

BYLAWS

BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT AUTHORITY OF THE TOWN OF CLIFTON FORGE, VIRGINIA

In order to ensure the orderly and efficient transaction of public business at meetings of the Board of Directors of the Economic Development Authority of the Town of Clifton Forge, Virginia (the “Board”), to protect the rights of all members of the Board to speak and to ensure that the will of the majority is done, and to ensure transparency of its decisions and operations and compliance with the Virginia Freedom of Information Act, the Board adopts the following bylaws.

I. PURPOSE OF THE BOARD

The Economic Development Authority of the Town of Clifton Forge, Virginia (the “Authority”) is a body politic and corporate and a political subdivision of the Commonwealth of Virginia created by the Town Council under the provisions of the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended. The Board is the policy-making and oversight body of the activities of the Authority and all powers granted to the Authority are vested in the Board. The Board is composed of seven members appointed by the Town Council from the Town at large, to serve staggered four-year terms.

II. OFFICERS

The Board shall, at its first meeting of each year, elect a Chair and Vice Chair, who shall serve one-year terms, and may succeed themselves. The Chair and Vice Chair must be members of the Board. The Chair shall preside at all meetings of the Board, but in the event the Chair is absent or unable to preside, the Vice Chair shall preside. In the event neither the Chair nor Vice Chair is present or able to preside, the remaining members of the Board shall elect one of their number to serve as chair *pro tempore*. When the term “Chair” is capitalized in these bylaws, it refers specifically to the Chair elected under this section; when not capitalized, the term refers to any officer presiding over a Board meeting.

III. SECRETARY/TREASURER

The Board shall elect a Secretary and a Treasurer, who need not be a member of the Board or may be a Town staff member. The offices may also be combined. The Secretary shall be the custodian of the minutes and records of the Authority, which shall be open to public inspection during business hours in accordance with the Virginia Freedom of Information Act, and serve as the Authority’s Freedom of Information Act Officer. The Treasurer shall be the custodian of the funds of the Authority, and shall keep accurate books and records and provide regular reports on the financial state of the Authority.

IV. QUORUM & VOTING

A quorum of Board shall be four members. A majority vote of a quorum shall prevail on all questions unless otherwise provided by law. In the event of a tie vote on a resolution, such that no action can be taken, the item shall be carried over until the next meeting of the Board, if

permitted by law; if not permitted, the motion shall fail. Debate may not be closed over the objection of any director without a two-thirds vote.

V. AGENDA

The Secretary shall prepare and make available to each member of the Board a detailed proposed agenda at least three calendar days before each regular meeting of the Board. The agenda may be amended by a majority vote at any regular meeting.

The agenda for a special meeting may not be amended unless all members of the Board of Directors are present, and vote unanimously to do so.

It is the responsibility of each Board member to notify the Secretary of any matter he or she wishes to place on the agenda.

VI. PUBLIC HEARINGS AND CITIZENS' COMMENT

The Board of Directors may be required in some circumstances to hold public hearings. Public hearings scheduled for a particular time take precedence over all other matters on the agenda. The following rules shall apply:

- (1) Prior to each meeting at which a public hearing is scheduled, a signup sheet shall be placed on a table conspicuously placed near the door to the room in which the meeting will be held.
- (2) The chair will read the names off the signup sheet, and the persons shall be recognized to speak in the order in which they signed up. Once all speakers who have signed up have been recognized and completed their speeches, the chair shall call for speakers from the floor who may rise to be recognized by the chair.
- (3) When each speaker is recognized, he or she shall rise, if able, to speak and identify themselves by name and by approximate area of residence (the exact address is not necessary). No person may speak who is not recognized by the chair. Speakers may speak for up to five (5) minutes. Speakers must address the chair, and speakers may not converse with other members of the Board or the audience. Any member of the Board may direct one or more questions to a speaker, another Director, or to staff or consultants, and the chair shall give a reasonable extension of time to a speaker who has been interrupted by questioning.
- (4) Speakers' remarks at public hearings must be germane to the topic of the public hearing. Speakers must not be obscene, abusive, or profane in their remarks.

Prior to opening a public hearing, staff or consultants shall normally be given time to introduce a topic. If the matter arises out of a petition of a particular person, that person shall be given no more than 15 minutes in which to present their position after staff or consultants have introduced the matter but prior to the public hearing being opened. The chair may administer oaths to persons wishing to speak when appropriate.

VII. RULES OF ORDER

As to matters not addressed in these bylaws, in the Industrial Development and Revenue Bond Act or Virginia law, the deliberations of the Board shall generally be governed by Robert's Rules of Order, 11th Edition, as modified for small boards and following prevailing customs and usages. The Board may, from time to time, adopt policies not in conflict with these bylaws. The chair may vote and may make and second motions. A motion need not be pending in order for staff to make presentations and Board members to ask questions or clarify issues preparatory to making a motion relating to an item that is properly before the Board on its adopted agenda. The Town Attorney and Secretary of the Board are the Board's parliamentarians, and the chair may consult them at any time as to any procedural matter. In the first instance, the ruling of the chair on any procedural matter shall be final unless promptly challenged before any further motion is made and recognized or agenda item is called by the chair. Upon challenge by any member, the Board shall immediately proceed to a vote on the challenge without need of a second. A majority vote shall overrule the procedural ruling of the chair.

VIII. SPECIAL MEETINGS

Special meetings may be called by the Chair, any two Board members, or by the Secretary. Upon receipt of such a request, the Secretary shall notify the other Board members, the Town Attorney, and the media and public as set forth in the Freedom of Information Act. The notice of meeting shall set forth the topics to be considered at the special meeting.

IX. INCLEMENT WEATHER

If the Chair, or the Vice Chair if the Chair is unable to act, finds and declares that the weather or other conditions are such that it is hazardous for the Board members to attend a regular meeting, the regular meeting shall be continued until the next business day or to another date identified by the Chair, or Vice Chair if the Chair is unable to act. Such conditions shall be communicated to the members of the Board and the media as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required except as required by the Freedom of Information Act.

X. ELECTRONIC MEETINGS

The Board hereby adopts the electronic meetings policy of the Town Council, as amended.

XI. COMMITTEE OF THE WHOLE

A committee of the whole meeting, generally called a "work session," may be held at which members of the Board and, if invited, staff, consultants, and stakeholders may participate in open, conversational discussion. Formal votes on motions should be made following coming to order out of the committee of the whole.

XII. CLOSED SESSION

Closed sessions shall be held as provided in the Virginia Freedom of Information Act. No person may record any portion of a closed session, in writing or by audio or video recording. If a person attends a closed session electronically, he or she may not permit any person to be present

in the room where they are actually located or where any other person may overhear the proceedings, unless disclosed and approved as part of the motion by which the meeting was convened.

XIII. AMENDMENTS; SUSPENSION

These rules may be amended by a vote of four (4) members of the Board. No amendment may be voted on until the meeting next following the motion to amend. These rules may be suspended at any time by a unanimous vote of the Board.

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