

**BYLAWS
OF
VIRGINIA AIRPORT OPERATORS COUNCIL
June 3, 1986**

**Amendments
October 4, 1988
August 25, 1993
January 3, 1995
October 7, 2003
August 27, 2009
August 18, 2010**

ARTICLE I

1.1 Name. The name of this corporation (the "Corporation") shall be the Virginia Airport Operators Council.

ARTICLE II

2.1 Offices. The Corporation shall have its principal offices in the city of Richmond, Virginia, and may have such offices either within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine.

ARTICLE III

3.1 Membership. The Corporation shall have three classes of members: Executive, Associate and Corporate.

Executive: Each sponsor of public use airport(s) within the Commonwealth of Virginia shall be authorized one representative and one alternate in this category. Membership in this category shall be open only to those persons duly authorized by the airport sponsor to represent a particular airport or airports within the Commonwealth of Virginia. Those individuals designated in writing as an alternate under this category must be an associate member in good standing. Executive members have the right to vote. In the absence of the representative, the alternate shall have the right to vote.

Associate: Membership in the associate category shall be open to members or employees of Authorities, Commissions, Municipalities, Counties, agencies or boards; or other agencies or entities engaged in the establishment, ownership, administration, operation, or management of public use airports within the Commonwealth. Except as specifically stated otherwise in the paragraph above, when an Alternate acts for a Representative, Associate members will not enjoy voting privileges.

Corporate: Corporate membership shall be open to all public or private entities engaged in any of the following:

- (a) Manufacture or supply of any aviation related products.
- (b) Supply of aviation related goods and services.
- (c) Publication of aviation related literature.
- (d) Government agencies charged with support or regulation of airport operations, activities and grant programs

Applications for all classes of membership shall be made to the Board of Directors. Upon approval by a majority of the Board of Directors and, upon compliance with such other conditions as the Board may determine, an applicant shall be entitled to membership.

3.2 Designation of Members. The Treasurer shall establish and maintain an accurate list of members in good standing. The list maintained by the Treasurer shall be binding and conclusive for all purposes.

3.3 Termination of Membership. Membership in the Corporation is voluntary and members may terminate their membership at any time. Except as otherwise provided in 3.4 below regarding the failure to pay dues, a member may be removed by a majority vote of the voting members upon a determination that it is in the best interest of the Corporation,

3.4 Membership Dues. The Board of Directors shall from time to time set the level of membership dues. Membership dues shall be invoiced annually during the first quarter of each calendar year and shall be due and payable within 30 days of the receipt of the invoice but in no event shall be paid later than March 31. If dues are not paid by the first meeting following March 31, the member may be removed by the Board of Directors and charged a \$25.00 fee to be reinstated as a member.

Annual dues for new members for the initial membership year shall be prorated on a quarterly basis as of the date the application for membership is submitted, as follows:

January - March	Full Annual Dues
April - June	75% Annual Dues
July - September	50% Annual Dues
October - December	25% Annual Dues

3.5 Annual and Regular Meetings. The annual meeting of the members shall be held during the month of August each year for the election of directors and for the transaction of such other business as may be properly brought before such meeting. Regular meetings of the members shall be held at least quarterly. The date, time and location of these and other meetings shall be determined by a majority vote of the Board of Directors. A written notice of such meetings shall be mailed or electronically sent to each member 30 days in advance of such meetings.

3.6 Special Meetings. Special meetings of the members of the Corporation may be called by the President of the Corporation or by a majority of the members of the Board of Directors. Special meetings also may be called by written request signed by at least fifty percent (50%) of the voting members (in good standing) of the Corporation, and filed with the President, which written request shall state the purpose for which such special meeting is called,

3.7 Notice of Meetings. Written or electronic notice of annual and special meetings shall be provided by the Vice President/Secretary to the members not less than thirty (30) nor more than ninety (90) days prior to the date of the meeting, except that notice of a members meeting to act on an amendment of the articles of incorporation, a plan or merger, a proposed sale of assets pursuant to Virginia Code 13.1-900 or the dissolution of the Corporation shall be given not less than thirty (30) nor more than sixty (60) days before the meeting, which notice shall state the date, time and place of a meeting, and the purpose thereof, in the case of a special meeting. Notice may be waived in writing by the members, either before or after the meeting. Any such waivers shall be filed with the corporate records. Attendance of a member at any meeting shall constitute a waiver of notice of that meeting except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 Voting Rights. Executive members shall have the right to vote. Associate and Corporate members shall not have the right to vote. Unless otherwise required by law, any provision of the Articles of Incorporation or these Bylaws, each voting member shall be entitled to one vote only for the purpose of the election of Directors. Unless otherwise provided by these Bylaws or by the laws of the Commonwealth of Virginia, voting members shall not be entitled to vote by proxy on matters presented to the voting membership for its consideration.

3.9 Quorum. Fifty percent (50%) or more of the voting members of the Corporation, present in person, shall constitute a quorum for the transaction of business at any membership meeting.

3.10 Action by Members. Except as otherwise required by the Articles of Incorporation, these Bylaws or by an applicable provision of law, the following actions of a majority of the voting members shall equally constitute the action of the membership of the Corporation:

(a) A majority vote among those present at a meeting of the membership of which notice has been duly given and at which meeting a quorum of the voting membership is present; or,

(b) A majority vote cast by regular or electronic mail whose participants constitute a quorum of the voting membership.

3.11 Written Consent. Any action required or permitted at any meeting of the voting members may be taken without a meeting, without prior notice, and without a vote, if all of the members entitled to vote consent thereto in writing. Any such written consents shall be filed with or entered upon the records of the corporation and shall have the same effect as a vote for all purposes.

ARTICLE IV BOARD OF DIRECTORS

4.1 Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors, which shall be the governing body of the Corporation.

4.2 Duties of the Board of Directors. The Board of Directors shall manage all of the affairs, the property and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and any amendments thereto, and the laws of the Commonwealth of Virginia. The Board of Directors shall have such other duties as may be prescribed by law.

4.3 Treasurer. The Board of Directors shall appoint a Treasurer who may be a member or other individual so appointed by the Board of Directors. The Treasurer shall serve as an ex-officio member of the Board and in such role may not vote on matters coming before the Board, and shall not be considered as a member of the Board of Directors. The Treasurer shall be responsible to the Corporation for maintaining membership records, billing and collecting dues, maintaining corporate records, paying invoices authorized by the President and accounting for all monies collected and disbursed by the Corporation.

4.4 Numbers and Length of Service. The Board of Directors shall consist of seven (7) persons who shall all be Executive members of the Corporation. Members of the Board of Directors shall serve for a term of one (1) year.

4.4 Election of Directors. The directors shall be elected by the voting members of the corporation at the annual meeting.

4.6 Terms of Office. All directors shall retain their respective offices as directors until their successors shall be duly elected and qualify.

4.7 Removal of Directors. Directors may be removed from office, with **or** without cause, at any annual, regular, or special meeting of the members by the affirmative vote of two-thirds (2/3) of the voting members of the Corporation. Regular written notice shall be provided in accordance with the Bylaws to the members prior to any meeting at which the removal of a director is to be considered, which notice shall specify the fact that the removal of a director will be considered and the identity of the director or directors for whom removal is to be considered. In addition to the foregoing, directors may be

removed from office, with or without cause, at any regular, annual or special meeting of the Board of Directors by two-thirds (2/3) vote of the Board of Directors.

4.8 Vacancies on the Board of Directors. Any vacancies on the Board of Directors shall be filled by vote of the remainder of the Board of Directors. The Board may vote to fill vacancies on the Board of Directors at any annual or regular meeting or at a special meeting called for such purpose. A director elected to fill a vacancy or to occupy a position resulting from an increase in the number of directors shall serve for the unexpired portion of the term in question.

4.9 Resignation of Directors. Any director may resign from office, with or without cause, by delivering a written statement of resignation to the President of the Corporation. Any such resignation shall take effect immediately upon its receipt by the President of the Corporation, unless a later effective time or date for the resignation is specified in the notice of resignation.

4.10 Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors of the Corporation shall be held on such date within thirty (30) days of the annual meeting of the members, and at such time and place as the Board of Directors shall determine. If less than a quorum of directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

4.11 Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at the specific time and place designated by the Board, or upon the call of the President. Notice of regular meetings shall be provided as prescribed by the Board. Special meetings of the Board of Directors may be called by the President, or may be called at the request of not less than two-thirds (2/3) of the members of the Board of Directors. Notice of special meetings shall be mailed, sent by electronic transmission or otherwise delivered to each director not less than five (5) days before the date of such meeting.

4.12 Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that director except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

4.13 Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting, without prior notice and without a vote if all of the directors consent in writing. Any such written consent shall be filed with the minutes of the proceedings and shall have the same effect

as a vote for all purposes.

4.14 Voting and Quorum of Directors for Transaction of Business. A majority of directors and a majority of the voting members of any committee of the Board shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board or of any committee of the Board, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. Each director shall have one vote on each matter submitted to the Board of Directors for its vote, consent, waiver, release or other action. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum present shall be the act of the Board or of the committee except where a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation. Directors shall not be entitled to vote by proxy but may send a representative to any meeting of the Board which he cannot attend. Such representatives shall be entitled to speak for or against any question presented to the meeting but shall not be entitled to vote

4.15 Conference Telephone. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all persons participating in the meeting can communicate with one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

4.16 Powers of the Board of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the corporation shall be managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation. The directors may exercise such powers whenever the same shall be in the interests of the Corporation, as shall be conclusively determined by the Board of Directors of this Corporation. The Board of Directors may create one or more committees and appoint members to serve on them. Each committee shall have two (2) or more members who shall serve at the pleasure of the Board of Directors

ARTICLE V OFFICERS

5.1 Officers. The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers with duties as may be authorized and determined by the Board of Directors. The President shall serve for a term of two years, and each succeeding President shall alternate so as to represent airports so classified as a general aviation or air carrier facility. The Immediate Past President shall serve, as an ex officio member of the Board, and in such role may not vote on matters coming before the Board. Any person may hold more than one office. If more than one office is held by one and the same person, then the title shall be combined. All officers must be a member of the Board of Directors except for the Immediate Past President and Treasurer.

5.2 Election and Terms of Office. The officers of the Corporation shall be elected by the Board at its annual meeting. Only voting members shall be elected to hold office, except for the Office of Treasurer. The terms of office to be held by the officers thus elected shall be for one (1) year or until their successors are duly elected and qualified.

5.3 Removal. Any officer may be removed, either for or without cause, by the affirmative vote of a majority of the directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors, or by the voting membership pursuant to Section 4.7 above.

5.4 Vacancies. In the event of a death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his successor shall be elected.

5.5 Duties of Officers.

(a) The President shall preside at all meetings of the Board. The President shall be the official spokesman of this Corporation in all matters of public policy. The President shall appoint all committees subject to the approval of the directors and shall serve as ex officio member of all such committees. The President shall perform all other duties usual to such office.

(b) The Vice-President, in the absence of the President, if so designated, shall perform all the duties of the President, and shall perform such other duties as may be delegated by the President.

(c) The Secretary shall be responsible for maintaining meeting minutes and for performing such other duties usual to such office.

5.6 Delegation of Duties of Officers to President. The Board of Directors may delegate to the President by appropriate resolution, rule or regulation, such part or portions of the duties and obligations enumerated above as the Board of Directors acting in its sole judgment and discretion may direct.

5.7 Bonding of Officers and/or Employees. The Board of Directors may require any of the officers of the Corporation, or any of the employees of the corporation, to furnish a bond or bonds to the Corporation with such surety or sureties and in such amount or amounts as shall be sufficient in the judgment of the Board of Directors to secure the Corporation against loss or damage by reason of any act, neglect, or omission on the part of such officers or employees. These bonding provisions are intended to apply specifically, as the Board of Directors may determine, to such officers and /or employees of the Corporation occupying positions of trust and confidence. The cost of such bond or surety shall be borne by the Corporation.

5.8 Employees and Advisors. The Board of Directors may employ such employees and advisors, as it deems appropriate and necessary.

ARTICLE VI FISCAL POLICY

6.1 Checks. All checks, drafts, or orders for the payment of money, shall be executed in the name of the Corporation, by the Treasurer, and in the alternative, by the President.

6.2 Contracts. When the execution of any contracts, conveyances or other instruments has been authorized without specifying the executing officers, any officer may execute the same in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Committees. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board and shall define the powers and responsibilities of such committees. Each committee shall have two (2) or more members who shall serve at the pleasure of the Board. Persons other than directors shall not have voting rights. A committee may have such specific powers and responsibilities as may be determined by the Board of Directors, except that it shall not have the power:

- (a) To amend these Bylaws or the Articles of Incorporation;
- (b) To approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation, or these Bylaws;
- (c) To take any action for which final authority is reserved to the membership of this Corporation;
- (d) To fill any vacancies on the Board of Directors or any of its committees;
- (e) To take any other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws.

7.2 Executive Committee. The Board of Directors may designate, by two-thirds (2/3) vote of its members, two or more of the directors to constitute an Executive Committee. Except as limited by the laws of the Commonwealth of Virginia, the Executive Committee may exercise all of the powers of the directors except: to approve an amendment of the Articles of Incorporation or the Bylaws; the sale, lease, exchange, mortgage, or pledge for a consideration other than money, of all, or substantially all, the property and assets of the Corporation; the voluntary dissolution of the Corporation; or revocation of voluntary dissolution proceedings and may authorize the seal of the

Corporation to be affixed as required. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.

ARTICLE VIII INDEMNIFICATION

8.1 Right of Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if: (1) he conducted himself in good faith; (2) he believed, in the case of conduct in his official capacity with the Corporation that his conduct was in the best interests of the corporation and, in all other cases, that his conduct was at least not opposed to the best interests of the Corporation; (3) with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; (4) in the case of the amounts paid in settlement, that such settlement was reasonable and in or not opposed to the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the standard of conduct described in this section of this Article. If at any time, any provisions contained in the laws of the Commonwealth of Virginia prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extension thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

8.2 Expenses of Successful Defense. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 8.1 hereof or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees), actually and reasonably incurred by him in connection therewith.

8.3 Determination of Propriety of Indemnification. Any indemnification under Section 8.1 hereof (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1 hereof by a majority vote of a quorum (as defined in these Bylaws) consisting of directors who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable by majority vote of a committee duly designed by the Board of Directors (in which designated directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (c) by special legal counsel determined in the manner prescribed by law. Notwithstanding the failure or refusal of the directors or counsel to make provision therefore such indemnification shall be made if a court of competent jurisdiction makes a determination

that the director or officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in Section 8.1 hereof.

8.4 Insurance. The Corporation, with the approval of the Board of Directors, may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or the Corporation and incurred by him or the Corporation in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article,

8.5 Advice of Counsel. Neither the Corporation nor its directors or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this article or for taking or omitting to take any other action under this Article, if such action or omission is made in reliance upon the advice of counsel.

8.6 References Included. Each reference herein to directors or officers shall be deemed to include references to former directors, officers, and then respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this article.

ARTICLE IX MISCELLANEOUS

9.1 Fiscal Year. The fiscal year of this Corporation shall be the calendar year.

9.2 Gender. Any usage of specific gender terminology shall be deemed to include references to both genders, and any title involving gender shall be permitted to be used in an alternative form for another gender.

9.3 Audit. There shall be an annual internal audit or review and report from the Treasurer, which shall be submitted to the Board of Directors.

9.4 Prohibited Transactions.

(a) Directors and members of the Corporation are prohibited from discussion at scheduled meetings or for meeting for the express purpose of discussing current or future prices, what constitutes a "fair" profit level, possible increases or decreases in prices, standardization or stabilization of prices, pricing procedures, cash discounts, credit terms, control of sales, allocation of markets, refusal to deal with corporations because of their

pricing or distribution practices and whether or not the pricing practices of any industry member are ethical or constitute an unfair trade practice.

(b) Directors and members of this Corporation shall be prohibited from entering into any agreement or understanding involving the division of or allocation of customers.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

(d) The Corporation shall, in the development and administration of all its program policies, endeavor to avoid preferential treatment of any member entity or director.

9.5 Nondiscriminatory Policy. The Corporation shall not discriminate on the basis of race, color, sex, national and ethnic origin, or religion in the administration of any of its educational or employment policies, programs and operations.

9.6 Amendments. The power to amend, alter or repeal these Bylaws or adopt new Bylaws shall be vested in the voting members. Proposed amendments shall be mailed or e-mailed to each voting member at least ten (10) days prior to a meeting to change any portion of the bylaws. Such proposal must receive an affirmative fifty-one percent (51%) vote of the voting members for adoption. If approved by the Board of Directors, voting members are entitled to vote by proxy on proposed changes to the bylaws.