

BYLAWS
FOR THE SUN VALLEY AIR SERVICE BOARD

ARTICLE I
PURPOSE

These Bylaws provide direction to the members of the Sun Valley Air Service Board ("Board") in the performance of their duties pursuant to the Joint Powers Agreement Establishing the Sun Valley Air Service Board to Retain, Improve and Develop Commercial Air Transportation Services at Friedman Memorial Airport ("Joint Powers Agreement").

ARTICLE II
MEMBERS

2.1 Appointment and Number of Members.

The Board shall consist of no more than three (3) voting members. One member shall be appointed by the Mayor of Ketchum and approved by the Ketchum City Council. One member shall be appointed by the Mayor of Sun Valley and approved by the Sun Valley City Council. One member shall be appointed by the Mayor of Hailey and approved by the Hailey City Council. The Board shall also include a non-voting member selected by the Blaine County Board of County Commissioners.

2.2 Terms, Vacancies and Removal.

Each member of the Board shall serve for a term of one (1) year. Vacancies occurring other than through the expiration of appointed terms shall be filled for the remainder of the term by the entity who appointed the board member. The terms shall be filled in the same manner as original appointments, but replacements shall serve only until the expiration of the original term. Members proposing to resign shall give reasonable notice of such intent to the Chair, stating the effective date of resignation. Removal of any member may only be made by the party that appointed such Board member.

ARTICLE III
OFFICERS, COMMITTEES, STAFF AND DUTIES

3.1 Selection of Officers

All officers shall be voting members. As the first item of business at the first regular meeting of the Board at which a quorum is present, the Board shall elect a Chair, Vice-Chair and Secretary/Treasurer. Unless the Board otherwise decides, officers shall rotate every year thereafter, as follows: The representative of the voting member who was the Chair in the prior year shall be the Secretary/Treasurer in the following year; the representative of the voting member who was

the Vice-Chair in the prior year shall be the Chair in the following year; and the representative of the voting member who was the Secretary/Treasurer in the prior year shall be the Vice-Chair in the following year.

3.2 Succession of Vice Chair to Office of Chair.

Should the Chair resign or be removed, the Vice Chair shall succeed to the office for the remainder of the original one year term. Should the Vice Chair resign, be removed, or succeed to the office of Chair, an election shall be held at the next regular meeting of the Board to fill the vacancy of the Vice Chair until the expiration of the original one-year term. Such an election shall occur at the next regularly scheduled meeting of the Board at which a quorum is available.

3.3 Duties of the Chair and Vice Chair; Appointment of Temporary Chair to Preside at Meetings.

The Chair shall preside at all meetings and hearings and shall execute all contracts and checks approved by the Board. If the Chair is absent or unable to preside, the Vice Chair shall perform the duties of the Chair. If both are absent or unable to preside, the members present shall appoint from among their number a Temporary Chair to perform the duties of the Chair. The Temporary Chair shall abide by all rules and policies set forth herein. The Chair shall maintain order and conduct the meeting with the procedures described in Article VI of these Bylaws. The Chair shall set the agenda for each meeting. The agenda will generally include issues scheduled for review by the Board.

3.4 Duties of Secretary/Treasurer.

The Secretary/Treasurer shall keep the minutes of Board meetings and sign the minutes when approved by the Board. The preparation and retention of the minutes may be delegated to appropriate staff from the cities. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds received by the Board and shall deposit all such monies in such places or places of deposit described in Idaho Code § 50-1013 and as approved by the Board. The Secretary/Treasurer, along with the Chair, shall sign all checks approved by the Board. If the Secretary/Treasurer is absent or unable to perform the duties of the Secretary/Treasurer, the members present shall appoint from among their number a Temporary Secretary/Treasurer.

3.5 Appointment of Committees.

The Chair with the consent of the Board may appoint standing or *ad hoc* committees as may be found necessary to successfully and efficiently carry out the functions of the Board.

**ARTICLE IV
CONDUCT OF BOARD MEMBERS**

Any member of the Board shall not be appointed or remain a member of the Board if the member or a person in the member's household is an employee, director, shareholder, partner, owner and has any financial interest in any business, company or entity which the Board has employed or contracted with to provide equipment or services.

**ARTICLE V
MEETINGS**

5.1 Meetings.

Meetings of the Board will be held at such time and place as is established by the Board. Notice of meetings and agenda notices shall be posted in accordance with Idaho Code § 67-2343, as amended.

5.2 Open to the Public.

All meetings of the Board are open to the public, unless otherwise provided in Idaho Code § 67-2345, as amended.

5.3 Cancellation.

If no business is scheduled before the Board, or if it is apparent that a quorum of the Board will not be available, the Chair may cancel any meeting by giving notice to all members and presenters not less than 48 hours before time set for such meeting.

5.4 Quorum.

A quorum of the Board shall consist of a simple majority of voting members. As a non-voting member, the Blaine County member shall not be considered a member for quorum purposes. An affirmative vote of a simple majority of the present members of the Board shall decide all matters under consideration. The Chair may vote on all matters.

5.5 Agenda, Order of Business.

The Chair shall prepare an agenda for each Board meeting. Order of business shall be as follows:

1. Call to Order
2. Approval of Minutes
3. Old Business
4. New Business

- 5. Reports
- 6. Adjourn

5.6 Records of Proceedings.

Each meeting of the Board shall be recorded and minutes shall be made, which shall be approved at subsequent meetings of the Board.

**ARTICLE VI
MEETING PROCEDURES**

6.1 Voting.

The members of the Board shall take action upon the affirmative vote of those members holding more than 50% of the voting rights, unless otherwise provided herein. A super majority of two-thirds of the voting rights shall be needed to (1) approve any initial contract for services with an entity or contractor or change an entity or contractor with a contract for services in excess of \$50,000 to a different entity and/or contractor; and (2) approve any initial performance metrics and change in performance metrics determined jointly by members of the board and contractor(s) as identified in the contracts for services.

6.2 Annual Allocation of Voting Rights.

The allocation of voting rights shall be determined on an annual basis beginning in January 2014, and continuing each and every January thereafter. Ninety percent (90%) of the voting rights shall be allocated to the voting members based on their respective annual 1% LOT contributions to the Board. The allocation shall use each city's year ending September 30 total fiscal year actual LOT revenue collection on taxable sales described in the each city's ballot question approved by each city's electorate. As set forth in the Joint Powers Agreement, the remaining ten percent (10%) of the voting rights shall be allocated to Hailey. For calendar year 2014, the voting rights shall be 49.86% for Ketchum, 35.10% for Sun Valley and 15.04 for Hailey. Voting rights for 2014 were calculated and for future calendar years shall be calculated as follows:

Total LOT collected in FY13

| | |
|------------|-------------|
| Ketchum | \$1,774,378 |
| Sun Valley | \$1,248,522 |
| Hailey* | \$ 180,385 |
| Total | \$3,203,285 |

* (collected on lodging and car rentals)

Percent of total LOT collected

| | |
|------------|-------|
| Ketchum | 55.4% |
| Sun Valley | 39.0% |
| Hailey | 5.6% |
| Total | 100% |

Each city's percentage of total LOT multiplied by 90%

| | |
|------------|------------------------------|
| Ketchum | $(.554 \times .9) = 49.86\%$ |
| Sun Valley | $(.390 \times .9) = 35.10\%$ |
| Hailey | $(.056 \times .9) = 5.04\%$ |
| Total | 90.00% |

Each city's voting rights (add 10% to Hailey's rights)

| | |
|------------|--------------------------|
| Ketchum | 49.86% |
| Sun Valley | 35.10% |
| Hailey | $5.1\% + 10\% = 15.04\%$ |
| Total | 100.00% |

6.3 Motions.

- a. All actions and decisions of the Board are formalized by the process of making and voting on motions. After deliberation, a motion shall be made and seconded. Further deliberation may occur once a motion is made and seconded. The Chair shall ask for a motion and vote. Those members in favor of the motion say "aye"; those members opposed to the motion say "no".
- b. After a motion is made and there has been discussion on the motion, if an amendment has been suggested and discussed, then a motion to amend the motion is required. A motion should be amended as follows:
 1. A member makes a motion to amend stating the amendment.
 2. A member seconds the amendment.
 3. The Chair asks for a vote on the amendment.
 4. If amendment carries, the Chair then asks for a vote on the "entire motion as amended."
 5. If amendment fails, the Chair asks for a vote on the "original motion."
- c. If a motion has been voted on and the motion needs to be withdrawn, then a motion to withdraw the approved motion is required. A motion should be withdrawn as follows:
 1. A member makes a motion to withdraw stating what motion is being withdrawn.
 2. A member seconds the motion to withdraw.
 3. The Chair asks for a vote on the motion to withdraw.
 4. If the motion to withdraw carries, then a new motion can then be made, seconded and voted on.

d. If a motion has been voted on and if voting members believe it is appropriate to reconsider the motion, then a motion for reconsideration is required at the next scheduled meeting of the Board. A motion for reconsideration should be made as follows:

1. A member who voted on the prevailing side of the motion in question has to makes a motion for reconsideration stating what motion is being reconsidered.
2. A member who voted on the prevailing side of the motion in question has to second.
3. The Chair asks for a vote on the motion for reconsideration.
4. If the motion for reconsideration carries, deliberation can then occur on the matter and a new motion can be made, seconded and voted on.

6.3 Roberts Rules of Order.

Robert's Rules of Order shall govern all other procedures and conduct at a meeting of the Board.

**ARTICLE VII
BUDGETING**

The fiscal year of the Board shall commence on October 1. The Board shall annually adopt a budget consistent with the Joint Powers Agreement.

**ARTICLE VIII
RECORDS**

The Board shall comply with the provisions of the Public Records Law set forth in Idaho Code §§ 9-337 through 9-347, as amended.

**ARTICLE IX
AMENDMENT OF BYLAWS**

The Bylaws may be amended from time to time by a majority vote of the voting members. The Bylaws may be amended so as not to be inconsistent with or contrary to the Joint Powers Agreement or any applicable local, state or federal law.

The foregoing Bylaws were adopted by motion of the Board of Directors on the ____ day of February, 2014.

ATTEST;

By: _____
Chair

By: _____
Secretary