

**BYLAWS
PRINCE WILLIAM COUNTY HISTORICAL COMMISSION**

ARTICLE I. Name

The name of this entity shall be the Prince William County Historical Commission (hereinafter "the Commission"), as created by Art. V., Secs. 2-81, 2-82, of the Prince William County Code.

(County Code reference: Code 1982, Sec. 2-82; Code 1965, Sec. 2-21)

ARTICLE II. Objectives

The Commission shall operate for the purposes set forth in Article V of Chapter 2 of the Prince William County Code and shall specifically provide counsel, advice, and assistance to the Board of County Supervisors in its efforts to preserve and protect historic sites and structures throughout the County and shall publish materials pertaining to the history of Prince William County.

(County Code reference: Code Chapter 2, Article V.; Code 1965, Sec. 2-25)

ARTICLE III. Members

- A. **Membership:** The Commission shall be composed of sixteen (16) regular voting members who are residents of the County.
- B. **Appointments:** Members shall be appointed or re-appointed by the Board of County Supervisors with terms that coincide with the terms of the Board of County Supervisors. An appointment to fill an unexpired term shall be only for the unexpired portion of the term.
- C. **Vacancies:** The Chairman of the Commission shall notify the governing body and/or district supervisor, in writing, within 30 days of any vacancy on the Commission.
- D. **Role of the Planning Office:** The Director of Planning, or his designated representative, shall sit as a non-voting *ex officio* member of the Commission. The Planning Office shall assist the Commission in its investigations, preparation of its reports, and as otherwise requested.

- E. **Conflict of Interest:** Members of the Commission shall be subject to the Virginia Conflict of Interest Act.

(County Code reference: 1982 Code Chapter 2, Art. V., Secs. 2-82, 2-83 and 2-84; Code 1965, 2-34, 2-35)

(State Law Reference - Virginia Conflict of Interests Act, Code of Virginia, Secs. 2.1-347 through 2.1-358)

ARTICLE IV. Officers

- A. **Officers:** The officers of the Commission shall be a Chairman and Vice-Chairman, who shall be members of the Commission, and who shall serve for a term of one year.
- B. **Duties of Officers:** The Chairman shall preside at all meetings of the Commission and will perform such other duties as are set forth in these Bylaws. The Chairman will also act as the spokesperson for the Commission unless he or she delegates such duties to another member. The Vice Chairman shall preside at Commission meetings in the absence of the Chairman and shall perform such other duties as are assigned by the Chairman.
- C. **Nomination of Officers; Nominating Committee:** Nominations to fill elected officer positions shall be made by report of a nominating committee unless otherwise provided for by these Bylaws. The nominating committee shall be composed of at least three persons, nominated by the Chairman and approved by majority vote of the Commission during the February meeting in each year. The nominating committee, once appointed, will select a chairman, and will receive or solicit names of Commission members willing to serve as Officers in the upcoming year. In the course of its work, the nominating committee will make good faith efforts to contact all members of the Commission concerning interest in serving in an elected officer position. Any member of the Commission shall have the right to contact the members of the nominating committee to place his or her name, or the name of another Commissioner, in nomination. The nominating committee will report the names of those it has learned would be willing to serve as Officers of the Commission, to the Commission at its March meeting in each year.

- D. **Nominations from the Floor; Opportunity for Candidates to Address the Commission:** During the March meeting of each year, the name of any member can be placed in nomination for the offices of Chairman and Vice Chairman from the floor. Any candidate nominated by report of the nominating committee or nominated from the floor will be given the opportunity, during the March meeting in each year, to address the Commission on the subject of his or her candidacy.
- E. **Election of Officers:** The Commission shall elect its officers during the April meeting in each year, unless the Commission decides by majority vote, for good cause shown, to set a different time for the election of officers. Further, the membership may agree by majority vote to defer the election of officers for the Historical Commission for up to two months in those years immediately following elections for the Board of County Supervisors. In the event that the Governor, the County Board of Supervisors, or the County Executive declares a public emergency, thereby prohibiting public meetings during the month when such election is to occur, it shall be postponed during the pendency of the emergency and will be conducted when the Commission is again permitted to meet. In the interim, the incumbent Chairman and the Vice Chairman will retain their offices
- F. **Voting:** Voting shall be by voice vote or by ballot or by such other method as the Commission may choose which will permit those present at the meeting to know the vote of each Commission member and which will permit the recording of each Commission member's vote. If by ballot, ballots shall be opened and read aloud as part of the meeting. The names of the Commission members whose ballots are read shall be announced and recorded.
- G. **Vacancies:** If a vacancy occurs in the office of the Chairman, the Vice Chairman will assume the office of the Chairman for the remainder of the Chairman's term. If a vacancy occurs in the office of the Vice Chairman, the Chairman will nominate a member of the Commission for that office. He or she will assume the position of Vice Chairman for the remainder of the term upon receipt of a majority vote of the membership.

ARTICLE V. Committees

- A. **Standing Committees:** Standing Committees are those which have continuing responsibilities for the efficient operation of the Commission, or the fulfillment of continuing duties required under the County Code. The Chairman will designate from among the Historical Commission's members the members of the Standing Committees subject to the concurrence of a majority vote of the Commission. None of the Standing Committees may undertake any work which has not been specifically authorized by the Chairman.
- B. **The Standing Committees include the following:**
- 1) **Budget:** Monitors and ensures proper expenditures of funds allocated to the Historical Commission through the budget process.
 - 2) **Publications:** Reviews and coordinates the printing and sale of Commission publications, plaques and historical markers.
 - 3) **Cemeteries:** Record, respond, advise, and recommend policy to protect and preserve cemeteries.
 - 4) **Legislative:** In consultation with the County Attorney when warranted, review changes to State law, the County Code, and County Comprehensive Plan; reviews and proposes amendments to the Commission's bylaws in accordance with Article X.
 - 5) **County Registered Historic Sites:** Propose additions to the County Register of Historic Sites; responsible for preparation and periodic revision of the historic sites survey required by Section 2-88 of the Prince William County Code.
 - 6) **Events:** Represents the Historical Commission at public events and on other occasions as specified by the Chairman; coordinates events commemorating Prince William County history with other historically aligned groups; actively promotes Prince William County History.

Each Standing Committee may elect from its membership a chairman who may assign duties to its members and act as a spokesman. Members of the Standing Committees may receive compensation for the meetings which have been called by the chairman of the respective standing committee, publicly advertised, and attested by County staff. Standing committees of more than 2 members are

subject to the Virginia Freedom of Information Act. The chair of the committee must assure that a listing of the issues discussed at the committee meeting is kept. The committee chair should attest that only those items listed were discussed at the meeting and present this information to the Secretary of the Commission for incorporation into the meeting briefs of the following regular meeting. Staff is not required to attend meetings provided that notes are kept by the Committee.

- C. **Operating Committees:** In addition to the Standing Committees listed above, the Chairman has the authority to establish one or more *ad hoc* Operating Committees with the concurrence of a majority of the members. Such Operating Committees will provide advice and counsel to the Commission and respond to the research, study, and organizational needs of the Commission, including the nomination of officers, as they may, from time-to-time, arise. The Chairman, with the concurrence of a majority of the members, will specify the Operating Committees' responsibilities and provide them direction. Each Operating Committee shall have no more than three (3) Commission members, who will be appointed by the Chairman. The Chairman may dissolve any such Operating Committee when its purpose has been fulfilled.
- D. **Advisory Committees:** In addition to the Standing and Operating Committees provided for above, the Chairman or the Commission may create one or more Advisory Committees, which may include non-voting members of the public who are not Historical Commission members, for the purpose of studying any issue or providing advice on any issue the Chairman or the Commission deems appropriate. Each advisory committee shall include at least one Commission member.

When the Chairman has created the Advisory Committee, he or she may dissolve it during a subsequent advertised meeting. When the Commission has created such Committee, it may dissolve it by a majority vote of the members in attendance during a subsequent advertised meeting.

- E. **Meetings and Voting:** The provisions of the Virginia Freedom of Information Act, as they apply to providing public notice of regular and special meetings and voting, shall apply to Standing, Operating

and Advisory Committees of the Commission to the same extent those provisions apply to the Commission itself.

ARTICLE VI. Annual Report

The Chairman of the Historical Commission, or his or her designated representative, shall present the Annual Report to the Board of County Supervisors. The Annual Report shall review activities of the previous year, and, upon request, the Chairman shall disseminate the reports to other agencies responsible for historic preservation activities within the Commonwealth of Virginia or nearby states.

(County Code Art. V., Sec. 2-96) (Code 1965, Sec. 2-30)

ARTICLE VII. Meetings

- A. **Annual Meeting Schedule:** On or before the November meeting of each year, the Chairman shall establish a schedule of the time and place of regular meetings for the Commission, which shall occur at least monthly.
- B. **Special Meetings:** The Chairman may also call special meetings if a matter of urgency arises requiring Commission action before the next regularly scheduled meeting. At a minimum, notification of the time and place of the meeting shall be provided to the public and members of the Historical Commission in accordance with the time period specified under the Virginia Freedom of Information Act.
- C. **Quorum for Voting:** A quorum of at least eight (8) of the duly appointed members of the Commission then in service and at the meeting location shall be required for a vote on any action taken by the Commission.
- D. **Meeting Briefs and Resolutions:** Meeting Briefs and Resolutions shall be kept of all regular meetings of the Commission. Notes are likewise to be kept of all special meetings.
- E. **Meeting Conduct:** Meetings shall be conducted by the Chairman or Vice-Chairman, or, in their absence, another member, who shall call the meeting to order, and a Chairman *pro tem* is elected by a majority vote of the members in attendance. The Chairman *pro tem* shall serve

as Chairman, until that duty is terminated by the presence of the Chairman or Vice-Chairman.

- F. **Meeting Changes:** The times and places of future scheduled meetings may be changed upon a majority vote of the members, a quorum being present. Public notice shall be provided of any change in the time or place of scheduled meetings.

- G. **Time Limits for Public Input:** The Historical Commission shall have the authority to limit the time of public input in order that the meeting is efficient. Time allotted to an individual shall be 3 minutes. Time allotted to a person speaking for a group shall be 5 minutes. The Chairman shall have the authority to waive the time limit.

(County Code reference: Code 1982, Chapter 2, Art. 5, Sec. 2-85; Code 1965, Sec. 2-21)

- H. **Remote Participation**
 - 1. The Commission may, in accordance with and pursuant to § 2.2-3708.2, of the Virginia Code Annotated and procedures adopted by it, conduct any meeting wherein the public business is discussed or transacted through electronic means. The purpose of this Article is to allow individual Commission Members to participate in regularly scheduled meetings remotely, through electronic means, and to provide both a safe meeting environment for them to do so and to permit public participation when required by law.

 - 2. Procedures for the conduct of electronic meetings or amendments thereto shall be adopted by a majority vote of the Commission Members in attendance when such vote is taken.

ARTICLE VIII. Duties with Respect to County Historical Emblem

The Commission shall design and designate a County historical emblem, to be affixed to any structure or site designated a County historical landmark and recommends proposals for the maintenance of such markers and shall adopt, by resolution, historical eligibility criteria for those properties receiving a County historical emblem.

(Art. V., Sec. 2-91) (Code 1965, Sec. 2-26)

ARTICLE IX. Parliamentary Authority

The rules contained in *Robert's Rules of Order* shall govern in all cases to which they are applicable, and in which they are not inconsistent with the Prince William County Code or these Bylaws. (Art. V., Sec. 2-86) (Code 1965, Sec. 2-33)

ARTICLE X. Amendment of Bylaws

The Bylaws shall be reviewed every five (5) years by the Legislative Committee or may be reviewed as deemed necessary by the Chairman. The Bylaws may be amended at any meeting by a vote of two-thirds of the duly appointed members if the amendment was submitted in writing at the previous meeting.

Adopted March 14, 1978
Amended May 8, 1990
Amended January 14, 1997
Amended February 11, 1997
Amended March 14, 2000
Amended July 10, 2001
Amended January 13, 2009
Amended September 8, 2020
Amended September 13, 2022
Amended June 13, 2023
Amended November 14, 2023

Attachment: PROCEDURES IMPLEMENTING ARTICLE VII H. GOVERNING REMOTE PARTICIPATION BY MEMBERS – April 13, 2021

PROCEDURES IMPLEMENTING ARTICLE VII. H. GOVERNING REMOTE
PARTICIPATION BY MEMBERS

Pursuant to ARTICLE VII. H. of its Bylaws, the following procedures governing remote participation meetings by Members of the Commission are hereby adopted by a majority vote of the Members in attendance at its [date] meeting.

I. A quorum of the Commission, to include the Chairman or Vice-Chairman, shall be physically assembled at one primary or central meeting location as dictated by the Commission's Meeting Calendar for a meeting to be conducted in accordance with these procedures. In addition, the Commission will arrange for the voice of the remote participant or participants to be heard by all persons at the primary or central meeting location.

II. A Member or Members may electronically participate in a Commission or committee meeting, open or closed:

a. If, by 5 P.M. the day before the meeting, the Member notifies the Chairman that:

1. He or she is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the Member's physical attendance; or
2. He or she is unable to attend the meeting due to a personal matter and identifies with specificity the nature of such matter. Remote participation by a Member pursuant to this subdivision is limited each calendar year to two meetings; and
3. He or she requests to electronically participate, and provide verifiable assurances and verification that participation in any closed session of the meeting shall remain confidential and not be disclosed to any unauthorized persons or entities;

- b. In response to the notice and request, the Commission shall:
 1. Cancel the meeting if the Member(s) physically present will not constitute a quorum;
 2. Approve or disapprove the request uniformly and without exception pursuant to the following criteria and requirements:
 - A. Electronic participation from a remote location shall be approved unless participation violates this policy or any provisions of the Virginia Freedom of Information Act; and
 - B. If electronic participation from a remote location is challenged for being in violation of this policy or any provisions of the Virginia Freedom of Information Act, the Members of the Commission physically present at the subject meeting shall vote whether to allow such participation.
3. If approved,
 - A. Record within the meeting minutes:
 - i. The fact that the Member participated through electronic means due to a temporary or permanent disability or other medical condition that prevented the Member's physical attendance (the specific disability or medical condition is not, however, required to be identified); or
 - ii. The specific nature of the personal matter given by the Member electronically participating, and the remote location from which the Member is electronically participating (the remote location need not be open to the public), and

B. Arrange for the voice of the remote participant to be heard by all persons physically present at the meeting,

4. If a Member's participation from a remote location pursuant to a personal matter is disapproved because such participation would violate this policy, such disapproval shall be recorded in the minutes with specificity. The Member may continue to monitor the meeting from the remote location but may not participate in the proceeding and cannot be counted as present at the meeting. To electronically monitor a Commission or committee meeting, open or closed,

A. The Member shall NOT:

- i. Be visible or audible to other Members of the Commission, regardless of whether the other Members are physically present,
- ii. Communicate by any means with other Members of the Commission or their staff, until the meeting is adjourned,
- iii. Be counted as present for any purpose, or
- iv. Participate in any way.

- B.
 - i. The Member shall provide assurances and verification that monitoring any closed session of the meeting shall remain confidential and not be disclosed to any unauthorized persons or entities, and
 - ii. The Commission shall note within the meeting minutes each Member electronically monitoring the meeting.