

EVANSVILLE-VANDEBURGH AIRPORT AUTHORITY DISTRICT ELECTRONIC PARTICIPATION POLICY FOR BOARD MEETINGS

Acting pursuant to Indiana Code §§ 5-14-1.5-3.6 and 8-22-3-3, the Board adopts this Policy, effective as of 7/25/16, 2016, in order to govern participation by Members by electronic communication in Meetings.

INTRODUCTION

In adopting this Policy, the Board intends:

- A. To enhance and facilitate participation of all Members in a Meeting when circumstances relating to such Meeting impede, prevent or make impracticable the physical attendance of any Member at such Meeting;
- B. To encourage Members to attend any and all Meetings in person; and
- C. That this Policy be adopted, interpreted, construed and enforced only in a manner as is in full compliance with applicable law of the State of Indiana in effect at the time of reference, including the Indiana Open Door Law under Indiana Code 5-14-1.5.

THE POLICY

1. General Policy Statement. This Policy endeavors to balance convenience and greater participation by Members with the Board's operational excellence. Though this Policy permits Members to participate by electronic communication in and at Meetings under certain circumstances, the Board encourages and asks Members to physically attend any and all Meetings whenever reasonably practicable to do so under prevailing circumstances. The Board believes that the best participation by Members at Meetings occurs when all Members attend and are physically present at the specific location where each Meeting occurs.

2. Policy Subject to Governing Law and Board Control. Notwithstanding any other term or provision of this Policy to the contrary, this Policy is subject and subordinate at all times to any contrary provision of applicable law. Additionally, the Board reserves and retains the right and power to amend, modify, restate, cancel or terminate this Policy, in whole or in part, at any time and in any manner as the Board determines so long as consistent with applicable law.

3. Participation in Conformity with Policy. A Member who is not physically present at a Meeting may not participate or attempt to participate by electronic communication in such Meeting unless such participation is made and done in strict

conformity and compliance with this Policy. A Member who is not physically present at a Meeting and who participates in such Meeting by electronic communication and otherwise qualifies under this Policy as an Electronic Participant with respect to such Meeting (1) shall be counted as being present at such Meeting; (2) shall be counted for purposes of establishing a quorum at such Meeting; and (3) except to the extent as may be otherwise provided or disallowed by applicable law, may vote (and may cast the deciding vote on any official action at or during such Meeting) and may otherwise participate in any final action taken at such Meeting.

4. Enforcement of Policy by Officers. Generally, the President of the Board (identity determined as of the time of reference) is empowered and responsible for enforcing the terms and provisions of this Policy as the Responsible Officer. In such regard, and except to the extent as may be otherwise provided to the contrary elsewhere in this Policy, the President of the Board is responsible for authorizing, supervising and coordinating any and all electronic participation under this Policy. To the extent the President of the Board is unavailable in any particular instance to perform any of such duties, the Vice-President of the Board (identity determined as of the time of reference) is instead empowered and responsible to perform such duties. For purposes of the immediately preceding sentence, in any instance when the President of the Board is or desires to be himself or herself an Electronic Participant with respect to any particular Meeting, the President of the Board shall be deemed to be unavailable to perform any of such duties as to (only) his or her own participation by electronic communication under this Policy.

4.1. Requirement of Prior Request for Permission. A Member who desires to be an Electronic Participant under this Policy with respect to a Meeting (including any Meeting as rescheduled or reconvened) shall request and obtain from the Responsible Officer prior authorization to participate in such Meeting by electronic communication. The Responsible Officer shall determine in his or her sole discretion whether any such request should be approved or denied as to a particular Meeting.

5. Simultaneous Communication Requirement. In order for a Member to qualify as an Electronic Participant with respect to a particular Meeting under this Policy, the means of electronic communication used must permit all of the following persons to simultaneously communicate with each other during such Meeting: (1) the Member, himself or herself; (2) all other Members participating in such Meeting; and (3) all members of the public physically present at the specific location where such Meeting is being conducted.

6. Requirement of Physically Present Members. No Member shall otherwise qualify as an Electronic Participant under this Policy with respect to a Meeting unless a minimum of two (2) other Members are physically present at the specific location where such Meeting is being conducted. Additionally, each Member must physically

attend at least one (1) meeting per calendar year at the specific location where such Meeting is being conducted.

7. Roll Call Voting Required. When a particular Meeting involves or includes any Electronic Participant, any and all votes of any of the Members at or during such Meeting shall be taken only by roll call.

8. Limits on Instances of Electronic Participation. The maximum number of permissible Electronic Participants under this Policy at any one, particular Meeting is two (2) and no more. The maximum number of Meetings the Board may conduct in a calendar year pursuant to this Policy when there is one or more Electronic Participants at such Meetings is six (6) and no more.

9. Protection of Executive Sessions. Notwithstanding any other contrary provision of this Policy, nothing herein creates or is intended to create, by itself, any right, power or privilege of any member of the public to attend, observe or record any executive session (as defined in Indiana Code § 5-14-1.5-2(f)) of the Board conducted pursuant to Indiana Code § 5-14-1.5-6.1 or any other applicable law.

10. Term of Policy. After adoption by the Board, this Policy applies and remains in effect from the effective date identified above until affirmative termination, modification or revocation (as the case may be) by the Board or by applicable law.

11. Rules of Construction and Defined Terms. The following provisions apply in interpreting, construing and enforcing this Policy.

11.1. Titles and Headings; Gender. Headings or titles of any sections or paragraphs of this Policy do not affect (and shall be excluded from consideration in) this Policy's construction or interpretation. All words used in this Policy shall be construed to be of such gender or number as applicable circumstances require.

11.2. Miscellaneous Words. Words such as "hereof," "herein," "hereby," "hereunder" and similar terms in this Policy refer to this Policy as a whole, and do not refer to any particular provision of this Policy. The word "or" has the inclusive meaning represented by the phrase "and/or." The word "including" is not limiting.

11.3. Effective Date of Applicable Law. References to any law are to such law (statute, ordinance, rule, regulation or case law, as the case may be) as amended, modified, codified or re-enacted, in whole or in part, and as in effect at time of reference.

11.4. Board. "Board" means the duly constituted (as the time of reference) board of the Members of the Evansville-Vanderburgh Airport Authority District.

11.5. **Meeting.** "Meeting" means a meeting of the Members and which constitutes a "meeting" under Indiana Code § 5-14-1.5-2(c). For purposes of this Policy, an executive session constitutes a separate and distinct Meeting from others.

11.6. **Member.** "Member" means a duly appointed and acting member (under Indiana Code § 8-22-3-4) of the Board as of the time of reference. "Members" means each and every Member, collectively, as duly appointed and acting as of the time of reference.

11.7. **Electronic Participant.** "Electronic Participant" means a Member who is not physically present at the specific location where a particular Meeting is being conducted and who is instead participating in such Meeting by electronic communication in strict conformity and compliance with the Policy. "Electronic Participants" means each and every Electronic Participant, collectively, with respect to a particular Meeting.

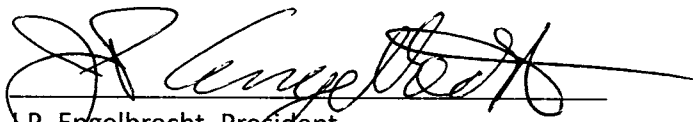
11.8. **Policy.** "Policy" means this electronic participation policy as duly adopted by the Board and as in effect at the time of reference.

11.9. **Responsible Officer.** "Responsible Officer" means the officer of the Board herein given authority and responsibility to enforce this Policy.

11.10. **Electronic Communication.** The term "electronic communication" has the same meaning as such term has in its use under Indiana Code § 5-14-1.5-3.6.

A motion was made and seconded at a Meeting held on 7/25/16, 2016, for the Board to accept and adopt this Policy. This Policy was then duly adopted by the Board at such Meeting by a 5-0-0 unanimous vote of the Members.

Dated this 25 day of July, 2016.


J.P. Engelbrecht, President