

**GREENBRIER COUNTY AIRPORT AUTHORITY
BY-LAWS**

**ARTICLE I
GENERAL**

A. Title

The title of this public agency shall be the Greenbrier County Airport Authority with offices at Greenbrier Valley Airport, 584 Airport Road, Box 1, Lewisburg, WV 24901. Hereafter called or referred to as “Authority”.

B. Seal

The Seal of the Authority shall be circular in form and bear on its outer edge the word “Greenbrier County Airport Authority”. The Authority may change the form of the seal or inscription thereon at pleasure. The seal is to remain in possession of the Chief Executive Officer.

C. Logo

The Authority may adopt a logo to identify the Authority and its property.

**ARTICLE II
AUTHORITY**

A. Authority Members

1. Number. The Authority shall be directed and governed by a board of directors hereafter called “Board” made up of five (5) voting members.

B. Appointment.

The members of the Authority Board shall be citizens of West Virginia, residents of Greenbrier County and shall be appointed by the Greenbrier County Commission. One member of the Authority shall be a member of the Greenbrier County Commission. Of the remaining four members no more than two shall be members of the same political party. Each Member shall serve for a term of five (5) years with the exception of the Greenbrier County Commissioner. **The Greenbrier County Commissioner appointed to serve on the Authority Board shall not serve for a term as a member of the Authority Board longer than the incumbency term of office as the Greenbrier County Commission member of the Greenbrier County Commission.** The terms shall expire on the first day of July. At the June meeting the Authority Board shall hold an election of officers whose terms shall be from July 1 – June 30 or until their successors are chosen.

C. Ex Officio Member. The Chief Executive Officer and Chief Financial Officer shall be ex officio members of the Authority Board, without vote.

D. Resignation or Removal. If a member is unable to complete his or her term of office, then a successor shall be appointed by the Greenbrier County Commission. A Member may be removed from the Authority Board pursuant to the West Virginia State Code.

E. Oath of Office. Before assuming the duties of office, an Authority Board Member must qualify by taking and subscribing to the constitutional oath of office. The subscribed oath shall be filed at the Greenbrier County Courthouse.

F. Powers and Duties

1. General. The Authority Board shall operate under stipulations as set out by Article 29A, as amended, of the Official Code of West Virginia, and in accordance with the By-Laws of the Authority.

G. Meetings

1. General. The Authority Board shall hold a monthly meeting. on the third Tuesday of each month at the Greenbrier Valley Airport or at such time and place as determined by the Authority Board in order to carry out its business. Special, emergency and monthly meetings shall be held in compliance with the Open Governmental Proceedings Act. Time of monthly meetings shall be determined during the organization meeting in July.

2. Special meetings. Special meetings may be called at any time by the Chairperson, or by three members of the Authority.

3. Emergency Meetings. Emergency meetings may be held in the event of a severe and imminent threat to the health, safety, or welfare of the public when three of the members decide that delay would be detrimental to efforts to lessen or respond to the threat.

4. Quorum. Three (3) members of the Authority Board shall constitute a quorum to conduct the business of the airport.

5. Notice of Meetings. Meetings shall be posted in the public media in accordance with West Virginia State Code.

6. Executive Sessions. The Authority Board may meet in an executive session for purposes provided by the Open Governmental Proceedings Act.

7. Minutes of the Meetings. The Authority Board shall keep written or printed minutes of each meeting as provided by the Open Governmental Proceedings Act.

8. Regular Meeting Agenda. The order of business for the monthly meeting agenda shall be as follows: Quorum; Public Comment Period; approval of minutes; financial report; building and maintenance; personnel; unfinished business; old business; new business. Other orders of business may be added as determined by the Chairman or at the direction of the Authority Board. Agendas shall be in accordance with the Open Governmental Proceeding Act. All meetings shall be conducted according to *Roberts Rules of Order Revised*.

H. Compensation.

Members of the Authority Board may receive compensation per mile for travel as permitted by The Internal Revenue Service optional standard mileage rates by submitting and attesting to a mileage log for a personal vehicle used. Members may also be reimbursed for legitimate expenses incurred in the performance of their duties as members of the Authority Board. Said bills are to be presented to the Authority for approval and payment.

I. Committees.

The Chairperson of the Authority has the power to appoint committees if the need arises. Each committee shall keep written or printed minutes of its proceedings. Committee meetings shall be governed by the Open Governmental Proceedings Act.

- J. Standing Committees Advisory committees of Tourism; Economic Development; Public Outreach and Special Events may be created. A Chairperson of the committees shall be appointed by the Chairperson of the Authority for a term of 1 year. Committee members shall serve without compensation and shall be subject to all the requirements of members of the Authority Board and of the Authority itself. The Standing Committees shall report to the Authority Board and all actions of the committees are subject to approval by the Authority Board. The intent and purpose of the Standing Committees will be to further the purpose and goals of the Authority as a public agency.

ARTICLE III **OFFICERS AND CERTAIN EMPLOYEES**

- A. Officers. The officers of the Authority shall be the Chairperson, Vice Chairperson, and Secretary. The Chairperson or Vice Chairperson shall preside over the meetings. The Chairperson shall have and exercise general charge and supervision of the affairs of the authority and shall do and perform such duties as may be assigned to him/her by a majority of the members.
1. Chairperson. The Chairperson shall preside at all meetings of the Authority. The powers and duties of the chairperson are those provided by law. The chairperson shall perform such other duties and have such other powers as the Authority from time to time prescribe.
 2. Vice Chairperson. In the absence of the chairperson or in the event of his or her inability or refusal to act, the vice chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice chairperson shall perform such other duties and have such other powers as the Authority may from time to time prescribe.
 3. Secretary. The secretary shall have access to such books, documents, and papers as the Authority may determine. He/she shall have the authority to sign the minutes of the meetings. The permanent record of the minutes shall be kept by the Airport Director's office for inspection as required or requested.
 4. Chief Executive Officer. The Chief Executive Officer shall be appointed by The Authority to serve as Airport Director, and attend as an Ex Officio Member of the Authority, serving at the will and pleasure of the Authority. The custody of all funds, securities and property of the Authority shall be in the hands of and in full control of the Chief Executive Officer, under the supervision of the Authority. The Authority shall appoint and fix the compensation of the Chief Executive Officer.
 5. Election and Appointment of Officers. The members shall elect officers of the Authority, other than the Chief Executive Officer, at the July Authority meeting of each year. If the July Authority meeting is delayed for any such reason the election shall take place at the next available meeting date.

6. Term of Office. The officers of the Authority shall hold office until their successors are chosen and qualify, or if earlier, until their resignation or removal. If any member of the authority shall die, resign or be removed, or for any other reason cease to be a member of the Authority, the County Commission shall within thirty days appoint another person to fill the unexpired portion of the term of such member.

ARTICLE IV **RECORDS AND FISCAL YEAR**

- A. Records. The Authority shall keep or cause to be kept all records required by law, together with such additional records as the Authority or any officer of the authority may direct. All records of the business of the Authority shall be kept in a safe place under the direction of the Airport Director.
 1. Fiscal Year. The fiscal year of the Authority shall begin on July 1 and shall end on June 30 of each calendar year, or such other annual period as established by the Authority. A budget for the preceding fiscal year shall be submitted to the board in May and approved by June 30th.
 2. Audits. The Authority, or a committee appointed, shall select an audit team every 3 years as required by the State of West Virginia and the Federal Aviation Administration. The Authority's financial records shall be audited yearly by a certified government auditor.

ARTICLE V **CONTRACTS, CHECKS FREEDOM OF INFORMATION REQUEST**

- A. Contracts. All contracts, agreements, instruments of mutual consent between parties other than emergency response, must be approved by the Authority. The Manager has the authority to sign contracts, instruments or agreements with the FAA or other agencies, stakeholders or business matters that fall within the scope of day to day operation of the airport, not to exceed \$5,000.
- B. Checks. All checks in excess of \$1,000.00 must be cosigned by a designated Authority member. Checks under \$1,000.00 may be signed by two authorized check signers. Checks \$100.00 and below require one signature from any authorized check signer. All check signers must be properly listed on signature cards with the Airport's banking institution. These members will also be designated in a bank signing resolution attached to the official minutes of the Authority meeting. Typically; the Chairperson, Vice Chairperson, Chief Executive Officer, Director of Operations and Director of Security will be authorized check signers. No member with check signing authority shall sign for their personal expenses. The movement of funds from the primary savings account requires the physical presence of 2-1 members and the Airport Director.
- C. Freedom of Information Request. Persons requesting to inspect or copy (a) public record(s) of the Greenbrier County Airport Authority, under the Freedom of Information Act must do so in writing addressed to the Authority Chairman. The request must state with reasonable specificity the information sought. The Authority is not required to provide information pursuant to a FOIA request that is specifically exempted from disclosure under W. Va. Code 29B-1-4. The Executive Director or designee will notify the person making a FOIA request of either: (a) the date, time and place where the requested information may be inspected; (b) the date, time and place where the requested information may be picked up if the requestor has asked that the Chairman provide copies of the information requested; or (c) the denial of

the request (in writing) with the reasons for the denial. The Executive Director will provide reasonable facilities during regular business hours for making memoranda or abstracts from the public records. The Authority Chairman, if necessary, to prevent undue interference with the regular discharge of the duties of the Greenbrier Airport Authority, may, provided they neither violate the spirit and intent of the Freedom of Information Act nor prevent the requestor from obtaining the information requested, impose restrictions on employee time and agency resources that are reasonably necessary in order to allow the Greenbrier Airport Authority to function normally. Persons seeking (a) public record(s) under the Freedom of Information Act (W. Va. Code 29B-1-1 et seq) and who request that the information contained in the public record(s) be reproduced in copy form, will be required to reimburse the Airport Authority 40 cents per page payable prior to release of the requested copies.

ARTICLE VI IMMUNITY, INDEMNIFICATION AND INSURANCE

- A. Immunity. A member of the Authority or an officer, appointee or employee of the Authority shall not be subject to personal liability when acting in good faith within the scope of his or her authority or on account of the liability of the Authority.
- B. Indemnification of Directors and Officers. The Authority shall indemnify and procure insurance indemnifying each member of the Authority and each officer and appointee of the Authority against liability arising out of the discharge of his or her official duties, or for liability asserted by a person with regard to bonds or other obligations of the Authority, the issuance of bonds or other obligations of the Authority, or by reason of other action taken or the failure to act by the Authority. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, 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 or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that such person did have reasonable cause to believe that his or her conduct was unlawful. Upon a determination that indemnification of the director, officer, employee or agent is proper in To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action or proceeding heretofore referred to, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. Any indemnification provided herein shall be made by the Corporation only as authorized in the specific case the circumstances because he or she has met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of the Directors who were not parties to such action or proceeding or (2) if a majority vote cannot be attained, by independent legal counsel in a written opinion. Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding as authorized in the manner herein

provided, upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section. The indemnification provided for herein shall be deemed exclusive of any other rights to which any director, officer or agent may be entitled under bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- C. Eligible Expenses. Indemnification or other payment under this ARTICLE VI may be for expenses, including attorney fees, actual and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.
- D. Bond. The Authority will require individuals with check signing authority to be bonded to an appropriate level approved by the Board.

ARTICLE VII AMENDMENTS AND INTERPRETATION OF BYLAWS

- A. Amendments. These bylaws may be altered, amended or rescinded and new bylaws may be adopted by the members at any regular meeting or special meeting of the Authority called therefore, by the vote of a majority of the members of the authority serving at the time of the vote. Amendments to the bylaws must be presented to the Authority Members seven days prior to the meeting by electronic media or U.S. Mail.
- B. Interpretation. The provisions of these bylaws shall not contradict, extend or supersede the provisions of the West Virginia State Code and shall be interpreted in a manner consistent with the Code. In the event of any conflict between these bylaws and the West Virginia State Code, the provisions of the Code shall prevail.

Board Calendar

- May – Budget submitted for Board review
- June – Budget approved
- June- Election of Officers
- July 1 thru June 30- Fiscal Year –
 - Approval of payment of bills by persons approved for check writing authority
- July 1 – June 30 Officers Term of Office

These bylaws were adopted by the Greenbrier County Airport Authority by Resolution on October 16, 2018