



Mathews County Board of Supervisors BYLAWS

January 3, 2024

Adopted January 18th, 2024

Statement of Intent and Purpose

The intent of these Bylaws of the Mathews County, Virginia Board is as follows:

1. To establish ways and means by which the Board as the governing body of Mathews County, Virginia shall conduct itself in the performance of its duties and responsibilities.
2. To establish certain procedures to be followed by the Board as individual members and as a governing body, and by appointed officials and employees of the Board, to help ensure legality, fairness, and consistency in the conduct of governance of Mathews County; and
3. To establish certain rules and guidelines considered vital to the conduct of the Mathews County government and the proper functioning of its elected and appointed officials, employees, agencies, departments, organizations, and the promotion and protection of the interests of the citizens of the county.

To these ends these Bylaws are so adopted.

Construction

As used in these Bylaws, the masculine shall include the feminine and the singular the plural unless otherwise specified herein. The word “shall” is mandatory and not discretionary; the word “may” is permissive and discretionary. The word “approve” shall be considered to be followed by the words “or disapprove.”

Article 1. General

- 1.1. The County of Mathews is a political subdivision of the Commonwealth of Virginia and is bestowed all powers and authorities granted generally to counties without charters as set forth in the Virginia Code.

Article 2. Board

- 2.1. The County of Mathews is governed by a Board consisting of five (5) Supervisors elected at large from the citizenry of Mathews County. The terms of each Supervisor are for four (4) years and may be successive. Qualifications for election to the Board are prescribed in the Virginia Code.
- 2.2. The Board at its discretion may authorize by appropriate action to annually

provide for such sums for their salaries and expenses as members of the Board pursuant to the Virginia Code.

- 2.3. The Board is a body corporate and in its corporate capacity is vested with all powers and charged with all duties, obligations and responsibilities imposed upon Boards of Supervisors by law and may sue, be sued, contract, be contracted with, and purchase, take, hold, lease, and convey property, both real and personal. Individual Board members shall have no authority or duties such as may be assigned to them by the Board as a whole.

Article 3. Officers of the Board

- 3.1. Pursuant to §15.2-1422 of the Virginia Code, the Board shall elect annually from its membership a Chair and Vice-Chair.
- 3.2. The term of office of the Chair and Vice-Chair shall be one (1) calendar year beginning at the Annual Organizational Meeting at which they were elected until the election of the new Chair and Vice-Chair at the next Annual Organizational Meeting.

Article 4. Duties and Powers of Officers of the Board

- 4.1. The Chair of the Board shall be the head of the county government pursuant to §15.2-1423 of the Virginia Code.
- 4.2. In accordance with accepted rules of order and parliamentary practice, the Chair is to preside at all meetings of the Board. The Vice-Chair shall act with the full power and authority of the Chair in the absence of the Chair at any meeting of the Board. In the absence of the Chair and Vice-Chair, the remaining Board members shall choose an Acting Chair for the meeting. Where an Acting Chair is needed for a meeting, the Board need not designate an Acting Vice-Chair. Where used in these Bylaws, Chair shall also be construed to mean Acting Chair.
- 4.3. When the Board is engaged in official meetings, whether held in the Board Meeting Room or at some other location, the building and associated grounds constituting the meeting place are under the control of the Chair. In addition to the exercise of parliamentary powers, the Chair or Acting Chair is empowered to issue Directives that shall be recorded as an Action of Record in order to facilitate orderly conduct of meetings.
- 4.4. The Chair shall adhere to and is empowered to enforce the protocols of Article 7.4 during official meetings of the Board. The County Attorney shall act as the parliamentarian of the Board. The Chair may seek the advice of the County Administrator or County Attorney in the interpretation of the provisions of these Bylaws and other established procedures for the conduct of meetings.
- 4.5. Only in the event of a vacancy in the office of Chair due to death, resignation, or removal from office as a member of the Board, the Vice-Chair shall assume the position of Chair, and a new Vice-Chair shall be elected from among the membership. In this event, such newly elected officers shall serve until the next Annual Organizational Meeting of the Board. Officers selected in this manner shall be fully vested with all duties and powers accorded their office pursuant to the Virginia Code and these Bylaws.
- 4.6. The Chair shall be an ex-officio member of all Committees and Advisory Boards

of the Board, privileged to attend and participate in all meetings of such Committees and Advisory Boards, including closed meetings, but shall not vote on Committee matters unless appointed as a Committee member.

Article 5. Meetings of the Board

- 5.1. The Board shall assemble in regular session and hold an Annual Organizational Meeting in January on a day and time determined by the Board at its Regular Meeting in December of the previous year. The Regular Meetings of the Mathews County Board shall be on the third Thursday of each month, except for the November and December Regular Meetings, which may be re/ld depending on when Thanksgiving and Christmas occur. Regular Meetings shall be Called to Order at 6:00 p.m., except that the Board may, at their Organizational Meeting, designate some meetings to be held at 7:00 p.m. All Board of Supervisor meetings shall be held in the courtroom of the historic Mathews County Courthouse located at 27 Court Street. Mathews, Virginia, unless an alternate meeting space is designated by the Board.
- 5.2. The Board will attempt to complete all Items of Business at the Regular Meetings within four (4) hours. The Board may recess such meetings from day to day, or from time to time or from place to place not beyond the time fixed for the next Regular Meeting, until the business before the Board is complete.
- 5.3. If a Regular Meeting is rescheduled, public notice shall be served pursuant to §15.2-1416 of the Virginia Code.

Special Meetings of the Board may be approved and scheduled, or a Called Special Meeting conducted by the Board pursuant to §15.2-1417 and §15.2-1418 of the Virginia Code. A special meeting of the governing body shall be held when called by the Chair or requested by two or more members of the Board. The call or request shall be made to the County Administrator and shall specify the matters to be considered at the meeting. Upon receipt of such call or request, the County Administrator, after consultation with the Chair, shall prepare an agenda and immediately notify each member of the Board and the County Attorney, as appropriate, by electronic mail or by telephone. The agenda shall specify the matters to be considered at the meeting. No matter not specified in the agenda shall be considered at the meeting unless all members are present.

A Special Meeting may also be scheduled or called for specific purposes, as follows:

- A. Joint Special Meeting
- B. Public Information Meeting
- C. Public Hearing
- D. Rescheduled Meeting
- E. Workshop Meeting

- 5.4. The Annual Organizational, Regular and Special Meetings of the Board shall be open to the public. The Board reserves the right to enter into Closed Meeting pursuant to §2.2-3711 of the Code of Virginia, 1950 as amended, at any official meeting.
- 5.5. Closed meetings will be restricted for those proper purposes enumerated in §2.2-3711 of the Code of Virginia, 1950 as amended, and all Closed Meetings will be held in strict accordance with Virginia law.
- 5.6. No gathering of members of the Board, whether there be a number equal to or exceeding a quorum of the Board or a lesser number, shall be considered an official meeting of the Board unless such gathering takes place at a bona fide Annual Organizational, Regular or Special Meeting as set forth in these Bylaws. No Action of Record may be taken on any matter outside of the time, place, and location of an official meeting of the Board. Similarly, when a quorum of (3) three or more members is gathered in one place outside an official meeting, those Board Members present may not discuss any past, current, or future county business.
- 5.7. Pursuant to §2.2-3708.3 of the Code of Virginia, 1950, as amended, the following policy is established for members' remote electronic participation in Board of Supervisors' meetings due to a personal matter or disability. This policy shall be applied strictly and uniformly, without exception, to the entire Board 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.

A Board member may participate in a meeting by electronic means pursuant to this section only when the Board makes arrangements for the voice of the remote participant(s) to be heard by all persons at the primary or central meeting location.

Individual members of the Board may elect, without further vote of the Board, to use remote participation instead of attending a public meeting in person, if the member, on or before the day of the meeting, notifies the Board Chair or County Administrator that:

1. The member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance;
2. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance;
3. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. However, the member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

If a Board member elects to participate in a meeting through electronic communication, the Board member shall be considered present for purposes of establishing a quorum and the minutes of the meeting shall record the remote

location from which the member participated; however, the remote location need not be open to the public and may be identified in the minutes by a general description.

If participation is approved pursuant to subdivision 1 or 2, the public body shall also include in its minutes the fact that the member participated through electronic communication means due to a (i) temporary or permanent disability or other medical condition that prevented the member's physical attendance or (ii) 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 3, the public body 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 this subsection is disapproved because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity.

- 5.8. The Sheriff of Mathews County shall, upon request, provide at least one (1) deputy to attend the Annual Organizational and Regular Meetings of the Board and, upon request of the Board or County Administrator, at any other official meeting. When in attendance of any official meeting, deputies shall be under the direction of the Chair of the Board during the period of the official meeting (including any brief recess thereof), and under the direction of the County Administrator, Acting County Administrator, or their designee during the period prior to the meeting's Call to Order and immediately upon final Recess or Adjournment of the meeting.

Article 6. Agendas for Board Meetings

The Annual Organizational Meeting, Regular Meetings and Special Meetings of the Board shall have a formal Meeting Agenda prepared by the County Administrator, or their designee, in consultation with the Board Chair. The County Administrator at their discretion and Board members individually may, by request to the County Administrator, place matters of business on the agenda for discussion, information and /or action by the Board as are germane to the affairs and interests of the Board and County.

- 6.1. The Order of Business of the Meeting Agenda for the Annual and Regular Meetings of the Board shall be generally as follows:
1. Call to Order
 2. Invocation
 3. Pledge of Allegiance
 4. Roll Call/Determination of a Quorum
 5. Approval of the Agenda
 6. Opportunity for Citizen Comments
 7. Public Hearing
 8. Recognition of Employees and Community Service

9. Consent Agenda

10. Reports and Requests of Boards, Departments, Commissions and Agencies To submit monthly reports and only required to attend quarterly unless there are Action Items needing the Boards approval or as requested by the Board.
 - a. Mathews County School System
 - b. Virginia Department of Transportation
 - c. Mathews County Sheriff's Office
 - d. Mathews County Department of Planning and Zoning
 - e. Mathews County Building Department
 - f. Other
11. Unfinished Business
12. New Business
13. County Administrator's Report
14. Supervisor's Report
15. Opportunity for Citizen Comments
16. Other Matters
17. Closed Meeting
18. Recess or Adjournment

Deviations from the Order of Business may be made at the discretion of the County Administrator during the preparation of the Meeting Agenda, and by the Board as a modification of the Meeting Agenda at the time of Approval of the Agenda. The Board by motion with second and majority vote of those present may eliminate any of the above items in the Order of Business for a specific meeting or meetings, or through the time of the next Annual Organizational Meeting in its entirety and may also restore any item so eliminated or add other items by like Action of Record at any meeting.

- 6.2. A request for modification of the Meeting Agenda shall be made from the Board Table and only by members of the Board, County Administrator, or County Attorney. Approval of modification requires a majority vote of Board members present. A modification made at the time of Approval of the Agenda shall be reflected in the Minutes of the Meeting at which the modification was made. Items scheduled for action on the Meeting Agenda may be deferred to a later time in the meeting by consensus agreement of a majority of Board members present. Items previously acted upon during the meeting may be revisited at a later time in the meeting by a motion to reconsider with a second and a majority vote of Board members present. An item may not be reconsidered more than twice.
- 6.3. The Board shall take no Action of Record on any matter that is not on the Meeting Agenda unless a modification to the Meeting Agenda is requested at the time of Approval of the Agenda. Modification of the Meeting Agenda requires a majority vote of the Board members present. Upon Approval of the Agenda, no further modifications may be made except as provided for in

paragraph 7.3. Closed Meetings and business matters brought before the Board under Supervisors' Reports are exempt from the provisions of this paragraph.

- 6.4. The Clerk of the Board shall strive to deliver electronically the Meeting Agenda and supporting documents comprising the Meeting Agenda packet to members of the Board a minimum of five (5) calendar days in advance of the meeting date. The supporting documentation should include recommendations on actions prepared by county administrative personnel and other county officials if a recommendation is available and appropriate. The Meeting Agenda packet shall be rendered in electronic format for use by the Board and staff. A paper copy may be requested by any Board member.

Article 7. Conduct of Meetings of the Board

7.1. The Board shall generally follow Roberts' Rules of Order Newly Revised, Procedure in Small Boards, but failure to follow Robert's Rules of Order shall not invalidate any Board action, the provisions of Article 7.3 notwithstanding. In following these rules of parliamentary procedure, the Board intends that special attention will be given to the following:

- A. Protecting the rights of each individual member of the Board, county administrative employees, and the public.
- B. Preserve and ensure a spirit of harmony and cooperation within the Board, and between individual Board members.
- C. Allowing full and free discussion among the members of the Board in order to ensure that all viewpoints are considered prior to taking action on behalf of the County.

7.2. Where provisions of these Bylaws differ from similar procedures established by Robert's Rules of Order, provisions of these Bylaws shall prevail.

7.3. The following rules and procedures shall prevail at meetings of the Board:

- A. A quorum of the Board is a majority of the membership comprising at least three (3) of the five (5) members of the Board. A quorum must be present to Call to Order and continue an official meeting and to take Action of Record.
- B. The Chair shall Call to Order an official meeting at the designated time and determine a quorum. If a quorum is not present at the designated time, the Chair may direct a delay of up to fifteen (15) minutes in the start of the meeting at their discretion. Any further delay in the start of the meeting may be made only with the consensus agreement of the majority of those Board members present.
- C. Should for any reason a quorum is not maintained continuously during any official meeting, the meeting shall adjourn at that time. A Board member's physical presence on the grounds of the location of the meeting, or a Board member's remote electronic participation, shall be considered as being present at the meeting and satisfactory for the maintenance of a quorum. Board Members shall notify the Chair if required to leave the grounds of the location of the meeting, either temporarily or for the remainder of the meeting.
- D. All informal and formal discussions of Items of Business and Actions of

Record must be made from the Board Table by a Board member being physically present or by a Board member's remote electronic participation. Any Board member away from the Board Table but maintaining physical presence at the meeting location at the time of an Action of Record will be counted as having cast an abstaining vote.

- E. Informal discussion of an Item of Business by Board members is permitted while no primary or substitute motion is pending.
- F. Motions
 1. A Supervisor shall propose an Action of Record in the form of a motion by saying, "I move, or I make a motion" followed by a statement of the Action in order to formally discuss and/or vote upon the motion.
 2. A substitute motion will be voted on prior to the primary motion, in reverse order (i.e., the substitute motion will be voted on first) Only one (1) substitute will be considered before a vote on a primary motion.
 3. A primary motion may be amended prior to vote with the concurrence of the originating Supervisor of the primary motion, and with second. The amended primary motion is then treated as the primary motion, and not a substitute motion. A primary motion may not be amended if a substitute motion is pending until the conclusion of vote on the substitute motion. An amendment to a primary motion opposed by the originating Supervisor shall not be voted on until action is taken on the original primary motion.
 4. If a primary or substitute motion is made at a Board meeting where at least four (4) members are present and the motion is voted on and fails, the same or a substantively similar motion cannot be reconsidered by the Board during that calendar year except by a primary or substitute motion made by a member of the Board who voted on the prevailing side where there are no less than four (4) Board members present, and only if two-thirds (2/3) of the Board members present vote to reconsider the motion again.
 5. A primary or substitute motion may be made to tentatively act upon an Item of Business where a final Action of Record is anticipated at a later date. All Items of Business tentatively acted upon by the Board shall be considered bound by the tentative action if not otherwise reconsidered by the Board within three (3) calendar months of the date of the tentative action.
 6. A motion to Table an Item of Business for consideration at a future meeting, or to remain Tabled indefinitely may be made either as a primary or substitute motion but not by consensus agreement. An action to Table an Item of Business to a later time within the same meeting may be passed by consensus agreement of a majority of Board members present.
- G. Any member of the Board may terminate debate or discussion of an Item of Business and call for a vote on a pending motion by "calling for the

question" after being recognized by the Chair; however, the Chair shall not recognize a motion to "call the question" until every member desiring to speak has had a chance to speak.

H. Voting shall be by affirmation of the members present. The Chair shall verbally summarize the vote upon conclusion of an Action of Record, noting by individual name those Board members abstaining or voting in the minority on the Item of Business. A roll call vote is required to adopt a Resolution or Ordinance. Any Board member can request a roll call vote at any time.

1. An abstaining vote means to refrain from voting. If the vote required is a majority or two thirds of the members present, or a majority or two thirds of the entire membership, an abstention will have the same effect as a "no" vote. Even in such a case, however, an abstention is not a vote and is not counted as a vote. An abstention should include an explanation for refraining from voting.

2. A tie vote fails. The Board does not designate a tiebreaker pursuant to §15.2-1421 of the Virginia Code.

I. The Chair is authorized to speak in discussions and can vote on all motions and/or all questions and may call for the question or make a primary motion, substitute motion or second.

7.4. The following protocols will be followed at meetings of the Board:

A. Official meetings of the Board are open to public observation and, as set out herein the public participation guidelines. When not addressing the Board and/or attending public as herein described. Those present at an official meeting shall be respectful of the rights of others.

B. Board members are to be polite and courteous in addressing other members of the Board and all those present at Board meetings, and all Board members are to maintain proper decorum in their conduct at meetings of the Board (i.e., refrain from "name calling", derogatory remarks and other forms of personal affronts).

C. Those persons and organizations with Items of Business before the Board should be represented at an official meeting if so requested by the Board, individual members of the Board, the County Administrator, County Attorney, or any person acting on behalf of these.

D. Those persons and organizations with Items of Business before the Board may address the Board upon recognition and invitation of the Chair to approach the Podium, where upon they shall identify themselves, any title and organization they represent, and provide a mailing address to facilitate any correspondence needed subsequent to the Item of Business. As a guideline, presentations to the Board pursuant to an Item of Business should be limited to ten (10) minutes. The Chair at their discretion may end a presentation after such time has elapsed or may permit continuation of it. The Board by Action of Record may overrule the Chair's decision in this regard.

E. The discourse of those presenting at the Podium shall be made part of the Minutes of the Meeting subject to Article 8 of these Bylaws.

- F. Those individuals of the public attending any official meetings of the Board without an approved Item of Business on the Meeting Agenda or modification thereof shall not be permitted at the Podium at any time other than during the Citizens Comment period. No person shall address the Board during an official meeting from the audience unless recognized by the Chair. Comments from the public during the Citizens Comment period shall be limited to three (3) minutes. The Chair at their discretion may provide a verbal advisory to a speaker at the Podium when thirty (30) seconds remain of the specified time to conclude comments. The citizen's name and a brief summary of their comments, along with submitted written statements shall be included in the Minutes.
- G. At any official meeting of the Board where a public hearing is set on the Meeting Agenda, or a Public Hearing of the Board pursuant to Article 6.4, the Chair shall first permit general presentation and discussion of the matter of the public hearing from the Podium and/or from the Board Table. At the conclusion of such presentation/ discussion, the Chair shall open the public hearing and invite those of the public attending the meeting to the Podium to comment.
- H. Those speaking during the open portion of a public hearing shall be limited to three (3) minutes of time for comments at the Podium. The Chair at their discretion may provide a verbal advisory to a speaker at the Podium when thirty (30) seconds remain of the specified time to conclude comments. During public hearings, speakers may address the Board only on matters pertaining to or germane to the issue for which the public hearing is being held. No speaker is to engage in political statements, personal attacks upon members of the Board, county employees or officials, or any other person, nor are speakers entitled to use abusive language or discuss matters outside the issue for which the public hearing is being held. Violation of this rule shall enable the Chair by directive to take appropriate measures to rule the speaker out of order and to have the speaker removed from the meeting, if necessary, and take such other steps the Chair deems appropriate, including bringing appropriate charges against the person and bringing the charges in the name of the Board.
- I. No discourse at a public hearing, whether during general presentation and discussion or during the Open portion of the hearing is required to be entered into the Minutes unless conducted at the Podium.
- J. Upon conclusion of speakers at the Podium, the Chair shall close the public hearing. A motion with second and majority vote of a quorum of Board members present at a public hearing shall overrule the Chair's decision to close the public hearing or to limit the number speakers, in which event speakers may continue until the Board by majority vote ends the public hearing. A motion with second and majority vote of a quorum of Board members present shall also close the public hearing in this event. An Action of Record may be taken at the close of a public hearing at the discretion of the Board.
- K. Supervisors' Reports shall facilitate the presentation of comments,

reports, and proposed Items of Business not otherwise part of the Meeting Agenda by individual Board members in round table fashion. Matters may be presented for information, discussion, and action and/or scheduled for further consideration as an Item of Business at a future meeting of the Board. When speaking during Supervisors' Reports, Board members shall be limited to ten (10) minutes, at which time the Chair may at their discretion suspend further presentation from the Board member and request action by consensus agreement of Board members present at the Board Table to permit additional time to conclude the presentation. No Board member shall yield time or place under Supervisors' Reports to any other Board member or other person. No member of the Board shall have any other position reserved for them on the Meeting Agenda other than under Supervisors' Reports.

- 7.5. The Board may at its discretion adopt specific rules and procedures relative to the conduct of certain types of public hearings other than those set forth in this Article. Such specific rules and procedures shall be adopted in the manner prescribed for amendment of these Bylaws set forth in Article 8.1 and shall become part of these Bylaws upon adoption. Where a public hearing is conducted by another party on behalf of or before the Board, the rules and procedures governing that public hearing shall be as prescribed by the party conducting it.

Article 8. Minutes of the Meetings of the Board

At all official meetings of the Board at which a quorum is present, Minutes of the meeting shall be taken and shall be approved by the Board and recorded in the office of the Mathews County Administrator. The electronic online record of the Minutes is the official Minutes of the Board for legal purposes.

- 8.1. Public Information Meetings and Workshop Meetings as defined in these Bylaws may be recorded as Minutes at the direction of the Board. At any such meeting where an Action of Record is taken, Minutes shall be taken and approved by the Board and recorded.
- 8.2. Pursuant to §15.2-1536 and §15.2-1538 of the Virginia Code, the ~~Deputy~~ County Administrator shall serve as Clerk of the Board and shall carry out the duties specified in §15.2-1539 of the Virginia Code. The Deputy Clerk may take and prepare the Minutes of the Board and to assist in the exercise of the office of Clerk of the Board. Minutes shall be prepared based on both written notes and audio recordings. The specific language of the Minutes of any given meeting shall be at the discretion of the Clerk and Deputy Clerk, who shall endeavor to render the Minutes in the most accurate and neutral way possible. The County Administrator shall review and correct all Minutes prior to dissemination to the Board for adoption.
- 8.3. The Board may at its discretion generally prescribe the form and content of the Minutes of its meetings in keeping with professionally accepted standards for it. At minimum, the Minutes shall contain the styling of the Item of Business stated on the Meeting Agenda or modification thereof, the Action of Record, the vote by individual member or consensus expression of the Board, or directive of the Chair. Where practical, a brief synopsis of any discussion of the Item of

Business shall also be included.

- 8.4. Minutes of any meeting shall generally be presented at the next or following Regular Meetings of the Board where at least five (5) working days exist between the successive meetings.
- 8.5. Minutes shall not be considered official until approved by the Board and recorded. After approval of the Board, but prior to recordation, the Clerk may make additions or corrections to the Minutes that do not materially affect the substance or content of the Minutes. These include, but are not limited to; correction of misspellings, typographical errors, and incorrect grammar; page renumbering; clarification of content and errors of omission. Should evidence of an error in a recorded vote be discovered after approval but prior to recordation, the County Administrator shall verify it by audio recording. If not possible, then correct by the best available means, including corroboration by individual Board members and other reliable witnesses to the meeting.
- 8.6. Should an error or evidence of an error in the Minutes of any Meeting of the Board be discovered after recordation, the County Administrator shall bring the error before the Board at the next official meeting as is practical. The Board, by vote of a majority of those members present at the meeting at which the error was made shall correct the Minutes by amendment. Members of the Board not present at said meeting shall abstain from voting on the correction. Should no majority of Board members present at the meeting in which an error was made in the Minutes be or remain seated as members of the Board, a majority vote of the presently seated Board members shall then correct the Minutes by amendment.
- 8.7. Amendment to the recorded Minutes of any Meeting shall be entered as an Action of Record in the Minutes of the Meeting at which the amendment was made. In addition, and where practical, as determined by the County Administrator or the Clerk, the recorded Minutes shall be altered to include the amendment, either by insertion of a new, corrected page in sequence or by separate Amendment Addendum at the beginning or first page of the recorded Minutes of the Meeting to be corrected. Whether by insertion of a new corrected page or by Amendment Addendum, the correction shall be clearly documented as a correction of previously recorded Minutes, indicating the first date of recordation, the date of Board action to amend the Minutes, and the date of recordation of the amended Minutes.
- 8.8. When audio recordings of Board meetings are made, the Clerk shall cause their preservation for the period of time as prescribed by the Library of Virginia under Schedule 010087 and permanently retained as historically significant records. Where preserved, audio recordings shall be considered publicly accessible online via the County website, or without charge upon prior appointment for review through the office of County Administrator.
- 8.9. When video recordings of Board meetings or portions thereof are made, the preservation of said recordings shall be as prescribed by the Library of Virginia. The Board may at its discretion direct the preservation of specific recordings, and the County Attorney may request preservation of specific recordings only if

such recordings are needed to support legal proceedings, pending, or anticipated.

- 8.10. Verbatim transcription of the proceedings of any meeting in its entirety shall not be undertaken except by majority vote of the Board and only in instances where excerpted verbatim transcriptions of a portion or portions of the proceedings are insufficient to address the need. Any verbatim transcription generated, whether of an entire meeting or portion(s) thereof, shall not be adopted or made part of the official Minutes of any meeting.
- 8.11. Individual members of the Board and the County Attorney may request excerpted verbatim transcription of a portion or portions of any meeting through the County Administrator or Clerk. If requested by a member of the Board, the County Administrator or the Clerk will make a reasonable effort to generate a requested transcription prior to any subsequent meeting of the Board; the generation of such transcription is subordinate to the preparation and review of the Minutes and other duties and responsibilities of the involved personnel. A request by the County Attorney shall be made only if such a transcription is needed to support legal proceedings, pending, or anticipated.
- 8.12. Unapproved Minutes shall be released publicly upon incorporation into and completion of the Meeting Agenda packet. At the discretion of the County Administrator, unapproved Minutes may be released publicly at an earlier time; availability of completed unapproved Minutes shall not compel release at such earlier time.
- 8.13. No recording device shall be used during any Closed Meeting of the Board.

Article 9. Appointments of the Board

- 9.1. The Board at its discretion may, and where required and in accordance with the Virginia Code or other law, shall from time to time establish and make appointments of its members and other persons to various positions, groups, organizations, committees, advisory boards, and other bodies, both formal and informal, for such purposes as are in the interest of the Board and County.
- 9.2. Except as otherwise provided in these Bylaws or other law, appointments of the Board may be made at any official meeting upon motion with second and majority vote of a quorum of the Board and recorded as an Action of Record.
- 9.3. Except as otherwise provided by Action of Record or by law, all appointees of the Board shall be authorized and expected to represent the interests of the Board and county in all matters to which their appointment is charged.
- 9.4. Except as otherwise provided by law, all appointments of the Board shall discharge their duties with diligence and may be removed prior to the end of the term of said appointment by motion with second and majority vote of a quorum of the Board and recorded as an Action of Record. Any vacancy in an appointment shall be filled in the manner as the original and for the remainder of the original term of the appointment.
- 9.5. The Board shall officially recognize no prerogative of any of its members to make or nominate appointments to any group, organization, committee, advisory board, or other body except in accordance with the provisions of these Bylaws or other law.

Article 10. Committees and Advisory Boards of the Board of Supervisor

- 10.1. Pursuant to §15.2-1411 of the Virginia Code, the Board may at its discretion establish Committees of the Board and Advisory Boards by resolution and vote of a majority of the Board members at any official meeting. Committees may be solely composed of members of the Board or may be jointly composed of Board members and other individuals appointed or otherwise authorized to participate in Committee activities. Advisory Boards shall be composed of persons other than members of the Board and may include other individuals appointed by Advisory Board members to participate in Advisory Board activities. Board approval of such other individuals is not required unless specified by Resolution. Board members may be appointed as ex-officio members of Advisory Boards
- 10.2. A Resolution establishing any Committee or Advisory Board shall state the purpose and scope of activities of the Committee or Advisory Board, including any specific responsibilities for and grant of authority to pursue the matter for which it has been established. The Resolution shall state the composition of the members of the Committee or Advisory Board, either by name or title, and may designate who shall chair the Committee, by name or title. No member of the Board shall be appointed to a Committee or Advisory Board if not present at the meeting at which appointments are made. A majority vote of a quorum of the Board is needed to appoint Committee members.
- 10.3. Unless otherwise specified within the establishing Resolution, Committees shall organize and direct their own affairs in the manner that their members deem appropriate to the matters that they are charged with. These include, but are not limited to, adoption of Committee Bylaws or procedures, designation of Committee officers, the taking of Minutes of Committee meetings, the appointment of sub-committees or working groups, solicitation of assistance in pursuit of Committee matters, and such other things as deemed appropriate by Committee members.
- 10.4. Meetings and activities of Committees shall be open to the public.
- 10.5. Committees and Advisory Boards shall only be established pursuant to this Article. Committees or Advisory Boards shall be reappointed annually as necessary to fulfil their mission. Nothing herein shall be construed so as to prevent meetings or consultations by and between members of the Board, county administrative officials and employees and other parties for the purpose of pursuing matters of interest to the Board and county which are otherwise consistent with Virginia law.

Article 11. Offices of County Administrator and County Attorney

- 11.1. Pursuant to §15.2-1536 of the Virginia Code, the Board shall appoint a County Administrator and a County Attorney. The County Administrator and County Attorney shall be employees of the Board, serving at the pleasure of the Board, and shall have their compensation established by the Board.
- 11.2. The County Administrator shall be the chief administrative officer for the county pursuant to §15.2-1540 of the Virginia Code. The County Administrator shall exercise all powers, duties, and responsibilities pursuant to §15.2-407 and §15.2-1541 of the Virginia Code and in accordance with the County Code and Board policies.

- 11.3. The County Attorney shall exercise all powers, duties, and responsibilities pursuant to §15.2-1542 of the Virginia Code and in accordance with the County Code and Board policies.
- 11.4. In the event of vacancy in the office of County Administrator due to death, resignation, or removal from office, at the Board's discretion upon motion and vote of a majority of Board members at any Regular or Special Meeting, a county administrative employee or other individual may be designated as Acting County Administrator.
- 11.5. In the event of vacancy in the office of County Attorney due to death, resignation or removal from office, the Board may engage the services of private legal counsel to serve in the capacity of Acting County Attorney until such time as the Board shall again fill that office. In the event of the temporary absence or unavailability of the County Attorney, the Board authorizes the County Administrator at their discretion to engage the services of private legal counsel as necessary to represent the Board and county.

Article 12. Adoption and Amendment of Bylaws of the Board

- 12.1. Upon adoption, the provisions of these Bylaws shall take effect immediately and shall continue until amended or re-adopted. The full text of these Bylaws shall be made part of the Minutes of the Meeting at which they were adopted.
- 12.2. Amendment to these Bylaws may be made as an Item of Business on the Meeting Agenda or modification thereof at any Regular Meeting, Adjourned Meeting, Special Meeting, Called Special Meeting, and/or Rescheduled Meetings of the Board. Amendment to these Bylaws shall be by vote of a majority of Board members and recorded as an Action of Record. Unless otherwise specified, any amendment is effective upon adoption; no amendment shall be made retroactively effective. The full text of an amendment to these Bylaws shall be made part of the Minutes of the Meeting at which they were adopted.

Article 13. Limitations of Bylaws of the Board

- 13.1. If any provision or requirement of these Bylaws be found inconsistent with the provisions of the Virginia Code, the County Code, or any other law or statute, it shall be deemed void. In this event, all remaining provisions of these Bylaws shall remain in full force and effect.

Article 14. Adoption and Amendment of General Policies and Operational Procedures of the Board

- 14.1. The Board may from time to time adopt such other General Policies and Operational Procedures as it deems necessary and appropriate to its conduct and to matters under its charge, such policies and procedures being consistent with these Bylaws and other law.

BYLAWS DEFINITIONS

As used in these Bylaws, the following terms are defined:

Action of Record: An action taken, or decision made by the Board recorded in the Minutes of the Meetings. Action of Record may take the following forms:

- A. Motions and seconds with votes of the members of the Board recorded.
- B. Consensus agreement of the Board without vote by the Board.
- C. Directive of the Chair in the exercise of that office during the conduct of an official meeting of the Board.

Advisory Board: Pursuant to §15.2-1411 of the Virginia Code, a designated group of persons other than members of the Board formed by the Board for the purpose of undertaking work on matters germane to the interests of the Board or county.

Board: The Mathews County Board of Supervisors.

Committee: Pursuant to §15.2-1411 of the Virginia Code, a designated group of persons that may be formed by the Board for the purpose of undertaking work on matters germane to the interests of the Board or county.

Consent Agenda: A listing of routine matters requiring no debate that may be approved at the same time. A copy of all consent agenda items shall be included in or linked to the Board Agenda Meeting Packet.

County Code: The Code of Mathews County.

Directive: An exercise of discretionary authority granted to the Chair from the Board empowering the Chair as follows:

- A. To enforce the protocols of Article 8.5. of these Bylaws for the conduct of business and discourse before the Board to ensure proper decorum, civility, fairness, and order.
- B. To cause the removal of any person or persons without charge of civil or criminal offense for misconduct, disruption, or disturbance of a meeting of the Board consistent with adopted policies and procedures of the Board.
- C. To charge any person or persons with civil or criminal offenses pursuant to federal, state, or local laws for the misconduct, disruption, or disturbance of a meeting of the Board.

Ex-officio: A form of membership or appointment to a body or group where the individual may participate in proceedings or discussions but shall not serve in an official leadership capacity nor vote in an official manner.

Item of Business: A matter to be presented before the Board at an official meeting, specified on the Meeting Agenda or modification thereof, and which may be subject to an Action of Record.

Meeting or Official Meeting: Any Annual Organizational, Regular, or Special Meeting

of the Board. The following terms may also be used to further define and specify purposes for meetings. Meetings as defined herein are not exclusive of each other and may be concurrently conducted.

- A. **Annual Organizational Meeting:** Pursuant to §15.2-1416 of the Virginia Code, the Board's first meeting in the month of January.
- B. **Joint Meeting:** A Joint Meeting may be conducted simultaneously with one or more corporate and politic bodies for the purpose of review, inquiry, and discussion of matters of mutual interest or in the interest of expedient disposition of public business matters. Action of Record may be taken at said meeting, and a quorum of both the Board and other body/bodies is required to Call to Order and conduct a Joint Special Meeting.
- C. **Public Information Meeting:** A Public Information Meeting shall be limited to the dissemination of information to and/or from the public where the Board will take no Action of Record at said meeting. A quorum of the Board is not required to Call to Order and conduct a Public Information Meeting. Public Information Meetings may be called in the name of the Board or administratively by the County Administrator or their designee.
- D. **Public Hearing:** A public hearing shall be conducted at said meeting and the Board may take Action of Record on such matters as may arise from the Public Hearing. A quorum of the Board is required to Call to Order and conduct a Public Hearing.
- E. **Recessed Meeting:** A meeting conducted at a date, place and time set by the Board as a continuation of a previously held meeting. A Recessed Meeting shall be scheduled no later than the date of the next Regular Meeting.
- F. **Rescheduled Meeting:** A Rescheduled Meeting shall be for the purpose of conducting a meeting of the Board where, by virtue of necessity or at the discretion of the Board, the originally scheduled meeting cannot be conducted on its prescribed date or time or at its prescribed location pursuant to these Bylaws. Action of Record may be taken on any Item of Business presented at a Rescheduled Meeting, and a quorum of the Board is required to Call to Order and conduct a Rescheduled Meeting.
- G. **Workshop Meeting:** A Workshop Meeting shall be for the purpose of in-depth review, inquiry, and discussion of specified Items of Business where Action of Record may be taken by the Board. A quorum of the Board is required to Call to Order and conduct said meeting. Workshop Meetings may also be called and scheduled for the purposes of presentations to the Board for educational and informational purposes.

Primary Motion: The first motion presented following informal discussion of any Item of Business at a Board meeting.

Substitute Motion: A motion presented succeeding and in lieu of a primary motion on any Item of Business at a Board meeting.

Virginia Code: The 1950 Code of Virginia, as amended.