

**BYLAWS**  
**OF**  
**NEW RIVER REGIONAL WATER AUTHORITY**

**ARTICLE I**

Offices

The principal office of the New River Regional Water Authority shall be located at the office of the Mount Rogers Regional Planning Commission, 1021 Terrace Drive, Marion, Virginia 24354. The Authority may have such other offices as the Board may determine from time to time.

**ARTICLE II**

Meetings

Section 2.1. Regular Meetings. A regular meeting of the Authority shall be held annually on the third Thursday in July at 1:30 p.m. at its principal office, or at such other time or place as the members determine, for the purpose of transacting such business as may come before the meeting. If the day fixed for the annual regular meeting is a legal holiday, the meeting shall be held on the next business day. The members may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Authority or at such other place as may be designated by the members.

Section 2.2. Special Meetings. Special meetings of the Authority may be called by or at the request of the Chairman or any two members and shall be held at the principal office of the Authority or at such other place as the members may determine.

Section 2.3. Notice. Written notice of any special meeting of the Authority, or any additional regular meeting, shall be delivered personally or sent by mail, facsimile, or e-mail to each member at his address as shown by the records of the Authority. The notice shall be given at least three working days before the meeting or such shorter time as is reasonable under circumstances. The notice shall be deemed to be delivered, if mailed, when deposited in the United States mail in a sealed envelope addressed, with postage thereon prepaid, and if given by facsimile or e-mail, when transmitted. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not duly called. The business to be transacted at the meeting need not be specified in the notice or waiver of such meeting, unless specifically required by law.

Section 2.4. Quorum. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the Authority, but if less than a majority of the members are present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 2.5. Board Decisions. The vote of a majority of Board members shall be necessary for any action taken by the Authority.

## ARTICLE III

### Officers

Section 3.1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. No two or more offices may be held by the same person, except that the offices of Secretary and Treasurer may be held by one person. Neither the Secretary nor Treasurer need be members of the Authority.

Section 3.2. Election and Term of Office. The officers of the Authority shall be elected annually by the members at the regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly elected and qualifies, even if such term of office extends beyond the date of the annual meeting. To the extent practicable, officers shall be elected so that each locality participating in the Authority will have one of its members serve as an officer, and the offices will be rotated annually so that the Secretary will become Treasurer, the Treasurer will become Vice Chairman, and the Vice Chairman will become Chairman.

Section 3.3. Removal. Any officers elected or appointed by the Authority may be removed by the Authority whenever in its judgment the best interests of the Authority would be served thereby.

Section 3.4. Powers and Duties. The Chairman of the Authority shall preside at all meetings at which he is present. He shall also discharge such other duties as may be required of him by the Authority. He shall sign or countersign all instruments that

require his signature, and shall make such reports and perform such other duties incident to his office as are required of him by the Authority.

In the absence or disability of the Chairman, the Vice-Chairman shall exercise all of his functions.

The Secretary shall have custody of the corporate seal, issue notices of all meetings to the Authority, and keep the minutes of meetings. He shall keep proper records of the contracts, deeds, records, publications, and property belonging to the Authority, including the Articles of Incorporation, Bylaws, and amendments to them. He shall sign or countersign or attest to any instruments that so require his signature. He shall make such reports as the Authority may require.

The Treasurer shall have the custody of all monies, funds, securities, contracts, mortgages, deeds of trust, leases, and deeds of the Authority, and shall keep proper books of account thereof, which books shall, at all times, be open to inspection by each member. He shall keep proper records of all appropriations and authorizations of expenditures, and shall maintain duly itemized and classified accounts of expenditures and pledges made. The Treasurer shall deposit the monies and securities of the Authority in such depositories and on such terms and conditions as the Authority may direct, and as directed by law in Virginia, and when so deposited, the Treasurer shall not be personally responsible for their safekeeping.

## ARTICLE IV

### Committees

Section 4.1. Committee of Board The Authority, by resolution, may designate one or more committees each of which shall consist of two or more members. The committees, to the extent provided in such resolution, shall have and exercise the powers of the Authority in any capacity not prohibited by law.

Section 4.2. Membership of Committees. Members shall be appointed to the committees by the Chairman or the Authority, and the committees shall be instructed in their duties by the Chairman or the Authority.

## ARTICLE V

### Contracts, Checks, Deposits and Funds

Section 5.1. Contracts. The Authority may authorize the Chairman, or someone acting in his place or stead, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority which is proper and legal for the Authority to enter into, and such authority may be general or may be confined to specific instances.

Section 5.2. Checks, Drafts or Orders. All checks for the payment of money issued in the name of the Authority shall be signed by such officer or other person as the Authority may designate by resolution. Any notes or other evidences of indebtedness shall be signed by the Chairman or Vice Chairman or as otherwise determined by resolution of the Authority. Nothing herein shall prevent the Authority from adopting a resolution or resolutions permitting the disbursal of funds by other officers or members of

the Authority, or requiring that any funds so disbursed by any approved officer or member be countersigned by another officer or member.

#### ARTICLE VI

##### Books and Records

The Authority shall keep correct and complete books and records of account and shall also keep minutes of its proceedings and of any committees having and exercising any of the powers of the Authority and shall keep at the principal office a record giving the names and addresses of the members of the Authority. All books and records of the Authority may be inspected by any member or duly designated agent of any member of the Authority for any proper purpose at any reasonable time.

#### ARTICLE VII

##### Seal

The Authority shall, by resolution, provide a corporate seal.

(Adopted December 18, 2003)

# Commonwealth of Virginia



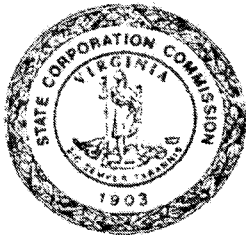
## STATE CORPORATION COMMISSION

*Richmond, October 29, 2003*

*This is to certify that the certificate of incorporation of*

**New River Regional Water Authority**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: October 29, 2003*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
*Clerk of the Commission*