

**RESOLUTION NO. 14- 1**  
**OF THE**  
**JACKSON HOLE AIRPORT BOARD**  
**ADOPTING BYLAWS AND CERTIFICATE OF ORGANIZATION**

**February 19, 2014**

The Jackson Hole Airport Board (the "Board"), a body corporate, organized under the laws of Wyoming, finds that:

**WHEREAS**, the Board was organized as an airport board on January 17, 1968 pursuant to Wyoming Statute §10-5-202; and is deemed a joint power board pursuant to Wyoming Statute §16-1-105;

**WHEREAS**, such statutes require the Board to organize each year and to thereafter file a Certificate of Organization with the Wyoming Secretary of State and Teton County Clerk;

**WHEREAS**, the Board is also governed by the Town of Jackson and Teton County Agreement Establishing the Jackson Hole Airport Board dated October 7, 2013, which was approved by the Wyoming Attorney General on October 23, 2013 (the "Joint Powers Agreement");


**WHEREAS**, the Joint Powers Agreement requires the Board to adopt Bylaws governing its operations.

**NOW, THEREFORE**, it is resolved by the Jackson Hole Airport Board, in open and public meeting, as follows:


1. The Board hereby adopts its Certificate of Organization for 2014 in the form annexed hereto as **Exhibit A**, and directs that it be filed and notification of its adoption be given as required by law.
2. The Board hereby adopts its Bylaws in the form annexed hereto as **Exhibit B**.

Adopted by the Board in open and public meeting this 19 day of February 2014.

JACKSON HOLE AIRPORT BOARD

By:   
Jerry Blann, President

ATTEST

By:   
Clay James, Secretary

**BY-LAWS**  
**of the**  
**JACKSON HOLE AIRPORT BOARD**  
Adopted February 19, 2014

**ARTICLE I**  
**Organization**

1.1 Organization. The Jackson Hole Airport Board (the "Board"), was organized on January 17, 1968 as an airport board pursuant to Wyoming Statute §10-5-202; and is deemed a joint power board pursuant to Wyoming Statute §16-1-105. The Board is governed by the Town of Jackson and Teton County Agreement Establishing the Jackson Hole Airport Board dated October 7, 2013.

**ARTICLE II**  
**Members**

2.1 Selection and Qualification. The Board shall consist of five Members, each of which may be referred to as a "Member" or "Board Member" herein. The Jackson Town Council and Teton County Board of County Commissioners shall jointly appoint Board Members. Board Members shall be qualified electors of Teton County.

2.2 Term. The term of each Member shall be five years. The Jackson Town Council and the Teton County Board of County Commissioners shall jointly appoint or re-appoint a Member each January. Members shall serve staggered terms with one Member's term expiring every year on the first Monday of February. Each Member shall hold office until his or her successor has been appointed and qualified.

2.3 Vacancies. Vacancies in the office of Board Member shall be filled in the same manner as provided for their appointment. The replacing Member shall serve the balance of the term of the Member being replaced.

2.4 Removal. Any Board Member may be removed with or without cause or notice by joint resolution of the Jackson Town Council and Teton County Board of County Commissioners.

**ARTICLE III**  
**Meetings of the Board**

3.1 Meetings Generally. With the exception of duly authorized executive sessions, all meetings of the Board shall be open to the public and shall be conducted in accordance with Wyoming Statutes §§16-4-402 et seq. The Board shall act only at a duly called meeting which is open to the public.

3.2 Regular Meetings. Regular meetings of the Board shall be held on the 3rd Wednesday of each month at 9 a.m. at the Jackson Hole Airport Board Room located at 1250 East Airport Road, Jackson, Wyoming. Provided, however, that by resolution adopted from time-to-time, and provided to the Town Clerk, County Clerk and each newspaper of general



circulation, radio or television station requesting the same, the Board may change the date, time and/or location of regular meetings or may determine not to hold a regular meeting in a particular month, so long as regular meetings are held not less than quarterly.

3.3 Special Meetings. Special meetings may be called by the President, or by a majority of Board Members, by informing the other Members of the date, time and place of such meeting and the purpose for which it is called.

3.4 Emergency Meetings. An emergency meeting may be called by the President, upon giving as much notice as is practical under the circumstances, to address unforeseen circumstances or the resulting state that call for immediate action. Any action taken at an emergency meeting must be ratified at the next meeting of the Board at which full and timely public notice is provided.

3.5 Notice of Meetings. Notice of regular, special and emergency meetings of the Board shall be provided in accordance with Wyoming Statutes §16-4-404. Notice of regular and special meetings shall be sent all Members and to those that request in writing notice of future meetings and who have renewed such written request on an annual basis. Notice of special meetings shall be sent to each Member and to each newspaper of general circulation, radio or television station requesting the same by giving verbal, electronic or written notice, accompanied by a statement of special business to come before the Board. Notice of emergency meetings shall be provided to each Member by any of the above means or by telephone. A reasonable effort shall be made to offer public notice of emergency meetings. Waiver of the notice of any meeting may be made by any Member, and attendance at any meeting shall constitute such a waiver.

3.6 Record of Proceedings. The Secretary of the Board or his/her designee shall record minutes of each regular, special and emergency meetings of the Board, shall transcribe and distribute the minutes to the Members and shall distribute the minutes to members of the public upon request.

3.7 Quorum. Three Members shall constitute a quorum necessary for the transaction of business. Votes may not be taken without a quorum of voting Members present. Any action by the Board shall require the affirmative vote of a majority of Members in attendance. Members may attend a meeting in person or by any electronic means which permits those physically in attendance to hear such Member and such Member to hear persons who are physically in attendance.

3.8 Expected Member Attendance. Board Members are expected to regularly attend Board meetings. In the event a Member must be unavoidably absent, he/she shall notify the President as soon as possible prior to the meeting. If a Member has failed to attend fifty percent (50%) of the regular meetings during a fiscal year, the President shall submit a written request to the Teton County Board of County Commissioners and Jackson Town Council to remove the Member and for a replacement to fill the unexpired term of the Member.

3.9 Conflicts of Interest. At the February Board meeting, each Member shall file with the Secretary a declaration of any personal conflicts of interest of which they are aware. In addition, any Member who has a pecuniary interest in a matter pending before the Board, or who is likely to derive direct and tangible personal or professional benefit from a particular



resolution of the matter, shall declare a conflict of interest and shall not participate in the discussion of or vote on any issue connected with the matter, and his/her presence at the meeting shall be disregarded for the purposes of obtaining a quorum for voting. The Member who declares a conflict shall remove themselves from the meeting room during the discussion and vote on the issue in order to not influence the vote with his or her presence.

#### **ARTICLE IV Officers and Committees**

4.1 Officers. The officers of the Board shall be President, Vice President, Secretary and Treasurer. No two offices may be held by the same person.

4.2 Election or Appointment and Term. The officers shall be elected by the Board from its Members at the regular Board meeting in February of each calendar year, and they shall hold office for one year or until their successors have been duly elected and qualified.

4.3 Vacancy. A vacancy in any office may be filled by the Board for the unexpired portion of the term of the officer.

4.4 President. The President shall preside over all meetings of the Board and exercise such authority as is duly conferred upon him from time to time by the Board. He shall sign, either by manual or facsimile signature, any leases, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, provided however, that the Board may, by Resolution, delegate the President's authority in certain routine matters to the Airport Director, to the extent not prohibited by Wyoming law.

4.5 Vice President. In the absence of the President or in the event of her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of the President.

4.6 Treasurer. The Treasurer shall perform all duties incidental to the office and all duties as may be assigned by the Board.

4.7 Secretary. The Secretary shall be responsible for the keeping of minutes of the meetings of the Board; see that all notices are duly given as required; be custodian of the corporate records of the Board; and perform all duties incident to the office. Where required, the Secretary shall attest the signature of the President or Vice President on any instrument, provided, however, that in the Secretary's absence any other Board Member may attest such signature.

4.8 Committees of the Board. The President may appoint committees composed of Members and/or non-Members as the Board deems advisable. All committees shall report directly to the Board.

**ARTICLE V**  
**Miscellaneous**

5.1 Principal Office. The principal office of the Board shall be located at the Jackson Hole Airport, 1250 East Airport Road, Jackson, Teton County, Wyoming.

5.2 Compensation and Expenses. No Board Member shall receive compensation for serving on the Board, provided, however, that when actually engaged in the performance of their duties, Members may be reimbursed for travel and other necessary expenses incurred while attending to business or meetings of the Board.

5.3 No Personal Liability. No individual Board Member shall be personally liable for any actions, omissions or procedures of the Board. The Board may defend and indemnify Members from any such personal liability to the maximum extent authorized by Wyoming law.

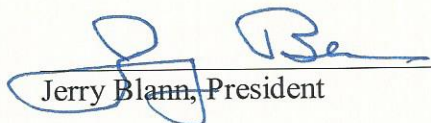
5.4 Fiscal Year. The fiscal year of the Board shall begin on the 1st day of July of each year and end on the 30th day of June in the following year.

5.5 Amendment. These Bylaws may be altered, amended or repealed by Resolution of the Board adopted at any regular meeting of the Board, provided the same has been disclosed on the meeting agenda.

The undersigned President and Secretary of the Board hereby certify that the foregoing was duly adopted by the Board in open meeting on the 19 day of February, 2014.

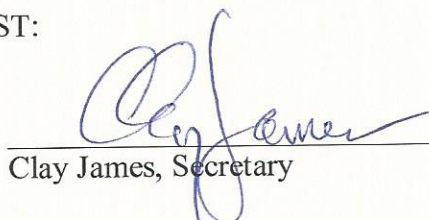
**JACKSON HOLE AIRPORT BOARD**

By:

  
Jerry Blann, President

ATTEST:

By:

  
Clay James, Secretary