

BY-LAWS FOR THE GAINESVILLE - ALACHUA COUNTY REGIONAL AIRPORT AUTHORITY

Adopted November 17, 2005

ARTICLE I

SECTION 1. TITLE AND PURPOSE. This body shall be known as the Gainesville - Alachua County Regional Airport Authority and will hereinafter be referred to as the "Authority." Its purpose shall be to develop, maintain, and operate the Gainesville Regional Airport and Industrial Park as set forth in Special Act, Chapter 86-469, Laws of Florida, as amended.

SECTION 2. SEAL. The Authority does hereby adopt its seal which states:

**GAINESVILLE - ALACHUA COUNTY
REGIONAL AIRPORT AUTHORITY**

The seal shall be used for attesting the signature of the Chair or the Chief Executive Officer on any documentation where such attestation is required or deemed appropriate.

SECTION 3. BY-LAWS. These By-Laws, and any future amendments hereto, shall be adopted by the affirmative vote of the Gainesville - Alachua County Regional Airport Authority. Notice of a proposed amendment, including the specific wording of same, shall be included in the agenda for any meeting at which an amendment is proposed.

These By-Laws shall be interpreted to effectuate their plain meaning. Disputes as to the interpretation of these By-Laws shall be determined by the Chair.

SECTION 4. FISCAL YEAR. The fiscal year for the Gainesville - Alachua County Regional Airport Authority shall commence October 1, and conclude September 30 of each year.

ARTICLE II

SECTION 1. NUMBER OF MEMBERS. The Authority shall be governed by nine (9) members who reside within Alachua County; five (5) who are appointed by the City Commission, three (3) by the Governor of the State of Florida, and one (1) by the Board of County Commissioners pursuant to Special Act, Chapter 95-457, Sections (3) (4) and (5), as amended.

SECTION 2. TERM. Each member shall be appointed for a term of three (3) years; except for appointments to fill vacancies, which shall be for the balance of the unexpired term; and except for the initial term of the first nine (9) members which is established pursuant to Special Act 86-469, Subsection 4, as amended. All members shall serve until their successors are appointed and take office.

SECTION 3. a) ATTENDANCE. Any member of the Authority who has had three or more consecutive absences from regular monthly meeting shall be considered to be in "neglect" of duty.

b) APPEAL OF NEGLECT OF DUTY DETERMINATION. A member determined to be in neglect of duty as described above may appeal to the full Board at a regular monthly meeting and request approval of the three (3) consecutive absences.

c) NOTIFICATION OF NEGLECT. Should a member be in neglect of duty as defined herein, the appointing authority shall be notified.

SECTION 4. EX-OFFICIO MEMBERS. The Authority may be advised by a representative of the Gainesville Area Chamber of Commerce in an ex-officio capacity. The ex-officio member shall have no voting privileges or governing role, but may provide and facilitate input from a regional perspective.

ARTICLE III

SECTION 1. CHAIR, VICE-CHAIR AND SECRETARY/TREASURER. The Authority shall select one of its members to serve as Chair of the Authority, one of its members to serve as Vice-Chair of the Authority and one of its members to serve as Secretary/Treasurer.

SECTION 2. ELECTION OF CHAIR, VICE-CHAIR AND SECRETARY/TREASURER. The Chair, Vice-Chair, and Secretary/ Treasurer of the Authority shall be elected by its

members for a term of one (1) year and no member shall hold the same office for more than two (2) consecutive years. The election for each office shall be conducted at the regular September meeting of the Authority or as soon thereafter as practicable and effective at the conclusion of the September meeting. The Authority shall, from their number, fill any vacancy in the office of Chair, Vice-Chair, and Secretary/Treasurer for the unexpired term thereof. The Governance and Nominating Committee shall be appointed by the Chair and present a slate of officers to the Board at its regular August meeting of the Authority. Nominations can also be made from the floor at the September election of officers.

SECTION 3. a) DUTIES OF CHAIR. The Chair shall preside at all meetings of the Authority and shall appoint necessary committees and shall be empowered to execute all legal documents in the name of the Gainesville - Alachua County Regional Airport Authority when the Authority has authorized or required the Chair to do so.

b) DUTIES OF VICE-CHAIR. The Vice-Chair shall serve in the capacity of Chair in the absence of the Chair.

c) DUTIES OF SECRETARY/TREASURER. The Secretary/Treasurer shall see to it that accurate minutes of all meetings of the members are kept. The designees of the Secretary/Treasurer shall have the care and custody of the money, funds, valuable papers and documents of the Authority and shall have and exercise under the supervision of the Authority all the powers and duties commonly incident to his office. The Secretary/Treasurer shall cause to be kept accurate accounts of the

Authority's transactions. Designees shall be restricted to members of the Authority and agents and employees of the Authority.

SECTION 4. COMMITTEES.

a) STANDING COMMITTEES. The Authority hereby creates the following standing committees:

- i) Business Development and Marketing
- ii) Finance, Audit and Operations
- iii) Facilities and Planning

Members of all committees shall be appointed by the Chair of the Gainesville - Alachua County Regional Airport Authority and shall be a Board member in good standing. The Committee Chair shall be appointed by the Chair of the Gainesville - Alachua County Regional Airport Authority for each committee and proper highlights of all committee meetings and actions shall be kept. Meetings of any such committee are at the call of the Committee Chair and shall be subject to the Florida Sunshine Law, but shall not be subject to the notice requirements of full Authority meetings. A Committee does not require a quorum to meet, though a quorum shall be needed to approve highlights from previous meetings or to make a Committee recommendation to the Board. There shall be a quorum when two (2) or more Committee members are present.

b) AD HOC COMMITTEES. The Authority may create and Chair may appoint members to Ad Hoc Committees from time to time to address specific concerns of the Authority. An Ad Hoc Committee shall meet as provided for standing committees.

c) GOVERNANCE AND NOMINATING COMMITTEE The Governance and Nominating Committee shall provide a nomination slate of candidates of officers at the August meeting, to be voted on at the Authority's September meeting, and the new officers shall assume office at the conclusion of the September Board meeting. The newly elected Chair will preside for the fiscal year, October through September. The Governance and Nominating Committee shall meet as provided for standing committees. Nominations for elected office may also be made from the floor at the time of the election of that office.

d) QUORUM A quorum is not required to conduct a Committee meeting.

ARTICLE IV

SECTION 1. REGULAR MEETINGS. Regular meetings of the Authority shall be held monthly at a date, time and location designated by the Chair.

SECTION 2. SPECIAL MEETINGS. Special meetings may be called at any time or place by the Authority, provided that such meetings shall be held as required, subject to the call of the Chair or upon request of three (3) or more members of the Authority. The call for a Special Meeting shall be in the form of a statement that the call is by the Chair or at the request of three (3) members. Items of business shall be specified in the call of the meeting. With the possible exception of details of very minor importance, only business mentioned in the call of a Special Meeting can be transacted at such meeting.

SECTION 3. AUTHORITY MEETING NOTIFICATION; REGULAR AND SPECIAL MEETINGS. The Authority shall give reasonable notice of all Regular and Special meetings at least 72 hours prior thereto, which shall be published in a newspaper in general circulation in Alachua County. All regular meetings or special meetings shall be open to the public except as allowed by law.

SECTION 4. AUTHORITY MEETING NOTIFICATION; EMERGENCY MEETINGS. Emergency meetings may be held at the call of the Chair, or three (3) members of the Authority or the Chief Executive Officer. An emergency meeting shall only be called when there is an immediate danger to the public health, safety or welfare. The emergency meeting shall occur no sooner than two (2) hours after the call. Every reasonable measure shall be taken to notify the public and media of the called emergency meeting. The call of the meeting shall state the business to be transacted and no other business than that so specified shall be transacted. All emergency meetings shall be open to the public except as allowed by law.

ARTICLE V

SECTION 1. GENERAL ORDER OF BUSINESS. At regular meetings open to the public, the general order of business before the Authority shall be as follows:

1. Call to Order by the Chair.
2. Roll Call.
3. Invocation.

4. Pledge of Allegiance
5. Determination of a Quorum.
6. Approval of Meeting Highlights.
7. Citizens Input – Non-Agenda Items
8. Airport Authority Input – Non-Agenda Items
9. Adoption of Agenda.
10. Consent Agenda.
11. Airport Business.
12. Tenant Reports
1. Airport Authority Attendance.
2. Adjournment.

SECTION 2. NON-AGENDA ITEMS. Citizens present having non-agenda business before the Authority shall be invited to speak prior to the bringing up of the agenda. These non-agenda items may or may not be considered or acted upon by the authority.

SECTION 3. ITEM ON THE AGENDA. The Chair may seek citizen input on any item on the agenda as the Board considers Airport Business items.

SECTION 4. TIME LIMITS. The Chair may place time limits for each speaker appearing before the Authority to afford an opportunity for the public to speak and to insure an orderly meeting.

SECTION 5. CONSENT AGENDA. Items which in the determination of the Chief Executive Officer, with the concurrence of the Chair, are deemed routine, ministerial or standard may be placed on consent agenda. The Authority shall approve all items on the consent agenda by one vote as it adopts the agenda. During the approval of the agenda, any member of the Authority may remove an item from the consent agenda for discussion and specific consideration.

SECTION 6. GENERAL ORDER OF SPECIAL MEETING. The order of business for Special Meetings shall be as follows:

1. Call to Order by the Chair
2. Roll Call
3. Determination of a Quorum
4. Airport Business which is the subject of the special called meeting
5. Adjournment

ARTICLE VI

SECTION 1. QUORUM. For the purpose of transacting business at any regular or special meeting, five (5) members shall constitute a quorum, and the affirmative vote of no less than four of the members present and eligible to vote, is required for any action or recommendation to prevail. A quorum of a Committee is not required for the Committee to meet.

ARTICLE VII

SECTION 1. HIGHLIGHTS. The Authority shall keep a record of highlights of all meetings. When possible, all meetings of the Authority will be taped, with the tapes retained on file in accordance with the public records law. The tape shall be considered the official record of the Authority proceedings.

SECTION 2. PREPARATION AND CERTIFICATION OF HIGHLIGHTS. It shall be the duty of the Chief Executive Officer, or his / her designee, to prepare highlights for all regular and special meetings of the Authority and all meetings of committees. The highlights shall be presented to the Authority for consideration and approval or revision. The Chair shall sign all highlights of Authority meetings, after their preparation and acceptance by the Authority, certifying that the highlights are an accurate and correct record of the proceedings of Authority meetings.

ARTICLE VIII

SECTION 1. VOTING. Voting on all resolutions which come before the Authority shall be by roll call vote. Voting on all other matters of business before the Authority shall be made by voice vote unless a roll call vote is called for by a member of the Authority. Any member of the Authority may call for a roll call vote on any item before the Authority and upon such request the Authority shall proceed with a roll call vote of its members. Each member of the Authority, other than the Chair, shall vote first every eighth time (if all nine members of the Authority are present) with the Chair always voting last. Should less than all members of the Authority be present, the above procedure would be modified so that each member, (except the Chair) would, for example, vote first every sixth time when only seven members including the Chair are present at a meeting. The decision on each item brought to vote shall be made by simple majority vote except as provided in Article VI, Section 1.

SECTION 2. VOTING ABSTENTION. Voting abstention shall be allowed only as provided by law.

SECTION 3. ABSENTEE VOTING PROHIBITED. An Authority member must be present at an Authority meeting to cast a vote. Absentee voting by an Authority member is prohibited. Absent members may submit written material to be read into the record during discussion.

SECTION 4. COMMITTEE VOTES. The Chair shall be a member of all committees; both standing and special, and shall vote with other committee members on all items.

ARTICLE IX

SECTION 1. PARLIAMENTARY AUTHORITY. The rules contained in the last revised edition of Robert's "Rules of Order" shall apply in all meetings of the Authority and committees to the extent that such rules are not in conflict with these By-Laws.

ARTICLE X

SECTION 1. ADMINISTRATION. The Authority shall employ the Chief Executive Officer to administer all operations of the airport and airport facilities and to supervise all airport projects. The Authority shall authorize the employment of other employees by the Chief Executive Officer, which are necessary to accomplish the objectives and purpose of the Authority.

SECTION 2. CHIEF EXECUTIVE OFFICER; DUTIES. The Chief Executive Officer shall be responsible to the Authority for the proper administration of all affairs of the Authority. The Chief Executive Officer shall have the power to:

(1) Appoint employees which are authorized by the Authority and discipline or terminate any employee of the Authority.

(2) Act as representative for the Authority in dealing with Federal, State and Local government agencies.

(3) To all lawful extent manage all phases of the Airport and Airport Industrial Park.

(4) Negotiate the terms and conditions of all leases, subject to the approval of the Authority.

(5) Prepare the annual budget for the Authority, submit the budget to the Authority and administer the budget after adoption.

(6) Prepare and submit to the Authority, at the end of the fiscal year, a complete report on the finances and administrative activities of the Authority for the preceding year.

(7) Serve as designee of the Secretary/Treasurer to the Authority and keep and provide meeting highlights, tapes, and a record of all meetings.

(8) Keep the Authority advised of the financial condition and future needs of the Authority and make such recommendations as may seem desirable.

(9) Perform such other duties as may be necessary in the proper administration of the facilities operated by the Authority.

(10) Supervise the implementation of all leases, contracts, and directives of the Authority.

(11) Be purchasing agent for the Authority, by whom all purchases of supplies shall be made, subject to the rules and regulations adopted by the Authority, and shall approve all vouchers for payment of same.

(12) Implement the Authority travel policy, pursuant to Section 112.061, Fla. Stat. and approve all vouchers for payment of the same.

SECTION 3. In accordance with the Memorandum of Agreement entered into by and between the City and the Authority, the Authority shall comply with City policies and procedures as it utilizes the indirect services of the City in administering and operating the Airport

ARTICLE XI

SECTION 1. AMENDMENT. Amendment to these By-Laws must be presented for discussion at one meeting and voted upon at the next meeting. All proposed amendments must be presented in writing and must be approved as provided in Article VI Section 1.

November 17, 2005