

**BYLAWS  
OF  
FORT WAYNE-ALLEN COUNTY AIRPORT AUTHORITY**

---

**ARTICLE I**

**Organization**

The Fort Wayne-Allen County Airport Authority (the "Airport Authority") was created by the Indiana Legislature in 1985 by I.C. 8-22-3-1.1. The Airport Authority is governed by Indiana and federal law and these bylaws (the "Bylaws") are subject to those laws as they might from time to time be amended.

**ARTICLE II**

**Board of Directors**

The governing body of the Airport Authority is the Board of Directors (the "Board"). Indiana law provides for wide-ranging powers and duties for the Board. By statute, the Board consists of six (6) members (the "Members"), three (3) of whom are appointed by the Allen County Commissioners and three (3) of whom are appointed by the Mayor of the City of Fort Wayne. By statute, not more than two (2) Members appointed by the County Commissioners, and not more than two (2) Members appointed by the Mayor may be of the same political party.

**ARTICLE III**

**Meetings**

Regular meetings of the Board shall be held at least monthly at a time and public place in Allen County, Indiana as the Board may designate by resolution from time to time.

Special meetings of the Board shall be held on the call of the President or of any four (4)

Members of the Board at a public place in Allen County, Indiana, subject to the following:

- a) It shall be the duty of the person or persons calling the meeting to duly notify the Secretary of the Board (the “Secretary”) thereof in writing in time reasonably to permit the Secretary to prepare and serve notice on all Members, at least forty-eight (48) hours before the meeting, and to give such public notice of the meeting as may be required by I.C. 5-14-1.5 (the “Indiana Open Door Law”) or other applicable statute before the meeting. Notice to Members shall be served in writing by any lawful means of communication;
- b) Only such matters shall be considered or acted upon, or such communications received, as are specifically stated in the call for the meeting;
- c) Special meeting may be held upon shorter notice only under the conditions set forth in I.C. 5-14-1.5 or other applicable statute;
- d) Executive sessions of the Board shall be held as provided by I.C. 5-14-1.5-6.1 or other applicable statute.

## **ARTICLE IV**

### **Officers**

#### 4.1 Officers of the Airport Authority.

There shall be three officers of the Board. They are the President, the Vice President and the Secretary. The President of the Board has historically been known as the Chairperson and that designation shall continue to be used.

The election of the foregoing officers shall take place annually at the regular January meeting of the Board, or as soon thereafter as is practicable. The Board shall annually appoint a person as Treasurer of the Airport Authority who shall have the responsibilities set forth in I.C. 8-22-3-20 and other applicable laws. The Treasurer may be an appointed member or an Airport Authority staff member.

#### 4.2 President (Chairperson).

- a) The President shall preside at all meetings, preserve order and decorum and decide all questions of order subject to appeal to a majority of the Board. The Chairperson shall appoint all the Members of committees (the "Committees") that may be established by the Board.

#### 4.3 Vice President (Vice Chairperson).

The Vice President shall preside at all meetings of the Board and perform all other duties of the President in the absence of the latter; provided that in the event the office of President shall become vacant, the Vice President shall not automatically succeed thereto, but such vacancy shall be filled by vote of the Members of the Board at a regular or special meeting.

#### 4.4 Secretary.

- a) The Secretary shall keep an accurate journal of the proceedings of the Board. The Secretary shall have the proceedings printed or typed in permanent form after each regular or special meeting. One copy of the minutes shall be presented to each Member in a reasonable time after the meeting, and the Secretary shall cause one copy to be kept in the office of the Airport Authority, where the same shall be available for public inspection. The Secretary shall maintain in such records the aye and nay vote on the passage of each item of business.
- b) The Secretary shall maintain for a reasonable period a file of all original papers, documents, reports and correspondence filed with or submitted to the Board. The Secretary shall also keep and maintain a separate file of duplicate copies of each ordinance and resolution introduced in the order of introduction, identified by document type and number assigned, at all times available to the Members of the Board.
- c) The Secretary shall be custodian of all ordinances, resolutions, petitions, memorials and other papers pertaining to the business of the Board.
- d) The duties of the Secretary hereinabove set forth may be delegated to appropriate members of Airport Authority staff as has been done in the past.

#### 4.5 Treasurer.

- a) The Treasurer shall give bond in such sum and with such conditions as may be prescribed by the Board and with a surety approved by the Board. The Treasurer shall perform the duties and exercise the responsibilities set forth in I.C. 8-22-3-20 and other applicable laws.

- b) The Treasurer shall be appointed annually by the Board. If the appointment is a member of staff, it shall be made in coordination with the Executive Director of Airports.
- c) The Treasurer shall issue all warrants for the payment of money from the funds of the Airport Authority. The issuance of such warrants shall be approved by a majority of the Members of the Board present at its regular or special meetings. All warrants shall be countersigned by the President or Vice President of the Board.

## **ARTICLE V**

### **Conduct of Business**

#### 5.1 Rules of Order.

The rules contained in the current edition of Robert's Rules of Order Newly Revised ("Robert's Rules"), shall be the controlling authority on all questions or parliamentary law and procedure not specifically covered by these rules or by statute or ordinance.

#### 5.2 Quorum and Board Attendance.

A quorum shall consist of a majority of all Members of the Board, and the Board may act officially by affirmative vote of a majority of those present at the meeting at which the action is taken. Board attendance at meetings is strongly encouraged.

#### 5.3 Determination of Results of Voting.

The presiding officer shall decide whether any question is carried by affirmative or negative vote; but if in doubt or if a roll call vote be requested by any Member, the Board shall decide by roll call vote. The Secretary shall record the aye and nay tally of the vote for each ordinance or resolution.

#### 5.4 Motions and Resolutions.

When any motion or resolution is made and seconded, it shall be stated by the presiding officer or, if in writing, it shall be handed to the Secretary and summarized or read

aloud, after which debate on the motion or resolution shall be in order, and the motion or resolution shall be entered into the minutes with the name of the Member making it, unless withdrawn at the same meeting.

5.4 Public Hearings.

When the Board elects or is required by applicable law to conduct a public hearing, the Board's presiding officer shall control said hearing. Members of the public who wish to speak at a public hearing shall appear, in person or by counsel, shall speak into the microphone provided by the Authority, and shall state his/her name and address, prior to making further comments. The Board may from time to time adopt reasonable rules as to the number of persons to be heard and the time limits for each speaker.

## **ARTICLE VI**

### **Standing Committees**

There shall be such Committees as the Board wishes to establish from time to time. Committees shall be established by resolution setting forth the role of the Committee and the number of members of the Committee. The Chairperson of each Committee shall be appointed by the President of the Board.

## **ARTICLE VII**

### **Conduct of Business – Committees**

7.1 Any matter coming before the Board which does not fall within the specific province of one of the Committees existing at that time, may be assigned to such Committee as the Board may determine, or to a special Committee if the same be deemed appropriate by the Board.

7.2 All formal reports from Committees shall be made in writing, giving the title and number thereof, of any ordinance or resolution which may be subject of the report. All Committees shall return all ordinances, resolutions, and papers referred to them and report upon the same to the Board not later than the next regular Board meeting after the same are so referred; provided, that the Board may, at its discretion, extend the time for making such reports.

7.3 Employees of the Airport Authority, or other persons, may be appointed as members of Committees as the Board may deem appropriate. Every Committee member shall have one vote, but must be present at Committee meetings in order to be eligible to vote.

7.4 Notice of Committee meetings shall be given as expeditiously as circumstances warrant. Notice of Committee meetings shall be given pursuant to the Indiana Open Door Law or other applicable statute.

7.5 Except as set forth in Section 7.6, below, all Committee work shall come to the Board in the form of a report or recommendation which shall serve as a formal motion. In such event, Committees shall not have the power to bind the Board to a particular decision or course of action, but recommendations from a Committee to the Board shall be deemed to be a motion, provided that a Board Member participated in the Committee meeting at which said recommendation originated.

7.6 To the extent permitted by applicable law, the Board may expressly delegate to Committees the authority to take certain actions and, if it does so, the Committee shall have the power to bind the Board, to the extent of the authority granted and subject to the ability of the Board to overturn the Committees' decision or course of action, by a majority vote of the Board.

## **ARTICLE VIII**

### **Ordinances**

The process of adopting an ordinance is more involved than that for a motion or resolution. By statute, an ordinance must be introduced in a Board meeting preceding the Board meeting in which it is adopted, and appropriately timed public notice of the pending ordinance must be given before the Board meeting in which it is adopted. A public hearing must also be held before the ordinance is adopted, though the adoption may occur on the same day as the public hearing.

## **ARTICLE IX**

### **Order of Business – Board Meeting**

The order of business that shall be observed by the Board at its regular meeting shall be as determined by majority vote of the Board from time to time.

## **ARTICLE X**

### **Amendments and Enforcement**

These Bylaws may be amended, modified or annulled by a majority vote of the Board. These Bylaws (but only so long as they relate to rules of order) and Robert's Rules may be suspended by a unanimous vote of the Board, provided that said suspension shall not be effective beyond the duration of the meeting at which the suspension occurs. Any enforcement of these Bylaws or of Robert's Rules must be made at the appropriate time during the meeting and may not be raised thereafter in order to call into question any Board action. These Bylaws are intended to enhance the orderly handling of the business of the Board, are intended for the sole use and benefit of the Airport Authority, and may not be relied upon by the public to any extent.