

1 **BYLAWS OF THE FAIRFAX AREA-DISABILITY SERVICES BOARD**

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3 **ARTICLE I – NAME**

4 The name of this organization is the Fairfax Area Disability Services Board, hereinafter
5 referred to as the “FA-DSB.”

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7 **ARTICLE II – PURPOSE**

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9 The FA-DSB will serve the County of Fairfax Virginia, and the Cities of Fairfax,
10 Virginia, and Falls Church, Virginia. The FA-DSB has been established by the Joint
11 Exercise of Powers Agreement for a Fairfax Area Disability Services Board adopted by
12 the Board of Supervisors of Fairfax County and the City Councils of the Cities of Fairfax
13 and Falls Church (collectively “local governments”), respectively, pursuant to Virginia
14 law for the purpose of:

- 15 • providing input to local governments on service needs and priorities of persons
16 with physical and sensory disabilities,
- 17 • providing information and resource referral to local governments regarding the
18 Americans with Disabilities Act (hereinafter referred to as the “ADA”), and
- 19 • providing such other assistance and advice to local governments as may be
20 requested.

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22 These bylaws replace and supersede the FA-DSB bylaws adopted in May 2019 and are
23 effective as of November 9, 2021.

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25 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**

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27 Appointments. Membership and appointments to the FA-DSB shall be made as set forth
28 in the Joint Exercise of Powers Agreement for a Fairfax Area Disability Services Board
29 and incorporated herein by reference.

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31 Board Orientation. Board orientation is required for all FA-DSB members. FA-DSB
32 appointees will be provided an orientation including but not limited to: the role,
33 operating procedures, duties and responsibilities, and staff support of the FADSB. An
34 FA-DSB Board Orientation Manual including contact information for FA-DSB members
35 and a copy of the FA-DSB Bylaws and the Joint Powers Agreement shall be provided to
36 all new appointees.

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38 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
39 then the Chairperson, the Vice Chairperson or the Secretary, or the County staff
40 coordinator shall advise the Clerk for the Board of Supervisors of the vacancy in writing.

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42 Holdovers. In the event a member completes their term of office, remains qualified to
43 serve as a member, and the Board of Supervisors or the Councils of the Cities of Fairfax
44 and Falls Church has not reappointed that member to another term or appointed a
45 successor member, then that person may continue to serve until such time as the member
46 is reappointed or a successor member is appointed.

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ARTICLE IV – OFFICERS AND THEIR DUTIES

Elections. The FA-DSB shall be served by three officers: Chairperson, Vice Chairperson, and Secretary, collectively known as the Executive Committee. The Executive Committee shall be elected in accordance with the voting provisions of Article V by the FA-DSB members annually and such election shall be scheduled at the June meeting. One month prior to the election meeting, a slate of candidates shall be nominated during a meeting held pursuant to Article V. After nomination, each candidate shall be polled on his or her willingness and ability to serve. At the election meeting, the Executive Committee shall be elected in accordance with the voting provisions of Article V.

Chairperson. The Chairperson presides over meetings of the FA-DSB and is eligible to vote at all times. The Chairperson has the authority to delegate appropriate functions to FA-DSB members and to request assistance from the County staff supporting FA-DSB. Further duties include but are not limited to:

- Develop the agenda of the FA-DSB regular meetings;
- Assign members to committees;
- Appoint Chairs of committees and subcommittees;
- Serve as an ex-officio member of all committees of which the chair is not already a member except the nominating committee;
- Sign or cause to be signed the minutes when approved by the FA-DSB and such other official documents and correspondence required of him/her in the course of business of the FA-DSB; and
- Represent the FA-DSB before the Board of Supervisors, the City of Falls Church and City of Fairfax Town Councils, the Disability Services Council, and other bodies unless she/he requests another member to represent the FA-DSB.
- Represent the FA-DSB at public hearings and can appoint other members to do so in his/her absence.

Vice Chairperson. In the absence of the Chairperson at a meeting, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson. In the event that neither the Chairperson nor the Vice Chairperson is available, the Secretary shall act as Chairperson. Should no member of the Executive Committee be present, the member present with the longest tenure on the FA-DSB shall act as Chairperson. Further duties of the Vice Chairperson include:

- Monitor the activities of all committees of the FA-DSB.
- Oversee the FA-DSB compliance with its Bylaws.
- Perform such other duties as requested by the Chair of the FA-DSB.

Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording the minutes of meetings. In the absence of the Chairperson and Vice Chairperson the Secretary shall act as the Chairperson. Further duties include:

- Be responsible for assuring that the records of the FA-DSB are kept, the minutes of all FA-DSB meetings are taken, and all votes are recorded.
- Serve as the Parliamentarian.
- Perform such other duties as requested by the Chair of the FA-DSB.

Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a majority of members present. The newly elected officer shall complete the unexpired term of the officer succeeded. Prior to the election of any replacement officer, all members shall be provided with notice of the proposed election before the meeting at which the replacement is elected.

ARTICLE V – MEETINGS

VFOIA. All meetings shall be open to the public except as provided under the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA"). Pursuant to Virginia Code § 2.2-3701, "meeting" or "meetings" means the meetings including work sessions, when sitting physically, or through electronic communication means pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i) as many as three members or (ii) a quorum, if less than three, of the constituent membership, wherever held, with or without minutes being taken, whether or not votes are cast, of any public body. The FA-DSB may hold public hearings and report its findings to the Board of Supervisors on FA-DSB issues that affect the public interest.

Notice and Agenda. Notice and the agenda of all meetings shall be provided as required under the VFOIA. All meetings shall be preceded by properly posted notice stating the date, time, and location of each meeting. Notice of a meeting shall be given at least three working days prior to the meeting. Notice of emergency meetings, reasonable under the circumstances, shall be given contemporaneously with the notice provided to FA-DSB members. Notices of all meetings shall be provided to the Office of Public Affairs for posting at the Government Center and on the County Web site. All meetings shall be conducted in public places that are accessible to persons with disabilities.

Frequency. FA-DSB shall meet monthly or as determined by the Chairperson. Meetings shall be held at a time agreed to by a majority of the FA-DSB's members, and at a place arranged by the staff of the supporting County department that is accessible to persons with physical and sensory disabilities.

Special Meetings. Special meetings of the FA-DSB may be called by the Chairperson, or in the absence of the Chairperson, by the Vice Chairperson or by one-third of the members of the FA-DSB at such dates, times, and places as may be specified in the call for the meeting.

Advocacy. In order for an FA-DSB Member to advise a local government as a representative of the board regarding any subject, a position on the issue must first be adopted by the full FA-DSB. For a matter to be adopted by the board it must be discussed, voted on and approved by a majority of FA-DSB members present at a public meeting.

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Voting. A quorum is necessary for a vote. A majority of the membership of the FA-DSB shall constitute a quorum. In making any recommendations, adopting any plan, or approving any proposal, action shall be taken by a majority vote of FA-DSB members present and voting. Upon the request of any member, the vote of each member on any issue shall be recorded in the minutes. All votes FA-DSB members shall be taken during a public meeting, and no vote shall be taken by secret or written ballot or by proxy.

Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and except as specifically authorized by the VFOIA, no meeting shall be conducted through telephonic, video, electronic, or other communication means where the members are not all physically assembled to discuss or transact public business.

Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and, unless exempt under the VFOIA, all materials furnished to FA-DSB members shall be made available for public inspection at the same time such documents are furnished to the FA-DSB members. Pursuant to the VFOIA, any person may photograph, film, record, or otherwise reproduce any portion of a meeting required to be open, but such actions may not interfere with any FA-DSB proceedings.

Records. The Secretary or an appointed representative shall ensure that minutes of meetings are recorded as required under the VFOIA. Minutes shall include: (1) the date, time, and location of each meeting; (2) the members present and absent; (3) a summary of the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes taken. Such minutes are public records and subject to inspection and copying by citizens of the Commonwealth or by members of the news media. The supporting County department shall provide staff support to review and approve records and minutes of the meeting.

Attorney-Client Privilege. Records containing legal advice from counsel to the FA-DSB, and advice provided in closed session by legal counsel to the FA-DSB, are protected by the attorney-client privilege and from disclosure under the VFOIA. Any such records or advice should not be disclosed by members of the FA-DSB to any third party, or the privilege against disclosure may be waived. Questions regarding the handling of records or advice subject to attorney-client privilege should be directed to the FA-DSB's legal counsel.

ARTICLE VI - ATTENDANCE AND PARTICIPATION

Any FA-DSB member who misses three consecutive meetings or more than half of the scheduled meetings (including regular or special meetings) within a 12-month period, or who fails to participate in the work of the FA-DSB without good cause acceptable to the majority of the other FA-DSB members may be subject to removal from the FA-DSB.

183 If a member is unable to attend a regular or special meeting of the FA-DSB, they must
184 notify a member of the Executive Committee or the County staff coordinator prior to the
185 start of the meeting to be excused.

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187 **ARTICLE VII - REMOVAL**

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189 Any FA-DSB member may be recommended to the Board of Supervisors or the Councils
190 of the Cities of Fairfax and Falls Church for removal from the FA-DSB for cause,
191 including but not limited to cause as set forth in Article VI, by a two-thirds majority vote
192 of all of the FA-DSB members. The members' authority to recommend removal under
193 these bylaws neither limits nor waives the Board of Supervisors' or the Councils of the
194 Cities of Fairfax and Falls Church authority to remove members from the FA-DSB as
195 provided by law.

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197 **ARTICLE VIII – COMMITTEES**

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199 Standing. The Chairperson may appoint standing committees and a chairperson for each
200 with the consent of a majority of the FA-DSB members present and voting.

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202 Special. The Chairperson may appoint special committees and a Chairperson for each
203 with the consent of a majority of the FA-DSB members present and voting.

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205 All meetings of any such committees shall comply with the notice and other
206 requirements of the VFOIA. To the extent practicable, any such committees shall be
207 composed of at least four members. Committee meetings may be held at the call of the
208 Chairperson or at the request of two members, with notice to all members.

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210 **ARTICLE IX – ANNUAL REPORT**

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212 The FA-DSB shall prepare an annual written report that describes the actions of the FA-
213 DSB and plans for future actions and activities. This report shall be provided to the Clerk
214 to the Board of Supervisors for distribution to the members of the Board of Supervisors
215 and to the County Executive.

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217 **ARTICLE X – COMPLIANCE WITH LAW AND COUNTY POLICY**

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219 The FA-DSB shall comply with all Virginia laws, including, but not limited to, the
220 VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia
221 Code § 2.2-3100 *et seq.*, as amended, with all County ordinances, and with all County
222 policies concerning the activities of its boards, authorities, and commissions. In case of a
223 conflict between a provision of these bylaws and any applicable ordinance or law, the
224 provisions of the applicable ordinance or law, as the case may be, shall control.

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226 **ARTICLE XI – AMENDMENT OF BYLAWS**

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228 These bylaws may be amended by the FA-DSB by adopting the proposed amendment or
229 amendments by a majority vote of the members of the FA-DSB present and voting at any
230 meeting of the FA-DSB. However, the amendment(s) must be proposed at a prior
231 meeting held at least thirty days before the meeting at which a vote is to be taken on the
232 proposed amendment. Once adopted the FA-DSB will present those proposed changes for
233 approval to the Board of Supervisors or the Councils of the Cities of Fairfax and Falls
234 Church. Any such amendments to bylaws shall become effective upon approval by the
235 Board of Supervisors.

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237 **These Bylaws were approved by the Fairfax County Board of Supervisors during a**
238 **public meeting held on 9th day of November, 2021.**

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GIVEN under my hand this 9th day of November, 2021.

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Jill G. Cooper
Clerk for the Board of Supervisors
Department of Clerk Services