

AMENDED AND RESTATED
BYLAWS (the "Bylaws") OF
THE PENINSULA AIRPORT COMMISSION

ARTICLE I - THE COMMISSION

Section 1. NAME OF THE COMMISSION. The name of the Commission shall be "The Peninsula Airport Commission".

Section 2. SEAL OF THE COMMISSION. The official seal of the Commission shall be in such form and composition as may be directed by vote of a majority of the members of the Commission.

Section 3. OFFICE OF THE COMMISSION. The office of the Commission shall be at Newport News/Williamsburg International Airport, 900 Bland Boulevard, in the City of Newport News (the "City"), Commonwealth of Virginia, and shall hold its meetings at that address in the City or as may be designated by resolution or upon call of the Chairman.

Section 4. STATUTORY PURPOSES. Commission shall exercise its powers for the purposes specified in Chapter 22, Acts of Assembly of the General Assembly of the Commonwealth of Virginia, approved February 18, 1946 ("Acts of Assembly") as amended, which is the legislation authorizing the instrument creating the Peninsula Airport Commission, prescribing the rights, powers, duties, and functions of the Commission, and as such are a part of these By-laws.

Section 5. MEMBERSHIP. The Commission shall consist of six (6) members, four (4) of which are appointed by the governing body of the City of Newport News, and two (2) by the governing body of the City of Hampton, Virginia. All appointments shall be for four (4) year terms except appointments to fill the vacancies which shall be for the unexpired terms. The governing body appointing any member may *remove* such a member at any time and appoint his/her successor. The members of the Commission so appointed shall constitute the Commission and the powers of such Commission shall be vested and exercised by the members in office from time to time. The Chairman of the Commission shall be paid two hundred dollars (\$200.00) per month for attendance at meetings and other activities as chairman, and members of the Commission shall be paid one hundred seventy-five dollars (\$175.00) for attendance at meetings and other activities.

ARTICLE II - OFFICERS

Section 1. OFFICERS. The officers of the Commission shall be a Chairman (the "Chairman"), a Vice-Chairman (the "Vice-Chairman"), a Secretary (the "Secretary", a Treasurer (the "Treasurer"), an Assistant Secretary (the "Assistant Secretary"), and an Assistant Treasurer (the "Assistant Treasurer").

The Commissioners shall annually elect a chairman and a vice-chairman from their membership, a secretary and a treasurer, assistant secretary, and assistant treasurer from their membership as they deem appropriate. The Commission may appoint an executive director, who shall not be a commissioner, who shall exercise such powers and duties as may be delegated to him by the Commissioner, including powers and duties involving the exercise of

discretion.

Section 2. CHAIRMAN. The Chairman shall preside at all meetings of the Commission. Except as otherwise authorized by resolution of the Commission, the Chairman shall sign all contracts, deeds, and other instruments made by the Commission. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Commission.

Section 3. VICE-CHAIRMAN. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Commission shall select a new Chairman.

Section 4. SECRETARY. The Secretary shall keep or cause to be kept accurate minutes of the meetings of the Commission as the Commission may require. The Secretary shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Commission.

Section 5. TREASURER. The Treasurer shall keep or cause to be kept suitable records of all the financial transactions, and the Commission shall arrange to have these records audited annually by an independent auditor. A copy of each such audit shall be furnished to the City Council of the City of Newport News.

The Treasurer shall keep or cause to be kept, regular books of account, showing receipts and expenditures, and shall render to the Commission at every meeting, or more often when requested, an account of all transactions and the financial condition of the Authority. The

Treasurer shall give such bond for the faithful performance of his/her duties as the Commission may determine.

Section 6. ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed upon the Secretary until such time as the Commission shall select a new secretary.

Section 7. ASSISTANT TREASURER. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed upon the Treasurer until such time as the Commission shall select a new treasurer.

Section 8. ADDITIONAL DUTIES. The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or the Bylaws of the Commission.

Section 9. ELECTION OR APPOINTMENT. The officers of the Commission shall be elected at the annual meeting of the Commission from among the members of the Commission. Such terms to continue until their successors are elected and qualified:

CHAIRMAN AND VICE-CHAIRMAN. The Chairman and Vice-Chairman shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

SECRETARY. The Secretary shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

TREASURER. The Treasurer shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

ASSISTANT SECRETARY. The Assistant Secretary shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

ASSISTANT TREASURER. The Assistant Treasurer shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

Section 10. COMMITTEES. The Commissioners may appoint such committees as they may deem advisable and fix the duties and responsibilities of such committees.

Section 11. VACANCIES. Should the offices of Chairman or Vice-Chairman become vacant, the Commissioners shall elect a successor from their membership at the next regular meeting, and such election shall be for the unexpired term of said office. Other officers shall be replaced in accordance with the preceding provisions.

Section 12. ADDITIONAL PERSONNEL. The Commission from time to time may employ an Executive Director, who shall not be a member of the Commission, who shall exercise such powers and duties as may be delegated to him by the Commission, including powers and duties involving the exercise of discretion.

All checks, drafts, notes, and orders for payment in amounts exceeding Ten Thousand Dollars (\$10,000.00) shall be signed by two Commissioners or by the Executive Director and one Commissioner.

All checks, drafts, notes, and orders for payments in amounts less than Ten Thousand Dollars (\$10,000.00) may be signed by one Commissioner or by the Executive Director without a second signature.

ARTICLE III - MEETINGS

Section 1. ANNUAL MEETING. Subject to any contrary resolution of the Commission, the annual meeting of the Authority shall be held at a time and place designated by the members or the Chairman. In the event the same shall be a legal holiday, the annual meeting shall be held on such date as shall be approved by a quorum of the Commission.

Section 2. REGULAR MEETINGS. Subject to any contrary resolution of the Commission, monthly meetings shall be held without notice at the regular meeting place of the Commission on the third Thursday of each month, unless the same shall be a legal holiday, in which event the same meeting shall be held on the following Thursday.

Section 3. SPECIAL MEETINGS. The Chairman of the Commission may, when deemed

expedient, or, upon the written request of two (2) Members of the Commission shall call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Member of the Commission at least two (2) days prior to the date of such special meeting. At such special meetings, no business shall be considered other than as designated in the call, but if all the Members of the Commission are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. QUORUM. Three (3) members of the Commission shall constitute a quorum of the Commission for purposes of conducting its business and for exercising its powers and for all other purposes, except that no facilities owned by the Commission shall be leased or disposed of in any manner without an affirmative vote of at least three (3) of the members of the Commission. No vacancy in the membership of the Commission shall impair the right of a quorum to exercise all rights and perform all the duties of the Commission.

Section 5. VOTING. Only members of the Commission duly appointed and qualified in accordance with the provisions of the Acts of Assembly shall vote on the business of the Commission.

Section 6. MANNER OF VOTING. Unless otherwise directed by the Chairman or required by these Bylaws, any law or ordinance of the Commonwealth of Virginia or the City, the voting on all questions coming before the Commission shall be by the roll call of the members of the Commission in attendance. Robert's Rules of Order shall prevail so long as there is no conflict with these Bylaws. All meetings of the Commission or its

~~committees~~ shall comply with the Virginia Freedom of Information Act (Title 2.2, Chapter 37 of the Code of Virginia, (1950) as amended).

ARTICLE IV - AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS. The Bylaws of the Commission shall be amended only with the approval of at least five (5) of the Members of the Commission at a regular or a special meeting, provided that notice of the proposed amendment and the general terms of the amendment shall have been given to the members not less than seven (7) days prior to such meeting.

ARTICLE V - POWERS

Section 1. POWERS. The powers conveyed to the Commission are as provided in these Bylaws or in the Acts of Assembly.

Section 2. POLICE POWERS. The Commission's employees meeting the minimum requirements of the Criminal Justice Officers Training Standards Commission shall be given special police power by the circuit court of any participating political subdivision. The authority conferred upon such special policemen shall be exercised only upon the Commission's facilities located within such participating political subdivision and shall be in all terms consistent with the requirements of Chapter 3 (§15.1-131 et seq.) of Title 15.1 of the Code of Virginia. Such special policemen shall have all powers vested in police officers under Chapter 3 (§ 15.1-131 et seq.) of Title 15.1 of the Code of Virginia and shall be responsible upon the Commission's facilities for enforcing the Commission's rules and regulations and all other applicable statutes, ordinances, rules, and regulations of the United States of America and

agencies and instrumentalities thereof and this Commonwealth and political subdivisions, agencies and instrumentalities thereof.

Such special policemen may issue summons to appear, or arrest on view or on information without warrant as permitted by law and summons before any court of competent jurisdiction any person violating any rule or regulation of the Commission or other applicable statute, ordinance, rule, or regulation.

For the purpose of enforcing such statutes, ordinances, rules, and regulations, the court or courts having jurisdiction for the trial of criminal offenses of the participating political subdivision wherein the offense was committed shall have jurisdiction to try a person charged with the violating of any such statutes, ordinances, rules, and regulations.

Section 3. RULES AND REGULATIONS. The Commission shall have the power to adopt, amend, and repeal rules and regulations for the use, maintenance and operation of its facilities and governing the conduct of persons and organizations using its facilities.

Unless the Commission shall by unanimous vote of all Commissioners present determine that an emergency exists, the Commission shall, prior to the adoption of any rule or regulation or alteration, amendment, or modification thereof:

- (a) Make such rule, regulation, alteration, amendment, or modification in convenient form available for public inspection in the office of the Commission for at least five days, and
- (b) Post in a public place a notice declaring the Commission's intention to consider adopting such rule, regulation, alteration, amendment, or modification and informing the public that the

Commission will at a public meeting consider the adoption of such rule or regulation or such alteration, amendment, or modification, on a day and at a time to be specified in the notice, after the expiration of at least five days from the first day of the posting of the notice thereof.

The Commission's rules and regulations shall be available for public inspection in the Commission's principal office.

The Commission's rules and regulations relating to:

(a) Traffic, including but not limited to motor vehicle speed limits and the location of and payment of public parking;

(b) Access to Commission facilities, including but not limited to solicitation, handbilling, and picketing; and

(c) Aircraft operation and maintenance, shall have the force and effect of law, as shall any other rules or regulations of the Commission which shall contain a determination by the Commission that it is necessary to accord the same force and effect of law in the interest of the public safety; provided, however, that with respect to motor vehicle traffic rules and regulations, the Commission shall obtain the approval of the traffic engineer or comparable official of the political subdivision in which such rules or regulations are to be enforced. The violation of any rule or regulation of the Commission relating to motor vehicle traffic shall be tried and punished in the same manner as if it had been committed on the public roads of the participating political subdivision in which such violation occurred. All other violations the Commission's rules and regulations having the force and effect of law shall be punishable as misdemeanors.

ARTICLE VI - CONFLICTS

Section 1. CONFLICTING PROVISIONS. If any provision of these Bylaws should be inconsistent with the Acts of Assembly or with the terms, conditions, or stipulations of any trust agreement entered into by the Commission to secure bonds issued by the Commission, such conflicting provisions of these Bylaws shall, to the extent of such conflict, be deemed ineffective and of no force.

Adopted March 14, 1962

Amended June 16, 1987

Amended October 24, 1989

Amended June 2, 1992

Amended February 19, 2004

Amended November 19, 2009

Amended October 19, 2023