

# LITTLE ROCK MUNICIPAL AIRPORT COMMISSION

## BYLAWS

These Bylaws are authorized pursuant to The Code of Ordinances of the City of Little Rock, Arkansas ("Ordinance"), as amended:

### ARTICLE I. PURPOSE OF THE BYLAWS.

It is the intent of these Bylaws to prescribe the organization of the Little Rock Municipal Airport Commission ("Commission") and to establish orderly, equitable, and expeditious procedures for the conduct of its affairs so that Little Rock enjoys the best possible air transportation service and the public is well served and informed. The provisions contained in these Bylaws control and take precedence over any other policies and procedures to the extent such policies and procedures conflict.

### ARTICLE II. THE COMMISSION.

#### A. Members and Terms

1. The membership and the terms of service shall be seven (7) members and the term of service five years. At least one of the members shall be fully experienced in aviation, holding some type of pilot's aeronautical rating as required by A.C.A. § 14-359-104(b)(1).
2. Members who are appointed to fill vacancies for unexpired terms shall join the Commission at the next meeting following their appointment.
3. Should two or more members be appointed to the Commission simultaneously, the order of their seniority will be determined, unless otherwise agreed by the new members, by the drawing of straws with the member drawing the shortest straw having the least seniority. The drawing of straws will be performed by the Executive Director in the presence of the new members.
4. Any member of the Commission who shall be absent during any one year period from at least twenty-five percent (25%) of regular or special meetings that are called upon at least fourteen (14) days' notice, shall be reported to the City Clerk.

#### B. Officers

1. Chair, Vice Chair / Treasurer, and Secretary.

- a. The offices of Chair, Vice Chair / Treasurer, and Secretary shall be filled for terms of one year. The Chair shall preside at all meetings of the Commission, only if physically present at the meeting.
- b. In the event that the Chair is not physically present at the meeting of the Commission, the Vice Chair / Treasurer shall preside. In the event both the Chair and the Vice Chair / Treasurer, are not physically present at the Commission meeting, the Secretary shall preside.
- c. The Secretary shall sign all approved minutes.
- d. Any Commission member may sign other documents on behalf of the Commission when such action is approved by the majority of the Commission.

C. Terms and Elections of Officers

1. At either the last meeting of each year, usually held in December, or the first meeting of each year, usually held in January, the Commission shall elect its officers for the calendar year. The Commissioners may go into executive session to consider the appointments and shall reconvene to publicly vote on the election of the officers consistent with applicable laws. Officers shall serve for that calendar year unless an officer desires to be relieved of the responsibilities of the office or terminates service on the Commission.
2. Should an officer of the Commission terminate service on the Commission, either by expiration of term of office without reappointment, resignation, removal or death, the Commission shall elect a replacement officer from its remaining members to fill the unexpired term. Such special election shall be conducted at the next meeting of the Commission following termination of service, unless postponed by unanimous vote of the remaining members.
3. Should an officer of the Commission terminate service as an officer, either by resignation or removal, the Commission shall elect a replacement officer. Any of the Commission members may be considered to fill the unexpired term. Such special election shall be conducted at the next meeting of the Commission following termination of service, unless postponed by unanimous vote of the remaining members.

ARTICLE III. INDEMNITY

The Commission shall indemnify its commissioners, officers, employees and agents as follows:

A. Scope

1. Every Commissioner, officer, or employee or agent of the Commission shall be indemnified by the Commission against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Commissioner, officer, employee or agent of the Commission, except in such cases wherein the Commissioner, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties.
2. The Commission shall provide to any person who is or was a Commissioner, officer, employee, or agent of the Commission, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
3. The Commission may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

ARTICLE IV. COMMITTEES.

A. Standing Subcommittees

1. Standing subcommittees may be created by the Commission and charged with such duties as the Commission deems necessary or desirable.
2. The current standing subcommittees of the Commission are as follows:
  - Lease / Consultant Selection Committee
  - Personnel Committee
  - Finance Committee
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3. A standing subcommittee shall be comprised of three (3) Commission members appointed by the Chair of the Commission, one of whom shall be appointed by the Chair to serve as chairperson of the Committee for one year or until succeeded, except for the Finance Committee.

The Finance Committee shall be comprised of the Chair and two (2) other members appointed by the Chair of the Commission.

4. A quorum for the transaction of business for the Lease/Consultant, Personnel, and Finance subcommittees shall be two (2) members. If less than a quorum is present, the sole Commission member may request that

any other Commissioner that happens to be present attend the committee meeting to serve as a special committee member to ensure that a quorum is present.

5. The Airport Executive Director shall assign staff as needed to assist the Committee members with their assigned responsibilities.
6. The Commission Committees shall meet regularly in the Bill & Hillary Clinton National Airport/Adams Field offices or such other places as agreed by the Committee. The Committee members may participate in meetings by telephone or videoconference. However, Committee Chairs must be physically present in order to chair the meetings. If the Chair of the Committee is not physically present, the Chair will appoint another Commissioner to Chair the meeting. In the absence of such action by the Committee Chair, the most senior member of the Committee will chair the meeting.
7. Each Sub-Committee shall have the responsibility to review and make a recommendation for action to the full Commission of such matters properly before it as provided by these Bylaws.

**B. Sub-Committee Responsibilities**

1. Lease/Consultant Selection Committee
  - a. This Committee shall have responsibility to review all lease agreements or renewals with tenants of Bill & Hillary Clinton National Airport/Adams Field ("LIT"). Further, this Committee shall have responsibility to review all contracts for professional services, construction, vendors, or concessionaires to be provided to LIT and such other matters as are delegated by the Executive Director or Chair. With respect to each matter reviewed, the Committee shall make a recommendation to the full Commission for disposition. Should the Committee determine that any matter reviewed requires additional time, it may defer a recommendation for no more than 30 days so long as the Committee determines that the deferral does not result in any material loss, damage, cost, deficiency, diminution of value or expense to the Airport. The Executive Director may report any deferral to the full Commission at the next regularly scheduled meeting.
  - b. Any un-programmed expenditure of funds over Seventy-Five Thousand Dollars (\$75,000) relating to matters falling within the responsibility of the Lease/Consultant Selection Committee shall first be reviewed by the Lease/Consultant Selection Committee prior

to approval by the full Commission. See Section 7 of the Purchasing Resolution for the emergency authority of the Executive Director or his/her authorized representative.

2. Personnel Committee

This Committee shall have the responsibility to review and make a recommendation for action to the Commission regarding all matters concerning the LIT's Personnel Manual; as well as salary and employee benefits; staffing levels within the LIT's respective departments and such other matters as presented by the Director-Human Resources and Administration or are delegated by the Executive Director or Chair.

3. Finance Committee

- a. This Committee shall have the responsibility to review and provide any necessary comment to the full Commission relative to the annual budget and programmed expenditures for LIT. Further, the Committee shall review and comment on LIT's monthly Financial Reports and recommend, if appropriate, any budget adjustments, or any other matters delegated by the Executive Director or Chair. Finally, this Committee shall have the responsibility to review and make a recommendation for action to the full Commission regarding matters related to the defined benefit compensation plan provided to employees of the Commission. The Committee shall act as trustee for such plan where appropriate.
- b. Any un-programmed expenditure of funds over Seventy-Five Thousand Dollars (\$75,000) that has not been reviewed by the Lease/Consultant Selection Committee as provided in Section (B)(1)(b) above shall first be reviewed by the Finance Committee prior to approval by the full Commission. See Section 7 of the Purchasing Resolution for the emergency authority of the Executive Director or his/her authorized representative.
- c. Individual Commissioners must first have full Commission approval before the expenditure of any monies appropriated for un-programmed activities.
- e. The Committee shall also review and recommend for approval the submission, or receipt of any grants or funds made on behalf of or received by LIT other than those from the FAA, TSA, or the ARDA.

C. Special Subcommittees / Task Forces

Special subcommittee task forces may be created under the same conditions as standing subcommittees, except that the Chair shall also designate a date for the submission of the subcommittee's final report. A special subcommittee shall be dissolved when its function or task has been completed. No special subcommittee shall exist for a term of more than twelve (12) consecutive months except by direction of the Commission.

D. Information Requests

Any Commissioner may request and receive any documents or other information pertaining to the operation of LIT not otherwise restricted by law. If the information requested has not yet been acted upon by the Commission, then the Executive Director shall also notify and provide the information, to the Chair of the Commission and the Chair of the Sub-Committee or Task Force.

ARTICLE V. MEETINGS.

A. Regular Meetings

1. Date and Time.

Unless alternate dates are otherwise chosen, the Commission shall hold its regular monthly meetings on the 4<sup>th</sup> Tuesday of each month at 9:00 a.m.

2. Place.

The Commission shall meet regularly in the Bill & Hillary Clinton National Airport/Adams Field offices or such other places as agreed by the Commission. The Commissioners may participate in meetings by telephone or videoconference up to three (3) times a calendar year. In the event a Commissioner participates by telephone or videoconference more than three (3) times a calendar year, his/her presence will not count for purposes of a quorum or for any voting purposes *and he/she would be considered absent*. These restrictions and limitations shall not apply if the absence of the Commissioner is because he/she is conducting official Airport business.

3. Notice.

a. Notice of Commission Meetings.

The Airport Executive Director shall mail or electronically transmit a copy of the agenda for the Commission's regularly scheduled meeting

to each Commission member three (3) days prior to the date set for the meeting. The mailing shall constitute notice of such meeting. The Airport Executive Director shall also send a copy of the agenda to representatives of the press and other interested parties.

- b. A matter not on the agenda of a regularly scheduled meeting may be discussed by the Commission but may not be acted upon unless the Commission members present unanimously decide to suspend these Bylaws and vote affirmatively to place the matter on the agenda.

**B. Special Meetings**

1. Special meetings may be called by the Chair or by a quorum of the Commission members. Notice of a special meeting shall be given as prescribed by the Freedom of Information Act.
2. Any additions to the agenda of a Special Meeting may be made by a majority of the Commission members present.

**C. Recessed Meetings**

Where all business cannot be disposed of on the day set, the Commission may recess from day-to-day or as necessary to complete consideration of all items docketed on the agenda. A majority vote of those present shall be required to recess.

**D. Executive Session**

The Commission may, either before, during or after any meeting, sit in executive session. No official business shall be transacted during such session except privileged matters relating to personnel as allowed by law.

**ARTICLE VI. CONDUCT OF BUSINESS.**

**A. Order of Agenda**

All Commission meetings shall be conducted in accordance with their agendas which shall enumerate the topics to be considered in the following sequence:

1. Finding of a quorum;
2. Approval of minutes of previous meetings as mailed;
3. Approval of Consent Agenda
4. Order of business as agreed to by Commissioners; and
5. Adjournment

**C. Consent Agenda**

The consent agenda will consist of all of the items that any Committee or Task Force has approved and forwarded to the full Commission for approval. Prior to a vote on the consent agenda any Commissioner can request that an item be pulled for further discussion by the full Commission. All remaining items on the consent agenda shall be moved for approval without debate.

D. Standard Rules of Procedure

1. Parliamentary Procedure.

Except as may otherwise be set forth in these Bylaws, parliamentary procedure shall be prescribed in the latest edition of Roberts Rules of Order, Revised.

2. Suspension of Bylaws.

The Standard Rules of Procedure for these Bylaws may be suspended with the unanimous consent of the members present.

D. Special Rules of Procedure

1. Quorum.

A quorum for the transaction of business shall be four (4) members.

2. Vote and Proxy.

Each Commission member shall be entitled to one (1) vote. No Commission member shall cast a vote for another member by proxy.

3. Conflict of Interest

Any Commission member who may have a direct or indirect economic interest in any issue before the Commission or whose economic interest may be affected by a decision of the Commission shall be disqualified from participating in any of the Commission's discussions of that issue and any proceedings in connection therewith and from voting on each issue in conformance with Article III, Code of Ethics §§2-331 *et seq.* of the Little Rock Code of Ordinances. In the event that any member of the Commission is uncertain as to whether or not that member has an economic interest in an issue, that member may, in accordance with Section 6, subsection D, of the City of Little Rock Code of Ethics, request that the Commission's attorney obtain an opinion from the City Attorney before either participating in the discussion, proceedings, or voting.

4. Motion and Voting.

Any matter of business requiring action by the Commission may be presented by oral motion, and the members present may vote thereon by simple voice vote. All votes and abstentions shall be recorded in the minutes

of the meeting. In case of a split vote the Chair may ask for a show of hands or roll call. The minutes shall indicate the voting to be "approved" or "denied" and the name of the abstainer.

5. Majority Vote.

A simple majority of those members present at a Commission meeting shall be sufficient to approve any action.

E. General Policies

1. Formal Action.

No request for advice or moot question may be acted upon formally by the Commission unless properly placed on the Commission's agenda.

2. Open Meetings.

All meetings of the Commission, other than executive sessions, shall be open to the public as required by law.

3. Public Records.

All minutes of Commission meetings and all petitions, applications, reports and other documents on which action has been taken by the Commission shall be open to the public and available for inspection at reasonable times in accordance with law.

4. Precedents

No action of the Commission or any Committee shall be deemed to set a precedent. Each item shall be decided upon its own merit and circumstances attendant thereto.

5. Dissent.

If a member of the Commission wishes to dissent from a majority decision of the Commission, that member may request that the minutes reflect the reasons for such dissent.

ARTICLE VII. GENDER REFERENCES

All provisions of these Bylaws shall apply alike to male and female persons. All masculine pronouns or references in these Bylaws shall be deemed to include feminine pronouns or references.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or replaced by an affirmative vote of not less than a majority of the full membership of the Commission. A proposed amendment or motion to repeal shall first be presented in writing at a regular meeting and placed on the Agenda of a subsequent

regular meeting for action, unless ten (10) days' written notice has been given to all Commission members, in which case action may be taken at any regular or called meeting.

ADOPTED AS AMENDED

Date: April 23, 2024

  
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CHAIR

  
\_\_\_\_\_  
SECRETARY

ATTEST:

  
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COMMISSION COUNSEL