

**By-Laws  
of  
Loudoun County School-Business Partnership  
Executive Council**

**Article I. Objectives and Purpose**

Section 1 This council is organized exclusively for and will be operated exclusively for educational purposes and, more particularly, to promote partnerships with the business community in the public schools of Loudoun County.

Section 2 The objectives and purpose of the Council are enumerated as follows:

- (a) To encourage the development of business and community partnership programs in Loudoun County Public Schools (LCPS);
- (b) To establish and promote opportunities for the business community and LCPS to interact to better serve the interest of the students and the business community;
- (c) To coordinate and monitor the progress of the business partnerships and give assistance and recommendations where necessary; and
- (d) To provide an annual progress report to the Loudoun County School Board on school-business partnerships.

**Article II. Membership, Election, Term of Office, Vacancy in Office, Meeting and Notices, and Order of Business**

Section 1 **Council Membership:** The number of Executive Council members shall be no more than 23 and shall include:

- (a) The School Board Chair, acting in an ex-officio capacity;
- (b) A School Board member appointed by the School Board;
- (c) The Division Superintendent;
- (d) A representative of the Loudoun County Chamber of Commerce, Leesburg Economic Development, Loudoun County Economic Development, Virginia Cooperative Extension - Loudoun; and
- (e) The balance of members from the business, non-profit (501(c)(3)), or higher education community.

Section 2 **Term Length:** Council members shall hold office for two years with the right to succeed themselves. Members may succeed themselves for not more than two successive terms, subject to School Board Approval.

- (a) The School Board member and the Division Superintendent shall be voting members but will be excluded from holding office.

**Section 3 Honorary Council Members:** The Council may at any time create the position of an "Honorary Council Member," set terms of office therefor, and elect one or more persons, not to exceed twenty, to such position. Honorary Council Members are not subject to approval by the School Board and may be designated by a majority vote of the Executive Council for two-year terms. Honorary Board Members shall work to support the mission of the Council and LCPS—but shall have no direction or management of the affairs of the Council. While they may be welcome to attend meetings of the Council, at the Council's discretion, Honorary Board Members shall not be entitled to vote on any matter coming before the Council. The number of Honorary Council Members in office shall not be counted for purposes of determining a quorum, nor shall any Honorary Council Member be elected an officer of the Council.

**Section 4 Council Vacancies:** Position vacancies on the Council shall be nominated by a vote of a majority of the Council members present at a meeting at which a quorum is present. The names of the nominees for the position of Executive Council Member shall be submitted in advance to the Division Superintendent for review. Notwithstanding, and subject to the terms of Section 5 below, nominated members will be forwarded to the School Board for approval by the School Board in April. Members will be appointed following a majority vote of the Council during the annual May meeting of the Council.

**Section 5 Removal and Vacancies:** Any Council member may be removed from office by a majority vote of the Council if they are absent from three monthly meetings. Any vacancy occurring in the Executive Council shall be filled in the same manner as the original appointments. In the event that quorum may be impacted, memberships may be filled outside of the normal cycle.

**Section 6 Meetings and Notices:** Meetings of the Executive Council shall be held on the third Thursday of each month, with the exception of June and July, or at the discretion of the Council. Notice of any meeting cancellation or change to a regular meeting time and/or location shall be communicated to each Council member. Any such notice shall contain the time, place, and purpose of the meeting. The Chair shall preside over all meetings of the Executive Council. If the Chair is not present, the Vice Chair shall preside. If the Vice Chair is not present, the Secretary shall preside.

**Section 7 Quorum, Rules, and Order of Business:** A quorum shall consist of eight (8) members at the time of a given meeting. Council members participating by phone are considered present toward a quorum. When less than a quorum attends a meeting, members present may adjourn the meeting.

The Executive Council shall use Robert's Rules of Order, Revised, except as otherwise provided herein or where inconsistent with law.

The following standing agenda shall constitute the Order of Business of the Executive Council. The Chair shall call the meeting to order at the appointed time and place, and, if a quorum is present, the Council shall proceed to transact business:

- (a) Approval of Minutes of previous meeting;
- (b) Reports of officers and committees;
- (c) New Business; and
- (d) Adjournment

### **Article III. Officers and Duties**

Section 1 **Appointment, Duties:** The Executive Council shall appoint annually a Chair, Vice Chair/Chair Designee, and a Secretary. Officers of the Council shall be nominated during the annual August meeting of the Council, or when a vacancy occurs. Officers will be appointed following a majority vote of the Council during the annual September meeting or following a meeting when a nomination occurs. All officers shall serve a term of one year. Vacancies among the officers shall be filled by the Council members. The officers of the Council shall have such duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be delegated to them by the Executive Council.

Section 2 **Chair:** The Chair shall be the principal executive officer of the Council and shall, in general, control and supervise all of the business affairs of the Council. The Chair may sign, along with the Vice Chair/Chair Designee and Secretary of the Council, all instruments which the Executive Council has authorized. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Executive Council from time to time.

Section 3 **Vice Chair/Chair Designee:** In the absence of the Chair, the Vice Chair/Chair Designee shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to, all of the restrictions upon the Chair. The presumption is that the Vice Chair/Chair Designee shall be nominated to the position of the Chair upon expiration of the Chair's term of office.

Section 4 **Secretary:** The Secretary shall:

- (a) Review, present, and motion for approval of Meeting Minutes;
- (b) See that all notices are duly given in accordance with the provisions of the Bylaws;
- (c) Be accountable for the School Business partnership Executive Council Annual Report and, along with the Executive Council Chair, liaise with the Loudoun Education Foundation (LEF) regarding financial matters;
- (d) Serve as a Chair Designee in the event of an absence of both the Chair and Vice Chair; and
- (e) The presumption is that this position will be nominated to the position of Vice Chair/Chair Designee upon expiration of their term of office.

## **Article IV. Committees**

Section 1 **Standing Committees:** The Executive Council may create such standing committees as it deems necessary to promote the objectives and purposes and carry on the work of the Council. The Chair of the standing committees shall be selected by the Chair of the Executive Council at the May meeting following the annual appointment of membership. Each Chair shall serve a term of one year or until their successor is appointed, whichever is longer.

Section 2 **Standing Committees:** The Executive Council maintains the following standing committees:

- (a) Workforce Development
- (b) School-Business Partnership Award Recognition
- (c) Computer Science ~~Advisory~~
- (d) Membership

Section 3 **Special Committees:** The power to form special committees and appoint their members is vested in the Executive Council.

Section 4 **Chair Membership:** The Chair shall be a member ex-officio of all committees.

## **Article V. Financial Considerations**

Section 1 **Funding:** The Loudoun County School-Business Partnership (SBP) is not a fundraising organization but retains proceeds from events through the Loudoun Education Foundation (LEF) to support its work and ongoing needs, recognizing that any such proceeds would be minimal, rather than significant, since fundraising is not the specific purpose of events organized by the SBP.

Section 2 **Financial Practices:**

- (a) LCPS and SBP will submit a proposed annual budget to include anticipated expenses and revenue related to the Executive Council's activities each year to LEF.
- (b) SBP will request LEF to provide a financial report on a quarterly basis to include revenue and expenses.
- (c) LCPS and SBP members will collaborate with LEF to complete relevant transactions.
- (d) SBP will deposit income from approved functions of the Executive Council and make related payments through LEF. LEF will not be charged for participating in events in which it is providing oversight and administrative support to SBP. LEF will retain a small percentage (5%) to support oversight and administration.

## Article VI. Amendment of Bylaws

Section 1 **Voting Requirements:** These Bylaws may be amended by three-fourths vote of the Executive Council members provided that advanced approval is obtained from the School Board.

Section 2 **Notice:** The Council may consider an amendment to the Bylaws outside of the five-year cycle provided the proposed amendment is in writing and distributed to the Chair at least one week prior to the meeting in which it is discussed and provided that advanced approval of the proposed amendment has been obtained from the School Board.

Section 3 **Bylaw Review Cycle:** The Bylaws of the Council shall be reviewed on a five-year cycle.

Adopted at the Regular Meeting of the Loudoun County School Board November 13, 1990,  
Revised September 14, 1994

Current Revision: Loudoun County School Board Adoption – 5/24/2018

SBP Council Approval – 6/21/2018

Edits made in working document by SBP committee - 3/3/2023

Edits made in working document by SBP committee - 3/8/2023

Edits made in working document by LCPS staff - 3/15/2023

Edits made in working document by SBP Council - 3/16/2023

Current Revision: Loudoun County School Board Adoption – 4/11/2023

SBP Council Approval – 4/20/2023