

BY-LAWS
FORT MONROE AUTHORITY

ARTICLE I
PREAMBLE

Section 1.01. NAME. The name of this body shall be the Fort Monroe Authority (the “FMA”) or as otherwise provided in Title 15.2, Chapter 73 of the Code of Virginia, 1950, as amended (the “Enabling Act”).

Section 1.02. PURPOSE. The FMA was created for the purpose contemplated by the Enabling Act as defined therein. Among these purposes are the following: to do all things necessary and proper to further an appreciation of the contributions of the first permanent English-speaking settlers as well as the Virginia Indians to the building of our Commonwealth and nation, to commemorate the establishment of the first coastal fortification in the English-speaking New World, to commemorate the lives of prominent Virginians who were connected to the largest moated fortification in the United States, to commemorate the important role of African Americans in the history of the site, including the “Contraband” slave decision in 1861 that earned Fort Monroe the designation as “Freedom’s Fortress,” to commemorate Old Point Comfort’s role in establishing international trade and British Maritime law in Virginia, and to commemorate almost 250 years of continuous service as a coastal defense fortification of the United States of America; to provide for the education, safety, and well-being of the residents, businesses, and visitors at Fort Monroe; to hire and develop a professional staff including an

executive director and such other staff as is necessary to discharge the responsibilities of the Authority; to establish personnel policies and benefits for staff; to oversee the preservation, conservation, protection, and maintenance of the Commonwealth's natural resources and real property interests at Fort Monroe and the renewal of Fort Monroe as a vibrant and thriving community; and to adopt an annual budget, pursuant to 15.2-7303 and 7311, which shall be submitted to the Chairmen of the Senate Committee on Finance and the House Committee on Appropriations and the Department of Planning and Budget by March 1 of each year.

Section 1.03. POWERS. The FMA shall be vested with all the powers that may be necessary to enable it to accomplish its purposes as enumerated in the Enabling Act. The FMA was created by the General Assembly as a public body corporate and as a political subdivision of the Commonwealth. The Authority is constituted as a public instrumentality exercising public and essential governmental functions, and the exercise by the FMA of its duties and powers is deemed and held to be the performance of an essential governmental function of the Commonwealth. The exercise of the powers granted by these statutes and their public purpose shall be in all respects for the benefit of the inhabitants of the Commonwealth.

The Fort Monroe Authority is the successor in interest to that political subdivision formerly known as the Fort Monroe Federal Area Development Authority (the "FMFADA"). As such, the Authority stands in the place and stead of, and assumes all rights and duties formerly of, the

FMFADA, including but not limited to all leases, contracts, grants-in-aid, and all other agreements of whatsoever nature; holds title to all realty and personalty formerly held by the FMFADA; and may exercise all powers that might at any time past have been exercised by the FMFADA, including the powers and authorities of a Local Redevelopment Authority under the provisions of any and all applicable federal laws, including the Base Realignment and Closure Act of 2005.

ARTICLE II **OFFICES**

Section 2.01. OFFICES OF THE AUTHORITY. The office of the FMA shall be at Old Quarters #1, 151 Bernard Road, Fort Monroe, Virginia 23651, or such other place or places as the FMA Board may from time to time determine.

ARTICLE III **BOARD OF TRUSTEES**

Section 3.01. ORGANIZATION. The FMA shall be governed by a Board of Trustees (the "Board") composed of eleven (11) voting Trustees and one (1) non-voting Trustee appointed in accordance with the provisions of the Enabling Act. Before entering upon the discharge of duties, each Trustee shall take and subscribe to the oath of office required by Section 49-1 of the Code of Virginia, *et seq.*

Section 3.02. BOARD TERMS. The Trustees shall serve for terms as specified in Virginia Code §15.2-7302.

Section 3.03. VACANCIES. No vacancy in the Board shall impair the rights of a quorum to exercise all the rights and perform the duties of the Authority. If a vacancy shall occur by reason of death, disqualification, or resignation of a Trustee, a new Trustee shall be appointed as specified in the Enabling Act to fill the vacancy for the remainder of the unexpired term.

Section 3.04. RESIGNATION. Any appointed Trustee may resign from the Authority at any time by delivering written notice to the FMA's Chairman or Vice-Chairman and either to the Governor or the Hampton City Council, whichever appointed the resigning Trustee. Such resignation shall take effect when such notice is delivered to the appointing authority unless the notice specifies a later effective date.

Section 3.05. REMOVAL OF TRUSTEES. The removal of any Trustee will be in accordance with Section 24.2-230 of the Code of Virginia.

ARTICLE IV
OFFICERS

Section 4.01. OFFICERS. The Board shall elect from its Trustees a Chairman and a Vice-Chairman. It shall also elect a Secretary/Treasurer, which shall be a jointly held position, and shall prescribe their powers and duties.

Section 4.02. ELECTION AND TERM OF OFFICE. Election of officers shall be held at the annual meeting each year. Officers shall commence their duties immediately upon election and shall serve for a term of one (1) year or until their successors are elected. Any officer shall be eligible for re-election.

Section 4.03. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall cause the Board to fill the unexpired portion of such officer's term and such officer so appointed shall serve until the next election under Section 4.02 above.

Section 4.04. REMOVAL OF OFFICERS. The Board may remove any officer, at any time, with cause.

Section 4.05. DUTIES OF OFFICERS. The duties of officers of the FMA shall include, but shall not be limited, to the following:

(a) Chairman. The Chairman shall preside at all meetings of the FMA, make reports to the Trustees, perform all duties incidental to his or her office, and perform such other duties or have such powers as the FMA may from time to time so designate. At each meeting the Chairman shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the FMA. The Chairman shall have notices issued for all meetings as required by law or these Bylaws.

(b) 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 FMA shall select a new Chairman. In accordance with the Enabling Act, in the absence of both the Chairman and the Vice Chairman at any meeting, the Board shall elect a Chairman *pro tempore* to preside over the meeting.

(c) Secretary/Treasurer. As Secretary, the Secretary/Treasurer shall: (1) accurately keep all the minutes of the meetings of the Board of Trustees of the FMA in a minute book, which shall be open at all reasonable times for inspection; (2) keep in safe custody the seal of the FMA and shall have power to affix such seal to all papers authorized to be executed by the FMA requiring such seal to be affixed; and (3) have authority to cause copies to be made of all minutes and other records and documents of the FMA and to give certificates under official seal of the

FMA to the effect that such copies are true copies. All persons dealing with the FMA may rely upon such certificates.

As Treasurer, the Secretary/Treasurer shall, under the supervision of the Board, (1) have care and custody of all funds and securities of the FMA; (2) keep suitable records of all the financial transactions, and the FMA shall arrange to have these records audited annually, with a copy of such audit being open for public inspection and furnished as required by law and as determined by the Board; (3) deposit the funds of the FMA or cause the same to be deposited in the name of the FMA in such account or accounts, bank or banks as the FMA may select, in accordance with the provisions governing the investment of public funds, subject to the provisions of any trust agreement securing revenue bonds of the FMA; (4) arrange for the investment of idle cash balances to the best advantage of the FMA; (5) keep regular books of account, showing receipts and expenditures, and shall render to the FMA at the annual meeting, or more often when requested, an account of all transactions and the financial condition of the FMA; (6) give such bond for the faithful performance of his or her duties as the FMA may determine; (7) and perform other duties and functions commonly incident to his or her office and such other duties as may from time-to-time be required by the FMA or the Bylaws of the FMA.

The office of Secretary/Treasurer need not be held by a Trustee. The Board may designate an Assistant Secretary or Assistant Treasurer to assist the Secretary /Treasurer in the performance of his/her duties.

ARTICLE V
PROCEDURES

Section 5.01. QUORUM. Six (6) voting Trustees shall constitute a quorum of the FMA for the purpose of conducting its business and exercising its powers and for all other purposes.

Section 5.02. VOTING. Each voting Trustee shall be entitled to one vote on matters before the Board. All action by the Board shall require the affirmative vote of a majority of the Trustees present and voting, except that any action to amend or terminate the existing Reuse Plan, or to adopt a new Reuse Plan, shall require the affirmative vote of seventy-five (75) percent or more of the Trustees present and voting. A majority of the Board may also determine that any other matter before it should be subject to a supermajority vote of two-thirds of those Trustees present and voting. The voting on all questions coming before the FMA shall be by voice vote in all cases other than when twenty (20) percent of the Trustees present and voting request a roll call vote; or when the Chairman is in doubt; or when the vote requires more than a majority. Robert's Rules of Order shall prevail so long as there is no conflict with these Bylaws. Each Trustee who is a member of the Governor's cabinet may, from time to time as authorized in the Enabling Act, designate in writing to the Chairman a deputy or another cabinet member to exercise, in the name and on behalf of such Trustee, any powers and rights which the Trustee may have including, but not limited to, the power or right to vote at any meeting of the Board in

the event that official duties require their presence elsewhere. Each Trustee who is a member of the legislature may, from time to time as authorized in the Enabling Act, designate in writing to the Chairman a fellow legislator to exercise, in the name of and on behalf of such Trustee, any powers and rights which the Trustee may have including, but not limited to, the power or right to vote at any meeting of the Board in the event that official duties require their presence elsewhere.

Section 5.03. ANNUAL MEETING. The annual meeting of the FMA shall be the first meeting of the fiscal year, to be held at a time and place designated by the Chairman.

Section 5.04. REGULAR MEETINGS. The Board shall meet no less than four (4) times per year or as otherwise determined by the Board. Regular meetings of the Board shall be held on the date and time as designated by the Chairman and stated in the notice of the meeting. Meetings of the Board, or of three or more Trustees, shall be public and Trustees shall comply with Section 2.2-3707 of the Code of Virginia of 1950, as amended.. However, discussions by the Board may be held in closed meetings in accordance with Section 2.2-3711 of the Code of Virginia of 1950, as amended, but any vote on such matters discussed in a closed meeting shall be in open session.

Section 5.05. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairman, when he or she deems it expedient, or at the written request of any four (4) Trustees for the purpose of transacting any business designated in the call. At such special meeting no business shall be considered other than as designated in the call, but if all the Trustees are present at a special meeting, any and all business may be transacted at such special meeting. The person or persons authorized to call special meetings of the Board may fix any place within the Commonwealth of Virginia as the place for holding any special meeting of the Board and give notice of such meeting as described below.

Section 5.06. NOTICE OF BOARD MEETINGS. Notice of any Board or Committee meeting at which three or more Trustees shall be present shall be posted as required by Section 2.2-3707 of the Code of Virginia of 1950, as amended. In addition, notice stating the date, place and hour of any annual, regular or special meeting of the Board shall be given by written notice delivered personally or sent by mail, email, or facsimile to each Trustee at the address shown on the records of the FMA at least five (5) calendar days prior to the meeting date. If mailed, such notice shall be deemed to be delivered three (3) business days after it is deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given by email or facsimile, such notice shall be deemed delivered when sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of

such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 5.07. ELECTRONIC MEETINGS. Should state law allow, meetings of the Board, and any committee thereof, may be held by means of a conference telephone or equivalent communications equipment in accordance with Virginia Code §2.2-3708

Section 5.08. ORDER OF BUSINESS. The FMA shall publish an agenda showing the order of business for each meeting of the Board, which shall include the opportunity for public comment. All resolutions shall be in writing and shall be copied in the minute book of the proceedings of the FMA.

Section 5.09 COMPENSATION. The Trustees of the Board shall be entitled to reimbursement for expenses incurred in attendance upon meetings of the Board or while otherwise engaged in the discharge of their duties. Such expenses shall be paid out of the treasury of the Authority in such manner as shall be prescribed by the Authority.

ARTICLE VI
APPOINTMENT OF EXECUTIVE DIRECTOR, AGENTS AND EMPLOYEES

Section 6.01. EXECUTIVE DIRECTOR. The Board shall appoint the chief executive officer of the FMA, who shall not be a Trustee of the Board, to be known as the Executive Director (the “Director”) of the FMA. The compensation of the Director shall be paid by the FMA in the amount determined by the Board. The Director shall serve at the pleasure of the Board. The Director shall exercise such of the powers and duties relating to the Authority conferred upon the Board as may be delegated to him by the Board, including powers and duties involving the exercise of discretion. The Director shall also exercise and perform such other powers and duties as may be lawfully delegated to him and such powers and duties as may be conferred or imposed upon him by law including but not limited to creating advisory groups for specific purposes related to the business of the FMA and in support of the Director’s responsibilities to the FMA. These groups are not Board committees and, consequently, no Trustees are required to be appointed to an advisory group.

Section 6.02. AGENTS AND EMPLOYEES. The Director shall employ or retain a professional staff, including such other agents or employees subordinate to the Director as may be necessary to discharge the responsibilities of the FMA, including persons with special qualifications. Such staff, agents or employees shall serve under the supervision of the Director. The Director shall report matters concerning such staff or other such agents or employees to the

Board. The FMA shall determine which such agents or employees shall be bonded and the amount of such bonds. It shall be the responsibility of the Board to establish personnel policies and benefits for staff.

Section 6.03. LEGAL COUNSEL. For such legal services as it may require, the Authority may employ its own counsel and legal staff or make use of legal services made available to it by any public body, or both; however, the Authority shall be required to use any legal services provided by the Office of the Attorney General (“OAG”), if such services are made available, since the property at Fort Monroe is an asset of the Commonwealth. If legal services are being provided by the OAG, then the Authority shall obtain the approval of the Attorney General or his designated representative before appointing additional counsel in order to coordinate legal services and avoid a conflict of interest.

Section 6.04. EMERGENCY POWERS. In the case of an emergency, such as a significant failure of equipment or flood, fire, or other natural disaster that endangers proper and safe operation of the facilities of the FMA, the Director is authorized to take such action as he or she deems necessary, in his or her sole discretion, to prevent or mitigate damages to the property of the FMA. In responding to such an emergency, the Director shall have the authority to contract for such assistance, services, or equipment as he or she deems necessary in his or her sole discretion. As soon as practicable, given the circumstances of the emergency, the Director

shall inform all Trustees of his or her actions in response to the emergency. The Chairman may call a special meeting of the Board to consider the emergency actions as soon as practicable, given the circumstances of the emergency, and such notice shall be effective upon receipt by each Trustee.

ARTICLE VII
COMMITTEES AND ADVISORY GROUPS

Section 7.01. EXECUTIVE COMMITTEE. The Board shall have a standing Executive Committee which shall have full authority to act for the Board to accomplish the goals and directives adopted by the full Board; to authorize the Director within his/her normal duties; and to advise the Director on day to day operational and administrative matters. The results of each meeting of the Committee shall be reported to the full Board at the next regularly scheduled meeting following the meeting of the Executive Committee. The Executive Committee shall be comprised of five (5) Trustees, and shall include the Chairman and the Vice-Chairman. The Chairman shall appoint the remaining members, at least one of whom shall be a Trustee from among the City of Hampton appointees.

Section 7.02. FINANCE COMMITTEE. This committee shall be a standing committee of the Board and shall be responsible for making recommendations concerning the following aspects of FMA business: an annual budget, the long-term business plan, all matters

and procedures relating to budget and business plan preparation, the investment of surplus funds, sales and lease prices, fees and charges, purchasing policy, capital improvements plan, bonding, grants, procurement, borrowing, annual audit, joint-venture participation and similar financial actions. The Secretary/Treasurer of the FMA shall be a member of this committee, and shall serve as Chairman if a Trustee of the Board.

Section 7.03. OTHER COMMITTEES.

A. Standing Committees. Other standing committees may be established by a resolution adopted by a majority vote of the Trustees of the Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, at least two (2) members of each committee so appointed shall be Trustees of the Board and the Chairman of the Board shall appoint all members to standing committees. The presence of a majority of the members of the committee, including at least one Board Trustee, shall constitute a quorum unless otherwise provided in the resolution establishing the committee. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

B. Ad Hoc Committees. The Chairman, Board, or Executive Committee may establish *ad hoc* committees necessary for the proper conduct of the business of the FMA. At least one member of any *ad hoc* committee shall be a Trustee. The presence of a majority of the members of the committee, including at least one Trustee, shall constitute a quorum unless otherwise

provided in a resolution or the vote of the Board establishing the committee. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

C. The Chairman of the Board may remove any member of the committee when in the judgment of the Chairman the best interests of the FMA shall be served by such removal.

Section 7.04. NOMINATING COMMITTEE. There shall be a nominating committee appointed by the Chairman, who will recommend a slate of officers each year for the Authority's consideration and election in accordance with Section 4.02. The committee shall include, but not be limited to, one gubernatorial appointee, one City of Hampton appointee, and one legislative member. The committee shall elect its own Chairman and present its recommendations at the Board meeting prior to the annual meeting.

Section 7.05. TERM OF OFFICE. Each member of a committee shall continue until his or her successor is appointed, unless the committee shall be sooner terminated, or unless the member shall be removed from the committee, or unless the member shall cease to qualify as a member.

Section 7.06. COMMITTEE CHAIRMEN. The Chairman of each committee shall be appointed by the Chairman unless otherwise specified in the Bylaws or the board resolution.

Section 7.07. VACANCIES. Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the membership of the committee.

Section 7.08. RULES. Except as otherwise set forth in these Bylaws, each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 7.09. COMMITTEE MEETINGS, MISCELLANEOUS. The provisions of these Bylaws that govern meetings, action without meetings, notice and waiver of notice requirements of the Board shall apply to committees of the Board and their members as well.

Section 7.10. ADVISORY GROUPS. The Board or Chairman may create advisory groups for specific purposes related to the business of the FMA. These groups are not Board committees and, consequently, no Trustees are required to be appointed to an advisory group.

ARTICLE VIII
FUNDS AND FUND RAISING

Section 8.01. GIFTS. The Board may accept by resolution any contribution, gift, bequest or devise for the general purposes or for any special purpose of the FMA.

Section 8.02. LOANS. No loans shall be contracted on behalf of the FMA and no evidences of indebtedness shall be issued in its name unless consistent with the fiscal policies adopted by the Board and in accordance with the Enabling Act.

Section 8.03. PROXIES WITH RESPECT TO SECURITIES OF CORPORATIONS. Unless otherwise provided by resolution adopted by the Board, the Chairman may from time to time appoint an attorney or attorneys consistent with Section 6.03, or an agent or agents, to exercise in the name and on behalf of the FMA the powers and rights which the FMA may have as the holder of stock or other securities in any corporation. This appointment includes the power or right to vote or to consent with respect to stock or other securities or other corporations, and the Chairman or Vice-Chairman may instruct the person or persons so appointed as to the manner of exercising such powers and rights. Also, the Chairman or Vice-Chairman may execute or cause to be executed in the name of and on behalf of the FMA and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he or she may deem necessary in order that the FMA may exercise such powers and rights.

ARTICLE IX
BOOKS, RECORDS AND ACCOUNTS

Section 9.01. BOOKS, RECORDS, AND ACCOUNTS. The FMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees. The Board shall keep records of its Committee meetings. The FMA shall keep a record giving the names and addresses of the Trustees at its principal office. All books and records of the FMA may be, upon reasonable notice, inspected by any Trustee, or his agent or attorney and by the general public for any proper purpose. The FMA may charge for the cost of preparing requested copies of any book, record or account. The accounts of the Authority shall be audited annually by the Auditor of Public Accounts, or his legally authorized representative, and the cost of such audit will be borne by the Authority. Copies of the annual audit shall be distributed to the Governor and to the chairmen of the House Committee on Appropriations and the Senate Committee on Finance.

ARTICLE X
ANNUAL REPORT

Section 10.01. ANNUAL REPORT. Not later than 60 days after receipt of the annual financial audit, the FMA shall file with the Board, the Hampton City Council, and the Governor, a report of its activities for the preceding year.

ARTICLE XI

FISCAL YEAR

Section 11.01. FISCAL YEAR. The FMA fiscal year shall start on July 1 of each year and end on June 30 of the succeeding year.

ARTICLE XII BUDGET AND FINANCIAL OPERATION

Section 12.01. BUDGET AND FINANCIAL OPERATION. The financial operation of the FMA shall be conducted in accordance with an annual budget to be submitted by the Director and the Secretary/Treasurer to the Board for its approval. The annual budget shall be submitted to the Board in sufficient time for its consideration and revision and approval prior to submission to the Chairmen of the Senate Committee on Finance and the House Committee on Appropriations and the Department of Planning and Budget by March 1 of each year, unless the incorporation of grant funds into the budget requires an earlier schedule for approval. The FMA may adopt a capital improvements program budget.

ARTICLE XIII ADOPTION OF SEAL

Section 13.01. SEAL. The FMA may adopt and use a common seal.

ARTICLE XIV AMENDMENTS

Section 14.01. AMENDMENTS TO BYLAWS. The Bylaws of the FMA shall be amended only with the approval of a majority of the Board at a regular or special meeting.

**ARTICLE XV
CONFLICTS**

Section 15.01. CONFLICTING PROVISIONS. If any provision of these Bylaws should be inconsistent with the Enabling Act or with the terms, conditions, or stipulations of any trust agreement entered into by the FMA to secure bonds issued by the FMA, such conflicting provisions of these Bylaws shall, to the extent of such conflict, be deemed ineffective and of no force.

**ARTICLE XVI
VALIDITY**

Section 16.01. VALIDITY. If any party of these Bylaws shall be found to be invalid or ineffective in any action, suit, or proceeding, the validity and the effectiveness of the remaining parts shall not be affected.

Adopted the 18th day of November 2010 by the Fort Monroe Authority Board of Trustees.