TRI-COUNTY LAKES ADMINISTRATIVE COMMISSION
BY-LAWS AND RULES OF PROCEDURE

Preamble

The Tri-County Lakes Administrative Commission is a joint administrative organization formed by the counties of Bedford, Campbell, Franklin, and Pittsylvania to serve as an administrative department for the above counties that surround Smith Mountain Lake and Leesville Lake.

Article I Membership

Section 1. Eligibility: The Tri-County Lakes Administrative Commission (TLAC) Board of Directors (Board) shall be composed of fourteen (14) directors from the participating political subdivisions of Bedford, Campbell, Franklin, and Pittsylvania Counties. Bedford County shall have three (3) directors, one (1) director being the Bedford County Administrator, one (1) director being a member of the Board of Supervisors of Bedford County and one (1) director being a citizen-at-large who shall reside in a voting precinct whose area shall include the shoreline of Smith Mountain Lake and/or Leesville Lake; Campbell County shall have three (3) directors, one (1) director being the Campbell County Administrator and one (1) director being a member of the Board of Supervisors of Campbell County and one (1) director being a citizen-at-large who shall reside in a voting precinct whose area shall include the shoreline of Leesville Lake; Franklin County shall have three (3) directors, one (1) director being the Franklin County Administrator, one (1) director shall be a member of the Board of Supervisors of Franklin County and one (1) director being a citizen-at-large who shall reside in a voting precinct whose area shall include the shoreline of Smith Mountain Lake; Pittsylvania County shall have three (3) directors, one (1) director being the Pittsylvania County Administrator; one (1) director shall be a member of the Board of Supervisors of Pittsylvania County; and one (1) director being a citizen-at-large who shall reside in a voting precinct whose area shall include the shoreline of Smith Mountain Lake and/or Leesville Lake. The President of the Leesville Lake Association shall be a director. A member of the Smith Mountain Lake Association Board of Directors shall be a director. A representative of APCo shall be an ex officio member.

Section 2. Election to Membership: Twelve (12) directors of the TLAC Board are to be appointed by the respective Boards of Supervisors of the county which they represent, and these directors of the TLAC Board shall serve at the pleasure of the respective Boards of Supervisors. Appointments to the TLAC Board shall be made at the annual Board of Supervisors reorganization meetings. Additionally, the TLAC Board appoints the directors representing the Smith Mountain Lake Association and the Leesville Lake Association whose names have been put forth by these organizations.

Section 3. Voting: Each director shall have one (1) vote at any board of directors meeting at which he/she is present. Proxy voting will not be permitted at any meeting or election. Ex officio members shall not be entitled to vote. The citizen at large for Campbell County, because of its smaller area involvement and financial responsibility, shall cast a vote only in the absence of the

Campbell County Supervisor or Administrator. For business specific to one lake, only directors who represent a county with shoreline on that lake are sanctioned to vote.

Leesville Lake Business - 9 directors: Bedford (3), Pittsylvania (3), Campbell Counties (2), and Leesville Lake Association Representative (1)

Smith Mountain Lake Business - 10 directors: Bedford (3), Franklin (3) and Pittsylvania Counties (3), and Smith Mountain Lake Association Representative (1)

Article II Meetings

Section 1. Regular Meetings:

a. All regular meetings of the Board shall be open to the public, except certain specific exempt topics identified in Section 2.2-3711 of the Virginia Code.
b. The Board shall hold regular meetings on such days as may be prescribed by resolution at the annual organizational meeting in February of each year, but which shall not be less frequent than bi-monthly. The Board shall give notice of the date, time, and location of its meetings by placing a notice in a public location at which notices are regularly posted or in the office of the Tri-County Lakes Administrative Commission. The Commission may publish meeting notices by electronic means. The notice shall be posted at least five (5) working days prior to the meeting. Regular meetings of the TLAC Board shall begin at 4 p.m.
c. If the Chair (or the Vice-Chair if the Chair is unable to act) finds and declares that the weather or other conditions are such that it is hazardous for the Board members to attend a regular meeting, the regular meeting shall be continued until the next regularly scheduled meeting. Such conditions shall be communicated to the Board of Directors and the press as promptly as possible. All hearings and other matters previously advertised shall be conducted at the continued meeting and no further advertisement is required.
d. All regular meetings of the Board shall be held in the TLAC Conference Room unless otherwise noted.
e. The Board may by resolution, when necessary, change the time and place of the regular meeting. The resolution shall set forth the circumstances necessitating such change. Notice of such change shall be posted in a public location at which notices are regularly posted or in this office at least three (3) working days prior to the meeting to be held pursuant to the change. Three (3) working days prior to the meeting to be pursuant to such change, the Executive Director shall give each Director written notice, personally or by registered mail, of any change from the regular meeting days established by this section.

Section 2. Special Meetings: Special Board of Directors meetings may be called by the Chair or by any two (2) voting members of the TLAC Board. Written notice of such meeting shall be mailed by the Executive Director at least five (5) days prior to the date of the meeting and a notice shall state the purpose of the meeting and no other business shall be transacted unless unanimously approved by the voting members of the TLAC Board.

Section 3. Emergency Meetings: Emergency meetings may be called by the Chair after consultation with at least one (1) TLAC Board member from Bedford County, Campbell County, Franklin County and Pittsylvania County and shall be called by the Secretary. Notice of such a meeting shall be given by the Secretary at least twenty-four (24) hours prior to the date of the meeting, stating the purpose of the meeting and no other business shall be transacted.

Section 4. Work Sessions: The Board may meet informally in work sessions which shall be open to the general public, at the call of the Board Chair or of any member of the Executive Committee, to review forthcoming programs of the Commission, receive progress reports on current program or projects, or receive other similar information from the Board Chair, provided that all discussions and conclusions therein shall be information.

Section 5 Closed Meetings: Closed meetings may be held in accordance with provisions of the Virginia Freedom of Information Act pursuant to Sect. 2.2-3711 of the Code of Virginia. Closed meetings may be placed in the Order of Business of a regular or special Meeting Agenda as deemed appropriate by the Board Chair, or as the Meeting Agenda may be amended by the Board. A consensus of a majority of the Board present at a work session meeting preceding a regular meeting at which a Closed Meeting has been placed on the Meeting Agenda may convene the Closed Meeting as part of the work session.

Section 6 Quorum: Quorum for the TLAC Board meetings shall be a majority of the voting members.

Section 7 Votes: Voice votes are allowed and roll call votes shall be taken upon the motion of any voting member of TLAC Board of Directors or when required by law.

Section 8 Remote Participation for In-Person Meeting: Directors may attend and participate in meetings from a remote location by telephone or other audio or video means, provided such attendance complies with the provisions of Virginia Code Sec. 2.2- 3708.2, as amended from time to time, and subject to the following requirements:

a. On or before the day of a meeting, (A) the requesting Director shall notify the Chairman that the Director is unable to attend the meeting due to (i) a temporary or permanent disability or other medical condition that prevents the Director's physical attendance or (ii) a family member's medical condition that requires the Director to provide care for such family member, thereby preventing the member's physical attendance.
b. On or before the day of a meeting, (A) the requesting Director shall notify the Chairman that the Director is unable to attend the meeting due to an emergency or a personal matter and the Director identifies with specificity the nature of the emergency or personal

matter. Participation by a Board member pursuant to this subdivision (2) is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

c. If participation by a Director through electronic communication means is approved, the Board shall record in its minutes the remote location from which the director participated; however, the remote location need not be open to the public. If participation is approved pursuant to subdivision (1), the Board shall also include in its minutes the fact that the Director participated through electronic communication means due to (i) a temporary or permanent disability or other medical condition that prevented the Director's physical attendance or (ii) a family member's medical condition that required the Director to provide care for such family member, thereby preventing the Director's physical attendance. If participation is approved pursuant to subdivision (2), the public body shall also include in its minutes the specific nature of the personal matter cited by the Director.

d. If a Director's participation from a remote location pursuant to subdivision 1 b is disapproved because such participation would violate the policy adopted pursuant to subsection C, such disapproval shall be recorded in the minutes with specificity.

e. A quorum of the Board must be physically assembled at the primary or central meeting location.

f. The Board shall make arrangements for the voice of the absent Director to be heard by all persons in attendance at the primary or central meeting location, and the absent director must be present for all of the meeting until adjourned.

Section 3. All-Virtual Meetings

The Board may elect to hold an all-virtual meeting in accordance with Virginia Code Sec. 2.2-3708.3, as amended from time to time, and subject to the following requirements:

a. That the Board unanimously approve an all-virtual meeting by consent of each Director in writing via electronic mail to the Executive Director and Chairman no less than one week prior to the scheduled meeting. Any member may initiate a request for an all-virtual meeting by electronic mail to all members of the Board, the Executive Director, and a designated member of the Information Technology staff no less than two weeks prior to the scheduled meeting, and such request shall include the date and time of the meeting and method of electronic communication requested.

b. Prior to final approval of the all-virtual meeting, the Executive Director shall certify to the Board that Information Technology is able to accommodate the all-virtual meeting with all requirements for such a meeting being met. If Information Technology is unable to accommodate such a meeting, the meeting shall be held in-person as scheduled.

c. Upon approval of an all-virtual public meeting, the required meeting notice along with a statement notifying the public that the meeting shall be all-virtual shall be posted and given in accordance with the provisions of § 2.2-3707.

d. Public access to the all-virtual public meeting shall be provided via notification of the means of communication and log-in or call-in information in the public notice.

e. The means of communication used for the meeting shall allow the Directors and the public to hear the members of the Board and any participants in the meeting, and if audio-visual technology is used, to see members and participants as well.

f. A phone number or other live contact information shall be provided to the members of the Board and participants in advance of the meeting to be used in the event that audio or visual transmission of the meeting fails. The public shall be notified of such backup contact information in the public notice.

g. Public comment shall be afforded through electronic means, including by way of written comment to be read to the Board during the meeting.

h. No more than two members of the Board shall be together at the same physical location during the all-virtual meeting.

i. If a closed session is held during the meeting, transmission of the meeting to the public may be cut off but must resume before the Board votes to certify the closed meeting as required by subsection D of Virginia Code Sec. 2.2-3712.

j. The Board shall not convene an all-virtual meeting for consecutive meetings and shall not convene all-virtual meetings more than twice or twenty-five percent (25%) of its scheduled meetings per calendar year, whichever is fewer.

k. Minutes of all-virtual meetings shall be taken as is customary under Virginia Code Sec. 2.2- 3707, and such minutes shall include the fact that the meeting was held by electronic means and the type of electronic communication used.

Section 4. Minutes

a. Minutes of all regular and special meetings and work sessions shall be recorded. Such minutes shall be maintained in the TLAC office. The minutes shall reflect:

(1) The date, time and place of the meeting or session;
(2) The members recorded as either present or absent;
(3) A general description of all matters proposed, discussed, or decided; and
(4) Record of any votes taken.

b. Approval of Minutes of all but Closed Meetings shall be considered at a regular Board meeting. It shall not be necessary to read the Minutes prior to approval. Prior to approval, any Director may, through the Chair, request the privilege of amending or correcting the Minutes to accurately reflect the substance of the prior meeting. If objection is made by any Board member to such amendment or correction, a majority vote of the Board shall be necessary for adoption of the correction or amendment. The Chair shall sign the adopted Minutes.

Article III Officers

Section 1. Officers: The Officers shall be the Chair and the Vice-Chair, both of whom shall be elected for terms of one (1) year at the annual TLAC Board meeting and shall serve until their successors are duly elected. The Chair shall preside at all meetings of the TLAC Board and shall perform such other duties as are incident to the office or are properly required by the TLAC Board and to authorize the disbursal of appropriated funds after approval by the TLAC Board approved budget or a TLAC Board approved amended budget.

The Vice-Chair shall exercise the authority of the Chair in his/her absence and perform such other duties as may be assigned to him/her by the Chair of the TLAC Board.

The Administrative Associate of TLAC shall serve as the Board secretary and shall be responsible for recording the minutes of the TLAC Board meetings and maintaining such records as may be required of him/her by the Chair of the TLAC Board. He/She shall have charge of the correspondence, notify members of meetings, keep a roll of the members with their addresses, and carry out such other duties incident to his/her office as the Chair may request or the TLAC Board assign.

The Executive Director, TLAC, shall serve as the Board treasurer and shall collect and receive all monies due or belonging to the TLAC Board. He/She shall deposit the same in a bank designated by the TLAC Board in the name of the TLAC Board. His/Her book shall, at all times, be open to inspection by the TLAC Board and he/she shall report to them at every meeting the condition of the TLAC Board's finances and every item of receipt or payment not before reported; and at the annual membership meeting he/she shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of the books as directed by TLAC Board. The Treasurer shall be bonded in an amount to be approved by the TLAC Board.

Section 2. Elections: The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 3. Vacancies: Any vacancies occurring among the officers during the year shall be filled for the unexpired term of office by majority vote of the TLAC Board at its first regular meeting following the creation of such vacancy, or at a special TLAC Board meeting called for that

purpose; except that a vacancy in the office of Chair shall be filled automatically by the Vice-Chair and resulting vacancy in the office of Vice-Chair shall be filled by the TLAC Board.

Article IV Committees

Section 1. Committees and Standing Committees: There shall be five (5) standing committees: executive/planning program of work, SML navigation, Leesville Lake navigation, SML environmental, and Leesville Lake environmental. Such committees shall always be subject to the final authority of the TLAC Board. The TLAC Board may appoint standing committees to advance the work of the TLAC Board in such matters as it deems necessary, and special committees may also be appointed by the TLAC Board to aid the TLAC Board on particular projects.

TLAC committees serve at the pleasure and discretion of the Board of Directors in an advisory capacity. Committee members are seated and appointed at the annual organizational meeting of the Board of Directors. The TLAC Executive Director shall be an ex-officio member of all committees.

Section 2. Membership: The members and Chair of each committee may be appointed annually by the Board of Directors and may consist of one (1) member from each county surrounding the respective lake; Franklin County, Bedford County, Campbell, and Pittsylvania County any such non-board members as may be selected by the respective committee Chair.

Members of the respective committee may submit applications to expand the membership or fill a vacancy at any time as deemed necessary. Membership expanding the Committee or filling a vacancy shall be voted on by the Committee after the candidate has attended one meeting, in order to provide the Committee members, the opportunity to meet the candidate.

The Committee may make public notification for applications for additional members, as needed.

Member Removal: Committee members who are absent for three (3) consecutive meetings shall be removed from the Committee if such absences are not excused. Members are expected to call the TLAC office ASAP if not able to attend a regularly scheduled meeting. If a member is unable to perform his/her duties and fails to attend six consecutive meetings for any reason, the Chairman of the TLAC Board shall remove the member from the committee and notify the member by writing.

Committee Chairmen may grant "associate" status when appropriate. Associate status is to be considered temporary and shall be limited to a specific task and/or for a specific period of time. Associate status is to be assigned only for temporary membership based upon the appointee's expertise and Associate members shall have no voting rights.

Section 3. Term: The term of service is defined as one (1) year. Members may serve two consecutive terms with the possibility of additional terms as may be approved by the TLAC Board of Directors.

Section 4. Chairman & Vice-Chairman: Committees will appoint a Chairman and Vice-Chairman at their annual organizational meeting following the Board of Directors organizational meeting. Officer terms are one (1) year. No formal voting action can be taken without the Chairman or Vice-Chairman presiding over the meeting.

Section 5. Quorum: A quorum is defined as a majority of total committee members being present.

Section 6. Meeting Schedules: The committee meeting schedule shall be established at the organizational committee meeting at a time, day, and place at the discretion of the committee Chairman in consultation with members. Committees may meet on an 'as needed' basis dependent upon needed work. Meetings where public hearings will be conducted will be required to publish public notice through the office of the Executive Director under Freedom of Information Act statutes.

Section 7. Miscellaneous:

Standard Operating Procedures: Committees may operate under Standard Operating Procedures (SOP) required to be included as appendices in TLAC's By-Laws.

Committees will be subject to TLAC By-Laws.

Committees will operate under Robert's Rules of Order.

Section 8. Executive Committee: The Executive Committee shall perform routine administrative functions of the TLAC Board. The committee shall be composed of the Chair and the four (4) County Administrators.

Article V Miscellaneous

Section 1. Calendar: The fiscal year of the TLAC Board shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June in each year.

Section 2. Budgets: Annual budgets are to be developed by TLAC Executive Director or in the event that TLAC has no Executive Director, a person appointed by the TLAC Board. The budget shall be reviewed and approved by the TLAC Board and forwarded to member governing bodies for formal action. A copy shall be made available to the public at cost. Copies shall also be filed with the offices of the County Administrators for those counties who are members of the TLAC Board for distribution to members of the respective Boards of Supervisors.

Section 3. Audits and Filing: Within six (6) months after the end of each fiscal year, the Executive Director (or the Secretary-Treasurer in the Executive Director's absence) shall have an audit made of the TLAC Board financial records. This audit should be filed with the respective member County; administrators no later than December 15, following the close of each fiscal year occurring on June 30. Copies of such audits shall be available to the members of the public at cost.

Section 4. Conflicts: Any conflict between these By-Laws and the Cooperative Agreement by and between Bedford County, Campbell County, Franklin County, and Pittsylvania County shall be resolved in favor of the Cooperative Agreement.

Section 5. Parliamentary Procedure: The TLAC Board shall be governed by Roberts Rules of Parliamentary Procedure.

Article VI Amendments

These Rules of Procedure and By-laws will be reviewed and re-adopted at TLAC's annual organizational meeting. Amendments to the By-laws may be proposed by a resolution by a member of the TLAC Board and shall be submitted to the membership at a regular or special meeting. A copy of the resolution must accompany the notice of the meeting, and such notice shall be given at least seven (7) but not more than thirty (30) days prior to the meetings.

Edgar R. Tuck Date: 10-5-26

The Honorable Edgar Tuck, Chair
Tri-County Lakes Administrative Commission
400 Scruggs Road, Suite 200
Moneta, Virginia 24121

Appendix I: Environmental Committee

Affiliations

- Virginia Department of Wildlife Resources shall be included in all Environmental Committee mailings, invited to all meetings, and consulted when appropriate.

Work Plan

- The committee shall develop and submit to the Board an annual plan for SML prior to the first meeting of the year.

Appendix II: Navigation Committee

Affiliations

- Virginia Department of Wildlife Resources shall be included in all Navigation Committee mailings, invited to all meetings, and consulted when appropriate.

Work Plan

- The committee shall develop and submit to the Board an annual plan for SML prior to the first meeting of the year.

Aids to Navigation and Regulatory Markers:

Standards

- The navigation system should conform to the United States Coast Guard (USCG) standards.

Maintenance

- The Navigation Committee has authority to maintain all Aids to Navigation and Regulatory Markers that are not maintained by APCo as a part of their license agreement with the Federal Energy Regulatory Commission, as appropriate while working within the current fiscal year budget.
- It is the responsibility of the Navigation Committee to research all possible means of maintaining the navigation systems, including the procurement of new devices where applicable, developing Request for Proposals (RFPs) and interviewing contractors as appropriate. Recommendations are to be submitted to the TLAC Board.

Marker Application/Criteria

- It is the responsibility of the Navigation Committee, in conjunction with the TLAC Executive Director, to make available to the public upon request, a marker application that clearly defines the instructions to be followed and clearly states the Navigation Committee criteria as follows: The purpose of buoys is to enhance public safety on Smith Mountain Lake and Leesville Lake. Erosion control and protection to personal property are not acceptable reasons for application. Examples of areas that have been identified for consideration of enhanced public safety include public boat ramps, marinas, and other unusually high traffic or commercial areas.
- Distances from shore and distance between no-wake markers shall normally be 100 to 150 feet, or at the discretion of the TLAC and/or VDWR.

- The Navigation Committee shall make recommendations to the TLAC Board regarding markers based on information presented in the application (to be included in the monthly packet mailed to all committee members one week in advance of the meeting) and any additional information determined to be pertinent.
- The criteria for TLAC maintained shoal markers is a minimum of 150 feet from shore and a minimum of 5 feet at full pond, to be measured with a pole.
- The applicant shall, when modifications to applications are requested, whether by the applicant or at the request of the Navigation Committee or the TLAC Board, submit a new drawing reflecting the modification which shall become part of the application to be considered.
- The Navigation Committee has the authority to make exceptions regarding marker applications should unique conditions warrant.
- The Navigation Committee shall have the authority to review and evaluate the appropriateness of any approved marker no sooner than two years after installation. Removal recommendations approved by the TLAC Board will be forwarded to VDWR for further action.