

Potomac Highlands Airport Authority

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Bylaws
Special Rules of Order

Potomac Highlands Airport Authority

BYLAWS

ARTICLE I – ORDER OF CONTROL

Section 1. All applicable federal and state laws and statutes shall govern the Potomac Highlands Airport Authority (the Authority or PHAA).

Section 2. The *Potomac Highlands Airport Authority Compact*¹ shall govern the Authority when not inconsistent with law and statute.

Section 3. The *Bylaws* shall govern the Authority when not inconsistent with statute or *Compact*.

Section 4. The *Rules of Order* shall govern the Authority when not inconsistent with statute, *Compact*, or *Bylaws*.

Section 5. The *PHAA Meeting Guidelines* shall govern the Authority when not inconsistent with statute, *Compact*, *Bylaws*, or *Rules*. The Authority may amend its *Guidelines* with a majority vote of those members present and voting.

Section 6. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the Authority in all matters to which they are applicable and in which they are not inconsistent with the controls, *supra*.

ARTICLE II – MISSION STATEMENT OF THE CUMBERLAND REGIONAL AIRPORT

The Cumberland Regional Airport's mission is to promote and insure the safe and efficient use of the Greater Cumberland Regional Airport as an economically self-sustaining air transportation asset.

ARTICLE III – MEMBERS

Section 1. Members of Authority. The Authority shall consist of ten members who shall be appointed to three year terms as follows:

- (a) The County Commission of Mineral County, West Virginia, shall appoint two members.
- (b) The governing official or body of Allegany County shall appoint five members.
- (c) The State of West Virginia and Mineral County, either jointly or severally, shall appoint two members.
- (d) The Presidents of Frostburg State University and Allegany College of Maryland, and the Campus Provost of Potomac State University jointly shall appoint one non-voting, *ex officio*

¹Maryland Chapter 253, Acts of 1976; West Virginia Chapter 135, Acts of 1976, Public Law 105-348 – November 2, 1998, <http://www.gpo.gov/fdsys/pkg/PLAW-105publ348/pdf/PLAW-105publ348.pdf>.

member.

(e) Members of the Authority shall serve without compensation.

(f) No member of the Authority shall be an employee of the Authority.

Section 2. Conflict of Interest. A board member affirmatively shall disclose that he (hereinafter the term “he” or “his” shall be understood to refer generically to either sex) has an interest in a transaction or decision of the Authority. A board member may provide factual information about the details of the transaction but should not participate in any further discussion about the transaction and then should be absent from the room when discussions and decisions are taking place. There will be in place an Authority-approved Conflict of Interest Policy. At its July annual meeting each board member will be required to sign the Conflict of Interest Affirmation Compliance form.

ARTICLE IV – OFFICERS

Section 1. Election. The officers of the Authority shall be elected by a majority of the members of the Authority at the first meeting of the Authority held in July of each even year.

Section 2. Officers. The officers of the Authority shall be a president, a vice president, a secretary, and a treasurer. Each officer shall hold office for a term of two years and thereafter until his successor is elected and qualified or until his death, resignation, or removal, or he ceases to be a member of the Authority.

Section 3. President. The president shall be the chief executive officer of the Authority. He, when present, shall preside as chairman at all meetings of the members and committees; he shall have general management of the business of the Authority; and, he shall have authority to sign and execute, in the name of the Authority, all authorized deeds, mortgages, bonds, contracts, and other instruments. Disbursement of corporate funds less than \$5,000 require the review and signature of the airport manager. Disbursement of corporate funds in excess of \$5,000 requires the signatures of both the airport manager and the president or treasurer.

Section 4. Vice president. In the absence of the president, the vice president shall perform all the duties of the president, and so acting, shall have the powers of the president.

Section 5. Secretary. The secretary shall maintain official organizational records (board roster, meeting minutes, copy of *Bylaws* and *Guidelines*, etc.); shall record board meeting minutes and distribute meeting minutes no later than ten days after said meeting and cause the posting of such minutes on the Greater Cumberland Regional Airport website;² shall be the custodian of the records of the Authority; and, shall see that all notices are duly given in accordance with the provisions of the *Bylaws* and *Rules*.

Section 6. Treasurer. The treasurer chairs the Finance Committee if one is available, and presents

²<http://www.cumberlandairport.com>.

the organization's budget to the board. He assures the board receives regular financial statements/reports, and oversees the audit and financial accounts in their entirety.

Section 7. Compensation. The officers of the Authority shall not receive any compensation for their services.

Section 8. Officers Holding More Than One Office. Two or more offices, except that of president and vice president, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 9. Removal of Officer. Upon approval of at least seven of the nine members of the Authority, an officer may be removed with or without cause, and such action shall be conclusive on the officer so removed.

Section 10. Vacancies in Office. The Authority, at any meeting, shall have the power to fill any vacancy in an office for the unexpired portion of the term.

ARTICLE V – AIRPORT MANAGER AND STAFF

Section 1. The Authority may select an airport manager, who shall assume such responsibility and perform such duties as are delegated to him from time to time by the Authority. The president is the direct supervisor of the airport manager.

Section 2. The Airport Manager, with the consent of a majority of the Authority, may select such other personnel as may be necessary for the conduct of the business of the Authority.

Section 3. The Authority shall decide the salaries of all persons employed by the Authority.

ARTICLE VI – MEETINGS

Section 1. Meetings. Meetings are defined as any gathering, with proper notice, of a quorum of the members of the board. The Authority shall meet at such time and place as shall be designated in the *Rules* or by the chairman or, in the absence of a designation by the chairman, at a time and place designated by a majority of the members of the Authority.

Section 2. Quorum. A quorum shall be five members with vote present. A quorum may include members connected by live voice electronic means.

Section 3. Schedule. The Authority shall adopt an annual schedule of meetings as set forth in the *Rules*, and subject to change as appropriate.

Section 4. Notice. (a) Each member of the Authority shall be notified at least two weeks prior to the meeting of each meeting of the Authority. In addition:

- (b) Notice and agenda shall be provided to the West Virginia Secretary of State at least seven days before the meeting, for inclusion on the Secretary's website.
- (c) Notice and agenda shall be provided to interested news media.
- (d) Notice and agenda shall be posted on the Greater Cumberland Regional Airport website seven days before the meeting.
- (e) In the event of an emergency meeting, notice and agenda shall be provided to the above as soon as practicable.

Section 5. Open meetings. All voting by the Board shall be done in open session, without secret ballot.

- (a) Members of the public have the right to attend open meetings of the Authority.
- (b) Such right of attendance does not grant the right to speak at the meetings.
- (c) In accordance with the *Rules*, members of the public may request permission to address the Authority.

Section 6. Executive sessions. The chairman may call for an executive session, which is closed to the public, and subject to majority vote by the board members. The chair may call for such closed executive sessions only:

- (a) to engage in privileged communications with the Authority's legal counsel;
- (b) to consider matters involving the purchase, sale, or lease of property, construction planning, investment of public funds, requests for proposals, or other matters involving commercial competition which, if made public, might adversely affect the financial or other interests of the Authority;
- (c) to consider matters relating to the hiring, dismissal, promotion, discipline, or other personnel matters involving employees;
- (d) to initiate any disciplinary investigation of the conduct of a board member that is disruptive, counterproductive to the mission of the PHAA, or having an obvious conflict of interest;
- (e) to discuss any material such as records, reports, or health data, the disclosure of which would constitute an invasion of an individual's privacy;
- (f) to consider or plan for an official investigation of criminal or security matters;
- (g) to discuss security or law enforcement planning;
- (h) to discuss any matter which is rendered confidential by federal, state, or other controlling law.

Section 7. Recordings. The open portions of meetings may be audio and/or video recorded by members of the public, with prior notice of intent to do so to the presiding officer. The Authority shall make and retain audio and/or video recordings of the meetings.

Section 8. Special meetings. Special meetings may be called by the president or upon electronic notice to the president by at least three members of the corporate board. Written notice of all special

board meetings shall be sent to the board members as soon as practicable. The notice will specify the purpose for which the meeting is being called, and only that specific topic can be discussed at the special meeting.

Section 9. Minutes. After each meeting, approved minutes shall be prepared and posted on the Airport website and written copies available to the public upon request.

ARTICLE VII – FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Authority, upon the basis of which its accounts and records shall be kept, shall be the year from July 1 to June 30 of the following year.

Section 2. Books and Records. All books and records shall be kept at the principal office of the Authority, and shall be open for inspection and copying at any reasonable time by any member of the Authority. Members have the right to inspect and copy books and records of the Authority, to copy the membership list, and to request the preparation of a written statement of affairs.

Section 3. Audit. The financial records and transactions of the Authority shall be audited within three months of the end of each fiscal year by a certified public accountant; and, said accountant shall submit his report, in writing, to each member of the Authority.

Section 4. Negotiable instruments and other evidence of indebtedness. All checks, drafts, or other monies, notes, or other evidence of indebtedness issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Authority.

Section 5. Surety Bonds. The Authority in its discretion, may require any officer or employee of the Authority to give a surety bond for the faithful performance of his duties in such form and in sum and by such surety company as the Authority may determine. All such bonds shall be for the benefit of and payable to the Authority and premiums thereof shall be paid by the Authority.

Section 6. Consultants and Advisors. The Authority from time to time may hire such engineers, architects, attorneys, or other persons possessing professional or specialized skills as may be required, in connection with the duties, powers, and functions of said Authority.

ARTICLE VIII – AMENDMENTS

Section 1. The Authority may amend these *Bylaws* with proper notice and two-thirds³ votes in the affirmative of those present and voting by raising the right hand.

Section 2. These *Bylaws* and the following *Special Rules of Order* shall be posted on the Airport website.

³2/3 of nine members = 6; eight members = 6; seven members = 5; 6 members = 4; five members = 4.

Potomac Highlands Airport Authority

SPECIAL RULES OF ORDER

ARTICLE I – MEETINGS

Section 1. Regularly scheduled meetings shall be held on the fourth Thursday of each month, with the following exceptions:

- (a) no meeting in November;
- (b) the December meeting on the first Thursday; and,
- (c) the January meeting on the second Thursday.

The dates of other regularly scheduled meetings may change with proper notice.

Section 2. Meetings shall be held in the Cohongaronta Room of the terminal building of the Greater Cumberland Regional Airport, unless otherwise ordered with notice.

Section 3. Prior to the call to order, members and guests shall sign the register of attendees.

Section 4. Guests who wish to address the Authority shall sign a speaker's sheet prior to the Call to Order. The chair may order the placement in the agenda of that meeting. Guests are granted the floor for five minutes unless the chair with the unanimous consent of the members extends the time.

Section 5. The agenda shall consist of:

- (a) Welcome to guests
- (b) Determination of a quorum
- (c) Call to order
- (d) Adoption of agenda
- (e) Minutes of previous meeting
- (f) Reports of officers
- (g) Reports of committees
- (h) Correspondence
- (i) Unfinished business
- (j) New business
- (k) Executive session if appropriate
- (l) Announcement of next meeting
- (m) Public comment
- (n) Good of the Order
- (o) Adjournment

Section 6. Members may speak in debate no more than twice on the same motion. Members may speak no more than three minutes each time on the same motion.

Section 7. Executive Session

- (a) The chair shall state the reason(s)⁴ for recessing to an executive session.
- (b) The secretary shall record those reasons on the appropriate form.
- (c) The chair shall entertain no motions or votes during the executive session.

Section 8. The Authority may amend its *Special Rules* with proper notice and a majority vote in the affirmative of those members present and voting.

⁴Bylaws, Article VI, Section 6.