

FAIRFAX WATER
8570 Executive Park Avenue
Fairfax, Virginia 22031-2218

January 19, 2024

MEMORANDUM

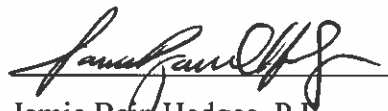
TO: Bylaws Committee Members Cammarata and Day
FROM: Jamie Bain Hedges, P.E., General Manager
SUBJECT: Bylaws Committee Meeting

A meeting of the Bylaws Committee is scheduled for 6:30 p.m., Thursday, January 25, 2024, in the Evans Board Room of the Morin Building. The purpose of the meeting is to discuss draft revisions to the Fairfax Water Bylaws, last amended and restated on July 7, 2005.

Following Board discussion last year, Chairmen were asked to prepare descriptions for their respective Committees to incorporate into the Fairfax Water Bylaws. Additionally, in consultation with counsel, staff prepared further draft changes to 1) maintain consistency with Virginia Code, 2) improve readability, and 3) reflect current practices.

In summary, the draft changes include:

- Added Committee descriptions.
- Added and modified sections on Open Meetings, Public Notice, and Minutes to be consistent with the requirements of the Virginia Freedom of Information Act
- Reordered articles so that the Board Meetings Article precedes the Committees Article
- Article II: changed General Manager to Chief Executive Officer to be consistent with the Virginia Water and Waste Authorities Act
- Miscellaneous clarifications


Jamie Bain Hedges, P.E.
General Manager

Enclosures:

- 1) Redline of draft revisions to Fairfax Water Bylaws (as Amended July 7, 2005)
- 2) Draft revised Fairfax Water Bylaws

cc: Members
Deputy General Manager
Division Directors

AMENDED AND RESTATED
BYLAWS
OF
FAIRFAX COUNTY WATER AUTHORITY

As amended ~~July 7, 2005~~ and restated [DATE]

ARTICLE I

OFFICE ~~AND~~ RECORDS

1. Name. The ~~trade name of the~~ Fairfax County Water Authority ~~is~~ operates under the trade name "Fairfax Water." ~~The legal name is Fairfax County Water Authority and is referred to in these Bylaws as such.~~
2. Principal Office. The principal office of Fairfax Water shall be at 8570 Executive Park Avenue, Fairfax, Virginia 22031.
3. Books and Records. Except as otherwise required by resolution of the Board, or as the business of Fairfax Water may require, all of the books and records of Fairfax Water shall be kept at its principal office.

ARTICLE II

BOARD AND OFFICERS

1. Board. The policymaking and governing authority of Fairfax Water shall be vested in the Board, the members of which are appointed by the Board of Supervisors of Fairfax County, Virginia. The day-to-day affairs and business of Fairfax Water shall be managed by a ~~General Manager~~ Chief Executive Officer under the general direction of the Board.
2. Officers. The officers of Fairfax Water shall be a Chairman, ~~Vice Chairman~~ Vice-Chairman, Secretary, and Treasurer who shall be members of the Board. The officers shall

be elected each year by majority vote of the members ~~and shall~~ of the Board and shall
assume their respective offices effective July 1 of that year and hold such offices until July 1
of the following year or until the election of their successors. The Board may from time to
time combine the offices of Secretary and Treasurer. The official duties of Fairfax Water's
officers are described in general terms below.

a. ~~3.~~ Chairman. The Chairman shall preside at all meetings of the Board. Except as
the Board may designate by policy or other directive, the Chairman shall sign all
contracts and other instruments to be executed on behalf of Fairfax Water. The
Chairman shall perform all the duties commonly incident to the Chairman's office, and
shall perform such other duties and have such powers as the Board may designate from
time to time ~~designate~~.

b. ~~4.~~ Vice-Chairman. The Vice-Chairman shall perform the duties and have the
powers of the Chairman during the absence or incapacity of the Chairman. The Vice-
Chairman shall perform such other duties and have such other powers as the Board may
designate from time to time ~~designate~~.

c. ~~5.~~ Secretary. The Secretary shall perform all the duties commonly incident to the
office of secretary or clerk and shall perform such other duties and have such other
powers as the Board may designate from time to time ~~may designate~~. In the absence of
the Secretary from any meeting of the Board, a temporary secretary may be chosen, if
need be.

d. ~~6.~~ Treasurer. Subject to the provisions of any trust agreement securing revenue
bonds of Fairfax Water, the Treasurer shall have the care and custody of the funds of

Fairfax Water and shall have and exercise all the powers and duties commonly incident to the office of Treasurer.

3. ~~7.~~ Other Officers. In addition to the officers mentioned above, the Board may appoint such deputies, assistants, and other officers, including honorary or emeritus officers, as it may deem necessary or appropriate from time to time, who shall perform such duties and have such powers as the Board may designate, and who need not be members of the Board unless otherwise required by law. ~~The Board may combine the offices of Secretary and Treasurer.~~

ARTICLE III

COMMITTEES

~~1. Standing Committees. The Board shall have the following standing committees, the chair and members of which shall be appointed annually by the Chairman:~~

~~Finance
Government Relations
Infrastructure
Nominating
Personnel
Water Quality~~

~~2. Special Committees. The Chairman, or a majority of the Board, may appoint such special committees as may be deemed advisable from time to time.~~

~~3. Authority. Unless specifically authorized by the Board, no committee may take final action on behalf of the Board.~~

ARTICLE III~~ARTICLE IV~~

MEETINGS OF THE BOARD

1. Open Meeting Requirements; Member Participation. All Board meetings shall be open to the public in accordance with the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 et seq. ("VFOIA"), provided that the Board may meet in closed session for

such purposes authorized by, and in accordance with the requirements of, VFOIA.

Members are expected to attend all meetings in person, but may participate in meetings by remote means as authorized by then-applicable law and/or remote participation policy duly-adopted by the Board.

2. Public Notice. Public notice of the date, time, and location of all Board meetings shall be provided in accordance with VFOIA.

3. ~~1.~~ Regular Meetings. The dates of regular meetings of the Board shall be established by the members from time to time.

4. ~~2.~~ Special and Emergency Meetings. Special and emergency meetings of the Board may be called by the Chairman, or in his absence ~~from the Commonwealth of Virginia~~ or incapacity, by the Vice-Chairman, for such time and at such place as may be specified, upon ~~forty-eight hours notice to the members of the Board by mail or by delivery to their places of residence or business, or upon twenty-four hours notice by telephone or facsimile machine. Meetings of the Board may be held at any time without notice, provided all members of the Board are present or those not present have waived notice thereof~~such notice to members as is reasonable under the circumstances, with contemporaneous posting of notice to members of the public. Any business of the Board may be considered and acted upon at any regular, special or emergency meeting.

5. ~~3.~~ Agenda; Order of Business. Agenda and agenda packets shall be provided to the Board members prior to or at the commencement of each meeting and, subject to redaction of content exempt from disclosure under applicable law, concurrently made available for public inspection in accordance with VFOIA. The Chief Executive Officer shall endeavor to provide members with agendas and agenda packets for regular meetings five (5)

calendar days prior to the date of such meeting. At all meetings of the Board, the following order of business shall be observed as far as consistent with the purpose of the meeting;

a. ~~i.~~ Review and approval of the minutes of one or more preceding meetings.

~~ii. Reports of officers and members.~~

b. ~~iii.~~ Reports of committees, as needed.

c. Presentation of matters by members.

d. ~~iv. Reports of General Manager~~ Presentation of matters by the Chief Executive Officer and staff.

e. ~~v. Unfinished business~~ Review and consideration of administrative and discussion items.

~~vi. New business.~~

6. ~~4.~~ Quorum and Voting. A quorum shall be required for the commencement of any meeting of the Board. A majority of the members of the Board shall constitute a quorum and the vote of a majority of all members shall be necessary for any action taken by the Board. The vote on the adoption of every resolution shall be by yeas and nays, and the results thereof shall be entered in the minutes of the meeting.

7. Minutes. Minutes of all open meetings shall be taken in accordance with the requirements of VFOIA.

ARTICLE IV

COMMITTEES AND COMMITTEE MEETINGS

1. Standing Committees. The Board shall have the following standing committees, the chair and members of which shall be appointed annually by the Chairman of the Board. Each such committee shall consist of no fewer than three (3) members.

a. Finance and Audit: The Finance and Audit Committee shall review and recommend to the Board Fairfax Water's annual budget, ten-year capital improvement program, and rates for water service. The Committee shall provide oversight of the annual audit process and make recommendations to the Board on financial policies and long-term debt financing. The Committee shall also monitor investment performance and assist with such other financial matters as may be directed by the Board from time to time.

b. Government Relations (B. Rubin proposal): The Government Relations Committee considers and recommends to the Board prior to Fairfax Water requesting any action by, or communicating any expression of a change of policy or position to, any branch or agency at any level of government.

Government Relations (Staff proposal): The Government Relations Committee shall review and recommend Board positions for adoption on Fairfax Water matters involving the Board of Supervisors of Fairfax County, Virginia, the Virginia General Assembly and/or the United States Congress. The Committee shall also advise the Board on strategies for advancing Fairfax Water positions with government representatives and elected officials at the local, state, and federal levels.

c. Infrastructure: The Infrastructure Committee shall review and recommend items requiring Board action on major capital improvement projects. The Committee shall monitor progress of infrastructure reinvestment programs, long-term system planning, and wholesale customer capacity requests and make recommendations to the Board. The Committee also shall review and recommend to the Board actions related to infrastructure protection, resiliency, and reliability.

d. Nominating: The Nominating Committee shall annually recommend to the Board a slate of officers for Chairman, Vice-Chairman, Secretary, Treasurer, and any other officers that may be established by the Board in accordance with these Bylaws.

e. Human Resources: The Human Resources Committee shall review and recommend to the Board revisions to policies related to employment and employee benefits. The Committee shall review compensation studies and recommend to the Board changes to Fairfax Water's pay structure. The Committee shall review health plan claims experience and recommend to the Board changes to employee and retiree health insurance premiums. The Committee also shall conduct the annual performance review of the Chief Executive Officer and recommend to the Board compensation for the Chief Executive Officer and any Deputies of the Chief Executive Officer.

f. Water Quality and Supply: The Water Quality and Supply Committee shall review and recommend to the Board items requiring Board action related to regional water supply agreements, regional watershed programs, the Occoquan Policy, and compliance with existing and proposed developing water quality

regulations. The Committee shall review and recommend to the Board exceptions to the Occoquan Shoreline Easement Policy. The Committee also shall review applications for Fairfax Water's Stakeholder Outreach Grant Program and recommend to the Board recipients and award amounts.

2. Other Committees. The Chairman, or a majority of the Board, may establish such other standing or special committees of the Board as may be deemed advisable from time to time. Each such committee shall consist of not less than three (3) members. The members, terms, and authority of each such committee shall be set forth in the resolution establishing the same.

3. Quorum; Authority. A quorum shall be required for the commencement of any committee meeting. A majority of the members of a committee shall constitute a quorum and the vote of a majority of all members of the committee shall be necessary for any action taken by the committee. Notwithstanding the foregoing, unless specifically authorized by the Board, no committee may take final action on behalf of the Board.

4. Committee Meetings. Unless VFOIA sets forth a different requirement, meetings of any committee established pursuant to this Article shall be called and held subject to the same requirements with respect to public notice, open meetings, remote participation, inspection of agendas, and taking of minutes as are specified in these Bylaws for meetings of Fairfax Water's full Board.

ARTICLE V

FISCAL YEAR

The fiscal year of Fairfax Water shall be January 1 to December 31.

ARTICLE VI

OFFICIAL SEAL

The official seal of Fairfax Water shall consist of the embossed impression of a circular metallic disc containing in the outer rim the words “FAIRFAX COUNTY WATER AUTHORITY” and the words “VIRGINIA” and in the inner circle the word “SEAL”, and the Secretary shall cause an impression thereof to be made on the margin of the minutes containing this Article.

ARTICLE VII

AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Board at any meeting, provided that notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting, or that all members of the Board are present at such meeting.

Secretary

[Date] – Amended and Restated

July 7, 2005 - Amended

January 19, 1995 - Amended

November 2, 1989 - Amended

November 11, 1958 - Amended

October 7, 1957 - Adopted

Summary report: Litera Compare for Word 11.5.0.74 Document comparison done on 12/8/2023 9:43:08 AM	
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Table moves from	0
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Embedded Excel	0
Format changes	0
Total Changes:	124

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As amended and restated [DATE]

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1. Board. The policymaking and governing authority of Fairfax Water shall be vested in the Board, the members of which are appointed by the Board of Supervisors of Fairfax County, Virginia. The day-to-day affairs and business of Fairfax Water shall be managed by a Chief Executive Officer under the general direction of the Board.
2. Officers. The officers of Fairfax Water shall be a Chairman, Vice-Chairman, Secretary, and Treasurer who shall be members of the Board. The officers shall be elected each year by majority vote of the members of the Board and shall assume their respective offices effective

July 1 of that year and hold such offices until July 1 of the following year or until the election of their successors. The Board may from time to time combine the offices of Secretary and Treasurer. The official duties of Fairfax Water's officers are described in general terms below.

- a. Chairman. The Chairman shall preside at all meetings of the Board. Except as the Board may designate by policy or other directive, the Chairman shall sign all contracts and other instruments to be executed on behalf of Fairfax Water. The Chairman shall perform all the duties commonly incident to the Chairman's office, and shall perform such other duties and have such powers as the Board may designate from time to time.
 - b. Vice-Chairman. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or incapacity of the Chairman. The Vice-Chairman shall perform such other duties and have such other powers as the Board may designate from time to time.
 - c. Secretary. The Secretary shall perform all the duties commonly incident to the office of secretary or clerk and shall perform such other duties and have such other powers as the Board may designate from time to time. In the absence of the Secretary from any meeting of the Board, a temporary secretary may be chosen, if need be.
 - d. Treasurer. Subject to the provisions of any trust agreement securing revenue bonds of Fairfax Water, the Treasurer shall have the care and custody of the funds of Fairfax Water and shall have and exercise all the powers and duties commonly incident to the office of Treasurer.
3. Other Officers. In addition to the officers mentioned above, the Board may appoint such deputies, assistants, and other officers, including honorary or emeritus officers, as it may deem

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 - d. Presentation of matters by the Chief Executive Officer and staff.
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Secretary

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