

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

2
3 **ARTICLE I – NAME**

4
5 The name of this organization is the Fairfax Area Disability Services Board, hereinafter
6 referred to as the “FA-DSB.”
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8 **ARTICLE II – PURPOSE**

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

- 16 • providing input to local governments on service needs and priorities of persons
17 with physical and sensory disabilities,
- 18 • providing information and resource referral to local governments regarding the
19 Americans with Disabilities Act (hereinafter referred to as the “ADA”), and
- 20 • providing such other assistance and advice to local governments as may be
21 requested.
22

23 These bylaws replace and supersede the FA-DSB bylaws adopted in November 2021 and
24 are effective as of [enter new date].
25

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

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28 Appointments. Membership and appointments to the FA-DSB shall be made as set forth
29 in the Joint Exercise of Powers Agreement for a Fairfax Area-Disability Services Board
30 and incorporated herein by reference. Members shall serve for such term or terms as
31 established by the Board of Supervisors.
32

33 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
34 then the Chairperson, the Vice Chairperson or the Secretary, or the County staff
35 coordinator shall advise the Clerk for the Board of Supervisors of the vacancy in writing.
36

37 Holdovers. In the event a member completes their term of office, remains qualified to
38 serve as a member, and the Board of Supervisors or the Councils of the Cities of Fairfax
39 and Falls Church has not reappointed that member to another term or appointed a
40 successor member, then that person may continue to serve until such time as the member
41 is reappointed or a successor member is appointed.
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43 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

44
45 Elections. The FA-DSB shall be served by three officers: Chairperson, Vice
46 Chairperson, and Secretary, collectively known as the Executive Committee. The

47 Executive Committee shall be elected in accordance with the voting provisions of Article
48 V by the FA-DSB members annually and such election shall be scheduled at the June
49 meeting. One month prior to the election meeting, a slate of candidates shall be
50 nominated during a meeting held pursuant to Article V. After nomination, each
51 candidate shall be polled on his or her willingness and ability to serve. At the election
52 meeting, the Executive Committee shall be elected in accordance with the voting
53 provisions of Article V. No member of the Executive Committee shall serve more than
54 three consecutive terms within each held position.

55

56 Chairperson. The Chairperson presides over meetings of the FA-DSB and is eligible to
57 vote at all times. The Chairperson has the authority to delegate appropriate functions to
58 FA-DSB members and to request assistance from the County staff supporting FA-DSB.

59

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

65

66 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording
67 the minutes of meetings.

68

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

74

75 **ARTICLE V – MEETINGS**

76

77 VFOIA.

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79 All meetings shall be open to the public except as provided under the Virginia Freedom
80 of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").

81 "Meeting" or "meetings" means the meetings including work sessions, when sitting
82 physically, or through electronic communication means pursuant to the VFOIA or other
83 applicable Virginia law, as a body or entity, or as an informal assemblage of (i) as many
84 as three members or (ii) a quorum, if less than three, of the constituent membership,
85 wherever held, with or without minutes being taken, whether or not votes are cast, of any
86 public body. The FA-DSB may hold public hearings and report its findings to the Board
87 of Supervisors on FA-DSB issues that affect the public interest.

88

89 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
90 under the VFOIA. All meetings shall be preceded by properly posted notice stating the
91 date, time, and location of each meeting. Notice of a meeting shall be given at least three
92 working days prior to the meeting. Notice of emergency meetings, reasonable under the

93 circumstances, shall be given contemporaneously with the notice provided to FA-DSB
94 members. Notices of all meetings shall be provided to the Office of Public Affairs for
95 posting at the Government Center and on the County Web site. All in-person and remote
96 participation meetings shall be conducted in public places that are accessible to persons
97 with disabilities. Public access via electronic communications must be provided for all-
98 virtual public meetings to align the bylaws with the DSB's all-virtual meeting policy and
99 Virginia Code section 2.2-3708.3(C)(2).

100
101 Frequency. FA-DSB shall meet monthly or as determined by the Chairperson. Meetings
102 shall be held at a time agreed to by a majority of the FA-DSB's members, and at a place
103 arranged by the staff of the supporting County department.

104
105 Special Meetings. Special meetings of the FA-DSB may be called by the Chairperson, or
106 in the absence of the Chairperson, by the Vice Chairperson or by one-third of the
107 members of the FA-DSB at such dates, times, and places as may be specified in the call
108 for the meeting.

109
110 Advocacy. In order for an FA-DSB Member to advise a local government as a
111 representative of the board regarding any subject, a position on the issue must first be
112 adopted by the full FA-DSB. For a matter to be adopted by the board it must be
113 discussed, voted on and approved by a majority of FA-DSB members present at a public
114 meeting.

115
116 Voting. A quorum is necessary for a vote. Four members of the FA-DSB shall constitute
117 a quorum. In making any recommendations, adopting any plan, or approving any
118 proposal, action shall be taken by a majority vote of FA-DSB members present and
119 voting. Upon the request of any member, the vote of each member on any issue shall be
120 recorded in the minutes. All votes FA-DSB members shall be taken during a public
121 meeting, and no vote shall be taken by secret or written ballot or by proxy.

122
123 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings
124 shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and
125 except as specifically authorized by the VFOIA, no meeting shall be conducted through
126 telephonic, video, electronic, or other communication means where the members are not
127 all physically assembled to discuss or transact public business.

128
129 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and,
130 unless exempt under the VFOIA, all materials furnished to FA-DSB members shall be
131 made available for public inspection at the same time such documents are furnished to the
132 FA-DSB members. Pursuant to the VFOIA, any person may photograph, film, record, or
133 otherwise reproduce any portion of a meeting required to be open, but such actions may
134 not interfere with any FA-DSB proceedings.

135
136 Records. The Secretary or an appointed representative shall ensure that minutes of
137 meetings are recorded as required under the VFOIA. Minutes shall include: (1) the date,
138 time, and location of each meeting; (2) the members present and absent; (3) a summary of

139 the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes
140 taken. Such minutes are public records and subject to inspection and copying by citizens
141 of the Commonwealth or by members of the news media. The supporting County
142 department shall provide staff support to review and approve records and minutes of the
143 meeting.

144
145 Attorney-Client Privilege. Records containing legal advice from counsel to the FA-DSB,
146 and advice provided in closed session by legal counsel to the FA-DSB, are protected by
147 the attorney-client privilege and from disclosure under the VFOIA. Any such records or
148 advice should not be disclosed by members of the FA-DSB to any third party, or the
149 privilege against disclosure may be waived. Questions regarding the handling of records
150 or advice subject to attorney-client privilege should be directed to the FA-DSB’s legal
151 counsel.

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153 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

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

159

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

163

164 **ARTICLE VII - REMOVAL**

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166 Any FA-DSB member may be recommended to the Board of Supervisors or the Councils
167 of the Cities of Fairfax and Falls Church for removal from the FA-DSB for cause,
168 including but not limited to cause as set forth in Article VI, by a two-thirds majority vote
169 of all of the FA-DSB members. The members’ authority to recommend removal under
170 these bylaws neither limits nor waives the Board of Supervisors’ or the Councils of the
171 Cities of Fairfax and Falls Church authority to remove members from the FA-DSB as
172 provided by law.

173

174 **ARTICLE VIII – COMMITTEES**

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

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

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182 All meetings of any such committees shall comply with the notice and other
183 requirements of the VFOIA. To the extent practicable, any such committees shall be

184 composed of at least four members. Committee meetings may be held at the call of the
185 Chairperson or at the request of two members, with notice to all members.

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187 **ARTICLE IX – ANNUAL REPORT**

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

193

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

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

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203 **ARTICLE XI – AMENDMENT OF BYLAWS**

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205 These bylaws may be amended by the FA-DSB by adopting the proposed amendment or
206 amendments and by presenting those proposed changes for approval to the Board of
207 Supervisors. Any such amendments to bylaws shall become effective upon approval by
208 the Board of Supervisors. Once adopted, the FA-DSB will present those proposed
209 changes to the Councils of the Cities of Fairfax and Falls Church.