

CHAPTER 6

ADMINISTRATION

Article 1. Authority Board of Directors.

Section 6-1. Authority Board of Directors Members. The members of the Authority Board of Directors shall be those individuals duly appointed by Durham County, Wake County, City of Raleigh, or City of Durham in accordance with Chapter 168 of the 1939 Session Laws, as amended from time to time.

Section 6-2. Oaths. After appointment, each member of the Authority Board of Directors shall take the oath of office in the method prescribed by the appointing County or City. In the event the appointing City or County does not prescribe a method for taking the oath of office, it shall be taken before the appropriate Clerk of the Board of County Commissioners for Durham or Wake Counties, the City Clerk of the Cities of Durham or Raleigh or other person identified in NCGS § 11-7.1 as authorized to administer the same in Durham County or Wake County. Each member of the Authority Board of Directors shall cause a copy of said oath to be filed with the Board of Director's Secretary.

Section 6-3. Annual Report. Within ninety (90) days following the receipt and acceptance of the annual financial audit detailed in Section 6-25 below, the Authority shall provide a report to the respective Board of County Commissioners or City Council of Durham County, Wake County, City of Raleigh, and City of Durham. The report shall include a copy of the current budget, the audit report, and a description of the current and proposed capital projects.

Article 2. Regular and Special Meetings.

Section 6-4. Time of Regular Meetings. Unless otherwise directed by the majority vote of the Authority Board of Directors, said Board shall hold regular meetings on the third Thursday of each month. The regular meetings shall be held at the Raleigh-Durham International Airport, shall begin at 1:00 o'clock p.m. unless otherwise called by the Chair, and shall adjourn not later than 5:00 o'clock p.m. unless continued by unanimous consent of the members present.

Section 6-5. Notice of Regular Meetings. A statement of the date, time and place of the regularly scheduled meetings of the Authority Board of Directors shall be filed with the Clerks of the Boards of County Commissioners of Durham and Wake Counties and with the City Clerks of the Cities of Durham and Raleigh. In addition, notice of regular meetings of the Authority Board of Directors, or the cancellation thereof, shall be provided to all members of said Board and persons who have submitted written or electronic requests with the Authority asking to receive said notice. Notice shall be transmitted via email to the recipient's email address of record not less than 48 hours prior to the time set for such meeting. The Authority will endeavor to mail notice to those persons who have submitted a written or electronic request to receive said notice via the US Postal Service. Notice of regular meetings will also be posted physically in the Authority office and posted electronically on www.RDU.com.

Except as required by applicable North Carolina General Statutes, failure to provide such notice shall not cause any regular meeting, or the business transacted thereat, to be invalid. Attendance at such meeting, unless made for the purpose of objecting to such meeting, shall in itself constitute a waiver of notice of said meeting.

Section 6-6. Notice of Special Meetings. Special meetings of the Authority Board of Directors may be called at any time by the Chair, the Vice-Chair, or by any four members of said Board by causing a notice specifying the time, place, and purpose of holding such a meeting to be provided to all members of the Authority Board of Directors and persons who have filed electronic requests with the Authority asking to receive said notice. Notice shall be delivered via email addressed to the recipient's email address of record not less than 48 hours prior to the time set for such meeting. Notice of special meetings will also be posted physically in the Authority office and posted electronically on www.RDU.com.

Except as required by applicable North Carolina General Statutes, failure to provide such notice shall not cause any special meeting, or the business transacted thereat, to be invalid. Attendance at such meeting, unless made for the purpose of objecting to such meeting, shall in itself constitute a waiver of notice of said meeting.

Section 6-7. Presiding Officer. The Chair, or in their absence the Vice-Chair, shall preside at each meeting of the Authority Board of Directors, and at the appointed time shall call the meeting to order. In the absence of the Chair and Vice-Chair, the Secretary shall call the meeting to order and preside as temporary chair. In the absence of the Chair, Vice-Chair, and Secretary, the Treasurer shall call the meeting to order and preside as temporary chair. Upon the arrival of a higher-ranking officer, the temporary chair shall immediately relinquish the chair.

Section 6-8. Meeting Agenda. The President and CEO shall, following consultation with the Chair, or in their absence with the Vice-Chair, will prepare a proposed agenda for each meeting of the Authority Board of Directors, including any brief and appropriate comments thereon, and submit the same to the Authority Board of Directors with the notice of the meeting.

Section 6-9. Order of Business. The business of the Authority Board of Directors shall be taken up for consideration and disposition in the following order:

- (1) Call of roll or notation of members who are present
- (2) Approval of meeting agenda
- (3) Approval of minutes of previous meeting(s)
- (4) Comments/report of the Chair
- (5) Recognitions to be presented
- (6) Public Comments (at every other regular meeting, for a term of one year)
- (7) Consideration of old business
- (8) Consideration of new business
- (9) Comments/report of General Counsel
- (10) Comments/report of the President and CEO
- (11) Comments/reports of the members of the Authority Board of Directors

- (12) Chair closing comments
- (13) Closed or executive session
- (14) Adjournment

The public comment period will occur once every other month at alternating regularly scheduled monthly meetings for a term of one year. At the end of the one-year term, the Authority Board of Directors may vote to extend the term of the public comment period as described in Section 6-26, hereinbelow.

The order of business may be changed by the Chair or in their absence the Vice Chair or temporary chair unless a majority of the Authority Board of Directors members present object to such variation.

Section 6-10. Minutes. Minutes of all meetings of the Authority Board of Directors and each of its committees shall be kept and recorded in a permanent format by the Secretary or the President and CEO's designee. The Secretary, the President and CEO, or the President and CEO's designee shall prepare and transmit to each member of the Authority Board of Directors a draft of the minutes of each Authority Board of Directors' or committee meeting. The minutes of each meeting shall be presented to the Authority Board of Directors for correction and/or approval at a later meeting. Correction of the minutes of a preceding meeting may be made by majority vote of the members of the Authority Board of Directors.

Section 6-11. Minutes' Approval without Reading. Unless a reading of the minutes of an Authority Board of Directors meeting is requested by a member of said Board, such minutes may be approved without reading if each member has been furnished a copy thereof.

Section 6-12. Quorum. A majority of all of the members of the Authority Board of Directors shall constitute a quorum. Members of said Board may attend electronically as allowed by applicable North Carolina General Statutes.

Section 6-13. Voting. Each member of the Authority Board of Directors shall be entitled to one vote. Voting by proxy shall not be permitted. A member may request that their vote be entered upon the record on any proposed action considered by the Authority Board of Directors. Any member shall have the right to have the reasons for their dissent from or protest against any action of the Authority Board of Directors entered on the minutes. The vote of any member not voting on a proposed action shall be recorded as affirmative unless the member states at the time of the vote that they abstain or recuse themselves. At any meeting where a quorum exists, a majority of the members of the Authority Board of Directors shall constitute the action of the Authority.

Section 6-14. Robert's Rules of Order. Procedural matters not covered by this chapter shall be governed by the most recent edition of *Robert's Rules of Order*.

Article 3. Officer Elections.

Section 6-15. Election of Officers. The officers of the Authority Board of Directors shall be the Chair, Vice-Chair, Secretary, and Treasurer. Each officer may be elected from among the Authority Board of Directors members biannually (every two years) at said Board's first meeting in alternating Aprils in accordance with the provisions of Section 6-16. Each officer shall hold office until their successor is elected and qualified. Members may serve in a particular office for no more than two consecutive years.

Section 6-16. Rotation of Officers. At the election of officers of the Authority Board of Directors occurring in odd-numbered years, the Chair and Vice-Chair shall be elected from among one or the other of two groups of its members. One group shall be comprised of the four members appointed by the City of Durham and Durham County. The other group shall be comprised of the four members appointed by the City of Raleigh and Wake County. The Chair shall be elected from among the members comprising one of these groups; the Vice-Chair shall be elected from among the members comprising the other group. At the biennial election, the Chair shall be elected from the members comprising the alternate group. The rotation thereby established shall continue in subsequent years.

Article 4. Officer Duties.

Section 6-17. Duties of the Chair. The Chair shall preside at all meetings of the Authority Board of Directors and shall be the chief representative of said Board. The Chair shall keep informed about the financial and other affairs of the Authority and from time to time shall recommend for consideration such measures as they deem best for the Authority. The Chair shall sign all contracts and agreements on behalf of the Authority unless otherwise provided by resolution of the Authority or unless execution of such contracts or agreements is within the scope of authority delegated by the Authority to the President and CEO. The Chair shall perform such other duties as may be required by the Authority. In the absence or incapacity of the Chair, all of their duties, powers, and obligations shall be vested in the Vice-Chair. In the temporary absence or incapacity of the Chair and the Vice-Chair, all of their duties, powers, and obligations shall be vested in the Secretary. In the temporary absence or incapacity of the Chair, Vice-Chair, and Secretary, all of their duties, powers, and obligations shall be vested in the Treasurer. In the event of the permanent absence of the Chair, the Vice Chair shall become Acting Chair.

Section 6-18. Committees. The Chair shall establish such committees as they deem necessary to the orderly discharge of the Authority's duties, and shall appoint the members and the chair of each unless otherwise directed by a majority of the members of the Authority Board of Directors. Each committee shall report on its activities, discussions, deliberations and recommendations at a meeting of the Authority Board of Directors following its meetings. Once established, committees will continue in existence until disbanded by action of the Chair or of a majority of the members of the Authority Board of Directors. Appointments to committees shall be for one year and shall be reconsidered annually at the first Authority Board of Directors meeting in April. The Chair shall attempt to balance the membership of all committees to ensure that, to the greatest extent possible, Durham County, Wake County, City of Raleigh, or City of Durham is represented on each committee.

Section 6-19. Duties of the Secretary. The Secretary shall keep the minutes and records of all meetings of the Authority Board of Directors in a permanently available format established

for that purpose, shall preserve books, papers and writings of all kinds submitted to their care in keeping with applicable law, and shall deliver them to their successor. The Secretary shall be the custodian of the seal of the Authority, shall attest and affix said seal to all documents and instruments of the Authority required to be so attested and sealed, and shall perform all such other duties as may be required by the Authority. The Treasurer shall perform the duties of the Secretary in their absence. Some or all of the duties of the Secretary as enumerated herein may be designated to the President and CEO's designee.

Section 6-20. Duties of the Treasurer. The Treasurer shall be the custodian of all funds of the Authority, shall cause to be kept a proper record showing the sources from which said funds are derived and the objects for which they are disbursed, shall disburse the same in accordance with the resolutions duly adopted by the Authority Board of Directors, shall deposit said funds in such accounts in such depositories as shall be approved by the Authority, and shall execute all notes, bonds or other evidence of indebtedness of the Authority where the same are required by these rules or by resolution to be executed by the Treasurer of the Authority Board of Directors. Some or all of the duties of the Treasurer as enumerated herein may be designated to the President and CEO's designee.

Article 5. Authority Staff and Support Appointment.

Section 6-21. President and CEO. The President and CEO shall be an employee of the Authority and the chief executive and administrator of the Raleigh-Durham International Airport. As such administrator, they shall report directly to the Authority Board of Directors, recommending for consideration and adoption such measures and actions as they deem appropriate. All other employees of the Authority shall be hired by and report to the President and CEO, and they shall direct the work and be responsible for the performance of those employees. The President and CEO shall have the responsibility for the day-to-day operation of the Airport, planning and implementing the development of the Airport and acquiring the services needed to meet the requirements of the communities which it serves. In addition, the President and CEO shall act as a liaison with the governmental and private agencies and organizations concerned with the development, operation, and services provided by the Airport.

Section 6-22. Additional Authority of the President and CEO. In addition to the authority delegated to the President and CEO by law and by direct action of the Authority Board of Directors, the President and CEO also shall be authorized to enter into agreements for lease of Airport facilities and/or property, operating agreements, contracts for construction, installation, lease or purchase of equipment, materials, supplies, or services or amendments and additions thereto by the Authority in expenditure amounts not exceeding \$400,000 (as increased annually every January 1 in accordance with the Core CPI Index) and with a term not exceeding five years. The President and CEO is authorized to accept and execute airport improvement grant offers and agreements presented by the FAA and NCDOT unless legal counsel determines that changes in any terms and conditions of future agreements materially affect the rights of the Authority. The President and CEO is authorized to execute agreements within these delegated authorities and any agreement approved by the Authority Board of Directors.

Section 6-23. General Counsel. Upon the recommendation of the President and CEO, the Authority shall retain the services of a competent attorney, designated its General Counsel, to

prosecute and defend all suits at law or in equity in which the Authority may become plaintiff or defendant, to render advisory opinions to the Authority concerning the Authority's activities and business, and to attend and participate in meetings as requested by the Authority Board of Directors or the President and CEO.

Section 6-24. Special Counsel. Upon the recommendation of the President and CEO, the Authority may retain the services of one or more attorneys to serve as Special Counsel in such areas as it deems appropriate.

Section 6-25. Auditor. Upon the recommendation of the President and CEO, the Authority Board of Directors shall employ the services of a competent certified public accounting firm to perform an annual audit of the books, records, financial transactions and accounts of the Authority, prepare and present to the Authority Board of Directors a statement of the Authority's financial condition and make any recommendations regarding its financial management the Auditor deems appropriate.

Article 6. Amendment and Adoption.

Section 6-26. Amendments. Any proposed amendment of this chapter of the Ordinances must be presented to the Authority Board of Directors in full text at a regular meeting and shall not be considered for final action until a succeeding meeting. Approval of any amendment hereto shall require the affirmative vote of not less than six (6) of the members of the Authority Board of Directors.

Section 6-27. Survival. In the event any portion of these Ordinances is determined by a court of competent jurisdiction to be invalid, the remainder hereof shall continue in full force and effect.

Section 6-28. Adoption. The Raleigh-Durham Airport Authority, by adoption of this Chapter 6 of its Ordinances, hereby repeals all prior provisions of Chapter 6 of its Ordinances except to the extent that they are incorporated and restated herein, and this Chapter 6 shall be the sole Ordinance regarding the objectives set forth hereinabove. This repeal shall not be construed to revive any Ordinance or part thereof that has been repealed by an Ordinance in the event the repealing Ordinance is repealed by this Ordinance.

Approved and adopted the 19th day of December, 1995, to become effective on the 1st day of January, 1996. Amended the 19th day of March, 1998. Approved, adopted and effective as amended the 18th day of April, 2024.