

Appendix A

Authorized Signatories for Land Use Applications

1. Introduction

This appendix delineates those persons authorized to sign land use applications and proffers on behalf of corporations, partnerships, religious organizations, trusts, and other unincorporated bodies, societies, benevolent associations, and organizations. This appendix focuses on the most common entities and relationships county departments will encounter. Contact the county attorney's office if you are faced with an entity that is not addressed here.

This appendix also identifies the supporting documentation an applicant should submit to demonstrate the authority of the person signing an application or proffer.

2. Stock corporations

Authorized signatories: The authorized signatories are: (1) the board of directors; (2) any person in the corporation expressly authorized by the board of directors to complete prescribed acts on behalf of the corporation (*Virginia Code § 13.1-673*); (3) a committee of the board of directors (*Virginia Code § 13.1-689*); or (4) a corporate officer as provided in the by-laws or in a resolution of the board of directors (*Virginia Code § 13.1-694*).

Supporting documentation: The supporting documentation is: (1) for a board of directors, the articles of incorporation or a shareholders agreement may limit the board's statutory authority (*Virginia Code § 13.1-673*); (2) for a person expressly authorized by the board of directors, written evidence of that authorization, such as a board resolution or board minutes; (3) for a committee, an action of the board of directors authorizing the committee to act; the articles of incorporation or the by-laws may limit the statutory authority (*Virginia Code § 13.1-689*); (4) for a corporate officer, the by-laws or the delegating resolution of the board of directors (*Virginia Code § 13.1-694*).

3. Nonstock corporations

Authorized signatories: The authorized signatories are: (1) the board of directors; (2) any person in the corporation expressly authorized by the board of directors to complete prescribed acts on behalf of the corporation (*Virginia Code § 13.1-853*); (3) a committee of the board of directors (*Virginia Code § 13.1-869*); or (4) a corporate officer as provided in the by-laws or in a resolution of the board of directors (*Virginia Code § 13.1-872*).

Supporting documentation: The supporting documentation is: (1) for a board of directors, the articles of incorporation and the by-laws, the latter of which may include a member or director agreement, may limit the board's statutory authority (*Virginia Code §§ 13.1-852.1, 13.1-853*); (2) for a person expressly authorized by the board of directors, written evidence of that authorization such as a board resolution or board minutes; (3) for a committee, an action of the board of directors authorizing the committee to act; the articles of incorporation or the by-laws may limit the statutory authority (*Virginia Code § 13.1-869*); (4) for a corporate officer, the by-laws or the delegating resolution of the board of directors (*Virginia Code § 13.1-872*).

4. Limited liability companies ("LLCs")

Authorized signatories: The authorized signatories are: (1) if the LLC is not a manager-managed LLC, any member; (2) if the LLC is a manager-managed LLC, the manager or any member unless the articles of organization limit the members' authority (*Virginia Code § 13.1-1021.1(A)*); or (3) unless otherwise provided in the articles of organization or an operating agreement, the members have the power and authority to delegate to one or more other persons, including agents, officers and employees of a member or manager of the LLC, members' rights and powers to manage and control the business affairs of the LLC, and to delegate by a management agreement or other agreement with, or otherwise to, other persons (*Virginia Code § 13.1-1022(D)*).

Supporting documentation: The supporting documentation is the articles of organization (*Virginia Code § 13.1-1021.1(A)*) and when the power is delegated to someone other than a manager or a member, also the operating agreement and, if applicable, any other agreement (*Virginia Code § 13.1-1022(D)*).

5. Partnerships

Authorized signatories: The authorized signatories are: (1) if the land is held in the name of the partnership, by any partner; (2) if the land is held in the name of a partner, but the instrument transferring to the partner indicates the partner's capacity as a partner or the existence of a partnership, but without identifying the partnership, by the partner in whose name the property is held; (3) if the land is held in the name of a person, who is a partner, but the instrument transferring to the person does not indicate the person's capacity as a partner or the existence of a partnership, by the person in whose name the property is held (*Virginia Code § 50-73.92*).

Supporting documentation: The supporting documentation is the statement of partnership authority, which may limit the authority of one or more partners (*Virginia Code § 50-73.93*).

6. Limited partnerships

Authorized signatories: The authorized signatories are any general partner (*Virginia Code § 50-73.29*).

Supporting documentation: The supporting documentation is the partnership agreement, or amendments thereto, which may limit the authority of one or more general partners (*Virginia Code § 50-73.29*).

7. Unincorporated churches and other religious bodies

Authorized signatories: The authorized signatories are: (1) all trustees who hold title to the property (*Virginia Code §§ 57-8 and 57-15(A)*); (2) the authorized signatory of a corporation created pursuant to Virginia Code § 57-16.1 to hold, administer and manage its real or personal property (*Virginia Code § 57-15(B)(ii)*); or (3) a bishop, minister or ecclesiastical officer (*Virginia Code § 57-16*).

Supporting documentation: The supporting documentation is: (1) for trustees, an authorizing court order (*Virginia Code § 57-15(A)*); (2) for the corporation holding title, the appropriate corporate documents (*see, e.g., section 3, above*) or; (3) for a bishop, minister or ecclesiastical officer, the laws, rules or ecclesiastical polity of the entity that authorizes the person to hold, improve, mortgage, sell and convey the property (*Virginia Code § 57-16*).

Comment: The terms describing the various types of entities (churches, religious congregations, and religious societies) are not defined by statute. The Virginia Supreme Court has said that Virginia Code §§ 57-7.1 through 57-17 encompass property held for the benefit of a local congregation, as opposed to property held by a larger hierarchical body. *Norfolk Presbytery v. Bollinger*, 214 Va. 500 (1974).

8. Incorporated churches and other religious bodies

Authorized signatories: See section 7, paragraph 1, above.

Supporting documentation: See section 7, paragraph 2, above.

Comment: In 2005, Virginia Code § 57-15 was amended to allow religious organizations to incorporate. Virginia Code § 57-15(B)(i) authorizes trustees, as an alternative to holding, administering and managing property in the name of the trustees, to incorporate the church or religious body and to transfer the title of the real and personal property held by them to the incorporated church or religious body.

9. Land trusts

Authorized signatory: The authorized signatories are all trustees who hold title to the property (*Virginia Code § 55-17.1*); provided (1) if a co-trustee is unavailable to perform duties because of absence, illness, disqualification under other law, or other temporary incapacity, and prompt action is necessary to achieve the purposes of the trust or to avoid injury to the trust property, the remaining co-trustee or a majority of the remaining co-trustees may act for the trust (*Virginia Code § 64.2-756(D)*); and (2) a trustee may delegate to a co-trustee the performance of any function other than a function that the terms of the trust expressly require to be performed by the trustees jointly (*Virginia Code § 64.2-756(E)*).

Supporting documentation: The supporting documentation is the deed of conveyance to the trustees and the trust instrument (*Virginia Code § 55-17.1*).

10. Land held under the Virginia Uniform Transfers to Minors Act

Authorized signatory: The authorized signatory is the custodian (*Virginia Code § 64.2-1912*).

Supporting documentation: The supporting documentation is the instrument evidencing the transfer to the custodian under the Virginia Uniform Transfers to Minors Act (*Virginia Code § 64.2-1909*).

11. Unincorporated bodies or societies who acquire land for charitable purposes

Authorized signatories: The authorized signatories are all trustees who hold title to the property (*Virginia Code § 57-18*, which incorporates Virginia Code §§ 57-8 and 57-15 by reference).

Supporting documentation: The supporting documentation is the authorizing court order (*Virginia Code § 57-18*).

12. Benevolent associations (such as armed forces veterans associations, Freemasons, Odd Fellows, and other fraternal organizations)

Authorized signatories: The authorized signatories are all trustees who hold title to the property (*Virginia Code § 57-19*, which incorporates Virginia Code §§ 57-8 and 57-15 by reference).

Supporting documentation: The supporting documentation is the authorizing court order (*Virginia Code § 57-19*).