

**ORANGE COUNTY BROADBAND AUTHORITY
Bylaws**

WHEREAS, pursuant to the Virginia Wireless Service Authorities Act, Chapter 54.1, Title 15.2, Code of Virginia, the governing body of Orange County has established the Orange County Broadband Authority (the "Authority") for the purposes allowed by law; and

WHEREAS, the Authority desires to enact bylaws governing the manner in which the Authority's business may be transacted and in which the power granted to it may be exercised;

NOW, THEREFORE, BE IT RESOLVED, by the Board of the Authority that the following bylaws are hereby adopted:

**ARTICLE I
INTERPRETIVE PROVISIONS**

Terms used herein without definition shall have the meanings specified for such terms in the Code of Virginia in Title 15.2, a chapter numbered 54.1, consisting of sections numbered 15.2-5431.1 through 15.2-5431.37, relating to the Virginia Wireless Service Authorities Act. Definitions, terms, and other interpretive provisions set forth in the Articles of Incorporation for the Orange County Broadband Authority are equally applicable to these Bylaws.

**ARTICLE II
SEAL**

The seal of the Authority shall be circular and shall have inscribed thereon, within and around the circumference, the following: "ORANGE COUNTY BROADBAND AUTHORITY" and in the center shall be the word "SEAL".

**ARTICLE III
AUTHORITY BOARD**

The Board of the Authority (the "Board") shall have five (5) members ("Member"), as provided in the Articles of Incorporation.

**ARTICLE IV
GENERAL POWERS AND DUTIES**

The business and affairs of the Authority shall be governed by the Members, for the terms of office set forth in Article VI and in the Articles of Incorporation. The Members shall have all powers and duties necessary for the administration of the affairs of the Authority and may do all such acts and things as are required by the Virginia Wireless Service Authorities Act or the Articles of Incorporation to be exercised and done by the Members. The Board may delegate to an Executive Director, designated or employed for such purpose, the authority to act on behalf of the Board on such matters relating to the duties, as defined in Section 4, if any, which may arise between meetings of the Board or as the Board deems appropriate. In addition to the

duties imposed by any other provision of the Articles of Incorporation or by any resolution of the Authority that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf of the Authority:

- 1) Designate, hire, dismiss, and, where appropriate, compensate the personnel necessary to provide for the administration and maintenance of the Authority property, as well as purchase equipment, supplies, and materials to be used by such personnel in the performance of their duties.
- 2) Collect the assessments, deposit the proceeds thereof in depositories designated by the Members, and use the proceeds to carry out the upkeep of the property.
- 3) Adopt and amend any reasonable rules and regulations not inconsistent with the Articles of Incorporation.
- 4) Open bank accounts on behalf of the Authority and designate the signatories thereon.
- 5) Enforce the provisions of the Articles of Incorporation.
- 6) Obtain and carry insurance against casualties and liabilities and pay the premiums therefore and adjust and settle any claims there under.
- 7) Pay the cost of all authorized goods and services rendered to the Authority.
- 8) Acquire, hold, and dispose of property.
- 9) Charge reasonable fees for the use of the equipment owned by the Authority and for services.
- 10) Prepare an annual budget.
- 11) Adopt an annual budget to defray the expenses of the Authority, and establish the means and methods of collecting such assessments.
- 12) Borrow money, as may be permitted under the Virginia Wireless Service Authorities Act, on behalf of the Authority, when required for any valid purpose based upon a majority vote of all the Members of the Authority.
- 13) Execute deeds, plats, and applications for construction permits, as may be necessary or desirable in the normal course of the orderly development of the Authority business.
- 14) Do anything else not inconsistent with the Virginia Wireless Service Authorities Act or the Articles of Incorporation.

ARTICLE V MEETINGS OF BOARD AND COMMITTEES

Section 5.1 - Types of Meetings

At its first meeting in January, the Board shall elect officers, appoint committee members, and

establish all necessary operations of the Board for the ensuing two (2) years. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Members. Special meetings of the Board may be called by the Chair, and shall be called by the Chair or Secretary upon the written request of at least two (2) Members. All meetings of the Board or any committee shall be open to the public, except that the Chair or presiding officer or Chair of a committee may call the Board or committee into closed session, as provided in the Code of Virginia. The Board or any committee may hold their meetings in the Commonwealth of Virginia or outside the State, as the Board may from time to time determine.

Section 5.2 - Notice

Notice of meetings shall be given to each Member or committee member, as appropriate, personally or by mail, email, or telephone, orally or in writing, at least three (3) business days prior to the day named for such meeting. Such notice shall state the place, day, and time and, in the case of special meetings, the purpose thereof.

Section 5.3 - Waiver of Notice

Any Member or committee member, as appropriate, may at any time, in writing, waive notice of any meeting of the Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of the time, place, and purpose of such meeting.

Section 5.4 - Quorum

A majority of Board or committee members, as appropriate, shall constitute a quorum and the vote of a majority of Board or committee members shall be necessary for any action taken by the Board or committee. If at any meeting there is less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time.

Section 5.5 - Conduct of Meetings

The Chair shall preside over meetings of the Board and the Secretary shall keep the minutes of the meetings and record all motions and resolutions adopted at the meetings and proceedings occurring at the meetings. The Chair of a committee shall preside over the meeting of the committee and may appoint any member of the committee to keep minutes. Robert's Rules of Order shall govern the conduct of the meetings of the Board or committee when not in conflict with the Virginia Wireless Service Authorities Act or the Articles of Incorporation.

ARTICLE VI OFFICERS

Section 6.1 - Designation and Duties of Officers

The principal Officers of the Authority shall be the Chair, the Vice Chair, the Secretary, and the Treasurer, all of whom shall be elected by the Board. The Chair and Vice Chair shall be Members. The Secretary and the Treasurer need not be Members. The offices of Secretary and Treasurer may be combined. Each Officer shall perform such duties as are normally associated with such office in parliamentary organizations, except to the extent, if any, inconsistent with the Virginia Wireless Service Authorities Act or the Articles of Incorporation,

and shall perform such other duties as may be assigned to such office by resolution of the Board. If any Officer is unable for any reason to perform the duties of the office, the Chair may appoint another qualified person to act in such Officer's stead on an interim basis.

Section 6.2 - Election of Officers and Terms

The Officers of the Authority are elected for two (2) year terms in even-numbered years by the Board. The terms shall run from January 1 of the first year through December 31 of the second year. Except for death, resignation, or removal, the Officers shall hold office until their respective successors shall have been elected by the Board.

Section 6.3 - Resignation or Removal of Officers

Any Officer may resign by delivering written notice to the Board. Unless otherwise specified, such resignation shall take effect upon the receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. Upon the affirmative vote of a majority of the total number of Members, any Officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 6.4 - Vacancies

A vacancy in any Office shall be filled by appointment of the Board for the remainder of the term of the Office.

Section 6.5 - Chair

The Chair shall be the chief executive officer of the Authority; preside at all meetings of the Authority; have general and active direction of the business of the Authority subject to the control of the Board; see to the execution of the resolutions of the Board; see that all orders and resolutions of the Board are carried into effect; and, in general, perform all the duties incident to the Office of Chair.

Section 6.6 - Vice Chair

The Vice Chair shall take the place of the Chair and perform the duties of the Chair whenever the Chair shall be absent or unable to act. If neither the Chair nor the Vice Chair is able to act, the Board shall appoint some other Member to act in the place of the Chair, on an interim basis. The Vice Chair shall also perform such other duties as shall from time to time be imposed by the Board or by the Chair.

Section 6.7 - Secretary

The Secretary shall keep the minutes of all meetings of the Authority and of the Board; have charge of such books and papers as the Board may make it possible for any Member to inspect and copy at reasonable times and by appointment the records of the Authority; and, in general, perform all the duties incident to the Office of Secretary.

Section 6.8 - Treasurer

The Treasurer shall be responsible for Authority funds and securities; keep full and accurate

financial records and books of account showing all receipts and disbursements; prepare or cause to be prepared all required financial data; deposit all monies and other valuable effects in the name of the Authority, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the Office of Treasurer.

ARTICLE VII ADMINISTRATION

Section 7.1 - Executive Director and Staffing

The Board may employ or contract for the purpose of administering the Authority's business an Executive Director. The Authority may authorize such additional staffing as may be required to carry out its purposes. Compensation for the Executive Director and any staff required for the functioning of Authority business is to be established by the Board.

Section 7.2 - Duties

The Executive Director shall perform such duties and services as the Board shall direct.

Section 7.3 - Standards

The Board shall impose appropriate standards of performance upon the Executive Director. Unless the Executive Director is instructed otherwise by the Board, the following shall apply:

- 1) The accrual method of accounting will be employed.
- 2) Two (2) or more persons shall be responsible for handling cash to maintain adequate financial control procedures.
- 3) Accounts of the Authority shall not be commingled with any other entity's accounts.

ARTICLE VIII COMMITTEES

The Board may create and abolish from time to time committees consisting of two (2) or more persons as the Board may deem appropriate to aid in the administration of the affairs of the Authority. Such committees shall have the powers and duties fixed by resolution of the Board from time to time.

ARTICLE IX FIDUCIARY DUTIES

Section 9.1 - Execution of Documents

Unless otherwise provided in the resolution of the Board, the Board shall provide for the execution of all agreements, contracts, deeds, leases, and other instruments of the Authority. All checks drawn upon accounts of the Authority shall be executed by any two (2) persons designated by the Board.

Section 9.2 - Liability and Indemnification

- a) *No Personal Liability.* The Members, Officers, and the members of the governing body of Orange County shall not be liable to the Authority or Orange County for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. Members and Officers shall have no personal liability with respect to any contract made by them on behalf of the Authority. No Member or Officer shall be liable for the contract or tort liability of the Authority. Every agreement made by the Members, the Officers, or the Executive Director on behalf of the Authority shall, if obtainable, provide that the Members, the Officers, or the Executive Director, as the case may be, are acting only as agents for the Authority and shall have no personal liability there under.

- b) *Indemnification.* To the maximum extent permitted by law, the Authority shall indemnify the Members and Officers, provided that before the Authority uses Authority funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification.

- c) *Members and Officers Liability Insurance.* The Authority shall purchase and maintain insurance on behalf of any person who is or was a Member, or Officer, against any liability asserted against such person and incurred by such person in such capacity or arising out of such person's status with the Authority. Further, the availability of the Authority's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Authority.

Section 9.3 - Compensation of Members and Officers

No salary or other compensation shall be paid by the Authority to any Member or Officer of the Authority for serving or acting as such. This shall not preclude the reimbursement of reasonable, ordinary, and necessary expenses incurred in serving or acting as a Member or Officer of the Authority.

**ARTICLE X
BOOKS AND RECORDS**

Section 10.1 - Maintenance

The Authority shall keep books and records as required. All books and records shall be kept in accordance with Generally Accepted Accounting Principles, and the same shall be audited at least once a year by an auditor retained by the Board.

Section 10.2 - Availability

The books and records of the Authority shall be available for examination during general business hours on business days. The Board may fix from time to time a reasonable charge to cover the direct and indirect costs of providing any documents.

Section 10.3 - Accounting Report

Within one hundred twenty (120) days after the end of each fiscal year, the Board shall make

available to all Members requesting the same, an itemized accounting of the expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected, pursuant to the budget adopted by the Board for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

Section 10.4 - Fiscal Year

The first fiscal year of the Authority shall begin on the date of incorporation and end on the last day of June, unless otherwise determined by the Board. Each subsequent fiscal year shall commence on July 1 and end on June 30.

**ARTICLE XI
AMENDMENTS**

These Bylaws may be amended by a majority vote of all the Members of the Board at any regular or special meeting of the Board upon ten (10) days written notice of such proposed amendment.

UNANIMOUSLY ADOPTED at the inaugural organizational meeting of the Orange County Broadband Authority held on the 12th day of July, 2016.

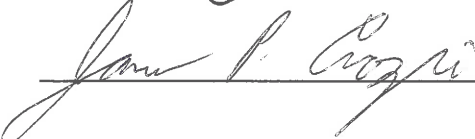
APPROVED:



_____ James K. White, Chairman


_____ Lee H. Frame, Vice Chairman


_____ R. Mark Johnson


_____ S. Teel Goodwin


_____ James P. Crozier

Attest: 
_____ R. Bryan David, Secretary