

**PITTSYLVANIA COUNTY SERVICE AUTHORITY’S BYLAWS AND
RULES OF PROCEDURE**

PURPOSE.

To establish and set forth certain rules to provide for the orderly conduct of the Pittsylvania County Service Authority (“Authority”), business, to prescribe the manner and procedure by which the Authority Members shall conduct matters of business, and to provide for the efficient handling thereof.

**ARTICLE I. COMPOSITION, OFFICERS, COMPENSATION, AND
BENEFITS.**

1.1. Composition.

The Authority shall be composed of the seven (7) Members of the Pittsylvania County Board of Supervisors (“Board of Supervisors”). Authority Member’s terms shall correspond with their term on the Board of Supervisors.

1.2. Elected Officers.

A. Chairman; Duties.

The Chairman of the Authority shall be elected at the Authority’s Annual Reorganizational Meeting. The Authority’s Chairman shall serve as the Chief Executive Officer of the Authority, shall preside at all Authority Meetings, and shall perform other such duties as required by the Authority. The Authority Chairman shall also provide guidance and direction to the Authority’s Chief Administrative Officer (“CAO”) in accordance with policies established by the Authority. The Authority’s Chairman shall be a voting member of the Authority.

B. Vice-Chairman; Duties.

The Vice-Chairman of the Authority shall be elected at the Authority’s Annual Reorganizational Meeting. The Authority Vice-Chairman shall serve a concurrent term with the Authority Chairman. In the absence or incapacity of the Authority Chairman, the Authority Vice-Chairman shall assume all the duties and functions of the Authority Chairman. If both the Authority Chairman and Authority Vice-Chairman are absent from an Authority Meeting, the remaining Authority Members present shall choose one (1) of their number as temporary Authority Chairman for said Authority Meeting. The Authority Vice-Chairman shall also perform any other duties as assigned by the Authority Chairman. The Authority’s Vice-Chairman shall be a voting member of the Authority.

1.3. Other Appointed Authority Officials.

A. Secretary; Duties.

The County Public Works Director shall be appointed by the Authority to serve as the Authority's Secretary. The Secretary shall be the custodian of the Authority's records and shall be responsible for the Authority Meeting's Notices, Agendas, and Minutes. The Secretary shall also have such other duties as may be assigned by the Authority's Chairman. The Secretary shall not be an Authority Member or have Authority voting rights.

B. Treasurer; Duties.

The County Finance Director shall be appointed by the Authority to serve as the Authority's Treasurer. The Treasurer shall be responsible for the safekeeping and proper disbursement of all funds received by the Authority. The Treasurer shall prepare, or cause to be prepared, a proposed Annual Budget for the Authority, necessary financial reports, and other appropriate financial information/documentation required by the Authority in the exercise of its duties. The Treasurer shall also have such other duties as may be assigned by the Authority's Chairman. The Treasurer shall not be an Authority Member or have Authority voting rights.

C. Chief Administrative Officer; Duties.

The County Administrator shall be appointed by the Authority to serve as the Authority's CAO. The CAO shall perform all administrative functions necessary to carry out the policies and actions approved by the Authority. The CAO shall not be a voting member of the Authority. The CAO shall also have such other duties as may be assigned by the Authority's Chairman and/or Authority. The CAO shall not be a Member of the Authority or have Authority voting rights.

D. Authority Legal Counsel; Special Outside Counsel.

The County Attorney shall be appointed by the Authority to serve as the Authority's Legal Counsel. The Authority shall be authorized to hire Special Outside Legal Counsel for special projects when appropriate and necessary. The Authority's Legal Counsel shall not be an Authority Member or have Authority Voting rights.

1.4. Compensation; Benefits.

Authority Members shall receive reimbursement of actual expenses, salary, compensation, or benefits from the Authority as determined by the Authority Members or otherwise in accordance with State law. The Authority's Secretary, Treasurer, CAO, and Legal Counsel shall not be additionally compensated beyond their normal County salaries for Authority work.

ARTICLE II. MEETINGS.

2.1. Annual Reorganization Meeting.

At the Regular Authority Meeting in July each year (the "Annual Reorganizational Meeting"), or at any other time as determined by a majority of the Authority, there shall be elected an Authority Chairman and Vice-Chairman to serve for a period of one (1) year expiring on June 30th, or until replaced by Authority Membership. The CAO, serving as temporary Authority

Chairman, shall take Authority Chairman and Vice-Chairman nominations. Nominations require a second, and the vote will be taken in the order the nominations are made for both the Authority Chairman and Vice-Chairman. A majority vote is required to elect the Authority Chairman and Vice-Chairman.

2.2. Regular Meetings; Notice.

The Authority shall meet regularly on the third (3rd) Tuesday of each month. Said Meetings shall be Noticed as required by the Virginia Freedom of Information Act (“VA FOIA”). The location and meeting time of the Regular Meetings shall be included in the Meeting’s Notice. In compliance with State law, the Authority shall also be authorized to set other dates for Authority Meetings.

2.3. Parliamentary Procedure.

All such Authority Meetings shall be open to the public and shall be conducted in an orderly fashion with the most recent edition of *Robert’s Rules of Order* being used for parliamentary procedure.

2.4. Agendas.

Agendas shall be prepared by the Authority’s Secretary and used at all Authority Meetings. All items requested to be placed on the Agenda shall be submitted in writing to the Authority’s Secretary, or his/her designee, ten (10) working days before the Authority Meeting; however, Authority Members may make oral requests. Any items received after that time shall appear on the next Regular Authority’s Meeting Agenda, unless a majority of the Authority present vote to place such items on the current Authority Agenda.

2.5. Meeting Order.

The Authority’s Regular Meeting Order shall be as follows:

Call to Order
Roll Call
Any Additions/Revisions to Agenda
Approval of Agenda
Consent Agenda
Hearing of the Citizens
Presentations
Unfinished Business
New Business
Authority Member Reports
Closed Session (*if any*)
Return to Open Session and Closed Session Certification (*if required*)
Adjournment

2.6. Presentations.

All presentations by outside individuals or entities to the Authority shall be limited to a maximum of ten (10) minutes, unless time extension is approved by the Authority Chairman.

2.7. Hearing of the Citizens.

All Hearing of the Citizens at Authority Meetings shall be conducted as follows: Each person addressing the Authority under Hearing of the Citizens shall be a resident or landowner of the County, or the registered agent of such resident or landowner. Each person shall step up, give his/her name and district in an audible tone of voice for the record, and unless further time is granted by the Authority Chairman, shall limit his/her address to three (3) minutes. No person shall be permitted to address the Board more than once during Hearing of the Citizens. All remarks shall be addressed to the Authority as a body and not to any individual Member thereof. Hearing of the Citizens shall last for a maximum of forty-five (45) minutes. Any individual that is signed up to speak during said section who does not get the opportunity to do so because of the aforementioned time limit, shall be given speaking priority at the next Authority Meeting.

2.8. Special Meetings.

The Authority may from time-to-time hold special, called, adjourned, and/or informational meetings in accordance with State law.

2.9. Motions/Resolutions.

Each oral Motion or Resolution shall be recorded by the Secretary and may be read back to the whole Authority by the same, if so requested, before any vote is taken.

2.10. Authority Member Reports.

Authority Member Reports shall be used for individual Authority Members to share information with other Authority Members and/or the public. No official action may take place during Authority Member Reports.

2.11. Closed Meetings.

Closed Meetings of the Authority shall be allowed per the VA FOIA.

2.12. Quorum and Method of Voting.

At any Authority Meeting, a majority of the Authority Members present shall constitute a quorum. A majority of the Authority shall mean four (4). All questions submitted to the Authority for decision shall be determined by a *viva voce* vote or approved electronic voting method of a majority of the Authority present voting on any such question, unless otherwise provided by law. The name of each Authority voting and how he/she voted must be recorded. The Authority has elected not to have a tie breaker as provided for by the Code of Virginia, and a tie vote on any

Motion shall be considered defeated as provided for in the Code of Virginia. Each Authority Member present when a question is put shall vote “yes” or “no.” No Authority Member shall be excused from voting, except on matters involving the consideration of his/her own official conduct, where his/her own financial interests are involved, or where he/she may have a conflict of interest, pursuant to the Virginia State and Local Government Conflict of Interests Act.

2.13. Roll Call Procedure.

Authority Members shall either cast votes in District order on a rotating basis, or simultaneously if using an approved electronic voting method. The Authority Chairman shall cast the last vote, unless using an approved electronic voting method.

2.14. Remote Participation in Board Meeting.

As authorized by the Code of Virginia, 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:

1. On or before the day of a Meeting, the Authority Member 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 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.

2. 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.

3. Such participation by the absent Authority Member shall be limited in each calendar year to two (2) meetings.

4. A quorum of the Authority Member shall be physically assembled at the primary or central meeting location.

5. The Authority Member shall arrange for the voice of the absent Authority Member to be heard by all persons in attendance at the primary or central meeting location.

ARTICLE III. COMMITTEES.

3.1. The Authority Chairman shall be authorized to create Committees, and appoint Authority Members thereto, deemed necessary to accomplish the Authority’s purposes and objectives.

3.2. By an affirmative, majority vote, from time-to-time, Authority Members can request the Authority Chairman create, and appoint Authority Members thereto, Special Committees for a specific purpose with a limited duration.

3.3. The Authority Chairman shall be authorized to temporarily participate, including voting, in any Authority Committee for the purpose of breaking a tie vote or creating a quorum.

3.4. The Authority Chairman shall be authorized to remove any of his appointee(s) to any Authority Committee.

ARTICLE IV. AMENDMENTS AND ADOPTIONS.

4.1. Amendments to these By-Laws and Rules of Procedure may be made at any Authority Meeting by a majority vote of the Authority Members present, after a written notice of intent to amend has been given to each Authority Member not less than ten (10) days prior to such Authority Meeting.

4.2. Adoption of the By-Laws and Rules of Procedures shall be by simple majority vote of the Authority present and shall be in force and effect on the day after their passage.