



FAIRFAX COUNTY PARK AUTHORITY

M E M O R A N D U M



TO: Chairman and Members
Park Authority Board

VIA: Timothy K. White, Acting Director

FROM: Miriam Morrison, Director
Administration Division

DATE: April 17, 2008

A handwritten signature in black ink, appearing to be "Timothy K. White".

Agenda

Administration, Management and Budget Committee
Wednesday, April 23, 2008 – 6 p.m.
Board Room – Herrity Building
Chairman: Ken Quincy
Vice Chair: Harold Pyon

1. Amendment to Park Authority Bylaws – Action*

*Enclosures



If accommodations and/or alternative formats are needed, please call (703) 324-8563. TTY (703) 803-3354

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Board Agenda Item
May 14, 2008

ACTION

Approval – Fairfax County Park Authority Bylaws

ISSUE:

Approval of the amended Fairfax County Park Authority Bylaws.

RECOMMENDATION:

The Park Authority Acting Director recommends that the Park Authority Board approve revisions to the Park Authority Bylaws.

TIMING:

Board action is requested on May 14, 2008.

BACKGROUND:

At a recent meeting of the Park Authority Board, it was discussed that the Park Authority Bylaws are in need of revision, in order to clarify language regarding meeting quorums. Since that time, additional language in the Bylaws has been noted in need of update.

Staff recommends the following amendments to the Bylaws, as depicted in Attachment 1:

- **Article I (Officers), Section I**

Editorial change to insert the term (“the Authority”) as a defined term and to remove the reference to “ballot” to be in agreement with Va. Code Ann. § 2.2-3710, which provides that no vote of a public body shall be taken by secret or written ballot.

- **Article I (Officers), Section II**

Editorial change to specify that the Chairman may vote. Roberts Rules of Order Newly Revised suggests that a Chair should vote only when his or her vote will affect the outcome, in which case the Chair may vote and thereby affect the outcome or abstain.

- **Article IV (Meetings), Section I**

The amended language follows Va. Code Ann. § 2.2-3707.

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- **Article IV (Meetings), Section II**

Editorial change to coordinate the notice provisions of this section and the preceding section.

- **Article IV (Meetings), Section III**

These changes align the quorum requirement with Va. Code Ann. § 15.2-5703 (2003) and provide for members' meetings to receive public comment. Such members' public comment meetings would not constitute public hearings of the Authority, but such meetings would provide a means of obtaining public input on matters that did not require the Authority to conduct a public hearing.

- **Article V (Fiscal Year)**

Editorial change.

- **Article VI (Parliamentary Authority)**

Editorial change and updated reference to Robert's Rules.

- **Article VIII (Amendment of the Bylaws)**

Editorial change to spell "bylaws" consistently throughout the document.

FISCAL IMPACT:

None

ENCLOSED DOCUMENTS:

Attachment 1: Revised Fairfax County Park Authority Bylaws

STAFF:

Timothy K. White, Acting Director

Cindy Messinger, Deputy Director/COO

Elisa Lueck, Manager of Strategic Initiatives and Policy Development

Michael Long, County Attorney

Appendix 4 Park Authority Bylaws

~~BY-LAWS~~ BYLAWS GOVERNING THE FAIRFAX COUNTY PARK AUTHORITY OF FAIRFAX COUNTY, VIRGINIA

AS REVISED AND ADOPTED ~~May 11, 2005~~ May 14, 2008

Be it resolved by the Fairfax County Park Authority of Fairfax County, Virginia, that the ~~By-Laws~~ Bylaws of said Authority be, and the same are, as follows:

Article I - Officers

Section I - Terms of Office of Officers

The officers of the Fairfax County Park Authority of Fairfax County, Virginia ("the Authority"), shall be Chairman, Vice Chairman, Secretary, and Treasurer, who shall be elected ~~by ballot of the Authority by the members~~ at a regular meeting in January of each year, or at such other time as there may be a vacancy. The offices of Secretary and Treasurer may be combined. All of the foregoing officers shall be Members of the Authority and shall hold office until the next annual election.

Section II - Duties of the Chairman

The Chairman shall be the executive officer of the Authority. The Chairman shall convey to the Director all policy decisions of the Authority and will cause these policies to be administered by the Director. The Chairman shall be the official representative of the Authority at all functions unless representation is specifically delegated to another Member. The Chairman shall preside at all meetings of the Authority and shall be an ex-officio member of all standing and special committees established by the Authority. Except as may be limited by Virginia conflict of interests laws, the Chairman may vote on all issues at any meeting of the Authority.

Section III - Duties of the Vice Chairman

The Vice Chairman, in the absence of the Chairman, shall be vested with all the powers and perform all the duties of the Chairman.

Section IV - Duties of the Secretary and Treasurer

The Secretary-Treasurer shall be responsible for ensuring that due notices are given of all Authority meetings and that proper records are kept of all proceedings of the Authority. The Treasurer shall have custody of the corporate seal and shall attest and affix the seal to all instruments requiring such action when authorized by the Authority. If the offices of Secretary and Treasurer are combined, then the duties of such shall also be combined.

Article II - Administration

Section I - Director

The Director shall be responsible to the Authority for the administration, acquisition, planning, development, maintenance, and operation of all property under the jurisdiction of the Fairfax County Park Authority. The Director shall evaluate properties under consideration for acquisition by the Authority and make recommendations to the Authority concerning their disposition. The Director may delegate authority to responsible subordinates but shall be held ultimately responsible for these actions.

The Director shall formulate regulations and procedures as deemed necessary for proper administration of the organization and its holdings so long as these regulations and procedures are consistent with the policies established by the Authority. The Director shall represent the Authority at the executive level at meetings and as otherwise appropriate in relationship to other official agencies, citizens' organizations, and individuals, and establish close liaison with other departments of the County and the State.

The Director shall be responsible for all administrative activities of the Authority including, but not limited to, preparing agendas for meetings, ensuring adequate records are kept and preparation and submission of annual operating and capital improvement budgets for approval of the Authority and will conform with budgets as approved. The Director shall carry out the capital improvement projects in accordance with the approved budgets of the Authority.

The Director shall perform such other duties as the Authority may require.

Section II - Other Employees

Other personnel may be employed in accordance with the approved annual operating budgets. Such employees shall be responsible to the Director or designated staff and shall perform duties and functions as may be assigned them.

Article III - Committees

Section I - Appointment

All standing and special committees shall be appointed by the Chairman, who shall be an ex-officio member of all committees.

Section II - Standing and Special Committees

Standing Committees shall be composed of not more than seven members of whom at least four shall be members of the Authority. Standing Committees shall be appointed for a term of one year at the first meeting following the election of officers in January. Special Committees shall be composed of such number of members as are deemed necessary to accomplish their purpose. The duties of all such committees shall be defined by the Authority and actions of such committees shall be reported to the Authority.

Article IV - Meetings

Section I - Regular Meetings

Regular meetings of the Authority shall be held in Fairfax County a minimum of twenty times per year at a place and times to be determined by the Authority. The meeting schedule may be revised by vote of the Authority. All meetings shall be preceded by a notice stating the date, time, and location of the meeting, and except for emergency meetings, notice of a meeting shall be given at least three working days prior to the meeting. Notice, reasonable under the circumstance, of special or emergency meetings shall be given contemporaneously with the notice provided to members of the Authority.

Section II - Special Meetings

Special meetings of the Authority shall be called by the Chairman, or by the Secretary-Treasurer, at the request in writing of any three members of the Authority. Notice shall be given the members of the Authority 48 hours prior to such meeting in accordance with Section I of Article IV.

Section III - Quorums

~~Seven members~~ A majority of the members of the Authority shall constitute a quorum for the transaction of business at all meetings, including any public hearing required by Virginia law. ~~(Afore-statement Amended March 24, 1992, to reflect the expansion of the Park Authority Board from ten to twelve members.)~~ The vote of a majority of such quorum shall be necessary for any action taken by the Authority. Discussion may proceed at Standing and Special Committees when three or more Authority members are present. A majority of the appointed members present shall constitute a quorum at meetings of Standing and Special Committees for business requiring a vote. Except in those instances where Virginia law requires the Authority to conduct a public hearing, three or more members of the Authority, after providing notice as required by Virginia law, may conduct meetings to receive public comment from members of the public.

Section IV - Voting

The yeas and nays shall be taken upon passing any resolution and upon any proposals which create any liability, or for the appropriation of expenditure of funds, and in all cases when requested by any member. Resolutions or other actions requiring a yea and nay vote shall be recorded in the written minutes. All members present shall be recorded as a yea, nay or abstention.

Article V - Fiscal Year

The fiscal year of the Authority shall coincide with that of the Fairfax County Government.

Article VI - Parliamentary Authority

Except as otherwise provided by Virginia law or these Bylaws, the The rules contained in Robert's Rules of Order, Newly Revised shall govern the Authority in all cases to which they are applicable, ~~and in which they are not inconsistent with the By-Laws or special rules of order of this Authority.~~

Article VII - Statutory Responsibilities

The Park Authority operates under a contract with the Board of Supervisors. The provisions of the contract shall not be construed as limiting the Park Authority's statutory responsibility for the control of its trust funds and the discharge of its nondelegable duties.

Article VIII - Amendment of the ~~By-Laws~~ Bylaws

Any article of the ~~By-Laws~~ Bylaws may be amended or repealed, and any new article may be incorporated therein by vote of the majority of the Authority's members after all members of the Authority have been notified in writing of the proposed changes at least ten days before the meeting at which the changes are considered.

Adopted and approved by the Fairfax County Park Authority this ~~eleventh~~ fourteenth day of May, 20058.

/s/ Harold L. Strickland
Chairman

ATTEST: /s/ Harrison Glasgow
Secretary

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