

## BYLAWS

### ARTICLE I: OFFICES

1. The principal office of the Authority shall be located in the Bedford Regional Water Authority Building, 1723 Falling Creek Road, Bedford, Virginia 24523. The Authority may have such other offices as the members of the Authority may determine or as the members of the Authority may require from time to time.

### ARTICLE II: MEETINGS

1. Regular Meetings:
  - a. The regular meeting of the members of the Authority shall be held on the third Tuesday of each month, at 7:00pm, for the transaction of such business as may come before the Authority. If the date fixed for the regular meeting shall be a legal holiday in the State of Virginia, such regular meeting shall be held on the next succeeding business day.
  - b. The members of the Authority may provide by resolution for the holding of additional meetings of the Authority without other notice than such resolution.
  - c. When it is anticipated that a quorum will not be present at a meeting, or when there are no action items for the agenda, or in an emergency situation, the regular board meeting may be cancelled. The decision to cancel the board meeting must be made by two representatives of the Authority holding one of the following positions: the Chairman, the Vice-Chairman, and the Executive Director. If a meeting is cancelled, notice of the cancellation should be posted in the same manner as the posting of the regular agendas.
2. Special Meetings:
  - a. Special meetings of the members of the Authority may be called by or at the request of the Chairman of the Authority or any two members. A person or persons authorized to call special meetings of the Authority may fix any place, either within or outside the County of Bedford, as a location for holding any special meeting.
  - b. Notice of any special meeting of the members of the Authority shall be given to each of the members at least two (2) days previously thereto by written notice delivered personally or sent by mail or fax or email to the location as shown by the records of the Authority. Any member may waive notice of any meeting by signing a waiver before or after any meeting. The attendance of a member at any meeting shall constitute a waiver of notice, except where a member attends for the express purpose of objecting to the holding of the meeting.
3. Quorum:
  - a. A majority of the members of the Authority shall constitute a quorum for the transaction of business at any meeting of the Authority but if less than the majority of the members are present at said meeting, a majority of the members present may, by election, adjourn the meeting from time to time.
  - b. Any vacancy occurring in the membership shall not impair the right of a quorum to exercise or perform the duties and rights of the Authority.
4. Manner of Acting:
  - a. The vote of the majority of the members of the Authority shall be necessary for any action taken by the Authority even though there is a quorum present.

## BYLAWS

5. Electronic Participation is acceptable by members subject to the express limitations imposed by § 2.2-3708.2 of the FOIA and as defined in this policy section.
  - a. At all meetings in which a Member participates remotely by means of electronic communication, a quorum of the Board must be physically assembled at one primary or central meeting location; and,
  - b. The Authority must make arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
  - c. If participation by a member through electronic communication takes place, the Authority shall record in its minutes the remote location from which the member participated. The remote location need not be open to the public for attendance.
  - d. In order to participate remotely by means of electronic communication, a Member must, on or before the day of a meeting, notifies the Chair that remote participate is necessary due to any of the reason shown below.
    - i. Such Member is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance. The Authority shall include in its minutes the fact that the member participated through electronic communication means due to a temporary or permanent disability or other medical condition that prevented the member physical attendance; or,
    - ii. Such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.
      - a) Participation by a Member pursuant to this situation is limited each calendar year to two meetings.
      - b) If approved, the Authority shall include in its minutes the specific nature of the personal matter cited by the Member.
      - c) If denied, because such participation would violate this section of the policy, such disapproval shall be recorded in the minutes with specificity.
    - iii. A member notifies the chair that such member's principal residence is more than sixty (60) miles from the meeting location identified in the required notice for such meeting.

## ARTICLE III: MEMBERS

1. Appointment:
  - a. The Authority members shall be appointed, and vacancies filled, as specified in the Authority's Articles of Incorporation.
  - b. Any vacancy occurring in the membership shall not impair the right of a quorum to exercise or perform duties and rights of the Authority.
2. Terms:
  - a. The terms of each member are as specified in the Authority's Articles of Incorporation.
  - b. Any appointed member may be removed by the Locality appointing or the Localities approving such member for malfeasance in office.
3. Attendance:
  - a. Each member shall strive to attend in person every meeting possible.

## BYLAWS

- b. Except under unusual circumstances, as determined by a majority vote of the members, each member should miss no more than two meetings in a row, not to exceed three meetings within any twelve month period. In the event that such attendance requirements are not met, it shall be considered a neglect in duty and thus that member may be removed from office by the Locality appointing or the Localities approving such member without limitation. In such an event, a successor shall be appointed by the Locality appointing or the Localities approving such member for the unexpired portion of the term of the member who has been removed.
4. Expenses and fees:
  - a. The Authority shall provide for the payment of expenses incurred by members and liaisons in the performance of their official duties. Reimbursements will be treated as paid under an accountable plan, as detailed in the [Internal Revenue Service Publication 463](#). Mileage will be reimbursed at the posted federal rate.
    - i. The expenses and travel must be for the purpose of conducting Authority business; this includes the attendance at Authority approved meetings, conferences, or trainings.
    - ii. A daily business mileage and expense log shall be submitted to the Treasurer each month for the prior month's travel expenses.
    - iii. Allowances and advances will not be provided; all reimbursement will be made for actual expenses and actual mileage.
  - b. The Authority shall pay each member for their services. The members will be salaried employees of the Authority, and withholdings will be made according to federal, state, and local tax regulations. The monthly compensation shall be as follows:
    - i. Chair: \$400
    - ii. Vice Chair: \$350
    - iii. All other Members: \$325
  - c. No benefits, other than those listed above, will be provided to the members.
5. Duties:
  - a. The members shall conduct all business to ensure that:
    - iv. The Authority operates in a manner such that it adheres to the Authority's adopted mission statement
    - v. The Authority fulfills the purpose of the Authority as set forth in the Article of Incorporation.
  - b. The members shall hire an Executive Director to oversee and manage the daily operation of the Authority.
  - c. The members shall adopt an annual budget, with a fiscal year running from July 1 through June 30, prior to the close of the previous fiscal year. The members shall review the financial statements at least monthly to ensure adherence to the adopted budget.
  - d. The members shall review and act upon committee recommendations.

## ARTICLE IV: OFFICERS

1. Requirements:
  - a. The officers of the Authority shall be a Chair, Vice-Chair, Secretary and Treasurer, and such assistant secretaries and treasurers as shall be convenient to the conduct of the Authorities' business. Such officers shall be elected in accordance with the provisions of this article. The Secretary and Treasurer and such assistants as shall be needed need not be members of the

## BYLAWS

- Authority and the office of the Secretary and Treasurer may be combined if such is the vote of the majority of the members of the Authority.
2. Election and Term of Office:
    - a. The officers of the Authority shall be elected annually by the members of the Authority at the regular monthly meeting of the Authority held in the month of December of each year and shall take office the first day of the following month. If the election of officers shall not be held as of such meeting, such election shall be held as soon thereafter as it conveniently may be done. Each officer shall hold office until his or her successor shall have been duly elected.
  3. Removal of Officers:
    - a. Any officer elected or appointed by the members of the Authority may be removed by the members of the Authority whenever in its judgment the best interest of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights of any of the officers so removed.
  4. Chair:
    - a. The Chair shall be the principal executive officer of the Authority and shall in general supervise and control all the business and affairs of the Authority.
    - b. He or she shall preside at all meetings of the members.
    - c. He or she may sign, with the Secretary or any other proper officer of the Authority, authorized by the members of the Authority, any deeds, mortgages, bonds, contracts, or other instruments which the members of the Authority have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the members of the Authority or by these bylaws or by statute to some other officer or agent of the Authority.
    - d. He or she shall in general perform all duties incident to the office of the chairman and such other duties as may be prescribed by the members of the Authority from time to time.
    - e. The Chair shall appoint the committees, both special and/or standing.
  5. Vice-Chair:
    - a. The Vice-Chair shall preside and assume the duties of the Chair in the absence of the Chair or the inability of the Chair to act.
  6. Treasurer:
    - a. The Treasurer shall have charge and custody of and be responsible for all bonds and securities of the Authority, receive and give receipts for monies due and payable to the Authority from any source whatsoever, and deposit all such monies in the name of the Authority in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incumbent to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the members of the Authority.
  7. Secretary:
    - a. The Secretary shall keep the minutes of the meetings of the members of the Authority; said minutes may be kept in one or more books provided for that purpose, or may be posted on a website for public viewing. The Secretary shall see that all required notices are duly given; by custodian of the corporate records and of the seal of the Authority and see that the seal of the Authority is affixed to all necessary documents, the execution of which on behalf of the Authority under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incumbent to the office of Secretary and such other duties as

## BYLAWS

from time to time may be assigned to him or her by the Chairman or by the members of the Authority.

### ARTICLE V: COMMITTEES

1. Standing Committees:
  - a. The Chair will assign members to the standing committees at or before the first meeting after having taken the office of Chair from the previous month elections.
  - b. Each of the standing committees shall have at least two members assigned to them; other members may be requested by the Chairman to join a committee on an “ad hoc” basis or as needed.
  - c. The Authority shall have at least the following three standing committees that will make recommendations to the board, with their primary duties being shown as follows:
    - i. Personnel committee:
      - A. To review policies directly related to employment and the employees
      - B. To review staff related issues with the Executive Director.
      - C. To perform an annual evaluation of the Executive Director.
      - D. To hear board appeals from the staff.
    - ii. Finance committee:
      - A. To assist in the preparation of the annual budget.
      - B. To review financial policies.
      - C. To provide financial guidance to the Executive Director.
    - iii. Policies and Projects committee:
      - A. To review all policies other than those assigned to the Finance committee or Personnel committee.
      - B. To identify and review proposed construction projects.
      - C. To hear board appeals from the public.
2. Special Committees:
  - a. The Chair shall appoint or disband any special committees as deemed necessary by the Chair.
3. Committee Attendance:
  - a. Each committee member shall strive to attend in person every meeting possible.
  - b. The chair may remove and reappoint any member from a standing or special committee if deemed necessary due to attendance, availability, conflicts, or other issues as deemed appropriate by the Chair.

### ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts:
  - a. The Authority may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instruments.
2. Checks, etc.:
  - a. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority, shall be signed by:

## BYLAWS

- i. Any member of the Authority. In addition, such officer or officers, agent or agents of the Authority as shall from time to time be designated by resolution of the Authority; and,
  - ii. Each such instrument shall also be signed by either the Treasurer, the Executive Director, the Assistant Executive Director, or the Chairman.
- b. Electronic payment of invoices, statements, and routine accounts payable may be made provided that two (2) officers sign a form to approve of the payment(s) being made in that manner.
3. Deposits:
  - a. All funds shall be deposited as directed by the Authority.
4. Gifts:
  - a. The Authority may accept on behalf of the Authority any contribution, gift, bequest, or otherwise for the general purposes or for any special purpose of the Authority.

## ARTICLE VII: BOOKS AND RECORDS

1. The Authority shall keep all books and records of the Authority at the principle office or on the Authority web page so that they may be inspected by any member for any proper purpose at any reasonable time. The records shall include:
  - a. a complete set of records of accounts and financial statements
  - b. minutes of the meetings of the members of the Authority
  - c. a record giving the names and addresses of the members entitled to vote.

## ARTICLE VIII: YEAR

1. The fiscal year of the Authority shall begin on the first day of July in each year and end on the last day of June the next calendar year.

## ARTICLE IX: SEAL

1. Members of the Authority shall provide a corporate seal, which shall have inscribed thereon the name of the Authority.

## ARTICLE X: WAIVER OF NOTICE

1. When any notice is required to be given under the provisions of the Virginia statute or under the provisions of the articles of incorporation, or under the provisions of these bylaws, a waiver thereof in writing signed by the member or members entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI: AMENDMENT TO BYLAWS

1. These Bylaws may be altered, amended, repealed and new Bylaws may be adopted by a majority of the members at any regular meeting or at any special meeting, provided that written notice of

## BYLAWS

the proposed changes have been provided to the members in advance with the regular notice of the meeting.

### ARTICLE XII: REVISIONS

- A. This policy was approved and adopted by the Authority's Board of Directors on December 18, 2013.
- B. This policy was modified with the following amendments:
  1. Approved July 23, 2013, effective July 24, 2013:
    - a. Article II 1.a was modified to change the meeting date from the fourth Tuesday to the third Tuesday of each month.
  2. Approved August 23, 2016, effective August 24, 2016:
    - a. Article III 1. was modified to provide information on meeting cancellations.
  3. Approved January 21, 2020, effective January 22, 2020:
    - a. Article VI 2. was modified to allow any board member to sign checks, and to allow the Assistant Executive Director or the Executive Director to be the second signatory for checks, in the absence of the Treasurer.
  4. Approved February 18, 2020, effective February 19, 2020:
    - a. Article V.1. was modified to allow more than two members assigned to a committee.
  5. Approved April 21, 2020, effective immediately on April 21, 2020:
    - a. Article II.5. was added to allow for remote electronic participation.
  6. Approved April 20, 2021, effective on April 21, 2021:
    - a. Article II.5.d.iii was modified to follow the state code.
    - b. Article III.4. was modified to clarify the mileage reimbursement.
  7. Approved April 18, 2023, effective on July 1, 2023:
    - a. Article III.4.b was modified to change the rate of board compensation.