

**SMALL BUSINESS COMMISSION  
FAIRFAX COUNTY, VIRGINIA  
CHARTER AND BYLAWS**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. Name.** The name of this organization is the Fairfax County Small Business Commission.

**Section 2. Purpose.** The purpose of the Fairfax County Small Business Commission is to: (a) study, report and make recommendations on issues of concern to small businesses in Fairfax County; (b) advise and assist the Board of Supervisors, County Executive and County employees on any matter that will enhance the capability of small businesses to succeed in Fairfax County; and (c) promote and assist small businesses generally, but especially with respect to minority-owned and emerging businesses, to establish themselves, develop, and succeed in their pursuits of commercial opportunities and in their vendor relations with Fairfax County. Such matters are the formulation of policies or procedures which may affect the management, operation or financial stability of these businesses to better position them to do work in or for Fairfax County.

**Section 3. Powers.** The powers and duties of the Commission shall include all actions reasonably necessary to effectuate the Commission's Purpose not otherwise prescribed by law and specifically shall include: (a) evaluating the impact of proposals and existing laws, regulations and practices on small businesses; (b) assessing applicable small business assistance programs and examining ways to enhance their effectiveness; (c) providing small business owners and advocates with a forum to address their concerns; (d) assisting small businesses in Fairfax County with matters of concern to them; and (e) coordinating with other organizations for the benefit of the small business community in Fairfax County.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Membership.** The Fairfax County Small Business Commission membership shall be comprised of 12 unpaid residents of Fairfax County appointed by the Board of Supervisors. Members shall represent key small and minority business organizations, as well as leaders in the small and minority business community. One Commission member shall be appointed to represent each County supervisor district, and three members shall be appointed to serve as at-large representatives.

**Section 2. Appointment.** Appointments of Commissioners shall be for a three-year term; provided, however, that in the event of a vacancy on the Commission, the Board of Supervisors may fill any such vacancy by appointing another person for the remaining unexpired balance of the term.

**Section 3. Severance of Membership.** Any Commissioner who fails to participate in the education and outreach work of the Commission or does not attend three consecutive meetings shall be subject to removal by the Board of Supervisors upon recommendation of the Commission.

**Section 4. Service by Members of the Commission.** Because the Commission is expected to provide education and outreach services to the business community, all Commissioner members are expected to participate in the provision of these services, and members shall serve on education and outreach projects at the call of the Chair.

### **ARTICLE III OFFICERS**

**Section 1. Officers and Terms of Office.**

- (a) The officers of the Commission shall be Chair and Vice Chair.
- (b) Any member of the Commission is eligible to serve in either of these offices.
- (c) The term of office shall begin on January 1 and shall be for a period of one year or until a successor takes office.
- (d) If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a quorum of members present. The newly elected officer shall complete the unexpired term of the officer succeeded.

**Section 2. Duties of Officers.**

- (a) The Chair shall preside at all general meetings of the Commission and is eligible to vote at all times. The Chair appoints standing committees and their chairperson with the consent of the majority of the Commission and appoints members to ad hoc committees and their chairperson unless overruled by a majority of the Commission. The Chair shall hold ex-officio membership on all committees. The Chair shall sign all documents necessary to carry out the functions of the Commission.
- (b) The Vice Chair shall perform the duties and exercise all the powers of the Chair at all Commission meetings which the Chair is unable to attend.

## ARTICLE IV COMMITTEES

**Section 1. Standing Committees.** The standing committees of the Commission shall be: Legislative and Policy, Education and Outreach, Vendor Comments Board, Community Business Partnership; and such other standing committees as are appropriate to perform the functions of the Commission.

**Section 2. Composition and Function of Standing Committees.**

- (a) Legislative and Policy
  1. The Legislative and Policy Committee shall be concerned with matters of government procurement activities at all levels.
  2. The Legislative and Policy Committee shall consist of three members at least one being from the Vendor Comments Board.
  
- (b) Education and Outreach
  1. The Education and Outreach Committee shall participate in the provision of these services to the business community and shall serve on education and outreach projects at the call of the Chair.
  2. The Education and Outreach Committee shall consist of three members.
  
- (c) Vendor Comments Board
  1. The Vendor Comments Board will give companies an independent forum to provide suggestions on how Fairfax County can improve its procedures for buying goods and services.
  
- (d) Community Business Partnership
  1. One member from the Commission shall serve on the Community Business Partnership Board.
  2. The Commission representative shall have full voting rights.
  3. The Commission representative shall provide a written report to the Commission at the first meeting immediately following a Community Business Partnership Board meeting.
  
- (e) Other Standing Committees
  1. The Commission may establish other standing committees and determine the mission, composition, and duties of any such standing committees. Except as otherwise may be determined by the Commission, such committees shall be established for two-year periods.

**Section 3. Special Committees.** The Chair and/or Commission may appoint special committees as may be appropriate to perform the functions of the Commission.

**Section 4. Reports.** Each Committee shall transmit an annual written report to the Commission Chair who shall report salient developments as part of the Commission's Annual Report.

## **ARTICLE V MEETINGS**

**Section 1. Meeting and Notice of Meetings.** The Commission shall meet at least quarterly at the call of the Chair or at the call of any five members, with at least five days notice given to all members, with the exception of emergency meetings when notice shall be provided in accordance with the Virginia Freedom of Information Act. Meetings shall be held at a place arranged for by County staff with notice to be provided in accordance with the Virginia Freedom of Information Act.

**Section 2. Emergency Meetings.** Committee meetings may be held at the call of the Committee Chair or at the request of two members, with the exception of emergency meetings at least three days notice shall *be* given to all committee members.

**Section 3. Open meetings.** All meetings of the Commission shall be held in accordance with the Virginia Freedom of Information Act.

**Section 4. Minutes.** The Commission shall ensure that a written record is kept of all votes, actions, and formal recommendations. However, detailed minutes of meetings shall not be required.

## **ARTICLE VI QUORUM AND PROXIES**

**Section 1. Quorum.** A majority of members of the Commissioners shall constitute a quorum. In the event that neither the Chair nor Vice Chair is available, the member present with the longest tenure shall act as Chair. If a majority of members is physically present at the location of a meeting, then in the event of an emergency, a member may participate from a remote location through electronic communications pursuant to the limitations set forth in Virginia Code § 2.2-3808.1.

**Section 2. Proxies.** There shall be no proxies.

## **ARTICLE VII ANNUAL REPORT**

**Section 1. Annual Report.** At least annually, within the first quarter following the end of the calendar year, the Commission shall prepare and submit a report covering the previous calendar year's activities to the Board of Supervisors which shall include a summary of its activities over the past year and recommendations on legislative and/or policy initiatives or changes to further the objectives set forth in Article I of this Charter.

**ARTICLE VIII**  
**ETHICS AND CONFLICT-OF-INTEREST**

**Section 1. Ethics and Conflict-of-Interest.** The provisions of Virginia Code § 2.2-3103 shall apply to the Commission as an advisory agency to the Fairfax County government, and a member of the Commission shall not:

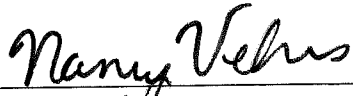
- (a) solicit or accept money or other thing of value for services performed within the scope of his or her official duties, except for reimbursement for authorized expenses;
- (b) offer or accept any money or other thing of value for, or in consideration of, the use of his or her public position to obtain a contract for any person or business with any governmental or advisory agency;
- (c) use for his or her own economic benefit or that of another party confidential information that he or she has acquired by reason of his or her public position 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 that member in the performance of his or her official duties; or
- (e) accept any business or professional opportunity when that member knows that there is a reasonable likelihood that the opportunity is being afforded to influence that member in the performance of his or her official duties.

**Section 2. Statement of Economic Interests.** In accordance with Virginia Code §§ 2.2-3115 and 3117, each Commissioner shall, upon appointment and annually, thereafter, complete a Commonwealth of Virginia Statement of Economic Interests and submit same to the Clerk to the Board of Supervisors.

**ARTICLE IX**  
**EFFECTIVE DATE AND AMENDMENT**

This Charter and Bylaws shall become effective immediately upon approval by the Board of Supervisors and may be amended only by the Board of Supervisors.

GIVEN under my hand this 22<sup>nd</sup> day of June 2010.

  
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Nancy Vehrs  
Clerk to the Board of Supervisors