



## **Fairfax Village in the City**

### **Advisory Board By-Laws**

#### **Article 1: Name**

*The name of this organization is the **Advisory Board** (Advisory Board) of **Fairfax Village in the City**, “the Village”, a joint effort of Fairfax City staff and community volunteers.*

#### **Article 2: Mission**

*The mission of the Village is to help residents aged fifty-five and older and those adults with disabilities to age in place within the City of Fairfax community. The Advisory Board governs the Village’s administration and ensures that the strategic mission guides operations. The Village works to build personal connections between and among neighbors, share useful information, and facilitate access to area resources.*

#### **Article 3: Members**

The members of the Fairfax Village in the City’s (“Village”) Advisory Board serve as the structure that governs the Village’s administration and maintains its strategic direction.

The Village Advisory Board receives administrative support from the Village Coordinator, a part-time City of Fairfax employee responsible for the Village’s daily operations. The City of Fairfax will also provide for the Village’s business functions including fiduciary oversight, risk management, provision of required volunteer background checks, legal guidance and representation, and data tracking/management.

Responsibilities of the Village Advisory Board include:

- **Mission:** Support the Mission of the Village and participate periodically in strategic planning to review purpose, programs, and priorities; and
- **Program Oversight and Support:** Determine and coordinate all support services provided by Village volunteers; coordinate and support Village operations in conjunction with the Village Coordinator; and be a community advocate for the Village, and
- **Recruitment:** Oversee member and volunteer recruitment, including community outreach and education about the Village, and
- **Board Effectiveness:** Assure the Board fulfills the foregoing governance, responsibilities, and maintain an effective Board organization, procedures, and recruitment, and
- **Active Participation:** Attend Board meetings and be an active member of the Village.

The Village Advisory Board will be comprised of 9 to 15 City of Fairfax residents. Advisory Board members will serve 3-year terms. The Advisory Board will include members from key stakeholder groups to include (but not be limited to):

- City Council Member
- Young at Heart Senior Center member representative
- Commission for Women representative
- City representative on the Fairfax Area Commission on Aging
- A representative of a non-profit organization whose mission is outreach and service in the Fairfax area
- The City representative to the Fairfax Long Term Coordinating Council
- Representative from local business community
- Representative from faith-based community
- Three at-large members appointed by the City Council.

Stakeholder groups will each nominate a group/organization representative to serve on the Village Advisory Board. Stakeholder representatives will serve a liaison role between the stakeholder group/organization and the Village. All new members who are not at-large members must be confirmed by existing Advisory Board members during a regular board meeting.

Applicants for at-large membership will be required to apply via the City's boards/commission appointment process.

The Village Advisory Board may add additional stakeholder group representation on the board through a vote during a regularly scheduled board meeting.

Advisory Board members may be relieved of their board position for three or more unexcused board meeting absences in one calendar year. At large members missing three (3) or more unexcused absences may be referred to the Council regarding membership.

## **Article 4: Officers**

Village Advisory Board officer positions include Chairman, Vice Chairman, Treasurer and Secretary. Standing village committees include Communications/Marketing Committee and Volunteer Recruitment Committee, each with a Board member committee chair appointed by the Village Advisory Board.

Board officers will be elected by vote for a 2-year term. Individuals may serve no more than two consecutive terms in the same office.

During the initial year of the advisory board, leadership continuity will be assured by staggering officer selection. For the initial officer terms, the Chairman and Secretary will each serve a 2-year term while the Vice Chairman and Treasurer will each serve a 1-year term.

Chairs for standing committees will serve a 2-year term and will be appointed as deemed necessary. Additional standing and ad hoc committees may be established as deemed necessary by the Village Advisory Board to fulfill the work of the Village.

### **Officers Duties:**

1. The Chairman shall:
  1. Call and preside at Board meetings; and
  2. Create meeting agenda; and
  3. Hold Board elections as necessary, and
  4. Communicate with the Board on important issues/topics, and
  5. Present annual report to City Village general members.
  6. Work with and collaborate with the Village Coordinator.
2. The Vice Chairman shall:
  1. Preside at Board meetings if the Chairman is absent; and
  2. Oversee the board member application process; and
  3. Coordinate the Village Board membership application process and provide progress reports to the advisory board; and
  4. Chair the Nominating Committee.
3. The Secretary shall:
  1. Take accurate minutes (including attendance records) of each board meeting; and
  2. Submit draft minutes to the Chairman no more than 14 days following any meeting; and
  3. Track Board membership rotation and report to the Chairman annually; and
  4. Work with staff to reserve meeting space for board meetings.

4. The Treasurer shall:
  1. Coordinate with the Village Coordinator to manage Village budget and related expenditures); and
  2. Provide quarterly budget updates to the Board along with an annual draft budget report; and
  3. Oversee any fund-raising efforts initiated by the Board; and

#### **Article 4: Meetings and Quorum**

The Advisory Board will meet no fewer than ten (10) times each calendar year.

The Advisory Board will host an annual Fairfax Village in the City meeting open to all Village members, volunteers, and *the public*.

Meetings may be held in person, virtually or in a hybrid mode. Such decision will be made together by the Chairman and City staff and be timely communicated to attendees and the public.

Advisory Board meeting minutes will be available to the village general membership upon written request.

##### ***Process for calling special meetings:***

The Chairman in conjunction with the Vice Chairman shall determine the need for and call any special meetings. Three Board members may present the Chairman with a petition for a special meeting. Such petition shall include the need/reason for the special meeting. The Chairman shall respond in writing to the Board members within seven (7) days with the particulars for the special meeting.

##### ***Virtual meeting parameters:***

The Chairman, in conjunction with the Village Coordinator, will determine if the Advisory Board will meet in-person or virtually.

##### ***Quorum and Voting:***

Since not all Advisory Board members may be present at a given meeting, and one or more positions may become vacant during a two-year term, to ensure effective Board action a voting quorum shall consist of a majority of the minimum number of required members—i.e., five members present.

The Board may receive information even if a quorum is not present.

For the purposes of board actions, each Advisory Board member constitutes one vote.

#### **Article 5: Committees**

There shall be two standing committees of the Advisory Board.

**A. The Communications/Marketing Committee**

The Chair of the Communications/Marketing Committee shall:

1. Work in conjunction with the Village Coordinator and committee volunteers to develop a village newsletter; and
2. Coordinate with the Village Coordinator and committee volunteers to manage the Village webpage and other social media accounts.

**B. The Volunteer Recruitment Committee**

The Chair of the Volunteer Recruitment Committee shall:

Work in conjunction with the Village Coordinator and committee volunteers to develop and oversee strategies for volunteer recruitment to support Fairfax Village in the City's Mission.

\*Other committees may include:

- Member Recruitment/Services Committee
- Program/Activities Committee
- Nominating Committee

The Board may, from time to time, authorize ad hoc committees to carry out Board responsibilities. The Chairman shall appoint members of these committees, except for the Nominating Committee, which shall be chaired by the Vice Chairman and elected by the full board.

**Article 6: Parliamentary Authority**

The rules contained in the current version/edition of Robert's Rules of Order, Newly Revised, latest edition, shall govern the proceedings of the Advisory Board in all cases to which they are applicable and in which they are not in conflict with these bylaws and any special rules of order the Advisory Board may adopt.

**Article 7: Bylaws Amendment Process**

No amendment to the bylaws may be introduced and voted upon in the same meeting.

Bylaws may be adopted, amended, or repealed by a two-thirds vote of the Village Advisory Board after a written draft of such bylaws or amendment(s) is given to each Advisory Board member at least 30 days prior to the meeting at which the vote will be taken. Such action is authorized only at a duly called, properly noticed meeting of the Village Advisory Board.

Any proposed changes to Village operations may be communicated to the Village membership via electronic means or hard copy means. If hard copy is used, the postmark on such communication shall be the determinant of adequate notice.

#### **Article 8: Dissolution**

If the Village Advisory Board should cease to exist, any financial holdings or things of pecuniary value shall be given to the City after all obligations have been paid.

Adopted \_\_\_\_\_