

BY-LAWS OF THE MOUNT ROGERS DEVELOPMENT PARTNERSHIP, INC.

REVISED

ARTICLE I.

PURPOSE

Section 1. Purpose. The purpose of the Corporation is to support the creation of job opportunities, a broadened tax base and an improved standard of living for the citizens of Bland, Carroll, Grayson, Smyth, Washington, Wythe counties and the Cities of Bristol and Galax by attracting and encouraging national and international businesses to locate and invest in the region; and by assisting existing companies to create or retain jobs.

ARTICLE II.

SEAL

Section 1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. The signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation, is affixed by appropriate authority. The seal may be affixed by the Secretary, or Assistant Secretary, or such other person or persons as may be designated by the Board of Directors.

ARTICLE III.

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 and shall be that fixed and as changed from time to time, by the Board of Directors.

ARTICLE IV.

THE BOARD OF DIRECTORS

Section 1. Number and Tenure of Office. The Corporation shall be directed and managed by a 27 member Board of Directors. Each director shall hold office until his successor is duly elected and qualified, unless he is removed from office or he has resigned in writing. The Board of Directors will be appointed as follows in (a), (b), (c), (d) and (e):

- (a) Eight directors will be appointed by the participating governing bodies of the Counties of Bland, Carroll, Grayson, Smyth, Washington, Wythe and the Cities of Bristol and Galax. These directors shall be collectively known as the "Local Government Directors". Each of these directors will serve a one year term commencing at the annual organizational meeting and shall be eligible for reappointment, at the pleasure of the local governing bodies.
- (b) Eight directors will be appointed by the participating Industrial Development Authorities of the Counties of Bland, Carroll, Grayson, Smyth, Washington, Wythe and the Cities of Bristol and Galax. These directors shall be known collectively as the "Local IDA Directors". Each of these Directors will serve a one-year term commencing at the annual organizational meeting held in July and shall be eligible for reappointment at the pleasure of the Industrial Development Authorities.
- (c) The Executive Director of the Mount Rogers Planning District Commission, or a designee, shall be an ex

officio, non-voting member of the Board of Directors. This director will be known as the "Mount Rogers Planning District Commission Director".

(d) Eight directors-at-large shall be appointed by the Board to represent private sector in the Mount Rogers region. These eight directors-at-large will begin their terms at the annual meeting of directors and shall be known collectively as the "Business Leader Directors". All Business Leader Directors shall be appointed for terms of two years which shall commence with the date of the annual organizational meeting at which they were appointed.

(e) The Presidents of Wytheville Community College and Virginia Highlands Community College shall be ex officio, non-voting members of the Board of Directors. These directors will be known as "Educational Representative Directors."

(f) The Ninth District representative, Board of Directors of the Virginia Economic Development Partnership.

Section 2. Unexpired Terms. Appointments to fill unexpired terms on the Board of Directors shall be only for the remaining portion of the unexpired term.

Section 3. Place of Meeting. The Directors may hold the meetings of the Board within or without the Commonwealth of Virginia as they from time to time by resolution determine, or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at least twice a year, with one such meeting being the annual organizational meeting, and one such meeting to be held in the Fall at such time and on such notice, if any, as the directors may from time to time determine

Section 5. Special Meetings and Annual Organizational Meetings. Special meetings of the Board of Directors may be held from time to time on call of the chairman or a majority of the incumbent directors by oral or written notice to each director not less than two days before such meeting. No notice of the purpose thereof shall be required. The annual organizational meeting shall be held to coincide with the beginning of each fiscal year.

Section 6. Quorum. A majority of the appointed number of the Board of Directors, or their appointed alternates, shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present. The action of a majority of the directors or their alternates present and voting shall determine any action taken by the directors except as may be otherwise specifically provided by statute, by the Articles of Incorporation, by these bylaws, or by any contract or agreement to which the Corporation is a party. If a quorum is not present, the Executive Committee is empowered to transact the business of the corporation.

Section 7. Indemnity.

Clause (a). Power to Indemnify - Third Party Action. The Corporation shall have the power but not the obligation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent or is or was serving at the request of the Corporation as a director, officer, employee or agent or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,

against expenses (including attorney's fees), judgement, fines and amounts paid in settlement actually and reasonably incurred by him in accordance with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or pending or completed action by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Clause (b). Power to Indemnify - Actions brought in the Right of the Corporation. The Corporation shall have the power but not the obligation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of Corporation as a director, officer, employee or agent of another enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the good defense or settlement of such action or suit if he acted in good faith and in a manner he actually believed to be in and not opposed to the best interest of the Corporation except that no matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which suit court shall deem proper.

Clause (c). Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in clauses (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, should the determination to indemnify him be made.

Clause (d). Determination of Entitlement to Indemnification. Any indemnification under clauses (a) and (b) (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Clause (e). Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity of arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE V.
OFFICERS AND STAFF

Section 1. Officers. The officers of the Corporation shall be chosen by the Board of Directors at its annual organizational meeting. The officers shall include a Chairman, Vice-Chairman, Secretary and Treasurer, and may include such other officers and assistant officers, including an Executive Director, as the Board may deem proper, all having such authority as the Board from time to time provides. One person may not hold more than one such office. Each officer shall hold his office during, and may be removed from office, at the pleasure of the Board. Officers shall hold office for a term of one year.

Section 2. Chairman. The Chairman, who must also be a director of the Corporation, shall have administrative authority for the affairs of the Corporation, and shall have such further authority and perform such other duties as may be provided for him by these bylaws and the Board of Directors.

Section 3. Vice-Chairman. The Vice-Chairman, who must also be a director of the Corporation, shall serve in the absence or removal of the Chairman as the administrative authority for the affairs of the Corporation, and shall have such further authority and perform such other duties as may be provided for him by these bylaws and the Board of Directors.

Section 4. Secretary. The Secretary, who must also be a director of the Corporation, shall keep the corporate records, the corporate seal, give due notice of meetings of directors, and perform such other duties as shall be assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer, who must also be a director of the Corporation, shall have the custody of the funds of the Corporation, which shall be kept in such banks or depositories as the Board may designate. The Treasurer shall keep full and accurate records of receipts and disbursements, endorse and deposit checks and drafts where proper, and perform all other duties pertaining to the office as may be assigned to him by the Board of Directors.

Section 6. Staff. The Board of Directors shall determine the number of staff and the salaries and benefits of staff. Staff shall include a full-time Executive Director who shall be appointed by majority vote of the Board of Directors. The Executive Director shall be the chief administrative officer of the Corporation and shall serve at the pleasure of the Board. The Executive Director shall appoint such other staff as is authorized by the Board of Directors and within the limits of the budget approved by the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of at least nine directors, which may exercise all of the power of the Board of Directors when it is not in session, except as otherwise limited by law, by these Articles of Incorporation or by these By-Laws. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, Mount Rogers Planning District Commission Director and a number of members of the Board of Directors who are elected so at least each locality is represented on the Executive Committee at the annual organizational meeting of the Board.

Section 2. Advisory Committee. The Advisory Committee shall be comprised of professional administrative staff members in the Counties of Bland, Carroll, Grayson, Smyth, Washington, Wythe, and the Cities of Bristol and Galax who have primary responsibility for economic development programs and such other persons as the Board of Directors may designate. The Advisory Committee will serve in an advisory capacity to the Executive Director and staff concerning economic development and fund raising needs and priorities.

Section 3. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. If at any meeting of the Executive Committee there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present. The action of a majority of the Executive Committee present and voting shall determine any action taken by the Executive Committee except as may be otherwise specifically provided by statute, by the Articles of Incorporation, by these bylaws, or by any contract or agreement to which the Corporation is a party.

Section 4. Other Committees. The Board of Directors or Chairman may create other committees of the Board and determine their membership and duties.

ARTICLE VII.
EXECUTION OF DOCUMENTS

Section 1. Execution of Documents. The Board of Directors may, by a proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money; for the transfer and sale of property; for the endorsement and registration of securities; for the assumption of liabilities; for the voting of stock held in other corporations; and for the execution of all other legal documents.

ARTICLE VIII.
WAIVER OF NOTICE, APPROVAL AND CONSENT

Section 1. Waiver of Notice, Approval and Consent. Any notice required by these bylaws or by law to be given to any officer or director, may be waived in writing, either before or after the event to which it relates, and shall be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating, at the beginning of the meeting, any objection to the transaction of business. Written approval of the minutes of any meeting, either before or after the meeting, shall be deemed a waiver of notice of such meeting, and shall be deemed an appearance at such meeting.

ARTICLE IX.
AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws. These bylaws may be amended, altered or replaced by the Board of Directors after 30 days written notice prior to the Board of Directors meeting and at any meeting thereof.

Revised July, 2012