

**BYLAWS**  
**SOUTHEASTERN PUBLIC SERVICE AUTHORITY OF VIRGINIA**  
(Adopted 10-3-1973; as amended 6-28-1978; 8-23-1978; 9-5-1990; 11-23-1994; 11-27-1996;  
1-25-2006; 12-19-2006; 7-23-2008; 1-1-2010; 5-22-2013; 5-13-2016; 4-27-2022)

**ARTICLE I – POWERS**

**SECTION 1: POWERS AND DUTIES**

The Authority shall have all the rights, powers and duties, and be subject to the limitations and restrictions set forth in Chapter 51 of Title 15.2 of the Code of Virginia of 1950 and any Acts of Assembly amendatory thereof or otherwise made applicable to the Authority.

**ARTICLE II – MEMBERSHIP**

**SECTION 1: MEMBERS**

Members of the board of directors of the Authority (the “Board”) shall be appointed in the manner and for terms as provided by applicable provisions of the Code of Virginia of 1950 and Acts of Assembly (“Applicable Law”) and by the Authority’s Articles of Incorporation.

**SECTION 2: ALTERNATES**

Alternate Board members may be selected in the manner provided by Applicable Law and in the Authority’s Articles of Incorporation and the term of the alternate shall be the same as the Board member, provided, however, that the alternate’s term shall not expire due to the Board member’s death, disqualification or resignation. For purposes of these Bylaws, if a Board member is not present at a meeting of the Board, the alternate for that Board member present at such meeting shall have all the voting and other rights of a Board member hereunder and shall be counted for purposes of determining a quorum at any Board meeting. Unless otherwise provided, whenever reference is made in these Bylaws to “Board members,” such term shall include an alternate acting in place of a Board member pursuant to the conditions set forth in the immediately preceding sentence.

**ARTICLE III – MEETINGS**

**SECTION 1: REGULAR MEETINGS**

Regular meetings of the Board shall be held on such dates and at such times and places as may be established by the Authority. The Authority may change the date and fix the time and place of any regular meeting at any prior meeting and may adjourn any meeting from time-to-time or to another place. Notwithstanding the foregoing, the Chair or any three members of the Authority may change the time and place of any regular meeting provided notice of such different time and place is given with the notice of such meeting. Written notice of each regular Board meeting shall be given not less than three days prior to the date of such meeting and notice shall be deemed given when posted on the Authority’s website. The July meeting shall be the annual meeting of the Authority.

## **SECTION 2: SPECIAL MEETINGS**

Special meetings of the Board may be called by the Chair at the Chair's discretion or by any three members of the Board upon twenty-four (24) hours' notice to all members of the Board in writing, by e-mail, or by telephone, of the time, place and purpose of the special meeting.

## **SECTION 3: QUORUM**

A majority of members of the Board shall constitute a quorum.

## **SECTION 4: VOTING**

Each member of the Board shall be entitled to one vote on matters before the Authority. The vote of not less than a majority of the members of the Board of Directors of the Authority shall be necessary for all actions taken by the Authority; provided, however, that the vote of greater than a majority of the members of the Board of Directors of the Authority shall be necessary for any action taken by the Authority where, and in each case to the extent, (a) required by applicable law or (b) otherwise required by and set forth in a written document approved by the requisite vote of the Board of Directors of the Authority. No vote by any member of the Board shall constitute or be construed as an official or unofficial commitment of the participating locality represented by such Board member.

## **SECTION 5: NOTICES**

All notices required to be given to members of the Board shall also be given to alternates. All notices (other than notices of meetings as provided in Sections 1 and 2 hereof) may be given by regular U S mail, by e-mail, by phone or in person, but when any notice is given to all Board members, such notice shall be given to all Board members and alternates in the same manner. The Executive Director or the Executive Director's designee shall make a reasonable effort to confirm the receipt of all notices, provided that the failure to make such an effort or the failure to confirm receipt of any notice shall not make the giving of the notice ineffective.

## **ARTICLE IV – OFFICERS & DUTIES**

### **SECTION 1: OFFICERS**

The officers of the Authority shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer and such subordinate officers as may from time-to-time be elected or appointed by the Authority. The Secretary and Treasurer need not be Board members and they may be the same person.

### **SECTION 2: TERMS OF OFFICE**

The Chair, the Vice-Chair, the Secretary and the Treasurer shall be elected at the Annual Meeting of the Authority to serve for a term of one (1) year, or until their successors are elected or until they die, resign, become ineligible or are removed from office by the Board. Each officer's term shall commence immediately upon election. Any vacancy occurring in an office shall be filled for the unexpired term by the Board at the next regular monthly meeting following the occurrence of such vacancy, or at a special meeting called for that purpose. If the vacancy occurs in the office of the Secretary or Treasurer, an acting officer shall be appointed by the Chair pending such election.

### **SECTION 3: TERM LIMITATIONS**

The Chair and Vice-Chair may serve not more than two (2) consecutive one (1) year terms in succession, provided however that each such officer may serve for a third or fourth consecutive term if an extension is approved by a majority of the Board. Any Chair or Vice-Chair who serves a partial term shall not be considered as serving a full term for purposes of this limitation.

### **SECTION 4: ELECTION**

Except for an election to fill a vacancy in an office that occurs prior to the expiration of the applicable officer's term in accordance with Section 2 of Article IV of these Bylaws, the Chair shall, at a regular or special meeting of the Board held not less than one meeting nor more than three meetings preceding the Annual Meeting of the Authority or any other meeting at which the election of one or more officers of the Authority shall be held, appoint a Nominating Committee consisting of three members of the Board. The Nominating Committee shall, at the meeting following its appointment by the Chair, submit to the Board for consideration the name or names of one or more persons for each office to be filled. Further nominations may be made by any Board member at the meeting at which the election of officers is actually held. Election of officers shall be by voice vote, unless changed by a majority vote of those present and voting.

### **SECTION 5: CHAIR**

The Chair shall preside at all meetings of the Authority at which the Chair is present, and shall vote as any other Board member. The Chair shall be responsible for the implementation of the policies established and the actions taken by the Board; shall have all of the powers and duties customarily pertaining to the office of Chair of the Board; shall authorize payments as provided in Article VII; and shall perform such further duties as may be assigned to the Chair by the Board.

### **SECTION 6: VICE-CHAIR**

The Vice-Chair shall, in the event of the death, resignation or absence of the Chair, or of the Chair's inability to perform any of the duties of the office of the Chair or to exercise any of the Chair's powers, perform such duties and possess such powers as are conferred upon the Chair including without limitation the power to call meetings as provided in Article III hereof; shall authorize payments as provided in Article VII; and shall perform such other duties as may from time-to-time be assigned to the Vice-Chair by the Chair or by the Board.

### **SECTION 7: SECRETARY**

The Secretary shall give to the Board members notice of all regular and special meetings of the Board, and shall attend all such meetings and keep a record of their proceedings, which shall be a public record, and copies of which shall be sent with the notice of the next succeeding regular Board meeting. If the Secretary is absent from such meetings, the Chair may appoint an assistant secretary to keep the record of the proceedings. In general, the Secretary shall perform all of the duties incident to the office of the Secretary and such other duties as may from time-to-time be assigned to the Secretary by the Chair or by the Authority. The Secretary shall be assisted in the performance of the Secretary's duties and responsibilities by the Executive Director or the Secretary's designee. It shall be the duty of the Secretary to affix the seal of the Authority to all documents on which it is required or necessary.

## **SECTION 8: TREASURER**

The Treasurer shall have general charge and supervision of all of the books and accounts of the Authority; shall have custody of the monies and securities of the Authority and keep an accurate record of the source of all monies; shall authorize payments as provided in Article VII or as otherwise required; shall make a brief financial report at each regular meeting of the Authority and an annual report as soon as practicable after the end of each year; and shall perform all other duties incident to the office of Treasurer or that may be required of the Treasurer by the Authority. The Treasurer shall be assisted in the performance of the Treasurer's duties and responsibilities by staff selected by the Executive Director.

## **ARTICLE V - COMMITTEES**

### **SECTION 1: EXECUTIVE COMMITTEE**

There shall be an Executive Committee of the Authority which shall consist of the Chair of the Board and not more than four (4) members of the Board. The Chair of the Board shall also be the Chair of the Executive Committee. The members of the Executive Committee shall be appointed by the Chair at the Annual Meeting of the Authority or at such other times as a vacancy occurs. Together with the Chair, these Board members shall be generally representative of the geographic diversity of the Authority's service area. The Executive Committee shall serve in an advisory capacity to the Chair and to the Executive Director on matters of Board development, education, planning, and coordination and such other matters as the Chair requests. The Board may refer matters of concern to the committee for its review and recommendation. This committee shall also have the responsibility to review proposals of the Authority or the Executive Director and to make recommendations to the Board. The committee shall not have the power to bind the Authority or to spend monies except those specifically appropriated for its use. The Executive Committee shall meet at such times and places as it shall determine. The Executive Committee shall be assisted in its work by the Executive Director and General Counsel, as needed.

### **SECTION 2: AUDIT COMMITTEE**

There shall be an Audit Committee of the Authority which shall consist of not more than four (4) Board members. The members of the Audit Committee shall be appointed by the Chair at the Annual Meeting of the Authority or at such other time as a vacancy occurs. The Chair of the Board shall appoint the Chair of the Audit Committee. The Audit Committee shall recommend the selection of the Authority's auditors and shall receive and review the work of the auditors. The Audit Committee shall be assisted in its work by the Executive Director and the Treasurer.

### **SECTION 3: OTHER COMMITTEES**

The Authority may establish such special and standing committees, advisory, technical, or otherwise, as it shall deem desirable for the transaction of its affairs. The Executive Director may establish any such advisory committee as the Executive Director deems appropriate, but such committees shall not be committees of the Board and shall have no power or responsibility to report to the Board.

## **ARTICLE VI – ADMINISTRATION**

### **SECTION 1: STAFF**

The Board shall select and may employ an Executive Director and pay to the Executive Director such compensation as it shall deem necessary and advisable to carry out its duties and implement its projects, programs, and other functions.

### **SECTION 2: EXECUTIVE DIRECTOR**

The Chief Executive Officer of the staff shall be the Executive Director who shall have direct supervision of all of the other employees of the Authority and direct control, subject to the power of the Authority and its officers, of the management of the affairs of the Authority, and the Executive Director shall appoint all employees of the Authority in accordance with the budget as adopted by the Board.

The Executive Director shall act as disbursing officer, and shall be responsible for the payment of all bills or of all warrants or requisitions in accordance with the Authority's budget. The Executive Director shall be responsible for keeping a record of all monies paid out and received, and of receipts of vouchers to cover each expenditure. The Executive Director shall be responsible for preparing and presenting the annual budget sufficiently in advance of the beginning of the fiscal year to allow for adequate and timely review and consideration by the Board. Subject to the limitations and restrictions set forth under Applicable Law, the Executive Director shall have the power to sign on behalf of the Authority any agreement or other instrument necessary to fulfill the requirements of the approved budget. Unless otherwise provided, the Executive Director shall authorize payments of obligations of the Authority.

## **ARTICLE VII – FINANCES AND PAYMENTS**

### **SECTION 1: FINANCES AND PAYMENTS**

The monies of the Authority shall be deposited in such bank as the Board shall designate, and all payments shall be made the name of the Authority and authorized by the Executive Director or, in the absence of the Executive Director, by the Chair, or the Treasurer.

### **SECTION 2: AUDITS**

The Board with the assistance of the Audit Committee, at least once each year, shall cause an audit to be made by an independent certified public accountant of the general funds of the Authority and any special project funds which are not audited by the Federal or State government or by other independent accountants.

### **SECTION 3: CRIME COVERAGE INSURANCE**

The Authority shall cause crime coverage insurance to be secured covering each of its employees who receives or disburses its funds in amounts deemed by it to be adequate.

### **SECTION 4: FISCAL YEAR**

The Fiscal Year of the Authority shall commence on July 1 of each year and shall terminate on the following June 30.

## **ARTICLE VIII – AUTHORITY SEAL**

### **SECTION 1: SEAL**

The Seal of the Authority shall be an impression in the form of a circle, and shall contain the words “SOUTHEASTERN PUBLIC SERVICE AUTHORITY OF VIRGINIA” around the outer circumference.

## **ARTICLE IX – AMENDMENTS**

### **SECTION 1: AMENDMENT**

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing for a first time at a regular meeting of the Board. Such proposal may be considered and amended at such meeting, but shall not be acted upon by the Board until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting such proposal shall be subject to further consideration and amendment germane to the section or sections affected by such proposal, and shall thereafter be acted upon.

## **ARTICLE X – PROCEDURES**

### **SECTION 1: PARLIAMENTARY PROCEDURE**

In all matters of parliamentary procedure not specifically governed by these Bylaws, the current edition of Robert’s Rules of Order Newly Revised shall obtain.

[END OF BYLAWS]

