

**WAYNE COUNTY AIRPORT AUTHORITY
BY-LAWS**

**ARTICLE I
GENERAL**

A. Title

The title of this public agency shall be the “Wayne County Airport Authority” (the “Authority”).

B. Offices

The principal office of the Authority shall be at Detroit Metropolitan Wayne County Airport in the City of Romulus, Wayne County, Michigan.

C. Seal

The Authority may have a corporate seal, which shall be of such form and device as the board members thereof may determine. It shall have inscribed thereon the name of this body and the year of its creation. The secretary of the board shall be the keeper of the board’s corporate seal. The secretary shall have authority to affix the seal to any instrument requiring it and when so affixed, it may be attested by his or her signature. The board may give general authority to any other officer to affix the seal of the Authority and to attest the affixing by his or her signature.

D. Logo

The Authority may adopt a logo to identify the Authority and its property.

**ARTICLE II
BOARD**

A. Board Members

1. Number. The Authority shall be directed and governed by a board, which shall consist of seven members.
2. Appointment. The members of the board shall be appointed in accordance with Section 111(2) of the Public Airport Authority Act, Act 90, Public Acts of Michigan, 2002, as the same may be amended from time to time (the “Act”).

3. Ex Officio Member. The chief executive officer of the Authority shall be an ex officio member of the board, without vote.
4. Qualifications. The members of the board shall meet the applicable qualifications set forth in Sections 111(4) and 111(5) of the Act. A board member who, at any time during his or her term of service, becomes in violation of Section 111(5)(b) of the Act shall have 30 days to divest, or arrange for the divestment of, the interest that caused the violation. If the board member or his or her relative is still in violation of Section 111(5)(b) of the Act after the expiration of the 30-day period, the entity that appointed that board member shall remove the board member from office.
5. Term of Appointments. Upon expiration of the term of an initial appointment, all full term appointments shall be for the term set forth in Section 112(1) of the Act.
6. Term Limits. A board member may not be appointed to serve more than two consecutive full terms, calculated in the manner set forth in Section 112(2) of the Act.
7. Resignation or Removal. If a board member is unable to complete his or her term of office, then a successor shall be appointed pursuant to Section 112(1) of the Act. A board member may resign from the board pursuant to Section 112(1) of the Act. A board member may be removed pursuant to Section 112(3) of the Act.
8. Oath of Office; Notice. Before assuming the duties of office, a board member must qualify by taking and subscribing to the constitutional oath of office. Each appointing entity shall file with the Michigan Transportation Department each initial and any subsequent appointments to the board.

B. Powers and Duties

The board shall have and exercise on behalf of the Authority all powers and duties granted by the Act.

C. Action by the Board

1. Manner of Acting. The board may act only by resolution or ordinance. The secretary of the board shall provide for the collection, codification and publication of all ordinances and resolutions of the Authority.
2. Quorum. A majority of the members of the board then in office, or of any committee of the board, shall constitute a quorum for the transaction of business. The chief executive officer shall not be considered in determining the presence of a quorum.

3. Vote Required. Except as otherwise provided by Section 113(5) of the Act, these bylaws, or a resolution or ordinance establishing a committee of the board, a vote of the majority of the board members present at a meeting at which a quorum is present constitutes the action of the board or of the committee.

D. Meetings

1. General. The business of the board shall be conducted at public meetings of the board held in compliance with the Open Meetings Act, Act 267, Public Acts of Michigan, 1976, as the same may be amended from time to time (the "Open Meetings Act").
2. Notice of Meetings. Public notice of the board's meetings, including rescheduled or recessed meetings, shall be given as provided in the Open Meetings Act. In addition, the secretary shall endeavor to give or cause to be given notice either personally, by first class mail, facsimile communication or electronic communication to each member of the board no later than the time that public notice is given, but the failure to do so shall not invalidate any proceedings of the Authority.
3. Regular Meetings. The board shall adopt a schedule of regular meetings and adopt a regular meeting date and time. The meetings of the board shall be held at the Detroit Metropolitan Wayne County Airport in the L.C. Smith Terminal, Mezzanine Level, Executive Conference Room, or at such other place as the board may from time to time determine. The board shall meet not less than quarterly each year.
4. Special Meetings. Special meetings of the board may be called by the chairperson in accordance with Section 114(1) of the Act.
5. Emergency Meetings. Emergency meetings of the board may be held in the event of a severe and imminent threat to the health, safety, or welfare of the public when two-thirds (2/3) of the board members decide that delay would be detrimental to efforts to lessen or respond to the threat.
6. Closed Sessions. The board may meet in a closed session for all purposes provided under the Open Meetings Act.
7. Minutes of Meetings. The board shall keep written or printed minutes of each meeting as provided by Section 114(1) of the Act, which shall be made available to the public in compliance with the Michigan Freedom of Information Act, Act 442, Public Acts of Michigan, 1976, as the same may be amended from time to time

E. Compensation

Board members shall not be compensated for services to the Authority or for attendance at any meeting.

F. Expenses

Board members shall be reimbursed by the Authority for actual and necessary expenses incurred in the discharge of their official duties.

G. Committees

1. Audit Committee. The board shall have an audit committee in accordance with Section 114(3) of the Act. The powers and duties of the audit committee are those provided by Section 114(3) of the Act.
2. Additional Committees. In furtherance of its conduct of the business of the Authority, the board may establish such other committees of its members and establish such procedures and assign such duties and responsibilities to such committees as it may deem necessary or appropriate; provided, however, that except as provided in the Act with respect to the audit committee, the board shall not delegate any power of the board to any such committee.
3. General. Each committee shall keep written or printed minutes of its proceedings. Committee meetings shall be open to the public, and public notice of such meetings shall be given, if required by applicable law or the board so directs.

ARTICLE III
OFFICERS AND CERTAIN EMPLOYEES

A. Officers

The officers of the board shall consist of a chairperson, vice chairperson, secretary, the chief executive officer, the chief financial officer (who shall be the treasurer of the Authority), and such additional officers of the board as the board considers necessary. All officers, except the chief executive officer and chief financial officer, must be members of the board.

B. Election and Appointment of Officers

At the first meeting of the board and each meeting next following January 1 of each calendar year, the members shall elect the officers of the board other than the chief executive officer and the chief financial officer, who shall be appointed in the manner set forth below.

C. Term of Office

The officers of the Authority shall hold office until their successors are chosen and qualify, or, if earlier, until their resignation or removal. Any vacancy occurring in any office of the Authority shall be filled in the manner prescribed in these bylaws with respect to such office.

D. Chairperson

The chairperson shall preside at all meetings of the board. The powers and duties of the chairperson are those provided by law. The chairperson shall perform such other duties and have such other powers as the board may from time to time prescribe.

E. Vice Chairperson

In the absence of the chairperson or in the event of his or her inability or refusal to act, the vice chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice chairperson shall perform such other duties and have such other powers as the board may from time to time prescribe.

F. Secretary

The secretary shall keep or cause to be kept minutes of all the meetings of the Authority. The secretary shall give, or cause to be given, notice of meetings of the board as provided in ARTICLE IID.2, and shall perform the duties set forth in ARTICLE IC above and ARTICLE IIC.1, together with such other duties as may be prescribed by the board or the chairperson, under whose supervision the secretary shall be.

G. Chief Executive Officer

The board shall appoint and fix the compensation of a chief executive officer pursuant to Sections 111(8) and 114(4) of the Act. The duties and responsibilities of the chief executive officer are those prescribed by or pursuant to applicable law, including Section 114(4) of the Act. The chief executive officer

shall serve at the pleasure of the board and may be removed or discharged pursuant to Section 114(4) of the Act. The chief executive officer shall be subject to the applicable qualifications set forth in Section 111(5) of the Act.

H. Chief Financial Officer and Treasurer

The chief executive officer shall appoint a chief financial officer pursuant to Section 111(9) of the Act. The duties and responsibilities of the chief financial officer are those prescribed by or pursuant to applicable law, including Section 111(9) of the Act. The chief financial officer shall be subject to the applicable qualifications set forth in Section 111(5) of the Act.

I. Bond

The board shall require of the chief financial officer and chief executive officer of the Authority a bond pursuant to Section 114(2) of the Act.

J. Internal Auditor

The chief executive officer shall appoint an internal auditor pursuant to Section 114(f) of the Act, who shall be an employee of the Authority. The duties and responsibilities of the internal auditor are those prescribed by law, including Section 114(f) of the Act, together with such duties as the chief executive officer may from time to time prescribe.

ARTICLE IV
RECORDS AND FISCAL YEAR

A. Records

The Authority shall keep or cause to be kept all records required by law, together with such additional records as the board or any officer of the Authority may direct. Records of the business of the Authority shall be kept at its principal office.

B. Fiscal Year

The fiscal year of the Authority shall begin on January 1 and shall end on December 31 of each calendar year, or such other period as established by the board.

ARTICLE V
EXECUTION OF DOCUMENTS

The chief executive officer of the Authority shall have the power and authority to execute and deliver, and to delegate signatory power for, contracts, leases, obligations, and other instruments approved by the board or for which power to approve has been delegated by the board to the chief executive officer of the Authority.

ARTICLE VI
IMMUNITY, INDEMNIFICATION AND INSURANCE

A. Immunity

A member of the board or an officer, appointee or employee of the Authority shall not be subject to personal liability when acting in good faith within the scope of his or her authority or on account of the liability of the Authority.

B. Indemnification

The Authority shall indemnify and procure insurance indemnifying each member of the board and each officer and appointee of the Authority against liability arising out of the discharge of his or her official duties, or for liability asserted by a person with regard to bonds or other obligations of the Authority, the issuance of bonds or other obligations of the Authority, or by reason of any other action taken or the failure to act by the Authority.

C. Insurance

The Authority shall, in addition to the insurance referred to above, purchase and maintain insurance on behalf of each member of the board and each officer and appointee of the Authority against any liability arising out of the status of that person or asserted against that person and incurred by that person in any capacity.

D. Eligible Expenses

Indemnification or other payment under this ARTICLE VI may be for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.

ARTICLE VII
AMENDMENTS AND INTERPRETATION OF BYLAWS

A. Amendments

These bylaws may be altered, amended or rescinded and new bylaws may be adopted by the members at any regular meeting or special meeting of the members called therefore, by the vote of a majority of the members of the board serving at the time of the vote.

B. Interpretation

The provisions of these bylaws shall not contradict, extend or supersede the provisions of the Act and shall be interpreted in a manner consistent with the Act. In the event of any conflict between these bylaws and the Act or any other applicable law, the provisions of the Act or other applicable law shall control.

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These bylaws were adopted by the Board of the Authority by Resolution No. 02-07 on the 8th day of August, 2002, amended by the Board of the Authority by Resolution No.12-135 on the 17th day of October, 2012 and amended by the Board of the Authority by Resolution No. 19-105 on the 21st day of August, 2019.