

**BY-LAWS
OF
MIDDLE PENINSULA CHEASPEAKE BAY PUBLIC ACCESS AUTHORITY
(Ratified June 13, 2003)**

1. **Name.** The name and title of this Authority is the Middle Peninsula Chesapeake Bay Public Access Authority.
2. **Office.** The principal office of the Middle Peninsula Chesapeake Bay Public Access Authority shall be in Saluda, Virginia.
3. **Seal.** The Authority's seal shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate, Virginia 2003."
4. **Appointment and Tenure of Board of Directors.** The powers of the Authority shall be vested in the directors thereof in office. The governing body of each participating political subdivision shall appoint the number of directors, who may be members of the appointing governing body, set forth opposite its name below:

County of Essex	1
County of Gloucester	1
County of King and Queen	1
County of King William	1
County of Mathews	1
Town of West Point	1
Town of Tappahannock	1

The initial term for the Director from Essex County shall be one year

The initial term for the Director from Gloucester County shall be one year

The initial term for the Director from King and Queen County shall be two years

The initial term for the Director from King William County shall be three years

The initial term for the Director from Mathews County shall be two years

The initial term for the Director from the Town of West Point shall be four years

The initial term for the Director from the Town of Tappahannock shall be two years

After the initial term, a director will serve a four-year term or until his / her successor is appointed and qualified. The governing body of each political subdivision shall be empowered to remove at any time, without cause, any director appointed by it and appoint a successor director to fill the remaining portion of the removed director's term.

The governing body of each member political subdivision may appoint an alternate whose term shall be the same as the director of each political subdivision, provided, however, that the alternate's term shall not expire because of a director's death, disqualification, resignation, or termination of employment with the director's political subdivision. For purposes of these By-Laws, if a director is not present at a meeting of the Authority, the alternate for that member political subdivision present at a meeting shall have all the voting and other rights of a director hereunder and shall be counted for the purposes of determining a quorum at any meeting of the Authority. Wherever reference is made in these By-Laws to "directors," such term shall include an alternate acting in place of a director pursuant to the conditions set forth in the immediately preceding sentence. All notices provided for herein shall be given to alternates as well as directors.

5. **Organization.** A majority of the directors in office shall constitute a quorum. No vacancy in the membership of the Authority shall impair the right of a quorum to exercise all rights and perform all duties of the Authority. Business shall be conducted according to Robert's Rules of Order.
6. **Meetings.** The Board of Directors shall hold regular meetings on the second Friday of even months: February, April, June, August, October, and December (scheduled clarified August 2003 meeting). At the first meeting in any year, the Authority shall elect officers for the ensuing year, and in the event that such a day is legal holiday under the laws of the Commonwealth of Virginia, then the same shall be held the next succeeding secular day not a legal holiday under the laws of said commonwealth, or at such time as may be determined by resolution of the Authority.
7. **Special Meetings.** Special meetings of the Authority may be called by any three directors upon at least three working days written notice to each director served personally or left at his/her usual place of business or residence
8. **Special Subcommittee.** Any Director may establish a subcommittee comprised of members of his / her choosing to work with Authority staff to advance projects from the Directors locality.

9. **Officers.** The Board of Directors shall annually elect a chairman and a vice-chairman from their membership, a secretary and a treasurer or a secretary-treasurer from their membership or not as they deem appropriate, and such other officers as they may deem appropriate.
10. **Executive Director.** The Board of Directors may appoint an executive director, who shall not be a director, who shall exercise such powers and duties as may be delegated to him by the Board of Directors, including powers and duties involving the exercise of discretion.
11. **Duties of Officers.**
- a. Chairman: The Chairman shall conduct all meetings of the Board of Directors and shall have general and active management of the affairs of the Authority.
 - b. Vice-Chairman: The Vice-Chairman shall have all powers and duties of the Chairman in the absence or disability of the Chairman.
 - c. Secretary: The Secretary shall act as clerk of all meetings of the Authority; shall record all proceedings of such meetings, sending a copy of each meeting's minutes to each director following the regular meeting; shall record all votes and shall have custody of all books and records of the Authority, except those kept by the Treasurer, and shall jointly with the Chairman execute all contracts and perform all other duties as may be assigned from time to time.
 - d. Treasurer: The Treasurer shall jointly with the Chairman sign all checks upon moneys of the Authority, and keep the financial records of the Authority, provide for the custody of the funds and other property of the Authority, and perform all other duties incident to his / her office.
 - e. Other Officers: Such other officers as may from time to time be selected by the Board of Directors shall perform such duties as may be specifically assigned to them by the Authority.
11. **Compensation.** Each director may be reimbursed by the Authority for the amount of actual expenses incurred by him in the performance of his / her duties.
12. **Amendments.** These By-Laws may be altered, amended, and/or repealed by the majority members of the Board of Directors at any meeting after thirty days' prior written notice of such an intention to each Director by the Secretary.

Chairman _____