BYLAWS Of The ORANGE COUNTY, VIRGINIA AIRPORT COMMISSION

The Orange County Airport Commission has adopted the following articles in order to facilitate its powers and duties in accordance with the provisions of the Code of Virginia, 1950, as amended, Section 5.1-41, and the Ordinance of the County of Orange.

ARTICLE I - CREATION

That there is hereby created a committee to be known as the Orange County Airport Commission, hereinafter referred to as "The Commission."

ARTICLE II - PURPOSE OF THE COMMISSION

The Commission shall serve as an advisory body to the Orange County Board of Supervisors. The Commission shall serve as a liaison between the Board of Supervisors and the citizens of the community. The Commission shall consult with and advise the Board of Supervisors in matters affecting aviation policies, programs, personnel, finances, and the acquisition and disposal of lands and properties related to the total community aviation program, and to its long-range, projected program for aviation.

ARTICLE III - MEMBERSHIP

SECTION 1

The Commission shall be appointed by the Board of Supervisors according to the following schedule:

One (1) member shall be appointed by each member of the Board of Supervisors to represent the District of the appointing Board member.

SECTION 2

The Commission shall consist of five (5) appointed and two (2) ex-officio members. The members shall be appointed as follows:

Five (5) members appointed by the Board of Supervisors, each serving a four (4) year term:

Two (2) ex-officio members;

Board of Supervisors Representative; and

Orange County Administrator and/or his or her designee.

Terms shall expire four (4) years after appointment. Upon the expiration of the original term of office, each succeeding term shall be for an additional four (4) years. There is no limit to the number of terms that a Commission member may serve.

SECTION 3

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The Board of Supervisors may remove any member of the Commission for misconduct or negligence of duty, as well as absenteeism in accordance with the Orange County Board of Supervisors attendance policy.

SECTION 4

Vacancies occasioned by removal, resignation, or in any other manner shall be reported to the Board of Supervisors, and shall be filled by appointment in like manner as original appointments. The newly appointed Commission member shall serve the remainder of the vacated term of office and will then be eligible for appointment to a full four-year term.

SECTION 5

Commission members shall serve without monetary compensation. Members shall be reimbursed for travel and subsistence to professional aviation meetings, conferences and workshops, with such reimbursement being made in compliance with the general policies of Orange County.

ARTICLE IV - OFFICERS

SECTION 1

The officers of the Commission shall be a Chairperson and a Vice Chairperson. The Chairperson and Vice Chairperson shall be elected at the organizational meeting and will serve for one (1) year or until a successor shall be elected. Neither the Chairperson nor Vice Chairperson shall serve more than two (2) consecutive terms. If either position is vacated, a replacement will be elected by the Commission at the next meeting. Secretarial/administrative support to the Commission will be provided by an Orange County staff member designated by the County Administrator.

SECTION 2

The Commission shall adopt bylaws, rules and regulations governing its procedure, which shall conform to the provisions of the state laws and the approved ordinances as

set forth by the Orange County Board of Supervisors. The Board of Supervisors will have final authorization of any proposed modifications to these bylaws.

ARTICLE V - MEETINGS

SECTION 1

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Meetings of the Commission will be held on an "as needed" basis. The Chairperson and/or the Board of Supervisors Representative may call a meeting by providing each of the members of the Commission at least ten (10) days written notice of such meeting. The written notice may be emailed, mailed, or hand-delivered to each member of the Commission.

SECTION 2

Special meetings may be called by the Chairperson or on written request of at least two (2) Commission members, with the time and place to be designated in the notice of such call.

SECTION 3

The Commission will schedule an annual meeting sometime in the first quarter of each year. The purpose of this meeting shall be election of officers, and other business that may need to come before such meetings. Until such annual meeting is held, the officers elected in the previous year shall continue to serve in their positions.

SECTION 4

Three (3) Commission members shall constitute a quorum and a majority of the members present shall have full authority to transact the business of the Commission.

SECTION 5

All Commission meetings are open to the public.

SECTION 6

Meetings will be conducted in accordance with Robert's Rules of Order.

SECTION 7

The agenda will be established by the Airport Manager, in consultation and with the assistance of the Commission Chairperson. Suggestions of Commission members will be considered by the Airport Manager, as appropriate.

ARTICLE VI – FUNCTIONS

SECTION 1

The Commission shall make recommendations to the Orange County Board of Supervisors for the establishment and continued growth of aviation for Orange County; for the construction and/or improvements of such lands, buildings, and structures owned by the County as may be necessary for general aviation, within those funds allocated for aviation; and for the equipping, maintenance, and operation of the Orange County Airport.

SECTION 2

The Commission may advise the Orange County Board of Supervisors on the acceptance by the County of any grant, gift, bequest or donation, any personal or real property offered or made available for aviation purposes, and provide guidance regarding the present or possible use of such items for aviation related purposes.

SECTION 3

If the Orange County Board of Supervisors deems it appropriate to install a Fixed Base Operator at the airport, the Commission shall review the qualifications of any proposed Fixed Base Operator(s). The Commission shall seek to recommend a Fixed Base Operator who possesses the necessary aviation training and has demonstrated, by actual work, his or her ability to organize and direct a community aviation system.

SECTION 4

The Commission shall interpret the current aviation opportunities in the community and present the needs and desires of the community to the Board of Supervisors.

SECTION 5

The Commission shall determine and establish the general policies to be followed in carrying out its duties and responsibilities.

SECTION 6

The Commission shall have no authority to enter into any contract or incur any obligation binding the Board of Supervisors or Orange County. The Commission may review and recommend to the Airport Sponsor an annual budget, as prepared by the Department of Public Works, sufficient to finance the program of aviation that the Commission believes is necessary for the safe operation of the Orange County Airport and for the welfare of the residents of the County of Orange. The Commission may annually recommend to the Board of Supervisors, via the Capital Improvement Plan (CIP) process, a budget for capital improvements, including acquisition and

development of airport facilities and operating equipment.

SECTION 7

The Commission may have the following planning duties and responsibilities:

- a. Prepare a Master Plan in cooperation and coordination with the Planning Commission for the acquisition and development of an adequate system of aviation facilities and aviation programs for the residents of the County of Orange and update same yearly, consistent with the County's Comprehensive Plan.
- b. Investigate and determine the needs and interests of the community for aviation facilities and programs, and recommend an aviation program to meet these needs.

ARTICLE VII - ROLES AND RESPONSIBILITIES

SECTION 1

The Chairperson shall preside at all meetings, sign official papers, appoint committees, call special meetings when he/she deems it advisable, and perform all such duties that are usually assigned to the Chairperson, except when such duties are properly delegated to other members of the Commission. The Chairperson shall have an equal vote with other Commission members and shall not have a second tie-breaking vote on any question. The Chairperson shall be elected from among the members who have served a minimum of one (1) year.

SECTION 2

The Vice Chairperson shall perform all the duties of the Chairperson in his/her absence. The Vice Chairperson shall also be responsible for determining that all standing and temporary committees function as planned by the Commission. In the absence of both the Chairperson and the Vice Chairperson, the Committee shall elect a Chairperson pro tempore, who shall preside at the meeting and perform any other duties required.

SECTION 3

The County Administrator and/or his or her representative to the Commission shall have a continuing responsibility to inform the Commission on matters relating to airport organization, responsibilities, and working relations; to keep the Commission informed on airport objectives; and to assist the Commission with organization details. He/she keeps the Commission informed concerning the interests, needs, objectives, progress, plans, and other factors of importance in the safe and effective operation of the Airport.

This person shall be the designated point-of-contact between the Commission and County staff.

SECTION 4

A designated County staff member shall perform the usual duties pertaining to the office of Secretary. He/she shall keep a full and true permanent record of all meetings of the Commission. This includes regular and special meetings plus reports of standing committees and shall be the custodian of all documents committed to his/her care. He/she must issue draft minutes of the previous meeting to the Commission members prior to the meetings. A copy of the Commission minutes shall be kept on file in the County Administrator's Office and will be distributed to the Board of Supervisors.

ARTICLE VIII - REPORTS TO GOVERNING BODY

The Commission shall make full and complete reports to the Board of Supervisors at such times as may be requested and at such other times as the Board of Supervisors may deem proper. The fiscal year of the Commission shall conform to that of the governing body of Orange County.

ARTICLE IX – AMENDMENTS

These bylaws may be amended by the membership of the Commission at a meeting at which there is a quorum, as stipulated in Article 5, Section 5, held after five (5) days' notice to the members of the Commission. Final approval of any modifications to the bylaws must be provided by the Orange County Board of Supervisors.

Approved by the Airport Commission:

Mark Herndon, Chairperson

Approved by the Board of Supervisors:

S. Teel Goodwin, Chairman

Attest:

R. Bryan David, County Administrator