

**BYLAWS  
OF THE GALLATIN AIRPORT AUTHORITY  
OF BOZEMAN, MONTANA**

**ARTICLE I**

NAME. This Authority, constituted by the provisions of Joint Resolution No. 1553 of the City of Bozeman, Montana, and the County of Gallatin, Montana, shall be known as the Gallatin Airport Authority and shall hereafter be referred to as the “Authority.”

**ARTICLE II**

PURPOSE. The purpose of the Gallatin Airport Authority is to serve the traveling public and to improve, equip, maintain, and operate the Gallatin Field Airport located near Bozeman, Montana.

**ARTICLE III**

MEMBER’S DUTIES, RESPONSIBILITIES, LIMITATIONS, AND CODE OF CONDUCT:

- A. Appointment:** The Gallatin County Commissioners shall appoint members according to applicable statute and rules. If, for any reason a vacancy shall occur in the Authority, the Board Chair shall prepare a notice to the Board of County Commissioners of Gallatin County, Montana, asking for the appointment of a new Airport Authority Member to fill the unexpired term. A copy of the notice shall be sent to each Airport Authority Member. If the vacancy shall occur in the office of the Board Chair, the Vice Chair shall prepare the notice. In such case, the Authority shall elect from its own membership at the first regular or special meeting following the appointment of the new member, a new Board Chair to serve for the balance of the unexpired term.
- B. Responsibility:** To be a conscientious member of the Gallatin Airport Authority, helping the Board fulfill its responsibilities to accomplish its mission and goals, and being accountable to the public at large for the ethical, effective, and high quality conduct of all organizational affairs.
- C. General Duties:**
1. To define and promulgate the mission and goals of the Gallatin Airport Authority.
  2. To employ an Airport Director.
  3. To define, support, and assess the roles delegated to the Airport Director.
  4. To review the Airport Director’s stewardship annually, and subsequently decide compensation adjustments. Prior to the end of each fiscal year, the Airport Director shall review with the Board the performance and activities of his/her office and the Airport as a whole during the past year and suggest goals for the coming year. At the request of the Airport Director, this review may be conducted during an executive session of the Airport Authority Board. In an executive session, the Airport Director will annually review with the Airport Authority Board the performance of administrators and staff that report directly to the Airport Director.
  5. To pay the Airport Director such salary as the Authority may direct. Necessary expenses incurred by the Airport Director and other Authority members in traveling within or outside the State in performance of official duties, shall be paid on claims handled as prescribed herein and by law.

6. To engage in regular self-evaluation processes of the Board and to be responsible for notifying the Board Chair at such time as the member determines that he or she cannot continue to carry out faithfully the duties of the position.
7. To conduct a study of the Board's stewardship every three or four years, including an assessment of the Board's effectiveness in working with the Airport Director and other constituents.
8. To ensure fiscal viability and good management.
9. To be loyal to the best interests of Gallatin Field Airport, and disclosing and avoiding any potential conflict of interest.
10. To be diligent in the fulfillment of Board responsibilities, always being prepared for decisions addressed by the Board, including preparation for, attendance at, and active participation in Board meetings; and participation in continuing education opportunities.
11. To be prudent in all decisions made on behalf of the Gallatin Airport Authority, employing judgment consistent with generally accepted community and professional standards and practices for the issue at hand.
12. To respect the confidentiality of Board executive session deliberations and refer all inquiries for public statements regarding such deliberations to the Board Chair and/or Airport Director.
13. To support the decisions and policies of the Board.
14. To interact and allow for the presentation of opinions in a respectful, civil fashion.
15. To be responsible to the citizens of Montana by being good stewards of available resources in furthering the mission and goals of the Gallatin Field Airport.

**D. Limitations:**

1. No Airport Authority Member has any authority except as a voting member of the assembled Board in official session.
2. Unless authorized by the Board or relating to matters previously approved by the Board, Airport Authority Members will not infer they represent Board policy when making individual statements to the Press.
3. Dissemination of Authority information or proposals to the public will be coordinated through the Board Chair and Airport Director.

**E. Code of Conduct:** The Gallatin Airport Authority expects its members to value service above self. The Board requires members to conduct themselves at all times in a manner that reflects honor upon themselves and Montana.

**ARTICLE IV**

OFFICER'S RESPONSIBILITY, ROLE, DUTIES, and LIMITATIONS. The Authority shall elect from its members a Chair, Vice Chair and Secretary at the regular July meeting of each year who will perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Authority.

The Vice Chair, in the absence of the Board Chair, shall perform the duties delegated to the Chair.

In the absence of the Chair and Vice Chair from a regular or special meeting of the Authority, the Secretary shall preside over the meeting.

**A. Responsibility of the Chair:** To ensure the integrity of the Gallatin Airport Authority and to manage the governance process and the affairs of the Board, in addition to all responsibilities as a member of the Board.

**B. Role and Duties of the Chair:**

1. Acts as the designated authority that speaks for the actions of the Board unless the Board specifically authorizes others.
2. Presides over Board meetings, ensures the Board acts within its own rules, and follows an orderly process.
3. Ensures Board deliberations are timely, fair, orderly and efficient (limited to time and kept to the point).
4. Provides leadership through a vision of the organization and fosters co-operative relationships between the Board and its constituencies.
5. Maintains the primary linkage between the Authority's strategic planning priorities and the ongoing work of the Board.
6. Coordinates the overall agenda for and annual calendar of the Board, and reviews draft agendas prepared by staff for individual Board meetings.
7. Selects members for committee and other assignments.
8. Assures that the Board's organizational structure and individual members' assignments are effective in supporting Board priorities.
9. Develops the Board's knowledge and capabilities through oversight of the information presented to, and the continuing education opportunities provided for, Board members.
10. Assists the recruitment and orientation of new Board members, and assures the development of future Board leadership, with a smooth transition to the next Chair.
11. Represents the Board effectively to its various constituencies and acts as the Board's primary link to the public.
12. Provides counsel and works closely with the Airport Director, both formally and informally, and maintains a close interchange of opinions as to process, procedure, and deliberations. Serves as liaison between the Board and the Airport Director on personnel matters and issues.
13. Oversees the establishment of performance expectations and the conduct of the evaluation processes.
14. Upholds the bylaws, policies, and codes of conduct and intervenes with members of the Board whenever circumstances warrant.

**C. Limitations:** Chair authority does not extend to making decisions regarding the means by which the Airport Director carries out his/her directives.

## ARTICLE V

MEETINGS. A monthly meeting shall be held at a time and place to be determined by the Authority.

A special meeting may be called at any time by order of the Chair or on the written request of any three (3) members of the Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Authority may adopt.

Three (3) members of the Authority shall constitute a quorum at any meeting.

Following each vote of the Authority, (unless the vote is by secret ballot) the presiding officer will announce, for the record, the outcome by indicating how each member voted.

**ARTICLE VI**

FINANCIAL. The fiscal year of the Authority shall begin July 1 and close June 30 of each year. All moneys of the Authority shall be deposited to an FDIC authorized bank in Gallatin County, Montana. Such deposits shall be supported by bank pledges as prescribed under county investment laws, rules and regulations. The Authority may invest money not required for immediate use in accordance with state statute. Money in the funds of the Authority shall be dispersed at the direction of and in a manner prescribed by the Authority Board. The Authority shall provide the County Clerk & Recorder with an original copy of the Authority's annual audit report in its entirety along with the Financial Reports being audited.

All claims against the Authority shall be approved by the Airport Director and presented to the Authority Board for consideration. Except that the Airport Director may, without prior Board approval, execute contracts and purchase materials, equipment, supplies or services for \$20,000.00 or less so long as the expenditure is within the limits of overall budget constraints and in accordance with all applicable statutes.

**ARTICLE VII**

SEAL. The seal of the Authority shall be an embossed circular seal one and one-half (1-1/2) inches in diameter, consisting of two (2) concentric circles. The inner circle shall contain "Corporate Seal" and the seal shall contain the wording, "Gallatin Airport Authority, Bozeman, Montana."

**ARTICLE VIII**

RULES, REGULATIONS, AND COMMITMENT TO INTEGRITY.

1. The Authority shall promulgate and adopt Rules and Regulations governing the operation of Gallatin Field Airport.
2. The Gallatin Airport Authority holds itself and its associated components accountable for integrity, accuracy, and honesty in all activities that pertain to the Gallatin Field Airport. This includes the Board's expectation that it will receive truthful and accurate information from Board members, staff, and all other participants in Board activities. The Board specifically discourages carelessness with facts and inappropriate or misleading representations in all presentations to, or communications with and among, the Board.

**ARTICLE IX**

AMENDMENTS. Amendments to these Bylaws and to the Rules and Regulations may be proposed by any member of the Authority and shall be filed with the Secretary. A copy of the proposed amendments shall be furnished each member at the time of notice of the next regular or special meeting. The amendments so proposed shall be voted upon at the meeting immediately thereafter. Three (3) votes shall be required for the adoption of an amendment. Amendments to the Rules and Regulations must be signed by the Airport Director.

The above Bylaws adopted by the Gallatin Airport Authority this 14<sup>th</sup> day of April, 2005.

 \_\_\_\_\_ Chair  \_\_\_\_\_ Secretary