

INDUSTRIAL DEVELOPMENT AUTHORITY

BRUNSWICK COUNTY, VIRGINIA

BY-LAWS

Last Revised September 9, 2025

ARTICLE I. NAME AND LOCATION

1. **NAME:** The name of the Authority shall be the "Industrial Development Authority of Brunswick County, Virginia".
2. **PRINCIPAL OFFICE:** The principal office of the Authority shall be located in the Pecht Center for Economic Development, 116 West Hicks Street, Lawrenceville, Virginia 23868

ARTICLE II. DIRECTORS

Preamble: Virginia law (currently, Virginia Code Section 15.2-4904) determines such issues as the number of Directors and the term of office of each Director. The following information reflects the provisions of that Section; however, the Authority recognizes that in the event of a change in Virginia law such new law will supersede the terms and conditions hereof.

1. **NUMBER:** There shall be total of seven (7) Directors.
2. **APPOINTMENT:** Each Director shall be appointed by the Board of Supervisors of Brunswick County, Virginia.
3. **TERM OF OFFICE:** Each Director shall be appointed to serve a term of four (4) consecutive years. The term of office of each Director shall commence on the date stated in the Board of Supervisors' motion of resolution by which such appointment is affected. Notwithstanding that each term of office shall be for a period of four (4) years.
4. **TERMS LIMIT:** Each Director is limited to serving three consecutive (3) four (4) year terms.

ARTICLE III. OFFICERS

1. **NUMBER:** There shall be Chair, Vice-Chair, Secretary-Treasurer/Clerk, each of whom shall be a member of the Board of Directors.
2. **APPOINTMENT:** The term of office of the Chair, Vice-Chair, and Secretary-Treasurer shall commence upon election, and shall thereafter extend to the term of office designated at the time of election, or to the next following first day of July, whichever comes first. Notwithstanding the foregoing, each such officer shall continue to lawfully hold office until his or her successor has been duly elected.
3. **VACANCIES:** If at any time a vacancy is created by the death, disability or resignation of an officer, a successor shall be appointed by the Board of Supervisors to serve the unexpired term of such vacated office.
4. **ELECTION:** Officers shall be elected by a majority vote of those Directors present and voting.

5. DUTIES OF EXECUTIVE DIRECTOR: The Executive Director shall:

- a. The Executive shall manage the day-to-day affairs of the Authority in such manner as determined by the Board of Directors.
- b. The Executive Director shall endeavor to keep all Directors fully informed of the activities of the Authority and provide all information necessary to enable each Director to cast an informed vote on each matter requiring Board action.
- c. The Executive Director shall prepare an agenda for each Board meeting and mail or deliver a copy thereof to each Director not later than the third (3rd) business day prior to such meeting, and include with said agenda such documentation and information as needed to fully inform the Directors of all agenda items.
- d. The Executive Director shall supervise the Authority employees.
- e. The Executive Director shall make recommendations to the Board of Directors regarding the employment of the IDA personnel or the termination of employment of such personnel.
- f. The Executive Director shall maintain, or cause to be maintained by other IDA personnel, accurate minutes of each Board meeting, submit minutes so maintained for approval by the Board, and maintain an accurate and comprehensive record of all approved minutes.
- g. Maintain, or cause to be maintained, an accurate account of receipts and disbursements of Authority funds, and include in the agenda for each regular meeting an itemization of each Authority receipt and disbursement from the time of the last such itemization to the time such current itemization has been prepared.
- h. Serve as liaison between the Authority and other boards, commissions, agencies, and businesses, whether public or private, and for that purpose to attend meetings of such other organizations as reasonable and necessary. The Executive Director may appoint alternate IDA Board members to attend functions as needed.
- i. Have general supervision of the affairs of the Authority.
- j. Sign or counter-sign all contracts and instruments of the Authority
- k. Make reports as necessary to the Board of Directors and Board of Supervisors.
- l. Appoint members to standing committees and ad hoc committees.
- m. Perform such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

6. DUTIES OF CHAIR: The Chair shall:

- a. Preside at all meetings.
- b. Sign or counter-sign all contracts and instruments of the Authority, including all checks and bank drafts.
- c. Create ad hoc committees as needed.
- d. Appoint members to standing committees and ad hoc committees.
- e. Perform such other duties as are incident to his/her office or are properly required of him/her by the Board of Directors.

- 7. DUTIES OF VICE-CHAIR:** The Vice Chair shall:
- a. Whenever the Chair is unable or unwilling to perform any of the duties required of him or her, the Vice-Chair shall perform all such duties.
 - b. In the absence of the Secretary-Treasurer/Clerk, or whenever the Secretary-Treasurer/Clerk is unable or unwilling to do so, the Vice-Chair shall sign or counter-sign all contracts and instruments of the Authority, including checks and bank drafts (however, the Vice-Chair may execute any Authority document in place of either the Chair or the Secretary-Treasurer /Clerk only, and never in place of both).
- 8. DUTIES OF SECRETARY-TREASURER / CLERK:** Secretary-Treasurer / Clerk shall:
- a. Sign or counter-sign all contracts and instruments of the Authority, including checks and bank drafts.
 - b. Make such reports and perform such other duties as are incident to the office or are properly required by the Board of Directors.
 - c. Have custody of all funds and securities of the Authority.
 - d. Deposit the same in the name of the Authority in such bank or banks as the Directors may from time to time determine.
 - e. In the absence of the Chair, afford notice of special meetings to the Board of Directors
- 9. STAFF PERSONNEL:**
- a. The Board of Directors may employ other Authority personnel from time to time, and may secure the recommendation of the Executive Director before hiring such personnel, or terminating the employment of such personnel.
 - b. The duties and responsibilities of Authority staff personnel shall be outlined in a job description prepared by the—Executive Director and approved by the Board of Directors.
- 10. EX-OFFICIO MEMBERS:**
- a. The Town Councils for Alberta, Brodnax, and Lawrenceville may appoint an ex-officio member. Other ex-officio positions maybe created from time-to-time by the affirmative vote of four (4) or more Board members.
 - b. Ex-Officio members shall be non-voting members.
 - c. Ex-Officio members shall attend Board meetings and are encouraged to participate in Board discussions, and ex-officio members shall be kept informed of Authority business.
 - d. Ex-officio members shall not participate in closed or executive meetings of the Board unless specifically invited to do so. Likewise, whenever an industrial prospect requests confidentiality in negotiations, or whenever the Board of Directors determines that such confidentiality is needed, information may be withheld from ex-officio members.
 - e. Any ex-officio position created shall continue until its termination by the affirmative vote of four (4) or more Directors. The Board shall have the right to terminate any ex-officio position at-will, without cause. Each ex-officio member representing a Town shall serve unless and until he or she is replaced by his or her Town Council.

ARTICLE IV. MEETINGS

1. **QUORUM:** A quorum of the Board shall exist whenever four of the Directors are present. Once a regular, adjourned, special or annual meeting is convened and a quorum is present, any action taken by a majority vote among those present and voting shall be lawful and binding, unless such action required the affirmative vote of a majority of all Directors.
No vacancy in the membership of the board shall impair the right of a quorum to exercise all the powers and perform all the duties of the board.
Some actions of the Board shall require a majority vote of all Directors then serving. Some of those actions are set forth elsewhere in the by-laws. Other actions may be determined by the Code of Virginia.
Whenever a quorum is present at the beginning of a meeting, all business lawfully conducted at that meeting shall be binding, even if during the meeting one or more Directors leave the meeting, thereby reducing the number of Directors present to less than a majority of all Directors then in office.
2. **ANNUAL MEETING:** The regular meeting of the Board of Directors in July of each year shall be deemed the annual meeting of the Board. In addition to all other matters before the Board for actions, the agenda for the annual meeting shall include the election of officers and ex-officio members of the Board and (optionally) designation of the day and time of regular meetings (if no action is taken to establish the day and time of regular meetings, the prior practice shall continue uninterrupted).
3. **REGULAR MEETINGS:** There shall be a monthly meeting of the Board of Directors on the second Tuesday of each month beginning at 6:00 P.M. in the Brunswick County Conference Center.
4. **SPECIAL MEETINGS:** A special meeting of the Board of Directors may be called by the Chair, or by a written request which is signed by two (2) or more Directors. The call or request shall be made to the Clerk. Each such call or request shall set forth the day, time and place of the special meeting, and shall set forth the matters to be considered and/or acted upon by the Board of Directors. Upon receipt of such request, the Chair shall immediately notify each Board member by telephone or written notice delivered or emailed to the Board member's residence or place of business. If notice is afforded by telephone and any Director so notified fails to appear at the special meeting, the Chair shall cause the minutes of the meeting to reflect the fact that he or she spoke with the absent Director and provided notice prior to the meeting. No action shall be taken upon any matter which is not set forth in the notice of special meeting, unless a majority of the Directors are present at such special meeting and consent to the proposed addition to the agenda for such special meeting.
 - a. **EXCEPTION TO REQUIREMENT OF NOTICE:** The requirement of notice of a special meeting may be waived if no less than seventy percent (70%) of the Board of Directors (e.g., 5 of 7) attend such special meeting and sign a waiver of notice thereof and, in addition, the minutes of the special meeting set forth that a reasonable effort was made to give notice to the one or two absent Board members. No challenge shall lie to action taken by the Board at a special meeting on the ground that the effort to afford verbal or written notice to the absent member or members was not "reasonable".

5. **ATTENDANCE AT MEETINGS:** Each Board member shall endeavor to attend every meeting of the Board. Any Director who knows in advance of a meeting that he or she shall be absent shall promptly report such fact to the Chair, so that if multiple absences will preclude a quorum, the proposed meeting can be adjourned or be compiled and kept current. Four times each year, in the months of January, April, July and October, or as soon thereafter as possible, a record of the attendance of each Director for the preceding calendar quarter shall be delivered to the County Administrator for distribution to the members of the Board of Supervisors to assist them in determining whether to re-appoint any Director.
6. **ADJOURNMENT:** At the conclusion of the Agenda for each meeting, such meeting shall be ended by a motion to adjourn. A motion for simple adjournment will end the Board meeting until it reconvenes at the next regularly scheduled, or special, meeting. If the Board wishes to continue its meeting at a future date, it can adjourn the present meeting to a specified day, time and place.
7. **RECESS:** The Chair may, from time to time, declare recesses, which shall cause short interruptions in the Board meeting, usually for a specified purpose (e.g., for a lunch or dinner break). General speaking, it is not proper to recess a meeting from one day to the next. Instead, the proper motion is for adjournment to a specified day, time or place.
8. **OPEN MEETINGS:** Meetings of the Board of Directors shall be conducted in compliance with the Virginia Freedom of Information Act, and the Board shall be entitled to meet in Closed Session as provided for in said Act.

ARTICLE V. PROCUREMENT POLICY

1. **SMALL PURCHASE POLICY:** Whenever the procurement of goods or services is expected to cost an amount which is equal to or less than the maximum permitted by the Authority's Small Purchase Policy, such procurement shall be made in compliance with the Small Purchase Policy.
2. **VIRGINIA PUBLIC PROCUREMENT ACT:** Whenever the procurement of goods or services is expected to cost an amount which exceeds the maximum permitted under the Authority's Small Purchase Policy, such procurement shall be made in compliance with the Virginia Public Procurement Act.

ARTICLE VI. AGENDA

1. **REGULAR MEETINGS:** The Agenda for regular meetings shall accommodate a call to Order, Public comment, including a roll call and determination of a quorum; Adoption of the Agenda; Approval of Minutes; Consideration of Reports and Business Items before the Board; and Adjournment. The format for the meeting may vary in order to most efficiently conduct the business of the Board.
2. **SPECIAL MEETINGS:** The agenda for a special or called meeting shall accommodate a Call to Order, including a roll call and determination of a quorum; the Specific Item(s) of Business Before the Board; and Adjournment.

3. **EXECUTIVE OR CLOSED SESSION:** An Executive or Closed Session may be held as part of any regular meeting or of a special meeting. The agenda shall accommodate the act of going into Closed Session, coming out of the Closed Session, and confirmation that the only matters discussed in Closed Session were those permitted by Virginia law, all as required by the Virginia Freedom of Information Act.

ARTICLE VII. PURPOSE AND POWERS

The purpose and goal of the Authority shall be to enhance the quality of life for Brunswick County citizens through any means permitted by Virginia law, including (although not exclusively) the attraction of new industry/business to Brunswick County, the retention and expansion of existing industry/business, construction and marketing of industrial parks and shell buildings, and the construction of utility infrastructure. The foregoing are offered by way of illustration only, and shall not be construed as limited the powers of the Authority; to the contrary, the Authority shall be entitled to exercise all authority conferred upon it by Virginia law.

ARTICLE VIII. COMMITTEES

1. **STANDING:** By motion or resolution the Board may create standing committees for stated purposes. Standing committees shall continue to serve until dissolved by action of the Board. Appointments to standing committees shall be determined by motion or resolution of the Board.
2. **AD HOC:** Ad Hoc committees shall serve for a specific purpose or purposes, and upon conclusion of such purpose or purposes, shall automatically terminate. Ad hoc committees shall be created by the Chair, and the Chair shall appoint the members of such committees.

ARTICLE IX. MINUTES

Accurate minutes of each Board meeting shall be maintained by, or under the direction of, the Executive Director, or by such other person as designated by the Board. Minutes so maintained shall be presented in written form to the Board for approval. No minutes shall constitute an office record of Board action until same have been approved by proper action of the Board.

ARTICLE X. RULES OF CONDUCT

The conduct of Board meetings shall be governed by the Authority by-laws and by Robert's Rules of Order. Whenever there is a conflict between the by-laws and Robert's Rules of Order, the by-laws shall prevail.

ARTICLE XI. FISCAL YEAR, ACCOUNTINGS AND AUDITS

1. The Fiscal Year of the Authority shall commence on July 1, and end on the thirtieth (30) day of the next following June.
2. After the conclusion of each Fiscal Year, an audit of the financial transactions of the Authority for the completed Fiscal Year shall be prepared. It shall be prepared as soon as possible, but no later than 10 months after the conclusion of each Fiscal Year, unless there is good cause for an extension of the deadline for completion. Each annual audit shall be prepared by an independent accountant, who shall also prepare an annual financial statement as a part of each annual audit.

- 3. A copy of each annual financial statement shall be provided to the County Administrator.

ARTICLE XII. AMENDMENTS

These by-laws may be amended, repealed or altered, in whole or in part. Any such change shall be adopted as follows:

- a. Proposed changes shall be reviewed at a duly convened meeting of the Board of Directors. At the next meeting of the Board which is held a minimum of five (5) days later, those changes which were reviewed may be adopted. In addition, any changes of which the Directors were given a minimum of five (5) day written notice prior to the meeting of adoption may also be adopted.
- b. Adoption shall require the affirmative vote of at least seventy percent (70%) of the Directors then in office (e.g., 5 of 7).

The forgoing is a true copy of by-laws adopted by the Board of Directors for the Industrial Development Authority of Brunswick County, Virginia, at a regularly monthly meeting held on September 9, 2025, by the vote which is recorded below.

Voting Aye	Voting No	Absent
<u>Myd A. Mueg</u>	_____	_____
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____
<u>[Signature]</u>	_____	_____