

AMENDED AND RESTATED

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 Amended and Restated Joint Powers Agreement ("JPA"), between Blaine County and the City of Hailey, dated July 26, 2011. In order to help perform these duties and responsibilities and observe these limitations, the Board adopts these Amended and Restated By-Laws.

ARTICLE II - ORGANIZATION

- A. The Board shall consist of seven duly appointed persons serving as the Friedman Memorial Airport Authority Board of Commissioners pursuant to the JPA.
- B. The Board shall elect its Chairman, Vice Chairman, Secretary and Treasurer by a majority vote of the members of the Board. This election shall take place during the regular meeting of the Board in March in every odd-numbered year unless the Board, by majority vote, selects a different date for the election.
- 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 III – OFFICERS

- A. 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. The Chairman shall assist the Manager and Staff in the preparation of meeting agendas and the implementation of Board directives. In addition, the Chairman shall be available, as needed, to travel with staff members to meetings with FAA and other government officials. The Chairman shall also establish and maintain a communications protocol which shall insure that all Board members are kept fully informed of FMAA actions on a timely basis.

- B. The Vice Chairman shall perform the duties of the Chairman if the Chairman is unable or unwilling to perform those duties.
- C. The Secretary 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.
- D. The Treasurer shall chair the Finance Committee and shall ensure that the Airport Manager, Contract Administrator and staff approve accounts payable, have charge and custody of and are 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 Board 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.

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. Regular meetings shall be held on 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.
- C. A special meeting is any meeting of the Board other than a regular meeting which is ordered by a majority of the Board.
- D. Pursuant to the JPA, a quorum for all decisions of the Board, except for Joint Decision Matters, shall consist of at least two (2) County Members. For Joint Decision Matters, a quorum shall consist of at least two (2) County Members and at least two (2) City Members.
- E. The Board shall cause to be recorded 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.

- F. Pursuant to the JPA, before notification by FAA that the Existing Airport has been permanently closed to all air traffic, all members of the Board shall be entitled to deliberate, make decisions and exercise all powers with respect to the Existing Airport, as a Joint Decision Matter, but only the County members of the Board shall be entitled to deliberate, make decisions and exercise all powers with respect to the Replacement Airport for all other matters which come before the Board. To the greatest extent possible, the Chair and Authority staff shall work cooperatively to delineate and separate matters pertaining to the Existing Airport from those involving the Replacement Airport. If a Board Member has a conflict of interest as defined by the Idaho Code, the Board Member shall follow the procedures mandated by the "Ethics in Government of Act of 1990" of the Idaho Code.
- G. 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 in 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.
- H. Unless otherwise specifically provided for in the JPA, all decisions of the Board shall be by majority vote and all members of the Board shall vote on all matters unless prohibited by the Idaho Code, the JPA or these By-laws.
- I. Proxy votes of members shall not be allowed.
- J. All members of the Board are entitled to vote subject to the restrictions contained in paragraph IV F, above.
- K. By a majority vote of the Board, the Board may consider business which is not on the agenda in conformance with I.C. 67-2343 regarding amendment of meeting agendas.

ARTICLE V – ADOPTION AND AMENDMENT OF BY-LAWS

- A. Initial Adoption – These Amended and Restated 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 at a regular or special meeting. 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 JPA or the Idaho Code, the provisions of the JPA 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 Amended and Restated By-Laws of the Friedman Memorial Airport Authority were adopted by a majority of the members of the Friedman Memorial Airport Authority Board of Commissioners at a regular meeting of the Authority.

DATED this 27th day of December, 2012.



Chairman



Secretary