

# COMMONWEALTH OF VIRGINIA

## CHARITABLE GAMING BOARD

### BYLAWS

As Adopted on September 9, 2003

#### ARTICLE I – NAME, AUTHORITY, AND MEMBERSHIP

1.1. Name. The Charitable Gaming Board (hereinafter referred to as “the Board”) is established as a policy board pursuant to § 2.2-2100 of the Code of Virginia in the executive branch of state government.

1.2. Duties. The purpose of the Board shall be to promulgate regulations in accordance with the Administrative Process Act (§ 2.2-4000 *et seq.*) not inconsistent with the laws of Virginia; advise the Department of Charitable Gaming on the conduct of charitable gaming in Virginia and recommend changes to § 18.2-340.15 *et seq.*; and to keep a complete and accurate record of its proceedings, pursuant to § 2.2-2456.

1.3. Membership. The Board shall consist of nine members appointed by the Governor subject to confirmation by the General Assembly pursuant to § 2.2-2455.B..

1.4. Vacancies – Vacancies shall be filled by the Governor in the same manner as the original appointment for the unexpired portion of the term.

1.5. Staffing – Staff to the Board shall be provided by the Department of Charitable Gaming.

#### ARTICLE II – MISSION OF BOARD

To control all charitable gaming in the Commonwealth through prescribed regulations that seek to ensure the integrity of gaming, maintain the highest quality environment to eliminate fraud, and provide assistance to qualified organizations to enhance their financial progress.

#### ARTICLE III – OFFICERS OF THE BOARD

3.1. Chairman. The Board shall elect a Chairman from among its members, and election shall be by majority vote. The Chairman will serve a two-year term.

The Vice-Chairman shall fill a vacancy in the office of Chairman for the applicable term, until such time that the Governor may appoint a new member. Upon appointment of the new member, the Board shall hold an election at its next scheduled meeting to select a Chairman and a Vice-Chairman. These officers shall fill the balance of the term.

The functions of the Chairman shall include, but not limited to:

- 3.1.a. Presiding at meetings of the Board;
- 3.1.b. Calling special and emergency Board meetings as appropriate;
- 3.1.c. Appointing, subject to Board approval, any special committees and related chairs;
- 3.1.d. Representing the Board and acting as its official spokesperson where appropriate;
- 3.1.e. Performing such other duties as the Board may direct.

3.2. Vice-Chairman. The Board shall elect a Vice-Chairman who shall preside at the Board meetings in the absence of the Chairman. The Vice-Chairman will serve a 2-year term and shall assume the Chairmanship should a vacancy in that office arise.

#### **ARTICLE IV – MEETINGS OF THE BOARD**

4.1. Regular Meetings. The Board shall meet at least four times a year, and other meetings may be held at any time or place determined by the Board or upon call of the Chairman or upon a written request to the chairman by any two members. Board meetings shall be open to the public except when a closed meeting has been appropriately convened in accordance with the Freedom of Information Act. All members shall be notified of the time and place of any regular meeting at least ten days in advance.

4.2. Special Meetings. Other meetings may be held at any time or place determined by the Board, upon call of the Chairman, or upon a written request to the Chairman by any two members. All members shall be notified of the time and place of any special meeting at least ten days in advance.

4.3. Emergency Meetings. If an emergency exists and the Board members are unable to meet in a regular or special meeting, the Board may hold an emergency meeting. Such emergency meeting may be conducted by telephonic means in accordance with the Freedom of Information Act. All members shall be given such notice of any emergency meeting as is reasonable under the circumstances. The nature of the emergency shall be stated in the minutes.

4.4. Quorum. A quorum shall consist of five members. The decision of a majority of those members present and voting shall constitute a decision of the Board.

4.5. Conduct of Business. The latest edition of *Robert's Rules of Order* shall govern proceedings of the Board. In any case in which *Robert's Rules of Order* is in conflict with these bylaws, the bylaws shall govern. Thereafter, in any case in which the bylaws conflict with any provision of the Code of Virginia, then the Code of Virginia shall govern.

4.6. Meeting Attendance. The absence of a Board member from two or more regular meetings in one calendar year without the approval of the Board shall result in a report on said absences being forwarded to the Governor for whatever action may be deemed appropriate.

4.7. Participation in Meetings. Unless specifically invited to address the Board as part of the planned agenda, guests shall be allowed the floor only at the discretion of the Chairman

4.8. Voting. Voting on any matter shall normally be by voice vote. However, a roll call vote shall be called and recorded on any one issue if requested by at least one member of the Board. Voting on any matter at an emergency telephonic meeting or at any meeting at which a Board member is present by telephonic means shall be recorded by name in roll call fashion and included in the minutes. In a case of a tie, the question is defeated. There shall be no voting by proxy, and each member shall be entitled to only one vote on a single motion.

#### **ARTICLE V – CONFLICTS OF INTEREST – ABSTENTION AND RECUSAL**

Board members shall abstain or otherwise recuse themselves from voting on any matter in which they or a member of their immediate family have a personal or other interest in a transaction as defined in § 2.2-3101 of the Code of Virginia. Following such abstention and/or recusal, the Board member shall abstain from both decision-making and voting on such matter. When a member abstains from voting due to a matter of personal interest before the Board, the minutes shall both reflect the abstention and if the member so desires, the reason for the abstention.

#### **ARTICLE VI – COMPENSATION AND EXPENSE REIMBURSEMENT**

For each day or part thereof spent in the performance of his duties, each member of the Board shall receive such compensation and reimbursement for his reasonable expenses as provided in § 2.2-2104, Code of Virginia.

#### **ARTICLE VII – DOCUMENTS AND PUBLIC RECORDS**

The Board shall keep a complete and accurate record of its proceedings and any other public records not exempt from disclosure under the Freedom of Information Act available for public inspection and copying during regular office hours at the Richmond office of the Department of Charitable Gaming.

#### **ARTICLE VIII – AMENDMENTS**

The bylaws may be amended by a majority vote of the Board members at a regular meeting of the whole Board provided that written notice setting forth in detail the contents of the proposed amendment(s) has been distributed to all members at least ten days prior to the meeting.