

**Bylaws of the
Industrial Development Authority
of the Town of Front Royal and the County of Warren, Virginia**

Article I. Purposes and Powers

The Industrial Development Authority of the Town of Front Royal and the County of Warren, also known as the Economic Development Authority, Virginia shall fulfill all the purposes and intents of the General Assembly of Virginia, as expressed in Title 15.2, Chapter 49, Code of Virginia, as amended. Said Authority shall also fulfill all purposes and intents as set out in the ordinance made effective on 21st day of December, 1967 by the Town of Front Royal and the County of Warren, Virginia and any and all other matters as may hereinafter be provided. The general purpose of the Authority shall be fostering and stimulating of the development of industry in the Front Royal-Warren County area, for the general good of its people and the Commonwealth of Virginia. The Industrial Development Authority of the Town of Front Royal and the County of Warren, Virginia shall have any and all powers that have been granted to it by Title 15.2, Chapter 49, Codes of Virginia, 1950, as amended, and any and all other powers that may hereinafter be granted to it by an enactment of the General Assembly and also that may be granted by the Front Royal Town Council and the Board of Supervisors of Warren County, Virginia.

Article II. Offices

1. The principal offices of the Front Royal-Warren County Industrial Development Authority (hereinafter the "Authority") shall be located in the County of Warren, 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 as herein above provided. The minutes of the Authority shall be open and available for inspection by all citizens of the Town of Front Royal and the County of Warren, Virginia during the normal business hours and under terms and conditions as provided by law.

Article III. Commission

1. The Front Royal-Warren County Industrial Development Authority shall be governed by a Board of Directors composed of seven (7) directors, appointed by the Board of Supervisors of the County of Warren. All powers and duties of the Authority shall be exercised and performed by the Board of Directors, acting by majority vote of those directors present at a meeting at which a quorum is present, 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.
2. 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 I; and the right to receive from any source confidential reports consistent with the purposes and powers stated in

Article I; but no action binding the Authority may be taken respecting such reports except as provided in Paragraph I of this Article.

Article IV. Directors

1. Each director shall, before entering on his duties, take and subscribe to the oath prescribed by Section 49-1 of the code of Virginia, 1950, as amended. Said oath shall be administered in a court of record or by a judge of such court or the clerk thereof in vacation.

2. The Governing Body may, by a majority vote of the entire Body, remove a director under the provisions of Virginia Code Section 15.2-4904 for being absent from any three consecutive meetings of the Board, or for being absent from any four meetings of the Board within a 12-month period.

3. The Governing body may, by unanimous vote of the entire Body, remove a director under the provisions of Virginia Code Section 15.2-4904.

4. The Board of Directors may, by a majority vote of the entire Board, request the Governing body that appointed a director to remove a director under the provisions of Virginia Code Section 15.2-4904 ~~for being absent from any three consecutive meetings of the Board, or for being absent from any four meetings of the Board within a 12-month period;~~ or for any of the following **reasons**:

a) Failure to abide by lawful decision or policies which have been established by the Board by majority vote.

b) Failure to keep confidential any of the following:

1) any information concerning a prospective business or industry or expansion of an existing business or industry where no previous announcement has been made of the business or industry's interest in locating or expanding its facilities in the community;

2) confidential information discussed during a properly held closed meeting authorized by Virginia Code Section 2.2-3700, et seq.;

3) any information not required to be disclosed by the provisions of the Virginia Freedom of Information Act (Virginia Code Section 2.2-3700, et seq.) and not voted to be disclosed by a majority vote of the Board.

c) Failure to file a financial disclosure form as required by Virginia Code Section 2.2-3115(A).

A resolution by a majority vote of the entire Board that a Board member has violated the above enumerated standards (or other standards that are a violation of Va. Code Section 24.2-231, 232, or 234) shall be communicated to the Governing Body

appointing such violating Board member. The Governing Body shall take such action thereon as it deems advisable.

Article V. Officers

1. The Board of Directors shall elect from its membership a chairman, a vice-chairman, a secretary, assistant secretary and treasurer who will be officers of the authority.

2. The terms of office for the officers shall be for the fiscal year to which they are elected.

3. The duties of the chairman shall be to preside at meetings of the Board of Directors, and of the executive committee, if such committee is appointed by the Board of Directors; to call special meetings; to call special elections; to be *ex officio* a member of all committees; to sign, with the secretary 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 these 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.

4. The duties of the vice-chairman shall be to preside at meetings on request of the chairman, or in the absence of the chairman, and in case of the death or resignation of the chairman shall become the 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 restriction 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 shall supervise staff for the preparation of the minutes of meetings of the Board of Directors and the Executive Committee, if such has been appointed, kept in a record book and made available for public inspection as herein before provided; to have custody of all important records of the Authority; to have custody of the seal of the Authority and to see that each item stamped with the Authority's 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 these Bylaws or by the Board of Directors; 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 responsible for the preparation of detailed minutes of the meeting. The assistant secretary will serve in the above capacity in the absence of the secretary.

6. The treasurer shall supervise staff 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 Town of Front Royal and County of Warren; to make available for public inspection at reasonable times each such annual audit; to have charge and custody of all funds and be responsible for their investment and depositing in the name of the Authority when authorized by the Board of Directors; and in general, to perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Article VI. Elections

1. Regular elections shall be held at the last regular meeting of the fiscal year.
2. Special elections shall be held at a regular meeting or at a meeting designated by the chairman of the Board of Directors in order to fill vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.
3. Any vacancies for any cause on the Authority shall be filled by the Warren County Board of Supervisors.

Article VII. Meetings

1. Regular meetings of the Board of Directors shall be held monthly on a date set by the Chairman with appropriate notice as contained in these By-Laws, or may be held at such intervals as set by the Board, but not less than quarterly.
2. Special meetings or work_sessions of the Board of Directors may be called by or at the request of the chairman or of any two directors.

3. A member of the Board may participate in a meeting of the Board through electronic communications from a remote location that is not open to the public as provided in Code of Virginia § 2.2-3708.1 subject to the following requirements:

(a) On or before the date of a meeting a Board member wishing to participate from a remote location in a meeting of the Board shall notify the Board Chair that the Board member is unable to attend the meeting due to an emergency or a personal matter and shall identify with specificity the nature of the emergency or personal matter, or the Board member shall notify the Board Chair that the Board member is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the Board member's physical attendance.

(b) The Board shall record in its minutes the specific nature of the emergency or personal matter or medical condition or disability and the remote location from which the absent Board member participated. If the absent Board

member's remote participation is disapproved because such participation would violate this policy, such disapproval shall be recorded in the Board's minutes.

(c) Such participation by the absent Board member shall be limited in each calendar year to two meetings of the Board.

(d) A quorum of the Board must be physically assembled at the primary or central meeting location.

(e) The Board shall make arrangements for the voice of the absent Board member to be heard by all persons in attendance at the primary or central meeting location

4. a) Notices of regular and special meetings and of work sessions shall be given to each director in writing at least two (2) days prior to such meeting. Notices sent electronically by e-mail or fax shall be deemed written notices. All notices may be waived by a majority of the Directors.

b) Notice of the date, time, and location of the Board of Directors' meetings shall be placed in prominent public locations in which notices are regularly posted in the Warren County Government Center, the Town ~~Hall Administration Building~~, and the offices of the Authority, at least three (3) working days prior to the meeting. Publication of meeting notices by electronic means shall be encouraged.

c) Notice, reasonable under the circumstance, of special or emergency meetings or work sessions shall be given contemporaneously with the notice provided members of the Board of Directors.

d) Any person may annually file a written request for notification with the Authority. The request shall include the requester's name, address, zip code, daytime telephone number, electronic mail address, if available, and organization, if any. The Authority receiving such request shall provide notice of meetings directly to such person. Without objection by such person, the Authority may provide electronic notice of all meetings to such requests.

e) At least one copy of all agenda packets and, unless exempt, all materials furnished to members of the Board of Directors shall be made available for public inspection at the same time such documents are furnished to the Board of Directors.

5. 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.

6. The agenda will be set by the executive director in consultation with the chairman.

7. The vote of the adoption of every resolution, any proposals creating a liability, or for the appropriation or expenditure of funds shall be by **yes** ~~yayss~~ or **no** ~~nays~~, and

whenever the vote is not unanimous, the names of members voting for and against shall be entered upon the minutes of the meeting.

8. Unless otherwise provided, procedure at meetings shall follow Robert's Rules of Order.

9. When approved, all minutes shall be signed by the Board member or staff person who recorded the minutes.

Article VIII. Committees

1. Upon the adoption by the Board of Directors of an Executive Committee, such committee shall be composed of, but not limited to, the chairman and vice-chairman, and secretary and treasurer of the Authority. The Executive Committee shall meet at such times and such places as the chairman may designate. The Executive Committee shall keep detailed minutes of its meetings, which shall be preserved along with the minutes of the Board of Directors and distributed to the Board of Directors at its regular meeting. Three members of the Executive Committee shall constitute a quorum. In the absence of any member of the Executive Committee, the chairman may appoint a director to act on the Executive Committee pro tempore ~~tempore~~, and such appointment shall be recorded in the record book of the Authority.

2. That the Chairman may, with the advice and consent of the Board of Directors, appoint such appointment shall be recorded in the record book of the Authority.

Article IX. Staff

1. The Board of Directors shall appoint such employees as are necessary to accomplish the purposes and powers of the Authority.

2. The employees 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.

3. Expenditure of Authority funds shall be governed by Procurement Procedures adopted by the Board of Directors. Staff approvals of expenditures must also conform with the fiscal budget adopted annually by the Board of Directors and abide by the adopted Financial Management Policy.

4. The Authority's employees will be supervised by the Chairman and/or Executive Committee. The staff will be governed by an Administrative Personal Statement that should be updated and revised on a periodic basis.

Article X. Fiscal Year

The fiscal year of the Front Royal-Warren County Industrial Development Authority shall be from July 1 until June 30 of the following year.

Article XI. 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, alteration, or repeal is given in the notice of such meeting, and such notice is delivered as provided in Article VII, Paragraph ~~3~~ **4**, at least one week in advance. Any director may waive written notice.

The above are a true record of the By-Laws of the Industrial Development Authority of the Town of Front Royal and County of Warren as amended **October 27, 2017.**

Chairman

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