

ORIGINAL IN RED

BY-LAWS

FRIEDMAN MEMORIAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS

ARTICLE I - AUTHORITY AND PURPOSE

The Friedman Memorial Airport Authority Board of Commissioners ("Board") has certain duties, responsibilities and limitations which are delineated in that certain Joint Powers Agreement, between Blaine County and the City of Hailey, dated May 16, 1994. In order to help perform these duties and responsibilities and observe these limitations, the Board adopts these By-Laws.

ARTICLE II - DEFINITIONS

- A. Board - Five duly appointed persons serving in the office of the Friedman Memorial Airport Authority Board of Commissioners.
- B. Chairman - The Board member elected by a majority vote of the Board who will preside at all meetings of the Board.
- C. Quorum - Any four (4) Board members shall constitute a quorum.
- D. Regular Meeting - The first Tuesday of each month unless that regular meeting date falls on a holiday as defined in Idaho Code Section 73-108, as such now exists or may hereafter be amended, in which case the regular meeting day shall fall on the next business day or on another date to be selected by a majority vote of the Board.
- E. Secretary - The Board member elected by a majority vote of the Board who shall supervise the keeping of the minutes of the meetings of the Board and in general shall perform all duties as from time to time may be assigned by the Chairman or the Board.
- F. Special Meeting - Any meeting of the Board other than a regular meeting which is ordered by a majority of the Board.

- G. Treasurer - A board member or non-member who shall be appointed by a majority vote of the Board and shall have charge and custody of and be responsible for all funds and securities of the Authority; shall receive and give receipts for monies due and payable to the Authority from any source whatsoever and shall deposit all such monies in the name of the Authority in such banks, trust companies or other depositories as shall be selected by the Treasurer and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.
- H. Vice Chairman - The Board member selected by a majority vote of the Board shall perform the duties of the Chairman if the Chairman is absent or refuses to perform those duties.

#### ARTICLE III - ORGANIZATION

- A. The Board shall elect its Chairman, Vice Chairman and Secretary by a majority vote of the members of the Board. This election shall take place during the regular meeting of the Board on the first Tuesday of February in every other year commencing with the meeting of February 7, 1995.
- B. The Treasurer shall be appointed by a majority of the Board during the same meeting that the Board elects the Chairman, Vice Chairman and Secretary.
- C. A vacancy in any office shall be filled by a majority vote of the Board for the unexpired portion of the term.
- D. The Board may establish sub-committees, and/or advisory committees to advise and assist the Board in carrying out its legal and statutory responsibilities.

#### ARTICLE IV - MEETINGS, RECORDS AND VOTING

- A. The Board shall meet for every regular meeting and for each special meeting scheduled during the year. Workshop meetings shall be scheduled as necessary as special meetings. All regular meetings shall be conducted in the Old Blaine County Courthouse, Hailey, Idaho, unless a majority of the Board decides otherwise. Regular and

special meetings of the Board shall be conducted in compliance with Section 67-2340 through 67-2347, Idaho Code.

- B. The Chairman shall preside at all regular and special meetings of the Board and shall have the powers generally assigned to such office in conducting the meetings. It shall be the Chairman's responsibility to see that the transaction of the Board's business is in accord with law, these By-Laws, the Joint Powers Agreement and, if any of the proceeding authorities are mute upon the subject in question, by Roberts Rules of Order, Ninth Edition.
- C. The Board shall record all regular and special meetings and shall have prepared summaries of the recordings to be used as minutes of all meetings. The recordings shall be retained for not less than ten (10) years. The Board shall maintain such other records as are approved by a majority of the Board.
- D. All Commissioners of the Board shall be entitled to vote on any matter before the Board, unless a Commissioner has a conflict of interest as defined by the Idaho Code, in which case, the Commissioner shall follow the procedures mandated by the "Ethics In Government Act of 1990", Idaho Code.
- E. A quorum must be present during the discussion on any agenda item in order to conduct business concerning that item.
- F. The Chairman may vote on any question and shall vote in the event of a tie vote.
- G. Unless otherwise specifically, provided for, all decisions of the Board shall be by majority vote.
- H. Proxy votes of members shall not be allowed.
- I. By a majority vote of the Board, the Board may consider business which is not on the agenda.

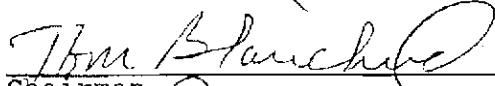
#### ARTICLE V - ADOPTION AND AMENDMENT OF BY-LAWS


- A. Initial Adoption - These By-Laws shall be adopted by a majority vote of the Board.

- B. Amendments - These By-Laws may be amended by a majority vote of the Board. Amendments to these By-Laws may be proposed by any member of the Board at a regular meeting.
- C. Conflicts - In the event that any of these By-Laws conflict with the provisions of the Joint Powers Agreement or the Idaho Code, the provisions of the Joint Powers Agreement or the Idaho Code shall control.
- D. Gender - As used in these By-Laws and to the extent appropriate, references to the masculine, feminine and neuter gender shall each include the other two genders.

WE HEREBY CERTIFY that these By-Laws of the Friedman Memorial Airport Authority were adopted by a majority of the members of the Board of Commissioners at a regular meeting of the Authority.

DATED this 7 day of March, 1995.

  
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Chairman

  
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Secretary

ORIGINAL IN RED

AMENDED BY-LAWS

FRIEDMAN MEMORIAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS

The By-Laws of the Friedman Memorial Airport Authority Board of Commissioners are hereby amended to read as follows:

ARTICLE III - ORGANIZATION

- A. The Board shall elect its Chairman, Vice Chairman and Secretary by a majority vote of the members of the Board. This election shall take place during the regular meeting of the Board on the first Tuesday of October in every odd-numbered year.

Except as amended herein, all other provisions of the By-Laws are affirmed and acknowledged to be in full force and effect.

DATED this 5<sup>th</sup> day of June, 2001.

AMENDED BY-LAWS ACCEPTED AND APPROVED

  
 MARY ANN MIX, Chairman

  
 SUSAN McBRYANT, Secretary

AMENDED BY-LAWS OF FRIEDMAN MEMORIAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS

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 SUSAN MCBRYANT, Secretary

AMENDED BY-LAWS OF FRIEDMAN MEMORIAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS

**SECOND AMENDMENT TO  
BY-LAWS**

**FRIEDMAN MEMORIAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS**

The By-Laws of the Friedman Memorial Airport Authority Board of Commissioners are hereby amended to read as follows:

**ARTICLE IV - MEETINGS, RECORDS AND VOTING**

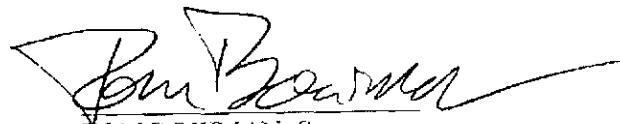
- E. A quorum must be present during the discussion on any agenda item in order to conduct business concerning that item. Participation by a member of the Board through telecommunications devices shall constitute presence in person by such member at the meeting; provided however, that at least one (1) member of the Board shall be physically present at the location designated at the meeting notice, as required under Section 67-2343, Idaho Code, to ensure that the public may attend such meeting in person. The communications among members of the Board must be audible to the public attending the meeting in person and the members of the Board.

Except as amended herein, all other provisions of the By-Laws as previously amended are affirmed and acknowledged to be in full force and effect.

DATED this 3rd day of April, 2007.

AMENDED BY-LAWS ACCEPTED AND APPROVED

  
MARTHA BURKE, Chairman

  
TOM BOWMAN, Secretary