

CHARLOTTE COUNTY AIRPORT AUTHORITY

BY-LAWS

ARTICLE I. GOVERNING BOARD

Section 1. Name

A. The governing board shall be known as the Charlotte County Airport Authority, hereafter referred to as the Authority.

Section 2. Membership

A. The Authority shall be composed of five (5) members, also known as commissioners, one from each Charlotte County commission district, who are elected in the same manner as county officials, including partisan affiliation. Elected commissioners shall take office at the first meeting of the commission after the general election. Each candidate for the office of commissioner of the authority must reside in the district from which the candidate seeks election for at least 6 months immediately before the time to qualifying to run for that office. Members shall be referred to as "commissioners."

Section 3. Powers

A. The general and specific powers of the Authority shall be those powers authorized under the provisions of the Enabling Act. No provisions in these bylaws may be construed as superseding or exceeding such authorized powers as set forth in the Enabling Act.

Section 4. Role and Purpose of the Charlotte County Airport Authority

A. The Authority shall guide the Charlotte County Airport Authority in the efficient and effective acquisition, construction, improvement, financing, operation and maintenance of airport facilities in Charlotte County, Florida, and, in particular, the Punta Gorda Airport (herein referred to as the "Airport").

Section 5. Authority and Responsibility of the Authority

A. The Authority shall be responsible for the organization and control of Airport facilities and shall be empowered to determine the policies necessary for the effective operation and general improvement of the Airport facilities. The Authority shall not be bound in any way by any action on the part of an individual commissioner, a committee member, or an employee except

when such action is taken in response to direction from or authorization by the Authority.

Section 6. Orientation of Commissioners

A. All new commissioners shall participate in an orientation program, which shall include instruction in parliamentary procedure, the Sunshine Law and Public Records.

ARTICLE II. MEETINGS

Section 1. Regular Authority, Workshops and Committee Meetings

A. The Authority shall hold regular meetings generally once a month unless canceled by emergency, majority vote, or by consensus of the authority members. All regular meetings shall be held in the Authority meeting room or other suitable facility within the County. Minutes thereof shall be kept.

B. Meetings of all committees shall be noticed in accordance with the requirements for special meetings, workshops or emergency meetings set forth in Section 2 of this Article II or as set forth by State Statute.

C. When the day fixed for any such regular meeting falls on a day designated as a legal holiday. Such meeting may be canceled at the discretion of the Authority.

D. At regular meetings, the Authority or committees shall consider all such matters as may be properly brought before them.

E. The administrative staff shall file annually a schedule of the regular meetings of the Authority with the Clerk of the Court of Charlotte County.

Section 2. Special Meetings, Workshops, Emergency

A. An emergency meeting of Authority may be called by the Chair or through notification of the CEO by three (3) or more commissioners or by the Authority Attorney or the CEO whenever any of the above deems an emergency to exist which requires immediate Authority action. Whenever such emergency meeting is called, the Chair shall notify the CEO, who shall serve either verbal or written notice upon each commissioner, stating the date, hour and place of the meeting and the purpose for which called, and no other business shall be transacted at the meeting. If, after reasonable diligence, it is impossible to give notices to each

commissioner, such failure shall not affect the legality of the meeting if a quorum is in attendance.

B. Proper notice shall consist of personal notice to each commissioner or, if personal notice cannot be made, by delivery to the commissioner's office and home and, if no one is at either place, by e-mail or leaving a message regarding the meeting on a telephone. In addition, it shall be the responsibility of the CEO to notify the media by placement of a Notice of Meeting in the newspaper, or by telephone, or e-mail.

C. All regular, special or emergency meetings shall be open to the public and shall be held and conducted in the Authority meeting room or other suitable facility within the county. Minutes thereof shall be kept.

D. Special meetings or workshops of the Authority which are not emergency meetings may be set as to time and place only during a regular meeting.

E. The No approval of the annual budget shall be granted at an emergency meeting.

F. The Any commissioner who shall be unable to attend an emergency meeting of the Authority due to his or her own physical absence from the district on the day of the emergency meeting, may nevertheless participate in the meeting through the use of amplified telephone equipment and shall be entitled to cast a vote at the meeting. Addressing the Authority by amplified telephone equipment, the absent commissioner does not constitute a quorum. The amplified telephone equipment must allow members of the public to hear the comments by all participating commissioners.

Section 3. Organizational Meeting

A. The Authority shall elect a chairperson and a vice-chairperson, secretary/treasurer and assistant secretary/treasurer annually at the November meeting.

Section 4. Notice of Meeting

A. The administrative staff shall publish a notice of all regular or special meeting or workshop in a local newspaper circulated in Charlotte County at least seven (7) days prior to such meeting. Notices of emergency meetings are set forth in Section 2 of this Article II or as set forth by State Statute.

Section 5. Procedure for Authority Meetings

A. A majority of the Authority shall constitute a quorum, and the affirmative vote of a majority of a quorum of the commissioners shall be necessary for any action taken by the Authority. The Chair of the Authority, if present at the meeting, shall participate in all Authority votes and may participate in all Authority debates. If the Chair elects to make or second a motion, he or she shall first relinquish the chair and not return to it until the pending question has been disposed of. The chairperson of the Authority shall preside at all the meetings at which he or she is present. In the absence of the chairperson, the vice-chairperson shall preside. If neither the chairperson nor vice-chairperson are present the secretary/treasurer shall preside. In the absence of the Chair, the Vice-Chair, and the Secretary-Treasurer, the Assistant Secretary-Treasurer shall act as Chair for the sole purpose of adjourning or recessing the meeting to a later dates. The presiding officer shall preserve strict order and decorum at all meetings of the Authority. The presiding officer shall repeat every motion and state every question coming before the Authority and announce the decision of the Authority on all matters coming before it. A majority vote of the commissioners present shall govern and conclusively determine all questions of order not otherwise covered. The presiding officer may vote on all questions, his or her name being called last when a roll call is requested. In the absence of the chairperson or in the event of his or her inability to serve by reason of illness or accident, the vice-chairperson shall perform the duties and functions of the chairperson until his or her return to the Authority or recovery and resumption of duty. The secretary/treasurer shall be responsible for the presentation of the previous meeting's minutes for the approval of the Authority at the following regular meeting. The assistant secretary/treasurer shall act in regard to these duties in the absence of the secretary/treasurer. Checks require two signatures, which may be made by any two commissioners or if delegated by the commissioners to do so, the CEO or any other authority personnel to whom authority has been delegated, or by their facsimile signature in accordance with the Uniform Facsimile Signature of Public Officials Act.

B. Authority proceedings shall be conducted in accordance with these Bylaws and Robert's Rules of Order Revised Edition, as they may be interpreted by Airport Legal Counsel. If there is a conflict between these Bylaws and Robert's Rules of Order, the provisions of these Bylaws shall take precedence.

C. Any action affecting the policy or general operating procedures of the Authority may only be taken at a regular, special, or emergency meeting of the Authority.

D. Voting shall be by voice unless a commissioner shall demand a roll call, in which case the Chair shall call the roll and the vote of each commissioner entered in the minutes. Each commissioner who is present shall vote either aye or no on each motion which is considered by the Authority unless the commissioner states that he or she is disqualified by conflict of interest. Any commissioner who shall be unable to attend a meeting of the Authority due to his or her own physical absence from the district on the day of the meeting, may nevertheless participate in the meeting through the use of amplified telephone equipment and shall be entitled to cast a vote at the meeting. Addressing the Authority by amplified telephone equipment, the absent commissioner does not constitute a quorum. The amplified telephone equipment must allow members of the public to hear the comments by all participating commissioners.

E. An agenda shall be prepared for each meeting and shall in all cases provide a period during which the public, the press, and individual commissioners may be heard. In preparing the agenda, the CEO, or his designee, shall first prepare a list of potential agenda items. This list shall include items requested by the Chair, other commissioners, the CEO, or Authority attorney for inclusion on the agenda. As the meeting or workshop approaches, the CEO, or his or her designee, shall present the complete list of proposed items of business, to the Chair for his or her review.

F. Whenever the vote of the Authority shall be required to select one (1) among competitive consultants or applicants before the Authority, the following special procedure shall apply: Each commissioner is required to vote his or her preference, in his or her order of preference, for at least the first, second and third choices. The Authority may elect to vote upon more than three (3) applicants upon a majority vote of the Authority. Each commissioner shall award to his or her first choice three (3) voting points; to his or her second choice, two (2) voting points; to his or her third choice, one (1) voting point. No commissioner may be excused from awarding the required points to his or her first, second and third choices except as provided within the Florida Statutes. In the event that a tie vote results, a run-off ballot will be conducted among the tied choices. In the event a tie vote results from the absence of a commissioner, the matter may be continued until the next regular Authority meeting. It shall not be necessary

for consultants to be present for any vote or continued vote from the commissioners under this subsection.

G. When the Authority meeting is held, the Authority may only take action upon any matter, proposal or item of business which is listed upon the official agenda. No resolution or other matter listed on the agenda for public hearing or vote thereon may be deferred until a later time unless a majority of the Authority present shall vote in favor of such deferral.

H. Commissioners are not required to obtain the floor before making motions or speaking. At the discretion of the Chair before a commissioner may make a motion or speak in debate, he or she shall be recognized by the chair. A commissioner who makes a motion shall be entitled to be recognized in preference to other commissioners in speaking on the motion. No commissioner who has already had the floor in debate on a pending question shall be entitled to it again so long as any commissioner who has not spoken on that question claims the floor. A commissioner, having obtained the floor while a debatable motion is pending may speak.

I. In conducting debate, each commissioner shall: (1) confine his or her remarks to the merits of the pending question; (2) refrain from attacking other commissioner's motives; (3) address all remarks through the chair; (4) refrain from speaking against his or her own motion; and (5) refrain from disturbing the assembly.

J. Commissioners owe a duty to avoid conduct tending to (1) undermine Authority decisions or hamper the Authority in its work; (2) expose the Authority or Airport to liability for damages; (3) injure the good name of the Authority or Airport; or (4) disturb the well-being of the Authority or Airport. In cases of serious breaches of this duty, the Authority, by a majority vote of the Authority, may publicly censure that commissioner.

Section 6. Procedure in the Event of Conflict of Interest (Fla. Statute §112.3143)

A. No commissioner shall vote in his or her capacity as a commissioner upon any measure which would inure to his or her special private gain; which he or she knows would inure to the special private gain of any principal by whom the commissioner is retained, or to the parent organization or subsidiary of a corporate principal by whom he or she is retained (other than the Authority or other governmental agency); or which he or she knows would inure to the special private gain of a relative or business associate of the commissioner. Prior to the vote taken by the Authority, the

commissioner shall publicly state to the assembly the nature of his or her interest in the matter from which he or she is abstaining from voting. Within 15 days after the vote is taken by the Authority, the commissioner shall disclose the nature of his or her interest as a public record in a memorandum filed with the secretary of the Authority, who shall incorporate the memorandum in the Authority minutes.

B. No commissioner shall attempt to influence the decision by oral or written communication, whether made by the commissioner or at the commissioner's direction, in any matter which would inure to the commissioner's special private gain or loss; which the commissioner knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained; or which he or she knows would inure to the special private gain or loss of a relative or business associate of the commissioner, without first disclosing the nature of his or her interest in the matter, by filing a written memorandum in accordance with the procedures set forth in Section 112.3143(4)(a), Florida Statutes, or, if applicable, by making oral disclosure at an Authority meeting, followed by the filing of a written memorandum, in accordance with the procedures set forth in Section 112.3143(4)(a).

C. The fact that a commissioner is a stockholder, officer, or director of a bank will not bar such bank from qualifying as a depository of funds coming under the jurisdiction of the Authority, provided it appears in the records of the Authority that it has determined that such commissioner has not favored such bank over other qualified banks (Fla. Statute §112.313(12)(g)), and further provided that such commissioner, if he or she is an officer or director of the bank, abstains from any vote whereby such bank is designated as a qualified depository of Airport funds.

ARTICLE III. ORGANIZATION

Section 1. Officers

A. The officers of the Authority shall be a Chair, Vice-Chair, Secretary/Treasurer and Assistant Secretary/Treasurer. Officers shall be elected by the Authority for a one year term at the annual organizational meeting each year; provided, however, such term may extend until the next duly qualified officer shall be elected by the Authority. Vacancies may be filled by the Authority at any regular meeting or special meeting called for that purpose.

B. The Chair shall preside at all meetings of the Authority, and shall exercise all the powers and duties imposed on that position by the Enabling Act. The Chair may serve as spokesman for the Authority and shall serve as primary interpreter of Authority policy, when such policy is not otherwise clear to the CEO.

C. The Vice-Chair shall act as Chair in the absence of the Chair and when so acting shall have all the power and authority of the Chair.

D. In the absence of both the Chair and Vice-Chair, the Secretary-Treasurer shall act as Chair and when so acting shall have all the power and authority of the Chair.

E. In the absence of the Chair, the Vice-Chair, and the Secretary-Treasurer, the Assistant Secretary-Treasurer shall act as Chair for the sole purpose of adjourning or recessing the meeting to a later date.

Section 2. Committees

A. The Authority may create ad hoc committees of the whole or part, as the need arises, to carry out specified tasks, at the completion of which, each such committee shall automatically cease to exist.

ARTICLE IV. BUDGET

Section 1. Budget

A. The Authority shall adopt a budget prior to September 30 of each year for the ensuing fiscal year commencing on October 1. The Budget shall be itemized by income or expenditure category. The budget and any amendments thereto shall be adopted only by action of the Authority taken at a regular or special meeting, but not at an emergency meeting.

ARTICLE V. ADMINISTRATION

Section 1. Chief Executive Officer

A. The Authority shall employ an airport manager with the title of CEO who shall be its Chief Executive Officer in the management of the Airport facilities. The CEO shall be given the necessary

authority and responsibility to operate the Airport in all its activities, subject only to such policies as may be adopted and such orders as may be issued by the Authority. The CEO shall act as the authorized representative of the Airport and the Authority, in all matters in which the Authority has not formally designated some other person to act.

B. In January of each year, the CEO shall present the Authority with a State of the Authority presentation for the past and upcoming year fiscal years. In October of the same year, each commissioner shall prepare a written evaluation assessing the CEO's performance during the past year. The written evaluation by each commissioner shall be presented to the Authority at the October Authority meeting. The Authority shall identify any areas in which the CEO's performance may be in need of improvement, and suggest strategies for achieving such improvement.

C. The Authority shall continue to engage the services of the CEO to conduct the operations of the Authority. The CEO shall be responsible for the administration of all departments which the Authority has the authority to control. The CEO shall be directly responsible to the Authority and shall implement and execute the policies of the Authority as promulgated by the Authority in open official meetings. The CEO shall not have the authority to establish the Authority policy. A policy decision is hereby declared to be the exclusive jurisdiction of the Authority in exercising its responsibilities and duties pursuant to the constitution of the state, or any general or special laws enacted thereunder. The CEO may promulgate administrative procedures and guidelines necessary for the proper functioning of administrative operations of the Airport.

D. The CEO shall be selected and appointed by the Authority upon an affirmative vote of four (4) commissioners. The CEO may be removed anytime by: (1) an affirmative vote for removal of four (4) commissioners in an open official meeting; or (2) an affirmative vote for removal by three (3) commissioners in two (2) open official meetings when such meetings are exactly two (2) weeks to the day apart from one another. Any removal of the Authority CEO shall be in accordance with the procedures and benefits prescribed by the then existing employment contract between the Authority and the CEO.

E. The CEO shall be responsible for the administration of all departments responsible to the Authority and for the proper administration of all affairs under the jurisdiction of the Authority. The specific powers and duties of the CEO include, but are not limited to the following:

- Formulate and prepare recommendations regarding policies, rules and regulations, directives, programs, agreements, leases and contracts and other documents which require the consideration, action or approval of the Authority.
- Implements the directives of the Authority with regard to all matters concerning the operations and functions of the Authority.
- Prepare and administer the Five-Year Master Plan, Annual Work Program, Annual Budget and Annual Report as approved by the Authority.
- Public speaking before civic groups and attendance or participation at meetings as directed by the Authority.
- Maintain accurate records of all Authority meetings and accurate financial records.
- Prepare and administer the Airport Development Program, the Foreign Trade Zone, grant funding and marketing plans of services of the airport to the aviation community and citizens of Charlotte County.
- Stay informed of and ensure compliance with related governmental regulatory agencies.
- Stay informed about trends in the field of aviation and the modern status of the Airport.
- Ensure that terms of all tenant leases are adhered to by the tenants.
- Select, supervise and terminate staff, and plan, direct, and coordinate through staff the planning, development, construction, expansion, improvement, maintenance, operating, regulation, protection and safety of the Airport.
- Coordinate activities, as necessary, with all local, state and federal regulatory agencies.
- To perform such other duties as may be required of him or her by the Authority.

It is the intent of this section to grant to the CEO only those powers and duties which are administrative or ministerial in nature and not to delegate any governmental power vested in the Authority. To that end, the above specifically enumerated powers are to be construed as administrative in nature and, in any exercise of governmental power, the administration shall only be performing the duty of advising the Authority in its role as the policy-setting governing body of the Authority.

Section 2. Duties of the CEO

A. The authority and duties of the CEO shall be to exercise that authority and perform those duties specified in the CEO's employment contract and under the policies of the Authority.

Section 3. Authority-CEO Relationship

A. The activities of the CEO shall be directed only by a majority of a quorum of the Authority. Direction to administrative staff shall be channeled through the CEO. It is the express intent of this article that recommendations for improvement in government operations by individual commissioners be made to and through the CEO so that the CEO may coordinate efforts to achieve the greatest possible savings through the most efficient and sound means available. Nothing in this section is to be construed to prohibit individual commissioners of the Authority from closely scrutinizing, by questions and personal observations, all aspects of operations so as to obtain independent information to assist the commissioners in the formulation of sound policies to be considered by the Authority. The CEO shall enjoy authority consistent with the duties delegated to him herein.

B. The CEO shall be included in, or made aware of, all substantive discussions or written communications between commissioners and vendors, tenants, and others doing business with the Airport. The CEO shall be the Airport representative in the negotiations, however, the CEO shall keep the Authority apprised of the progress of such negotiations, and obtain Authority approval of the final agreement. The CEO shall inform the Authority of current activities in either committee or Authority meetings. In particular, the CEO shall advise the Authority in matters which are policy or which border on policy decisions that are reserved to the Authority.

C. Because Authority decisions may only be made by a majority of a quorum of the Authority, individual commissioners shall refrain from directing the CEO or staff in the implementation of Authority decisions. Furthermore, in the absence of an emergency, the Chair shall refrain from directing the CEO or staff (1) in a manner contrary to an Authority decision, or (2) in matters upon which no Authority decision has been made. Nor shall the CEO accede to any request from individual commissioners to (1) take action contrary to an Authority decision or (2) withhold taking action mandated by an Authority decision. Commissioners shall support the CEO and staff as long as the CEO and staff are acting consistently with Authority direction.

ARTICLE VI. OPEN MEETINGS AND PUBLIC RECORDS

Section 1. A. All Authority meetings shall be open to the public and the press, except for discussions between the CEO and meetings with the Authority's legal counsel regarding settlement negotiations or strategy sessions related to pending litigation; and except for meetings relating to the Airport Security Plan, or as otherwise specifically permitted under current applicable Florida law. Official actions of the Authority and recommendations made by the Authority shall be set forth in the minutes of Authority meetings and Authority Workshops and shall be available for public inspection or distribution. Other public records of the Authority shall likewise be available to the public, unless they are exempt from disclosure by law, provided that persons requesting copies of documents shall pay any copying or labor costs established by the Authority pursuant to law.

ARTICLE VII. AMENDMENTS

Section 1. A. These Bylaws may be amended by a majority vote of a quorum of the Authority at any regular or special meeting.

ARTICLE VIII. ACCEPTANCE OF GRANT OFFERS

Section 1. A. The Chair is authorized to accept on behalf of the Authority, without prior formal action by the Authority, any federal or state grant offer to pay the allowable costs of any airport improvement project ("Project") under the following conditions:

- (a) The project is listed in the Authority's current capital projects budget or joint automated capital improvements plan, or the Project has otherwise been authorized by prior Authority action; and
- (b) The form and standard terms and conditions of the grant offer do not differ materially from those previously accepted by the Authority.

CHARLOTTE COUNTY AIRPORT AUTHORITY

Date

BY: _____

Paul Andrews, Chair

Kathleen Coppola, Secretary/Treasurer

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- (b) The form and standard terms and conditions of the grant offer do not differ materially from those previously accepted by the Authority.

CHARLOTTE COUNTY AIRPORT AUTHORITY

Date

8-31-17

BY: 
Paul Andrews, Chair


Kathleen Coppola, Secretary/Treasurer