



**BARKLEY REGIONAL**  
AIRPORT

AMENDED & RESTATED  
BYLAWS

Revised April 24, 2023

# BARKLEY REGIONAL AIRPORT AUTHORITY AMENDED AND RESTATED BYLAWS

## **1. THE BOARD AND ITS PURPOSE**

In accordance with KRS Chapter 183, the Barkley Regional Airport Authority (“Authority”) shall be a body politic and corporate with the usual corporate attributes, and in its corporate name may sue and be sued, contract and be contracted with, and do all things reasonable or necessary to effectively carry out the duties and powers given to it by the Kentucky Revised Statutes, including, but not limited to, KRS Chapter 183 and its subparts. The Authority is governed by a Board of Directors (“Board”). The purpose of the Board shall be to establish, maintain, operate, and expand necessary, desirable, or appropriate airport and air navigational facilities in McCracken County, Kentucky, including those located at the Barkley Regional Airport (“Airport”). It shall have the duty and all powers as may be necessary or desirable to promote and develop aviation, including air transportation, airports, and air navigation facilities. Additionally, the Authority and its Board shall constitute a legislative body for the purposes of KRS 183.630 to 183.740.

Nothing in the foregoing statement of the Board’s purpose or anything otherwise set forth in these Bylaws shall be construed as waiving, altering, amending, or conceding the Authority or Board’s sovereign immunity, governmental immunity, qualified immunity, or any other form of immunity which it may have or to which it may otherwise be entitled.

## **2. NUMBER AND TENURE OF DIRECTORS**

- a) Members of the Board shall be known as Directors.
- b) The Board shall be nonpartisan and shall consist of ten (10) Directors.
- c) No Director, while serving as a Director, shall simultaneously hold any official office with the governments of the City of Paducah or McCracken County, Kentucky.
- d) Five (5) Directors shall be appointed by the Mayor of the City of Paducah, without approval of the Paducah Board of Commissioners, and five (5) Directors shall be appointed by the County Judge/Executive of McCracken County, without approval of the Fiscal Court.
- e) Directors shall be appointed for a term of four (4) years or until a successor is appointed and qualified.
- f) A vacancy of any Director’s position on the Board shall be filled by the Mayor or the County Judge/Executive who originally appointed the position. The Director appointed to fill the vacancy shall serve for the remainder of the unexpired term.

## **3. REMOVAL OF DIRECTORS**

A Director of the Board may be replaced by the appointing authority upon a showing to the authority of misconduct as a Director or upon conviction of a felony.

#### **4. LEAVE AND RESIGNATION OF DIRECTORS**

A Director may request a leave of absence by making such request, in writing, to the appointing authority (either the Mayor or Judge/Executive), with a copy of such request to be provided to the Chair and Executive Director. Depending on the circumstances of the request and the expected leave, the Director may remain on the Board or be asked to resign by the appointing authority.

A Director may resign at any time by giving notice, in writing, to the appointing authority (either the Mayor or Judge/Executive), with a copy of such request to be provided to the Chair and Executive Director. Unless otherwise specified in the notice, the resignation shall be immediately effective upon receipt thereof by the appointing authority and the acceptance of the resignation shall not be necessary to make it effective. A vacancy created by a resignation shall be filled in accordance with Article 2(f) of these Bylaws.

#### **5. DUTIES OF DIRECTORS OF THE BOARD**

The Directors of the Board are responsible for formulating sound and effective policies at the broadest level that shall establish the Board's vision, mission, values, and goals for the Authority and Airport. Directors will review the strategies associated with the Authority and the Airport, which will include the planning and development of the Barkley Regional Airport Authority Master Plan to accommodate growth and economic development. Directors will maintain quality control and performance monitoring procedures to ensure the integrity of internal controls, financial information systems, forecasts and audited statements as well as ensuring adequacy of resources including personnel, financial, and materials.

Various tasks of the Board may be referred to committee for study. However, the decisions on the following matters are reserved for the Board:

- a) Approval and annual review of the Barkley Regional Airport Authority Master Plan;
- b) Review of the Airport's performance, strategic plan, and budget while ensuring that any necessary corrective action is taken;
- c) Approval of the annual operating and capital expenditure budgets of the Authority and Airport and any material changes to them;
- d) Approval of the Authority and Airport's financial statements;
- e) Appointment or removal of the Executive Director of the Airport;
- f) Conduct and review of an annual performance review for the Executive Director;
- g) Changes to the Board's Bylaws, Policy Manual, or Personnel Manual;
- h) Authorization of major capital projects;
- i) Appointment, reappointment, or removal of the external auditor;
- j) Contracts, which are material, strategic, or by reason of size, entered into by the Authority;

- k) Approval of the compensation system of the Executive Director and other staff;
- l) Selection of Board Officers; and
- m) Exercise of the powers, duties, and authorities granted to the Board in KRS 183.132, *et seq.*

In addition to the foregoing, Directors shall conduct a group tour of the Airport and its facilities with the Executive Director at least annually to ensure a better understanding of the scope of the Authority and Airport's operation and to foster communication with staff.

## **6. ELECTION OF OFFICERS OF THE BOARD**

The Board shall have four (4) officers: (1) Chair, (2) Vice Chair, (3) Treasurer, and (4) Secretary. Each year the Board shall, in January and/or at its first regular meeting, elect one Director to serve as Chair, one Director to serve as Vice Chair, and one Director to serve as Treasurer. The Board may also elect one Director to serve as Secretary, but the Secretary is not required to be a Director. A Director may only serve in one Officer position at a time and no Director shall serve simultaneously in two or more Officer positions. Officers shall serve for a period of one (1) year or until his/her successor has been elected.. The Governance & Nominating Committee is charged with annually overseeing the process of recommending candidates for election of Officers of the Board.

## **7. DUTIES OF THE CHAIR**

The Chair shall be the principal officer of the Board and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Board. The Chair shall, when present, preside at all meetings of the Board ensuring that the appropriate issues are addressed in an efficient, effective, and focused manner that allows orderly discussion and adequate opportunity for all opinions to be heard. The Chair serves as an official spokesperson for the Board and communicates the Board's direction to the Executive Director. The Chair serves as Chair of the Human Resource Committee, appoints the Chairs of ad hoc committees and task forces, and coordinates, monitors, and reviews the work and functions of all Committees. The Chair may sign any documents which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or individual, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the Office of Chair and such other duties as may be prescribed by the Board from time to time.

## **8. DUTIES OF VICE-CHAIR**

In the absence of the Chair, or in the event of the Chair's death, inability, or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him by the Chair or by the Board.

## **9. DUTIES OF TREASURER**

The Treasurer shall perform the following portions of the duties as set forth in statute:

*The treasurer shall . . . keep a set of books showing the receipts and expenditures of the board. The treasurer shall preserve on file duplicate vouchers for all*

*expenditures and shall present to the board, upon request, complete reports of all financial transactions and the financial condition of the board. The books and vouchers shall at all times be subject to examination by the legislative body or bodies by whom the board was created.*

The Treasurer will serve as Chair of the Finance & Audit Committee. The Treasurer shall have such other duties as may be prescribed by the Board from time to time.

#### **10. DUTIES OF THE SECRETARY**

The Secretary shall perform the following portions of the duties as set forth in statute:

*The secretary shall keep the minutes of all meetings of the board . . . The secretary shall transmit at least annually a detailed report of all acts and doings of the board to the legislative body or bodies by whom the board was created.*

The Secretary shall have such other duties as may be prescribed by the Board from time to time.

#### **11. RECORDS OF THE BOARD**

Subject to the exemptions found in KRS 61.878, the records of the Board shall be open for public inspection pursuant to the Kentucky Open Records Act. Any request for the Board's records must be made in compliance with that Act and submitted, in writing, to the Airport's Executive Director, who is appointed as the official custodian of the Board's records.

#### **12. QUORUM OF THE BOARD, OFFICIAL ACTION, AND ABSTAINING VOTES**

Six (6) Directors of the Board shall constitute a quorum of Directors sufficient for the transaction of the Board's official actions and business. To officially act on any motion, proposal, action, issue, or item brought before the Board for a decision, the Board must have an affirmative vote of a majority of Directors of the then-present quorum.

In the event a Director present at the meeting of a quorum abstains from voting on any item brought before the Board for a decision, that Director's vote shall be considered as acquiescing with the majority vote on the time, regardless of whether the majority is for or against the item. *See Pierson-Trapp Co. v. Knippenberg, 387 S.W.2d 587 (Ky. App. 1965); Ky. OAG 78-619.*

In the case of a tie vote of Directors, the issue presented for vote shall be deemed to have failed passage.

#### **13. RECORD OF MEETINGS**

The Board shall cause written minutes of its proceedings, duly signed by the Presiding Chair and Secretary, to be kept available for public inspection in the office of the Board. Minutes of Standing or ad hoc Committees will be signed by the Presiding Chair and one committee member in attendance.

#### **14. MEETINGS OF BOARD**

- a) The Board shall convene for regular meetings routinely to be held on the fourth (4th)

Monday of each month or at a date, time, and place designated in advance by the Board. The meeting agenda shall be prepared by the Executive Director.

- b) Special meetings may be called by the Chair, six (6) Directors of the Board, or the Executive Director. In order for a special meeting to be held, all Directors must be notified at least forty-eight (48) hours in advance and the meeting must be advertised to the public through the most expeditious means.
- c) Meetings shall be held at the Airport or at any other place as may be designated by the Board or the Chair.
- d) The Board may adopt a system of rules of procedure under which its meetings are to be held. The Board may suspend the rules of procedure by two-thirds (2/3rds) vote of the Directors who are present at the meeting. The Board shall not suspend the rules of procedure beyond the duration of the meeting at which the suspension of the rules occurs.
- e) The Board is empowered to determine and establish such rules for the conduct of the Board as the Directors deem advisable, except that such rules shall not be in conflict with applicable federal, state, or county law, or these bylaws
- f) Subject to the exceptions set forth in KRS 61.810, the meetings of the Board shall be open to the public.
- g) In addition to Directors, Board meetings shall be attended by the Executive Director and such other staff deemed appropriate and necessary by the Executive Director or otherwise invited to the meeting by the Board. The Executive Director shall be prepared to brief the Board on the operation of the Airport and the Authority and to report on specific projects or initiatives as requested by the Board.

## **15. COMPENSATION**

No compensation shall be paid to Directors, but Directors shall be allowed any reasonable expenses incurred by them in the conduct of the affairs of the Board and which are approved by the Board.

## **16. COMMITTEES**

Committees, standing or ad hoc, shall assist the Board in the oversight responsibilities in the normal conduct of its business. Committees shall study, discuss, and formulate a recommended course of action for consideration by the Board. They will also assist the Board through preparation of policy recommendations for presentation to the Board, and when delegated and authorized by the Board shall act on behalf of the Board for specific purposes. Through the Executive Director, the committees will assist staff as required in meeting the objectives of the Board.

Members of the Board's standing committees shall be selected by the Board. Standing committees will be composed of a number of Directors less than a majority of the Board but not less than four Directors. A majority of committee members constitutes a quorum.

The standing committees of the Board are: (1) the Finance & Audit Committee; (2) the Governance & Nominating Committee; and (3) the Human Resource Committee. The powers, authorities, and duties of each standing committee are described in the following subsections. Standing committee

members shall be selected by the Board in January and/or at its first regular meeting of each year and will serve for a period of one (1) year. The Board shall determine and set the number of members on each standing committee each year.

- a) **Finance & Audit Committee**. The Finance & Audit Committee is responsible for assisting the Board in the oversight, management, and integrity of the Board's accounting, financial reports, internal controls, and other financial oversight and management.

The Finance & Audit Committee's duties, responsibilities, and authority include:

- i) Periodic review of and recommendations regarding the Board and Authority's accounting policies and procedures;
- ii) Periodic assessment of the Board and Authority's potential financial risks and, where appropriate, formulate and provide recommendations for the management of those potential risks;
- iii) Supervise the implementation of an effective system of internal financial controls;
- iv) Make recommendations to the Board for the selection, appointment, or hiring of an independent auditor or accountant as the need arises;
- v) Select and approve the scope of internal and external audits and approve any non-audit services to be performed by the auditor;
- vi) Review the findings of any internal or external audits and make recommendations to the Board regarding their findings and regarding the implementation or modification of any Board policies as a result of those findings; and
- vii) Serve as the committee responsible for receiving and investigating any reports or complaints made pursuant to the Board's Whistleblower Policy set forth in the Personnel Policy Manual Part 314 and referenced in KRS 61.102. If such reports or complaints are determined to be legitimate, the chair of the Finance & Audit Committee will make a report to the Board at the next regularly scheduled meeting of the Board. The Board will then make recommendations on how to handle and proceed with any such complaint or report.

The Finance & Audit Committee will be chaired by the Treasurer, who will report to the Board following each meeting of the committee. The Finance & Audit Committee shall also have at least one member with an understanding of generally accepted accounting principles and financial statements, who has experience with internal controls and preparing or auditing financial statements, and who has a general understanding of audit committee functions.

The Finance & Audit Committee will meet at the times and places and with the frequency determined by the committee to be sufficient to accomplish its duties and responsibilities.

- b) **Governance & Nominating Committee**. The Governance & Nominating Committee is responsible for ensuring that the business and other affairs of the Board and Authority are conducted in compliance with applicable state and federal law, the Board's bylaws, and the Board's established policies.

The Governance & Nominating Committee's duties, responsibilities, and authority

include:

- i) Reviewing the governance policies of the Board and Authority at least once a year;
- ii) Periodically (although not required to do so annually) reviewing the Board and Authority's Master Plan and Land Use Plan;
- iii) Upon presentation by the Executive Director, review certain Land Lease Agreements with tenants of the Airport and, where necessary, recommend updates, changes, or amendments to the same to the Board;
- iv) Develop an annual orientation program for current and returning Directors of the Board that will ensure that Directors understand the Board's structure and operation and the individual Director's duties and responsibilities to the Board. The orientation program will also include budgeting, accounting, revenue, and investment information useful for carrying out the Board's duties, responsibilities, and authority. The annual orientation program will be conducted in February of each year; and
- v) Recruit and evaluate candidates to become officers of the Board.

No Director who currently holds an officer position on the Board shall be member of the Governance & Nominating Committee. The Governance & Nominating Committee will be chaired by a designee selected by the committee at its initial annual meeting. The chair of the committee shall report to the Board following each meeting of the committee.

The Governance & Audit Committee will meet at the times and places and with the frequency determined by the committee to be sufficient to accomplish its duties and responsibilities.

c) **Human Resources Committee.** The Human Resources Committee is responsible for the growth, development, and improvement of the Executive Director and other employees and staff of the Airport. The Human Resources Committee also assists the Board in its oversight of the Executive Director and the policies, procedures, duties, and responsibilities assigned to the Executive Director that may affect his/her performance.

The Human Resources Committee's duties, responsibilities, and authority include:

- i) Conduct the annual performance evaluation of the Executive Director and present its findings to the Board. The committee shall strive to complete this review before the end of March in each calendar year;
- ii) Annually review the compensation, benefits package, and other compensation of the Executive Director while considering the Board's financial resources, current economic conditions, the Executive Director's performance, and salary/benefit data for similar positions within the region served by the Airport;
- iii) Annually review records of the Board and Airport to ensure that personnel data and records are maintained in compliance with federal and state law and to ensure that personnel data and records are kept confidential; and
- iv) When requested by the Executive Director, assist the Executive Director in the performance evaluations of the Airport's other staff and employees and to provide recommendations to the Executive Director concerning the compensation, benefits package, and other compensation offered to the staff and employees of the Airport.



The Human Resources Committee will be chaired by the Chair of the Board, who will report to the Board following each meeting of the committee.

The Human Resources Committee will meet at the times and places and with the frequency determined by the committee to be sufficient to accomplish its duties and responsibilities.

In addition to the foregoing standing committees, either Chair or the Board may form such ad hoc committees as are needed to assist the Chair and the Board in the conduct of the Airport's business. Each ad hoc committee formed will be given specific directions, responsibilities, duties, and authorities by the Chair or the Board and will also be for a duration to be determined by the Chair or the Board upon formation. Each ad-hoc committee shall have, as part of its membership, at least two Directors.

## **17. CODE OF ETHICS**

KRS Chapter 183 requires the Board to comply with the provisions of KRS Chapter 65A, which applies to Special Purpose Governmental Entities. Under KRS 65A.070, the Board is subject to a Code of Ethics from the entities establishing the Board, the City of Paducah and McCracken County. Because the Board has been established by two entities, it must select the Code of Ethics from either the City or the county to apply to Board, its officers, and employees. *See* KRS 65A.070(1)(b). The Board hereby selects the Code of Ethics of the City of Paducah, which, at the time of the adoption of these Bylaws, was set forth in Chapter 2, Article X of the Ordinances of the City of Paducah. *See* Code of Ordinances § 2-741 to § 2-829.

## **18. STATEMENT CONCERNING MODEL PROCUREMENT CODE**

In accordance with KRS 45A.343(1), local agencies and boards may, in their discretion, adopt and follow the provisions of the Kentucky Model Procurement Code ("MPC"). Adoption of the MPC is discretionary and not mandatory. The Board has **not** adopted the MPC and is not bound by and is not required to follow its provisions.

## **19. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by majority vote of all Directors at any regular meeting or at any special meeting when the proposed amendment has been sent out in the notice of such meeting.

## **20. DUTIES AND POWERS OF THE BOARD**

In addition to and notwithstanding any other provision of these Bylaws, the Board shall have those duties and powers set forth in KRS Chapter 183, and its subparts. Additionally, the Board shall have those duties and powers as may be further authorized by statute or other applicable law.

## **21. REPORTS BY BOARD**

The Board shall file those reports as may be required with other governmental entities. As required by KRS 183.132(18), the Secretary shall transmit at least once annually a detailed report of all acts and doings of the Board to the Paducah Board of Commissioners and the McCracken County Fiscal Court.