



## **ARCHITECTURAL REVIEW BOARD WORK SESSION AGENDA**

Town Council Chambers  
765 Lynn Street, Herndon, VA 20170

Wednesday, January 3, 2024 | 7:30 PM

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- 1. Call to Order**
- 2. New Business**
  - a. Resolution to amend and restate the Bylaws of the Town of Herndon Architectural Review Board
  - b. Discussion - Election of Officers
- 3. Comments**
  - a. Comments from the Staff Members
  - b. Comments from the Board Members
- 4. Adjournment**

**Agenda Item:** Resolution to amend and restate the Bylaws of the Town of Herndon Architectural Review Board

**Meeting Date:** January 3, 2024

**Category:** New Business

**Prepared by:** Lauri Sigler, Deputy Town Attorney

**Description:**

The current Bylaws of the Architectural Review Board (ARB) of the Town of Herndon, Virginia, were last amended and adopted on February 16, 2022. The Department of Community Development in coordination with the Town Clerk's Office and the Town Attorney's Office, initiated a project to review and revise the Bylaws of all the Town's board and commissions (ARB, Historic District Review Board, Board of Zoning Appeals and Planning Commission) to provide for more consistency among the boards and commissions when possible, update terminology to be consistent with language in the Herndon Town Code and the Code of Virginia, update meeting procedure to reflect current practices and propose a new meeting attendance obligation to be consistent with the Town Council's plan to amend Town Code Sec. 2-5 - Code of ethics for the members of the town council and council appointed board and commission members.

The most substantive amendment to the Bylaws can be found in ARTICLE I, BOARD MEMBERS, subsection (e.) REMOVAL. In accordance with Town Code Sec. 58-41, the current Bylaws state that any ARB member may be removed for just cause by the Town Council upon written charges and after at least 15 day's notice. A new provision is proposed to be added to this subsection as follows: "Notwithstanding the foregoing provision, a member of the ARB may be removed from office by the Town Council without limitation if the member is absent from any three consecutive meetings of the ARB or is absent from any four meetings of the ARB within any twelve-month period, beginning upon the date of the ARB member's assumption in office."

This language about attendance already appears in the Bylaws for the Planning Commission, and the Town Council has requested that all members of council appointed Boards and Commissions be subject to this same standard to be consistent with each other. Note that this language is permissive and states that a member *may* be removed, not *shall* be removed. The expectation of the Town Council is that Bylaws of the Historic District Review Board, ARB, Board of Zoning Appeals would be amended to reflect attendance requirements similar to those being considered for Town Council.

This expectation was recently expressed by the Town Council when they requested

staff to bring forward an Ordinance amending Sec. 2-5, the Town's Code of Ethics, to reflect the responsibility Town Council members have and members of council appointed Boards and Commissions have to faithfully and regularly attend meetings of their body. This ordinance amendment will be considered at the first set of Town Council meetings in January 2024. The proposed amendment to Sec. 2-5 specifies the ethical responsibility of Town Council members as public officials to regularly attend council meetings and specifies that Town Council members who fail to attend four (4) consecutive meetings or 25% of work sessions, regular meetings, and special meetings in a 12-month period without good cause are subject to censure by the Town Council for dereliction of their duties. This amendment further specifies that members of council appointed boards and commissions continue to be subject to the rules of attendance proscribed by the Code of Virginia, Herndon Town Code, and their applicable Bylaws.

Another substantive amendment can be found in ARTICLE IV, MEETINGS where subsections have been amended to be consistent with the language in Town Code Sec. 2-1, regarding the scheduling of Town Council meetings including the rescheduling of meetings due to unforeseen circumstances.

Changes to the Article regarding the conduct of persons appearing before the board (proposed ARTICLE VII) now includes the language about maintaining proper decorum which now more closely mirrors direction given in opening remarks at the Regular Town Council meeting.

In the Article regarding voting and transaction of business (proposed ARTICLE VII) the order of business has changed slightly but these changes will be implemented across all Boards and Commission.

Pursuant to Article IX. of the current Bylaws, a proposal for a modification to the Bylaws must be submitted to the board at a regular meeting and then scheduled for consideration and action at the next regular meeting. The revisions to the Bylaws are being introduced to the board at this work session for discussion and will be formally submitted again at the January 17, 2024, regular meeting for further review and discussion. This item will also be placed on the agenda for the February 21, 2022, regular meeting for consideration of the revisions and a final vote.

**Background:**

N/A

**Fiscal Impact:**

None

**Recommendation:**

Recommend approval of the Resolution to amend the Bylaws of the Town of Herndon Architectural Review Board.

**Attachments:**

1. Resolution (Proposed)
2. ARB Proposed Redline Bylaws
3. ARB Proposed Bylaws

**TOWN OF HERNDON, VIRGINIA  
ARCHITECTURAL REVIEW BOARD**

**RESOLUTION**

**FEBRUARY 21, 2024**

**Resolution-**      **to amend and restate the Bylaws of the Town of Herndon  
Architectural Review Board.**

**BE IT RESOLVED** by the Architectural Review Board of the Town of Herndon, Virginia  
that:

1. The Architectural Review Board Bylaws are amended and restated as outlined in the attached.

**Town of Herndon, Virginia**  
**Architectural Review Board**

**By-Laws**

**Introduction**



**ARCHITECTURAL REVIEW BOARD**  
**BYLAWS**  
**DRAFT AMENDMENTS**

**INTRODUCTION**

This Architectural Review Board (*ARB*) is established pursuant to ~~§Sec. 7.4:1, Architectural control districts, of the Charter of the Town of Herndon, (Town Charter); and the Code of the Town of Herndon (Town Code) Chapter 58 of the Herndon Town Code and §, Article II, Architectural Review, and Sec. 78-150.5 of the Herndon Town Code.~~ *Architectural review board.*

**ARTICLE I.**  
**BOARD MEMBERS**

a. COMPOSITION/QUALIFICATIONS OF MEMBERS. ~~The Architectural Review Board (“In accordance with Town Charter Sec. 7.4:1(b) and Town Code Sec. 58-41, the ARB”)~~ shall ~~consist~~ *be composed* of ~~FIVE (5)~~ *five* members, appointed by *majority vote of the Town Council, at council.* At least one *member* of which ~~the ARB~~ shall be an architect registered in Virginia and at least one *member* shall be a member of the Virginia State Bar. All members of the ~~board~~ *ARB* shall be residents of the Town *of Herndon* except *for* one architect member who may or may be a resident of the Town. ~~In the event the one architect member shall not be~~ *not be* a resident of the Town, ~~the appointment shall be for a period of one year.~~ *of Herndon. Members of the Town Council and the Planning Commission shall not be eligible to serve on the ARB.*

b. TERM. ~~The term of the members~~ *In accordance with Town Charter Sec. 7.4:1(b), each member* of the ARB shall ~~be for~~ *have a term not to exceed* three ~~(3)~~ years except that in the event the one architect member shall not be a resident of the Town, the term shall ~~be for a period of one year.~~ *. Any member is eligible for reappointment.*

c. RESIGNATION. Any member who resigns from the ARB prior to the end of their term shall do so in writing to the ~~chair~~ *Chair*. The effective date of such resignation shall be the date of the letter to the ~~chair~~ *Chair* unless another date is stated within the letter of resignation.

d. ~~VACANCIES. Vacancies~~*In accordance with Town Code Sec. 58-41, appointments for vacancies occurring for reasons other than by expiration of terms a term in all cases shall be filled for the period-unexpired terms. If a member serving on the ARB becomes a member of the Town Council or is appointed to the Planning Commission, they shall be deemed to have vacated, and shall vacate, their term of office on the ARB on the date of their taking office on the Town Council or Planning Commission.*

e. ~~REMOVAL. unexpired term by appointment~~*In accordance with Town Code Sec. 58-41, any member may be removed for just cause by the Town Council upon written charges and after a public hearing held after at least 15 days' notice. Notwithstanding the foregoing provision, a member of the ARB may be removed from office by the Town Council without limitation if the member is absent from any three consecutive meetings of the ARB or is absent from any four meetings of the ARB within any twelve-month period, beginning upon the date of the ARB member's assumption of office. In such an event, a successor shall be appointed by the Town Council for the unexpired portion of the term only. Any of the member is eligible for reappointment who was removed.*

e. ~~REMOVAL. Any member may be removed by the Town Council for malfeasance, misfeasance or nonfeasance in office~~

f. ~~COMPENSATION. All~~*In accordance with Town Code Sec. 58-42, all members of the ARB shall receive monthly as compensation in an amount approved such amounts as may be or have been determined by resolution of the Town Council and shall be reimbursed for actual expenses incurred.*

g. ~~TRAINING. In accordance with Sec. 78-150.5, newly appointed members of the ARB shall be offered training and certification by the Citizens Planning Education Association of Virginia or similar certification to be completed within two years of appointment.~~

## ~~ARTICLE II- ELECTION AND DUTIES OF OFFICERS OF THE ARB~~

a. ~~a. ELECTION OF CHAIR/VICE-CHAIR. The~~*OFFICERS. In accordance with Town Code Sec. 58-41, the ARB shall elect a Chair to preside at meetings, a Vice Chair to act in their absence, and a Secretary. Elections of officers shall occur annually at its first public hearing the ARB's regular meeting in January, elect. Elections shall be conducted through the ARB's usual voting process from its appointed members a Chair and a Vice Chair whose terms.*

~~a.b.~~ **TERMS. Terms for each officer** shall be for one (1) year or until a successor takes office. If the office of Chair becomes vacant, the Vice Chair automatically becomes Chair and the office of Vice Chair becomes vacant. The ARB shall ~~then~~, after a new member has been appointed, *then* elect from its appointed members a new Vice Chair. If the office of Chair becomes vacant at a time when there is no Vice Chair, the ARB shall elect from its current members both a Chair and a Vice Chair.

~~b.c.~~ ~~b.~~—**DUTIES OF CHAIR.** ~~The~~*In accordance with Town Code Sec. 58-41, the* Chair shall preside over all ~~hearings and~~ meetings of the ARB, with the same powers and duties as the other members, with vote but no veto power. ~~He~~*The Chair* shall be the official head of the ARB and shall perform such other duties not inconsistent with ~~his~~*their* office including *deciding points of order with the assistance of the Parliamentarian, taking action to preserve order and integrity of proceedings before the ARB,* being informed of any official communication and reporting about such to the ARB at the next regular ARB meeting.

~~e.~~—

*d.* **DUTIES OF VICE-CHAIR.** ~~The~~*In accordance with Town Code Sec. 58-41, the* Vice-Chair shall act in the absence or inability of the Chair to act, serve as *an* aide to the Chair ~~and~~, represent the Chair upon request.

*e.* **DUTIES OF THE SECRETARY.** *In accordance with Town Code Sec. 58-41, the Secretary shall be responsible for keeping a written record of all board proceedings and all notices, petitions, records, pleadings, and appeals pertinent thereto.*

*f.*

~~d.~~—**CHAIR PRO TEM.** In the absence of both the ~~Chairman~~*Chair* and Vice-~~Chairmen~~*Chair*, the ARB shall elect by a majority vote a Chair Pro Tem, who shall preside over the meeting and shall act as Chair.

### **ARTICLE III-**

#### **DESIGNATION AND DUTIES OF *THE SECRETARY AND STAFF***

*a.* **DESIGNATION AND DUTIES OF STAFF.** ~~The~~ *Director of Community Development* ~~Director~~ or ~~his~~*their* designee, *in addition to any regular duties,* shall serve as the professional staff to the ARB. ~~The~~ *and their* ~~duties of such staff~~ shall include the preparation and presentation of applications before the ARB.

~~a.b.~~ **DESIGNATION AND DUTIES OF SECRETARY.** *The Director of Community Development, or their designee, in addition to any other appointed duties, shall serve as Secretary of the ARB. The Secretary shall attend all meetings of the ARB and their duties shall include the* preparation of draft minutes, preparation and compilation of a written

record of the official actions of the ARB (~~minutes~~), which shall be posted on the Town's website and filed in the ~~office~~*Department* of the Community Development ~~Department~~ at ~~777 Lynn Street~~, and preparation of official correspondence to and from the ARB as directed by the Chair.

## ARTICLE IV. MEETINGS

### *MEETINGS*

a. ~~REGULAR MEETINGS. The ARB shall meet in regular session on the third Wednesday of each month at 7:30 p.m. or immediately following the Historic District Review Board meeting, whichever occurs first at 765 Lynn Street, Herndon, Virginia. In the event such date falls on a legal holiday, the meeting shall be held on the fourth Wednesday of the month unless otherwise provided by resolution of the ARB. The ARB may also meet at such other times or places within the boundaries of the Town of Herndon that the ARB designates by duly adopted resolution.~~

~~Should the conduct of a regular meeting be unnecessary due to a lack of applications for consideration or impossible due to the inability to obtain a quorum, or due to weather or other conditions such that it is hazardous for members to attend the regular meeting, as declared in writing by the chair, the regular meeting shall be continued to the next regular meeting day at 7:30 p.m. at 765 Lynn Street, Herndon, Virginia. The press shall be notified as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.~~

b. ~~REGULAR WORK SESSIONS AND SPECIAL MEETINGS. The ARB shall meet in regular work session~~

a. *MEETING SCHEDULE. In accordance with Town Code Sec. 58-43, the ARB may meet in regular session on the third Wednesday of each month, and in work sessions on the first Wednesday of each month at 7:30 p.m. or immediately following the Historic District Review Board meeting, whichever occurs first*~~later~~ *at 765 Lynn Street, Herndon, Virginia. In the event or at such date falls on a legal holiday, the meeting shall be held on the second Wednesday unless otherwise provided*~~other time and place within the boundaries of the Town of Herndon as may be fixed~~ *by the resolution of the ARB. Special meetings or additional work sessions of the ARB may be called when necessary by the Chair and notice shall be provided at least five business days in advance to members, the public and the press.*

*b. e.—POSTPONED OR CANCELED. Should the conduct of a meeting be unnecessary due to a lack of items for consideration, impossible due to the inability to obtain a quorum, or due to weather or other condition such that it is hazardous for members to attend the meeting, as declared in writing by Chair, the meeting may be postponed or canceled and notice of such postponement or cancelation and the rescheduled date, shall be published by staff. All public hearings and other matters previously advertised shall be conducted at the rescheduled meeting and no further advertisement is required, unless required by law.*

*c. SPECIAL MEETINGS. In accordance with Town Code Sec. 58-43, special meetings or additional work sessions of the ARB may be called when necessary by the Chair or any two members upon written request to the staff, and notice shall be provided at least 24 hours in advance to members, the public, and the press.*

~~PUBLIC HEARINGS. Public hearings are *scheduled during regular meetings, are* open to the public, and ~~citizens~~*members of the public* are encouraged to speak. *The purpose of public hearings is to receive testimony from the public.* ~~Members of the ARB are not expected to respond to general questions. Response to questions shall be made at the discretion of the Chair.~~~~

~~b.d.~~ Notice of public hearing*hearings* shall be provided in accordance with *the* Code of Virginia and the ~~Herndon~~ Town Code and may be supplemented with additional notices as deemed appropriate by the ARB or staff.

~~Sign in forms, if deemed necessary by the Chair, shall be completed by persons desiring to speak, listing printed name, phone number, and address of the person desiring to speak, and application number of the issue to be addressed.~~

~~Members of the public or their representatives desiring to address the ARB shall proceed to the appointed place, clearly state their names and addresses, and shall be subject to the following time limitations: 10 minutes total for the applicant and any of the applicant's representatives; 3 minutes per individual for all others. The Chair may, at personal discretion, allow additional time for speakers.~~

~~Members of the ARB shall limit their comments to ensure public participation without ARB interference. At the completion of each presentation, members of the ARB shall have an opportunity to ask questions or clarify points made during the speaker's~~

~~presentation.~~

~~(d)~~*e.* ORDER OF PUBLIC HEARING.

- i. •—Presentation by staff summarizing the item.
- ii. •—Presentation by the applicant.
- iii. •—Testimony of ~~citizens~~*member of the public* desiring to speak.
- iv. •—Concluding comments by the applicant; *questions by ARB members*, if the Chair determines such are necessary; ~~questions by ARB members.~~
- v. •—Concluding comments by staff; *questions by ARB members*, if the Chair determines such are necessary; ~~questions by ARB members.~~
- vi. •—Public hearing closed by the Chair.
- vii. •—Motion
- viii. •—Discussion by ARB members.
- ix. •—Vote (by roll call (or other means if deemed necessary by the Chair))*

*f. CONTINUED DELIBERATION OF PUBLIC HEARING ITEMS. At the completion of the hearing on each item, the ARB shall proceed with its deliberation on that item and members shall have an additional opportunity for discussion, and then a vote if deemed necessary by the Chair shall be taken. Continuing an item to another meeting shall only occur upon motion, second, and vote of the ARB properly made and the motion shall specify the date when the item will again be considered.*

~~(e)~~*g.* ELECTRONIC PARTICIPATION IN MEETINGS. ~~A~~*In accordance with Town Code Sec. 2-4, a* member of the ARB may participate in a meeting that is not a public hearing from a remote location ~~only pursuant to the requirements set forth in Sec. 2-4 of the Code of the Town of Herndon.~~

**ARTICLE V.VI**

**CONDUCT OF THE *BOARD* MEMBERS OF THE ARCHITECTURAL REVIEW BOARD**

a. ~~Section 2-5 of the Code of the~~*CODE OF ETHICS.* ~~Town of Herndon~~*Code Sec. 2-5,* “Code of Ethics for the Members of the Town Council and Council Appointed Board and Commission Members” is hereby incorporated by reference and members of the ARB shall so govern their actions.

*b. ENCOURAGE PUBLIC PARTICIPATION. Members of the ARB shall limit their comments to ensure public participation without ARB interference. At the completion of each presentation, members of the ARB shall have an opportunity to ask questions or clarify points made during the speaker's presentation.*

*c. BOARD RESPONSE. Members of the ARB are not expected to respond to general questions. Response to questions shall be made at the discretion of the Chair.*

**ARTICLE VI-VII**  
**CONDUCT OF PERSONS**  
**APPEARING BEFORE THE ARCHITECTURAL REVIEW BOARD**

a. *PUBLIC ATTENDANCE.* During all public hearings and other regular meetings of the ARB, the public may be present, and a specific time shall be reserved for receipt of public comments. At *all* other times, the public shall remain silent unless specifically invited by a member of the ARB and permitted by the Chair to provide comment.

~~Comments should be addressed to the item before the ARB. If a comment is irrelevant, inflammatory, or prejudicial, the Chair may instruct the members to "disregard" the comment, which nevertheless remains in the public record.~~

*b. PROPER DECORUM.* During all ARB proceedings, members of the public have the obligation to maintain proper decorum. Individuals should be respectful, clear, and concise, and demonstrate integrity in comments and actions. The use of profane, vulgar, obscene, or threatening remarks is not permitted and may result in removal from the meeting. Individuals should refrain from participating unless recognized by the Chair; this includes booing, clapping, and cheering.

*c. TIME AND PLACE.* Members of the public, applicants, or their representatives desiring to address the ARB shall proceed to the appointed place, clearly state their name and address, and shall be subject to the following time limitations: ten minutes total for the applicant, including any of the applicant's representatives; three minutes per individual for all others. The Chair may, at their discretion, allow additional time for speakers.

*d. SIGN-IN.* Sign-in forms, if deemed necessary by the Chair, shall be completed by persons desiring to speak, listing printed name, phone number, address of the person desiring to speak, and application number of the issue to be addressed.

*e. WRITTEN COMMENTS AND TESTIMONY.* Written comments must be received no

*later than twenty-four hours prior to the regular meeting to ensure distribution to the ARB members in time for review. Any written comments and testimony received shall become part of the public record.*

*f. WORK SESSIONS. During all work sessions of the ARB, the public may be present but shall remain silent unless specifically invited by the Chair of the ARB to provide comment. Formal rules of procedure may be suspended for ARB work sessions.*

## **ARTICLE VII-VIII VOTING AND TRANSACTION OF BUSINESS**

~~a. a.~~ **PARLIAMENTARY AUTHORITY.** ~~Parliamentary~~*In accordance with Town Code Sec. 58-46(d), parliamentary* procedure at *all* ARB meetings shall be governed by the most recent edition of Robert's Rules of Order, newly revised, as applicable to boards, except to the extent set out otherwise ~~in these bylaws~~*by Town Code* or the Code of Virginia. The Town Attorney ~~is,~~ *or their designee, shall be* Parliamentarian of the ARB.

~~b. b.~~ **QUORUM.** ~~A~~*In accordance with Town Code Sec. 58-45, a* quorum shall consist of three members of the ARB. *Any member who knows they will be absent from or will have to abstain from any matter shall notify the Chair and staff of such fact at least twenty-four hours prior to the meeting.*

*c. LACK OF QUORUM. If a quorum is not present at the time set for the meeting, the Chair shall wait until there is a quorum. If no action quorum is present after a reasonable time, at the discretion of the Chair, and there appears to be no prospect that a quorum will assemble with additional reasonable time, then the Chair shall call the meeting to order, announce the absence of a quorum, and entertain a motion to adjourn. In accordance with Town Code Sec. 58-45, if a quorum is not obtained at any regular meeting, a special meeting shall be scheduled within ten days thereafter.*

*d. VOTING. In accordance with Town Code Sec. 58-46, all members* of the ARB shall be ~~valid unless authorized~~*entitled to vote, and the decisions shall be* by a majority vote of those *members* present ~~and voting~~. Unless otherwise specified by the Chair, actions shall be by oral vote with the vote of each member recorded in the minutes.

~~e.e.~~ **SUSPENSION OF THE RULES.** No rule of the ARB shall be suspended without the concurrence of three-fourths of the members present and such suspension shall be limited to the meeting then in progress.

~~d.f.~~ **AGENDA.** The activities at any ~~regular~~ meeting of the ARB shall be in accordance with a ~~formal~~*an* agenda. Such *an* agenda shall be distributed to the ARB ~~And~~*and* made available to the public prior to each meeting.

e. \_\_\_\_\_

~~g.~~ **ORDER OF BUSINESS (Regular Meeting *REGULAR MEETING*)**. At regular meetings of the ARB, business shall be conducted in the following manner:

- ~~1.~~ Call to ~~order and roll call~~ *Order*
- ~~2.~~ Approval of minutes of the last meeting(s)
- 2. Election of Officers, when necessary*
- 3. Staff Comment*
- ~~3.~~*4.* Board comment period *Comment*
- ~~4.~~ Staff comment period
- ~~5.~~ Citizen comment period
- ~~6.~~*5.* Public hearings *Comment*
- ~~7.~~ Special items deferred from previous meetings
- ~~6.~~ *Old Public Hearings*
- ~~8.~~*7.* *Regular Business*
- ~~9.~~ New Business
- ~~10.~~ Staff Reports
- ~~11.~~ Committee Reports
- ~~12.~~ ARB Reports and requests
- ~~13.~~ Future Business
- 8. Consent (includes minutes)*
- ~~14.~~*9.* Adjournment

~~f.~~ **ORDER OF BUSINESS (Special Meetings) *WORK SESSIONS AND SPECIAL MEETINGS***. The order of business at *work sessions and* special meetings shall be in accordance with the agenda set by the Chair for such ~~special~~ meetings.

*i.*

~~g.~~ **AMENDMENTS TO AGENDA**. Agendas may be amended ~~and/or items added or deleted from the agenda~~ by majority concurrence of the members *present*.

**ARTICLE ~~VIII.~~ *IX***  
**SEPARABILITY**

Should any article of the ARB bylaws be found to be void, the remaining articles shall remain in effect.

**ARTICLE IX. ~~X~~MODIFICATION OF BYLAWS**  
***MODIFICATION OF BYLAWS***

Modification of these bylaws shall be approved by the ARB in *a regular session*~~meeting~~. Proposals for modification shall be submitted to the ARB at a ~~regular meeting~~*work session* and shall be scheduled for consideration and action at the next regular meeting. An affirmative vote of ~~two-thirds~~*a majority* of the entire ARB shall be required to modify the bylaws.

## **INTRODUCTION**

This Architectural Review Board (ARB) is established pursuant to Sec. 7.4:1, Architectural control districts, of the Charter of the Town of Herndon (Town Charter); and the Code of the Town of Herndon (Town Code) Chapter 58, Article II, Architectural Review, and Sec. 78-150.5, Architectural review board.

## **ARTICLE I** **BOARD MEMBERS**

a. **COMPOSITION/QUALIFICATIONS OF MEMBERS.** In accordance with Town Charter Sec. 7.4:1(b) and Town Code Sec. 58-41, the ARB shall be composed of five members appointed by majority vote of the council. At least one member of the ARB shall be an architect registered in Virginia and at least one member shall be a member of the Virginia State Bar. All members of the ARB shall be residents of the Town of Herndon except for one architect member who may or may not be a resident of the Town of Herndon. Members of the Town Council and the Planning Commission shall not be eligible to serve on the ARB.

b. **TERM.** In accordance with Town Charter Sec. 7.4:1(b), each member of the ARB shall have a term not to exceed three years except that in the event the one architect member shall not be a resident of the Town, the term shall be. Any member is eligible for reappointment.

c. **RESIGNATION.** Any member who resigns from the ARB prior to the end of their term shall do so in writing to the Chair. The effective date of such resignation shall be the date of the letter to the Chair unless another date is stated within the letter of resignation.

d. **VACANCIES.** In accordance with Town Code Sec. 58-41, appointments for vacancies occurring otherwise than by expiration of a term in all cases shall be for the unexpired terms. If a member serving on the ARB becomes a member of the Town Council or is appointed to the Planning Commission, they shall be deemed to have vacated, and shall vacate, their term of office on the ARB on the date of their taking office on the Town Council or Planning Commission.

e. **REMOVAL.** In accordance with Town Code Sec. 58-41, any member may be removed for just cause by the Town Council upon written charges and after a public hearing held after at least 15 days' notice. Notwithstanding the foregoing provision, a member of the ARB may be removed from office by the Town Council without limitation if the member

is absent from any three consecutive meetings of the ARB or is absent from any four meetings of the ARB within any twelve-month period, beginning upon the date of the ARB member's assumption of office. In such an event, a successor shall be appointed by the Town Council for the unexpired portion of the term of the member who was removed.

f. **COMPENSATION.** In accordance with Town Code Sec. 58-42, all members of the ARB shall receive as compensation such amounts as may be or have been determined by resolution of the Town Council and shall be reimbursed for actual expenses incurred.

g. **TRAINING.** In accordance with Sec. 78-150.5, newly appointed members of the ARB shall be offered training and certification by the Citizens Planning Education Association of Virginia or similar certification to be completed within two years of appointment.

## **ARTICLE II ELECTION AND DUTIES OF OFFICERS**

a. **ELECTION OF OFFICERS.** In accordance with Town Code Sec. 58-41, the ARB shall elect a Chair to preside at meetings, a Vice Chair to act in their absence, and a Secretary. Elections of officers shall occur annually at the ARB's regular meeting in January. Elections shall be conducted through the ARB's usual voting process from its appointed members.

b. **TERMS.** Terms for each officer shall be for one (1) year or until a successor takes office. If the office of Chair becomes vacant, the Vice Chair automatically becomes Chair and the office of Vice Chair becomes vacant. The ARB shall, after a new member has been appointed, then elect from its appointed members a new Vice Chair. If the office of Chair becomes vacant at a time when there is no Vice Chair, the ARB shall elect from its current members both a Chair and a Vice Chair.

c. **DUTIES OF CHAIR.** In accordance with Town Code Sec. 58-41, the Chair shall preside over all meetings of the ARB, with the same powers and duties as the other members, with vote but no veto power. The Chair shall be the official head of the ARB and shall perform such other duties not inconsistent with their office including deciding points of order with the assistance of the Parliamentarian, taking action to preserve order and integrity of proceedings before the ARB, being informed of any official communication and reporting about such to the ARB at the next regular ARB meeting.

d. **DUTIES OF VICE-CHAIR.** In accordance with Town Code Sec. 58-41, the Vice Chair shall act in the absence or inability of the Chair to act, serve as an aide to the Chair, represent the Chair upon request.

e. **DUTIES OF THE SECRETARY.** In accordance with Town Code Sec. 58-41, the

Secretary shall be responsible for keeping a written record of all board proceedings and all notices, petitions, records, pleadings, and appeals pertinent thereto.

f. CHAIR PRO TEM. In the absence of both the Chair and Vice Chair, the ARB shall elect by a majority vote a Chair Pro Tem, who shall preside over the meeting and shall act as Chair.

### **ARTICLE III DESIGNATION AND DUTIES OF THE SECRETARY AND STAFF**

a. DESIGNATION AND DUTIES OF STAFF. The Director of Community Development or their designee, in addition to any regular duties, shall serve as the professional staff to the ARB and their duties shall include the preparation and presentation of applications before the ARB.

b. DESIGNATION AND DUTIES OF SECRETARY. The Director of Community Development, or their designee, in addition to any other appointed duties, shall serve as Secretary of the ARB. The Secretary shall attend all meetings of the ARB and their duties shall include the preparation of draft minutes, preparation and compilation of a written record of the official actions of the ARB, which shall be posted on the Town's website and filed in the Department of Community Development, and preparation of official correspondence to and from the ARB as directed by the Chair.

### **ARTICLE IV MEETINGS**

a. MEETING SCHEDULE. In accordance with Town Code Sec. 58-43, the ARB may meet in regular session on the third Wednesday of each month, and in work sessions on the first Wednesday of each month at 7:30 p.m. or immediately following the Historic District Review Board meeting whichever occurs later at 765 Lynn Street, Herndon, Virginia or at such other time and place within the boundaries of the Town of Herndon as may be fixed by resolution.

b. POSTPONED OR CANCELED. Should the conduct of a meeting be unnecessary due to a lack of items for consideration, impossible due to the inability to obtain a quorum, or due to weather or other condition such that it is hazardous for members to attend the meeting, as declared in writing by Chair, the meeting may be postponed or canceled and notice of such postponement or cancelation and the rescheduled date, shall be published by staff. All public hearings and other matters previously advertised shall be conducted at the rescheduled meeting and no further advertisement is required, unless required by law.

c. SPECIAL MEETINGS. In accordance with Town Code Sec. 58-43, special meetings or additional work sessions of the ARB may be called when necessary by the Chair or any two members upon written request to the staff, and notice shall be provided at least 24 hours in advance to members, the public, and the press.

d. PUBLIC HEARINGS. Public hearings are scheduled during regular meetings, are open to the public, and members of the public are encouraged to speak. The purpose of public hearings is to receive testimony from the public. Notice of public hearings shall be provided in accordance with the Code of Virginia and the Town Code and may be supplemented with additional notices as deemed appropriate by the ARB or staff.

e. ORDER OF PUBLIC HEARING.

- i. Presentation by staff summarizing the item
- ii. Presentation by the applicant
- iii. Testimony of member of the public desiring to speak
- iv. Concluding comments by the applicant; questions by ARB members, if the Chair determines such are necessary
- v. Concluding comments by staff; questions by ARB members, if the Chair determines such are necessary
- vi. Public hearing closed by the Chair
- vii. Motion
- viii. Discussion by ARB members
- ix. Vote by roll call (or other means if deemed necessary by the Chair)

f. CONTINUED DELIBERATION OF PUBLIC HEARING ITEMS. At the completion of the hearing on each item, the ARB shall proceed with its deliberation on that item and members shall have an additional opportunity for discussion, and then a vote shall be taken. Continuing an item to another meeting shall only occur upon motion, second, and vote of the ARB properly made and the motion shall specify the date when the item will again be considered.

g. ELECTRONIC PARTICIPATION IN MEETINGS. In accordance with Town Code Sec. 2-4, a member of the ARB may participate in a meeting that is not a public hearing from a remote location.

**ARTICLE VI  
CONDUCT OF THE BOARD MEMBERS**

- a. **CODE OF ETHICS.** Town Code Sec. 2-5, “Code of Ethics for the Members of the Town Council and Council Appointed Board and Commission Members” is hereby incorporated by reference and members of the ARB shall so govern their actions.
- b. **ENCOURAGE PUBLIC PARTICIPATION.** Members of the ARB shall limit their comments to ensure public participation without ARB interference. At the completion of each presentation, members of the ARB shall have an opportunity to ask questions or clarify points made during the speaker’s presentation.
- c. **BOARD RESPONSE.** Members of the ARB are not expected to respond to general questions. Response to questions shall be made at the discretion of the Chair.

**ARTICLE VII  
CONDUCT OF PERSONS  
APPEARING BEFORE THE ARCHITECTURAL REVIEW BOARD**

- a. **PUBLIC ATTENDANCE.** During all public hearings and other regular meetings of the ARB, the public may be present, and a specific time shall be reserved for receipt of public comments. At all other times, the public shall remain silent unless specifically invited by a member of the ARB and permitted by the Chair to provide comment.
- b. **PROPER DECORUM.** During all ARB proceedings, members of the public have the obligation to maintain proper decorum. Individuals should be respectful, clear, and concise, and demonstrate integrity in comments and actions. The use of profane, vulgar, obscene, or threatening remarks is not permitted and may result in removal from the meeting. Individuals should refrain from participating unless recognized by the Chair; this includes booing, clapping, and cheering.
- c. **TIME AND PLACE.** Members of the public, applicants, or their representatives desiring to address the ARB shall proceed to the appointed place, clearly state their name and address, and shall be subject to the following time limitations: ten minutes total for the applicant, including any of the applicant's representatives; three minutes per individual for all others. The Chair may, at their discretion, allow additional time for speakers.
- d. **SIGN-IN.** Sign-in forms, if deemed necessary by the Chair, shall be completed by persons desiring to speak, listing printed name, phone number, address of the person desiring to speak, and application number of the issue to be addressed.

- e. **WRITTEN COMMENTS AND TESTIMONY.** Written comments must be received no later than twenty-four hours prior to the regular meeting to ensure distribution to the ARB members in time for review. Any written comments and testimony received shall become part of the public record.
- f. **WORK SESSIONS.** During all work sessions of the ARB, the public may be present but shall remain silent unless specifically invited by the Chair of the ARB to provide comment. Formal rules of procedure may be suspended for ARB work sessions.

### **ARTICLE VIII VOTING AND TRANSACTION OF BUSINESS**

- a. **PARLIAMENTARY AUTHORITY.** In accordance with Town Code Sec. 58-46(d), parliamentary procedure at all ARB meetings shall be governed by the most recent edition of Robert's Rules of Order, newly revised, as applicable to boards, except to the extent set out otherwise by Town Code or the Code of Virginia. The Town Attorney, or their designee, shall be Parliamentarian of the ARB.
- b. **QUORUM.** In accordance with Town Code Sec. 58-45, a quorum shall consist of three members of the ARB. Any member who knows they will be absent from or will have to abstain from any matter shall notify the Chair and staff of such fact at least twenty-four hours prior to the meeting.
- c. **LACK OF QUORUM.** If a quorum is not present at the time set for the meeting, the Chair shall wait until there is a quorum. If no quorum is present after a reasonable time, at the discretion of the Chair, and there appears to be no prospect that a quorum will assemble with additional reasonable time, then the Chair shall call the meeting to order, announce the absence of a quorum, and entertain a motion to adjourn. In accordance with Town Code Sec. 58-45, if a quorum is not obtained at any regular meeting, a special meeting shall be scheduled within ten days thereafter.
- d. **VOTING.** In accordance with Town Code Sec. 58-46, all members of the ARB shall be entitled to vote, and the decisions shall be by majority vote of those members present. Unless otherwise specified by the Chair, actions shall be by oral vote with the vote of each member recorded in the minutes.
- e. **SUSPENSION OF THE RULES.** No rule of the ARB shall be suspended without the concurrence of three-fourths of the members present and such suspension shall be limited to the meeting then in progress.
- f. **AGENDA.** The activities at any meeting of the ARB shall be in accordance with an agenda. Such an agenda shall be distributed to the ARB and made available to the public

prior to each meeting.

g. **ORDER OF BUSINESS (REGULAR MEETING).** At regular meetings of the ARB, business shall be conducted in the following manner:

1. Call to Order
2. Election of Officers, when necessary
3. Staff Comment
4. Board Comment
5. Public Comment
6. Public Hearings
7. Regular Business
8. Consent (includes minutes)
9. Adjournment

h. **ORDER OF BUSINESS (WORK SESSIONS AND SPECIAL MEETINGS).** The order of business at work sessions and special meetings shall be in accordance with the agenda set by the Chair for such meetings.

i. **AMENDMENTS TO AGENDA.** Agendas may be amended by majority concurrence of the members present.

## **ARTICLE IX SEPARABILITY**

Should any article of the ARB bylaws be found to be void, the remaining articles shall remain in effect.

## **ARTICLE X MODIFICATION OF BYLAWS**

Modification of these bylaws shall be approved by the ARB in a regular meeting. Proposals for modification shall be submitted to the ARB at a work session and shall be scheduled for consideration and action at the next regular meeting. An affirmative vote of a majority of the entire ARB shall be required to modify the bylaws.

**Agenda Item:** Discussion - Election of Officers

**Meeting Date:** January 3, 2024

**Category:** New Business

**Prepared by:** Lauri Sigler, Deputy Town Attorney

**Description:**

In accordance with the Architectural Review Board Bylaws and Herndon Town Code Section 58-41, the ARB holds its election of officers annually at the first public hearing (regular meeting) of the Board in January. The Board will nominate and elect from its members a Chair and Vice Chair, elect a Secretary, and designate a Parliamentarian for one-year terms at the January 17, 2024 ARB regular meeting.

**Background:**

N/A

**Fiscal Impact:**

None

**Recommendation:**

This is a discussion item; no staff recommendation.

**Attachments:**

1. Resolution (Proposed)

**TOWN OF HERNDON, VIRGINIA  
ARCHITECTURAL REVIEW BOARD**

**RESOLUTION**

**JANUARY 17, 2024**

**Resolution - to elect the Officers and designate the Parliamentarian of the Architectural Review Board.**

**BE IT RESOLVED** by the Architectural Review Board of the Town of Herndon, Virginia that:

1. \_\_\_\_\_ is elected Chair for a one-year term effective January 17, 2024.
2. \_\_\_\_\_ is elected Vice Chair for a one-year term effective January 17, 2024.
3. The Community Development Director or their designee is elected Secretary for a one-year term effective January 17, 2024.
4. The Town Attorney or their designee is designated as Parliamentarian for a one-year term effective January 17, 2024.