

**BYLAWS**  
**for**  
**ECONOMIC DEVELOPMENT AUTHORITY**  
**of FLUVANNA COUNTY, VIRGINIA**

A political subdivision of the Commonwealth of Virginia, created by Ordinance under Chapter 12, Sections 12.1 and 12.2 (amended) of the County Code, and with such public and corporate powers as are set forth in the Industrial Development and Revenue Bond Act, constituting Chapter 49, Subtitle IV of Title 15.2 of the Code of Virginia

Latest Amendments as of June 20, 2011

BY-LAWS  
FOR  
ECONOMIC DEVELOPMENT AUTHORITY  
OF  
FLUVANNA COUNTY, VIRGINIA

ARTICLE I. NAME AND OFFICES

1. The name of this Authority shall be the ECONOMIC DEVELOPMENT AUTHORITY OF FLUVANNA COUNTY, VIRGINIA.
2. Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the office to be designated by the directors of said Authority. The minutes of the Authority shall be open and available for public inspection at all times during normal business hours, and copies of the said minutes may be ordered by any citizen upon submission of a written request and upon paying in advance the cost of duplicating such copies.

ARTICLE II. PURPOSES AND POWERS

The Economic Development Authority of Fluvanna County, Virginia, shall fulfill all the purposes and intents of the General Assembly of Virginia, as expressed in Chapter 49, Subtitle IV of Title 15.2 of the Code of Virginia. (Min. Bk. 6, p. 445; Comp. 1974, ch. 14), and by any other enactment that may hereafter be adopted by the General Assembly. Said Authority shall also fulfill all purposes and intents of the Board of Supervisors of Fluvanna County, Virginia, as may hereafter be provided and the general purpose of the Authority shall be to promote industry and develop trade in the area within its jurisdiction for the general good of the people of said area and of the Commonwealth of Virginia. The authority shall have any and all powers that have been granted to it by the Acts of Assembly of Virginia, aforesaid, and the powers that may hereafter be granted to it by any enactment of the General Assembly and, also, those powers that may be granted to it by any delegation of authority hereafter granted by the Board of Supervisors of Fluvanna County, Virginia.

ARTICLE III. BOARD OF DIRECTORS

1. The Authority shall be governed by a Board of Directors composed of seven (7) directors, appointed by the Board of Supervisors of Fluvanna County. All powers of the Authority shall be vested in the Board of Directors.
2. The seven initial directors shall serve for terms of one, two, three, and four years; two for one year terms; two for two year terms; two for three year terms; and, one for a four year term, all as appointed by the Board of Supervisors of Fluvanna County; subsequently terms shall be for four years, except where there have been appointments to fill vacancies in which case the terms shall be for the unexpired terms.

3. No Director shall be an officer or employee of the County of Fluvanna, Virginia. Directors shall receive no salary, but shall be reimbursed for necessary traveling and other expenses incurred in the performance of their duties, subject to the approval of the Board of Directors.
4. The Board of Directors shall have the right to prepare, or delegate the preparation of, confidential reports for submission to any person, governmental body or agency consistent with the purposes and powers stated in ARTICLE II; and the right to receive from any source confidential reports consistent with the purposes and powers stated in said ARTICLE II; but no action binding the Authority may be taken respecting such reports except by action of the Board of Directors.

#### ARTICLE IV. OATH OF DIRECTORS

Each director shall, before entering on his duties, take and subscribe the oath prescribed by Section 49-1 of the Code of Virginia, 1950, which shall be administered in accordance with law.

#### ARTICLE V. OFFICERS

1. The Board of Directors shall elect from its membership a Chairman, a Vice-Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer.
2. The terms of office for the officers shall be one year each, commencing on the third Monday in June, each year, and shall continue until their successors are elected.
3. The duties of the Chairman shall be to preside at meetings of the Board of Directors and at meetings of the Executive Committee; to prepare the agenda for any and all meetings, and to make a copy of the said agenda available to the Secretary for the purpose of providing adequate notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to be ex-officio a member of all committees; to sign, with the Secretary or Treasurer, or any other proper officer of the Authority thereunto authorized by the Board of Directors, any documents or instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the by-laws to some other officer of the Board of Directors, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time. The Chairman shall have an equal vote with the other directors, and shall not have a second tie-breaking vote on any question.
4. The duties of the Vice-Chairman shall be to preside at meetings on the request of the Chairman, or in the absence of the Chairman; and in case of the death or resignation of the Chairman shall become Chairman for the remainder of the term for which the

Chairman was elected. In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as may be assigned by the Board of Directors from time to time.

5. The Secretary or the Secretary-Treasurer in his capacity as Secretary shall be responsible for the preparation of the minutes of the meetings of the Board of Directors and Executive Committee, kept in a record book and made available for public inspection at all times; to have custody of all important records of the Authority; to have custody of the seal of the Authority and to see that the seal of the Authority is affixed to all documents or instruments, the execution of which on behalf of the Authority under its seal is duly authorized by the Board of Directors; to sign with the Chairman or Vice-Chairman any documents or instruments which the Board of Directors has authorized to be executed; to see that all notices are duly given as required by law, these by-laws or by the Board of Directors; to call meetings of the Board of Directors to order in the absence of the Chairman and Vice-Chairman and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all the duties incident of the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors. In the absence of the Secretary, the Chairman shall appoint a director to be responsible for the preparation of detailed minutes of the meeting.
6. The Treasurer or the Secretary-Treasurer in his capacity as Treasurer shall be responsible for the keeping of suitable records of all financial transactions of the Authority; to have charge and custody of all funds and be responsible for their investment and deposit in the name of the Authority when authorized by the Board of Directors; and in general to perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Board of Directors may require the Treasurer or the Secretary-Treasurer to give bond in such a sum as may from time to time be fixed by resolution, payable to the Authority and to the County of Fluvanna, as their interests may appear, with corporate surety authorized to act as such in the State of Virginia, premium on which bond is to be paid as an expense of the Authority.

#### ARTICLE VI. ELECTION OF OFFICERS

1. The regular election of officers shall be held at the regular annual meeting to be held on the third Monday in June of each year as hereinafter provided in Paragraph 1 of ARTICLE VII.
2. Special elections may be held at any regular or special meeting in order to fill vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.

## ARTICLE VII. MEETINGS OF DIRECTORS

1. Annual Meeting. An annual or regular meeting of the Board of Directors for the election of officers and for the transaction of such other business as may properly come before such meeting shall be held in the County of Fluvanna, Virginia, on the third Monday in June of each year, at such place and at such time as shall be stated in the notice of the meeting or in the waiver of notice thereof. If for any reason an annual meeting is not held or if the election of officers shall not be held at any annual meeting or any adjournment thereof, the Chairman or Vice-Chairman shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as conveniently may be and any business transacted or elections held at such meeting shall be as valid as if transacted at the annual meeting.
2. Other Regular Meetings. Other regular or regularly scheduled meetings of the Board of Directors, if any, may be held at such time and place in the County of Fluvanna, Virginia as shall be from time to time be fixed or determined by resolution of the Board of Directors.
3. Special Meetings. Special meetings of the Board of Directors may be held in the County of Fluvanna, Virginia whenever called by the Chairman, the Vice-Chairman or any two directors. Whenever any two directors, not including the Chairman or Vice-Chairman request a special meeting they shall provide the Secretary or the Secretary-Treasurer with a written statement of the business to be considered for the purpose of providing adequate notice.
4. Notice of Meetings. Two days' written notice of all regular or special meetings of the Board of Directors stating the time and place and in the case of a special meeting, the purpose thereof, shall be given by the Chairman, Vice-Chairman, Secretary, or Secretary-Treasurer by mailing the same to each director at his residence or business address or by electronic mail to such address or by delivering the same to him personally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail message is timestamped by the sender's electronic mail provider, provided that each Director's correct mailing address is included in the header section of the email.

Notwithstanding the foregoing, no notice need be given to hold a legally constituted meeting, regular or special, if all of the directors are present.

5. Waiver of Notice. Whenever any notice is required to be given to any director of any meeting under these by-laws, a waiver thereof in writing signed by all of the directors, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

6. Quorum. Four members of the Board of Directors shall constitute a quorum of the Board for the purpose of conducting its business and exercising its powers and for all other purposes, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote of the members of the Board of Directors. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all of the powers and perform all of the duties of the Board.
7. Order of Business. At all meetings of the Authority, the following order of business shall be observed, as far as consistent with the purpose of the meeting:
  - (a) Reading and approval of the minutes of the preceding meeting.
  - (b) Reports of officers.
  - (c) Reports of Committees.
  - (d) Unfinished business.
  - (e) New business.
8. Meetings to be open to Public. Formal action shall be taken by the Board of Directors only at open sessions and such meetings shall be open to the public.
9. Voting. The vote on the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by yeas or nays, and whenever the vote is not unanimous, the names of members voting for and of those voting against such action shall be entered upon the minutes.
10. Procedure. Unless otherwise provided, procedure at meetings shall follow Robert's Rules of Order.
11. Signing of Minutes. When approved, all minutes of meetings of the Board of Directors shall be signed by the Secretary and the presiding officer of the particular meeting.

#### ARTICLE VIII. COMMITTEES

1. The Executive Committee shall be composed of the Chairman, Vice-Chairman, Secretary, and Treasurer, or Secretary-Treasurer of the Authority. The Executive Committee shall meet at such times and such places as the Chairman may designate. The Secretary shall keep detailed minutes of the meetings of the Executive Committee which shall be preserved along with the minutes of the Board of Directors and read to the Board of Directors at its next meeting.

Three (3) members of the Executive Committee shall constitute a quorum to transact business, unless the offices of Secretary and Treasurer are held by one individual, in which case, two (2) members shall constitute a quorum. In the absence of any member of the Executive Committee, the Chairman may but need

not appoint one other director to act on the Executive Committee as a member pro tempore, and to be counted as a member of such committee for the purpose of constituting a quorum, and such appointment shall be recorded in the record book of the Authority.

2. Any action taken by the Executive Committee shall be tentative and advisory only and shall be subject to approval by the Board of Directors.
3. The Chairman may, with the advice and consent of the Board of Directors, appoint such special committees as may be deemed appropriate to carry out the intents and purposes of the Authority.

#### ARTICLE IX. STAFF

1. The Board of Directors shall employ and compensate such employees and agents, including attorneys, as it deem necessary in carrying on the business of the Authority.
2. The employees and agents of the Authority may prepare and submit confidential reports and recommendations to the Board of Directors, but no action binding on the Authority shall be taken respecting such reports except as provided in ARTICLE III.

#### ARTICLE X. OFFICIAL SEAL

The official seal of the Authority shall consist of a disc having engraved or impressed upon it the following words and figures: ECONOMIC DEVELOPMENT AUTHORITY OF FLUVANNA COUNTY, VIRGINIA - 1970.

#### ARTICLE XI. FISCAL YEAR

The fiscal year of the Authority shall begin at 12:01 AM on July 1 and end at 12:00 Midnight on June 30 of the following year.

#### ARTICLE XII. AMENDMENTS

Except as otherwise provided by law, these by-laws may be amended, added to, altered, or repealed in whole or in part by the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed amendment, addition, alteration, or repeal is given in the notice of the call of such meeting, and such notice is given in the manner provided in ARTICLE VII, Paragraph 4, not less than one week prior to the holding of such meeting. Any director may waive written notice.

## **RECORD OF AMENDMENTS**

### December 12, 1974:

ARTICLE XI: Fiscal Year changed to read: "June 30 until July 1 of the following year."

### October 15, 2008:

Throughout: Name changed from Industrial Development Authority..... to Economic Development Authority, as requested by the Authority; and

ARTICLE II: References to County Code and Code of Virginia updated;

All in accordance with an Ordinance adopted by the Fluvanna County Board of Supervisors.

### June 20, 2011:

Title Page: Added

ARTICLE VII, Paragraph 4: Telegraph deleted as a vehicle for notifying the Board of Directors of meetings; Replaced by electronic mail.

ARTICLE XI: Fiscal year changed to begin at 12:01 AM on July 1 and end at 12:00 Midnight on June 30 of the following year.

RECORD of AMENDMENTS: Added.