

## Town of Windsor

### Memorandum

February 14, 2017

**TO:** The Honorable Mayor and Town Council  
**FROM:** Michael Stallings, Town Manager *MS*  
**SUBJECT:** Town Center Advisory Board

At the last Town Center meeting, I was asked to locate some sample bylaws for the Town Center Advisory Board.

I reached out and was able to get two example sets of bylaws. One from Blacksburg and one from Warren County.

I have combined parts of both to come up with the attached draft bylaws. I have also attached the originals.

This is for Council's discussion and direction.

# Windsor Town Center Advisory Board

## Bylaws

### ARTICLE 1. Name

The name of this board shall be the Windsor Town Center Advisory Board (WTCAB).

### ARTICLE 2. Purposes and Duties

The WTCAB is hereby created to act as an advisory board to the Windsor Town Council. The primary responsibility of the WTCAB is to make recommendations concerning the operations, maintenance, planning and financing for the Windsor Town Center to the Windsor Town Council.

### ARTICLE 3. Membership

- 1) The WTCAB shall be made up of \_\_\_\_ members.
- 2) Each member shall be appointed by the Windsor Town Council.
- 3) Members shall serve for a term of four (4) years.
- 4) Vacancies on the board shall be filled in the same manner as set forth in Article 3.2
- 5) The Windsor Town Council may appoint one of its members to serve as a non-voting member.

### ARTICLE 4. Officers

- 1) The WTCAB shall elect a Chair and Vice-Chair
- 2) The Chair shall preside over all meetings and act as official spokesperson for the WTCAB.
- 3) The Vice-Chair shall assume the duties of Chair when the Chair is unable to do fulfill his/her duties.
- 4) Officers may serve for more than one (1) consecutive term.

### ARTICLE 5. Election of Officers

- 1) Officers shall be elected at the first meeting after January 1 each year.
- 2) A quorum, for the purpose of electing officers, shall exist if more 60% of the members are present.

## **ARTICLE 6. Meetings and attendance**

- 1) The Board shall hold regular meetings quarterly, in January, April, July, and October. The Chair may call a meeting of the Board at any time he/she feels that a meeting is warranted.
- 2) A quorum, for the purposes of conducting regular business, shall exist if 50% of the members are present.
- 3) Members that miss three consecutive meetings without acceptable excuse to the Chair may be removed from the Board by vote of the membership.

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BLACKSBURG PARKS AND RECREATION  
ADVISORY BOARD

BYLAWS

**ARTICLE I. NAME**

The name of this organization shall be the Blacksburg Parks and Recreation Advisory Board.

**ARTICLE II. PURPOSES AND DUTIES**

Section 2-402 of the Blacksburg Town Code creates a Parks and Recreation Advisory Board. Section 2-403 states that the Advisory Board shall “advise and recommend to the Director of Parks and Recreation, Town Manager, and Town Council on all aspects of parks and recreation activities.” In addition, the Advisory Board shall “prepare an annual progress report on Parks and Recreation activities.”

**ARTICLE III. MEMBERSHIP**

Sec. 1. Any resident of the Town of Blacksburg shall be eligible for membership on the Board. Any resident of the Town of Blacksburg may recommend duly qualified persons for appointment to the Board.

Sec. 2. The Advisory Board shall be composed of a minimum of five (5) and a maximum of nine (9) members. Each member shall be appointed by the Mayor with the advice and consent of the Blacksburg Town Council.

Sec. 3. Terms of service for board members shall be for a period of four (4) years.

Sec. 4. When a vacancy occurs during a term of office, appointment to the unexpired portion of that term shall be made in the same manner as provided in Section 1 and Section 2 of this Article.

Sec. 5. All members of the Board shall serve without compensation.

Sec. 6. The Town Manager and the Director of Parks and Recreation shall serve as ex-officio members of the Board.

## **ARTICLE IV. OFFICERS**

Sec. 1. The officers of the Board shall consist of a Chair and a Vice Chair.

Sec. 2. The Chair shall announce all regular and special meetings of the Board, preside over all sessions duly held, appoint any necessary committees, act as official spokesperson for the Board, and perform all other, similar duties delegated to him or her by the Town Council, Mayor, or Town Manager.

Sec. 3. The Vice Chair shall assume the duties of the Chair during any absence or disability. The Vice Chair shall also attend to such other duties as may be assigned by the Chair of the Board.

Sec. 4. The Director of Parks and Recreation Department shall assign a department employee to keep a record of all proceedings of the Board, be custodian of its books and records, and give notices to members of upcoming meetings.

Sec. 5. The officers may serve more than one (1) consecutive term in one position.

## **ARTICLE V. ELECTION OF OFFICERS**

Sec. 1. Annual election of officers shall be held at the regular April meeting of the Board. Elected or re-elected officers will begin their terms on July 1 following election.

Sec. 2. Sixty percent (60%) of the membership shall constitute a voting quorum for the election of officers.

## **ARTICLE VI. MEETINGS AND ATTENDANCE**

Sec. 1. The Board shall meet quarterly, in January, April, July and October. Board meetings shall be conducted at the Community Center. The Board will annually establish the specific dates and times of the quarterly meetings at its July meeting. A regular meeting may be cancelled by two-thirds vote of the total Board membership at a meeting prior to the meeting in question.

Sec. 2. Special meetings of the Board may be held at any time by call of the Mayor, Town Manager, Chair of the Board, Director of Parks and Recreation, or by a majority of the total membership of the Board.

Sec. 3. A total of fifty percent (50%) of the membership shall constitute a voting quorum for the transaction of all official business except elections.

Sec. 4. The absence from three (3) consecutive meetings of any member, without acceptable excuse to the Chair, shall result in said member's expulsion from the Board. Notification of expulsion will be made in writing. In cases of expulsion, the Board may nominate to Town Council a person to fill the unexpired term.

**ARTICLE VII. BYLAWS AND AMENDMENTS**

Sec. 1. All proposed amendments to these bylaws shall be submitted in writing to the Advisory Board's Chair.

Sec. 2. The proposed amendment will be presented to the Board membership at a regular meeting. Voting on the proposition will occur at the next quarterly meeting.

Sec. 3. A two-thirds vote of the total membership shall be necessary for passage of any bylaw or amendment.

Sec. 4. Written proxies shall not be accepted in balloting on amendments.

Sec. 5. The Chair's signature and approval date at the end of these bylaws shall signify official adoption of said bylaws.

Sec. 6. Final endorsement of these bylaws will be made by the Blacksburg Town Council.

Original Bylaws Approved:

February 2, 1972

Amended Bylaws Approved by Advisory Board:

April 4, 2007

Amended Bylaws Endorsed by Town Council:

April 10, 2007

Amended Bylaws Approved by Advisory Board:

April 1, 2015

Amended Bylaws Endorsed by Town Council:

April 14, 2015

**BY-LAWS OF THE  
WARREN COUNTY PARKS AND RECREATION  
COMMISSION**

**ARTICLE 1 – PURPOSE OF COMMISSION**

- 1-1 The Warren County Parks and Recreation Commission (WCPRC) is hereby created to act as an advisory board for the Board of Supervisors of the County of Warren. The primary responsibility of the Commission is to help coordinate, with Parks and Recreation Department staff, user groups and organizations using County Parks and Recreation facilities and other involved parties, in making recommendations concerning the operations, maintenance, planning and financing for the County's parks and recreation facilities.
- 1-2 The Commission provides input and recommendations to the Board of Supervisors on the following issues:
- 1-2-1 Facilities
    - Planning
    - Budgeting
    - Usage/Scheduling
    - User Fees
    - Rules and regulations
  - 1-2-2 Settling disagreements with the various user groups
  - 1-2-3 Recommending disciplinary action for persons involved in a violation of facility rules and regulations

**ARTICLE 2 – SELECTION OF DIRECTORS**

- 2-1 The Commission shall have seventeen (17) Directors. The Directors shall be representatives appointed by the County of Warren, including one member of the Board of Supervisors, the Warren County Parks and Recreation Department Director and the Assistant Director, and one (1) representative from each of the following organizations: Front Royal Little League, Warren County Midget Football League, Front Royal Soccer Association, Front Royal Cardinals, Warren County Cheerleading Association, Warren County Girls Softball Association and the Front Royal Travel Football League. The Commission shall include five (5) directors selected at-large by the Warren

County Board of Supervisors. The Commission shall also include a director appointed by the Warren County School Board.

- 2-2 If any of the organizations listed in Section 2-1 is inactive and does not field any teams for a twelve (12) month period of time, the organization will lose its representative on the Commission.
- 2-3 Any new organization or any organization that lost its representative as described in Section 2-2 may apply to have a representative on the Commission once the organization has operated continuously for three (3) years. The decision on whether to add a representative will be made by the Warren County Board of Supervisors.
- 2-4 Two (2) at-large Directors, drawn by lot, shall serve an initial term of one (1) year, beginning March 1, 2004. The remaining three (3) at-large Directors shall serve an initial term of two (2) years, beginning March 1, 2004. Thereafter, all at-large Directors shall hold office for a term of two (2) years each, such that the terms of office of the Directors are staggered. Directors shall hold office until the successor has been appointed, which successor shall serve the unexpired remainder of that Director's term.
- 2-5 If any organization, listed in Section 2-1, does not pay its field user fees on a timely basis, the organization will be placed on probation and will lose all voting rights for a period of one (1) year. The Chairman of the Commission will send out a written notice before such organization is placed on probation

#### ARTICLE 3 - SELECTION OF OFFICERS

- 3-1 Officers of the Commission shall consist of a chairman, vice-chairman, and secretary. The chairman shall be the Warren County Parks and Recreation Director and shall be a non-voting member. The vice-chairman shall be elected by the directors. The secretary shall serve at the request of the Commission and may be a director of the Commission, an employee within the Parks and Recreation Department or a citizen volunteer.



- 3-2 Nomination of officers shall be made from the floor at the beginning of the January meeting for the ensuing year. Election of officers shall follow immediately. A candidate receiving a majority vote of the directors shall be declared elected.
- 3-3 Terms of office shall be for one year or until a successor takes office. Vacancies shall be filled for an un-expired term by a majority vote of the Commission.

#### ARTICLE 4 - DUTIES OF OFFICERS

- 4-1 The chairman shall:
  - 2-1-1 Preside at meetings.
  - 2-1-2 Appoint Commissions.
  - 2-1-3 Rule on procedural questions (subject to reversal by a majority vote of the directors present).
  - 2-1-4 Report official communications at the next regular Commission meeting.
  - 2-1-5 Certify official documents involving the authority of the Commission.
  - 2-1-6 Certify minutes as true and correct copies.
  - 2-1-6 Carry out other duties as assigned by the Commission.
- 4-2 The vice-chairman shall:
  - 4-2-1 Assume the full powers of the chairman in the absence or inability of the chairman to act.
- 4-3 The secretary shall:
  - 4-3-1 Record attendance at all meetings.
  - 4-3-2 Record the minutes of the Commission meetings.
  - 4-3-3 Notify directors of all meetings.
  - 4-3-4 Maintain a file of all official Commission records and reports.
  - 4-3-5 Certify maps, records and reports of the Commission.
  - 4-3-6 Give notice and be responsible for publishing public notices of all Commission public hearings and public meetings.
  - 4-3-7 Attend to the correspondence necessary for the execution of the duties and functions of the Commission.

## ARTICLE 5 - MEETINGS

**5-1** Meetings of the Commission shall be ~~called as needed.~~ **held every other month, with each meeting beginning at 5:30 P.M. The Commission does not meet during the months of June, July, August, and December.**

5-2 Special meetings may be called by the chairman or by two directors upon written request to the secretary. The secretary, through the Parks and Recreation Department, shall mail a written notice to all directors, at least five days before a special meeting, stating the time, place and purpose of the meeting. Written notice of a special meeting shall not be required if the time of the special meeting has been fixed at a previous regular meeting or if all directors are present at the special meeting or if they filed a written waiver of the required notice.

5.3 All meetings of the Commission shall be open to the public, except as provided for in the Virginia Freedom of Information Act.

5-4 If any At-Large member has three (3) unexcused absences in a calendar year, the member shall be removed from the Commission and another representative shall be appointed by the Board of Supervisors to fill the unexpired term of office.

5-5 If any representative from an organization listed in Section 2-1 misses more than three (3) meetings in a calendar year, the organization shall lose all voting rights for a period of one (1) year.

## ARTICLE 6 - VOTING

6-1 A majority of the directors shall constitute a quorum.

6-2 No action of the Commission shall be valid unless authorized by a majority vote of those present and voting.

## ARTICLE 7 - ORDER OF BUSINESS

7-1 The order of business for a regular meeting shall be:

7-1-1 Call to Order.

7-1-2 Roll Call.

7-1-3 Adoption of Agenda.

7-1-4 Approval of Minutes.

7-1-5 Commission Matters.

7-1-6 Adjournment.

7-2 Parliamentary procedure in Commission meetings shall be governed by Robert's Rules of Order.

7-3 The Commission shall keep minutes of each meeting, and these minutes shall become a public record. The chairman shall sign all minutes and they shall be kept in the official minute book.

#### ARTICLE 8 - AMENDMENTS

8-1 These By-laws may be amended by a majority vote of the Board of Supervisors after thirty days prior notice.

Language proposed to be deleted is ~~lined through~~.  
Language Proposed to be added is underlined.

Revised: 7/19/16