

**VOLUME 1 - BY-LAWS**

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## VOLUME 1 - BY-LAWS

### 1. Preamble

- 1.1. The Fauquier County Water and Sanitation Authority (herein the "Authority") was created by the Fauquier County Board of Supervisors by resolution dated April 9, 1964, for a period of fifty 50 years (i.e. to 2014 AD) and incorporated on May 20, 1964 as a Virginia corporation organized and existing under the provisions of the Virginia Water and Sewer Authorities Act, Chapter 51 of Title 15.2, herein the "Act", of the Code of Virginia, 1950, as amended, herein the "Virginia Code".
- 1.2. By resolution of the Fauquier County Board of Supervisors, dated April 10, 1975, the Authority's life was extended to 2025 AD.
- 1.3. The Authority was created for the purpose and purposes set forth in the Articles of Incorporation which are attached hereto as Exhibit "A" and as provided in the Act.
- 1.4. These By-Laws of the Authority are made pursuant to Section 15.2-5113 of the Virginia Code and in accordance with the general provisions of the Act.

### 2. Board

- 2.1. The powers of the Authority shall be exercised by a Board of five (5) members, herein the "Board", or, at the option of the Board of Supervisors of Fauquier County, a number of Board Members equal to the number of members of the Fauquier County Board of Supervisors, who are appointed from time to time by the Board of Supervisors of Fauquier County.
- 2.2. Members of the Board, herein the "Members", shall be appointed for a four (4) year term. Members shall serve longer than four (4) years if the appointment and acceptance of their duly qualified successor, has not been made upon the expiration of the Members' term. Members shall serve less than four (4) years when filling a vacancy. Any Member of the Board shall be eligible for re-appointment.
- 2.3. A majority of the Members of the Board shall constitute a quorum and the vote of the majority of the Members of the Board shall be necessary for any action taken by the Authority. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform the duties of the Authority. If a vacancy shall occur by reason of death, disqualification, or resignation of a Member, the Fauquier County Board of Supervisors shall appoint a successor to fill the unexpired term.

- 2.4 Members shall receive such compensation as shall be fixed from time to time by resolution of the Board of Supervisors of Fauquier County and shall be reimbursed for any actual expenses necessarily incurred in the performance of their duties.
- 2.5 No Member, between Board Meetings, without the approval of the Board, shall direct the staff of the Authority to undertake any action without the approval of the Chairman and supervision of the General Manager.

### **3. Officers**

#### **3.1 General**

The Board shall elect a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, herein the "Officers", all of whom shall be Members of the Board. The Officers shall serve at the pleasure of the Board. The offices of Secretary and Treasurer may be combined.

#### **3.2 Elections**

An election of Officers shall be held at the first meeting in January of each year. Elected Officers shall take office immediately upon election and serve for a term of one (1) year or until their successors are elected. Any Officer shall be eligible for re-election.

#### **3.3 Vacancies**

Officer vacancies shall be filled by election at a regular meeting following a vacancy. Any Member elected to fill a vacancy shall serve only for the unexpired term.

#### **3.4 Chairman**

The Chairman shall preside at all meetings of the Board, make reports to the Members and the Board of Supervisors, perform all duties incident to the office of the Chairman, and perform such other duties or have such other powers as the Board may from time to time so designate. Unless some other person is specifically authorized by vote of the Board, the Chairman shall sign all deeds, contracts and other instruments to be executed on behalf of the Authority. The Chairman shall issue notices for all meetings as required by the Virginia Code or by these By-Laws.

### 3.5 Vice-Chairman

The Vice-Chairman shall perform the duties and have the powers of the Chairman upon the death of, or during the absence or incapacity of the Chairman and until the Board elects a new Chairman.

### 3.6 Secretary

The Secretary shall cause accurate minutes to be kept of all Board meetings in a minute book, which shall be open at all reasonable times for inspection. The Secretary shall have authority to: (i) affix the seal to all papers authorized to be executed by the Authority requiring such seal to be affixed; (ii) to cause copies to be made of all minutes and other records and documents of the Authority; and (iii) to give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates. The Secretary shall perform other duties commonly incident to the office of Secretary and shall perform such other duties or have such other powers as the Board may from time to time designate.

### 3.7 Treasurer

The Treasurer shall have care and custody of all funds and securities of the Authority, shall deposit or cause to be deposited the same in the name of the Authority in such bank or banks as the Board may from time to time determine by resolution, in accordance with provisions governing the investment of public funds, subject to the provisions of any trust agreement securing revenue bonds of the Authority. The Treasurer shall arrange for the investment of idle cash balances to the best advantage of the Authority. The Treasurer's signature shall be required on all checks drawn for amounts in excess of that certain amount which from time to time shall be set by the Board. The Treasurer shall cause a monthly report to be prepared and presented to the Board showing the cash receipts and expenditures and the location of all funds as of the last day of the month.

### 3.8 General Manager

The General Manager shall be the Chief Executive Officer and shall be selected by, and serve at the pleasure of, the Board and shall be subject to the conditions of Volume 4, Part A – Personnel Policies and Procedures of the Authority's *Operating Code*. The General Manager shall: (i) administer the affairs of the Authority consistent with the provisions of the Operating Code of the Authority as adopted by the Board; and (ii) execute and enforce the orders and resolutions adopted by the Board; and (iii) perform such other duties as may be delegated by the Board from time to time by resolutions.

## **4. Committees**

### **4.1 General**

The Board shall have four (4) standing committees, as well as Ad Hoc committees for specific purposes, all of which shall act in an advisory capacity to the Board. Each committee shall be composed of two Members of the Board. Members and committee chairmen shall be assigned to a committee by appointment of the Chairman. Appointments will be made at a regular meeting of the Board. Vacancies shall be filled by appointment made by the Chairman at the meeting next following the vacancy.

### **4.2 Executive Committee**

This committee shall be responsible for making recommendations to the Board concerning the following aspects of Authority business: procedures relating to contracts, agreements, legal issues, general policy statements, capital improvements plan, rules and regulations, and these By-Laws. The Chairman shall be Chair of the committee and shall serve with one other Member appointed by the Chairman.

### **4.3 Personnel Committee**

This committee is responsible for making recommendations to the Board concerning the following aspects of Authority business: all matters and procedures relating to personnel policies, staffing, pay and compensation, and cost-of-living adjustments.

### **4.4 Finance Committee**

This committee is responsible for making recommendations to the Board concerning the following aspects of Authority business: all matters and procedures relating to budget, rates, fees and charges and purchasing policy.

### **4.5 Audit Committee**

This committee is responsible for making recommendations to the Board concerning the following aspects of Authority business: all matters and procedures relating to the selection, retention and oversight of auditing services for the annual audit. The Authority Treasurer shall not serve on the Audit Committee.

### **4.6 Ad Hoc Committees**

The Board may establish Ad Hoc committees for specific purposes by a majority vote of the Board at a Board meeting. A resolution establishing the committee

shall define the responsibilities of the committee regarding the Authority's business.

## **5. Meetings**

### **5.1 Regular Meetings**

The regular meetings of the Board shall occur monthly and shall be at a time and place determined by the Chairman. Work sessions of the Board shall occur periodically and may be called by the Chairman.

### **5.2 Special Meetings**

Special meetings may be called by the Chairman where notice of such meetings is given to the Members at least three (3) days prior to the called meeting; these meetings may be held at such time and place as may be designated by the Chairman. A Waiver of Notice of a Special Meeting shall be effective if executed by all Members prior to such meetings.

### **5.3 Notice**

Notice of regular Meetings shall be posted on the Courthouse door at least three (3) days prior to the day of the meeting.

### **5.4 Quorum**

A majority of the Members of the Board shall constitute a quorum and a vote of the majority of the Members of the Authority shall be necessary for any action taken by the Board. The names of the Members voting for and against any such action shall be entered upon the minutes of the meeting.

### **5.5 Deadlock**

In the event the Board cannot resolve any motion or resolution because of a tie vote, or a deadlock caused by a tie vote, or a deadlock caused by a lack of votes of a majority of Members, then in such event, the motion or resolution shall be postponed until the next regularly scheduled meeting of the Board. Should such deadlock continue at the next following Board meeting due to the absence of a Member or the disability of a Member, the Chairman shall petition the Fauquier County Board of Supervisors to appoint an Alternate Board Member pursuant to Section 15.2-5113D. Of the Virginia Code and the motion or resolution shall be continued until the next regular Board meeting following the action of the Fauquier County Board of Supervisors. Should a deadlock caused by a tie vote or deadlock caused by a lack of votes of the majority of Members still exist at a regular Board Meeting next following the appointment of an Alternate Board Member, then the motion or resolution shall fail.

## 5.6 Order of Business

The typical order of business at any regular meeting of the Members shall be:

### **Pledge of Allegiance**

- A. Approval of Agenda
- B. Approval of Minutes
- C. Hearing from the Public
- D. Committee Reports
- E. Unfinished Business
- F. New Business
- G. General Manager/Staff Report
- H. Board Members Time
- I. Closed Session

## 5.7 Rules of Order

The proceedings and deliberations of the Authority shall at all times conform to the Code of Virginia and these By-Laws. Roberts Rules of Order, Newly Revised, 2011, shall apply where not in conflict with the Virginia Water and Sewer Authorities Act, Articles of Incorporation and these By-Laws.

## 5.8 Agenda Preparation

- A. The General Manager shall prepare an Agenda for each scheduled meeting of the Board which conforms to the order of business specified in Section 5.6.
- B. Matters may be placed on the Agenda of a Board meeting only in the following matter:
  - (1) by resolution of the Board; or
  - (2) upon the direction of any Member of the Board; or
  - (3) by the Chairman; or
  - (4) by the General Manager.

- C. Other than matters initiated by the General Manager, no matter may be placed upon the Board's Agenda unless an Agenda Request has been received by the General Manager at least ten (10) days prior to the Board meeting for which the matter is to be scheduled. All matters which are submitted for Board consideration after such deadline shall be placed on the Agenda of the next following regularly scheduled Board meeting, unless the Board Agenda shall be modified by the Board or by the Executive Committee of the Board as provided in these rules.
- D. The General Manager shall submit a draft Board Agenda to the Chairman and to the Executive Committee prior to the Board meeting. They shall approve, or modify the Agenda. If the Executive Committee does not act upon, or alter, the Board Agenda then the Agenda shall become the Board Agenda unless modified by the Board at its scheduled meeting. The Board shall, as its first item of business, approve its Agenda, or modify the same, by majority vote of the Board.
- E. The General Manager shall prepare or cause to be prepared, the final Board Agenda for meetings and work sessions, together with staff reports and other information, as well as proposed Board resolutions, on all Board Agenda items on the Agenda and shall provide the same to Members of the Board no later than Friday of the week preceding the Board's scheduled meeting. Upon distribution of the Agenda to Members of the Board, the General Manager shall make the same available to the public.

## 5.9 Motions

All conduct of business by the Board shall be by motion and subject to the following rules.

- A. No motion shall be discussed prior to being duly seconded in accordance with these By-Laws.
- B. All motions shall be duly seconded before being voted.
- C. When a question is under discussion, no motion shall be received unless it is one to amend, to commit, to postpone, for the previous question, for a substitute motion, a motion to lay on the table, or a motion to adjourn.
- D. A maker of a motion may not speak against his motion.
- E. No Member may speak more than twice to the same motion.
- F. No Member may speak a second time on a motion until every Member desiring to speak has spoken.

- G. A substitute motion may be made by any Member to any motion properly on the floor. Once seconded, the substitute motion shall take precedence and all debate or action on the existing motion shall cease until the substitute motion is decided. Debate on the substitute motion is permissible. If the substitute motion is passed by a majority vote of the Members, the original motion is supplanted by the substitute motion. A second substitute motion can be made only after the first substitute motion is decided by a vote of the Board. No more than two substitute motions may be made on any agenda item.
- H. When a vote upon any motion has been announced it may be reconsidered on the motion of any Member who voted with the prevailing side provided that such motion shall be made at the meetings of the Board at which it was decided or the immediate subsequent regular meeting. Such motion for reconsideration shall be decided by a majority of the votes of the Members.

#### 5.10 Open Meetings

The Board shall sit in open session and all persons conducting themselves in an orderly manner may attend Board meetings. The Board may conduct a closed meeting as may be permitted under the Virginia Freedom of Information Act, Section 2.2-3711 of the Virginia Code, as amended from time to time.

#### 5.11 Parliamentarian

The Legal Counsel to the Board shall serve as the Parliamentarian for the purpose of interpreting these By-Laws and Robert's Rules of Order as may be directed by the Chairman, or as required as a result of a point of order raised by any one or more Board Members.

#### 5.12 Motion to Adjourn

At a meeting of the Board, a motion to adjourn shall always be in order.

### **6. Fiscal Year**

- 6.1. The Authority's fiscal year shall start on July 1 of each year and end on June 30 of the succeeding year.

### **7. Amendments**

- 7.1 These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Board at any meeting where such action has been announced in writing setting forth the changes proposed in the By-Laws not less than ten (10) days **prior to the meeting**.