
**Bylaws Committee
Minutes**

**Monday, August 24, 2015
Manistee County Blacker Airport**

Members Present: Alan Marshall, Chairman
Doug Bell
Thom Smith

Members Absent: None

Others Present: None

Chairman Marshall called to order at 9:00 A.M.

The Committee reviewed the current bylaws and discussed potential changes to sections 3.2, 3.3, 3.5, 4.4, 5.4, and 12.2. The Committee did not agree on all of the potential changes, but recommended that they all be provided to the full Board for discussion (APPENDIX A).

The potential changes will be presented to the full Board at the September meeting, with a possible vote at the October meeting. The Committee recommended that each section be voted on separately.

The meeting adjourned at 11:05 A.M.

Respectfully submitted,

Alan Marshall, Chairman
Bylaws Committee

BY-LAWS OF THE MANISTEE BLACKER
AIRPORT AUTHORITY
MANISTEE, MICHIGAN 49660

Adopted October 12, 1998

Amended April 9, 2012

Amended July 14, 2014

Amended _____, 2015

Section One - PURPOSES

- 1.1 The purpose of the Manistee Blacker Airport Authority (hereinafter referred to as the Authority) is to plan, promote, acquire, construct, improve, own and maintain an airport.
- 1.2 To own, lease and operate an airport, including land, landing strip, navigation aids and buildings.
- 1.3 To provide efficient service to all who use the facility.
- 1.4 To initiate and maintain rules and regulations for the operation of the Authority and the airport.

Section Two - MEMBERSHIP

- 2.1 The present membership of the Authority shall consist of the County of Manistee and such other communities as shall join with the Authority at a later date.
- 2.2 Any county, city, township, or incorporated village, may become a member of the Authority upon resolution adopted by its governing body, and acceptance thereof by resolution adopted by a majority vote of the governing body of the Authority.
- 2.3 Any county, city, township, or incorporated village which is now, or hereafter becomes a member of the Authority, may upon request and upon resolution of its governing body, duly accepted by an affirmative vote of two thirds (2/3) vote of the entire governing board of the Airport Authority, may be released from membership in the Airport Authority.
- 2.4 A county, city, township, or incorporated village may not be released from Authority membership until all outstanding obligations of the Authority that have been incurred after the time of the admission to membership of the county, city, township, or incorporated village, and that part of prior obligations as may be agreed to by the Authority and county, city, township, or incorporated village have been paid, or adequate provision has been made for the payment thereof.
- 2.5 The Authority shall make a certified request annually to each county, city, incorporated village, or township which is a member of the Authority for a voluntary millage for the

purpose of planning, promoting, enlarging, extending, acquiring, constructing, improving, owning and operating the necessary land, navigation and building facilities of the airport and to allow implementation of other provisions of the Airport Authority.

- 2.6 The Board of the Authority may levy, within units of government joining the Airport Authority, an ad valorem property tax, to be levied on the taxable property within said units of government, a sum of money to be used to assist in the planning, promoting, acquiring, constructing, improving, owning, maintaining, and operating the landing, navigational, and building facilities necessary thereto of the community airport authorized by Act 312 of the Public Acts, 1982, as amended. The tax rate shall not exceed one (1) mill on each dollar of the state equalized valuation of the unit of government joining the Airport Authority. In computing the total tax to be levied, the assessed valuation of any units of government joining the Airport Authority shall not be used more than once.
- 2.7 The ad valorem property tax shall not be levied unless approved by the majority vote of the qualified electors, voting on the proposition, within the units of government joining the Airport Authority. An approved tax may be levied until the local unit is released from membership in the Authority or until the Authority is dissolved, whichever occurs first.

Section Three - AIRPORT AUTHORITY BOARD

- 3.1 The Authority shall be governed by a Board consisting of seven (7) members, to be appointed by the Manistee County Board of Commissioners.
- 3.2 Three members of the Airport Authority Board ~~may, but need not shall~~ be members of the County Board of Commissioners. ~~One member of the Airport Authority Board shall be a resident of the City of Manistee recommended by the Manistee City Council and approved by the County Board of Commissioners. Four (4) Three (3) members of the Board shall be at large members who are residents of Manistee County. [amended 4/9/12]~~
- 3.3 ~~All members of the Authority Board shall be appointed to a term of three years. To help promote continuity, the terms of at least two members of the Authority shall expire each calendar year. In order that two member terms expire each calendar year, for the five Authority Board members with terms expiring on December 31, 2012, one current or new member shall be appointed for a "one year" term; two current or new members shall be appointed for a "two year" term; and "two" current or new members shall be appointed for a "three year" term. Thereafter, all terms for current or new members shall be for terms of three years.~~
Airport Authority Board members shall be appointed to a term of three (3) years. The terms of at least two (2) members of the Authority shall expire each calendar year. Members appointed to an un-expired term shall be appointed only for the remainder of the un-expired term. If a County Commissioner's term as a County Commissioner expires before the Airport Authority Board term expires, the County Commissioner's

term on the Airport Authority Board will expire on the last day of the County Commissioner's term as a County Commissioner. The vacated term of a County Commissioner on the Airport Authority Board will be filled by appointment of a County Commissioner by the County Board of Commissioners to the remainder of the unexpired term.

Any vacancies will be filled by appointment of the County Board of Commissioners within ~~90~~ 60 days. [amended 4/9/12]

- 3.4 A member of the Airport Authority board shall serve without compensation, but shall be reimbursed for actual expenses incurred in the discharge of official duties. [amended 7/14/14]
- 3.5 An Authority Board member who has more than four (4) absences from regular Authority Board meetings within any twelve (12) month period shall be considered to have officially resigned from the Board. [amended 4/9/12]

Section Four - OFFICERS AND DUTIES

- 4.1 The Board shall elect annually a chairperson and a vice chairperson, who must be members of the Board, a Secretary and a Treasurer who need not be members of the Board. These elections are to be held at the regular Board meeting in January of each year, and newly elected officers shall take office immediately.
- 4.2 Officers shall hold office for a period of one year or until their successors are selected and assume office. [added 4/9/12]
- 4.3 Vacancies for unexpired terms shall be filled in the same manner as the original appointments were made. [added 4/9/12]
- 4.4 The Chairperson, if present, shall preside over all meetings of the Board, and appoint an acting recording secretary for all meetings at which the Secretary is absent, ~~and be an ex-officio member, without vote, of all committees.~~ [amended 4/9/12]
- 4.5 The Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson during the absence or disability of the Chairperson.
- 4.6 The Secretary shall cause to be kept, a written or printed record of every meeting of the Board which record shall be public.
- 4.7 The Treasurer shall receive and take charge of all monies belonging to the Authority, and shall deposit them in such bank or banks as the Authority may direct. The Treasurer shall disburse monies only at the direction of the Authority Board. The Treasurer shall report monthly to the Board on the funds under his or her jurisdiction, in a form acceptable to the Board.

- 4.8 The Board shall provide for a system of accounts to be adopted which shall conform to any uniform system required by law or regulation and shall also provide for the auditing at least once yearly of the accounts of the Treasurer of the Airport Authority by competent certified public accountants. The Board shall require of the Treasurer a suitable bond, by a responsible bonding company. [amended 4/9/12]

Section Five - MEETINGS

- 5.1 Public notice of the time, date and place of all meetings shall be given in the manner required by Act No. 267 of the Public Acts of 1976, as amended, being Sections 15.231 to 15.246 of the Michigan Compiled Laws, commonly known and referred to as the Open Meetings Act.
- 5.2 The Airport Authority shall hold a regular meeting each month at a specified time, day and location to be designated by the Chairperson at the annual meeting. A majority of the appointed members shall constitute a quorum.
- 5.3 The regular meeting in January shall be designated as the annual meeting. [amended 4/9/12]
- 5.4 The Chairperson may call a special meeting of the Board at any time, and shall upon request of three (3) members of the Board, call a special meeting of the Board. Written notice of the date, time, place and purpose of any special meeting of the Board shall be given at least two (2) days previous thereto, delivered personally, or by mail to each member of the Board at the last known address of the member of the Board as appears on the record of the Authority. If mailed said notice shall be deemed to be delivered when deposited in the United States Government Mail so addressed with postage fully paid. **In addition, if mailed, members of the Board shall also be notified by email and phone.**
- 5.5 The presence in person of the majority of the appointed members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a quorum be present at a meeting, no action shall be taken and the meeting shall be adjourned by operation of law.
- 5.6 The attendance of a member at any meeting shall constitute waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business on the grounds that the meeting shall not have been lawfully called or convened.
- 5.7 The business which the Board may perform shall be conducted at a public meeting of the Board held in compliance with Act No. 267 of Public Acts of 1976, as amended, being Sections 15.261 to 15.275, Michigan Compiled Laws, as amended, commonly known and referred to as the Open Meetings Act.

- 5.8 The Board shall keep a written or printed record of each meeting, which record and any other writing, prepared, owned, used, in the possession of, or retained by the Board in the performance of an official function shall be made available to the public in compliance with Act No. 442 of the Public Acts of 1976, as amended, being Sections 15.231 to 15.246 of the Michigan Compiled Laws, as amended, commonly known and referred to as the Freedom of Information Act.
- 5.9 All questions shall be decided by a majority vote of the members of the Board voting thereon, except as otherwise herein provided. Proxy voting shall not be allowed at meetings of the members of the Board.
- 5.10 An Authority Board member shall be allowed to attend any meeting via electronic means, provided all of the participants, including the public, can speak and be heard. Presence of an Airport Authority Board Member via electronic means shall constitute presence *in person* for all purposes provided for in these Bylaws. Attendance by electronic means is dependent upon the Authority having appropriate equipment. [added 4/9/12]
- 5.11 The Chair, with the assistance of the Airport Director or their designee(s), shall prepare an agenda for each meeting and the order of business shall follow in an orderly manner according to the agenda. A designated period for public comment shall be allowed. A time limit for discussion and/or comment may be set by the Chair. [added 4/9/12]
- 5.12 Parliamentary procedure in Authority Board meetings, when needed, shall refer to Roberts' Rules of Order as a guide. [added 4/9/12]

Section Six - COMMITTEES

- 6.1 The Chairperson may appoint, with the approval of the Board, an executive committee consisting of the Chairperson and two (2) other members, to carry on the active administrative duties of the Airport Authority, which executive committee shall hold office at the pleasure of the Airport Authority Board.
- 6.2 The Chairperson, with the approval of the Board, shall appoint other standing or special committees or special advisory committees as the Board deems necessary.

Section Seven - EMPLOYEES AND SERVICES

- 7.1 The Board may employ directly or contract for the services of an Airport Director. The Director shall have charge of the operation of the airport, subject to such written rules, policies and regulations as the Board may enact from time to time. [amended 4/9/12]

- 7.2 The Airport Director shall render reports on the operation and condition of the airport at the time and in the manner prescribed by the Board. [amended 4/9/12]
- 7.3 The Board may also select and employ other officers and employees and engaged services as shall be considered necessary.

Section Eight - FISCAL YEAR

- 8.1 The fiscal year of the Authority shall end on September 30. [amended 4/9/12]

Section Nine - BUDGET

- 9.1 Not later than September 1st of each year, the Board shall have prepared a budget containing an itemized statement of the estimated current expenses and the projected expenses for capital outlay, including the amount necessary to pay the principal and interest of any outstanding bonds or other obligations of the Authority maturing during the ensuing fiscal year or which have previously matured and are unpaid, and an estimate of the estimated revenue of the Airport Authority from all sources for the ensuing fiscal year. [amended 4/9/12]
- 9.2 The Board shall adopt such budget as may be deemed necessary and shall ascertain what appropriations are required from the County of Manistee, and each municipality that may become a member of the Authority, to meet their respective shares of the amount of the budget in excess of the estimated revenues.

Section Ten – APPORTIONMENT

- 10.1 In determining the fair and equitable share of the County of Manistee and each municipality that may become a member of the Authority, the Board shall establish the ratio that the state equalized valuation of each for the year in which the appropriation is required bears to the total state equalized valuation for the year in which the appropriation is required for the county and each municipality that may become a member of the Authority, and use the applicable ratio in determining the amount of appropriation required from the county and each municipality that may become a member of the Authority.
- 10.2 The Board shall also render to each participating county, city and municipality that may become a member of the Authority, on each July 1st, during the operations of the airport a certified report of the operation of the airport. Each report shall state the condition of the finances, the amount of money expended, and the money received from all sources. The Board shall also file a copy of the report with the Michigan Department of Treasury together with any other information the Michigan Department of Treasury may require.

Section Eleven – CONFLICT OF INTEREST [added 4/9/12]

- 11.1 In the event that business being carried out by the Authority Board may have a personal or financial impact on a member of the Authority Board or their immediate family, or any corporation or business of which the Authority Board member is an officer or director, the Authority Board member must disclose the conflict of interest and refrain from voting on the particular item of business.
- 11.2 If any question of whether or not a conflict of interest exists cannot be determined by the Authority Board, then the matter of the question shall immediately be referred to the Authority's legal counsel for consultation and recommendations.

Section Twelve - AMENDMENTS TO THE BY-LAWS

- 12.1 These By-Laws may be revised or amended at any regular meeting of the Board provided that the members of the Board have been advised at a previous regular meeting that changes in the By-Laws are being contemplated.
- 12.2 Should the Chairperson of the Board or three members feel that changes may be desirable; a special committee shall be appointed to prepare copies of the proposed revisions or amendments. Copies shall be sent by first-class mail to each member of the Board. The proposed revisions or amendment may be adopted at the next regular meeting, if approved by ~~two-thirds (2/3)~~ a majority of the total Board members. [amended 4/9/12]

Section Thirteen - ADOPTION

- 13.1 When the By-laws have been revised or amended as outlined above, they shall replace any prior By-laws, rules or regulations and shall become effective immediately.

MANISTEE BLACKER AIRPORT AUTHORITY

BY: _____
Chairperson

BY: _____
Secretary