

BYLAWS OF THE FAIRFAX COUNTY COMMISSION FOR WOMEN

ARTICLE I – NAME

The name of this organization is the Fairfax County Commission for Women, hereinafter referred to as the “CFW.”

ARTICLE II – PURPOSE

The purposes of the CFW, as established by the Board of Supervisors (“BOS”), are to:

1. Make recommendations and propose initiatives to the BOS to eliminate discrimination on the basis of sex,
2. Advise the BOS on strategies to remove barriers to women and girls,
3. Advise the BOS on issues, concerns, and policies related to women and girls in the County,
4. Identify problems, concerns, and policies that disproportionately impact women and girls, and
5. Recommend and support resources, services, and opportunities that improve the status of women and girls in all aspects of life.

ARTICLE III – MISSION

The mission of the CFW is to advise the BOS on policies and initiatives to promote gender equality, eliminate violence against women, and honor women and girls in Fairfax County.

ARTICLE IV – EQUITY STATEMENT

The CFW shall integrate race and gender equity into all aspects of its mission and purpose. The CFW will not discriminate on the basis of race, color, religion, national origin, ethnicity, immigration or socioeconomic status, sex, pregnancy, childbirth or related medical conditions, age, marital status, disability, sexual orientation, gender identity, genetics, political affiliation, or status as a veteran or active duty member of the military. Further, CFW is committed to eliminating all forms of discrimination that impact women and girls and is committed to supporting the communities of Fairfax County to ensure it is an equitable and welcoming place for all to call home.

In its undertakings, the CFW shall consider and strive to reduce and eliminate disparities and inequities experienced by women, especially persons of color and other groups who have been historically and systemically marginalized. The CFW works toward creating spaces where all women are embraced for who they are. CFW strives to inform and to take action to create conditions within our capacity to enable residents to thrive and reach

their highest potential. The CFW seeks to remove barriers women face so that they may enjoy full participation and belonging in life and culture.

ARTICLE V – APPOINTMENT AND TERM OF OFFICE

Appointments. Appointments to the CFW shall be as determined by the BOS. Commissioners shall serve for one term of three (3) years and may not serve on the CFW for more than four (4) terms or twelve (12) consecutive years. The CFW shall consist of the following Commissioners:

- one appointed from each Supervisor’s magisterial district;
- four At-Large Commissioners to be appointed by the Chairman of the BOS, to include one At-Large Commissioner; one Underserved At-Large Commissioner; one Lesbian-Gay-Bisexual-Queer-Intersex-Asexual (“LGBQIA+”) At-Large Commissioner; and one Trans Woman At-Large Commissioner; and
- one Student Commissioner nominated via competitive process by the CFW, subject to the approval of the BOS.

Ex Officio Members. By simple majority vote at a meeting called in accordance with Article VIII of these bylaws, the CFW may appoint up to five (5) non-voting, ex officio members to serve for limited terms and advise the CFW during meetings. Ex officio members may serve no more than four (4) terms or twelve (12) consecutive years.

Resignations or Vacancies. In the event a Commissioner is unable to serve or resigns from office, the County staff liaison shall advise the Clerk to the BOS of the vacancy in writing.

Holdovers. In the event a Commissioner completes their term of office, remains qualified to serve as a Commissioner, and the BOS has not appointed that Commissioner to another term or a successor Commissioner, then that person may continue to serve as a Commissioner until such time as the Commissioner is reappointed or a successor Commissioner is appointed.

ARTICLE VI – OFFICERS AND THEIR DUTIES

Elections. The CFW Executive Committee shall have three (3) officers, who will be elected biennially by the Commissioners, and the officers shall consist of a presiding officer, who shall be the Chair, and two Vice Chairs, one of whom shall preside at meetings in the absence of the Chair. The Commissioners may establish additional offices, as determined by a simple majority vote of the CFW in accordance with the provisions of Article VIII, which shall be responsible for specific functions as assigned. Once established, any such additional office may be immediately filled by a vote of the CFW. The officer then elected shall serve until the next April election as set forth below, at which time the officer may be reelected. Such additional offices may be eliminated at

any time by a simple majority vote of the CFW. The offices of the Executive Committee may not be altered or eliminated, except by amendment of these bylaws.

All officers shall be elected at the April meeting, and regular terms of office shall be for two years beginning in July of that year. Two months prior to the election meeting, a slate of candidates shall be nominated from among the Commissioners during a meeting held pursuant to Article VIII. Ex officio members may not serve as officers. After nomination, each candidate shall be polled on their willingness and ability to serve as Chair or Vice Chairs of the CFW. At the election meeting, the Chair and Vice Chairs shall be elected from among the willing nominees in accordance with the voting provisions of Article VIII.

Replacement Officers. In the event of a vacancy, a replacement officer may be elected at any time thereafter to serve the balance of the unexpired term. Prior to the election of any replacement officer, all Commissioners shall be provided with notice of the proposed election one month before the meeting at which the replacement officer will be elected.

Chair. The role of the Chair is to preside over meetings of the CFW, uphold the bylaws and integrity of the CFW, direct the work and actions of the CFW, and represent the CFW to the BoS and to the community. The Chair is eligible to vote at all times. The Chair has the authority to delegate appropriate functions to the Commissioners and to request assistance from County staff supporting the CFW.

Vice Chairs. The role of the Vice Chairs shall be to uphold the bylaws and integrity of the CFW, support the role of the Chair of the CFW, and assume the duties of the Chair in their absence, as determined by the Chair.

Together, the Executive Committee ensures that the CFW is accountable, implements its decisions, and executes its plans.

ARTICLE VII – DUTIES OF COMMISSIONERS

The duties of Commissioners include:

- upholding the bylaws and integrity of the CFW;
- being well-informed regarding all programs and activities of the CFW;
- becoming generally familiar with the public policies of the County, and public and private services and activities available to women and girls;
- participating in events related to women and girls in the Commissioner's district, and in the County writ large;
- advancing an effective working relationship and regular communications with the Commissioner's District Supervisor and staff;
- committing a minimum of 10 hours per month to CFW-only driven tasks and/or projects; specifically, tasks or projects consistent with the mission of and approved by the CFW and/or tied to CFW committee assignments; and

- serving on a least two committees.

ARTICLE VIII – 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, or as otherwise permitted by the VFOIA or Virginia law, 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 CFW may hold public hearings and report its findings to the Board of Supervisors on CFW 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 CFW Commissioners and ex officio 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. The CFW shall meet monthly or as determined by the Chair. Meetings shall be held at a time agreed to by a majority of the CFW's Commissioners, and at a place arranged by the staff of the supporting County department.

Voting. A quorum is necessary for a vote. A majority of the CFW Commissioners shall constitute a quorum. In making any recommendations, adopting any plan, or approving any proposal, action shall be taken by a majority vote of CFW Commissioners present and voting. Upon the request of any Commissioner, the vote of each Commissioner on any issue shall be recorded in the minutes. All votes of CFW 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 or other Virginia law, 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 Commissioners shall be made available for public inspection at the same time such documents are furnished to the

Commissioners. 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 CFW proceedings.

Records. The County staff liaison or an appointed alternate 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 Commissioners 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 CFW, and advice provided in closed session by legal counsel to the CFW, 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 CFW 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 CFW's legal counsel.

ARTICLE IX - ATTENDANCE AND PARTICIPATION

Commissioners are responsible for attending eleven meetings annually. Commissioners are obligated to notify the Chair, Vice-Chairs, Executive Director or assigned County staff liaison when unable to attend a meeting.

Any Commissioner who misses three consecutive meetings or more than half of the scheduled meetings within a 12-month period, or who fails to participate in the work of the CFW without good cause acceptable to a majority of the other CFW members may be subject to removal from the CFW.

ARTICLE X - REMOVAL

Any Commissioner may be recommended to the BoS for removal from the CFW for cause, including but not limited to cause as set forth in Article IX, by a two-thirds majority vote of all the Commissioners. The Commissioners' authority to recommend removal under these bylaws neither limits nor waives the BoS' authority to remove Commissioners from the CFW as provided by law.

Additionally, and should it be determined by a two-thirds majority vote of all the Commissioners to recommend seeking the resignation of a Commissioner due to lack of participation or inactivity, the Chair or a Vice Chair will recommend seeking the resignation of said Commissioner to the Board of Supervisors.

ARTICLE XI – COMMITTEES

Establishment. The CFW may establish as many committees as may be required to perform its functions. The CFW may appoint committee chairs and other committee officers at its discretion, by a vote held during a properly called meeting. Committee members may be chosen from among the general public, and do not need to be Commissioners or ex officio members.

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

ARTICLE XII – BIENNIAL REPORT

The CFW shall prepare a written biennial report, corresponding to the two-year terms of the CFW officers. The report shall describe the actions and activities conducted in the previous two years and any plans and/or recommendations for future action. The report shall be provided to the Clerk to the Board of Supervisors for distribution to the members of the BOS and to the County Executive.

ARTICLE XIII – COMPLIANCE WITH LAW AND COUNTY POLICY

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

ARTICLE XIV – AMENDMENT OF BYLAWS

These Bylaws may be amended by the CFW by adopting the proposed amendment(s) and by presenting those proposed amendment(s) for approval to the Board of Supervisors. Any such amendments to bylaws shall become effective upon approval by the Board of Supervisors.

These bylaws replace and supersede the CFW bylaws dated July 12, 2011, and are effective as of April 13, 2021.

These bylaws were approved by the Board of Supervisors on April 13, 2021.

GIVEN under my hand this 19th day of April, 2021.



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