

**VIRGINIA HIGHLANDS AIRPORT AUTHORITY  
REGULAR MEETING**

**Members Present:** Dr. James Baker  
Frank Sims  
Jeffery Johnson  
John White  
Kent Hutton  
Ben Jenkins  
Daniel Ruble

**Guest Present:** See Attachment

The Virginia Highlands Airport Authority Board of Directors held its meeting on Wednesday, October 11, 2023, at 5:30 P.M. in the “Dr. F. Ellison Conrad” Conference Room of the Terminal Building. Dr. Baker, Chairman, determined that a quorum of the Board was present and called the meeting to order. Also, present were Mickey Hines, Airport Manager, Kristy Miller, Executive Assistant, and April Conner, Administrative Assistant.

Dr. Baker called for approval of the Minutes of the Regular Meeting September 11, 2023.

Mr. Sims moved to approve the minutes of September 11, 2023. Mr. Jenkins seconded the motion. The motion carried unanimously.

Dr. Baker called for the Financial Report.

Mr. Johnson gave the Financial Report.

Dr. Baker called for the Manager’s Report.

Mr. Hines gave the Manager’s Report.

Dr. Baker called for the Operations Committee Report.

Mr. Sims stated that the Operations Committee had not met.

Dr. Baker called for the Development Committee Report.

Mr. Ruble stated that the Development Committee had met to discuss/review offers for a loan/line-of-credit and that it is the motion of the Development Committee is to finance through the Virginia Resources Authority for the Westside utilities installation.

Discussion ensued.

Dr. Baker called for vote the motion carried unanimously by a vote of 7-0.

**Dr. Baker called for Unfinished Business.**

**Dr. Baker stated that the Board needs to review proposed changes to the By-Laws. See attached for proposed changes to the By-Laws.**

**Discussion ensued.**

**Mr. Ruble made the motion to accept the proposed changes to the By-Laws. Mr. Hutton seconded the motion. The motion carried unanimously.**

**Dr. Baker called for New Business.**

**Mr. Hines stated that there is a Resolution for the Boards review and approval to apply for a grant from the Commonwealth's Tobacco Indemnification and community Revitalization Commission for Westside Development – Phase II.**

**Discussion ensued.**

**Mr. Ruble made the motion to approve the Resolution to apply for a grant from the Commonwealth's Tobacco Indemnification and community Revitalization Commission for Westside Development – Phase II. Mr. Jenkins seconded the motion. The motion carried unanimously.**

**Dr. Baker called for Public Comments.**

**None.**

**Closed Session.**

**None.**


**Dr. Baker called for Board Members' comments.**

**Mr. Sims commented that he enjoyed being a part of the Board.**

**Mr. White commented that it was a pleasure to be at the meeting.**

**Mr. Ruble commented that he hopes to see everyone at the Delta event and at the Ribbon cutting ceremony.**

**Mr. Jenkins moved to adjourn. Mr. White seconded the motion. The motion carried unanimously. The meeting adjourned at 7:06 P.M.**

  
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Mr. Frank Sims, Secretary

  
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Dr. James Baker, Chairman

## 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. **The Chairperson, the Vice-Chairperson, the Treasurer, the Secretary and Assistant Secretary must be five separate individuals.**
- 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 shall first have served on the Virginia Highlands Airport Authority, Board of Directors for a period of two consecutive years immediately prior to their election, **if such qualified person exists.** Any person in order to be eligible for the position of Vice-Chairperson shall first have served on the Virginia

**Highlands Airport Authority, Board of Directors for a period of one year immediately prior to their election, if such qualified person exists.**

**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 same 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.**
- 4-5-E Act in the absence or inability of the Chairperson and Vice Chairperson to act.**
- 4-5-F Have the same powers in all respects as the chairperson in cases of both the Chairperson's and Vice Chairperson's absence or inability to act.**
- 4-5-G Sign any and all necessary documents in the absence or inability of both the Chairperson and Vice Chairperson.**
- 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 of that Committee. The Chair of the Operations Committee, the Chair of the Development Committee, and the Chair of the Authority must be three distinct individuals. 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 **the Chairs of the Operations and Development** 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 of the Authority or requested by any member of the Executive Committee. **Two members of the Executive Committee shall constitute a quorum. The Chair of the Authority, or in their absence, the Chair of the Operations Committee,** shall serve as the Chair of the Executive Committee, and shall be a voting member thereof. The Executive 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. 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** The member of the Board of Directors who shall act as meeting Chairman will be determined by the following order of precedence: Chairman, Vice Chairman, Treasurer, Secretary, Assistant Treasurer, Assistant Secretary and finally, alphabetically by last then first name
- 7-5** A quorum must be present to continue an official meeting following the Call to Order and to take an Action of Record. 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-A** The Chairman shall call to order an official meeting at the designated time and determine a quorum. If a quorum is not present at the designated time, the Chairman may direct a delay of up to fifteen (15) minutes in the start of the meeting at his discretion. Any further delay in the start of the meeting may be made with the consensus of the Board members present or by recorded vote.
- 7-5-B** Should for any reason a quorum not be maintained continuously during any official meeting, official recesses notwithstanding, the meeting shall adjourn, or recess at the discretion of the Chairman, at that time. A Board member's physical presence at the Table, or other designated official meeting site, shall be considered as being present at the meeting and satisfactory for the maintenance of a quorum. Board members shall notify

**the Chairman if required to leave the grounds of the location of the meeting, either temporarily or for the remainder of the meeting.**

- 7-6 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 Closed meetings that are in compliance with Virginia Freedom of Information Act may be 1) scheduled to be held at any point after the call to order and before adjournment; or 2) held whenever requested by any Board Member present at any point during a meeting, if approved by consensus.**

**8-1-A The Airport Manager shall draft and distribute the order of business, Meeting Agenda for each regular meeting in accordance with the following outline. However, Members of the Board of Directors may alter the Meeting Agenda at any time by simple consensus. The order of business for a regular meeting shall generally be:**

**8-1-B Call to order by Chairperson (required, must be first)**

**8-1-C Determination of a quorum (required, must be second)**

**8-1-D Public Comment**

**8-1-E Minutes**

**8-1-F Financial Reports**

**8-1-G Manager's Report**

**8-1-H Committee Reports**

**8-1-I Unfinished Business**

**8-1-J New Business**

**8-1-K Board Members Comments**

**8-1-L Adjournment (must be last)**

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

**8-3-A 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 in which the By-Laws will control.

**8-3-B Members of the Board of Directors, the Airport Manager, and their designees may discuss items prior to a motion being made.**

**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 closed meetings or 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.~~ Minutes shall be kept in electronic and printed form in the Airport Administrative office.**

#### **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, or 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 either mailing a copy by certified mail to each member of the Board of Directors at the place of their addresses carried on the books of the Authority or by any communicative means requiring an acknowledgement of receipt.**

#### **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~~ **this** 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.~~

*A RESOLUTION OF THE  
VIRGINIA HIGHLANDS AIRPORT AUTHORITY*

WHEREAS, the Virginia Highlands Airport Authority (the "Authority") was created by the Board of Supervisors of Washington County, Virginia for a public purpose and as a matter of public necessity, and

WHEREAS, pursuant to §5.1-33 of the Code of Virginia, the airport has been acquired, owned, and controlled by the Authority for public, governmental and municipal purposes as a licensed public use airport, and

WHEREAS, the lands, easements and privileges acquired and to be acquired, owned, controlled or occupied by the Authority have been declared in §5.1-33 to be for public, governmental and municipal purposes, and to be within the definition of property acquired for public uses as such term is used in Article I, Section 11 of the Constitution of Virginia, and

WHEREAS, pursuant to § 5.1-41 of the Code of Virginia, the Authority has the power and obligation to construct, improve, equip, maintain, and operate an airport for Washington County and has so operated the airport since 1987, and from that date has consistently improved the facilities to accommodate safe take-offs and landings of modern and up-to-date non-commercial and business jet civil aviation aircraft, and

WHEREAS, in having regularly provided facilities intended to comply with the safety standards imposed by the aviation industry, insurers to the industry, the Federal Aviation Administration and the Virginia Department of Aviation, the airport's safety concerns have had a secondary effect of providing a positive impact to the economic base the County and other parts of the Southwest Virginia region, and

WHEREAS, with the completion of the airport runway extension to a length of 5,500 feet the airport is already experiencing growth and local industry leaders Require additional ramp space, hangar space and taxiway accessibility, and

WHEREAS, the Authority is currently engaged in a Westside Development – Phase II Project (the “Project”) intended to provide planning, design and engineering services, to include the taxiway, and

WHEREAS, the Westside project has been represented on the Airport Layout Plan for future development as required by the FAA and DOAV, and

WHEREAS, significant funding from the Federal Aviation Administration and the Commonwealth’s Department of Aviation is expected to be offered to construct the Project, but such funding will not be available for up-front costs of needed design and engineering and land acquisition, it is therefore

RESOLVED that the Authority apply for a grant from the Commonwealth’s Tobacco Indemnification and Community Revitalization Commission, the funds from which will be used for planning, designing, and engineering for the project, including the taxiway.

This resolution is effective immediately.

Adopted this 11th day of October 2023 at a regular meeting of the Board of Directors of the Virginia Highlands Airport Authority, by a majority of the Directors present and voting, a quorum existing.

  
Secretary