

BY-LAWS

VIRGINIA HIGHLANDS AIRPORT AUTHORITY

ARTICLE I - OFFICIAL NAME

- 1-1** The official title of this Board of Directors shall be the “Virginia Highlands Airport Authority”.

ARTICLE II - MEMBERS

- 2-1** The Virginia Highlands Airport Authority, Board of Directors shall consist of seven (7) members, each being appointed by the Washington County Board of Supervisors.
- 2-2** The term of the members shall be as determined from time to time by the Washington County Board of Supervisors.

ARTICLE III - OFFICERS AND THEIR SELECTION

- 3-1** The officers of the Virginia Highlands Airport Authority, Board of Directors shall consist of a chairperson, a vice chairperson, a secretary, an assistant secretary, a treasurer and an assistant treasurer all to be selected by the airport authority. Any member on the Virginia Highlands Airport Authority, Board of Directors may hold more than one office at the same time, except the Chairperson or Vice-Chairperson may not simultaneously occupy the position of secretary or assistant secretary.
- 3-2** Nomination of officers shall be made from the floor at the regular November meeting each year. Election of officers shall follow immediately.
- 3-3** A candidate receiving a majority vote of the entire membership of the Virginia Highlands Airport Authority, Board of Directors shall be declared elected. He or she shall take office the following month and serve for one (1) year or until his or her successor shall take office.
- 3-4** Any person in order to be eligible for the position of Chairperson normally shall first have served on the Virginia Highlands Airport Authority, Board of Directors or its predecessor for a period of two consecutive years immediately prior to their election. Any person in order to be eligible for the position of Vice-Chairperson normally shall first have served on the Virginia Highlands Airport Authority, Board of Directors or the predecessor for a period of one year immediately prior to their election.

3-5 Vacancies in office shall be filled immediately by regular election procedures.

ARTICLE IV - DUTIES OF OFFICERS

4-1-0 The CHAIRPERSON shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:

4-1-A Preside at all meetings.

4-1-B Appoint committees, special and/or standing

4-1-C Rule on all procedural questions (subject to a reversal by a majority vote of the members present).

4-1-D Be informed immediately of any official communication and report such communication to the Virginia Highlands Airport Authority, Board of Directors at the next regular meeting or as soon as practical in the event of a highly unusual or sensitive issue affecting the Virginia Highlands Airport Authority, Board of Directors.

4-1-E Carry out other duties as assigned by the Virginia Highlands Airport Authority, Board of Directors.

4-2-0 The VICE CHAIRPERSON shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:

4-2-A Act in the absence or inability of the chairperson to act

4-2-B Have the some powers in all respects as the chairperson in cases of the chairperson's absence or inability to act

4-2-C Sign any and all necessary documents in the absence or inability of the chairperson

4-3-0 The SECRETARY shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:

4-3-A Attest all documents signed by the chairperson or vice chairperson.

4-4-0 The ASSISTANT SECRETARY shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:

4-4-A Attest all documents signed by the chairperson or vice chairperson in the absence or inability of the secretary

- 4-5-0 The TREASURER shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:**
- 4-5-A Keep general charge of the financial records and accounts of the Virginia Highlands Airport Authority, Board of Directors.**
- 4-5-B Keep general charge of the keeping and maintaining of adequate and correct books of account showing the receipts and disbursements of the Virginia Highlands Airport Authority, Board of Directors and an account of its cash and other assets.**
- 4-5-C Report to the Board of Directors on request statements of the financial condition of the Virginia Highlands Airport Authority, Board of Directors.**
- 4-5-D Perform such other functions regarding the fiscal matters of the Board of Directors as may be designated by the Virginia Highlands Airport Authority, Board of Directors.**
- 4-6-0 The ASSISTANT TREASURER shall be a member of the Virginia Highlands Airport Authority, Board of Directors and shall:**
- 4-6-A Act in the absence or inability of the treasurer to act**

ARTICLE V - STANDING COMMITTEES

- 5-1-0 There shall be a Standing Operations Committee and a Standing Development Committee. Each consisting of three members of the Virginia Highlands Airport Authority, Board of Directors. Persons serving on the committee shall serve at the discretion of the Chairperson. The Chairperson will serve on a committee only as a temporary measure in the case of temporarily filling an opening in an un-expired term of a Director serving on a particular committee.**
- 5-1-A The standing committees shall have the responsibility of overseeing and/or investigating their respective areas of concern and make recommendations to the Virginia Highlands Airport Authority, Board of Directors. They shall not have decision-making authority unless given to them by the Virginia Highlands Airport Authority, Board of Directors.**
- 5-1-B The Operation Committee's areas of concern shall include any areas assigned by the Chairperson and shall also include:**

**FBO Daily Operations
Airport Maintenance
Airport Safety & Security**

**Flight Operations/Traffic
Airport Rules & Regulations
Authority Administrative Affairs**

5-1-C The Development Committee's areas of concern shall include any areas assigned by the Chairperson and shall also include:

**Local, State & Federal Grants
Facilities Expansion
Fiscal Affairs
Contracts, Leases, Agreements
Long Range Planning
Public Relations**

ARTICLE VI - EMPLOYMENT

6-1 The Virginia Highlands Airport Authority, Board of Directors may hire or appoint those persons for such position from time to time as deemed appropriate for the effective management of the airport, and shall maintain its own personnel policy adopted by the Virginia Highlands Airport Authority, Board of Directors.

ARTICLE VII - MEETINGS

7-1 Regular meetings of the Virginia Highlands Airport Authority, Board of Directors shall be set by the Board of Directors any time including and after 6:00 p.m. in the afternoon and date. The meetings will be held at the Virginia Highlands Airport, 18521 Lee Highway, Abingdon, Virginia, or any other location necessary.

7-2 Special meetings shall be called at the request of the chairperson or vice chairperson or by a quorum of the Virginia Highlands Airport Authority, Board of Directors.

7-3 All meetings shall be open to the public.

7-4 Five members of the Virginia Highlands Airport Authority, Board of Directors shall constitute a quorum. The number of votes necessary to transact business shall be a majority of the members present.

7-5 Any member of the Virginia Highlands Airport Authority, Board of Directors present at any meeting may vote, make a motion and second any motions.

ARTICLE VIII - ORDER OF BUSINESS

8-1-0 The order of business for a regular meeting shall be:

8-1-A Call to order by chairperson

8-1-B Determination of a quorum

8-1-C Minutes

8-1-D Unfinished Business

8-1-E Financial Reports

8-1-F Committee Reports

8-1-G New business including comments from others in attendance.

8-1-H Adjournment

8-2 The names of persons making and seconding motions shall be recorded.

8-3 Parliamentary procedure in the Virginia Highlands Airport Authority, Board of Directors meetings shall be governed by the adopted rules of order, namely Robert's Rules of Order, except where they may be inconsistent with these by-laws.

8-4 The Virginia Highlands Airport Authority, Board of Directors shall keep a duplicate set of minutes of all meetings, and these minutes shall become a public record, except matters taken up in executive session in accordance with Virginia and Federal law. One set of the minutes shall be lodged with the Clerk of the Circuit Court of Washington County and kept available for public examination. The duplicate set of the minutes shall be lodged with the said Circuit Court Clerk within seven days of their approval by the Virginia Highlands Airport Authority, Board of Directors.

ARTICLE IX - NONDISCRIMINATION STATEMENT

9-1 Virginia Highlands Airport Authority shall not discriminate against any person on account of race, color, sex, religious creed, ancestry, age, national origin or handicap status.

**RESOLUTION REGARDING THE AMENDMENT
OF THE BYLAWS OF THE
VIRGINIA HIGHLANDS AIRPORT AUTHORITY**

WHEREAS, the Board of Directors must have a Chairperson available to preside at the Board's meetings at the beginning of any fiscal year (from July 1 to June 30), but under the present bylaw providing for a Chairperson the election date is set in November of each year, which may be four months after the end of the term of a sitting Chair person, and

WHEREAS, pursuant to Roberts Rules of Order Section 68 provides for bylaws to be adopted or amended at any regular business meeting by a vote of the majority of the entire membership, and

WHEREAS, the Bylaws of the Authority contain no provisions for their amendment, which lack of provision requires one to be adopted, and

WHEREAS, [a majority][all] of the entire membership of the Board of Directors of the Authority [is][are] present and voting and have by the vote of [a majority][all] of the members of the Board determined to amend the Bylaws of the Authority to provide as follows, it is

RESOLVED, that Section 3-2 of Article III of the Bylaws be amended to read as follows:

3-2 *Nomination of officers shall be made from the floor at the regular July meeting of the Board of Directors each year. Election of officers shall follow immediately.*

Be it further RESOLVED, that an Article X be added to the Bylaws to read as follows:

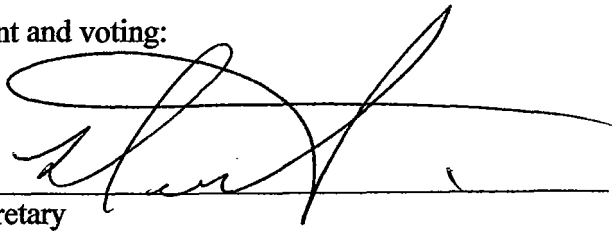
ARTICLE X – AMENDMENTS

10-1 *These Bylaws may be amended at any regularly called or special meeting of the Board of Directors, provided that (a) written notice of intent or announcement to offer a motion providing an amendment is given 20 days prior to the meeting, or (b) there be a vocal*

announcement in open meeting at the previous regular meeting of the Board of the intent to offer an amendment at the next regularly scheduled meeting more than 20 days hence.

10-2 Notice provided under the ARTICLE X shall be given by mailing a copy by certified mail to each member of the Board of Directors at the places of their addresses carried on the books of the Authority.

Adopted at the regular meeting of the Board of Directors of Virginia Highlands Airport Authority the 12th day of September, 2011, a quorum present and voting:


Secretary