



PORTAGE COUNTY REGIONAL AIRPORT AUTHORITY

BOARD OF TRUSTEES

BY-LAWS

Revised July 13, 2016

A. PURPOSE

The Portage County Regional Airport (PCRAA) is created in the manner provided in section 308.03 of the Ohio Revised code for the purpose of acquiring, establishing, conducting, operating, equipping, maintaining, improving, enlarging, and promoting the use of the Portage County Regional Airport (Airport.)

B. BOARD OF TRUSTEES

The Authority shall be governed by a Board of Trustees (Board.)

1. Members

The members of the Board shall consist of eight (8) members appointed by the Board of County Commissioners of Portage County, Ohio (County Commissioners.)

Reference: County Commissioners Resolution No. 86-108.

The Board shall be composed of at least five (5) members who shall be Portage County residents or Portage County property owners. Reference: County Commissioners Resolution No. 99-412.)

The members of the Board shall service without compensation. The Board may reimburse members for expenses in performing duties upon the submission of satisfactory verification of the expenses. Any expenses submitted for reimbursement must have been authorized within limits set the Board prior to actually being incurred.

2. Terms of Office

All members of the Board shall serve three (3) years rotating terms of office as designated in the County Commissioners Resolution 85-181.

Members who have completed a full term of office may at the discretion of the County Commissioners be reappointed to an additional term.

If for any reason a member of the Board is unable to complete a full term in office, the County Commissioners shall appoint a successor to complete the unexpired term of said Trustee.

Those members appointed by the County Commissioners to fill an unexpired term of office may upon expiration of that term apply to the County Commissioners for reappointment to the Board.

3. Resignation

Any member of the Board may tender his/her resignation in writing to the President of the Board. The resignation shall be presented to the Board at the next scheduled regular Board meeting.

Any member of the Board who is absent from more than three (3) consecutive meetings without a cause that is satisfactory to a majority of the other members shall be requested to submit his/her resignation to the County Commissioners.

C. OFFICERS

The Officers of the Board shall be a President and a Vice-President.

1 Election of Officers

The Board shall meet and organize by electing the President and Vice-President at the annual meeting which shall be held no earlier than the second Wednesday in January and no later than the second Wednesday in February of each year.

2 Terms of Office

The term of office for the President and Vice-President shall be for one year and expire at each annual meeting thereafter. The President and Vice-President shall be eligible to succeed themselves.

3 Duties of the President

The President shall preside at all meetings and decide all questions of order. He/she shall appoint all standing and special committees and designate the chairperson thereof. In the event a vacancy occurs on any committee, the President shall appoint a member of the Board to fill said vacancy and, if necessary, re-designate the chairperson of the committee.

4 Resignation, Death, or Permanent Absence of the President

In the event of the resignation, death, or permanent absence of the President or Vice-President and after the county Commissioners have made another appointment so as to bring the board up to its designated membership, a new President shall be elected by the members of the Board to serve the balance of the unexpired term.

5 Duties of Vice-President

The Vice-President shall perform the duties and have the authority of the President during the absence or disability of the President and shall preside at all the meetings of the board when and while the President is absent from the chair. When performing the duties of the President, the Vice-President shall have all the powers of the President. He shall perform such other duties and have such other authority as the Board may from time to time provide.

6 Absence of the President and Vice-President

At any meeting at which both the President and Vice-President are absent, the Board by majority vote of those present may elect a member of the Board to service as the presiding officer for that meeting.

D. COMMITTEES

The Board may appoint committees to conduct or supervise the duties of the Board on a day to day basis. These committees shall meet as required and may be convened by its chairperson or a majority of the committee member at any time upon reasonable notice to its members and to the President of the Board and in accordance with any applicable law. A quorum shall consist of a majority of the committee's members.

1. The President, with the approval of the board, may appoint the following standing committees whose duties shall be as follows.
 - A. Executive Committee: The executive committee shall consist of the Board President and two (2) other representatives of the Board. The executive committee will carry on active administrative duties of the Portage County Regional Airport Authority. These duties include but are not limited to:
 - 1 General communication with all tenants, pilots and businesses at PRCA
 - 2 Maintain regular communication and supervision over the Airport Manager
 - 3 Communication with the FAA, County and Regional Government Agencies.
 - 4 Airport planning, rules and regulations
 - B. Finance Committee: the finance committee shall consist of a minimum of three (3) persons. The committee shall see to it that the budget is prepared no later than January 1 of each year for approval by the Board. The committee shall:
 - 1 Closely supervise the accounting, auditing and financial policies of the PCRAA
 - 2 Make recommendations to the Board regarding lease rates, lease and rental agreements, credit and other financial matters.
 - 3 Maintain monthly communication with the Portage County Director of Budget & Finance on the financial condition of the PCRA.
 - 4 Research and monitor funding sources for airport operation and improvements.
 - 5 Benchmark PCRA operations with other regional and county airports in Ohio and neighboring states.
 - C. Building, Equipment and Grounds Maintenance Committee: This committee shall consist of a minimum of three (3) persons and it will hold supervision over, and make recommendations for, all physical assets of the PCRAA and see that all are maintained in good repair. These assets include:
 - 1 All runways, taxiways, parking and aprons areas
 - 2 All airport lighting systems, navaids and aviation infrastructure
 - 3 All buildings owned or leased by the PCRAA
 - 4 All equipment owned or leased by the PCRAA

In addition this committee shall insure safe and compliant operation of the airport with regards to grounds maintenance. This includes

 - 5 Snow and FOD removal from runways, taxiways, parking and aprons areas
 - 6 Grass mowing

- 7 Natural obstruction maintenance and removal in accordance with FAA guidelines

D. Public Relations/Event Committee: The public relations committee shall consist of a minimum of three (3) persons. The committee shall evaluate, plan, and publish the activities of the airport to the community. The committee will maintain a calendar of events for the year with adequate lead times to provide for ensuring maximum participation of the community. The committee shall:

- 1 Serve as the primary source for disseminating information to the community for activities at or related to the Portage County Airport.
 - 2 Plan events conducted at the airport and provide a checklist of required contacts such as law enforcement, medical/First aid, public relations, and FAA. Maintain a history of events to include attendance, lessons learned, and costs/benefits associated with the events.
 - 3 Ensure compliance with FAA requirements for events conducted at the airport to include NOTAMS, or other notifications.
 - 4 Make recommendations to the Board regarding events to include the organization sponsoring the event, other sponsors, costs, and whether the event should be allowed.
- 2 The President, with the approval of the Board, may appoint special committees for limited times and purposes as the President deems necessary
 - 3 Committees shall consist of at least one (1) current Board member and may include persons who are registered voters from the Regional area served by the Airport. The Executive Committee shall consist of current Board members exclusively.

E. EMPLOYMENT OF PERSONNEL

The Board may employ such personnel as are deemed appropriate and necessary for the operation of the Authority. Employees shall not be members of the Board.

- 1 Secretary – Treasurer
The Board shall normally employ a Secretary-Treasurer who shall serve at the pleasure of the Board, receive compensation, and perform duties as prescribed by the Board. This position shall not be filled by a member of the board and is not considered an officer of the Authority.
- 2 Compensation for the Secretary-Treasurer
A Secretary-Treasurer shall receive such compensation as the Board determines to be appropriate for his/her services. In addition the board upon its prior approval and within set limits may reimburse such person for office expenses and other expenses upon the submission of the satisfactory verification of the expenses that are normal to the duties required to be performed.
- 3 Duties of the Secretary – Treasurer
The Secretary-Treasurer shall be the fiscal representative of the Authority and the custodian of its funds and records and shall assist the Board in such particulars as it

directs in the performance of its duties.

He/she shall keep accurate books of account for all transactions on behalf of the Authority. He/she shall have the care and custody of the funds of the Authority and may on behalf of the Authority endorse for deposit or collection all drafts, checks, notes, and other instruments, and to sign receipt thereof. He/she shall have authority to sign on behalf of the Authority all vouchers for payments to be made by the Authority and checks, drafts, and other obligations of the Authority for the payment of money by the Authority in the manner and to the extent provided in these rules and regulations. All funds coming into the hands of the Secretary-Treasurer shall be deposited by him/her to the account of the Authority in one or more such depositories as are qualified to receive deposits of County funds, which deposits shall be secured in the same manner as County funds are required to be secured. No disbursements shall be made from such funds except in accordance with rules and regulations adopted by the Board. He/she shall from time to time and with the approval of the Board allocate and reallocate the funds of the Authority into inactive funds, active fund, and special funds as provided or permitted by law.

The Secretary-Treasurer shall prepare annually a budget covering operations of the Authority. The budget shall be prepared in sufficient time for review, comment, and for appropriate action by the board, prior to its submission to the County Commissioners.

The Secretary-Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Secretary and the office of the Fiscal Representative of an Authority, Board, Commission, or business organization. He/she shall be deemed to have discharged his/her responsibilities under these rules if he/she shall have caused the same to be discharged by an assistant or employee properly authorized or assigned to him/her by the Board, except as to any duties which under the law can be discharged only by the Secretary or Fiscal Representative of an airport Authority pursuant to the provisions of the Ohio Revised Code.

F. MEETINGS

The Board shall hold a regular monthly meeting open to the public.

1 Regular Meetings

The Board shall hold regular meetings on a monthly basis. At each annual meeting the board shall establish a specific day of the month and the time at which the meets shall be held. The Board shall provide this information to the office of the County Commissioners and to the local newspaper.

2 Special Meetings

The Board may hold Special Meetings as the business of the Authority may demand. When necessary, Special Meetings deemed may be called by the President, Vice-President, or any two members of the Board. Notice shall be given to all other members of the Board, the office of the County Commissioners and to the local newspaper as to the date, hour, and location of the meeting. The written or verbal notice must be received at least twenty-four (24) hours in advance of the meeting.

3 Open Meetings

All meetings of the Authority, regular and special, are hereby determined to be public meetings open to the public at all times. Minutes of the meetings and all records of the Authority shall likewise be open to public inspection at reasonable times during normal business hours in conformity with applicable laws of the State of Ohio.

4 Notification of Interested Persons

Any person may obtain the time and place of all regular meetings of the Authority and the time, place, and purpose of Special Meetings by calling the office of the County Commissioners.

5 Executive Session

The Board may hold an executive session without the public present only after a majority of the quorum present votes by roll call, take the action. The board may hold an executive session only at a regular meeting or at a special meeting. Before going into executive session one of the six (6) reasons allowed by the Ohio Revised must be stated. (See "The Sunshine Laws".)

6 Conduct of Meetings

Meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, except that any Special Rules adopted by the Board and presented herein as part of the by-laws shall take precedence in any given situation wherein a contradiction arises.

The following duties are considered presidential. They include, but are not limited to, calling the meeting or order, ascertain and announce a quorum is present, announce the order of business, put to vote all motions in order, assign the floor to members by announcing their names, enforce all rules including rules of debate, maintain order, respond to parliamentary inquiries, points of order, and any motions that requires action by the Chair. He/She must maintain impartiality, attempt to alternate between pro and con when managing debate on a motion. The President must also call for an Executive Session when it is proper to do so, have at hand and readily available the By-Laws, Rules of Order, Standing Rules and other documents to facilitate the transaction of Board business.

The President also appoints committee members, appoints the Chairman of each Committee. He/she declares the meeting to be adjourned.

The President shall make no motions, nor second any motions before the Board; however, the President may vote.

7 Quorum

Four (4) members of the board shall constitute a quorum for the transaction of business of the Authority.

8 Order of Business

Regular meetings shall be conducted in this order of business:

- i. Roll call
- ii. Reading and Correction of Minutes of Previous Meeting
- iii. Approve Requisitions and Invoices for Payment
- iv. Reports and Communication from Officers
- v. Other Reports/Communications
- vi. Reports of Standing Committees
- vii. Reports of Special Committees
- viii. Pending/Unfinished business
- ix. New Business
- x. Business Items for Discussion
- xi. Recognition of Invited Guests
- xii. Recognition of Uninvited Guests with Questions, Petitions, and other such matters
- xiii. Requisitions and Purchase Approval
- xiv. Adjournment

9 Vote

All questions at meeting shall be determined by vote of a majority of members present.

10 Absentee Voting

Any member who is unavoidably absent from a meeting may be permitted to have his/her vote recorded upon any question acted upon during his/her absence. Any member who wishes to vote in absentia, may do so by one of the following three (3) methods:

i. By telephone:

A member may elect to have the Board call him/her at a pre-arranged time during the regular meeting of the Board. The President or Chairperson presiding over the meeting shall telephone the absentee member and read the motion or motions, as the case may be, aloud over the telephone. The President or the Chairperson shall request the absent member to acknowledge that he/she understand the motion, then, after receiving an affirmative reply, asks the member for his/her verbal vote which the President announces to the other Board members. The President then shall pass the telephone of the acting Secretary and then to one other member of the board each of who in turn shall ask the absent member to acknowledge the motion in question and then ask him/her for their verbal vote which they shall repeat to the other members of the Board. The vote shall be counted.

ii. In writing

When any proposed motion is announced in writing to all to all members of the board with at least ten (10) days prior notice to the meeting, that motion will be acted upon, then any absentee member may cast his/her "Yea" or "Nay" vote in writing prior to the meeting and present his/her vote to any member of the board or to the Secretary to be read at the appropriate time to ensure

his/her vote is counted.

iii. By Proxy

When a question is to be brought before the board at a meeting to which a member of the Board cannot attend and the question is known beforehand, the absentee member may vote on the question by proxy. The member who wishes to vote by proxy shall put in writing what he/she understands the questions to be. Then he/she shall vote "Yea" or "Nay" in writing, sign, and date the vote. The written vote shall be given to any member of the Board or the Secretary to be presented in open session at the meeting in which the question is voted upon. The vote shall be counted.

F. POWERS OF THE AIRPORT AUTHORITY

The Authority shall exercise in its own name all the rights, powers, and duties vested in and conferred upon it by Chapter 308 of the Ohio Revised code and subject to such reservations, limitations, and qualifications asset forth therein (copy of said Chapter is attached to and made a part of these By-Laws.)

The following is a partial listing of pertinent references in other Chapters of the Ohio Revised Code that reflect additional powers of the Authority hereby made a part of these By-Laws by reference:

Zoning Regulations: Section 4563.01 – 4563.21
Bidding procedures Section 4115.31; and 153.54

G. AMENDMENT OF BY-LAWS

By approval of two-thirds (2/3) of the members of the board, present and voting, the board may amend its By-Laws at a regular meeting. Notice of the proposed amendments shall be given at the previous meeting or mailed to all members of the Board at least ten (10) days prior to the meeting at which it will be considered.

These By-Laws adopted on July 13, 2016



Christopher Gilmore, President



Karen Stacko, Secretary/Treasurer