



## By Laws of the Lancaster County Broadband Authority

### Article I      Name and Purpose

1.1. The Lancaster County Broadband Authority is a body corporate and politic, established on July 26, 2018 by the Board of Supervisors of Lancaster County Virginia.

1.2. The Authority shall exercise the powers and duties conferred by the Virginia Wireless Service Authorities Act and facilitate the expansion of high-quality, reasonably-priced broadband internet service to all residents and businesses in the County.

1.3. The Authority shall conduct all its activities in a manner consistent with the laws and regulations of the United States and the Commonwealth of Virginia.

### Article II      Meetings

2.1. The Authority shall hold regular meetings at a time and place to be designated by the Authority.

2.2. The first meeting in February shall be the Annual Meeting.

2.3. The Authority Chair or any two members may call a special meeting, which shall be held at a time and place to be designated at the time of the call.

2.4. The Authority shall provide notice of all meetings and conduct meetings in a manner consistent with the requirements of the Virginia Freedom of Information Act. Notice may be provided by posting meeting information on the Authority's website.

2.5. Members of the public are invited to attend any meeting. At the motion of any member of the Authority, a portion of any meeting may be closed to

discuss contract negotiations or other private and confidential matters as permitted by law.

2.5. Three members shall constitute a quorum for the conduct of official business. In the absence of a quorum, the meeting shall adjourn without further notice.

2.6. Each member of the Authority shall have one vote. Three votes shall be required to approve any action unless a higher number is required by law or by these by laws.

### Article III Directors

3.1. The Authority shall consist of five members (Directors) who shall be appointed by the Board of Supervisors.

3.2. Except for the initial Directors, whose terms are authorized in the Articles of Incorporation, Directors shall serve for a term of two years.

3.3. Directors may serve one or more consecutive terms.

3.4. Directors may resign from service for any reason, but shall provide a letter of resignation to the Chair and to the Board of Supervisors.

3.5. If four Directors recommend to the Board of Supervisors that a Director be removed for cause, the Board shall review the recommendation and, if they agree that cause exists, remove that Director.

3.7.1. When a vacancy occurs, the Chair of the Authority shall submit to the Board of Supervisors the names of one or more nominees who are qualified to fill the vacancy. Nominees shall be chosen for their expertise and for their commitment to the Authority's mission.

3.7.2. Unless appointed to replace a Director whose term has expired, the person appointed shall complete the unexpired term of the Director whose position is being filled.

3.7.3. Notwithstanding the provisions of paragraph 3.2 and 3.7.2, the Authority will take appropriate steps on or before December 31, 2021 to

institute staggered terms for Directors as provided in the Articles of Incorporation.

3.8. With documentation, Directors may be reimbursed for ordinary and necessary expenses incurred in the performance of their duties. Out-of-town travel and training expenses must be approved in advance.

3.9. The titles of Director and Member may be used interchangeably.

#### Article IV Officers

4.1. The Officers of the Authority shall be a Chair and a Vice Chair, a Secretary and a Treasurer. The Secretary and Treasurer need not be Directors and these offices may be combined.

4.2. The Chair shall preside at all meetings of the Authority and shall sign or countersign all instruments executed on behalf of the Authority. The Chair shall appoint the chairs of any Committees authorized in Article V. The Chair shall execute all contracts and other written commitments approved by the Authority. The Chair may delegate signature authority to another board member as appropriate.

4.3. In the absence or disability of the Chair, the Vice-Chair will exercise the duties of the Chair. In addition, the Vice Chair will maintain or supervise the maintenance of the Authority's website.

4.4. The Secretary shall keep the minutes of meetings and preserve all official documents of the Authority, as required in the Virginia Public Records Act, as applicable. The Secretary shall prepare a monthly report of the Authority's activities for the Board of Supervisors.

4.5. The Treasurer shall be responsible for the funds and securities of the Authority. The Treasurer shall keep the financial records and accounts and deposit all monies received in the financial institution designated by the Authority, making disbursements as specifically authorized. The Treasurer shall prepare a written financial report at intervals specified by the Authority.

4.6. Officers shall be elected at the Annual Meeting for a term of one year. Officers may serve an indefinite number of terms in the same or different positions.

4.7. In addition to the named officers, the Authority shall designate one of its members to be a representative to the Northern Neck Broadband Authority.

## Article V Committees, Employees and Contractors

5.1. The Authority may engage members of the public in its work through committees. The following committees are permanently authorized: Outreach, Finance, Technology, Organization, and Policy/Legal. Other Committees may be formed or disbanded by vote of the Authority at any regularly scheduled meeting. No more than two Directors may serve on any one committee. Committees shall meet at the call of the chair. Committee meetings are not required to produce minutes, but the Committee chair shall give a full report on any meeting at the next regular meeting of the Authority.

5.2. The Authority may engage the services of one or more professional service providers, employees or contractors to perform such duties as they may specify.

## Article VI Financing

6.1. The Authority shall submit a timely annual budget request to the Board of Supervisors to cover its operating expenses.

6.2. Other financing sources include grants, loans or revenue bonds, as well as gifts (in cash or in kind) and partnership contributions. The Authority shall observe all applicable statutory and regulatory requirements in securing financing.

6.3. The Authority may also charge for services provided, and service revenues as well as revenues from any other source, shall be applied to appropriate and specified purposes.

6.4. The Authority is authorized to contract debt, either in the form of loans or revenue bonds. No debt greater than \$25,000 shall be incurred unless approved by unanimous vote of all sitting Directors.

6.5. Any notes or other evidence of indebtedness shall be signed by the Chair and attested by the Secretary.

## Article VII Expenditures and Contracts

7.1. Contracts for construction or acquisition of an interest in real property shall require a unanimous vote of all sitting Directors.

7.2. As applicable, the Virginia Public Procurement Act or the Public-Private Education Facilities and Infrastructure Act shall govern contracts of the Authority.

7.3. Non-recurring expenditures greater than \$2,500 shall be specifically authorized by the Authority. Recurring expenditures (i.e. salaries) may be approved once, and that approval shall also provide a sunset date.

## Article VIII Audit

8.1. The Authority shall cause an independent audit to be conducted annually in May. The results of the audit shall be shared with all Directors and with the Board of Supervisors.

## Article IX Liability and Indemnification

9.1. As provided by law, Directors of the Authority shall have no personal liability with respect to any action taken by them on behalf of the Authority, when acting in good faith and within the scope of their authority. Every agreement made by the Directors of the Authority or by an employee shall, if obtainable, expressly provide that the Authority's Directors or employees shall have no personal liability thereunder.

9.2. The Authority shall obtain a fidelity bond in an appropriate amount to cover the actions of the Treasurer.

## Article X Dissolution

10.1. The Authority shall exist for a term of 50 years, but may be dissolved earlier by a unanimous vote of the sitting Directors and with the concurrence of the Board of Supervisors.

10.2. As required by law, dissolution shall be contingent upon the appropriate distribution of the Authority's assets and the satisfaction of, or assumption by another responsible party of, any outstanding debt incurred by the Authority.

## Article XI Amendments of By Laws

11.1. These By Laws shall be reviewed annually at the time of the Annual Meeting and may be amended at that meeting or at any time by a unanimous vote of all sitting Directors.