

SMALL BUSINESS COMMISSION

FAIRFAX COUNTY, VIRGINIA

CHARTER AND BY-LAWS

ARTICLE I

NAME:

The name of this organization is:

The Fairfax County Small Business Commission, hereinafter referred to as the Commission.

ARTICLE II

PURPOSE AND RESPONSIBILITIES:

1. To advise and assist the Fairfax County Board of Supervisors, County Executive, School Board, Park Authority, Redevelopment and Housing Authority, Economic Development Authority, Department of Purchasing and Supply Management, Department of Public Works and Environmental Services, and all other boards, authorities, Commissions, agencies, and other governmental entities appointed by and/or receiving funds appropriated by the Board of Supervisors, on their efforts to promote the procurement of facilities, equipment, supplies, and services from small, minority-owned and/or women-owned enterprises or those owned by disabled persons in an equally competitive manner.
2. To advise and assist the Fairfax County government in its efforts to encourage the creation and growth of small, minority-owned and women-owned businesses and those owned by disabled persons in Fairfax County.

ARTICLE III

MEMBERSHIP:

1. The Commission shall be comprised of 12 residents of Fairfax County. There shall be one representative from each magisterial district and three at-large representatives.

2. Appointments of Commissioners shall be for three-year terms, staggered as that the terms of approximately one-third of the Commissioners expire every year. To accomplish this staggering of terms, five appointees shall be appointed for three years, five for two years, and five for one year. Selection for the terms of appointees shall be made by lots.
3. All Commissioners shall serve without compensation.
4. The Board of Supervisors intends to seek their appointments to the Commission from among the following organizations: Fairfax County Chamber of Commerce, Northern Virginia Urban League, Fairfax County Branch of the NAACP, Virginia Department of Minority Business Enterprise, Greater Washington Ibero-American Chamber of Commerce, Arab-American Business and Professional Association, Fairfax Disability Board and other groups representing small and minority businesses.
5. Non-voting liaison representatives to the Commission shall be designated by the Fairfax County School Board, Park Authority, Redevelopment and Housing Authority, Economic Development Authority, Department of Public Works and Environmental Services, Department of Purchasing and Supply Management, Office of Equity Programs, Office of Human Rights, and Commission for Women.
6. Administrative staff support for the Commission shall be provided by the Department of Purchasing and Supply Management.

ARTICLE IV

ELECTION OF OFFICERS:

1. An annual election of Chairperson and Vice-Chairperson shall be scheduled for the first regular Commission meeting of each calendar year. Any member of the Commission is eligible to serve in either of these offices. The term of each office shall commence the first meeting after the election and terminate when a successor takes office. 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.

2. A nominating subcommittee shall be appointed by the Chairperson, three months prior to the meeting at which officers are elected, to nominate a slate of candidates. The Chairperson shall not be a member of the nominating subcommittee.

ARTICLE V

DUTIES AND POWERS OF OFFICERS:

1. Chairperson: In addition to the well-recognized and inherent duties and powers of the office of the Chairperson, the Chairperson signs all actual documents necessary to carry out the functions of the Commission. The Chairperson has the authority to delegate appropriate functions to a member or members of the Commission and to request staff assistance from the Director, Department of Purchasing and Supply Management. The Chairperson presides over meetings of the Commission and is eligible to vote at all times. The Chairperson appoints standing committees and their Chairpersons with the consent of the majority of the Commission and appoints special committees and their Chairpersons unless overruled by a majority of the Commission.
2. Vice-Chairperson: In the event of the absence of the Chairperson, the Vice-Chairperson shall perform all the duties and exercise all the powers of the Chairperson.

ARTICLE VI

COMMITTEES:

1. The Commission may establish as many standing and special committees as may be required to perform its functions. Initial standing committees are the following: (1) legislative and policy; and (2) education and outreach. Creation of any new standing committee shall require the approval of a majority of the Commission.
2. The Commission shall provide education and outreach services to the small and disadvantaged business community. All Commissioners shall be expected to participate in the provision of these services and shall serve on education and outreach projects at the call of the Chairperson.

ARTICLE VII

MEETINGS OF THE COMMISSION:

1. The Commission shall meet at least quarterly at the call of the Chairperson, or at the call of any five members, with at least five days notice given to all members. Meetings shall be held at a place arranged for by the staff of the Department of Purchasing and Supply Management.
2. Committee meetings may be held at the call of the committee Chairperson or at the request of two members, with at least two days notice given to all committee members.
3. All meetings of the Commission shall be open to the public.
4. 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 VIII

QUORUM AND PROXIES:

Fifty percent of the Commissioners shall constitute a quorum. In the event that neither the Chairperson nor the Vice-Chairperson is available, the member present with the longest tenure shall act as Chairperson. There shall be no proxies.

ARTICLE IX

VOTING:

In making any recommendations, adopting any plan or approving any proposal, action shall be taken by a majority vote of members present and voting, unless otherwise herein provided. Upon the request of any member, the vote of each member on any matter shall be made a matter of record.

ARTICLE X**ATTENDANCE AND PARTICIPATION:**

Any Commissioner without good cause acceptable to a majority of the other Commissioners, who does not attend a reasonable number of Commission meetings, or who fails to participate in the education and outreach work of the Commission, shall be subject to removal by the Board of Supervisors upon recommendation of the Commission.

ARTICLE XI**ANNUAL REPORT TO THE BOARD OF SUPERVISORS:**

At least annually, in December, the Commission shall prepare and submit a report 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 II of this Charter.

ARTICLE XII**ETHICS AND CONFLICT-OF-INTEREST:**

1. The provisions of §2.1-639.4 of the *Code of Virginia* apply to the Commission as an advisory agency to the Fairfax County government. Accordingly, Commissioners shall not, among other things:
 - a. solicit or accept money or other thing of value for services performed within the scope of their 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 their public positions to obtain a contract for any person or business with any governmental or advisory agency;
 - c. use for their own economic benefit or that of another party confidential information which they have acquired by reason of their public positions 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 them in the performance of their official duties; or
 - e. accept any business or professional opportunity when they know that there is a reasonable likelihood that the opportunity is being afforded them to influence them in the performance of their official duties.
2. In accordance with §§2.1-639.14 and 15 of the *Code of Virginia*, 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 XIII

PARLIAMENTARY PROCEDURES:

In all matters of parliamentary procedure not specifically covered by these by-laws, *Robert's Rules of Order*, newly revised, shall govern.

ARTICLE XIV

EFFECTIVE DATE AND AMENDMENT:

This Charter and these by-laws shall become effective immediately upon an affirmative vote of the Board of Supervisors and may be amended only by the Board of Supervisors.