ROANOKE VALLEY BROADBAND AUTHORITY

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MEMBERS:
Kevin Boggess, City of Salem
Tom Gates, Roanoke County
Kathleen Guzi, Botetourt County
Mike McEvoy, Citizen
Chris Morrill, City of Roanoke

ROANOKE VALLEY BROADBAND AUTHORITY
Adoption of Bylaws

WHEREAS, pursuant to the Virginia Wireless Service Authorities Act, Chapter 54.1, Title 15.2 Code of Virginia 1950 as amended, the governing bodies of the County of Roanoke, the County of Botetourt, the City of Roanoke, and the City of Salem have established Roanoke Valley Broadband Authority (the "Authority") for the purposes of providing broadband services and related services and facilities; and

WHEREAS, the Authority desires to enact bylaws governing the manner in which the Authority's business may be transacted and in which the power granted to it may be enjoyed.

NOW THEREFORE, BE IT RESOLVED by Board of the Authority that the following bylaws are hereby enacted:

BYLAWS
ROANOKE VALLEY BROADBAND AUTHORITY

ARTICLE I
INTERPRETIVE PROVISIONS

Terms used herein without definition shall have the meanings specified for such terms in *the Code of Virginia in Title 15.2 a chapter numbered 54.1, consisting of sections numbered 15.2-5431.1 through 15.2-5431.37, relating to the Virginia Wireless Service Authorities Act.* Definitions, terms and other interpretive provisions set forth in the Articles of Incorporation for Roanoke Valley Broadband Authority are equally applicable to these Bylaws.

ARTICLE II
SEAL

The seal of the Authority shall be circular and shall have inscribed thereon, within and around the circumference, the following: "ROANOKE VALLEY BROADBAND AUTHORITY" and in the center shall be the word "SEAL".

ARTICLE III
AUTHORITY BOARD

The Board of the Authority (the "Board") shall have five (5) members (each a "Member") as provided by the Articles of Incorporation.

ARTICLE IV
GENERAL POWERS AND DUTIES

Section 4.1 Powers and Duties of the Board Members
The business and affairs of the Authority shall be governed by the Members, for the terms of office set forth in Article VI. The Members shall have all of the powers and duties necessary for the administration of the affairs of the Authority and may do all such acts and things as are required by the Act or the Articles of Incorporation to be exercised and done by the members. The Board may delegate to an Executive Director employed for such purpose the authority to act on behalf of the Board on such matters relating to the duties, as defined in Section 4, if any, which may arise between meetings of the Board or as the Board deems appropriate. In addition to the duties imposed by any other provision of the Articles of Incorporation or by any resolution of the Authority that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf of the Authority:

1) Designate, hire, dismiss and, where appropriate, compensate the personnel necessary to provide for the administration and maintenance of the Authority property, as well as purchase equipment, supplies and materials to be used by such personnel in the performance of their duties.

2) Collect the assessments, deposit the proceeds thereof in depositories designated by the Members and use the proceeds to carry out the upkeep of the property.

3) Adopt and amend any reasonable rules and regulations not inconsistent with the Articles of Incorporation.

4) Open bank accounts on behalf of the Authority and designate the signatories thereon.

5) Enforce the provisions of the Articles of Incorporation.

6) Obtain and carry insurance against casualties and liabilities and pay the premiums therefore and adjust and settle any claims there under.

7) Pay the cost of all authorized goods and services rendered to the Authority.

8) Acquire, hold and dispose of property.

9) Charge reasonable fees for the use of the equipment owned by the Authority and for services.

10) Prepare an annual budget.

11) Adopt an annual budget to defray the expenses of the Authority, establish the means and methods of collecting such assessments.

12) Borrow money, as may be permitted under the Act, on behalf of the Authority when required for any valid purpose; provided, however, that either a majority vote of members obtained at a meeting held for such purpose or written approval by members entitled to cast more than fifty percent of the total number of votes shall be required to borrow any sum.

13) Execute deeds, plats and applications for construction permits, as may be necessary or desirable in the normal course of the orderly development of the Authority business.

14) Do anything else not inconsistent with the Act or the Articles of Incorporation.

ARTICLE V
MEETINGS OF BOARD AND COMMITTEES

Section 5.1 Types of Meetings

The June meeting of the Board shall include election of officers, appointment of committee members, and establishment of operations of the Board for the ensuing two years. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the directors; Special meetings of the Board may be called by the Chairman, and shall be called by the Chair or Secretary upon the written request of at least two directors. All meetings of the Board or any Committee shall be open to the public, except that the Chair or presiding officer or Chair of a committee may call the board or committee into closed session as provided in the Code of Virginia. The Board or any committee may hold their meetings in the Commonwealth of Virginia or outside the State as the Board may from time to time determine.

Section 5.2 Notice

Notice of meetings shall be given to each Member or committee member, as appropriate, personally or by mail, email, or telephone, orally or in writing, at least three business days prior to the day named for such meeting. Such notice shall state the place, day and time and, in the case of special meetings, the purpose thereof.

Section 5.3 Waiver of Notice

Any Member or committee member, as appropriate, may at any time, in writing, waive notice of any meeting of the Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of the time, place and purpose of such meeting.

Section 5.4 Quorum

At all meetings of the Board or a committee a majority of the total number of Members or committee members, as appropriate, shall constitute a quorum for the transaction of business, and a majority vote while a quorum is present shall constitute the decision of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn or recess the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 5.5 Conduct of Meetings

The Chair shall preside over meetings of the Board and the Secretary shall keep the minutes of the meetings and record all motions and resolutions adopted at the meetings and proceedings occurring at the meetings. The Chair of a committee shall preside over the meeting of the committee and may appoint any member of committee to keep minutes. The current edition of Robert's Rules of Order shall govern the conduct of the meetings of the Board or committee when not in conflict with the Act or the Articles of Incorporation.

ARTICLE VI
OFFICERS

Section 6.1 Designation and Duties of Officers

The principal Officers of the Authority shall be the Chair, the Vice Chair, the Secretary and the Treasurer, all of whom shall be elected by the Board. The Chair and Vice Chair shall be Members. The Secretary and the Treasurer need not be Members. The offices of Secretary and Treasurer may be combined. The Board may also appoint an assistant treasurer, an assistant secretary and such other positions as in its judgment may be necessary. The holders of such other positions shall not be Members. Each Officer shall perform such duties as are normally associated with such office in parliamentary organizations, except to the extent (if any) inconsistent with the Act or the Articles of Incorporation, and shall perform such other duties as may be assigned to such office by resolution of the Board. If any Officer is unable for any reason to perform the duties of the office, the Chair may appoint another qualified person to act in such Officer's stead on an interim basis.

Section 6.2 Election of Officers and Term

The Officers of the Authority are elected for two-year terms in even numbered years by the Board. The term shall run from July 1 of the first year through June 30 of the second year after initial incorporation terms. Except for death, resignation or removal, the Officers shall hold office until their respective successors shall have been elected by the Board.

Section 6.3 Resignation or Removal of Officers

Any Officer may resign by delivering written notice to the Board. Unless otherwise specified, such resignation shall take effect upon the receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. Upon the affirmative vote of a majority of the total number of members, any Officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 6.4 Vacancies

A vacancy in any office shall be filled by appointment of the Board for the remainder of the term of the office.

Section 6.5 Chair

The Chair shall be the chief executive officer of the Authority; preside at all meetings of the Authority; have general and active direction of the business of the Authority subject to the control of the Board; see to the execution of the resolutions of the Board; see that all orders and resolutions of the Board are carried into effect; and, in general, perform all the duties incident to the Office of Chair.

Section 6.6 Vice Chair

The Vice Chair shall take the place of the Chair and perform the duties of the Chair whenever the Chair shall be absent or unable to act. If neither the Chair nor the Vice Chair is able to act, the Board shall appoint some other director to act in the place of the Chair, on an interim basis. The Vice Chair shall also perform such other duties as shall from time to time be imposed by the Board or by the Chair.

Section 6.7 Secretary

The Secretary shall keep the minutes of all meetings of the Authority and of the Board; have charge of such books and papers as the Board may make it possible for any member to inspect and copy at reasonable times and by appointment the records of the Authority; and, in general, perform all the duties incident to the Office of Secretary.

Section 6.8 Treasurer

The Treasurer shall be responsible for Authority funds and securities; keep full and accurate financial records and books of account showing all receipts and disbursements; prepare or cause to be prepared all required financial data, deposit all monies and other valuable effects in the name of the Authority, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the office of Treasurer.

ARTICLE VII

ADMINISTRATION

Section 7.1 Executive Director and Staffing

The Board may employ or contract for the purpose of administering the Authority's business an Executive Director. The Authority may authorize such additional staffing as may be required to carry out its purposes. Compensation for the Executive Director and any staff required for the functioning of Authority business is to be established by the Board.

Section 7.2 Requirements

The Executive Director shall possess a high level of competence in the technical skills necessary for proper management of the Authority's property. The Executive Director must be able to advise the Board regarding the administrative operation of the Property and may employ personnel knowledgeable in the areas necessary to the functioning of the Authority's business. Otherwise, the Executive Director may be a full-time employee of the Authority who shall organize, staff, train and administer the in-house personnel solely to manage the Property.

Section 7.3 Duties

The Executive Director shall perform such duties and services as the Board shall direct.

Section 7.4 Standards

The Board shall impose appropriate standards of performance upon the Executive Director. Unless the Executive Director is instructed otherwise by the Board, the following shall apply:

1) the accrual method of accounting will be employed;

2) two or more persons shall be responsible for handling cash to maintain adequate financial control procedures;

3) accounts of the Authority shall not be comingled with any other entity's accounts;

4) no remuneration shall be accepted by the Executive Director or staff from vendors, independent contractors or others providing goods or services to the Authority whether in the form of commissions, finders fees, service fees or otherwise; any discounts received shall benefit the Authority;

5) any financial or other interest which the Executive Director or staff may have in any firm providing goods or services to the Authority shall be disclosed promptly to the Board; and

6) a financial report shall be prepared for the Authority monthly, containing: (i) an "income statement" reflecting all income and expense activity for the preceding period on an accrual basis; (ii) an "account activity statement" reflecting all receipt and disbursement activity for the preceding period on a cash basis; (iii) an "account status report" reflecting the status of all accounts in an "actual" versus "projected" (budget) format; (iv) a "balance sheet" reflecting

the financial condition of the Authority on an unaudited basis; (v) a "budget report" reflecting any actual or pending obligations which are in excess of budgeted amounts by an amount exceeding the operating reserves or ten percent of a major budget category (as distinct from a specific line item in an expanded chart of accounts); and (vi) a "delinquency report" listing all owners who are delinquent in paying assessments and describing the status of any actions to collect such assessments.

ARTICLE VIII
COMMITTEES

Section 8.1 Committees

The Board may create and abolish from time to time committees consisting of two or more persons as the Board may deem appropriate to aid in the administration of the affairs of the Authority. Such committees shall have the powers and duties fixed by resolution of the Board from time to time. The Board shall appoint the chair of each committee, and may either appoint the other members thereof or leave such appointment to the committee chair.

ARTICLE IX
FIDUCIARY DUTIES

Section 9.1 Execution of Documents

Unless otherwise provided in the resolution of the Board, the Board shall provide for the execution of all agreements, contracts, deeds, leases, and other instruments of the Authority. All checks drawn upon accounts of the Authority shall be executed by any two persons designated by the Board.

Section 9.2 Conflicts of Interest

a) Rule and Exceptions. Each Member or Officer shall exercise such Member's or Officer's powers and duties in good faith and in the best interests of the Authority. No contract or other transaction between the Authority and any of its Members or Officers, or between the Authority and any corporation, firm or Authority in which any of the Members or Officers of the Authority are directors or officers or are pecuniary or otherwise interested, is either void or voidable because of such relationship or because any such Member or Officer is present at the meeting of the Board or any committee thereof which authorizes or approves the contract or transaction or because such Member's or Officer's vote is counted for such purpose if any of the following conditions exist: (1) the material facts of the transaction and the common directorate or interest is disclosed or known to the Board or a majority thereof, and the Board authorizes, approves or ratifies such contract or transaction in good faith by a majority of Members entitled to vote on the transaction, but in no event may such a transaction be authorized, approved or ratified by a single Member; (2) the material facts of the transaction and the common directorate or interest is disclosed or known to all of the Members entitled to vote on the matter, and the Members who are entitled to be counted in a vote on the transaction approve or ratify the contract or transaction by a majority of the total number of

votes entitled to be cast; or (3) the contract or transaction is commercially reasonable to the Authority in view of all the facts known to any Member or Officer at the time such contract or transaction is authorized, ratified, approved or executed.

b) Vote Not Counted. Any common or interested Member or Officers may be counted in determining the presence of a quorum of any meeting of the Board, a committee thereof, or the members which authorizes, approves or ratifies any contract or transaction, but such Member's vote shall not be counted with respect to any matter as to which such Member would have a conflict or interest; such Member may vote, however, at the meeting to authorize any other contract or transaction.

Section 9.3 Liability and Indemnification

a) No Personal Liability. The Members, Officers and the members of the governing bodies of the localities which incorporated the Authority shall not be liable to the Authority or any locality for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. Members and Officers shall have no personal liability with respect to any contract made by them on behalf of the Authority. No Member or Officer shall be liable for the contract or tort liability of the Authority. Every agreement made by the Members, the Officers or the Executive Director on behalf of the Authority shall, if obtainable, provide that the Members, the Officers or the Executive Director, as the case may be, are acting only as agents for the Authority and shall have no personal liability thereunder.

b) Indemnification. The Authority shall indemnify the Members and Officers provided that before the Authority uses Authority funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification.

c) Directors and Officers Liability Insurance. The Authority shall purchase and maintain insurance on behalf of any person who is or was a Member, or Officer against any liability asserted against such person and incurred by such person in such capacity or arising out of such person's status with the Authority. Further, the availability of the Authority's indemnity shall not relieve any insurer of any liability under an insurance policy held by the Authority.

Section 9.4 Compensation of Members and Officers

No salary or other compensation shall be paid by the Authority to any Member or Officer of the Authority for serving or acting as such. This shall not preclude the reimbursement of reasonable, ordinary and necessary expenses incurred in serving or acting as a Member or Officer of the Authority.

ARTICLE X
BOOKS AND RECORDS

Section 10.1 Maintenance

The Authority shall keep books and records as required. All books and records shall be kept in

accordance with generally accepted accounting principles, and the same shall be audited at least once a year by an auditor retained by the Board.

Section 10.2 Availability

The books and records of the Authority shall be available for examination during general business hours on business days. The Board may fix from time to time a reasonable charge to cover the direct and indirect costs of providing any documents.

Section 10.3 Accounting Report

Within one hundred twenty days after the end of each fiscal year, the Board shall make available to all members requesting the same, an itemized accounting of the expenses for such fiscal year actually incurred and paid, together with a tabulation of the amounts collected pursuant to the budget adopted by the Board for such fiscal year, and showing the net amount over or short of the actual expenditures plus reserves.

Section 10.4 Fiscal Year

The first fiscal year of the Authority shall begin on the date of incorporation and end on the last day of June, unless otherwise determined by the Board. Each subsequent fiscal year shall commence on July 1 and end on June 30.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended by a majority vote of the members of the Board at any regular or special meeting of the Board upon ten (10) days written notice of such amendment.

UNANIMOUSLY ADOPTED at the organizational meeting of Roanoke Valley Broadband Authority held on the 17th day of January, 2014.

APPROVED:

_____
Board Member

_____
Board Member

_____
Board Member

_____
Board Member

_____
Board Member

Attest:

_____
Secretary of the Board

SEAL