

**RESOLUTION NO. 3138 - 2018**

**A RESOLUTION OF THE GRAND COUNTY COUNCIL, STATE OF UTAH,  
APPROVING REWRITTEN BYLAWS FOR THE GRAND COUNTY AIRPORT BOARD**

**WHEREAS**, the Grand County Council adopted Ordinance No. 467 on March 18, 2008 establishing the Grand County Airport Board; and

**WHEREAS**, the Airport Board Bylaws were last revised on January 17, 2006; and

**WHEREAS**, the Grand County Airport Director has rewritten the Bylaws to bring them in line with Ordinance No. 467; and

**WHEREAS**, the 2006 Bylaws are hereby rewritten to:

- reflect seven board members instead of five;
- allow for real-time electronic (phone) attendance by board members;
- adjust several sections associated with the airport now having full-time staff;
- allow consideration of the removal of a board member for lack of attendance;
- include a clause on immunity and indemnification

**WHEREAS**, the Airport Board voted unanimously on October 2, 2017 to recommend approval of a prior draft of the rewritten Bylaws; and

**WHEREAS**, the County Council approved the prior draft of the rewritten Bylaws on October 17, 2017, "pending legal review;" and

**WHEREAS**, legal review subsequently indicated the need for additional revisions as negotiated with the County Council Administrator and provided herein; and

**WHEREAS**, the Grand County Council adopted Ordinance No. 472 establishing a process for the adoption of bylaws for Grand County Boards and Commissions.

**NOW THEREFORE**, the Grand County Council hereby resolves to adopt the Grand County Airport Board Bylaws attached as Exhibit A.

**APPROVED** by the Grand County Council in open session this 3rd day of April, 2018, by the following vote:

Those voting aye: Evan Clapper, Greg Halliday, Mary McGann, Rory Paxman, Patrick Trim

Those voting nay: \_\_\_\_\_

Absent: Jaylyn Hawks, Curtis Wells

**ATTEST:**

**GRAND COUNTY COUNCIL**

Diana Carroll  
Diana Carroll, Clerk/Auditor

Mary McGann  
Mary McGann, Chairperson

## **GRAND COUNTY AIRPORT BOARD BYLAWS**

**Revised the 3<sup>rd</sup> of April, 2018**

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### **1. PURPOSE OF THE BOARD**

The Grand County Airport Board was formally formed by Grand County Ordinance 467, which was adopted by the Grand County Council on March 18, 2008.

The purpose of the Grand County Airport Board ("the Board") shall be to advise the Grand County Council in matters related to the business and affairs of the Grand County Airport, Canyonlands Field, henceforth called the airport. The members of the Board (hereinafter referred to as "Members") shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Board, as they may deem proper, not inconsistent with these by-laws, Grand County ordinances, and the laws of this state.

### **2. NUMBER AND TENURE OF MEMBERS**

- a) The Board shall consist of seven voting Members. One Member will be nominated by the Grand County Council, and one by the City of Moab. The remaining five Members must meet the qualifications of

Section 3 of these bylaws. Candidates that have submitted an application through the County will be interviewed by the Board, and appointment recommendations will be presented to the County Council.

- b) All appointments to the Board shall be made by the Grand County Council.
- c) The appointment of Members shall be for a term of four (4) years. Any fraction of a calendar year in the initial appointment shall be considered a full year.
- d) Each Member's term of office shall expire on the first meeting in January occurring at the end of such Member's four (4) year term, but a Member whose term has expired shall continue to hold office until a successor is appointed and qualified.
- e) A vacancy occurring in the Board shall be filled for the unexpired term in the same manner as was the original appointment.
- f) As per Ordinance 467, Board officers will serve a two (2) year term.

### 3. QUALIFICATIONS OF MEMBERS

A person to be eligible to be appointed as a Member shall meet the following requirements:

- a) Be not less than 21 years of age; and
- b) Be a resident of Grand County and the State of Utah; and
- c) Be a registered voter in Grand County.

### 4. REMOVAL OF MEMBERS

The Board may recommend the removal of a Member by the Grand County Council for inefficiency, neglect of duty, misconduct, or if such Member is absent from more than three (3) regularly scheduled meetings within a period of twelve (12) consecutive months in office, but only after a hearing. The Member shall be given a copy of the reasons for removal at least ten (10) days prior to the hearing of the Board and shall have the opportunity to respond in person. A recommendation of removal would be presented to the Grand County Council.

### 5. RESIGNATION

A Member may resign at any time by giving written notice to the Board, the Chairperson (as defined below) or the Vice-Chairperson (as defined below). Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### 6. VACANCIES

- a) Any vacancy occurring in the Board as a result of the resignation or removal of a Member shall be filled by an individual appointed by the Grand County Council. A Member appointed to fill a vacancy shall hold

such office until the next meeting in January, and until his or her successor is nominated and appointed (pursuant to the provisions of Section 2 above), or until his or her earlier death, resignation or removal.

- b) Should the office of Chairperson or Vice-Chairperson become vacant as a result of resignation or removal, the Board shall select a successor at the next regular meeting for the unexpired term of such office. When the office of Secretary becomes vacant, the Airport Director shall appoint a successor.

#### 7. SELECTION OF CHAIRPERSON

Each even-numbered year the Board at its first regular meeting in February shall select one of the Members to serve as chairperson of the Board (the "Chairperson"). The Chairperson shall be the principal officer of the Board and, subject to the control of the Members, shall in general supervise and control all of the business and affairs of the Board. The Chairperson shall, when present, preside at all meetings of the Board.

#### 8. SELECTION OF VICE-CHAIRPERSON

Each even-numbered year the Board at its first regular meeting in February shall select one of the Members to serve as vice-chairperson of the Board (the "Vice-Chairperson"). In the absence of the Chairperson, or in the event of his or her death, 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 as may be assigned by the Chairperson or by the Board.

#### 9. SECRETARY

A full-time Grand County employee, working in the Department of the Airport, will act as a secretary of Board meetings (the "Secretary"). This employee will be the Airport Director, or his or her designee.

#### 10. QUORUM OF THE BOARD

A simple majority of the Members constitutes a quorum for the transactions of business. The Board may act officially by an affirmative vote of a majority of the Members of a quorum, unless it is otherwise provided for in the ordinance creating the Board.

For the purpose of a closed session, the Board must vote in a supermajority (two-thirds of Members present) to go into a closed session.

#### 11. RECORD OF MEETINGS

The Board shall cause written minutes of its proceedings, to be kept available for public inspection, which such minutes will be prepared by the Secretary. Minutes will be kept on record in the office of the Airport Director, and made available electronically on the Grand County website. The Board shall record in the record the yea and nay votes cast by the Members with regard to any action taken by the Board.

## 12. MEETINGS OF BOARD

- a) The Board shall convene for regular meetings to be held not less than monthly throughout the year.
- b) The order of business shall be:
  - 1. Reading of minutes of preceding meeting with editing and approval.
  - 2. Reports of Airport Director.
  - 3. Citizens to be heard.
  - 4. Discussion and consideration items for possible action by the Board.
  - 5. Discussion items to be addressed by the Board that do not require action.
  - 6. Elections, if required.
  - 7. Future Considerations.
- c) Emergency or special meetings may be called by the Chairperson, the Vice-Chairperson, or at the request of two-thirds of the Members. All Members must be notified immediately, plus advertisement to the public through the most expeditious means, in order for the meeting to be held as per Utah Code §52-4-202(5).
- d) Meetings of the Board shall be held at such public place, within Grand County, as may be designated by the Board or the Chairperson.
- e) Notice of scheduled meetings of the Board stating the place, day and hour of the meeting shall be made in accordance with Section 12(a). Prior to each meeting, notice will be given in accordance with relevant Utah Code governing Open and Public Meetings.
- f) The Board shall adopt a system of rules of procedure under which its meetings are to be held. The Board may suspend the rules of procedure by two-thirds vote of the Members who are present at the meeting. The Board shall not suspend the rules of procedure beyond the duration of the meeting at which the suspension of the rules occurs.
- g) Subject to the approval of the Grand County Council, the Board is empowered to determine and establish such rules for the conduct of the Board as the Members deem advisable, except that such rules shall not be in conflict with these by-laws or other applicable law, federal, state, or county, or city.
- h) No action of the Board may be taken by written consent.

## 13. IMMUNITY AND INDEMNIFICATION

- a) A Member or a Board officer 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 Grand County or the Grand County Council.
- b) Grand County shall indemnify each Member and each Member officer against liability arising out of the discharge of his or her official duties, or for liability asserted by a person with regard to obligations of Grand County or by reason of any action taken or the failure to act by Grand County. Grand County shall

have the right to impose, as conditions to any indemnification provided by Grand County, such reasonable requirements and conditions as may appear appropriate to the Grand County Council in each specific case and circumstance.

- c) Indemnification or other payment under this Section 14 may be made for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.]

#### 14. COMPENSATION

No compensation shall be paid to Members, as such, for their services. Expenses incurred during the course of performing services for the Board or Board business may be compensated from the Airport operating budget as authorized by the Airport Director, and as approved by the Board.

#### 15. PRESUMPTION OF ASSENT

A Member who is present at a meeting of the Board at which action on any Board matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right of dissent shall not apply to a Member who voted in favor of such action.

#### 16. COMMITTEES

The Board may designate from among its Members ad hoc committees. Committees of the Board shall report to the Board the proceedings of any committee meeting, but formal recordings and minutes will not be kept of the committee discussions. If the committee consists of a number of Members equal or greater than a quorum of the Board, the committee meetings shall be treated as a regular Board meeting subject to State requirements of open meetings.

#### 17. AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by majority vote of all Members at any regular meeting or at any special meeting when the proposed amendment has been sent out in the notice of such meeting. Such amendments, alterations, or repeals must be approved by the Grand County Council.

#### 18. DUTIES OF THE BOARD

The Board shall:

- a) Recommend that the Grand County Council enter into contracts, agreements and other instruments required for the efficient operation of the airport, its facilities and services.
- b) Advise that the Grand County Council purchase, trade, exchange, acquire, buy sell, obtain option on, acquire by gift, grant, bequest, or devise, or otherwise dispose of and encumber real and personal property or any interest therein, including leases and easements.

- c) Provide recommendations to the Grand County Council concerning the regulation receiving, deposit and embarkation of passengers or property to or from the airport.
- d) Recommend to the Grand County Council regulations to prohibit any airport hazard.
- e) Recommend charges, fees, and rentals, and submit such recommendations to the Grand County Council for approval.
- f) Advise the Grand County Council concerning the lease or assignment for operation of such space or area, appurtenances, appliances, or other conveniences as are necessary or useful.
- g) Recommend for approval by the Grand County Council rules governing the use of the airport and facilities and the use of other property and means of transportation within the airport.
- h) Recommend the Grand County Council enter into contracts or otherwise cooperate with the Federal Government, the state, or other public or private agencies.
- i) Promote aeronautics and the furtherance of commerce and navigation by air.
- j) Recommend authorization of travel and other expenses of the Members, agents, counsel, and employees when engaged in Board business.
- k) Recommend the Grand County Council accept financial assistance from public or private sources, or that Grand County apply for and accept advances, loans, grants, contributions and any other forms of financial assistance from the Federal or State Government, or any other source public or private.
- l) Fix the time and place at which its meetings shall be held; such place shall be a public place located with Grand County.
- m) Recommend to the Grand County Council the advice of specific technical experts, and other agents, as may be necessary for specific actions or projects associated with the airport and its attendant facilities.
- n) Arrange with Grand County Airport department for the providing of any services or supplies required by the Board.
- o) Serve as a hearing group on violations associated with the implementation of any standards adopted by Grand County for operations at the airport.
- p) Review annual operating budget of the airport as determined by Grand County staff.
- q) Serve as the 'Airport Board of Adjustment' as defined in the Airport Limitation District section of the Grand County Land Use Code.
- r) And other duties as assigned by the Grand County Council with regards to airport operations.

#### 19. REPORTS BY BOARD

The Board shall file with the Grand County Council any reports required or requested by the members of the Grand County Council.

## 20. BUDGET OF BOARD

The Board does not have a specified budget. Recommendations for Board expenditures will be coordinated with Grand County staff and included in the annual operating budget of the Airport.

## 21. ELECTRONIC ACCESSIBILITY FOR BOARD MEETINGS

With prior arrangement with the Chairperson or Vice-Chairperson, Members may establish a conference call, either by phone or teleconference. Any Member that has established his or her presence at a meeting via means of electronic communications, prior to opening the public meeting, may act within such Member's full capacity as a Member for the duration of the meeting.

Bylaws recommended by the Airport Board on the 2nd day of October, 2017 by:

A handwritten signature in cursive script, appearing to read "Bill Groff", is written over a solid horizontal line.

Bill Groff, Chairperson  
Grand County Airport Board

Bylaws adopted by resolution on the 3rd day of April, 2018 by:

A handwritten signature in cursive script, appearing to read "Mary McGann", is written over a solid horizontal line.

Mary McGann, Chairperson  
Grand County Council