

Draft (Sep 2020) Revised FADSB Bylaws (with Annotation)

BYLAWS OF THE FAIRFAX AREA DISABILITY SERVICES BOARD

Draft of 05 September 2020

Comment: Comments such as this one appear throughout this template, and are included to inform drafters of bylaws about the purposes of each Article, and to provide further instruction on content. They are to be deleted from any working or final draft.

ARTICLE I – NAME

- A. The name of this organization is the Fairfax Area Disability Services Board, hereinafter referred to as the “FA-DSB”.
- B. The FA-DSB will serve the County of Fairfax Virginia, and the Cities of Fairfax, Virginia, and Falls Church, Virginia.

Comment: Sets forth the official name of the board, authority, or commission. If this is a new body, or one for whom no prior bylaws exist, replace the second sentence with, “These bylaws are effective as of [insert date of these bylaws’ adoption by the Board of Supervisors].”

ARTICLE II – PURPOSE

The FA-DSB has been established by the Joint Exercise of Powers Agreement for a Fairfax Area Disability Services Board adopted by the Board of Supervisors of Fairfax County and the Councils of the Cities of Fairfax and Falls Church, respectively, pursuant to Virginia law for the purpose of providing input to state and local agencies on service needs and priorities of persons with physical and sensory disabilities, to provide information and resource referral to local governments regarding the Americans with Disabilities Act (hereinafter referred to as the “ADA”), and to provide such other assistance and advice to local governments as may be requested.

These bylaws replace and supersede the FA-DSB bylaws adopted in May 2019 and are effective as of [insert date of these bylaws’ adoption by the Board of Supervisors].

Comment: Sets forth the official purpose of the board, authority, or commission. This can most typically be found in, and should be based closely on, the Board of Supervisors’ action creating the body. If these are the first bylaws for the body, the second paragraph should be deleted.

ARTICLE III – MEMBERSHIP AND TERM OF OFFICE

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

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48 Board Orientation. Board orientation is required for all FA-DSB members. FA-DSB
49 appointees will be provided an orientation including but not limited to: the role,
50 operating procedures, duties and responsibilities, and staff support of the FADSB. An
51 FA-DSB Board Orientation Manual including contact information for FA-DSB members
52 and a copy of the FA-DSB Bylaws and the Joint Powers Agreement shall be provided to
53 all new appointees.

54
55 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
56 then the chairperson, the vice chairperson or the secretary, or the County staff coordinator
57 shall advise the Clerk for the Board of Supervisors of the vacancy in writing.

58
59 Holdovers. In the event a member completes their term of office, remains qualified to
60 serve as a member, and the Board of Supervisors or then Councils of the Cities of Fairfax
61 and Falls Church has not reappointed that member to another term or appointed a
62 successor member, then that person may continue to serve until such time as the member
63 is reappointed or a successor member is appointed.

64
65 Comment: Sets forth the membership of the board, authority, or commission, and imposes a requirement
66 on the chairperson, the clerk or the secretary, or the staff coordinator to advise the Clerk to the Board of
67 Supervisors of any vacancies. If the Board of Supervisors has established specific offices, terms, or
68 qualifications, they should be detailed above, and the model language under “Appointments” should be
69 revised accordingly. This section also ensures that the Board of Supervisors will receive timely notice of
70 the need to appoint persons to fill any vacancies that may arise. Finally, this section sets forth the “hold-
71 over rule” to prevent a hiatus in government pending the appointment of a successor member.

72 73 74 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

75
76 Elections. The FA-DSB shall be served by three officers: a Chairperson, a Vice-
77 Chairperson, and a Secretary. The Chairperson shall be elected in accordance with the
78 voting provisions of Article V by the FA-DSB members annually and such election shall
79 be scheduled at the first meeting of each calendar year. Two months prior to the election
80 meeting, a slate of candidates shall be nominated during a meeting held pursuant to
81 Article V. After nomination, each candidate shall be polled on his or her willingness and
82 ability to serve as Chairperson of the FA-DSB. At the election meeting, the Chairperson
83 shall be elected from among the willing nominees in accordance with the voting
84 provisions of Article V. At the meeting immediately following the election of the
85 Chairperson, the Chairperson shall nominate the Vice Chairperson and Secretary. After
86 nomination, each candidate shall be polled on his or her willingness and ability to serve
87 as an officer of the FA-DSB. The Vice Chairperson and Secretary shall then be elected
88 from among the willing nominees in accordance with the voting provisions of Article V.

89
90 Chairperson. The Chairperson presides over meetings of the FA-DSB and is eligible to
91 vote at all times. The Chairperson has the authority to delegate appropriate functions to
92 FA-DSB members and to request assistance from the County staff supporting FA-DSB.
93 Further duties include but are not limited to:

- 94
- Develop the agenda of the FA-DSB regular meetings;

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- 95 • Assign members to committees;
96 • Appoint Chairs of committees and subcommittees;
97 • Serve as an ex-officio member of all committees of which the chair is not
98 already a member except the nominating committee.
99 • Sign or cause to be signed the minutes when approved by the FA-DSB and
100 such other official documents and correspondence required of him/her in the
101 course of business of the FA-DSB; and
102 • Represent the FA-DSB before the Board of Supervisors, the City of Falls
103 Church and City of Fairfax Town Councils, the Disability Services Council
104 and other bodies unless she/he requests another member to represent the FA-
105 DSB.
106 • Represent the FA-DSB at public hearings and can appoint other members to
107 do so in his/her absence.
108

109 Vice-Chairperson. In the absence of the Chairperson at a meeting, the Vice-Chairperson
110 shall perform the duties and exercise the powers of the Chairperson. In the event that
111 neither the Chairperson nor the Vice-Chairperson is available, the member present with
112 the longest tenure on the FA-DSB shall act as Chairperson. Further duties include:

- 113 • Monitor the activities of all committees of the FA-DSB.
114 • Oversee the FA-DSB compliance with its Bylaws.
115 • Perform such other duties as requested by the Chair of the FA-DSB.
116

117 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording
118 the minutes of meetings. Further duties include:

- 119 • Be responsible for assuring that the records of the FA-DSB are kept.
120 • Serve as the Parliamentarian.
121 • Perform such other duties as requested by the Chair of the FA-DSB.
122

123 Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an
124 election at the next regular meeting having a majority of members present. The newly
125 elected officer shall complete the unexpired term of the officer succeeded. Prior to the
126 election of any replacement officer, all members shall be provided with notice of the
127 proposed election before the meeting at which the replacement is elected.
128

129 Comment: Sets forth requirements for a presiding officer who shall be the chairperson, for a vice-
130 chairperson to preside in the absence of the chairperson, and for a Secretary. As with Article III, any
131 specific officers, election/appointment procedures, or other requirements of officers set forth by the Board
132 of Supervisors or applicable law should be included here, and the model language revised accordingly. As
133 a template and in lieu of any other requirements, this Article provides that election of those officers shall be
134 done at the beginning of each calendar year, and any time thereafter, after prior notice, to fill a vacancy in
135 the event such an officer resigns or is unable to serve. Also, please note that Article V requires that actions
136 be taken in public session and that no vote be taken by secret or written ballot or by proxy. Those voting
137 requirements apply to the election of officers.
138

139 **ARTICLE V – MEETINGS** 140 141

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

151
152 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
153 under the VFOIA. All meetings shall be preceded by properly posted notice stating the
154 date, time, and location of each meeting. Notice of a meeting shall be given at least three
155 working days prior to the meeting. Notice of emergency meetings, reasonable under the
156 circumstances, shall be given contemporaneously with the notice provided to [insert short
157 name] members. Notices of all meetings shall be provided to the Office of Public
158 Affairs for posting at the Government Center and on the County Web site. All meetings
159 shall be conducted in public places that are accessible to persons with disabilities.

160
161 Frequency. FA-DSB shall meet monthly or as determined by the Chairperson. Meetings
162 shall be held at a time agreed to by a majority of the FA-DSB's members, and at a place
163 arranged by the staff of the supporting County department that is accessible to persons
164 with physical and sensory disabilities, as it deems proper.

165
166 Special Meetings. Special meetings of the FA-DSB may be called by the Chair, or in the
167 absence of the Chair, by the Vice-Chair or by one-third of the members of the FA-DSB at
168 such dates, times, and places as may be specified in the call for the meeting. A strategic
169 planning meeting setting goals and priorities for the FA-DSB shall be held on an as
170 needed basis.

171
172 Advocacy. For an FA-DSB Member to advocate as a representative of the board
173 regarding any subject, a position on the issue must first be discussed, voted on and
174 approved by the FA-DSB.

175
176 Voting. A quorum is necessary for a vote. A majority of the membership of the FA-DSB
177 shall constitute a quorum. In making any recommendations, adopting any plan, or
178 approving any proposal, action shall be taken by a majority vote of FA-DSB members
179 present and voting. Upon the request of any member, the vote of each member on any
180 issue shall be recorded in the minutes. All votes FA-DSB members shall be taken during
181 a public meeting, and no vote shall be taken by secret or written ballot or by proxy.

182
183 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings
184 shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and
185 except as specifically authorized by the VFOIA, no meeting shall be conducted through
186 telephonic, video, electronic, or other communication means where the members are not
187 all physically assembled to discuss or transact public business.

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188

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

195

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

204

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

212

213 Comment: This Article sets forth and highlights the basic statutory requirements for meetings of public
214 bodies that are imposed by the Virginia Freedom of Information Act. Also, it establishes *Robert's Rules of*
215 *Order, Newly Revised*, as the standard for questions of parliamentary procedure. *Robert's Rules* is a
216 standard procedural reference for such bodies.

217

218

219 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

220

221 Any FA-DSB member who misses three consecutive meetings or more than half of the
222 scheduled meetings (including regular, special and committee) within a 12-month period,
223 or who fails to participate in the work of the FA-DSB without good cause acceptable to a
224 majority of the FA-DSB members may be subject to removal from the FA-DSB. If a
225 member is unable to attend a regular or special meeting of the FA-DSB, they must notify
226 a member of the Executive Committee or staff prior to the start of the meeting to be
227 excused.

228

229 **ARTICLE VII - REMOVAL**

230

231 Any FA-DSB member(s) may be recommended to the Board of Supervisors or the
232 Councils of the Cities of Fairfax and Falls Church for removal from the FADSB for
233 cause, including but not limited to cause as set forth in Article VI, by a two-thirds
234 majority vote of all of the FA-DSB members. The members' authority to recommend

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235 removal under these bylaws neither limits nor waives the Board of Supervisors' or the
236 Councils of the Cities of Fairfax and Falls Church authority to remove members from the
237 FA-DSB as provided by law.

238
239 Comment: This Article is included at the request of the Board of Supervisors, and should be retained
240 unless in conflict with applicable law.

241

242 **ARTICLE VIII – COMMITTEES**

243

244 Committee Structure. The Committee Structure of the FA-DSB reflects the primary functions of the
245 FA-DSB. Written reports shall highlight issues for direction by the full FA-DSB and shall be
246 submitted prior to each monthly Board meeting. Standing committee chairs shall be appointed by
247 the FA-DSB Chair for a one-year term and shall be a member of the FA-DSB. A chair may be re-
248 appointed to subsequent terms. Committee membership and consulting is open to non-FA-DSB
249 members.

250

251 Executive. The Chairperson, Vice Chairperson, and Secretary shall collectively be known
252 as the Executive Committee. Terms on the Executive Committee shall be for one year. A
253 member of the Executive Committee shall serve no more than three consecutive one-year
254 terms in any one office. The Executive Committee will meet at the call of the chair or
255 upon written request of the chair of one or more of the standing committees. The purpose
256 of the Executive Committee includes: making recommendations to the FA-DSB; develop
257 and oversee implementation of FA-DSB policies and procedures; coordination of public
258 awareness, publicity and newsletter activities.

259

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

262 • The Americans with Disabilities Act (ADA) Committee. The Americans with
263 Disabilities Act (ADA) Committee facilitates compliance with the spirit of the ADA
264 and will ensure that Fairfax County, Fairfax City and Falls Church City programs,
265 services and facilities as well as private programs and facilities offering services to
266 the public are accessible to people with disabilities and comply with the design
267 standards set by the ADA. The ADA Committee will also educate elected officials,
268 county employees, public and private service providers about their responsibilities in
269 serving people with disabilities, as well as educating people with disabilities about
270 their civil rights guaranteed by the ADA.

271

272 • Legislative Committee. The Legislative Committee will coordinate development of
273 legislative initiatives, respond to legislative proposals and will be responsible for
274 advising the FA-DSB on legislative affairs including interpreting local, state and
275 federal laws and legislation and their impact on the lives of Fairfax area residents
276 with disabilities. The Committee will set annual legislative priorities for the
277 Commonwealth of Virginia's General Assembly and make submit those priorities for
278 consideration in the BOS Legislative Program.

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- 280 • Transportation Committee. The Transportation Committee works to improve
281 transportation and pedestrian accessibility for people with disabilities by advocating
282 for legislation and increased funding, educating transit providers about their
283 responsibilities, and conducting assessments about the transportation needs in the
284 Fairfax area.
285
- 286 • Employment Committee. The Employment Committee works to maximize best
287 practices for rewarding job opportunities and career advancement for people with
288 disabilities, particularly with Fairfax County Government.
289
- 290 • Housing Committee. The Housing Committee advocates on the County level for an
291 increase in the quantity and quality of affordable and accessible housing for people
292 with disabilities.
293
- 294 • Public Safety and Emergency Preparedness Committee. The Public Safety and
295 Emergency Preparedness Committee educates Fairfax area people with disabilities
296 about the resources available to assist individuals, families and neighborhoods
297 prepare for or respond to an emergency, as well as monitors and consults on the
298 development of County and City emergency planning policies and programs.
299

300 Subcommittees of Standing Committees. Subcommittees may be created at any time by
301 the Chair of the FA-DSB with FA-DSB approval. At the time a subcommittee is created,
302 its purposes will be specifically outlined by the Chair of the FA-DSB. Each
303 subcommittee will support the purpose of the FA-DSB. Subcommittee membership, the
304 chair of subcommittees and consulting is open to non-FA-DSB members.
305

306 Special. The Chairperson may appoint special committees and a Chairperson for each
307 with the consent of a majority of the FA-DSB members present and voting. Special
308 committee membership is open to non-FA-DSB member. The Chair shall be an FA-DSB
309 member. At the time a Special Committee is created, its purpose will be specifically
310 outlined by the Chair of the FA-DSB. In creating a Special Committee, Chair shall
311 specify the time within which the Special Committee is to make its report to the FA-DSB
312

313 All meetings of any such committees shall comply with the notice and other requirements
314 of the VFOIA. To the extent practicable, any such committees shall be composed of at
315 least four members. Committee meetings may be held at the call of the Chairperson or at
316 the request of two members, with notice to all members.
317

318 Comment: This Article permits the creation of committees, but it encourages all such committees to have
319 at least four members. The reason for this is that if there is a committee with only two or three members,
320 then those persons could not meet or communicate by telephone without triggering the notice requirements
321 of VFOIA. Having committees of at least four members will allow any two members to communicate. A
322 meeting of three or more members of any committee with more than three members would be a public
323 meeting that would require notice and public access.
324
325

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326 **ARTICLE IX – ANNUAL REPORT**

327

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

332

333 Comment: This Article requires preparation an annual written report to the Board of Supervisors, which is
334 typically – but not always – required by the Board.

335

336

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

338

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

345

346 Comment: This Article requires compliance with all Virginia laws, County ordinances, and County
347 policies.

348

349

350 **ARTICLE XI – AMENDMENT OF BYLAWS**

351

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

360

361 Comment: County policy requires that all bylaws of County boards, authorities, and commissions, and any
362 amendments to any such bylaws, be submitted to the Board of Supervisors for approval.