

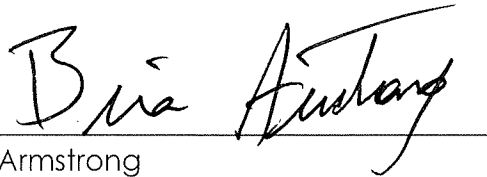
**METROPOLITAN TOPEKA AIRPORT AUTHORITY**  
**Resolution No. 24-296**

The Board of Directors of the Metropolitan Topeka Airport Authority does hereby adopt the revised bylaws of the Metropolitan Topeka Airport Authority as outlined in the document titled "Amended and Restated Bylaws of the Metropolitan Topeka Airport Authority", a copy of which is attached.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Metropolitan Topeka Airport Authority this 18<sup>th</sup> day of June, 2024.

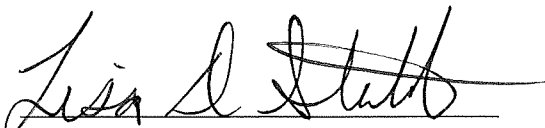
Metropolitan Topeka Airport Authority

By

A handwritten signature in black ink, appearing to read "Brian Armstrong", written over a horizontal line.

Brian Armstrong  
Chairman of the Board

Attest:

A handwritten signature in black ink, appearing to read "Lisa D. Stubbs", written over a horizontal line.

Lisa D. Stubbs  
Secretary of the Board

**AMENDED AND RESTATED BYLAWS  
OF THE  
METROPOLITAN TOPEKA AIRPORT AUTHORITY  
[Adopted Pursuant to K.S.A. 27-331(e)]**

WHEREAS, the Legislature of the State of Kansas, pursuant to K.S.A. 27-327 et seq. (the “Act”) provided the voters of Shawnee County, Kansas the right to establish a public airport authority as defined in the Federal Airport Act of 1946 for the purpose of promoting the general welfare of the City of Topeka, Kansas and Shawnee County, Kansas, and to empower such airport authority to maintain, operate, develop and improve public airports as essential, suitable or desirable to fulfill the immediate and foreseeable future requirements of such public airports for the development, improvement, operation and maintenance of public airport facilities, including property needed to develop sources of revenue from nonaviation businesses at such public airports;

WHEREAS, on or about January 1974 the Metropolitan Topeka Airport Authority (“MTAA”) was created by City of Topeka Charter Ordinance, and in November of 1978, in accordance with K.S.A. 27-328, the voters of Shawnee County, Kansas adopted a ballot proposition put forward by the Board of County Commissioners of Shawnee County to adopt the provisions of the Act and authorize the formation of a public airport authority in accordance with the Act;

WHEREAS, pursuant to K.S.A 27-331(e) the MTAA adopted Bylaws to govern the affairs of the MTAA on June 20, 1983 and later amended the Bylaws on January 22, 1990;

WHEREAS, in consideration of the purpose of the MTAA under the Act, its rights, duties and obligations under the Act and the applicable federal, state and local laws, and the current operational status and needs of the MTAA and its airports, Topeka Regional Airport and Phillip Billard Municipal Airport, and pursuant to K.S.A. 27-331(e) and in accordance with the Bylaws adopted on January 22, 1990, the Board of Directors of the MTAA desires to adopt the following Bylaws Amended and Restated this 18<sup>th</sup> day of June, 2024.

NOW, THEREFORE, the following are hereby adopted as the Amended and Restated Bylaws of the Metropolitan Topeka Airport Authority this 18<sup>th</sup> day of June, 2024 (“Bylaws”).

## **ARTICLE I TITLE**

**Section 1.01. Title.** The official title of this public airport authority shall be known as the "Metropolitan Topeka Airport Authority."

## **ARTICLE II BOARD OF DIRECTORS**

**Section 2.01. Appointment Eligibility.** In accordance with K.S.A. 27-330(b), the Board of Directors of the Metropolitan Topeka Airport Authority (the "Board") shall consist of five (5) voting members. Two (2) shall be appointed by the Board of County Commissioners of Shawnee County and must be residents of Shawnee County residing outside the corporate limits of the City of Topeka, and three (3) members shall be appointed by the Mayor and approved by the City Council of the City of Topeka and must be residents of the City of Topeka.

**Section 2.02. Term of Appointment.** In accordance with K.S.A. 27-330(b), Members of the Board shall serve terms of three (3) years and until a successor is appointed. No member shall serve more than three (3) consecutive terms. Where a member is appointed to fulfill a vacancy for an unexpired term, the term of the vacancy shall constitute one (1) term under the meaning of K.S.A. 27-330(b).

**Section 2.03. Resignation of Members.** Any Board member may resign by giving written notice of such intention to the authority which appointed the member with a copy to the MTAA President. Such resignation shall take effect at the date of receipt of such notice by the MTAA President or at such later effective date or the happening of an event as specified in the notice.

**Section 2.04. Removal of Members.** Only an appointing authority may remove a Board member appointed by such appointing authority. However, upon a 4/5ths vote of the Board, the Board may recommend removal of a Board member to the appointing authority for cause.

**Section 2.05. Board Policies.** The Board shall adopt, amend and rescind written policies from time-to-time as the Board in its discretion may determine. Unless otherwise stated herein, all actions by the Board relating to a policy shall be subject to majority approval of the members of a resolution adopting, amending or rescinding the policy. At a minimum, the Board shall maintain the following policies:

- (a) Conflict of Interest Policy
- (b) Board of Directors Code of Conduct Policy
- (c) Personnel Policy
- (d) Competitive Bid Policy

**Section 2.06. Code of Conduct; Attendance of Directors.** The Board shall adopt a board of directors' code of conduct policy, which may be amended from time-to-time by a 4/5ths vote of the Board. Notwithstanding any provision of the board of directors' code of conduct policy to the contrary, no Board member shall directly interfere with the operations of the MTAA, except at the express direction of the Board. Each Board member is expected to attend each meeting and in the event of an anticipated absence shall provide advanced notice of the same to the Chair and the President.

**Section 2.07. Conflict of Interest & Disclosure.** The Board shall adopt a conflict of interest policy, which may be amended from time-to-time by a 4/5ths vote of the Board. During each meeting where a Board member is asked to cast a vote for or in favor of a motion, each Board member shall disclose in open session who he/she spoke with regarding the subject matter of the proposed action prior to casting their vote.

**Section 2.08. Committees.** Standing committees of the Board are: Budget & Finance, Economic Development and Operations & Maintenance. The Board shall have the authority to create by resolution such additional committees as the Board determines to be proper for the discharge of its duties. Each committee shall carry out the purpose identified by the Board by resolution and shall be comprised of at least two (2) Board members and staffed by the President or the President's designee and any other employee(s) of the MTAA which the Board may designate in consultation with the President. Each committee established by the Board shall conduct at least one (1) meeting on a quarterly basis, shall cause minutes of each committee meeting to be recorded, and shall provide a report and the minutes to the Board at the next regular meeting following each committee meeting. In the event that any committee meeting is attended by a quorum of the Board, the meeting shall be noticed and conducted in accordance with the requirements of the Kansas Open Meetings Act, K.S.A. 75-4317 et. seq., and amendments thereto ("KOMA").

**Section 2.09. Advisory Committee.** In its discretion, the Board shall have the authority to create by resolution an advisory committee to provide advice and recommendations on policy matters relating to the airports under the authority of the MTAA. The advisory committee shall consist of two (2) members of the Board, and the MTAA shall seek to include: one (1) member of the Board of County Commissioners of Shawnee County or County official designated by the Commissioners, the Mayor of the City of Topeka or the Mayor's designee, one (1) member of the City of Topeka Council or City official designated by the City Council, (1) member of the Shawnee County legislative delegation or their designee, and up to three (3) members of the public designated by the Board. The advisory committee shall be staffed by the President or the President's designee and any other employee(s) or agent(s) of the MTAA which the Board may designate in consultation with the President. The advisory committee shall cause minutes of each meeting to be recorded and shall provide a report and the minutes to the Board at the next regular meeting following each advisory committee meeting. To the extent required by the applicable law, the meeting shall be noticed and conducted in accordance with the requirements of KOMA.

### **ARTICLE III MEETINGS.**

**Section 3.01. Regular Meetings.** The Board shall hold regular meetings at such place or places as the Board may determine from time-to-time; provided, that the Board shall hold at least one (1) regular monthly meeting on such date and time as may be fixed in advance by the Board.

**Section. 3.02. Special Meetings.** Special meetings of the Board may be held upon call of the Chairperson or upon written request of two (2) of the members. Notice of the special meeting shall be provided pursuant to Section 3.04 below. The written request for a special meeting by two (2) members must be in writing and identify the specific topic(s) to be discussed and any action items to be addressed during the special meeting, and provided by mail or electronic mail to each Board member and the President at least five (5) business days prior to the date of such special meeting.

**Section 3.03. Quorum.** The presence of at least three (3) Board members shall constitute a quorum at any meeting for the transaction of business. In the event fewer than a quorum is present at any meeting, a majority of those present may adjourn the meeting. Notice of such adjourned meeting shall be given to those Board members absent from the meeting at which the adjournment was taken.

**Section 3.04. Open Meetings.** All meetings shall be open to the public, and notwithstanding anything to the contrary within these Bylaws, shall conform to and be conducted in accordance with the provisions of KOMA. Notice of all meetings shall be provided in accordance with the requirements of KOMA.

**Section 3.05. Means of Conducting Meetings.** All meetings of the MTAA shall be in-person at the time and place specified by the Board. Board members shall appear in-person for Board meetings, unless leave to appear by remote means is granted in writing in advance by the Chairperson or the Chairperson's designee. The Board, in the discretion of the Chairperson or Chairperson's designee, may conduct meetings virtually through remote means, so long as the public is provided with a reasonable means to attend the virtual meeting.

**Section 3.06. Agenda.** The Board shall cause the agenda for its meetings to be made publicly available at the MTAA administrative office and through the MTAA's official website in advance of every scheduled meeting. The agenda shall be prepared by the President in consultation with the Chairperson. Any Board member may request additions to the agenda through written notice to the President at least one (1) week prior to any meeting, and any such requested addition is subject to the discretion of the Chairperson. In the event two (2) or more Board members request addition(s) to the agenda through written notice to the President at least one (1) week prior to a meeting, the requested addition(s) shall be added to the agenda. Agenda items may be added at the beginning of a regular meeting; provided, that each board member or staff member requesting the addition must explain for the record the necessity for adding the item, and the item shall only be added upon the majority approval of the Board.

**Section 3.07. Rules of Procedure.** Roberts' Rules of Order shall apply to all meetings of the Board. The Chairperson shall have the right to make motions and to vote on all matters to the same extent as all of the other Board members.

**Section 3.08. Public Participation.** Members of the public may be granted leave by the Chairperson to address the Board during any meeting upon three (3) business days advance written notice to the President. Any member of the public granted leave to address the Board during a meeting will be provided a set amount of time to address the Board determined by the Chairperson, which may be extended upon a majority vote of the Board.

## **ARTICLE IV OFFICERS.**

**Section 4.01. Officers.** The following officers of the MTAA shall be elected annually at the regular meeting in November of each year:

- (a) Chairperson, who shall preside at all meetings of the Board and shall be the official representative of the Board in all public matters. The Chairperson shall perform such other duties and services as shall be assigned to or required by the Board.
- (b) Vice Chairperson, who shall, in the absence of the Chairperson, preside at all Board meetings and shall perform other duties as designated by the Board from time to time.
- (c) Secretary, who shall cause minutes to be made and maintained of every meeting of the Board and shall perform such other duties as may be assigned by the Board.

**Section 4.02. Term.** Officers shall serve a term of one (1) year. Officers shall not succeed themselves.

## **ARTICLE V PRESIDENT.**

**Section 5.01. President.** The Board shall employ a President who shall be the chief operating officer of the MTAA and in charge of the day-to-day operations of the MTAA. The President shall serve at the pleasure of the Board as an at will employee and is subject to the MTAA Personnel Policy. Nothing herein shall be construed to alter the President's status as an at will employee; provided, however, the Board retains the right to enter into a written contract with the President upon such terms and conditions reserved to sole discretion of the Board. The Board shall establish the duties, responsibilities and compensation of the President from time-to-time, provided that any such duties and responsibilities are consistent with the applicable law, these Bylaws and the Personnel Policy.

**Section 5.02. Duties.** The President shall have the following duties and responsibilities:

- (a) Maintain, operate, lease, develop, improve, acquire and replace the real property, personal property, and airport facilities of the MTAA in accordance with the applicable federal, state and local laws, the MTAA grant assurances, contractual obligations, and policies and directives of the Board;
- (b) Oversee all financial transactions and activities affecting the efficient and economical operation of the public airports operated by the MTAA;
- (c) Advise the Board regarding strategic goals and objectives;
- (d) Management and supervision of all MTAA personnel, provided that the President may delegate day-to-day supervision to department heads identified on the MTAA's organization chart and in accordance with the MTAA's Personnel Policies and Procedures;
- (e) Implement Board policies and directives; and
- (f) Providing reports to the Board on the subject matter and frequency as may established by the Board from time-to-time.

The President shall not have the authority to acquire or sell MTAA real property or personal property, except in accordance with Board policies and directives. Nothing herein shall prohibit the president from delegating such duties, tasks and obligations to MTAA department heads and other personnel as deemed necessary by the president for the economical and efficient operation of the MTAA.

**Section 5.03. Performance Reviews.** The President shall be subject to annual performance reviews of the Board. The first performance review performed by the Board following the effective date of these Bylaws shall establish and provide notice of clear and objective performance evaluation criteria for each annual period. Thereafter, the Board shall perform annual performance reviews in accordance with clear and objective performance evaluation criteria established by the Board for each annual period.

**Section 5.04. Goals and Objectives.** The Board shall establish annual goals and objectives for the President no later than thirty (30) days of completing the annual performance evaluation. To assist with establishing goals and objectives, the President may provide the Board with proposed goals and objectives.

**Section 5.05. Confidentiality.** All performance review documents, discussions, communications and reports shall be confidential records and shall not be subject to disclosure to any person except for the Board's attorney or a consultant engaged for the purpose of assisting the Board in conducting the performance review, unless disclosure is required by law or consented to in writing by the President.

## **ARTICLE VI AMENDMENTS TO BYLAWS.**

**Section 6.01. Amendments.** These Bylaws may be altered, amended or replaced provided the following procedure has been followed:

- (a) Any Board member may propose an amendment, provided that such amendment must be presented in writing at a regular Board meeting.
- (b) Preliminary approval by a majority of the Board is required to advance the proposed amendment to final action.
- (c) Final action on the amendment cannot be taken until a subsequent regular Board meeting.
- (d) Four (4) affirmative votes are necessary to adopt any amendment.
- (e) For purposes of amendment of the Bylaws, all Board members, including the Chairperson, may vote.

## **ARTICLE VII MISCELLANEOUS.**

**Section 7.01. Official Actions.** All actions by the Board shall be considered official whether it be by resolution or action by the Board meeting in regular session. Resolutions will be a part of the official action of the Board on matters deemed by the Board to be of significance, outside the realm of normal Board action or required by state or federal law. The Board may reach consensus in closed session; provided, however, no vote constituting official action shall occur closed session. The official copy of all actions of the Board will be maintained by the President.

**Section 7.02. Director and Employee Liability; Insurance.** To the maximum extent provided by the applicable law, including without limitation K.S.A. 75-6109 and amendments thereto, the MTAA shall indemnify and defend Board members, officers and employees ("Indemnitees") against all claims, proceedings, liabilities, expenses, damages, losses and costs. Including attorney's fees and court costs, arising out of or relating to an act or omission of an Indemnatee. The MTAA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the MTAA in an amount determined by the Board from time-to-time, regardless of whether or not the MTAA would have the power to indemnify such person against liability under these Bylaws or the applicable law.

**Section 7.03. Fiscal Year.** The fiscal year of the MTAA shall be the calendar year.



**Section 7.04. Checks, Notes, Drafts, Etc.** All checks, notes, drafts, or other orders for the payment of money of the MTAA shall be signed, endorsed, or accepted in the name of the MTAA by such officer, officers, person, or persons as from time-to-time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

**Section 7.05. Conflict with Applicable Law.** These Bylaws are adopted subject to any applicable federal, state and local law, and whenever any provision of these Bylaws may conflict with any applicable law, such conflict shall be resolved in favor of such applicable law.

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## CERTIFICATE OF ADOPTION

The undersigned members of the Board of Directors of the Metropolitan Airport Authority hereby certify that the above and foregoing Amended and Restated Bylaws the Metropolitan Topeka Airport Authority were adopted on the date first written above.



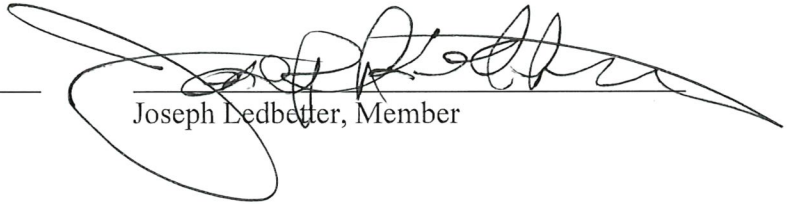
Brian Armstrong, Chairperson



Sam Sutton, Member



Mike Munson, Vice Chairperson



Joseph Ledbetter, Member



Lisa Stubbs, Secretary