

**BYLAWS OF
WALLOPS RESEARCH PARK LEADERSHIP COUNCIL
FINAL - May 4, 2010**

ARTICLE I. ORGANIZATION

1. The name of the managing group shall be Wallops Research Park (WRP) Leadership Council.
2. The Council shall have a seal which shall be in the following form: Wallops Research Park Trademark

ARTICLE II. PURPOSE

1. The Council has been established as a cooperative management and oversight body to superintend the development and operation of the Wallops Research Park, a service district created pursuant to *Virginia Code Section § 15.2-2400*.
2. The purpose of the Council established pursuant to *Virginia Code Section § 15.2-2403.2* shall be to advise the Governor, state economic development officials, state workforce development officials, and the original Wallops Research Park landowners (Accomack County, Marine Science Consortium, and NASA Wallops Flight Facility) on appropriate development and operations strategies for the Park with emphasis on policy recommendations that will enhance the Park's global competitive advantage in both research and technology-based commercial endeavors. The Council will advise on the development of an area that attracts and maintains aerospace, scientific, and educational activities to the Wallops area. At such time as adequate funds are available, the Council will superintend WRP affairs as provided by Authorizing *Virginia Code § 15.2-2403*.
3. An Executive Director will be empowered to administrate all functions of the Park. The Council will hire and supervise the Executive Director when the Executive Director position is no longer funded by the County. Until that time, the Executive Director will be supervised by the County. The Executive Director will report both to the County and the Council until the Executive Director position is funded by the Council; at such time as the Council alone funds the Executive Director position, this position will report to the Council.

ARTICLE III. MEMBERSHIP

1. The Council shall consist of six members. Five members shall serve as members with voting privileges: the Director of the NASA/Wallops Flight Facility or his/her designee, who shall retain his/her absolute duty of loyalty to the federal government; the Director of the Marine Science Consortium or his/her designee, who shall retain his/her

absolute duty of loyalty to the Consortium; the Accomack County Administrator or his/her designee, who shall retain his/her absolute duty of loyalty to Accomack County; and the Chancellor of the Virginia Community College System or his/her designee and the Virginia Secretary of Commerce and Trade, or his/her designee, who shall retain his/her absolute duty to the Commonwealth of Virginia. One member, the Director of the U.S. Navy Surface Combat Systems Center or his/her designee, will serve as a non-voting member and shall retain his/her absolute duty of loyalty to the federal government. All members shall be appointed to serve terms coincident with their terms of office.

2. Persons appointed to the Council shall be selected for their knowledge of, background in, or experience with basic and applied research, emerging technologies, workforce development needs of industries, commercialization of the results and outputs of research activities, and the development and financing of technology intensive enterprises.

3. If a member misses two (2) consecutive meetings the WRP Leadership Council Chairman and/or Leadership Council membership may petition the County Board of Supervisors for replacement of that member. A member may designate a non-voting representative not more than twice per year to act on his/her behalf. In this instance the member must provide written notification via letter and/or email to the Executive Director designating the representative not less than 5 business days prior to the scheduled meeting.

ARTICLE IV. MEETINGS

1. Meetings of the Council shall be held no less than quarterly, with meetings called as required, or as designated by the Council. (See item 4.)

2. The Secretary shall cause to be mailed and/or emailed to every member at his/her mailing and/or email address as it appears in the membership roll book for the Council a notice telling the time and place of such meetings. It is the Council members' responsibility to ensure the information on the membership roll book is current and correct. The Executive Director will give public notice of Council meetings as per the Code of Virginia.

3. The presence of not less than four (4) members or sixty-six percent (66%) shall constitute a quorum and shall be necessary to conduct the business of the Council; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled. The Secretary, through the Executive Director, shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

4. Special meetings of the Council may be called by the Chairman when he/she deems it necessary for the best interest of the Council. Notices of such meeting shall be mailed and/or emailed to all members at their addresses as they appear in the membership

roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of the Chairman 66% of the members of the Council shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all Council members present at such meeting.

5. Under special circumstances, a member may participate in Council meetings through electronic communications means provided the provisions spelled out in the Code of Virginia are met.

ARTICLE V. VOTING

1. At all meetings, except for the election of officers, all votes shall be by voice in person and all open session voice votes will be recorded. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.
3. Members participating in Council meetings through electronic communications means, following provisions spelled out in the Code of Virginia, can cast a voice vote.
4. Council members have the right to request a vote taken in their absence be reconsidered by the Council.
5. Voting may not be done by proxy.
6. In case of a tie, the motion fails, a majority vote is required for a motion to pass. The prevailing side can call for a re-vote at a subsequent meeting.
7. Each original WRP landowner (WRP principal) shall have the authority to veto actions/activities on its parcel of land.

ARTICLE VI. ORDER OF BUSINESS

An agenda created by the Executive Director and approved by the Chairman will be distributed in advance of the meeting. The order of business will follow this agenda.

ARTICLE VII. WRP LEADERSHIP COUNCIL

1. The members shall be appointed by the Accomack County Board of Supervisors upon the written recommendation from the sponsoring organization.

2. The Council shall only act in the name of the Council when it is convened by its chairman after due notice to all the members of such meeting.
3. Four (4) members, Sixty-six Percent (66%) of the members of the Council, shall constitute a quorum and the meetings of the Council shall be held regularly on a quarterly basis or as required.
4. Each member shall have one vote. Voting may not be done by proxy.
5. The Council may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
6. Vacancies in the Council shall be filled by the County of Accomack Board of Supervisors, with the written recommendation from the sponsoring organization presented to the Board of Supervisors by the County staff, within three (3) months and must be filled maintaining the required membership formula of: one (1) WFF; one (1) County; one (1) MSC; one (1) SCSC; one (1) VA Secretariat of Commerce and Trade; and one (1) VCCS.
7. The Council shall select from one of their members a Chairman and Vice-Chairman. At such time as the WRP has its own funds to manage, a Secretary-Treasurer will be elected. For election of officers, a voice vote will be taken.

ARTICLE VIII. OFFICERS

The officers of the Council shall be as follows:

Chairman
Vice-Chairman
Secretary-Treasurer

1. A temporary Chairman will be appointed at the Council's initial meeting. Thereafter, members of the Leadership Council shall, at its initial meeting each year, select from among its own number by majority vote a Chairman who shall preside at all meetings of the Council and a Vice-Chairman. At such time as the WRP is has its own funds to manage, a Secretary-Treasurer will be elected. All officers shall serve for a term of one (1) year to expire on December 31 of the year appointed. Each officer shall hold office until his/her successor has been appointed, which the Council will cause to take place prior to December 31 of each year.
2. Vacancies in office shall be filled immediately by vote of the five voting Council members. Elections may be conducted outside of a regular meeting if necessary.
3. The Chairman shall preside at membership meetings. He/she shall preside at each meeting of the Council and ensure that the work of the Council is reported on by the Executive Director. He/she shall appoint all committees, temporary or permanent.

He/she shall see that all books, reports and certificates required by law are properly managed and maintained and/or filed by the Executive Director. He/she shall be one of the officers who may sign the checks or drafts of the WRP organization at such time as the WRP is financially independent and no longer funded by the County. At such time as WRP is financially independent, the Council will by voice vote designate signatories for WRP accounts to include the Executive Director and the Secretary-Treasurer. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

4. The Vice-Chairman shall in the event of the absence or inability of the Chairman to exercise his/her office become acting Chairman of the Council with all the rights, privileges and powers as if he/she had been the duly elected Chairman.

5. At such time as **the WRP is financially independent and no longer funded by the County**, the Secretary-Treasurer shall:

A. Ensure that the minutes and records of the Council are properly recorded and maintained in appropriate books. It shall be his/her duty to ensure that the Executive Director files any certificate required by any statute, federal or state or county and/or to ensure the filing was completed. He/she shall ensure that the Executive Director serves of all notices to members of this Council. He/she shall be the official custodian of the records and seal of this Council kept by Executive Director on its behalf. He/she shall present to the membership at any meetings any and all communication addressed to him/her as Secretary-Treasurer of the Council. He/she shall ensure the Executive Director attends to and responds to all correspondence of the organization, and shall exercise all duties incident to the office of Secretary-Treasurer.

B. Have oversight of the care and custody of all monies belonging to the Council and the financial actions of the Executive Director. He/she may be one of the officers required to sign the checks and drafts of the WRP organization, along with the Executive Director, at such time as the WRP is financially independent and no longer funded by the County. Prior to the election of a Secretary-Treasurer, oversight for WRP finances shall be provided by the County.

C. NOT set aside any WRP funds that can be drawn upon without the knowledge of the other Council members or Executive Director.

D. Ensure that at each meeting a written account of the finances of the Council will be given by the Executive Director or designee and such report shall be physically affixed to and made part of the minutes of the meeting.

E. Exercise all duties incident to the office of Treasurer.

7. Officers shall by virtue of their office be members of the Council.

ARTICLE IX. SALARIES

Members of the Council shall receive no compensation, but shall be entitled to reimbursement for all reasonable and necessary expenses incurred in the performance of their WRP Leadership Council duties.

ARTICLE X. COMMITTEES

1. All committees of this Council shall be appointed by the Chairman of the Council.
2. Council committees will include the Site Plan Review Committee (SPRC). The SPRC will, when convened by the WRP Executive Director, will conduct the site plan review process to:
 - A. Ensure the prospect's presence in the Park is appropriate based on the Park's stated purpose (Space Act Agreement, article 2);
 - B. Assure conformance with the WRP Covenants, Conditions and Restrictions and the WRP Design Guide for each parcel and for each tenant prior to construction (Space Act Agreement attachments 3 and 8); and
 - C. Facilitate a NASA review of the prospect's proposed use of any WFF technical facilities or capabilities to include ensuring the Executive Director obtains a Record of Environmental Consideration for each activity on the NASA Parcel on behalf of the County.
3. Council committees will include the WRP Business Advisory Committee. All WRP tenants will have a representative on the Business Advisory Committee. Stakeholders such as the Eastern Shore Defense Alliance and Mid-Atlantic Regional Spaceport (MARS) will each also have one representative. Other industry experts, economic development professionals, and elected officials may also participate as voting or ex officio members on the Business Advisory Committee. The purpose of the Business Advisory Committee is to ensure that WRP tenants, stakeholders and industry experts provide input and advice to the WRP Leadership Council on WRP management and development.
4. The Council also can appoint special task forces for a limited time and a limited purpose in an expedited manner.

ARTICLE XI. WRP ADMINISTRATION

It shall be the purpose of the Wallops Research Park Leadership Council to fully staff and administer the functions of the WRP at such time as the WRP is financially independent and no longer funded by the County. Until such time, the County will staff and administer the functions of the WRP subject to the constraints of available funding.

Functions of the WRP shall be carried out by the Executive Director. The Executive Director will be a County employee or contractor employed by the County. Council functions can include, when feasible, all activities listed by the Virginia Code under: Authorizing *Virginia Code § 15.2-2403*.

ARTICLE XII. RESPONSIBILITIES

1. To superintend the development and operation of the Wallops Research Park, a service district created pursuant to *Virginia Code § 15.2-2400*, consisting uniquely and exclusively of adjacent lands originally being a portion of NASA/Wallops Flight Facility, the Marine Science Consortium, and lands of Accomack County, a political subdivision of the Commonwealth.
2. The Council shall:
 - A. Recommend and/or undertake the conducting of studies, gathering and analysis of information, and take action subject to the constraints of available funding - either its own or funding specifically obtained for such activities - in order to accomplish its purposes;
 - B. Apply for, accept, and expend gifts, grants, or donations from public, quasi-public or private sources, and funds that may be appropriated by the federal government, the General Assembly, or any state government to carry out its purpose;
 - C. Report annually, via the WRP Executive Director, its findings and recommendations regarding the development and operation of the Wallops Research Park. The Council/Executive Director may make interim reports as it deems advisable;
 - D. Assist the Virginia Community College System and Eastern Shore Community College, the lead education and training entities for the Park, in developing the necessary physical assets to meet the workforce and education needs of the Park tenants to include the development of an Education and Training Center;
 - E. Track and consider all tenant prospects via reports by the Executive Director (in closed session), to include conceptual presentations for all tenant prospects including real estate developers' plans, in order to evaluate appropriateness for the Park and deal package specifics;
 - F. Approve Site Plan Review Committee Recommendations (in closed session);
 - G. Develop parcel IAW covenants, conditions and restrictions;
 - H. Oversee maintenance standards for all utilities;

I. Oversee the development and execution of a WRP business plan as written and followed through by the Executive Director; and

J. Pursue and obtain the funding necessary to support the Council's aforementioned responsibilities and support the Executive Director's efforts to obtain other funds with the goal of self-sufficiency for the Park. The Council is responsible for recommending mechanisms to generate revenue for the Park to the County, while the County is responsible for enabling these mechanisms, until the Park is self-sufficient.

ARTICLE XIII. NON-DISCRIMINATION STATEMENT

The WRP Leadership Council shall not discriminate against any person on account of race, color, sex, religious creed, ancestry, age, national origin or physically impaired status.

ARTICLE XIV. AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by a majority vote of the members at any regular or special meeting of the Council when a quorum is present.