



BY-LAWS
JEFFERSON COUNTY DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1. Name: Jefferson County Development Authority, hereinafter referred to as the “Authority.”

Section 2. Place of Business: The principal office of the Authority shall be located in Jefferson County, West Virginia.

ARTICLE II
PURPOSE AND COMPLIANCE WITH APPLICABLE LAWS

Section 1. General: The Authority is not organized for profit but is organized exclusively for the purposes set forth in House Bill No. 367 enacted by the 1963 Session of the West Virginia Legislature and now a part of the General Laws as Article 12 of Chapter 7 of the Code of West Virginia.

Section 2. Purpose: The purposes for which the Authority is created are to promote, develop and advance the business prosperity and economic welfare of Jefferson County, its citizens and its industrial complex; to encourage and assist through loans, investments or other business transactions in the locating of new business and industry within the county and to rehabilitate and assist existing businesses and industries in the county; to stimulate and promote the expansion of all kinds of business and industrial activity which will tend to advance business and industrial development, maintain the economic stability of the county, provide maximum opportunities for employment, encourage thrift, and improve the standard of living of the citizens of the county; to cooperate and act in conjunction with other organizations, federal, state, or local, in the promotion and advancement of industrial, commercial, agricultural, and recreational developments with the county; and to furnish money and credit, land and industrial sites, technical assistance and such other aid as may be deemed requisite to approved and deserving applicants for the promotion, development and conduct of all kinds of business activity within the county. (W. Va. Code § 7-12-2).

Section 3. Powers of the Authority. The Authority shall have all of the powers given by the West Virginia Code § 7-12-1 *et seq.*

Section 4. Liberal Construction of By-Laws: It is the purpose of the Authority to provide for promotion, development and advancement of the business prosperity and economic welfare of Jefferson County, its citizens and its industrial complex, and these by-laws shall be liberally construed as giving the Authority full and complete power reasonably requested to give effect to its purpose described above. (W.Va. Code § 7-12-15).

Section 5. Compliance with Applicable Laws: The Authority shall observe and comply with all applicable local, state and federal laws, including, but not limited to the requirements of Chapter 7, Article 12 of the Code of West Virginia as amended. If a conflict arises between the provisions of these by-laws and the applicable West Virginia Code provision, the West Virginia Code provision shall govern. If any article, section or provision of these by-laws is held to be unconstitutional, all the remaining articles, sections and provisions shall nevertheless remain valid.

**ARTICLE III
MANAGEMENT AND MEMBERSHIP OF THE AUTHORITY**

Section 1. Membership: Management and control of the Authority, its property, operations, business and affairs, shall be vested in a board of not fewer than twelve (12) and not more than twenty-one (21) persons who shall be appointed by the Jefferson County Commission and be known as members of the Authority. Each member of the Authority shall be appointed to at least one standing committee. (W.Va. Code § 7-12-3)

Section 2. Appointment of Members: The Jefferson County Commission shall appoint one member to represent the County Commission on the Authority board and, for each municipality located within the county, the County Commission shall appoint one member to represent the municipality. The city and town Council of each municipality located within the county shall submit to the County Commission the names of three persons, one of whom the County Commission shall appoint to be the municipality's representative on the board. Other members of the board shall be appointed by the County Commission and shall include representatives of business, education, industry and labor. Other persons, firms, unincorporated associations, and corporations, who reside, maintain offices, or have economic interests, as the case may be, in Jefferson County, shall be eligible to participate in and to request the County Commission to appoint members to the Authority. Members can also be drawn from citizens of a county contiguous to Jefferson County regardless of their state of residence. (W.Va. Code § 7-12-3 and § 7-12-4)

Section 3. Term of Members: Members shall be appointed for a term of three years. A member may be reappointed for such additional term or terms as the County Commission may deem proper. If a member resigns, is removed or for any other reason membership terminates during the member's term of office, a successor shall be appointed by the County Commission to fill out the remainder of the member's term. Members in office at the expiration of their respective terms shall continue to serve until a successor has been appointed and has qualified. (W.Va. Code § 7-12-3)

Section 4. Compensation of Members: No member of the Authority shall receive any compensation, whether in formal salary, per diem allowance or otherwise, in connection with his or her services as a member. Each member shall, however, be entitled to reimbursement by the Authority for any necessary expenditures in connection with the performance of his or her general duties as a member. (W.Va. Code § 7-12-5)

Section 5. Conflict of Interest: No person shall be disqualified from serving as a member of the Authority solely as a result of the person's employment with a particular business, including without limitation employment with a public utility company or bank. However, whenever a conflict of interest arises between the Authority and the member's employer, then the member must recuse himself or herself from any vote, discussion or other activity associated with the Authority or its members that created the conflict of interest. (W.Va. Code § 7-12-4 and § 7-12-5)

Section 6. Resignation or Removal of Members: If a member of the Authority resigns, the Secretary of the Authority shall immediately notify the County Commission, and request the appointment of a qualified person to fill the vacancy left by the resigning member. The County Commission may at any time remove any member of the board by an order duly entered of record and may appoint a successor member for any member so removed. (W.Va. Code § 7-12-3)

Section 7. Vacancies: If requested so to do, the members shall recommend to the County Commission the names of qualified persons for appointment to fill either pending or existing vacancies in the membership of the Authority.

Section 8. Attendance: If any member fails to attend three (3) regular consecutive meetings of the Authority without an acceptable excuse, the Executive Committee, with the concurrence of the board, may recommend to the County Commission that the offending member be removed from the board and a successor member appointed.

**ARTICLE IV
MEETINGS OF THE AUTHORITY MEMBERS**

Section 1. Time and Place: The Authority members shall meet on the third Tuesday of each month, at 3:00 p.m., at the offices of the Jefferson County Development Authority, or at a place and time otherwise designated for the meeting. If the meeting day falls on a legal holiday, the meeting shall be held the following day or on another day designated.

Section 2. Quorum: A majority of the members of the Authority constitute a quorum and no action of the Authority shall be official unless authorized by a quorum at a regular or properly called special meeting. If a quorum is not present, those present may adjourn the meeting to a later date.

Section 3. Voting: Each member of the Authority present, either in person or by phone or video conference, shall have one vote at an Authority meeting.

Section 4. Special Meetings: Special meetings of the Authority may be called by the President or by at least two (2) members upon written request to the Executive Director.

Section 5. Meeting Notice: Notice in writing of each regular or special meeting of the Authority members shall be given to each member by the Secretary by sending the Notice to the last known post office address of the member, or by electronic mail or by facsimile, at least three (3) days before the date fixed for such meeting. The notice of any special meeting shall state briefly the purpose(s) of the meeting and the nature of the business to be transacted, and no purpose or business other than that stated in the Notice shall be discussed or transacted at the special meeting.

Section 6. Agenda: The Executive Director shall prepare and send to all members, at least three (3) business days before a regularly scheduled meeting date, and at least seven (7) calendar days before an irregularly scheduled meeting date, an agenda outlining the items to be discussed at the meeting. A member who wishes to include an item in the meeting agenda shall notify the Executive Director at least seven (7) calendar days prior to the regularly scheduled meeting date for the item to be included in the agenda. Any matter not disposed of at a meeting shall be included on the agenda of the next scheduled meeting.

Section 7. Meeting Format: The format for all regular meetings of the Authority members shall be as follows:

- I. Call to Order
- II. Determination of Members Present and Existence of a Quorum
- III. Public Comment Period
- IV. Review/Approve Minutes
- V. Review/Approve Treasurer's Reports
- VI. Member/Staff Reports
- VII. Committee Reports
- VIII. Unfinished Business
- IX. New Business

X. Director's Report

XI. Adjournment

Nothing in the above format precludes adding items to or deleting specific items from the agenda, including executive sessions as authorized or required by West Virginia law. Further, the Authority may, upon its own motion, revise the schedule of business for any meeting. Items not on the posted agenda are presented and placed on a subsequent agenda for action, unless the item requires immediate action because of an emergency situation, or where the need to take immediate action came to the attention of the Authority subsequent to the posting of the agenda.

All meetings shall be conducted according to Robert's Rules of Order and in accordance with the West Virginia Open Meeting Law. (W.Va. Code § 6-9A).

ARTICLE V CONFIDENTIALITY OF EXECUTIVE SESSION

Section 1: Executive Session: An Executive Session may be called upon a majority vote of the members for purposes of discussing such matters as are authorized to be discussed in Executive Session by public agencies pursuant to West Virginia Code § 6-9A-4. No member of the Authority shall disclose any information discussed in Executive Session to any individual, organization, or corporation. Anything discussed in open session is subject to public discussion and reporting. All matters before the Authority may be discussed by members of the Authority pursuant to the West Virginia Freedom of Information Act. (W.Va. Code § 29B)

ARTICLE VI OFFICERS

Section 1. Officers: The officers of the Authority shall be a President, Vice-President, Secretary, and Treasurer, each of whom must be a member of the Authority. The offices of Secretary and Treasurer may be served by the same person, as Secretary-Treasurer.

Section 2. Election of Officers: The officers of the Authority shall be elected each year by the members at the Authority's last regular meeting of the fiscal year, i.e., the June meeting, with officers to assume their duties the first day of the new fiscal year, i.e., July 1. The officers so elected shall serve until the next annual election by the membership and until their successors are duly elected and qualified and the officers may succeed themselves. Any vacancy occurring among the officers, except for the office of President, shall be filled by appointment from the membership by the President until the next regular or special meeting of the Authority, when the members will elect a replacement to serve until the next annual election.

Section 3. Nominating Committee: A nominating committee of three (3) members shall be appointed by the President no later than sixty (60) days prior to the annual election meeting. The report of the nominating committee shall be presented to the members at the regular monthly meeting preceding the annual election meeting. Nominees shall have consented to such nomination prior to the report of the nominating committee. Nominations may be made from the floor at the annual election.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 1. President: The President shall preside as chairman at all meetings of the membership of the Authority. He shall appoint all committees as recommended by the membership and shall be an ex-officio member of all committees. The President shall appoint all committees as recommended by the membership and shall, together with the secretary, sign the minutes of all meetings of members at which the President presides. The President shall attend generally to the executive business of the Authority and exercise such powers as may be conferred upon him or her by the members, by these by-laws, or as prescribed by law. The President shall execute, and if necessary acknowledge for record, any deeds, deeds of trust, contracts, notes, bonds, agreements or other papers necessary, requisite, proper or convenient to be executed by or on behalf of the Authority when and if directed by the members of the Authority.

Section 2. Vice President: If the President is absent or for any reason is unable to discharge any of the duties of the office then the same shall be discharged by the Vice-President or in the absence of the Vice-President, by any remaining officer.

Section 3. Secretary: The Secretary of the Authority shall be its recording officer and shall, when practicable, be present at all meetings of the members, and shall keep or cause to be kept a regular record of the proceedings of such meetings for preservation in a suitable book or books. The Secretary, together with the President, shall sign the minutes of the meetings at which they are present. The Secretary shall have charge of the minute book and custodian of deeds and other important writings and papers of the Authority and shall also perform such other duties as the office may have under the law or as may be conferred from time to time by the membership. Minutes of the meetings of the Authority may be transcribed by a person other than a member of the Authority, at the discretion of the Secretary.

Section 4. Treasurer: The Treasurer shall have general charge of the funds and monies of the Authority. Checks written from the Authority's account shall be signed by such person or persons as the membership from time to time prescribes. The Treasurer shall keep or cause to be kept proper and accurate books of accounts and receipts and vouchers for disbursement made by or through him or her and shall prepare and submit such reports and statements of the financial condition of the Authority as the members may from time to time prescribe, and shall perform such other duties as may devolve under the law or as may be conferred on him or her by the members of the Authority. Members of the Authority responsible for handling funds shall be bonded by the County Commission in accordance with an amount specified by the Authority. All funds shall be expended in accordance with the Authority's Financial Policies and Procedure Manual.

Section 5. Executive Director: The Executive Director shall devote himself entirely to the affairs of the Authority. He shall at all times be subject to the supervision of the members of the Authority in matters relating to the economic development of the County, and shall perform such duties as may be determined by the members, as long as they are associated with the affairs of the Authority.

Section 6. Disbursement of Authority Funds: The President, Vice-President, Secretary, Treasurer and Executive Director shall have the authority to receive and disburse funds of the Authority. No disbursement shall be made unless it shall have been authorized by two of these four officers. The Treasurer shall sign all disbursements, along with one other officer. In the event that the Treasurer is not able to sign for a disbursement, then any two of the remaining three officers may sign for such disbursement.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees: The standing committees of this Authority shall be as follows:

- Executive Committee
- Business Development and Marketing Committee
- Governmental and Legislative Affairs Committee
- Agriculture Development Committee

Section 2. Appointment of Committees: With the exception of the Executive Committee, all of the foregoing committees and committee members, shall be appointed by the President with the approval of the membership. The President may also appoint other ad hoc committees as necessary with the approval of the membership. Such ad hoc committees shall be dissolved at the completion of the specific purpose given the ad hoc committee. Committee chairpersons may appoint members to their committee who are not members of the Authority, subject to approval of the members of the Authority.

Section 3. The Executive Committee: The President, Vice-President, Secretary, Treasurer, Executive Director, and Chairpersons of each standing committee of the Authority shall serve on the Executive Committee. Except as otherwise specifically limited by a majority vote of the Board, the Executive Committee shall be responsible for the routine business of the Authority between the regular meetings of the members and shall have all the powers of the membership, subject to, however, to the ratification and approval or later rejection by the membership. It shall have general charge of the finances and property of the Authority and shall have authority to make disbursements for necessary and routine expenses, and may grant to any committee a reasonable amount of money needed for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Authority. The Executive Committee shall review issues that may or may not come before the members of the Authority and, if appropriate, make recommendations to the members concerning such issues.

Section 4. Business Development and Marketing Committee: It shall be the primary duty of the Business Development and Marketing Committee to develop strategies that encourage businesses to locate to Jefferson County and to assist existing businesses with efforts that attract jobs and foster growth in the community. The Committee will review and provide guidance on the Authority's business development and marketing strategies while ensuring that the Authority is appropriately targeting and effectively utilizing the opportunities that exist in the marketplace. The Committee will work to identify future opportunities to develop suitable industrial/business sites. The Committee shall have the duty to develop any and all projects toward economic improvement consistent with the West Virginia Code and deemed prudent by the Authority.

Section 5. Governmental and Legislative Affairs Committee: It shall be the primary duty of the Governmental and Legislative Affairs Committee to develop policies and act as liaison between the Authority and governmental/legislative bodies and in furtherance of the Authority's activities.

Section 6. Agriculture Development Committee: It shall be the primary duty of the Agriculture Development Committee to identify, develop and promote agriculture, and agriculture related business within the county.

**ARTICLE IX
FISCAL YEAR**

Section 1. Fiscal Year: The fiscal year of the Authority shall commence on July 1st of each year and continue through June 30th of the following year.

**ARTICLE X
AMENDMENTS**

Section 1. Amendments: These by-laws may be amended at any regular or special meeting of the Authority by a two-thirds vote of the entire membership; provided however, that written notice, sent in accordance with Article IV, Section 5, describing with particularity the proposed amendment, must be given to each member at least ten (10) days prior to the regular or special meeting at which the proposed amendment will be considered.

Section 2. Approval by County Commission: By-law changes shall be submitted to members of the Jefferson County Commission for their approval within ten (10) days after the adoption by the Authority.

**ARTICLE X
INDEMNIFICATION**

The Authority shall indemnify any past, present or future Executive Director, officer or employee of the Authority against claims arising from an act or omission of such past, present or future Executive Director, officer or employee within the scope of such individual's duties. Such indemnification shall include reasonable costs and expenses incurred in defending such claims. Nothing contained herein shall require the Authority to pay punitive damages or exemplary damages or damages arising from the commission of a crime by such individual, and the Authority shall not be required to provide for the defense or indemnification of such individual when the act or omission which caused the injury was the result of actual fraud, actual malice, gross negligence or willful misconduct of such individual, or in the event of a claim against such individual by the State of West Virginia or the Authority. The determination as to whether an individual's conduct falls within any of the above exceptions shall be made by the Authority, in consultation with the West Virginia Attorney General.

**ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this Authority, any and all funds and assets held by the Authority, after the payment of its obligations, shall automatically pass to and become the property of the County Commission of Jefferson County, West Virginia, to be used for such public improvements and other public purposes as said Commission shall deem proper.