

TOWN COUNCIL

A GUIDE FOR CANDIDATES AND
COUNCIL MEMBERS



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WELCOME TO LOCAL GOVERNANCE

Thank you for your decision to run for a position on the Town Council for the Town of Orange, Virginia. Informed participation by citizens in local government is vital for successful communities. Candidates are invited to meet with the Town Manager for an orientation and tour. Candidates are encouraged to attend and observe meetings of the Town Council, as are all citizens of the Town.

Congratulations to you as a new Councilmember! You are beginning your first term as an elected official and there's so much to learn and to do.

This introductory primer is a resource to help you understand your role as a member of Council and is designed to provide and direct you to the information you need in the role and necessary to help you achieve the goals that you hope to achieve on this path.

Inside you'll find information, links to vital resources and an overview of your new (or prospective) role. You can reach out to the Town Manager, Town Attorney, and Town Clerk if you have additional questions or concerns.

ABOUT THIS GUIDE

This guide is provided as an overview for the new or prospective councilmember. While not exhaustive, it should provide you with the information you need to find your footing on Town Council and get you started. In all cases, the Town Manager, Clerk and Attorney are your contacts for questions and information.

As we wrote this document, we are aware that many who run for office do so with a goal or goals in mind. If you are new to local government structure and operations, some things may not work in the ways you expected. Some of the contents were added in response to questions asked by previous councilmembers. We hope this primer will help you start this journey in the most productive way, to help all of us meet our goal of creating and maintaining a successful community for our citizens.

This guide describes our town's government, Council's roles, powers and responsibilities and the manner in which local government officials should interact with one another, town staff, constituents and others during their time on Council. Local governments are composed of individuals with diverse backgrounds, personalities, values, opinions, and goals. All have chosen to serve in public roles in order to improve the quality of life in the community. In all cases, this common goal should be acknowledged even as Council may agree to disagree on contentious issues.

TOWNS IN VIRGINIA

In Virginia, “town” means any existing town or an incorporated community within one or more counties that became a town before noon, July 1, 1971. Both cities and towns operate under charters (little constitutions) granted by the Virginia General Assembly. Unless state law says otherwise, charter provisions take precedent over state law. To amend or replace its charter, a city or town has to obtain General Assembly approval.

Unlike cities, which are independent geographically, incorporated towns are territorial subdivisions of the counties within which they are situated. Town residents are subject to county ordinances. They pay taxes to the county as well as the town, and they vote in county elections. Towns cannot levy a sales tax, but they do share in county sales tax revenue.

Until 1887 no formal distinction was made in law between cities and towns. Today, towns perform many of the same functions as cities, except they do not have courts, constitutional officers, or electoral boards. They do not supply many services. Instead, towns receive those services from the county of which they are a part.

(From <https://www.civiceducationva.org/>, a website maintained by the Va. Dept. of Education)

TOWN HISTORY

The Town of Orange was created in 1734 and named in honor of William IV, Prince of Orange. The unincorporated town of Orange Court House began serving as the county seat in 1749. In 1859, the fourth courthouse, which still stands today, was built and was in use until the current courthouse was built.

Orange achieved town status in 1872, and continued to grow as a hub for business, manufacturing and agriculture into the 20th century. On the morning of November 8, 1908, a fire swept through the eastern half of town, destroying many buildings there. It was in the aftermath of the Great Fire of Orange that the municipal water system in town was built in 1910, to provide future fire protection.

You can learn more about the history of the Town of Orange and Orange County by visiting the Orange County Historical Society at 130 Caroline Street, or their website at <http://www.orangecovahist.org>

ORANGE TODAY

The Town of Orange is a municipal corporation of the Commonwealth of Virginia in Orange County. A municipality has its own government structure which works within and independent of county government. The Town offers its own water and sewer services, maintains its own roads and rights of way, assesses and collects taxes. Town residents are also county residents, and both pay county taxes and receive county services. The town covers an area of approximately 3.4 square miles at the crossroads of Virginia state route 20 and US Route 15.

The town's population as of the last census is just over 5,000 people, in about 1,800 households. The median age is 35. Median income per household is \$59,000. Approximately 83% of residents have a high school diploma, while nearly 20% hold a bachelor's degree or higher. The town's poverty rate of 15.7% is about 1.5 times the rate in the Commonwealth of Virginia as a whole.

GOVERNMENT STRUCTURE

The Town of Orange, by charter, has a Town Manager form of government with a council of five members, elected to staggered four-year terms. The mayor and vice-mayor are nominated and elected by their fellow council members. In this form, all legislative powers of the town are vested in a council which appoints the manager, in whom the executive and administrative powers of the town are vested.

Town Manager

The Town Manager has authority over the appointment, direction and removal of nonelective officers and employees other than those who may be subject to appointment by the town council. The Town Manager manages the town staff and has the authority over the operations of the town, reports to Council, negotiates and enforces contracts of the town, and prepares the annual budget for council approval. As the executive, the Town Manager is responsible for the efficient administration of the town's affairs, with responsibility and general duties requiring that they see that within the town the laws, ordinances, resolutions and bylaws of the town council are faithfully executed; attend all meetings of the town council and recommend for adoption such measures as he shall deem expedient; make reports to the town council from time to time upon the affairs of the town; keep the town council fully advised of the town's financial condition and its future financial needs; prepare and submit to the town council a tentative budget for each fiscal year; and perform such other duties as may be prescribed by the town council not in conflict with the foregoing.

WORKING TOGETHER

What's the secret to good local governance? Successful localities balance the manager/council relationship – to learn more, check out the March 2023 issue of Virginia Town and County, the magazine of the Virginia Municipal League, at <https://www.vml.org/Publications/Magazine/vol-58-no-2-march-2023>

Town Council

Council's role is legislative. Council has authority to establish town government policy, set tax rates, approve the annual budget, appoint members to the town's boards, provide policy guidance for the Town Manager and act on local resolutions and ordinances. Council elects from its membership a mayor, who serves as the official head of the town and leads council meetings, and a vice-mayor, for one-year terms at its meeting each January.

Council generally meets on the first Monday of each month at 6:00 pm for a work session and on the third Monday of each month at 7:00 pm for a formal council meeting. All meetings are open to the public and a quorum of at least 3 members is required in order for business to be enacted. Council utilizes Roberts Rules of Order as its parliamentary guideline. Councilmembers may serve on committees as assigned by the Council and as ex-officio and liaison representatives to related organizations and commissions.

OTHER TOWN OFFICERS

Town Clerk

The Town Clerk is the custodian of all records for the town, is the custodian of the town seal, and acts as official clerk for the Council, maintaining the minutes and, with the Town Manager, prepares the agenda for Town Council meetings. The Town Clerk also serves as the FOIA officer and HR manager for the Town. The Town Clerk is appointed by Town Council.

Town Attorney

The Town Attorney is the legal representative for the Town of Orange, acting as counsel for Council, town boards and officers. The attorney drafts and reviews legal instruments, assists the police department and serves as an advisor on any interest of the town of a legal nature: information, potential litigation issues and in regard to statutes, codes, parliamentary procedure, and representation as necessary in negotiations and litigation. The Town Attorney does not advise on matters of policy, except in reference to legal principles. While the Town attorney does not represent the members of Council as individuals, they may represent the council members in their capacity as local government officials. The Town Attorney is appointed by Town Council.

Town Treasurer

The Director of Finance, hired by the Town Manager, serves as treasurer for the Town of Orange. The treasurer provides monthly reports to Council on the assessment and collection of taxes and levies and enforces the town code relative to those matters. The Director of Finance keeps and maintains all financial records and manages payments.

TOWN DEPARTMENTS

Community Development

The Director of Community Development works as the town planner and liaison to the planning commission. The Director is hired and supervised by the Town Manager. The zoning administrator for the town is appointed by the Council. The current Director has been appointed as zoning administrator.

Police Department

The Town of Orange Police Department, located at 249 Blue Ridge Drive, is comprised of Patrol and Criminal investigation divisions. It encompasses 6am-6pm, 6pm-6am, 3pm-3am and 12pm-12am patrol shifts, employing 15 sworn officers working alongside two civilian employees. The Police Department have a total of 4 auxiliary Police Officers and one-part time Detective. Police Chief Kiline Madison serves as the commanding officer under the direction of the Town Manager.

Public Works

The Public Works Department oversees all infrastructure and maintenance of town infrastructure, including water and sewer services, trash and leaf collection, snow and ice removal, storm drainage, sidewalks, curbs and gutters, streets and bridges, grass cutting, signage, street sweeping, fleet maintenance, buildings and grounds maintenance and maintenance of parks. The Department has four divisions: Parks, Refuse, Streets, and Water and Sewer Infrastructure. The Department Manager is hired and supervised by the Town Manager.

Volunteer Fire Department

The Orange Volunteer Fire Company, located at 205 Caroline Street, serves as the Town's fire department. The department works cooperatively with Orange County Fire and EMS and the 4 other volunteer fire departments located within Orange County. The department answers an average of 700 incidents per year. Chief Thomas W. Jacobs serves as the Chief of the Orange Volunteer Fire Company.

Water and Sewer

The Water and Sewer Departments operate under permits from the Virginia Department of Environmental Quality (DEQ) to provide potable water to the Town. Wastewater collected within the town is treated and discharged to the Rapidan River by permit.

REACHING OUT

Councilmembers are a point of contact for many citizens seeking answers or action from their elected officials. How do you reach out for those answers or that resolution, since Council acts as a whole?

Individual councilmembers can utilize their direct line to the Manager, Clerk and Attorney for information and to discuss resolutions. Individual members do not have the power to act for the Town, except as authorized by Council as a whole and may create a legal liability for themselves and the Town if they do so. Executive authority rests solely with the Town Manager.

BOARDS AND COMMISSIONS

Industrial Development Authority

The Industrial Development Authority of the Town of Orange (IDA) was re-established by Town Council in 2020. It is made up of seven directors appointed by Council. The IDA is empowered by the legislature to promote industry and develop trade by inducing manufacturing, industrial, governmental, nonprofit, and commercial enterprises, and institutions of higher education to locate in or remain in the Commonwealth and further the use of its agricultural products and natural resources to benefit the citizenry through the increase of their commerce, or through the promotion of their safety, health, welfare, convenience, or prosperity. The IDA meets monthly with one town council member appointed by Council as an observer. The Deputy Town Clerk acts as secretary to the IDA. The Director of Finance serves as treasurer to the IDA. The Town Manager and Town Attorney also attend as advisors to the IDA. An IDA is authorized by statute to acquire, own, lease, and dispose of properties and make loans to the end that such authorities may be able to promote industry and develop trade ([Va. Code Sec. 15.2-4901](#))

Planning Commission

The Town's Planning Commission is made up of 5 voting members appointed by Council to promote the orderly development of the town and its environs. ([Town Code Division 4](#) and Va. Code [§15.2-2200](#)). The planning commission serves as an advisory to the Town Council through review of zoning questions and applications and the preparation and presentation of a comprehensive plan. Advised by the Zoning Administrator, with the Deputy Town Clerk acting as secretary and with one town council member assigned as a nonvoting liaison, the planning commission meets on the fourth Monday each month at 6:00 pm.

Board of Zoning Appeals

The Board of Zoning Appeals is made up of five members appointed by the Orange County Circuit Court on recommendation of Town Council to hear and decide appeals of decisions made by the Zoning Administrator (Va. Code [§15.2-2308](#)). As such, the BZA meets as needed. The Deputy Town Clerk serves as secretary to the BZA.

Orange County Economic Development Authority

The Town Council recommends a Town representative for appointment to the County EDA.

Rappahannock-Rapidan Regional Commission (PD-9)

[PD-9](#) provides professional planning and technical resources, a concerted approach to regional cooperation, planning assistance with program delivery, and a forum for the interaction of appointed and elected local government officials and citizen members. The Town Manager and a member of Council represent the Town at Planning District board meetings and events.

AFTER YOUR ELECTION

Once the election is over, the Orange County Board of Elections must certify the election. The Registrar then sends the certification paperwork to the Town Clerk, who will notify you about your next steps. These steps include providing information for you to take the oath of office before the Clerk of the Orange County Circuit Court, arranging for equipment provided to council members by the Town, and organizing paperwork and training.

All new council members are encouraged to attend the training for newly elected officials offered by the Virginia Municipal League.

You are **required** to take the oath of office from the Circuit Court Clerk before the first meeting of the Town Council in January of the new year. You should provide a copy of the documentation from the court to the Town Clerk for verification.

You are also **required** to:

1. Read the Virginia Freedom of Information Act:
<https://law.lis.virginia.gov/vacode/title2.2/chapter37/> The Town Attorney will provide additional training to Council. All FOIA requests go to the Town Clerk, as FOIA officer.
2. Read the Virginia Conflict of Interest Act:
<https://law.lis.virginia.gov/vacode/title2.2/chapter31/>. Confer with the Town Attorney if you have any questions or concerns about conflicts of interest.
3. Read the Virginia Public Records Act:
<https://law.lis.virginia.gov/vacode/title42.1/chapter7/>, The Town Clerk is the records officer for the Town Council. You should confer with the Clerk regarding storage or destruction of town records.
4. Complete COIA training through the Ethics Advisory Council in order to qualify for office and every two years thereafter, visit <https://ethicswebinar.dls.virginia.gov/> to access the training. Be sure to provide a copy of your completion certificate to the Town Clerk.
5. Submit a Statement of Economic Interests and Financial Disclosure Statement as a condition of assuming office and thereafter annually on or before February 1. For more information and the forms, visit the Ethics Council website at <http://ethics.dls.virginia.gov/conflict-of-interest.asp#officials>.

The clerk will also set up your town email account, for all town business, to be used for all town business after you take office in January, and confirm your contact information at this time.

SPECIAL ELECTIONS

If a special election is required due to a vacancy in the governing body, a locality must petition the circuit court to issue a writ of election to fill that vacancy within 15 days of the occurrence of the vacancy.

YOUR FIRST COUNCIL MEETING

The January meeting of the Town Council is an organizational meeting.

The Town Manager will open the meeting, get approval of the agenda and call for nominations for the position of mayor from within the council. Upon the election of the mayor, the town manager will pass the gavel over to the mayor. The mayor will call for nominations for vice mayor. Both mayor and vice mayor are chosen for one-year terms.

During this meeting, Council will determine or may adjust committee assignments. These are primarily assignments as liaison to boards and committees or nominations for acceptance as ex-officio members of outside organizations, including:

- liaison to the Planning Commission
- liaison to the Orange County Board of Supervisors
- Regional Planning District Director
- Ex officio appointee to other organizations, as applicable

Council may also make recommendations for a representative to the County EDA and the Town BZA, depending on term expirations. Council appoints the members of the IDA.

Council may at this time consider an ordinance authorizing the Commonwealth's Attorney to prosecute local ordinances under the Town Code.

The Town Manager will typically notify council regarding the preparation of the next year's budget, which must be approved before the end of the current fiscal year (July 1-June 30).

The Director of Finance will make a report.

Staff may provide updates and training presentations as relevant.

Other matters may be included on the agenda as determined by the Town Manager.

The Town Clerk will provide an agenda package to all qualified members of Council by the Wednesday prior to the meeting, which all members are expected to review prior to the session.

A public version of the package (excluding any confidential material or reports) will be distributed and posted on the town's website.

ANATOMY OF A COUNCIL MEETING

Call to Order

The mayor will call the meeting to order.

Pledge of Allegiance

The mayor will lead or invite another councilmember to lead those assembled in the pledge of allegiance.

Roll Call

The Town Clerk will call the roll, present members answering in turn.

Agenda

The Town Clerk provides an agenda for each meeting, included in the agenda package released by the Wednesday before the meeting. This agenda is compiled by the Town Manager. Council members may request that the Town Manager add items to the agenda beforehand, at his discretion. The agenda will be adopted by Council at the start of each meeting. Councilmembers or staff may also propose additions to the agenda, which will be discussed, and an amended agenda may be rejected or adopted. You are expected to familiarize yourself with the contents of the packet prior to the meeting.

Minutes

The minutes from the previous meeting or meetings will be prepared by the Town Clerk and included in the agenda package. Council will be asked to approve those minutes. Corrections may be suggested and the minutes, or minutes as amended, will be presented for motion and a vote will be called to approve the minutes for addition to the record.

Reports

The Director of Finance will present the financial report at each meeting. Other reports may also be given by staff, contractors or other parties as determined. Reports may be given in person, or may be submitted in writing with the agenda package, questions regarding reports by staff members should be directed to the Town Manager.

Unfinished Business

Any items from a prior meeting for consideration by Council which were not previously resolved.

New Business

New items for consideration by Council which were not previously presented.

Adjournment

The Mayor may close the meeting with relevant comments or announcements.

PROCEDURES AND CONDUCT

Oath of Office

In order to qualify for office, each council member is required by law to take a legally-binding oath before the clerk of the circuit court: “I do solemnly swear (or affirm) that I will support the Constitution of the United States, and the Constitution of the Commonwealth of Virginia, and that I will faithfully and impartially discharge all the duties incumbent upon me as a member of Town Council, according to the best of my ability, (so help me God).”

FOIA

The Virginia Freedom of Information Act is a part of the Code of Virginia and exists to establish the balance between government and the goal for open government, allowing citizens and the media operating in the commonwealth to access information in regard to government operations and actions. It underlies everyday application of government, balances the right of action with the need for government to function, assigns a predictable procedure which must be followed and relates to public records.

COIA

Impartially discharging duties means that elected officials should have no conflicts of interest – and should disclose potential conflicts where they may call transactions of a public body into question. Undisclosed conflicts can invalidate Impartially discharging duties means that elected officials should have no conflicts of interest – and should disclose potential conflicts where they may call transactions of a public body into question. Undisclosed conflicts can invalidate the actions of the council and create legal liabilities for the town.

Roberts Rules of Order

Town Council uses Roberts Rules as a parliamentary guide, with adaptations in practice in consideration of local needs. Consistent parliamentary practice is recommended to the presiding officer until a formal adoption of a parliamentary guideline by the body.

Code of Conduct and Code of Civility

While the Town of Orange Town Council does not have formally adopted codes or bylaws, the Council has traditionally set a tone of cordiality and professionalism under the leadership of the mayor.

GOVERNING BODY DISCIPLINE

Governing bodies, like a town council, are self-governing, meaning that each member has ethical and legal responsibility to ensure the body acts appropriately. Bodies have authority to discipline their members. See [this news article](#) for one example.

GOVERNANCE

DILLON'S RULE

The Dillon Rule is used in interpreting state law when there is a question of whether or not a local government has a certain power. Dillon's Rule narrowly defines the power of local governments. The first part of Dillon's Rule states that local governments have only three types of powers:

1. Powers granted in express words,
2. Powers necessarily or fairly implied in or incident to the powers expressly granted, and
3. Powers essential to the declared objects and purposes of the corporation, not simply convenient, but indispensable.

The second part of Dillon's Rule states that if there is any reasonable doubt whether a power has been conferred on a local government, then the power has not been conferred. This is the rule of strict construction of local government powers.

The Dillon Rule should be applied in two steps. The first step determines whether the governing body is enabled to exercise a particular power. If so, the second step determines whether the enabled power has been properly exercised.

LEGISLATIVE IMMUNITY

Council members, as members of a legislative body, are protected under the doctrine of legislative immunity from being sued for legislative actions. This protection was granted by the courts to insure that legislators are free to represent the interests of those they represent without fear that they will later be called to task in the courts for that representation.

Courts apply a four-part test to determine if an action is legislative:

1. Is the action being taken in light of a particular situation, or is it an undertaking of general policy?
2. Does the action affect a specific person, or the public in general?
3. Is the action, in general, legislative?
4. Is the action part of the process of making rules?

A council member can lose legislative immunity if they take actions that are administrative or managerial in nature, rather than legislative in nature. Town staff and the Town Attorney may try to dissuade you from these actions, in order to protect you -- and the Town -- from lawsuits. When legislative immunity can be claimed, that means there's no legal exposure for council members as individuals, no argument as to the merits, and no testimony.

Council is "a body politic and corporate." As a body, it holds the "sovereign power" of the municipality. So, if the action is legislative under all previous questions AND is taken by Council as a whole, then it is probably legislative.

LEGISLATIVE ADVOCACY

As a member of the [Virginia Municipal League](#), the town council works with VML in advocating local issues to our representatives in the General Assembly. VML has an [annual legislative program](#).

VIRGINIA FREEDOM OF INFORMATION ACT

Public Records

FOIA applies to public records, that is, all writings or records, that consist of letters, words, numbers or their equivalent, related to the transaction of the public business and which are owned by or prepared or in the possession of a public body or its officers, employees or agents in the transaction of public business, however stored. [When in doubt, it is a public record.](#)

Meetings

FOIA applies to all meetings of a public body. Meetings occur any time 3 or more members of a public body gather to conduct public business. And 'gather' can be in person or by telephone, video conference – or even email! A meeting is only legal if it has been properly noticed, the public is invited, and minutes are taken and preserved. While one-on-one conversations (or emails) are not public meetings, they are public records. Attorney-client communications are privileged.

Closed Meetings

FOIA permits closed sessions of a public body, so long as there is a motion stating the purpose, the subject and a citation to the code permitting the closed session. Members can discuss only the subject stated in the motion and will certify that when returning to the open meeting. FOIA only allows a public body to keep certain information confidential, it does not prohibit the disclosure of the information. If a member of a public body will not honor the confidentiality of a closed meeting the public body has the inherent power to discipline such member. There are some court decisions recognizing the right of a public body to discipline wayward members. Discipline is limited to such things as public censure of the wayward member by the other members of the public body, fines, removal from committee appointments, refusal to allow the offending member to attend conferences, and similar types of actions.

Exceptions

FOIA contains over 100 exemptions for records. Although many of these exemptions apply to specific agencies or to very content-specific records, there are several records exemptions of general applicability that may be used by virtually all public bodies.

Enforcement

FOIA violations by a public body are enforced through a lawsuit filed by an injured party. The individual violator is the defendant in any lawsuit – not the public body. If a violation is found, penalties may include payment of the legal bills of the petitioner, a mandamus or injunction against the violator, bad press and fines for knowing and willful violations up to \$2,000 for the first violation and up to \$5,000 in fines for subsequent violation - Paid by VIOLATOR, not the locality!

FOIA COMPLIANCE

Public Records can include your personal email and social media accounts if you use them to conduct public business. Avoid reply-all on emails and use only your town email accounts to protect your personal records. The Town Clerk is the FOIA officer for the Town – when in doubt, ask the Clerk or the Town Attorney.

FOIA Worksheet

IS IT A MEETING?

Which of the following are meetings under FOIA?

1. Council members Natasha, Tony and Clint run into each other at the grocery store and talk about a contract on next week's council work session agenda. (See [Va. Code §2.2-3707](#))
2. Council members Carol and Steve chat with each other via text messages about the same contract. (see [Va. Code §2.2-3707](#))
3. Council members Carol, Steve and Natasha attend a meeting of the citizens advisory board regarding recent police activities at a public demonstration held the day before. They later attend an emergency town council meeting to discuss the actions of the police department. (See [Gloss v Wheeler](#))
4. Planning Commission member Diana has a conference call with Tony and Carol to discuss the commission's progress on the comprehensive plan. (See VA FOIA Advisory Council Opinion [AO-02-06](#).)
5. Carol, Clint and Steve meet onstage at a public Q&A sponsored by the high school's debate team and answer questions from the students. (See Va. Code [§ 2.2-3701](#), definition of "Meeting". Also note [Gloss v Wheeler](#))
6. Town Manager Nick sends an email to all five council members, informing them about a phone call he received from the DEQ.
7. Natasha replies-to-all to Nick's email, stating she would like to have further discussion on the agenda for the next council meeting.(See [Beck v. Shelton](#))
8. Clint, Tony and Steve run into each other at a Chamber event and Tony shares photos of his new grandnephew. (See [Davison v. Randall](#))
9. Carol invites the other four members to follow her new "Council Member Carol Danvers" Facebook group.
10. Carol's flight home from vacation on Hala was delayed and she won't get back in town in time for the next council meeting. Can she attend and participate via Zoom?

PUBLIC RECORDS

Which of the following are public records, subject to FOIA examination and publication?

1. An email from Clint's town email account to Town Clerk Maria's town email account, inviting her to Lunch on Thursday.
2. An email from Clint's personal email account asking Maria to add an item to next week's work session agenda.
3. A memorandum written by Town Attorney Jennifer distributed to Town Council members.
4. A video tape of the latest council meeting.
5. Posts on the "Council Member Carol Danvers" Facebook page.(See [Davison v. Randall](#))
6. Photos on Carol's private Facebook page of her cat at a Town Council meeting.
7. The spreadsheet Maria maintains with personal contact information for all council members.
8. The results of the math test completed by Director of Finance Pepper during her job interview.

VIRGINIA CONFLICT OF INTEREST ACT

Personal Interest

COIA states that any officer or employee of local government, who has a personal interest involving that individual or their immediate family in a transaction or contract by that public body, shall disqualify him or herself from participating in the transaction if the transaction has application solely to property or a business or governmental agency in which he has a personal interest or a business that has a parent-subsidary or affiliated business entity relationship with the business in which he has a personal interest," unless certain exemptions apply ([Va. Code §2.2-3107](#)). The act is specific in addressing the circumstances in which a personal interest does, or does not create a conflict of interest.

Disqualification

A conflicted member is prohibited from both attending any portion of a closed meeting when the matter in which he has a personal interest is discussed a discussing the matter in which he has a personal interest with other governmental officers or employees at any time. The procedure is for the member to notify the Clerk of the conflict upon review of an agenda and to announce the conflict, and the reason for it, when the matter comes up at a meeting. They should remove themselves from the council table for the discussion and vote. There may be times the member may participate where a personal interest is disclosed. Should any member of council, including the disclosing member, feel that the personal interest creates a conflict, the disclosing member should be disqualified. See the Town Attorney for guidance on personal interests and the exception procedures.

Disclosure

All Town Council members are required to submit a disclosure statement, both as a condition of assuming office and each year.

Gifts

COIA restricts the receipt of certain gifts. In general, at a local level, it is a better idea to not receive gifts -- better safe than sorry. This applies to employees, officers and members of their immediate family. Exceptions exist. All gifts must be reported but some may be accepted. Return, donation or payment for a gift voids the violation.

Information

COIA restricts the sharing of confidential Information: Section 2.2-3103(4) prohibits members from using confidential information acquired by reason of their public position and which is not available to the public for the officer's own economic benefit or that of another party.

Enforcement

A knowing violation of COIA, and conviction thereof constitutes malfeasance of office and may result in removal from office and a fine or penalty as provided by law. Such a violation may void any contracts or other transactions executed by the Town in the wake of such violation.

COIA Worksheet

IS IT A CONFLICT?

Which of the following are conflicts of interest under COIA?

1. Clint volunteers as a member of the board at a local nonprofit school for deaf children. The school has submitted a request for funding to Council. (See [Va. Code §2.2-3101](#), personal interest in a transaction, also [Va. Code §2.2-3115](#) regarding disclosure requirements for local government officers and employees.)
2. Clint's wife, Laura, instead serves on the board. Does this change the answer? (See [2021-F-001](#). Also [Va. Code §2.2-3101](#).)
3. Jane, the owner of a company applying for a contract with the Town, gives a birthday present to Darcy, her childhood friend who is employed as the Director of Community Development. (See [2016-F-005](#))
4. Tony's wife, Pepper, runs a company which has responded to an RFP under consideration by town council. (See Va. Code [§ 2.2-3107\(3\)](#))
5. The town needs to purchase an emergency replacement for batteries for vital equipment after a lightning storm. Can the batteries be purchased from Pepper's company? (See [2017-F-002](#) and Va. Code [§ 2.2-3107](#))
6. Carol lives with her sister, Monica. Monica is the CFO for a company which purchased a piece of town-owned property last month. Carol did not disclose the relationship or recuse herself from the deliberations approving the sale. (See Va. Code [§ 2.2-3123](#).)
7. The agenda package for the next planning commission meeting includes an application for an SUP from entrepreneur Oswald with plans for his new club, the Iceberg Lounge. Bruce, a planning commission member, is in negotiations with Lex for sale of a property near the proposed site of Oswald's planned club. Sharing this information would increase the value of the property he is planning to sell.
8. The agenda package for the next planning commission meeting includes an application for an SUP from entrepreneur Oswald with plans for his new club, the Iceberg Lounge. Bruce's new girlfriend, Selina, has been hired as a bartender at the Lounge. See [Va. Code §2.2-3101](#), immediate family.

IS IT A GIFT?

Which of the following are gifts that must be reported on the disclosure filing? Are the gifts legal?

1. The town pays for all five council members to attend the VML conference. (See [2016-F-010](#))
2. Council appoints Natasha to serve as its representative on the board of a local non-profit. The organization provides a meal or snack during meetings. (See [2016-F-014](#))
3. Clint receives a voucher for \$75 off a one-year membership in the Virginia League of Archers. (See [2016-F-001](#))
4. Clint, as a member of town council, receives a voucher for free one-year membership in the Virginia League of Archers. Annual dues are \$125. (See [2016-F-001](#))
5. Steve's teenage son's baseball team wins the state finals. The son invites the team for shawarma when they return to town. The cost is over \$100. The owner of the restaurant, recognizing the boy as the son of a council member, refuses payment, saying it is 'on the house. (See Va. Code [§2.2-3103\(5\)](#))
6. The president of a local association pulls out his wallet and pays for the teens' meal. (See Va. Code [§2.2-3103.2](#))
7. The local chamber of commerce is holding their fundraiser. Natasha has used personal funds and become the biggest donor this year. The chamber offers her a free ticket as their major donor.
8. Natasha, as mayor, is invited to speak at the widely attended fundraiser, her ticket and meal are paid for by the organization. (See [2016-F-014](#))

CITIZEN ENGAGEMENT

There are numerous ways our town engages with citizens and encourages dialogue. Here are Just a few:

Meetings

All meetings of the Town Council, Planning Commission and IDA are public meetings. These meetings and agenda packages are available at the town's website, found by going to <http://www.townoforangeva.gov>. Archived meeting minutes are available here, and upon request to the Town Clerk.

Public Comment

The Town Council sets time aside at each regular Council session to receive comments and suggestions from its citizens and has established procedures for the public comment period. Town citizens and property and business owners are prioritized, and commenters are given 3 minutes for their presentation to council. While the public comment period is not a time for discussion, issues raised may be added to a later meeting agenda or referred to the Town Manager for investigation or resolution. The mayor presides over public comment and enforces the procedures.

Other Programs

The town may have other programs and events promoting citizen engagement – check in with the Clerk for more information.

Social Media:

Town Website

The town website went through a total redesign in January, 2024

Facebook Accounts:

- Town of Orange - <https://www.facebook.com/p/Town-of-Orange-Virginia-100064367604939/>
- Public Works Department - <https://www.facebook.com/townoforangepublicworks/>

Instagram Accounts

- Town of Orange Police Department - <https://www.instagram.com/orangepoliceva/>
- Orange Volunteer Fire Department - <https://www.instagram.com/ovfc23>

ZONING

Zoning provides the standards and regulations affecting how property within the Town is categorized and can be lawfully used and developed within the Town. The Town is tasked with the responsibility to improve the public health, safety, convenience, and welfare of its citizens and to plan for the future development of its communities,

Planning Commission

The Planning Commission reviews issues related to growth management and development. Planning commission's role is to determine whether a subdivision or site plan meets the minimum requirements of the applicable regulations. The planning commission's powers and duties, defined by state code include:

- Advise Town Council, making recommendations regarding comprehensive plan amendments, zoning text amendments, zoning map amendments and special use permits.
- May make official maps at the direction of Town Council.
- Prepare and revise a capital improvement program based on the local comprehensive plan for the ensuing five years, at the direction of Town Council.
- Prepare and recommend amendments to the subdivision ordinance.
- Prepare and recommend amendments to the zoning ordinance, including map(s) of the zoning districts of the locality.

Planning Commissioners are appointed by Town Council.

Proffers

A proffer is a voluntary proposal by an applicant for a property rezoning to mitigate the impacts of their proposed development or conditional use. Sometimes referred to as proffered conditions. Virginia Code takes a very strict approach to proffers. A typical proffer addresses an impact of the development resulting from the rezoning.

Zoning Administrator

A locality may appoint or designate a Zoning Administrator, who is authorized on behalf of the governing body to administer and enforce the zoning ordinance. The Director of Community Development is the Zoning Administrator for the town.

Zoning Ordinance

The Town's zoning ordinance can be viewed on the Town's website at <https://www.townoforangeva.gov/69/Zoning-Ordinance>.

Zoning Map

A map of the Town's zoning districts can be viewed on the Town's website at <http://www.townoforangeva.org/documentview.aspx?did=348>.

BUDGETS

For each fiscal year of the Town, Council is authorized, empowered and responsible for passing a budget and appropriating the funds necessary for the effective delivery of the local government services. The budget accounts for and controls the use of public resources and provides a legitimate process for the expenditure of public funds. Budgets also:

- Establish priorities for the local government
- Plan for rational distribution of resources
- Establish performance objectives and desired outcomes related to expenditures
- Evaluate the performances of departments and programs
- Explain the types and levels of services provided with citizens' tax dollars
- Ensure that funds are expended in ways that meet the planned budget objectives.

The budget, consisting of the operating budget and the capital budget, is prepared annually by the Town Manager and presented in draft form in January to Council. By State law, estimates for the coming fiscal year must be prepared and submitted to Council on or before April 1. Council must prepare and approve the budget and fix tax rates no later than July 1.

Council must hold a public hearing at least 7 days prior to the adoption of the budget and notice of the public hearing must be given at least 7 days prior to the public hearing. The budget may be amended during the current fiscal year, but if the amendment exceeds 1% of the total expenditures of the currently adopted budget, it requires notice and a public hearing in order for the amendment to occur. Council may amend the budget before adoption.

APPROPRIATIONS

The budget is informative, for fiscal planning purposes, but by law no money may be paid out or be available to be paid out until there has been an appropriation of funds by Town Council. For this reason, budget adoptions are accompanied by an appropriation ordinance for the year. The budget and appropriation ordinance are approved at the same time, and following the same public hearing and all rates, taxes and fees are part of the appropriation.

PROCUREMENT

The process for purchasing goods and services by Towns was standardized in 1981 when the General Assembly passed the Virginia Public Procurement Act. While towns with a population of 3,500 are exempt from most requirements of the VPPA, some requirements apply to all localities, including the ethical standards. ([Code of VA § 2.2-4343\(9\)](#)). It is recommended to get as much competition as possible whenever a town makes a purchase.

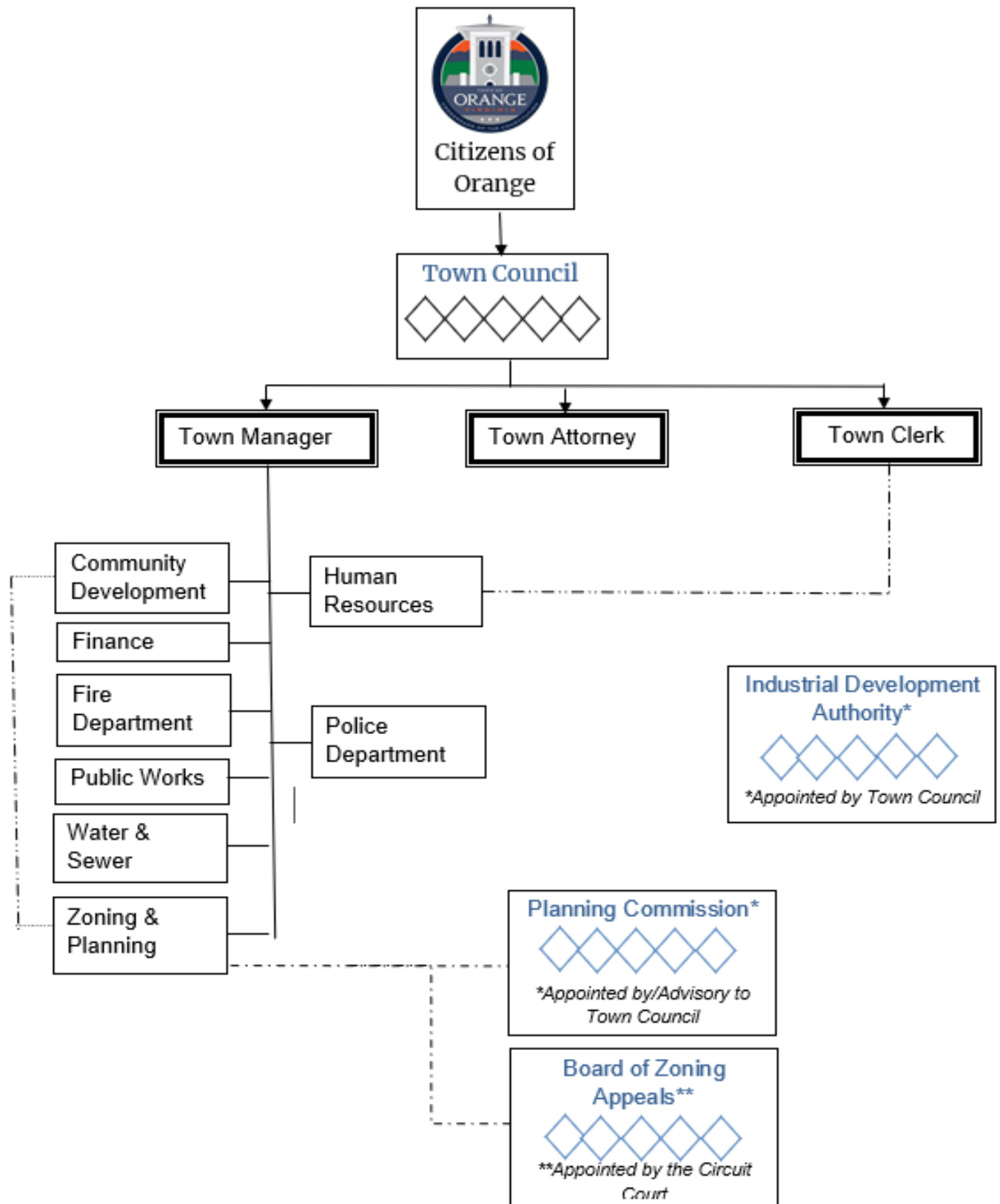
Your Role

The VPPA does not require that Town Council actually make the decision of who is awarded a contract. That role can be, and usually is, delegated by Council to the administration, so long as sufficient funds have been appropriated by Council for the purchase.

Ethics in Public Contracting

The Code of VA [§2.2-4367](#) to Code of VA [§2.2-4377](#) details the ethical rules specifically outlined in the VPPA. These are in addition to those rules outlined in COIA. Violation of these ethical provisions is a class 1 misdemeanor, punishable by a fine of up to \$2,500 and one year in jail.

ORGANIZATIONAL CHART FOR THE TOWN OF ORANGE



IMPORTANT DATES

Dates and times are subject to change.

Town Council Work Sessions

First Monday of the Month, 6:30 pm at the Community Room. An opportunity for staff to review upcoming agenda items with Council and to answer questions prior to the actual Town Council meeting.

Town Council Meetings

Third Monday of the Month, 7:00 pm at the Community Room. An opportunity for staff to review upcoming agenda items with Council and to answer questions prior to the actual Town Council meeting.

Industrial Development Authority Meetings

Third Wednesday of the Month, 5:15 pm in the Community Room.

Planning Commission Meetings

Fourth Monday of the Month, 6:30 pm in the Community Room.

Review of the Capital Improvement Program and Operating Budget Process

- | | |
|---------|---|
| January | <ul style="list-style-type: none">- Planning Commission Reviews CIP- Public Hearing on Recommended CIP- Consideration of Resolution Approving Recommended CIP |
| March | <ul style="list-style-type: none">- Recommended Budget Presented- First Reading and Public Hearing Set for Adoption of Budget- Review of Recommended Budget |
| April | <ul style="list-style-type: none">- Review of Recommended Budget- Public Hearing on Recommended Budget- Consideration of Adoption of Budget Ordinance including Tax Rate and Associated Ordinance Changes |

Fiscal Year

Begins July 1 and ends June 30.

Virginia Municipal League Annual Conference

Annually, usually in October.

DEPARTMENT HEADS AND KEY STAFF CONTACTS

Department	Name, Title	Phone Number	Email Address
Council	Martha B. Roby, Mayor	(540)672-3481	m.robby@townoforangeva.org
Council	Frederick W. "Rick" Sherman, Vice-Mayor	(540)672-8163	r.sherman@townoforangeva.org
Council	Jason R. Cashell, Council Member	(540)661-2165	jcashell@townoforangeva.org
Council	Jeremiah V. Pent, Council Member	(540)308-9150	jpent@townoforangeva.org
Council	Donna Waugh-Robinson, Council Member	(540)661-2263	d.waugh-robinson@townoforangeva.org
Town Manager	Gregory S. Woods Town Manager	(540)672-5005	townmanager@townoforangeva.gov
Administration	Wendy J. Chewning, MMC Town Clerk	(540)672-5005	townclerk@townoforangeva.gov
Finance	Dianna Gomez Director of Finance	(540)672-1020	directoroffinance@townoforangeva.org
Public Works	Larry Bond Director of Public Works	(540)672-4791	l.bond@townoforangeva.org
Public Works	Kim Strawser, CZA	(540)672-4791	k.strawser@townoforangeva.gov
Wastewater Plant	Michelle Steinberger, Facility Manager	(540)672-3112	wasteplant@townoforangeva.org
Community Development	John Cooley, AICP Director of Community Development	(540)672-6917	townplanner@townoforangeva.org
Police Department	Kiline Madison Police Chief	(540)672-1491	policechief@townoforangeva.org
Police Department	Rebecca Moody Deputy Chief	(540)672-1491	rtidwell@townoforangeva.org
Town Attorney	Catherine B. Lea, Esq. Town Attorney	(804)246-9237	townattorney@townoforangeva.gov

GLOSSARY

Organizations, names and terms you will come across as a member of Town Council.

Americans with Disabilities Act (ADA) prohibits discrimination on the basis of disability in employment, state and local government facilities, public accommodations, commercial facilities, transportation, and telecommunications.

Board of Supervisors is the governing body of a county.

Board of Zoning Appeals (BZA) hears requests for variances to the Zoning Ordinance, as well as appeals decisions and interpretations of the Zoning Administrator. In Orange, the BZA is appointed by the Circuit Court based on recommendations from the Town Council.

Bond is a written promise to pay a specified sum of money (called the principal) at a specified date in the future, together with periodic interest at a specified rate. In the budget document, these payments are identified as debt service. General Obligation Bonds are debt approved by Town Council to which the full faith and credit of the town is pledged.

Bond Rating is a designation used by investors services, (such as Moody's and Standard & Poor's), to categorize a government's credit quality or financial stability.

Building Permit is a permit granted by a locality to allow for new construction or alterations and additions to any type of building. All such work performed must be in compliance with the Virginia Uniform Statewide Building Code.

By Right refers to any development which does not require a public hearing process for approval. Administrative review (and approval) is necessary for the development to proceed.

Cable Access Television (PEG) is Public Access, Educational Access, and Government Access television provided by franchise agreements with localities and cable stations on cable television.

Capital Improvement Program (CIP) is a five year plan for public facilities which results in construction or acquisition of fixed assets, primarily buildings and infrastructure needs, such as street improvements. The program also includes funding for parks, sewers, sidewalks, major equipment, etc. and major items of capital equipment related to the new facilities.

Certificate of Occupancy (CO) is a final approval issued by a locality when a development has passed all inspections and structures are safe for human occupancy.

Community Development Block Grant (CDBG) is a federal program that provides communities with resources to address a wide range of unique community development needs.

Comprehensive Plan (Comp Plan) is a long range planning document that provides the framework and policy direction to guide future growth in a community addressing land use, infrastructure, and services for town residents. Every Virginia government must adopt a Comprehensive Plan.

Conditional Use Permit (CUP) authorizes certain uses that are not allowed as a matter of right within a zoning district. The conditional use permit process can provide flexibility within a zoning ordinance. Another traditional purpose of the conditional use permit is to enable a municipality to control certain uses which could have detrimental effects on the community. Conditions for approval that are related to the impacts of the proposed use may be placed on a CUP.

Consolidated Plan is the document submitted to the U.S. Department of Housing and Urban Development (HUD) that serves as the planning guide for entitlements funded under the Community Planning and Development (CPD) formula to include grant programs.

Easement is a right to use another person's land for a limited purpose. An example would be an easement for utility lines.

Eminent Domain is the power of a government to take private property for a public purpose. The Fifth Amendment to the United States Constitution allows the government to take private property if the taking is for a public use and the owner is "justly compensated" (usually, paid fair market value) for his or her loss. Sometimes this process is called condemnation.

Enterprise Funds are funds, defined by the State Auditor of Public Accounts, consisting of sub funds to account for operations that are financed and operated in a manner similar to private business enterprises. Costs of providing goods or services are financed or recovered, at least in part, through user charges.

Fiscal Year is an accounting period of twelve months. In Orange, the twelve months beginning July 1 and ending the following June 30 constitute the Town's fiscal year.

Freedom of Information Act (FOIA) provides, generally, that any citizen or journalist has the right to request access to public records or attend public meetings. Also known as the Sunshine Law.

General Fund is a fund type used to account for all revenues and expenditures of the town which are not required to be accounted for in the other funds. Revenues are derived primarily from property taxes, local sales taxes, utility taxes, license and permit fees, and state shared taxes. General Fund expenditures include the costs of the town general government activities and transfers to other funds, principally to fund capital construction and debt service requirements.

Government Finance Officers Association (GFOA) is a professional organization of government financial officers in the United States and Canada.

HOME Investment Partnerships Program provides formula grants to states and localities that communities use often in partnership with local nonprofit groups. The grants can fund a wide range of activities that build, buy, and/or rehabilitate affordable housing for rent or homeownership or provide direct rental assistance to low-income people.

Invitation for Bid is a method of procurement where specifications are utilized describing an item (copper pipe for example) or service (exterminating services for example) that requests the bidder's best price. Bids are opened in public and will be awarded to the lowest, responsible and responsive bidder.

Local Sales and Use Tax returns one percent of the state sales tax collected in Orange County to Orange County. From this one percent, the county receives an automatic 50 percent and the remaining 50 percent is distributed, using school age population in the incorporated towns and in the surrounding county as the basis for distribution. There are three localities sharing in the one-half of one percent: Orange and Gordonsville.

Lodging Tax is a tax of 5 percent imposed on hotel and motel room rates, as well as bed and breakfast operations.

Meals Tax is a tax of 8 percent imposed on prepared food.

Municipal Code is a compilation of the codes and ordinances for a locality. This compendium of regulations is often referred to as the Town Code. The Town of Orange Code of Ordinances is available online through the [Municipal Code Corporation \(Municode\)](#) which maintains codes for localities across the country.

Operating Budget is the projection of expenses and income.

Ordinance is a formal action of the Town Council to establish or amend local laws or regulations.

Personal Interest means a personal interest of an officer or employee in any matter or contract considered by his agency. This exists when an officer or employee or a member of his immediate family has a personal interest in property or a business or governmental agency, or represents or provides services to any individual or business and such property, business or represented or served individual or business (i) is the subject of the transaction or (ii) may realize a reasonably foreseeable direct or indirect benefit or detriment as a result of the action of the agency considering the transaction. Exceptions may apply, [see Va. Code § 2.2-3101 et seq.](#)

Planning Commission reviews issues related to growth management and development. The commissioners make recommendations to the Town Council on the Comprehensive Plan, and on ordinance and subdivision ordinance amendments. They also provide recommendations on specific land development requests such as rezonings or conditional use permits. Planning Commissioners are appointed by Town Council.

Planning District Commission (Planning District 9) is a regional planning agency in the state of Virginia.

Proffer is a voluntary condition submittal by an applicant for a rezoning. The proffers impose restrictions on (or obligations on) the subject parcel(s) greater than the existing land use regulations. Sometimes referred to as proffered conditions.

Real Estate Tax (Current) is a tax imposed on the assessed value of real estate appraised at 100 percent of fair market value. The 2023 tax rate is 15.7 cents per \$100 valuation.

Real Estate Tax (Delinquent) is a semi-annual real estate tax that has not been paid by the June 5 and the December 5 due dates. There is a 5% penalty.

Request for Proposal (RFP) is an invitation for suppliers to submit a proposal for a specific service based on other factors than just price.

Resolution is a legislative action that expresses the sense, will or action of Town Council.

Rezoning is a change to the zoning designation on a parcel of land within the town. Rezoning can be initiated by the property owners or the local government.

Right of Way is a type of easement allowed by a property owner which gives others the right to travel over the owner's land as long as it is not inconsistent with the owner's enjoyment of the land.

Robert's Rules of Order is the informal short title of a book containing rules of order for assembly. Some legislative assemblies use these rules to conduct meetings. Town Council uses a simplified version of Robert's Rules of Order at its meetings.

Setback is the distance which a building or other structure is placed from a street or road, a river or other stream, a shore or flood plain, or any other place which needs protection. Depending on the jurisdiction, other things like fences, landscaping, septic tanks, and various potential hazards or nuisances might be regulated. Setbacks are generally set in zoning or other municipal ordinances.

Stormwater is the flow of water that results from precipitation, and which occurs immediately following rainfall or as a result of snowmelt. Stormwater becomes an issue when runoff from construction or poor drainage leads to flooding of residences and land.

Town Council is the governing body of a town, elected by citizens.

Town Manager is appointed by Town Council. He or she is the executive overseeing the administration of a locality in a Council-Manager form of government. Orange operates under the Council-Manager form of government.

Transaction means any matter considered by any governmental or advisory agency, whether in a committee, subcommittee, or other entity of that agency or before the agency itself, on which official action is taken or contemplated.

Variance is a deviation from the standard rules of the Zoning Ordinance of the Subdivision Ordinance.

Zoning is a means of land use regulation used by local governments in most developed countries. The word is derived from the practice of designating permitted uses of land based on mapped zones which separate one set of land uses from another. Zoning may be use-based (regulating the uses to which land may be put), or it may regulate building height, lot coverage, and similar characteristics, or some combination of these.

Zoning Violation is a land use action that conflicts with the Zoning Ordinance. The Zoning Ordinance provides mechanisms for addressing zoning violations.

ACKNOWLEDGEMENT

I acknowledge that I have been provided with a copy of the Town Council Guide by the Town of Orange. I understand that I should consult with the Town Manager, Town Clerk or Town Attorney if I have any questions or need more information on any of the topics covered in this document.

I understand that the information in this Guide is introductory and that changes in law may result in the information herein being of date. The Town Attorney will provide regular updates to Council and to this guide as needed.

I understand that I am not required to provide this acknowledgement, except as a courtesy to town staff as a reference to allow them to ensure that I have been provided with the most updated copy of the Guide for my reference.

Council Member's Name: _____

Date: _____