

**BY-LAWS OF THE
RAPPAHANNOCK COUNTY BROADBAND AUTHORITY**

**ARTICLE 1
OFFICES**

The principal office of the Rappahannock County Broadband Authority (the “Authority”) will be located at 3 Library Road, Washington, Virginia 22747. The Authority may have such other offices the Authority board (the “Authority Board”) may determine from time to time.

**ARTICLE 2
AUTHORITY BOARD OF DIRECTORS**

2.1 The Board of Directors of the Rappahannock County Broadband Authority (“the Authority Board”) shall consist of the number of members and serve terms as designated in the Articles of Incorporation for the Authority.

2.2 There is no maximum number of consecutive terms an appointed member may serve.

2.3 Liability of Members or Officers. No member or officer of the Authority, or officer of any governing body creating such authority, while acting within the scope of their authority, shall be subject to any personal liability by reason of his/her carrying out any of the powers expressly given by the Virginia Wireless Service Authorities Act, Virginia Code Chapter 54.1, as amended.

**ARTICLE 3
GENERAL POWERS and MEETINGS**

3.1 General Powers. The affairs of the Authority will be managed by the Authority Board, who will conduct its business in public meetings as provided by state law, the Authority’s Articles of Incorporation and these Bylaws.

3.2 Regular Meetings. The Authority Board shall hold regular meetings on the third Monday of each month at 5:30 p.m. in the Rappahannock County Courthouse. The regular monthly meeting held in January of each year, except the calendar year 2021, shall be called the “Annual Meeting.” In the event the January regular meeting cannot be held, the next subsequent regular meeting will be the Annual Meeting for that year. For calendar year 2021, the Annual Meeting was the inaugural meeting held on February 15. The members of the Authority board may, by motion, second, and recorded vote, establish additional meetings, such as work sessions and similar, held at such date, time, and place as may be designated by the Authority Board.

3.3 Special Meetings. Special meetings of the Authority Board may be called by or at the request of the Chair or any two (2) members and will be held at such date, time, and place as the requestor establishes.

3.4 Notice of Meetings. Being a public body, Authority Board meeting notices will meet the requirements of the Virginia Freedom of Information Act (“VFOIA”).

3.5 Quorum. A majority of the members of the Authority Board will constitute a quorum for the transaction of business at any meeting of the Authority board, but if less than a majority of the members are present at any already convened meeting, then a majority of the members present may adjourn the meeting.

3.6 Electronic Participation. The Authority Board hereby adopts the electronic participation policy adopted by the Rappahannock County Board of Supervisors as it may be adopted from time to time (Board of Supervisors Policy 830).

3.7 Board Decisions. An act of majority of the members of the Authority Board present at a meeting in which a quorum is present will be an act of the Authority, unless the act of a greater number is required by law or by these Bylaws.

3.8 Compensation. *(Reserved)*

3.9 Vacancies. No vacancy in the membership of the Authority Board will impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. If a member of the Authority Board who also serves as a Rappahannock County Board of Supervisors member (Supervisor) ceases to serve as a Supervisor for any reason prior to the expiration of his/her term as a Supervisor, then that member’s term on the Authority Board will terminate at the same time. Vacancies on the Authority Board occurring for any reason shall be filled by the Rappahannock County Board of Supervisors to fill the unexpired term of the vacant position.

3.10 Absences. If an Authority Board member not also serving as a Supervisor misses two consecutive Board meetings, or three regular meetings within a one-year period, then he or she shall be deemed to have resigned and the seat shall be vacant until filled by the Rappahannock County Board of Supervisors.

3.11 Meetings of Authority Board and Committees. Being public bodies, the Authority Board and its committees are subject to the requirements of the VFOIA.

ARTICLE 4 OFFICERS

4.1 Officers. The officers of the Authority are: Chair, Vice Chair, Secretary, Treasurer, FOIA Officer, and such other officers as may be appointed or elected in accordance with this Article 4. No two or more offices may be held by the same person, except the offices of Secretary and Treasurer, which may be combined.

4.2 Election and Term of Office. Authority Board members shall elect one of their number as Chair, Vice Chair, Secretary Treasurer, and FOIA Officer. Officer terms shall be one year, or until the date of the next annual meeting, whichever first occurs. The officers of the Authority shall be elected annually by the Authority Board at its Annual Meeting. If the election of officers is not

held at the annual meeting, then the election will be held as soon thereafter as is convenient. New officer positions may be created and filled by the Authority Board by amendment to these Bylaws

4.3 Removal. Any office elected or appointed by the Authority Board may be removed by the Authority Board whenever, in its judgment, the best interests of the Authority would be served thereby.

4.4 Officer Vacancies. The Authority Board may fill a vacancy in any office because of death, resignation, removal, disqualification, incapacity, or otherwise for the unexpired portion of the term.

4.5 Powers and Duties of Officers. The powers and duties of the officers are enumerated as follows. In addition to the Authority Board officers, the Authority Board may appoint a Chief Administrator or Executive who shall serve at the pleasure of the Authority Board.

(A) Chair. The Chair of the Authority will preside at all meetings of the authority Board at which he or she is present. The Chair will also discharge such other duties as the Authority Board may direct. The Chair will sign or countersign all instruments that require his or her signature and will make such reports and perform such other duties incident to his or her office as required by the Authority. Subject to such limitations as the Authority Board may propose, and further subject to the exception of signing or countersigning all instruments that require the Chair's signature, the duties of the Chair may be discharged by employees of the Authority except for presiding at meetings of the Authority Board.

(B) Vice Chair. In the absence or disability of the Chair, the Vice Chair will exercise all of the Chair's responsibilities and functions.

(C) Secretary. The Secretary will (i) maintain custody of the corporate seal and books, (ii) issue notices of all meetings of the Authority Board, and (iii) keep the minutes of all meetings of the Authority Board. The Secretary will also keep proper records of the contracts, deeds, publications, and property belonging to the Authority, including the Articles of Incorporation, Charter, Bylaws, and amendments to those documents. The Secretary will sign or countersign to attest to any instruments that so require his or her signature. The Secretary will make such reports as the Authority may require. The Secretary will discharge such limitations as the Authority Board may propose. The duties of the Secretary may be discharged, with the exception of signing or countersigning any instruments, by employees of the Authority acting under his or her supervision and direction. The Secretary need not be an Authority Board member.

(D) Treasurer. The Treasurer will have the custody of all monies, funds, securities, contracts, mortgages, deeds of trust, leases, and deeds of the Authority. He or she will also keep proper books of account, which books, at all times, will be open to inspection by any member of the Authority Board. The Treasurer will keep proper records of all appropriations and authorizations of expenditures and will maintain itemized and classified accounts of expenditures and pledges made. The Treasurer will deposit the monies and securities of the Authority in such depositories and on such terms as the Authority Board

may direct, and as directed by Virginia law, and when so deposited, the Treasurer will not be personally responsible for the safekeeping of the monies and securities. The Treasurer need not be an Authority Board member.

(E) FOIA Officer. The FOIA Officer shall fulfil the duties promulgated in Code of Virginia § 2.2-3704.2. The FOIA Officer need not be an Authority Board member.

(F) Chief Administrator or Executive. The Chief Administrator or Executive shall execute and enforce the orders and resolutions adopted by Board members and perform such duties as may be delegated to him or her by the Board members.

ARTICLE 5 COMMITTEES

5.1 Committees of the Authority Board. The Authority Board, by majority vote, may designate one or more committees, each of which will consist of not more than two members of the Authority Board, and will have at least four total members. The Authority Board will define committee assignments upon their formation and thereafter as appropriate.

5.2 Membership of Committees. The Authority Board will appoint committee members.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS and FUNDS

6.1 Contracts. The Authority Board may authorize the Chair or someone acting in his or her place to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority which is proper and legal for the Authority to enter, and the authorization may be general or may be confined to specific instances.

6.2 Checks, Drafts, or Orders. All checks for the payment of money issued in the Authority's name will be signed by both the Chair and the Treasurer. Any notes or other evidences of indebtedness will be signed by the Chair and attested by the Secretary, as directed by the Authority Board. Nothing in these Bylaws will prevent the Authority Board from adopting a resolution or resolutions permitting the disbursal of funds by other officers or members of the Authority Board or requiring that any funds so disbursed by any approved officer or member of the Authority Board by countersigned by another officer or member of the Authority Board.

6.3 Deposits. All funds of the Authority must be deposited from time to time to the credit of the Authority in a bank that is insured by the Federal Deposit Insurance Corporation or credit union insured by the National Credit Union Share Insurance Fund.

6.4 Gifts. The Authority may accept any contribution, gift, bequest, or devise for any purpose of the Authority, unless conditions placed on the contribution, gift, bequest, or devise, if any, are contrary to law.

6.5 Procurement Policy. The Authority Board hereby adopts the provisions of the Virginia Public Procurement Act for all purchases, with a small purchase limit of the maximum amount allowed under the Act (§2.2-4303.G). Small purchases shall use reasonable efforts to seek competitive bids through whatever means are deemed appropriate by the Authority Board.

**ARTICLE 7
BOOKS and RECORDS**

The Authority’s books and records will be audited annually by an independent auditor hired by the Authority. A copy of the annual audit of the Authority’s books and records will be made available to each member of the Authority Board immediately after the audit’s conclusion. A copy of the annual audit will be forwarded in the same manner to the County Administrator and forwarded to the Board of Supervisors.

**ARTICLE 8
RULES of ORDER**

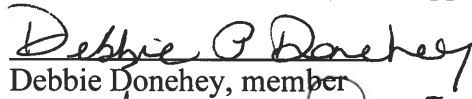
The Authority and its Committees will use Rappahannock County Code, Chapter 30 as a procedural guide, as modified or amended by officially adopted Authority Board policies, for conduct of all its business.

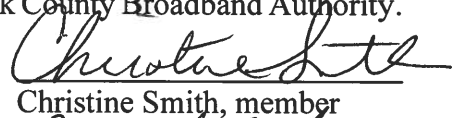
**ARTICLE 9
AMENDMENT of BY-LAWS**

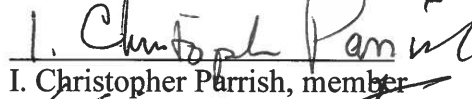
9.1 These Bylaws may be altered, amended, or repealed and new By-Laws may be adopted, at the next regularly scheduled meeting, or special meeting, of the Authority Board held following the meeting at which the proposed changes were introduced. Adoption of changes shall require a majority vote of the Authority Board present at the subsequently convened meeting.

9.2 In the event that there is a conflict between these By-Laws and the Articles of incorporation for the Broadband Authority, the language of the Articles of Incorporation shall control.

Adopted this 15th day of March, 2021, by the Rappahannock County Broadband Authority.


Debbie Donehey, member


Christine Smith, member


I. Christopher Parrish, member


Ronald L. Frazier, member


Keir A. Whitson, member

ATTEST: 
Secretary