

St. Louis Regional Airport Authority

ORDINANCE NO. 2023-1

AMENDED BY-LAWS

BE IT ORDAINED BY THE BOARD OF COMMISSIONERS OF THE ST. LOUIS REGIONAL AUTHORITY:

That the following shall be and hereby are adopted as the By-Laws of the ST. LOUIS REGIONAL AIRPORT AUTHORITY:

A. FISCAL YEAR:

The fiscal year of the Authority shall begin on June 1st, of each year and end on May 31st of the succeeding calendar year.

B. CORPORATE SEAL:

The Authority shall have a corporate seal having inscribed thereon "ST. LOUIS REGIONAL AIRPORT, Madison County, Illinois".

C. COMMISSIONERS, OFFICERS AND EMPLOYEES:

1. Commissioners of the Authority shall be qualified and appointed in accordance with the Airport Authorities Act (70 ILCS 5/1, et seq.) and shall continue to serve after expiration of his or her term until such time as his or her successor has been appointed.

2. The officers of the Authority shall be a Chairman, a Secretary and a Treasurer and such other officers or assistant officers as the Board may, from time to time determine by ordinance.

3. The officers of the Authority shall be elected annually by the Board at its first meeting in June. All officers, agents, or employees shall be appointed by the Board as it may be filled at any meeting of the Board. All Commissioners and officers, not previously having taken the oath as Commissioner, shall take the constitutional oath before entering upon their respective duties of such office, by filing the same with the secretary. Such Oath shall be as follows:

I do solemnly swear (affirm) that I will support the Constitution of the United States, and the Constitution of the State of Illinois, and that I will faithfully discharge the duties of the office of St. Louis Regional Airport Commissioner to the best of my ability.

4. Any officer or employee elected or appointed may be removed by the Board of Commissioners, wherever in its judgment the best interest of the Authority will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Commissioners may only be removed in accordance with Section 5 of the Airport Authorities Act, as amended.

5. The Chairman of the Board of Commissioners shall be elected from among the Commissioners. The Chairman shall preside at all meetings of the Board. The Chairman shall sign with the Secretary or other proper officer of the Authority all instruments which the Board has authorized to be executed, except as may be otherwise provided by resolution or ordinance.

6. The Treasurer shall, in cooperation with the Airport staff and Administration, have charge and custody and be responsible for all funds and securities of the Authority. The financial records of the Airport shall be kept at the Airport offices and shall be available to the Treasurer and all Commissioners upon request. The Treasurer shall give such bond as the Board may from time to time determine. No fund shall be paid out without approval by the Board.

7. The Secretary, in cooperation with the Airport staff and Administration, shall keep the minutes of all the meetings of the Board of Commissioners. The records and seal of the Authority shall be kept at the Airport offices and shall be available to the Secretary and all Commissioners upon request. The Secretary shall affix the corporate seal when duly authorized, and in general perform all duties incident to the office of Secretary which may, from time to time, be assigned by the Board.

8. The official Attorney appointed by the Board shall not be an officer or employee of the Authority, but shall be retained on a professional basis to give such legal services as may be necessary or desirable for the accomplishment of the corporate objects of the Authority. The attorney shall receive just compensation, as may be determined from time to time by the Board, pursuant to agreement with such Attorney. Such Attorney shall render professional services that may be required by the Board, the Airport Director or by any officer of the Authority. At its sole discretion, the Board may, from time to time, retain additional attorneys to assist with legal matters.

9. The official Engineer appointed by the Board shall not be an officer or employee of the Authority, but shall be retained on a professional basis to give such professional services as may be necessary or desirable for the accomplishment of the corporate objects of the Authority. The Engineer shall receive just compensation, as may be determined from time to time by the Board, pursuant to agreement with such Engineer. Such Engineer shall render all professional service that may be required by the Board of Commissioners or by any officer of the Authority.

10. The members of the Board of Commissioners shall receive for their services such compensation for their attendance upon their duties as Commissioners, as is determined by Board of Commissioners, but in no event shall the compensation of any commissioner exceed that authorized by law. Each Commissioner shall also be reimbursed for actual expenses incurred in the performance of such official duties.

11. The Board shall appoint an Airport Director who shall serve as the chief executive and operating officer of the Airport. The Airport Director shall direct and be responsible for the day-to-day operations of the Airport. The Airport Director shall report to the Board of Commissioners and shall have such other powers and duties as the Board may confer.

D. RULES OF PROCEDURE:

1. All meetings of the Board of Commissioners shall be conducted according to the Open Meetings Act and pursuant to the Rules of Parliamentary Practice comprised in Robert's Rules of Order, except in so far as the said rules shall conflict with either these Bylaws, the Open Meetings Act, a duly issued Executive Order by the Governor of Illinois, or any other state law. The Board shall provide for a remote attendance policy. The Chairman shall vote on all matters before the Board.

2. Four members of the Board of Commissioners shall constitute a quorum for transaction of the business at any meeting. The act of a majority of the commissioners present at a meeting at which a quorum is present shall be the act of the Board of Commissioners, except as otherwise specified by law.

3. The validity of any ordinance, resolution or other acts of the Board, otherwise valid, shall not be subject to question after the adjournment of any meeting for alleged failure to comply with the rules of procedure herein contained.

4. The Chairman of the Board shall appoint such committees as from time to time may be designated by resolution of the Board. Such committees shall have no legislative or executive power, but shall investigate and make a report to the Board and shall confer with and advise the officers in the discharge of their duties pertaining to the work of the respective committee.

5. Commissioners are a collective, legislative body and have the authority and power to take action only as a Board.

E. MEETINGS:

All meetings shall be held in accordance with the Open Meetings Act. The Board shall establish the date, time and location of the meetings as required by law. Special meetings may be called by the Chairman, the Airport Director or upon the request of any two Commissioners. Meetings may be cancelled or rescheduled in the discretion of the Chairman due to inclement weather that renders attendance a potential safety hazard to attendees. The Chairman may also call for a meeting to be held remotely, but only in accordance with the Open Meetings Act (*see* 5 ILCS 120/7(e)), or as otherwise allowed by the Open Meeting Act.

F. INDEMNIFICATION:

Each Commissioner, officer and employee of the Airport, whether or not then in office or employment, shall be indemnified by the Airport against all costs and expenses including without limitation attorneys fees and judgments, claims or settlement thereof, or portions thereof, directly or indirectly arising out of the performance of their duties as a commissioner, officer or employee. This indemnification does not include criminal acts, willful or wanton misconduct or actions not in good faith in the performance of one's duties, or punitive or exemplary damages.

G. AMENDMENTS:

These By-Laws may be altered, amended or repealed in whole or in part by new or additional By-Laws adopted by a majority of the Commissioners then holding office at any regular

or special meeting of the Board of Commissioners; provided that unless all Board Commissioners then holding office are present and unanimously approve such proposed amendments, the proposals shall require readings at two separate meetings.

H. CONFLICT:

In the event that any provision of these bylaws should conflict with the provisions of the Illinois Airport Authorities Act (70 ILCS 5) or any other applicable state or federal law or regulation, the provisions of that Act or other law or regulation shall control. These Bylaws shall supersede all bylaws and amendments thereto previously adopted or approved by the Board of Commissioners.

Passed and executed this _____ day of _____, 2023.

Matthew Kelly
Chair

Robert LaMarsh
Secretary