

BYLAWS OF THE ERIE REGIONAL AIRPORT AUTHORITY

I. Article One -- Scope

All acts and transactions of the Authority shall be in accordance with the Pennsylvania Municipality Authorities Act of 1945, as amended and supplemented; other applicable federal and state laws and regulations; and federal and state grant assurances. Nothing in these bylaws is intended to or shall limit the powers the Authority is entitled to exercise under the Municipality Authorities Act. The Board shall have and exercise all the powers granted to the Authority.

II. Article Two -- Corporate Seal

The Authority corporate seal, an impression of which is affixed hereto, is hereby affirmed and adopted by the Authority. It shall be retained in the Authority Administrative Offices at Erie International Airport, 4411 West 12th Street, Erie, Pennsylvania 16505.

III. Article Three -- The Authority Board

A. **AUTHORITY OF THE BOARD.** The Board shall supervise the affairs of the Authority and the Executive Director.

B. **OFFICERS.** The Board shall annually elect the following officers: President, Vice-President, Secretary, Treasurer and President Pro Tem.

1. **DUTIES.** The officers of the Board shall have the following duties:

- a. The **President** shall preside at all meetings of the Board. The Board shall follow the procedures set forth in Roberts Rules of Order, Newly Revised, 10th Edition. The President may appoint officers in addition to those specified as needed with Board approval and also makes all appointments to committees of the Board.
- b. The **Vice-President** shall discharge the duties of the President if the President is absent or unable to discharge them.
- c. The **Secretary** shall attest that Authority resolution, minutes, and other documents are properly executed.
- d. The **Treasurer** shall review financial records of the Authority periodically as necessary; chair any Finance Committee that exists; and bring any financial matter desired to the Board's attention.
- e. The **President Pro Tem** shall preside over the Authority in absence of the President and Vice President. The phrase "pro tempore" means "for the time being."

2. **QUALIFICATIONS.** In order to be eligible to be nominated as an officer of the Board, the nominee must have two (2) years prior experience on a board (either the Authority Board or any other board).

3. TERM LIMITS FOR OFFICERS.

- a. Officers may serve for a maximum five-year consecutive term in any one office.
- b. In such situations where the Authority is involved in an ongoing capital project budgeted to cost \$20,000,000 or more, the Board, through an affirmative vote of six members of the Board, may choose to override the five-consecutive-year term limit and elect that officer to retain the office until the completion of that project.

4. VACANCIES.

- a. Should any office of the Board become vacant for any reason, the Board shall elect a successor, who shall hold that office for the remainder of the term.
- b. In the event that an officer of the Board fails to complete his/her term on the Board, s/he shall be replaced by the appropriate appointing governing municipality. In such case, the outgoing officer's office, shall be considered vacant and the Board shall elect an individual to fill that vacancy.

5. ELECTION. Elections shall be held annually during the first meeting in January or as soon thereafter as possible. Officers shall serve until their successors are elected.

- a. The President shall appoint a nominating committee in October of each year to make nominations at the Authority's December meeting.
- b. The election of officers shall occur at the first meeting in January of each year. If there is a vacancy, the election to fill that vacancy shall occur at the next regular Board meeting following the effective date of the vacancy.

C. APPOINTED OFFICIALS. The Board shall appoint the following:

1. The **Executive Director** shall implement policy set by the Board, recommend policy to the Board, and administer the affairs of the Authority: employ subordinate staff for positions approved by the Authority, collect and disburse funds approved by the Board in the annual budgets, carry out capital projects including authorizing change orders as necessary, keep complete and accurate records of Authority business, apply for grant funds, and all other necessary and desirable actions. Performance of the Executive Director shall be reviewed annually by the Personnel Committee of the Board.
2. The **Solicitor** (one or more firms, and/or individuals) shall provide the Authority and the Board legal services as requested. The Solicitor shall be the Parliamentarian to ensure the Board follows the procedures set forth in Roberts Rules of Order, Newly Revised, 10th Edition.

3. The **Auditor** (certified public accountant or CPA firm) shall annually audit the financial records of the Authority and federal grants provide reports of those audits, and provide other accounting advice as needed.
- D. MEETINGS. The Board shall meet as business requires. Meetings shall be called by the President, or any two Board Members.
1. AGENDA. The President shall set the agendas for meetings, provided any Board member and/or the Executive Director may propose agenda items prior to the meeting through submission to the Executive Director and/or the President.
 2. QUORUM AND OFFICIAL ACTION. A majority of the members of the Board shall constitute a quorum of the Board for the purpose of organizing and conducting the business of the Authority and for all other purposes. All action may be taken by vote of a majority of the members present unless the Bylaws shall require a larger number. If there is not a quorum present at an Authority Board meeting, the majority of those present may adjourn the meeting to a time that a majority shall be present, or choose to continue the meeting for informational purposes only, as no official action can be taken at that meeting.
 - a. Authority policy shall be established by written resolutions, sequentially numbered within each calendar year.
 - b. "Rule and Regulations" shall govern airport users and the public. "Policies and Procedures" shall govern Authority operation.
 - c. Resolutions will supersede previous inconsistent policy whether or not the rescinded or amended sections are specifically identified.
 3. REMOVAL FOR FAILURE TO ATTEND MEETINGS. Unless excused by the Board, a member of the Board who fails to attend three consecutive meetings of the Board may be removed by the appointing municipality up to 60 days after the date of the third meeting of the Board which the member failed to attend.
 4. REMOTE PARTICIPATION IN MEETINGS. Board members shall be deemed to be present for a Board meeting if, through the use of a speaker telephone, videoconferencing or other technology, the Board member can hear the public and the discussion of the Board, and the Board and the public can hear the comments of the Board member.
- E. COMMITTEES. The President may form and appoint members to committees to make recommendations to the Board on Authority business.
1. STANDING COMMITTEES. Only members of the Board may be appointed to the standing committees. The Board shall have the following standing committees:

- a. Finance. (The Treasurer shall be the chair of the Finance Committee.)
 - b. Personnel.
 - c. Capital Improvements.
 - d. Facilities and Operations.
2. AD HOC COMMITTEES. The President may form ad hoc committees on an as needed basis. Members to ad hoc committees may include Board members and members of the public selected for their specific expertise, provided, non-Board members of the ad hoc committee shall not have voting privileges on the committee.

IV. Article Four -- Financial Matters

A. BUDGET.

1. The Executive Director shall present to the Finance Committee annual operating and capital program budgets by November 1 of each year.
2. The Finance Committee will present the annual operating and capital program budgets to the Board at the November Board meeting. Such budgets shall be balanced at time of presentation.
3. The Board shall pass operating and capital budgets annually by December 31 for the next fiscal year.

B. AUDIT. Authority records shall be audited annually.

C. INVESTMENTS. The Authority shall invest its funds in any lawful investment consistent with the projected cash flow needs.

D. ACCOUNTING. Authority records shall be kept in accordance with generally accepted accounting principles, with state law, and with federal and state grant agreements and regulations.

V. Article Five -- Indemnification of Officers and Directors

The Authority shall indemnify and defend Board members and staff in all proceedings, for all actions taken on behalf of the Authority, except those which constitute a crime, actual fraud, actual malice, or willful misconduct, or when indemnification is prohibited by law.

VI. Article Six -- Amendments to Bylaws

- A. These bylaws may be amended at any regular meeting of the Board for which notice, in a manner pre-designated by the Board member (e.g., via regular mail, email or facsimile) has been provided to each Board Member at least seven calendar days in advance of the date of the regular meeting

B. An affirmative vote of six members of the Board is required to amend the bylaws.

VII. Article Seven – Advisory Groups

- A. CREATION OF ADVISORY GROUP. The Board may establish an Advisory Group, through majority vote of the Board. The President shall appoint individuals to Advisory Groups, which individuals may be members of the Board and interested members of the public.
- B. PURPOSE OF ADVISORY GROUPS. Advisory Groups may be created for the purpose of providing advice to the Board by using their individual experience and expertise and for the purpose of collecting and presenting information to the Board at public meetings on a particular issue or topic.
- C. RESTRICTION OF AUTHORITY OF ADVISORY GROUPS. Advisory Groups are not a committee of the Board, but exist solely for the purpose of providing advice and/or collecting information which may be of interest or aide to the Board in performing its duties. Advisory Groups do not have the authority nor power to deliberate Authority business, nor do they have the authority nor power to take official action on Authority business. Any information provided by Advisory Groups to the Board shall be done at a public meeting or otherwise made available to the public, unless otherwise exempt from doing so under the provisions of the Pennsylvania Sunshine Act and/or the Pennsylvania Right to Know Law.

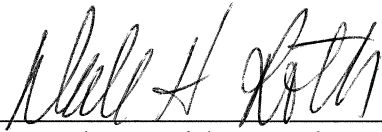
ACCEPTANCE of AMENDED BYLAWS

RESOLUTION 2010-20

It is hereby RESOLVED by the Board of Directors of the Erie Regional Airport Authority that, after having received written notice of the proposed amendments to the Authority's bylaws seven days prior to this meeting, that the Authority's bylaws be AMENDED consistent with the document attached hereto (setting forth the revised bylaws) and incorporated by reference as if fully set forth herein.

On the motion of Charles Augustine, seconded by Frank Stefano ;
this resolution was passed and approved on this 26th day of AUGUST 2010 by a vote
of 8 - 0 - 1.

ERIE REGIONAL AIRPORT AUTHORITY



Dale Roth, President, Erie Regional Airport Authority



Lou Bizzarro, Secretary, Erie Regional Airport Authority