

# LEHIGH-NORTHAMPTON AIRPORT AUTHORITY

## BYLAWS

Revised and Adopted  
December 23, 1997  
Amended June 25, 2002  
Amended September 24, 2002  
Amended April 26, 2011  
Amended January 24, 2012  
Amended December 23, 2014  
Amended October 27, 2015  
Amended March 29, 2016  
Amended August 30, 2016  
Amended March 28, 2017  
Amended April 24, 2018

### ARTICLE I - OFFICES

1. The registered office of the Lehigh-Northampton Airport Authority (hereinafter "Authority") shall be located at the Lehigh Valley International Airport, Hanover Township, Lehigh County, Commonwealth of Pennsylvania.

2. The Authority may also have offices at such other places as the Board of Governors (hereinafter "Board") may from time to time appoint or the business of the Authority may require.

### ARTICLE II - SEAL

The corporate seal shall have inscribed thereon the name of the Authority, the year of its incorporation and the word "Pennsylvania".

### ARTICLE III - BOARD OF GOVERNORS

1. The powers of the Authority shall be vested in and exercised by the Board, which shall oversee the business of the Authority. The Board shall establish all policies of the Authority and perform a review of the policies every three (3) years.

2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Authority and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws forbidden.

3. The Board shall consist of fifteen (15) adult citizens of the United States of America, eight (8) of whom shall be appointed by the County of Lehigh and seven (7) of whom shall be appointed by the County of Northampton.

#### **ARTICLE IV - APPOINTMENT OF BOARD OF GOVERNORS**

1. The Counties of Lehigh and Northampton shall be known as Member Municipalities. The governing body of the County of Lehigh shall appoint eight (8) members to the Board. The governing body of the County of Northampton shall appoint seven (7) members to the Board. Each Member Municipality shall select appointees whose qualifications conform with the requirements for members of the governing Board of Municipal Authorities as established by statute pertaining thereto.

2. On or before December 31 of each year, each Member Municipality shall appoint at least one (1) but not more than two (2) members to the Board who shall serve for a term of five (5) years, or until their qualified successors are appointed.

3. Vacancies occurring by reason of death, disqualification, resignation or removal of any member of the Board shall be filled by appointment for the remainder of the term by the proper officers of the Member Municipality in whose representation the vacancy occurs.

4. The term of office of a member of the Board of Governors commences on the effective date of his or her appointment. Appointment to the Board may be proven in either of the following manners:

1. By written notice from the Member Municipality to the Recording Secretary of the Lehigh-Northampton Airport Authority under the seal of the municipality stating the appointee's name, appointee's residence, a statement that the appointee is a United States citizen, the manner in which the appointment was made, the date of the appointment, and the effective date of the appointment; or
2. By confirmation of the appointment by a member of the legislative body of the appointing Member Municipality given at a scheduled meeting of the Board of Governors, or by other evidence deemed sufficient by a majority of the members of the Board of Governors then in office.

#### **ARTICLE V - REMOVAL OF MEMBERS OF THE BOARD OF GOVERNORS**

1. Any member of the Board may be removed for cause by the Court of Common Pleas of Lehigh County, after first having been served with a copy of the charges against him for at least ten (10) full days and after a full hearing and determination made by the Court.

2. Such removal proceedings shall be instituted upon petition to said Court praying for a rule to show cause why said member should not be removed.

3. Members may also be removed for failure to attend meetings. Unless excused by the Board, a member of the Board who fails to attend three (3) consecutive regular meetings of the Board may be removed by the Appointing Member Municipality up to sixty (60) days after the date of the third meeting of the Board which the member failed to attend.

#### **ARTICLE VI - MEETINGS OF THE BOARD**

1. The Board shall hold its annual Reorganizational Meeting on the last Tuesday of April, at which meeting the Board shall elect its officers and conduct such other business as shall be brought before the meeting. This meeting shall be known as the "Annual Reorganizational Meeting." The terms of the officers elected at the Reorganizational Meeting on January 31, 2017 are extended to the election of officers at the Reorganizational Meeting in April, 2018.

2. Regular meetings of the Board shall be held at the Lehigh Valley International Airport on the last Tuesday of each month at noon, or at such other times and places as may be fixed by the Chairman or by resolution of the Board.

3. Special meetings may, at any time, be called by the Chairman, Vice Chairman, or Secretary/Treasurer, or by any three (3) members of the Board.

4. In the event that the Board does not fix a time and place for any meeting, whether it be an annual, regular or special meeting, the Chairman, and in the absence of the Chairman, the Vice Chairman, or Secretary/Treasurer, or three (3) members of the Board calling for such a special meeting, shall fix the time and place of said meeting.

#### **ARTICLE VII - NOTICE OF MEETINGS**

1. The Recording Secretary shall give ten (10) days advance written notice to each Board member of the time and place of the annual reorganizational meeting. No notice shall be required for regular meetings held at the time and place specified in Article VI, Section 2, hereof.

2. The Recording Secretary shall give forty-eight (48) hours advance notice to each Board member of the time and place of any special meeting or regular meeting to be held at a time or place different from that specified in Article VI, Section 2, hereof where said notice is provided orally or by written notice hand delivered. Five (5) days advance written notice shall be provided by the Recording Secretary where written notice of a special meeting or rescheduled regular meeting is provided through other means. Where a meeting is required as a result of an emergency situation, the Recording Secretary shall provide reasonable notice as determined, in good faith, by the Chairman, or in his absence by the Vice Chairman, or Secretary/Treasurer.

3. A meeting of the Board at which a vote to amend these Bylaws will be taken shall require at least thirty (30) days advance written notice.

4. As referenced in this Article, oral notice may be provided through an in-person conversation or by way of a person to person telephone communication. Oral notice shall be deemed effective as of the date of the oral communication. Written notice may be provided by way of regular mail, facsimile, or electronic transmission, charges prepaid, to the Board member's designated address. Written notice provided by regular mail, facsimile or electronic transmission shall be deemed effective (i) on the fifth (5<sup>th</sup>) day following the deposit in the United States mail excluding federal holidays, (ii) upon confirmed facsimile transmission, or (iii) upon successful electronic transmission, as applicable. All notices shall specify the place, day and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

5. Whenever any written notice is required by statute, or by the Articles of Incorporation or Bylaws of this Authority, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted at or the purpose of the meeting need be specified in the waiver of notice of such meetings. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

6. It shall be the sole responsibility of each member to advise the Recording Secretary to the Authority of any temporary or permanent change in his address.

7. Public notice of all meetings shall be provided in accordance with the laws of the Commonwealth of Pennsylvania including, but not limited to, the Pennsylvania Sunshine Act.

#### **ARTICLE VIII - QUORUM**

1. A majority of the Board members in office shall constitute a quorum of the Board for the purpose of organizing the Authority and conducting the business thereof and for all other purposes, and all action may be taken by a vote of a majority of the members present, except for the amendment, alteration or repeal of these Bylaws, which shall require a 2/3 majority vote of the Board members in office.

2. A majority of the members of each committee in office shall constitute a quorum of such committee for the purpose of conducting the business of the committee.

3. Board members shall endeavor to attend all meetings in person, however, attendance by teleconference is permitted if such Board member can reasonably hear and be heard at such meeting.

## **ARTICLE IX - VOTING**

1. Voting on all matters shall be by voice, but the Chairman, or any Board member may require a vote by hand or roll call.
2. Voting in all matters shall be publicly cast.
3. Voting by proxy is not permitted.

## **ARTICLE X - MEETING PROCEDURE**

1. All meetings of the Board shall be called together by the Chairman, or in his absence the Vice Chairman, or in the absence of the Chairman and Vice Chairman by the Secretary/Treasurer, and the business of the meetings shall be conducted substantially in the following order, which may be revised by the Chairman or the Board:

1. Pledge of Allegiance.
2. Roll call.
3. Public comment.
4. Approval of the minutes of the prior meeting.
5. Reports of committees, officers and staff.
6. Director's Report.
7. Solicitor's Report.
8. New Business.
9. Election of officers (At the Annual Meeting).
10. Executive Session (as needed).
11. Adjournment.

2. The Chairman shall permit a reasonable period for public comment. Public comments are also permitted on individual agenda items, as those agenda items are discussed upon the request of an attending member of the Board. Said time period for any period of public comment may be limited or extended by the Chairman or by vote of the Board.

3. In all instances not covered by local, state, or federal rules, or these Bylaws, Robert's Rules of Order (Revised) shall be used as the authority for rulings of the Chair.

## **ARTICLE XI - OFFICERS**

1. The Board shall annually elect from its membership a Chairman, a Vice Chairman, a Secretary/Treasurer, and such other officers as it may designate, all of whom shall be elected for the term of one (1) year, or until their qualified successors are elected. Nominations for officers may be made by the Nominating Committee and/or by the floor.

2. No member shall be elected to more than one office at the same time. Any officer may by re-election succeed himself for one (1) consecutive term only.

3. The Chairman shall preside at all meetings of the Board with the right to discuss and vote. He shall be an Ex-Officio member of all committees, with the right to discuss and vote on all business coming before the committees. He shall have the right to appoint members of such committees, and designate the chairman of each such committee.

4. The Vice Chairman shall, in the absence of the Chairman, preside at all Board meetings; he shall have, possess and exercise such powers and duties as may from time to time be delegated to him by the Chairman; and in the absence of the Chairman, shall possess and exercise all of the powers and authority of the Chairman.

5. The Secretary/Treasurer shall, in the absence of the Chairman and Vice Chairman, preside at all Board meetings; he shall have, possess and exercise such powers and duties as may from time to time be delegated to him by the Chairman; and in the absence of the Chairman and Vice Chairman, shall possess and exercise all of the powers and authority of the Chairman. He shall be responsible for reporting on the status of financial affairs of the Authority at its monthly meetings or at such time as the Board directs. He shall oversee the record keeping of the Board to ensure that Authority records are kept and maintained.

6. The Board from time to time shall select and employ an Executive Director or equivalent from a management entity approved by the Board. The Executive Director shall report to the Board and shall hold office at the will and pleasure of the Board. He shall have general and active management of the business and affairs of the Authority, subject to the policies of the Board. He shall see that all orders and resolutions of the Board are carried into effect and shall execute all bonds or contracts under the seal of the Authority. He shall have general powers and duties of supervision and management usually vested in the office of president of a corporation.

7. The Executive Director shall designate, with the advice and consent of the Board, a member of the airport staff to serve as Recording Secretary to the Board. The Recording Secretary shall attend all sessions of the Board, act as clerk thereof, and record, or cause to be recorded all the votes of the Authority and the minutes of all its transactions in a book to be kept for that purpose. He shall keep in safe custody the corporate seal of the Authority, and shall affix the same to any instrument requiring it. He shall prepare and maintain a record of names and addresses, and dates of appointment of all members of the Board, and perform such other duties delegated to him.

8. The Executive Director and/or his designee shall ensure full and accurate accounts of the receipts and disbursements of the Authority in books belonging to it. He shall deposit all funds in the name of the Authority in the institutions selected by the Board. He shall disburse the funds of the Authority in such manner as is directed by the Board. He shall render to the Board at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Authority. Where any of the foregoing duties are delegated, the ultimate responsibility shall remain with the Executive Director.

## ARTICLE XII – COMMITTEES

1. All committee meetings, including executive sessions, are open to attendance by all Board members. Board members in attendance, who are not members of the particular committee, may engage in discussion but may not vote.

2. The Executive Committee shall be composed of the Chairman, Vice Chairman, and Secretary/Treasurer as elected by the Board, as well as the immediate and past Chairman and two (2) non-officer Board members (one (1) of whom shall be from each such Member Municipality) as elected by the respective Board members of each Member Municipality. Nominations for the representative from each respective Member Municipalities to serve on the Executive Committee may be made by the Nominating Committee and/or from the floor. The Chairman shall appoint members of the Board to serve on all other committees and such members shall serve as appointed. The Chairman shall also designate a member of each committee to serve as chairman of such committee. The standing Committees of the Authority are the Executive Committee, the Finance and Capital Planning Committee, the Economic Development Committee and the Nominating Committee. Other committees may be created at the discretion of the Chairman on a temporary or on-going basis to serve the needs of the Authority. Committees shall be responsible for making policy and other recommendations to the Board.

3. The duties of the standing committees shall include, but may not be limited to:

- A. The Executive Committee shall review all personnel and labor matters and any issue relating to the strategic operation of the Authority and oversee all litigation and be responsible for day-to-day issues which require the attention of the Board. The Committee shall also annually review the contract and performance of the Solicitor and the performance of the Executive Director. In the event of a vacancy in the office of the Solicitor, the Committee shall conduct a selection process and make a recommendation to the Board concerning appointment to fill such vacancy.
- B. The Finance and Capital Planning Committee shall review all business and finance matters including the Authority asset management, the annual audit, Authority pensions and professional services contracts related to the same. The Committee shall review the Authority budget and, on or before the November regular Board meeting, make a recommendation to the full Board regarding the next fiscal year budget. The Committee shall regularly advise the Board as to the financial status of the Authority and review financial reports provided by the Executive Director, the annual audit or any other reports it may request from time to time. The Committee shall also review all contracts and proposals relating to financial services, including conducting a

selection process for an independent certified public accounting firm and making recommendations to the Board for the same. The performance of said firm shall be reviewed by the Committee on a periodic basis. The Committee shall review all environmental matters and matters related to capital facility improvements, capital equipment acquisitions, and maintenance of existing facilities. The Committee shall review all bids for construction or capital acquisitions that exceed the purchasing authority of the Executive Director and make recommendations to the full Board. The Committee shall also conduct and oversee such selection processes as required to select professional services relating to construction and maintenance activities and make recommendations to the Board related thereto.

- C. The Economic Development Committee shall review all community relations and air service development matters. The Committee shall be responsible for overseeing air service focus groups and for cultivating relationships with the public, governmental officials and businesses. The Committee shall oversee all professional services related to the same.
- D. The Nominating Committee shall nominate a slate of Board members to serve as officers and also nominate two (2) Board members (one (1) from each Member Municipality) to serve on the Executive Committee.

### **ARTICLE XIII - CORPORATE RECORDS**

1. There shall be kept in the registered office of the Authority an original or duplicate record of the proceedings of the Board, and the original or a copy of its Bylaws, including all amendments or alterations thereto to date, certified by the Recording Secretary of the Authority. An original or duplicate register of the names of the Board members in alphabetical order, their respective addresses and dates of their appointment to the Board, and the name of the municipality making such appointment shall also be kept in the registered office of the Authority.

2. Any Board member shall have the right to examine in person, at any reasonable time or times, for any reasonable purpose, the books or records of account and records of the proceedings of the Board and make copies therefrom.

### **ARTICLE XIV - FISCAL RELATIONS**

1. No moneys shall be paid out of the Authority treasury except upon a prior budgetary authorization previously made by the Board and upon warrant pursuant thereto, which shall explicitly state the purpose for which the money is to be drawn. No work shall be hired to



be done, no materials purchased, no contracts made, and no order issued for the payment of any monies, in any amount, which will cause the sums authorized to specific purposes to be exceeded. The Executive Director may request that the Board make supplemental budget authorizations for any lawful purpose from funds on hand or estimated to be received within the fiscal year and not authorized to any other purpose.

2. The Executive Director shall have the power to authorize the transfer of any unexpended balance of any budgetary authorized category, or any portion thereof, within a department, but if the amount transferred is more than 10% in the aggregate of the authorized category, then the Executive Director shall not make such transfer without obtaining the prior approval of the Board.

3. Expenditures from any contingency funds and/or any financial reserves shall be made only upon the prior approval of the Board.

4. Prior to the May meeting of the Board in each and every year, the books, accounts and records of the Authority for the preceding fiscal year shall be audited by an independent Certified Public Accountant selected by the Board.

5. A copy of such audit shall be provided to each of the Member Municipalities and the Commonwealth of Pennsylvania Department of Community and Economic Development prior to the July 1<sup>st</sup> of each year.

6. The Executive Director shall publish annually, by one publication in two newspapers of general circulation, published within the confines of the Counties of Lehigh or Northampton, a concise financial statement setting forth the assets and liabilities of the Authority and its financial condition.

7. The funds of the Authority shall be deposited and invested in accordance with the requirements of the Municipal Authorities Act of 1945, as amended.

#### **ARTICLE XV - EMPLOYEES**

1. The Executive Director may select such employees as he deems necessary to properly carry out the business and purposes of the Authority.

2. Such employees shall be paid out of the funds of the Authority at such rates of compensation as the Executive Director may determine, subject to the limitations of the annual budget and any applicable collective bargaining agreement.

#### **ARTICLE XVI - SOLICITOR**

1. The Board shall appoint an Attorney-at-Law, admitted to practice before the Supreme Court of Pennsylvania, who shall have charge of the legal affairs and matters of the

Authority and shall report to and be directly responsible to the Board. The Solicitor shall not be any person in the employ of the Member Municipalities.

2. Neither the Solicitor, nor any member of the Solicitor's law firm, shall knowingly undertake or accept the representation of any airline, concessionaire, or rental car company that does business with the Airport, or any client or party who has any claim, cause of action or other grievance of any kind or nature, against either the County of Lehigh or the County of Northampton, without approval from the Board.

3. The salary, retainer or fees of the Solicitor shall be in such amounts as are fixed by the Board, and which shall be paid out of the funds of the Authority.

#### **ARTICLE XVII - FISCAL YEAR**

1. The fiscal year shall begin the first day of January in each year.

#### **ARTICLE XVIII - STANDARDS OF ETHICAL CONDUCT**

1. Conflicts of interest, as such term is defined in Pennsylvania statutory law, on the part of Authority employees and/or on the part of members of the Board of Governors, are prohibited.

2. In addition to the foregoing, the following ethical principles and rules shall apply to all Airport employees and all members of the Board:

- A. Employment by the Authority or membership on the Board constitutes public service which is a public trust, and requires all employees and members of the Board to place loyalty to the Constitution, the laws, to ethical principles and to the Airport, above private gain.
- B. Employees and Board members shall not hold financial interests that conflict with the conscientious performance of their respective duties.
- C. Employees and Board members shall not engage in financial transactions using non-public Authority related information or allow the improper use of such information to further any private interest.
- D. Employees and Board members shall neither seek nor accept any favor, gift or other consideration that might be reasonably construed as an attempt to influence or compromise executive judgment or responsibility.

- E. Employees and Board members shall at all times put forth honest effort in the performance of their respective duties.
- F. Employees and Board members shall not knowingly make unauthorized commitments or promises of any kind purporting to bind the Authority.
- G. Employees and Board members shall not use their office or position for private gain.
- H. Employees and members of the Board shall act impartially and not give preferential treatment to any private organization or individual.
- I. Employees and Board members shall protect and conserve Authority property and shall not use it for other than Authority authorized activities.
- J. Employees and Board members shall not engage in outside employment or activities, including seeking or negotiating for employment, that conflict with official Authority duties and responsibilities.
- K. Employees and Board members shall disclose waste, fraud, abuse and corruption to appropriate authorities.
- L. Employees and Board members shall satisfy in good faith their obligations as citizens, including all just financial obligations, especially those such as Federal, State or local taxes - that are imposed by law.
- M. Employees and Board members shall adhere to all laws and regulations that provide equal opportunity for all citizens regardless of race, color, religion, gender, national origin, age or handicap/disability.
- N. Employees and Board members shall endeavor to avoid any actions creating an appearance of violating the law or the ethical standards set forth herein. Whether particular circumstances create an appearance that the law or these standards have been violated shall be determined from the perspective of a reasonable person with knowledge of the relevant facts.

3. Authority employees and Board members shall publicly disclose and abstain from involvement in, discussion, debate and voting upon any matter that comes before the Authority in

which the employee or Board member has a conflict of interest, as such term is defined in Pennsylvania statutory law. In addition to abstaining, the employee or Board member who would be required to vote on a matter that would result in a conflict of interest shall, prior to the vote being taken, publicly announce and disclose the nature of his/her interest as a public record in a written memorandum filed with the person responsible for recording the minutes of the meeting at which the vote is taken.

4. The Authority is prohibited from purchasing goods or services from, or doing business with any employee of the Authority or any firm or business in which an employee of the Authority or a member of the immediate family of an employee of the Authority, is a director, officer or owner or holder of an equity interest equal to or greater than 5% of such firm or business, unless there is compliance with the open and public process requirements as set forth in the Pennsylvania Public Officials and Employees Act, 65 Pa. C. S. § 1103(f).

5. The Authority is prohibited from purchasing goods or services from, or doing business with any member of the Board of Governors or any firm or business in which a member of the Board of Governors or a member of the immediate family of a Board member, is a director, officer, or owner or holder of an equity interest equal to or greater than 5% of such firm or business, unless there is compliance with the open and public process requirements as set forth in the Pennsylvania Public Officials and Employees Act, 65 Pa. C. S. § 1103(f).

6. The provisions of this Article shall be in addition to, and not in place of, the requirements of any Pennsylvania statutes.

7. Upon the commencement of employment, each Authority employee shall be provided with a copy of this Article XVIII.

8. Upon the commencement of service as a Board member, each new Board member shall be provided with a copy of these Bylaws.

9. Issues regarding the application of this section shall be brought to the attention of the Solicitor for review.

#### **ARTICLE XIX - MISCELLANEOUS**

Gender. Words of any gender used in these Bylaws shall be held and construed to include any other gender, and words in the singular number shall be held to include the plural, and vice versa, unless the context requires otherwise.

#### **ARTICLE XX - AMENDMENTS**

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Board then in office, at any regular or special meeting if notice of the proposed alteration or amendment be given to the members of the Board at least thirty (30) days prior to the date of said meeting. The Board shall review the Bylaws at least once every five (5) years.

## **ARTICLE XXI - INDEMNIFICATION**

1. The Authority shall indemnify and defend any Board member, employee and/or officer of the Authority who was or is a party to, or is threatened with a pending or completed action, suit or proceeding whether civil or criminal in nature, administrative or investigative, other than an action by or in the right of the Authority, by reason of the fact that he is or was a member of the Board, an employee and/or officer of the Authority, or is or was serving at the request of the Authority as an employee, officer and/or agent of the Authority, against expenses, including attorneys' fees, judgments, fines, costs and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit and/or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in the best interests of the Authority and the indemnified party executes a written undertaking to repay such amounts if it shall ultimately be judicially determined that the action or failure to act giving rise to the claim for indemnification constituted willful misconduct, fraud, a crime, or actual malice.

2. A decision to indemnify any other agent of the Authority rests at the sole discretion of the Board.

3. Upon receipt of the written undertaking, the Authority shall have the sole right to select counsel and control the defense of the action. An indemnified party may select counsel of his own choosing and at no cost to the Authority in which case the Authority shall be relieved of its indemnification and defense obligations under this Article.

4. The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board member, employee, officer and/or agent of the Authority and shall inure to the benefit of the heirs, executors and administrators of such person.

5. It shall be the policy of the Authority that the indemnification and defense of Board members, employees and/or officers of the Authority shall be made to the fullest extent permitted by law.

## **ARTICLE XXII - SEVERABILITY**

The Authority is a Municipal Authority established pursuant to the Municipal Authorities Act and operating under the laws of the Commonwealth of Pennsylvania. To the extent any Bylaw and/or policy of the Authority is contrary to the laws of the Commonwealth, including the requirements of the Municipal Authorities Act, the laws of the Commonwealth shall govern.