

TOOELE COUNTY/WENDOVER AIRPORT BOARD

BYLAWS



Revision A
20 JUNE 2016

TOOELE COUNTY/WENDOVER AIRPORT BOARD BYLAWS

ARTICLE I ESTABLISHMENT OF THE AIRPORT BOARD

A Tooele County/ Wendover Airport Board, hereafter referred to as the "Airport Board" is established to develop policies and provide management oversight for the Wendover Airport, hereafter referred to as the "Airport", which is located in Wendover, Utah. The principal goals of the Board are to ensure the safe and efficient operation of the Airport, to meet the air transportation needs of the region and to expand economic development opportunities in western Tooele County and also in the City of Wendover, Utah.

ARTICLE II OFFICES OF THE BOARD AND THE AIRPORT

Section 1. Office of the Board. The Office of the Tooele County Airport Board shall be located at the Tooele County Courthouse, 47 South Main Street, Tooele, Utah 84074.

Section 2. Airport Business Office. The business office of the Airport shall be located at 345 Airport Apron, Wendover, Utah 84083. The Airport Director shall be responsible for operation of the Airport Business Office.

ARTICLE III AIRPORT PROPERTY

The Airport property owned by Tooele County is as described in the Quit Claim Deed. All Airport property shall remain in the ownership of Tooele County but will be managed by the Wendover Airport Director with oversight from the Airport Board as described in these Bylaws.

ARTICLE IV MEMBERSHIP OF THE AIRPORT BOARD

Section 1. Composition of the Board. The Airport Board shall consist of five voting and three ex-officio members. The five voting members shall be: the three Tooele County Commissioners; the Wendover Airport Director, and the Mayor of Wendover, Utah. A representative from West Wendover City, and a representative from Historic Wendover Airfield and a representative from the Peppermill Corporation shall serve as ex-officio members to provide additional evaluation and counsel to the Board.

Section 2. Term of Service. Service on the Board shall be concurrent with the term of office or position designated above. The ex-officio members shall be elected to a two-year term.

Section 3. General Powers. The Airport Board shall review airport management briefings and provide overall direction for airport business. The Board shall provide long term and business development advice and direction to the airport management. Members of the Board shall have all of the powers necessary whether specified or unspecified in these Bylaws to carry out the duties and responsibilities of their offices as specified herein.

Section 4. Conflict of Interest. Board members are subject to and bound by the provisions of the County Officers and Employees Disclosure Act, Utah Code Annotated 17-16-1 et seq., and the Municipal Officers' and Employees' Ethics Act, Section 10-3-1301f et seq. Any violation of the provisions of these acts is grounds for removal from office.

Section 5. Additional Attendees. One or more of the following may be invited to provide expert advice to the airport board, as they may have information that is pertinent to board decisions. A member of the Utah division of Aeronautics, a member of the FAA Denver Airport District Office, and a representative from the FAA approved Wendover Airport Engineering firm.

ARTICLE V MEETINGS

Section 1. Regular Meetings. Regular meetings of the Airport Board shall be held every four months at the principal office of the Airport Board, the Airport Business office or such other place and time as may be designated. All the business of the Airport Board shall be conducted during regular meetings or at special meetings as provided for herein. All regular and special meetings shall be open to the public. Notice of the time, place and agenda for all meetings shall be posted at least 3 days in advance at the Tooele County offices, the Airport and the Wendover, Utah City Hall. Notices shall also be posted on the Tooele County website.

Section 2. Special Meetings. Special meetings may be called by any voting member of the Airport Board by informing the other members of the Airport Board of the date, time, place and purpose of such meeting, and by posing a notice in accordance with state law.

Section 3. Executive Sessions. The Airport Board may meet in executive session only for purposes permitted under the Utah Code. Executive sessions will be closed to the public and the media.

Section 4. Quorum. A quorum shall consist of three voting members. A simple majority of voting members present shall be sufficient to approve any action or other business to come before any regular or special meeting or executive session. The chairman and vice-chairman are permitted to vote on any matter.

Section 5. Minutes. Minutes of regular and special meetings shall be kept.

Section 6. Resolutions and Orders. The board shall conduct its affairs as prescribed under the Laws of the State of Utah. All members of the board, including the Chairman and Vice

Chairman shall have an equal voice and one vote in all resolutions before the Board. Any act of the Airport Board shall be in the form of a resolution or order. Resolutions and orders may be adopted by via voice vote, but on demand of any board members, the roll shall be called and the ayes and nays recorded. All resolutions which are adopted shall be promptly recorded and authenticated by the signature of the presiding officer. All resolutions of the Airport Board are effective the next business day unless otherwise specified. Minutes of Airport Board regular or special meetings, including resolutions adopted, shall be posted in the same manner as meeting notices.

Section 7. Recesses and Adjournments. Any regular or special meeting may be recessed or adjourned to any place within Tooele county, Utah, designated by a majority of the board members present by resolution specifying the date, time and place of the recessed or adjourned meeting.

Section 8. Waiver of Notice. No notice to board members shall be required for regular or special meetings when all of the board members waive notice of acknowledge receipt of a notice and consent to the holding of such a meeting or attend the meeting without objecting to the transaction of business, provided however, that proper public notice is posted as provided herein. Such meetings shall be valid for all purposes and any action may be taken.

Section 9. Work Sessions. The Airport Board may hold work sessions, when necessary, to gather information on subjects too lengthy or too technical for a regular meeting, or for any other purpose other than formal action. All work sessions shall be open to the public. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall occur at any work session. Work sessions require noticing and posting at least 24 hours prior to the meeting.

Section 10. Order of Business. All regular meetings of the Airport Board shall be generally transacted in the following order:

1. Roll call of members
2. Approval of minutes of previous meeting
3. Airport Financial report
4. Reports of other officers and committees
5. Agenda items
6. Unfinished business
7. New business, additional reports, meetings or business
8. Election of officers (when necessary)
9. Adjournment.

ARTICLE VI OFFICERS

Section 1. Officers of the Board. The officers of the Airport Board shall consist of a chairman and vice chairman, financial officer and secretary. Officers are selected from Board members as described in article IV.

Section 2. Election and Terms of Service. The board shall elect a chairman and vice chairman from among its voting members to serve for a period of two years.

Section 3. Compensation. Members of the board shall serve without compensation for their services; however, board members shall be entitled to reimbursement for necessary and reasonable expenses incurred in the performance of their duties.

ARTICLE VII DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 1. Chairman. The chairman shall be the principal executive officer of the Airport Board. He shall preside at all meetings of the Airport board. He may sign, either by manual or facsimile signature, together with the clerk or any other proper officer authorized by the Airport Board, contracts or other instruments which the board authorizes to be executed. In general, he shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Airport Board from time to time.

Any leases, contracts and other instruments duly authorized by the board will be referred to the Tooele County Commission for approval and signature.

Section 2. Vice Chairman. The vice chairman shall stand for the Chairman in his (her) absence and, when so acting, shall exercise the same powers, duties and responsibilities of the chairman. In general, he shall perform all duties incident to the office of vice Chairman and such other duties as may be prescribed by the Airport Board from time to time.

Section 3. Financial Officer. In general, the county auditor shall act as the Chief Financial Officer for the Airport. The auditor shall oversee and manage all budgets, funds, securities, evidence of indebtedness and other tangible property of the airport. He (she) shall establish, within the County Funds and procedures for deposit and disbursement from these accounts. He may deposit funds into these accounts and may pay any just debt from these accounts. The auditor shall maintain receipts and acceptances for moneys paid in on account of the Airport and shall provide copies of receipts executed by him to the Airport Bookkeeper. The auditor shall pay out all of the funds on hand, all bill, payrolls and other just debts of the Airport of whatever nature upon maturity of same. The auditor shall regularly review the books maintained by the Airport Bookkeeper. The auditor shall ensure that an annual audit of Airport financial records is accomplished per OMB Circular A-128, "Audits of State and Local Governments". Following the annual audit, the auditor shall prepare an annual report of the financial affairs and conditions of the Airport, its related properties and facilities. The annual report shall set out a full, detailed, complete and correct statement of all receipts of every kind since the last preceding report, showing the source thereof, and all disbursements of every kind, showing date, amount, number, and purposes of each voucher, to whom issued and the date canceled, if canceled. The report shall further show the full financial condition of the Airport, its related properties and facilities, and the status of its bonded debt, if any, and of every other detail necessary to a full and thorough understanding from such report, of the actual financial condition of such airport. The report shall be verified and accepted by the Airport Board.

Section 4. Secretary. The secretary of the Airport Board shall be responsible for all record keeping functions of the board. The secretary shall prepare meeting notices, agendas and minutes and shall witness and authenticate signatures on resolutions, documents and contracts. The secretary shall prepare and receive all correspondence for the Airport Board.

In general, the secretary shall perform all duties specific to this office and such other duties as may be prescribed by the Airport Board from time to time. The secretary may designate an Airport Administrative assistant to assist in these duties.

Section 5. Committees. The board may find it convenient, from time to time, to appoint one or more committees to investigate, report or make recommendations to the board. Committees may also be formed to accomplish any purpose, project or work assigned by the board. Such committees will be formed by resolution of the board from its members and/or members of the public. Findings or recommendations of any subordinate committee will not be sufficient to bind the board unless subsequently ratified by the board members. Members of committees shall serve without compensation for their services; however, they shall be entitled to reimbursement for necessary and reasonable expenses incurred in the performance of their duties. Committees may employ managerial, clerical, legal, consulting and engineering assistance, subject to prior approval by the Airport Board.

ARTICLE VIII AIRPORT STAFF

Section 1. Airport Director. The airport director will be a full time professional who is responsible for the overall management and direction of the airport. The director reports to the Tooele County Commission. The director shall prepare materials necessary for a board meeting and will attend all board meetings and will carry out directives for the airport as specified by the Airport Board.

Section 2. Airport Manager. The Airport Manager will be a full time professional who is responsible for directing and supervising the daily operations of the Airport. The manager reports directly to the Airport Director and will attend board meetings as requested or as possible.

Section 3. Airport Staff. All other airport staff as needed to adequately operate the airport will be defined and hired as specified by the Airport Director and Manager, and approved by the Tooele county Commissioners. Airport staff will be responsible to carry out all functions necessary to comply with FAR Par 139 to insure airport operations that are fully compliant for commercial passenger operations.

Section 4. Leases. The Airport Board shall approve overall guidelines and a general strategy of operations for both aeronautical (air-side) and non-aeronautical (land-side) leases. The airport Director and Manager shall be responsible for administering such leases.

ARTICLE IX POLICIES AND PROCEDURES

Section 1. Airport Operations. Airport operating procedures and policies shall be compliant with Tooele County directed policies and procedures. The annual operating budget shall be prepared and submitted by the Airport Director and Airport Manager in accordance with Tooele County Auditor procedures. The Airport Director and Manager are responsible for developing and enacting operations procedures that are in accordance with all required Federal Aviation Administration (FAA) regulations. Any projects funded by the FAA shall be coordinated with the Denver Airports District Office (ADO) and shall comply with all FAA regulations. The Airport

Board shall comply with all FAA grant assurances and shall make no policy nor undertake any decision in violation thereof.

Section 2. Reports. The Airport management shall prepare and submit reports concerning revenues and expenditures of the airport as necessary and dictated by the Tooele County Auditor. The airport management shall prepare reports and data as necessary for presentation at Board meetings so that board members may be fully cognizant of airport operations and direction.

ARTICLE X INSURANCE AND BONDS

Section 1. Insurance. The board may resolve to obtain insurance on any person who is, or was a board member, committee member or employee of Tooele County assigned to the airport against any liability arising out of their status as such, whether or not the board or Tooele County would have power to indemnify them against such liability. The board may also resolve to obtain general liability protection incidental to aircraft and vehicular operations at the airport.

Section 2. Sureties and Bonds. The Airport board may require any airport employee or any agent or person having business at the airport to furnish to the Airport board a bond, in such sum, and with such surety or sureties, as the Airport board may direct. Such bonds will be conditioned upon the faithful performance of his (her) duties at the airport and including responsibility for negligence and for accounting for all property, funds or securities of the airport which may come into his (her) hands.

ARTICLE XI AMENDMENTS TO BYLAWS

Amendments. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the entire Tooele County Airport Board voting at any regular or special meeting, provided that notice of the proposed alterations or amendments is contained in the agenda and notice of the meeting. If any portion of these Bylaws shall become invalid or void, the remainder shall not be voided or affected thereby.

ARTICLE XII APPROVAL OF BYLAWS

Approved this 20 day of July, 2016.

COUNTY OF TOOELE, UTAH

ATTEST:


WADE BITNER, Commission Chairman

MARILYN K. GILLETTE, Clerk