

**ORDINANCE NO. 2017-305**

**ADOPTION OF THE REVISED BY-LAWS OF THE DUPAGE AIRPORT AUTHORITY**

**WHEREAS**, the Board of Commissioners of the DuPage Airport Authority (the "Board") previously passed the By-Laws of the DuPage Airport Authority (the "By-Laws"); and

**WHEREAS**, the Board of Commissioners hereby deem it in the best interests of the DuPage Airport Authority (the "Authority") to update and revise its By-Laws in the manner attached hereto as Exhibit A.

**NOW, THEREFORE, BE IT ORDAINED** by the Board of Commissioners of the DuPage Airport Authority as follows:

1. The Board does hereby approve and adopt the revised By-Laws, attached hereto.

This Ordinance shall be in full force and effect immediately upon its adoption and approval by a 2/3 vote of the Board of Commissioners.

Juan E. Chavez	<u>Yes</u>	Michael V. Ledonne	<u>Yes</u>
Stephen L. Davis	<u>Yes</u>	Gregory J. Posch	<u>Yes</u>
Charles E. Donnelly	<u>Yes</u>	Donald C. Sharp	<u>Yes</u>
Peter H. Huizenga	<u>Yes</u>	Daniel J. Wagner	<u>Yes</u>
Gina R. LaMantia	<u>Yes</u>		

Passed and approved by the Board of Commissioners of the DuPage Airport Authority this 18th day of January, 2017.

  
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CHAIRMAN

(ATTEST)

  
\_\_\_\_\_  
SECRETARY

# **BY-LAWS OF THE DuPAGE AIRPORT AUTHORITY**

## **ARTICLE I**

**PRINCIPAL OFFICE.** The principal office of the DuPage Airport Authority is located at 2700 International Drive, West Chicago, DuPage County, Illinois or at such other place within the territorial limits of the DuPage Airport Authority as the Board of Commissioners shall select.

## **ARTICLE II**

SECTION 1. **REGULAR MEETING.** The Board of Commissioners shall meet on such dates and times as determined by the Chairman with the approval of the Board of Commissioners. However, the Board of Commissioners shall be required to meet during the month of January of each year to elect a Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

SECTION 2. **SPECIAL MEETING.** Special meetings of the Board of Commissioners may be called by the Chairman or at the written request of five Commissioners.

SECTION 3. **PLACE OF MEETING.** The Board of Commissioners may designate any place within the territorial limits of the DuPage Airport Authority as the place of meeting for any regular meeting. Special meetings may be held either within or without said Airport Authority territorial limits, upon the consent or approval of five or more members of the Board or the Chairman.

SECTION 4. **NOTICE.** Notice of any regular, special, reconvened or rescheduled regular meeting shall be given in accordance with the Illinois Open Meetings Act, 5 ILCS 120/1, *et seq.*

SECTION 5. **QUORUM.** A majority of the Board of Commissioners who are duly appointed and qualified and who are physically present at the location of the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Commissioners, provided that, if less than a majority of such Commissioners are physically present at said meeting, a majority of the Commissioners physically present may adjourn the meeting to a future time and place certain, without further notice.

SECTION 6. **MANNER OF ACTING.** The act of the majority of the Commissioners attending a meeting at which a quorum is physically present shall be the act of the Board of Commissioners.

SECTION 6.A. **ELECTRONIC ATTENDANCE.** If a quorum of the Board of Commissioners is physically present at a meeting, a member may attend and participate in a regular board meeting, special board meeting or committee meeting through electronic means. "Electronic means" shall mean by audio or video conference.

If a Commissioner wishes to attend via electronic means, he or she must notify the Secretary of the Board before the meeting unless advance notice is impractical. The manner of attendance shall be reflected in the minutes. Any Commissioner attending a regular board meeting or special board meeting via electronic means shall not be entitled to vote on any matters presented.

**SECTION 7. VACANCIES.** Any vacancy occurring in the office of Commissioner shall be filled in accordance with the act entitled "An Act in Relation to Airport Authorities," 70 ILCS 5/1, *et seq.* effective April 4, 1945, as amended (hereinafter, the "Act").

**SECTION 8. COMPENSATION.** Each Commissioner shall be paid the maximum amount of compensation permitted to be paid under the provisions of said Act.

**SECTION 9. GENERAL POWERS OF BOARD.** The Board of Commissioners shall have and exercise all the powers vested in said Authority under the provision of said Act, except insofar as executive or administrative duties may be lawfully vested in officers, employees or agents of the Authority by action of said Board of Commissioners, or professional services may be authorized and secured by said Board.

**SECTION 10. ORDER OF BUSINESS.** The order of business at any regular meeting of the Board of Commissioners shall be as follows:

1. Call to Order.
2. Roll Call.
3. Consent Agenda.
4. Public Comment.
5. Report of Officers.
6. Report of Standing Committees.
7. Consideration of Old Business.
8. Consideration of New Business.
9. Order of Adjournment.

At the January meeting each year, the election of new officers shall immediately follow the reports of the retiring officers. At any special meeting, all order of business may be dispensed with except the roll call and the item or items of special business, the consideration of which prompted the call of such special meeting. Robert's Rules of Order, as interpreted by the Chairman, shall govern the actions of the Board at all regular and special meetings except as may be otherwise provided by these by-laws or by ordinance or resolution of the Board. Any by-law or rule respecting the consideration of business of the Board may be suspended by a two-thirds (2/3) vote of the Board in respect to the business

considered at any meeting, but any such suspension shall not apply to subsequent meetings of the Board.

### ARTICLE III

SECTION 1. **NUMBER.** The officers of the DuPage Airport Authority shall be Chairman, one Vice-Chairman, a Treasurer, an Assistant Treasurer, a Secretary and Assistant Secretary and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary. The offices of Assistant Secretary and Assistant Treasurer may be held by individuals who are not duly appointed Commissioners.

SECTION 2. **ELECTION, TERM OF OFFICE AND VACANCIES.** The officers of the Authority shall be elected annually by the Board of Commissioners at the January meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until said office has been declared vacant by the Board of Commissioners by reason of death, resignation, removal, disqualification, or otherwise.

SECTION 3. **REMOVAL.** Any officer or agent elected or appointed by the Board of Commissioners may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interests of the Authority would be served thereby; such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. **VACANCIES.** A vacancy in any office, except the office of Commissioner, because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Commissioners for the unexpired portion of the term. A vacancy in the office of Commissioner shall be filled as provided by said Act.

SECTION 5. **CHAIRMAN.** The Chairman or his designee shall serve as the spokesperson for the Board. The Chairman shall be responsible for overseeing, through the Airport's Executive Director, the implementation of the Board's decisions. The Chairman shall preside at all meetings of the Board of Commissioners and communicate to the Executive Director the directions as determined by the Board. The Chairman has the authority to schedule regular meetings, call special meetings, cancel regular meetings or cancel those special meetings called solely at the Chairman's authority. The Chairman will form committees and appoint committee members. The Chairman will set and approve the agenda for full Board meetings. The Chairman will sign Board Resolutions and Ordinances, but the Chairman will not be expected to sign contracts, vendor agreements, purchase orders, deeds, mortgages, bonds, leases or other legal instruments.

The Chairman has the right to participate as a voting member at any committee meeting. The Chairman shall not be counted as a committee member for purposes of determining the total number of members of the committee for purposes of determining a quorum. However, the Chairman shall only be counted toward a quorum if there are not sufficient committee members in attendance to conduct business.

**SECTION 6. VICE-CHAIRMAN.** In the absence of the Chairman, the Vice-Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Commissioners.

**SECTION 7. TREASURER.** The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Commissioners shall determine. He or she shall have supervision and general responsibility for all funds and securities of the Authority and for the receipt of monies due and payable to the Authority. He or she shall, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman or by the Board of Commissioners.

**SECTION 8. SECRETARY.** The Secretary shall keep the minutes of the Board of Commissioners' meetings in one or more books provided for that purpose; shall see that all notices are fully given in accordance with the corporate records and of the seal of the Authority; shall see that the seal of the corporation under its seal is duly authorized and is in accordance with provisions of these by-laws; and shall perform the duties ordinarily performed by the Secretary of the governing body of an Illinois Special District and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Commissioners.

**SECTION 9. ASSISTANT TREASURER.** The Assistant Treasurer may be an employee of the Authority. Under the general supervision of the Treasurer, the Assistant Treasurer shall have charge and custody of and be primarily responsible for all funds and securities of the Authority, for the receipt of monies due and payable to the Authority from any source whatsoever and for the deposit of all such monies in the name of the Authority in such banks, trust companies or other depositories as shall be authorized by the Board of Commissioners. The Assistant Treasurer shall also perform such duties as shall be assigned to him or her by the Treasurer or by the Board of Commissioners.

**SECTION 10. ASSISTANT SECRETARY.** The Assistant Secretary may be an employee of the Authority. Under the general supervision of the Secretary, the Assistant Secretary shall sign with the Chairman, the Vice-Chairman or any other officer

thereunto authorized by the Board of Commissioners any instruments which the Board of Commissioners has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Commissioners. The Assistant Secretary shall also perform such duties as shall be assigned to him or her by the Secretary or by the Board of Commissioners.

#### **ARTICLE IV**

#### **COMMITTEES**

**SECTION 1. COMMITTEE OF THE WHOLE.** There shall be a Committee of the Whole which shall consist of all of the members of the Board of Commissioners and which shall perform such duties as authorized by the Chairman or by the Board of Commissioners.

**SECTION 2. STANDING COMMITTEES.** There shall be an Internal Policy and Compliance committee, a Finance committee, a Golf committee and a Capital Development, Leasing and Customer Fees committee that shall consist of members appointed by the Chairman. These committees shall meet regularly, shall comply with the Illinois Open Meetings Act and shall follow the same procedures and practices as the Board of Commissioners, except as otherwise set forth herein. Each committee shall have a chairperson appointed by the Chairman of the Board of Commissioners and shall perform such duties as authorized by the Chairman or by the Board of Commissioners. Committee Chairpersons may appoint Commissioners who are not a member of their committee as a temporary member of the committee for purposes of a particular committee meeting. Committee Chairpersons may also create temporary sub-committees and appoint the members thereof.

**SECTION 3. AD HOC COMMITTEES.** There may be a number of other committees authorized by the Board of Commissioners or the Board Chairman which shall consist of members appointed by the Chairman and which shall perform such duties as authorized by the Chairman or by the Board of Commissioners.

#### **ARTICLE V**

**PERSONNEL.** The Executive Director shall have the authority to hire employees for those positions previously budgeted for by the Board of Commissioners. All non-employees must be hired in accordance with the Procurement Policies and Procedures of the DuPage Airport Authority. However, outside attorneys and auditors shall be hired and approved by the Board of Commissioners annually.

## ARTICLE VI

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. **CONTRACTS.** The Executive Director, upon ordinance or resolution passed by the Board of Commissioners authorizing same, shall enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Authority, and such Authority may be general or confined to specific instances. If the Executive Director is unavailable, he or she may authorize the Assistant Treasurer or the Assistant Secretary to execute any such documents in his or her absence.

SECTION 2. **LOANS.** No loans shall be contracted on behalf of the Authority, and no evidence of indebtedness shall be issued in its name unless authorized by ordinance or resolution of the Board of Commissioners. Such authority may be general or confined to specific instances.

SECTION 3. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued shall, from time to time, be authorized by ordinance or resolution of the Board of Commissioners; provided, however, that any and every person who as Commissioner, officer, Treasurer or employee of the Authority is authorized by the Board of Commissioners to make or enter into contracts of deposit or withdrawal or to collect, receipt for, or enter into contracts therefor or to or for the expenditure or disbursement of the funds of the Authority shall be named as principal upon a fidelity bond with a corporate surety approved by the Board of Commissioners and in an amount which shall be hereafter specified by appropriate action of the Board. Any such bond shall fully protect and save harmless the Authority from any wrongful deposit, withdrawal, conversion, use or expenditure of funds of the Authority and shall be placed and remain on file in the office of the Authority at DuPage Airport.

SECTION 4. **DEPOSITS.** All funds of the Authority not otherwise employed shall be deposited, from time to time, to the credit of the Authority in such banks, trust companies or other depositories as the Board of Commissioners may select. Funds of the Authority not needed for current expenditure may be invested in tax anticipation warrants of other political subdivisions of Kane and DuPage Counties, Certificates of Deposit or other interest bearing securities as the Board of Commissioners may authorize or direct. The safekeeping of any such securities shall be a responsibility of the Treasurer of the Authority and, in the case of Certificates of Deposit or Treasury Bills, may be permitted to remain with the bank of deposit in which the account from which such funds are derived is maintained.

**ARTICLE VII**

**FISCAL YEAR.** The fiscal year of the Authority shall begin on the 1st day of January in each year and end on the 31st day of December of the same year.

**ARTICLE VIII**

**SEAL.** The Board of Commissioners shall provide an official seal for the DuPage Airport Authority which shall be impressed on the official copy of these By-laws contained in the corporate minute book.

**ARTICLE IX**

**WAIVER OF NOTICE.** Whenever any notice whatever is required to be given under the provisions of these By-laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**AMENDMENTS.** Except for temporary suspension of a by-law pursuant to Article II, Section 10, these By-laws may be altered, amended or repealed and new by-laws may be adopted as follows: such alterations, amendments or repealed provisions may be proposed at any meeting of the Committee of the Whole or at any monthly meeting or special meeting of the Board of Commissioners of the Authority; such changes must be approved by a two-thirds (2/3) vote of the Board of Commissioners.

As amended and enacted by the Board of Commissioners this 18th day of January, 2017.

{SEAL}

  
Secretary

  
Chairman