

Town of Windsor

Memorandum

February 13, 2024

TO: The Honorable Mayor and Town Council

FROM: William G. Saunders, IV, Town Manager WGSTU

SUBJECT: Economic Development Authority Appointments / Reappointments

Background

The Economic Development Authority has expiring, and vacant, terms.

Specifics

As you are aware, the Economic Development Authority nominates potential directors, and the Town Council appoints them.

Reappointments

The terms for Tony Ambrose and Dale Scott will expire on June 30, 2024:

- Tony Ambrose is willing to be reappointed to a new term that would expire on June 30, 2028.
- At the time of this writing, it is unknown if Dale Scott is willing to be reappointed.

Appointment

Brenda Dowdy has been nominated by the Economic Development Authority to fill a currently vacant term, which expires on June 30, 2027.

Recommended action

For Council's consideration

Enclosures

EDA Bylaws – Adopted 11/06/2023

**BYLAWS OF THE
ECONOMIC DEVELOPMENT AUTHORITY OF THE
TOWN OF WINDSOR, VIRGINIA**

**ARTICLE I
NAME, PURPOSE AND POWERS**

Section 101. Name. The name of this body shall be the Economic Development Authority of the Town of Windsor, Virginia (herein after known respectively as the "Authority" and the "Town.")

Section 102. Purpose. The purpose of the Authority shall be to acquire, own, lease, and dispose of properties in an effort promote business and industry and develop trade by inducing manufacturing, industrial, governmental and commercial enterprises to locate in or remain in the Town of Windsor, Virginia and to further the use of its agricultural products and natural resources, and all other purposes as are now or may hereafter be set forth in the Economic Development and Revenue Bond Act, Chapter 33, Title 5.1 of the Code of Virginia of 1950, as amended (the "Act"). The Authority may provide incentives to businesses and industry to help encourage economic growth in the Town of Windsor.

Section 103. Powers. The Authority shall be vested with all powers that may be necessary to enable it to accomplish its purposes, and all such powers shall be exercised for the benefit of the Town of Windsor, Virginia to increase commerce, to promote safety, health, welfare, convenience or prosperity of the citizens in the Town of Windsor and to promote economic development in the Town. The Authority may exercise all powers granted to it by the Act as may be in effect from time to time. The Authority shall be a separate and distinct legal entity from the Town of Windsor, Virginia and shall be, in accordance with the Act, a Political subdivision of the Commonwealth of Virginia.

**ARTICLE II
BOARD OF DIRECTORS AND OFFICERS**

Section 201 Board of Directors. The Authority shall be governed by a Board of Directors in which all powers of the Authority shall be vested.

Section 202. Number, Appointment and Terms of Directors. There shall be seven Directors of the Authority who shall be appointed by the Town Council of the Town of Windsor, Virginia. All appointments shall be for terms of four years. Initial appointments shall be staggered in a manner as to ensure continuity. Upon appointment or reappointment each Director, before entering upon their duties, shall take and subscribe to the oath prescribed by Section 49.1 of the Code of Virginia of 1950, as amended. No Director shall be an employee of the Town of Windsor, Virginia. The seven Directors shall contain the following representation: 5 Members consisting of either being a resident of Town of Windsor, or representative of a business located within the Town of Windsor and reside in Isle of Wight, 1 member of Town Council, 1 member of Planning Commission. When a director ceases to be a resident of such locality, the director's office shall be vacant, and a new director may be appointed for the remainder of the term. The Town Council of the Town of Windsor, Virginia may remove any appointed Director for inefficiency, neglect of duty, or malfeasance in office. If an appointed member fails to attend three consecutive meetings, or four meetings in a twelve month period, of the Authority without approval of the Authority Chairman, then Town Council may also remove this appointed Director.

Section 203. Vacancies. The Town Council of the Town of Windsor, Virginia shall make any appointments necessary to fill any vacancies upon the Board of Directors, such appointment shall be for the unexpired term of the vacant seat. The Chairman of the Board of Directors shall promptly notify the Town Council of Windsor, Virginia of any vacancy which may occur upon the Board of Directors.

Section 204. Officers of the Authority. The Directors shall elect from their membership a Chairman and a Vice Chairman of the Authority. The Directors may select from their membership or not, as they desire, a Secretary and a Treasurer, or a Secretary-Treasurer, and such Assistant Secretaries as they deem appropriate, who shall perform the duties and responsibilities of the Secretary in his absence or as otherwise authorized by the Authority. Officers shall be elected annually at the regular meeting held in July of each year and shall commence their duties immediately upon election and shall continue in office thereafter until a successor has been elected and qualified. The Directors may elect at any regular or special meeting, such officers as may be necessary to fill any vacancy created by resignation, expiration of a term of appointment, or otherwise for the remaining portion of such officer's unexpired term.

Section 205. Duties of Officers. The duties of Officers of the Authority shall include, but shall not be limited, to the following:

- A. The Chairman shall preside at all meetings of the Authority; shall be responsible for notice of meetings to the Directors and Officers of the Authority; shall be responsible for all correspondence; shall make committee appointments; may appoint members of the Authority as liaison to any other governmental agencies, authorities, and commissions; shall act as a signatory when authorized; and shall have overall responsibility for accomplishment of the Authority's goals and purposes.
- B. The Vice Chairman shall, in the absence of the Chairman, exercise all of the Chairman's powers and duties. In the event the office of Chairman shall become vacant, the Vice Chairman shall immediately become the Chairman.
- C. The Secretary shall be responsible for taking detailed minutes of every meeting of the Authority, preparing and distributing such minutes to all persons as directed by the Board of Directors. The Secretary shall maintain copies of all reports, correspondence, contracts, agreements, indentures, documents, audits, rules and regulations and any other records as may be directed by the Town Council.
- D. The Treasurer shall be custodian of all funds of the Authority; shall keep and maintain suitable financial records as may be directed by the Town Council; shall arrange for an annual audit of the accounts of the Authority by an independent Certified Public Accountant, subject to the prior approval of the Board of Directors, and shall report to the Directors the results of such annual audit. In addition to the foregoing powers and duties, each Officer of the Authority may exercise any powers conferred upon him by the Act as may be in effect from time to time and all other powers as are customarily exercised by such officer in similar organizations or authorities as may be expedient, necessary or proper to further the lawful purposes of the Authority. During the absence of any Officer, the Chairman may designate a replacement to perform the duties of the absent Officer until his return.

Section 206. Quorum. Four members of the Board of Directors shall constitute a quorum of the Board for the purposes of conducting its business and exercising its powers and for all other purposes, except that no facilities owned by the Authority shall be leased or disposed of in any manner without a majority vote of the entire total membership of the Board of Directors. No vacancy in the membership of the Board of Directors shall impair the right of a quorum to exercise all the powers and perform all the duties of the Board of Directors.

Section 207. Voting. Except as otherwise required in these bylaws or by the Act, voting shall be by a simple majority of those present at any duly constituted meeting of the Board of Directors. No Director shall be allowed to vote by proxy at any meeting of the Authority.

Section 208. Meetings and Notices. Regular meetings of the Board of Directors shall be held at a date and time designated by the Chairman, in the Council Chambers of the Town Hall, Windsor, Virginia, or at such time and place as may be fixed by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or a majority of the Board of Directors. Notice specifying the time and place of any special meeting shall be given to each Director and officer of the Authority at least 48 hours before such meeting by personally delivering such notice to him or her or by telephoning, faxing, electronic messaging, telegraphing, or mailing such notice to him or her at least 48 hours before the meeting. The presence of any Officer or Director at a special meeting shall be deemed an acknowledgement of the timely receipt of notice thereof or a waiver of any such notice. Special meetings may be held without notice if all of the Directors are present or those not present sign a written waiver of notice before or after the meeting. All meetings at which formal action is taken shall be open to the public.

Section 209. Minutes. The Secretary of the Authority shall keep detailed minutes of all meetings and proceedings and all such minutes shall be open to public inspection at all times at the office of the Economic Development Authority.

Section 210. Financial Transactions Records, and Fiscal Year. The Treasurer of the Authority shall keep suitable records of all financial transactions of the Authority and shall arrange to have the same audited following the end of each fiscal year, subject to the approval of the Board of Directors. Copies of each such audit shall be furnished to: (1) the Town Council of the Town of Windsor and shall be open to public inspection and (2) the State Auditor of Public Accounts, pursuant to the requirements of §2.1-164 of the Code of Virginia. At the time the audit is filed with the State Auditor of Public Accounts, the Board of Directors shall have published in a newspaper of general circulation in the Town, a summary statement reflecting the financial condition of the Authority, which shall include a reference to where the detailed statement may be reviewed. Pursuant to §2.1-164 of the Code of Virginia, no audit shall be required for fiscal years during which financial transactions of the Authority do not exceed \$5,000. The fiscal year of the Authority shall begin on July 1, and end on the last day of June the next following year. Two copies of the report concerning issuance of bonds required to be filed with the Internal Revenue Service shall be certified as true and correct copies by the secretary or assistant secretary of the authority. One copy shall be furnished to the Town Council of the Town of Windsor and the other copies mailed to the Department of Economic Development for the Commonwealth of Virginia and any other State or Federal agencies so designated in the future.

Section 211. Agenda of Meetings. The format of all regular meetings of the Board of Directors shall generally follow a printed agenda utilizing Roberts Rules of Order. The Chairman shall set the formal

agenda and be agreed to by the Authority. Common elements in all agendas shall be as follows in an order prescribed by the Chairman with the Authority's approval in order to conduct an effective and efficient meeting:

- A. Call to Order.
- B. Minutes: Approval and correction of the minutes of the last regular meeting and any special meetings held subsequent to the last regular meeting.
- C. Treasurer's Report (when required).
- D. Presentations
- E. Reports by Chairman and Authority Directors
- F. Reports by Town Manager and Town officials
- G. Unfinished Business
- H. New business.
- I. Adjournment.

ARTICLE III COMMITTEES

Section 301. Special Committees. The Board of Directors may appoint from time to time committees as it may deem to be necessary and expedient to promote the purposes of the Authority. Such committees shall be advisory only and shall not be empowered to act by or on behalf of the Authority. The persons serving on such committees may be compensated such amount per regular, special, or committee meeting as may be approved by the Board of Directors, not to exceed fifty dollars per meeting day, and may be reimbursed for necessary traveling and other expenses incurred while on the business of the Authority; provided, however, that bills or appropriate vouchers for such expenses are submitted to the Board of Directors for its approval within sixty (60) days of the time any such expenses are incurred.

ARTICLE IV COMPENSATION FOR ECONOMIC DEVELOPMENT AUTHORITY MEMBER

Section 401. Compensation. The Directors shall receive no salary, but the Directors may be compensated such amount per regular, special, or committee meeting or per each official representation as may be approved by the Board of Directors, not to exceed fifty dollars per meeting or official representation.

Initially, there shall be no such compensation. However if in the future a need is felt for such compensation, then the approval of the compensation as outlined above shall be decided at the Annual Organizational Meeting in July. Such approval shall be reimbursed for necessary traveling and other expenses incurred in the performance of their duties, provided, however, that bills or appropriate vouchers for such expenses are submitted to the Board of Directors for its approval within sixty (60) days of the time any such expenses are incurred.

ARTICLE V RULES AND REGULATIONS

Section 501 Rules of Order. Roberts Rules of Order, newly revised or any subsequent edition thereof, shall serve as a guideline in resolving all matters of procedure not specifically set forth in these bylaws or the Act with the Chairman given full discretion as to the method of approved voting outlined by Roberts Rules of Order.

Section 502. Rules and Regulations. The Board of Directors may adopt, amend and alter from time to time such rules, regulations, or forms which it may deem necessary or expedient for the management of the affairs of the Authority and which shall not be inconsistent with the Act. The Secretary of the Authority shall maintain current copies of all rules, regulations, and forms adopted by the Authority, which shall be available for public inspection at all times at the office of the Economic Development Authority.

ARTICLE VI AMENDMENTS

Section 601. Amendments of Bylaws. These bylaws may be amended by a majority of the Board of Directors present at any duly constituted meeting, provided written or oral notice of such amendment shall have been given to the Directors and Officers at least 48 hours prior to any such meeting.

Economic Development Authority - Code of VA § 15.2-4904

- **4 year term** (Code of VA § 15.2-4904)
- No limit of terms served.
- Comprised of seven directors.
- **A member of the board of directors of the authority may be removed from office by the local governing body without limitation in the event that the board member is absent from any three consecutive meetings of the authority, or is absent from any four meetings of the authority within any 12-month period.**

Date	Document Title	Approval By
11/6/2023	EDA Bylaws – 2023	EDA Members (Durwood Scott Chairman)