



## AIRPORT GOVERNANCE AGENDA

*Special Joint Committee to discuss, evaluate, and make a recommendation regarding alternative modes of governance at the Northern Colorado Regional Airport.*

Monday, December 16, 2024

4:00-5:30PM

Cache la Poudre Training Room, Platte River Power Authority

2000 E. Horsetooth Road, Fort Collins

Zoom webinar link for remote viewing: <https://fcgov.zoom.us/j/93213057662>

Mayors: Jeni Arndt and Jacki Marsh  
Councilmembers: Troy Krenning and Julie Pignataro  
City Managers: Kelly DiMartino and Rod Wensing  
Others: Carrie Daggett, Molly Elder, Laurie Wilson, John Kinney, Francis Robbins, Katherine Morgan, Dan Reimer, Dalton Kelley, Ginny Sawyer

### PURPOSE:

Follow-up on previous meeting requests related to the creation of an Airport Authority.

4:00-4:10	Welcome and Agenda Review
4:10-4:30	Presentation
4:30-5:15	Discussion
5:15-5:30	Wrap-up and Next Steps

Next Meeting: TBD

Attached:  
Agenda Summary  
Presentation  
Notes from October 10, 2024 meeting  
Examples of Current Airport Authorities and their Bylaws



## **AIRPORT GOVERNANCE AGENDA SUMMARY AND BACKGROUND**

*Special Joint Committee to discuss, evaluate, and make a recommendation regarding alternative modes of governance at the Northern Colorado Regional Airport.*

December 16, 2024

### **SUBJECT:**

Moving forward with a process to create an Airport Authority

### **SUMMARY:**

In early 2024, the Loveland and Fort Collins City Council's appointed Councilmembers to a special committee to consider the governance of the jointly owned airport. The Governance Committee will have met four times in 2024.

- July: The first meeting focused on a common understanding of current governance challenges and attempts at improvements through IGA amendments over time.
- August: At the second meeting, the committee participated in a deeper review of the Governance Report that had been provided by Dan Reimer. This conversation mostly focused on the different options in further amending the IGA and what creation of an Authority would mean.
- October: Committee discussion was centered on comparisons between status quo operating, amending the IGA, and creating an Authority (see table). Dan provided examples from existing Authorities and outlined a roadmap for creation. The committee discussed staff burdens, financial risks and obligations, and desired expertise of potential Authority Board members. The committee had consensus to continue moving forward towards an Authority model. Members requested more financial detail and a clear process for the full Council's to consider and agree (through Resolution or Ordinance) to continue.

Necessary Approval	Status Quo	Amended IGA	Authority
Daily Operation	D	D	D
Budget	AC, CC	CC	AA
Leases	D, AC, CC	D, CM or CC	D, AA
Capital Procurement	D, P, CM, AC, CC	D, P, CM or CC	D, AA
Land Acquisition & Disposal (including utility Easements)	AC, CC	CC	CC
IGA and Grant Agreements	AC, CM, CC	CM, CC	AA
D = Airport Director AC = Airport Commission CM = City Mangers CC = City Council P = Purchasing Body AA = Airport Authority	5 entities	4 entities	3 entities

December:

- Materials and discussion at this meeting will include a high-level timeline of tasks towards the creation of an Authority. Much of the work and the agreements to be included in a new IGA will be developed and negotiated throughout 2025 with approval anticipated in 2026.
- Considerations for the IGA include financial support and the timeline for the Authority to get the airport to being financially self-sustaining.
- Board eligibility and conflict of interest criteria will also be established within the IGA. Board selection would occur mid-to-late 2026 in anticipation of a full turnover to the Authority in January 2027 (to align with calendar budgets.)
- Staff is proposing the December presentation be provided to each City Council at a work session and with Council approval each City formally approve the process to move forward.
  - Work Sessions are currently scheduled:
    - January 28, 2025 in Fort Collins
    - February 11, 2025 in Loveland



NORTHERN COLORADO  
REGIONAL AIRPORT

Jointly owned  
and operated by



# Airport Governance Special Committee

Working Towards an Airport Authority

December 16, 2024





## **December 16, 2024**

### **4:00-5:30 PM**

4:00-4:10 Review Agenda

4:10-4:45 Presentation

4:45-5:15 Questions and Discussion

5:15-5:30 Wrap up & Next Steps

### **Next Meeting:**

### **Direction Sought:**

1. What questions does the Committee have on the presented process towards pursuing an Authority?

- Outlining a roadmap for forming an Authority.
- Recommending a timeline and process for bringing each Council up to speed and seeking Resolutions to move forward.
- Highlighting Council/Committee touchpoints.

# Decision-Making Comparison



Necessary Approval	Status Quo	Amended IGA	Authority
Daily Operation	D	D	D
Budget	AC, CC	CC	AA
Leases	D, AC, CC	D, CM or CC	D, AA
Capital Procurement	D, P, CM, AC, CC	D, P, CM or CC	D, AA
Land Acquisition & Disposal (including utility Easements)	AC, CC	CC	CC
IGA and Grant Agreements	AC, CM, CC	CM, CC	AA
D = Airport Director AC = Airport Commission CM = City Mangers CC = City Council P = Purchasing Body AA = Airport Authority	5 entities	4 entities	3 entities





## 1. Create Airport Authority

- Resolution/Ordinance, IGA, Certificate, Bylaws

## 2. Transfer Airport assets and liabilities

- Assignment and Assumption Agreement
- AOC and ASP
- Transfer contracts, real property, and personal property

## 3. Airport Authority start-up

- Financial systems and controls
- Employees
- Required services

## 4. Adopt Key Documents

- Recycle existing policies and adopt new policies
- New contracts





## 2025

### *Creation & Negotiations*

Resolution/Ordinance by both Councils expressing support to pursue an Authority.

Continued financial analysis to determine Authority needs short to midterm.

Begin creation of an IGA that would outline responsibilities, obligations, timelines for financial support, and Board member eligibility and selection process.

Creation of draft bylaws, including conflict of interest standards.

## 2026

### *Approvals, Transfers, Board Selection*

Review and approval of key documents including IGA

Applications for Authority Board appointments made available.

Appointment of Authority Board.

Transfer of real estate, leases, etc. January 1, 2027 (designed to align with calendar budgets)

# 1. Create Airport Authority



- Resolution/Ordinance: **(Q1 2025)** Adopted by both Councils expressing support to pursue an Authority
- IGA Development: Address operational logistics, such as
  - Level of cooperation and ongoing financial responsibility
  - Assignment of Airport assets and liabilities
  - Co-sponsorship for FAA grants
  - Board eligibility and selection process
- Certificate: Issued by Colorado Division of Local Government
- Appointing Board members and adoption of bylaws.

- This work would occur After an IGA is created and approved.
- Transfers are paper transactions/no monies involved.
- Council approvals would be assumed in adoption of IGA.

Includes addressing:

- New Airport Operating Certificate: Approved by FAA
- New Airport Security Program: TSA requirement
- Assign Contracts and Agreements: This can also be addressed in the IGA
- Transfer Real Property: transfer by warranty deed to the Authority
- Transfer Vehicles, Equipment, and Personal Property
- Assignment and Assumption Agreement: Required by FAA

# 3. Airport Authority Start-Up



## **Establish Financial Systems and Controls – likely completed in partnership with Cities**

Obtain federal employer identification number, Unique Entity ID (formerly DUNS)

Set up new bank accounts and transfer funds from existing airport accounts

Adopt a budget and submit to DOLA

Adopt a Statement of Investment Policy and establish investment account (e.g., COLOTRUST)

Adopt a signature policy

Hire insurance broker and purchase insurance

## **Hire Employees – existing employees transfer to the Authority**

Negotiate employment agreement with Executive Director

Hire Airport employees

Adopt Employee Handbook

Issue credentials, keys, purchasing cards, etc.

## **Provide For All Required Services – Cities may continue to provide until not needed/desired**

Law enforcement and first responders (police, fire, medical)

Finance, admin, legal, HR

Other outsourced services (landscaping, janitorial, maintenance, etc.)

## 4. Adopt Key Documents



NORTHERN COLORADO  
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### **Recycle Pre-Existing Airport Policies – Immediate action**

Schedule of Rates and Fees

Rules and Regulations

Minimum Standards

Airport Land Use and Design Standards

Airport Development Guide

### **Adopt New Policies – Future action**

Strategic Action Plan

Delegation of Authority

Purchasing and Procurement Policy

Code of Conduct

Airport Business Plan

### **New Contracts for Services – Future action**

Negotiate and draft any new contracts and agreements for professional and other services



## Current

City of Loveland providing bulk of support services at greatly reduced cost (full cost ~\$300-400k)

City of Fort Collins paying risk and insurance coverage (\$60k)

Cities (both) 10-year capital contributions (\$4M 2014-2023)

Airport currently operates with balanced operating budget, limited ability to increase reimbursement of city services in near term

## Future (*will be outlined in the IGA*)

Need to evaluate options with goal of setting Authority up for success.

Considerations include:

- Continue subsidizing support services until Authority chooses to outsource
- Airport's financial capacity to fund capital improvement plan
- Airport's timeline for revenue increases
- Increasing cost reimbursement to cities over time
- Considering support services as loan to be paid back

1

1. What questions does the Committee have on the process towards pursuing an Authority?

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## Next Steps:

Each City present this slide deck and discuss with Council. Seek agreement (Resolution/Ordinance) to move forward with creation of Authority.

- Fort Collins scheduled for work session on January 28, 2025.
  - Loveland tentatively scheduled for February 11, 2025.
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## AIRPORT GOVERNANCE MEETING NOTES

*Special Joint Committee to discuss, evaluate, and make a recommendation regarding alternative modes of governance at the Northern Colorado Regional Airport.*

Thursday, October 10, 2024  
3:30-5:00PM

### PURPOSE:

Follow-up on previous meeting requests related to an amended IGA and creation of an Airport Authority. Determine next steps.

Mayor Arndt called the meeting to order at 3:31 and everyone introduced themselves.

Laurie Wilson gave the presentation. The options before the group were to expand the current Commission's power, amend the IGA, or look at developing an Airport Authority.

Mayor Arndt asked about the workload increase and which City Manager would these powers be delegated to, by essentially creating a new department. Kelly DiMartino responded that ideally it would be a partnership between the two City Managers (Loveland and Fort Collins).

Dan elaborated on the 4 steps to creating an Authority: create the Airport Authority, transfer the assets and liabilities (the FAA has to be involved), set up and start up, and develop key documents. These steps are all doable. Support services can be contracted (i.e. legal and HR) or provided by the Cities. Some existing documents could be cut over to the new Authority, and some new policies would need to be adopted. In response to Mayor Arndt's question, Dan replied that 12-18 months is an expected timeframe.

In response to a question from Councilmember Pignataro, Rod Wensing replied that the candidates for the Airport Director position are very aware of the process and prepared to support it.

Julie asked about financial assistance and Dan replied that the Authority would need start-up money to pay bills and money would be transferred to the Authority in the interim.

It was clarified that the co-sponsors of an Airport Authority would have the power to undo it but would have to make provisions to "pick up the pieces."

Mayor Arndt asked the committee their preference. Julie Pignataro, Mayor Marsh and Mayor Arndt said they'd prefer the Authority due to the expertise of staff to run it, etc.

If other entities/jurisdictions were invited to be partners, they would also absorb liability, in addition to having a vote. Dan offered that Telluride has three jurisdictions and the City and County of Greeley are involved in their Airport, as examples. Mayor Arndt thinks Larimer County may want a say. Dan mentioned the problem of an entity only getting one vote for the amount of liability they'd take on. No one entity would get a majority. He's seen Authorities appoint 5-9 members to the Board (i.e. 4 for each city plus 1 at-large, if 9) and feels like 7-9 is ideal due to the amount of work, subcommittees, etc. Windsor had reached out to Kelly DiMartino with potential interest in engaging. Regarding Board terms, they are usually 4-year terms; some have term limits.

Carrie Daggett mentioned a new co-sponsor coming into the new entity and their future commitments. Dan would worry that a new co-sponsor could feel like there are a lot of commitments.

In response to a question from Mayor Arndt, Ginny Sawyer outlined the next steps. This group meets on December 16.

Francis Robbins said the creation of an Authority would involve paperwork, much of which they're already doing. Policies and structures exist now. He'd be fine with an Authority; he'd report to a new manager but would appreciate the policy clarity an Authority would offer. Kate Morgan said she'd appreciate streamlining administrative tasks that an Authority would allow. The Airport Commission is scheduled to talk about Airport Governance during their November meeting.

Kelly DiMartino thought it would be helpful to look at the timeline and for the City Councils to approve resolutions to support the process moving forward. Julie Pignataro said she'd rather not have a Council Work Session until this committee finishes its work. Julie responded to Dan that then the Work Session would be a package of timeline, schedule, work plan and state the conclusions this committee came to.

Ginny asked about working with each City Council individually in December/January to support moving to an Authority, then hold a Work Session. Julie equated it to the Election Code Committee's work that went to City Council Work Session with all the items at one time.

Mayor Arndt asked about a Work Session with a strategic plan, then a Council Resolution to

approve formally exploring the Authority. Kelly DiMartino talked about mapping out a work plan (at a Work Session) to identify additional decision points for each City, then pass a resolution to initiate the work. Francis suggested a joint work session with both City Councils had been done in the past. Mayor Marsh mentioned a Work Session to report on the work of this Airport Governance Committee and its recommendation and then they would ask for a Resolution to start working on an Airport Authority. Kelly DiMartino questioned who would staff this project.

Public input: A mention that the Authority model is well used in other areas and it works; would be a huge step forward. The Loveland Chamber representative noted they would be pleased with the forward movement.

For the December meeting, Kelly DiMartino wants more depth of recommendations, leading toward a Work Session in January. Ginny mentioned using the same presentation as today's. Carrie noted this group was originally charged with a formal recommendation. Regarding other entities being interested, Kelly DiMartino suggested this could be brought up at the Regional Elected Officials Meeting on October 16 as an update of the committee's work. If partners are interested, they can reach out. Julie Pignataro will mention this at the Oct. 16 meeting.

Ginny Sawyer summarized:

Use the Regional Elected Officials meeting on October 16 to update regional entities where this project is at. At December 16 meeting of this committee bring a roadmap to recommend and use the same information for each Council to review details on what an Authority would mean for each City. Provide a timeline.

Mayor Arndt mentioned Fort Collins Council would want to know startup costs. Mayor Marsh mentioned Loveland Council would want to know about options on destructing the Authority. Carrie Daggett thought Finance Staff would need to provide input. Dan mentioned that in the meantime, the Airport may need individual services provided in house, by the Cities, or by a contractor.

Mayor Marsh mentioned the November 7 Ribbon Cutting for the Airport Terminal.

Dan alerted the committee to the importance of eligibility of being on the governing board as conflicts of interest are very prevalent in this space and it's important to be up front because the governing board has fiduciary requirements. Mayor Arndt asked Dan to provide samples that work well in other places.

In response to a question from Councilmember Pignataro, Dan asserted that an Authority is

subject to Open Meetings laws, CORA requests, and the like, since it is considered a political division under the State statute. Members who serve on the board are unpaid, although they can be reimbursed for eligible expenses. Mayor Arndt and Mayor Marsh thought maybe 7 members would be an ideal number.

Mayor Marsh asked for bylaws of the existing 4 airport authorities in Colorado, and Jackson, WY and samples of who sits on the board.

Kelly noted that sponsor entities have to agree on the governance up front. There are decision points that both Councils and any other sponsors have to agree on. Dan affirmed that the IGA will address all of these details.

In response to a question from Kate, Dan noted the Airport Director would not be on the Board. They would be an employee of the Authority and have an employment contract with the Authority, etc. The Chair of the Board would run the meetings. There would be a ledger of actions brought to the Board each month, and some other items would be handled by the Director.

Mayor Arndt adjourned the meeting at 4:40 p.m.

Next Meeting:  
December 16, 4-5:30pm

## **EXAMPLES OF CURRENT AIRPORT AUTHORITIES**

### **Grand Junction Regional Airport Authority**

Bylaws

[Board of Commissioners](#)

### **Arapahoe County Public Airport Authority**

Bylaws

[Board of Commissioners](#)

### **Telluride Regional Airport Authority**

Bylaws

[Board of Commissioners](#)

### **Greeley-Weld County Airport Authority**

Bylaws

### **Jackson Hole Airport Board**

Bylaws

[Airport Board](#)

# **AMENDED AND RESTATED BYLAWS OF THE GRAND JUNCTION REGIONAL AIRPORT AUTHORITY**

Adopted August 15, 2023

## **ARTICLE I: Statement of Authority**

1.1. PURPOSE OF AUTHORITY. The purpose of the Grand Junction Regional Airport Authority ("Authority") is to operate, maintain, and develop the Grand Junction Regional Airport and its related facilities and to oversee and manage the business and affairs of the Grand Junction Regional Airport.

1.2. CREATION AND LEGAL STATUS. The Authority was established, organized and incorporated in 1971 by the City of Grand Junction and the County of Mesa acting jointly in accordance with the Public Airport Authority Act, now codified at Title 41, Article 3 of the Colorado Revised Statutes, as amended by Colorado HB 23-1156 (2023) (the "Act"). The Authority is a political subdivision of the State of Colorado.

1.3. PRINCIPAL OFFICE. The principal office of the Authority shall be located within the City of Grand Junction, Mesa County, Colorado.

## **ARTICLE II: Board of Commissioners**

2.1. PURPOSE AND POWERS OF THE BOARD. The Authority's Board of Commissioners (the "Board"), shall govern the Grand Junction Regional Airport. The Board shall have and exercise on behalf of the Authority those duties and powers set forth in the Act and such other duties and powers as are authorized by the laws of the State of Colorado. The Board shall act only at a duly called meeting that is open to the public unless otherwise provided for by the laws of the State of Colorado.

2.2. SELECTION AND QUALIFICATION OF COMMISSIONERS. The Board shall consist of seven (7) Commissioners. The Mesa County Board of Commissioners shall appoint three (3) Commissioners, only one of whom may, but need not be, a County Commissioner. The City Council of Grand Junction shall appoint three (3) Commissioners, only one of whom may, but need not be, a member of the City Council. Each Commissioner shall be a resident and taxpaying elector of Mesa County; each Commissioner appointed by the City Council shall also be a resident and taxpaying elector of the City of Grand Junction. Each of the Commissioners so appointed shall serve at the pleasure of, and be removed with or without cause by, the body appointing her or him.

A seventh At-Large Commissioner shall be selected by the County- and City-appointed Commissioners in accordance with procedures established by the Board. The Board shall then advise the Mesa County Commissioners and the Grand Junction City Council of the person selected as At-Large Commissioner for ratification of the appointment.

2.3. TERM. The term of each Commissioner shall be four (4) years. No Commissioner may serve more than two (2) consecutive four (4) year terms. Each Commissioner shall hold

office until her or his successor has been appointed and qualified. If a vacancy occurs, the Commissioner appointed shall serve the remainder of the term to which he or she is appointed. If the remainder of such term is less than two years, that Commissioner may serve two additional consecutive four-year terms. If the remainder of such term is greater than two years, then that Commissioner may serve one additional term.

2.4. VACANCIES. Vacancies that occur on the Board, through death, resignation, removal of one of the Commissioners, or for any other reason, shall be filled in the same manner as provided for the appointment of the Commissioner being replaced. A change of residence of a Commissioner to a place outside of the City of Grand Junction, if he or she is an appointee of the City of Grand Junction, or outside of Mesa County, if he or she is an appointee of Mesa County, automatically creates a vacancy on the Board as to that Commissioner. A change in residence of the At-Large Commissioner to a place outside of Mesa County will also automatically create a vacancy on the Board as to the At-Large Commissioner position.

2.5. COMPENSATION. No Commissioner shall receive compensation for serving on the Board or as an employee of the Authority.

### **ARTICLE III: Meetings**

3.1. REGULAR MEETINGS. Regular meetings of the Board shall be held within Mesa County, on such dates and times as the Board may determine.

3.2. EXECUTIVE SESSIONS. At any duly convened meeting, the Board may go into executive session in the manner and for the consideration of matters as permitted by the Colorado Open Meetings Law, now codified at Title 24, Article 6, Part 4 of the Colorado Revised Statutes.

3.3. SPECIAL MEETINGS. Special meetings may be called by any officer or member of the Board by informing the other members of the date, time, and place of such meeting and the purpose for which it is called, and by posting notice of the meeting in the method provided for in the Act.

3.4. EMERGENCY MEETINGS. An emergency meeting may be called by the Chairman or Vice Chairman, upon giving as much notice as is practical under the circumstances, to address unforeseen circumstances or an emergency that calls for immediate action. Any action taken at an emergency meeting must be ratified at the next meeting of the Board at which full and timely public notice is provided.

3.5. WORKSHOPS. The Board may hold workshops, as necessary, to allow it to discuss issues without taking any formal action. Workshops may be held without a quorum of the Board, but full and timely public notice is required for all workshops to be held and conducted.

3.6. NOTICE OF MEETING. Notice of the time and place of all regular and special meetings, as well as workshops, shall be posted as required by the Colorado Open Meetings Law.



3.7. QUORUM. Four (4) Commissioners of the Board shall constitute a quorum necessary to open a regular, special or emergency meeting and to take formal action on any and all matters. If a Commissioner is disqualified from voting on any action of the Board, his or her attendance will be included for purposes of determining a quorum even though that Commissioner does not participate in discussions or vote on the matter. Formal action by the Board shall be approved and adopted upon the affirmative vote of four (4) or more Commissioners.

3.8. METHOD OF ATTENDANCE AND ATTENDANCE REQUIREMENT. Commissioners may attend a meeting or workshop in person or by any electronic or telephonic means which permits all of those who are physically in attendance to hear such Commissioner, and such Commissioner to hear persons physically in attendance. Commissioners must attend at least seventy-five (75) percent of all regular and special meetings of the Board, either in person or by electronic or telephonic means, within an ongoing six (6) month period. If a Commissioner fails to meet said attendance requirement, he or she may be subject to removal from the Board as provided in these Bylaws.

3.9. REMOVAL. By a unanimous vote of the remaining Commissioners, the Board may adopt a resolution requesting either the Mesa County Commissioners or the City Council of Grand Junction (or both the County and City in the case of an At-Large Commissioner) to remove a Commissioner appointed or approved by them.

3.10. MINUTES AND RECORDS. Board meetings will be recorded by audio or video means and such recordings will be kept in the permanent records of the Authority as the official minutes. Written minutes of the Board meetings shall be limited to actions and resolutions of the Board including motions, seconds, and votes on such actions. The record of executive sessions shall be maintained as provided in the Colorado Open Meetings Law.

3.11. PROCEDURE. The Board shall take official action by resolution, order, or motion. On all resolutions the rolls shall be called, and the ayes and nays recorded. Any other matter requiring a vote of the Board may be adopted by viva voce vote, but on demand of any Commissioner, the roll shall be called.

#### **ARTICLE IV: Officers and Committees**

4.1. OFFICERS. The officers of the Authority shall be the Chairman, Vice Chairman, Clerk and Treasurer. The same person may not hold two (2) offices.

4.1.1. CHAIRMAN. The Chairman shall preside over all meetings of the Board and shall exercise such authority as is duly conferred upon him or her, from time to time, by the Board. He or she shall sign, by manual, electronic or facsimile signature, together with the Clerk, any leases, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, provided however, that the Board may delegate the Chairman's authority over certain routine matters to the Executive Director, to the extent not prohibited by law.

4.1.2. VICE CHAIRMAN. In the absence of the Chairman or in the event of his or her inability to act, the Vice Chairman shall perform the duties of the Chairman, and

when so acting, shall have all of the powers of the Chairman.

4.1.3. TREASURER. The Treasurer shall perform all duties incidental to the office and all duties as may be assigned by the Board.

4.1.4. CLERK. The Clerk shall keep the minutes of the meetings of the Board; maintain a book of resolutions and inform the Board of any resolutions that are set to expire; be custodian of the corporate records and the Seal of the Authority; affix the Seal of the Authority to documents where the Seal is required; and perform all other duties incident to the office.

4.2. ELECTION OR APPOINTMENT AND TERM. The Chairman and Vice Chairman shall be elected from the members of the Board at the first regular meeting in January of each calendar year, and they shall hold office until their successors have been duly elected. The Board shall appoint a Clerk and Treasurer. The Clerk and Treasurer need not be members of the Board, and such positions shall continue in office at the pleasure of the Board.

4.3. REMOVAL. Any officer may be removed by an affirmative vote of a majority of Commissioners.

4.4. VACANCY. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

4.5. COMMITTEES OF THE BOARD. There shall be the following Standing Committees: (i) the Executive Committee, consisting of the Chairman and Vice Chairman; and (ii) the Finance and Audit Committee, consisting of such Commissioners and other persons as shall be determined by the Chairman. The Board shall adopt a charter for each Standing Committee. The Chairman may also create and appoint any other Ad Hoc Committees from time to time to address specific concerns of the Authority. Committees may be composed of Commissioners and/or non-Commissioners as the Board deems advisable. All committees shall report directly to the Board.

The Chairman shall appoint a Committee Chair for each committee. Meetings of any committee are to be called by the Committee Chair.

## **ARTICLE V: Staffing**

5.1. EMPLOYEES. The Board shall select and appoint the Executive Director, who shall serve at its pleasure. Other individuals selected by the Executive Director may be employed by the Authority, and those individuals will serve at the pleasure of the Executive Director, except where the Board approves a contract of employment.

5.2. RELATIONSHIP BETWEEN BOARD AND STAFF. The Board, acting for the Authority, has the responsibility to determine and establish the Authority's policies in the fulfillment of its statutory responsibilities. The Executive Director shall have the responsibility for the management and operation of the Grand Junction Regional Airport in accordance with such policy.

5.3. DELEGATION. The Board may reserve for itself or delegate to the Executive Director such powers and duties as may be permitted by the Act and determined to be in the best interests of the Authority.

#### **ARTICLE VI: Miscellaneous**

6.1. SEAL. The corporate seal of the Authority shall be in the form of a circle containing on the perimeter thereof GRAND JUNCTION REGIONAL AIRPORT AUTHORITY, within the center COLORADO 1971, a facsimile of the runway configuration and a beacon marker with GRAND JUNCTION and MESA COUNTY inscribed therein.

6.2. FISCAL YEAR. The fiscal year of the Authority shall begin on the 1st day of January of each year and end on the 31st day of December of that year.

6.3. AMENDMENT. These Bylaws may be altered, amended or repealed by Resolution adopted at each of two special or regular meetings of the Board held not less than 27 days nor more than 45 days apart. Notice of the proposed amendment(s) shall be posted as required by the Colorado Open Meetings Law.

6.4. NO LIABILITY FOR DEBTS AND INDEMNIFICATION. No Commissioner shall be personally liable for any claims against or debts of the Authority. The Authority shall indemnify Commissioners and hold them harmless from and against any and all claims and liabilities to which they may become subject by reason of their actions, omissions, or status as a Commissioner, to the maximum extent permitted by law, provided, however, that the Authority need not indemnify any Commissioner adjudged to have intentionally acted wrongly or fraudulently.

**BY - LAWS**  
**OF THE**  
**ARAPAHOE COUNTY PUBLIC AIRPORT AUTHORITY**  
**(HEREIN REFERRED TO AS "AUTHORITY")**

ARTICLE I

OFFICE OF THE AUTHORITY

The principal place of business of the Authority shall be located in the County of Arapahoe, State of Colorado. The current principal place of business shall be 7800 South Peoria Street, Englewood, Colorado.

ARTICLE II

BOARD OF COMMISSIONERS OF THE AUTHORITY

Section 1. Designation. The Board of Commissioners of the Authority ("Board") shall consist of eight members: five voting members ("Voting Commissioners") who shall be residents and taxpaying electors of Arapahoe County, Colorado (herein referred to as the "County"), as defined in Section 1-1-104(49), C.R.S. and three Ex-Officio nonvoting members ("Ex-Officio Commissioners") who shall be Douglas County Commissioners or their designees. Each Voting Commissioner shall have one vote in the conduct of the affairs of the Authority.

The provisions for the appointment of Commissioners, the terms of office thereof and the provisions for meetings of the Commissioners shall be as hereinafter set forth in Article III relating to Commissioners.

Section 2. Property Interest of Commissioners. No Commissioner of the Authority shall have any right, title or interest in or to any real or personal property or other assets of the Authority during its existence or upon the dissolution thereof.

## ARTICLE III

### COMMISSIONERS

Section 1. General Powers. The business and affairs of the Authority shall be managed by the Board. The Commissioners shall have all of the power granted by article 3 of title 41, C.R.S., and, in addition, shall have all of those powers necessary or incidental to the specific powers granted therein, and nothing herein shall be construed as limiting the powers of the Authority or its Board of Commissioners granted in such statute.

Before the Board may act upon any proposed airport expansions, Master Plan amendments, construction projects, preferential landing patterns, or related matters, it shall first receive a recommendation concerning said matters from the Executive Committee.

Section 2. Qualifications and Terms of Office. The five Voting Commissioners shall be residents of Arapahoe County and shall be taxpaying electors as defined in Section 1-1-104(49), C.R.S. The three Ex-Officio Commissioners shall be Douglas County Commissioners or their designees. The terms of the members of the Board of Commissioners shall be four years. Each Commissioner shall hold office for the term for which he is appointed and until his successor shall have been appointed and qualified.

In the event that any Voting Commissioner shall cease to be a resident of Arapahoe County or that any Ex-Officio Commissioner shall cease to be a Douglas County Commissioner or his designee, then the term of office of such Commissioner shall terminate and a vacancy shall exist on the Board.

Section 3. Regular Meetings. A regular meeting of the Board of Commissioners shall be held at the Wright Brothers Room in the Control Tower/Administration Building, 7800 South Peoria Street, Englewood, Colorado on the second Thursday of each calendar month for the purpose of transacting any business that may come before the meeting. All business of the Board shall be conducted only, during such regular meetings or at special meetings hereinafter provided for, and all of such regular and special meetings shall be open to the public.

Section 4. Special Meetings. Special meetings may be called by any officer or Voting Commissioner by informing the other Commissioners of the date, time and place of such meeting and the purpose for which it is called, and by posting a notice thereof in accordance with the provisions hereinafter made concerning notices of meetings, at least three days prior to said meeting.

Section 5. Notice of Meetings. Notice of the time and place of all regular meetings shall be posted in at least three places on the Airport, and, in addition, such notice shall be posted in the Administration Buildings of Arapahoe County in Littleton, Colorado, Douglas County in Castle Rock, Colorado, City of Greenwood Village in Greenwood Village,

Colorado; and the City of Centennial in Centennial, Colorado. The notices shall remain posted and shall be changed in the event that the time or place of such regular meeting is changed.

Section 6. Quorum. Three-fifths of the total number of Voting Commissioners shall constitute a quorum necessary for the transaction of any business to come before any regular or special meeting; but all questions authorizing any expenditures in excess of \$10,000, shall require three affirmative votes of the Voting Commissioners. All other questions shall require the affirmative vote of not less than fifty percent of the Board. The Ex-Officio Commissioners shall not be included in the determination of a quorum or in the determination of membership on the Board for voting purposes.

Section 7. Resolutions and Orders. The Board of Commissioners may pass all Resolutions and Orders not repugnant to the Constitutions of the United States or the State of Colorado or the provisions of article 3 of title 41, C.R.S., necessary or convenient for the government and management of the affairs of the Authority and the execution of the powers vested in the Authority. Resolutions and Orders may be adopted by viva voce vote, but on demand of any Commissioner the roll shall be called. All Resolutions, as soon as may be after their passage, shall be recorded in a book kept for that purpose and shall be authenticated by the signature of the Chairman of the Board and the Clerk thereof. Any Resolution may, at the election of the Board, be published one time by one publication in a newspaper of general circulation in the County within ten days of the date of passage, and if so provided, shall become effective on the date of such publication.

Section 8. Vacancy. Vacancies which may occur on the Board through death, resignation or any other reason of one of the Voting Commissioners shall be filled by Resolution of the Board of County Commissioners of the County of Arapahoe. Vacancies which may occur on the Board through death, resignation or any other reason of one of the Ex-Officio Commissioners shall be filled by Resolution of the Board of County Commissioners of the County of Douglas.

Section 9. Compensation. No Commissioner shall receive compensation for his services on the Board. No Commissioner shall receive any compensation as an employee of the Authority or otherwise, and no Commissioner shall be interested in any contract or transaction with the Authority except in his official capacity.

Section 10. Removal of Voting Commissioners. Voting Commissioners appointed by the Board of County Commissioners of the County of Arapahoe may be removed for cause by the affirmative vote of three Voting Commissioners after notice and a hearing before the Voting Commissioners at which hearing the Voting Commissioner being considered for removal may present evidence on his or her own behalf. The Voting Commissioner being considered for removal may not cast a vote in the decision. Cause for removal shall be incompetence, neglect of duty or malfeasance in office. In the event of an affirmative vote by three Voting Commissioners to remove another Voting Commissioner

for cause as set forth above, the resulting vacancy shall be reported to the Board of County Commissioners of the County of Arapahoe to be filled pursuant to Article III, Section 8 of these By-Laws and the Public Airport Authority Act.

Section 11. Removal of Ex-Officio Commissioners. Ex-Officio Commissioners appointed by the Board of County Commissioners of the County of Douglas may be removed for cause by the affirmative vote of two Ex-Officio Commissioners after notice and a hearing before the Ex-Officio Commissioners at which hearing the Ex-Officio Commissioner being considered for removal may present evidence in his or her own behalf. The Ex-Officio Commissioner being considered for removal may not cast a vote in the decision. Cause for removal shall be incompetence, neglect of duty or malfeasance in office. In the event of an affirmative vote by two Ex-Officio Commissioners to remove another Ex-Officio Commissioner for cause as set forth above, the resulting vacancy shall be reported to the Board of County Commissioners of the County of Douglas to be filled pursuant to Article III, Section 8, of these By-Laws.

## ARTICLE IV

### OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, Chairman Pro Tem, Clerk, Assistant Clerk and Treasurer. Any two or more offices may be held by the same person, except that the office of Chairman and Clerk may not be held by the same person. No Ex-Officio Commissioner may hold an officer position on the Board.

Section 2. Election and Term of Officers. The officers of the Authority shall be elected every two years by the Board of Commissioners at the second regular meeting of the Board in that year. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected by the Board may be removed by unanimous vote of the remaining members of the Board whenever the best interests of the Authority would be served thereby.

Section 4. Vacancy. A vacancy in any of the offices herein provided for because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Commissioners for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the principal executive officer of the Authority. He shall preside at all meetings of the Commissioners. He may sign, either by manual or facsimile signature, together with the Clerk or any other proper officer of the Authority authorized by the Board of Commissioners, any leases, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed; and in general

he shall perform all duties incident to the Office of Chairman and such other duties as may be prescribed by the Board of Commissioners from time to time.

Section 6. Chairman Pro Tem. In the absence of the Chairman or in the event of his inability or refusal to act, the Chairman Pro Tem shall perform the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairman. The Chairman Pro Tem shall perform such other duties as may be assigned to him by the Chairman or by the Board of Commissioners from time to time.

Section 7. Treasurer. If required by the Board of Commissioners, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Commissioners shall determine. He will in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Commissioners.

Section 8. Clerk. The Clerk shall keep the Minutes of the meetings of the Board of Commissioners in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; be custodian of the corporate records and the Seal of the Authority and see that the Seal of the Authority, under its Seal, is duly authorized in accordance with the provisions of these By-Laws; in the absence of the Chairman and the Chairman Pro Tem or in the event of their inability or refusal to act, to perform the duties of the Chairman, and when so acting, shall have all powers of, and be subject to all restrictions upon the Chairman; and in general, perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Commissioners.

Section 9. Assistant Clerk. In the absence of the Clerk or in the event of his inability or refusal to act, the Assistant Clerk shall perform the duties of the Clerk, and when so acting, shall have all the powers of, and be subject to all restrictions upon the Clerk.

## ARTICLE V

### EMPLOYEES

Section 1. Employment. The Authority shall have the general power to employ clerical, legal, consulting and engineering assistance and labor.

Section 2. Compensation. The Commissioners may establish such compensation for services rendered on behalf of the Authority as they may deem proper and may evidence such compensation by contracts or agreements.



ARTICLE VI

CONTRACTS

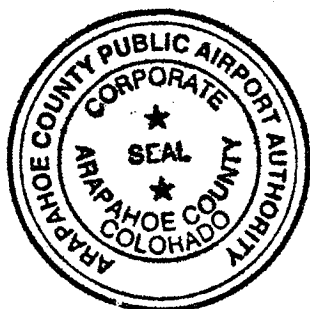
Contracts. The Commissioners may establish a method of auditing and allowing or rejecting claims and demands and a method for the letting of contracts on a fair and competitive basis for the construction of works, structures or equipment, or the performance or furnishing of labor, materials or supplies, as required for the carrying out of any purposes of the Authority; but in cases where the amount involved shall be \$50,000 or more, such contracts shall be let to the lowest responsible bidder, after publication in a newspaper of general circulation in the County of Arapahoe of notice inviting bids, subject to the right of the Commissioners to reject any or all proposals and to readvertise for bids as provided by law. Such procedures, as well as any action on the part of the Commissioners to raise or increase revenue from any source whatsoever for the purposes of the Authority shall be subject to approval by The Board of County Commissioners of Arapahoe County, Colorado.

ARTICLE VII

SEAL

Seal. The corporate seal of the Authority shall be in the form of a circle and shall have inscribed the words "Arapahoe County Public Airport Authority", and the words "Arapahoe County, Colorado" and "Corporate Seal". The type of seal may be embossed or ink-stamp . An impression of such seals appears on the margins of this page.

(SEAL)



or



## ARTICLE VIII

### FISCAL YEAR OF THE AUTHORITY

Fiscal Year. The fiscal year of the Authority shall begin on the first day of January of each year and shall end on the 31st day of December of such year.

## ARTICLE IX

### PROPERTY OF THE AUTHORITY

Property. Upon dissolution of the Authority, title to all property owned by it shall vest in and become the property of the County of Arapahoe, State of Colorado.

## ARTICLE X

### AMENDMENTS TO BY-LAWS

Amendments. These By-Laws may be amended by the affirmative vote of four-fifths of the Voting Commissioners of the Board at any special or regular meeting provided a written notice has been provided no later than 30 days prior to such meeting to the Voting Commissioners and the Ex-Officio Commissioners. Notwithstanding the foregoing, these By-Laws may not be amended in any manner inconsistent with article 3 of title 41, C.R.S.

## ARTICLE XI

### EXECUTIVE COMMITTEE

Section 1. Designation. The Executive Committee of the Board ("Executive Committee") shall consist of six members, three of whom shall be the Ex-Officio Commissioners and three of whom shall be Voting Commissioners designated by the Chairman of the Board. Each member shall have one vote in the conduct of the affairs of the Executive Committee.

Section 2. Powers and Duties. The Executive Committee shall make no decisions and shall have none of the powers granted to the Board. The Board or the Executive Director shall submit to the Executive Committee for review the following:

- a) any proposed modification of traffic patterns, arrival/departure corridors and changes to the Noise Compatibility Program;
- b) any proposed change to the Master Plan;
- c) any construction within Douglas County requiring a Building Permit or involving runways/taxiways; and
- d) any project within Douglas County which would require compliance with the location and extent statutes of the State of Colorado.

The Executive Committee shall prepare and deliver a written recommendation concerning said matters to the Board. The failure of the Executive Committee to act upon any submittal within ten days after the date of submission to it shall be deemed approval of the proposal.

Section 3. Terms of Membership and Compensation. The terms of the members of the Executive Committee shall be two years. In the event that any Committee member shall cease to be (1) a Voting Commissioner or (2) an Ex-Officio Commissioner, then the term of office of such member shall terminate and a vacancy shall exist on the Executive Committee. No member of the Executive Committee shall receive compensation for his services on the Executive Committee.

Section 4. Chairman. The Board shall appoint a Chairman and a Chairman Pro Tem for the Executive Committee. The Chairman, or in his absence, the Chairman Pro Tem, shall be responsible for calling meetings, notifying each member of the meeting, presiding at all meetings of the Executive Committee, and preparing the written recommendations of the Board.

Section 5. Meetings. Meetings of the Executive Committee shall be held in the administrative offices of the Authority at Centennial Airport.

Section 6. Notice of Meeting. The Chairman or, in his absence, the Chairman Pro Tem of the Executive Committee shall notify each member of a meeting by phone, by hand delivered notice or mail at least three days prior to the meeting. Mailing shall be deemed sufficient if the letter is posted in the U.S. Mail, postage prepaid, addressed to the member, at least five days prior to the date of the meeting.

Section 7. Quorum. One half of the total membership of the Executive Committee shall constitute a quorum necessary for the transaction of any business to come before any

meeting. Any decisions or recommendations to the Board shall require the affirmative vote of a majority of those Committee members in attendance.

Section 8. Vacancies. Vacancies which may occur on the Executive Committee through death or resignation of one of the members or for any other reason shall be filled as follows:

- a) If the vacancy is created by an Ex-Officio Commissioner, the Board of County Commissioners of the County of Douglas shall designate the new member.
- b) If the vacancy is created by a Voting Commissioner, the Chairman of the Board shall designate the new member.



**BYLAWS & RULES OF PROCEDURES  
OF  
THE TELLURIDE REGIONAL AIRPORT AUTHORITY (TRAA)**

These Bylaws and Rules of Procedure are a compilation of some, but not all, of the laws, contractual agreements and policies under which the Board of Commissioners operates. Except as provided by law, this Board of Commissioners, by adoption hereof, obligates itself to comply with the provisions hereof.

**1. BOARD MEMBERSHIP AND TERMS**

TRAA's Board of Commissioners ("TRAA Board" or "Board") is comprised of nine voting members, representing the county and municipalities which combined to create the Telluride Regional Airport Authority. Members of the Board must be appointed by resolution of the governing boards of each of the following: San Miguel County, Town of Telluride and Town of Mountain Village. Each of the governing boards of San Miguel County, Town of Telluride and Town of Mountain Village shall appoint three regular voting members to the TRAA Board. In addition, each such governing board may, in its sole discretion, appoint an alternate member of the TRAA Board, who shall be entitled to vote at properly scheduled meeting of the TRAA Board in the absence of a regular voting member from the town or county from which said alternate member was appointed.

All business of the Board shall be conducted only during such regular or special meetings and all such meetings shall be open to the public.

All members of the TRAA Board must be taxpaying electors, registered to vote, who reside in the town or county from which appointed for not less than thirty days, or who own taxable real or personal property situated within the boundaries of the town or county from which said member was appointed. A change of residence of a member of the Board to a place outside the municipality or county which he or she represents automatically creates a vacancy on the Board as to that municipality or county.

The terms of all members of the TRAA Board is four years. At the expiration of the term of any member, a new appointment shall be made by the appropriate governing board; any member, including a member appointed to fill a vacancy, may be appointed to serve a successive term, except as otherwise stated herein.

No member of the TRAA Board shall receive any compensation as an employee of the Authority or otherwise and no member of the Board shall be interested in any contract or transaction with the Authority except in his official respective capacity. Any member of the TRAA Board who is present at a meeting during which any matter, in which he or she has, directly or indirectly, a private pecuniary or property interest, is discussed, said member shall declare his or her interest and shall refrain from advocating for or against the matter, and shall not vote for or against the matter, and shall not vote in respect to such matter.

Each TRAA Board member is expected to attend at least 50% (one-half) of the regular meetings during each calendar year. If, at the end of the year, a member's attendance is less than the 50%, he or she shall no longer be a member of the Board and the appointing body will be notified and asked to appoint a new member. The terminated member cannot be reappointed to succeed him or herself.

## **2. NOTICE OF MEETINGS**

All regular or special meetings are subject to the open meeting and notice requirements of C.R.S. § 24-6-402. Notice of any regular or special meeting, together with specific agenda information if available, shall be posted on the Authority's website no less than twenty-four hours in advance of any meeting. In the case of exigent or emergency circumstances where notice cannot be posted on the Authority's website, the Authority hereby designates the following location for posting of a public notice: 305 W. Colorado Avenue, Telluride, CO 81435.

## **3. REGULAR MEETING**

The regular meeting of the Board shall be held on the third Thursday of each month, at 12:00 pm. The day of a specific regular meeting may be changed in the event that the meeting conflicts with a major community or airport event. All meetings shall be noticed in accordance with Paragraph 2 above.

## **4. SPECIAL MEETINGS**

Special meetings may be called by any member of the Board by informing the other members of the date, time, and place of such meetings and the purpose for which it is called and by notice and posting as provided in Paragraph 2 above. Special meetings are limited to matters, which cannot be reasonably scheduled for the next regular meeting.

## **5. QUORUM**

The Board shall conduct business only if a quorum of six voting members is present at the meeting. Any combination of regular members and alternate members (who are entitled to vote as set forth herein below) that equal six members shall be considered a quorum. Withdrawal of a regular member or an alternate member of the TRAA Board from any meeting shall not cause failure of a duly constituted quorum at that meeting.

If, at the start of a meeting, there are less than three regular voting members present from one or more of the county and municipalities which combined to create the TRAA, then the alternate member appointed by said county or municipalities shall vote during said meeting. In the event that such county or town has not previously appointed an alternate member, then that county or town shall not have the right to a vote on behalf of or for said missing regular voting member during that meeting.

If possible, attendance at all meetings of the TRAA Board shall be by personal attendance. However, no more than twice in each calendar year, a regular voting or alternate member may attend a board meeting remotely, unless otherwise approved by the Authority Board Chair. There shall be no attendance at a Board meeting by proxy.

## **6. STANDARDS OF CONDUCT & CONFLICTS OF INTEREST**

Members of the Board, employees, and agents of TRAA shall not:

- A. Disclose or use confidential information acquired in the course of their official duties in order to further substantially their personal financial interest;
- B. Accept: (a) a gift of substantial value, (b) a substantial economic benefit, tantamount to a gift of substantial value, including, but not limited to, the acceptance of a loan at a rate of interest substantially lower than the commercial rate then currently prevalent for similar loans, (c) compensation for private services rendered at a rate substantially exceeding the fair market value of such service, or (d) payment of salary from employment, (i) which would tend improperly to influence a reasonable person in his position to depart from the faithful and impartial discharge of his public duties, or (ii) which he knows or which a reasonable person in his position should know, under the circumstances is primarily for the purpose of rewarding him for official action he has taken.
  - 1. Provided however, notwithstanding the foregoing, the following shall not be prohibited by this provision: acceptance of (i) campaign contributions or contribution in kind reported as required by the Colorado Revised Statutes, (ii) unsolicited items or informational material of trivial value, (iii) a gift with a fair-market value of fifty-three dollars or less, provided that it is given by a person who is not a professional lobbyist, (iv) unsolicited tokens or awards of appreciation as described in the state constitution, (v) payments or reimbursements by a nonprofit organization or state and local government, for reasonable expenditures for travel in connection with attendance at a convention, fact-finding mission or trip, or other meeting permitted by the state constitution, (vi) payment of or reimbursement for admission to, and the cost of food or beverages consumed at, a reception, meal, or meeting that may be accepted or received in accordance with the provisions of the state constitution, or (vii) payment for speeches, appearances, or publication reported as required by the Colorado Revised Statutes;
- C. Engage in a substantial financial transaction for their private business purposes with a person whom they inspect or supervises in the course of their official duties;

- D. Perform an official act directly and substantially affecting the economic benefit of a business or other undertaking in which they have a substantial financial interest or is engaged as counsel, consultant, representative or agent;
- E. Vote on or attempt to influence the decisions of other members of TRAA in voting on a matter in which they have a private or personal interest in the matter proposed or pending before TRAA, and they shall disclose such interest to the members of the Board, except that, they may vote on said matter if their vote or participation is necessary to obtain a quorum or otherwise enable the Board to act and if they voluntarily disclose the nature of their private interest which may impinge on their fiduciary duty and the public trust;
- F. No member of the Board shall receive any compensation as an employee of the Authority or otherwise and no member of the Board shall be interested in any contract or transaction with the Authority except in their official respective capacity; or
- G. Any member of the Board of Commissioners of the Telluride Regional Airport Authority who is present at a meeting at which is discussed any matter in which they have, directly or indirectly, a private pecuniary or property interest, shall declare their interest and shall refrain from advocating for or against the matter, and shall not vote in respect to such matter.

Members of the Board are “local government officials” pursuant to C.R.S. § 24-18-102(6), and are therefore subject to the standards of conduct for local government officials specified in C.R.S. §§ 24-18-101 through -113. To the extent that these Bylaws and Rules of Procedure conflict with any provision of the Colorado Revised Statutes, the Colorado Revised Statutes shall govern.

## **7. MINUTES AND RECORDS**

The Board shall record all resolutions as soon as practical after their passage in a book of minutes kept for that purpose. The minutes will be authenticated by authorized signature of the presiding officer of the Board and will become public record.

## **8. EXECUTIVE SESSIONS**

The Board may hold an executive session only at a regular or special meeting if two-thirds of the quorums present votes affirmatively to do so. The purpose of the executive session must be stated in general terms and it must be one of the following reasons:

- A. The purchase, acquisition, lease, transfer or sale of any real, personal or other property interest.



- B. Conferences with an attorney for the purpose of receiving legal advice on specific legal questions.
- C. Details of security arrangements or investigations.
- D. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations, and instructing negotiators.
- E. Personnel matters, except if the employee who is the subject of the session has requested an open meeting.
- F. Matters required to be kept confidential by Federal or State law or rules and regulations.
- G. Consideration of any documents protected by the mandatory nondisclosure provisions of Part 2 of Article 72 of Title 24, Colorado Revised Statutes, commonly known as the “Open Records Act”.
- H. Other purposes allowed under current law.

Adoption of any proposed policy, position, resolution, rule, regulation or any other formal action shall not occur at any executive sessions.

## **9. WORK SESSIONS**

The Board may hold work sessions from time to time, when necessary to discuss various subjects. Work sessions may be held to exchange information with the public, gather information on subjects too lengthy or too complex for a regular meeting, or for any other reason the Board desires. All work sessions shall be open to the public. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall occur at any work session. Work sessions shall be noticed in accordance with Paragraph 2 above.

## **10. CHAIRPERSON**

The members of the Board shall elect, from one of their regular members, a person to serve as Chairperson. The term shall be for two years and the Chairperson may serve multiple terms if reelected. The Chairperson shall be the Chief Executive Officer of the Board and shall preside at all meetings of the Board. The Chairperson alone, or in the event of the Chairperson’s absence or disability, the Vice-Chairperson, or in the event of the Vice-Chairperson’s absence or disability, a temporary acting Chair may sign and execute in the name of the Board, any leases, contracts and other instruments duly authorized by the Board and generally, shall perform all duties incident to the office of Chairperson and such other duties as may from time to time be assigned by the Board. The signature of the Chairperson will not be sufficient to bind the Board unless

such signature is first authorized by, and on behalf of said Board at a meeting held pursuant to lawful notice with a quorum present or unless said action is subsequently ratified by the Board.

## **11. VICE-CHAIRPERSON**

The members of the Board shall elect from one of their regular members, a person to serve as Vice- Chairperson. The term shall be for two years and the Vice-Chairperson may serve multiple terms if reelected. At the request of the Chairperson or in the event of the Chairperson's absence or disability, the Vice- Chairperson shall perform such duties as may from time to time be assigned to him/her by the Board or Chairperson.

## **12. COMMITTEES**

The Board may, by resolution, appoint from time to time from its members and/or members of the public, one or more committees to investigate, report and recommend to the Board on matters of interest to the Board or to accomplish any purpose or project or work assigned to it by the Board. Findings or actions of a committee will not be sufficient to bind the Board and are advisory only.

## **13. COMPENSATION**

Members of the Board and members of committees shall serve without compensation for their services. Those members, however, shall be entitled to reimbursement for necessary and reasonable expenses incurred in the performance of their duties.

## **14. STAFF**

The Board may employ managerial, clerical, legal, consulting and engineering assistance and labor and to delegate to such employees those powers conferred to it under Colorado law subject to such conditions and restrictions as shall be fixed by the Board.

## **15. CONTRACTING**

The Board may allow or reject claims and demands and let contracts on a fair and competitive basis for construction, equipment or performance of labor, material or supplies as required in carrying out any purpose of the Board. However, in cases where the amount to be authorized is two hundred and fifty thousand dollars (\$250,000.00) or more, the affirmative vote of a majority Board shall be required, and all other questions shall require the affirmative vote of not less than fifty percent of the TRAA Board. Beginning January 1, 2029, and every five years thereafter, the \$250,000.00 figure is adjusted for inflation per C.R.S. § 41-3-103(12.5).

The Board shall comply with its Purchasing and Procurement Policy in the letting of all contracts. For any contract involving federal funds, the Board shall comply with all applicable federal statutes, regulations, guidelines, and policies.

## **16. REVENUES**

All revenues from the ownership and operation of the airport and any other funds coming under possession of the Board shall be disbursed by order of the Board in accordance with these Bylaws and Rules of Procedures and the Purchasing and Procurement Policy.

## **17. BUDGET**

TRAA staff shall prepare and the Board shall approve an operating and capital expenditure budget showing anticipated revenues and proposed expenditures on or before December 31 of each year for the succeeding calendar year. The operating budget will include all non-capital expenditures. Both budgets may be amended at any time by the Board subject to the same restrictions.

## **18. INSURANCE**

The Board may obtain insurance on any person who is or was a Board member, committee member, or employee against any liability arising out of their status as such, whether or not the Board would have power to indemnify them against such liability.

## **19. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

Directors, officers, and employees of TRAA shall be indemnified and held harmless, in the event that any such person is a party, or is threatened to be made a party, to any threatened, pending, or completed legal action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of TRAA) by reason of the fact that that person is or was a director, officer or employee of TRAA, against expenses (including reasonable attorneys' fees and costs), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such legal action, lawsuit, or proceeding if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of TRAA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of TRAA, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Provided, however, that no indemnification pursuant to this paragraph shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty or obligation to TRAA, unless and only to the extent that the court in which such legal action, lawsuit or proceeding was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which those

indemnified may be entitled under any contract or agreement, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **20. APPROVAL**

Upon approval of the TRAA Board, these Bylaws and Rules of Procedures shall become effective July 20, 2023, and will replace the Bylaws and Rules of Procedures of the Telluride Regional Airport Authority presently operative for TRAA, and any and all previous TRAA Bylaws and Rules of Procedures. If any paragraph or part of these Bylaws and Rules of Procedures shall become invalid or void, the remainder shall not be affected thereby.

**BY-LAWS**  
**OF THE**  
**GREELEY-WELD COUNTY**  
**AIRPORT AUTHORITY**



**REVISIONS:**

2/18/99	Major re-write of document
3/21/02	Paragraph 4, Section 1



## PREAMBLE

The **GREELEY-WELD COUNTY AIRPORT AUTHORITY** (hereinafter referred to as the Authority) was created pursuant to the authority conferred by Article 3 of Title 41, Colorado Revised Statutes (C.R.S.), 1973, as amended (hereinafter referred to as the Public Airport Authority Act or Act), and by the Ordinance of the Board of County Commissioners of Weld County, a home rule county and governmental subdivision of the State of Colorado, and by Ordinance of the City Council of the City of Greeley, a home rule city organized under the laws of the State of Colorado, with those powers specifically granted and those reasonably implied therefrom and necessary or proper to carry out the objects and purposes of the Authority.

The right to adopt By-Laws is expressly conferred by C.R.S., 41-3-105(5)(a). Some rules governing the internal affairs of the Authority are contained in the Act while others, by delegation, are to be established by the Board of Commissioners, hereinafter referred to as the Board. Nothing contained in these By-Laws shall be construed as an alteration or deviation from any grant of power, duty or responsibility or a limitation or restriction imposed upon the Board by virtue of the provision of the Public Airport Authority Act, as it now exists or may hereafter be amended.

### I. DEFINITIONS

The terms contained herein shall have the same meaning as in the Public Airport Authority Act (C.R.S., 41-3-103).

### II. AUTHORITY

All powers, privileges and duties vested in or imposed upon the Authority by law shall be exercised and performed by and through the Board, whether set forth specifically or implied in these By-Laws. The Board may delegate to officers and employees of the Authority any or all executive, administrative and ministerial powers.

### III. OFFICE

**Section 1 - Business Office.** The principal business office of the Authority shall be at the Greeley-Weld County Airport.

**Section 2 - Establishing Other Offices and Relocations.** The Board, by resolution from time to time, may designate, locate and relocate its executive and business office and such other offices as in its judgment are needed to conduct the business of the Authority.

#### IV. MEETINGS

**Section 1 - Regular Meetings.** Regular meetings of the Board shall be held on the third Thursday of each month at the Greeley-Weld County Airport, at a regular time which shall be adopted by order of the Board, and which may be changed from time to time by order of the Board. Such time shall be published in accordance with Paragraph IV. Meetings, Section 4 - Notice of Meetings, as contained herein. Should this day fall on a legal holiday, the following Thursday shall automatically be substituted without additional notice

**Section 2 - Special Meetings.** Special meetings may be called by any officer or member of the Board by informing the other members of the date, time, and place of such meeting and the purpose for which it is called and by posting as provided in C.R.S. 41-3-105(5)(a), in the locations specified in Section 4, below at least three (3) days previous to said meeting.

**Section 3 - Meetings Public.** Board meetings shall be held in compliance with State law with respect to open meetings.

**Section 4 - Notice of Meetings.** Notice of regular meetings shall comply with C.R.S. 41-3-105(5)(a) and shall be posted in three (3) locations in Weld County, including the City of Greeley: (1) Airport Authority Offices; (2) Weld County Administrative Offices; (3) Greeley City Hall.

**Section 5 - Recesses and Adjournments.** Nothing contained herein shall be construed to prevent the recess or adjournment of a regular or special meeting to any place within Weld County or the City of Greeley designated by the Board, by motion or resolution specifying the date, time and place of the recessed or adjourned meeting.

#### V. CONDUCT OF BUSINESS

**Section 1 - Quorum.** No business of the Board shall be transacted except at a regular or special meeting at which a quorum consisting of four (4) members of the Board is present.

**Section 2 - Voting Requirements.** All questions involving the inclusion or exclusion of the City of Greeley or Weld County in or from the Authority or authorizing any expenditures in excess of \$10,000.00 shall require the affirmative majority vote of the Board and all other questions shall require the affirmative vote of not less than 50 percent of the Board.



**Section 3 - Resolutions and Order; Vote Recorded.** Each and every action of the Board, necessary or proper for the government and management of the affairs of the Greeley-Weld County Airport, for the execution of the powers vested in the Board and for the carrying into effect the provisions of whatever necessary, as from time to time amended, shall be taken by passage of resolutions and orders, pursuant to the Public Airport Authority Act.

**Section 4 - Minute Book.** All resolutions and motions, as soon as may be after their passage, shall be recorded in a book kept for that purpose. The minutes shall be available for examination to anyone having a proper interest at the office of the Airport Manager during business hours.

**Section 5 - Parliamentary Procedure.** Robert's Rules of Order shall govern parliamentary procedure, except as herein otherwise provided.

## **VI. BOARD OF COMMISSIONERS, OFFICERS AND PERSONNEL**

**Section 1 - Qualification and Terms.** Board members shall be tax paying electors as defined by Section 1-1-104(29) C.R.S., who reside within the boundaries of Weld County (County) or the City of Greeley (City) according to the body which appoints the Board members. If an individual resides in the City, he may be appointed to the Board by either the City or the County to represent the body which appointed him. If an individual resides in the County outside the City, he may be appointed to the Board by the County only. Three Board members shall be appointed by the City, two to be City Council persons, and three Board members shall be appointed by the County, two to be County Commissioners. The seventh Board member shall be appointed jointly by the City and the County, the initial appointment to be made by a method agreeable to both the City and the County. The term of each City Council person and each County Commissioner shall be four years, or until such time as he or she is no longer a member of the Greeley City Council or Board of County Commissioners of Weld County, whichever is sooner, except that the initial terms of one of the City Councilpersons and one of the County Commissioners shall be two years. The Airport Commissioners who are not City Councilpersons or County Commissioners shall each be appointed for four year terms, except that, for those terms beginning January 1, 1999, the terms shall be as follows: The City of Greeley appointee shall be one year, the County of Weld appointee shall be two years, and the joint appointee shall be four years. A quorum for the Board shall consist of four Airport Commissioners present.

**Section 2 - Vacancies.** Change of residence of a member of the Board to a place outside the City of Greeley, if he represents the City, or outside Weld County, if he represents the County, shall automatically create a vacancy on the Board. Vacancies which may occur on the Board through death or resignation, or by any other means, shall be filled by appointment of the Board of County Commissioners

of Weld County or Greeley City Council in the same manner as provided for the appointment of the original members of the Board. After the initial appointment, when a vacancy occurs in the position for the seventh Board member position who is appointed jointly by the City and County, the Airport Board shall, no later than one month after notice of the vacancy, recommend a candidate for the vacancy to the City Council and the Board of County Commissioners of Weld County. The City Council and the Board of County Commissioners of Weld County are required by ordinance to act upon the recommendation within one month of receipt and shall appoint the recommended candidate except for good cause. If the City Council or the Board of County Commissioners of Weld County rejects the candidate recommended by the Airport Board, the Airport Board must recommend another candidate within one month.

**Section 3 - Election of Officers.** The Board shall elect from its membership, a Chairman, a Vice Chairman, and a Secretary/Treasurer who shall be the officers of the Authority, and who shall serve one (1) year or until their successors are elected. The officers shall be elected by a majority vote of the Board during the regular meeting of the Board in the month of January.

**Section 4 - The Chairman.** The Chairman shall preside at all meetings.

**Section 5 - The Vice Chairman.** The Vice Chairman shall act as presiding officer during the absence of the Chairman; and, in the case of a vacancy in the office of Chairman, shall serve as Chairman until such time as the Board shall elect a new Chairman.

**Section 6 - The Secretary/Treasurer.** In his duties as Secretary/Treasurer, the Secretary/Treasurer shall be responsible for keeping the records of the Board, for the recording of all votes, and shall see that the proceedings of the Board are recorded in a Minute Book kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office. He shall be custodian of the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board. The seal and official records shall be maintained in the office of the authority. Whenever the Secretary/Treasurer is absent from any meeting, the Chairman may appoint a Secretary/Treasurer Pro-Tem for said meeting. In his duties as Treasurer, the Secretary/Treasurer shall supervise the financial records of the authority and perform such other duties as are normally performed by treasurers and those specifically assigned or delegated by the Board; and may appoint an Assistant Secretary/Treasurer who need not be a member of the Board.

**Section 7 - The Assistant Secretary/Treasurer.** The Assistant Secretary/Treasurer shall have such duties as may be, from time to time, prescribed by the Board.

*\* Board member Duties & Responsibilities*

**Section 8 - Additional Duties.** The officers of the Authority shall perform such other duties and functions as may, from time to time, be required by the Board, or by the By-Laws or rules and regulations of the Board.

*- Sub-Column*

**Section 9 - Absenteeism.** Commissioners are expected to attend all regular meetings of the Board. Absence from three (3) consecutive regular meetings, or failure to attend at least fifty percent (50%) of regular meetings, over a period of six (6) months, without reasonable excuse acceptable to the Board shall be grounds for a recommendation by the Board to the Commissioners appointing the Authority (City Council or Board of County Commissioners of Weld County, or both, in the case of the seventh member) for that Commissioners removal

**Section 10 - Airport Manager.**

- A. The Board may appoint an Airport Manager who shall serve for such term and upon such conditions, including salary, as the Authority, from time to time, may establish by resolution. He may be hired by the Board, may be terminated only by the Board, and be responsible only to the Board.
- B. If appointed, the Airport Manager shall have the following powers, duties and responsibilities:
  - 1. The active, general management of the business of the Authority, consistent with the purposes and the general policies of the Authority as expressed in the resolutions and actions of the Board, and the law under which the Authority is organized.
  - 2. Maintenance of financial records and books of account, and preparation of a monthly financial statement.
  - 3. The hiring, discharge and general superintendence and direction of all other employees of the Authority, to the end that qualified individuals are employed when and as needed, and that their respective duties are properly performed.
  - 4. Reporting to the monthly meeting on the operations and progress of the projects of the Authority and upon all other matters within his knowledge of concern to the Authority.
  - 5. The Airport Manager, subject to the budgeting restrictions set forth herein, may
    - i. Expend funds or incur obligations upon his/her sole signature in an amount of up to \$500.00, except that satisfaction of obligations approved by the Board by resolution can be signed in any amount.

- ii. The expenditure of airport funds or incurrence of obligations in amounts greater than \$500.00 shall require the Manager's signature plus that of another officer of the Board.
- iii. If an Airport Manager is not appointed, the items enumerated above in Subsection (b) may be delegated to other Airport Authority Board members or employees of the Greeley-Weld County Airport Authority.

## VII. BUSINESS ADMINISTRATION

**Section 1 - Fiscal Year.** The fiscal year of the Authority shall commence on January 1 and end on December 31 of each year.

**Section 2 - Preliminary Budget.** The Airport Manager shall prepare annually a preliminary budget, including therein operation and maintenance expenses, debt service, and provision for capital expenditures for the ensuing fiscal year. In the preparation of each preliminary budget and every annual budget, the classification and divisions into which such budget shall be divided shall comply with the requirements of any relevant contract or as otherwise provided by law. Any preliminary budget and every annual budget shall also set forth a statement of the sources of funds to be available to defray such expenditures. Upon completion of the preliminary budget, it will be presented to the Board for their review at the regular meeting in October.

**Section 3 - Adoption of Annual Budget.** The Board, not later than its regular meeting in December, shall finally adopt the annual budget for such next succeeding fiscal year. Copies of the annual budget shall be filed in the office of the Authority and in the office of the Board of County Commissioners of Weld County and the City Clerk of the City of Greeley and furnished to any interested party on request, or as may be required by contract, or otherwise directed by the Board.

**Section 4 - Quasi-Annual Budget.** If, for any reason, the Board shall not have adopted the annual budget on or before the first day of January of any fiscal year, the budget for the preceding fiscal year shall be deemed to be in effect for such fiscal year until the annual budget for such fiscal year is adopted.

**Section 5 - Amendment of Annual Budget.** The Board may adopt an amended annual budget when reasonable and necessary, subject to any contractual conditions or requirements existing at the time the need for such amendment arises, as provided by the Public Airport Authority Act.

**Section 6 - Appropriating Resolution.**

- A. At the regular meeting held in the month of December, the Board shall enact a resolution making appropriations for the fiscal year beginning January 1,

next. The amounts appropriated for the spending agencies shall not exceed the amounts fixed therefor in the budget adopted pursuant to Section 3.

- B. The income of the Authority, as estimated in the budget and as provided for in the revenue and borrowing resolutions, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
- C. The Board may take an appropriation to and for a contingent fund to used only in cases of emergency or other unforeseen contingencies.

**Section 7 - Contingencies.** In cases of emergency cause by act of God or the public enemy or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget, by resolution duly adopted. Such resolution shall set forth in full facts concerning the emergency.

**Section 8 - Payment of Contingencies.** If there are unspent or uncommitted funds other than those to which the emergency relates, the Board shall transfer such available sums to the fund from which the emergency expenditure is to be paid.

**Section 9 - Annual Audit.** The Airport Manager shall cause an audit to be made of all the financial affairs of the Authority beginning the month of January immediately following the end of the fiscal year. One (1) certified copy of said audit shall be filed with the office of the Department of Local Affairs, and one (1) copy each with the City Council and the Board of County Commissioners of Weld County. The audit shall be made by an independent certified public accountant selected by the Board which may be the same auditor used by the City or County for the City or County audit. The auditor shall prepare a financial statement based upon such audit and shall certify as to its correctness and accuracy. Said certified financial statement shall be made available to the public in the Airport Authority administrative office. The Airport Manager shall cause such audits to be made as the Board shall order.

**Section 10 - Personnel Selection and Tenure.** The selection of agents and employees of the Authority, or any committee designated so to do, shall be based upon relative qualifications and capabilities of the applicants, and shall not be based on race, color, religion, sex, national origin or political services or affiliations. Agents and employees shall be hired and terminated by the Airport Manager. Contracts for professional services of engineers and attorneys may be entered into on such terms and conditions as the Board thinks reasonable and proper. Except for the purpose of inquiry, the Board and its members shall deal with the employees of the Authority solely through the Airport Manager and neither the Board nor any member thereof shall give orders to any subordinates of the Airport Manager either publicly or privately.

**VIII. OFFICIAL NEWSPAPERS**

**Section 1 - Official Newspaper.** The official newspaper of the Board shall be the Greeley Tribune.

**Section 2 - Additional Newspapers.** The Board may, if it deems public necessity so requires or indicates, direct the use of additional newspapers for official publications, provided that such newspapers are of general circulation in Weld County.

**IX. MODIFICATION OF BY-LAWS**

These By-Laws may be altered, amended or repealed at any regular meeting of the Board, or any special meeting of the Board called for that purpose.

**ADOPTED** (as revised) this 18<sup>th</sup> day of April, 2002.

GREELEY-WELD COUNTY  
AIRPORT AUTHORITY

  
\_\_\_\_\_  
Glenn Vaad, Chairman

**BY-LAWS**  
**of the**  
**JACKSON HOLE AIRPORT BOARD**  
Adopted February 19, 2014

**ARTICLE I**  
**Organization**

1.1 Organization. The Jackson Hole Airport Board (the "Board"), was organized on January 17, 1968 as an airport board pursuant to Wyoming Statute §10-5-202; and is deemed a joint power board pursuant to Wyoming Statute §16-1-105. The Board is governed by the Town of Jackson and Teton County Agreement Establishing the Jackson Hole Airport Board dated October 7, 2013.

**ARTICLE II**  
**Members**

2.1 Selection and Qualification. The Board shall consist of five Members, each of which may be referred to as a "Member" or "Board Member" herein. The Jackson Town Council and Teton County Board of County Commissioners shall jointly appoint Board Members. Board Members shall be qualified electors of Teton County.

2.2 Term. The term of each Member shall be five years. The Jackson Town Council and the Teton County Board of County Commissioners shall jointly appoint or re-appoint a Member each January. Members shall serve staggered terms with one Member's term expiring every year on the first Monday of February. Each Member shall hold office until his or her successor has been appointed and qualified.

2.3 Vacancies. Vacancies in the office of Board Member shall be filled in the same manner as provided for their appointment. The replacing Member shall serve the balance of the term of the Member being replaced.

2.4 Removal. Any Board Member may be removed with or without cause or notice by joint resolution of the Jackson Town Council and Teton County Board of County Commissioners.

**ARTICLE III**  
**Meetings of the Board**

3.1 Meetings Generally. With the exception of duly authorized executive sessions, all meetings of the Board shall be open to the public and shall be conducted in accordance with Wyoming Statutes §§16-4-402 et seq. The Board shall act only at a duly called meeting which is open to the public.

3.2 Regular Meetings. Regular meetings of the Board shall be held on the 3rd Wednesday of each month at 9 a.m. at the Jackson Hole Airport Board Room located at 1250 East Airport Road, Jackson, Wyoming. Provided, however, that by resolution adopted from time-to-time, and provided to the Town Clerk, County Clerk and each newspaper of general

circulation, radio or television station requesting the same, the Board may change the date, time and/or location of regular meetings or may determine not to hold a regular meeting in a particular month, so long as regular meetings are held not less than quarterly.

3.3 Special Meetings. Special meetings may be called by the President, or by a majority of Board Members, by informing the other Members of the date, time and place of such meeting and the purpose for which it is called.

3.4 Emergency Meetings. An emergency meeting may be called by the President, upon giving as much notice as is practical under the circumstances, to address unforeseen circumstances or the resulting state that call for immediate action. Any action taken at an emergency meeting must be ratified at the next meeting of the Board at which full and timely public notice is provided.

3.5 Notice of Meetings. Notice of regular, special and emergency meetings of the Board shall be provided in accordance with Wyoming Statutes §16-4-404. Notice of regular and special meetings shall be sent all Members and to those that request in writing notice of future meetings and who have renewed such written request on an annual basis. Notice of special meetings shall be sent to each Member and to each newspaper of general circulation, radio or television station requesting the same by giving verbal, electronic or written notice, accompanied by a statement of special business to come before the Board. Notice of emergency meetings shall be provided to each Member by any of the above means or by telephone. A reasonable effort shall be made to offer public notice of emergency meetings. Waiver of the notice of any meeting may be made by any Member, and attendance at any meeting shall constitute such a waiver.

3.6 Record of Proceedings. The Secretary of the Board or his/her designee shall record minutes of each regular, special and emergency meetings of the Board, shall transcribe and distribute the minutes to the Members and shall distribute the minutes to members of the public upon request.

3.7 Quorum. Three Members shall constitute a quorum necessary for the transaction of business. Votes may not be taken without a quorum of voting Members present. Any action by the Board shall require the affirmative vote of a majority of Members in attendance. Members may attend a meeting in person or by any electronic means which permits those physically in attendance to hear such Member and such Member to hear persons who are physically in attendance.

3.8 Expected Member Attendance. Board Members are expected to regularly attend Board meetings. In the event a Member must be unavoidably absent, he/she shall notify the President as soon as possible prior to the meeting. If a Member has failed to attend fifty percent (50%) of the regular meetings during a fiscal year, the President shall submit a written request to the Teton County Board of County Commissioners and Jackson Town Council to remove the Member and for a replacement to fill the unexpired term of the Member.

3.9 Conflicts of Interest. At the February Board meeting, each Member shall file with the Secretary a declaration of any personal conflicts of interest of which they are aware. In addition, any Member who has a pecuniary interest in a matter pending before the Board, or who is likely to derive direct and tangible personal or professional benefit from a particular



resolution of the matter, shall declare a conflict of interest and shall not participate in the discussion of or vote on any issue connected with the matter, and his/her presence at the meeting shall be disregarded for the purposes of obtaining a quorum for voting. The Member who declares a conflict shall remove themselves from the meeting room during the discussion and vote on the issue in order to not influence the vote with his or her presence.

#### **ARTICLE IV Officers and Committees**

4.1 Officers. The officers of the Board shall be President, Vice President, Secretary and Treasurer. No two offices may be held by the same person.

4.2 Election or Appointment and Term. The officers shall be elected by the Board from its Members at the regular Board meeting in February of each calendar year, and they shall hold office for one year or until their successors have been duly elected and qualified.

4.3 Vacancy. A vacancy in any office may be filled by the Board for the unexpired portion of the term of the officer.

4.4 President. The President shall preside over all meetings of the Board and exercise such authority as is duly conferred upon him from time to time by the Board. He shall sign, either by manual or facsimile signature, any leases, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, provided however, that the Board may, by Resolution, delegate the President's authority in certain routine matters to the Airport Director, to the extent not prohibited by Wyoming law.

4.5 Vice President. In the absence of the President or in the event of her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of the President.

4.6 Treasurer. The Treasurer shall perform all duties incidental to the office and all duties as may be assigned by the Board.

4.7 Secretary. The Secretary shall be responsible for the keeping of minutes of the meetings of the Board; see that all notices are duly given as required; be custodian of the corporate records of the Board; and perform all duties incident to the office. Where required, the Secretary shall attest the signature of the President or Vice President on any instrument, provided, however, that in the Secretary's absence any other Board Member may attest such signature.

4.8 Committees of the Board. The President may appoint committees composed of Members and/or non-Members as the Board deems advisable. All committees shall report directly to the Board.

**ARTICLE V**  
**Miscellaneous**

5.1 Principal Office. The principal office of the Board shall be located at the Jackson Hole Airport, 1250 East Airport Road, Jackson, Teton County, Wyoming.

5.2 Compensation and Expenses. No Board Member shall receive compensation for serving on the Board, provided, however, that when actually engaged in the performance of their duties, Members may be reimbursed for travel and other necessary expenses incurred while attending to business or meetings of the Board.


5.3 No Personal Liability. No individual Board Member shall be personally liable for any actions, omissions or procedures of the Board. The Board may defend and indemnify Members from any such personal liability to the maximum extent authorized by Wyoming law.

5.4 Fiscal Year. The fiscal year of the Board shall begin on the 1st day of July of each year and end on the 30th day of June in the following year.


5.5 Amendment. These Bylaws may be altered, amended or repealed by Resolution of the Board adopted at any regular meeting of the Board, provided the same has been disclosed on the meeting agenda.

The undersigned President and Secretary of the Board hereby certify that the foregoing was duly adopted by the Board in open meeting on the 19 day of February, 2014.

**JACKSON HOLE AIRPORT BOARD**

By:   
Jerry Blann, President

ATTEST:

By:   
Clay James, Secretary