

**STAFFORD COUNTY  
DIVERSITY ADVISORY COALITION BYLAWS**

**Section 1-Purpose and Basic Principles**

Section 1-1 Purpose

The Diversity Advisory Coalition (Coalition), established on September 1, 2020 pursuant to Resolution R20-288, adopted these Bylaws to facilitate its ability to carry out the duties established by the Stafford County Board of Supervisors in the Coalitions' Charter, which includes advising on policies and activities that help foster diversity, equity, and inclusion within Stafford County and the community at large.

Section 1-2 Basic Principles

The following basic principles underlie these Bylaws:

- A. The Coalition may attend to only one agenda item at a time;
- B. Each item presented for consideration is entitled to full and free discussion;
- C. Every Coalition member has rights equal to every other Coalition member; and
- D. The will of the majority shall be carried out, and the rights of the minority shall be preserved.

**Section 2-Meetings**

Section 2-1 When Regular Meetings Held

Regular monthly meetings shall be held and meeting dates and times shall be designated by the Coalition at its annual organizational meeting (Section 2-3). Meeting dates may be changed, added, or deleted by a majority vote of the members present at a regular meeting. When a meeting falls on a legal holiday, the meeting shall be held on the day following unless otherwise designated by the Coalition.

Section 2-2 Special Meetings

The Coalition may hold special meetings when it deems necessary at such times and places as it may find convenient, in accordance with Virginia Freedom of Information Act (FOIA) requirements. Special meetings may be called by the Chair or by two members upon written request to the Chair. The Chair shall provide written notice to all members, at least five days in advance of a special meeting, fixing the time and place of the meeting and the purpose thereof.

Section 2-3 Annual Organizational Meeting

- A. The first meeting held in January of each year shall be known as the annual organizational meeting.

- B. The Chair shall be elected at the annual meeting for a one-year term and may serve two consecutive terms.
- C. Once a Chair is elected, the new Chair shall assume the office and preside over the election of the Vice-Chair and Secretary.
- D. The Vice-Chair and Secretary shall be elected at the annual meeting for a term of one year and may succeed themselves in office.
- E. Each officer of the Coalition shall be elected by a majority vote of the Coalition. Each officer shall serve for one year or until a duly-elected successor takes office.
- F. Vacancies in office shall be filled immediately by regular election procedures.

Section 2-4 Quorum and Method of Voting

- A. At any meeting of the Coalition, at least four members of the Coalition shall constitute a quorum.
- B. At the discretion of the Chair, voting may be by voice vote, a show of hands, or roll call; provided however, a roll call vote shall be taken whenever any member of the Coalition requests such a vote.
- C. Any member abstaining shall state their reason for abstaining.
- D. Any matter on which there is a tie vote shall fail to be approved.
- E. The number of votes necessary to transact business shall be a majority of the quorum present and voting.

Section 2-5 Coalition to Sit With Open Doors

The Coalition shall sit with open doors and all persons conducting themselves in an orderly manner may attend the meeting; provided, however, the Coalition may conduct executive sessions as permitted under FOIA.

Section 2-6 Executive Session

- A. Executive session shall only be used as a last resort when the matter to be discussed is too sensitive for discussion in public and is appropriate for executive session pursuant to FOIA (specifically, Virginia Code § 2.2-3711).
- B. The Coalition shall not go into executive session until it takes an affirmative-recorded vote in open session. Any member dissenting in such a vote shall state his reason for the dissent.
- C. The motion to go into executive session shall state specifically the purpose or purposes which are to be the subject of the executive session meeting and shall reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption under the FOIA provision that authorizes the executive session.

- D. No resolution, motion, or other matter agreed to in executive session shall become effective until the Coalition reconvenes in an open meeting and takes a vote of the membership on such resolution, motion, or other matter, which shall have its substance reasonably identified in the open meeting.
- E. At the conclusion of an executive session, the Coalition shall immediately reconvene in open session and shall take a roll call vote certifying to the best of each member's knowledge that:
  - 1. only matters lawfully exempted from open meeting requirements were discussed; and
  - 2. only matters identified in the motion convening the executive session were heard or discussed.
- F. Any member who believes that there was a departure from the above requirements shall so state prior to the vote, indicating the substance of the departure that they believe has taken place.

Section 2-7 Coalition Comments

Coalition members shall at all times observe the following rules:

- 1. Comments of members shall be constructive, and the Chair shall attempt to ensure that the comments are constructive.
- 2. The Chair shall ensure that discussion is germane to the subject, and the Chair shall rule all non-germane comments out of order.

Section 2-8 Minutes of Meeting

- A. The Coalition shall prepare a record of minutes for all meetings, and the minutes shall be a public record.
- B. The minutes shall indicate the comments made at the meeting, the official acts of the Coalition, a record of the outcome of any vote taken on those official acts, the names of members making and seconding motions, and the names of the public commenting during public hearings.
- C. Minutes from the proceeding meeting shall be provided to the Coalition in draft form with the agenda for the next regular meeting. A final version of the minutes shall be adopted by the Coalition.
- D. The Chair shall sign all minutes.

Section 2-9 Meeting Attendance

Failure to attend three consecutive meetings or three meetings in a calendar year, for any reason, may be cause for removal of any member from the Coalition by the Board of

Supervisors. If the Coalition desires to provide the Board of Supervisors a recommendation regarding the removal of a member, a majority vote of the Coalition is required.

### **Section 3- Officers**

#### **Section 3-1 The Chair**

- A. The Chair shall preside over all Coalition meetings.
- B. If official materials from the Coalition are required, the Chair shall sign on behalf of the Coalition with approval of the Coalition.
- C. The Chair shall provide an annual report of the Coalition's activities to the Board of Supervisors during December of the calendar year in which the Chair served.

#### **Section 3-2 The Vice-Chair**

The Vice-Chair shall preside over all meetings in which the Chair is either absent or unable to preside.

#### **Section 3-3 The Secretary**

- A. The Secretary shall have the following duties:
  - 1. Call the roll at the beginning of each Coalition meeting and call the roll on any roll call vote taken.
  - 2. Ensure meeting minutes are taken and approved in accordance with the Bylaws, Coalition Charter, and state law.
  - 3. Provide an attendance list from each Coalition meeting to the Deputy Clerk of the Board of Supervisors.
- B. The Secretary may be aided in performing the assigned duties by assistance provided by the staff.

### **Section 4-Conduct of Business**

#### **Section 4-1 Order of Business at Regular Meetings**

- 1. Call to order
- 2. Roll call of members and determination of quorum
- 3. Presentations by the public
- 4. Unfinished Business
- 5. New Business
- 6. Report of Staff Liaison
- 7. Report of Subcommittees
- 8. Comments by Coalition members
- 9. Approval of Minutes
- 10. Adjournment

#### Section 4-2 Priority in Speaking

When two or more Coalition members wish to speak at the same time, the Chair shall determine which one shall speak.

#### Section 4-3 Motions

- A. No items shall be voted on until motioned and seconded. No motion shall be discussed prior to being seconded.
- B. When a question is under discussion, no motion shall be received unless it is one to amend, to refer to committee, to postpone for definite time, a motion for the previous question, a substitute motion, a motion to lay on the table, or a motion to adjourn.
- C. Coalition members making a motion may not speak against their motion.
- D. No member may speak a second time on a motion until every member desiring to speak has done so.
- E. A substitute motion shall be allowed to any motion properly on the floor, and it shall have priority over an existing motion once seconded and may be discussed prior to being voted on. If a vote on the substitute motion does not dispose of the former motion, the former motion shall then be voted upon. Once a substitute motion is voted upon, a second substitute motion may be made. No more than two substitute motions may be made.
- F. When a vote upon any motion has been announced, it may be reconsidered on the motion of any member who voted with the prevailing side, provided that such motion to reconsider is made at the same meeting of the Coalition at which the vote was taken. Such motion for reconsideration shall be decided by a majority vote of the members present.
- G. Motions to table shall be voted on without discussion or debate.
- H. The Chair shall vacate the chair to make a motion.

#### Section 4-4 Decisions on Points of Order

Members of the Coalition should know the rudiments of parliamentary procedure. The Chair shall refer any point of order to the parliamentarian. Any member may appeal to the full Coalition from a decision of the Chair regarding any question of order or interpretation of these Bylaws. No second is required on a member's appeal. A majority vote of those members present and voting is necessary to overrule the Chair.

#### Section 4-5 Motion to Adjourn

A motion to adjourn shall always be in order.

#### Section 4-5 Suspending the Rules

One or more of these Bylaws may be suspended with the concurrence of two-thirds of the members of the Coalition.

Section 4-6 Robert's Rules of Order

Except as otherwise provided in these Bylaws and by applicable state law, the proceedings of the Coalition shall be governed by Robert's Rules of Order.

Section 4-7 Parliamentarian

If a member of the County Attorney's Office attends a meeting, that person shall serve as parliamentarian for the purpose of interpreting these Bylaws and Robert's Rules of Order as may be directed by the Chair or as a result of a point of order raised by one or more Coalition members. If no member of the County Attorney's Office is present at a meeting, the Staff liaison shall serve as the parliamentarian.

**Section 5-Presentations by the Public**

Section 5-1 Public Participation

Presentations by the public are governed by the following rules:

- A. Comments by the public shall be limited to three (3) minutes for each speaker. Each speaker must first clearly state his/her name and election district.
- B. Each person may only speak once during the public presentation portion of any meeting and any unused time of one speaker may not be yielded to another speaker.
- C. Though encouraged to complete a speaker's card in advance for record purposes, any person wishing to speak may do so without completion of a speaker card.
- D. Public presentations that require the use of the County's electronic system for power point or other visual displays must be submitted to the Staff Liaison, or his/her designee, no later than 48 hours prior to the Coalition meeting at which the presentation is to be made.
- E. By majority vote of Coalition members present, presentation by the public may be limited after one hour of presentations to allow the Coalition to attend to other business on the Coalition agenda for that meeting.

Section 5-2 Members' Participation

Coalition members shall not comment during presentations by the public to ensure the public can participate and provide their comments without undue interference from the Commission.

**Section 6-Subcommittees**

Section 6-1 Quorum for Subcommittee Meetings

The majority of the membership of any committee shall constitute a quorum for any subcommittee meeting.

## Section 6-2 Subcommittees

Subcommittees may be created by the Chair or by the vote of a majority the Coalition. The Chair shall appoint members to a subcommittee. The Chair shall determine the duties of any subcommittee and the duration of its existence; provided, however, that the Coalition, by majority vote, may overrule or modify any decision made by the Chair regarding the duties of a subcommittee or the duration of its existence. Coalition members, other than those appointed as members of a subcommittee, may attend meetings of the subcommittee and participate in the discussions, but may not make motions, second motions, or vote on matters before the subcommittee.

Each subcommittee may consist of no more than three Coalition members. Each subcommittee shall elect a chair. The subcommittee chair shall submit a subcommittee report to the Coalition at the first regular Coalition meeting following each subcommittee meeting. Subcommittee reports shall be included in the meeting minutes for the Coalition.

## **Section 7-Miscellaneous**

### Section 7-1 Staff Liaison

The County Administrator, or his designee, shall be the staff liaison for the Coalition. The staff liaison shall be responsible for coordinating with the Chairman to schedule and notice meetings, establish meeting agendas, and administer the Coalition's budget, if any. The staff liaison provides support to the Coalition as a whole and no member may individually task the staff liaison, or any other County staff member, with the large projects requiring a significant amount of staff time.

### Section 7-2 Legal Advice

The Coalition may require legal advice from time-to-time. Requests for legal advice shall be made after a majority vote of the Coalition to request such advice and shall be communicated to the County Attorney's Office by the staff liaison.

### Section 7-3 Comments by Coalition Members

During comments by Coalition members, each member may only speak once and for no longer than five (5) minutes. Coalition members may use this time to highlight or respond to concerns raised by the community. Additionally, members may request an item be placed on a future Coalition agenda for further discussion by the Coalition as New Business.

## **Section 7-Amendments**

These Bylaws may be changed by a two-thirds vote of the entire membership after thirty days' prior notice.