

NORTHERN COLORADO REGIONAL AIRPORT COMMISSION BYLAWS

Section 1. Commission. The Northern Colorado Regional Airport Commission (“Commission”) is an entity with powers specifically authorized by the Amended and Restated Intergovernmental Agreement for the Joint Operation of the Fort Collins–Loveland Airport (“Agreement”) dated January 22, 2015, between the City of Fort Collins and City of Loveland (jointly, the “Cities”).

Section 2. Commission Body.

- a. Composition. The Airport Commission (“Commission”) shall be comprised of seven (7) members (“Commissioners”) selected in accordance with the provision of the Agreement.
- b. Powers. All powers, privileges and duties vested in, or imposed upon, the Commission by the Agreement shall be exercised and performed by and through the Commission. The Commission may delegate to officers, employees, and agents of the Commission any or all administrative and ministerial powers.
- c. Vacancies. Vacancies on the Commission shall be filled in the manner provided by the Agreement. A vacancy shall occur when a Commission Member is no longer eligible to serve on the Commission due to resignation, death, incapacity, removal by the appointing governing body or bodies, as applicable, or disqualification based upon the membership requirements set forth in the Agreement.

Section 3. Office.

- a. Business Office. The principal business office of the Airport Commission shall be at 4900 Earhart Road, Loveland, Colorado, 80538, until otherwise designated by the Commission.
- b. Establishing Other Offices and Relocation. The Commission may, from time to time, designate, locate and relocate its business office and such other offices as are necessary to conduct the business of the Commission.

Section 4. Meetings.

- a. Notice of Meetings.
 - (i) Section 4.b. shall constitute formal notice of regular meetings to Commission Members and no other notice to Commission Members shall be required.
 - (ii) Notice of any regular meeting shall be posted at least twenty-four (24) hours prior to the meeting at the officially designated location for public notice established by the Commission.
 - (iii) Notice of a special meeting shall be posted least twenty-four (24) hours prior to the meeting at the principal business office of the Commission and at the officially designated location for public notice established by the Commission.

- b. Regular Meetings. The Commission shall adopt annually by resolution a schedule of regular meetings that sets the dates, time and location of such meetings for the following year.
- c. Open Meetings. All meetings of the Commission shall be open to the public pursuant to the Colorado Open Meetings Law, C.R.S. §24-6-402.
- d. Special Meetings. Special meetings of the Commission may be called by two (2) Commission Members and shall be preceded by twenty-four (24) hours written notice delivered by electronic mail to each Commission Member and a courtesy telephone call; provided that one of such Commission Member shall be a City of Fort Collins council member or employee and the other of such Commission members shall be a City of Loveland council member or employee. A Commission Member attending a special meeting shall be deemed to have received the required notice.
- e. Executive Sessions. Executive sessions may be held at regular or special meetings and shall be conducted according to the Colorado Open Meetings Law.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is continued to another time and place, notice need not be given if the time and place of such continued meeting are announced at the meeting at which the continuance is taken, except as required by law. Any business which could have been transacted at the original meeting may be transacted at the continued meeting.
- g. Emergency Meetings. Notwithstanding any other provisions in this Section 4, emergency meetings may be called by two (2) Commission Members in the event of an emergency that requires immediate action by the Commission in order to protect the public health, safety and welfare, and may be held without notice, if notice is not practicable; provided that one of such Commission Members shall be a City of Fort Collins council member or employee and the other of such Commission members shall be City of Loveland council member or employee. The Chairperson or Commission Members calling the meeting shall make reasonable efforts to give all other Commission Members notice of and an opportunity to participate in the emergency meeting by whatever means are reasonable to meet the circumstances of the emergency. Any Commission Member who signs a waiver of notice or attends the emergency meeting shall be deemed to have received the necessary notice. At such emergency meeting, any action within the power of the Commission that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting at which the emergency issue is on the agenda. At such subsequent meeting, the Commission may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.

Section 5. Conduct of Business.

- a. No Formal Action by the Commission. No official action on any matter may be taken by the Commission unless a quorum of the Commission is present.
- b. Presence at Meetings. A Commission Member shall be considered present at a Commission meeting if such member attends in person, by telephone or by contemporaneous electronic media.
- c. Quorum. A quorum of the Commission shall be four (4) Commission Members, provided that one of such Commission Members shall be a City of Fort Collins council member or employee and the other of such Commission members shall be a City of Loveland council member or employee.
- d. Vote Requirements. Any action of the Commission shall require the affirmative vote of a majority of the Commission Members present and voting. Proxy voting shall not be permitted.
- e. Electronic Signatures. In the event the signature(s) of one or more of members of the Commission or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the Commission, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved herein, this provision of the Bylaws shall not be interpreted as establishing Commission's consent or authorization to bind the Commission to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- f. Motions and Resolutions. Any official action of the Commission necessary for the governance and management of the affairs of the Commission, for the execution of the powers vested in the Commission, and for carrying into effect the provisions of the Agreement, shall be taken by the passage of motions or resolutions.
- g. Minute Book. Within a reasonable time after passage, all resolutions, motions and minutes of the Commission meetings shall be attested by the Vice Chairperson and recorded in a visual text format that may be transmitted electronically and kept for that purpose. Minutes of regular or special meetings shall be available for public review as soon as practicable with appropriate cautionary language for draft meeting minutes until acceptance of such minutes by the Commission.
- h. Electronic Email. Each Commission Member shall have an electronic email address on file with the Airport Manager which email address is regularly accessed for the purposes of receiving notices, including notices of special meetings.

Section 6. Officers and Personnel.

- a. Election of Officers. The officers of the Commission shall be a Chairperson and Vice-Chairperson, and such other officers and assistant officers as may be authorized by the Commission from time to time, to perform such duties as may be approved by the Commission. All officers shall be elected by a majority of the Commission Members present and voting. The Chairperson and Vice-Chairperson shall be members of the Commission. The Commission shall appoint a secretary, who need not be a member of the Commission. At the first meeting of the Commission, the Commission Members shall elect a Chairperson and Vice-Chairperson and appoint other officers who shall serve in their elected or appointed capacities, as applicable, for the remainder of the 2015 calendar year and for the full 2016 calendar year. Thereafter, officers shall be elected or appointed, as applicable, annually by the Commission Members at the Commission's last regularly scheduled meeting of each calendar year to serve a one-calendar year term. Vacancies may be filled and new officers may be appointed at any meeting of the Commission.
- b. Chairperson. The Chairperson shall preside at all meetings and, except as otherwise delegated by the Commission, shall execute on behalf of the Commission any legal instruments approved by the Commission except contracts and agreements that may be signed by the Airport Manager as authorized by the Commission. The Chairperson shall execute all ministerial documents on behalf of the Commission. The Chairperson, subject to these Bylaws, shall decide all points of order or procedure unless otherwise directed by a majority of the Commission present. The Commission, by a majority vote of all Commission Members, shall adopt meeting procedures that assure an orderly and focused discussion and facilitate the input of all Commission Members.
- c. Vice-Chairperson. The Vice-Chairperson shall perform all of the Chairperson's duties in the absence of the Chairperson.
- d. Additional Duties. The officers of the Commission shall perform such other duties and functions as may be required by the Commission from time to time, by the Bylaws or rules and regulations of Commission, by law, or by special exigencies which shall later be ratified by the Commission.

Section 7. Fiscal Year. The fiscal year of the Commission shall commence on January 1 of each year and end on December 31.

Section 8. Disclosure of Conflict of Interest. A Commission Member who has a personal interest in a matter before the Commission shall disqualify himself or herself from considering, discussing or voting on the matter. Being an elected official or employee of the City or the District shall not constitute a conflict of interest.

Section 9. Modification of Bylaws. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Commission, subject to the approval of the City Councils.

Section 10. Consistency with the Agreement. These Bylaws shall be interpreted consistent with the provisions of the Agreement. In case of conflict, the terms of the Agreement shall control.

Section 11. Severability. If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws, it being the Commission's intention that the various provisions hereof are severable.

Approved this 15 day of October, 2015.

NORTHERN COLORADO REGIONAL AIRPORT COMMISSION

By:



Cecil Gutierrez Chairperson

ATTEST:



Secretary