

## BYLAWS

### MOSAIC DISTRICT COMMUNITY DEVELOPMENT AUTHORITY

#### ARTICLE I NAME AND POWERS

**Section 1.01 Name.** The name of this body is the Mosaic District Community Development Authority (the “Authority”).

**Section 1.02 Powers.** Subject to the limitations set forth in the ordinance (the “Ordinance”) creating the Authority adopted by the Board of Supervisors (the “Board of Supervisors”) of Fairfax County, Virginia (the “County”), on April 27, 2009, as amended by the Board of Supervisors on April 27, 2010, and the Authority’s Articles of Incorporation (the “Articles”), the Authority shall be vested with the powers granted to it by the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the Code of Virginia of 1950, as amended, as in effect from time to time, or any successor thereto (the “Act”), including the powers more particularly described in Article 6 of the Act. The Authority shall be a separate and distinct legal entity from the County and shall be, in accordance with the Act, a public body politic and corporate and political subdivision of the Commonwealth of Virginia exercising public and essential government functions.

#### ARTICLE II BOARD MEMBERS AND OFFICERS

**Section 2.01 Authority Board Members; Initial Members.** The Authority shall be governed by a Board (the “Authority Board”) consisting of five members (together, the “Members” and each separately a “Member”) appointed by the Board of Supervisors in accordance with Section 15.2-5113 of the Act. All powers of the Authority shall be vested in the Authority Board. The initial Members and their terms of office shall be as set forth in the Authority’s Articles of Incorporation; provided, however, that each initial Member shall continue in office until he or she is reappointed or until his or her successor shall be duly appointed and qualified. The successor of each initial Member shall be appointed as determined by the Board of Supervisors in accordance with the Act. Any Member shall resign his or her office immediately upon the request of the Board of Supervisors. In the event that a Member cannot serve or resigns from office, then the Authority Board’s chairman or secretary, or the County staff coordinator for the Authority Board, shall advise the Clerk to the Board of Supervisors of the vacancy in writing. In the event a Member completes his or her term of office, remains qualified to serve as a Member, and the Board of Supervisors has not reappointed that Member to another term or appointed a successor Member, then that person may continue to serve as a Member until such time as the Member is reappointed or a successor Member is appointed. The Act shall govern the ability of the Authority to act in the event of any such vacancy.

**Section 2.02 Officers of the Authority.** The Members shall elect a Chairman, Vice Chairman, Secretary and Treasurer of the Authority, and such additional subordinate officers as from time to time may be desired by the Authority Board. The Chairman and Vice Chairman shall be Members. The Secretary and Treasurer need not be Members and their offices may be

combined. The original officers of the Authority shall be elected at the first meeting of the Authority Board and shall serve for a term beginning upon the date of their election and ending upon the date of the first annual meeting of the Authority Board held in calendar year 2010 or until their successors are elected or they resign. Thereafter, each of the officers shall be elected at the annual meeting of the Authority to serve for a term of one year or until their successors are elected or they resign. Any vacancy occurring in an office shall be filled for the unexpired term by the Authority Board at the next regular meeting, or at a special meeting called for that purpose. If a vacancy occurs in the office of Secretary or Treasurer, an Acting Secretary or Treasurer shall be appointed by the Chairman pending replacement of such officer by election. An officer may succeed himself in office.

**Section 2.03 Removal of Officers.** Any officer elected or appointed by the Authority Board may be removed by the affirmative vote of a majority of the Members whenever in the judgment of such Members the best interest of the Authority would be served thereby.

**Section 2.04 Duties of Officers.** The duties of the officers of the Authority shall include, but shall not be limited to, the following:

A. *Chairman.* The Chairman shall preside at all meetings of the Authority Board at which he or she is present and, subject to the control of the Authority Board, oversee the affairs of the Authority; shall be responsible for all correspondence; shall make committee appointments; may appoint Members of the Authority Board as liaison to any other governmental agencies, authorities and commissions; shall act as signatory on all contracts and other instruments of the Authority; shall have overall responsibility for accomplishment of the Authority's goals and purposes; and shall perform all such other duties incident to the office or that may be properly required by the Authority Board.

B. *Vice Chairman.* The Vice Chairman shall, in the absence of the Chairman, exercise all of the Chairman's powers and duties. In the event the office of Chairman becomes vacant, the Vice Chairman shall immediately become the Chairman until the Chairman's successor is elected.

C. *Secretary.* The Secretary shall be responsible for maintaining minutes of every meeting of the Authority Board, preparing and distributing such minutes to all persons as directed by the Authority Board, and shall be responsible for providing notice of meetings of the Authority Board to the Members and the public as required by applicable law. The Secretary shall maintain copies of all reports, correspondence, contracts, agreements, indentures, documents, audits, rules and regulations and any other records as may be directed by the Authority Board and perform all such other duties as are incident to the office or as may be required by the Authority Board or the Virginia Freedom of Information Act, Virginia Code §§ 2.2-3700 *et seq.*, as amended ("VFOIA"). It shall be the duty of the Secretary to have charge of the seal and to affix the seal of the Authority to all documents on which it is required or necessary. Notwithstanding the foregoing, the responsibilities of the Secretary as set forth above may be delegated in whole or part to the County staff coordinator or other appropriate County staff as permitted by applicable law.

D. *Treasurer.* The Treasurer shall be custodian of all funds of the Authority, except as otherwise provided by agreement to which the Authority is a party; shall keep and maintain suitable financial records as may be directed by the Authority Board; shall, if required by Virginia law or agreement to which the Authority is a party, arrange for an annual audit of the accounts of the Authority by an independent certified public accountant, subject to the prior approval of the Board, and shall report to the Members the results of any such annual audit. The Treasurer shall perform all such other duties as are incident to the office or as may be required by the Board. Notwithstanding the foregoing, the responsibilities of the Treasurer as set forth above may be delegated in whole or part to the County's Office of Management and Budget or other appropriate County staff as permitted by applicable law.

E. In addition to the foregoing powers and duties, each officer of the Authority may exercise any powers conferred upon him by the Act as may be in effect from time to time and all other powers as are customarily exercised by such officer in similar organizations or authorities as may be expedient, necessary or proper to further the lawful purposes of the Authority. During the absence of any officer, the Members may designate any Member to perform the duties of the absent officer.

### **ARTICLE III MEETINGS**

**Section 3.01 Meetings and Notices.** Meetings of the Authority Board may be called by the Chairman or a majority of the Members. All meetings shall be conducted in accordance with VFOIA, and except for closed sessions, all meetings shall be open to the public. All meetings shall be preceded by a notice stating the date, time, and location of its meetings, and except for emergency meetings, notice of a meeting shall be given at least three working days prior to the meeting. Notice, reasonable under the circumstances of emergency meetings, shall be given contemporaneously with the notice provided to Members. Notices of all meetings shall be provided to the County's Office of Public Affairs for posting at the County's Government Center and on the County's Internet site. All meetings shall be conducted in places that are accessible to persons with disabilities, and all meetings shall be conducted in public buildings whenever practical.

**Section 3.02 Quorum and Voting.** A majority of the Members shall constitute a quorum, and the vote of a majority of the quorum shall be necessary for any action taken. No vacancy on the Authority Board shall impair the right of a quorum to exercise all of the powers and perform all of the duties of the Authority Board. All votes of members shall be taken during a public meeting, and no vote shall be taken by secret or written ballot or by proxy. All Members who are present at the meeting, including the Chairman, may vote at any meeting. Except as specifically authorized by VFOIA, no meeting shall be conducted through telephonic, video, electronic, or other communication means where the members are not all physically assembled to discuss or transact public business.

**Section 3.03 Conduct of Meetings and Minutes.** At any meeting, at least one copy of the agenda and, unless exempt under VFOIA, all materials furnished to Members shall be made available for public inspection at the same time such documents are furnished to the Members. Any person may photograph, film, record, or otherwise reproduce any portion of a meeting

required to be open, but no person broadcasting, photographing, filming, or recording any open meeting may interfere with any of the proceedings. The Secretary or County staff coordinator, or his or her designee, shall keep minutes of the Authority Board's, and those minutes shall include: (1) the date, time, and location of each meeting; (2) the Members present and absent; (3) a summary of the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes taken. Such minutes are public records and subject to inspection and copying by citizens of the Commonwealth or by members of the news media.

**ARTICLE IV  
CHECKS, NOTES, DRAFTS AND OTHER LEGAL DOCUMENTS**

**Section 4.01 Authorized Signatures.** Checks, notes, drafts and other legal documents shall be signed by such officers as specified in the Act, these By-laws, or as the Authority Board may, from time to time, authorize. The signature of any such person may be by facsimile when authorized by the Act or the Authority Board.

**ARTICLE V  
RULES AND REGULATIONS**

**Section 5.01 Rules of Order.** Except as otherwise provided by Virginia law or by these bylaws, *Robert's Rules of Order, Newly Revised*, or any subsequent edition thereof, shall govern all matters of procedure.

**ARTICLE VI  
FISCAL YEAR**

**Section 6.01** The fiscal year of the Authority shall commence on July 1 of each year and shall terminate on the following June 30.

**ARTICLE VII  
COMMITTEES**

**Section 7.01** The Authority Board may establish as many committees as may be required to perform its function. All meeting of any such committees shall comply with the notice and other requirements of VFOIA. To the extent that is practicable, any such committees shall be composed of at least four members.

**ARTICLE VIII  
ANNUAL REPORT**

**Section 8.01** The Authority Board shall prepare an annual written report to the Board of Supervisors that describes the actions and activities conducted in the previous year and any plans and/or recommendations for future action and activities. That report shall be provided to the Clerk to the Board of Supervisors and to the County Executive.

**ARTICLE IX  
COMPLIANACE WITH LAW AND COUNTY POLICY**

**Section 9.01** The Authority Board and its Members shall comply with all Virginia laws, including, but not limited to, VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia Code §§ 2.2-3100 *et seq.*, as amended, with all County ordinances, and with all County policies concerning the activities of boards, authorities, and commissions.

**ARTICLE X  
AMENDMENTS**

**Section 10.01 Amendments of Bylaws.** These bylaws may be amended by the Authority Board by adopting the proposed amendment or amendments and by presenting those proposed changes for approval to the Board of Supervisors. Any such amendments to bylaws shall become effective upon approval by the Board of Supervisors.

**ARTICLE XI  
DISPOSITION OF PROPERTY**

**Section 11.01** In the event of the dissolution of the Authority or the winding up of its affairs, upon approval of the Board of Supervisors title to all assets and property owned by the Authority shall vest in and become the property of the County. In that circumstance the Authority Board shall, after paying or making provision for the payment of all of the liabilities of the Authority, distribute all of the remaining assets and property of the Authority to the County.