

as revised 12/2/2022 by EDA

EDA Bylaws
As revised December 2, 2022

**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, Virginia, also known as the Economic Development Authority (“Authority”), shall fulfill all the purposes and intents of the General Assembly of Virginia, as expressed in Va. Code Title 15.2, Chapter 49. The 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 Warren County, 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 Authority shall have any and all powers that have been granted to it by Va. Code Title 15.2, Chapter 49, 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 Authority shall be located in Warren 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 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 Warren County during the normal business hours and under terms and conditions as provided by law.

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 Warren County. 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 of four (4) directors is present, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote (4 votes) of the directors 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 1 of this Article.

Article IV. Directors

1. Each director shall, before entering on his duties, take and subscribe to the oath prescribed by Va. Code § 49-1. 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 that appointed the director may, by a majority vote of the entire Body, remove a director under the provisions of Va. Code § 15.2-4904 for being absent from any three (3) consecutive meetings of the Board, or for being absent from any four (4) meetings of the Board within a 12-month period.

3. The Governing Body that appointed the director may, by unanimous vote of the entire Body, remove a director under the provisions of Va. Code § 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 Va. Code § 15.2-4904 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 Va. Code § 2.2-3700, *et seq.*;

3) any information not required to be disclosed by the provisions of the Virginia Freedom of Information Act (Va. Code § 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 Va. Code § 2.2-3115(A).

A resolution by a majority vote of the entire Board that a director has violated the above enumerated standards (or other standards that are a violation of Va. Code § 24.2-231, 232, or 234) shall be communicated to the Governing Body appointing such violating director. The Governing Body shall take such action thereon as it deems advisable.

5. Any vacancies on the Board of Directors shall be filled by the Warren County Board of Supervisors.

6. Pursuant to Va. Code §15.2-4904(D), Directors may be compensated per regular, special, or committee meeting, or per each official representation as may be approved by the Governing Body appointing authority, not to exceed \$200 per meeting or official representation, and shall be reimbursed for necessary travelling and other expenses incurred in the performance of their duties.

Article V. Officers

1. The Board of Directors shall elect from its directorship a chairman, a vice-chairman, a secretary, and treasurer who will be officers of the Authority. The Board may also elect an assistant secretary to serve in the absence of the secretary.

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

a) an officer shall serve for a maximum of two (2) years in the same position;

b) no director may serve more than four (4) consecutive terms in an officer position.

In the event of a resignation, death or removal of an officer, the person elected to fill the vacancy shall serve out the unexpired term of the office and is eligible to serve in that position for a maximum of two (2) years in addition to the unexpired term.

Pursuant to Va. Code § 15.2-4904(D), officers shall continue to hold their office until their respective successors 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 financial documents, 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 all 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 or assistant 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 have oversight of the Authority's financial transaction, and Warren County shall be the accounting entity for the Authority and handle all transactions with respect to the Authority's funds as authorized by the Board of Directors, and the County shall provide the treasurer access in order to conduct oversight. The treasurer shall have such records audited annually, furnish a copy of such audit to the Town of Front Royal and Warren County, and make each audit available for public inspection at reasonable times. The treasurer shall have oversight for the investment of the Authority's funds; and in general, to perform all duties incident to the

office of treasurer, given the accounting function of the County, and such other duties as from time to time may be assigned by the Board of Directors.

Article VI. Elections

1. Regular elections of officers shall be held at the last regular meeting of the fiscal year, which is July 1 to June 30.
2. Special elections of officers shall be held at a regular meeting or at a meeting designated by the Chairman of the Board of Directors in order to fill officer vacancies or to fill newly created offices, but only after specific notice, as hereinafter provided for, has been given.
3. If elections are not held at the last regular meeting of the fiscal year (*i.e.*, June meeting), then elections shall be held within 90 days of June 30th.

Article VII. Meetings

1. Regular Meetings. 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 Bylaws or may be held at such intervals as set by the Board, but not less than quarterly.
2. Special Meetings. 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 (2) directors.
3. Participation by a Director by Electronic Communication. A director 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 Va. Code § 2.2-3708.2 subject to the following requirements:
 - a) On or before the date of a meeting, a director desiring to participate from a remote location in a meeting of the Board shall notify the Chairman that the director is unable to attend the meeting due to: (1) a personal matter and shall identify with specificity the nature of the personal matter, or (2) the director shall notify the Chairman that the director is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the director's physical attendance or a family member's medical condition that requires the director to provide care for such family member, thereby preventing the director's physical attendance, or (3) on the date of the meeting, the director notifies the Chairman that such director's principal residence is more than 60 miles from the meeting location.
 - b) The Board shall record in its minutes the specific nature of the personal matter cited by the director, or that the director participated remotely because of a disability or medical

condition or due to distance, and the remote location from which the absent director participated. If the absent director's remote participation is disapproved because such participation would violate this policy, such disapproval shall be recorded in the Board's minutes with specificity.

c) Such participation by the absent director for a personal matter shall be limited in each calendar year to two (2) regular meetings of the Board or 25% of the regular meetings held per calendar year rounded up to the next whole number, whichever is greater.

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 director to be heard by all persons in attendance at the primary or central meeting location.

4. Board Meetings by Electronic Communication During a Declared State of Emergency or All-Virtual Meetings:

a) Declared State of Emergency. The Board may meet by electronic communication without a quorum physically assembled at one location when the Governor or Warren County or the Town of Front Royal has declared a state of emergency in accordance with Va. Code §44-146.17 or §44-146.21, respectively, until the declared state of emergency has ended, provided that [i] the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and [ii] the purpose of the meeting is to provide for the continuity of operations of the Authority or the discharge of its lawful purposes, duties and responsibilities, as provided in Va. Code § 2.2-3708.2.

b) All-Virtual Public Meetings.

(i) Pursuant to Va. Code § 2.2-3708.3.C, the Board may meet by electronic communication in an all-virtual public meeting (when there is no declaration of emergency) in accordance with the provisions of this subparagraph up two (2) meetings per calendar year or 25% of the meetings held per calendar year rounded up to the next whole number, whichever is greater, such virtual meetings not to be held consecutively.

(ii) The dates of the virtual meetings may be set by the Board when it adopts its annual meeting schedule, or by the Chairman after consultation with the Executive Committee and notice pursuant to Section 5 of this article.

c) Requirements for both Subparagraph (a) and (b) Electronic Meetings

- (i) The meeting notice shall include a statement of whether the meeting will be an in-person or all-virtual public meeting along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless a new meeting notice is provided in accordance with the meeting notice requirements. If during a declared emergency, give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to the directors. Notice for an all-virtual meeting shall be in accordance with the regular notice for Board meetings and also given to the public contemporaneously with notice provided to the directors.
- (ii) No more than two (2) directors are together in any one remote location unless that location is open to the public to physically access it.
- (iii) The electronic communication means used shall allow the public to hear all directors participating in the meeting and, when audio-visual technology is available, to see the directors as well. A phone number or other live contact information shall be provided to alert the Board if the audio or visual transmission of the meeting fails. Board staff shall monitor such designated means of communication during the meeting and the Board shall take a recess until public access is restored if the transmission fails for the public.
- (iv) A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to directors shall be made available to the public in electronic format at the same time that such materials are provided to the Board.
- (v) Reflecting Remote Participation in the Meeting Minutes – In the instance of electronic participation during a Governor Declared State of Emergency pursuant to subparagraph 4(a) above or electronic participation in an all-virtual meeting pursuant to subparagraph 4(b) above, the meeting minutes will also state the nature of the emergency, the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.
- (vi) Make arrangements for public access to such meeting through electronic communication means, including videoconferencing, if used by the Authority, and the Authority provides the public with the opportunity to comment at those meetings, when public comment is customarily received, either virtually or in writing to be provided to the Authority prior to or at the meeting;

(vii) A recording or transcript of the meeting is available on the Authority website in accordance with the timeframes in Va. Code §2.2-3707 and the meeting minutes state the nature of the emergency, the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held; and

(viii) Otherwise comply with the provisions of Va. Code § 2.2-3708.2.

5. Notice of Meetings.

a) Notices of regular meetings and of work sessions shall be given to each director in writing at least three (3) working 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 regular 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, 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 directors 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 the Board of Directors shall be made available for public inspection at the same time such documents are furnished to the Board.

6. Quorum. A majority of the Board of Directors shall constitute a quorum of the Board for the purpose of conducting its business and exercising its powers.

7. Agenda. The agenda will be set by the Chairman.

8. Voting. 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 or no, and whenever the vote is not

unanimous, the names of directors voting for and against shall be entered upon the minutes of the meeting.

9. Meeting Procedures. Unless otherwise provided in these Bylaws, procedure at meetings shall follow Robert's Rules of Order.

10. Minutes. When approved, all minutes shall be signed by the director or staff person who recorded the minutes. Minutes, recording or transcript of electronic meetings of the Board shall be posted on the website and otherwise as required by this Article or law.

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 at its regular meeting. Three (3) directors 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, and such appointment shall be recorded in the records of the Authority.

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

3. The Board shall annually appoint a finance committee. The committee shall be comprised of at least the treasurer. The treasurer, and other members of the committee who are available, shall work with the County Director of Economic Development in preparing the Authority's annual operating and capital budget and meet quarterly with the Director to review the Authority's financial position. The finance committee shall also be responsible for oversight of preparation of the Authority's annual audit.

4. The Board may appoint a small business revolving loan review committee to assist the Board with review of applications. The committee may be made of up of two (2) directors, appointed by the Chairman, who will work with Authority staff in reviewing applicant's loan applications. The committee shall have access to all loan application information, meet with applicants to review their loan application and business plan and recommend approval or disapproval to the full Board.

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5. Committees may hold meetings by electronic means of the entire committee or through physical assembly in one location and remote attendance by individual members as permitted for the Board by Article VII and as otherwise set forth in these Bylaws. The committee chairman shall schedule any all-virtual meeting after consultation with the Chairman and, if the committee does not regularly meet on a monthly basis, shall announce and give notice that the meeting will be all virtual no less than two (2) weeks prior to the meeting.

Article IX. Staff

1. The Board of Directors may appoint such other employees as are necessary to accomplish the purposes and powers of the Authority.
2. The employees of the County, working on behalf of the EDA, 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 EDA, or in the absence of such adoption, by the County's Procurement Policy or the Virginia Public Procurement Act, Va. Code §§ 2.2-4300, *et seq.* Staff approvals of expenditures must also conform with the fiscal budget adopted annually by the Board and abide by the adopted Financial Management Policy.
4. The Authority's employees will be supervised by the Chairman and/or Executive Committee. (The County Director of Economic Development shall be supervised by and report to the County Administrator and shall consult with the EDA Chairman. On an annual basis, the Chairman shall provide input to the County Administrator regarding the performance of the Director.) The staff will be governed by an Administrative Personnel Statement that should be updated and revised on a periodic basis.

Article X. Fiscal Year

The fiscal year of the 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, provided that alteration, or repeal is given in the notice of such meeting, and such notice is delivered as provided in Article VII, Paragraph 4, at least one week in advance. Any director may waive written notice.

The above are a true record of the Bylaws of the Industrial Development Authority of the Town of Front Royal and County of Warren as amended August 26, 2022.

Chairman

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