

AT A MEETING OF THE NEW RIVER RESOURCE AUTHORITY
HELD ON WEDNESDAY, JULY 27, 2022, AT NOON,
NRRR ADMINISTRATION BUILDING,
DUBLIN, VIRGINIA:

PRESENT: Mr. Barry Helms, Chairman
Mr. Paul Baker, Vice-Chair
Mr. Robert Asbury, Member
Mr. Dirk Compton, Member
Mr. Steve Fijalkowski, Member
Mr. Tye Kirkner, Member
Mr. Tom Starnes, Member
Mr. Jonathan Sweet, Member

STAFF: Mr. Joseph Levine, NRRR Executive Director
Ms. Marjorie Atkins, NRRR Recording Secretary
Mr. David Rupe, NRRR Purchasing & Compliance
Mr. Howard Estes, NRRR Legal Counsel
Ms. Sherry Johnson, NRRR
Mr. Thad Ball, NRRR
Mr. Isaac Wall, NRRR

GUESTS: Mr. Brian Tew, Thompson & Litton
Ms. Samantha Arnold

Chairman Helms called the meeting to order.

The motion to approve the July 27, 2022, Agenda was made by Mr. Starnes. The motion was seconded by Mr. Fijalkowski and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Approval of the Minutes of the May 25, 2022, meeting was the next agenda item. Mr. Sweet stated that the discussion regarding remuneration to members who were not compensated and compensating the localities directly at the May meeting was a very robust conversation. Mr. Sweet stated that in the minutes, "It looked like I was asking the Authority to launder money and that was not how I couched that." Mr. Helms noted that the word was used. Mr. Fijalkowski apologized for using that word and that the intent was "by circumventing the current rules to accomplish the goal of getting paid did not look right." Mr. Sweet stated he was looking for an equitable approach for the County of Pulaski and the Town of Dublin would receive remuneration in the same amount as individuals who were members of the Authority and that the amount would go directly to the localities. He further stated that, "It is not fair to Pulaski County and the Town of Dublin because those communities pay for representation on this Board and the Authority pays all other members on this Board. Therefore, specifically those amounts could go to the Town of Dublin and Pulaski County but could be applicable at any time to other member jurisdictions." Mr. Baker stated that Board members should not be county administrators but board members from the member.

The motion to approve the minutes of the May 25, 2022, Board meeting was made by Mr. Starnes. There was no second.

Mr. Estes noted that as a point of order, when the motion to approve the minutes failed the next order of business would be to reconsider the motion or to amend the minutes.

Mr. Asbury made the motion for the Board to reconsider the approval of the minutes as written for the May 25, 2022, meeting. The motion was seconded by Mr. Starnes and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>abstain</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>no</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

The motion to approve the minutes of the May 25, 2022, Board Meeting, as presented, was made by Mr. Asbury. The motion was seconded by Mr. Starnes and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>abstain</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>no</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

The Check Lists for the months of May and June 2022 were included in the Agenda.

The motion to approve the Check Lists for May and June was made by Mr. Baker. The motion was seconded by Mr. Compton and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>no</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

The Financial Statements for May and June 2022 were presented. Mr. Levine noted that the June statement was in DRAFT form pending end of the year adjusting entries and the annual audit.

The motion to approve the Financial Statements for May and June, as presented was made by Mr. Sweet. The motion was seconded by Mr. Fijalkowski and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Mr. Levine presented the Executive Director's Report. Revenue was 48.4% above projections; expenses were 6.8% below projections. 20,305.84 tons of waste was managed in May; 18,250.90 tons in June. LaBella and Abbi Automation met to discuss landfill gas flare work at Ingles Mountain. DEQ inspected NRRA facilities on June 29. No violations were reported. NRRA will hold a "Household Hazardous Waste Event" on Saturday, September 10, 2022.

Mr. Sweet asked Mr. Levine about a "Notice of Major Violation" from Pulaski County issued to NRRRA from samples taken from the leachate to be treated by Pulaski County. Mr. Sweet presented a July 14, 2022, letter from Pulaski County. Mr. Levine noted that Pulaski County did issue a Notice of Violation to NRRRA based on samples taken on May 19, 2022. Test results were received on June 20, 2022, and submitted with the June report to Peppers Ferry and Pulaski County. The samples, while reported, were prior to the beginning of the reporting period. The reporting period was for samples taken in June. On June 6, a sample was taken, before NRRRA had received the test results from the May tests. When Pulaski County was notified of the June sample and that test results were all within acceptable limits, Pulaski County rescinded the Notice of Violation on July 15, 2022.

Mr. Sweet requested that staff provide to the Board a list of who had submitted Freedom of Information requests to the Authority during the last year. Mr. Levine noted, for the record, that Ms. Atkins and Mr. Rupe were the FOIA Officers for the Authority. Mr. Levine asked Ms. Atkins, and for the minutes to reflect the information, to state FOIA requests received in the last twelve to fifteen months. Ms. Atkins responded that the Authority had only received two FOIA requests in its history. Two have been received; one from Montgomery Regional Solid Waste Authority requesting a list of NRRRA's charge account customers and their account numbers and, one in April 2021 from Pulaski County. Mr. Sweet asked if New River Resource Authority had received a FOIA request from Brenda Blackburn. Ms. Atkins stated the two requests previously mentioned were the only two ever received. Mr. Sweet asked if New River Resource Authority had received any request for information from Brenda Blackburn that may not have been considered a FOIA request from Brenda Blackburn. Ms. Atkins stated that she was not aware of any such request.

The motion to ratify the Area D Phase II Project Pay Request 24 in the amount of \$134,047.88 was made by Mr. Baker. The motion was seconded by Mr. Asbury and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

The motion to approve Area D Phase II Project Pay Request 25 in the amount of \$214,082.85 was made by Mr. Baker. The motion was seconded by Mr. Asbury and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Draft Bylaws of the New River Resource Authority were presented for adoption.

The motion to adopt the ***Amended and Restated Bylaws of the New River Resource Authority*** (copy attached to these minutes) was made by Mr. Fijalkowski. The motion was seconded by Mr. Compton and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Mr. Sweet referenced the agenda and the minutes from the May meeting and the Bylaws discussion from that meeting and noted that it was approved by the Board to restructure the agenda. Mr. Sweet asked why that format was not followed for the July agenda. Mr. Levine noted that the agenda structure was reflected in the proposed Amended and Restated Bylaws, which had not yet been adopted.

The revised NRRRA Personnel Policies were included in the Agenda. Mr. Starnes referenced pages 16 and 17 regarding drug testing. Mr. Starnes asked if after an accident, did an employee immediately get to return to work before the results of the testing were received. Mr. Estes noted that circumstances regarding the time and place of accident, different standards of care were required by OSHA. Due to the small size of the staff, Mr. Estes recommended that management have some flexibility in deciding any course of action.

The motion to adopt the NRRRA Personnel Policies was made by Mr. Compton. The motion was seconded by Mr. Fijalkowski and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

The motion to nominate and elect Mr. Asbury and Mr. Baker to the Audit Committee was made by Mr. Sweet. The motion was seconded by Mr. Starnes and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Mr. Helms as Chair will also serve on the Audit Committee.

The motion to nominate and elect Mr. Starnes, Mr. Sweet and Mr. Fijalkowski to the Budget Committee was made by Mr. Baker. The motion was seconded by Mr. Asbury and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

A memorandum dated July 18, 2022, regarding the recommendation to rebuild the Authority's 2010 CAT D-6T dozer. The budget for FY 2022/23 included \$300,000 for the total rebuild. Sourcewell contract number 032119's price for the rebuild was \$277,313.98 and CAT certified.

The motion to approve the purchase order and contract pending review by legal counsel was made by Mr. Baker. The motion was seconded by Mr. Kirkner and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Mr. Levine noted that in the annual audit the actuarial report from Virginia Retirement System reported that the Authority's unfunded liability was in the \$600,000 range. The auditor recommended to let funds settle before taking any action. The account currently has \$379,000. NRRRA did not budget to make contributions this fiscal year based on that recommendation. Mr. Levine noted that he recommended investing the money. The trust account requires a round number for investing. Mr. Levine requested authorization to move \$21,000.00 from reserves to that account to make an even \$400,000 to invest.

The motion to approve the Director transferring \$21,000 to the VRS Unfunded Liability account was made by Mr. Baker. The motion was seconded by Mr. Compton and approved by a recorded roll call vote of the Authority as follows:

Mr. Asbury	<u>yes</u>	Mr. Kirkner	<u>yes</u>
Mr. Baker	<u>yes</u>	Mr. Starnes	<u>yes</u>
Mr. Compton	<u>yes</u>	Mr. Sweet	<u>yes</u>
Mr. Fijalkowski	<u>yes</u>	Mr. Helms	<u>yes</u>

Mr. Levine presented the Engineering Section of the Agenda.

Ingles Mountain – Mr. Asbury asked what the improvements to gas monitoring system will entail. Mr. Rupe reported that the flare has been an issue for some time. The flare cannot burn constantly, and the system had been manual requiring staff to visit the site and turn flare on and off. The work will include equipment to automate the process. All the parts have been received. Mr. Rupe noted that at times the gas concentration was as much as fifty percent but that it dissipated quickly. August 29 is the scheduled date for work.

NRSWMF – Mr. Tew reported that Area D CQA had been submitted to DEQ approximately one and a half weeks ago.

West Fork – Mr. Tew reported that WSSI would be on site August 3 and 4 to map invasive species on the site.

Mr. Sweet requested to discuss Bylaws and compensation again. Mr. Sweet asked about the auditor's opinion regarding the Authority paying member jurisdictions for board members serving on NRRRA's Board. Staff and legal counsel met by phone with the auditor and posed the questions the Board had asked at the May meeting regarding compensation. Mr. Estes noted that the Member Agreements are contracts and are very clear regarding compensation of member jurisdiction employees. The Authority is not in a position where there can be compensation to employees. There is case law developed around the idea that if the Authority tried to do something indirectly that it is not allowed to do directly, the Authority is in violation of a contract. The auditor agreed. The Articles of Incorporation state that the Authority is not allowed to compensate member employees that serve on the Board. It is the choice of the member jurisdiction who they appoint to the Authority Board, whether it is an employee or a citizen or one of its Board members. From the legal side, the agreements are like contracts and the member jurisdictions are like shareholders and if there was a decision to take action that violated the terms of the agreement another member could bring litigation that there was a breach of fiduciary responsibility or fraudulent action by the Board. Mr. Estes noted that the auditor was very uncomfortable with the appearance of circumvention of the Articles and Agreements. Mr. Levine noted that the auditor did note that the amounts in question were not material. The auditor also noted that the action of paying the member jurisdiction would be addressed in a management letter.

Mr. Sweet stated that the added value of himself and Mr. Kirkner, (Mr. Levine noted the approximate amount was \$10,000 per year total) serving on the Board had approximately a cash value of \$10,000 per year and was a savings to the Authority. Mr. Levine noted that the amount of compensation for the Board is set annually by the Board.

Mr. Estes noted that the discussion with the auditor included Board compensation 1099's versus W-2's. Other localities and authorities process Board compensation a variety of ways. NRRA will continue to use W-2's.

The Chairman invited Public Comments.

No comments were presented.

Mr. Sweet noted that he wanted the Authority Board members and member jurisdictions to be aware that he had received an anonymous letter from an Authority employee regarding certain elements of the Authority. Mr. Sweet stated, "I want the record to reflect that if the letter came from an Authority employee that the employee can come to me in confidence, in person. I will protect your confidentiality and protect your employment with the Authority to the best of my ability". Mr. Sweet stated he had shared the letter with Mr. Compton and Mr. Helms. Mr. Baker interjected that the letter should be shared with the entire Board not just a few Board members. Mr. Estes agreed. Mr. Baker stated that it was not the appropriate way to address the matter. Mr. Estes stated that the Board had just adopted updated Personnel Policies and it contained grievance procedures and that complaints should be directed through HR that offers confidentiality and that Board members should not be involved in personnel matters. Mr. Sweet stated that he did not ask to be involved that he received the letter. The Chairman will provide a copy of the letter to all Board members and the Chairman would work with legal counsel on addressing the allegations

The meeting was adjourned by consensus.

The meeting adjourned at 1:05 pm.

The next scheduled meeting of the Authority is scheduled for Wednesday, August 24, 2022, 12:00, NOON at 7100 Cloyd's Mountain Road.

Respectfully Submitted,


Marjorie W. Atkins
NRRA Recording Secretary

Approved at 08/24/22 Board Meeting.


Barry Helms, Chair

**AMENDED AND RESTATED
BYLAWS OF THE
NEW RIVER RESOURCE AUTHORITY**

Effective July 27, 2022

Last revised 2022

Article I. BOARD OF DIRECTORS

Section 1.01 Membership. The Board of Directors of the New River Resource Authority (the "Authority") shall consist of eight (8) members ("Board Members" or "Directors") as appointed, including such designated alternates ("Alternates"), by the various political member jurisdictions and subdivisions ("member jurisdictions") comprising the Authority, reference being made to the Articles of Incorporation on file with the State Corporation Commission, regarding the Director's terms and manner of appointment and reappointment.

Section 1.02 Offices. The principal office of the Authority shall be the administrative offices of the Authority, 7100 Cloyd's Mountain Road, Dublin, Virginia 24084.

Section 1.03 Books and Records. All of the books and records of the Authority shall be kept at the principal office, except as may otherwise be required by the Authority for the conducting of business.

Section 1.04 Definitions. Terms used in these Bylaws shall be defined as follows:

- (a) "Annual Meeting" shall be the first meeting of each calendar year.
- (b) "Authority" shall mean the New River Resource Authority.
- (c) "Board" shall mean the Board of Directors appointed to supervise the Authority.
- (d) "Executive Director" shall mean the person appointed or otherwise hired to manage the day-to-day operations of the Authority's facilities, administer, and maintain the books, finances and records of the Authority and otherwise supervise and perform all other duties as required by the Board.
- (e) "Fiscal Year" shall mean, unless otherwise noted, a one-year period beginning July 1 and ending the following June 30, and the fiscal year of the Authority shall be such year.

Section 1.05 Compensation. Provided it is consistent with state law, the members of the Board may receive compensation and reimbursement of expenditures as from time to time approved by the Board. Per the Articles of Incorporation, any Board member who is a full-time, salaried employee of a member jurisdiction of the Authority shall not be entitled to compensation or reimbursement of expenditures by reason of membership in the Authority.

Article II. OFFICERS

Section 2.01 Positions. The officers of the Authority shall be Chairman, Vice Chairman, Secretary and Treasurer. The offices of Secretary and Treasurer are combined and designated as Secretary-Treasurer and are referred to as "Secretary" for purposes of, and duties as set forth in, these Bylaws. The Board shall appoint an Assistant Secretary as set forth in Section 2.06 and may also appoint such other positions as in its judgment it deems necessary or appropriate. The office holders of Assistant Secretary and such other positions need not be Directors.

Section 2.02 Elections. The Directors elect from their membership a Chairman and a Vice Chairman, and Secretary-Treasurer. Such officers shall serve for a term of two years from and after the date of their election, or until their successors are elected and duly qualify at each odd year Annual Meeting or as soon thereafter as practicable. Any Assistant Secretary is appointed by the Board from the staff of the Authority and serves as such officer to the Board at the pleasure of the Board; provided that such designation as an officer does not have an effect on such designee's employment with the Authority.

Section 2.03 Chairman. The duties of the Chairman shall be to preside at meetings of the Board, to prepare, or to have prepared, the agenda for any and all meetings, and to make a copy of the said agenda available to the secretary for the purpose of providing adequate notice of special meetings as hereinafter provided; to call special meetings; to call special elections; to sign, with the secretary or any other proper officer of the Authority thereunto authorized by the Board, any documents or instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer, or shall be required by law to be otherwise signed or executed; and in general shall perform duties of the office of the Chairman and such other duties as may be prescribed by the Board from time to time. The Chairman shall have an equal vote with the other directors.

Section 2.04 Vice Chairman. The duties of the Vice Chairman shall be to preside at meetings on the request of the Chairman, or in the absence of the Chairman; and in case of the death or resignation of the Chairman shall become Chairman for the remainder of the term for which the Chairman was elected. In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restriction upon the Chairman. The Vice Chairman serves as the Human Resources Liaison for the Board. The Vice Chairman shall perform such other duties as may be assigned by the Board from time to time.

Section 2.05 Secretary-Treasurer or Secretary. The Secretary shall be authorized to sign, with the Chairman or any other proper officer of the Authority thereunto authorized by the Board, any documents or instruments which the Board has authorized to be executed; to see that all notices are duly given as required by these Bylaws, by the Board of Directors or by operation of law; call meetings of the Board of Directors to order in the absence of the Chairman and Vice Chairman and thereupon to conduct an election for a temporary presiding officer for that meeting; and in general to perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 2.06 Assistant Secretary. An Assistant Secretary shall be responsible for the preparation of the minutes of the meeting of the Board, kept in a record book and made available for public inspection as herein provided; to have custody of all important records of the Authority; to keep suitable records of all financial transactions of the Authority; to provide oversight of an annual audit of such records; to make available such records for the public inspection at reasonable times and during each annual audit; to have custody of the seal of the Authority and to see that the seal of the Authority is affixed to all documents instruments, the execution of which on behalf of the Authority under its Seal is duly authorized by the Board in the absence of the Secretary. The Assistant Secretary shall be authorized to sign, with the Chairman or any other proper officer of the Authority thereunto authorized by the Board, any documents, or instruments which the Board has authorized to be executed. In the absence of the Assistant Secretary at a meeting, the Chairman shall appoint a staff member to be responsible for the preparation of minutes for that meeting.

Section 2.07 Executive Director. The Executive Director reports directly to the Board, is responsible for the day-to-day operations of the Authority; implements the policies and directives of the Board; and in general, performs all duties necessary to the position. He shall execute and enforce all orders and resolutions adopted by the Board and perform such duties as may be delegated to him by the Board.

Section 2.08 Vacancies. Any vacancy occurring in a Director-filled 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. In the event of a vacancy of the Assistant Secretary position, the Chairman will appoint a replacement to fill the vacancy upon recommendation of the Executive Director at the next regular monthly meeting following the vacancy.

Article III. MEETINGS

Section 3.01 Quorum. Five (5) members of the Board of Directors shall constitute a quorum of the Board for the purpose of conducting business and exercising its powers, and for all other purposes, except that no facilities or assets owned by the Authority shall be leased, encumbered, pledged or disposed of in any manner without a majority vote of the Board of Directors in attendance. No vacancy in membership of the Board shall impair the right of quorum to exercise all the powers and perform all the duties of the Board.

Section 3.02 Alternates. Concurrent with the term of the corresponding Board member; alternate Board members may be selected by the member jurisdictions of the Authority. Such alternates shall be selected in the same manner and shall have the same qualifications as the Board members and shall serve the same term as the Board member. Alternates are the only designated replacement for the respective Board member. Alternates cannot replace a Board member once a quorum has been established in a meeting. In the case of resignation of an alternate, the member jurisdiction of the alternate may select a replacement alternate and shall duly notify the Authority of the new alternate, serving the remainder of the original alternate's term. Member jurisdictions should give at least 24-hours advance notice to the Chairman or the Assistant Secretary of an alternate attending a meeting of the Authority or serving in the stead of a Board member on a continuing basis.

Section 3.03 Time frames and Notice. At or before the Annual Meeting, the Executive Director shall prepare a proposed schedule of regular meetings for the year. Upon adoption of a schedule of regular meetings, no further notice to the Board members will be necessary for such meetings. Called or special meetings of the Board shall be held upon the call of either (i) the Chairman or Vice Chairman acting in his/her stead or (ii) three (3) directors, directed to each of the remaining members of the Board. Whenever any three (3) directors, not including the Chairman, request a special meeting, they shall provide the Secretary and Assistant Secretary with a statement of the business to be considered for the purpose of providing adequate notice. Unless an emergency or similar event prevents notice as set forth herein, except as hereinafter provided, notices of meetings shall be in writing, and shall be mailed or delivered to respective members of the Board not later than five (5) days prior to any meeting to the address of each Director as provided to the Assistant Secretary. Members may elect to receive all notices solely by email. Meetings may be held at any time pursuant to waiver of notice thereof, and attendance by a director at any meeting presumes waiver of notice.

Section 3.04 Place. All meetings of the Board are to be held in the administrative offices or onsite of the Authority's facilities unless otherwise approved by the Board. If the administrative offices are unavailable, meetings may be held at any place and at any time within the boundaries of the Authority's member jurisdictions or elsewhere at the discretion of the Board.

Section 3.05 Order of Business. The order of business conducted at any regular meeting of the Board shall be:

- (a) Call to Order and Roll Call
- (b) Approval of the Agenda
- (c) Approval of Minutes
- (d) Old Business
- (e) New Business and Administrative Items
 - 1. Items of Consent
 - 2. Administrative Items
 - 3. Reports
- (f) Public Comments
- (g) Adjourn

The Board of Directors may enter a closed session in accordance with the Virginia Freedom of Information Act. Any formal action by the Board of Directors shall be taken in open session.

Section 3.06 Public Comment. The Board may establish at its Annual Meeting time limitations on public comments.

Section 3.07 Preservation of Order. At meetings of the Board, the Chairman shall preserve order and decorum. The Chairman shall have the following powers:

- (a) To rule motions in or out of order, including any motion not germane to the subject under discussion or patently offered for obstructive or dilatory purposes.
- (b) To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks and to entertain and rule on objections from other members on this ground.
- (c) To entertain and answer questions of parliamentary law or procedure.
- (d) To call a brief recess at any time.

- (e) To address matters of public health and safety arising during a meeting, such as non-compliance with emergency declarations and meeting requirements consistent with state law.
- (f) To adjourn in an emergency.

Section 3.08 Procedure. Unless otherwise provided, in all matters of parliamentary procedure not specifically governed by these Bylaws, Robert's Rules of Order shall be parliamentary authority in all meetings of the Board.

Section 3.09 Minutes. The Assistant Secretary shall prepare minutes of each meeting that shall be presented in advance of the Board's next subsequent regular meeting. The Board shall consider for approval the minutes of the previous regular meeting and special meetings at its next regular meeting. When approved, all minutes shall be signed by the Secretary and the Presiding Officer of the particular meeting.

Article IV. COMMITTEES

Section 4.01 Standing Committees. There is established two (2) standing committees; the Audit and the Budget committees. The Audit and Budget committee members must currently be on the Authority Board and may not serve on both committees concurrently. Members may serve no more than two consecutive terms on either committee. The term for both committees is one year. Annual elections for committees will be at the July Board meeting. Members must be nominated and elected by a majority of Board votes. Member jurisdictions may have only one representative on a committee. In case of a vacancy on a committee during the year, consistent with other provisions set forth herein, the Chairman shall appoint a replacement to serve on the committee until the remaining term of the vacant position is filled by vote of the Authority Board.

Section 4.02 Additional Committees.

a. Establishment. The Chairman may, with the advice and consent of the Board, appoint other committees as may be deemed appropriate to carry out the interests and purposes of the Authority. The Chairman shall appoint the chair of each committee.

b. Quorum. Committees shall be constituted by three (3) members of the Board and a quorum, unless waived by all committee members, shall be three (3) members. In the absence or unavailability of any member of a committee, the Chairman may appoint a Board member to act on such committee *pro tempore*, and such appointment shall be recorded in the record book of the Authority.

c. Meetings. Meetings will be held by notice as directed by the Chairman or by unanimous consent of the committee members.

d. Minutes. Committees shall keep minutes of its meetings, which shall be preserved along with the minutes of the Board.

Section 4.03 Human Resources Liaison. The Vice Chairman serves as a Human Resources Liaison and shall meet at least annually with the Office Manager to review the Personnel Policies and other personnel related procedures to ensure compliance with related State and Federal Laws. Further, proposed changes to these policies will be vetted for Board consideration through the Human Resources Liaison. The Vice Chairman will serve in this capacity for the duration of the term as Vice Chairman.

Section 4.04 Audit Committee. Two Board Members and the Chairman will meet with auditors during the audit report preparation and before the presentation of the report to the full board.

Section 4.05 Budget Committee. Three Board members will meet with the Executive Director during the budget preparation process and at least one time before the final draft budget is presented to the full Board.

Article V. FINANCIAL OVERSIGHT

Section 5.01 Audit Committee. The Audit Committee will meet with auditors during the audit report preparation and before the presentation of the report to the full board. The auditor will be provided with the names and contact information of the Audit Committee upon their election to the Committee. The Committee will meet with the auditors upon their request. The purpose of the Audit Committee is to represent and assist the Board in its general oversight of the Authority's accounting processes, audits of the financial statements, and internal control and audit functions.

Section 5.02 Budget Committee. The Budget Committee will meet with the Executive Director during the budget preparation process and at least one time before the final draft budget is presented to the full Board at the regularly scheduled January meeting each year. The Committee will adopt and report on the proposed budget for consideration by the full Board. The purpose of the Budget Committee is to provide financial oversight for the Authority, including budgeting and expenditure, financial planning, investment, rate setting and financial reporting.

Section 5.03 Bonds and Insurance. The Board shall cause fidelity bonds to be issued covering each of its officers and employees who receive or disburse Authority funds in amounts deemed by it to be adequate and shall secure such casualty and liability insurance coverage as the Board deems necessary.


Article VI. CORPORATE SEAL

Section 6.01 Seal. The seal of the Authority shall be circular and shall have inscribed thereon, within and around the circumference, the following: "NEW RIVER RESOURCE AUTHORITY" and in the center shall be the word "SEAL".

Article VII. AMENDMENTS

Section 7.01 Amendment. These Bylaws may be amended to the extent such amendments are not inconsistent with the agreement by a majority vote of the members of the Board. Any proposed amendment, repeal, or alteration, in whole or in part, of these Bylaws shall be presented in writing 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 special meeting called for that purpose. At the subsequent meeting such proposal shall be subject to further consideration and amendments germane to the section or sections affected by such proposal and shall thereafter be acted upon.

The foregoing Bylaws were presented and adopted at the regular meeting of the Board of Directors of the New River Resource Authority on the 27th day of July, 2022.



Barry Helms, Chairman

Attest:

Marjorie W. Atkins
Assistant Secretary