

BYLAWS
JEFFERSON COUNTY DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1. Name: Jefferson County Development Authority, hereinafter referred to as the "Authority."

Section 2. Place of Business: The principal office of the Authority shall be in Jefferson County, West Virginia.

ARTICLE II
PURPOSE AND COMPLIANCE WITH APPLICABLE LAWS

Section 1. General: The Authority is organized under West Virginia Code §7-12-1 *et. seq.*

Section 2. Purpose: The purpose of the Authority is set forth in West Virginia Code §7-12-2, *Purposes.*

Section 3. Powers and Authorities: The Authority possesses the powers and authority granted by West Virginia Code §7-12-1 *et. seq.*

Section 4. Compliance with Applicable Laws: The Authority shall observe and comply with all applicable local, state, and federal laws. In the event of any conflict between these bylaws and West Virginia Code, the Code shall govern. If any article, section, or provision of these bylaws is found to be unconstitutional, the remaining articles, sections, and provisions shall remain valid.

ARTICLE III
MANAGEMENT AND MEMBERSHIP OF THE AUTHORITY

Section 1. Membership: Membership is determined by West Virginia Code §7-12-3.

Section 2. Appointment of Members: All voting members must be approved by the County Commission and sworn in by the County Clerk before participating in Authority business.

Section 3. Term of Members: Term length is determined by West Virginia Code §7-12-3.

Section 4. Resignation or Removal of Members: The Executive Director shall notify the County Commission of any resignations and request the appointment of a qualified person to fill the vacancy left by the resigning members. The County Commission may remove any members of the board pursuant to West Virginia Code §7-12-3.

Section 5. Vacancies: If requested by the County Commission, the Board of Directors may recommend qualified individuals for appointment to fill pending or existing vacancies in membership.

Section 6. Attendance: If any member fails to attend three (3) consecutive regular meetings of the Authority without an acceptable excuse, the Board of Directors may recommend removal to the County Commission.

ARTICLE IV MEETINGS OF THE AUTHORITY

Section 1. Time and Place: The Authority members shall meet on the third Tuesday of each month at 3:00 p.m. at the office of the Jefferson County Development Authority and virtually or at a place and time otherwise designated for the meeting. If the meeting falls on a legal holiday, the meeting shall be held on another designated day.

Section 2. Quorum: A majority of appointed board seats shall constitute a quorum. No action of the Authority shall be official unless authorized by a quorum at a regular or special meeting.

Section 3. Voting: Each member of the Authority present, in-person or virtually, shall have one vote on each matter under consideration.

Section 4. Special Meeting: Special meetings of the Authority may be called by the President and at least two (2) members. Special meeting requests should be directed to the Executive Director.

Section 5. Emergency Meeting: Emergency meetings may be called by the President for an imminent threat to public health or safety; an imminent threat of damage to public or private property; or an imminent material financial loss or other imminent substantial harm to a public agency, its employees, or the members of the public which it serves.

Section 6. Meeting Notice: Notice, an agenda, and any supporting documentation shall be given to each member by the Executive Director or by an Authority staff member at the discretion of the Executive Director.

The meeting notice will also be provided to the Jefferson County Commission to be published consistent with the West Virginia Open Meetings Act.

Section 7. Agenda: The Executive Director shall prepare the agenda. The meeting agenda may be sent by the Executive Director or an Authority staff member at the discretion of the Executive Director. A member who wishes to include an item on the agenda shall notify the Executive Director at least seven (7) calendar days before a regularly scheduled meeting.

Section 8. Format: The format for all regular meetings of the Authority members may follow this general format which may be adjusted as circumstances require, consistent with the West Virginia Open Meetings Act.

1. Call to Order
2. Roll Call and Determination of a Quorum
3. Public Comment
4. Approval of Minutes
5. Approval of Treasurer's Report

6. Old Business
7. New Business
8. Director's Report
9. Member Comment
10. Adjournment

All meetings shall be conducted in accordance with the West Virginia Open Governmental Proceedings Act.

ARTICLE V

EXECUTIVE SESSION, CONFIDENTIALITY, AND CONFLICTS OF INTEREST

Section 1. Executive Session: An executive session may be called by a majority vote of the members present for purposes of discussing such matters as are authorized under West Virginia Code §6-9A-4, *Exceptions*. Items discussed in executive session are confidential.

Section 2. Confidentiality: Confidentiality is paramount in the business of the Authority. All members and others participating in the business of the Authority must adhere to those expectations in all dealings inside and outside of the official meeting atmosphere.

Section 3. Conflicts of Interest: All members must comply with the West Virginia Ethics Act, disclose any potential conflicts of interest, and recuse themselves when required.

ARTICLE VI

OFFICERS

Section 1. Officers: The officers of the Authority shall be the President, Vice President, Secretary, and Treasurer. Each officer must be a member of the Authority. The same member may serve as both Secretary and Treasurer. In such instances, the officer will be the "Secretary-Treasurer."

Section 2. Election of Officers: All officers are elected annually at the Authority's June regular meeting. Newly elected officers shall assume their duties on July 1 annually. Officers shall serve until the next annual election and until their successors are duly elected and qualified. Officers may be reelected for successive terms.

Section 3. Officer Vacancies: Any vacancy occurring among the officers shall be filled by a vote of the membership at the first available regular or special meeting of the Authority.

ARTICLE VII

DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

Section 1. President: The President shall preside as chair at all meetings of the membership of the Authority. The President shall appoint all ad hoc committee members and shall be an ex officio member of all ad hoc committees. The President shall attend to the executive business of the Authority and exercise such powers as may be conferred by the members, by these bylaws, and as prescribed by law. The President shall execute, and if necessary, acknowledge for the record, any deeds, deeds of trust, contracts, notes, bonds, agreements, or other documents

necessary, requisite, proper, or convenient to be executed by or on behalf of the Authority when and if directed by the members of the Authority.

Section 2. Vice President: If the President is absent or for any reason unable to discharge any of the duties of the office, then the same shall be discharged by the Vice President or, in the absence of the Vice President, by any remaining officer.

Section 3. Secretary: The Secretary of the Authority shall be its recording officer and shall, when practicable, be present at all meetings of the members, and shall keep or cause to be kept a regular record of the proceedings of such meetings. The Secretary shall sign the minutes of the meetings. The Secretary shall have charge of minutes, be the custodian of deeds and other important writings and papers of the Authority and shall also perform such other duties as the office may have under law or as may be conferred from time to time by the membership. Minutes of the meetings of the Authority may be taken by a person other than a member of the Authority at the discretion of the Secretary.

Section 4. Treasurer: The Treasurer shall have general charge of the funds and monies of the Authority. Checks written from the Authority's account shall be signed by such person or persons as the membership from time to time prescribes. The Treasurer shall keep or cause to be kept proper and accurate books of accounts and receipts and vouchers for disbursement made by or through the Authority and shall prepare and submit such reports and statements of the financial condition of the Authority as the members may from time to time prescribe, and shall perform such other duties as may devolve under the law or as may be conferred on the Treasurer by members of the Authority.

Funds shall be expended following Jefferson County Commission Finance Policies and guidance of the West Virginia State Auditor.

Section 5. Executive Director: The Jefferson County Commission may appoint an Executive Director to act as the Authority's chief executive officer. The Authority, acting through its Executive Director, may employ any contracted positions considered necessary and may appoint counsel and legal staff for the Authority and retain such temporary engineering, financial, and other consultants or technicians as may be required for any project consistent with the provisions of these bylaws.

The Executive Director is responsible for the day-to-day management of the Authority and the supervision of all individuals assigned to work on behalf of the Authority. This includes both staff directly employed by the Jefferson County Commission and any staff contracted directly by the Authority.

The Executive Director shall annually prepare a budget to be submitted to the Authority for its review and approval prior to the commencement of each fiscal year's budget process. The budget shall contain a detailed account of all planned and proposed expenditures and revenue for the upcoming fiscal year, including a detailed list of employees by title, salary, cost of projected benefits, and total compensation.

Costs incidental to the administration of the Authority, including office expenses, personnel service expenses, and current expenses, shall be paid in accordance with the guidelines issued by the Authority and the Jefferson County Commission.

The Executive Director has no vote.

Section 6. Disbursement and Authorized Legal Signers of the Authority: The President, Vice President, Secretary, Treasurer, and Executive Director shall have the authority to receive and disburse funds and sign documents on behalf of the Authority. No disbursement or liability shall be made on behalf of the Authority unless it has been authorized by two of the five positions listed above.

ARTICLE VIII COMMITTEES

Section 1. Use of Committees: The Board of Directors shall operate as a full body for most policy and project matters.

Section 2. Committee Membership and Appointment of Members: The President shall appoint committee members and chairs. Advisory members shall serve without the privileges and responsibilities of membership. These advisory members cannot vote on any item.

ARTICLE IX FISCAL YEAR

The Fiscal Year of the Authority shall commence on July 1 of each year and continue through June 30 of the following calendar year.

ARTICLE X AMENDMENTS

Section 1. Amendments: These bylaws may be amended at any regular or special meeting of the Authority by a two-thirds vote of the entire membership. The proposed amendments shall be provided to each member at least ten (10) business days prior to the regular or special meeting at which the proposed amendment(s) will be considered.

Section 2. Approval by the County Commission: Bylaws changes shall be submitted to the members of the Jefferson County Commission for approval. Bylaws amendments shall become effective by final approval of the Jefferson County Commission.

ARTICLE XI INDEMNIFICATION

The Authority shall indemnify any past, present, or future officer or employee of the Authority against claims arising from an act or omission of such past, present, or future officer or employee within the scope of such individual's duties. Such indemnification shall include reasonable costs and expenses incurred in defending such claims. Nothing contained herein shall require the Authority to pay punitive damages, exemplary damages, or damages arising from the commission of a crime by such individual, and the Authority shall not be required to provide the

defense or indemnification of such individual when the act or omission which caused the injury was the result of actual fraud, actual malice, gross neglect, or willful misconduct of such individual, or the event of a claim against such individual by the State of West Virginia or the Authority. The determination as to whether an individual's conduct falls within any of the above exceptions shall be made by the Authority, in consultation with the West Virginia Attorney General.

ARTICLE XII INSURANCE AND LIABILITY PROTECTION

The Authority shall maintain Public Officials Liability insurance or similar coverage, subject to budget availability, to protect members and staff acting within the scope of their duties.

ARTICLE XIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

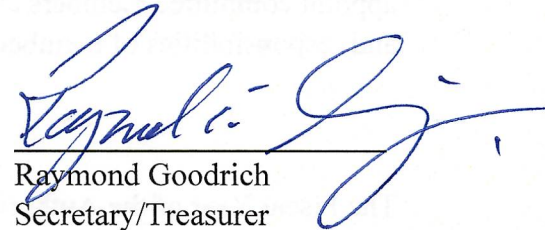
Upon the dissolution of the Authority, any and all funds and assets held by the Authority, after the payment of its obligations, shall automatically pass to and become the property of the County Commission of Jefferson County, West Virginia, to be used for public improvements and other public purposes as said Commission shall deem proper.



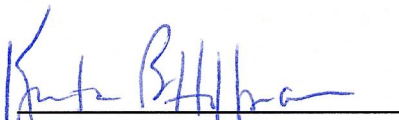
Todd Wilt
President



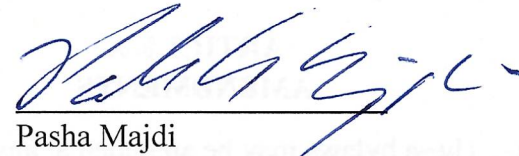
Dan Casto
Vice President



Raymond Goodrich
Secretary/Treasurer



Krista Hoffman
Executive Director



Pasha Majdi
Jefferson County Commission President

Revised: August 14, 2025

Adopted by the Authority Board of Directors: August 19, 2025

Approved by the Jefferson County Commission: Sept 4 2025