

1 **BYLAWS OF THE [insert the name used by the Board of Supervisors in**
2 **establishing this body]**
3
4

5 **Draft of [insert date of draft]**
6

7 Comment: Comments such as this one appear throughout this template, and are included to inform drafters
8 of bylaws about the purposes of each Article, and to provide further instruction on content. They are to be
9 deleted from any working or final draft.
10

11 **ARTICLE I – NAME**
12

13 The name of this organization is the [insert the name used by the Board of Supervisors in
14 establishing this body], hereinafter referred to as the “[insert short name].”
15

16 Comment: Sets forth the official name of the board, authority, or commission. If this is a new body, or one
17 for whom no prior bylaws exist, replace the second sentence with, “These bylaws are effective as of [insert
18 date of these bylaws’ adoption by the Board of Supervisors].”
19

20
21 **ARTICLE II – PURPOSE**
22

23 The [insert short name] has been established by the Board of Supervisors of Fairfax
24 County, Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of
25 [insert the purpose stated by the Board of Supervisors in establishing this body].
26

27 These bylaws replace and supersede the [insert short name] bylaws adopted on [insert
28 date of prior bylaws’ adoption by the Board of Supervisors] and are effective as of [insert
29 date of these bylaws’ adoption by the Board of Supervisors].
30

31 Comment: Sets forth the official purpose of the board, authority, or commission. This can most typically
32 be found in, and should be based closely on, the Board of Supervisors’ action creating the body. If these
33 are the first bylaws for the body, the second paragraph should be deleted.
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35

36 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**
37

38 Appointments. Membership and appointments to the [insert short name] shall be made
39 by the Board of Supervisors, and members shall serve for such term or terms as
40 established by the Board of Supervisors.
41

42 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
43 then the chairperson, the clerk or the secretary, or the County staff coordinator shall
44 advise the Clerk for the Board of Supervisors of the vacancy in writing.
45

46 Holdovers. In the event a member completes his or her term of office, remains qualified
47 to serve as a member, and the Board of Supervisors 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.

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

ARTICLE IV – OFFICERS AND THEIR DUTIES

Elections. The [insert short name] shall be served by three officers: a Chairperson, a Vice-Chairperson, and a Secretary. The Chairperson shall be elected in accordance with the voting provisions of Article V by the [insert short name] members annually and such election shall be scheduled at the first meeting of each calendar year. Two months 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 as Chairperson of the [insert short name]. At the election meeting, the Chairperson shall be elected from among the willing nominees in accordance with the voting provisions of Article V. At the meeting immediately following the election of the Chairperson, the Chairperson shall nominate the Vice Chairperson and Secretary. After nomination, each candidate shall be polled on his or her willingness and ability to serve as an officer of the [insert short name]. The Vice Chairperson and Secretary shall then be elected from among the willing nominees in accordance with the voting provisions of Article V.

Chairperson. The Chairperson presides over meetings of the [insert short name] and is eligible to vote at all times. The Chairperson has the authority to delegate appropriate functions to [insert short name] members and to request assistance from the County staff supporting the [insert short name].

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 member present with the longest tenure on the [insert short name] shall act as Chairperson.

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

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.

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

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 [insert short name] may hold public hearings and report its findings to the Board of Supervisors on [insert short name] 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 [insert short name] 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 [insert short name] shall meet monthly or as determined by the Chairperson. Meetings shall be held at a time agreed to by a majority of the [insert short name]'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 membership of the [insert short name] shall constitute a quorum. In making any recommendations, adopting any plan, or approving any proposal, action shall be taken by a majority vote of [insert short name] 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 of [insert short name] 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 [insert short name] members shall be made available for public inspection at the same time such documents are furnished to the [insert short name] 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 [insert short name] 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 [insert short name], and advice provided in closed session by legal counsel to the [insert short name], 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 [insert short name] 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 [insert short name]'s legal counsel.

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

ARTICLE VI - ATTENDANCE AND PARTICIPATION

Any [insert short name] member 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 [insert short name] without good cause acceptable to a majority of the other [insert short name] members may be subject to removal from the [insert short name].

ARTICLE VII - REMOVAL

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

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

ARTICLE VIII – COMMITTEES

Standing. The Chairperson may appoint standing committees and a Chairperson for each with the consent of a majority of the [insert short name] members present and voting.

Special. The Chairperson may appoint special committees and a Chairperson for each with the consent of a majority of the [insert short name] members present and voting.

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 Chairperson or at the request of two members, with notice to all members.

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

ARTICLE IX – ANNUAL REPORT

The [insert short name] shall prepare an annual written report that describes the actions of the [insert short name] and plans for future actions and activities. This report shall be provided to the Clerk to the Board of Supervisors for distribution to the members of the Board of Supervisors and to the County Executive.

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

ARTICLE X – COMPLIANCE WITH LAW AND COUNTY POLICY

The [insert short name] 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.

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

ARTICLE XI – AMENDMENT OF BYLAWS

These bylaws may be amended by the [insert short name] by adopting the proposed amendment or amendments and by presenting those proposed changes for approval to the Board of Supervisors. Any such amendments to bylaws shall become effective upon approval by the Board of Supervisors.

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