

## BLUE RIDGE RESOURCE AUTHORITY BY-LAWS

WHEREAS, pursuant to the Virginia Water and Sewer Authorities Act, Chapter 51~ Title 15.2, Code of Virginia (1950), as amended, the governing bodies of the County of Rockbridge and the City of Lexington have established the Blue Ridge Resource Authority for the purpose of establishing and operating a garbage and refuse collection and disposal system at a landfill and related facilities; and

WHEREAS, the Blue Ridge Resource Authority desires to enact by-laws 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 the Blue Ridge Resource Authority that the following by-laws are hereby enacted:

### BY-LAWS BLUE RIDGE RESOURCE AUTHORITY

#### ARTICLE I-SEAL

The seal of the Authority shall be circular and shall have inscribed thereon, within and around the circumference, the following: "THE BLUE RIDGE RESOURCE AUTHORITY" in the center shall be the word "SEAL".

#### ARTICLE II-AUTHORITY MEETINGS

1. Regular meetings of the Blue Ridge Resource Authority (hereafter sometimes referred to as "the BRRR") shall be held at least once per calendar month at such time or times as may be prescribed by resolution adopted by the BRRR. When any regular meeting of the BRRR shall fall on a legal holiday of any participating political subdivision, then such meeting shall be held on the next following regular business day. Regular meetings of the BRRR shall be held at such place as the BRRR may from time to time direct. The first regular meeting in January of each year shall be the annual meeting of the BRRR at which officers shall be elected. A majority vote of those present at a meeting is necessary to take action except that at least one Director appointed by the City of Lexington shall be present to establish a quorum, with the further exception that in the event that no Director appointed by the City of Lexington is present for two consecutive meetings the BRRR may take action on any matter by a majority vote of those Directors present.

2. Special meetings of the BRRR may be held at any time and place upon the call of any individual BRRR member upon at least twelve hours written notice to each member served personally or left at his usual place of business or residence. Notice of any special meeting of the BRRR may be waived in writing either before or after the meeting and shall be deemed waived by attendance at any such meeting. Special meetings shall be held at such place and time as may be specified in the notice thereof.

3. If any disagreement concerning the conduct of any meeting or the order of business shall arise, the rules of parliamentary procedures as set forth in the most recent edition of Robert's Rules of Order shall prevail, providing that the terms and conditions of the Articles of Incorporation for the Blue Ridge Resource Authority and the Members Use Agreement shall in all cases be controlling.

4. In absence of the Chairman and Vice-Chairman, the BRRRA shall appoint a Chairman pro tempore who shall preside at the meeting.

### ARTICLE III - OFFICERS AND THEIR DUTIES

1. The BRRRA shall annually elect a Chairman and a Vice Chairman from their membership, and a Secretary and Treasurer. The Secretary and Treasurer need not be Directors of the BRRRA. The offices of Secretary and Treasurer may be combined. The BRRRA may appoint a Chief Executive Officer, who shall not be a Director, who shall exercise such powers and duties as may be delegated to him by the BRRRA.

2. The BRRRA shall, at its annual meeting each year, or if a quorum is not present at such meeting, then at the next regular meeting or at the next special meeting called for such purpose at which a quorum is present, elect officers to hold office for one year or until their successors are duly elected and qualified unless their term of office shall expire or they are removed prior to such time. If any offices become vacant during the year for any cause, the BRRRA shall at the next regular meeting fill the same.

3. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the BRRRA and perform all of the duties commonly incident to such office and shall perform such other duties and have such other powers and authority as may be conferred from time to time by the BRRRA in accordance with law.

4. The Secretary shall have charge of the seal and perform all of the duties commonly incident to such office and shall perform such other duties and have such other powers and authority as may be conferred from time to time by the BRRRA in accordance with law. The Secretary shall act as recording secretary of the BRRRA.

5. The Treasurer shall have custody of all the BRRRA's funds and shall deposit them in the BRRRA's name in such bank or banks as the BRRRA may select and shall at all reasonable times exhibit his books and accounts to any member of the BRRRA or to any members of the governing bodies of any member participating political subdivision. In addition, the Treasurer shall perform all of the duties commonly incident to such office and shall perform such other duties and have such other powers and authority as may be conferred from time to time by the BRRRA in accordance with law.

6. The Chief Executive Officer shall perform such duties as may be incidental to his position or assigned to him. With the approval of the BRRRA, he may employ such person or persons as may be necessary in the operation of landfill facilities within the funds that are allocated for such purposes.

7. The Chief Executive Officer and the Treasurer shall be bonded in an amount deemed reasonable to cover funds at their disposal, the cost of such bond to be paid out of the BRRAs funds.

8. The BRRAs may contract with a participating political subdivision for services to produce warrants or checks for expenditures of the BRRAs. Such warrants or checks shall be created and issued upon the written request of the BRRAs Chief Executive Officer or the Chairman or his written designee.

9. A monthly statement of receipts and disbursements shall be submitted by the BRRAs Chief Executive Officer to the Treasurer and the BRRAs.

ARTICLE IV - AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws may be made by unanimous vote of all Directors of the BRRAs at any regular or special meeting of the BRRAs.

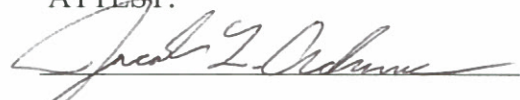
UNANIMOUSLY ADOPTED at the organizational meeting of the Blue Ridge Resource Authority held on the 10<sup>th</sup> of January, 2018.

APPROVED:



David W. Hinty, Jr. - Chairman

ATTEST:



Jacob L. Adams - Secretary

