

**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, Maxwelton, WV 24957. 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 five (5) members.
2. Appointment. The members of the Authority 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 shall not serve for a term as a member of the Authority longer than the term of office of the Greenbrier County Commission. The terms shall expire on the first day of July.
3. Ex Officio Member. The Chief Executive Officer and Chief Financial Officer shall be ex officio members of the Authority, without vote.
4. 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 pursuant to the West Virginia State Code.
5. Oath of Office. Before assuming the duties of office, an Authority Member must qualify by taking and subscribing to the constitutional oath of office. The subscribed oath shall be filed at the Greenbrier County Courthouse.

B. Powers and Duties

1. General. The Authority 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.

C. Meetings

1. General. The Authority shall meet at 6 P.M. on the third Monday of April, July, October, and January at Greenbrier Valley Airport or elsewhere if so ordered by a majority of the Authority, as a public meeting in compliance with the Open Meetings Act.

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 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. Closed Sessions. The Authority may meet in a closed session for all purposes provided per the West Virginia State Code.

7. Minutes of the Meetings. The Authority shall keep written or printed minutes of each meeting as provided by West Virginia State Code.

D. Compensation. Members of the Authority 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. Said bills are to be presented to the Authority for approval and payment.

E. 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 open to the public, and public notice of such meetings shall be given, if required by applicable West Virginia law or the Chairperson so directs.

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. All officers, except the Chief Executive Officer and Chief Financial Officer, must be members of the Authority.
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 in the Chief Financial Officer's care for inspection as required or requested.
 4. Chief Executive Officer. The Chief Executive Officer shall be appointed by The Authority to serve as Airport Manager, and attend as an Ex Officio Member of the Authority, serving at the will and pleasure of the Authority. The Authority shall appoint and fix the compensation of the Chief Executive Officer.
 5. Chief Financial Officer. The Chief Financial Officer shall serve as Treasurer, 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 Financial Officer, under the supervision of the Authority. The Authority shall fix the compensation of the Chief Financial Officer.
 6. Election and Appointment of Officers. The members shall elect officers of the Authority, other than the Chief Executive Officer and the Chief financial 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.
 7. 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. Any vacancy occurring in any office of the Authority shall be filled in the manner prescribed in these bylaws with respect to such office.

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. Records of the business of the Authority shall be kept in the Chief Financial Officer's office.
- B. 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.
- C. 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.

ARTICLE V
CONTRACTS AND CHECKS

- A. Contracts. All contracts, agreements, instruments of mutual consent between parties other than emergency response, must be approved by the Authority.
- 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 signors. Checks \$100.00 and below require one signature from any authorized check signor. The Chairperson, Vice Chairperson, Chief Executive Office, Director of Operations and Maintenance, and the Director of Security may sign checks.

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. 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.
- 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 may require individuals with check signing authority to be bonded.

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. Notice of the meeting must be 10 (ten) day prior to the meeting and notification must be by U.S. mail or public media.
- 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.

These bylaws were adopted by the Greenbrier County Airport Authority by Resolution on the 21st day of July 2014
