

BYLAWS
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 in Jefferson County, West Virginia.

ARTICLE II
PURPOSE AND COMPLIANCE WITH APPLICABLE LAWS

Section 1. General: The Authority is organized under West Virginia Code §7-12 *et. seq.* and an order of the Jefferson County Commission dated February 15, 1979.

Section 2. Purpose: The purpose of the Authority is set forth in West Virginia Code §7-12-2, *Purposes.*

Section 3. Powers and Authorities. The Authority is assigned powers and authority by West Virginia Code §7-12 *et. seq.* and the Jefferson County Commission order of February 15, 1979.

Section 4. Compliance with Applicable Laws. The Authority shall observe and comply with all applicable local, state, and federal laws. If a conflict arises between the provisions of these bylaws and the applicable West Virginia Code, the West Virginia Code shall govern. If any article, section, or provision of these bylaws is held to be unconstitutional, all remaining articles, sections, and provisions shall nevertheless remain valid.

ARTICLE III
MANAGEMENT AND MEMBERSHIP OF THE AUTHORITY

Section 1. Membership. The management and control of the Authority, its property, operations, business, and affairs shall be lodged in a board of fifteen (15) persons.

Section 2. Appointment of Members. The Jefferson County Commission shall appoint voting members of the Authority. Voting members shall consist of representatives from each municipality in Jefferson County, one county commissioner, one representative from the Board of Education, and the additional eight representatives should include at least one representative from each of the following: business, industry, agribusiness, and labor.

All representatives except for the Jefferson County Public School Board of Education and the County Commission representatives will have terms expiring on April 5th. Municipalities should send nominations to the County Commission no later than March of the term year expiration for their respective municipality.

The County Commission representative's term will expire on January 1 every three years.

The Jefferson County Public School Board representative will have a term expiring on the second Tuesday in July every three years.

All members must be approved by the County Commission and sworn in by the County Clerk before they can make motions or vote in any Authority meeting or attend executive sessions.

Section 3. Term of Members. Members shall be appointed for a term of three years. A member may be reappointed for such additional terms as the County Commission may deem proper. Successors to vacant positions will serve out the positions' unexpired term before qualifying for a full, three-year term. Members in office at the expiration of their term shall continue to serve until a successor has been appointed and qualified.

Section 4. Resignation or Removal of Members. If a member of the Authority resigns, the Executive Director 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 remove any member of the board by an order duly entered of record and may appoint a successor member for any member so removed.

Section 5. Vacancies. If requested to do so by the County Commission, 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.

Section 6. Attendance. If any member fails to attend three (3) consecutive, regular 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 pm at the office of the Jefferson County Development Authority and virtually 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 another day designated.

Section 2. Quorum. A majority of appointed board seats (8) of the Authority constitute a quorum and no action of the Authority shall be official unless authorized by a quorum at a regular or special meeting.

Section 3. Voting. Each member of the Authority present, in-person or virtually, shall have one vote on each matter under consideration by the Authority.

Section 4. Special Meetings. Special meetings of the Authority may be called by the President or by at least two (2) members. Special meeting requests shall be made in writing to the Executive Director.

Section 5. Emergency Meeting. Emergency meetings may be called by the President for an imminent threat to public health or safety; an imminent threat of damage to public or private property; or an imminent material financial loss or other imminent substantial harm to a public agency, its employees, or the members of the public which it serves.

Section 6. Meeting Notice. Notice, a proposed agenda, and any supporting documentation shall be given to each member by the Executive Director. This notice shall be provided at least three (3) business days before a regularly scheduled meeting date, and at least seven (7) calendar days before a special meeting. In the instance of an emergency meeting, notice shall be provided as soon as practicable before the meeting and the meeting agenda and minutes must include the facts and circumstances of the emergency.

The meeting notice will also be provided to the Jefferson County Commission at the same time members are notified to be published in a practice consistent with Jefferson County Commission public meetings.

Section 7. Agenda. The Executive Director shall prepare and send the meeting agenda. A member who wishes to include an item on the agenda shall notify the Executive Director at least seven (7) calendar days before a regularly scheduled meeting.

Section 8. 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. Committee Reports
- VII. Old Business
- VIII. New Business
- IX. Director's Report
- X. Member Comment

XI. Adjournment

Nothing in the above format precludes adding items to or deleting specific items from the agenda, including but not limited to executive sessions as authorized by the West Virginia Open Meetings Act.

All meetings shall be conducted according to Robert's Rules of Order and in accordance with the West Virginia Open Governmental Proceedings Act.

ARTICLE V CONFIDENTIALITY OF EXECUTIVE SESSION

Section 1. Executive Session. An executive session may be called by a majority vote of the members present for purposes of discussing such matters as are authorized in executive session by public agencies pursuant to West Virginia Code § 6-9A-4, *Exceptions*.

Section 2. Confidentiality and Non-Disclosure Agreement. Prior to participation in any executive session, members must execute a confidentiality and non-disclosure agreement with the Authority. This agreement must be renewed every member term.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Authority shall be the President, Vice President, Secretary, and Treasurer. Each officer must be a member of the Authority. The same member may serve as both Secretary and Treasurer. In such instances, the officer will be the "Secretary-Treasurer."

Section 2. Election of Officers. Annually, all officers of the Authority shall be elected by the members at the Authority's June regularly scheduled meeting. Newly elected officers shall assume their duties on July 1 annually. Officers shall serve until the next annual election and until their successors are duly elected and qualified. Officers may be reelected for successive terms.

Section 3. Officer Vacancies. Any vacancy occurring among the officers shall be filled by a vote of the membership at the first available regular or special meeting of the Authority.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President. The President shall preside as chair at all meetings of the membership of the Authority. The President shall appoint all committee members and shall be an ex-officio member of all committees. The President shall attend to the executive business of the Authority and exercise such powers as may be conferred by the members, by these bylaws, and as prescribed by law. The President shall execute, and if necessary, acknowledge for the 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 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. The Secretary shall sign the minutes of the meetings. The Secretary shall have charge of the minutes, be the 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 law or as may be conferred from time to time by the membership. Minutes of the meetings of the Authority may be taken 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 the Authority 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 the Treasurer by members of the Authority.

Funds shall be expended following Jefferson County Commission Finance Policies and guidance of the West Virginia State Auditor.

Section 5. Executive Director. The Authority, with the support of the Jefferson County Commission, shall appoint an Executive Director to act as its chief executive officer, to serve at the will and pleasure of the Authority. The Authority, acting through its Executive Director, may employ any other personnel considered necessary and may appoint counsel and legal staff for the Authority and retain such temporary engineering, financial, and other consultants or technicians as may be required for any special study or survey consistent with the provisions of these bylaws.

The Executive Director shall provide for the day-to-day management of the Authority and make every attempt to advise and execute the wishes of the Authority.

The Executive Director shall annually prepare a budget to be submitted to the Authority for its review and approval prior to the commencement of each fiscal year's budget process. The budget shall contain a detailed account of all planned and proposed expenditures and revenue for the upcoming fiscal year, including a detailed list of employees by title, salary, cost of projected benefits, and total compensation.

Costs incidental to the administration of the Authority, including office expenses, personnel service expenses, and current expenses, shall be paid in accordance with the guidelines issued by the Authority and the Jefferson County Commission.

The Executive Director has no vote.

Section 6. Disbursement and Authorized Legal Signers of the Authority. The President, Vice President, Secretary, Treasurer, and Executive Director shall have the authority to receive and disburse funds and sign documents on behalf of the Authority. No disbursement or liability shall be made on behalf of the Authority unless it shall have been authorized by two of the five positions listed above. The Executive Director will be one of the signers except in the instance of a vacancy in the position. The Treasurer shall sign all disbursements, along with either the President, the Vice President, the Secretary, or the Executive Director. If the Treasurer is not able to sign a disbursement, then two of the remaining three officers may sign for such disbursement.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The Authority shall have the following standing committees:

1. Executive Committee
2. Business Development and Marketing Committee
3. Government and Legislative Affairs Committee
4. Agriculture Development Committee

The Executive Director shall provide advice and assistance to all committees.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Chairperson of each standing committee.

The Executive Committee 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 matters.

The Executive Committee meets on the second Tuesday of each month at 3:00 pm unless another time is approved and appropriately noticed.

Section 3. Business Development and Marketing Committee. The Business Development and Marketing Committee is tasked with developing strategies to encourage businesses to locate in Jefferson County and developing strategies to foster growth in the community through assisting existing businesses. The Committee will work to identify future opportunities to develop suitable industrial and 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.

The Business Development and Marketing Committee meets on the fourth Wednesday of each month at 3:00 pm unless another time is approved and appropriately noticed.

Section 4. Government and Legislative Affairs Committee. The Government and Legislative Affairs Committee is tasked with developing policies and acting as a liaison between the Authority and government and legislative bodies and in furtherance of the Authority's activities.

The Government and Legislative Affairs Committee meets on the second Thursday of each month at 3:00 pm unless another time is approved and appropriately notice.

Section 5. Agriculture Development Committee. The Agriculture Development Committee is tasked with identifying, developing, and promoting agriculture, and agriculture-related business with the County.

The Agriculture Development Committee shall meet on the first Wednesday of each month at 3:00 pm unless another time is approved and appropriately noticed.

Section 6. Ad Hoc Committees. The President may create temporary, ad hoc committees to accommodate the needs of the Authority.

Section 7. Committee Membership and Appointment of Members. Each member must serve on at least one committee. The President will determine committee membership and committee chairs.

Each committee chair may provide for advisory or volunteer positions on their respective committees. These advisory and/ or volunteer positions, however, do not take on the responsibilities and privileges of membership. These advisors and volunteers cannot vote nor can they attend executive sessions without the request of the President of the Authority.

ARTICLE IX FISCAL YEAR

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

ARTICLE X AMENDMENTS

Section 1. Amendments. These bylaws 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, shall be sent in accordance with Article IV Section 6 of these bylaws. The written notice shall provide the proposed amendment and be given to each member at least 10 days prior to the regular or special meeting at which the proposed amendment will be considered.

Section 2. Approval by the County Commission. Bylaws changes shall be submitted to members of the Jefferson County Commission for their approval within ten (10) days after the adoption by the Authority. Bylaw amendments shall become effective by final approval of the Jefferson County Commission.

ARTICLE X INDEMNIFICATION

The Authority shall indemnify any past, present, or future officer or employee of the Authority against claims arising from an act or omission of such past, present, or future 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, 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 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 the 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 public improvements and other public purposes as said Commission shall deem proper.

Revised: XXXXXXXX [text as approved by JCDA board May 14 2024]

_____ President	_____ Vice President	_____ Secretary
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_____ Treasurer	_____ Executive Director	_____ Jefferson County Commission President
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Revised: December 1, 2012 [date of most recently approved bylaws]