



# BYLAWS



## ARTICLE I - POWERS AND OBJECTIVES

### Section 1. Objectives

The objectives, purposes, and powers of the Jefferson County Farmland Protection Board are those set forth in *West Virginia Code §8-24-72*, amendments and supplements thereto.

*See Index to Citations*

### Section 2. Purchase of Easements

The Board shall develop uniform standards and guidelines in order to rank applications for the purchase of easements. Criteria to be considered shall be in accordance with Criteria for acquisition of conservation and preservation easements by county farmland protection boards and the authority, *West Virginia Code §8-24-79*.

*See Index to Citations*

### Section 3. Donation of Easements

The Board shall adopt policies and procedures for the donation of easements into the Farmland Protection Program.

### Section 4. Co-Holding Easements

The Board shall adopt policies and procedures for the co-holding of purchased or donated easements with other private land conservation organizations.

### Section 5. Contractors and Consultants

The Board may contract with such individuals or organizations or engage such

consultants, as it deems advisable at such compensation and with such duties and for such times as the Board may from time to time prescribe.

The Board may also contract with outside entities, public or private, to perform any duty over which the Board has an obligation. This includes, but is not limited to, such professional activities as annual property reviews, legal defense, enforcing easement restrictions, or preparation of baseline documentation.

### Section 6. Employees

The Board may prescribe personnel guidelines: establish salary levels by duly adopted general or special resolution or hire employees of the Board. All personnel promotions, salary increases, suspension and dismissals shall be authorized by the Board unless empowering others to fulfill this function by duly adopted, joint or special resolution.

### Section 7. Protected Properties

Properties protected by a conservation or preservation easement represent a unique and valuable asset to the quality of life in the county. The Board shall hold the conservation of such properties as its highest duty, and shall not entertain or engage in any agreement, contract or transaction that could diminish these intangible conservation values. The Board or its designee(s) shall monitor, defend and



protect, in perpetuity, these conservation values as recorded through the deed of conservation easement, against any and all actual or potential violations or encroachments. ♦



## ARTICLE II – MEMBERS

### Section 1. Terms of Office of Members

In accordance with The West Virginia Farmland Protection Act *West Virginia Code §8-24-73(b)(a)*, the Board shall be composed of seven (7) members who shall serve a term of four (4) years except for two initial appointments of two (2) years. No member may serve for more than two consecutive terms.

*See Index to Citations*

### Section 2. Voting

It is the duty of each member to vote on each matter submitted to a vote of the members. A member shall abstain from a vote only if a conflict of interest, as defined by law, exists. The Board, or any member, recognizing a potential conflict, shall obtain a written advisory opinion from the West Virginia Ethics Commission prior to casting any questionable vote.

Each vote taken shall be by a show of hands. The Chair of the meeting shall first call for those voting in the affirmative to so indicate, followed by a call for the negative vote.

### Section 3. Appointments

The Board may appoint persons, who need not be members of the Board, to fulfill the functions and duties of the Secretary and/or Treasurer. Such appointed designees shall not have voting rights. Any non-Board designee appointed to fulfill the duties of Treasurer shall be bonded.

### Section 4. Resignation and Removal of Members

Any member may resign by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified in such notice and the acceptance thereof shall not be necessary to become effective.

The Board may request the County Commission to remove any member of the Board who fails to attend or give notice of nonattendance at four or more meetings in any fiscal year.

### Section 5. Vacancies

Upon a Board vacancy(s), the remaining Board members shall immediately submit a letter to the Jefferson County Commission notifying the Commission of such vacancy and specifying the type of expertise or special skills new appointees to the Board should possess. It is hereby acknowledged that skills such as, but not limited to, federal grant writing, easement acquisition, taxation, and banking expertise, would significantly empower this Board to successfully pursue its duties under the Farmland Protection Act.

### Section 6. Compensation and Reimbursement

Members shall receive no compensation for their services. By resolution of the Board, each member may be reimbursed for out-of-pocket expenses. ♦



## ARTICLE III - ELECTION AND DUTY OF OFFICERS

### Section 1. Election of Officers

All officers must be members of the Board and shall be elected by the members at each annual meeting. Officers to be elected include: a President, a Vice-President, a Secretary and a Treasurer. No office may be held by the same person concurrently. Nomination of officers shall be made from the floor, and the election shall follow immediately thereafter. Candidates receiving a majority vote shall serve for one year. Officers may succeed themselves for only one, (1), additional year.

### Section 2. President

The President shall preside at all meetings of the Board except Special Meetings called by members pursuant to Jefferson County Farmland Protection Board *Bylaws, Article IV §2*. The President, or the President's appointee, shall act as, and be the sole spokesman for the Board on issues to which the board has made a formal opinion. The President shall also have the authority to sign and/or co-sign any necessary documents as approved by the Board and appoint any committees of the Board. The President shall also be responsible for creating meeting agenda and forwarding the same to the Secretary for distribution.

*See Index to Citations*

### Section 3. Vice President

The Vice President shall perform the duties of the office of the President in the absence or disability of the President. In the event the office of President becomes vacant, the Vice President shall perform the duties as President until the Board shall elect a new President. The Vice President shall also perform such other functions as may be incident to the office.

### Section 4. Secretary

The Secretary shall assist the President in the preparation of agenda and shall prepare and send out notice(s) for all meetings along with minutes from prior meetings and proposed agenda. The Secretary shall also establish and maintain the documents and records of the Board, including, but not limited to, meeting minutes, an official directory of the members of the Board (including current addresses, telephone numbers, facsimile numbers and electronic addresses of each member and each members preferred mode of notification), and resolutions of the Board. The Secretary shall also perform such other functions as may be incident to the office.

The Minutes of each meeting shall conform in content with the *West Virginia Open Government Proceedings Act §6-9A, et. seq.*, and shall also conform in format as prescribed in Roberts Rules of Order. For each vote put to the Board, the Secretary shall record and enter upon the minutes, each individual member's vote.

*See Index to Citations*

The Secretary shall also prepare, and be responsible for distribution to all new members, an orientation packet containing a copy of the:

- *West Virginia Farmland Protection Act; and regulations thereto [West Virginia Code §19-1-6 and §19-25-1-7],*
- *Bylaws of the Jefferson County Farmland Protection Board,*
- *Jefferson County Farmland Protection Program, and*



- *West Virginia Open Government Proceedings Act §6-9A, et. seq.*

*See Index to Citations*

### Section 5. Treasurer

The Treasurer shall act under the supervision of the Board, and shall have charge and custody of, and be responsible for, all the funds of the Board and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transaction of the Board. The Treasurer shall deposit, or cause to be deposited, all monies and other valuable effects of the Board in the name of and to the credit of the Board in such banks, trust companies, or other depositories as may be designated from time to time by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Board based upon proper vouchers for such disbursement or such conservation or preservation easements purchase as approved by the Board.

The Treasurer shall prepare a written financial report to the Board monthly and at such other times as the Board may require. The Treasurer shall annually prepare and submit to the Board at the close of each fiscal year a full and complete report in writing or statement of all monies received and expended and of the existing condition of the funds and assets of the Board for such year. The Treasurer's books, accounts and records shall be subject to the inspection of the Members of the Board as a body at any time. When required or requested by the Board, an audit shall be undertaken by an independent certified public accountant or accountants as selected by the Board. The audit may be made annually at the close of each fiscal year and/or at such other times and for such other periods as the Board may determine.

### Section 6. Removal of Officers

Any officer may be removed from office by an affirmative vote of a majority of the Board for non-performance of duties, failure to participate, or any other cause deemed sufficient by the Board.

### Section 7. Vacancies

Vacancies in offices shall be filled immediately by the affirmative vote of a majority of the remaining members. ♦



## ARTICLE IV – MEETINGS

### Section 1. Regular Meetings

The Board shall meet at a minimum of once per month at a predetermined fixed date, time and place as the board may determine. Notice of a regular meeting, along with a proposed agenda and minutes from the preceding meeting, shall be sent to the preferred address of each member, as listed in the official Board directory, at least 5 days prior to the date of the next regular meeting.

### Section 2. Special Meetings

Special meetings of the Board may be called at any time by the President, or by any two other members, upon written request to the Secretary. The written request shall set forth the date, time, place and purpose for the special meeting. The Secretary, at least five (5) days in advance of a special meeting, shall mail a written notice to all members. The Members



calling a special meeting shall preside over the meeting and discussion is limited to those matters set forth in the written request.

### Section 3. Annual Meetings

Annual meetings shall be held in lieu of the first regular meeting of each new fiscal year. Upon completions of its initial Farmland Protection Program, the Board shall review and re-affirm, amend, or alter, in whole or in part, its Farmland Protection Program by a majority vote of the Board at each annual meeting. The Board shall also elect officers at each annual meeting. Notice of each annual meeting shall be the same as for a regular meeting.

### Section 4. Emergency Meeting

An Emergency meeting of the Board may be called in situations where time is of the essence and the public notice requirements of a regular or special meeting cannot be met. Emergency meetings can only be called to prevent loss of life, damage to property, or irrevocable financial loss.

### Section 5. Voting Members

Pursuant to *West Virginia Code §8-24-73(b)*, all members of the Board are voting members, except the County Commissioner.

*See Index to Citations*

### Section 6. Quorum

Unless provided for to the contrary elsewhere in these Bylaws, a majority, defined as four (4) of the voting members of the Board, shall constitute a quorum for the transaction of all business.

In the absence of a quorum, the meeting chair shall call the meeting to order, announce the absence of a quorum and entertain a motion to adjourn, recess, or take measures to obtain a quorum.

### Section 7. Proxy

Voting by proxy shall not be permitted for any purpose.

### Section 8. Order of Business

The order of business shall be governed by ROBERT'S RULES OF ORDER.

*See editor's note pg. 105.*

### Section 9. Telephonic Attendance/Voting

Any one or more Members may participate and vote in a meeting of the Board, or a Committee of the Board, by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can fully participate in real time.

### Section 10. Public Notice

The notice and agenda of each meeting shall be printed and posted in a manner visible to the public. Satisfactory notice of each meeting includes a posting upon the Jefferson County Courthouse door and the street door of the Board's regular place of business. Notice of regular meetings shall also be published in the local newspaper of record.

Notice and agenda of Regular, Annual and Special Meetings shall be posted to the public a minimum of 72 hours in advance of said meeting. Notice and agenda of Emergency Meetings shall be posted to the public as soon as possible and no later than the initiation of the meeting.

### Section 11. Notice Waiver

Unless otherwise provided for by law or in the provisions of these bylaws, whenever notice is required to be given to the members under the provisions of these bylaws or under law, a waiver therein in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed to be the



equivalent to the giving of such notice and attendance of the person at a meeting shall constitute a waiver of notice, unless such person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Waiver of notice shall be recorded in the minutes of such meeting. ♦



### ARTICLE V - FARMLAND PROTECTION FUND

#### Section 1. Farmland Protection Fund

The Board shall create a Farmland Protection Fund to carry out the purposes of the Farmland Protection Program. The Protection Fund is authorized to accept money or property from general or special fund appropriations by the county or state, a distribution from the West Virginia Agricultural Land Protection Authority, private or governmental grants, private contributions, fund raising or gifts, earnings from investments, interest, dividends or distributions. The Board shall seek or shall authorize the seeking of any and all county, state, Federal and private funding available, consistent with the purposes of the Farmland Protection Program. Notwithstanding, the Board is authorized to decline, reject or deny private grants, contributions or gifts that represent or have the appearance of representing an impropriety, which could result in the temporary or permanent loss of public faith and trustworthiness in the Farmland Protection Program or the Board.

#### Section 2. Deposits

All funding and other sources of income of the Farmland Protection Program shall be deposited into one or more accounts maintained by the Board in such banks, trust companies, or other depositories as the Board may select. Such monies shall not be commingled with other public funds.

#### Section 3. Disbursements

All payments or withdrawal of funds shall be based upon proper vouchers, invoices or documentation for such disbursements; or shall be a conservation or preservation easement purchase approved by the Board. All disbursements shall be signed and /or countersigned as directed by the Board.

#### Section 4. Funding Through Bonds

The Board may act on its own authority or in cooperation with any other governmental authority to issue general or special revenue bonds or other funding to facilitate the purchase of conservation or preservation easements.

#### Section 5. Fiscal Year

The fiscal year of the Jefferson County Farmland Protection Board shall be the same as the fiscal year of the Jefferson County Commission [July 1 to June 30].

#### Section 6. State/County Controlled Monies

The President or the Treasurer is hereby empowered to act on behalf of the Board in all matters and transaction relating to any monies granted or appropriated to the Board by the Governor or Legislature of the State of West Virginia but held by the State or County in accounts subject to the State or County's fiscal responsibility and control, in such manner as shall be prescribed by resolution of the Board. ♦



## ARTICLE VI – MISCELLANEOUS

### Section 1. Standing and Special Committees

The Board may designate standing and/or special Committees of the Board, which shall consist of two or more Board members. Each such Committee shall have power to the extent delegated to it by the Board. Each Committee shall keep minutes of proceedings and report to the full Board as may be directed.

### Section 2. Signatures

All agreements, deeds, instruments, contract, documents and other writings of the Board shall be signed by the President or Vice President and attested to by the Secretary or Treasurer unless, by resolution of the Board, other officers of the Board are authorized to execute such documents. Facsimile signatures of any member of the Board may be used as authorized by the Board.

### Section 3. Expenditures

The Board may contract with outside entities, public or private, to perform any duty over which the Board has an obligation. This includes, but is not limited to: annual reviews, legal defense, baseline documentation and others.

### Section 4. Contracts

By resolution of the Board, all agreements, deeds, instruments, contracts, documents, certificates and other writings of the Board

shall be signed by the President, or Vice-President, attested to by the Secretary or Treasurer, unless, by resolution of the Board, other officers of the Board are authorized to execute contracts or other obligations of the Board.

### Section 5. Indemnification

The Board shall, to the fullest extent permitted by law, indemnify any person or entity made, or threatened to be made, a party to any action or proceeding, by reason of the fact that such person or entity, his executor or administrator, was a co-holder of an easement along with the Board. Such indemnification shall include judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein), if:

1. such co-holder acted in good faith for a purpose which he reasonably believed to be in the best interest of the Board, and
2. it is not determined in such action or proceeding that such co-holder acted with willful or gross negligence.

### Section 6. Definitions

The following terms shall be defined accordingly:

Board - The Jefferson County Farmland Protection Board.

Member(s) - Person(s) duly appointed to the Board by the County Commission of Jefferson County. ♦



## ARTICLE VII – BYLAWS

### Section 1. Amendments

These bylaws may be amended, altered, suspended or repealed, in whole or in part, by a majority vote of the Board, called to order by a special meeting.

### Section 2. Inconsistency

**Whenever a provision of these bylaws is inconsistent with the laws of West Virginia, the provisions of the State law shall be controlling.**

### Section 3. Severability

Whenever a section, subsection, subdivision, sentence or clause of these bylaws is adjudged to be invalid, such adjudication shall not affect the validity of the remaining portions of these bylaws, and, to this end, each provision of these bylaws is hereby declared to be severable. ♦

Adopted: April 2, 2001

/s/

By: Shannon Donley, Chairman,  
Jefferson County  
Farmland Protection Board;

/s/

By: Jane Peters, Secretary,  
Jefferson County  
Farmland Protection Board

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