

ALBEMARLE COUNTY SERVICE AUTHORITY

AGENDA ITEM EXECUTIVE SUMMARY

AGENDA TITLE: By-Laws Amendment- Role of Executive Committee for emergencies	AGENDA DATE: March 17, 2016
STAFF CONTACT(S)/PREPARER: Jim Bowling, ACSA Attorney, Gary O'Connell, Executive Director	ACTION: ■ ATTACHMENTS: YES

BACKGROUND: At the February Board meeting we discussed the Executive Committee role as defined in the ACSA By-Laws and whether it should be limited to emergency situations. Attached is a proposed draft change for consideration, based on Mr. Bowling's conclusion that there are current legal and FOIA issues in operating and taking action through an Executive Committee. Given that a quorum of four can convene the full Board, such authorizations could be quickly approved. In the age of email and cellphones, emergency updates can be provided to the full Board.

BOARD ACTION REQUESTED: Adopt attached resolution

ATTACHMENTS: Resolution Amending ACSA By-Laws

BE IT RESOLVED by the Board of Directors of the Albemarle County Service Authority that the By-Laws are to be amended and re-enacted, effective March 17, 2016 as follows:

BY-LAWS

ALBEMARLE COUNTY SERVICE AUTHORITY

ARTICLE I - PREAMBLE

- 1-1. This authority was created on April 16, 1964, by action of the Board of Supervisors of the County of Albemarle, under provisions of Virginia Water and Sewer Authorities Act, Section 15.1-1239 through 15.1-1270, Code of Virginia, 1950, as amended.
- 1-2. The official title of this authority is designated by the aforesaid Board of Supervisors is: "Albemarle County Service Authority".
- 1-3. These bylaws or rules for the transaction of the business of this authority are made pursuant to authority vested in this authority under Section 15.1-1250(b) of the Code of Virginia of 1950 as amended and in accordance with the general provisions of the laws of the Commonwealth of Virginia governing water and sewer authorities as set forth in said 1950 Code in Chapter 28, Title 9, Virginia Water and Sewer Authorities Act.

ARTICLE II - MEMBERS

- 2-1. This authority shall consist of six members, said members to be appointed by the Board of Supervisors pursuant to Section 2-26 of the Albemarle County Code.
- 2-2. The members of the authority shall not be elective public county officers nor assistants to elective county officers.
- 2-3. All members of this authority are appointed by the Albemarle County Board of Supervisors for terms of four (4) years.

- 2-4. The authority may provide for the payment of expenses of this authority and a reasonable compensation for members of the authority who are not county employees.
- 2-5. Any vacancy in membership will be filled by appointment of the County Board of Supervisors and such appointments will be for the unexpired term only.
- 2-6. Any appointed member may be removed by the Albemarle County Board of Supervisors for inefficiency, neglect of duty, or malfeasance or misfeasance in office.

ARTICLE III - OFFICERS AND THEIR SELECTION

- 3-1. The officers of the Service Authority shall consist of a Chair, a Vice-Chair, a Secretary-Treasurer and an Executive Director. The Secretary-Treasurer and the Executive Director need not be members of the authority.
- 3-2. Nomination of officers shall be made from the floor at the annual meeting held in January of each year. The elections shall take place at the same meeting.
- 3-3. A candidate receiving a majority vote of the entire membership of the Service Authority shall be declared elected. The elected member shall take office immediately and serve for one (1) year, or until a successor takes office.
- 3-4. Vacancies shall be filled by regular election procedures at the next regular meeting.

ARTICLE IV - DUTIES OF OFFICERS

- 4-1. The duties of the Chair are:
 - a. To preside at all meetings.
 - b. To appoint all committees, with the exception of the Executive Committee.
 - c. To rule on procedural questions (subject to a reversal by a 2/3 vote of members present).
 - d. To carry out other duties as assigned by the authority.
- 4-2. The duties of the Vice-Chair are:
 - a. To act in the absence of the Chair.

- 4-3. The duties of the secretary-treasurer are:
- a. To keep a written record of all business transacted by the authority.
 - b. To notify members of the meetings.
 - c. To keep all official records and reports of the authority.
 - d. To certify all records, and reports of the authority.
 - e. To attend to the correspondence of the authority.
 - f. To keep a record of the minutes of meetings.

ARTICLE V - COMMITTEES

~~5-1. Executive Committee: An executive committee consisting of the Chair of this authority and not less than two other members may be elected by the authority from the membership.~~

~~The Executive Committee may exercise between meetings of this authority all powers of the authority, or such powers as the authority may from time to time determine.~~

~~5-2.5-1.~~ Special Committees: The Chair may appoint such special committees as deemed necessary.

ARTICLE VI - MEETINGS

- 6-1. Regular meetings of the authority shall be held monthly on the third Thursday of the month at 9:00 a.m.
- 6-2. Special meetings shall be called at the request of the Chair or at the request of a majority of the membership. Written notice of meetings shall be given to each member at least two (2) days prior to such meetings.
- 6-3. All regular meetings, records, and accounts shall be open to the public.
- 6-4. A majority of the membership of the authority shall constitute a quorum. In any meeting where there is otherwise a quorum and any member declares a potential conflict of interest on any matter of business the remaining eligible members shall constitute a quorum for the transaction of that business matter. Approval of any

business matter shall require a majority vote of eligible non-abstaining members. Voting may be by roll call, in which case a record shall be kept as part of the minutes.

- 6-5. If a quorum is physically present to conduct a meeting of the Authority's Board of Directors or one of its committees, other members may attend and participate in such meeting from a remote location by telephone or other audio or video means, provided such attendance complies with the provisions of the Virginia Freedom of Information Act, as amended from time to time. A member wishing to attend in this manner shall advise the clerk of the board a reasonable time before start of the meeting, so that the necessary equipment can be put in place.

ARTICLE VII - ORDER OF BUSINESS

- 7-1. The order of business of a regular meeting shall be:
- a. Call to order by the Chair.
 - b. Determination of a quorum.
 - c. Approval of minutes of regular meeting and of executive committee meetings.
 - d. Matters from the public.
 - e. Consent Agenda.
 - f. Matters of business and discussion.
 - g. Matters not listed on the agenda.
 - h. Adjournment.
- 7-2. Parliamentary procedure in authority meetings shall be governed by the adopted rules of order, namely Robert's Rules of Order.

ARTICLE VIII - AMENDMENTS

- 8-1. These rules, excepting Articles I and II, may change by a two-thirds vote of the entire authority after ten days notice has been given them of the projected change.

BY-LAWS ADOPTED: January 17, 1966
AMENDED: March 9, 1967
March 9, 1978
April 17, 1986
December 18, 1997
December 16, 1999
December 17, 2009
July 17, 2014
February 18, 2016
March 17, 2016

I certify that the foregoing is a true and exact copy of a resolution adopted by the Board of Directors of the Albemarle County Service Authority in a regular session on March 17, 2016 by a vote of ___ to ___.

Gary B. O'Connell, Secretary-Treasurer