

BYLAWS GOVERNING THE FAIRFAX COUNTY PARK AUTHORITY
OF FAIRFAX COUNTY, VIRGINIA

AS REVISED AND ADOPTED December 10, 2014

Article I – Name

The name of this organization is the Fairfax County Park Authority, hereinafter referred to as the “Authority”

Article II – Source of Authority

The Fairfax County Park Authority derives authority from the state of Virginia and the Fairfax County Government as described in the Virginia State Code, §15.2-5700-5714, known as the Park Authorities Act and the Park Authority Ordinance passed by the Fairfax County Board of Supervisors establishing the Fairfax County Park Authority on December 6, 1950.

Article III – Purpose

The Fairfax County Park Authority (Authority) was established by the Board of Supervisors of Fairfax County, Virginia (Board of Supervisors), pursuant to Virginia law for the following purpose:

- (1) To examine the need for park facilities and the availability of desirable park sites in the County of Fairfax.
- (2) To acquire, maintain and operate parks and park facilities in the County of Fairfax.
- (3) To arrange for the maintenance and operation of parks and park facilities in the County of Fairfax by the State of Virginia, the United States Government or any park Authority or park Commission with which it may agree.

Article IV – Membership and Term of Office

The Park Authority shall be governed by a Board, hereinafter referred to as the “Board.” Membership or appointments to the Board shall be as determined by the Board of Supervisors, and members shall serve for such term or terms as established by the Board of Supervisors. In the event a member cannot serve or resigns from office, the chairperson, the clerk or the secretary, or the county staff coordinator shall advise the Clerk to the Board of Supervisors of the vacancy in writing. In the event a member completes his or her term of office, remains qualified 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 as a member until such time as the member is reappointed or a successor member is appointed.

Article V – Officers and Their Duties

Section 1. Terms of Office of Officers

The officers of the Board shall be Chairman, Vice Chairman, Secretary, and Treasurer, who shall be elected by the members at a regular meeting in January of each year, or at such other

time as there may be a vacancy. The offices of Secretary and Treasurer may be combined, and then the duties of such shall also be combined.

Section 2. Chairman

The Chairman shall convey to the Director all policy decisions of the Board and will cause these policies to be administered by the Director. The Chairman shall be the official representative of the Board at all functions unless representation is specifically delegated to another member. The Chairman shall preside at all meetings of the Board and shall be an ex-officio member of all standing and special committees. Except as may be limited by Virginia conflict of interests laws, the Chairman may vote on all issues at any meeting of the Board.

Section 3. Vice Chairman

The Vice Chairman, in the absence of the Chairman, shall be vested with all the powers and perform all the duties of the Chairman.

Section 4. Secretary and Treasurer

The Secretary shall be responsible for ensuring that due notice is given of all Authority meetings and that proper records are kept of all proceedings of the Authority.

The Treasurer shall ensure that the Board receives timely, periodic reports as to the status of the Authority's finances and accounts.

Article VI – Meetings

All meetings shall be conducted in accordance with the Virginia Freedom of Information Act, Virginia Code §§ 2.2-3700 through -3714, as amended (“VFOIA”), and except for closed sessions, all meetings shall be open to the public. Pursuant to Virginia Code § 2.2-3701, “meeting” or “meetings” mean the meetings including work sessions, when sitting physically, or through telephone or video equipment pursuant to § 2.2-3708 or § 2.2-3708.1 as a body or entity, or 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.

All meetings shall be preceded by a notice stating the date, time, and location of its meetings, and except for emergency meetings, notice of a meeting shall be given at least three working days prior to the meeting. Notice, reasonable under the circumstances of emergency meetings, shall be given contemporaneously with the notice provided to members. Notices of all meetings shall be provided to the Office of Public Affairs for posting at the Government Center and on the County Internet site. Also, notices for all meetings shall be placed at a prominent public location by the Park Authority Director. All meetings shall be conducted in places that are accessible to persons with disabilities, and all meetings shall be conducted in public buildings whenever practical.

Except as otherwise provided by Virginia law or by these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised, and except as specifically authorized by 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.

At any meeting, at least one copy of the agenda and, unless exempt under VFOIA, all materials furnished to members shall be made available for public inspection at the same time such

documents are furnished to the members. Any person may photograph, film, record, or otherwise reproduce any portion of a meeting required to be open, but no person broadcasting, photographing, filming, or recording any open meeting may interfere with any of the proceedings.

The Authority shall keep minutes of the Board's meetings, and those 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.

Section 1. Special Meetings

Special meetings of the Authority shall be called by the Chairman or at the request in writing of any three members of the Board. Notice shall be given the members of the Board prior to such meeting in accordance with Article VI.

Section 2. Quorums

A majority of the members of the Board shall constitute a quorum for the transaction of business at all meetings, including any public hearing required by Virginia law. The vote of a majority of such quorum shall be necessary for any action taken by the Authority.

Article VII – Voting

A majority of the members of the Board shall constitute a quorum, and the vote of a majority of the quorum shall be necessary for any action taken. All votes of members shall be taken during a public meeting, and no vote shall be taken by secret or written ballot or by proxy. All members who are present at the meeting, including the chairperson, may vote at any meeting.

Article VIII - Committees

The Chairman shall create standing and special committees. Appointments to all such committees shall be made by the Chairman and ratified by the Board. Committees shall comply with the notice and other requirements of VFOIA. To the extent that is practicable, any such committees shall be composed of at least four members excluding the ex-officio. A majority of committee members shall constitute a quorum at meetings of Standing and Special Committees.

Committees shall be appointed for a term of one year at the first meeting following the election of officers in January. The duties of all such committees shall be defined by the Chairman and actions of such committees shall be reported to the Board.

Article IX - Fiscal Year

The fiscal year of the Authority shall coincide with that of the Fairfax County Government.

Article X - Compliance with Law and County Policy

The Board and its members shall comply with all Virginia laws, including, but not limited to, VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia Code §§ 2.2-3100 through -3131, as amended, with all County ordinances, and with all County policies concerning the activities of its boards, authorities, and commissions.

The Park Authority operates under a contract with the Board of Supervisors. The provisions of the contract shall not be construed as limiting the Park Authority's statutory responsibility for the control of its trust funds and the discharge of its nondelegable duties.

Article XI - Amendment of Bylaws

Any article of the Bylaws may be amended or repealed, and any new article may be incorporated therein by vote of the majority of the Authority's members after all members of the Authority have been notified in writing of the proposed changes at least ten days before the meeting at which the changes are considered.

Adopted and approved by the Fairfax County Park Authority this 10th day of December, 2015

/s/ William G. Bouie
Chairman

ATTEST: /s/ Kala Leggett Quintana
Secretary

Revised and approved December 10, 2014