

FOURTH AMENDED BY-LAWS OF THE  
LARAMIE REGIONAL AIRPORT BOARD

ARTICLE ONE  
ORGANIZATION AND PURPOSE

1. NAME

The name of this organization shall be the Laramie Regional Airport Board.

2. PURPOSE

The purpose of the Laramie Regional Airport Board is to manage the business and affairs of the Laramie Regional Airport, to promote both commercial and general aviation, and to have a positive effect on the region's economy.

3. JOINT POWERS BOARD

The Laramie Regional Airport Board shall be organized as a Joint Powers Board under the Wyoming Joint Powers Act, W.S. §16-1-101, *et seq.* (1977 as amended). The Secretary of State of Wyoming confirmed the Board was validly organized as a Joint Powers Board as of June 24, 1965. The affairs of the Board shall be conducted at all times in a manner consistent with the provisions of the Act.

4. PRINCIPAL OFFICE

The principal office of the Board shall be at the Business Office located at the Laramie Regional Airport, 555 General Brees Road, Laramie, Wyoming 82070.

5. TRANSACTION OF BUSINESS; LOCATION

The transaction of business may be held at such locations, as the Board shall designate pursuant to the relevant statutes and laws of the State of Wyoming.

ARTICLE TWO  
EMERGENCY PROCEDURES

1. PURPOSE

The purpose of these Emergency Procedures is to provide for the conduct of the Board business in the event that a quorum of members is unavailable and the urgency of the matter before the Board dictates an immediate response.

2. DURATION

The Emergency Procedures provided under this Article shall be operative during any emergency in the conduct of Board business, notwithstanding any different provision in the By-Laws. The Procedures provided in this article shall remain in effect during such emergency and upon its termination of the Emergency Procedures shall cease to be operative.

3. MEETINGS

Any Board Member may call a meeting of the Board. Notice of time and place of meeting shall be given by the person calling the meeting to such directors, as it may be feasible

to reach any available means of communication. Such notices shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

4. QUORUM

At any such emergency meeting of the Board, a quorum shall consist of two (2) members. Any action shall require the affirmative vote of both members.

ARTICLE THREE  
BOARD MEMBERS

1. NUMBER; COMPOSITION; TERMS

The Board shall consist of five (5) members, all of who shall be qualified electors of Albany County, Wyoming, and shall be appointed by the joint action of the Board of County Commissioners of Albany County and the City Council of the City of Laramie. Members of the Board shall serve for a five-year term. One new member of the Board shall be appointed by a joint action of the Board of County Commissions and the City Council in the January meeting of each year, and all members of the Board shall serve until their successors shall have been duly appointed and qualified. Vacancies for unexpired terms shall be filled by appointment resulting from the joint action of the Board of County Commissioners and the City Council.

2. REAPPOINTMENTS

Reappointments to the Board shall be limited to three (3) full terms in addition to any partial term a Board member has served.

3. REMOVAL

The Board may remove any officer or director whenever in its judgment that the best interests of the Board will be served thereby. A unanimous vote of all non-affected members of the remaining Board shall be required for removal. A Board member may be considered for removal if the Board member shall have missed three (3) consecutive regular Board meetings or four (4) regular Board meetings during a twelve (12) month period.

4. EX OFFICIO MEMBERS

At the direction of a majority of the Board, up to three (3) qualified persons may be elected as ex officio members. They shall have no voting rights but are subject to all other requirements of Board members. Only persons who have served as Board members of the Laramie Regional Airport Board may qualify for ex officio status. These members shall serve in an advisory capacity only. Election of these members shall be conducted in the same manner and time as the election of officers for the Board.

ARTICLE FOUR  
BOARD COUNSEL; OTHER CONSULTANTS

1. COUNSEL

The Board may retain legal counsel to assist and advise the Board. Counsel shall be a current and active member of the Wyoming State Bar in good standing. The Board shall review Counsel's performance annually and, by resolution, extend Counsel's tenure for an additional

year or, by resolution, seek Statements of Interest from other eligible attorneys for the position. Compensation shall be agreed upon by the Board and Counsel.

## 2. AUDITING AND ACCOUNTING SERVICES

The Board shall retain and accounting firm for the purpose of conducting an audit not less than once per year. The firm shall be licensed with the State of Wyoming as a Certified Public Accountant. Proof of liability and malpractice insurance shall be furnished by the firm as required by the Board.

## 3. CONSULTANTS; PROFESSIONAL SERVICES

The Board may retain or hire any consultant or engage any professional services to assist the Board. Current or former Board members may be hired only by unanimous vote of the Board.

# ARTICLE FIVE MEETINGS

## 1. PURPOSE

The purpose of the meetings of the Board is to conduct business. Deliberations and actions shall be taken openly as provided by W.S. §16-4-401, *et seq.*, *Public Meetings* (1977, as amended).

## 2. REGULAR MEETINGS

Regular meetings of the Board shall be held at least monthly at such time and place as ordered by the Chairman or requested by a majority of the Board members. Notice of regular meetings shall be given not less than two (2) days in advance to each member of the Board and to each person, newspaper of general circulation, radio, and television station requesting notice. A request for notice may be made for future meetings. The request shall be in writing and renewed annually to the Board.

## 3. SPECIAL MEETINGS

Special meetings may be called by the Chairman or, upon request, by one or more Board members. Notice of special meetings shall be given not less than eight (8) hours prior to the commencement of the meeting to each member of the Board and to each person, newspaper of general circulation, radio, and television station requesting notice, specifying the time and place of the special meeting and the business to be transacted. No other business shall be considered at a special meeting.

## 4. EMERGENCY MEETINGS

Pursuant to W.S. §16-4-404 (1977, as amended), the Board may hold an emergency meeting on matters of serious immediate concern to take temporary action without notice. All action taken at an emergency meeting is of temporary nature and in order to become permanent shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours, excluding weekends and holidays, unless the event constituting the emergency continues to exist after forty-eight (48) hours. In such case, the board may reconsider and act upon the temporary action at the next regularly scheduled meeting, but in no event later than thirty (30) days from the date of the emergency action.

5. QUORUM

A quorum is necessary to conduct business. A majority of Board Members must be present to establish a quorum. If at the time of the meeting all five Board memberships are not filled a quorum can still be established as follows: If there are four Board members present, three members would establish a quorum. If there are three Board members present, two members would establish a quorum. If there are fewer than three Board members present, a quorum cannot be established and business cannot be conducted.

ARTICLE SIX  
OFFICERS AND THEIR DUTIES

1. NUMBER

The officers of the Board shall be a Chairman, Vice-Chairman, Secretary and Treasurer. Officers shall serve without compensation other than reimbursement of expenses, as provided by law.

2. ELECTION OF OFFICERS

Election of officers shall be conducted annually in accordance with the Certificate of Organization and the laws of the City of Laramie and the County of Albany. Elections shall be conducted during the regular November meeting. The new officers shall assume their duties effective January 1 of the following year.

3. CHAIRMAN

The Chairman shall have active executive management of the operations of the Board subject, however, to control of the Board of Directors. He shall preside at all meetings of Directors, discharge all duties that devolve upon a presiding officer, and perform such other duties as the By-Laws provide or the Board of Directors may prescribe.

4. VICE-CHAIRMAN

The Vice-Chairman shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman, and the Vice-Chairman shall perform such other duties as the By-Laws may provide or as the Chairman or Board of Directors may prescribe.

5. SECRETARY

The Secretary shall have charge of all records of the Board and shall be custodian of the Board Seal. The Secretary shall perform other duties as directed by the Chairman or as the By-Laws may provide or as the Board of Directors may prescribe.

6. TREASURER

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Board. The Treasurer shall be the legal custodian of all moneys, notes and other valuables that may from time to time come in to possession of the Board. The Treasurer shall immediately deposit all funds of the Board in reliable banks or depositories to be designated by the Board of Directors and shall keep this account in the name of the Board. The Treasurer shall present the Board with an annual review of the banks or depositories so selected. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Board, and shall perform such

other duties as the By-Laws may provide of the Board of Directors may prescribe. However, such of these duties may be delegated by the Treasurer, at his direction, to the appropriate staff, but the ultimate responsibility shall remain with the Treasurer.

#### 7. ABSENCE OF OFFICERS

In case of the absence of any officer of the Board or for any other reason that the Board of Directors may deem sufficient, the Board may transfer the powers or duties of that officer to any other officer or to any Director of the Board, provided a majority of the full Board of Directors concurs.

#### 8. BONDING OF OFFICERS

The Treasurer and Chairman shall be bonded in an amount the Board shall consider appropriate. Other members of the Board shall be bonded to the extent that the Board shall consider necessary and prudent.

### ARTICLE EIGHT COMMITTEES

#### 1. APPOINTMENT

The Chairman of the Board may appoint one or more members of the Board to a committee for the purpose of carrying out specific responsibilities as set forth by the Chairman. The Chairman, at his election, may replace or add members to the committee as required to effectuate the purpose of the committee. Said Chairman shall also have the authority to appoint an executive committee composed of two additional members and himself, to assist him in the administration of his duties.

#### 2. DURATION

The committee shall be in existence for the time necessary to carry out the responsibilities assigned or until terminated by the Chairman.

### ARTICLE NINE CONTRACTS; FUNDS; ACCOUNTING PROCEDURES

#### 1. FISCAL YEAR

The fiscal year of the Board shall be from July 1 to June 30.

#### 2. CONTRACTS

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of the Board, and such authority may be general or confined to specific instances.

#### 3. FUNDS

Funds of the Board shall be deposited with the City of Laramie or in a separate account established by the Board at a bank or banks or other depositories designated by the Board. Funds shall be withdrawn or disbursed in accordance with a resolution of the Board and appropriate public laws.

4. DISBURSEMENTS

All checks, drafts, vouchers, or other orders for the payment of obligations of the Board, all deeds, mortgages, and other written contracts or agreement to which the Board shall be a party, unless otherwise directed by the Board, or unless otherwise required by law, shall be signed by the Chairman and any one other officer. The Board may, however, authorize any one of such officers to sign any of such instruments for, and on behalf of, the Board without the necessity of such countersignature; may designate, by letter or formal Board action, officers or employees of the Board, other than those named above, who may, in the name of the Board, sign such instruments. No cash voucher in excess of Two Hundred Dollars (\$200.00), with the exception of vouchers for utilities, may be written without express approval of the Board.

5. FACSIMILE SIGNATURES

The Treasurer, as authorized officer, and any other officer whose signature is required on any instrument of payment, may cause a facsimile seal to be made as required by W.S. §16-2-101, *Facsimile Seals and Signatures* (1977, as amended). Such facsimile signature may be used with the express approval, oral or written, of the officer whose signature appears on the facsimile stamp.

ARTICLE TEN  
BOARD SEAL

DESCRIPTION

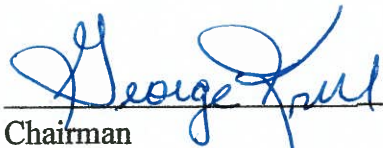
The Board Seal shall have inscribed thereon the name "Laramie Regional Airport Board."


ARTICLE ELEVEN  
AMENDMENT OF BY-LAWS

POWER OF AMENDMENT

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be invested in the Board of Directors. Such changes shall be acted upon at the Board meeting after their proposal and shall require four (4) affirmative votes to become effective. The By-Laws may contain any provisions for the regulation and management of the affairs of the Board not inconsistent with the law or the charter of the Board.

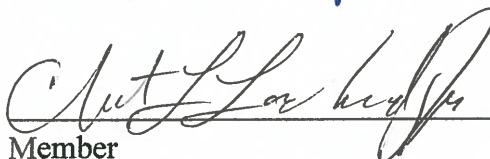
These By-Laws of the Laramie Regional Airport Board are hereby amended for the fourth time and adopted this 29th day of December 2015.

  
Chairman

  
Vice-Chairman

  
Secretary

  
Treasurer

  
Member