



Airport Commission By-Laws

ARTICLE I - COMMISSION

- Section 1. Name
- Section 2. Duties of the Commission
- Section 3. Leases

ARTICLE II - MEMBERSHIP

- Section 1. Appointments and Qualifications
- Section 2. Compensation
- Section 3. Term
- Section 4. Residency
- Section 5. Committees
- Section 6. Quorum for Committees
- Section 7. Resignation
- Section 8. Conflict of Interest
- Section 9. Ex Parte Communication

ARTICLE III - MEETINGS

- Section 1. Meetings
- Section 2. Minutes of Meetings
- Section 3. Quorum
- Section 4. Amendment(s) of By-Laws
- Section 5. Absenteeism
- Section 6. All Meetings to be Open and Public
- Section 6(a) Executive Session
- Section 7. Right of Public to Appear and Speak
- Section 8. Special Meetings
- Section 9. Adjourned Meetings
- Section 10. Non-Agenda Items

ARTICLE IV - OFFICERS

- Section 1. Officers
- Section 2. Election
- Section 3. Removal of Officers
- Section 4. Chairperson
- Section 5. Vice Chairperson
- Section 6. Executive Officer/Clerk (Keeper of Records)
- Section 7. Multiple Officer Vacancies

ARTICLE V - EMPLOYEES

- Section 1. Airport Manager
- Section 2. Assistant Manager

Section 3. Airport Staff

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1. Standing Rules and Regulations

Section 2. Severability

Section 3. Rules of Procedure

BY-LAWS OF THE NEW BEDFORD AIRPORT COMMISSION

GOVERNING BY-LAWS WITH AMENDMENTS

QF 3/16/77, 4/20/17, 10/28/77, 10/14/80, 2/8/84, 3/18/98, 5/19/99, 11/15/00
2/20/2019 and 01/20/2021

ARTICLE I

COMMISSION

Section 1. Name: The name of the Commission shall be the New Bedford Airport (hereinafter the “*Airport*”) Commission, (hereinafter known as the “*Commission*”). The name shall be deemed to encompass and include any name by which the subject Airport shall hereafter be known.

Section 2. Duties of the Commission: In general, the Commission shall have the care, custody, control and management of all real and personal property purchased or procured for the Airport, acquired for the Airport, or placed by the City under the control of the Airport and shall manage and operate the Airport in a safe, secure and efficient manner. The Commission shall perform such other duties as may be legally delegated to it by municipal, state or federal authorities or statutory enactment, including but not limited to those provisions contained in Massachusetts General Laws, Chapter 90, as hereinafter from to time amended, and the City of New Bedford Code of Ordinances, (hereinafter sometimes referred to as the “*City Code*”) as hereinafter from time to time be amended.

Section 3. Leases: No leases of property owned or controlled by the Airport, or any part thereof, shall be executed on behalf of the City of New Bedford without prior authorization of the Mayor of the City of New Bedford (hereinafter known as the “*Mayor*”) and the New Bedford City Council (hereinafter known as the “*City Council*”).

ARTICLE II

MEMBERSHIP

Section 1. Appointments and Qualifications: The Commission shall be comprised of nine (9) Members, who shall be appointed by the Mayor and then shall be subject to confirmation by the City Council. At least two (2) of the nine (9) Members shall have experience in “aeronautics”, as defined in M.G.L. c. 90, § 51E. At least one (1) Member shall be a person recommended by the “EWB Tenant’s Association” or other association endorsed by at least a two-thirds (2/3) majority of the current Airport lease tenants without outstanding Airport lease defaults. As the Airport is a New Bedford asset, serving the community as whole, persons who do not have any or significant aeronautics related experience shall also be represented on the Commission. In general and without limitations, these persons shall possess skills and expertise in professional fields of business, education, government, or related fields that shall be determined from time to time to be of benefit to the Airport.

Section 2. Compensation: The Members of the Commission shall serve without pay or other remuneration, except for the Chairperson, who will be compensated at such a rate as set by the City Code.

Section 3. Term: The Members of the Commission shall serve for a term of three (3) years, or until the appointment and confirmation of a successor Member. Vacancies shall be filled by appointment of the Mayor with confirmation by the City Council. Members of the Commission may be reappointed. Members waiting for a replacement Member shall serve on the Commission until the successor appointment is completed

Section 4. Residency: Persons who are not residents of the City of New Bedford may be appointed to the Commission if they have beneficial skills or expertise to offer to the Airport, so long as a majority of the Commission Members serving at any time has residency in the City of New Bedford and has obtained a residency waiver from the City

Council in accord with the City Code.

Section 5. Committees: The Commission may establish one or more Committees to assist in the effective conduct of its business. A Committee shall be formed of individuals appointed at the direction of the Commission Chairperson, upon querying for volunteers from all serving Commissioners. If upon a query of the serving Commissioners, there are not an adequate number of volunteers to serve on the Committee, then the Commission Chairperson shall make direct appointments sufficient to fill all designated positions. All Committee Chairperson shall submit and present the minutes of their Committee meetings at the Commission's next scheduled meeting.

Section 6. Quorum for Committees: A majority of the Members of a Committee shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, provided that in no event shall fewer than two (2) Members of any Committee constitute a quorum. A majority of the quorum present is sufficient to recommend any measure before the Committee. In the event of a tie vote in any Committee of which the Commission Chairperson is not a voting Member, the matter shall be referred to the Commission Chairperson for resolution. In the event of a tie vote in any Committee of which the Commission Chairperson is a voting Member, then the matter shall be referred to the Commission for resolution.

Section 7. Resignation: Any Member of the Commission may at any time resign from the Commission by submitting the resignation in writing to any Officer of the Commission, and such resignation shall become effective upon its presentation. If a Member proposes to resign, if reasonably feasible, they shall give notice of their, or make the date of their, resignation effective in such a manner as to allow time for the appointment and confirmation of a replacement Member.

Section 8. Conflict of Interest: A Member of the Commission shall abstain in the discussion of and voting on an issue, should the following conditions exist:

- a) A Member is, by reason of interest, placed in a situation of temptation to serve or

- be perceived to serve in his/her own personal interest;
- b) The Commission, by a majority affirmative vote of the quorum then present and voting, determines that the Member should abstain from discussion and voting on a particular issue ; or
 - c) Any other situations pursuant to M.G.L. c. 268A, the Massachusetts Conflict of Interest Law, as Amended

Section 9. Ex Parte Communication. Members of the Commission shall advise the Commission of any *ex parte* communication with any member of the City Council, another Commission member, government official or member of the general public regarding any *quasi-judicial* matter pending, or reasonably expected to come, before the Commission.

ARTICLE III COMMISSION MEETINGS

Section 1. Meetings: Commission meetings shall be scheduled monthly, subject to change by the Chairperson if it is determined that a quorum will not be available on the scheduled date. In case of the absence or incapacity of the Chairperson, the Vice Chairperson, the Airport Manager, or a majority of the Commissioners serving at any time shall, by consensus, determine a new day and time to hold the previously scheduled Commission meeting.

Section 2. Minutes of Meetings: The minutes of the immediately preceding Commission meeting shall be distributed to the Members not later than two (2) business days prior to the next scheduled Commission meeting.

Section 3. Quorum: The powers of the Commission shall be vested in the Members thereof in office from time to time. A simple majority of Commission Members in office shall constitute a quorum for conducting a meeting, its business, and exercising its powers and for all other purposes except for By-Law amendments. The presence of a quorum shall be recorded at the beginning of each meeting. During the course of the meeting, the entry and departure of Members shall be noted on the record. If at any time attendance falls below

what is necessary to constitute a simple majority, the meeting shall be halted until a quorum is again present or at the discretion of the Chairperson at that time controlling the meeting adjourned to a newly scheduled date and time.

Section 4. Amendment(s) of By-Laws: These By-Laws may be amended by a two-thirds (2/3) favorable vote (rounded up to a whole number) of the total Membership of the Commission in office at any regular or special meeting of the Commission, provided that notice of the amendment or its purport was given orally at the previous regular or special Commission meeting, or was given, in writing, in the call to the meeting, or was otherwise sent in writing to all Members of the Commission in service at least six (6) days before the meeting. A majority favorable vote of a two-thirds (2/3) (rounded up to a whole number) of the total Membership of the Commission in office shall be deemed sufficient to have passed the amendment(s).

Section 5. Absenteeism: If a Member of the Commission shall fail to attend multiple consecutive regularly scheduled meetings, the Chairperson shall confer with the Member about the circumstances leading to the absenteeism. Should the Chairperson, in his/her sole discretion, determine the reasons for the absenteeism are not of beneficial interest to the normal running of the Commission business, the Chairperson may report the matter to the Mayor for further consideration. Whenever a Member fails to be in attendance, whether in person or by remote means, for more than forty percent (40%) of the Commission meetings in a calendar year for which said Member was eligible, the Mayor may seek to remove the member in accord with the provisions of the City Code and the Mayor may thereafter appoint a successor Member for City Council confirmation in accord with the City Code.

Section 6. All Meetings to be Open and Public: All meetings of the Commission shall be open to the public in compliance with the City Code and MGL Chapter 30A Sec 18 et seq the Massachusetts Open Meeting Law to the extent required by law. All persons shall be permitted to attend Commission meetings except as otherwise provided by law.

Section 6(a) Executive Session. To the extent permitted by the Open Meeting Law and in accord with its provisions the Commission may conduct business in Executive Session.

Section 7: Right of Public to Appear and Speak: At every regular Commission meeting, members of the public shall have an opportunity to address the Commission on matters within the Commission's subject matter jurisdiction. Public input and comment on matters on the Agenda, as well as public input and comment on matters not otherwise on the Agenda, shall be made during the time set aside for public comment; provided, however, that the Chairperson may direct that public input and comment on matters on the Agenda be heard when the matter regularly comes up on the Agenda. The Chairperson in charge of the Commission meeting may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 8: Special Meetings: A Special Commission Meeting may be held upon the call of the Chairperson, Vice Chairperson or Airport Manager at any time with notice or by an affirmative vote of a majority of the Members present at a regular or Special Commission Meeting at which a quorum is present, for the purpose of transacting any business designated in the call. A notice, agenda, and other necessary documents shall be delivered to the Members, personally, by mail, or email and said meeting will be posted in accord with M.G.L. Chapter 30A, Section 20.

Section 9: Adjourned Meetings: Any Commission meeting may be adjourned to a date, time, and place specified in the order of adjournment. Commission members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the time and place of the adjourned meeting, within twenty-four (24) hours after the Meeting adjournment decision is made. A notice, agenda, and other necessary documents shall be delivered to the Members, personally, by mail, or email and said adjourned meeting shall be posted in accord with M.G.L. Chapter 30A, Section 20.

Section 10: Non-Agenda Items: the Commission at that meeting shall not act upon Matters brought before the Commission at a regular meeting that were not placed on the Agenda of the meeting unless action on such matters is permissible pursuant to M.G.L. Chapter 30A, Section 20. Those non-agenda items brought before the Commission that the Commission determines, by majority vote of the quorum then present and voting, will require Commission consideration and action, and where action at that meeting is not so authorized by MGL Ch 30A, shall be placed on the Commission's Agenda for a future meeting.

ARTICLE IV OFFICERS

Section 1. Officers: The officers of the Commission shall be a Chairperson (the "*Chairperson*"), a Vice Chairperson (the "*Vice Chairperson*"), and the Executive officer who shall be the Airport Manager and serve as the *Keeper of Records* for the Commission. No person shall hold more than one officer position at any given time.

Section 2. Election: The Chairperson and Vice Chairperson shall be elected annually from among the Members of the Commission. Such officers shall hold office for one (1) year following their election and until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself, but no person shall be elected for the same Officer position for more than three (3) consecutive terms. With respect to the offices of Chairperson and Vice Chairperson, the Chairperson at the Commission's January meeting of each calendar year shall request nominations for each of those Officer positions from the quorum of Members of the Commission then present and voting. The nominee receiving a majority vote of the quorum then present, voting for the Chairperson and the Vice Chairperson positions shall be duly elected, and take office with the full powers granted herein to that Officer position at the next scheduled meeting of the Commission.

Section 3: Removal of Officers: Upon an affirmative vote by a majority of the Members of the Commission, any Officer may be removed from office, but not as Member of the Commission, and a successor Officer elected pursuant to the provisions of this Article IV.

Section 4. Chairperson:

- a) The Chairperson shall preside at all meetings of the Commission;
- b) The Chairperson, on behalf of the Commission, in consultation with the Airport Manager shall approve the Agenda for each meeting of the Commission prior to its publication, with information items that are reasonable and proper for the general conduct of the business affairs and policies of the Commission;
- c) The Chairperson shall sign documents necessary to carry out the business of the Commission,;
 - a. The Commission may from time to time, in accord with the City Code, Massachusetts and Federal Statutes and Regulations, authorize an Officer or Officers of the Commission to enter into any contract or execute and deliver any instrument in its name and on its behalf, and such authority may be in general or it may be confined to a specific incidence.
- d) The Chairperson shall be an Ex-Officio Member of any Committee of the Commission;
- e) The Chairperson shall vote only in the event of a tie vote by members of the Commission or its Committee Members
- f) The Chairperson may delegate duties to the Vice-Chairperson when the workload or circumstances so dictate.

Section 5. Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is absent or when it is determined that the workload or circumstances so dictate, that it is in the best interest of the Commission to do so. When so acting, the Vice Chairperson shall have all of the powers of and be, subject to all of the restrictions imposed upon the Chairperson.

Section 6. Executive Officer /Keeper of Records: The Airport Manager, in accord with MGL Chapter 90 Section 51E shall serve as Executive Officer and Keeper of the Records of the Commission and shall in general perform all of the duties as from time to time may be assigned to him/her by the Chairperson or by the Commission consistent with the provisions of the City Code as well as Federal and Massachusetts laws and regulations, In addition, the Executive Officer or his designee shall perform the following principal activities:

- a) Keep the minutes of all meetings of the Commission;
- b) Be custodian of the Commission records;
- c) Keep a record of the members of the Commission, their names, addresses, e-mail addresses, telephone numbers, length of term, expiration of current term and attendance records

Section 7. Multiple Officer Vacancies: When multiple Officer vacancies occur through death, resignation, Member removal, a Member becomes incapacitated permanently or for what appears likely to be a protracted period, or for any other reason the Member no longer is qualified for office but fails to resign, the Commission may by majority vote of the quorum then present and voting at a Commission meeting, (i) appoint the Airport Manager or the Airport Assistant Manager as a temporary meeting Chairperson to preside over that meeting in order to reasonably and properly conduct the Agenda for that Commission meeting, and (ii) temporarily appoint the City of New Bedford Solicitor, or its designee, with the authority to sign documents necessary to carry out the business of the Commission , including but not limited to contracts, deeds and other instruments made by the Commission until such time as a Chairperson and/or Vice Chairperson is duly elected and empowered.

ARTICLE V

EMPLOYEES

Section 1. Airport Manager/Executive Officer: In accord with these bylaws and MGL

Chapter 90, the Airport Manager shall have general supervision over the administration of Airport business and affairs. He/she shall develop, implement and administer the strategies, plans and programs of the Commission, subject to their oversight. He/she shall have the care and custody of all funds of the Commission. At each regular Commission meeting, or as requested by the Chairperson, he/she shall report an account of his/her activities, transactions and financial undertakings relating to the Airport. The Airport Manager is recommended by the Airport Commission, and appointed by the Mayor. He/she shall be qualified by general management experience and aeronautical knowledge. He/she shall report to the Commission for proper management and operation of the Airport and of all facilities under his/her supervision.

Section 2. Assistant Airport Manager: The Assistant Manager shall be hired by the Airport Manager subject to appointment by the Mayor and shall thereafter act in place of the Airport Manager at such times and under such conditions as the Commission may direct.

Section 3. Airport Staff: In addition to the Manager and the Assistant Manager, and subject to appropriation, the Airport Manager (or designee) shall have exclusive direction and supervision of all employees assigned to and working for the Airport.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. Governance Documents: The Executive Officer shall cause, to be separately catalogued in writing a set of governance documents, if any, that are adopted by the Commission from time to time, a copy of which shall be available at the request of any Member of the Commission.

Section 2. Severability: If any provision of these By-Laws or other governance documents of the Commission conflict with the City Code or Federal or State statutes or regulations involving airports and air navigation, said provision of the By-Laws or other governance documents shall not prevail.

Section 3. Rules of Procedure: The call of Commission meetings shall at all times be punctual. All meetings and proceedings of the Commission shall be governed and conducted according to the latest edition of Robert's Rules of Order Manual of Parliamentary Procedure, and according to any other rules that this Commission may adopt from time to time that are not inconsistent with these By-Laws or any special rules of procedure that the Commission may adopt.

AMENDMENTS

AMENDMENT –May 19, 1999

ARTICLE IV, Section 1. Of the By-laws is hereby amended as follows:

-by striking the third sentence of that section, and substituting therefor:

“When a slate of names of those Commissioners is established, the nominees shall be presented to the Commission, which shall vote for each office separately by ballot at the January meeting.”

-and by striking the fifth sentence of that section, and substituting therefore:

“The elected Chairman and Vice Chairman shall take office at the February meeting.”

AMENDMENT NOVEMBER 15, 2000

ARTICLE III, Section 2 of the By-Laws is hereby amended as follows:

By striking the first sentence of that section and substituting therefore:

“The minutes of each meeting shall be distributed to the Members not later than ten (10) business days after each meeting.”

AMENDMENT FEBRUARY 20, 2019

ARTICLE III, Section 3 of the By-Laws is hereby amended as follows:

By striking the second sentence of that section and substituting therefore:

“A simple majority of Commission Members in office shall constitute a quorum for the purpose of conducting a meeting...”

By striking the fifth sentence of that section and substituting therefore:

“If at any time attendance falls below what is necessary to constitute a simple majority, the meeting...”

AMENDMENTS JANUARY 20, 2021

Significant rewrite of by laws.