

By Laws of Butler County Airport Authority
475 Airport Road
Butler, Pennsylvania 16002

with latest amendment dated April 2014

**BY LAWS OF BUTLER COUNTY AIRPORT AUTHORITY
475 AIRPORT ROAD
BUTLER, PENNSYLVANIA 16002**

ARTICLE ONE – ORGANIZATION

1. The name of this organization shall be Butler County Airport Authority.
2. The organization shall have a seal which shall be in the following form:

3. The fiscal year of the corporation shall be the calendar year.

ARTICLE TWO – PURPOSES

The following are the purposes for which the Butler County Airport Authority has been organized.

1. To maintain the Airport facility and grounds for the benefit of Butler County corporations, business and the general public desiring to engage in aeronautical activity.
2. To apply for and utilize Federal and Commonwealth grants to maintain a reliever Airport status and to continue to improve the Airport for the County and all present and perceived users of the Airport facilities.
3. To promote the Airport for future growth of corporations and businesses in Butler County and to attract aviation businesses and enthusiasts.
4. To enter into land leases for corporate and private hangar construction and aviation businesses as a representative political entity of the County.
5. To provide a representative and knowledgeable board to communicate with County and Township officials regarding Airport and community relations, plans for future growth and to provide a forum for the public dissemination of information.
6. To do all things required and permitted by the Pennsylvania Municipalities Authority Act and the Charter of the Butler County Airport Authority.

ARTICLE THREE – AIRPORT AUTHORITY MEMBERS

The business of the Airport Authority shall be managed by a Board of Directors, nine in number. Each Authority member shall have one vote and such voting may not be done by proxy. Membership on the Board of the Airport Authority shall be by appointment by the Butler County Commissioners in accordance with the law. All Authority Board members must reside in Butler County. The remaining Authority members may make recommendations to the Butler County Commissions for persons to fill Board vacancies. The recommendations shall be made after consideration of resumes of persons interested in serving as Board Members and shall give preference to those with a prerequisite of aviation knowledge and a sincere interest in improving the Airport facilities of the Authority.

No Airport Authority Member shall participate in activities on or related to Airport Authority business or projects which would violate the Municipality Authorities Act of 1945 as amended, Public Officials Ethics Law or any other act or regulation of the United States of America or the Commonwealth of Pennsylvania relating to conflicts of interest or ethical standards.

An Airport Authority Board Member may be removed when sufficient cause exists for such removal. Violation of these By Laws shall constitute cause for removal as does excessive absenteeism. Excessive absenteeism is defined as being absent from a total of five regular or special meetings in any calendar year.

If the Board finds that there is reasonable cause to believe that sufficient cause exists to remove a Member, the Chairman shall cause notice of the just cause to be given to said Member with the opportunity to respond personally or in writing at the next Board meeting an explanation of or defense of the Member's actions. If the Board finds the reasons or defense insufficient, the Board may move that the Board Chairman or Vice Chairman shall petition the Court of Common Pleas to have said Member removed for cause.

ARTICLE FOUR – MEETINGS

The membership meeting of the Butler County Airport Authority shall be held on the second Thursday of each month at 7:00 o'clock p.m. In the event of prior commitments of a majority of the Airport Authority or a meeting with less than quorum present, the Chairman can reschedule the meeting for not more than ten (10) days from the date fixed by these By Laws. The Chairman or the Airport Manager shall contact each Member by telephone or by fax and place a public notice in the local newspaper of the change in meeting date that includes time and location of the next meeting.

The presence of not less than a majority of the Members shall constitute a quorum and shall be necessary to conduct the business of this Authority.

Special meetings of the Butler County Airport Authority may be called by the Chairman when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed to all Members at their addresses or they will be contacted by telephone or fax at least three (3) days before the scheduled date set for such special meeting. The Chairman shall cause public notice to appear in a newspaper of general circulation of the special

meeting date, including location of the special meeting. Such notice shall state the purpose of such meeting and the business to be transacted at such meeting.

At the request of a majority of the Members of the Airport Authority, the Chairman shall cause a special meeting to be called, but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting.

All meetings shall be held in the registered office of the corporation, 475 Airport Road, Butler, Pennsylvania 16002, unless otherwise specified in the notice of meeting.

Members may participate in any regular or special meeting of the Butler County Airport Authority can do so by telephone conference call using a speaker telephone or other telephone communication device where the Members in attendance and the members of the public can hear the Member participating by telephone and that Member can hear all other Members and public to be heard in live session. Participation by Member by telephone shall constitute attendance at the meeting for all purposes.

ARTICLE FIVE – QUORUM AND VOTING

A majority of the Members then in office shall constitute a quorum. All votes shall be by voice unless any Member shall request that the ayes and nays be recorded by roll call. In that event, the Chairman shall cause the Secretary to record the ayes and nays of the vote in the minutes of the Authority.

ARTICLE SIX – ORDER OF BUSINESS

1. Verify a quorum is present
2. Open the meeting
3. Approval of the minutes of the preceding meeting
4. Project status
5. Special concerns of attendees
6. Commissioner comments
7. Airport Manager's Report
8. Old and unfinished business
9. Finance Report
10. Approval of finance report

11. New business
12. Good and welfare
13. Attendee comments
14. Review of invoices
15. Approval of invoices
16. Executive session (if required)
17. Adjournment

ARTICLE SEVEN – OFFICERS

The officers of the organization shall be as follows:

Chairman
Vice Chairman
Secretary
Treasurer
Assistant Secretary

The Chairman shall preside at all Airport Authority meetings, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the chief executive of a public authority.

The Vice Chairman shall in the event of the absence or inability of the present Chairman, exercise his or her office, becoming acting Chairman of the Authority with all the rights, privileges and powers as if he or she had been the duly elected Chairman.

The Secretary or Assistant Secretary shall keep the minutes and records of the Authority in appropriate books, file and certificate required by any statute, federal or state, give and serve all notices of the Board except notice of rescheduled regular meeting of the Airport Authority as provided in Article Four to Members of the organization, be the official custodian of the records and seal of the organization, present to the membership at any meetings any communication addressed to the Secretary or Assistant Secretary of the Authority, attend to all correspondence of the Authority and exercise all duties incident to the office of Secretary. The Secretary may be one of the officers required to sign the drafts of the Authority.

The Treasurer shall have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the Airport Authority. The Treasurer may be one of the officers who shall sign checks or drafts of the Authority.

The Treasurer shall render monthly a written account of the finances of the Authority and such report shall be physically affixed to the minutes of the meeting and shall exercise all duties incident to the office of Treasurer. No special fund may be set aside which will make it unnecessary for two Authority officers to sign the checks drawn upon it.

No officers or Authority member shall for reason of the office be entitled to receive any salary or compensation other than reimbursements for expenses actually incurred and authorized; but nothing herein shall be construed to prevent an officer or member from receiving any compensation from the Airport Authority for duties other than as a member or officer.

The officers shall be elected by the Board annually at the regular December meeting for the following year. In the event the election of officers is not held, the current officers shall continue in office until such reorganization meeting is held.

ARTICLE EIGHT – SALARIES

The Airport Authority shall hire and fix the compensation of any and all employees which they, in their discretion may determine to be necessary in the conduct of the business of the Airport Authority.

ARTICLE NINE – COMMITTEES

All committees of the Airport Authority shall be appointed by the Chairman with the approval of the membership of the Board, and their term of office shall be for an indefinite period of time, to be terminated by the action of the Chairman or at the completion of their task.

ARTICLE TEN – AMENDMENT

These By Laws may be altered, amended, repealed or added to by an affirmative vote of not less than the number necessary for a quorum of members, plus one. The proposed changes shall be introduced at a regular or special meeting of the membership, but may not be adopted until a meeting at least two weeks after the meeting where the proposed changes are introduced.

ADOPTED this 12th day of September, 1996.

**ORIGINAL BY LAWS ADOPTED SEPTEMBER 12, 1996.
FIRST REVISION, JUNE 12, 2008.**

BUTLER COUNTY AIRPORT AUTHORITY

RESOLUTION NO. 2014-1

RESOLUTION OF THE BUTLER COUNTY AIRPORT AUTHORITY AMENDING THE BY LAWS TO ALLOW FOR THE EXECUTIVE SESSION TO TAKE PLACE PRIOR TO THE START OF THE MEETING.

WHEREAS, the Butler County Airport Authority, empowered by the Pennsylvania Municipality Authorities Act at §5607(7) and §5610(e), to subscribe, amend and repeal by laws, rules and regulations governing the manner in which the business of the Authority may be conducted; and

WHEREAS, the Executive Session is currently held at the end of each Regular Meeting, pursuant to Article Six of the By Laws; and

WHEREAS, the Board wishes to hold the Executive Session, if required, prior to the start of each Regular Meeting; and

WHEREAS, the intention to adopt this amendment to the By Law was raised by the Airport Authority at its monthly meeting on December 12, 2013, a meeting of more than two (2) weeks distant from the adoption of this Resolution as provided in Article Ten of the By Laws;

NOW, THEREFORE, the Butler County Airport Authority does hereby resolve to amend its By Laws as follows:

The first paragraph under Article Four- Meetings, shall now read as follows:

The membership meeting of the Butler County Airport Authority shall be held on the second Thursday of each month at 7:00 P.M. An executive session, if required, will be held prior to the start of the scheduled meeting. In the event of prior commitments of a majority of the Airport Authority or a meeting with less than quorum members present, the chairman can reschedule the meeting for not more than ten (10) days from the date fixed by these By Laws. The Chairman or the Airport Manager shall contact each member by telephone or by fax in place of public notice in the local newspaper of the change in meeting date that includes time and location of the next meeting.

Article Six – Order of Business is amended to delete No. 16 "executive session (if required)." The remaining Agenda items shall be renumbered accordingly.

RESOLVED this _____ day of _____

BUTLER COUNTY AIRPORT AUTHORITY

ATTEST:

Richard E. Kelly, Chairman

Secretary

BUTLER COUNTY AIRPORT AUTHORITY

RESOLUTION NO. 2014-2

RESOLUTION OF THE BUTLER COUNTY AIRPORT AUTHORITY AMENDING THE BY LAWS TO CONFORM TO THE RESIDENCY REQUIREMENT LANGUAGE FOUND IN THE MUNICIPALITY AUTHORITIES ACT.

WHEREAS, the Butler County Airport Authority, empowered by the Pennsylvania Municipality Authorities Act at §5607(7) and §5610(e), to subscribe, amend and repeal by laws, rules and regulations governing the manner in which the business of the Authority may be conducted; and

WHEREAS, the current Residency Requirement in the By Laws is more restrictive than that which is required under the Municipality Authorities Act; and

WHEREAS, the Board wishes to alter the Residency Requirement language in its By Laws to conform to the language present in the Municipality Authorities Act; and

WHEREAS, the intention to adopt this amendment to the By Law was raised by the Airport Authority at its monthly meeting on March 13, 2014, a meeting of more than two (2) weeks distant from the adoption of this Resolution as provided in Article Ten of the By Laws;

NOW, THEREFORE, the Butler County Airport Authority does hereby resolve to amend its By Laws as follows:

The first paragraph under **Article Three- Airport Authority Members**, shall now read as follows:

The business of the Airport Authority shall be managed by a Board of Directors, seven in number. Each Authority member shall have one vote and such voting may not be done by proxy. Membership on the Board of the Airport Authority shall be by the Butler County Commissioners in accordance with the law. All Authority members must be a taxpayer in, maintain a business in or be a citizen of Butler County, pursuant to Section 5610(b) of the Municipality Authorities Act. The remaining Authority members may make recommendations to the Butler County Commissioners for persons to fill Board vacancies. The recommendations shall be made after consideration of resumes of persons interested in serving as Board Members and shall give preference to those with a prerequisite of aviation knowledge and a sincere interest in improving the Airport facilities of the Authority.

The remaining Paragraphs of Article Three shall remain unchanged.

RESOLVED this 10th day of April 2014

BUTLER COUNTY AIRPORT AUTHORITY


Richard E. Kelly, Chairman

ATTEST:


Secretary