

**RESOLUTION AND ORDER APPROVING
AMENDED & RESTATED BYLAWS FOR AIRPORT ADVISORY BOARD**

On this the 12th day of June, 2018, at a Regular Session Meeting of the Commissioners Court of Montgomery County, Texas, there came on for consideration and approval a motion to approve the Amended and Restated Bylaws of the Conroe-North Houston Regional Airport Advisory Board (formerly the Montgomery County Airport Advisory Board)(hereinafter the "Amended Bylaws").

Motion was made by Commissioner Meador and seconded by Commissioner Riley to hereby approve the Amended Bylaws.

Said Motion being put to a vote, it carried by a vote of 4 aye votes to 0 nay votes.

THEREFORE, IT IS HEREBY APPROVED AND ORDERED that this Commissioners Court approves the Amended and Restated Bylaws of the Conroe-North Houston Regional Airport Advisory Board in the form attached to this Resolution and Order and presented to Commissioners Court.

PASSED AND APPROVED this 12th day of June, 2018.

MONTGOMERY COUNTY, TEXAS

Craig Doyal
CRAIG DOYAL, COUNTY JUDGE

Mike Meador
MIKE MEADOR, COMMISSIONER PCT. 1

Charlie Riley
CHARLIE RILEY, COMMISSIONER PCT. 2

ABSENT

James Noack
JAMES NOACK, COMMISSIONER PCT. 3

Jim Clark
JIM CLARK, COMMISSIONER PCT. 4

Attest:

Mark Turnbull
MARK TURNBULL, COUNTY CLERK



**AMENDED AND RESTATED BYLAWS OF THE CONROE-NORTH HOUSTON
REGIONAL AIRPORT ADVISORY BOARD**

(formerly known as the Montgomery County Airport Advisory Board)

ARTICLE I

Name and Authorization

A. Name

The Board shall be known as the **Conroe-North Houston Regional Airport Advisory Board** (hereinafter referred to as the "Board").

B. Authorization

The Board exists by order of the Commissioners Court of Montgomery County, Texas (hereinafter referred to as the "Commissioners Court").

ARTICLE II

Purpose and Function

A. Purpose

As charged by the Commissioners Court, the Board shall serve in an advisory capacity to the Montgomery County Commissioners Court on issues presented to the Board related to the operation and promotion of Conroe-North Houston Regional Airport (formerly Lone Star Executive Airport), as well as economic development opportunities for Montgomery County, Texas (the "County") occasioned by the existence and functions of a county-owned and operated airport.

B. Function

The Board shall:

1. Review and evaluate the County's master plan and strategic vision for Conroe-North Houston Regional Airport) (hereinafter referred to by name or the "Airport"), its facilities and its functions, and suggest needed updates periodically.
2. Review and evaluate Montgomery County's *Airport Rules and Regulations* (the "Rules") and *Minimum Standards for Aeronautical Activities* (the "Minimum Standards") and make recommendations to Commissioners Court as necessary to assure the Rules and the Minimum Standards are user-friendly and adequately protect the safety, health and welfare of the Airport tenants and the public, and adequately foster the financial stability of the Airport.

3. Review and recommend to the Commissioners Court appropriate market-based rates and charges for use or lease of facilities within the Airport;
4. Review and recommend to the Commissioners Court the need for various professional services necessary for efficient operation of Airport facilities, including, but not limited to assistants, security guards, firefighters, or other services or positions;
5. Recommend to the Commissioners Court eligible individuals for appointment to any future airport zoning board that may be created by Commissioners Court;
6. Review and evaluate construction, improvement, maintenance, equipment, operations, security, environmental and economic development issues affecting the Airport and make recommendations for action on such issues to Commissioners Court.

ARTICLE III **MEMBERSHIP**

A. Members

1. The Board shall be comprised of seven (7) members appointed by the Commissioners Court. Board members will be selected based on their qualifications and willingness to serve and will be selected in such a manner as to be broadly representative of Montgomery County as a whole. Members will be selected without regard to race, creed, national origin, age, sex or disability.
2. The Director for the Airport ("Airport Director") shall serve on the Board in an *ex officio* capacity, without voting rights.

B. Eligibility

1. All members of the Board shall reside within Montgomery County, Texas.
2. Members shall be respected business and professional people. Consideration for membership will be given to individuals who have specific expertise in economic development, banking, design, marketing, pilot credentials, general aviation, neighborhood association representation, accounting, business and commercial law, retail sales, property management, or business development.

C. Appointments

1. Board members appointed by Commissioners Court shall each serve for a term of two years, beginning at the next regular or special meeting next following their appointment. The terms will expire on December 31st of the second year

of the member's term. Terms for Board members shall be staggered to preclude complete changeover of Board membership in a single calendar year.

2. Each member of Commissioners Court shall nominate one (1) individual for appointment to the Board to be approved by Commissioners Court unless otherwise ineligible under these Bylaws or other authority. A person appointed pursuant to this subsection shall hereinafter be referred to as a "Commissioner Member".
3. Two (2) "at large" members will be appointed by Commissioners Court. A person appointed pursuant to this subsection shall hereinafter be referred to as an "At Large Member".
4. All nominations for Board membership must be submitted to Commissioners Court for approval and appointment.

D. Vacancies

1. A Board member's position shall become vacant when:
 - a. the member is absent from any three (3) consecutive meetings, or five (5) total meetings within a calendar year; [Special exceptions on the removal of members for absences may be made by the Board Chair, after consultation with the Commissioner Court member who nominated the board member, when the absences are due to health or other extenuating circumstances and the absences have not affected the ability of the board to maintain a quorum; the Board Chair may then submit a special exception to the Board for vote and recommendation to Commissioners Court for reinstatement or reappointment]
 - b. the member no longer meets eligibility requirements or otherwise becomes ineligible to serve;
 - c. the member's term expires;
 - d. the member resigns; or
 - e. the member is removed by order or action of the Commissioners Court.
2. Upon vacancy of a Board position of a Commissioner Member, the member of Commissioners Court who nominated the Commissioner Member shall nominate another qualified person to serve the remainder of the term for that vacated position.

3. Upon vacancy of a Board position of an At Large Commissioner, any member of Commissioners Court may nominate a qualified person to serve the remainder of the vacated term after appointment by the Commissioners Court.
4. If appointment is made to fill the remainder of a vacated term on or after June 30th of the second year of the vacated term, the appointee shall serve the remainder of the year appointed and the next succeeding two years. If appointment is made to fill the remainder of the vacated term prior to June 30th of the second year of the vacated term, the appointee shall serve for the remainder of the vacated term unless re-appointed to another term.

E. Compensation

Board members shall receive no compensation for performance of their duties.

ARTICLE IV
MEETINGS AND ORGANIZATION

A. Meetings

1. Regular Meetings:

Regular meetings of the Board shall be held monthly on dates and at times as designated by the Airport Director following consultation with the Chair. Meetings may be canceled or deferred for any month in which no pending issue or business necessitates a meeting of the Board should the Chair and Airport Director agree appropriate.

2. Special Meetings:

Special meetings of the Board may be called by the Chair or by a majority of the Board for good cause to consider any matter properly brought before the Board, at a reasonable date and time and upon giving proper notice.

3. Notice:

An agenda for each regular and special Board meeting shall be prepared or be caused to be prepared by the Chair, distributed to each Board member and posted at the Airport Terminal Building by the Airport Director and posted at the County courthouse by the County Clerk of Montgomery County, Texas at least seventy-two (72) hours prior to the date and start time of each meeting.

4. Location:

Regular and special meetings of the Board shall be held at reasonable times in

such place as specified in the respective notice of meeting.

5. Public Meetings:

All regular and special Board meeting shall be open to the public in accordance with the standards of the Texas Open Meetings Act, notwithstanding the fact that the Board does not constitute a governmental body ordinarily subject to the Texas Open Meetings Act. Consequently, the Board may conduct an executive session or closed meeting on any matter consistent with the statutorily-approved exceptions to open meeting requirement, pursuant to Subchapter D of Chapter 551 of the Texas Government Code, if the executive session or closed meeting is conducted in accordance with the procedures for holding a closed meeting set out in Subchapter E of Chapter 551 of the Texas Government Code. **Nothing contained in this section or these Bylaws is intended to nor shall it subject the Board members or the Board to liability (civil or criminal) under the Texas Open Meetings Act (the "TOMA"). The references to Chapter 551 of the Texas Government Code are solely meant to incorporate by reference the procedures of the TOMA Act and are not intended to incorporate any penalties under TOMA.**

B. Officers

1. The Board shall have the following Officers: Chair, Vice-Chair and Secretary.
2. Board shall elect from its membership the Chair and Vice-Chair.
3. The Chair and Vice-Chair shall be elected by the Board to serve for a term of one (1) year at the January meeting each year and shall begin serving immediately following the election.
4. The Airport Director shall serve as Secretary of the Board.

C. Quorum

1. The Board shall act as a body in performing its duties and taking any votes for recommendation to Commissioners Court.
2. A majority of the board shall constitute a quorum necessary to hold a meeting or take any vote for recommendation to Commissioners Court.

D. Voting

1. Each member shall be entitled to one (1) vote and shall cast that vote on each item submitted. Proxy votes and absentee ballots shall not be permitted.

2. Any member of the board who has a conflict of interest concerning any matter before the Board, or whose immediate family member or business association has an interest in any matter that could be perceived to cause a conflict of interest for the Board member, shall so inform the Chair before participating in any discussion of the matter and shall refrain from voting on the matter if the Board agrees that a conflict of interest exists.

ARTICLE V

OFFICERS AND DUTIES

A. Chair

1. The Chair shall exercise general supervision of the business of the Board and preside at all meetings.
2. The Chair shall prepare or cause to be prepared an agenda for all meetings of the Board.
3. The Chair shall appoint chairs of any subcommittee formed by the Board.
4. The Chair may delegate any of the Chair's duties to the Vice-Chair.
5. The Chair shall ensure compliance with these Bylaws, and submit issues of compliance or conflict of interest to the Board for discussion and vote, as appropriate. The Chair shall notify members of their removal from the Board for non-compliance.
6. The Chair may acknowledge special requests for exception to removal of members for absences at scheduled meetings, confer with the appropriate County official and submit the matter to the Board for vote on recommended action.
7. The Chair shall act as spokesperson for the Board before Commissioners Court when called upon by the Airport Director or any member of Commissioners Court.

B. Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence of or as prescribed by the Chair.

C. Secretary

1. The Secretary shall act as Secretary at all meeting of the Board, but in the absence of the Secretary, the Chair or other member presiding may appoint any person to act as Secretary of the meeting.
2. The Secretary shall keep the minutes of the meetings of the Board in books or electronic format as provided for that purpose.

C. Removal from Office

When an officer has been absent or has not performed the duties of that office for three (3) consecutive meetings, that officer may be removed from office by the Board upon a majority vote at a scheduled meeting. Upon removal of an officer from office, the Board shall elect a person from its membership to fill the remaining term of the removed officer.

ARTICLE VI
BOARD OPERATIONS

- A. The Board shall have no authority other than as stipulated by the Bylaws and approved by the County Commissioners Court.
- B. No meeting of the Board will be held unless the Chair or Vice-Chair is present to preside and a quorum of Board members is in attendance.
- C. No action or vote taken by the Board shall be effective until consideration and independent action approving or adopting the vote by Commissioners Court.
- D. The Board shall meet regularly. No more than three (3) calendar months shall pass between meetings. Special meetings may be called by the Chair or by a majority of the Board if proper notice is provided, as required by Section A of Article IV of these Bylaws.
- E. The minutes of each shall be recorded in writing and transcribed. A copy of the meeting minutes shall be kept and maintained in the office of the Airport Director. All minutes and related records of the Board shall be made available to the public in accordance with and subject to the Texas Public Information Act.
- F. All meetings shall be conducted in accordance with *Robert's Rules of Order*.
- G. All recommendations of the Board shall be presented to Commissioners Court by the Airport Director. The Chair may address Commissioners Court when called upon by the Airport Director or a member of Commissioners Court on

issued considered or voted on by the Board and presented to Commissioners Court by the Airport Director.

ARTICLE VII

COUNTY STAFF SERVICES

- A. The Airport Director, or his/her designee, shall act as the liaison for the Board with Commissioners Court and any other County official or department. The staff of the Airport Director will provide staff services to the Board as directed by the Airport Director. Staff services may include:
1. providing Board members with agendas; arranging meeting locations; taking, transcribing and maintaining minutes of Board meetings; and preparing and distributing appropriate information related to meeting agendas;
 2. informing the Board of events, activities, policies, programs, etc. relating within the scope of the Board's function and informing the Board of all Commissioners Court or County Department requests for information or assistance;
 3. providing a continuous flow of information and liaison to the appropriate County officials or department heads, including submitting reports and presenting recommendations of the Board;
 4. investigating all matters before the Board; and
 5. providing orientation training by staff of the Airport Director for all new Board members, including an overview of existing or pending plans, rules and regulations and Airport operations.
- B. Specific questions of conflict of interest, legal interpretation of the Bylaws or other legal issues concerning the Airport shall be addressed to the County Attorney or his/her designee.

ARTICLE VIII

EFFECTIVE DATE AND AMENDMENT

- A. These Amended and Restated Bylaws shall become effective upon adoption by Commissioners Court.
- B. All amendments and changes to the Bylaws may be reviewed and approved by the Board before recommendation to and adoption by Commissioners Court.

APPROVED BY THE BOARD OF DIRECTORS on the 11th day of June, 2018.

Bill Wingo
Chair

Attest:

Mary Wilson
Secretary/Airport Director