AGENDA
ORGANIZATIONAL MEETING OF THE KING GEORGE COUNTY
WIRELESS AUTHORITY BOARD OF DIRECTORS
Tuesday, January 4, 2011
6:00 P.M.

Call to Order – County Administrator

Organization of Wireless Authority Board of Directors for Calendar Year 2011

- **Election of Chairman, Vice-Chairman, and Secretary/Treasurer**
- **Establishment of Meeting Schedule for 2011**
- **Adoption of By-Laws of the King George County Wireless Authority**

AMENDMENTS TO THE AGENDA

6:00 p.m. - PUBLIC COMMENT

REPORTS OF MEMBERS OF THE BOARD

ITEM NO	DESCRIPTION
WA-01-01	**Consent Agenda**
WA-01-02	**Report from County Attorney**
	Timed Items:
	Action Items:
	Manager's Report
WA-01-03	**Information Items**

Closed Upcoming Events: [For additional information on any items listed, please contact Grace Bottomly]

- Information Items to be moved to Action Items:
- Closed Session matters: Consider items for action that were discussed during Closed Session, if appropriate:

Adjourn to

IF YOU ARE HEARING IMPAIRED AND WOULD LIKE TO ATTEND THIS MEETING, AND HAVE A NEED FOR AN INTERPRETER - PLEASE CONTACT OUR OFFICE AT 775-9181 (TDD 775-2049, SHERIFF'S OFFICE) BY NOON ON THE FRIDAY BEFORE THE MEETING.

A FINAL AGENDA WITH ALL SUPPORTING DOCUMENTATION WILL BE AVAILABLE IN THE SMOOT MEMORIAL LIBRARY AT THE PUBLIC INFORMATION TABLE EVERY FRIDAY BEFORE THE MEETING.

KING GEORGE COUNTY
WIRELESS AUTHORITY
BOARD OF DIRECTORS' AGENDA

Meeting Date: January 4, 2011
Item Number: **Organizational Meeting**

Subject: Organizational Meeting

Recommended Action: Per Board of Directors' discussion

Summary of Information: It will be necessary for the Wireless Authority Board of Directors to:

1. Elect a Chairman, Vice-Chairman and Secretary/Treasurer
2. Adopt a meeting schedule for 2011 – copy attached
3. Adopt By-Laws of the King George County Wireless Authority – copy attached

Attachment(s):
1. 2011 Proposed Meeting Schedule
2. By-Laws of the King George County Wireless Authority

Legal Review: ☐ **Complete** ☐ **Pending** ☒ **N/A**

2011

KING GEORGE COUNTY WIRELESS AUTHORITY BOARD OF DIRECTORS
PROPOSED MEETING SCHEDULE

January

S	M	T	W	T	F	S
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2	3	4	5	6	7	8
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February

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August

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November

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December

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25	26	27	28	29	30	31

Meeting Dates Holidays Half-day Holidays

BYLAWS OF THE
KING GEORGE COUNTY WIRELESS AUTHORITY

ARTICLE 1
OFFICES

The principal office of the King George County Network Authority (the "Authority") will be located at the Office of the County Administrator, King George County, 10459 Courthouse Drive, Suite 200, King George, Virginia 22485. 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 will have five (5) members.

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.** At the Authority Board's first meeting, it will establish a time, place and location of its 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.** Notice of any special meeting of the Authority Board, or any additional regular meeting, will be given at least two (2) days before the meeting by written notice delivered personally or sent by mail to each member of the Authority Board at his address as shown by the records of the Authority. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed, with postage thereon prepaid. Any member may waive notice of any meeting. The attendance of a member at any meeting will constitute a waiver of notice of the meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. The business to be transacted at the meeting need not be specified in the notice or waiver of the meeting, unless specifically required by law or by amendment to these Bylaws.

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 a 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 **COMPENSATION.** Members of the Authority Board as such will not receive any stated salaries for their services, but will receive such compensation as may be fixed from time to time by resolution of the Board of Supervisors of King George County and will be reimbursed for any actual expenses necessarily incurred in the performance of their duties. Nothing in these Bylaws will be construed to preclude any member of the Authority Board from serving the Authority in any other capacity and. receiving compensation for serving in that capacity, unless the service and compensation violates the law.

3.8 **VACANCIES.** No vacancy in the membership of the Authority Board will impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. If a vacancy on the Authority Board occurs by reason of the death, disqualification or resignation of a board member, then the King George County Board of Supervisors will appoint a successor to fill the unexpired term.

3.9 **MEETINGS OF AUTHORITY BOARD AND COMMITTEES.** The Authority Board and all committees of the Authority Board are subject to the requirements of the Virginia Freedom of Information Act (VFOIA) and are open to the public.

ARTICLE 4
OFFICERS

4.1 **OFFICERS.** The officers of the Authority are a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with this Article 4. No two (2) or more offices may be held by the same person, except the offices of Secretary and Treasurer. Neither the Secretary nor Treasurer need be members of the Authority Board.

4.2 **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.

4.3 **REMOVAL.** Any officer elected or appointed by the Authority Board may be removed by the Authority Board whenever in its judgment the best interests of the Authority would be served thereby.

4.4 **VACANCIES.** The Authority Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise for the unexpired portion of the term.

4.5 **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) Secretary. The Secretary will (i) maintain custody of the corporate seal and books, (ii) issue notices of all meetings of the Authority Board, and (iii) keep the minutes of all meetings of the Authority Board. The Secretary also will keep proper records of the contracts, deeds, records, publications, and property belonging to the Authority, including the Articles of Incorporation, Charter, Bylaws, and amendments to those documents. The Secretary will sign or countersign to attest to any instruments that so require his signature. The Secretary will make such reports as the Authority Board may require. The Secretary will discharge such limitations as the Authority Board may propose. The duties of the Secretary may be discharged, with the exception of signing or countersigning any instruments, by employees of the Authority acting under his supervision and direction.

(D) Treasurer. The Treasurer will have the custody of all monies, funds, securities, contracts, mortgages, deeds of trust, leases, and deeds of the Authority. He also will keep proper books of account, which books, at all times, will be open to inspection by each member of the Authority Board. The Treasurer will keep proper records of all appropriations and authorizations of expenditures and will maintain itemized and classified accounts of expenditures and pledges made. The Treasurer will deposit the monies and securities of the Authority in such depositories and on such terms as the Authority Board may direct, and as directed by Virginia law, and when so deposited, the Treasurer will not be personally responsible for the safe keeping of the monies and securities.

ARTICLE 5
COMMITTEES

5.1 **COMMITTEES OF AUTHORITY BOARD.** The Authority Board, by a majority vote of the members in office, may designate one (1) or more committees each of which will consist of two (2) or more members of the Authority Board, which committees, will have and exercise the powers of the Authority Board in any capacity not prohibited by law.

5.2 **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

6.1 **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.

6.2 **CHECKS, DRAFTS OR ORDERS.** All checks for the payment of money issued in the Authority's name will be signed by both the Chairman and the Treasurer. Any notes or other evidences of indebtedness will be signed by the Chairman and attested by the Secretary, as directed by the Authority Board. Nothing in these Bylaws will prevent the Authority Board from adopting a resolution or resolutions permitting the disbursal of funds by other officers or members of the Authority Board or requiring that any funds so disbursed by any approved officer or member of the Authority Board be counter-signed by another officer or member of the Authority Board.

6.3 **DEPOSITS.** All finds of the Authority must be deposited from time to time to the credit of the Authority in a bank that is insured by the Federal Deposit Insurance Corporation.

6.4 **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 King George County 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. A copy of the annual audit will be forwarded in the same manner to the County Administrator and forwarded to the King George County Board of Supervisors.

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.