

HENRIETTA LACKS COMMISSION BYLAWS

ARTICLE I. APPLICABILITY

Section 1. General.

The provisions of these Bylaws are applicable to all proceedings of the Henrietta Lacks Commission ("Commission") to the extent that the same are not otherwise governed by the requirements set forth in the Code of Virginia or by Executive Order. Whenever the provisions and authorizations of these Bylaws are in conflict with the provisions and authorizations mandated by the Code of Virginia or by Executive Order, the latter shall control.

Section 2. Authority and Limitations.

The Commission is constituted under Va. Code § 2.2-2538 as an "Advisory Commission."

§ 2.2-2537. (Expires July 1, 2021) Henrietta Lacks Commission; purpose.

The Henrietta Lacks Commission (the Commission) is established as an advisory commission in the executive branch of state government. The purpose of the Commission is to sustain the legacy of the life-changing contribution of Henrietta Lacks to medical science by advancing cancer research and treatment through the creation of a biomedical research and data center.

As an "Advisory" Commission pursuant to Va. Code § 2.2-2100, the Commission is specifically charged with the duties and responsibilities set forth in the Basic Law governing the actions of the Commission, as generally established in § 2.2-25-10, as well as in such other Titles of the Code of Virginia as authorizations and duties may arise, to provide advice and comment to the executive branch agency, consistent with the basic law, specifically to act as a liaison between the agency or office and the public to ensure that the agency or office understands public concerns and that the activities of the agency or office are communicated to the public, and such other enactments or amendments as the General Assembly may, from time to time, provide.

Pursuant to Va. Code § 2.2-2541 the powers and duties of the Commission are as follows:

§ 2.2-2541. (Expires July 1, 2021) Powers and duties of the Commission.

The Commission shall have the power and duty to:

1. Establish a public-private partnership to create the Henrietta Lacks Life Sciences Center as a cancer research and treatment center located in Halifax County and designed to (i) transform and accelerate cancer research and treatment through the use of biodata tools, (ii) provide tailored cancer treatment medicine to an underserved portion of rural Southside Virginia, and (iii) incubate new biotech businesses across the Southside Virginia region.

Section 3. Commission Membership and Terms.

As defined in § 2.2-2538, the Commission will be made up of nine members. One legislative member will be from the House of Delegates; one legislative member will be from the Senate; one non-legislative member will be a member of the extended family of Henrietta Lacks; one non-legislative member who is a member of the Board of Directors of the Henrietta Lacks Legacy Group; one non-legislative member who is a citizen member of the Halifax County Industrial Development Authority; one member who is the mayor of the Town of South Boston, or their designee; one ex officio member who is the chair of the Board of Supervisors of Halifax County, or their designee; one ex officio member who is the Executive Director of the Southern Virginia Higher Education Center, or their designee; and one ex officio member who is the Executive Director of the Halifax County Industrial Development Authority, or their designee. Terms for legislative and ex officio members will coincide with their terms in office. Terms for non-legislative members are for two years. Legislative and non-legislative members may be reappointed, but not to exceed four consecutive terms or eight years in total.

§ 2.2-2538. (Expires July 1, 2021) Membership; terms; vacancies; chairman and vice-chairman.

A. The Commission shall consist of nine members that include two legislative members, three nonlegislative citizen members, and four ex officio members. Members shall be appointed as follows: (i) one member of the House of Delegates to be appointed by the Speaker of the House of Delegates in accordance with the principles of proportional representation contained in the Rules of the House of Delegates; (ii) one member of the Senate to be appointed by the Senate Committee on Rules; and (iii) one nonlegislative citizen member who is a member of the extended family of Henrietta Lacks, one

nonlegislative citizen member who is a member of the Board of Directors of the Henrietta Lacks Legacy Group, and one nonlegislative citizen member who is a member of the Halifax County Industrial Development Authority to be appointed by the Governor. The mayor of the Town of South Boston, the chair of the Board of Supervisors of Halifax County, the Executive Director of the Southern Virginia Higher Education Center, and the Executive Director of the Halifax County Industrial Development Authority, or their designees, shall serve ex officio with voting privileges. Nonlegislative citizen members of the Commission shall be citizens of the Commonwealth.

B. Legislative members and ex officio members of the Commission shall serve terms coincident with their terms of office. Nonlegislative citizen members shall be appointed for a term of two years. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. Legislative members and nonlegislative citizen members may be reappointed. However, no nonlegislative citizen member shall serve more than four consecutive two-year terms. The remainder of any term to which a member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment. Vacancies shall be filled in the same manner as the original appointments.

ARTICLE II. MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Commission shall be held at least on a quarterly basis at such time and place as the Commission may determine, provided, however, that at least one meeting shall be held in the County of Halifax. No business requiring a vote or final decision of the Commission may be conducted in the absence of a quorum, as defined under Va. Code § 2.2-2539.

§ 2.2-2539. (Expires July 1, 2021) Quorum; meetings; voting on recommendations.

A majority of the members shall constitute a quorum. The meetings of the Commission shall be held at the call of the chairman or whenever a majority of the members so request.

Section 2. Annual Meetings.

The regular meeting held in the third quarter of the calendar year shall be designated as an annual meeting. Elections shall be held at the Annual Meeting.

Section 3. Committee Meetings.

Such Committees as the Commission or Chair may designate, pursuant to Article IV, Section 1 of these Bylaws, may convene from time to time as such times may be established by the appropriate committee; provided, however, that all such meetings are open to the public and must comply with the notice requirements set forth in Va. Code § 2.2-3707 of the Virginia Freedom of Information Act, Va. Code § 2.2-3700 *et seq.*

Section 4. Special Meetings.

The Chair or any three members of the Commission may call a special meeting for specific purpose or purposes. No business shall be transacted at such special meeting except that expressly sent out in the notice of the special meeting.

Section 5. Remote Meetings.

It is the policy of the Henrietta Lacks Commission that individual Commissioners may participate in meetings of the Henrietta Lacks Commission by electronic means as permitted by Va. Code § 2.2-3708.1. This policy shall apply to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

Whenever an individual member wishes to participate from a remote location, the law requires a quorum of the Henrietta Lacks Commission to be physically assembled at the primary or central meeting location, and there must be arrangements for the choice of the remote participant to be heard by all persons at the primary or central meeting location.

When such individual participation is due to an emergency or personal matter, such participation is limited by law to two meetings of the public body per member each calendar year, whichever is fewer. Appendix C of the aforementioned code allows for members of the Commission to attend meetings electronically should they live more than 60 miles from the meeting location provided that a physical quorum is present at the central meeting location. Additionally, the

Commission shall hold at least one annual meeting in which no members participate by electronic methods and are physically assembled.

Individual participation from a remote location shall be approved unless such participation would violate this policy or the provisions of the Virginia Freedom of Information Act. If a member's participation from a remote location is challenged, the Henrietta Lacks Commission shall vote whether to allow such participation. If the Henrietta Lacks Commission votes to disapprove of the member's participation because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity.

Should a remote access meeting be approved the remote participation method used by the Commission member must be equally available to the public. The phone or web conference information shall be made available along with the agenda at least three (3) working days in advance of the electronic meeting.

Any votes taken during an electronic meeting must be taken in roll-call fashion and must be included in the minutes of the meeting.

In years which any Commissioner participates in meetings via electronic methods, a report must be filed with the Virginia FOIA Council no later than December 15 of that year. Additionally, an Electronic Meetings Public Comment report must be filed with the FOIA Council by December 15 each year that electronic meetings take place. The reports will be in accordance with the FOIA Council's templates for Electronic Meetings Annual Report and Electronic Meetings Public Comment Form.

Section 6. Notice of Meeting.

In all cases, public notice of meetings shall be provided at a time and in a manner consistent with the requirements of the then current Freedom of Information Act, Va. Code § 2.2-3700 *et seq.*

Section 7. Quorum.

A quorum for all purposes shall be that established by Va. Code § 2.2-2539, as the same may be amended from time to time.

§ 2.2-2539. (Expires July 1, 2021) Quorum; meetings; voting on recommendations.

A majority of the members shall constitute a quorum. The meetings of the Commission shall be held at the call of the chairman or whenever a majority of the members so request.

Section 8. Conduct of Meetings.

The Chair shall preside over all meetings of the Commission, except that, in the absence or disability of the Chair, the Vice Chair shall preside. The Office of Health Equity, as the named designee of the Department of Health, pursuant to Va. Code § 2.2-2542, shall provide administrative staff support to the Commission as specified by Va. Code § 2.2-2542. The Office of Health Equity shall provide staff support, record all minutes of the meetings, and record in a minute book all resolutions adopted and all transactions occurring at the meeting.

§ 2.2-2542. (Expires July 1, 2021) Staffing; cooperation of agencies of state and local governments.

The Department of Health shall provide staff support to the Commission. Every department, division, board, bureau, commission, authority, or political subdivision of the Commonwealth shall cooperate with, and provide assistance to, the Commission, upon request.

The then current edition of Robert’s Rules of Order shall govern the conduct of all meetings of the Commission when not in conflict with statutory requirements set forth in the Code of Virginia, Executive Orders, or established policies of the Department of Health. Pursuant to Va. Code § 2.2-3710, no written or secret ballots shall be taken in an open meeting, but all voting shall be accomplished by voice vote, show of hands, or roll-call vote. As established by a vote of the Commission on 9 November 2018, no Commission member may submit their vote via proxy voting.

Section 8. Documentation and Administrative Responsibilities.

Established by a unanimous vote of the Commission on 9 November 2018, the administrative staff support shall issue the agenda, any support documentation, and meeting minutes requiring approval to the entire Commission no later than ten calendar days prior to any regularly scheduled meeting via email.

Pursuant to Va. Code § 2.2-2538 subsection 2, the Commission is required to submit an annual report for publication no later than the first day of each regular session of the General Assembly.

§ 2.2-2541. (Expires July 1, 2021) Powers and duties of the Commission.

2. Submit to the Governor and the General Assembly an annual report for publication as a report document as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports. The chairman of the Commission shall submit to the Governor and the General Assembly an annual executive summary of the interim activity and work of the Commission no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted for publication as a report document as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports and shall be posted on the General Assembly's website.

ARTICLE III. OFFICERS

Section 1. Number and Title.

Pursuant to Va. Code § 2.2-2538C, the officers of this Commission shall be as follows:

1. Chair
2. Vice Chair

§ 2.2-2538. (Expires July 1, 2021) Membership; terms; vacancies; chairman and vice-chairman.

C. The Commission shall elect a chairman and vice-chairman from among its membership.

Section 2. Duties.

The duties of the officers shall be those usually incident to the respective office and such other special duties as may, from time to time, be specified by the Commission. Officers shall be elected at the inaugural meeting and shall assume their duties at the close of the meeting at which they are elected, until such time as they resign or the Commission closes at its predetermined sunset date.

Section 3. Vacancies.

Vacancies in the position of Chair or Vice Chair shall be filled for the remainder of the term by voice vote, show of hands, or roll-call vote of the Commission at its next full meeting following the departure or resignation of the former incumbent. The Chair or Vice Chair may submit their resignation at any time during their office, and must be accepted by the Commission in a majority vote at the next scheduled meeting. No Special Meetings may be called to resolve a resignation.

ARTICLE IV. COMMITTEES

Section 1. Other Committees.

The Commission or Chair, as its discretion, may appoint such other committees of its members as it may deem advisable and may designate the responsibilities of any such committees.

Section 2. Vacancies.

Vacancies arising for any other committee established by the Commission may be filled for the unexpired term by the Commission at its next full meeting.

ARTICLE V. ELECTIONS

Section 1. Nominations.

Nominations for Chair and Vice Chair may be made by a nominating committee appointed by the Chair or the Commission for that purpose. Additional nominations may be received by voice from the floor.

Section 2. Voting.

Elections of officers and Executive Committee members must be conducted in open session of at least a quorum of the Commission by voice vote, show of hands, or roll-call vote, as required by Va. Code § 2.2-3710. Election to office or Executive Committee membership shall be determined by a simple majority of those present and voting.

ARTICLE VI. AMENDMENTS

The Bylaws of the Commission may be amended at any regular meeting of the Commission at which at least a quorum is present by an affirmative vote of two-thirds of the Commission membership present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.