

**RESOLUTION TO AMEND THE BYLAWS OF  
THE VIRGINIA TECH BOARD OF VISITORS,  
EFFECTIVE APRIL 9, 2024**

**WHEREAS**, legislation passed by the 2022 and 2023 Virginia General Assembly and signed into law by Governor Youngkin expands and clarifies the circumstances under which boards of visitors may conduct meetings electronically; and

**WHEREAS**, the legislation included provisions expanding the circumstances in which an individual board member may participate remotely in a meeting, and the Board's bylaws were amended in 2022 to enumerate these circumstances; and

**WHEREAS**, although a quorum is required to conduct business, the 2022 legislation also eliminated the stipulation that the quorum be physically present in one location when a board member is participating remotely; and an amendment to the Bylaws to reflect this change is needed; and

**WHEREAS**, the 2023 legislation clarified that it is only in the case of an all-virtual meeting that an interruption in the means of electronic communication through which members of the public may observe or listen to the meeting would require the suspension of action at the meeting until repairs are made and public access is restored (§2.2-3707, *Code of Virginia, as amended*);

**NOW, THEREFORE, BE IT RESOLVED** that Article I, Section 3 of the Bylaws of the Virginia Tech Board of Visitors be amended as follows,

**Section 3a. Electronic (“All-Virtual”) Meetings**

In accordance with the Freedom of Information Act, the Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the electronic communication means by which members of the public may witness the meeting is disclosed in the public notice of the meeting. Members of the public must be provided electronic communication means through which to observe or listen to the meeting. Any interruption in the means of electronic communication **for an all-virtual meeting** shall result in a suspension of action at the meeting until repairs are made and public access is restored. The board or its committee may not convene an all-virtual meeting (a) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (b) consecutively with an all-virtual meeting.

An "all-virtual meeting" is a meeting conducted by electronic means during which all members who participate do so remotely rather than being assembled in one physical location and to which public access is provided through electronic communication means. (§2.2-3708.2 and .3, *Code of Virginia, as amended*)

### Section 3b. Remote Participation by Individual Board Members

~~Additionally, providing that a quorum is physically present in one location, a~~An individual Board member may participate remotely in a Board or committee meeting by some electronic communication means if on or before the day of a meeting, the Board member notifies the Rector or respective committee chair and Board Secretary that the Board member is unable to attend the meeting due to (a) a Board member's own disability or medical condition or the Board member's need to care for a family member due to the family member's medical condition, (b) the Board member's principal residence being located more than 60 miles from the meeting location, or (c) a personal matter. The Board member's location need not be open to the public. The minutes must include the remote location of the Board member and the reason that the Board member was unable to attend; if the reason is a personal matter, the specific nature of the personal matter must be cited in the minutes. If a Board member's request to participate remotely ~~due to a personal matter~~ is disapproved, such disapproval shall be recorded in the minutes with specificity. A Board member may participate remotely due to a personal matter in up to two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. These provisions regarding remote participation of individual board members apply to meetings of the full board and to each of its committees separately.

"Remote participation" is participation by an individual Board member via electronic means in a meeting where ~~a quorum of~~ the public body is otherwise physically assembled. (§2.2-3708.2 and .3, *Code of Virginia, as amended*)

#### **RECOMMENDATION:**

That the Bylaws of the Virginia Tech Board of Visitors be amended as proposed, effective immediately.

April 9, 2024