

**BYLAWS OF
CARROLL COUNTY PUBLIC SERVICE AUTHORITY**

ARTICLE I

GENERAL RULES

Board of Authority

1. The members of the Board of the Carroll County Public Service Authority (the "Authority") shall consist of the same number of members as the Board of Supervisors of Carroll County, Virginia and shall be duly appointed by the Board of Supervisors of Carroll County, Virginia. The members may be members of the Board of Supervisors. The members shall each serve terms of office not to exceed four (4) years and be appointed and serve as provided by §15.2-5113 of the Code of Virginia, as amended.

2. The Authority shall have all power and authority as provided by Chapter 51, of Title 15.2 of the Code of Virginia, as amended.

Officers

1. The officers of the Authority shall be a Chair, Vice-Chair, a Secretary, a Treasurer, an Executive Director, and such other assistants to the foregoing officers as the Board may, from time to time, create. The offices of Secretary- Treasurer may be combined at the option of the Authority. Each such officer shall each be elected by the Board for a term of one year, or until a successor is duly elected. Any officer may succeed himself or herself in office.

2. The Chair shall preside at all meetings of the Board and shall, subject to the control of the Board, oversee the affairs of the Authority; shall sign all contracts and other instruments of the Authority and perform all such other duties incident to the office or that may be properly required by the Board.

3. The Vice-Chair shall, in the absence of the Chair, preside at meetings of the Board, sign contracts and other instruments of the Authority and perform all such other duties incident to the office or that may be properly required by the Board of the Authority.

4. The Secretary shall cause the minutes to be kept, shall send notices of meetings to be issued when necessary, shall have charge of the seal and corporate books and shall make such reports and perform such other duties as are incident to the office, or as may be required by the Board.

5. The Treasurer shall have custody of the funds and securities of the Authority, and deposit the same in such bank or banks as the Board may designate, and shall perform such other duties as may be incident to the usual office of Treasurer.

6. The Executive Director shall manage the day-to-day business of the Authority,

shall carry out policies and other directives adopted by the Board, and shall report to the Board not less than monthly on the business of the Authority.

7. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the appointment of a replacement officer by the Board for the remainder of the term as soon as practicable.

Meetings

1. Regular meetings of the Board of the Authority shall be held on the first Monday in each month at 12:30 p.m. unless the Board directs otherwise, and at such place as may be designated by the Board as is reasonably appropriate for the conduct of the business of the Authority. All regular and special meetings shall proceed as provided on the agenda for such meeting unless altered at the meeting by the Chair or the members. All meetings shall be scheduled and conducted in accordance with the provisions of the Virginia Freedom of Information Act and such other laws of the Commonwealth of Virginia as applicable.

2. Special meetings of the Board of the Authority may be called by the Chairman, the Vice-Chairman or any two (2) members, to be held at such time and place as designated. Notice of such meetings shall be mailed and/or sent by email to each member prior to such meeting.

3. Any notice of meeting required in these By-Laws may be waived by the members verbally or in writing, whether before or after the time stated in the notice, and if the full membership is present at any meeting lack of prior notice is automatically waived.

4. At all regular or special meetings, all votes shall be recorded. The Chair of the Board shall vote last with the members casting votes on a rotating order as determined by the Chair. A tie vote shall result in the issue being determined in the negative. Any member may request that a matter be reconsidered in the meeting on which the vote was initially taken or at the next meeting, but not thereafter.

5. The regular meeting held in January of each year shall be known as the Annual Meeting.

6. Any meeting, whether regular or special, may be continued by the Board to such time or times and place or places as the Board directs.

7. A majority of the members of the Board shall constitute a quorum of the Board.

8. Minutes from the previous meeting(s) shall be delivered to the Board members with the agenda prior to the first meeting of the month. Unless requested by a Board member, the minutes will not be read and will be approved upon motion and vote of the Board.

9. Every member who is in the meeting room when a question is put shall vote or state the reason for abstaining. The member shall announce such intention to abstain at the time the issue comes before the Board and shall not participate in the discussion on such issue or question.

10. Unless inconsistent with these bylaws, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in the conduct of the meetings, as applicable.

11. The Chair may speak in discussions without relinquishing the Chair, may make motions and may vote on all matters.

12. Unless a closed meeting is called as provided by state law by a majority of the members, the Board shall conduct its meeting in public.

Agenda

1. The Executive Director shall prepare an agenda for each meeting of the Board of the Authority. Members, staff and others may submit to the Executive Director items for the agenda at any time prior to noon of the Monday two (2) weeks prior to the Board meeting. All agenda items shall be approved by the Chairman. For regular meetings, the agenda may be amended by the Board at the commencement of the meeting and any matter not on the agenda, or the amended agenda shall not be considered except at the discretion of the Chair. For special meetings, the business to be discussed shall be stated in the call for such meeting and no other business shall be discussed or acted upon at the special meeting unless all members are in attendance and unanimously consent.

2. A consent agenda may be established. Items may be placed on the consent agenda by the Executive Director with the approval of the Chairman. At the request of any member, an item shall be removed from the consent agenda and considered separately. All items on the consent agenda may be taken up together and considered on one motion and vote.

3. Copies of the agenda and any attachments thereto shall be made available at the office of the Authority for the public and press at the time the agenda is made available to the members of the Authority.

ARTICLE II

PUBLIC PARTICIPATION AT MEETINGS

1. Comment Period

a) Any person who wishes to speak at the Public Comment Period shall inform the Executive Director and sign in on the public comment register.

b) The Chair will open the public comment period and the Executive Director will call upon each speaker in the order their names appear on the register.

c) Each speaker will state their name and address for the record, address all comments to the Chair and limit their comments to three (3) minutes.

d) All items presented during the Public Comment Period shall be taken under advisement by the Board. The Board shall not act on any request or item brought to

the Board during the Public Comment Period but the Chair will refer such matters to the Executive Director and/or such committees as the Board may have established.

2. Public Hearings

a) Public hearings will be conducted when required by law or when the Board, in its discretion, decides that a public hearing will be in the public interest.

b) Public hearings may be postponed, continued or canceled at the discretion of the Board.

c) Any person who wishes to speak at the Public Comment Period shall inform the Executive Director and sign in on the public hearing register.

d) The Chair will open the public hearing and the Executive Director will call upon each speaker in the order their names appear on the register.

e) Each speaker will state their name and address for the record, address all comments to the Chair, limit their comments to the item for which the public hearing is being held and limit their comments to three (3) minutes

ARTICLE III

COMMITTEES

1. There shall be the following standing committees of the Authority:

a) Financial and Budget- reviews the financial condition of the Authority; prepares a draft budget annually for consideration of the Board; recommends rates and charges for services to the Board; oversees the banking and financial affairs of the Authority; reports to the Board of the Authority at least annually

b) Planning- plans for growth of the Authority; recommends service area expansions as well as short range and long range growth projections; reports to the Board at least annually

c) Construction- supervises construction projects authorized by the Board including negotiations of contracts, selection of engineers and contractors; reports to the Board as projects are underway and at least annually

2. The Chair shall appoint two Board members to each committee to serve on an annual basis. The Executive Director shall attend such committee meetings and provide support as the Chair of the committee shall request.

3. The Chair may appoint such other standing or ad hoc committees in the Chair's discretion deemed necessary. All committees may contain Board and non-Board members.

3. The meetings of all committees shall be conducted in compliance with the applicable provisions of the Virginia Freedom of Information Act.

ARTICLE IV

OFFICE

The principal office of the authority shall be:

Carroll County Public Service Authority
605-1 Pine Street
Hillsville, Virginia 24343

The Authority may have such other offices as may from time to time be designated by the Board.

ARTICLE V

CHECKS, DRAFTS OR ORDERS FOR PAYMENT

All checks, drafts or orders for the payment of money issued in the name of the Authority shall be signed by any two of the following: Chairman, Vice-Chairman, Treasurer and Executive Director.

ARTICLE VI

PUBLIC COMMUNICATIONS

All announcements, press releases and other public communications of or by the Authority shall be made and issued by the Chairman unless the Chairman delegates any such task to the Executive Director, in which case the task or tasks so delegated shall be performed by the Executive Director.

ARTICLE VII

SEAL

The Authority shall have a seal.

ARTICLE VIII

AMENDMENT

These Bylaws or any provision thereof may be amended by majority vote of the Board of the Authority, provided, however, that any proposed amendment shall be provided to the Authority members at least thirty (30) days prior to consideration.

ARTICLE IX

INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Each person now or hereafter appointed as a Board member or officer of the Authority (as well as such person's heirs, executors, administrators and personal representatives) shall be indemnified by the Authority against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by that person in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a Board member or officer of the Authority (whether or not a Board member or officer at the time such costs or expenses are included by or imposed upon him), to the extent such indemnification is permitted or mandated by law. The Authority may purchase insurance on behalf of its Board members, officers, employees and agents.

Adopted this __ day of June, 2008.

Chairman

Attest:

Secretary