

EASTERN WV REGIONAL AIRPORT BYLAWS

ARTICLE I Name

The name of the organization shall be the Eastern West Virginia Regional Airport Authority, Martinsburg, West Virginia.

ARTICLE II Purpose

The purpose of the Eastern West Virginia Regional Airport Authority shall be to maintain and operate the Eastern West Virginia Regional Airport (EWVRA) in order to best serve the region and do all things necessary for the improvement of the airport and the aviation community, as well as the areas surrounding the airport.

ARTICLE III Authority

The Eastern West Virginia Regional Airport Authority is established under authority of West Virginia Code Chapter 8, Article 29, and by agreement of the City of Martinsburg and the Berkeley County Council, who serve as its primary funding bodies.

ARTICLE IV Board Members

Section 1. The management and control of the Eastern West Virginia Regional Airport Authority shall be governed by a Board composed of members appointed by the City of Martinsburg and the Berkeley County Council. In addition, if they elect to do so, the County Commissions and municipalities of Jefferson County and Morgan County, WV, may appoint members to the Authority, in accordance with Chapter 8-29-4 of the WV Code.

Section 2. Members shall be appointed for a term of three (3) years and thereafter shall be eligible for reappointment by their funding body, as long as the appointing agency provides funding for that position, in accordance with Chapter 8-29-4 of the WV Code. It is recommended that the appointments should be made on a staggered schedule so that not all of the funding bodies appointed members' terms expire in the same year.

Section 3. The Authority Members shall have the power and authority to do any and all things necessary or convenient to carry out and effectuate its purpose, as outlined in WV Code 8-29-8.

Section 4. The Authority Members shall be empowered to employ a full-time, paid Executive Director who shall oversee the day to day operations of the EWVRA. The Executive Director, with the advice and consent of the members of the Airport Authority, may hire such full time, part time, and seasonal employees as may be needed to conduct the operations of the airport, and will keep the Authority members advised of all matters related to the said operations.

Section 5. The Airport Authority shall annually, at a time convenient to each local funding body, report to such body upon all receipts and disbursements of the Board, the scope and location of its activities and such other information that the funding body may by resolution request and shall, at the same time, present a proposed budget showing projected receipts and disbursements, describing the programs and their anticipated costs, and giving such other information as any funding body shall by resolution request. Such annual report shall be a public record.

Section 6. All members of the Authority and staff shall file annually with the Secretary, a Conflict of Interest Disclosure Form that would reveal any potential financial, familiar, or other forms of conflicts of interest that could arise during the conduct of the business of the Airport Authority.

ARTICLE V Officers

Section 1. The Officers of this Authority shall be a Chairman, Vice Chairman, Treasurer, and Secretary. These officers shall hold office for one (1) calendar year and shall not be eligible to serve in the same office for more than two (2) consecutive terms.

Section 2. The Vice Chairman must be an appointee from a different governmental body from which the Chairman was appointed.

Section 3. All Officers of the Authority shall be elected annually by majority vote during its regularly scheduled July meeting. The election of officers shall be the first order of business at that meeting and the term of office for the newly elected officials shall begin immediately.

Section 4. All Officers of the Authority shall be provided a blanket surety bond and/or Director's Insurance by the Authority in an amount specified by state law.

ARTICLE VI Duties of Officers

Section 1. Chairman

The Chairman shall be the Chief Executive Officer of the Authority and shall perform and exercise all duties and authority which may be conferred upon him from time to time by the Authority. The duties of the Chairman shall be to preside at all meetings and have a working knowledge of the Bylaws of the Eastern WV Regional Airport Authority. He shall execute, acknowledge, and deliver deeds, contracts, agreements, and instruments of whatever character for and on behalf of the Authority. The Chairman shall appoint committees with the approval of the Board, authorize calls for special meetings, see that all orders and resolutions of the Board are carried into effect and generally perform the duties pertaining to the office. The Chairman shall be an ex-officio member of all committees.

Section 2. Vice Chairman

The Vice Chairman shall assist the Chairman as needed. The Vice Chairman shall perform the duties of the Chairman in his/her absence. The Vice Chairman shall also be an ex-officio member of all committees.

Section 3. Treasurer

The Treasurer shall be the official custodian of all funds of the Eastern WV Regional Airport. The Treasurer shall work with the administrative staffs Financial Officer to keep a full and accurate account of the receipts and obligations of the Authority and shall present financial statements at the regular meetings of the Eastern WV Regional Airport Authority. The Treasurer shall ensure that a complete financial audit be conducted in accordance with state regulations by the State Auditor's Office, either by their staff or an approved private auditing firm. The Treasurer will provide the results of such audits to all Board Members, with copies to each of the local funding bodies.

The Treasurer shall ensure that all checks written by the Eastern WV Regional Airport Authority shall contain two (2) signatures. Any of the four (4) officers and the Executive Director are eligible to sign Airport Authority checks; however, any expenditure over \$1,500, not previously approved through either the budget or grant process, shall require approval of the majority of Board Members. The Treasurer shall also serve as the Chairman of the Budget and Finance Committee. In the absence of the Chairman and Vice Chairman, the Treasurer shall preside over the meetings of the Airport Authority.

Section 4. Secretary

The Secretary shall ensure that a record of attendance at meetings is kept, that minutes of the Board are properly recorded, and that the official records of all correspondence received and issued by the Eastern WV Regional Airport Authority are maintained. (cont.)

The Secretary shall ensure that a copy of the minutes of all Board meetings is provided to both the Board Members and each of the funding bodies.

The minutes of the Airport Authority meetings will contain:

1. The date, time, and place of the meeting.
2. The name of each member of the Airport Authority present and absent.
3. All motions, proposals, resolutions, orders, ordinances, and measures proposed, the name of the person proposing the same, and their disposition.
4. The results of all votes and, upon request of a member, the votes of each member by name.

The Secretary shall be responsible for providing notice of all meetings in accordance with WV Code 6-9A-1, *et. seq.* and these Bylaws.

The minutes and records of the Airport Authority shall be the property of the Authority.

In the absence of the Chairman, Vice Chairman, and Treasurer, the Secretary shall preside over meetings of the Airport Authority.

ARTICLE VII Meetings

Section 1 Regular monthly meetings of the Airport Authority shall be held at a time, date, and location specified by the members of the Authority. The schedule of all regular meetings, along with the proposed agenda, shall be provided to the general public, as well as all local news media, at least one week in advance of those meetings. All meetings are open to the public and shall be conducted according to the most recent version of Roberts Rules of Order and will comply with the West Virginia State Ethics Commission regulations. To the extent that there is a conflict between Roberts Rules of Order and the Open Meetings Act, the latter shall prevail.

Section 2. Special meetings may be called by the Chairman, and/or by a majority of the Board Members. The calls for special meetings must be in writing, stating the purpose for the meeting and must be delivered to members at least 48 hours prior to the meeting time. The Special Meeting notice will also need to be posted to the public at least 48 hours prior to the meeting time. Official action may be taken only on items specified in the call.

Section 3. Issues and/or matters placed on the agenda for both regular and special meetings of the Airport Authority shall be set and approved by the Chairman; except whereupon upon the request of at least three Airport Authority members, other issues and/or matters shall also be placed on the agenda.

Section 4. Notice of all regularly scheduled Airport Authority meetings will be posted annually in a conspicuous location in the airport terminal and will be updated throughout the year, as necessary.

Section 5. Any and all committee meetings shall conduct their meetings in compliance with WV Code 6-9A-1, *et. seq.*, and these Bylaws

Section 6. A majority of the appointed Authority Members shall constitute a quorum at any meeting of the Airport Authority.

Section 7. At all meetings of the Airport Authority, voting on any and all the matters or issues coming before the Authority shall be in accordance with the "Organizational Agreement" established between the City of Martinsburg and the Berkeley County Council, dated April 30, 2015, unless superseded by a future agreement. Matters and issues brought before the Authority shall be determined by the majority of the votes cast for or against the same.

ARTICLE VIII Amendments

These Bylaws may be amended at any regular meeting of the Eastern WV Regional Airport Authority by a two-thirds (2/3) vote of the entire membership of the Board; provided, notice was given at a previous meeting, and in accordance with WV Code 6-9A-1, *et. seq.*

ARTICLE IX Effective Date

This set of Bylaws shall supersede all previous versions and the effective date of these new Bylaws shall be April 9, 2019.