

HENRY COUNTY PUBLIC SERVICE AUTHORITY

BYLAWS

ARTICLE I: Offices

The principal office of the Authority shall be located in the Henry County Administration Building, 3300 Kings Mountain Road, Martinsville, VA 24112. The Authority may have such other offices as the members of the Authority may determine or as the members of the Authority may require from time to time.

ARTICLE II: Meetings

Section 1. Regular Meetings.

The regular meeting of the members of the Authority shall be held on the third Monday of each month, at such reasonable time as shall be specified in the notice of the meeting, for the transaction of such business as may come before the Authority. If the date fixed for the regular meeting shall be a legal holiday as specified in the Henry County/Public Service Authority Manual, such regular meeting shall be held on the next succeeding business day unless otherwise determined by the Board of Directors. The members of the Authority may provide by resolution for the holding of additional meetings of the Authority without other notice than such resolution.

Section 2. Special Meetings.

Special meetings of the members of the Authority may be called by or at the request of the Chairperson of the Authority or any two members. A person or persons authorized to call special meetings of the Authority may fix any place, either within or without the County of Henry as for holding any special meeting.

Section 3. Notice.

Any person or persons calling or requesting a special meeting shall notify the General Manager of the Authority and the General Manager shall immediately cause notice in writing to be delivered to each member of the Board at his or her address of record, or alternately via email, and said notice shall include the date, time, location and purpose of the meeting. Any matter not specified in the notice shall not be considered unless all members are present and consent to such matter.

Section 4. Quorum.

A majority of the members of the Authority shall constitute a quorum for the transaction of business at any meeting of the Authority but if less than the majority of the members are present at said meeting, a majority of the members present may, by election, adjourn the meeting from time to time.

Section 4a. Electronic Participation

A Board member may participate in a meeting of the Board through electronic communication subject to the limitations of the Code of Virginia section §2.2-3708.3. When electronic participation is requested, the Board member must notify the Chairperson, identify with specificity the nature of the request, and the remote location from which the member shall participate. The Board must record this information in its minutes.

At the scheduled meeting, the Board shall vote to approve participation provided that the audio/video connection can be seen and/or heard by all parties at the main meeting location.

The member participating remotely shall not be counted toward a quorum, and a quorum must be physically present for any action to take place. The member participating electronically shall be entitled to all the rights and privileges to make motions and vote as they would if they were participating in the meeting in person.

Members participating electronically in a closed meeting shall do so from a private location to ensure that the discussions and information shared remain confidential and are not disclosed to unauthorized individuals.

Such participation by a Board member shall be limited to no more than three meetings annually.

Section 5. Manner of Acting.

The vote of the majority of the members of the Authority shall be necessary for any action taken by the Authority even though there is a quorum present.

Section 6. Vacancy.

Any vacancy occurring in the membership shall not impair the right of a quorum to exercise or perform the duties and rights of the Authority.

ARTICLE III: Officers

Section 1. Requirements.

The officers of the Authority shall be a Chairperson, Vice-Chairperson and Secretary and Treasurer. Such officers shall be elected in accordance with the provisions of this article. The Secretary need not be a member of the Authority. Each officer shall be elected by majority vote of the members of the Authority.

Section 2. Election and Term of Office.

The officers of the Authority shall be elected annually by the members of the Authority at the regular monthly meeting of the Authority held in the month of January of each year and shall take office immediately upon election. If the election of officers shall not be held as of such meeting, such election shall be held as soon thereafter as it conveniently may be done. Each officer shall hold office until his or her successor shall have been duly elected.

Section 3. Removal of Officers.

Any officer elected or appointed by the members of the Authority may be removed by the members of the Authority whenever in its judgment the best interest of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights of any of the officers so removed.

Section 4. Chairperson and Vice-Chairperson

The Chairperson shall be the principal executive officer of the Authority and shall in general preside at all meetings, maintain orderly conduct hereof, record votes and rule on all parliamentary matters. He or she shall preside at all meetings of the members. He or she may sign, with the Secretary or with any other proper officer of the Authority authorized by the members of the Authority, any deeds, mortgages, bonds, contracts, or other instruments which the members of the Authority have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the members of the Authority or by these bylaws or by statute to some other officer or agent of the Authority; and in general he or she shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the members of the Authority from time to time. The Vice-Chairperson shall preside and assume the duties of the Chairperson in the absence of the Chairperson.

Section 5. Treasurer.

The Treasurer or the Treasurer's duly appointed designee shall have charge and custody of and be responsible for all bonds and securities of the Authority, receive and give receipts for monies due and payable to the Authority from any source whatsoever, and deposit all such monies in the name of the Authority in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties instant to the office of the Treasurer and such other

duties as from time to time may be assigned to him or her by the Chairperson or by the members of the Authority.

The Treasurer and the General Manager shall have the authority to contract out all of the services set forth in Section 5 to a duly qualified individual or corporation upon approval of a majority of the Board.

Section 6. Secretary.

The Secretary shall keep the minutes of the meetings of the members of the Authority in one or more books provided for that purpose; see that all required notices are duly given; be custodian of the corporate records and of the seal of the Authority and see that the seal of the Authority is affixed to all documents, the execution of which on behalf of the Authority under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the members of the Authority.

ARTICLE IV: Contracts, Checks, Deposits and Funds.

Section 1. Contracts.

The Authority may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instruments.

Section 2. Checks, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority as shall from time to time be designated by

resolution of the Authority, and each such instrument shall also be signed by the Treasurer and the Secretary; provided, however, that payroll checks may be signed either by the Treasurer and the Authority's designee or by the Treasurer and one or the directors of the Authority.

Section 3. Deposits.

All funds shall be deposited as directed by proper resolutions of the Authority.

Section 4. Gifts.

The Authority may accept on behalf of the Authority any contribution, gift, bequest, or otherwise for the general purposes or for any special purpose of the Authority.

ARTICLE V: Books and Records

The Authority shall keep a complete set of books and records of account and shall also keep minutes of the meetings of the members of the Authority, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE VI: Year

The fiscal year of the Authority shall begin on the first day of July in each year and end on the last day of June the next calendar year.

ARTICLE VII: Seal

Members of the Authority shall provide a corporate seal, which shall have inscribed thereon the name of the Authority.

ARTICLE VIII: Waiver of Notice

When any notice is required to be given under the provisions of Virginia statutes or under the provisions of the Articles of Incorporation, or under the provisions of these bylaws, a waiver thereof in writing signed by the member or members entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX: Amendments to Bylaws

These Bylaws may be altered, amended, repealed and new Bylaws may be adopted by a majority of the members at any regular meeting or at any special meeting, provided written notice of the proposed changes be stated in the notice of the meeting.

These Bylaws were approved and adopted by the Henry County Public Service Authority at its regularly scheduled meeting, January 22, 2024.



Chairman



Secretary