

BYLAWS FOR
BOARD OF SUPERVISORS OF ORANGE COUNTY, VIRGINIA¹

Adopted: January 25, 2022

I. OFFICERS

A. CHAIRMAN

The Board shall, at its organizational meeting of each year, elect one of its members as Chairman, who, if present, shall preside at such meeting and at all other meetings during the term for which so elected.

B. VICE-CHAIRMAN

The Board shall, at its organizational meeting of each year, elect one of its members as Vice-Chairman, who shall preside at meetings in the absence of the Chairman and shall discharge any other duties of the Chairman during his absence or disability.

C. TERM OF OFFICE

The Chairman and Vice-Chairman shall be elected for a one-year term ending the date of the Organizational Board Meeting of the following January, except in Board election years when such term shall expire at midnight, December 31st of the year if the serving Chairman is not re-elected to serve on the Board. Either the Chairman or Vice-Chairman may be re-elected for one or more additional terms.

II. CLERK AND DEPUTY CLERKS

The Board shall, at its organizational meeting of each year, designate a Clerk and one or more Deputy Clerks, who shall serve at the pleasure of the Board and whose duties shall be those set forth by Virginia Code § 15.2-1539 and by resolution of the Board as adopted from time to time.

III. MEETINGS

A. ORGANIZATIONAL MEETING

The first meeting in January shall be known as the Organizational Meeting. At the Organizational Meeting, the Board shall establish the days, times, and places for regular meetings of the Board for the ensuing twelve months (Virginia Code § 15.2-1416). Board of Supervisors member appointments to boards, commissions, authorities or committees shall take place at the Organizational Meeting, unless otherwise specified by the term of the specific appointment or law. Appointments to boards, commissions, authorities or committees shall expire on December 31, unless otherwise specified by the term of the specific appointment or law. Board members may, but are not required to, speak as to the merits of their appointment, or re-appointment to a board, commission, authority or committee.

B. REGULAR MEETINGS

Except as otherwise provided by law, the Board shall meet in regular session not less often than once each month upon such day or days as had been established during the Organizational Meeting. Provided, however, that the Board may subsequently establish different days, times, or places for such

¹ Where these Bylaws refer to a person in the masculine, it is intended that the reference also include the feminine.

regular meetings by passing a resolution to that effect in accordance with Virginia Code § 15.2-1416. Provided, also, that when the day established as a regular meeting day falls on a legal holiday, the meeting shall be held on the next following regular business day, without action of any kind by the Board (Virginia Code § 15.2-1416).

C. MEETING TERMINATION

Meetings of the Board shall terminate not later than 12:00 midnight; provided, however, with majority consent of those members present, a meeting may be extended.

D. SPECIAL CALLED MEETINGS

A special called meeting of the Board shall be held when requested by the Chairman or two (2) or more members thereof, such request to be made in writing, addressed to the Clerk of the Board, specifying the time and place of the meeting and the matters to be considered there at. Upon receipt of such request, the Clerk shall transmit this information in writing to each member of the Board and to the County Attorney, delivered in person or to his place of residence or business. Provided, further, that no matter not specified in the notice shall be considered at such meeting unless all members of the Board are present and agree to such action by a majority vote (Virginia Code § 15.2-1418). Pursuant to Virginia Code 15.2-1418, notice may be waived if all of the members of the Board attend the meeting or sign a waiver.

The Clerk shall also notify the general news media of the time and place of such meeting and the matters to be considered.

E. CANCELLATION OF REGULARLY SCHEDULED MEETINGS

A regularly scheduled meeting of the Board may be canceled upon a determination by the Chairman, with the advice of the County Administrator, that there is insufficient business to conduct at the regularly scheduled meeting, or based on weather or other extraordinary circumstances. Upon the determination of insufficient business, the Clerk shall transmit in writing, via e-mail, or via telephonic means, to each member of the Board and to the County Attorney, that the regularly scheduled meeting has been canceled.

The Clerk shall ensure that all Board members are provided timely notification of schedule changes. The County staff shall also notify the public and general news media of the cancellation.

F. CLOSED MEETING

1. No meeting shall become a Closed Meeting until the Board takes an affirmative recorded vote in open session.
2. The motion shall state specifically the purpose or purposes which are the subject of the meeting and reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption(s) under the Freedom of Information Act, Virginia Code § 2.2-3700, *et seq.*, which authorizes the Closed Meeting.

Members should request the assistance of the County Attorney when making additions to the published Closed Meeting agenda.

3. No resolution, ordinance, rule, contract, regulation or motion considered in a Closed Meeting shall become effective until the

Board reconvenes in an open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation, or motion which shall have its substance reasonably identified in the open meeting.

4. At the conclusion of Closed Meeting, the Board shall reconvene in open session immediately thereafter and shall cast a vote certifying that to the best of each members' knowledge:
 - a. Only public business matters lawfully exempted from open meeting requirements were discussed; and
 - b. Only public business matters identified in the motion convening the Closed Meeting were heard, discussed or considered.

Any member who believes that there was a departure from the above requirements shall so state prior to the Chairman's call for the vote, indicating the substance of the departure that, in his or her judgment, has taken place.

5. The failure of the certification to receive the affirmative vote of the majority of the members present during the Closed Meeting shall not affect the validity or confidentiality of the Closed Meeting with respect to matters considered therein in compliance with the Freedom of Information Act.
6. The Board may permit non-members to attend Closed Meeting if their presence will reasonably aid the Board in its consideration of an issue.

G. ORDER OF BUSINESS

1. AGENDA

- a. An agenda shall be prepared by the Clerk of the Board, in consultation with the Chairman, one (1) week prior to a regularly scheduled meeting. All parties wishing to have items placed on the agenda will contact the Clerk ten (10) days prior to a regularly scheduled meeting. Any items questioned by the Clerk for appropriateness will be taken to the Chairman for consideration.
- b. The agenda, when completed, shall be available to the members of the Board of Supervisors no later than the seven (7) calendar days before the regularly scheduled meeting. The agenda shall be available for inspection in the County Administrator's Office. A preliminary agenda will be provided to the local news media no later than Tuesday prior to the next regularly scheduled Board meeting.
- c. All items placed on the agenda for consideration must be submitted in writing. In the event that no material is submitted to the Clerk, the County Administrator shall have the authority to remove the item from the agenda.
- d. The minutes for each Board meeting must be presented for adoption no later than two subsequent Board meetings.

2. CONSENT AGENDA

The Consent Agenda shall be introduced by a motion “to approve”, and shall be considered by the Board as a single item. There shall be no debate or discussion by any member of the Board regarding any item on the Consent Agenda. Upon request of any Board member who wishes to question or discuss an item, that item shall be removed from the Consent Agenda. This item shall be transferred on the agenda for consideration under new business.

H. PUBLIC COMMENT

Public Comment is provided by the Board as a part of regular Board meetings. Including this section on the agenda is at the option of the Board and the Chairman; however, it is the Board’s general intent to provide for a Public Comment section during every other regular Board meeting. Public Comment is provided as a legitimate means for a citizen to address the Board about an issue of concern. Speakers shall not be permitted to speak as to matters on the public hearing calendar for the day. Speakers wishing to speak as to matters on the public hearing calendar for the day are to address the Board at the time of the public hearing and will be governed by Section V of these bylaws. Speakers shall not be permitted to speak to matters which have been previously heard by the Board at a public hearing, and which the Board has not acted upon. It is not provided as a question and answer period or for interchange between the Board and the speaker. General procedures for the conduct of the Public Comment shall include the following restrictions and guidelines, although the Chairman may impose additional guidelines as circumstances dictate or as the Board may desire:

1. Those persons wishing to speak during the period of Public Comment will be asked to sign in upon entering the hearing room.
2. A speaker must come to the podium and state his name, address, and group affiliation, if any, for the record.
3. A two (2) minute time limit may be imposed on each speaker by the Chairman. For good cause shown, such as a speaker representing a group, additional time may be granted. The total time for all speakers shall be limited to fifteen (15) minutes.
4. Any questions posed by the speaker must be presented in writing, and the Chairman may direct appropriate staff to later respond to the questions as may be necessary or as directed by the Board. Questions not submitted in writing will not be addressed. General Freedom of Information Act guidelines would apply to specific requests for information.
5. The Board will not generally respond to questions or answers during Public Comment. However, if so desired, in response to a written request or questions from a speaker, the Board may direct staff to provide information to the speaker, to provide further research to the Board, or to place an issue presented on a future Board agenda.
6. The Chairman may terminate a specific speaker’s time, or the Public Comment period in general, if time does not allow for all speakers, if other items are scheduled for specific times on the agenda, or if the speaker or crowd becomes unruly, derogatory or personally abusive

toward specific individuals, or in general disruptive of the conduct of the Board's business.

I. OTHER MEANS OF BRINGING MATTERS BEFORE THE BOARD

1. Should the Chairman or any member of the Board have a matter which he or she feels needs to be brought to the Board's attention, but which is not on the Agenda, he or she may make a request that an addition be made to the Agenda. After all requests for additions to the agenda have been made, a motion for adoption of the Amended Agenda, or a portion thereof, must be made, which motion must be seconded and approved by a majority of a quorum of the Board for the matter(s) to be considered.

Any member of the Board who desires consideration by the Board of a matter which is not on the Agenda should give the Chairman and Clerk as much notice as possible that he or she will make a request for an addition to the Agenda. If the matter is a request for a Closed Meeting, the member of the Board should consult in advance with the County Attorney to ensure that the matter qualifies for Closed Meeting.

2. Subsequent to the preparation of the Agenda, the County Administrator or County Attorney may bring a matter to the Board's attention, and the Board, in order to consider such matters, shall proceed as outlined above.

J. QUORUM

A majority of the members of the Board, present at the time and place established for any regular or special meeting, shall constitute a quorum. (Virginia Code § 15.2-1416).

K. VOTING

1. All ordinances and resolutions submitted to the Board for decision shall be presented by appropriate motion of a member, seconded by another member, and determined by a roll call vote of a majority of the members present and voting. On all other matters presented to the Board, the Chairman may request a motion and second, or may request a vote by consensus, or by such other means as the Chairman deems appropriate. Voting may be conducted by roll call, voice vote, or unanimous consent at the discretion of the Chairman. The Clerk shall record the name of each member voting and how he voted. Whenever any member wishes to abstain from voting on any question, he or she shall so state and, if because of a conflict, shall indicate verbally and in writing in accordance with the Virginia Conflict of Interests Act, Virginia Code § 2.2-3100 *et seq.*, and his abstention shall be announced by the Chairman and recorded by the Clerk.

Ordinances or resolutions appropriating more than \$500, imposing taxes or authorizing the borrowing of money shall be passed by affirmative vote of a majority of all members of the Board in accordance with Article VII, § 7, Virginia Constitution.

2. All motions must be seconded before they may be considered by the Board. Once seconded by any member of the Board, further discussion will be solicited by the Chairman. Upon a call for a question, the Chairman shall determine whether there exists any

objection to ending discussion. If none, the question shall be called. If any person objects, the Chairman shall seek a second for the motion. Upon a second, the Chairman shall call for a vote on the motion to call for the question. A two-thirds majority shall be required to end debate.

3. Unless the Board elects, at its organizational meeting, to provide for the appointment of a tie-breaker, any tie vote shall defeat the motion, resolution or question voted upon (Virginia Code § 15.2-1420). In the event that a tie vote occurs when a member of the Board is absent, the matter is automatically continued and added to the Board's next meeting agenda, at which time a new vote by the entire Board will be taken on the original motion. Should all the members of the Board not be present at the next meeting, the matter shall continue to be automatically continued and added to the next meeting until it is presented for a vote by the entire Board.
4. Amendments to a motion, unless accepted by the member making the original motion and the member seconding the same, shall be subject to vote by the Board before any action is taken on the original motion.
5. After a vote had been taken on a matter before the Board, a member, who voted on the prevailing side, may move for its reconsideration, provided such motion is made at the same meeting or a recess thereof at which the matter was originally acted upon. The effect of the motion to reconsider, if adopted, shall be to place the original question in the exact position it occupied before it was voted upon.
6. Any vote previously taken by the Board with the exception of zoning matters (which shall be subject to reconsideration only as above stated) and ordinances may be rescinded by a majority of total membership of the Board. Only a person who voted on the prevailing side may make a motion to rescind within 90 days. After 90 days any member may make a motion to rescind.

IV. APPOINTMENTS

When appointment to boards, commissions, authorities, or committees is provided by districts, the Supervisor from that district shall have the privilege of nomination, which nomination shall not require a second, but is subject to a vote of a majority of the Board present and voting. However, should no appointment be made or confirmed after the expiration of an existing term of appointment, any member of the Board may make the nomination.

V. CONDUCT OF PUBLIC HEARING

- A. Those persons wishing to speak in favor of, or in opposition to, those matters raised in public hearing before the Board of Supervisors will be asked to sign in upon entering the hearing room and to limit their remarks to a time limit determined by the Chairman. A speaker, when recognized by the Chairman, shall stand and state his or her full name, place of residence and group affiliation, if any, before proceeding.
- B. The Chairman shall have the authority to rule out of order any person or persons who fail to comply with the above.

C. Cameras, audio visual equipment, cellular phones and recording devices are allowed in the hearing room subject only to restrictions on their placement in and around the Board of Supervisors table as follows:

1. Those desiring to place cameras, A-V equipment and recording devices at the Board of Supervisors' table and surrounding areas shall notify the Clerk of the Board in order to ensure their orderly placement and to minimize their impact on the orderly conduct of business.
2. Such devices shall be turned off, unplugged, and/or removed when the Board of Supervisors retires into Closed Meeting pursuant to the Virginia Freedom of Information Act and may only recommence operation with an affirmative vote by the Board to return to open session.
3. Cellular phones are not permitted for telephone conversations inside the meeting room. At the Chairman's discretion, cellular phones may be left operational only if converted to a silent alert mode and while in the rear half of the meeting room. The Chairman may also require that all cellular phones be turned off prior to entering the meeting room, or after entering the meeting room.

D. The postponement or cancellation of a public hearing shall be as follows:

1. Any public hearing scheduled for a Board of Supervisors meeting that has been publicly advertised shall not be postponed based on a request from a non-County government entity or person absent extreme mitigating circumstances. The Chairman of the Board, with concurrence of the County Administrator, will determine when such circumstances exist. If mitigating circumstances exist, the petitioner will bear any cost incurred by the County in providing public notification of the change and for the cost of advertising the new date of the hearing.
2. The Chairman of the Board, with the concurrence of the County Administrator or designee, shall have the authority to cancel a public hearing based on the weather or other extraordinary circumstances.
3. In all cases, County staff will ensure all Board members are provided timely notification of schedule changes. Further, staff will ensure the public and general news media are notified of changes to schedules which have been announced in public. The public hearing shall be rescheduled and advertised as required by law.

VI. AMENDMENT TO AND SUSPENSION OF RULES OF PROCEDURE

- A. These Rules of Procedure may be amended by a majority vote of the Board. By majority vote of those Board members present and voting, these rules may be suspended on any matter before it.
- B. Any rules of procedure not covered by these sets of rules will be governed by Robert's Rules to Order.

VII. MINUTES

- A. Minutes of Board meetings shall be kept in accordance with FOIA and include:
 - 1. The date, time and location of the meeting.
 - 2. The members of Board recorded as present or absent.
 - 3. A summary of the discussion on matters proposed, deliberated or decided.
 - 4. A record of all votes taken.
 - 5. Specific member's position(s) when requested.
- B. Minutes of Board worksessions and committee meetings shall be kept in accordance with FOIA.
- C. Any video and/or audio recording of the meetings shall be retained by the Clerk of the Board for a period of five (5) years.

VIII. MEETINGS HELD THROUGH ELECTRONIC COMMUNICATION MEANS

- A. A member of the Board may participate in a meeting by electronic communication means if, on or before the day of the meeting, the member of the Board notifies the Chairman that:
 - 1. Such member is unable to attend the meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance or (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; or
 - 2. Such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. Participation by a member pursuant to this subdivision is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

- B. If participation by a member through electronic communication means is approved pursuant to subdivision A (above), the Board shall record in its minutes the remote location from which the member participated; however, the remote location need not be open to the public. If participation is approved pursuant to subdivision A1 (above), the Board shall also include in its minutes the fact that the member participated through electronic communication means due to (i) a temporary or permanent disability or other medical condition that prevented the member's physical attendance or (ii) a family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance. If participation is approved pursuant to subdivision A2 (above), the Board shall also include in its minutes the specific nature of the personal matter cited by the member.

If a member's participation from a remote location pursuant to subdivision A2 (above) is disapproved because such participation would violate the policy adopted pursuant to subsection D (below), such disapproval shall be recorded in the minutes with specificity.

- C. The Board, or any joint meetings thereof, may meet by electronic communication means without a quorum of the Board physically assembled at one location when the Governor has declared a state of emergency in

accordance with §44-146.17 of the Code of Virginia or the County of Orange has declared a local state of emergency pursuant to §44-146.21 of the Code of Virginia, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to provide for the continuity of operations of the Board or the discharge of its lawful purposes, duties, and responsibilities. When convening a meeting in accordance with this subdivision, the Board shall:

1. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the Board; and
2. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the Board; and
3. Provide the public with the opportunity to comment at those meetings of the Board when public comment is customarily received; and
4. Otherwise comply with the provisions of Chapter 37 of the Code of Virginia.

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes.

The provisions of subdivision C (above) shall be applicable only for the duration of the emergency declared pursuant to §44-146.17 or §44-146.21 of the Code of Virginia.

D. Participation by a member of the Board in a meeting through electronic communication means pursuant to subdivisions A and B (above) shall be authorized only if the following conditions are met:

1. This remote participation policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting; and
2. A quorum of the Board must be physically assembled at one primary or central meeting location; and
3. The Board makes arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.