

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

May 24, 2011

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

TABLE OF CONTENTS

ARTICLE I: THE AUTHORITY	1
SECTION 1. NAME	1
SECTION 2. REGISTERED OFFICE AND REGISTERED AGENT	1
SECTION 3. CORPORATE OFFICES.....	1
SECTION 3. PURPOSE OF THE AUTHORITY	1
SECTION 4. POWERS OF THE AUTHORITY	1
ARTICLE II: BOARD OF DIRECTORS	1
SECTION 1. GENERAL POWERS	1
SECTION 2. TERM OF OFFICE.....	2
SECTION 3. VOTING.....	2
SECTION 4. VACANCIES	2
SECTION 5. CONFLICT OF INTEREST	2
ARTICLE III: MEETINGS	2
SECTION 1. REGULAR MEETINGS	2
SECTION 2. SPECIAL MEETINGS.....	3
SECTION 3. QUORUM.....	3
SECTION 4. MAJORITY VOTE	3
SECTION 5. OPEN MEETINGS	3
SECTION 6. BOOKS AND RECORDS.....	4
SECTION 7. COMPENSATION OF THE MEMBERS OF THE BOARD	4
ARTICLE IV: OFFICERS	4
SECTION 1. OFFICERS	4
SECTION 2. ELECTION	4
SECTION 3. DUTIES OF THE OFFICERS	4
ARTICLE V: TERM OF OFFICE	5
ARTICLE VI – ADMINISTRATIVE STAFF.....	5
SECTION 1. ADMINISTRATOR.....	5
ARTICLE VII – COMMITTEES OF THE BOARD	6
SECTION 1. ESTABLISHMENT OF COMMITTEES	6
ARTICLE VIII: FINANCE AND BUDGET	6
SECTION 1. CONTRACTS	6
SECTION 2. CHECKS, DRAFTS, OR ORDERS	6
SECTION 3. DEPOSITS	6
SECTION 4. GRANTS AND GIFTS	7
SECTION 5. BUDGET AND FINANCIAL ADMINISTRATION.....	7
ARTICLE IX: AMENDMENT OF BY-LAWS.....	7

ARTICLE I: THE AUTHORITY

SECTION 1. NAME

The name of the Authority shall be The New River Valley Emergency Communications Regional Authority.

SECTION 2. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be located in the Commonwealth of Virginia at such place as may be fixed from time to time by the Board upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

SECTION 3. CORPORATE OFFICES

The corporate office of the Authority shall be at such place in Montgomery County or the incorporated towns of Blacksburg or Christiansburg as the Board may designate from time to time.

SECTION 3. PURPOSE OF THE AUTHORITY

The purposes of the Authority shall be to develop a consolidated system for the receipt and response of 9-1-1 emergency calls and communications that will improve response-time, quality of service, and coordination of available resources for the citizens of the member localities.

SECTION 4. POWERS OF THE AUTHORITY

The Authority shall have and may exercise the powers pursuant to Chapter 638 of the Virginia Acts of Assembly, 2010 Session, the "New River Valley Emergency Communications Regional Authority Act," as amended from time to time.

ARTICLE II: BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

(A) Board of Directors -The affairs of the Authority shall be conducted by a Board of Directors consisting of five (5) members with one member appointed from the County of Montgomery, the Town of Blacksburg, the Town of Christiansburg, and Virginia Polytechnic Institute and State University. The fifth member of the Board shall be unanimously appointed by the four participating political subdivisions.

(B) Expansion of Board – Membership in the Authority may be expanded in accordance with the terms of a joinder agreement adopted by the governing bodies of all participating political subdivisions of the Authority. Only another political subdivision, as defined by the enabling legislation, may become a

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

participating political subdivision of the Authority. The agreement creating the expanded Authority shall specify the number and terms of office of members of the Board that are to be appointed by each of the participating political subdivisions and the names, addresses, and terms of office of initial appoints to Board membership.

SECTION 2. TERM OF OFFICE

The terms of all members shall be four (4) years. Members appointed by the participating political subdivisions shall serve staggered four-year terms.

SECTION 3. VOTING

Each member shall have one (1) vote. There shall be no proxy voting.

SECTION 4. VACANCIES

(A) Vacancies of Political Subdivision Member by Expiration of Term – Upon the expiration of the term of a member of the Board of Directors, the governing body of the participating political subdivision represented by that departing member shall appoint a replacement member as its representative.

(B) Vacancies of The Appointed Member – Upon the expiration of the term of the appointed member or the resignation of The Appointed Member, the Board of Directors shall appoint a member by approval of the governing body of each participating political subdivision. Upon the resignation of The Appointed Member, the Board of Directors shall appoint a member by approval of the governing body of each participating political subdivision to fill the unexpired term.

(C) Vacancies of Political Subdivision Member by Resignation – Upon the resignation of any member appointed by a political subdivision, the governing body of the political subdivision shall appoint a member to fill the unexpired term.

SECTION 5. CONFLICT OF INTEREST

Each member of the Board is obligated to disclose any potential conflict of interest in any transaction of the Board. Any conflicted member may not participate in the consideration of or vote on the transaction, may not attempt to influence any member of the board or party to the transaction, and may not act directly or indirectly for the Board in inspection, operation, administration or performance of any contract related to the transaction.

ARTICLE III: MEETINGS

SECTION 1. REGULAR MEETINGS

(A) Regular meetings for the transaction of the business of the Authority shall be held at such time and place as the Board may from time to time determine. The Board of Directors shall hold at least one regular meeting per year as its annual meeting, which shall be held at such time and place as the Board may

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

designate. The annual meeting shall be for the purpose of election of officers, appointment of members, and for such other purposes as the Board may determine.

(B) The Chairman or his designee shall be responsible for preparing and distributing agendas for all regular and annual meetings. Agendas shall be distributed by personal delivery, regular mail, or electronic mail to all members at least three (3) days before any regular or annual meeting. All members shall have the right to have items placed on the agenda. It shall be the responsibility of any member desiring to have an item placed on the agenda to present the item to the Chairman or his designee prior to the deadline for distributing the meeting agenda.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two members, and shall be at such place as the Chairman or such two members determine. At least two days' prior notice of any special meeting shall be distributed in writing by personal delivery, regular mail, or electronic mail to each member. Any member may waive notice of any meeting. The attendance of any member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting and expressly objects on the record to the transaction of business because the meeting was not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice if such meeting relates to matters of budget, contracts, or policy decisions of the Authority.

SECTION 3. QUORUM

A quorum shall be required for the transaction of business at any regular or special meeting of the Board. A majority of the members of the Board shall constitute a quorum. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Authority.

SECTION 4. MAJORITY VOTE

An act of a simple majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number of the members present at the meeting is required by law or these bylaws. After due debate, the vote shall be recorded upon all resolutions or amendments thereto presented at any meeting of the Board by the Secretary or the Secretary's designee.

SECTION 5. OPEN MEETINGS

(A) The Authority shall follow an open meetings policy, which shall require that: meetings of the Board and its Committees shall be open to the public consistent with the open meeting laws of the Commonwealth of Virginia.

(B) In certain limited circumstances, public consideration by the Board of matters relating to the business and affairs of the Authority would clearly endanger the public interest or constitute an unwarranted

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

invasion of the personal privacy of individuals (including Authority employees). Accordingly, in such limited circumstances the Board or Committee may determine to take such action on or discuss only such subjects in closed, executive session. Consistent with the open meeting laws of the Commonwealth of Virginia as outlined in the Code of Virginia (Freedom of Information Act, §2.2-3707, §2.2-3711, and §2.2-3712)

SECTION 6. BOOKS AND RECORDS

The Executive Director or designee shall keep minutes of the proceedings of the Board at all regular and special meetings and shall keep a record showing the names and addresses of its members. Such books and records shall be maintained in the Authority office.

SECTION 7. COMPENSATION OF THE MEMBERS OF THE BOARD

Each member of the Board may be reimbursed by the Authority for the amount of actual expenses incurred by him in the performance of his duties in addition to such other salary or benefit, or both, to be determined by the Authority.

ARTICLE IV: OFFICERS

SECTION 1. OFFICERS

The Board shall elect from its membership a Chairman, Vice-Chairman and Secretary-Treasurer.

SECTION 2. ELECTION

Officers shall be elected at the annual meeting and shall assume their duties upon election.

SECTION 3. DUTIES OF THE OFFICERS

(A) Chairman – The Chairman shall preside at all meetings of the Board; communicate to the Executive Director and, where appropriate, executive staff; enforce the policies of the Authority established by the Board; and be responsible for advancing the mission and promoting the objectives of the Authority to members of the general public.

(B) Vice-Chairman – the Vice-Chairman shall perform the duties of the Chairman in the event the office of the Chairman is vacant, or in the event that the Chairman is unable to perform such duties by reason of illness, disability, or absence.

(C) Secretary-Treasurer – The Secretary-Treasurer certify, when required to, copies of records; be responsible for administering the Freedom of Information Policy providing for access by the public to records of the Authority; have custody of all funds and be responsible for investments of the Authority; and perform such other duties as may be assigned by the Chairman.

ARTICLE V: TERM OF OFFICE

All officers of the Authority shall hold office for two years from their election, or until their successors are elected or appointed, whichever may be the latter.

ARTICLE VI – ADMINISTRATIVE STAFF

The Board shall employ, or engage, such officers, employees, architects, engineers, attorneys, accountants, financial advisors, investment bankers, and other advisors, consultants, and agents as may be necessary or appropriate and fix their duties and compensation.

SECTION 1. EXECUTIVE DIRECTOR

(A) **Appointment:** The Authority shall appoint an Executive Director who shall have the responsibility for providing leadership for the administrative and planning functions of the Authority. The Executive Director shall serve at the pleasure of the Authority under an annual employment contract.

(B) **Duties:** The duties of the Executive Director shall include, but not be limited to the following:

- a. Provide minutes at all meetings conducted by the Board;
- b. Maintain official records and the seal of the Authority;
- c. Direct the activities of the Authority;
- d. Implement Authority policies;
- e. Report to the Authority and recommend to the Authority such actions or resolutions as are deemed necessary or expedient, including preparation of the annual budget for Authority approval;
- f. Advise and seek the advice of the Authority on pertinent issues in areas requiring policy decisions or clarifications;
- g. From funds available for the purpose, employ such staff as necessary to enable the Authority to operate; delegate to staff such responsibilities as may be necessary in the operation of the Authority facilities; exercise supervision and control over staff, including work hours, distribution of work functions and terms and conditions of employment; and promote, discipline, layoff or terminate and Authority employee;
- h. Establish guidelines for efficient and sound fiscal management;
- i. Prepare and submit, upon direction and approval by the Authority, all requests for appropriations;
- j. In accordance with prudent and acceptable practice, deposit and disperse monies and valuables of the Authority as authorized by the Authority;
- k. Organize and maintain a system to gather and analyze data for managing the communications center for providing reports to the Board, state agencies, and participating jurisdictions.
- l. Develop and maintain public relations and public information programs;
- m. Insure that the communications center facilities are properly maintained and secured; and

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

- n. Discharge such other responsibilities as may be assigned to the Executive Director by the Authority from time to time.

ARTICLE VII – COMMITTEES OF THE BOARD

SECTION 1. ESTABLISHMENT OF COMMITTEES

(A) The Board, by resolution, may designate one or more committees. Committee membership shall be chosen from among the member political subdivisions or other such organizations or groups designated by the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any member of the Board of any responsibility imposed by these By-Laws or by law.

(B) A Chairman, and a Vice-Chairman of all Board Committees shall be appointed by the Chairman of the Authority.

(C) The Executive Director of the Authority shall be a non-voting ex officio member of each Committee.

(D) A quorum for the conduct of business at any meeting of any Committee shall consist of a number equal to the majority of the Committee's regular members.

(E) The Executive Director may establish sub-committees as he or she deems appropriate. All sub-committees shall be composed of representatives from each member political subdivision and any organization or group identified by the Executive Director. Each sub-committee will work to form consensus in order to make unified recommendations to the Executive Director and designated Committee reporting to the Board.

ARTICLE VIII: FINANCE AND BUDGET

SECTION 1. CONTRACTS

Except as otherwise authorized by the Board, all contracts and other legally binding documents signed on behalf of the Authority shall be approved by an act of the Board prior to execution and signed by the Chairman.

SECTION 2. CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money shall be issued in the name of the Authority. The Board may approve payment of anticipated recurring charges by a single act of the Board approving such recurrent payment. The Board may designate the Authority Secretary-Treasurer, Executive Director, or other Authority Board member or employee, as the authorized signatory on all checks, drafts, or orders for such payment.

SECTION 3. DEPOSITS

All funds of the Authority shall be deposited to the credit of the Authority in such banks, trust

BY-LAWS OF THE NEW RIVER VALLEY EMERGENCY COMMUNICATIONS REGIONAL AUTHORITY

companies or other depositories as the Board may select in accordance with the laws of the Commonwealth of Virginia and in accordance with these bylaws.

SECTION 4. GRANTS AND GIFTS

The Board may accept on behalf of the Authority any contribution, grant, funding, gift, bequest, or device for any of the purposes of the Authority.

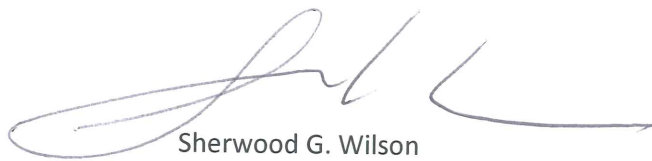
SECTION 5. BUDGET AND FINANCIAL ADMINISTRATION

The Board shall annually adopt a budget and provide for an audit of the financial records on an annual basis in accordance with the requirements of the laws of the Commonwealth of Virginia. The operating budget shall be certified by the members of the Board and copies shall be sent to all participating political subdivisions, as well as such other governmental entities as Virginia law may require.

ARTICLE IX: AMENDMENT OF BY-LAWS

The By-Laws of the Authority may be amended by the affirmative vote of a majority of the Board at any regular or special meeting of the Board.

These By-Laws are approved and adopted this 26 day of July, 2011.



Sherwood G. Wilson
Chairman of the Board of Directors



Craig Meadows
Secretary-Treasurer of the Board of Directors