

BYLAWS

BOARD OF DIRECTORS OF THE SOUTHSIDE NETWORK AUTHORITY

In order to ensure the orderly and efficient transaction of public business at meetings of the Board of Directors of the Southside Network Authority, to protect the rights of all members of the Board to speak and to ensure that the will of the majority is done, and to ensure transparency of its decisions and operations and compliance with the Virginia Freedom of Information Act, the Board adopts the following bylaws.

I. OFFICERS

The Board of Directors shall, at its first meeting of each calendar year, elect its officers, who shall serve terms of one year, and may succeed themselves. It shall have a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice-Chair must be voting members of the Authority Board of Directors. The Chair shall preside at all meetings of the Board of Directors, but in the event the Chair is absent or unable to preside, the Vice-Chair shall preside. In the event neither the Chair nor Vice-Chair is present, the remaining members of the Board of Directors shall elect one of their number to serve as chair *pro tempore*. The Secretary shall be responsible for taking minutes of the proceedings. The Treasurer shall be responsible for keeping the financial records of the Authority. The Secretary and Treasurer need not be voting members of the Board of Directors, and the offices may be combined.

II. SECRETARY

The Executive Director shall be the Secretary of the Board of Directors. The Secretary shall be the custodian of the minutes and records of the Authority, which shall be open to public inspection during business hours. The Secretary may designate one or more assistants to assist him or her in carrying out the duties of the Secretary.

III. QUORUM & VOTING

Each member locality shall be entitled to a single vote on all matters coming before the Authority, unless otherwise provided by law. Such vote must be cast by the voting member, if he or she is present, or the alternative member, if the voting member is not present. At least one member, voting or alternate, from three of the five member localities shall constitute a quorum for the transaction of business, unless otherwise provided by law, bylaw, or contract. A majority vote of a quorum shall prevail on all questions, unless otherwise provided by law, bylaw, or contract. A tie vote on a motion fails. In the event of a tie vote, such that no action can be taken, the item shall be carried over until the next meeting of the Board of Directors, if permitted by law; if not permitted, the motion shall fail. Debate may not be closed over the objection of any member without a two-thirds vote.

IV. AGENDA

The Secretary shall prepare and make available to each member of the Board a detailed proposed agenda at least three calendar days before each regular meeting of the Board of Directors. The agenda may be amended by a majority vote at any regular meeting.

It is the responsibility of each Board member to notify the Secretary of any matter he or she wishes to place on the agenda.

V. PUBLIC HEARINGS AND CITIZENS' COMMENT

The Board of Directors shall have a citizens' comment period at each meeting, and shall have a public hearing when required by law or so ordered by the Board of Directors. Public hearings scheduled for a particular time take precedence over all other matters on the agenda. The following rules shall apply:

- (1) Prior to each meeting at which citizens' comment or a public hearing is scheduled, a signup sheet shall be placed on a table conspicuously placed near the door to the room in which the meeting will be held.
- (2) The chair will read the names off the signup sheet, and the persons shall be recognized to speak in the order in which they signed up. Once all speakers who have signed up have been recognized and completed their speeches, the chair shall call for speakers from the floor who may rise to be recognized by the chair.
- (3) When each speaker is recognized, he or she shall rise, if able, to speak and identify themselves by name and by approximate area of residence (the exact address is not necessary). No person may speak who is not recognized by the chair. Speakers may speak for up to three (3) minutes. Speakers must address the chair, and speakers may not converse with other members of the Board of Directors or the audience. Any member of the Board of Directors may direct one or more questions to a speaker, another director, or to staff or consultants, and the chair shall give a reasonable extension of time to a speaker who has been interrupted by questioning.
- (4) Speakers may speak on any matter relating to the Authority during a Citizens' Comment period. Speakers' remarks at public hearings must be germane to the topic of the public hearing. Speakers must not be obscene, abusive, or profane in their remarks.

Prior to opening a public hearing, staff or consultants shall normally be given time to introduce a topic. If the matter arises out of a petition of a particular person, that person shall be given no more than 15 minutes in which to present their position after staff or consultants have introduced the matter but prior to the public hearing being opened. The chair may administer oaths to persons wishing to speak when appropriate.

VI. RULES OF ORDER

As to matters not addressed in these bylaws, in the Authority's Articles of Incorporation, or Virginia law, the deliberations of the Board of Directors shall generally be governed by Robert's Rules of Order, 11th Edition, as modified for small boards and following prevailing customs and usages. The chair may vote and may make and second motions. A motion need not be pending in order for staff to make presentations and Board members to ask questions or clarify issues preparatory to making a motion relating to an item that is properly before the Board on its adopted

agenda. The Authority's legal counsel and its Secretary are its parliamentarians, and the chair may consult them as to any procedural matter. In the first instance, the ruling of the chair on any procedural matter shall be final unless promptly challenged before any further motion is made and recognized or agenda item is called by the chair. Upon challenge by any member, the Board shall immediately proceed to a vote on the challenge without need of a second. A majority vote shall overrule the procedural ruling of the chair.

VII. SPECIAL MEETINGS

Special meetings may be called by the Chair or by any two voting Board members. Upon receipt of such a request, the Secretary shall notify the other Board of Directors members, legal counsel, and the media and public as set forth in the Freedom of Information Act. The notice of meeting shall set forth the topics to be considered at the special meeting, and no other topic may be discussed or considered.

VIII. INCLEMENT WEATHER

If the Chair, or the Vice-Chair if the Chair is unable to act, finds and declares that the weather or other conditions are such that it is hazardous for the board members to attend a regular meeting, the regular meeting shall be continued until the next business day. Such conditions shall be communicated to the members of the Board and the media as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required except as required by the Freedom of Information Act.

IX. ELECTRONIC MEETINGS

Provided that a quorum is physically present at one place that is open to the public and arrangements have been made for all persons to be able to hear one another speak, the Board of Directors may allow members to participate in meetings electronically under the provisions of this section.

On or before the day of a meeting, a member of the Board must notify the Chair that:

- a. Such member is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance; or
- b. Such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. Participation by a member pursuant to this subdivision is limited each calendar year to two meetings.

The Secretary shall record in its minutes the remote location from which the member participated and the reason why the electronic participation was authorized.

The Board may meet by electronic communication means without a quorum physically assembled at one location when the Governor has declared a state of emergency, provided that (i)

the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to address the emergency. In such circumstance, the Board of Directors shall:

- a. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body conducting the meeting;
- b. Make arrangements for public access to such meeting; and
- c. Otherwise comply with the provisions of this section.

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes.

X. COMMITTEE OF THE WHOLE

A committee of the whole meeting, generally called a “work session,” may be held at which members of the Board and, if invited, staff, consultants, and stakeholders may participate in open, conversational discussion. Formal votes on motions should be made following coming to order out of the committee of the whole.

XI. CLOSED SESSION

Closed sessions shall be held as provided in the Virginia Freedom of Information Act.

XII. AMENDMENTS; SUSPENSION

These rules may be amended by a majority vote of the Board of Directors. No amendment may be voted on until the meeting next following the motion to amend. These rules may be suspended at any time by a unanimous vote of the Board.