

**BYLAWS
OF
MISSOULA COUNTY AIRPORT AUTHORITY**

AUTHORITY

By Resolution No. 80-183, the Board of the Missoula County Commissioners created a Municipal Airport Authority for Missoula County ("the Authority") under the authority granted by Section 67-11-102, Montana Code Annotated ("MCA") and granted the Authority all the powers and duties authorized by Montana Code Annotated Title 67, Chapter 11. The Authority therefore adopts these Bylaws pursuant to Montana Code Annotated § 67-11-202.

ARTICLE I.

Section 1. Name. The name of the Municipal Airport Authority for Missoula County shall be the Missoula County Airport Authority ("the Authority").

Section 2. Principal Office. The principal office of the Authority shall be located at Missoula International Airport, 5225 Highway 10 West Box 25, Missoula, Montana 59808.

Section 3. Functions - public and governmental. The Authority functions for the benefit of the public and for public and governmental purposes and as a matter of public necessity. The purpose of the Authority is the planning, acquisition, establishment, development, construction, improvement, maintenance, equipment, operation, regulation, and protection of the Missoula International Airport and air navigation facilities, including the elimination of airport hazards.

ARTICLE II.

BOARD OF COMMISSIONERS

Section 1. Commissioners. The powers of the Authority are vested in the Board of Commissioners of the Authority ("the Commissioners"). Commissioners are public officers and shall carry out their duties for the benefit of the people of Montana. Seven individuals, residents of Missoula County, Montana, shall comprise the Commissioners. Two Commissioners shall be employees of Missoula County. Each Commissioner shall be appointed by the Board of County Commissioners for Missoula County, Montana and shall serve staggered five year terms or until a successor is appointed. Commissioners shall not serve more than 2 consecutive 5 year terms, however partial terms and time served as an alternate do not count against term limits.

In addition to the seven regular Commissioners, the Commissioners may request that the Board of County Commissioners appoint two alternate Commissioners. Alternate Commissioners shall be subject to these Bylaws, may attend and participate in meetings except that they shall not be entitled to vote at Board meetings, unless seated as provided in the remainder of this Section. In the event a regular Commissioner is absent, upon the majority vote of the regular Commissioners in attendance, one or both alternate Commissioners may be asked to sit with the regular Commissioners, in which case the alternate Commissioner or Commissioners shall have the power to vote on matters coming before the Commissioners at such meeting.

The Commissioners may, from time to time, name a past Commissioner to serve as an Honorary Commissioner if such past Commissioner has served at least one 5 year term on the

Board and/or has specialized knowledge or experience that is relevant to the work of the Board and is unable to serve as a full or alternate Commissioner. Honorary Commissioners shall be subject to these Bylaws, may attend and participate in meetings except that they shall not be entitled to vote at Board meetings. Honorary Commissioners serve at the pleasure of the Board and their status is subject to annual review.

Section 2. Vacancies. Any vacancy occurring among the Commissioners shall be filled by appointment by the Board of County Commissioners. Such appointment shall be for the unexpired portion of the term of the replaced Commissioner.

Section 3. Compensation. Commissioners shall not be compensated for their service. However, Commissioners shall receive their actual and necessary expenses incurred on official business. Expense claims shall be itemized and shall be signed by the claimant.

Section 4. Termination. Membership on the Board shall be terminated by a Commissioner's resignation, by a Commissioner ceasing to reside in Missoula County, by a Commissioner who is appointed as a County Employee ceasing their employment with Missoula County or upon acceptance by the County Commission of a recommendation, approved by a majority of the Authority Board, that a Commissioner be removed for cause.

Section 5. Cause for Removal. Cause for removal may exist when:

- A Commissioner misses more than three Regular Board meetings within a year;
- Such other good causes as determined by the Board, including misconduct, neglect of duty, or inefficiency.

Before a recommendation for removal is made to the County Commissioners, a public hearing shall be held in order for the Commissioner to defend the action and a majority of the Board must approve the recommendation.

Section 6. General Powers. The Authority has all the powers necessary or convenient to carry out the purposes of Title 67, Chapter 11, MCA, including the power to certify annually to the Missoula County Board of Commissioners the amount of tax to be levied for airport purposes, up to two mills. Authority powers include but are not limited to the power to:

- (1) Sue and be sued, have a seal, and have perpetual succession;
- (2) Execute contracts, including alternative project delivery contracts as provided for in Title 18, chapter 2, part 5, MCA, and other instruments and take other action that may be necessary or convenient to carry out its purposes;
- (3) Plan, establish, acquire, develop, construct, purchase, enlarge, improve, maintain, equip, operate, regulate, and protect airports and air navigation facilities, including the acquisition, construction, installation, equipment, maintenance, and operation at the airports or buildings and other facilities for the servicing of aircraft or for comfort and accommodation of air travelers and the purchase and sale of supplies, goods, and commodities that are incident to the operation of its airport properties. For the authorized purposes, the Authority may, by purchase, gift, devise, lease, eminent domain proceedings pursuant to Title 70, chapter 30, MCA, or otherwise, acquire property, real or personal, or any interest in property, including easements in airport hazards or land outside the boundaries of the airport or airport site, that is necessary to permit the removal, elimination, obstruction-marking, or obstruction-lighting of airport hazards or to prevent the establishment of airport hazards;

- (4) Establish airport affected area regulations in accordance with Title 67, Chapter 7, MCA;
- (5) Acquire, by purchase, gift, devise, lease, eminent domain proceedings, or otherwise, existing airports and air navigation facilities. However, the Authority may not acquire or take over any airport or air navigation facility owned or controlled by another authority, a municipality, or a public agency of this or any other state without the consent of the authority, municipality, or public agency;
- (6) Establish or acquire and maintain airports in, over, and upon any public waters of this state or any submerged lands under public waters, provided that the Authority has obtained the approval of the owner or agency that controls the water, and construct and maintain terminal buildings, landing floats, causeways, roadways, and bridges for approaches to or connecting with any airport and landing floats and breakwaters for the protection of the airport.

ARTICLE III Meetings

Section 1. Annual Meeting. The annual meeting of the Board of Commissioners of the Authority shall be held on the last Tuesday in November of each year beginning at the hour of 1:30 p.m. for the transaction of such business as may come before the Board.

Section 2. Monthly Meetings. The Commissioners shall meet on the last Tuesday in each month, beginning at 1:30 p.m. ("the Regular Meeting") or at such date or time as determined by the Commissioners. The monthly meeting in November of each year shall coincide with the annual meeting scheduled for the same day. All regular and alternate Commissioners are expected to attend regular monthly meetings. If a Commissioner is unable to attend a regular monthly meeting, the Commissioner shall notify the Board Chair and the Office Manager at least one week prior to the meeting or, in the case of an emergency, as soon as possible before the meeting.

Section 3. Special Meetings. Special meetings of the Commissioners may be called by or at the request of the Chair, or any two Commissioners, or by the Airport Director.

Section 4. Place of Meeting. The Commissioners may designate any place within the Missoula International Airport as the place of meeting for any annual or regular monthly meeting. The Commissioners may designate any place for a special meeting. Unless a different place is designated, meetings shall be at the principal office of the Authority.

Section 5. Notice to Commissioners. Notice of any special meeting shall be given to the Commissioners at least 48 hours prior to such meeting by written notice delivered personally or mailed to each Commissioner at his/her business address or by email, fax, by telephone call by the Secretary or Chair or by a designee to each Commissioner. Any Commissioner may waive notice of any meeting. The attendance of a Commissioner at any meeting shall constitute a waiver of notice of such meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Public Notice. Notice to the general public, including news media, shall be given at least 48 hours prior to every meeting of the Board at which a quorum is present in order to afford interested persons reasonable opportunity to submit data, views or arguments, orally or in written form, prior to a final decision of the Board on issues that are of significant interest to

the public. An agenda for each meeting will be posted at least 24 hours in advance of the meeting in the main terminal of the Airport and in the Airport Administration offices.

Section 7. Quorum. A majority of the Commissioners shall constitute a quorum for the transaction of business at any regular or special meeting of the Commissioners. If less than a majority of the Commissioners are present at said meeting, a majority of the Commissioners present may either seat one or both alternate Commissioners in order to achieve a quorum or may continue the meeting until such time as a quorum can be seated.

Section 8. Manner of Acting. The act of the majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Authority. Proxies shall not be permitted for any purpose.

Section 9. Order of Business. The order of business at any regular meeting of the Commissioners shall be as follows:

1. Chair will call the meeting to order.
 - Seating of an Alternate Commissioner if needed.
 - Approval of the Agenda
2. Public Comment Period
3. Review and approve the minutes of the last regular meeting and of any special meetings.
4. Approval of Claims for payment
5. Financial Report
6. Directors Report
7. Report from Legal Counsel
8. Committee Updates
9. Unfinished Business
10. New Business
11. Information Items
12. Adjournment

At any special meeting all order of business may be dispensed with, except the item or items of special business, the consideration of which prompted the call of such special meeting.

Section 10. Procedure. Robert's Rules of Order newly revised, 2001 edition, shall govern the procedures at all regular and special meetings of the Commissioners, except as may be otherwise provided by applicable federal, state or local laws, regulations or directives, these Bylaws or by ordinance, resolution, policy or decision of the Authority. Subject to any applicable federal, state or local laws, regulations or directives to the contrary, any Bylaw or rule respecting the consideration of business of the Commissioners may be suspended by a majority vote of the Commissioners in respect to the business considered at any meeting, but any such suspension shall not apply to subsequent meetings of the Commissioners.

Section 11. Closing a Meeting. A meeting of the Commissioners may be closed if:

1. The discussion relates to a matter of individual privacy and then if and only if the presiding officer determines that the demands of individual privacy clearly exceed the merits of public disclosure. The right of individual privacy may be waived by the individual about whom the discussion pertains and, in that event, the meeting must be open;

2. The discussion relates to a strategy to be followed with respect to litigation when an open meeting would have a detrimental effect on the litigating position of the Authority. However, a meeting cannot be closed to discuss strategy to be followed in litigation in which the only parties are public bodies.

Section 12. Committees. The Standing Committees of the Authority shall include Executive, Finance, Facilities and Operations, General Aviation, Marketing, Legislative and Business Development. In addition the Commissioners may form Special Committees for any purpose deemed appropriate. Members of the Standing Committees and any Special Committees shall be appointed by the Chair. Agenda and public participation requirements arising under state law shall apply. Alternate Commissioners may be appointed to Standing Committees and shall be entitled to vote on issues which come before the Committees to which they are appointed. Committees may forward seconded motions to the Board for action when such motion has been agreed to by a majority vote at a meeting of which every committee member has been notified.

ARTICLE IV CODE OF CONDUCT AND CONFLICTS OF INTEREST

Section 1. Ethical Requirements.

- a. A Commissioner may not acquire an interest in any business or undertaking that the Commissioner has reason to believe may be directly and substantially affected to its economic benefit by official action taken by the Authority.
- b. A Commissioner may not, within 12 months following the voluntary termination of office, obtain employment in which the Commissioner will take direct advantage, unavailable to others, of matters with which the Commissioner was directly involved during his/her term of office. These matters are rules, other than rules of general application that the Commissioner actively helped formulate and applications, claims, or contested cases in the consideration of which the Commissioner was an active participant.

Section 2. Conflicts of Interest.

- a. When a Commissioner is required to take official action on a matter as to which the Commissioner has a conflict of interest created by a personal or private interest that would directly give rise to an appearance of impropriety as to the Commissioner's influence, benefit, or detriment in regard to the matter, the Commissioner shall disclose the interest creating the conflict prior to any official action on the matter and shall recuse him/herself from participating in the discussion and voting on the matter.
- b. A Commissioner may not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when the Commissioner has a substantial personal interest in a competing firm or undertaking.

Section 3. Rules of Conduct. A Commissioner may not:

- a. Disclose or use confidential information acquired in the course of official duties in order to further substantially the Commissioner's personal economic interests;
- b. Accept a gift of substantial value or a substantial economic benefit tantamount to a gift that would tend improperly to influence a reasonable person in the Commissioner's position to depart from the faithful and impartial discharge of the Commissioner's public duties or that the Commissioner knows or that a reasonable person should know under the circumstances is primarily for the purpose of rewarding the person for official action taken. An economic benefit tantamount to a gift includes, without limitation, a loan at a

- rate of interest substantially lower than the commercial rate then currently prevalent for similar loans and compensation received for private services rendered at a rate substantially exceeding the fair market value of the services.
- c. Use Authority facilities, equipment, supplies, personnel, or funds for the Commissioner's private business purposes;
 - d. Engage in a substantial financial transaction for the Commissioner's private business purposes with a person whom the Commissioner supervises in the course of official duties;
 - e. Assist any person for a fee, contingent fee or other compensation in obtaining a contract, claim, license, or other economic benefit from the Authority;
 - f. Perform an official act directly and substantially affecting to its economic benefit a business or other undertaking in which the Commissioner either has a substantial financial interest or is engaged as counsel, consultant, representative or agent.

ARTICLE V OFFICERS

Section 1. Number. The Officers of the Authority shall be a Chair, a Vice Chair, and a Secretary/Treasurer.

Section 2. Qualifications. Only Commissioners whose term on the Board does not expire during the Succession Order, as defined below, are eligible to serve as Officers. No sitting County Commissioner shall be eligible to serve as an Officer.

Section 3. Nominations. The current Chair may nominate a slate of Officers by nominating a Commissioner to serve as Secretary/Treasurer, nominating the current Secretary/Treasurer to serve as Vice Chair, and nominating the current Vice Chair to serve as Chair. This shall be defined as the "Succession Order."

Alternatively, the current Chair may appoint a Nominating Committee, consisting of three current Commissioners or Alternate Commissioners, who may nominate a slate of Officers.

Additional nominations shall be permitted from the floor.

Section 4. Election and Term of Office. The officers of the Authority shall be elected annually by the Commissioners at their annual meeting in November of every year. Term of Office shall begin on January 1 of the following year. Office vacancies may be filled at any meeting of the Commissioners. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 5. Chair. The Chair shall be the principal officer of the Authority and shall in general supervise the business and affairs of the Authority. He/she shall preside at all meetings of the Commissioners. He/she may sign, with the Secretary/Treasurer, any deeds, mortgages, bonds, contracts, or other instruments that the Commissioners have authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Commissioners or by these Bylaws to some other officer or agent of the Authority, or required by law to be otherwise signed or executed. In general the Chair shall perform all duties ordinarily performed by the presiding officer and such other duties as may be prescribed by the Commissioners from time to time.

Section 6. Vice Chair. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Commissioners.

Section 7. Secretary. The Secretary or the Secretary's designee shall keep the minutes of the Commissioners meetings; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be the custodian of the corporate record and shall perform the duties ordinarily performed by Secretary and such other duties as from time to time may be assigned by the Chair or by the Commissioners.

Section 8. Treasurer. The Treasurer or the Treasurer's designee shall have charge and custody of and be primarily responsible for all funds and securities of the Authority; and be responsible for the receipt of monies due and payable to the Authority from any source whatsoever; and be responsible for the deposit of all such monies in the name of the Authority in such banks or other depositories as shall be selected by the Commissioners. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Commissioners.

Section 9. The same person may be elected to service in the combined office of Secretary/Treasurer.

ARTICLE VI. EXECUTIVE PERSONNEL

Section 1. Airport Director. The Commissioners shall appoint an Airport Director who shall devote full time to the position and be compensated for his/her services in an amount established by the Commissioners. The Airport Director shall be in charge of the day to day operation of the airports and all facilities operated by the Authority, subject to the approval of the Commissioners. The Director may be discharged by the majority vote of the Commissioners.

Section 2. Staff. Airport Director shall employ, at his/her discretion, such officers and employees of the Authority as needed. Such personnel shall receive compensation as may be authorized by the Commissioners.

ARTICLE VII. CONTRACT, LOANS, CHECKS, DEPOSITS

Section 1. Contracts. The Commissioners may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority. Such authorization shall be general or confined to specific instances, as the Commissioners may determine.

Section 2. Granting of operation and use privileges. In connection with the operation of the airport and air navigation facilities owned or controlled by the Authority, the Authority may enter into contracts, leases, and other arrangements for terms not to exceed 40 years with any persons:

- a. granting the privilege of using or improving the airport or air navigation facility or any portion or facility of or space in the airport or air navigation facility for commercial purposes;

- b. conferring the privilege of supplying goods, commodities, things, services, or facilities at the airport or air navigation facility;
- c. making available services to be furnished by the Authority or its agents at the airport or air navigation facility.

In each case, the Authority may establish the terms and conditions and fix the charges, rentals, or fees for the privileges or services, which must be reasonable and uniform for the same class of privilege or service; provided that the public may not be deprived of its rightful, equal, and uniform use of the airport, air navigation facility, or portion or facility of the airport or air navigation facility.

Except as may be limited by the terms and conditions of any grant, loan, or agreement authorized by § 67-11-305, MCA, the Authority may by contract, lease, or other arrangement, upon a consideration fixed by it, grant to any qualified person for a term not to exceed 40 years the privilege of operating, as agent of the Authority or otherwise, any airport owned or controlled by the Authority; provided that a person may not be granted any authority to operate an airport other than as a public airport or to enter into any contracts, leases, or other arrangements in connection with the operation of the airport which the authority might not have undertaken under the above provisions.

Section 3. Loans. No loans shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by the Commissioners. Such authority may be general or confined to specific instances.

Section 4. Deposits, Checks and Investments. All funds of the Authority shall be deposited to the credit of the Authority in such banks or other depositories as the Commissioners may select in accordance with the Authorities Investment Policy. All checks or orders for the payment of money in the name of the Authority shall be signed in such a manner as determined by the Commissioners. Each and every person who as Commissioner, Officer, Treasurer or employee of the Authority who is authorized to collect, receipt for or otherwise is responsible for the funds of the Authority or the expenditure or disbursements of the funds of the Authority shall be named upon a fidelity bond with a corporate surety in favor of the Authority, such bond to be subject to approval by the Commissioners in an amount which shall be determined by the Authority. Any such bond shall fully protect and save harmless the Authority from any wrongful deposit, withdrawal, conversion, use or expenditure of funds of the Authority and shall be placed and remain on file in the office of the Authority.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Authority shall begin on the 1st day of July in each year and end on the 30th day of June of the next succeeding year.

ARTICLE IX. WAIVER OF NOTICE

Whenever these Bylaws require notice, a written waiver of such notice signed by the person or persons entitled to it shall be the same as giving such notice. Provided however, that notice to the public shall be given as required by law cannot be waived unless applicable federal, state or local law, regulation or directive specifically permits such waiver.

ARTICLE X.
AMENDMENTS

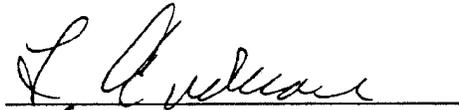
These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Commissioners of the Authority by a majority vote of the Commissioners.

ARTICLE XI
SEVERABILITY

If any One (1) or more of the provisions of these bylaws be adjudged void by any court of competent jurisdiction, such adjudication shall not impair the effect or suspend the operation of any of the other provisions of these bylaws.

ARTICLE XII.
EFFECTIVE DATE

These Bylaws shall replace and supersede any and all prior Bylaws adopted by Missoula County Airport Authority and shall be in full force and effect from and after the 29th day of December, 2015.


Chair

ATTEST:

