

**ECONOMIC DEVELOPMENT AUTHORITY
OF ESSEX COUNTY, VIRGINIA**

**BYLAWS
(Proposed for Revisions Jan. 2023)**

ARTICLE I - AUTHORIZATION

- 1-1. The Economic Development Authority of Essex County, Virginia was created by the ordinance adopted by the Board of Supervisors of Essex County, Virginia (the "Board of Supervisors") on September 13, 1983, and in compliance with the Industrial Development and Revenue Bond Act, currently found in the provisions of §§ 15.2-4900 et. seq. of the Code of Virginia (1950) as amended. The 1983 ordinance established the Industrial Development Authority of Essex County. The name was changed to the Economic Development Authority of Essex County, Virginia (EDA) by ordinance adopted February 11, 2014.

ARTICLE II – PURPOSE AND POWERS

- 2-1. The purpose of the EDA is to promote economic development, support industry, and develop trade by inducing manufacturing, industrial, governmental, nonprofit and commercial enterprises to locate in or remain in Essex County and Virginia and to further the use of its agricultural products and natural resources, and all other purposes as are now or may hereafter be set forth in the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2 of the Code of Virginia of 1950, as amended (the "Act").
- 2-2. The EDA may exercise all powers granted to it by the Act as may be in effect from time to time. The EDA is a separate and distinct legal entity from Essex County, Virginia and is, in accordance with the Act, a political subdivision of the Commonwealth of Virginia.

ARTICLE III - MEMBERSHIP

- 3-1. The Board of Directors of the EDA consists of seven (7) members. The Board of Supervisors appoints members and successors and the Board of Supervisors fills all vacancies. Each Director, before entering upon his duties, must take and subscribe the oath prescribed by § 49-1 of the Code of Virginia of 1950, as amended.
- 3-2. Directors of the EDA must reside in Essex County or an adjoining locality.
- 3-3. Directors of the EDA are appointed for a term of four years, each ending on December 31st of the fourth year.
- 3-4. Vacancies are filled by appointment made by the Board of Supervisors and for the remainder of an unexpired term. If at the end of any term of office of any director and no successor has been appointed, the director whose term has expired shall continue to hold office as a director until his or her successor is appointed.

- 3-5. Directors of the EDA are eligible for reappointment.
- 3-6. Directors of the EDA may be removed by the Board of Supervisors without limitation in the event that the EDA member is absent from any three consecutive meetings of the EDA or is absent from any four meetings of the EDA within any twelve-month period.
- 3-7. Directors of the EDA should attend and fulfill the requirements of the Virginia Industrial Development Authorities Institute (VIDA) within two calendar years of their appointment and/or pursue comparable continuing education relative to their field of interest(s) and/or expertise. Each director shall complete a training in person or virtually on the Virginia Freedom of Information Act within two months of assuming office and a least once during each consecutive period of two calendar years after completion of the prior training.
- 3-8. The EDA, by majority vote of Directors, may provide for the payment of expenses incurred by EDA members in the performance of their official duties. Directors may be compensated for each regular, special or committee meeting or per each official representation as may be agreed by the Board of Supervisors, not to exceed \$200 per meeting or official representation.

ARTICLE IV - OFFICERS AND THEIR SELECTION

- 4-1. The EDA is governed by a Board of Directors in which all powers of the EDA shall be vested.
- 4-2. The officers of the EDA consist of a Chair, a Vice-Chair, Treasurer and a Secretary elected by the EDA Board.
- 4-3. Nomination of officers shall be made from the floor at the EDA's organizational meeting each year. The organizational meeting shall be considered to be the first regularly scheduled meeting held each year in January. A candidate for the offices receiving a majority vote of a quorum of the Board of the EDA shall be declared elected.
- 4-4. Should the Chair and Vice-Chair be absent at any meeting, a majority of a quorum may appoint a temporary Chair until the Chair or Vice-Chair is present.
- 4-5. Terms of office shall be for one year or until a successor takes office. Officers may succeed themselves. Officers shall take office immediately upon election.
- 4-6. Vacancies of the offices shall be filled by a majority vote of a quorum of the EDA Board.

ARTICLE V - DUTIES OF OFFICERS

- 5-1. The Chair shall:
 - 5-1-1. Preside at all meetings.

- 5-1-2. Rule on all procedural questions (subject to a reversal by a two-thirds (2/3) majority vote by the members present).
- 5-1-3. Carry out other duties as assigned by the EDA.
- 5-2. The Vice Chair shall:
 - 5-2-1. Assume the full powers of the Chair in the absence or inability of the Chair.
- 5-3. The Secretary shall:
 - 5-3-1. Record attendance at all meetings.
 - 5-3-2. Keep a set of minutes of the EDA meetings, which, after approval by the EDA, shall be retained in the office of the Economic Development Director, and arrange for the minutes to be published on the Essex County website.
 - 5-3-3. Notify all members of all meetings.
 - 5-3-4. Maintain a file of all EDA records and reports.
 - 5-3-5. Give notice of all EDA meetings.
- 5-4. The Treasurer shall:
 - 5-4-1. Keep an accurate record of all monies received and disbursed.
 - 5-4-2. Prepare and present a report at each meeting.
 - 5-4-3. Maintain the EDA's financial records and distribute funds as approved by the Board

ARTICLE VI - COMMITTEES

- 6-1. Committees may be established by majority vote of the EDA and members of committees may be established by majority vote of the EDA.
- 6-2. The Chair shall be an ex officio member of every committee.

ARTICLE VII - MEETINGS

- 7-1. A schedule for the following twelve (12) months of regular EDA meetings shall be established during the Organizational meeting of the EDA in January of each year. Regular meetings of the EDA shall generally be held on the first Thursday of each month at 9:00 AM. If the Chair, or the Vice Chair if the Chair is unable to act, finds and declares that weather or other conditions are such that it is hazardous for EDA members to attend a

regularly scheduled meeting, the meeting shall be continued to the following Thursday at 9:00 AM. Such finding shall be communicated to the members of the EDA and the press and posted on the County's website as promptly as possible. All hearing and other matters previously advertised shall be conducted at the continued meeting, and no further advertisement is required. Any regular meeting may be cancelled by the Chair, or the Vice Chair if the Chair is unable to act, if there is no new business. The Secretary shall notify the members of the EDA of the cancelled meeting.

- 7-2. Special meetings may be called at the request of the Chair or at the request of a quorum of the membership. Written notice of a special meeting is not required if the date and time of the special meeting has been fixed at a regular meeting or a previous special meeting with a quorum present. The Secretary shall, to the extent practicable, post notice of special meetings on the County's web site and shall cause other appropriate notice(s) to be posted as may be required by the Code of Virginia.
- 7-3. All regular meetings, work sessions, hearings, records, and accounts shall be open to the public except those meetings subject to the rules of closed meetings as set forth in the Code of Virginia.
- 7-4. A majority of the Board of Directors of the EDA shall constitute a quorum. A quorum of the EDA is required in order for the EDA to meet and/or conduct business matters. If a quorum is not present, those Directors in attendance shall adjourn to a later time when a quorum is present to transact business. The number of votes necessary to transact business shall be a majority of a quorum; provided, however, no facilities owned by the EDA shall be leased or disposed of in any manner without a majority vote of the members of the EDA Board. Voting may be by voice vote, unless a motion is made for a roll call vote, in which case a record shall be kept as a part of the minutes. No second is required of a motion for a recorded vote.
- 7-5. The Secretary, in reporting of any votes of the EDA to the Board, shall indicate the recorded roll call vote including any abstentions and absences.

ARTICLE VIII- ORDER OF BUSINESS

- 8-1. The order of business for a regular meeting shall be:
 - 8-1-1. Call to order by Chair.
 - 8-1-2. Roll call.
 - 8-1-3. Agenda Review.
 - 8-1-4. Consideration of minutes.
 - 8-1-5. Treasurer's Report.
 - 8-1-6. Old Business.

8-1-7. New Business.

8-1-8. Reports/Presentations (e.g. director, consultants, community groups).

8-1-9. Chair/EDA Director Observations/Commentary/Discussion.

8-1-10. Adjournment.

8-2. Parliamentary procedure in EDA meetings shall be governed by Robert's Rules of Order (Revised) and, more specifically, by the provisions which pertain to the Procedure in Small Boards. Seconds to motions are required except for motions that call for a recorded vote of the Board. The Chair may speak, make motions and vote on all matters.

8-2-1. A tie vote on any motion means the defeat of the motion for a lack of a majority vote. In the event of a tie vote and no other motion is passed on the item, a motion may be made to reconsider the disapproved motion at (1) the next regularly scheduled meeting; (2) to a time, date and place specified by a majority vote of a quorum, or (3) disposed of as required by law.

8-3. The EDA shall keep a set of minutes of all meetings and these minutes shall become a public record.

ARTICLE IX - HEARINGS

9-1. In addition to those required by law, the EDA may hold public hearings or meetings when it deems that such hearings or meetings are in the public interest.

9-2. When required by law, notice of a hearing shall be published in a newspaper having general circulation in the area once a week for two (2) successive weeks specifying the time and place of hearing at which persons affected may appear and present their views, not less than six (6) days nor more than twenty-one (21) days after final publication, or as otherwise set forth in the Act. All hearing and meeting notices should be posted on the County's web site and should appear on the Meetings/Announcements (or similar page) and/or the County's on-line events calendar (or similar page).

9-3. The subject of a public hearing or meeting conducted by the EDA shall be summarized by the Secretary. Presentations by staff and applicants shall be limited to fifteen (15) minutes each and the EDA may recall a staff member or applicant to obtain specific information. Members of the public shall have three (3) minutes to speak or five (5) minutes if representing a group.

9-4. A record shall be kept of those speaking at a public hearing or meeting of the EDA.

ARTICLE X - CORRESPONDENCE AND APPLICATION INFORMATION

10-1. The Secretary shall be the Chief Administrative Officer of the EDA and, as may be

authorized by the EDA, draft and sign all correspondence necessary for the execution of the duties and function of the EDA; otherwise, the President shall execute correspondence on behalf of the EDA .

- 10-2. The Secretary shall communicate by telephone or other means when necessary to make communications that cannot be carried out as rapidly as required through direct correspondence.

ARTICLE XI - AMENDMENTS

- 11-1. These bylaws may be changed by a majority vote of the EDA after thirty (30) days prior notice to the Directors. Such notice shall include the proposed language for the amendment.

ARTICLE XII – ADJOURNMENT

- 12-1. A motion to adjourn shall always be in order and decided without debate.

Adopted: January 9, 2023