

TOWN OF DUMFRIES, VIRGINIA
ARCHITECTURAL REVIEW BOARD
Bylaws and Rules of Procedure
Adopted February 6, 2018

The Town of Dumfries Architectural Review Board adopts these Bylaws for its rules and procedures for the transaction of its business for the benefit and convenience of the citizens of The Town of Dumfries (“Town”)

ARTICLE I. NAME

The official title of this Board is the Town of Dumfries Architectural Review Board, also known by the abbreviation “ARB.”

ARTICLE II. ORIGIN, AUTHORITY, AND PURPOSE FOR THE BOARD

2.1 Origin and Authority. The Architectural Review Board or “ARB,” is established pursuant to § 15.2-2306 of the Code of Virginia (previous citation § 15.1-503.2) which authorizes local governments to establish historic districts and review boards and is governed by provisions in Chapter 70, Article VIII of the Town Code of the Town of Dumfries. Other legislation applicable to the ARB includes the Virginia Freedom of Information Act (§§ 2.1-340 through 2.1-346.1 of the Code of Virginia) and the State and Local Government Conflict of Interests Act (§§ 2.1-639.1 through 2.1-639.24).

2.2 Purpose. The purpose of the ARB is to oversee and administer certain Town Ordinances concerning certain physical changes in the Historic Overlay District in the Town and to advise and assist the Town Council in its efforts to preserve and protect historic, architectural, and archeological resources and places in the Town. To carry out those purposes, the ARB has the duties and powers as stated in Chapter 70, Article VIII of the Code of Ordinances of the Town of Dumfries and the Town of Dumfries Architectural Review Board Design Guidelines.

ARTICLE III. COMPOSITION

3.1 Membership. The composition of the ARB shall consist of five (5) voting members.

3.2 Members. The voting members of the ARB are appointed by the Dumfries Town Council in accordance with § 70-677 of the Town Code of the Town of Dumfries. The five (5) voting members shall be as follows: at least three (3) residents of the Town, one (1) owner of a business located in the Town, and one (1) member at-large who may or may not be a resident of the Town but has special knowledge, experience, or abilities particular to the duties of the ARB. Members shall hold no other public office of the Town of Dumfries except that one (1) member may be a member of the Town’s Planning Commission. In order to be considered for appointment to the ARB, residents must not be delinquent on any Town taxes or fees and successfully pass a Virginia State Police background check.

3.2.a Filling Vacancies. Upon notice by the Town Manager or the Secretary of the ARB of the impending expiration of the term of any member of the ARB, the Town Council shall review any current applications for membership on the ARB and fill the expiring term by

reappointing the current member or appointing a new member to the position and if necessary, direct staff to solicit applications in a generally circulated newspaper or media outlet. Any vacancy of an unexpired term shall be filled by Town Council appointment and shall be for the unexpired term only. The Town Manager shall notify the Town Council ninety (90) days prior to the end of any term or terms to expire.

3.3 Term. Members shall be appointed to serve for terms of three (3) years. Terms shall be staggered. An appointment to fill a vacancy shall be for the unexpired portion of the term. Members may be reappointed.

3.4 Officers. The Officers shall be selected or appointed as designated below:

3.4.a Chairperson. The Chairperson of the ARB shall be elected by the voting members of the ARB at the ARB's first regular meeting in July each year. A candidate receiving a majority vote of the entire membership of the ARB shall be declared elected and take office on August 1. The Chairperson shall be a voting member. The term of office for the Chairperson shall be for one (1) year. If elected, the Chairperson may serve up to two (2) consecutive one (1) year terms. The Chairperson shall preside over all meetings and serve as the parliamentarian and decide all points of order and procedure, subject to Chapter 70, Article VIII of the Town Code of the Town of Dumfries. The Chairperson shall appoint any committees and committee chairs that may be found necessary. The Chairperson (or the Vice-Chairperson in his absence) must attend any Town Council meeting in which a report is being presented by the ARB and any Town Council meeting in which a recommendation of the ARB is being presented to the Town Council or considered by the Town Council. Vacancies in the office of Chairperson shall be filled immediately by majority vote of the membership at the next regular meeting following notification of the vacancy and shall be for the unexpired portion of the term.

3.4.b Vice-Chairperson. The Vice-Chairperson shall be shall be elected by the voting members of the ARB at the ARB's first regular meeting in July each year. A candidate receiving a majority vote of the entire membership of the ARB shall be declared elected and take office on July 1. The Vice-Chairperson shall be a voting member. The term of office for the Vice-Chairperson shall be for one year. If elected, the Vice-Chairperson may serve up to two consecutive one-year terms. He shall serve as acting Chairperson in the absence of the Chairperson. During the period the Vice-Chairperson shall act as Chairperson, he shall have the same authority and duties as the Chairperson. The Vice-Chairperson (in the absence of the Chairperson) must attend any Town Council meeting in which a report is being presented by the ARB and any Town Council meeting in which a recommendation of the ARB is being presented to the Town Council or considered by the Town Council. Vacancies shall be filled immediately by majority vote of the membership at the next regular meeting following notification of the vacancy and shall be for the unexpired portion of the term.

3.4.c Secretary. The selection of Secretary of the ARB shall be the responsibility of the Town Manager. The Town Manager shall designate a qualified Town staff member or independent contractor to serve as Secretary and provide the ARB with support services and project presentation support. The Secretary, as he/she is not a member of the ARB, shall not count toward a quorum and shall not be entitled to vote on matters before the ARB. The Secretary shall ensure an audio record is created of every meeting and keep minutes of its proceedings, showing the vote on each piece of business requiring a vote brought before it. The Secretary shall also inform the ARB of any correspondence relating to business of the ARB and attend to such correspondence. Minutes and all other such

records as the Town Manager deems necessary shall be filed in the Dumfries Town Hall and shall become a public record.

3.4.d Chair Pro Tem. In situations in which both the Chairperson and the Vice-Chairperson are absent from a hearing or meeting, the remaining members of the ARB shall elect a Chair Pro Tem from among themselves by a majority vote.

3.4.e Quorum when Electing Officers. In the event that a quorum does not exist at the July meeting, the ARB shall elect officers at the next regular business meeting at which a quorum is established.

3.5 Conduct of Members. The Conduct of the members of the ARB shall, at a minimum, conform to the standards below:

3.5.a Preparation for Meetings. Members of the ARB shall take such time as necessary to prepare themselves for hearings and meetings.

3.5.b Compliance with State and Local Law. ARB members shall comply at all times with the Virginia State and local Conflict of Interest Act (Code of Virginia §2.231-et seq., 1950, as amended, hereinafter “the Act”). An ARB member with a personal interest (as defined in Code of Virginia § 2.2-3101) in any transaction or matter coming before the ARB must disclose that personal interest in accordance with the Act. The ARB member shall disqualify himself/herself from participating in the matter if the matter has application solely to property or a business in which the ARB member has a personal interest, or is otherwise unable to participate by virtue of the Act. Nonetheless, a member may participate in the ARB’s deliberations and vote on the matter if the ARB member is a member of a business, profession, occupation, or group, the members of which are affected by the matter under consideration, and the ARB member complies with the declaration requirements of the Code of Virginia, § 2.2-3115 (G). The ARB member may also participate in the matter under consideration if the matter affects the public generally, even though the personal interest of the ARB member, as a member of the public, may also be affected. In the event that a personal interest prevents an ARB member from participating in the ARB’s actions on a matter, the interest of that ARB member may be represented before the ARB by a specifically designated representative or legal agent at the public hearing or work session, and testimony entered into the public record. Further, the ARB members shall, if required by the Act, complete a written declaration of the conflict in the form specified by the *Code of Virginia*, such declaration to be kept with the minutes of the meeting.

3.5.c Ex Parte Contact/Communication Prohibited

Ex Parte Communication between ARB members and applicants or other party of interest, and attorneys for an applicant or party in interest are strictly prohibited.

- 1) No applicant or other party of interest, and no attorney for an applicant or party in interest, shall initiate any contact with a member of the ARB for the purpose of conducting a private discussion, in person, by telephone or electronic mail, concerning the merits of any matter pending before the ARB.
- 2) No member of the ARB shall participate in any such private discussion.
- 3) If any member of the ARB is contacted by a party in interest, or attorney for such party, with reference to a matter pending before the ARB, the ARB member shall respectfully inform the party or attorney of the restrictions which this Rule imposes, and of the right of the party to make a full presentation to the entire ARB at a Public Hearing and

promptly discontinue the discussion. Any member that is contacted by an applicant or party in interest shall disclose such contact to the ARB.

3.5.d Removal from Membership on the ARB. Any member of the ARB may be removed for malfeasance, misfeasance, or nonfeasance in office (including willful nonpayment of any Town fees or taxes) by the Town Council without limitation, upon written charges and after a public hearing.

3.6 Compensation. Members of the ARB may receive such compensation as may be authorized by the Dumfries Town Council and as permitted or required by the Virginia State Code and the Town Code of the Town of Dumfries.

3.7 Advisors. The ARB may utilize advisors with special knowledge, experience, or abilities particular to matters before the ARB. Advisors may assist the active members without regard to residency. The advisors do not require appointment by the Town Council. Advisors shall not have voting privileges on the ARB. Advisors may be limited at the discretion of the Chairman.

ARTICLE IV. MEETINGS AND PROCEDURE

4.1 Meetings. Regular and special meetings of the ARB will adhere to the following standards:

4.1.a Regular Business Meetings. Regular meetings of the ARB shall be held on the 2nd Tuesday of each month when an application has been filed for its consideration. The meeting shall be open at 6:00 p.m. local time (unless otherwise noted on posted agenda) and adjourn upon completion of the business brought before it. The ARB shall meet at least three (3) times per calendar year.

4.1.b Special Meetings. Special meetings may be called at any time by the Chairperson or a majority of the board, provided proper notice is given. Proper notice shall be three (3) working days, unless emergency necessitates a shorter period of time.

4.1.c Closed Sessions. Closed Sessions may be held for the purposes provided for in the Virginia Freedom of Information Act. Provided that:

- 1) No meeting shall become a Closed Session unless there shall have been recorded an affirmative vote to that effect by the ARB.
- 2) Immediately subsequent to each Closed Session, the ARB shall certify, in open session that only matters specifically identified for convening the Closed Session were discussed or considered.
- 3) No action agreed upon in a Closed Session shall become effective unless confirmed by the ARB in an open meeting.
- 4) At a Closed Session, the Chairperson, with the approval of the ARB membership, may invite attendance by any person(s) the ARB believes will contribute to discussion of the matter.

4.1.d Location of Meetings. The meetings shall be held in Town Hall Council Chambers (unless otherwise noted on posted agenda). The meeting place may be moved, provided all concerned have been notified of the alternate meeting place at least three (3) working days prior to the date of the scheduled meeting. The alternate meeting place shall be noted on the posted agenda for such meeting. A log will be maintained of dates, time of

notification and name of the person notified of such alternate meeting place, as deemed appropriate by the Chairperson.

4.1.e Cancellation of Meetings. A regular or special meeting may be canceled when there is no business to be brought before the board. The cancellation may be called by the Chairperson after consultation with the Town Manager (or his/her designee), with notification to all concerned not less than three (3) working days prior to the scheduled opening of the meeting.

4.1.f Attendance at Meetings. All voting and non-voting members of the ARB are expected to attend all regular business meetings and special called meetings of the ARB unless excused. The determination of an excused absence for a valid reason shall be made by the Chairperson, subject to review by the full ARB for an appeal of a determination by the Chairperson that a member's absence is not excused. Each member of the ARB who has knowledge of the fact that he/she will not be able to attend any scheduled meeting of the ARB shall notify the ARB Chairperson or Town Manager (or his/her designee) at the earliest possible opportunity and in any event prior to 5:00 PM on the date of the meeting.

4.1.g Annual Organizational Meeting. In January of each year, the ARB shall hold an organizational meeting to include but not be limited to the review and approval of the meeting schedule for the next calendar year, establishing administrative priorities, and planning for training opportunities.

4.1.h Annual Meeting with Town Council. The members of the ARB shall meet annually with the Town Council. In March of each year, or as otherwise dictated by the Town Council, the ARB shall meet with the Town Council. The ARB shall issue an Annual Report to the Town Council of the activities of the previous Calendar Year. The Annual Report shall be presented in June and include the number of cases reviewed, the number of cases approved in one meeting, the number of cases approved after one or more deferrals, and the number of cases denied. The report shall also include a summary of any notable cases or other issues addressed by the ARB during the previous Calendar Year and any anticipated training needs for the coming year.

4.1.i Site Visits. When necessary, site visits may be made prior to the hearing of a case or cases pending. The Town Manager or his designee shall notify members if a site viewing is required.

4.2 Rules of Procedure. Procedural matters of the ARB will be as stated herein.

4.2.a Notice. Notice of all meetings of the ARB shall be as prescribed by the Town of Dumfries Zoning Ordinance(s) and as required by the Virginia Freedom of Information Act and the State and Local Government Conflict of Interests Act.

4.2.b Roberts Rules of Order. The rules for conducting public meetings of the ARB, which are not otherwise governed by ordinance, regulation, or statute, shall be carried out in accordance with *Robert's Rules of Order, Newly Revised, In Brief*.

4.2.c Quorums and Actions. A quorum shall consist of a majority of the members of the ARB. The vote of a majority of those members present shall be sufficient to decide matters brought before the ARB, provided a quorum is present.

- 1) If the ARB fails to establish quorum for a meeting, the Recording Secretary shall enter in the minute book the names of the members present and the adjournment for want of a quorum.
- 2) The temporary absence from the meeting room of members sufficient to constitute a quorum shall not be deemed to prevent the hearing of presentations or the discussion of matters.
- 3) In the absence of a quorum, no official actions shall be taken by the ARB or its standing and special committees.
- 4) No action of the ARB or its standing and special committees shall be valid unless authorized by a majority vote of those present and voting.
 - i. At the request of any ARB member, the Chairperson shall restate the motion or ask another ARB member to do so.
 - ii. An action may be reconsidered only upon a motion by a ARB member who voted with the prevailing side on the original vote. A motion to reconsider must be made at the same or immediately subsequent regular meeting.
- 5) An application for a Certificate of Appropriateness is required for all work that requires ARB review; however, when determining if work requires ARB review, any work performed on property owned by the Town of Dumfries shall be exempt from ARB review. Work performed on Town property shall be presented to the ARB for recommendation only and final approval shall lie with Town Council.

4.2.d Conflicts. No ARB member shall participate in the decision of any matter in which he/she has a personal, financial, or other interest. Members shall exempt themselves from taking part in the hearing, consideration, or determination of any matter in which the member or any of their immediate family or employer is financially interested. For purpose of this provision, a member has a financial interest if the member, the member's business partner or any organization for which the member or the member's partner is employed or is about to be employed has a financial interest in the matter being considered by the ARB. Immediate family shall be construed to mean close relatives by birth or marriage including siblings, parents, children, in-laws, and any financial dependents. It is the intent of this section to prohibit any and all conduct that would amount to a conflict of interest as defined in any applicable state or local law, rule, regulation, or guideline.

4.2.e Open Forum. Meetings of the ARB shall be open to the public except as provided by the *Virginia Freedom of Information Act*.

4.2.f Order of Business for Regular Meetings. The order of the business of a regular meeting shall be as follows:

- 1) Call to order
- 2) Roll call and acknowledgement of quorum
- 3) Adoption of Agenda
- 4) Approval of minutes of previous meeting
- 5) Approval of Consent Agenda
- 6) Public Comment time (time limit of eight (8) minutes per organization and five (5) minutes per citizen)
- 7) Presentations to the ARB
- 8) Public hearings on deferred cases
- 9) Public hearings on new cases
- 10) Application or other Agenda items requiring ARB action
- 11) Staff report on administrative approvals
- 12) Workshop sessions with prospective applicants

- 13) Old business
- 14) New business
- 15) Report of committees
- 16) Adjournment

4.2.g Public Hearing Procedure. Procedural rules for public hearings on applications shall be as follows:

- 1) Open public hearing
- 2) Staff presentation
- 3) Applicant presentation
- 4) Public testimony/comments
- 5) Applicant rebuttal
- 6) Questions from ARB members
- 7) Close public hearing
- 8) ARB discussion
- 9) ARB vote to take action or defer
- 10) Advise public of next steps in the process

4.2.h Application Procedures and Appeal Procedures. Procedures to be followed regarding applications to the ARB and appeals of ARB decisions shall be as outlined in Chapter 70, Article VIII of the Town Code of the Town of Dumfries.

4.2.i To Set a Consent Agenda. At the beginning of a regular business meeting, the Chairperson may state which cases, if any, are suitable for inclusion on a Consent Agenda, to be approved without discussion.

4.2.j To Rearrange Order of Agenda. The above procedure will normally be observed; however, it may be rearranged by the Chairperson at his discretion for individual items if necessary for the expeditious conduct of business.

4.2.k Voting. Each member of the ARB shall have one (1) vote. The Chairperson may utilize his vote to break a tie. Advisors as mentioned in § 70-677 of the Town Code of the Town of Dumfries shall not have voting privileges on the matters brought before the ARB.

4.3 Role of the Zoning Administrator. The role of the Zoning Administrator as he/she relates to the ARB shall be as determined by the Town Manager with the concurrence of Town Council. At a minimum, the Zoning Administrator shall act as Agent between the ARB and the Town Staff, receive and respond to questions from the ARB and Town Staff, and act as agent to ensure that the actions and recommendations of the ARB are properly and appropriately transmitted to the requisite person, body, or agency.

ARTICLE V. AMENDMENTS

5.1 Meetings. These Bylaws may be amended at any meeting of the ARB at which a quorum is present.

5.2 Notice. Notice of any proposed amendment must be provided to each member in writing at least two (2) weeks prior to the meeting at which a vote will be taken on the proposed amendments.

5.3 Vote Required. An affirmative vote of a majority of the entire membership of the ARB is required to pass any amendment to these Bylaws.

5.4 Town Council Approval. The Town Council must approve any proposed amendments to these Bylaws. Any amendment to the Bylaws will be in full force and effect only after it has been passed by the ARB and approved by a majority vote of the Town Council. Approval of the Bylaws by both the ARB and the Town Council must be in the form of a Resolution.

ARTICLE VI. ADOPTION

Architectural Review Board:

These By-Laws and/or Amendments thereto have been adopted by the Architectural Review Board on this _____ day of _____, 2018.

Chairperson, Architectural Review Board

Secretary, Architectural Review Board

Town Council Ratification:

These By-Laws and/or Amendments thereto have been REVIEWED and APPROVED by the Dumfries Town Council on this 6th day of February, 2018.

Gerald M. Foreman, II
Mayor, Town of Dumfries

Dawn Hobgood
Clerk, Town of Dumfries