

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 resolutions, 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 pursuant to the Pennsylvania Municipality Authorities Act. In such case, the outgoing officer's office shall be considered vacant and the Board shall elect an individual to fill that officer position vacancy for the remainder of that annual term.

5. ELECTION. Elections of Board officers shall be held annually during the first regular meeting in January. If officers are not elected at the January meeting and/or if there is no regular meeting in January, elections of Board officers shall be held at the next regular meeting of the Board. Officers shall serve until their successors are elected.

- a. The President shall appoint a nominating committee in October of each year.
- b. The nominating committee shall make nominations for each Board office at the Authority's December regular meeting.
- c. If there is a vacancy in a Board office, the election to fill that vacancy shall occur at the Board's next regular 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 which have been previously approved by the Board, including authorizing change orders as necessary, keep complete and accurate records of Authority business, apply to the Federal Aviation Administration ("FAA") for grants funds to fund capital projects previously approved by the Board, and all other necessary and desirable actions, including the solicitation of public bids for

those capital projects previously approved by the Board, provided, however, the award of such bids shall be approved by the Board consistent with Pennsylvania and federal law. The Board directs and authorizes the Executive Director to execute any FAA grant agreements or grant documents on behalf of the Authority for any capital project previously approved by the Board. 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.

1. REGULAR MEETINGS AND SPECIAL MEETINGS. The Board shall approve annually at a meeting in December the times and dates at which it shall hold its meetings for the upcoming calendar year, which meetings shall be called “regular meetings.” All other meetings in addition to regular meetings shall be called “special meetings.” The President or any three Board Members may call special meetings.
2. 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.
3. 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. “Rules and Regulations” shall govern airport users and the public. “Policies and Procedures” shall govern Authority operation.

- c. Resolutions will supersede previous inconsistent policies or resolutions whether or not the rescinded or amended sections of previous inconsistent policies or resolutions are specifically identified.
 - 4. 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. It is the intent of the Board that this provision should apply only to attendance at three consecutive *regular* meetings of the Board.
 - 5. 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. Public Relations
 - 2. AD HOC COMMITTEES. The President may form, and appoint members to, ad hoc committees on an as needed basis. Members of 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. The Board can create ad hoc committees, and appoint members to those committees, without the unilateral approval of the President through an affirmative vote of five members of the Board.

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 the time of presentation unless the Finance Committee believes a balanced budget is not prudent nor feasible at that time and believes Board consideration, and possible approval, of a deficit budget is a well-reasoned financial strategy that is in the best interest of the ERAA. In such circumstances, the Finance Committee shall present to the Board a financial forecast showing when it is reasonably anticipated the budget can return to being balanced.

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 of the proposed amendment, has been provided to each Board Member via email 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.