

VOLUME 1

BY-LAWS

Revised June 25, 2019

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VOLUME 1

BY-LAWS

1. Authority

- 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 Waste 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 and contemplated by Chapter 51 of Title 15.2 of the Virginia Code.
- 1.4. The Board of Supervisors has appointed a Board, herein the "Board", to exercise the powers granted under Section 15.2-5113 of the Virginia Code.
- 1.5. The Board has adopted these By-Laws pursuant to Section 15.2-5114 of the Virginia Code.

2. Board

- 2.1. The powers of the Authority shall be exercised by a Board of five (5) members, 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.
- 2.4. 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.
- 2.5. 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.
- 2.6. 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 Executive Director.
- 2.7. Members of the Board, in the performance of their duties as Board Members, shall comply with both the letter and the spirit of the laws and policies affecting the operation of the Authority and with the Authority’s duly adopted Code of Ethics, attached hereto as Exhibit B.

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 of the Board 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 opened 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. Executive Director

The Executive Director, previously and sometimes referred to as the General Manager, shall be the Chief Executive Officer and shall be selected by, and serve at the pleasure of the Members of the Board, as provided in Section 15.2-5113 of the Virginia Code. The Executive Director 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 policies, 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.

3.9. Executive Director – Annual Review

The Board shall review the performance of the Executive Director annually. Prior to the end of each fiscal year, the Executive Director shall draft and submit a self-evaluation to the Chairman of the Board. The Chairman may elect to establish an Ad-Hoc Evaluation Committee consisting of the Chairman and at least one additional Member of the Board. The Chairman, or Ad-Hoc Evaluation Committee, if appointed, shall: (i) develop a draft evaluation and share it with the Executive Director; (ii) meet with the Executive Director in a closed meeting to discuss the draft evaluation; (iii) make any revisions and submit the evaluation to the Members of the Board; and (iv) in compliance with the Virginia Freedom of Information Act, issue a final evaluation to the Executive Director.

3.10. Attorney for the Board

The Board may, from time to time, appoint legal counsel to serve the Board and the Authority who must be a member of the Virginia State Bar. The appointed attorney shall serve at the pleasure of the Members of the Board and shall attend all Board meetings, unless otherwise excused by the Board.

4. Committees

4.1. General

The Board shall have five (5) 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. Committees will provide oversight and sponsorship of proposed resolutions. Committees will lead work session discussions on committee-sponsored resolutions and other topics as appropriate. All resolutions shall be vetted through the sponsoring committee(s) and in consultation with the Board Attorney as appropriate before voting at Board Meetings. All committee meetings shall be conducted as meetings of a public body in compliance with the Virginia Freedom of Information Act, shall be staffed by the Executive Director, together with such invitees as the Executive Director shall deem appropriate and the minutes of all committee meetings shall be submitted to the Board at the next regular meeting of the Board.

4.2. Planning/Operations Committee

This committee shall be responsible for sponsoring work session discussions and making recommendations to the Board concerning the following aspects of Authority business: procedures relating to planning and operation of the Authority's sewer and water systems, the annual development of the Authority's capital improvements plan, and, with the Executive Director, establishing master development sewer and water plans for each service district served by the Authority, as well as a comprehensive strategic plan for the Authority.

4.3. Personnel Committee

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

4.4. Finance Committee

This committee is responsible for sponsoring work session discussions and making recommendations to the Board concerning the following aspects of Authority business: all matters and procedures relating to the annual budget and amendments thereto, the establishment of all rates, fees and charges and procurement and purchasing policies.

4.5. Audit Committee

This committee is responsible for sponsoring work session discussions and 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. Building Committee

This committee is responsible for sponsoring work session discussions and making recommendations to the Board concerning the following aspects of the Authority's business: monitoring and development of all construction projects and all matters, procedures and projects related to the timely construction and reconstruction of the Authority's sewer and water systems and related improvements.

4.7. Liaison Committee

This committee is responsible for representing the Authority in collaboration with the County Board of Supervisors. Meeting agendas will be created with the Executive Director and the County and generally reflect a broad range of topics of mutual interests and strategic directions.

4.8. 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 monthly and shall be at a time and place determined 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) working 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: Board Meetings

Board meeting attendees include all Board Members, the Board's Attorney, the Executive Assistant/Clerk to the Board, and the Executive Director. Each meeting will reserve time for public input. Other attendees are by invitation only. The typical order of business at any regular Board Meeting shall focus on resolutions and closed sessions as needed.

5.7. Order of Business: Work Sessions

Work session attendees include the Board Members, the Board's Attorney, the Executive Assistant/Clerk to the Board, and the Executive Director. All other attendees are by invitation. The typical order of business at any regular work session of the Board shall be for the purposes of general information exchange and coordination, preparation and discussion of future proposed resolutions, and other such matters.

5.8. Rules of Order

The proceedings and deliberations of the Authority shall at all times conform to the Code of Virginia and these By-Laws. Robert's Rules of Order, Newly Revised, 2011, 11th

Edition, shall apply where not in conflict with the Virginia Water and Waste Authorities Act, Articles of Incorporation and these By-Laws.

5.9. Agenda Preparation

- A. The Executive Director, with the Chairman, shall prepare an Agenda for each scheduled Board meeting and each work session of the Board which conforms to the order of business specified in Sections 5.6 and 5.7, respectively.
- B. Matters may be placed on the Agenda of a Board meeting or work session only in the following manner:
 - (1) by resolution of the Board; or
 - (2) by the Chairman.
- C. The Executive Director shall submit a draft Board Agenda for regular Board meetings and for work sessions to the Chairman no later than one (1) week prior to such meeting. The Chairman shall approve or modify the Agenda and forward the same to all Board members.
- D. The Executive Director shall prepare or cause to be prepared, the final Board Agenda for each meeting and each work session, together with staff reports and other information, as well as proposed Board resolutions, on all Board meeting Agenda or work session agenda items and shall provide the same to the Members of the Board no later than Friday of the week preceding the Board's scheduled meeting or work session. Upon distribution of the Agenda to Members of the Board, the Executive Director shall make the same available to the public. The Board shall adopt the Agenda upon the opening of each Board meeting and each work session.

5.10. Motions

All conduct of business by the Board shall be by motion and subject to Robert's Rules of Order, Newly Revised, 2011 and 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. No Member may speak a second time on a motion until every Member desiring to speak has spoken.
- E. 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.
- F. 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.

5.11. 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.

5.12. Parliamentarian

The Clerk 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.

5.13. Motion to Adjourn

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

5.14. Remote Participation Policy

5.14.1. Notice

Any Member of the Board may seek approval for remote participation by providing written notice to the Chairman of the Board on or before the day of convening of the Board Meeting. The written notice must state that the Board Member is unable to attend the meeting due to: (i) a temporary or permanent disability, or other medical condition; or, (ii) a personal matter. If the Member is unable to attend due to a personal matter, the written notice shall identify with specificity the nature of the personal matter. Any written notice shall also indicate the location from which the Board Member shall participate.

5.14.2. Approval of Written Notice

The request must be placed as the first item on the Agenda of the Board and must be approved by the Board. A quorum of the Board must be physically present at the meeting

to permit the approval of a remote participation. A quorum may not be established by remote participation of any Board Member.

5.14.3. Minutes

The Board shall cause the Minutes of the Board Meeting to register the reason for the remote participation, the votes of the Members approving the remote participation, and the location from which the member participated; however, the remote location need not be open to the public. If remote participation is approved pursuant to Section 5.14.1.(i), the Minutes shall record the fact that the Member participated through electronic communication means due to a temporary or permanent disability or other medical condition that prevented the Member's physical attendance. If remote participation is approved pursuant to Section 5.14.1.(ii), the Minutes shall include the fact that the Member participated through electronic communication means as well as stating the specific nature of the personal matter cited by the Member that prevented the Member's physical attendance. If the request for remote participation is not approved by the Board, the Minutes of the Board shall state the reason for disapproval.

5.14.4. Conference System

To permit remote participation, the Board must establish and have operating at any meeting at which remote participation occurs, a conferencing system that permits the Board and any guests or visitors to hear the remotely participating Board Member and permits the remotely participating Board Member to hear the proceedings before the Board.

5.14.5. Limitations

Remote participation by a Member pursuant to Section 5.14.1.(ii) is limited each calendar year to two meetings.

5.14.6. Conflicts

This policy is adopted pursuant to Section 2.2-3708.2 of the Virginia Code and any conflict between this policy and that Code Section shall be resolved in favor of the requirements of Section 2.2-3708.2.

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 and given to each Member of the Board setting forth the changes proposed in the By-Laws not less than ten (10) days prior to the meeting.

Commonwealth of Virginia



State Corporation Commission

I, William C. Young, Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Fauquier County Water and Sanitation Authority.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond this 4th day of August A. D. 19 75



William C. Young
Clerk of the Commission.

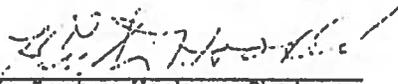
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
RICHMOND

May 20, 1964

The accompanying resolution and articles having been delivered to the State Corporation Commission by the Board of County Supervisors of Fauquier County on behalf of Fauquier County Water and Sanitation Authority, and the Commission having found that the resolution and articles comply with the requirements of law, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the resolution and articles, be admitted to record in the office of the Commission; and that Fauquier County Water and Sanitation Authority have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 
H. Lester Hooker, Chairman

ARTICLES OF INCORPORATION
OF THE
FAUQUIER COUNTY WATER AND SANITATION AUTHORITY

In compliance with the Virginia Water and Sewer Authorities Act (Chapter 21.1, Title 15, Code of Virginia, 1950, as amended), the Board of County Supervisors of Fauquier County, Virginia, pursuant to a resolution signifying its intention to create a water and sanitation authority, which shall be a public body politic and corporate, hereby certifies:

(a) This Authority is formed under the Virginia Water and Sewer Authorities Act, its name shall be "FAUQUIER COUNTY WATER AND SANITATION AUTHORITY" and the address of its principal office shall be Warrenton, Virginia.

(b) The name of the incorporating political subdivision is

FAUQUIER COUNTY, VIRGINIA,

and the names and addresses of the first members of the Board of said Authority are, respectively, as follows, each of whom is a resident of Fauquier County, Virginia, and each of whom shall continue in office for the term expiring on the date set opposite his name and until his successor shall be duly appointed and qualify:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
1. Jason Paige	Delaplans, Virginia	4 years
2. William G. Grayson	Blue Ridge Farm, Upperville, Virginia	3 years
3. Charlie M. Crockett	Midland, Virginia	2 years
4. Bud Beane	Catlett, Virginia	1 year
5. R. J. Wadsworth	Warrenton, Virginia	1 year

The successor of each member shall be appointed by the Board of County Supervisors for a term of four (4) years and until his successor shall be duly appointed and qualify, except that any person appointed to fill a vacancy

shall serve only for the unexpired term. Any member of the Authority shall be eligible for reappointment.

Each member of the Authority shall receive such compensation for his services as a member as may be provided from time to time by resolution duly adopted by the Board of County Supervisors for Fauquier County, Virginia.

(c) The purposes for which said Authority is created are the acquisition, construction, operation and maintenance of water systems, sewer systems and sewage disposal systems, and garbage and refuse collection and disposal systems located within Fauquier County or partly within and partly without the County.

Pending completion of necessary engineering studies and estimates, it is not practicable to set forth herein preliminary estimates of capital costs, and initial rates for services for proposed projects.

No other authority has been created under the provisions of the said Act serving the whole or any part of the same area, and none of the powers granted by said Act shall be exercised by the Authority in the construction, improvement, maintenance, extension or operation of any project or projects which in whole or in part shall duplicate existing utilities, public or private, serving substantially the purposes and area.

IN WITNESS WHEREOF, Fauquier County, Virginia, the political subdivision incorporating said Authority, has caused these Articles of Incorporation to be executed by the Chairman of its Board of County Supervisors and the official seal of said Board of County Supervisors to be affixed hereto and attested by the Clerk of said Board this 9th day of April, 1954.

John S. ...
CHAIRMAN, Board of County Supervisors of
Fauquier County, Virginia

Attest:

H. L. Pearson
CLERK, Board of County Supervisors
of Fauquier County, Virginia

At a regular meeting of the Board of Supervisors of Fauquier County, Virginia, held on the 10th day of April, 1975, at which the following members were present and absent:

PRESENT: Mr. James F. Austin, Chairman, Mr. John B. Adams, Mr. Jason Paige, Jr., Mr. David Botts, Mr. Samuel Butler, Mr. R. H. Beach, Administrative Assistant and Mr. H. L. Pearson, Clerk.

ABSENT:

the following resolution was duly adopted on motion of Mr. Paige, seconded by Mr. Butler, by a majority of those present:

RESOLUTION

WHEREAS, The Fauquier County Water and Sanitation Authority was created by this Board by Resolution of April 9, 1964, and

WHEREAS, Chapter 28 of Title 15.1, Code of Virginia limits the life of said Authority for a term of fifty years, and for such further period or periods as may from time to time be provided by appropriate resolution of this Board, and

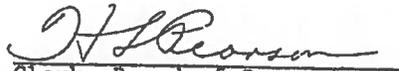
WHEREAS, it is necessary to increase the life of said Authority in order for it to qualify for bond issues from the Farmers Home Administration of the United States Government.

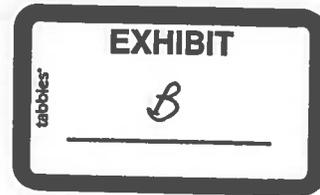
NOW, THEREFORE BE IT RESOLVED that the existence of the Fauquier County Water and Sanitation Authority be and it is now hereby extended to a period of fifty years from this date.

The undersigned Clerk of the Board of Supervisors of Fauquier County, Virginia, hereby certifies that the foregoing constitutes a true and correct extract from the minutes of a regular meeting of the Board of Supervisors of Fauquier County, Virginia, held on the 10th day of April, 1975, and of the whole thereof so far as applicable to the matters referred to in such extract.

WITNESS my hand and the seal of the Board of Supervisors
of Fauquier County, Virginia, the 12th day of January, 1976.

(SEAL)


Clerk, Board of Supervisors
Fauquier County, Virginia



RESOLUTION

A RESOLUTION TO ADOPT A CODE OF ETHICS FOR THE MEMBERS OF THE FAUQUIER COUNTY BOARD OF SUPERVISORS AND FOR THE MEMBERS OF ALL BOARDS, COMMITTEES AND COMMISSIONS APPOINTED BY THE BOARD OF SUPERVISORS

WHEREAS, the citizens and businesses of Fauquier County are entitled to have fair, ethical and accountable local government which has earned the public's full confidence; and

WHEREAS, in keeping with Fauquier County's commitment to excellence, all public officials, both elected and appointed, must comply with both the letter and spirit of the laws and policies affecting the operation of government; and

WHEREAS, all public officials, both elected and appointed, are required to be impartial and fair in their judgment and actions and ensure that public office is used for the public good; and

WHEREAS, the Fauquier County Board of Supervisors has determined that the adoption of a Code of Ethics for its members and the members of all Board-appointed boards, committees and commissions will assist in achieving these ends; now, therefore, be it

RESOLVED by the Fauquier County Board of Supervisors this 5th day of January 2004, That the following Code of Ethics is hereby adopted:



FAUQUIER COUNTY
BOARD OF SUPERVISORS

CODE OF ETHICS

Preamble

The citizens and businesses of Fauquier County, Virginia, are entitled to have fair, ethical and accountable local government, which has earned the public's full confidence for integrity. In keeping with the County of Fauquier's Commitment to Excellence, the effective functioning of democratic government therefore requires that public officials, both elected and appointed, comply with both the letter and spirit of the laws and policies affecting the operations of government; that public officials be independent, impartial and fair in their judgment and actions; that public office be used for the public good, not for personal gain; and that public deliberations and processes be conducted openly, unless legally confidential, in an atmosphere of respect and civility.

To this end, the Fauquier County Board of Supervisors has adopted this Code of Ethics for members of the Board and of the County's boards, commissions and committees to assure public confidence in the integrity of local government and its effective and fair operation.

1. Act in the Public Interest

Recognizing that stewardship of the public interest must be their primary concern, members will work for the common good of the people of Fauquier County and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims, and transactions coming before the Fauquier County Board of Supervisors, boards, commissions, and committees.

2. Comply with the Law

Members shall comply with the laws of the nation, the Commonwealth of Virginia and the County of Fauquier in the performance of their public duties. These laws include, but are not limited to: the United States and Virginia constitutions; the Code of the County of Fauquier; laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, and open processes of government; and County ordinances and policies.

3. Conduct of Members

The professional and personal conduct of members must be above reproach and avoid even the appearance of impropriety. Members shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other members of the Board of Supervisors, boards, commissions, and committees, the staff or public.

4. Respect for Process

Members shall perform their duties in accordance with the processes and rules of order established by the Board of Supervisors and boards, committees, and commissions governing the deliberation of public policy issues, meaningful involvement of the public, and implementation of policy decisions of the Board of Supervisors by County staff.

5. Conduct of Public Meetings

Members shall prepare themselves for public issues; listen courteously and attentively to all public discussions before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings.

6. Decisions Based on Merit

Members shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

7. Communication

Members shall publicly share substantive information that is relevant to a matter under consideration by the Board of Supervisors or boards, committees and commissions, which they may have received from sources outside of the public decision-making process.

8. Conflict of Interest

In order to assure their independence and impartiality on behalf of the common good, members shall not use their official positions to influence government decisions in which they have a material financial interest, or where they have an organizational responsibility or personal relationship that may give the appearance of a conflict of interest.

In accordance with the law, members shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist.

9. Gifts and Favors

Members shall not take any special advantage of services or opportunities for personal gain, by virtue of their public office, which are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

10. Confidential Information

Members shall respect the confidentiality of information concerning the property, personnel or affairs of the County. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial or other private interests.

11. Use of Public Resources

Members shall not use public resources that are not available to the public in general, such as County staff time, equipment, supplies or facilities, for private gain or personal purposes.

12. Representation of Private Interests

In keeping with their role as stewards of the public interest, members of the Board shall not appear on behalf of the private interests of third parties before the Board of Supervisors or any board, committee, commission or proceeding of the County, nor shall members of boards, committees or commissions appear before their own bodies or before the Board of Supervisors on behalf of the private interests of third parties on matters related to the areas of service of their bodies.

13. Advocacy

Members shall represent the official policies or positions of the Board of Supervisors, boards, commissions or committees to the best of their ability when designated as delegates for this purpose. When presenting their individual opinions and positions, members shall explicitly state they do not represent their body or Fauquier County, nor will they allow the inference that they do.

14. Policy Role of Members

The Board of Supervisors determines the policies of the County with the advice, information and analysis provided by the public, boards, commissions, and committees, and County staff. The Board of Supervisors delegates authority for the administration of the County to the County Administrator.

Members therefore shall not interfere with the administrative functions of the County or the professional duties of County staff; nor shall they impair the ability of staff to implement Board policy decisions.

15. Independence of Board and Commissions

Because of the value of the independent advice of boards, committees and commissions to the public decision-making process, members of the Board of Supervisors shall refrain from using their positions to unduly influence the deliberations or outcomes of board, committee or commission proceedings.

16. Positive Work Place Environment

Members shall support the maintenance of a positive and constructive work place environment for County employees and for citizens and businesses dealing with the County. Members shall recognize their special role in dealings with County employees and in no way create the perception of inappropriate direction to staff.

17. Implementation

As an expression of the standards of conduct for members expected by the County, the Fauquier County Code of Ethics is intended to be self-enforcing. It therefore becomes most effective when members are thoroughly familiar with it and embrace its provisions.

For this reason, ethical standards shall be included in the regular orientations for candidates for the Board of Supervisors, applicants to boards, committees and commissions, and newly elected and appointed officials. Members entering office shall sign a statement affirming they have read and understood the Fauquier County Code of Ethics. In addition, the Board of Supervisors, boards, committees and commissions, shall annually review the Code of Ethics and the Board of Supervisors shall consider recommendations from boards, committees and commissions to update it as necessary.

18. Compliance and Enforcement

The Fauquier County Code of Ethics expresses standards of ethical conduct expected of members of the Fauquier County Board of Supervisors, boards, committees and commissions. Members themselves have the primary responsibility to assure that ethical standards are understood and met, and that the public can continue to have full confidence in the integrity of government.

The chairs of boards, committees and commissions and the Chairman of the Board of Supervisors have the additional responsibility to intervene when actions of members that appear to be in violation of the Code of Ethics are brought to their attention.

The Board of Supervisors may impose sanctions on members whose conduct does not comply with the County's ethical standards, such as reprimand, formal censure, loss of seniority or committee assignment, or budget restriction. Where allowed by law, the Board of Supervisors also may remove members of Board-appointed boards, committees and commissions from office.

A violation of this Code of Ethics shall not be considered a basis for challenging the validity of a Board of Supervisors, board, committee or commission decision.

Model of Excellence
Fauquier County Board of Supervisors, Boards, Committees and Commissions
MEMBER STATEMENT

As a member of the Fauquier County Board of Supervisors, or of a Fauquier County board, committee or commission, I agree to uphold the Code of Ethics for elected and appointed officials adopted by the County and conduct myself by the following model of excellence. I will:

- Recognize the worth of individual members and appreciate their individual talents, perspectives and contributions;
- Help create an atmosphere of respect and civility where individual members, County staff and the public are free to express their ideas and work to their full potential;
- Conduct my personal and public affairs with honesty, integrity, fairness and respect for others;
- Respect the dignity and privacy of individuals and organizations;
- Keep the common good as my highest purpose and focus on achieving constructive solutions for the public benefit;

- Avoid and discourage conduct which is divisive or harmful to the best interests of Fauquier County;
- Treat all people with whom I interact in the manner I wish to be treated;

I affirm that I have read and understand the Fauquier County Code of Ethics.

Signature: _____

Date: _____

Name (printed): _____

Office: _____