

BY-LAWS OF THE CENTRE COUNTY AIRPORT AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, the Centre County Airport Authority.

Section 2. Seal of Authority. The seal of the Authority shall be circular in the form and shall have inscribed thereon the words, "Centre County Airport Authority, Centre County, Pennsylvania."

Section 3. Office of Authority. The principal office of the Authority shall be at 2493 Fox Hill Road, State College, Pennsylvania 16803. The Board of the Authority may, by resolution, designate any other place as an office of the Authority.

ARTICLE II – OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary-Treasurer, and such other officers as may be designated and elected from time to time by the members of the Board of the Authority.

Section 2. Chairperson. The Chairperson shall conduct all meetings of the Board of the Authority, shall, jointly with the Secretary, execute all contracts of the Authority, and shall have general oversight of the affairs of the Authority. To assist the Board in executing its responsibilities, the Chairperson may appoint Board Members to serve on committees or assume other duties as are deemed appropriate. The Chairperson of the Authority may also appoint the Chairpersons of committees.

Section 3. Vice Chairperson. The Vice Chairperson shall have all the powers and duties of the Chairperson in the absence of the Chairperson.

Section 4. Secretary. The Secretary shall act as clerk of all meetings of the Board of the Authority, shall record all the proceedings of such meetings in the minutes, shall record all votes, shall have custody of all the books and records of the Authority, except those kept by the Treasurer and shall, jointly with the Chairperson, execute all contracts of the Authority

Section 5. Treasurer. The Treasurer shall countersign all checks upon moneys of the Authority above an amount determined by the Board of the Authority. The Treasurer shall be responsible for the financial records of the Authority, provide for the custody of the funds, provide oversight for the monthly accounting, receive the annual audit, deposit funds of the Authority and provide a financial report at meetings.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall have all the powers and duties of the Secretary and/or the Treasurer in the absence or disability of such officers.

Section 7. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority or the By-laws or rules and regulations of the Authority.

Section 8. Election or Appointment. The officers of the Authority shall be elected at the Annual Meeting of the Authority and shall hold office for one year or until their successors are elected and qualified. The officers may serve consecutive terms if elected to do so.

Section 9. Open Offices. Should any office enumerated in this Article become vacant, the Board of the Authority shall elect a successor at a meeting, and such election shall be for the unexpired term of said office.

ARTICLE III – BOARD

Section 1. Appointment of Employees, Agents, and Consultants. The Board of the Authority may appoint and, except as otherwise limited by law or these By-laws, remove or retain such employees, agents, or consultants and advisors, as the Board shall deem proper, and to determine their respective powers, duties and compensation, and to require bond or other security in such instances and in such amounts as the Board shall deem proper.

Section 2. Assignment of Powers. The Board of the Authority may assign any of the powers of the Board in the current business of the Authority to any employee or agent.

Section 3. Execution of Instruments. The Board of the Authority may determine by resolution, except as otherwise provided by law or in these By-laws, who shall be authorized on behalf of the Authority to execute contracts, notes, endorsements, checks, releases, bonds, deeds, and other instruments.

Section 4. Rules and Regulations. The Board of the Authority may adopt by resolution such rules and regulations for the conduct of meetings and the business of the Authority as the Board may deem proper.

Section 5. Charges and Rates. The Board of the Authority may fix, alter, charge and collect reasonable rates, assessments, administrative fees, license fees, fines, penalties, rentals and other charges for the receipt of the benefit of the services provided by the Authority, for the purpose of providing the payment of the expenses of the Authority and the payment of principal and interest on its obligations, and to fulfill the terms and provisions of any agreements made with purchasers or holders of any such obligations.

Section 6. Committees Accountable to Board. All committees shall be accountable to the Board. All proposals by a committee for action shall be reviewed by the Board and presented for vote by the Board.

ARTICLE IV – MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board of the Authority shall be held in conjunction with the first meeting of the new year and at the regular meeting place of the Board.

Section 2. Regular Meetings. Regular meetings of the Board shall be held at such times and places determined by resolution of the Board. Regular meetings may be held with public notice in accordance with the Sunshine Act, the Act of July 3, 1986, P.L. 388 as amended or supplemented, 65 Pa. C.S.A. § 701 et seq. All meetings of the Board at which official action or deliberations by a quorum of the Board members will take place shall be open to the public, except as otherwise provided under the Pennsylvania Sunshine Act. The Chairperson shall provide all Board members with the meeting agenda and all supporting material no less than 24 hours in advance of the meeting. All resolutions shall be in writing and shall be copied in the minutes of the Board of the Authority.

Section 2. Special Meetings. Special meetings of the Board shall be held at such times and places determined by the Chairperson or, in their absence, the Vice-Chairperson. Special meetings may be held with public notice in accordance with the Sunshine Act, the Act of July 3, 1986, P.L. 388 as amended or supplemented, 65 Pa. C.S.A. § 701 et seq. All meetings of the Board at which official action or deliberations by a quorum of the Board members will take place shall be open to the public, except as otherwise provided under the Pennsylvania Sunshine Act. The Chairperson shall provide all Board members with the meeting agenda and all supporting material no less than 24 hours in advance of the meeting. All resolutions shall be in writing and shall be copied in the minutes of the Board of the Authority.

Section 4. Voting; Quorum. Each Board member shall be entitled to one vote. A Board member may not vote by proxy. The acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Authority, unless a majority of the entire Board is required by law or these By-laws. A meeting of the Board duly called shall not be held for the transaction of business unless a quorum is present. The presence of a majority of the Board members shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to such time and place as the majority may determine.

Section 5. Remote Meeting Participation. One or more Authority Board members may participate in a meeting of the Authority by means of telephone conference or similar communications equipment by means of which all persons participating and members of the public attending such meeting, can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, including constituting a quorum and voting.

Section 6. Manner of Voting. The voting on all questions coming before the Board of the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

ARTICLE V - ATTENDANCE AT AUTHORITY MEETINGS

Section 1. Repeat Absences. The Authority shall maintain a record of attendance of individual Board members. In the case of repeated consecutive absences of three (3) or more, the Chairman shall contact the Board member to investigate the circumstances. The Authority at their discretion may report such repeat absences to the appointing municipality for further action.

ARTICLE VI - AMENDMENTS

Section 1. Amendments to By-laws. The By-laws of the Authority shall be amended only with the approval of at least six (6) of the nine (9) members of the Board of the Authority at a regular or special meeting after thirty (30) days written notice of the intention to amend has been provided to each member of the Board.