

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA  
BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

**ARTICLE I.  
NAME**

The name of the entity shall be Family and Children's Trust Fund and shall hereinafter be referred to in these By-Laws as FACT. FACT was created by the General Assembly of the Commonwealth of Virginia as set forth in §§ 63.2-2100 through 63.2-2103 of the *Code of Virginia* of 1950, as amended, and its activities shall be in all respects conducted in accordance with Virginia law and regulation.

**ARTICLE II.  
PURPOSE**

The purpose of FACT shall be to provide for the support and development of services for the prevention and treatment of child abuse and neglect and other violence within families, which includes, but is not limited to, domestic violence, dating violence, sexual assault, and elder abuse and neglect. This purpose shall be achieved through public and private collaboration.

**ARTICLE III.  
BOARD OF TRUSTEES**

Section 1. Oversight. FACT shall be administered by a Board of Trustees.

Section 2. Membership. The Board of Trustees shall consist of fifteen members appointed by the Governor and subject to confirmation by the General Assembly.

Section 3. Membership Qualifications. The Board members shall represent the Commonwealth at large and shall have knowledge and experience in child abuse and neglect, adult abuse and neglect, and domestic violence programs, finance and fiscal management and other related areas.

Section 4. Commissioner. The Commissioner of the Department of Social Services shall serve as a permanent member of the Board of Trustees.

Section 5. Terms and Vacancies. Appointments to fill vacancies other than by expiration of term shall be for the unexpired term. No member shall be eligible to serve more than two, successive, four-year terms.

Section 6. Attendance. Upon three, consecutive, unexcused absences by any member of the Board of regularly scheduled Board meetings, the Chair of the Board shall then call the absences to the attention of the member in writing and may notify the office of the Governor of Virginia.

**ARTICLE**

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA  
BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

**IV.  
OFFICERS**

Section 1. Officers. The Officers of FACT shall consist of a Chair, a Vice Chair, a Secretary and a Treasurer.

Section 2. Election. The Officers shall be elected annually in the month of June. No votes may be taken by secret or written ballot.

Section 3. Term. The Chair and Vice Chair shall be eligible for election to two consecutive terms of one year each to be extended by one additional year for extenuating circumstances if so determined and approved by a majority vote of the Board of Trustees. Officers shall assume their official duties at the beginning of the next regularly scheduled meeting following their election.

Section 4. Removal. The Board of Trustees may, at any time, by at least a two-thirds majority vote of all of the members then in office, suspend or remove, in their absolute discretion, Officers of FACT.

Section 5. Vacancy. A vacancy in any office, occurring for any reason, may be filled by the Board from its members for the unexpired portion of the term.

Section 6. Nominating Committee. There shall be a nominating committee composed of three members elected by the Board, one of whom shall be appointed chair by the Chair of the Board. The nominating committee shall nominate one eligible person for each office and report its nominees at the June meeting at which time additional nominations may be made from the floor. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to such office.

**ARTICLE V.  
DUTIES OF OFFICERS**

Section 1. Chair. Subject to the control of the Board of Trustees and to the provisions of the By- Laws, the Chair shall have general charge, supervision and control of all the business and operations of FACT. He or she shall make annual reports showing the condition of the affairs of FACT, making such recommendations as he/she thinks proper and shall, from time to time, submit to the Board of Trustees such information as may be required relating to the business and property of FACT. The Chair shall preside at all Board of Trustee meetings of FACT at which he/she may be present and shall coordinate the work of the officers and committees of FACT in order that the purpose of FACT may be promoted. The Chair shall appoint the chair of each committee of FACT.

Section 2. Vice Chair. The Vice Chair shall act as aide to the Chair and shall perform the duties of the Chair in the absence or disability of that officer to act.

Section 3. Secretary. The Secretary, or his/her delegate, shall give notice of all meetings of the

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA  
BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

Board, shall record the minutes of all meetings of the Board of Trustees and shall perform such duties as may be delegated to him/her.

Section 4. Treasurer. The Treasurer of FACT shall present a financial statement at every meeting of the Board and such other times when requested by the Board of Trustees.

**ARTICLE  
VI.  
MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. Regular Meetings. The Board shall meet as frequently as necessary to fulfill its duties but not less than once a year. Regular meetings shall be held at such time and place in the Commonwealth of Virginia as may be adopted by the Board.

Section 2. Special Meetings. The Board may meet at such other times and places as it determines to be necessary and appropriate. Special meetings may be called by the Chair or upon the written request of five (5) members of the Board when necessary and shall be held at a location designated by the Chair. The purpose of the meeting shall be stated in the notice of such special meeting.

Section 3. Meeting Notice. Except as otherwise required herein or by law, meetings shall be announced in accordance with the Virginia Freedom of Information Act.

Section 4. Quorum. A simple majority of appointed members of the Board shall constitute a quorum. A vacant or unfilled position shall not be included in determining a quorum.

Section 5. Voting. At any meeting of the Board, each member shall be entitled to one vote. Votes by proxy shall not be permitted. Voting by secret or written ballot shall not be permitted. Except as otherwise provided in these By-Laws or by law, the vote of a majority of the members participating in the meeting at which a quorum is present in accordance with these By-Laws, including Appendices A and B, at the time shall be the act of the Board.

Section 6. Closed Meetings. Prior to meeting in a session that is not open to the public, the Board of Trustees must vote affirmatively to close the meeting to the public and must announce the purpose of the session. Matters which may be discussed in an closed session are:

- a. Discussion or consideration of appointment and/or resignation of Board members.
- b. The protection of privacy of individuals in personal matters not related to public business unless the affected individual requests that the meeting not be closed.
- c. Consultation with legal counsel and briefings by staff members, consultants, or attorneys pertaining to actual or potential litigation or other legal matters within the jurisdiction of the Board.

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA**  
**BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

- d. Any other matter which is appropriately the subject of a closed meeting under § 2.2-3711 of the *Code of Virginia*.

Discussion in the closed meeting must be limited to the subjects stated in the motion. The Board of Trustees may take no final action in executive session. It must reconvene in public session and any action or motion must be stated, voted and placed in the minutes in order to become effective.

Section 7. Electronic Participation in Meetings. An individual member may participate in a meeting, including any committee meeting, via electronic communication from a remote location as permitted by § 2.2-3708.3 of the *Code of Virginia* if the procedures set forth in Appendix A are followed. For any meetings occurring during a state of emergency declared by the Governor of Virginia, the procedures set forth in § 2.2-3708.2 of the *Code of Virginia* shall be followed.

Section 8. All-virtual Meetings. In its discretion and only as permitted by § 2.2-3708.3 of the *Code of Virginia*, the Board or any committee may conduct a public meeting using electronic communication means during which all members of the Board who participate do so remotely rather than by being assembled in one physical location and to which public access is provided by electronic means, as defined in § 2.2-3701 of the *Code of Virginia*. The Board and any committee shall follow the procedures set forth in Appendix B to conduct any all-virtual meeting.

Section 9. Conduct of Business. The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the Board in all cases to which they are applicable to the extent that they are not inconsistent with the laws of Virginia, these By-Laws, or any special rule which the Board may adopt.

ARTICLE  
VII.  
POWERS AND DUTIES OF THE BOARD OF  
TRUSTEES

The Board of Trustees shall have the authority to:

Section 1. Receipt of Contributions. Encourage, approve and accept gifts, contributions, bequests, or grants in cash or otherwise from any source, public or private, to carry out the purposes of the Family and Children's Trust Fund.

Section 2. Disbursement of Funds. Administer and disburse any funds available to the Family and Children's Trust Fund.

Section 3. Fundraise. Engage in fundraising activities to expand and perpetuate the Family and Children's Trust Fund.

Section 4. Accountability. Monitor the use of funds to ensure the accountability of the recipients of the funds.

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA**  
**BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

Section 5. System Improvement. Advise the Department of Social Services, the Board of Social Services, and the Governor on matters concerning programs for the prevention of child abuse and neglect and family violence, the treatment of abused and neglected children and their families, and such other issues related to child abuse and neglect and family violence as identified by the Commissioner.

Section 6. Collaboration. Communicate to the Departments of Behavioral Health and Developmental Services, Corrections, Criminal Justice Services, Education, Health, and Juvenile Justice, other state agencies as appropriate, and the Attorney General activities of the Board of Trustees related to efforts to prevent and treat child abuse and neglect and violence within families.

Section 7. Public Awareness. Encourage public awareness activities concerning child abuse and neglect and violence within families.

Section 8. Operations. Adopt By-Laws and other internal rules for the efficient management of the Family and Children's Trust Fund.

Section 9. Representation of the Board. Individual members of the Board shall represent official positions of the Board only upon action of the Board. Individual members of the Board are free to make comments to the media, individual legislators, legislative committees, etc. Any comments made by individual members shall be identified as his/her personal views and not the position of the Board unless they have been authorized to express the Board's official position or unless a position has been taken by the Board.

Section 10. Other Matters. Administer all matters necessary and convenient to carry out the powers and duties expressly given herein.

ARTICLE  
VIII.  
COMMITTEES

Section 1. Standing and Ad Hoc Committees. The Chair, with the approval of the Board of Trustees, may appoint standing and ad hoc committees to assist the Board in carrying out its duties and responsibilities. The standing committees may include but not be limited to:

- a. Executive Committee
- b. Finance Committee
- c. Grants Committee
- d. Fund Development Committee
- e. Marketing Committee
- f. Board Development Committee

Section 2. Chairs. Committee chairs will be appointed by the FACT Chair.

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA**  
**BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

Section 3. Reports. Committee chairs will make regular reports to the Board of Trustees by interim written reports or at regular meetings as appropriate.

Section 4. Meetings. Committees will meet when called by the committee chairs or when so directed by the FACT Board Chair. All such meetings will comply with the public meeting requirements in Virginia Code § 2.2-3707 *et seq.*

ARTICLE IX.  
EXECUTIVE  
COMMITTEE

The Executive Committee shall consist of the Officers of FACT, the Immediate Past Chair, and the Commissioner of the Virginia Department of Social Services or his/her designee. A majority of the Executive Committee participating in any meeting shall constitute a quorum. The Chair of FACT shall act as Chair of the Executive Committee. The Executive Committee shall act as necessary between the meetings of the Board of Trustees, and report for ratification any such action to the Board of Trustees at the next Board meeting.

This committee shall prepare and recommend an annual budget for approval by the Board. The committee shall be subject to the orders of the FACT Board, and none of its acts shall conflict with action taken by the FACT Board.

ARTICLE  
X.  
ADVISORY COMMITTEE

The Board of Trustees may seek the advice of individuals other than members of the Board on issues of concern to the Board and may form a group of such individuals for such purposes. Any member of the Board of Trustees or one of its committees may request of the Board of Trustees that such individuals serve in such capacity. Each individual asked to serve on an Advisory committee shall receive instructions from the Board of Trustees of FACT commensurate with that person's duties. All recommendations for action by such individuals or groups must be submitted to the Board of Trustees for action. Advisory committees may include, but are not limited to:

- a. Child Abuse and Neglect Committee
- b. Editorial and Planning Committee

A quorum for the Child Abuse and Neglect Committee shall be a majority of the citizen members of the Committee, not a majority of the FACT Board members serving on this Committee.

ARTICLE

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA  
BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

**XI.  
CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. Contracts. The Board of Trustees, pursuant to its statutory authority, may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of FACT, however, such authority must be pursuant to a motion and affirmative vote and must be confined to a specific instance.

Section 2. Transactions. All checks, draft or other orders for the payment of money shall be issued in the name of the Family and Children's Trust Fund pursuant to the rules and regulations of the Treasurer of Virginia and the rules of FACT. Authorization for said checks drafts or other orders shall be made by the Chair based on prior approval of the Board.

**ARTICLE  
XII. FISCAL  
YEAR**

The fiscal year of FACT shall begin on July 1 of each year and end on June 30 of the following year.

**ARTICLE XIII.  
BOARD  
DOCUMENTS**

All official records of FACT shall be kept on file in the offices of the Family and Children's Trust Fund and shall be open to inspection. All files, except minutes, will be maintained for five years. All minutes of FACT meetings shall be retained for seven years.

**ARTICLE XIV.  
PUBLIC  
PARTICIPATION**

Section 1. Public Participation. Citizens may attend all FACT meetings, except closed sessions as defined by the Virginia Freedom of Information Act, and may record the proceedings in writing or by using a recording device. FACT may make and enforce reasonable rules regarding the conduct of persons attending its meetings.

Section 2. Public Comment. Public comment opportunities may be provided for individuals or citizens representing a group or groups to address a regular meeting of the Board. Such opportunity for public comment shall be included in the meeting notice.

**ARTICLE XV  
AMENDMEN  
TS**

Section 1. Amendments. These By-Laws may be altered, amended, or repealed by at least a

**FAMILY AND CHILDREN'S TRUST FUND OF VIRGINIA**  
**BY-LAWS OF THE FAMILY AND CHILDREN'S TRUST FUND**

majority vote of all of the Trustees then in office, provided the proposed change shall have been emailed, mailed or couriered to all of the Trustees not less than ten days prior to the date on which the vote is to be taken upon said amendment.

Section 2. Review. The By-Laws shall be reviewed in total at least every four years, with a limited annual review for compliance with the *Code of Virginia*. Revisions shall be made as necessary, and the By-Laws signed and dated to indicate the time of the last review. The Office of the Attorney General must give approval to any amendments or revisions prior to final approval by the Board.

Section 3. Effective Date. The foregoing By-Laws shall go into effect on the 9th day of December, 2022.

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Amended:

April 19,  
1996

December 5, 2003

March 18, 2004

December 5, 2012

September 10, 2013

December 4, 2013

June 1, 2016

March 26, 2019

December 8, 2022