

**BY-LAWS  
of the  
MIDDLESEX WATER AUTHORITY**

**ARTICLE I – FORMATION**

The Middlesex Water Authority (the “Authority”) was created by ordinance adopted by the Middlesex County Board of Supervisors on June 10, 2014 and by charter issued by the SCC on July 9, 2014.

**ARTICLE II – THE AUTHORITY**

**Section 1. Name of the Authority.** The name of the Authority shall be “Middlesex Water Authority”, hereinafter referred to as the “Authority”.

**Section 2. Seal of Authority.** The seal of the Authority shall be as adopted by the Authority.

**Section 3. Office of the Authority.** The principal office of the Authority shall be 44 Oakes Landing Rd, Saluda Va. 23149. The Authority Board may designate new or additional offices at such other places and at such times as the affairs of the Authority may from time to time require.

**ARTICLE III – MEMBERS**

The members of the Authority shall be designated by the Middlesex County Board of Supervisors, identified in the Articles of Incorporation, or in any Articles of Amendment thereto.

**ARTICLE IV – AREA OF OPERATION**

The area of operation of the Authority shall be the County of Middlesex, Virginia. The Authority shall further, subject to the powers and limitations of the Virginia Water and Waste Authorities Act, Section 15.2-5100 *et seq* of the Code of Virginia of 1950, as amended, operate

principally within Middlesex County's established Water and Wastewater Service Areas, hereinafter referred to as the "Service Areas", as adopted by the Board of Supervisors. Water service or systems to be extended beyond the established Service Area shall first be approved by the Board of Supervisors of Middlesex County. Further, the Authority may operate within the incorporated limits of the Town of Urbanna at the request of the Town Council.

#### **ARTICLE V – AUTHORITY BOARD**

The powers of the Authority shall be vested in its Authority Board. There shall be five (5) Authority Board members, all of whom shall be appointed in the following manner:

One (1) Authority Board members shall be appointed from the Middlesex County Board of Supervisors, each having a staggered term, and four (4) At-Large Authority Board members from the general citizenry of the County shall be appointed by the Middlesex County Board of Supervisors, three of which will have a staggered term.

The term of office of the initial appointees to the Board of Directors, and of their successors, shall be as provided in the Authority's Articles of Incorporation and subsequent amendments thereto. If a vacancy occurs by reason of the death, disqualification or resignation of a Board member, the Middlesex County Board of Supervisor shall appoint a successor to fill the unexpired term.

#### **ARTICLE VI – OFFICERS AND DUTIES**

**Section 1. Officers.** The Board shall elect a Chairperson and Vice-Chairperson each of whom shall be an Authority Board member, and each of whom shall serve for a term of one (1) year which shall coincide with the fiscal year of the Authority. However, each shall hold office until his/her successor is elected. A Secretary and a Treasurer of the Board shall be appointed by

majority vote of the Authority Board, and they need not be a member of the Board but shall serve at the pleasure of the Board. The offices of Secretary and Treasurer may be combined.

**Section 2. Chairperson.** The Chairperson shall preside at all meetings of the Authority. Except as otherwise provided by resolution of the Authority, the Chairperson shall sign all contracts, deeds, and other instruments that may be authorized by the Authority. The Chairperson shall further have such powers as may be incidental or inherent with this office, or that may be specifically authorized by the Authority. At any such meeting of the Authority, the Chairperson shall submit such recommendations and information as such Chairperson may consider proper concerning the business, affairs, and policies of the Authority.

**Section 3. Vice-Chairperson.** The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and, in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall elect a new Chairperson.

**Section 4. Secretary and Treasurer**

The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Treasurer shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority shall select. The Treasurer shall sign all orders and checks for the payment of money and shall pay out and

disburse such monies at the direction of the Authority. Except as otherwise provided by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson or Vice-Chairperson. All persons authorized to sign checks and warrants for the authority, or otherwise handle Authority funds, shall first be duly bonded by a certified and licensed bonding company. The cost of such bonding shall be borne by the Authority and shall be in such amounts as determined by the Board. The Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting an account of the transactions and also an account of the financial condition of the Authority. The Treasurer shall give such bond for the faithful performance of his or her duties as the Authority may determine.

**Section 5. Election or Appointment.** The Chairperson and Vice-Chairperson shall be elected at a regular meeting of the Authority to be held not less than two (2) months prior to the end of the fiscal year. Terms of office shall be for one (1) year, beginning on the first day of the fiscal year, or until a successor is elected and qualifies. No member of the Authority, except the Secretary or Treasurer, shall hold the same office more than three (3) consecutive terms.

The Secretary and Treasurer shall be appointed by the Authority. Any person appointed to fill the office of Secretary or Treasurer shall be appointed for such term as the Authority may fix.

**Section 6. Vacancies.** A vacancy in any office shall be filled for the unexpired portion of the term by the Authority at any regular meeting or at a special meeting called for that purpose.

**Section 7. Additional Personnel.** The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Virginia Water and Waste Authorities Act and all other laws of the commonwealth of Virginia

applicable thereto. The selection and compensation of such personnel (including the Secretary and Treasurer) shall be determined by the Authority subject to the laws of the Commonwealth of Virginia.

The Executive Director of the Authority shall have direct supervision of all staff employees of the Authority as well as general day-to-day supervision over the administration of its business and affairs, subject to the Authority and direction of the Authority. He or she shall be charged with the management of the water and waste projects of the Authority.

## **ARTICLE VII – MEETINGS**

**Section 1. Regular Meetings.** The Authority shall have the power to set the dates, times, and places of regular meetings of the Authority which shall not be less frequent than six a year. At least one (1) meeting shall be held not less than two (2) months prior to the end of the fiscal year.

**Section 2. Special Meetings.** The Chairperson of the Authority or the Secretary may, when deemed expedient, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be mailed to the business or home address of each Board member of the Authority at least five (5) days prior to the date of such special meeting. Any Board member may waive, either prior or subsequent to any such meeting, in writing any such required notice. Presence at any such meeting, other than for the purpose of objecting to notice, shall be deemed a waiver of notice. At such meeting, no business shall be considered other than as designated in the call, except that if all of the Board members of the Authority are present at such special meeting, any business including business not prescribed in said notice may be transacted at such special meeting.

**Section 3. Quorum.** A majority of the Board members of the Authority shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes.

**Section 4. Manner of Voting.** The voting on all questions coming before the Authority shall be by voice vote, unless any Authority member requests a roll call. All actions taken by the Authority shall require a majority vote of all Board members.

**Section 5. Order of Business.** The regular meetings of the Authority, the following shall be the order of business.

1. Call to order
2. Statements from the public.
3. Approval of the minutes of the previous meeting
4. Review of financial statement
5. Report of the officers or staff
6. Report of committees
7. Unfinished business
8. New business
9. Adjournment

The order of business may be altered or suspended at a meeting by a majority vote of the Board members present. Parliamentary rules as established by Roberts Rules of Order for Small Boards shall govern when not otherwise in conflict with these by-laws.

### **ARTICLE VIII – COMMITTEES**

The Board may create standing committees and charge such committees with defined responsibilities on an ongoing basis. The Board will specify the number of persons to serve on each standing committee. The Board may from time to time create ad hoc committees to carry out specific assignments, the members of which shall serve at the will and pleasure of the Board. Standing committees shall be for the period of July 1<sup>st</sup> to June 30<sup>th</sup> or for the unexpired terms ending on June 30<sup>th</sup>. No more than two (2) members of the Authority may serve on any one

committee. Non-members may be appointed as may any adult citizen who resides in the county or service area.

#### **ARTICLE IX – AMENDMENTS**

The by-laws of the Authority may be amended or repealed, in whole or in part, at any meeting of the Authority by an affirmative vote of two-thirds (2/3) of all Board members at any duly established or called meeting of the Authority. Notice of all amendments must be e-mailed or delivered to the Board members at least thirty (30) days prior to such meeting.

#### **ARTICLE X – COMPENSATION**

Each Board member of the Authority shall be reimbursed for travel outside Middlesex County and other expenses in accordance with policies established for staff expenditures.

#### **ARTICLE XI – GENERAL POWERS OF THE AUTHORITY**

The Authority shall have all the powers, duties and responsibilities of the Virginia Water and Waste Authorities Act under Title 15.2 of the Code of Virginia of 1950, as amended.

#### **ARTICLE XII – FISCAL YEAR**

The fiscal year of the Authority shall be from the first day of July to the thirtieth day of June, inclusive.

#### **ARTICLE XIII – INCONSISTENCY OR CONFLICT WITH TITLE 15.2**

In the event that any provision of these by-laws is inconsistent with or in conflict with Title 15.2 of the Code of Virginia of 1950, as amended, said statutory provision or provisions shall be deemed to apply and supercede any such inconsistent or conflicting provision or provisions of any by-law or by-laws.

#### **ARTICLE XIV – CONSISTENCY WITH ARTICLES OF INCORPORATION**

No provision of these by-laws shall be inconsistent with the Authority's Articles of Incorporation or Articles of Amendments.

Revised and adopted by the following vote of the Middlesex Water Authority on September 18, 2014:

Elizabeth Hurd	aye
Janet Riggs	aye
Carlton Revere	aye
Greg Chambers	aye
Michael Reed	aye