

BY-LAWS of the ERIE MUNICIPAL AIRPORT AUTHORITY

1. Article One-Scope

All acts and transactions of the Authority shall be in accordance with the Pennsylvania Municipality Authorities Act of 1945, as amended and supplemented; other applicable federal and state laws and regulations; and federal and state grant assurances. Nothing in these by-laws is intended to or shall limit the powers the Authority is entitled to exercise under the Municipality Authorities Act. The Board shall have and exercise all the powers granted to the Authority.

2. Corporate Seal

The Authority corporate seal, an impression of which is affixed hereto, is hereby affirmed and adopted by the Authority. It shall be retained in the Authority Administrative Offices at Erie International Airport, 4411 West 12th Street, Erie, Pennsylvania 16505.

3. The Authority Board

- a. **OFFICERS.** The Board shall annually elect the following officers: President, Vice-President, Secretary, Treasurer; who shall have the following duties:
 - i. The **President** shall preside at all meeting of the Board (which meetings shall be conducted following Roberts Rules of Order). The President shall supervise the affairs of the Authority and the Airport Director. The President may appoint officers in addition to those specified as needed with Board approval.
 - ii. The **Vice-President** shall discharge the duties of the President if the President is absent or unable to discharge them.
 - iii. The **Secretary** shall attest that Authority resolution, minutes, and other documents are properly executed.
 - iv. The **Treasurer** shall review financial records of the Authority periodically as necessary; chair any Finance Committee that exists; and bring any financial matter desired to the Board's attention.
 - v. The **President Pro Tem** shall preside in absence of the President and Vice President for meeting for which elected.
- b. **ELECTION.** Elections shall be held annually during the first meeting in January or as soon thereafter as possible. Officers shall serve until their successions are elected.
- c. **APPOINTED OFFICIALS.** The Board shall appoint the following:
 - i. The **Executive Director** shall implement policy set by the Board, recommend policy to the Board, and administer the affairs of the Authority: employ subordinate staff for positions approved by the Authority, collect and disburse funds approved by the Board in the annual budgets, carry out capital projects

including authorizing change orders as necessary, keep complete and accurate records of Authority business, apply for grant funds, and all other necessary and desirable actions.

- ii. The **Solicitor** (one or more firms, and/or individuals) shall provide the Authority and the Board legal services as requested.
 - iii. The **Auditor** (certified public accountant or CPA firm) shall annually audit the financial records of the Authority and federal grants provide reports of those audits, and provide other accounting advice as needed.
- d. **MEETING.** The Board shall meet as business requires. Meetings shall be called by the President, or any two Board Members. Board Members who miss three regularly scheduled meetings in a row may be removed for cause as provided for in the Municipality Authorities Act. The President shall set meeting agendas: any Board Member may propose agenda items either before or during meetings.
- e. **COMMITTEES.** The President may form and appoint members to committees to make recommendations on Authority business; except that the Treasurer shall be the chair of any Finance Committee that exists.

4. Financial Matters

- a. **BUDGET.** The Director shall present to the Board annual operating and capital program budgets. Such budgets shall be balanced at time of presentation. The Board shall pass operating and capital budgets annually by December 31 for the next fiscal year.
- b. **AUDIT.** Authority records shall be audited annually.
- c. **INVESTMENTS.** The Authority shall invest its funds in any lawful investment consistent with the projected cash flow needs.
- d. **ACCOUNTING.** Authority records shall be kept in accordance with generally accepted accounting principles, with state law, and with federal and state grant agreements and regulations.

5. Official Action

Authority policy shall be established by written resolutions, sequentially numbered within each calendar year. "Rule and Regulations" shall govern airport users and the public. "Policies and Procedures" shall govern Authority operation. Resolutions will supersede previous inconsistent policy whether or not the rescinded or amended sections are specifically identified.

6. Indemnification of Officers and Directors

The Authority shall indemnify and defend Board Members and staff in all proceedings, for all actions taken on behalf of the Authority, except those which constitute a crime, actual fraud, actual malice, or willful misconduct, or when indemnification is prohibited by law.

7. Amendments to By-Laws

These By-Laws may be amended at any regular meeting of the Board for which notice to each Board Member has been mailed at least seven days in advance; provided that at least a majority plus one Board Member vote for amendment.

8. Advisory Board

An Advisory Board to the Authority is hereby established. All members of the Advisory Board will be invited to attend as auditors and advisors to all regular, special and executive meetings of the Authority. The members of the Advisory Board shall be designated by the President, shall serve for two (2) years, and may succeed themselves. They are expected to provide advice, in their respective specialties, to the Authority. They will have access to all Authority records, documents, information, and business, as are made available to members of the Authority Board, except that they shall not have voting privileges.

J. Michale Geary, President

Charles W. Brown, Secretary