

**PITTSYLVANIA COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY**  
**BYLAWS**

**ARTICLE I. NAME AND OFFICES**

1. The name of this Authority shall be the INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF PITTSYLVANIA, VIRGINIA ("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 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 always be open and available for public inspection during normal business hours, and copies of said Minutes may be produced to any Virginia 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. The 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; STIPEND; TRAVEL REIMBURSEMENT**

1. The Authority shall be governed by a Board of Directors ("Board," "Board of Directors," or "Directors") composed of seven (7) Directors which will consist of one (1) Director per Magisterial District, 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. The Board of Supervisors, at any time and under their sole discretion, may remove any Director with or without cause.

3. No Director shall be an officer or employee of Pittsylvania County, Virginia.

4. Stipend. Directors shall receive a monthly stipend of one-hundred and fifty dollars (\$150.00). Said Stipend shall be paid monthly via direct deposit and shall be paid regardless of Meeting attendance or Meeting occurrence. As required by the Authority's auditors, Directors shall be issued an IRS W-2 Form related to said stipend payment. Habitual Meeting non-attendance issues may be reviewed by the Board of Supervisors for potential corrective action measures.

5. Travel Reimbursement. Directors shall not receive travel reimbursement for in-County travel. Directors shall receive travel reimbursement, at the current IRS Mileage Rate, for all official and necessary Authority related travel occurring outside the County.

6. 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; VIRGINIA CONFLICTS OF INTERESTS ACT FORMS**

Each Director shall, before entering on his duties, take and subscribe the Oath prescribed by Section 49-1, Code of Virginia, 1950, as amended, which shall be administered in accordance with law. Thereafter, each Director shall file any and all forms as required by the Virginia Conflicts of Interests Act, as designated by the Board of Supervisors in the County Code.

#### **ARTICLE V. OFFICERS**

1. The Board of Directors shall elect from its membership a Chairman and a Vice-Chairman from its membership. The County's Economic Development Project Manager shall serve as the Authority's Secretary. The County's Director of Finance, or his/her designee, shall serve as the Authority's 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. Chairman. The Chairman's duties shall be to preside at Meetings of the Board of Directors; 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 Bylaws 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. Vice-Chairman. The Vice-Chairman's duties 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. Secretary. The Secretary shall be responsible for the preparation of the Minutes of Meetings of the Board of Directors, kept in a record book and made available for public inspection at all appropriate 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 Bylaws 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. Treasurer. The Treasurer shall be responsible for (a) the duty to keep the keep suitable records of all financial transactions of the Authority; (b) the authority to arrange for the preparation of any audits of the Authority's financial records, as may be directed by the Board; (c) the duty and authority to have charge and custody of all funds and arrange for their investment and deposit in the Authority's name when authorized by the Board; (d) the duty to furnish a copy of such audit to the Board of Supervisors;(e) the duty to make available for public inspection at all times such annual audit; (f) the duty and the authority, in the Secretary's absence, to perform all duties of the Secretary, except for those certain other duties which the Chairman, under the Bylaws, has delegated to a Director and/or other Officer; (g) and in general, the duty 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 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 County or the Commonwealth Virginia, as their interests may appear, with corporate surety authorized to act as such in the Commonwealth, said premium on any bond/surety shall 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 January of each year as hereinafter provided in Article VII.

2. Special Elections may be held at any Regular or Special Meeting in to fill vacancies or to fill newly created offices, but only after specific notice, as required by law has been given.

## **ARTICLE VII. MEETINGS**

1. Annual Meeting. The Annual Meeting shall be held on the second Tuesday in January 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 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 Called 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, or Secretary, 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/Called 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 Bylaws, 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 Authority 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  
Any Additions/Revisions to Agenda  
Approval of Agenda  
Consent Agenda

1. Approval of Previous Meeting Minutes
2. Review/Approval of Monthly Financials

Presentations  
Old Business  
New Business  
Economic Development Updates  
Matters from Authority Members  
Closed Session (if any)  
Return to Open Session and Closed Session Certification (if any)  
Adjournment

8. Meetings to be Open to Public. Formal action shall be taken by the Board of Directors only at Open Sessions/Meetings 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 Directors 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 Meeting's presiding officer.

12. Remote Participation in Meetings. As authorized by § 2.2-3708.3, Code of Virginia, 1950, as amended, the Authority shall allow the participation of Authority Members in a Meeting through electronic communication means from a remote location that is not open to the public subject to complying with all parts of the following written policy:

A. On or before the day of a Meeting, the Authority shall notify the Authority Chairman that the Authority Member is unable to attend the meeting due a personal matter, and the Authority Member shall identify with specificity the nature of the personal matter, or the Authority Member

shall notify the Authority Chairman that the Authority Member is unable to attend a Meeting due to a temporary or permanent disability or other medical condition of the Member or the Member's family member that prevents the Authority Member's physical attendance. The Authority shall record the specific nature of the personal matter or fact of temporary or permanent disability, and the remote location from which the absent Authority Member participated in its minutes.

B. If the absent Authority Member's remote participation is disapproved, because such participation would violate the strict and uniform application of this written policy, such disapproval shall be recorded in the Authority's Minutes.

C. Such participation by the absent Authority Member shall be limited in each calendar year to two (2) Meetings or twenty-five percent (25%) of the Meetings held per calendar year rounded up to the next whole number, whichever is greater.

D. A quorum of the Authority shall be physically assembled at the primary or central Meeting location.

E. The Authority shall arrange for the voice of the absent Authority Member to be heard by all people in attendance at the primary or central Meeting location.

### **ARTICLE VIII. COMMITTEES**

1. 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 may 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 Authority's Fiscal Year shall be from July 1 through June 30 of the current year.

## **ARTICLE XII. AMENDMENTS**

Except as otherwise provided by law, these Bylaws 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 Bylaws 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 Bylaws shall, to the extent of such conflict, be deemed ineffective and of no force. The remainder of the Bylaws shall remain in full legal force and effect.

Amended December 11, 2012.

Amended December 13, 2016.

Amended December 11, 2018.

Amended January 12, 2021.

Amended February 16, 2022.

Amended February 22, 2023.