

Albemarle Broadband Authority

Rules of Procedure

Adopted December 20, 2017

Readopted August 22, 2018
Amended February 27, 2019
Amended & Readopted August 20, 2019
Amended & Readopted August 26, 2020
Amended & Readopted August 25, 2021

Rules of Procedure of the Albemarle Broadband Authority

1. Purpose

- A. **General.** The purpose of these Rules of Procedure (the Rules) is to facilitate the timely, efficient, and orderly conduct of public meetings and decision-making, and they are designed and adopted for the benefit and convenience of the Albemarle Broadband Authority (the Authority).
- B. **Rules Do Not Create Substantive Rights in Others.** The Rules do not create substantive rights in third parties or participants in matters before the Authority.
- C. **Compliance with These Rules.** The Rules that are parliamentary in nature are procedural, and not jurisdictional, and the failure of the Authority to strictly comply with the procedural rules shall not invalidate any action of the Authority. The Rules that implement the requirements of State law are jurisdictional only to the extent that Virginia law makes them so.

2. Authority Members

- A. **Equal Status.** Except for the additional responsibilities of the Chair provided in elsewhere in these Rules, all Authority members have equal rights, responsibilities, and authority.
- B. **Decorum.** Members will act in a collegial manner and will cooperate and assist in preserving the decorum and order of the meetings.
- C. **Attendance.** Authority members are expected to attend in person all regular meetings of the Board of Directors. The Board of Directors may request by majority vote the Board of Supervisors to replace any Authority member who is absent for three consecutive regular meetings or who is absent for four regular meetings in any rolling twelve-month period. A member who remotely participates in a regular meeting by electronic communication is not deemed absent under this rule. (Amended 2-27-2019; Amended 8-26-2020; Amended 8-25-2021).

3. Officers and Their Terms of Office

- A. **Chair.** When present, the Chair shall preside at all Authority meetings during the year for which elected. The Chair shall have a vote but no veto. The Chair shall also be the head official for all of the Authority's official functions and for ceremonial purposes.
- B. **Vice-Chair.** If the Chair is absent from an Authority meeting, the Vice-Chair, if present, shall preside at the meeting. The Vice-Chair shall also discharge the duties of the Chair during the Chair's absence or disability.

- C. **Secretary.** The Secretary shall keep the minutes of all meetings of the Authority; have charge of such books and papers as the Authority may make so that any member may inspect and copy at reasonable times and by appointment the records of the Authority; and, in general, perform all the duties incident to the Office of Secretary.
- D. **Treasurer.** The Treasurer shall be responsible for Authority funds and securities; keep full and accurate financial records and books of account showing all receipts and disbursements; prepare or cause to be prepared all required financial data, deposit all monies and other valuable effects in the name of the Authority, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the office of Treasurer.
- E. **Acting Chair in Absence of Chair and Vice-Chair.** If the Chair and Vice Chair are absent from any meeting, a present Authority member shall be chosen to act as Chair.
- F. **Term of Office.** All officers shall be elected for one-year terms, but any or all officers may be re-elected for one or more additional terms. The term of office of an Authority Member so serving shall end and be deemed vacated when the Member's term ends or Authority membership is deemed vacated for any reason. (Amended 8-26-2020)
- G. **References to the Chair.** All references in these Rules to the *Chair* include the Vice-Chair or any other Authority member when the Vice-Chair or the other member is acting as the Chair.

4. Meetings

- A. **Annual Meeting.** The *Annual Meeting* is the first meeting after August 2 of each year. At the Annual Meeting, the Authority shall:
 - i. **Elect Officers.** Elect a Chair and a Vice-Chair.
 - ii. **Establish Schedule for Regular Meetings.** Establish the days, times, and places for regular meetings of the Authority for that year.
 - iii. **Adopt Rules and Policies.** Adopt Rules of Procedure and Authority Policies that will apply in the calendar year, subject to amendment under Rule 12.
- B. **Regular Meetings.** *Regular Meetings* are those established at the Annual Meeting to occur at specified days, times, and places.
 - i. **Regular Meeting Falling on a Holiday.** If any day established as a Regular Meeting day falls on a legal holiday, the meeting scheduled for that day shall be held on the next regular business day without action of any kind by the Authority.
 - ii. **Adjourning a Regular Meeting.** A regular meeting, without further public notice, may be adjourned from day to day or from time to time or from place to place, not beyond the time fixed for the next regular meeting, until the business of the Authority is complete. If a quorum was not established or was lost during the meeting, the Authority members present may only adjourn the meeting (See also Rules 7(B), (C), and (D)).

- iii. **Continuing a Regular Meeting When Weather and Other Conditions Create Hazard.** If the Chair finds and declares that weather or other conditions are hazardous for Authority members to attend a regular meeting, the meeting shall be continued to the next regular meeting date. The Chair's finding shall be communicated to the other Authority members and to the general news media as promptly as possible. Any hearings or other matters previously advertised shall be conducted at the continued meeting and no further advertisement shall be required.
 - iv. **Establishing Different Day, Time, and Place of Regular Meeting.** After the Annual Meeting, the Authority may establish different days, times, or places for Regular Meetings.
- C. **Special Meetings.** The Authority may hold special meetings as it deems necessary at times and places that it deems convenient.
- i. **Calling and Requesting a Special Meeting.** A special meeting shall be held when called by the Chair or requested by two or more Authority members. The call or request shall be made to the Chair and shall specify the matters to be considered at the meeting.
 - ii. **Duty of Chair to Provide Notice.** Upon receipt of a call or request, the Chair shall immediately notify each Authority member and the County Attorney. The notice shall be in writing and delivered to the person or to his place of residence or business, or if requested by an Authority member, by email or facsimile. The notice shall state the time and place of the meeting and shall specify the matters to be considered. The notice may be waived if all members are present at the special meeting or if all members sign a waiver for the notice. The Chair shall also notify the general news media of the time and place of the special meeting and the matters to be considered.
 - iii. **Matters That May Be Considered.** Only those matters specified in the notice shall be considered at a special meeting unless all Authority members are present.
 - iv. **Adjourning a Special Meeting.** A special meeting may be adjourned from time to time as the Authority finds necessary and convenient. If a quorum was not established or was lost during the meeting, the Authority members present may only adjourn the meeting (See also Rules 7(B), (C), and (D)).

5. Order of Business for Regular Meetings

- A. **Establishing the Agenda.** The Chair of the Authority shall establish the agenda for all meetings in consultation with Authority staff, who shall review the agenda with the Chair prior to the meeting. The Chair shall set the order of business as provided in Rule 5(B), provided that the Chair may modify the order of business to facilitate the business of the Authority. The draft agenda shall be provided to the Authority six days prior to the regular meeting date.
- B. **Order of Business at Regular Meetings.** At regular meetings of the Authority, the order of business shall generally be as follows:
 - 1. Call to Order.
 - 2. Adoption of the Final Agenda.
 - 3. Brief Announcements by Authority Members.
 - 4. Public Comment.

5. Approval of Minutes from Previous Meeting
6. Old Business
7. New Business
8. Other Matters
9. Adjourn.

C. **Closed Meetings.** A closed meeting may be held at any point on the agenda, as necessary. Generally, a closed meeting will be scheduled either at the midpoint of the agenda or at the end of the agenda prior to adjournment.

6. Rules Applicable to the Items of Business on the Agenda

- A. **Adoption of the Final Agenda.** *Adoption of the Final Agenda* is the first order of business for a regular meeting of the Authority. The Authority may modify the order of business as part of its adoption of the final agenda. The final agenda shall be adopted by a majority vote of the Authority members. No matter for action not included on the final agenda shall be considered at that meeting.
- B. **Brief Announcements by Authority Members.** *Brief Announcements by Authority Members* are announcements of special events or other items of interest that are not considered committee reports and are not otherwise on the meeting agenda.
- C. **Public Comment.** Public Comment allows any member of the public to speak on any topic related to the business of the Authority. The following rules apply:
 - i. **Time.** Each speaker may speak for up to three minutes, provided that if the anticipated number of speakers may exceed 10, or for other reasons related to the Authority efficiently conducting its business, the Chair may reduce the amount of time allowed for each speaker to speak to two minutes.
 - ii. **Manner.** In order to allow the Authority to efficiently and effectively conduct its business, each speaker shall comply with Rule 6(C)(i), shall address the Authority and not the audience, and shall not engage in speech or other behavior that actually disrupts the meeting. The speaker may include a visual or audio presentation.

7. Quorum

- A. **Establishing a Quorum.** A majority of all of the members of the Authority that is physically assembled shall constitute a quorum for any meeting of the Authority, except as provided in Rule 8(B). (Virginia Code § 15.2- 5431.10(B))
- B. **Quorum Required to Act; Exceptions.** The Authority may take valid actions only if a quorum is present. There are 2 exceptions:
 - i. **Quorum Not Established; Adjournment.** If a quorum is not established, the only action the Authority members present may take is to adjourn the meeting.
 - ii. **Quorum Not Established or Lost Because of Conflict of Interest.** If a quorum cannot be established or is lost because one or more Authority members is disqualified because of a

conflict of interest under the State and Local Government Conflict of Interests Act (Virginia Code § 2.2-3700 *et seq.*), the remaining members constitute a quorum for the conduct of business and have the authority to act for the Authority.

- C. **Loss of Quorum During Meeting.** If a quorum was established but during a meeting the quorum is lost, the only action the Authority members present may take is to adjourn the meeting. If prior to adjournment the quorum is again established, the meeting shall continue.
- D. **Quorum Required to Adjourn Meeting to Future Day and Time.** A majority of the Authority members present at the time and place established for any regular or special meeting shall constitute a quorum for the purpose of adjourning the meeting from day to day or from time to time, but not beyond the time fixed for the next regular meeting.

8. Remote Electronic Participation

The Authority will permit an Authority member to participate in an Authority meeting electronically from a remote location, provided that:

- A. **Notification to Chair of Inability to Attend Because of Disability, Medical Condition, or Personal Matter.** On or before the day of the meeting, the Authority member shall notify the Chair that the member is unable to attend the meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance; ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance; or (iii) a personal matter and identifies with specificity the nature of the personal matter, such as a family event or business commitment.
- B. **Quorum Physically Assembled; Approval of Remote Electronic Participation.** A quorum of the Authority must be physically assembled at the primary or central meeting location. The Authority members present must approve the participation. However, the decision shall be based solely on the criteria in Rule 8(A) without regard to the identity of the member or matters that will be considered or voted on during the meeting.
- C. **Duty of Secretary to Record Action.** If the Authority approves the member's participation through electronic communication, the Secretary shall record in the Authority's minutes the remote location from which the member participated, which need not be open to the public. If electronic participation is approved for a disability or medical condition, the minutes must simply state that fact. If electronic participation is approved for personal matter, the minutes must identify the specific nature of the personal matter cited by the member. If the absent member's remote participation is disapproved because participation would violate this policy, the disapproval must be recorded in the Authority's minutes with specificity.
- D. **Audibility of Absent Member.** The Chair or designee shall arrange for the voice of the absent Authority member to be heard by all persons in attendance at the meeting location. If, for any reason, the voice of the absent member cannot reasonably be heard, the meeting may continue without the participation of the absent member.

- E. **Limitation on Remote Electronic Participation in Calendar Year.** Electronic participation by the absent member as provided in this Rule for a personal reason shall not exceed two Authority meetings or 25 percent of the meetings held in a calendar year rounded up to the next whole number, whichever is greater. (Virginia Code § 2.2-3708.2)
- F. This Rule 8 is an adoption of Virginia Code Section 2.2.-3708.2(A) and (B) and is restated to fulfill the written policy requirement and for convenience. Future amendments to statutory provisions related to the conduct of meetings by remote electronic means are hereby incorporated *mutatis mutandis* without requiring formal action of the Authority.

(Amended 8-20-2019; Amended 8-26-2020; Amended 8-25-2021)

9. Conducting the Business of the Authority

- A. **Enable Efficient and Effective Conduct of Business.** Meetings shall be conducted in a manner that allows the Authority to efficiently and effectively conduct its business, without actual disruptions.
- B. **Minimizing Disruptions.** To minimize actual disruptions at meetings:
 - i. **Speakers.** Members of the public who are speaking to the Authority shall comply with Rule 6(C). Members of the public invited to speak to the Authority during any agenda item other than Public Comment shall comply with Rule 6(C).
 - ii. **Persons Attending the Meeting.** Any person attending an Authority meeting shall comply with the following:
 - a. **Sounds.** Persons may not clap or make sounds in support of or in opposition to any matter during the meeting. Instead of making sounds, persons who are not speaking at the podium are encouraged to raise their hands to indicate their support or opposition to any item during the meeting. Cell phones and other electronic devices shall be muted.
 - b. **Other Behavior.** Persons may not act, make sounds, or both, that actually disrupt the Authority meeting.
 - c. **Signs.** Signs are permitted in the meeting room so long as they are not attached to any stick or pole and do not obstruct the view of persons attending the meeting.
- C. **Chair May Maintain Order.** The Chair may ask any person whose behavior is so disruptive as to prevent the orderly conduct of the meeting to cease the conduct. If the conduct continues, the Chair may order the removal of that person from the meeting.

10. Voting Procedures

- A. **Action by Motion.** Unless otherwise provided (See Rule 11(D)), any action by the Authority shall be initiated by a motion properly made by an Authority member and followed by a vote, as provided below:

- i. **Motion Must Be Seconded; Exception.** Each action by the Authority shall be initiated by a motion that is seconded; provided that a second shall not be required if debate immediately follows the motion. Any motion that is neither seconded nor immediately followed by debate shall not be further considered.
 - ii. **Voting and Recording the Vote.** The vote on any motion shall be by a voice vote. The Secretary shall record how each Authority member voted on the motion.
 - iii. **Required Vote, Generally Required Vote for Specific Matters.** Each action by the Authority shall be made by the affirmative vote of *a majority of the members*. (Virginia Code §§ 15.2-5431.10(B))
 - iv. **Tie Vote.** A tie vote shall defeat the motion voted upon. A tie vote on a motion to approve shall be deemed a denial of the matter being proposed for approval. A tie vote on a motion to deny shall not be deemed an approval of the matter being proposed for denial.
 - v. **Abstention.** Any Authority member(s) abstaining from voting on any motion shall state their abstention(s). The abstention will be announced by the Chair and recorded by the Secretary.
- B. **Motion to Amend.** A *motion to amend* a motion properly pending before the Authority may be made by any Authority member. Upon a proper second, the motion to amend shall be discussed and voted on by the Authority before any vote is taken on the original motion unless the motion to amend is accepted by both Authority members making and seconding the original motion. If the motion to amend is approved, the amended motion is then before the Authority for its consideration. If the motion to amend is not approved, the original motion is again before the Authority for its consideration.
- C. **Motion to Call the Question.** The discussion of any motion may be terminated by any Authority member making a *motion to call the question*. Upon a proper second, the Chair shall call for a vote on the motion to call the question without debate on the motion itself, and the motion shall take precedence over any other matter. If the motion is approved, the Chair shall immediately call for a vote on the original motion under consideration.
- D. **Motion to Reconsider.** Any decision made by the Authority may be reconsidered if a motion to reconsider is made at the same meeting or an adjourned meeting held on the same day at which the item was decided. The motion to reconsider may be made by any member of the Authority. Upon a proper second, the motion may be discussed and voted. The effect of the motion to reconsider, if approved, shall be to place the item for discussion in the exact position it occupied before it was voted upon.
- E. **Motion to Rescind.** Any decision made by the Authority may be rescinded by a majority vote of all members of the Authority. The motion to rescind may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on. The effect of the motion to rescind, if approved, is to nullify the previous decision of the Authority.

11. Other Rules: Robert's Rules of Order Procedure in Small Boards

Procedural rules that are not addressed by these Rules shall be governed by “*Procedure in Small Boards*” from *Robert's Rules of Order*, which provides:

- A. **Not Required to Obtain the Floor.** Authority members are not required to obtain the floor before making motions or speaking, which they may do while seated.
- B. **No Limitation on Number of Times a Member May Speak.** There is no limitation on the number of times an Authority member may speak to a question, and motions to call the question or to limit debate generally should not be entertained.
- C. **Informal Discussion.** Informal discussion of a subject is permitted while no motion is pending.
- D. **When Vote Without Motion Not Required.** Sometimes, when a matter is perfectly clear to all present and if agreed to by unanimous consent of all Authority members present and voting, a vote may be taken without a motion having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of the Authority must be approved by vote under the same rules as in other assemblies, except that a vote may be taken initially by a show of hands, which is often a better method.
- E. **Chair; Putting Question to Vote.** The Chair need not rise while putting questions to vote.
- F. **Chair; Speaking During Discussion.** The Chair may speak in discussion without rising or leaving the chair, and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), the Chair usually may make motions and usually votes on all questions.

12. Amendment of Rules of Procedure

These Rules of Procedure may be amended only as follows:

- A. **Rules Eligible for Amendment.** Any Rule may be amended.
- B. **Procedure to Amend.** Any Rule eligible for amendment may be amended only by a majority vote of the Authority members at the next regular meeting following a regular meeting at which notice of the motion to amend is given. Notice of the motion to amend a rule may be made by any Authority member. The motion to amend a rule may be made by any Authority member. Upon a proper second, the motion shall be discussed and voted on. In deciding whether and how to amend a Rule, the Authority shall consider that Rules 3, 4, 6(C), 7, 8, 9(B), and 10(A)(iii) address statutory or constitutional requirements.
- C. **Limitation on Effect of Amendment.** The Authority's approval of a motion to amend one or more Rules shall not permit the Authority to act in violation of a requirement mandated by the Code of Virginia, the Constitution of Virginia, or any other applicable law.

13. Suspension of Rules of Procedure

These Rules of Procedure may be suspended only as follows:

- A. **Rules Eligible for Suspension.** Rules 1, 2, 5, 6, 9(A), 10 (except for Rule 10(A)(iii)), 11, and 12 may be suspended.

- B. **Procedure to Suspend, Generally.** Any Rule eligible for suspension may be suspended by a majority plus one vote of the Authority members. The motion to suspend a rule may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on. The effect of the motion to suspend a rule, if approved, is to make that rule inapplicable to the matter before the Authority.
- C. **Suspension of Rules Pertaining to Motions When Uncertainty as to Status or Effect.** If one or more motions have been made on a matter, and there is uncertainty as to the status or effect of any pending motions or how the Authority is to proceed at that point, the Authority may, by a majority vote of the Authority members, suspend the rules in Rule 6 for the sole purpose of canceling any pending motions and to permit a new motion to be made. The motion to suspend a rule pertaining to any pending motions may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on.
- D. **Limitation on Effect of Suspension.** The Authority's approval of a motion to suspend one or more Rules shall not permit the Authority to act in violation of a requirement mandated by the Code of Virginia, the Constitution of Virginia, or any other applicable law.

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(Adopted 12-20-2017; Readopted 8-22-2018; Amended 2-27-2019; Amended and Readopted 8-20-2019; Amended and Readopted 8-26-2020; Amended and Readopted 8-25-2021).

I, Bucky Walsh, do hereby certify that the foregoing Rules of Procedure were amended and readopted as written above by the Albemarle Broadband Authority upon proper notice and motion by a vote of 6 to 0 at the Annual Meeting of the Authority held on 25 August 2021.



Bucky Walsh
Chair