

BY-LAWS

ARTICLE I. NAME AND OFFICES

1. The name of this Authority shall be the INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PITTSYLVANIA, VIRGINIA (the "Authority").
2. The principal Office of the Authority shall be located at 1 Center Street, Chatham, Virginia 24531. The Authority may also have other Offices at such other places, both within and outside the State of Virginia, as the Board of Directors may from time-to-time fix or determine or the business of the Authority may require.
3. 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 said Minutes may be produced to any citizen pursuant to the Virginia Freedom of Information Act.

ARTICLE II. PURPOSES AND POWERS

The Authority 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, 1950, as amended, 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 Pittsylvania County, Virginia ("Board of Supervisors"), 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.

ARTICLE III. BOARD OF DIRECTORS

1. The Authority shall be governed by a Board of Directors ("the Board," "the Board of Directors," or "the Directors") composed of seven (7) Directors, appointed by the Board of Supervisors. All powers of the Authority shall be vested in the Board of Directors.
2. The seven (7) Directors shall serve a four (4) year term, all as appointed by the Board of Supervisors, 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 Pittsylvania County, Virginia. Directors may receive a stipend and be reimbursed for necessary traveling and other expenses incurred in

the performance of their duties, subject to the approval of the Board of Directors. Said stipend shall be set annually via Resolution, following an affirmative majority vote of the Board of Directors at the Annual Meeting. Stipend shall be paid regardless of meeting attendance. Habitual IDA meeting non-attendance issues may be reviewed by the Board of Supervisors for potential corrective action measures.

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, the Board of Directors shall also have and the right to receive from any source confidential reports consistent with the purposes and powers stated in said Article, 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; FINANCIAL DISCLOSURE FORM

Each Director shall, before entering on his duties, take and subscribe the Oath prescribed by Section 49-1 of the Code of Virginia, 1950, as amended, which shall be administered in accordance with law. Thereafter, each Director shall be sworn in annually at the Annual Meeting of the Board. Annually, as required by the Virginia Conflicts of Interest Act, each Director shall file a Financial Disclosures Form.

ARTICLE V. OFFICERS

1. The Board of Directors shall elect from its membership a Chairman, a Vice-Chairman, and, from its membership or not as they desire, a Secretary and a Treasurer, or a Secretary-Treasurer.

2. The regular terms of Office for the officers shall commence on the date of the regular or Annual Meeting of the Directors each year, and shall continue until the next such Annual Meeting, and thereafter until their successors are elected. Any officer may be elected to succeed himself.

3. The duties of the Chairman shall be to preside at meetings of the Board of Directors and at meeting 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/her capacity as Secretary shall be responsible for the preparation of the Minutes of 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 to 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/her capacity as Treasurer shall be responsible for the keeping of suitable records of all financial transactions of the Authority; to have such records audited annually; to furnish a copy of such audit to the Board of Supervisors; to make available for public inspection at all times such annual audit; 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 Treasurer or the Secretary-Treasurer shall give bond in such a sum as may from time-to-time be fixed by Resolution of the Board of Directors, payable to the Authority and to Pittsylvania Commonwealth Virginia, 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 second Tuesday in December of each year as hereinafter provided in 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 required by law has been given.

ARTICLE VII. MEETINGS OF DIRECTORS

1. Annual Meeting. The Annual Meeting shall be held on the second Tuesday in December of each year at a time and location designated by the Board of Directors.

2. Regular Meetings. Monthly Meetings shall be held on the second Tuesday of each month without Notice, unless the same shall be a legal holiday; if so, said Meeting shall be held on the immediate following business day; further provided, however, that if the Chairman or the Vice-Chairman in his/her absence or incapacity shall determine, after consultation with the Secretary, that there are no matters requiring action by the Board of Directors at any scheduled Regular meeting, the Chairman or Vice-Chairman in his/her absence or incapacity may cancel any such Regular Meeting.

3. Special Meetings. Special Meetings of the Board of Directors may be held whenever called by the Chairman, the Vice-Chairman or any two (2) Directors. Whenever any two (2) 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. Three (3) 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, if requested by the Director. If mailed, such Notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage prepaid. Notwithstanding the foregoing, no Notice need be given to hold a legally constituted Special Meeting, if all the Directors are present or sign a Waiver of Notice.

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 (4) 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 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:

- Call to Order
- Roll Call
- Approval of Agenda
- Approval of Minutes
- Review of Financial Statement
- New Business

Economic Development Updates
Closed Session (*if any*)
Matters from Closed Session (*if Any*)
Adjourn

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 (*latest edition*).

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 a time and location as determined by the Chairman. The Secretary shall record Minutes of the meetings, 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 (1) 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 is not required, to, appoint one (1) 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 Minutes. Any action taken by the Executive Committee shall be tentative and advisory only and shall be subject to approval by the Board of Directors.

2. 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, but not limited to attorneys, accounting firms, clerks, as it deems 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 or figures: INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PITTSYLVANIA, VIRGINIA.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Authority shall be from January 1 through December 31 of the current 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 (1) week prior to the holding of such Meeting. Any Director may Waive written Notice.

ARTICLE XIII. CONFLICTING PROVISIONS

If any provision of these By-Laws should be inconsistent with the enabling Act or with the terms, conditions, or stipulations of any trust agreement entered into by the Authority, such conflicting provisions of these By-Laws shall, to the extent of such conflict, be deemed ineffective and of no force. The remainder of the By-Laws shall remain in full legal force and effect.

Amended this 11th day of December, 2012.

Amended this 13th day of December, 2016.

Amended this 11th day of December 2018.