

BRANDYWINE VALLEY SCENIC BYWAY COMMISSION BYLAWS

Revised and Adopted February 27, 2014

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be Brandywine Valley Scenic Byway Commission (BVSBC). The address for the Brandywine Valley Scenic Byway Commission is 801 Burrows Run Road, Chadds Ford PA, 19317.

ARTICLE II. AUTHORIZATION

The municipalities of the Townships of Birmingham, Chadds Ford, East Bradford, Kennett, Pennsbury, and Pocopson authorize the creation of the Brandywine Valley Scenic Byway Commission through their legislative power to enact resolutions.

ARTICLE III. PURPOSE

The purpose of this organization is to have the responsibility and authority to study, advocate for, seek funding for, and implement approved plans for the improvement and protection of the Byway and to make recommendations, disburse information on planning, and educate its members on changes and problems pertaining to the development of this region in accordance with the purposes and limitations as set forth in Act 247, Article XI, entitled "Joint Municipal Planning Commission." In performing its work, the BVSBC will strive to carry out the Brandywine Valley Scenic Byway Mission: To preserve and enhance this legacy landscape, open space, and historic resources in a manner that is sensitive to the needs of the residents, property owners, and visitors in and around the Byway.

ARTICLE IV. FUNCTION

The function and duty of the Brandywine Valley Scenic Byway Commission is to prepare and maintain the Corridor Management Plan and surveys, studies, and recommendations related thereto to guide the continuing development of the region encompassed by the member municipalities, and the Commission shall have all obligations and powers authorized under Act 247, Article XI, entitled "Joint Municipal Planning Commission."

ARTICLE V. MEMBERSHIP

There shall be two voting representatives on the Brandywine Valley Scenic Byway Commission appointed by each member municipality. Preferably these appointed representatives shall be an elected official and one planning commission member from the local municipality. Other representatives appointed by the participating municipality are acceptable. Each representative shall have one vote. The governing body of the member municipality may remove a representative from that municipality for any cause. The Commission may also initiate action to encourage a member municipality to remove its representative for just cause.

ARTICLE VI. OFFICERS

Section 1. The executive officers shall be chosen by the Commission and be a Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers and assistant officers as the needs may require.

Section 2. The Chairperson shall be the chief executive officer, shall preside at all meetings of the members, shall have general and active management of the affairs of the Commission, shall be EX-OFFICIO a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the Chairperson.

Section 3. The Vice Chairperson shall act in all cases for and as the Chairperson in the latter's absence or incapacity, and shall perform such other duties as may be required from time to time.

Section 4. The Secretary shall act as clerk and record all the votes of the Commission and the minutes of all its transactions in a book to be kept for that purpose and shall perform like duties for committees, when required.

Section 5. The Treasurer shall have custody of the Commission funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Commission and collect the membership fee as determined by the Commission. The Treasurer shall disburse the funds of the Commission as may be ordered by the Commission, taking proper vouchers for such disbursements, and shall render at the

regular meetings of the Commission an account of all transactions as Treasurer. Where applicable, all funds shall be expended in conformity with bidding and contract requirements. The treasurer shall prepare a budget for the fiscal year July 1 to June 30.

Section 6. An auditing committee shall be appointed by the Chairperson and approved by the Commission to prepare an annual audit in August. A copy of the audit shall be furnished to the Commission and to each member municipality.

ARTICLE VII. ELECTION OF OFFICERS

Section 1. The executive officers noted in Article VI shall be elected at the first meeting of each calendar year (usually in January), and shall serve until their successors are elected. In the event that a vacancy occurs before an office term expires, such vacancy will be filled at the next regular meeting. Officers shall serve for a two-year term. The Chairperson and Secretary will be elected in even-number years; the Vice-Chairperson and Treasurer shall be elected in odd-numbered years.

Section 2. Nominations for the executive officers will be made from the floor, and the election of officers will follow immediately. The candidate receiving the majority vote of those present shall be declared elected.

Section 3. A member may not hold more than one office at a time.

Section 4. Nominees for Chairperson and Vice Chairperson must be from different municipalities and may not be succeeded in their respective positions by themselves or by other members from the same municipality until at least one member from another municipality has had an opportunity to so serve.

Section 5. The succession and Township-affiliation rules of Section 4 do not apply to the offices of Secretary or Treasurer.

ARTICLE VIII. COMMITTEES

The Commission, by majority vote, may establish (and terminate) both standing and ad hoc committees to perform functions consistent with the objectives of the Commission. These committee activities shall be open to all Commissioners.

ARTICLE IX. MEETINGS

Section 1. The monthly public meeting schedule will be set by the Commission at the first meeting of the year.

Section 2. Quorum at any meeting of the Commission shall consist of a majority of the member municipalities being represented by at least one Commissioner. Transaction of business shall take place only if a quorum is present at the meeting, and such business as is transacted shall be passed by no less than a majority of the said quorum. Proxy voting shall be permitted when a Commissioner has provided prior notice by email or in writing authorizing another Commissioner to act in his place on a specific issue or on all issues brought before a specified meeting. A copy of the proxy shall be provided to the acting Chairperson at the commencement of the meeting.

Section 3. A special meeting may be called by the Chairperson. It shall be the duty of the Chairperson to call a special meeting when requested to do so by a majority of the members of the Commission. The Secretary shall notify all representatives of the Commission not less than five calendar days in advance of such special meeting.

ARTICLE X. ORDER OF BUSINESS

The order of business at regular meetings shall be:

- a. Call to Order
 - Recording of Attendance
- b. Review and Approval of Previous Minutes
- c. Treasurer's Report
- d. Announcements
- e. Old Business
 - Committee Reports
- f. New Business

g. Adjourn

At the option of the Chairperson, special reports and presentations may replace old and/or new business. These special occurrences shall usually be conducted by invited guests and require a large block of time.

The Commission shall act in a timely manner to address these Calendar Items:

- 1st Meeting of the Year – election of officers; set the schedule for meetings for the year.
- March 1 – Prepare and distribute a budget for member municipalities for the upcoming 7/1-6/30 fiscal year.
- April 1 – Request whether member municipalities wish to conduct a financial review per Article 4, Finances, of the BVSBC Intergovernmental Cooperation Agreement.
- June 15 – If any member municipality has requested a financial review (see above), receive review comments from all members concerning the budget.
- August – Prepare an annual audit of the funds of the Commission for the previous fiscal year..
- September 30 – Set annual dues for member municipalities and inform all members.
- September 2014 (and each five years thereafter) – Review the Intergovernmental Cooperation Agreement for 5-year renewal

ARTICLE XI. CONSULTANTS / CONTRACTORS

Within the limits imposed by the funds available for its use, the Commission may employ such staff personnel and/or consultants as it sees fit to aid in its work. Appointments for consultants and contractors shall be made by a majority vote of the representatives present at a regularly scheduled meeting at which a quorum exists.

ARTICLE XII. HEARINGS

In addition to those required by law, the Commission may hold public hearings when it decides that such hearings will be in the public interest.

ARTICLE XIII. AMENDING THE STATE BYWAY DESIGNATION

Section 1. The Commission or a member municipality may wish to add or remove road sections which comprise the Byway. Upon support of the Commission and with application to and approval by the Pennsylvania Byway Coordinator, the designated Byway will be updated.

Section 2. Non-member municipalities desiring to become part of the designated Byway shall present their proposal to the Commission for review and approval. Upon two-thirds vote of the entire voting representatives, the non-member municipality may apply to the Pennsylvania Byway Coordinator for designation as part of the Byway.

Section 3. The Brandywine Valley Scenic Byway Commission may, upon two-thirds vote of the entire voting representatives, invite non-member municipalities to adopt resolutions recognizing the Commission and its bylaws and to appoint representatives to serve on the Commission pursuant to the terms of ARTICLE V, hereof; such appointees shall in all respects be bona fide voting representatives of the Commission, provided the foregoing conditions are met.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended by a two thirds vote of the entire representatives of the Commission, provided that notice of the proposed amendment(s) is sent to all representatives at least ten calendar days before the meeting at which time it will be considered.

ADOPTED on August 24, 2006

REVISED on December 13, 2010

REVISED on February 27, 2014

ATTESTED: _____

Chairman

Secretary