

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 July meeting of the Board of Directors 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's Board of Directors. The Chair of the Authority shall appoint the members of each Committee and designate one each as the Chair. The Chair of the Authority shall be a non-voting member of both Committees.

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**

5-1-D The Chair of the Authority and those of the Standing Committees shall serve as an Executive Committee with the powers set forth in this section. The Executive Committee shall meet from time to time when and where as determined by the Chair or requested by any member of the Committee. The Chair shall serve as the Chair of the Executive Committee, and shall be a voting member thereof. The Committee's powers shall be limited to applying for, on behalf of and in the name of the Authority, non-reimbursable grants from governmental entities for the sole purpose of providing funding for previously approved Authority projects; provided, however, the Executive Committee shall have no authority to borrow money or otherwise create debt or to encumber the assets of the Authority. All acts of the Executive Committee must be approved by a unanimous vote of all three members. The Secretary of VHAA, its chair, manager, counsel and employees, shall recognize the acts of the Executive Committee taken under the authority of these By-Laws as acts taken with the full assent and authority of the full Board of Directors.

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.

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 to 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.

ARTICLE XI – AIRPORT PROPERTY AND FACILITIES

11-1 Custody and Control of Airport Properties and Facilities

11-1-1 The Virginia Highlands Airport Authority (hereinafter the Authority) hereby vests the day-to-day authorization over and control of the Virginia Highlands Airport (hereinafter the Airport) buildings, properties, facilities and equipment and Airport employees using same, and the responsibilities of various officials and employees for maintaining control over areas assigned to them and maintaining a proper working environment as follows:

- a. The buildings and associated grounds of the Airport, located at 18521 Lee Highway, Abingdon, VA 24212 and associated buildings and grounds shall be under the control of the Authority or the Airport Manager, or their designee.**
- b. When the Authority is engaged in an official meeting, the Airport buildings and associated grounds are under the control of the Chairman of the Airport Authority or Acting Chairman or his designee for the orderly conduct of the meeting. Prior to and upon adjournment of an official meeting, control and**

regulation are returned to the Airport Manager or Acting Manager or his designee.

- c. When the Authority is not engaged in an official meeting, subject to the further provisions herein, the buildings and associated grounds are under the control of the Airport Manager or Acting Airport Manager or his designee for the orderly conduct of the Airport's business.
- d. Because of the unique relationships which exists between the Authority, the Authority's Administrative Staff and the Authority's employees, each staff employee and each airport employee shall be responsible for controlling the office area or work-station which is specifically assigned to him/her and support staff and is permitted and directed to take appropriate steps to maintain the security of the office area, work area and Airport grounds and to maintain an appropriate working environment and shall be responsible for control of their respective areas and appropriate security associated therewith.
- e. When the Airport is open during normal business hours the Airport Manager is in control of the buildings and associated grounds (subject to the provisions contained in the previous paragraph); however, in the absence of an express statement to the contrary, Airport administrative employees are delegated the authority and responsibility to control and manage their employees, equipment and office areas and grounds occupied by or assigned to them and to their employees.
- f. In the absence of an express written statement of policy by the Authority the Airport Manager or his/her designee is delegated responsibility and authority to control and manage the Airport support staff, airport equipment, airport grounds and facilities and security.

11-1-2 Any Airport employee so empowered by the Article may take lawful action to cause the removal of any person disrupting the conduct of Airport business in his/her assigned office or work area. Consent or direction of the Airport Manager, Acting Airport Manager or Authority Chairman is not required for such lawful action to be taken. If such action is taken, the individual taking the action shall immediately document same in writing and advise the Airport Manager, Acting Manager, and/or Authority Chairman.

11-1-3 Airport buildings, facilities and properties owned by businesses or corporations, but located on Airport property through lease agreements or the other special arrangements, shall be for the purposes of the Article considered under the control of those officers, organizations, agencies and individuals. Nothing herein shall prohibit the development of similar policies by those individuals in charge of such buildings. The Airport Manager, Acting Airport Manager, or Authority Chairman shall not

exercise day-to-day authority and control over same, but may act in an emergency or other circumstance to protect the orderly conduct of Airport business if no other responsible official or employee is in charge.