Jan 7, 2007 – reconvened Dec 19, 2006.

Mr. Whiteway noted that there have been several complaints from citizens about not being able to hear through the windows in the Treasurer's office or the Commissioner of the Revenue's office and stated that the County has received a quote from Norcon TTU Products, which offers "Talk-Thru Communicators". The price for each individual unit is $605.00 plus shipping and handling. He then stated that this would be considered a building matter and would therefore come out of the bond issue.

Mr. Whiteway asked the Board if they were amendable to expending the funds for such an item.

Mr. Sadler wondered if only one (1) unit per side would be acceptable and what kind of warranty would be offered with this equipment, should the equipment not be acceptable.

Mr. Mitchem stated that he felt that this would be good for the citizens simply because it will maintain privacy between the staff and citizens, especially in sensitive matters.

Mr. Whiteway noted that he would get the requested information and present it to the Board at their regular meeting on January 23, 2007.

IN RE: ADOPTION OF "ZONING TECHNICIAN" JOB DESCRIPTION ORDER

Mr. Whiteway noted that the Board had already been given this job description at the regular Board meeting in December and asked if any board members had any questions about the job description as presented.

There were no questions from the Board.

On motion of Mr. Mitchem, seconded by Mr. Ingram, the Mathews County Board of Supervisors voted 5-0-0 as follows, Mr. Cole – aye; Mr. Ingram – aye; Mr. Mitchem- aye; Mrs. Putt – aye; and Mr. Sadler - aye; to approve the adoption of the Zoning Technician Job Description.

IN RE: CONSIDERATION OF BYLAWS FOR THE BOARD OF SUPERVISORS ORDER

Mr. Whiteway presented to the Board a draft copy of a set of Bylaws for use by the Mathews County Board of Supervisors. He stated that he felt that this was important for the Board to consider, as there had been questions raised in the

past from citizens as to what set of parliamentarian rules the Board follows in regards to Board meeting protocol and other matters. He noted that this set of Bylaws would require the Board to follow Roberts Rules of Order for small Boards. It also denotes meeting dates, special meetings and quorum requirements and allows for security in Board meetings, giving the Chairman the ability to allow sheriff's deputies to keep a meeting in order. It also requires approval of the agenda, which means that a Board member may change the agenda if needed and the agenda could be amended, possibly to add a speaker at the last minute if necessary.

These Bylaws also require the raising of hands in addition to verbal voting.

On motion of Mr. Sadler, seconded by Mr. Mitchem, the Mathews County Board of Supervisors voted 5-0-0 as follows, Mr. Cole – aye; Mr. Ingram – aye; Mr. Mitchem- aye; Mrs. Putt – aye; and Mr. Sadler - aye; to approve the following set of Bylaws for the Mathews County Board of Supervisors:

MATHEWS COUNTY, VIRGINIA
BOARD OF SUPERVISORS
BY-LAWS

Statement of Intent and Purpose
The intent of these By-laws of the Mathews County, Virginia Board of Supervisors is as follows:

(1). To establish ways and means by which the Board of Supervisors 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 of Supervisors as individual members and as a governing body, and by appointed officials and employees of the Board of Supervisors, 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 By-laws are so adopted.

By-laws Definitions
As used in these By-laws, 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 Chairman 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.

County Code: The *Code of Mathews County*..

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

a. To enforce the protocols of Article 8.5. of these By-laws 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 of Supervisors 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 of Supervisors. 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(ies) 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 of Supervisors will take no Action of Record at said meeting. A quorum of the Board of Supervisors 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 of Supervisors or administratively by the County Administrator or his designee.

d. Public Hearing: A public hearing shall be conducted at said meeting and the Board of Supervisors may take Action of Record on such matters as may arise from the Public Hearing. A quorum of the Board of Supervisors 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 of Supervisors as a continuation of a previously held meeting. A Recessed Meeting shall be scheduled no later that 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 of Supervisors where, by virtue of necessity or at the discretion of the Board of Supervisors, the originally scheduled meeting cannot be conducted on its prescribed date or time or at its prescribed location pursuant to these By-laws. Action of Record may be taken on any Item of Business presented at a Rescheduled Meeting, and a quorum of the Board of Supervisors 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 of Supervisors. A quorum of the Board of Supervisors 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 of Supervisors 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.

Construction

As used in these By-laws, the masculine shall include the feminine, and the singular the plural unless otherwise specified herein. The word "shall" is mandatory and not directory; 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 of Supervisors

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. Terms of each Supervisor are for four (4) years and may be successive. Qualifications for election to the Board of Supervisors are prescribed in the Virginia Code.

2.2. The Board of Supervisors is the governing body of the County of Mathews and exercises all powers and authorities granted generally to counties without charters as set forth in the Virginia Code.

2.3. The Board of Supervisors at its discretion may authorize by appropriate action and annually provide for such sums for their salaries and expenses as members of the Board pursuant to the Virginia Code.

Article 3. Officers of the Board of Supervisors

3.1. Pursuant to § 15.2-1422 of the Virginia Code, the Board shall elect annually from its
membership a Chairman and Vice-Chairman.

3.2. The term of office of the Chairman and Vice-Chairman shall be one (1) calendar year beginning at the end of the Annual Organizational Meeting at which they were elected through the end of the Board's next Annual Organizational Meeting the following calendar year.

Article 4. Election of Officers

4.1. Election of officers of the Board shall be held at the Annual Organizational Meeting. In the absence of a quorum of the Board at the Annual Organizational Meeting, the current seated officers shall continue to exercise their offices until such time as a quorum is present at a subsequent Regular Meeting of the Board, at which time election of officers shall be held. The Board may defer election of officers to a Recessed Meeting from the Annual Organizational Meeting upon motion and vote of a majority of Board members present.

4.2. Election of officers of the Board shall be the first Item of Business at the meeting when elections are to be held.

4.3. Nominations for officers shall be conducted in open session upon motion and second by Board members and acceptance of the nomination. A motion with second and a majority vote of the Board members present is required to close nominations, at which time election of officers will be conducted in reverse order of the discussion of nominations. A majority vote of a quorum of the Board is needed to elect officers.

4.4. In the event of a tie vote during the election of officers, either by an abstaining vote or an even quorum of the Board present and voting, election of that officer shall be tabled to the next Regular Meeting of the Board and the Board shall proceed with other officer elections. In the event of a subsequent tie vote, a single blind lot drawing from the slate of seconded nominations shall select the officer. Officers selected in this manner shall be fully vested with all duties and powers accorded the office pursuant to the Virginia Code and these By-laws. The current seated officers shall continue to exercise their offices until new officers are elected or selected in this event.

4.5. Upon election of new officers, the new Chairman and Vice-Chairman shall preside at the first meeting and all other meetings during the term for so which elected.

Article 5. Duties and Powers of Officers of the Board of Supervisors

5.1. In accordance with accepted rules of order and parliamentary practice, the Chairman is to preside at all meetings of the Board. The Vice-Chairman shall act with the full power and authority of the Chairman in the absence of the Chairman at any meeting of the Board. In the absence of the Chairman and Vice-

Chairman, the remaining Board members shall choose an Acting Chairman for the meeting. Where an Acting Chairman is needed for a meeting, the Board need not designate an Acting Vice-Chairman. Where used in these Bylaws, Chairman shall also be construed to mean Acting Chairman.

5.2. When the Board is engaged in official meetings, whether held in the Board of Supervisors Meeting Room or at some other location, the building and associated grounds constituting the meeting place are under the control of the Chairman for the orderly conduct of the meeting. In addition to the exercise of parliamentary powers, the Chairman or Acting Chairman is empowered to issue Directives that shall be recorded as an Action of Record in order to facilitate orderly conduct of meetings.

5.3. The Chairman of the Board is empowered to administer oaths pursuant to § 15.2-1410 of the Virginia Code and shall be the head of the county government pursuant to § 15.2-1423 of the Virginia Code.

5.4. The Chairman shall adhere to and is empowered to enforce the protocols of Article 8.5 during official meetings of the Board. The Chairman shall act as parliamentarian of the Board, and shall seek the advice of the County Attorney or, in his absence, the County Administrator in the interpretation of the provisions of these By-laws and other established procedures for the conduct of meetings.

5.5. In the event of a vacancy in the office of Chairman due to death, resignation or removal from office as a member of the Board, the Vice-Chairman shall assume the position of Acting Chairman until a chairman is appointed . In the event of a similar vacancy in the office of Vice-Chairman, the most recent past Vice-Chairman of the Board shall assume the position of Acting Vice-Chairman. In the event of concurrent vacancies in both the office of Chairman and Vice-Chairman, the most recent past Chairman and Vice-Chairman shall respectively assume these offices. Election of new officers shall
occur pursuant to Article 4 of these By-Laws at the first Regular Meeting after the vacancy on the Board has been filled pursuant to § 15.2-1424 of the Virginia Code. 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 By-laws.

5.6. The Chairman 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 6. Meetings of the Board of Supervisors

6.1. The Annual Organizational Meeting of the Board shall be held in January on a day and time determined by the Board of Supervisors at its Regular Meeting in December of the previous year. The Regular Meetings of the Mathews County Board of Supervisors for shall be on the fourth Tuesday of each month, with the exception of the December Regular Meeting, which shall be held on the third Tuesday of December. These Regular Meetings shall be Called to Order at 1:00 p.m. and shall be held in the courtroom of the historic Mathews County County Courthouse located at 27 Court Street, Mathews, Virginia.

The Regular Meeting date, place and time shall continue indefinitely unless changed by appropriate action of the Board.

6.2. The Board will attempt to complete all Items of Business at the Regular Meetings by 5:00 p.m. 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.

6.3. If the Regular Meeting day falls on a legal holiday, the meeting may be held on the holiday or rescheduled as determined by the Board by Action of Record taken at the Annual Organizational Meeting or any Regular or Special Meeting prior to the holiday. If rescheduled other than at the Annual Organizational Meeting, public notice shall be served pursuant to § 15.2-1416 of the Virginia Code.

6.4. 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 chairman or requested by two or more of the members of the board of supervisors. The call or request shall be made to the clerk, and shall specify the matters to be considered at the meeting. Upon receipt of such call or request, the clerk of the governing body, after consultation with the chairman, shall immediately notify each member of the governing body and the attorney for the Commonwealth or the county attorney, as appropriate in writing delivered in person or to his place of residence or business to attend such meeting at the time and place stated in the notice. Such notice shall specify the matters to be considered at the meeting. No matter not specified in the notice shall be considered at such meeting, unless all members are present. The notice may be waived if all members of the governing body attend the special meeting or sign a waiver.

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.

Special Meetings of the Board may be scheduled at the Annual Organizational Meeting for the calendar year and may be set out in the Operational Procedures of the Board.

6.5. 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 the Virginia Code at any official meeting.

6.6. Closed meetings will be restricted for those proper purposes enumerated in the Virginia Code and all Closed Meetings will be held in strict accordance with Virginia law.

6.7. No gathering of members of the Board of Supervisors, 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 By-laws. 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.

6.8. 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 Chairman 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 his designee during the period prior to the meeting's Call to Order and immediately upon final Recess or Adjournment of the meeting.

Article 7. Agendas for Board of Supervisors Meetings

7.1. The Annual Organizational and Regular Meetings of the Board shall have a formal Meeting Agenda prepared by the County Administrator or his designee.

The County Administrator at his discretion, and the County Attorney 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. Agendas for Special Meetings are optional at the discretion of the Board of Supervisors or County Administrator. Any Constitutional Officer, citizen, or Agency may have an item of business included on the agenda provided it is received at least seven (7) working days before the date of the Board meeting; however, this does not prevent the County Administrator or Board members, at their discretion, from having items included which are received after the cutoff date hereinabove stated.

7.2. 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/Pledge of Allegiance
2. Invocation
3. Roll Call/Determination of a Quorum
4. Approval of the Agenda
5. Opportunity for Citizen Comments
6. Public Hearing (if any)
7. Recognition of Employees and Community Service
8. Consent Agenda (Includes Approval of Minutes)
9. Claims
10. Reports and Requests of Boards, Departments, Commissions and Agencies
    A. Mathews County School System
    B. Virginia Department of Transportation
    C. Mathews County Department of Planning and Zoning
    D. Mathews County Sheriff's Office
    E. Other
11. Appointments
12. Old Business
13. New Business
14. Supervisors' Reports
15. County Administrator's Report
16. Opportunity for Citizen Comments
17. Other Matters
18. Closed Meeting
19. 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.

7.3. 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 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 course of 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.

7.4. 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 Board members present. Upon Approval of the Agenda, no further modifications may be made except as provided for in paragraph 7.3.

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

7.6. The Meeting Agenda and supporting documents comprising the Meeting Agenda Book should be delivered to members of the Board a minimum of three (3) 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 Book may be rendered in electronic format for use by the Board at its discretion.

Article 8. Conduct of Meetings of the Board of Supervisors

8.1. 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 8.3 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. Preserving and ensuring 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.

8.2. Where provisions of these By-laws differ from similar procedures established by Robert's Rules of Order, provisions of these By-laws shall prevail.

8.3. 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 Chairman 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 Chairman may direct a delay of up to fifteen (15) minutes in the start of the meeting at his 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 not be 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 shall be considered as being present at the meeting and satisfactory for the maintenance of a quorum. Board members shall notify the Chairman 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. 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. A second to a primary and substitute motion is not required in order to formally discuss and/or vote upon the motion. Voting shall be by show of hands. The Chairman 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.

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 Chairman; however, the Chairman shall not recognize a motion to "call the question" until every member desiring to speak has had a chance to speak.

h. An abstaining vote is neither an affirmative nor a negative vote and has no effect on the vote, or the status of the quorum.

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

j. 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 motion will be considered prior to a vote on the primary motion.

k. The Chairman is authorized to speak in discussions, and can vote on all motions and/or all questions but may not call for the question or make a primary motion, substitute motion or second. The Chairman may temporarily relinquish the position and conduct him/herself as a member of the Board for the purpose of making a primary motion on an Item of Business. The Chairman may do so by passing the gavel to the Vice-Chairman or Acting Vice-Chairman prior to the start of discussion of an Item of Business. Upon completion of the Item of Business, the gavel shall be returned to the Chairman.

l. 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 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.

m. 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 fiscal 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.

n. 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.

o. 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.

8.5. 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, public participation. 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 of Supervisors, 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 Chairman 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 Chairman at his 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 Chairman'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 9 of these By-laws.

f. Those individuals of the public attending any official meeting of the Board of Supervisors 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 Chairman. Comments from the public during the Citizens Comment period shall be strictly limited to five (5) minutes. The Chairman at his discretion may provide a verbal advisory to a speaker at the Podium when thirty (30) seconds remain of the specified time to conclude comments.

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 Chairman 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 Chairman 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 strictly limited to five (5) minutes of time for comments at the Podium. The Chairman at his 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 of Supervisors, 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 Chairman 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 Chairman deems appropriate, including bringing appropriate charges against the person and bringing the charges in the name of the Board of Supervisors.

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 Chairman 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 Chairman'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. 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 Chairman may at his 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.

8.6. 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 By-Laws set forth in Article 13 and shall become part of these By-Laws 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 9. Minutes of the Meetings of the Board of Supervisors

9.1. 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 Administrators Office.

9.2. Public Information Meetings and Workshop Meetings as defined in these By-laws 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.

9.3. Pursuant to § 15.2-1536 and § 15.2-1538 of the Virginia Code, the 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 County Administrator may designate a Deputy Clerk to 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

on the basis of both written notes and, when considered necessary, audio recordings. The specific language of the Minutes of any given meeting shall be at the discretion of the County Administrator, 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.

9.4. 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 Chairman. Where practical, a brief synopsis of any discussion of the Item of Business shall also be included.

9.5. Minutes of any meeting shall generally be presented at the next or following Regular Meeting of the Board where at least five (5) working days exist between the successive meetings.

9.6. Minutes shall not be considered official until approved by the Board and recorded. After approval of the Board but prior to recordation, the County Administrator 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 attempt to verify it and correct by the best available means, including corroboration by individual Board members and other reliable witnesses to the meeting.

9.7. 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.

9.8. 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 Deputy 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.

9.9. When audio recordings of Board meetings are made, the County Administrator shall cause their preservation for a period of time not to exceed two (2) calendar years from the date of the meeting, at which time they may be discarded. Where preserved, audio recordings shall be considered publicly accessible without charge upon prior appointment for review through the office of County Administrator.

9.10. When video recordings of Board meetings or portions thereof are made, the preservation of said recordings shall be at the discretion of the County Administrator. 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.

9.11. 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.

9.12. 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. If requested by a member of the Board, the County Administrator and/or the Recording 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 transcription is needed to support legal proceedings, pending or anticipated. The County Administrator at his discretion may make any verbatim transcription requested generally available to all members of the Board.

9.13. Unapproved Minutes shall be released publicly upon incorporation into and completion of the Meeting Agenda Book. 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.

9.14. No recording device shall be used during any Closed Meeting of the Board unless the majority of the members of the Board present at the meeting vote to allow recording of the Closed Meeting. Any such recording shall remain in the sole custody of the County Administrator, County Attorney, Chairman or other member of the Board designated by the Board.

Article 10. Appointments of the Board of Supervisors

10.1. 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.

10.2. Except as otherwise provided in these By-laws 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.

10.3. 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.

10.4. 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.

10.5. Pursuant to § 44-146.19 B. 2. of the Virginia Code, the Board at the Annual Meeting shall appoint one of its members or the County Administrator to be Director of Emergency Services of the county. The Director shall serve in that capacity until the next Annual Meeting, at which time he may be reappointed or a successor appointed at the pleasure of the Board. A vacancy in the Director's position may be filled by a majority vote of the Board at any Regular or Special Meeting. The Director may be removed from that position and a successor appointed to fill the remainder of the original term by majority vote of the Board

at any official meeting. During an impending or declared state or local emergency, in the absence of the Director of Emergency Services, the Chairman or Vice-Chairman of the Board shall assume the duties and responsibilities of that position pursuant to the Virginia Code. In the event either the Chairman or Vice-Chairman is the Director, the County Administrator shall serve as the third designee to assume responsibility in the absence of the Chairman or Vice-Chairman. In the absence of the Chairman, Vice-Chairman and County Administrator, any member of the Board may act in the capacity of Director of Emergency Services until such time as one of these three officials is able to assume the position. The Director of Emergency Services or any member of the Board acting in such capacity shall exercise only those powers granted in § 44-146.21 of the Virginia Code. The Emergency Services Coordinator of the county shall be an administrative employee of the office of County Administrator, subject to the
personnel policies of the Board.

10.6. 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 By-laws or other law.

Article 11. Committees and Advisory Boards of the Board of Supervisors
11.1. 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. Board approval of such other individuals is not required unless specified by Resolution. Advisory Boards shall be composed 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.

11.2. A Resolution establishing any Committee shall state the purpose and scope of activities of the Committee, 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, 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 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.

11.3. Unless otherwise specified within the establishing Resolution, Committees shall be reestablished and Committee appointments made at each Annual Organizational Meeting of the Board. Failure to reestablish dissolves the Committee as of adjournment of the Annual Organizational Meeting. Appointments to Committees may be for successive terms. This paragraph shall not apply to permanent Boards and Commissions required or permitted under Virginia law.

11.4. 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. These include, but are not limited to, adoption of Committee by-laws 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.

11.5. Meetings and activities of Committees shall be open to the public. Any Committee, when conducting business matters which are exempt from public disclosure pursuant to the Virginia Code may sequester itself for all or a portion of the Committee meeting at which such matters are being discussed.

11.6. Advisory Boards shall be subject to the provisions governing Committees of the Board as set forth in this Article.

11.7. The Board at its discretion may establish compensation for all Committee and Advisory Board members not to exceed fifty ($50.00) dollars per meeting pursuant to § 15.2-1411 of the Virginia Code. Such compensation shall be specified in the Resolution establishing the Committee or Advisory Board, subject to Board appropriation of funds. Unless specified, no Committee or Advisory Board member shall receive compensation.

11.8. Committees of the Board and Advisory Boards shall only be established pursuant to this Article. 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 12. Offices of County Administrator and County Attorney

12.1. 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.

12.2. 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.

12.3. 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.

12.4. In the event of vacancy in the office of County Administrator due to death, resignation or removal from office, the Deputy County Administrator shall assume responsibility as Acting County Administrator until such time as the Board shall again fill that 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 other than the Deputy County Administrator may be designated as Acting County Administrator. The Deputy County Administrator is designated Deputy Clerk of the Board pursuant to § 15.2-1502 of the Virginia Code for the limited purpose of serving as Clerk to the Board in the temporary absence or unavailability of the County Administrator.

12.5. 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 his discretion to engage the services of private legal counsel as necessary to represent the Board and county.

Article 13. Adoption and Amendment of By-laws of the Board of Supervisors

13.1. Upon adoption, the provisions of these By-laws shall take effect immediately and shall continue until amended or re-adopted. The full text of these By-laws shall be made part of the Minutes of the Meeting at which they were adopted.

13.2. Amendment to these By-laws 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 Meeting of the Board. Amendment to these By-laws 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 By-laws shall be made part of the Minutes of the Meeting at which they were adopted.

Article 14. Limitations of By-laws of the Board of Supervisors
14.1. If any provision or requirement of these By-laws 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 By-laws shall remain in full force and effect.

Article 15. Adoption and Amendment of General Policies and Operational Procedures of the Board of Supervisors
15.1 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 By-laws and other law.

15.2. Matters that the Board may address by General Policies and Operational Procedures generally shall be those not otherwise addressed by law but which are material to the conduct, operation and interests of the Board or county.

15.3. Adoption and amendment of General Policies and Operational Procedures shall be made in a manner similar to that prescribed for the By-laws of the Board as set out in Article 13 and subject to the limitations set out in Article 14 herein.

N RE: USE OF MATHEWS ACTIVE LIFESTYLE CENTER BY OUTSIDE GROUPS/ORGANIZATIONS

Mr. Whiteway noted that Nancy Jenkins, Coordinator of the Mathews Active Lifestyle Center, has been receiving requests for the use of the Center for private organizations. He stated that, since this building is owned by Mathews County, the county's insurer has noted that the insurance coverage on this building cannot be extended to cover other non-county entities using the building. Mr. Whiteway also stated that, according to the County's insurance carrier, this sort of use of the building would require those private organizations to furnish their own insurance coverage.

Mr. Cole noted that most national service organizations carry their own insurance, so these would not be a problem.