

BYLAWS OF THE RAPID CITY REGIONAL AIRPORT BOARD OF THE  
CITY OF RAPID CITY, SOUTH DAKOTA

ARTICLE I - BOARD OF DIRECTORS

Board of Directors. The powers of the Board of Directors of the Rapid City Regional Airport shall be vested in the Members thereof, and hereinafter referred to as Board.

ARTICLE II - OFFICERS

Section 1. Officers. The officers shall be a President, Vice President, and Secretary.

Section 2. President. The President shall preside at all meetings of the Board. Except as otherwise authorized by resolution, the President and Secretary shall sign all contracts, deeds, and other instruments. At each meeting, the President shall submit such recommendations and information as the President may consider proper concerning the business, affairs, and policies, of the Board.

Section 3. Vice President. The Vice President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, The Vice President shall perform such duties as are imposed on the President until a new President is selected.

Section 4. Secretary. The Secretary or designee shall keep the records of the board, shall act as Secretary of the meetings of the board and record all votes, and shall keep a record of the proceedings in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. The Secretary shall perform the duties of the President in the absence or incapacity of the President and Vice President.

Section 5. Additional Duties. The officers of the Board shall perform such other duties and functions as may be necessary from time to time.

Section 6. Election or Appointment. The President, Vice President and Secretary shall be elected at the annual meeting of the Board from among the Members of the Board and shall hold office for one year or until their successors are elected and qualified.

Section 7. Vacancies. Should the offices of President, Vice President and Secretary become vacant, the Board shall select a successor from its membership at the next regular meeting for the unexpired term of said office.

Section 8. Additional Personnel. The Board may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by 14CFR Part 139 and as may be necessary to conduct the operations of the Airport. Such personnel may include an Executive Director, technical experts, and such other officers, agents, and employees, either permanent or temporary. The Board shall determine the qualifications, duties, and compensation of such additional personnel in accordance with the city's annual salary ordinance, nonunion personnel policy resolution or union contract as may be applicable.

### ARTICLE III - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held during the first meeting in the month of May at the regular meeting place of the Board.

Section 2. Regular Meeting. Regular meetings of the Board shall be held at least monthly on such regular meetings dates as may be established from time to time. Regular meetings shall be held at the Rapid City Regional Airport.

Section 3. Special Meeting. The President of the Board may, when deemed expedient, and shall, upon the request of two Members of the Board, call a special meeting, for the purpose of transacting any business designated in the request. At such special meeting, no business shall be considered other than as designated in the request.

Section 4. Meeting Notification. Notification shall detail the time, place and items to be considered by the Board. The Board shall adopt a policy of notification that is in compliance with South Dakota Codified Law regarding public notification.

Section 5. Quorum. The powers of the Board shall be vested in the Members thereof. A majority of the Members of the Board shall constitute a quorum for the purpose of conducting business of the Board and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Action may be taken by the Board upon a vote of a majority of the Members present.

Section 6. Order of Business. At the regular meetings of the Board, the following shall be the normal order of business:

1. Agenda Review.
2. Reading and approval of the minutes of the previous meeting.
3. Visitor Items.
4. Financial Items requiring Board Action .
5. Consent Calendar
6. Miscellaneous Operation and/or items requiring Board Action.
7. Discussion from the President, Board members and staff.
8. Other Business.
9. Adjournment.

Section 7. Manner of Voting and Meeting Procedures. Vote shall be taken by voice on all matters. Upon the request of a Board Member a roll call vote shall be taken. The Board shall have the power to adopt rules of order to govern meetings of the Board. In the absence of other rules, the current version of Roberts Rules of Order shall be used in so far as applicable.

Section 8. Minutes. The result of all votes taken by the Board shall be entered upon the minutes of the meeting. The written minutes shall be the official record of

action taken by the Board. The Secretary shall record minutes of the meetings in a manner that provides a description of the discussion, which occurs at meetings of the Board. The minutes shall record the time, place, and attendance of the meetings. The Board may also record the meetings in an audio format, and disseminate such information as established by policy.


ARTICLE IV - AMENDMENTS

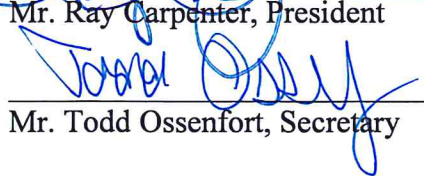
Amendments to Bylaws. The bylaws of the Board shall be amended only with the approval of 2/3<sup>rds</sup> of the members that constitute a quorum of the Board at a regular or special meeting, provided such amendment was stated in the call for the meeting.

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We hereby certify that the foregoing are the bylaws of THE BOARD OF DIRECTORS OF THE RAPID CITY REGIONAL AIRPORT OF THE CITY OF RAPID CITY, SOUTH DAKOTA.

DATED this 24th day of March, 2015.

  
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Mr. Ray Carpenter, President

  
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Mr. Todd Ossenfort, Secretary