

## FAIRFAX COUNTY HISTORY COMMISSION BYLAWS

### ARTICLE I: NAME

The name of this commission is the Fairfax County History Commission, hereinafter referred to as the "Commission."

These bylaws replace and supersede the Commission bylaws adopted on May 10, 2022, and are effective as of October 24, 2023.

### ARTICLE II: PURPOSE

The purposes of the Commission are to advise the County Government and generally to promote public interest in all matters bearing on the history of Fairfax County. In pursuance of these purposes, the Commission shall:

- (A) Prepare for publication a survey list of sites, areas and structures having historic, archaeological, and architectural value in Fairfax County.
- (B) Advise the Board of Supervisors ("Board") and appropriate agencies of County Government in the carrying out of existing projects and the maintenance of existing County-operated sites and buildings that are important in the history of the County. The Commission may proffer its advice to County agencies without request by such agencies; and County agencies have been instructed by the Board to seek the Commission's advice when appropriate and to consider the Commission's advice whenever it is submitted.
- (C) Promote the establishment of volunteer citizen special-interest groups, including especially the creation of trusts or endowments which will preserve and restore historic sites and buildings, as well as seek to provide for historic preservation using tax incentives and other legal instruments.
- (D) Encourage activities at all education levels which will stimulate interest in the archaeological and historic background of Fairfax County.
- (E) Provide liaison with public and private historic agencies in the County and on the State and National level in accordance with adopted policies appearing in the Commission's Adopted Policies Manual.

### ARTICLE III: MEMBERSHIP

Appointments. The membership of the Commission shall consist of three membership categories:

#### **A. Regular Members**

There shall be 21 regular members who shall have the power to vote and who shall be appointed by the Board for three-year terms. The membership of the Commission shall

include at least one member who is a resident from each supervisor election district of the Board. The membership of the Commission shall include at least one member of a racial minority group. The membership of the Commission shall include at least one member who is a professional historian, at least one member who is a professional archaeologist, and at least one member who is a professional architect with competence in historic architecture. The membership of the Commission shall include one City of Fairfax nominee, subject to appointment by the Board for three-year terms. Except for the City of Fairfax regular member, all regular members shall be residents of Fairfax County.

**B. Advisory Members**

Nonvoting advisory members may be appointed by the Commission for a term of one calendar year. They shall be experts in such field as the Commission's work requires. Advisory members need not be residents of Fairfax County.

**C. Honorary Members**

The Board may appoint nonvoting, honorary members. Honorary members need not be residents of Fairfax County.

Resignations and Vacancies. In the event a Regular Member cannot serve or resigns from office, then the Chair, the Secretary, or the County staff coordinator shall advise the Clerk for the Board of Supervisors of the vacancy in writing. Any vacancies among Regular Members shall be filled by the Board for the balance of the unexpired term with due regard for the membership requirements stated above.

Holdovers. In the event a Regular Member completes his or her term of office, remains qualified to serve as a Regular Member, and the Board has not reappointed that member to another term or appointed a successor member, then that person may continue to serve until such time as the member is reappointed or a successor member is appointed.

**ARTICLE IV: OFFICERS**

The officers of the Commission shall be the Chair, the Vice-Chair, Secretary, and Treasurer. They shall be elected from among nominees selected by the Nominating Committee and/or by nominations received during a meeting of the Commission. They shall be elected annually at the last meeting of the calendar year by majority vote of the Commission present at the meeting and serve a term of one year, beginning the following January. No officer shall serve more than three consecutive terms in the same office. The duties of the officers shall be:

**Chair:** The Chair shall preside at all meetings, and be responsible for the promotion and implementation of the Commission's purposes. The Chair shall set an agenda for each meeting and shall serve as an ex-officio member of all committees except the Nominating Committee.

**Vice-Chair:** The Vice-Chair shall perform all the duties of the Chair in the absence of the Chair and shall serve as Chair if necessary until the annual election of officers.

**Secretary:** The Secretary shall handle outgoing correspondence at the direction of the Commission and Chair, and shall maintain the records of the Commission with the exception of those records maintained by the Treasurer. The records shall include, but not be limited to, rosters, correspondence, committee minutes, draft meeting minutes, approved meeting minutes, and any additional materials required by the Virginia Freedom of Information Act, subject to the requirements of Article V below. The Secretary will also ensure that the original approved copy of all meeting minutes and all records of the Commission are deposited in the official repository in the Virginia Room. The Secretary shall be responsible for maintaining the Adopted Policies Manual.

**Treasurer:** The Treasurer shall oversee all monies of the Commission. The Treasurer shall have custody of the financial records, and shall report on the financial status of the Commission at each meeting. The Treasurer shall make the records available for an annual review by the Financial Review Committee. In the event the Treasurer's office becomes vacant, the Chair shall assume the responsibilities of the Treasurer until the office is filled in accordance with this section.

**Replacement Officers:** If any office becomes vacant for any reason, it shall be filled by an election at the next regular meeting of the Commission. 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"). "Meeting" or "meetings" means the meetings including work sessions, when sitting physically, or through electronic communication means pursuant to VFOIA or other applicable 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 Commission may hold public hearings and report its findings to the Board of Supervisors on Commission 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 regular Commission meetings, including the date, time, and place thereof, shall be announced to Commission members and the public one month prior to the meeting. Notice of committee meetings shall be announced 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 Commission 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.

Frequency. The Commission shall meet monthly or as determined by the Chair. Meetings shall be held at a time agreed to by a majority of the Commission's members, 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 voting membership of the Commission shall constitute a quorum. In making any recommendations, adopting any plan, or approving any proposal, action shall be taken by a majority vote of the Commission's voting members present and voting. Upon the request of any voting member, the vote of each voting member on any issue shall be recorded in the minutes. All votes 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. Except as specifically authorized by the VFOIA or other applicable 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 Commission members shall be made available for public inspection at the same time such documents are furnished to the Commission 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 Commission proceedings.

Records. The Secretary shall ensure that minutes of meetings, as prepared by the Clerk to the Commission, are recorded as required under the VFOIA. Minutes prepared by the Clerk 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 confirm that the records and minutes of the meetings comply with the VFOIA prior to their submission to the Virginia Room.

Attorney-Client Privilege. Records containing legal advice from counsel to the Commission, and advice provided in closed session by legal counsel to the Commission, 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 Commission 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 Commission's legal counsel.

## **ARTICLE VI: ATTENDANCE AND PARTICIPATION**

Any Commission member who misses three consecutive meetings, more than half of the scheduled meetings within a 12-month period, or who fails to participate in the work of the

Commission, without good cause acceptable to a majority of the other Commission members, may be subject to removal from the Commission.

#### **ARTICLE VII: REMOVAL**

Any Commission member(s) may be recommended to the Board of Supervisors for removal from the Commission for cause, including but not limited to cause as set forth in Article VI, by a two-thirds majority vote of the Commission's voting members present and voting. The members' authority to recommend removal under these bylaws neither limits nor waives the Board's authority to remove members from the Commission as provided by law.

#### **ARTICLE VIII: EXPENDITURES**

Funds appropriated by the Board of Supervisors to the Commission shall be used to carry out the Commission's purposes and shall be expended and accounted for in accordance with both County policy and Virginia law. Specific expenditures may include programs that further the purpose of promoting the historical resources and advantages of Fairfax County, such as:

- A. Awards Programs featuring monetary awards honoring research and achievements in Fairfax County history and historic preservation;
- B. Publication Grants to applicants for publishing, in print or visual form, original research-based material on Fairfax County history.

#### **ARTICLE IX: COMMITTEES**

The Chair shall appoint all Standing Committees, except the Nominating Committee and the Executive Committee. Standing Committees shall be made up of members of the History Commission.

The Standing Committees shall include, but not be limited to, the following:

##### **A. Budget Committee**

At the close of the fiscal year, the Budget Committee shall prepare and present an operational budget for the coming fiscal year.

##### **B. Nominating Committee**

The Nominating Committee shall present a slate of officers in preparation for the annual election of officers in accordance with Article IV. The Chair shall call for three members of the Commission to volunteer each year at the October meeting to serve on the Nominating Committee.

##### **C. Bylaws Committee**

The Bylaws Committee shall ensure that the bylaws are current and shall recommend amendments when changes are appropriate, doing so in accordance with the procedures in Article X.

**D. Financial Review Committee**

The Financial Review Committee shall meet with the Treasurer to conduct an annual review of the financial records and submit a report to the Commission within two months of the close of the fiscal year, which is June 30th. The Financial Review Committee shall consist of four regular members of the Commission, excluding the Treasurer.

**E. Executive Committee**

The Executive Committee shall be composed of the officers of the Commission. The immediate past Chair shall be a non-voting member of the Executive Committee for a period of one year immediately following the end of their term. If the immediate past Chair is not a member of the Commission, then they will be a non-voting Advisory Member. The Executive Committee shall recommend to the Commission organizational and operating procedures, annual goals, and objectives for adoption.

**F. Awards Committee**

The Awards Committee shall review submissions for the History Commission's Awards Programs and Publication Grants and recommend the recipients based on established criteria and procedures. The Awards Committee shall consist of four regular members of the Commission.

All committee meetings 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. In addition to the meetings requirements noted above, committee meetings may be held at the call of the Chair or at the request of two members, with notice to all members.

**ARTICLE X — COMPLIANCE WITH LAW AND COUNTY POLICY**

The Commission 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. In the case of a conflict between the Adopted Policies Manual and these bylaws, any applicable ordinance, or law, the provisions of the applicable bylaw, ordinance, or law, as the case may be, shall control.

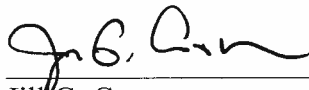
**ARTICLE XI — AMENDMENT OF BYLAWS**

These bylaws may be proposed for amendment at any regular meeting of the Commission by a two-thirds majority vote by those members present and voting, provided notice of the proposed amendment has been given to members at the previous regular meeting or has been delivered by mail or electronically to members at least ten days prior to the meeting. Upon approval of any

bylaw amendments by the Commission, the bylaws shall be submitted to the Board for their approval. Any such amendments shall become effective upon approval by the Board.

**These bylaws were approved by the Board of Supervisors on October 24, 2023.**

GIVEN under my hand this 24<sup>th</sup> day of October, 2023.



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