.** All official records of advisory committees shall be kept on file in the Department of Education and shall be open to inspection as provided by the Freedom of Information Act. All records shall be maintained in accordance with the Records Retention and Disposal Schedule prescribed by the Library of Virginia.

Minutes of all meetings shall be filed electronically, as required by § 2.2-3707.1 of the *Code of Virginia*. Draft minutes of meetings shall be posted as soon as possible but no later than ten working days after the conclusion of the meeting. Final approved meeting minutes shall be posted within three working days of final approval of the minutes.

The undersigned, being the duly elected President of the Virginia Board of Education, hereby certifies that the foregoing bylaws were duly adopted by its members as of the date and signature below.

Adopted in the Minutes of the Virginia Board of Education:

June 22, 2000

Amended October 19, 2000

Amended October 22, 2001

Amended September 22, 2004

Amended February 25, 2016, Dr. Billy K. Cannaday, Jr., President