



**Meeting RETREAT Agenda
Monday, April 7, 2025
Greenock Manor – 249 Caroline Street, Orange, VA 22960**

4:00 p.m.

- 1. Call to order by the Mayor.**
- 2. Roll Call – Town Council:**

Mayor J. Harrison Cluff
Vice-Mayor Delmer G. Seal, Jr.
Councilmember Jason R. Cashell

Councilmember Jeremiah V. Pent
Councilmember Donna Waugh-Robinson

- 3. Adoption of Agenda**
- 4. Discussion Of:**
 - A. Procurement Limits Increase**
 - B. Economic Development Vision**
 - C. Goals to be Accomplished FY-2026**
 - D. Communication Improvements to Town Citizens**
 - E. Project Management**
 - F. Parliamentary Procedures**
 - (i) Approaching the Dias**
- 5. Adjournment – 8:00 p.m.**

(Please note that we will break at 5:30 p.m. to gather dinner and once everyone is ready, we will continue on with a working dinner due to the number of agenda items needed to be covered.)



RETREAT AGENDA SUMMARY

AGENDA ITEM: 4A

Discussion of Procurement Limits Increase. (Director of Finance)

SUMMARY:

- Please see the attached information.

MEMORANDUM

To: Town Council
Greg Woods, Town Manager
Dianna Gomez, Director of Finance
From: Catherine B. Lea, Town Attorney
Date: April 7, 2024
Re: Ordinance Amending Town Code Sec. 2-281, Small Purchases

The basic statute that governs public procurement for the Town is the Virginia Public Procurement Act.¹

The Virginia Public Procurement Act (“VPPA”) specifies purchasing definitions, methods, and procedures for the state and local government in Virginia. The Town is also responsible for following certain federal procurement guidelines if federal funds are involved, depending upon federal program requirements. The Public Procurement Act provides, in §2.2-4303 (G), that the Town may establish purchase procedures, not requiring formal procurements (either formal competitive sealed bids or formal competitive negotiation) for:

- Goods and Services if the aggregate sum of all phases is not expected to exceed \$200,000
- Transportation-related construction, if the aggregate sum of all phases is not expected to exceed \$25,000.
- Professional services if the aggregate sum of all phases is not expected to exceed \$80,000, and

The Town has adopted a procurement ordinance, found in Town Code Sections 2-231 through 2- 436, most of which mirrors the Virginia Public Procurement Act. However, the current limits which allow for “small” procurement procedures are not synchronized with the current VPPA limits or the needs of the Town.

Comparison Table – Small Purchase Limits – VPPA and Town Code

Type of Procurement	Current VPPA Limit	Current Town Limit
Goods & Services	\$200,000*	\$14,999 ⁺
Transportation Const.	\$25,000	-
Professional Services	\$80,000	\$14,999

* *excluding professional services, non-transportation-related construction*

+ *current ordinance provides for single source purchase up to \$4,999*

The attached ordinance amends the Town Code to allow for small procurement procedures for the purchase of most goods and services up to \$80,000, in compliance with the VPPA’s current limits and in consideration of practicalities for the Town. The Town Code would be amended to add the restriction on transportation-related construction, which requires formal invitations to bid for contract amounts valued in excess of \$25,000. For professional services, the amount would be set at \$80,000. The Town’s attorney and Town staff are working to better synchronize the Town Code with the Virginia Public Procurement Act, and further amendments may be recommended for Town Council consideration later this calendar year. Staff is bringing forth the attached ordinance now to revise the purchasing limits and reinforce in Town Code the transportation construction limit. Has also worked

¹ Va. Code §2.2-4300 et seq. (see Va. Code [§2.2-4303\(G\)](#))

with the town attorney to present a procurement procedure policy manual as required by state code for adoption (see attached).

FISCAL IMPACT

The fiscal impact of making this change is difficult to estimate – it is a procedural change. Generally speaking, the Town's small purchase procedures provide that contracts valued at \$5000 or more, but under the small purchase thresholds, are allowed be awarded based on three written quotes. Staff estimates between five and ten contracts per year would be allowed under small procurement as opposed to formal procurement as a result of the proposed increase in the small purchase limit. For transportation-related construction, synchronizing Town Code with state law may prevent errors in the future.

Attachments: Draft Ordinance, Purchase Policy

AN ORDINANCE TO REPEAL AND REENACT CHAPTER 2 (ADMINISTRATION), ARTICLE VI. (PURCHASING AND PROCUREMENT), SEC. 2-281 (SMALL PURCHASES) OF THE CODE OF THE TOWN OF ORANGE (2018), AS AMENDED, TO CONFORM THE TOWN'S PROCESS FOR SMALL PURCHASE PROCUREMENT WITH THE VIRGINIA PUBLIC PROCUREMENT ACT, AS EFFECTIVE JANUARY 1, 2025.

Sec. 2-281. - Small purchases.

~~(a) Any contract not exceeding \$14,999.00 may be made in accordance with small purchases procedures promulgated by the town manager; provided, however, that contract requirements shall not be artificially divided so as to constitute a small purchase under this section. Insofar as it is practical, no less than three businesses shall be solicited to submit quotations. Single quote purchases may be made to a limit of \$4,999.00. Award shall be made to the business offering the lowest acceptable quotation. The name of the business submitting a quotation and the date and amount of each quotation shall be recorded and maintained as a public record.~~

~~(b) All other purchases shall be made in accordance with the provisions of this article.~~

(a) The Town Manager may enter into single or term contracts without following the requirements of this article for competitive sealed bids or competitive negotiation for the purchase of:

1. Goods and nonprofessional services and non-transportation-related construction if the aggregate or the sum of all phases is not expected to exceed \$80,000.00;
2. Transportation-related construction, If the aggregate or sum of all phases is not expected to exceed \$25,000.00; and
3. Professional services, if the aggregate or sum of all phases is not expected to exceed \$80,000.00.

(b) the Town Manager shall, wherever practicable, seek competitive prices on small purchases pursuant to this section. For the purchase of goods in excess of \$15,000.00, the Town manager shall secure at least three estimates or proposals from different vendors, where practicable. Verbal quotations will be permitted, provided the Town Manager causes a written record of all such verbal quotations to be made and filed with records of the transaction.

(c) All other purchases shall be made in accordance with the provisions of this article.

State Law Reference – Methods of procurement, Code of Virginia § 2.2-4303(G)

TOWN OF ORANGE, VIRGINIA SMALL PURCHASE POLICY

STATEMENT OF PURPOSE:

The Town Council of the Town of Orange, Virginia, adopts this policy for the purpose of establishing a uniform small purchase program for the Town of Orange.

STATEMENT OF INTENT:

The intent of the small purchase program is to obtain the necessary equipment, supplies, and services for the Town of Orange in the most cost-efficient and effective manner, while providing for the equitable treatment of all vendors. Purchasing decisions will be based on information concerning cost per item, conformance to requirements and specifications, and availability.

PROCUREMENT PROCEDURES:

Subject to compliance with other terms and conditions of this policy, the following procedures shall govern Town procurement:

1. **Purchases of Goods and Services for less than \$15,000.00:** This level of purchase shall be accomplished with one quotation. Users are encouraged to compare pricing and utilize previous research when purchasing at this level.
2. **Purchases of Goods and Services between \$15,000 and \$80,000:** This level of purchase shall be made on the open market based on terms most advantageous to the Town. It will be accomplished using at least three written or electronic quotations.
3. **Purchases of Transportation-related Construction for \$25,000 or less:** This level of purchase shall be accomplished with one quotation. Users are encouraged to compare pricing and utilize previous research when purchasing at this level.
4. **Purchases of Professional Services for \$80,000 or less:** This level of purchase shall be accomplished with one quotation. Users are encouraged to compare pricing and utilize previous research when purchasing at this level.

The appropriate department shall obtain all researched pricing and quotations, which shall be attached to the purchase order form for review.

TOWN OF ORANGE VENDORS:

It is desirable that Town of Orange vendors participate in the quotation process for goods and services and secure as many Town contracts as possible without compromising the goal of securing goods and services at a fair and competitive cost. To that end, the following policy shall be followed:

1. When soliciting price quotations, the department head is encouraged to solicit price quotations from vendors located within the Town of Orange.
2. The price quotation of a vendor located in the Town of Orange may be accepted even when such quotation is not the lowest quotation received. Reasons for accepting the quotation of a Town of Orange vendor which is not the low quote include the following: availability for service after procurement; nominal difference between the Town vendor's quote and the low quote. When the Town accepts the quotation of a Town of Orange vendor which is not the low quote, the specific reason for not accepting the low quote shall be set forth in a written document to be attached to the purchase order.

EXCEPTION TO REQUIREMENT FOR MINIMUM NUMBER OF SOLICITATIONS:

If the Town Manager determines that there are fewer than the required number of qualified vendors for the good or service being procured, or that for good reason it is impracticable to solicit the required number of quotations, the Town Manager or his designee shall make a written notation of the reason for the determination. Reasons could be the distance of the vendor from the Town, or the vendor's inability to provide timely service after a good or service is procured.

RETENTION OF PROCUREMENT RECORDS:

The Town Manager shall maintain a written record of compliance with this Small Purchase Policy. Such written documentation shall be retained by the Director of Finance for a period of one (1) year from the date of the procurement. After the first anniversary of the date of any such procurement, the City Manager or designee may destroy or otherwise dispose of such documentation.

GENERAL GUIDELINES

A. COOPERATIVE PROCUREMENT

The VPPA provides for participation in specific types of joint procurement with other public bodies, even where the Town did not participate in the initial proposal or invitation to bid, so long as that invitation or proposal specified that the procurement was a cooperative procurement being behalf of other public bodies.

All personnel participating in the procurement should familiarize themselves with the processes for joint and cooperative procurement under the VPPA.

B. TOWN MANAGER DESIGNEE(S)

The Town Manager may designate other individual(s) to manage the purchasing process and responsibilities of their department or office. Such designation shall be made in writing and transmitted to all affected personnel.

C. MITIGATION OF RULES

Only the Town Manager or his designee shall be empowered to waive the rules and guidelines set forth in this policy. The Town Manager or designee shall base such decisions on information provided by the requesting department, which shall include cost and/or time savings, emergency requirements, sole source, or other mitigating circumstances.

D. BRAND NAME SPECIFICATION

The use of brand names during the purchasing process shall be kept to a minimum. While it is acknowledged that certain standardization of equipment is necessary under certain circumstances, documentation shall be required for inclusion of brand name specifications.

E. NON-DISCRIMINATION ASSURANCE

No purchasing decision shall be influenced by race, creed, religion, sex, political affiliation, age, or handicap. The Town shall act without favoritism, prejudice, or any form of discrimination.



RETREAT AGENDA SUMMARY

AGENDA ITEM: 4B

Discussion of Economic Development Vision. (Economic Development Manager)

SUMMARY:

- Please see attached 2025 Economic Vision Statement from the Town's Economic Development Manager.
- This item is on the Retreat agenda for discussion.



**Town of Orange
Economic Development Manager**

119 Belleview Avenue, Orange, Virginia 22960 - 1401

Phone: (540) 672-5505 Fax: (540) 672-4435

Email – aschienschang@townoforangeva.org

2025 Economic Vision Statement

Economic Mission Statement

The economic development mission for the Town of Orange, Virginia is to foster sustainable growth, improve resident's quality of life, and to strengthen the local economy. This will be accomplished through improved economic mobility for residents, enhanced business infrastructure, and the development of a vibrant community that attracts new residents and businesses while retaining existing ones, measured by publicly available data.

Economic Vision Statement

"To cultivate an economically resilient rural community that promotes measured and sustainable growth, provides economic mobility for our residents, and attracts investment with targeted industries and strategic partnerships."

Primary Goals and Objectives

1. Economic Diversification and Job Creation
 - a. Promote the development of key industries such as small-scale manufacturing, communication and information technology, and agricultural technology.
 - b. Attract businesses that provide high-quality, well-paying jobs to reduce the outflow of Orange's workforce and increase economic mobility.
 - c. Develop a skilled workforce to meet local and regional business needs through training and education programs, incentives, and partnerships.
2. Business Infrastructure Enhancement
 - a. Invest in the Town's digital infrastructure to support remote workers, attract tech-based businesses, and to take advantage of existing infrastructure.
 - b. Continue to invest in public utility upgrades and maintenance to meet the expanding needs of modern businesses and industries.
 - c. Partner with the Virginia Department of Transportation, railways, and public transportation initiatives to modernize and improve transportation for the community and workforce in the Town of Orange.

3. Business and Opportunity Development

- a. Work to encourage property owners to fill vacant storefronts, especially in high-visibility areas on Main Street and Madison Road, by creating a business ecosystem that prioritizes entrepreneurship and mutual collaboration.
- b. Partner with local property owners and developers to encourage offerings of sustainable and affordable housing to meet the needs of young professionals, retirees, and a growing workforce.
- c. Foster a sense of shared responsibility and community through artistic, cultural, and historic installations, taking advantage of numerous parks and public spaces to tell the story of the Town and attract tourists.

Strategic Objectives

1. Promote Small Business and Entrepreneurship

- a. Establish an innovation hub or business incubator to provide resources and mentorship for local entrepreneurs and startups, either organically or in partnership with existing support structures.
- b. Provide targeted, meaningful, and appropriate tax incentives or grants to attract and retain small businesses, particularly in designated growth sectors.
- c. Offer support and training programs for small businesses on business development, digital marketing, and financial literacy.

2. Workforce Development

- a. Partner with Orange County Public Schools, local community colleges, and technical centers to foster workforce development to meet the needs of residents and businesses in the Town of Orange.
- b. Develop a robust system of support for people just entering the workforce using existing resources from the Commonwealth supplemented by local programs.
- c. Establish career pathway programs that offer local students a clear trajectory from education to employment within the local community.

3. Infrastructure and Sustainability

- a. Improve transportation and digital infrastructure to better connect the Town of Orange to the wider region for increased economic opportunity.
- b. Build a system to track, promote, and highlight business operations in the Town of Orange to better direct and plan for measured, sustainable growth.
- c. Work with the Town Attorney and Community Development Department as appropriate to ensure businesses have a smooth path forward with clearly defined regulatory and zoning requirements to meet to do business in the Town.

Economic Mobility Best Practices

The following best practices can positively impact economic mobility for lower-income households, which make up a disproportionate number of households in the Town of Orange:

- a. Focus on jobs which constitute “opportunity employment,” which do not require a college degree and that pay above the national median wage.
- b. Encourage home ownership and the building of generational wealth, especially among historically disadvantaged populations, through local home buyer tax rebates for the first year of home ownership and similar programs.
- c. Create a program, ideally in a public-private partnership, that reduces the impact of benefit cliffs – these are the reduction in public benefits that occur when a household increases its work income. This reduction is sometimes enough to prevent people on public assistance from seeking employment.
- d. Expand access to healthcare through free or reduced clinics, including family planning, and services for young children.

Measures of Success

The following can be used as indicators of the success of efforts by the Town of Orange to foster economic development:

- a. Increase in median household income over time
- b. Decrease in household poverty rate, especially in the child poverty rate
- c. Increase in home ownership rates
- d. Net positive population change over time
- e. Increases in wage levels for working adults
- f. Improved on time graduation rates
- g. Tracking numbers of participation with County, Town, IDA, and EDA incentive programs



RETREAT AGENDA SUMMARY

AGENDA ITEM: 4F

Discussion of Parliamentary Procedures (Approaching the Dias). (Town Attorney)

SUMMARY:

- Please see attached Common Governing Body Documents and Procedures from the Town Attorney.
- This item is on the Retreat agenda for discussion.

MEMORANDUM
ATTORNEY-CLIENT PRIVILEGE

To: Town Council
CC: Wendy Chewning, Town Clerk
Greg Woods, Town Manager
From: Catherine B. Lea, Town Attorney
Date: April 7, 2025
RE: Common Governing Body Documents and Procedures

Most governing bodies establish basic policies to help provide a framework that protects the town and council from legal liabilities and consequences and to promote Council's ability to conduct the public business with orderly and fair progress. This memorandum and the attached model documents are for discussion, please see my recommendation in the final paragraph.

To this end, local governing bodies across the Commonwealth have enacted certain policies. While I am unaware of any locality having adopted all the policies below, some do incorporate components of all in their bylaws, rules of procedure and/or other policy documents. Most localities provide for any such adoption to apply to all boards and commissions of the town. To my knowledge, the Town Council of the Town of Orange has no such bylaws, rules of procedure or other guidelines in current effect.

Parliamentary Procedure. All governing bodies employ some rules of procedure for the conduct of their meetings. The majority of governing bodies use Robert's Rules of Order (hereafter Robert's) in some form. While some simply adopt Robert's Rules for small boards, (*Robert's* sec 49:21). Still other localities adopt a custom set of procedures. It is common for localities which do not adopt Robert's as a whole to provide for consideration of Robert's to address situations not otherwise provided for in the adopted rules. See attached, per the last paragraph of this memorandum.

Civility Pledge. The Virginia Municipal League (VML) supports the adoption of a civility pledge by governing bodies. The website, including a link to a descriptive brochure and a draft pledge is available on their website. A copy is attached.

Code of Ethics and Conduct. Localities in the Commonwealth commonly provide further guidance and framework to their officials by establishing codes of ethics and conduct. The draft attached incorporates the language of multiple such documents.

Procedures for Public Comment: An adopted public comment policy provides support in enforcing order during public hearings and public comment and is presented as previously discussed with former council members. Courts have considered the adoption of policies as a basis for finding for localities in first amendment lawsuits. The policies in the attached draft procedures represent those adopted by multiple localities and should be customized before any consideration.

History. For a historical perspective, I also attach some comments written by my predecessor in 2004, which reflects her position on some procedural matters.

RECCOMENDATION: It is my recommendation that a subgroup of Town Council meet with me to discuss and consider adopting a draft procedure for consideration by council as a whole. The attached draft document represents an omnibus model document for parliamentary procedure. I do not advocate the adoption of all the procedures included in the document but provided them to demonstrate the necessity of customizing the procedures adopted to local practice. I strongly recommend the Clerk's input in order to determine the practicality of any new procedures that may be considered for adoption.

CBL

TOWN COUNCIL OF THE TOWN OF ORANGE
RULES OF PROCEDURE
(Adopted _____)

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INTRODUCTION

These rules of procedure were designed and adopted for the benefit and convenience of the Town Council of the Town of Orange, Virginia (the "Council"). Their purpose is to assist the council in the conduct of its affairs in a timely and efficient manner. They incorporate the general principles of parliamentary procedure found in *Roberts Rules of Order Newly Revised* and applicable laws of the Commonwealth of Virginia.

These rules of procedure create no substantive rights for third parties or participants in proceedings before the Council. Further, the Council reserves the right to suspend or amend these rules of procedure whenever a majority of the council or a quorum thereof determines to do so by vote or by consensus. When these rules of procedure do not address a procedural issue, the Council may refer to the most recent edition of *Robert's Rules of Order Newly Revised* for guidance. Any failure by the Council to strictly comply with these rules of procedure shall not invalidate any action of the Council.¹

¹ Sec 2-38, Town Code of the Town of Orange, Virginia.

PURPOSE AND BASIC PRINCIPLES

§1-1. Purpose of the Rules of Procedure

- A. To enable the Council to transact business fully, expeditiously, and efficiently while affording every opportunity to enable residents to witness the operations of government;
- B. To protect the rights of each individual Council member;
- C. To preserve a spirit of cooperation among Council members; and
- D. To determine the will of the Council on any matter.

§ 1-2. Basic Principles Underlying the Rules of Procedure

- A. The business of the Council should proceed in the most efficient manner possible;
- B. The Council's rules of procedure must be followed consistently;
- C. The Council's actions should be the result of a decision on the merits and not a manipulation of the procedural rules;
- D. Only one (1) subject may claim the attention of the Council at a time;
- E. Each item presented for consideration is entitled to full and free discussion;
- F. Every Council member shall have equal rights to participate and vote on all issues;
- G. Every Council member must have an equal opportunity to participate;
- H. The will of the majority must be carried out, and the rights of the minority must be preserved; and
- I. The Council must act as a body.²

MEETINGS

§2-1. When and Where Regular Meetings are to be Held

The time and place of regular meetings³ of the Council shall be established at each organizational meeting. Meetings shall be held in the Town of Orange Community Room, 234 Warren St, Orange, VA 22960 as follows:

Third Monday of every month at 7:00 p.m., except where otherwise determined by a majority vote of Council.

The Council may hold additional meetings at other locations and times and may change the locations and times of its regular meetings as it deems appropriate to do so. Notice of such times and additional meetings or changes to the location or time of regular meetings shall be provided to the public and the press as required by the Code of Virginia.

² Va. Code §§ 15.2-1401, 15.2-1402

³ Town Code Sec 2-31

Additional meetings shall be referred to as "additional scheduled meetings" and shall be approved by the Council during a regular meeting, or as otherwise provided by the Town Code.

§ 2-2. Work Sessions

The time and place of work sessions of the Council shall be established at each organizational meeting. Meetings shall be held in the Town of Orange Community Room, 234 Warren St, Orange, VA 22960 as follows:

First Monday of every month at 6:00 p.m., except where otherwise determined by a majority vote of Council.

The Council may hold additional working sessions at other locations and times and may change the locations and times of its regular meetings as it deems appropriate to do so. Notice of such times and additional meetings or changes to the location or time of regular meetings shall be provided to the public and the press as required by the Code of Virginia. Additional work sessions shall be approved by the Council during a regular meeting, or as otherwise provided by the Town Code.

§ 2-3 Special Meetings

The Council may hold such special meetings as it deems necessary at such times and places as it may find convenient; and it may adjourn from time to time. A special meeting of the Council shall be called pursuant to Sections 15.2-1417 and 2.2-3707(D) of the Code of Virginia, 1950, as amended⁴.

Special meetings may be called by the mayor, or any three (3) Council members⁵ in writing to the Town Clerk for the purpose stated in the notice of the special meeting. The Town Clerk shall forthwith notify the Council members of the time and place designated and the purpose of the special meeting. Notice of the special meeting shall be provided to each Council member by written notice, telephone, or electronic means.

The Town Clerk will attempt to give each Council member at least twelve (12) hours' notice before the time scheduled for the special meeting, as provided by the Virginia Freedom of Information Act and the Town Charter and Code of Ordinances. That notice shall be "reasonable under the circumstances". In order to hold a special meeting, a majority of the Council members who are physically present at the special meeting must agree that uncommon or unexpected conditions justify holding a special meeting without at least

⁴ See Also Town Code Sec.2-31.

⁵ *Ibid.*

twelve (12) hours' notice, and the minutes of the special meeting must identify the uncommon or unexpected conditions that justify the holding of the special meeting.

Notice to the public for any special meeting shall be given contemporaneously with the notice provided to the Council members, Town Manager and the Town Attorney.⁶

§ 2-4. Legal Holiday

When a regular meeting falls on a legal holiday, the meeting shall be held on the following business day unless the meeting is cancelled or otherwise scheduled by a majority of the Council.

§ 2-5. Adjourned or Recessed Meetings

- A. A meeting of the Council is adjourned when the Council has finished its business and brings the meeting to a close, with the intention of holding another meeting at a later date. Generally, when a meeting of the Council is adjourned, the next meeting of the Council is preceded by opening ceremonies. A meeting of the Council is recessed when the Council takes a break between sittings, and after the recess business is resumed where it left off.
- B. A properly called regular, additional scheduled, or special meeting may be recessed or adjourned to a time and place certain by a motion made and adopted by a majority of the Council in open session during the regular, additional scheduled, or special meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of such recessed or adjourned session of a properly called regular, additional scheduled, or special meeting.

§ 2-6. Cancellation or Rescheduling of Meetings

A regular meeting may be cancelled or rescheduled, in special circumstances and for the convenience of the Council, if the change would not impact an advertised public hearing or a scheduled public presentation. The mayor and vice-mayor shall agree to any such change and the Council members shall be immediately notified of the change and the reason therefore. If any Council member objects, the regularly scheduled meeting shall proceed as originally planned. In the event that no Council member objects, the public and the media shall be notified promptly.

§ 2-7. Organizational Meeting

⁶ Va. Code 2.2-3707.

- A. The first regular meeting in January of each year shall be known as the organizational meeting. The purpose of the organizational meeting shall be:
1. To establish the dates, times, and places for its regular meetings; and
 2. Adopt its Rules of Procedure.

§ 2-8. Procedure for Election of mayor and vice-mayor

- A. The first meeting in January of each year shall be reserved for the election of mayor⁷ and vice-mayor⁸. The Town Manager shall preside during the meeting at which the mayor is elected, pending the election of the mayor. Following the election of the mayor, he or she shall preside during the election of the vice-mayor.
1. The presiding officer shall call for nominations from the membership of the Council.
 2. Any Council member, after being recognized by the presiding officer, may place one (1) or more names in nomination and discuss his or her opinions on the qualifications of the nominees.
 3. After all nominations have been made, the presiding officer shall close the nominating process and open the floor for discussion.
 4. After discussion, the presiding officer shall call for the vote.
 5. The Council members shall vote by written ballot and the completed ballots shall immediately be passed to the Town Clerk who shall collect the ballots, read them aloud, publicly announce how each Council member voted, and tally the respective votes.
 6. Each Council member shall cast one (1) vote for any one (1) nominee.
 7. In the case of a three-way race, the candidate receiving the least number of votes will be dropped from the slate of nominees, and another vote will be taken.
 8. A majority of those voting shall be required to elect the mayor or vice-mayor.

- B. The mayor and vice-mayor shall serve for a term of one (1) years, or until replaced.

§ 2-9. Seating Arrangement

The mayor shall occupy the center seat on the dais with the vice-mayor occupying the seat at his or her immediate left. The remaining e for discussion. Council members' seating shall be arranged right to left, in alphabetical order by surname, except that the Mayor shall sit in the center seat, with the Vice-mayor to his or her immediate left."

Commented [CL1]: This would be a change, with impacts and is included from the models for discussion.

⁷ Town Code Sec. 2-81, Va. Code §§ 15.2-1423, 15.2-1422.

⁸ Town Code Sec. 2-82.

OFFICERS

§ 3-1. Mayor and Vice-mayor

The mayor shall preside over all meetings of the Council.⁹ The vice-mayor serves in the absence of the mayor.¹⁰ In the absence from any meeting of both the mayor and vice-mayor, the Council members present shall choose one of themselves as temporary presiding officer.¹¹

§ 3-2. Town Clerk

The Town Clerk shall be appointed by the Council. He or she shall prepare the agenda for the Council meetings, shall attend all of the Council meetings, and shall keep an accurate record of the Council's proceedings.¹²

§ 3-3. Parliamentarian

The Town Attorney shall serve as the Parliamentarian for the purpose of interpreting these rules of procedure and the Code of Virginia as may be directed by the presiding officer, or as required as a result of a point of order raised by one (1) or more of the Council members. If the Town Attorney is unavailable, then the Town Clerk shall serve as the Parliamentarian.

§ 3-4. Preservation of Order

At meetings of the Council, the presiding officer shall preserve order and decorum.¹³

A. The presiding officer shall have the following powers:

1. To rule motions in or out of order, including any motion not germane to the subject under discussion or patently offered for obstructive or dilatory purposes;
2. To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks, and to entertain and rule on objections from other Council members on this ground;
3. To entertain and answer questions of parliamentary law or procedure;
4. To call a brief recess at any time; and
5. To adjourn in an emergency.

⁹ Town Code Sec. 2-81.

¹⁰ Town Code Sec. 2-82.

¹¹ Town Code Sec 2-83.

¹² Town Code Sec 2-84.

¹³ Town Code Sec. 2-33.

- B. A decision by the presiding officer under any of the first three (3) powers listed above may be appealed to the Council upon motion of any Council member. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Council member making the motion to appeal need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order.
- C. There are two (2) exceptions to this right of appeal:
 - 1. The presiding officer may adjourn without the Council's vote or appeal in an emergency; and
 - 2. He or she may also call a brief recess without a vote at any time, when necessary to "clear the air" and thus reduce friction among the Council members.
- D. While a meeting of the Council is in session, all Council members will treat one another with respect, courtesy, and exhibit appropriate decorum. Council members shall not insult, demean, or belittle one another or the Town's staff while a meeting of the Council is in session.

AGENDA

§ 4-1. Preparation

- A. The Town Clerk shall prepare an agenda for the Council's regular meetings conforming to the order of business specified in Section 5-1 entitled "Order of Business".
- B. Any Council member may request that items be placed on the agenda by contacting the Town Clerk at least seven (7) days prior to the meeting for which the Council member wishes the item scheduled. The Town Clerk shall place requested items on the agenda for the next regular meeting following the request. Such items requested to be placed on the agenda shall first appear before the Council during a Council Work Session for discussion.
- C. All items which are requested to be placed on the agenda, and which have not been submitted within the prescribed deadline shall be placed on the agenda for consideration at the following regular meeting.
- D. Nothing herein prohibits the Council from adding items to the agenda, provided that such a request is in the form of a motion, and voted upon by a majority of the Council. Council members must use discretion in requesting the addition of items to an agenda. It is considered desirable to have items listed on a published agenda.
- E. Unless required by law, no item will be scheduled for a public hearing unless by vote of a majority of the Council to hold a public hearing.

Commented [CL2]: This assumes both that a work session occurs immediately prior to the council meeting and that that work session is for the purpose of review of agenda items. This is not the current practice of the Town Council.

- F. Any individual or group who wishes to address the Council during a regular meeting on any item of Town business shall submit a written request to be on the agenda to the Town Clerk by noon on the Friday preceding the regular meeting.

Commented [CL3]: This would permit the clerk to provide an agenda of public comments, but is not reflective of the current practice of Town Council.

§ 4-2. Delivery of Agenda

The Council agenda packet shall be delivered to each Council member, the Town Attorney, and the Town Manager the Thursday prior to a regular meeting. Delivery by electronic means is the preferable method. The Public Comment Agenda Addendum will be posted to the Town's website after the Public Comment sign-up deadline.

§ 4-3. Public Access to Agenda Materials

The Town Clerk shall post the Council agenda packet to the Town's website for public information as promptly as possible. Copies of the Council agenda will also be at the table located next to the door to the Community Room 15 minutes before the start of any public meeting for public inspection.

ORDER OF BUSINESS FOR COUNCIL MEETINGS

§ 5-1. Order of Business

- A. At regular meetings of the Council, on the 3rd Monday of the month, the order of business shall generally be as follows:
1. 7:00 p.m. Call to Order
 2. Pledge of Allegiance
 3. Special Recognitions by the Mayor or Council (if any)
 4. Consent Agenda
 5. Public Hearings
 6. Public Comment (if requested)
 7. General Business
 - a) Old Business
 - b) New Business
 8. Closed Meeting (if necessary)
 9. Adjournment
- B. The above order of business may be modified by the Town Clerk to facilitate the business of the Council.

Commented [CL4]: The Town does not use a consent agenda. I left this in for any discussion if there is interest. Conceptually, a consent agenda is considered to shorten the routine matters in a meeting. See also §5-2, below.

§ 5-1.1. Council Work Session

- A. The Council Work Session shall be the designated time when items that affect the Town, its residents, and/or the municipal corporation may be introduced and

considered for review, discussion, questions, guidance, and consideration for a vote at a later date. The Council and Town staff are encouraged to engage in discussion, ask questions, and the like during Council Work Sessions.

- B. Unless a motion to consider for adoption is approved by a two-thirds vote of the membership of the Council, no items will be positioned for a vote during a Council Work Session. Motions to enter into closed meetings and to accept bids pursuant to the requirements of §§ 15.2-2100 et. seq. of the Code of Virginia, 1950, as amended, are excepted from this rule.

§ 5-1.2. Roll Call

- A. Roll Call shall be the designated time where Council members may individually and publicly speak to matters relevant to the Town, its residents, and/or the operations of the municipal corporation.
- B. Debate shall not be permitted during Roll Call.

§ 5-2. Consent Agenda

A. The Consent Agenda shall include, by way of illustration but not limitation, the following:

- 1. Approval of minutes.
 - 2. Ordinances or resolutions that are routine.
 - 3. Final/second readings of appropriations, ordinances, or resolutions which received unanimous approval upon introduction at a previous meeting.
 - 4. Any item believed by the Town Clerk to be routine and not controversial in nature.
- B. The Consent Agenda shall be introduced by a motion "to approve" and shall be considered by the Council as a single item.
 - C. There may be a short discussion of Consent Agenda items to answer questions or clarify a matter. There shall be no lengthy debate or discussion of a Consent Agenda item.
 - D. Upon request of a Councilmember, an item shall be removed from the Consent Agenda. The item shall be considered separately after adoption of the Consent Agenda.

§ 5-3. Public Comment

- A. Every petition, communication, or address to the Council shall be in respectful language and is encouraged to be in writing.
- B. General rules regarding Public Comment are as follows:

Commented [CL5]: The rules herein are more extensive than current town policy and are included from the model solely for discussion.

1. Individuals or groups wishing to speak at a regular meeting shall submit a written request to the Town Clerk by noon on the Friday prior to the regular meeting.
 2. Public Comment shall be for the purpose of allowing members of the public to present any matter, which, in their opinion, deserves the attention of the Council. They shall not serve as a forum for debate with the Council.
 3. Remarks shall be addressed directly to the Council and not to Town staff, the audience, or the media.
 4. The presiding officer shall open the Public Comment period.
 5. Each speaker shall clearly state his or her name and locality of residence.
 6. There shall be a time limit for each individual speaker of three (3) minutes.
 7. A representative of a group may have up to five (5) minutes to make a presentation. The representative shall identify the group at the beginning of his or her comment period. A group may have no more than one (1) spokesperson.
 8. Speakers are not permitted to donate time to other speakers.
 9. There shall be no comment during the Public Comment period on a matter for which a public hearing is scheduled during the same meeting.
 10. There shall be no comment during the Public Comment period on a matter that has already been the subject of a previous public hearing where no final vote has been taken.
 11. Any issue raised by the public which the Council wishes to consider may be put on the agenda for a future Council meeting by a majority vote.
 12. Council members shall not discuss issues raised by the public except by consent of a majority of the Council members present.
 13. Once the Council has heard a presentation from an individual or organization on a particular subject, the individual or organization may not make another presentation on the same subject within three (3) months of the first presentation, except by a majority vote of the Council members present and voting.
 14. The above rules notwithstanding, members of the public may present written comments to the Council or to individual Council members at any time during the meeting. Such written comments shall be submitted through the Town Clerk.
- C. Other than as stipulated above or during public hearings, no person shall be permitted to address the Council orally, except by permission of the Council, and such permission shall not be granted unless with the consent of a majority of the Council members present at such meeting.

Commented [CL6]: This would be a new procedure and is included for discussion only, as are any related items. See also § 4-3.

Commented [CL7]: Actual address is not necessary - a 'resident' or 'business owner' or other designation is sufficient for all purposes. If further contact is appropriate, the speaker can be asked to provide contact information with the Clerk.

Commented [CL8]: This formalizes no speaking up during other matters or agenda items unless by procedure.

- D. No speaker's time shall be extended except by unanimous consent or a two-thirds (2/3) vote of the Council members present.
- E. Any person who desires to submit written statements for forwarding to the Council prior to a Council meeting must submit eight (8) copies to the Town Clerk by 4:00 p.m. on the Thursday preceding the Council meeting.

§ 5-4. Prohibited Conduct

- A. All persons appearing before the Council or in the Council Chamber while a meeting of the Council is in session will not be allowed to:
 - 1. Campaign for public office;
 - 2. Promote private business ventures;
 - 3. Use profanity or vulgar language or gestures;
 - 4. Use language which insults or demeans any person or which, when directed at a public official or employee, is not related to his or her official duties, however, residents have the right to comment on the performance, conduct, and qualifications of public figures;
 - 5. Make non-germane or frivolous statements;
 - 6. Interrupt other speakers or engage in behavior that disrupts the meeting, including but not limited to, applause, cheers, jeers, etc.;
 - 7. Engage in behavior that intimidates others; or
 - 8. Address the Council on issues that do not concern the services, policies, affairs of the Council or the Town.
 - 9. Display signs, flags, posters, placards, or the like in a manner that obstructs the view of a meeting attendee in the Council Chamber.
- B. The presiding officer shall preserve order and decorum at the Council meetings. He or she may order the expulsion of any person for violation of these rules, disruptive behavior, or any words or action which incites violence or disorder, subject to appeal to the Council. Any person so expelled shall not be readmitted for the remainder of the meeting from which they were expelled. Any person who has been so expelled and who at a later meeting again engages in behavior justifying expulsion may also be barred from attendance at future Council meetings for a specified and reasonable period of time not to exceed six (6) months, or upon a still subsequent expulsion a period not to exceed one (1) year either by the presiding officer, subject to appeal to the Council, or by motion passed by the Council.

§ 5-5. Public Hearings

- A. This section of the agenda shall be for public hearings as required by Town, State, or Federal law, or as the Council may direct.

Commented [CL9]: Another new process included for discussion only. I can see pro's, but also am discouraged by the additional work for our clerk.

Commented [CL10]: Upon request, I can provide the case law supporting these prohibitions. Consider them comprehensive, unless otherwise stated, for first amendment purposes.

- B. The presiding officer shall conduct all public hearings.
- C. The order of public hearings shall be as follows:
1. The presiding officer shall open the public hearing.
 2. Public hearings shall begin with a brief presentation from a staff member and/or representative from the cognizant board, authority, commission, or committee. The presentation shall summarize the facts about the issue and the staff recommendation. The Council members may seek clarification during the presentation.
 3. In land use cases (rezoning or conditional use permit) the applicant or his or her representative shall be the first speaker(s). There shall be a time limit of ten (10) minutes for the applicant(s) or his or her representative's presentation.
 4. The presiding officer shall then solicit comments from the public, asking those in favor of the proposal to speak first, and then those opposed to the proposal. Each speaker must clearly state his or her name and locality of residence. There shall be a time limit of three (3) minutes for each individual speaker. If the speaker represents a group, there shall be a time limit of five (5) minutes. A speaker representing a group shall identify the group at the beginning of his or her remarks. A group may have no more than one spokesperson. The Council, by unanimous consent or by a two-thirds (2/3) vote of the members present, may allow any speaker to proceed past the time limit.
 5. After public comments have been received, in a land use case, the applicant or the representative of the applicant, at his or her discretion, may respond with a rebuttal. There shall be a five (5) minute time limit for rebuttal.
 6. Upon the conclusion of public comments, or the applicant's rebuttal in a land use case, the presiding officer shall close the public hearing.
- D. Emails, letters, and other writings submitted to the Town Clerk or Council members to be included as part of a public hearing shall be provided to the Town Clerk at least one (1) calendar day prior to the applicable public hearing date. Such emails, letters, and other writings need not be read publicly. If provided in accordance with the above, such emails, letters, and other writings shall be provided by the Town Clerk to the Council prior to the public hearing for review. If a Council member desires any such emails, letters, and other writings to be included as part of a public hearing, then such Council member shall announce the same during the public hearing and provide a summary of the applicable documents to be included in the minutes prior to the conclusion of the public hearing.

Commented [CL11]: These should be provided to the town clerk prior to the meeting is called to order. (or earlier)

- E. Voicemails submitted to the Town Clerk to be included as part of a public hearing shall be publicly presented to the Council prior to the conclusion of the public hearing. Such voicemails shall be provided to the Town Clerk at least one (1) calendar day prior to the public hearing date. Voicemails shall only be presented during a public hearing after all in-person speakers have had an opportunity to speak and all emails, letters, and other writings have been summarized.
- F. When a public hearing has been closed by the presiding officer, no further public comment shall be permitted. The Council members, however, may direct questions to the applicant, the representative of the cognizant board, authority, commission, committee, to a speaker, or to a staff member for clarification prior to taking any vote, if a vote is in order.
- G. Following the close of the public hearing, the presiding officer may entertain a motion to dispose of the issue and the Council may debate the merits of the issue.

§ 5-6. General Business

This section of the agenda shall include items of a general nature to be considered by the Council. The last items on the agenda shall be adoption of appropriation resolutions introduced at a previous meeting which did not receive a unanimous vote upon introduction. After the presiding officer has stated the item for consideration, staff may be asked to provide a brief summary.

Commented [CL12]: Town agendas show this as Reports. Unfinished Business and New Business.

Commented [CL13]: This appears to be a local policy, which has been copied through the model rules.

§ 5-7. Items Not on the Agenda

With the Council's consent, items may be added to the agenda to respond to situations and/or questions of a critical nature which have arisen after the deadline has passed for items to be placed on the agenda.

§ 5-8. Closed Meetings

- A. Closed Meetings should only be used when the matter to be discussed is too sensitive for discussion in public and only as allowed by law.¹⁴
- B. No meeting shall become a Closed Meeting until the Council takes an affirmative recorded vote during the open meeting.
 - 1. The motion shall state specifically the purpose or purposes which are the subject of the closed meeting and reasonably identify the substance of the matters to be discussed. The motion shall make specific reference to the applicable exemption(s) under the Virginia Freedom of Information Act, which authorizes the Closed Meeting.

¹⁴ Va. Code § 2.2-3700, *et. seq.*

2. The Council members shall request the assistance of the Town Attorney when making additions to the published Closed Meeting agenda.
- C. No resolution, ordinance, rule, contract, regulation, or motion considered in a Closed Meeting shall become effective until the Council reconvenes in an open meeting and takes a vote of the membership on such resolution, ordinance, rule, contract, regulation, or motion which shall have its substance reasonably identified in the open meeting.
- D. At the conclusion of a Closed Meeting, the Council shall reconvene in open meeting immediately thereafter and shall cast a vote certifying that to the best of each member's knowledge:
 1. Only public business matters lawfully exempted from open meeting requirements were discussed; and
 2. Only public business matters identified in the motion convening the Closed Meeting were heard, discussed, or considered.
 3. Any member who believes that there was a departure from the above requirements shall so state prior to the presiding officer's call for the vote, indicating the substance of the departure that, in his or her judgment, has taken place.
 4. The failure of the certification to receive the affirmative vote of the majority of the Council members present during the Closed Meeting shall not affect the validity or confidentiality of the Closed Meeting with respect to matters considered therein in compliance with the Virginia Freedom of Information Act.
- E. The Council may permit non-members to attend a Closed Meeting if their presence would reasonably aid the Council in its consideration of an issue. Individuals attending a Closed Meeting should respect the Council's decision that the subject matter is too sensitive for public discussion and should treat the Closed Meeting discussion as confidential.

RULES OF PROCEDURE FOR COUNCIL MEETINGS

§ 6-1. Quorum

- A. As provided by § 15.2-1415 of the Code of Virginia, 1950, as amended, a majority of the Council must be present to conduct business. A quorum is a majority of the entire membership of the Council, including any vacant seats.
- B. A quorum refers to the number of members present at a meeting, not the number of members voting on an issue. If no quorum is present or if a quorum is lost, the Council can only (i) adjourn, (ii) recess, or (iii) take steps to obtain a quorum.

- C. If a quorum fails to attend any meeting, following any procedures of the Town Code,¹⁵ those attending may adjourn to such other time prior to the next regular meeting as they may determine, and the Town Clerk shall enter such adjournment in the minute book of the Council and shall notify absent members thereof in the same manner as required for any special meetings.
- D. If the Virginia Conflict of Interests Act prevents some of the members of the Council from participating in an item of business, §§ 2.2-3112 and 15.2-1415 of the Code of Virginia, 1950, as amended, provide that a majority of the remaining members of the Council shall constitute a quorum.

§ 6-2. Priority in Speaking on the Council

When two (2) or more members of the Council wish to speak at the same time, the presiding officer shall name the one to speak.

§ 6-3. Comments and Queries of Council members

Council members are to observe the following rules during the discussion of agenda items:

- A. The presiding officer shall keep discussion germane to the subject. Points of clarification shall be limited to questions only. The presiding officer shall rule other comments out of order.
- B. The Council members may address questions to the Town Manager or staff present at the meeting. Staff members should be at a microphone when answering Council members' questions. All legal questions should be addressed to the Town Attorney.

§ 6-4. Action by the Council

- A. Items of business will be considered and dealt with one (1) at a time, and a new proposal may not be put forth until action on the preceding one has been concluded.
- B. When a proposal is perfectly clear to all Council members present, and the proposal will not obligate the Council in any manner nor finally decide an issue before the Council, action can be taken upon the unanimous consent of the Council members present, without a motion having been introduced. However, unless agreed to by unanimous consent, all proposed actions of the Council must be approved by vote under these rules. Silence, or the lack of spoken dissent, is taken as consent.

Commented [CL14]: Note this clarification of when a consensus is permitted.

§ 6-5. Motions

¹⁵ Town Code Sec. 2-32. *et seq.*

- A. Informal discussion of a subject is permitted while no motion is pending.
- B. Any Councilmember, including the presiding officer, may make a motion.
- C. Council members are required to obtain the floor before making motions or speaking, which they can do while seated.
- D. A Councilmember may make only one (1) motion at a time.
- E. Except for matters recommended by a committee of the Council, or as otherwise stipulated in these rules of procedure, all motions require a second and a motion dies for lack of a second.

Commented [CL15]: Consider if the formality is needed or preferred of the presiding officer passing the gavel upon making a motion and/or if there should be any process for or prohibition on the presiding officer's participation in motions or debate. *Roberts* places some, but consider whether the size and roles of the council members prohibit those restrictions or if a lack of restrictions would compromise the presiding officer.

§ 6-6. Substantive Motions

- A. A substantive motion is any motion that deals with the merits of an item of business and is within the Council's legal powers, duties and responsibilities.
- B. A substantive motion is out of order while another substantive motion is pending.

§ 6-7. Procedural Motions

- A. Procedural motions are those motions that the Council may use to "act upon" a substantive motion by amending it, delaying consideration of it, and so forth. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.
- B. In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion requires the floor and a second, is debatable, may be amended, requires a majority of the votes cast, and a quorum being present for adoption. Procedural motions are listed below in their order of priority. If a procedural option is not listed below, then it is not available.
 - 1. To Appeal a Procedural Ruling of the Presiding Officer.
A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Council which shall decide the matter by majority decision. Such an appeal is in order immediately after such a decision is announced and at no other time. The Council member making the motion need not be recognized by the presiding officer, the motion does not require a second, and the motion, if timely made, may not be ruled out of order.
 - 2. To Adjourn.
At a meeting of the Council, a motion to adjourn shall always be in order. The motion may be made only at the conclusion of action in a pending

substantive matter; it may not interrupt deliberation of a pending matter. The motion is not debatable and cannot be amended.

3. To Take a Brief Recess.

This motion allows the Council to pause briefly in its proceedings. A motion to take a brief recess is in order at any time except when a motion to appeal a procedural ruling of the presiding officer or a motion to adjourn is pending.

4. To Suspend the Rules.

The Council may suspend provisions of its rules of procedure. The Council may not, however, suspend any provisions of the rules of procedure that state requirements imposed by law on the Council. For adoption, a motion to suspend the rules requires unanimous consent or an affirmative vote of two-thirds (2/3) of the Council members present.

5. To Defer Consideration.

The Council may defer action on a substantive motion to a more convenient time. The Council may use the following motions to defer consideration of a substantive motion:

- a) The motion to "lay on the table" is used to temporarily set aside an item of business to deal with a more urgent item. Once an item of business has been laid on the table, a motion to "take from the table" is needed to bring the item back before the public body for discussion.
- b) The motion to "postpone" delays debate on an item of business so that it may be considered at a later date. An item of business may be "postponed definitely," when it is continued to a definite time or date or "postponed indefinitely" if no future time or date is specified in the motion. A matter that has been postponed to a certain time or day shall be brought up again automatically when that time arrives. When a matter has been postponed indefinitely it takes an affirmative vote of a majority of the Council to bring the matter back for further discussion.
- c) Section 15.2-2286 of the Code of Virginia, 1950, as amended, requires that a zoning petition must be "acted upon" within a "reasonable time," not exceeding one (1) year. The Council may defer action on a zoning petition for consideration at a more convenient time. However, the Council may not dispose of a zoning petition with a motion to postpone indefinitely.

6. To Call the Question.

The motion to call the question is not in order until every Council member has had an opportunity to speak once on an item of business and the deliberation by the Council on that item of business has exceeded thirty (30) minutes. The motion is not amendable or debatable.

7. To Amend.

Any substantive motion properly on the floor may be amended. An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a substitute motion. A motion may be amended no more than twice. Once a motion has been offered to the Council, it is up to the Council to decide whether or not it should be changed by amendment. It is not necessary for the person making the original motion to approve of any proposed amendment to the motion.

8. Substitute Motion.

A substitute motion shall be allowed to replace any motion properly on the floor. It shall have precedence over an existing motion and may be discussed prior to being voted on. If the substitute motion fails, the former motion can then be voted on. If the substitute motion passes, the substitute motion replaces the main motion and the new main motion will be considered and acted upon by the Council. No more than one (1) substitute motion may be made. If a substitute motion passes and replaces the main motion, no further substitute motions may be made.

9. Withdrawal of Motion.

A motion may be withdrawn by the introducer at any time before it is amended or before the presiding officer puts the motion to a vote, whichever is first.

10. To Reconsider.

The Council may vote to reconsider its action on a matter. A motion to reconsider must be made no later than the next succeeding regular meeting of the Council and can only be made by a Councilmember who voted with the prevailing side. In the event of a tie vote on the original motion any Councilmember may introduce a motion to reconsider. The motion cannot interrupt deliberation on a pending matter but is in order when action on a pending matter concludes. A motion to reconsider may not be used in a land use decision involving a rezoning or a conditional use permit.

11. To Prevent Reintroduction for Six (6) Months.

The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote of the majority of the entire membership of the Council. If adopted, the restriction imposed by the motion remains in effect for six (6) months. As with every other procedural motion, the motion to prevent reintroduction may be dissolved by a motion to suspend the rules of procedure.

§ 6-8. Debate

The presiding officer shall state the motion and then open the floor to debate. The presiding officer shall preside over the debate according to the following general principles:

- A. The maker of the motion is entitled to speak first;
- B. A Councilmember who has not spoken on the issue shall be recognized before a Councilmember who has already spoken;
- C. To the extent possible, the debate on the motion shall alternate between proponents and opponents of the measure;
- D. A Council member may vote for or against his or her motion, but may not speak against his or her motion;
- E. The presiding officer may participate in the debate prior to declaring the matter ready for a vote; and
- F. Council members shall not engage in electronic communications amongst themselves regarding a motion that is on the floor for debate.

§ 6-9. Duty to Vote

- A. Each Councilmember who is present at a meeting shall be required to vote upon all issues presented for decision unless prohibited from doing so by the Virginia Conflict of Interests Act or unless excused from voting by the other Council members.
A Council member who wishes to be excused from voting shall state his or her reasons for abstaining and the presiding officer shall ask if any of the remaining members object. If there are any objections, the Council shall take a vote of the remaining members on the question of whether or not to allow the Councilmember to abstain from voting.
- B. If there is an abstention, it shall be the responsibility of the Town Clerk to note the abstention and the reason for abstaining for the record.

§ 6-10. Method of Voting

- A. After debate, the presiding officer shall ensure that the motion is clear and call for the vote.
- B. All questions submitted to the Council shall be determined by a majority vote of the members voting on any such question, unless otherwise required by special or general law. A majority is more than half.
- C. An "affirmative vote" by a majority of the Council present is necessary to adopt a motion, and a tie vote means that the motion, resolution, or issue has been rejected. When a motion fails on a tie vote, the "noes" prevail.
- D. In order for a motion in a zoning matter to be adopted, it must be approved by a majority of those voting.
- E. All questions submitted to the Council for decision shall be decided by a vote of the Council utilizing the electronic voting board in the Council Chambers. In the event of a malfunction of the electronic voting board, or if the meeting is held in a space without such a device, the question shall be decided by an oral vote of "aye" or "nay". Any Councilmember may request a roll call vote. In any case, the presiding officer shall announce the results of the vote.

Commented [CL16]: This may be done by summarizing the motion and receiving confirmation by the mover. Clear motions are a legal requirement.

§ 6-11. Decisions on Points of Order

Any Council member may raise a point of order without being recognized by the presiding officer. The presiding officer shall refer any point of order to the Parliamentarian. The Parliamentarian shall advise the presiding officer who shall then make a ruling on the point of order. A Council member may appeal the ruling of the presiding officer to the Council which shall decide the matter by majority decision.

Commented [CL17]: The presiding officer has the final call on the ruling.

BOARDS, AUTHORITIES, COMMISSIONS, AND COMMITTEES

§ 7-1. Appointments to Boards, Authorities, Commissions, and Committees

- A. Members of boards, authorities, commissions, and committees shall be appointed by an affirmative vote of a majority of the Council members to serve specified terms as may be deemed appropriate by the Council.
- B. The mayor shall make all appointments to, and select the chairs of, any committee of the Council. Substitutes or alternates may participate on such committees only if so authorized by the mayor. Committee members for such committees will serve two-year terms.
- C. Ad hoc committees, such as special task forces, may be created from time to time by the Council, for specific purposes, as determined by the Council.

§ 7-2. Standing Committees Roles and Guidelines

The roles of and the operating guidelines for any standing committees shall be as adopted by a majority of the Council.

GENERAL OPERATING POLICY

§ 8-1. Recording Council Meetings

Regular meetings of the Council shall be recorded and released by the Town Clerk on request at cost and may be broadcast live, or via any time delay, via the Internet.

§ 8-2. Numbering and Indexing of Resolutions and Ordinances

It shall be the responsibility of the Town Clerk to number and index all resolutions and ordinances adopted by the Council. The resolutions shall be numbered consecutively and use the last two digits of the calendar year. For example: for the first resolution in January, 2025, the resolution number would be shown as: R-25-01. Ordinances shall also be numbered consecutively.

§ 8-3. Minutes of the Council Meetings

The minutes of the Council's meetings shall reflect the official acts of the Council. They shall provide a summary of discussion and record of the Council's votes. Minutes shall be considered for approval within a reasonable time after the meeting they record.

§ 8-4. Amending the Rules of Procedure

These rules may be amended at any regular meeting, or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Adoption of an amendment to these rules shall require an affirmative vote of four (4) members of the Council.

§ 8-5. Special Rules of Procedure

The Council may adopt its own special rules of procedure to cover any situations that are not adequately addressed in these Rules of Procedure. It is recommended that Council refer to the most recent edition of *Robert's Rules of Order Newly Revised* for guidance regarding matters not address in these Rules of Procedure. Adoption of a special rule of procedure shall require an affirmative vote of a majority of a quorum of the Council.

ADDENDUM

CODE OF ETHICS AND STANDARDS OF CONDUCT FOR MEMBERS OF

THE TOWN COUNCIL OF THE TOWN OF ORANGE

CODE OF ETHICS

Recognizing that persons who hold public office have been given a public trust and that the stewardship of such office demands the highest levels of ethical and moral conduct, any person serving on the Town Council of the Town of Orange should adhere to the following Code of Ethics.

1. Uphold the Constitution, laws and regulations of the United States and of all governments therein and never knowingly be a party to their evasion.
2. Put loyalty to the highest moral principles and to the town as a whole above loyalty to individuals, districts, or particular groups.
3. Give a full measure of effort and service to the position of trust for which stewardship has been granted; giving earnest effort and best thought to the performance of duties.
4. Seek to find and use the most equitable, efficient, effective, and economical means for getting tasks accomplished.
5. Adopt policies and programs that support the rights and recognize the needs of all citizens regardless of race, religion, color, sex, sexual orientation, gender identity, national origin, age, disability, status as a service disabled veteran, or any other basis prohibited by state law. Avoid adopting policies, supporting programs or engaging in activities that discriminate against or offend individuals because of race, religion, color, sex, sexual orientation, gender identity, national origin, age, disability, status as a service disabled veteran, or any other basis prohibited by state law.
6. Ensure the integrity of the actions of the Town Council by avoiding discrimination through the dispensing of special favors or unfair privileges to anyone, whether for remuneration or not. A member should never accept for himself or herself or for family members any gifts, favors or benefits under circumstances which might be construed by reasonable persons as influencing the performance of governmental duties. In addition, each member shall comply with all applicable provisions of the State and Local Government Conflict of Interests Act, including those provisions that regulate the

solicitation and acceptance of gifts, money or other things of value for services performed within the scope of the member's official duties.

7. Make no private promises of any kind binding upon the duties of any office, since a public servant has no private word which can be binding on public duty.

8. Engage in no business with the town government, either directly or indirectly, which is inconsistent with the conscientious performance of government duties except as may be consistent with the conflict of interests statutes in the Code of Virginia.

9. Never use any information gained confidentially in the performance of governmental duties as a means of making private profit.

10. Expose through appropriate means and channels, corruption, misconduct, or neglect of duty whenever discovered.

11. Adhere to the principle that the public's business should be conducted in the public view by observing and following the letter and spirit of the Freedom of Information Act using closed meetings only to deal with sensitive personnel, legal matters, contractual matters or as otherwise provided by the Code of Virginia.

12. Avoid using the position of public trust to gain access to the media for the purposes of criticizing colleagues, citizens or personnel, impugning their integrity or vilifying their personal beliefs.

13. Make sure, when responding to the media, that a clear distinction is made between personal opinion or belief and a decision made by the Council.

14. If requested by any member of the Town Council, review orally and in public session at the annual organizational meeting each of these principles.

15. Pledge to honor and uphold these principles, ever conscious that public office is a public trust.

STANDARDS OF CONDUCT

Recognizing that persons holding a position of public trust are under constant observation by the media and interested town residents, and recognizing that maintaining the integrity and

dignity of the public office is essential for maintaining high levels of public confidence in our institutions of government, every member of the Town Council of the Town of Orange should

adhere to the following Standards of Conduct:

1. In responding to questions, from the media or citizens, Council members should remind the listener that they are not speaking for the entire Council, clarify their position on a particular item, and make "no public comment" on closed meeting matters in

reference to individuals, real estate, and other areas addressed pursuant to Section 2.2-3711 of the Code of Virginia.

2. Remember that personnel matters are to remain confidential and that it is the obligation of the Council and its membership to protect the privacy of the individual.
3. Focus on issues and avoid making public comments about individuals, staff members, fellow Council members, community residents or media representatives.
4. Ensure that e-mails on matters of public business before the Council which are sent to more than one member shall be sent to all other Council members.
5. Avoid during public meetings and during the performance of public duties the use of abusive, threatening or intimidating language or gestures directed at colleagues, citizens, or personnel.
6. Pay all taxes due to the county, state, or national government.
7. Attend all regularly scheduled meetings of the Council or committees to which he or she has been assigned, resigning whenever personal circumstances preclude regular attendance.
8. Avoid a private lifestyle that casts public doubt upon the integrity and competence of the town government.
9. Make a conscientious effort to be well prepared for each meeting and, upon review of the agenda for any upcoming meeting, notify the Town Clerk in writing of any matters for which there exists a conflict of interest.
10. Offer criticism of colleagues or town employees only in private meetings with appropriate individuals or in closed meetings.
11. Work to create a positive environment in public meetings where citizens will feel comfortable in their roles as observers or participants.
12. Maintain an attitude of courtesy and consideration toward all colleagues and staff during all discussions and deliberations.
13. Be tolerant. Allow citizens, employees, or colleagues sufficient opportunity to present their views.
14. Be respectful and attentive. Avoid comments, body language or distracting activity that conveys a message of disrespect for the presentations from citizens, personnel or colleagues.
15. Be concise. Avoid the practice of taking more time to address an issue before the body than is necessary and essential for an adequate consideration of those matters being

discussed.

If a resident of the Town of Orange makes a complaint that a Council member has violated the Code of Ethics and/or Standards of Conduct, then the following procedure shall be followed:

- A. The Clerk shall forward the complaint to all Council members and the Town Attorney.
- B. The Town Attorney shall review the complaint and determine if it is a valid complaint; a valid complaint is one from a resident which alleges conduct that may constitute a violation of the Code of Ethics or Standards of Conduct.
- C. The Town Attorney will report his/her determination and the grounds therefor to the Council. If the Town Attorney determines that it is not a valid complaint, then the Town Attorney will notify the complainant and no further action will be taken.
- D. The accused member shall then be given a reasonable period of time to respond in writing to the allegations, and his/her response shall be forwarded to all Council members.
- E. The Council and the Town Manager and/or Town Attorney, if needed, may meet to discuss the allegations and the member's response.
- F. At a public meeting, the mayor shall poll each member, except the alleged violator, regarding whether a violation occurred. If a majority of the Council members find that a violation has occurred, then the Council, by motion, shall take appropriate action with respect to that violation.
- G. The Chair shall direct the Town Manager to draft a response to inform the complainant of the Council's disposition.

If the mayor is the alleged violator, the vice-mayor shall carry out the mayor's duties, as outlined-above.

Adopted _____

VML Civility Pledge

See [VML Website](#)

The [City/Town/County of Home Locality] pledges to practice and promote civility within the governing body.

The elected officials of the [City/Town/County of Home Locality] enact this civility pledge to build a stronger and more prosperous community by advocating for civil engagement, respecting others and their viewpoints, and finding solutions for the betterment of the community.

This pledge ensures all communication – both spoken and written – to be open, honest and transparent as this is vital for cultivating trust and relationships.

This pledge ensures mutual respect to achieve municipal goals, recognizing that patience, tolerance and civility are imperative to success.

This pledge creates opportunities for finding common ground and engaging in civil discussion to seek solutions through active listening and thoughtful participation.

MODEL OF EXCELLENCE

Town of Orange

BOARDS, COMMITTEES, AND COMMISSIONS

MEMBER STATEMENT

As a member of the Town of Orange Town Council, or of a Town of Orange board, commission, or committee, I agree to uphold the Code of Ethics for elected and appointed officials adopted by the Town and conduct myself by the following model of excellence. I will:

Recognize the worth of individual members and appreciate their individual talents, perspectives, and contributions;

Help create an atmosphere of respect and civility where individual members, Town staff, and the public are free to express their ideas and work to their full potential;

Conduct my personal and public affairs with honesty, integrity, fairness, and respect for others;

Respect the dignity and privacy of individuals and organizations;

Keep the common good as my highest purpose and focus on achieving constructive solutions for the public benefit;

Avoid and discourage conduct which is divisive or harmful to the best interests Town of Orange;

Treat all people with whom I interact in the manner I wish to be treated.

I affirm that I have read and understand the Town of Orange Code of Ethics.

Signature: _____

Date: _____

Name (printed): _____

Office held: _____

TOWN OF ORANGE TOWN COUNCIL

PROCEDURES FOR PUBLIC COMMENT PERIOD

The Town Council of the Town of Orange is committed to allowing the public the opportunity to offer comments and suggestions for the efficient and effective administration of government. In addition to public hearings, time is set aside at each regular Council meeting for the purpose of receiving such comments and suggestions. All comments addressed to the Council during the Public Comment period shall be subject to the following procedures:

1. A Public Comment period is held at each regular meeting of the Council for topics not scheduled on the agenda for public hearing. The comment period will be limited to a maximum of 30 minutes unless the Council elects to extend the time limit.
2. Commenters who do not wish to speak may submit their comments in writing to the Town Clerk, who will include that submission with the Council package for the next regular session of Council. Written comments must be received before the end of business no less than 5 business days before the regular meeting.
3. Each person who wishes to speak during the Public Comment period shall register with the Clerk using a form provided prior to the beginning of the Council meeting. Speakers will be called to speak in the order in which forms are received by the clerk, except that those residing within the Town will speak before non-residents.
4. Each speaker may speak for a maximum of three minutes during the Public Comment period, with the timer being kept by the Clerk. Subjects requiring more time for discussion may be added by majority consent of the Council to a later agenda.
5. Speakers will be acknowledged by the Mayor or presiding officer and will address all comments to the Council. Speakers will address Council from the speaker's lectern at the front of the room and will begin their remarks by stating their full name and address. Discussions between speakers and members of the audience will not be allowed.
6. Speakers who have prepared written remarks or supporting documents are encouraged to leave a copy of such remarks and documents with the Clerk for inclusion in the Council Minutes.
7. Persons appearing before Council will not be allowed to:
 - A. Campaign for public office;
 - B. Promote private business ventures;
 - C. Use profanity or loud, vulgar, threatening or abusive language or gestures;
 - D. Use language which insults or demeans any person or which, when directed at a public official or employee is not related to his or her official duties; however,

citizens have the right to comment on the performance, conduct and qualifications of public figures;

E. Commit any act or disruptive behavior tending to impede or distract the attention of Council from the business before it, including interrupting other speakers, applauding, cheering or jeering;

From: Gail S. Marshall, Town Attorney
Date: October 25, 2004
RE: Tonight's Discussion of Council procedures

You have suggested that Council may discuss tonight what areas they have concerns or questions about with respect to council procedures. That would be very helpful. Once they have identified the areas of concern or the goals they have, it will be much easier to respond with specific suggestions as to what options they have in dealing with those areas.

Some areas they might consider include:

1. A discussion of how items get on the agenda. I believe we have traditions here but no firm or written policy. As far as I understand it, the agenda is set by the Mayor and Town Manager and any council member can ask ahead for an item to be added. Is that the policy we want? Should it be reduced to writing? As a parenthetical, I do not believe that voting at the meeting to "adopt (or amend) the agenda" as some organizations do is a good idea because that is really too late to have material or staff prepared to deal with specific items. I think if possible, it is better to have the agenda set by some kind of general consensus (like on request of a councilmember to the Mayor or Town Manager) ahead of time.

2. Should discussion be permitted before any motion is made? In fact, in the time for new and old business we do now allow discussion without a motion. However, for specific items on the agenda, we generally go with Robert's Rules that says discussion should await a motion and a second. The idea behind this is that unless there is enough interest for someone to make a motion (and, generally, someone will second if only "for discussion"), then it is probably not worth taking the business meeting time on the item. However, the Council can change this tradition and permit discussion (or perhaps limited discussion) if it wants to.

3. Should motions require a second? Again, in line with Robert's rules, we have abided by the rule that a motion dies if no one seconds it. The purpose of the Robert's Rule is that an action/motion should have some viability and not be something only a small minority is interested in, before one is required to discuss and vote on it. There is a publication made especially for small governing bodies that was recommended at the recent VML conference, and that Wendy is trying to get. That book apparently says that if you are a small body, maybe a second shouldn't be required. If, for example, your Council consists of only five members, if you have a movant you already have 20% of the body interested in the matter (compared say to one moving party out of a body of 10 or 12 where the sole movant represents only 1/10 or 1/12 of the body) and perhaps that should be enough to require it to come to a vote. Since our "default" position is that we follow Robert's, if Council wants to move to "no second required," I suggest we do it by adopting it as a procedural resolution.

4. These are a few of the policies one might want to look at further. If Council can identify what they are interested in, I would be happy to put together a presentation of suggestions and options for a future meeting.

GSM