

AMENDED AND RESTATED BY-LAWS OF THE WASHINGTON COUNTY SERVICE AUTHORITY

ARTICLE I - ORGANIZATION

The Washington County Service Authority (“Service Authority” or “WCSA”) is, a public body politic and corporate and is organized pursuant to the Virginia Water and Sewer Authorities Act, Section 15.2-5100, *et seq.*, of the 1950 Code of Virginia, as amended (“the Act”), and the Service Authority shall have all powers granted pursuant to the Act. The Service Authority is governed by a Board of Commissioners (“Board”) appointed by the Board of Supervisors of Washington County, Virginia. These By-Laws shall be subject to the Act and the Articles of Incorporation of the Service Authority (“Articles”), and, in the event of any inconsistency between these By-Laws and the Act or Articles, the Act or Articles will govern.

ARTICLE II - MEETINGS

Section 1. The annual meeting of the Board shall be held in conjunction with and at the same time, date and place as the regularly scheduled monthly meeting of the Board in July of each year.

Section 2. The regular monthly meetings of the Board shall be held at such dates, times, and places as may be determined from time to time by a majority of the members of the Board, unless the time and/or place of the monthly meeting be changed by the Chairman, or Acting Chairman of the Board pursuant to the terms of these By-Laws. If the Chairman or Acting Chairman of the Board changes the time and/or place of the regular monthly meeting, the Chairman or Acting Chairman of the Board shall give written notice of such change in time and/or place to each member of the Board at least 48 hours in advance of the rescheduled or relocated regular monthly meeting of the Board. The Chairman or Acting Chairman of the Board may authorize the General Manager of the Service Authority to execute said notice on behalf of said Chairman or Acting Chairman of the Board.

Section 3. Special Meetings of the Board may be called by the Chairman of the Board or by any two members of the Board upon notice reasonable under the circumstances, and may be held at such place in Washington County, Virginia, as the Chairman or members of the Board calling the special meeting shall determine. Any special meeting called pursuant to these By-Laws shall require written notice to all members of the Board at least 24 hours in advance of said meeting unless an emergency exists. The notice shall briefly state the purpose of the special meeting as well as the time and place of the special meeting.

Section 4. No notice of the regular monthly meetings shall be required if held at the regular time and place designated by the Board, nor shall notice of the annual meeting be required unless said meeting is rescheduled to some other time or location other than as is specified by Section 1 of Article II of these By-Laws. If a member of the

Board waives notice of any meeting in writing, then such meeting shall be valid for all purposes without call to or notice of said member of the Board and any action not inconsistent with these By-Laws may be taken at such meeting.

Section 5. A majority of the total number of the members of the Board shall constitute a quorum at any meeting.

Section 6. Except as otherwise provided by law, all resolutions adopted, or other actions taken by the Board shall require an affirmative vote by a majority of the total members of the Board, whether all members of the Board are present during such vote or not. Each member of the Board shall be entitled to and have one vote on all matters coming before the Board.

Section 7. Any annual, monthly, or special meeting may be called to order and conducted by the Chairman of the Board. In the Chairman's absence, any meeting may be called to order and conducted by the Vice-Chairman. In the absence of both the Chairman and the Vice-Chairman, and in the presence of a quorum as defined by Section 5 above, the member of the Board who has the longest continuous period of service on the Board ("Seniority") shall call the meeting to order and conduct the meeting. In the event two attending members of the Board have the same Seniority and are the most Senior members of the Board, a coin toss shall determine the member of the Board who shall call the meeting to order and conduct it.

Section 8. All meetings of the Board may begin with the pledge of allegiance and a prayer after being called to order by the presiding officer.

Section 9. All meetings of the Board shall be conducted in conformity with *Robert's Rules of Order Newly Revised* (11th edition, or later published edition, if any) or as determined by a majority of the members of the Board from time to time.

Section 10. A period for Public Query and Comment shall be provided as part of the Agenda for the Board's regular monthly meetings. The Public Query & Comment period is provided to permit Washington County residents, property owners and actual and potential WCSA customers (collectively, "Eligible Speakers") an opportunity to address the Board on legitimate matters of Washington County Service Authority business. The Public Query and Comment period shall be governed by the following rules:

The Public Query and Comment period shall be limited to five (5) minutes per Eligible Speaker, unless such time limit shall be waived by the Chairman or by majority vote of the Board. The matters on which speakers may address the Board shall be limited to legitimate matters of service authority business. No speaker shall engage in political statements, personal attacks upon members of the Board, service authority employees or officials, or any other person; nor are speakers entitled to use abusive language, discuss matters outside of the authority of the Board or engage in disruptive behavior. Matters

subject to a public hearing scheduled for the same meeting shall not be addressed during the Public Query and Comment period.

Violation of these rules shall enable the Chairman to rule the speaker out of order and to have the speaker removed from the meeting, if necessary, and to take such other steps the Chairman deems appropriate, including bringing charges against the speaker in the name of the Board. Any speaker removed from the meeting once or ruled out of order twice within a twelve (12) month period shall have their privilege to speak before the Board during Public Query and Comment suspended for one (1) year. The Chairman's decision to remove a speaker or rule a speaker out of order shall be final and unappealable.

Section 11. At any official meeting of the Board where a public hearing is set on the meeting Agenda, the Chairman shall first permit general presentation and discussion of the matter of the public. At the conclusion of such presentation/ discussion, the Chairman shall open the public hearing and invite those of the public attending the meeting to comment.

At the discretion of the Chairman, or by recorded majority vote of the Board, those speaking during the open portion of a public hearing may be limited to a specified length of time for comments. The Chairman at his discretion may provide a verbal advisory to a speaker when thirty (30) seconds remain of the specified time to conclude comments. During public hearings, speakers may address the Board only on matters pertaining or germane to the issue for which the public hearing is being held. No speaker is to engage in political statements, personal attacks upon members of the Board, service authority employees or officials, or any other person; nor are speakers entitled to use abusive language, discuss matters outside the issue for which the public hearing is being held, or engage in disruptive behavior. Violation of this rule shall enable the Chairman to take appropriate measures to rule the speaker out of order and to have the speaker removed from the meeting, if necessary and take such other steps the Chairman deems appropriate, including bringing appropriate charges against the person and bringing the charges in the name of the Board.

The Chairman may limit the number of those wishing to speak at a public hearing when in the Chairman's judgment a fairly representative exchange of views and comments on the matter has been achieved.

Questions asked by speakers during the course of the open portion of a public hearing may be addressed at the conclusion of the speaker's comments by the appropriate party, and before the next speaker begins. The Chairman may permit deviation from this rule.

Upon conclusion of speakers, the Chairman shall close the public hearing. A motion with second and majority vote in favor shall overrule the Chairman's decision to close the public hearing or to limit speakers, in which event speakers may continue until the Board by motion to close the public hearing and majority vote in favor ends the public hearing. Board action may be taken at the close of a public hearing at the discretion of the Board.

ARTICLE III - ADMINISTRATION

Section 1. The Board is the unit of authority. A Board member has no individual authority and individually, a Board member may not commit the Service Authority or the Board to any policy, contract, act, or expenditure. No individual member of the Board has any administrative responsibility or authority with respect to the Service Authority or any of its programs, nor as an individual to command the services of any employee of the Service Authority. No individual Board member shall make public statements or express an opinion or position, orally or in writing, in such a way that it allows an audience to conclude that such opinion or position is held by the Board, unless the Board has acted as a unit to adopt the position or opinion.

Section 2. The officers of the Service Authority shall be a Chairman, Vice-Chairman, a Secretary, an Assistant Secretary and Treasurer. The Chairman and Vice-Chairman shall be members of the Board. Except as may be unanimously approved by the entire Board, no member of the Board may serve more than two consecutive terms as Chairman. The office of Secretary, Assistant Secretary and Treasurer need not be held by members of the Board. The office of Secretary and Treasurer may be combined. The officers of the Authority shall be elected annually at the annual meeting of the Board and shall hold office until their successors are elected. Any vacancy in any office shall be filled by the Board for the remaining unexpired term of said office. Duties of said officers shall be the duties generally delegated to such officers, and as directed from time to time by the Board.

Section 3. The General Manager is appointed by and serves at the pleasure of the Board. The General Manager shall be the chief executive and administrative officer of the Authority. Under policies and directives set by the Board, he or she shall have charge of all personnel, operations and business of the Service Authority. The General Manager shall perform all other duties commonly incident to his or her office of General Manager, and shall perform such other duties and have such other powers as the Board may from time to time designate. The General Manager shall have all necessary authority to act on behalf of the Service Authority in emergency situations. The General Manager may provide for such executives, assistants and other positions as he or she may deem necessary from time to time, who shall perform such duties and have such powers as the General Manager may designate. The General Manager shall determine in advance who shall be delegated the duties and powers of the General Manager during his or her absence or incapacity and shall notify the members of the Board in writing whenever such delegation changes.

Section 4. Members of the Board shall report to the General Manager circumstances which may give rise to conflicts of interest under the State and Local Government Conflict of Interests Act, Section 2.2-3100, et seq., of the 1950 Code of Virginia, as amended. The General Manager shall prepare the agenda and board materials

for use at meetings to facilitate separate treatment for items of business upon which any member of the Board may have a conflict of interest.

Section 5. Complaints relating to the act or omission of any member of the Board shall be reviewed by the Chairman and Vice-Chairman of the Board, who shall make a report to the Board and who may utilize the services of the General Manager and the general counsel in the review process. In the event the Chairman or Vice-Chairman is the subject of the complaint, he or she shall be replaced in the review process by the most Seniority, with seniority determined as provided in Section 7 of Article II of these By-Laws. Each member of the Board has the right to be notified that he or she is the subject of a complaint, to be apprised of the particulars of the complaint, and to speak or take other appropriate action in his or her defense. No member of the Board shall retaliate against any person solely because that person made a complaint. Complaints must be in writing.

ARTICLE IV - MISCELLANEOUS

Section 1. The seal for the Authority shall have the words “Washington County Service Authority”, “seal”, and the year “1953” as the corporate seal of the Authority, which seal shall be in the custody of the Treasurer, Secretary, or Assistant Secretary of the Authority.

Section 2. The principal office of the Service Authority shall be in Washington County, Virginia.

Section 3. Compensation of the members of the Board shall be fixed by the Board of Supervisors of Washington County, Virginia, from time to time as the Board of Supervisors of Washington County Virginia, may determine, or as otherwise allowed by law.

Section 4. Any vacancy on the Board shall be filled by the Board of Supervisors of Washington County, Virginia, for the unexpired term of said vacancy, or as otherwise allowed by law.

Section 5. These By-Laws may be altered, amended or repealed by a majority vote of all the members of the Board at any regular meeting, or at any special meeting called for that purpose.