



**BYLAWS OF THE  
FAUQUIER COUNTY BROADBAND AUTHORITY  
A VIRGINIA NONSTOCK CORPORATION**

**ARTICLE 1  
OFFICES**

The principal office of the Fauquier County Broadband Authority (the "Authority") will be located at the office of the County Administrator, Fauquier County, 10 Hotel Street, Warrenton, Virginia. The authority may have such other offices as the Authority Board (the "Authority Board") may determine from time to time.

**ARTICLE 2  
AUTHORITY BOARD**

The Authority Board shall have five (5) members. The members of the Authority Board shall be the members of the Board of Supervisors, whose terms of office shall be concurrent as provided by the Articles of Incorporation of the Authority.

**ARTICLE 3  
GENERAL POWERS AND MEETINGS**

- 3.1 **GENERAL POWERS.** The affairs of the Authority will be managed by the Authority Board, who will conduct its business in public meetings as provided by state law, the Authority's Articles of the Incorporation, and these Bylaws.
- 3.2 **REGULAR MEETINGS.** The Authority Board shall meet when necessary. At its annual meeting, it may also establish a time, place and location for regularly scheduled meetings. The members of the Authority Board may provide, by motion and recorded vote, the time and place for holding additional regular meetings. Additional regular meetings will be held at the principal office of the Authority or at such other place as may be designated by the Authority Board.

- 3.3 SPECIAL MEETINGS. Special meetings of the Authority Board may be called by or at the request of the Chairman or any two (2) members and will be held at the principal office of the Authority or at such other place as the members may determine.
- 3.4 NOTICE OF SPECIAL MEETINGS. All notices for special meetings shall be in accord with the provisions of the Virginia Freedom of Information Act ("VFOIA") at such time, as well as any other applicable state law.
- 3.5 QUORUM. A majority of the members of the Authority Board will constitute a quorum for the transaction of business at any meeting of the Authority Board, but if less than a majority of the members are present at any meeting, then a majority of the members present may adjourn the meeting from time to time without further notice.
- 3.6 BOARD DECISIONS. An act of majority of the members of the Authority Board present at a meeting in which a quorum is present will be an act of the Authority, unless the act of a greater number is required by law or by these Bylaws.
- 3.7 MEETINGS OF AUTHORITY BOARD AND COMMITTEES. The Authority Board and all committees of the Authority Board are subject to the requirement of the Virginia Freedom of Information Act.

#### **ARTICLE 4** **OFFICERS**

- 3.8 OFFICERS. The officers of the Authority are a Chairman and a Vice Chairman and such other officers as may be elected in accordance with this Article 4.
- 3.9 ELECTION AND TERM OF OFFICE. The officers of the Authority shall be elected annually by the Authority Board at its annual meeting. If the election of officers is not held at the annual meeting, then the election will be held as soon thereafter as is convenient. New officer positions may be created and filled by the Authority Board by amendment to these Bylaws. Each officer will hold office until his successor has been duly elected and qualifies, even if such term of office extends beyond the date of the annual meeting.
- 3.10 POWERS AND DUTIES OF OFFICERS.
- A. Chairman. The Chairman of the Authority will preside at all meetings of the Authority Board at which he is present. The Chairman also will discharge such other duties as the Authority Board may direct. The Chairman will sign or

countersign all instruments that require his signature and will make such reports and perform such other duties incident to his office as required of him by the Authority. Subject to such limitations as the Authority Board may propose, and subject further to the exception of signing or countersigning all instruments that require the Chairman's signature, the duties of the Chairman may be discharged by employees of the Authority except for presiding at meetings of the Authority Board.

- B. Vice Chairman. In the absence or disability of the Chairman, the Vice Chairman will exercise all of the Chairman's responsibilities and functions.
- C. Clerk. The County Administrator shall serve as Clerk to the Authority and may appoint one or more members of County Staff to serve as Deputy Clerk.

## **ARTICLE 5** **COMMITTEES**

- 3.11 COMMITTEES OF AUTHORITY BOARD. The Authority Board, by a majority vote of the members in office, may designate one (1) or more committees.
- 3.12 MEMBERSHIP OF COMMITTEES. The Chairman will appoint the members of the committees of the Authority Board. The Chairman or the Authority Board, as the case may be, will instruct a committee in its duties.

## **ARTICLE 6** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 3.13 CONTRACTS. The Authority Board may authorize the Chairman or someone acting in his place or stead, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority which is proper and legal for the Authority to enter into, and the authorization may be general or may be confined to specific instances.
- 3.14 DEPOSITS, CHECKS, DRAFTS OR ORDERS. Funds of the Authority shall be deposited in an account of the Fauquier County Treasurer, and disbursed by the Treasurer in the same manner as checks, drafts and orders of the County.
- 3.15 GIFTS. The Authority may accept any contribution, gift, bequest, or devise for any purpose of the Authority, unless conditions placed on the contribution, gift, bequest or devise, if any, are contrary to law.

**ARTICLE 7**  
**BOOKS AND RECORDS**

The Authority's books and records will be audited annually either by the Board of Supervisors or by an independent auditor hired by the Authority. A copy of the annual audit of the Authority's books and records will be made available to each member of the Authority Board immediately after the audit's conclusion.

**ARTICLE 8**  
**RULES OF ORDER**

The Authority will use Roberts's Rules of Order as a procedural guideline for conducting all business.

**ARTICLE 9**  
**AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members of the Authority Board present in any regular or special meeting at which a quorum is present.

Adopted this 10th day of August 2017, by the Fauquier County Broadband Authority.

(Seal)

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Chairman