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**The Virginia School for the Deaf and the Blind
Board of Visitors**

Bylaws

In accordance with Section 22.1-346 of the Code of Virginia, as amended, The Board of Visitors of the Virginia School for the Deaf and the Blind (the “Board”) hereby adopts the following bylaws, effective as of the date and authorized signature below, for its own governance and to promulgate such regulations as may be necessary to carry out its powers and duties.

ARTICLE I: PURPOSE

The Virginia General Assembly in 2009, established the Board of Visitors of the Virginia School for the Deaf and the Blind (Board), as a agency in the executive branch of state government under the name of the “Virginia School for the Deaf and the Blind,” for the purpose of governing the educational programs and services to deaf, blind, and multi-disabled students enrolled at the Virginia School for the Deaf and the Blind.

ARTICLE II: MEMBERSHIP, ATTENDANCE, POWERS AND DUTIES

A. MEMBERSHIP

The membership on the Board shall be dictated by Va. Code 22.1-346.2(B).

B. ATTENDANCE AND PARTICIPATION, POWERS AND DUTIES

Individuals serving on the Board are expected to attend all meetings of the Board, take an active part in the Board’s deliberations, and serve on standing and special committees.

In the event of failure to perform the duties of a Board member or to attend at least one-half of the scheduled committee and Board meetings in a period of one fiscal year without good cause, the Board shall, at their next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor and the office of such member shall be thereupon vacant.

C. POWERS AND DUTIES

The powers and duties conferred upon the Board of Visitors by statute shall be exercised to accomplish the purposes and mission and to promote the general welfare of VSDB.

The Board shall have the following powers and duties:

1. Establish such rules, policies, and regulations for the governance of the Virginia School for the Deaf and the Blind.
2. Prescribe the criteria and procedures governing admissions to the school, and the review of student placement, to ensure the appropriateness of the placement and instructional program of each student admitted to the school pursuant to Section 22.1-348 and in accordance with federal and state special education laws and regulations.
3. Establish a policy governing the transportation of students at the school to permit frequent home visits by students, and to provide each student transportation to and from the school and the place of residence of such student's parent or guardian whenever the school is officially closed.
4. Prescribe and approve the education programs of the Virginia School for the Deaf and the Blind, in consultation with the Department of Education, the Virginia Department for the Deaf and Hard-of-Hearing, and the Virginia Department for the Blind and Visually Impaired.
5. Appoint the superintendent, other officers and the faculty of the school
6. Establish the qualifications, duties, and compensation of the superintendent, other officers, faculty and employees of the school. The Board shall establish salary schedules for all professional personnel which are competitive with those in effect for the school divisions in which the facility is located.
7. Prepare and submit to the Governor and General Assembly, beginning July 1, 2010 an annual report detailing the curricula and other educational programs and services of the school, including receipts and disbursements pertaining to the operation of the school for each fiscal year ending on June 30.
8. Establish salary schedules for all professional personnel which are competitive with those in effect for the school divisions in which the facility is located.

D. CONFLICT OF INTEREST. Membership on the Board is governed by any and applicable conflict of interest laws and ethic laws.

ARTICLE III: MEETINGS

Meeting of the Board of Visitors are of three types: regular meetings, special and closed meetings.

A. REGULAR MEETINGS

The regular meetings may be held quarterly. The meetings of the Board shall be held at the call of the Chairman or whenever the majority of the members so request. Regular

meetings of the Board shall be held on dates and at times to be determined by the Board. The Board shall meet no more than four times each year as proscribed by statute.

B. SPECIAL MEETINGS

Special meetings may be called by the Chairman of the Board or by a majority of the Board at such dates, times, and places as may be specified in the call for the meeting. No matter may be considered at any special meeting, which was not included in the call of that meeting, except by a two-thirds vote of the Visitors present at such special meeting.

C. CLOSED MEETINGS

The Board may decide to go into a closed meeting at any of its meetings. Prior to such action, the Board must adopt a motion to go into such a session. The closed meetings shall not count as meetings as described under Article III (c). The Board shall discuss only matters in a closed session as specified by the Virginia Freedom of Information Act.

D. AGENDA.

Any Board member may request that an item or issue be placed on the agenda of a meeting provided that the request is communicated to all Board members at least ten (10) days prior to the date set for such meeting. No item or issue may be added within the ten (10) day period or at the actual meeting unless consented to by a majority of the Board membership. The agenda will be mailed/emailed to all Board of Visitor members prior the meeting. The agenda for all meetings shall have a time set aside for the consideration of "New Business." Any Board member may introduce any issue or make a motion during the "New Business" portion of the meeting.

Matters which arise subsequent to the mailing of the agenda, and prior to the convening of the meeting of the Board, shall be presented to the Board at the time of the meeting in a supplementary agenda.

D. VOTING PROXIES.

At meetings of the Board, all members present shall be entitled to exercise voting rights on all matters. Members who are not present shall not be entitled to vote by proxy.

E. VOTING AND QUORUM

A quorum for the conduct of business by the full Board shall consist of majority members of the Board, except in those instances where a different quorum may be required by state statute. Each member of the Board shall be entitled to one vote with respect to each matter voted on by the Board. Except as expressly provide 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 or resolution of the Board.

F. NOTICES

Notices of all meetings shall be made in compliance with the provisions of the Freedom of Information Act. Written notice stating the place, day, and hour of any meeting of the members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Board member not less than 10 days before the date of the meeting by or at the direction of the Chairman, the Secretary, or the persons calling the meeting. Such notice shall be sent by the Secretary or Clerk of the Board by letter, telegram, or other means. The notice shall state whether public comment will be received at the meeting and, if so, the approximate point during the meeting when the public comment will be received.

ARTICLE IV: OFFICERS

A. CHAIRMAN

The Chairman shall be elected by a majority of the Board members, shall preside over meetings of the Board, and shall have all powers and duties as necessary to fulfill this role. The Chairman shall exercise supervision and direction over the Board's goals and affairs and discharge all duties generally pertaining to such office, subject to the control of the Board members. The Chairman shall appoint members of the Board to serve on standing committees and appoint special committees with non-Board members as deemed necessary. The Chairman shall be elected from the Board membership for a term of two (2) years. The Chairman may serve consecutive terms. The election of the Chairman shall be by a recorded vote.

B. VICE CHAIRMAN

The Vice Chairman shall be elected by a majority of the Board members, 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 Chairman, the Vice Chairman shall discharge all such executive duties of the office of Chairman. The Vice Chairman shall be elected from the Board Membership for a term of two (2) years. The Vice Chairman may serve consecutive terms. The election of the Vice Chairman shall be by a recorded vote.

C. SECRETARY

The Secretary shall be elected by a majority of the Board members, who shall keep an accurate record of the proceedings of the Board and of the executive committee if one is created by the Board. The Secretary shall be elected from the membership to serve for a two (2) year term. The Secretary shall give, or cause to be given, notice of all meetings

of the Board, and shall perform such other duties as may from time to time be prescribed by the Board or the Chairman, under whose supervision he or she shall act

D. OTHER OFFICERS.

A majority of the Board members may elect any other officers that it deems appropriate.

ARTICLE V. ADMINISTRATIVE OFFICERS AND OTHER EMPLOYEES

A. SUPERINTENDENT

The Superintendent shall be appointed by the Board every two years and only be removed for cause by the Board. The duties of the Superintendent shall include:

- 1) Responsible for the overall operations of the VSDB
- 2) Administer the agency budget
- 3) Maintain fiscal management of the VSDB
- 4) Execute general supervision over VSDB personnel, including their selection and dismissal as outlined by the Department of Human Resource Management policies and procedures
- 5) Serve on the committee for the oversight of the VSDB Foundation Fund
- 6) Create an effective process for the development and implementation of the Strategic Plan
- 7) Organize and participate in presenting VSDB budgetary and staffing needs to members of the General Assembly and the Executive branch
- 8) Oversee admissions for VSDB
- 9) Advise the Board on strategies for broadening the enrollment pool for VSDB
- 10) Executes agency contracts and agreements
- 11) Designate a member of the staff of the Virginia Department of Education to serve as consultant to the Board on matters pertaining to instruction, federal and state special education requirements, and school accreditation, and to provide technical assistance to assist the Board in meeting specific instructional and school accreditation needs.

B. FACULTY

The Board shall appoint other VSDB faculty on an annual basis. However, the Superintendent with the approval of the Chairman of the Board, shall be authorized to fill vacancies in positions appointed by the Board occurring between meetings of the Board. The Board may remove faculty members at anytime for cause, subject to the provisions of Chapter 29 (2.2-2900 et. seq.) of Title 2.2.

ARTICLE VI: THE COMMITTEE SYSTEM

The Board may create a committee system to aid with the execution of its duties. The Committee System of the Board of Visitors shall consist of the Executive Committee, Standing Committees, and Special Committees. All members of the Board shall have the privilege of attending all committee meetings and notice of all committee meetings that are held in conjunction with Board meetings shall be sent to all members of the Board five days prior to the meeting. Recommendations of all the committees shall be presented for action to the Board of Visitors.

A. THE EXECUTIVE COMMITTEE

The Executive Committee of the Board of Visitors shall consist of the Chairman, Vice-Chairman and the Secretary of the Board and two additional members elected by the Board at its Annual Meeting each year. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board

The Executive Committee shall meet upon the call of the Chairman or upon the call of three members of the committee. Three members shall constitute a quorum provided that one of the three is either the Chairman or Vice Chairman of the Board. The Executive Committee shall consider all matters referred to it by the Chairman of the Board, the Board itself, or by the Superintendent.

In the interim between meetings of the Board, the Executive Committee is vested by statute with the powers and authority of the full Board and shall take such actions as in its judgment are required. All actions taken by the Executive Committee between meetings of the Board shall be reported in writing to the Board at the next regular meeting.

B. STANDING COMMITTEES

The Board may create standing committees as it deems appropriate. The membership of each standing committee shall consist of not more than seven nor fewer than three Board members.

All members of the standing committees shall be appointed by Chairman of the Board. At the time of the committee appointments, the chairman and vice chairman of each committee shall be designated by the Rector. A vacancy on any committee shall be filled by the Chairman for the unexpired term, and the Chairman shall have the power to change the membership of any standing committee at any time. Each standing committee shall meet at the call of its chairman.

C. SPECIAL COMMITTEES

The Chairman may at any time, or upon direction of the Board, appoint a special committee to consist of no fewer than three nor more than seven Board members to consider a specific matter pertaining to the University not included in the duties and responsibilities of a standing committee of the Board. At that time such a committee is appointed, its mission and tenure shall be established and when these conditions are met, the committee shall be terminated.

ARTICLE VII: RESOLUTIONS OF THE BOARD

All resolutions adopted by the Board shall be signed by the Chairman and shall remain in effect until repealed, amended, or otherwise suspended by subsequent resolution. The Secretary shall maintain an appropriate record of all Board resolutions in effect and make such record available to the Board and the public upon request. All Board resolutions are subject to the Virginia Freedom of Information Act and the Virginia Public Records Act.

ARTICLE VIII: PUBLIC PARTICIPATION

Citizens of the Commonwealth are encouraged to attend all Board meetings, except closed sessions as defined by the Freedom of Information Act, and may record proceedings in writing or by using a recording device. The Board is not required to allow citizens to speak at every meeting, but will seek to do so as appropriate. Opportunities will be provided, at the discretion of the Board Chairman, for individuals or citizens representing a group of groups to appear on the agenda of a regular meeting or work session of the Board.

Requests to appear before the Board or one of its committees shall be made in writing 10 days before a scheduled meeting of the board and must include the subject to be discussed and the name of the speaker. The 10 days may be waived by the Chairman or committee chairperson if the item is on the agenda. In honoring such requests, the Board will limit such presentations to three minutes for individuals and five minutes for citizen representing a group, unless an extension is granted by the Chairman or committee chairperson.

ARTICLE IX: BOARD OPERATIONS

A. OFFICIAL PAPERS

All official records of the Board shall be open for inspection. Further, the official records of the Board shall be posted in the VSDB website and kept on file in the Superintendent's Office at VSDB for a period of five years, after which the record shall be maintained in accordance with the Virginia Freedom of Information Act and Records Retention and Disposition Schedule prescribed by the Library of Virginia.

B. COMPENSATION AND EXPENSES

Legislative members of the Board shall receive such compensation as provided in § 30-19.12, and nonlegislative citizen members shall receive compensation for the performance of their duties as provided in § 2.2-2813. All members shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties as provided in §§ 2.2-2813 and 2.2-2825. Funding of all costs of expenses of the members shall be provided from such funds as may be appropriated by the Board of Visitors of the Virginia School for the Deaf and the Blind, in accordance with the appropriations act.

ARTICLE X: AMENDMENTS

These bylaws may be amended at any regular or special meeting of the Board by a majority vote of the members of the Board, provided that the proposed amendment has been submitted and its views on the amendment together with the proposed amendment are provided to all members of the Bard with the notice of the meeting as provided for in these bylaws.

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