

PUBLIC GUARDIAN AND CONSERVATOR ADVISORY BOARD

BYLAWS

ARTICLE I

Purpose, Duties, Responsibilities

Section 1.1. Purpose

The Public Guardian and Conservator Advisory Board (“Board”) is established as an advisory board within the meaning of [§ 2.2-2100](#) of the Code of Virginia, in the executive branch of state government. The purpose of the Board, as established by [§ 51.5-149.1](#), shall be to report to and advise the Commissioner of the Department for Aging and Rehabilitative Services (“Department”) on the means for effectuating the purposes of §§ 51.5-149 et seq., and to assist in the coordination and management of the local and regional programs appointed to act as public guardians and conservators pursuant to Chapter 20 ([§ 64.2-2000](#) et seq.).

Section 1.2. Duties and Responsibilities

In accordance with [§ 51.5-149.2](#), the Board shall have the power and duty to:

- a. Assist in the coordination and management of the local and regional programs appointed to act as public guardians and conservators pursuant to [§ 64.2-2000](#) et seq;
- b. Provide advice and counsel on the provision of high-quality guardianship service and avoidance of conflicts of interest;
- c. Promote the mobilization of activities and resources of public and private sector entities to effectuate the purposes of the Virginia Public Guardian and Conservator Program;
- d. Make recommendations regarding appropriate legislative and executive actions to enhance and improve the Virginia Public Guardian and Conservator Program; and
- e. Submit to the Department by October of each odd-numbered year a report regarding the activities and recommendations of the Board, to be posted on the Department’s website.

ARTICLE II

Membership & Staff Support

Section 2.1. Board Composition

In accordance with [§ 51.5-149.1](#), the Board shall consist of no more than 15 members who shall be appointed by the Governor as follows:

- a. one representative of the Virginia Association of Area Agencies on Aging;
- b. one representative of the Virginia State Bar;
- c. one active or retired circuit court judge upon recommendation of the Chief Justice of the Supreme Court;
- d. one representative of The Arc of Virginia;
- e. one representative of the National Alliance on Mental Illness of Virginia;

- f. one representative of the Virginia League of Social Service Executives;
- g. one representative of the Virginia Association of Community Services Boards;
- h. the Commissioner of Social Services or designee;
- i. the Commissioner of Behavioral Health and Developmental Services or designee;
- j. one person who is a member of the Commonwealth Council on Aging; and
- k. such other individuals who may be qualified to assist in the duties of the Board, which may include a representative of the Commonwealth's designated protection and advocacy system.

Section 2.2. Term of Office

In accordance with [§ 51.5-149.1](#), the term of office for members is as follows:

- a. The Commissioners of Social Services and Behavioral Health and Developmental Services, or their designees, and the member of the Commonwealth Council on Aging shall serve terms coincident with their terms of office or, in the case of designees, the term of the Commissioner.
- b. Of the other members of the Board,
 - i. All appointees shall serve four-year terms.
 - ii. A member may be reappointed to serve a second four-year term.
 - iii. No member may serve more than two successive terms.
 - iv. A vacancy occurring other than by expiration of term shall be filled for the unexpired term. Such unexpired term shall not constitute a term in determining the member's eligibility for reappointment.
- c. A member who is unable to fulfill his or her term shall provide written notice of resignation by mail or email to the Board Chair and to Department staff.
- d. A member whose term has expired may continue serving in their role on the Board until a new member has been appointed to replace him or her.
- e. The completion of a term does not require a member to submit notice of resignation; however, a member should inform the Chair and Department staff whether he or she intends to seek reappointment upon expiration of a first term or if he or she intends to remain on the Board until a successor is appointed upon the expiration of a second term.

Section 2.3. Reimbursement

In accordance with [§ 51.5-149.1](#), members shall receive no compensation for their services but shall be reimbursed in accordance with Virginia travel laws and regulations for all reasonable and necessary expenses incurred in the discharge of their duties, as provided in [§ 2.2-2823](#).

Section 2.4. Attendance and Absences

- a. Members are expected to attend all regularly scheduled meetings.

- b. Members should confirm attendance or absence in advance of each meeting as requested by Department staff.
- c. Upon missing three consecutive meetings without notice to the Department, a member's attendance shall be reviewed by the Chair, in consultation with Department staff. Department staff shall advise the Commissioner of the Department of any reviews conducted pursuant to this provision. The Chair shall attempt to consult with the inactive member prior to deciding whether to direct Department staff to submit the review to the original appointing individual or body, which has the sole authority to terminate the relationship and appoint an individual to fill the vacancy for the unexpired term.

Section 2.5. Additional Member Responsibilities

- a. Newly appointed members shall attend an orientation provided by the Department and familiarize themselves with materials provided by the Department.
- b. All appointed members shall annually complete a Financial Disclosure Statement covering the preceding calendar year and submit it to the Secretary of the Commonwealth between January 1 and February 1.
- c. All appointed members shall complete a training on the Virginia Conflict of Interests Act as required by [§ 2.1-3130](#) within two months of appointment and every other year thereafter.

Section 2.6. Staffing

The Department shall

- a. provide staff support as required to conduct the business of the Board;
- b. offer newly appointed members an orientation to the Board;
- c. provide newly appointed members a copy of these Bylaws and other information pertinent to their duties, including information on the Virginia Freedom of Information Act (FOIA) and the Virginia Conflict of Interests Act (COIA).

ARTICLE III Officers

Section 3.1. Types

In accordance with [§ 51.5-149.1](#), the elected officers shall be a Chair and a Vice-Chair, elected each year by the Board from among its members.

Section 3.2. Terms

- a. Officers shall be elected for a term of one year. Elected officers may succeed themselves three times, provided that any such succession is consistent with their term of appointment to the Board.
- b. If the Chair is unable to complete his or her term, the Vice-Chair shall assume the office of Chair. A special election shall be held to elect a new Vice-Chair at the next regular Board meeting.

- c. If the Vice-Chair is unable to complete his or her term, a special election shall be held to elect a new Vice-Chair at the next regular Board meeting.

Section 3.3. Conduct of Elections

- a. Elections for the offices of Chair and Vice-Chair will be held at the Annual Meeting. (See Section 5.1.a., below.)
- b. Nominations for each office shall be accepted from the floor during the designated portion of the meeting and with the permission of the nominee.
- c. Only those members present at the meeting (in person or electronically) are entitled to vote. Elections shall be by voice vote or roll call upon request. In either situation, a majority vote of those present shall constitute election to office. If there is only one nominee for an office, the election may be by acclamation.
- d. Officers shall assume their duties at the close of the Annual Meeting.

Section 3.4. Duties of Officers

- a. Chair
 - i. The Chair shall preside at all meetings of the Board.
 - ii. The Chair shall establish special committees as necessary, appoint the chairs of such special committees, and serve as an ex officio member of all standing and special committees.
 - iii. The Chair shall act as official liaison between the Board and the Commissioner of the Department, speak officially for the Board as approved and authorized by a vote of the Board, and take any other actions deemed advisable by the Board.
- b. Vice-Chair
 - i. The Vice-Chair shall preside at any Board meeting for which the Chair is unable to assume the responsibility.
 - ii. The Vice-Chair shall be a member of the Legislative Committee and perform other duties as requested by the Chair.

ARTICLE IV Committees

Section 4.1. Standing Committees

There shall be one standing committee of the Board.

- a. Legislative Committee
 - i. The Legislative Committee shall be composed of five (5) members, including the Vice-Chair of the Board. The Board Chair shall appoint two (2) members, and two (2) additional members shall be elected by members present at the first Board meeting of the calendar year.

- ii. The Legislative Committee will develop, for the Board’s review and approval, appropriate legislative proposals and positions to enhance and improve the Virginia Public Guardian and Conservator Program.
- iii. The Legislative Committee will be responsible for following legislation and recommending positions for advocacy to the Board to present to the Commissioner.

Section 4.2. Special Committees

- a. The Board Chair may establish special committees for a particular purpose or to perform a specific assignment.
- b. The Board Chair shall be an ex officio non-voting member of any special committee and shall appoint the Chair of such bodies from the members of the Board.
- c. The appointed Chair of any special committee will appoint its members. A special committee may consult with outside parties, who shall not be deemed members of the Board. The Chair of any special committee shall regularly report to the Board on the activities of the special committee.
- d. Special committees may conduct activities necessary to their particular purpose or specific assignment.

Section 4.3. Committee Reporting and Authority

Prior to committing the Board to any course of action, standing and special committees must submit recommendations for consideration at a meeting of the full Board; approval must be given by voice vote of a majority of members present.

ARTICLE V Meetings

Section 5.1. Meeting frequency; public notice and input

- a. The full Board shall meet at least four times a year. The last meeting of the state fiscal year (ending June 30) shall be designated the “Annual Meeting.”
- b. All meetings of the Board, the Legislative Committee, and special committees shall be open to the public. Notice of the date, time, and place of such meetings shall be posted publicly.
- c. At least one copy of the proposed agenda, all agenda packets, and, unless exempt, all materials furnished to Board (or committee) members shall be made available for public inspection at the same time such documents are furnished to the Board (or committee).
- d. Public comments will be accepted. Non-members and members of the public shall be afforded an opportunity to provide input during two public comment periods per meeting, one at the beginning of the meeting and one at the end. Depending on the meeting agenda and timing, the time for public comments may be limited. The Board (or committee) shall also accept written public comments, which shall be acknowledged by the Chair during the meeting and shall appear in the minutes.

Section 5.2. Special Meetings

Special meetings may be called by the Chair or whenever a majority of the members so request.

Section 5.3. Quorum

- a. In accordance with [§ 51.5-149.1](#), at any regular or special meeting of the Board, five (5) members of the Board shall constitute a quorum.
- b. A quorum shall be required for any official action or vote of the Board.
- c. In the absence of a quorum, the members present may meet to hear informational items and minutes shall be recorded, but the Board shall not take any official action.
- d. For the Legislative Committee and special committees, a quorum shall constitute of majority of members serving on the committee.

Section 5.4. Governing Rules

The most recent edition of Roberts Rules of Order shall govern meetings of the Board and its committees in all cases to which the procedural rules are applicable and in which they are not inconsistent with these Bylaws.

Section 5.5. Minutes

Minutes shall be recorded for all meetings. Minutes shall be in writing and shall include (a) the date, time, and location of the meeting, (b) the members of the Board recorded as present and absent, and (c) a summary of the discussion on matters proposed, deliberated or decided, and (d) a record of any votes taken. All minutes shall be reviewed and approved at the next meeting of the respective Board or committee.

Section 5.6. Notice

Notice of all Board and committee meetings shall be emailed to each member at least seven days before the date of the meetings. In addition, all other requirements of [§ 2.2-3707](#) shall be followed.

Section 5.7. Electronic Participation

Electronic participation by members for Board and committee meetings shall be governed by the Board's Electronic Meeting Policy.

Article VI Amendments to the Bylaws

Section 6.1. Procedures for Amendment

- a. These Bylaws may be amended, supplemented or repealed by two-thirds vote of the members present at any properly noticed meeting of the Board, provided that notice of the proposed amendment, supplement or repeal shall have been included in the notice of such meeting.

- b. These Bylaws and any amendments thereto shall become effective immediately upon adoption.

These Bylaws were adopted on April 12, 2000, and amended on March 26, 2015, June 22, 2021, June 20, 2023, and September 10, 2024.