

**BYLAWS FOR THE GOVERNANCE AND OPERATION  
OF CITY OF NAPLES AIRPORT AUTHORITY**

**ARTICLE I  
TITLE, PURPOSE AND GOVERNANCE**

Section 1. **TITLE.** This body politic and corporate shall be known as City of Naples Airport Authority, a political subdivision of the State of Florida (“the Authority”)

Section 2. **PURPOSE.** The purpose of the Authority is to operate, improve, equip, develop and maintain the airport facilities at the Naples Municipal Airport located in Collier County, Florida and any other airport in Collier County which the Authority may contract to operate. The Authority is constituted a public instrumentality with full governmental police power; and, the exercise by the Authority of the powers conferred by the City of Naples Airport Authority Act, Laws of Florida, Chapter 69.1326, shall be in the performance of an essential governmental function.

Section 3. **GOVERNANCE.** The Authority shall be governed by a Board of Commissioners (“the Board”) composed of five (5) Commissioners (“the Commissioners”) appointed from time to time by the Naples City Council for terms of four (4) years.

**ARTICLE II  
SEAL**

Section 1. **FORM.** The official seal of the Authority shall be in the form of a circle and shall read “City of Naples Airport Authority, a political subdivision of the State of Florida” (“the Seal”).

Section 2. **USE.** The Seal shall be used for attesting the signature of the Chairman, Vice Chairman or the Executive Director on any official document where such attestation is required or deemed appropriate.

**ARTICLE III  
OFFICE**

Section 1. **LOCATION.** The principal office of the Authority and the Board shall be located at City of Naples Airport Authority, 160 Aviation Drive North, Naples, Florida 34104.

**ARTICLE IV  
COMMISSIONERS, EXECUTIVE DIRECTOR AND COUNSEL**

Section 1. **COMMISSIONERS.** The Commissioners of the Authority shall perform such duties and functions as may from time to time be required by the Board, by these Bylaws or by the City of Naples Airport Authority Act. Each Commissioner may submit to the Board for its consideration such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Authority.

The officers of the Board shall be a Chairman, Vice Chairman and such other officers as the Board may determine. The Chairman and Vice Chairman shall be elected by the Board at the Regular Meeting in January for a term of one (1) year. The Chairman is not eligible to serve more than two (2) consecutive terms in that office.

The Chairman shall be a Commissioner and shall preside at all meetings of the Board and represent the Authority at any official functions at which the Authority's official presence is appropriate ("the Chairman"). The Chairman shall execute all resolutions, agreements, contracts, bonds, notes and any other instruments of the Authority on behalf of the Authority when so authorized by the Board and shall perform such other duties as may be prescribed for the Chairman by law or by the Board.

The Vice Chairman shall be a Commissioner and shall assume the powers and duties of the Chairman in the event of the temporary absence or disability of the Chairman ("the Vice Chairman"). In the event of the resignation or death of the Chairman, the Vice Chairman shall become Acting Chairman and perform the duties of the Chairman until such time as the Board shall elect a new Chairman.

Section 2. **EXECUTIVE DIRECTOR.** The Board shall contract with an individual to serve as Executive Director. The Executive Director shall serve as Secretary to the Board and Chief Operating and Chief Financial Officer of the Authority. The Executive Director shall report directly to the Board. The powers and duties of the Executive Director shall be delegated to him by the Board annually by resolution for that purpose.

As Secretary to the Board, the Executive Director shall maintain all records of the Authority, record all votes and keep the Minutes of the Board and all committees of the Board in a Minute Book for that purpose, provide notice of all meetings, keep in safe custody the Seal and have the power to affix such Seal to all documents as may be required or deemed appropriate.

As Chief Financial Officer, the Executive Director shall have the care and custody of all funds of the Authority, shall maintain all funds in accordance with Florida Statutes Section 218.415 and shall deposit the same forthwith in the name of the Authority in such bank or banks in the State of Florida as the Board may designate. All funds received from sources other than bond obligations, grant payments and passenger facility charges shall be credited to the general operating account of the Authority. Funds held or received in connection with any bond obligation shall be invested in accordance with the terms of the bond covenants. State and federal grants shall be invested in accordance with the covenants contained in the individual grant agreements. Passenger facility charges shall be administered in accordance with applicable federal regulations.

The Executive Director, the Deputy Executive Director and the Director of Finance shall each be required to obtain a fidelity bond in the amount of not less than Two Hundred Fifty Thousand and No/100 Dollars (\$250,000.00). Other employees shall be bonded as required by the Executive Director.

Section 3. **AUTHORITY COUNSEL.** The Board shall contract with an individual or firm of attorneys licensed to practice law in the State of Florida to serve as Authority Counsel. The Authority Counsel shall report directly to the Board, shall represent and protect the interests of the Authority and the Board and shall work with the Executive Director to achieve those purposes. The Authority Counsel and the Board shall enter into an agreement setting forth the specific duties, responsibilities, and fees of Authority Counsel.

The Authority Counsel shall be reviewed annually by the Board to assess his/her performance and accomplishments. At three-year intervals the Board shall consider and decide whether to renew the agreement with the Authority Counsel.

In addition, the Board may retain other attorneys or law firms for specific projects or matters. Such special counsel shall coordinate their professional efforts with the Authority Counsel and keep Authority Counsel advised on their activities so that special counsel does not inadvertently take positions inconsistent with the Board's general directions to Authority Counsel. Authority Counsel may be asked to review and approve the billing invoices of special counsel and make appropriate recommendations to the Board and the Executive Director.

## **ARTICLE V** **FINANCIAL MATTERS**

Section 1. **FISCAL YEAR.** The fiscal year of the Authority shall begin on the 1<sup>st</sup> day of October of each year and shall end on the 30<sup>th</sup> day of September of the following calendar year ("the Fiscal Year").

Section 2. **BUDGET.** The Executive Director shall prepare and present to the Board an Operating Budget and a Capital Expenditures Budget for each fiscal year.

The Operating Budget shall present the Authority's plan for operations and shall include in appropriate detail projected revenues and expenses which may reasonably be expected to be received and expended during the Fiscal Year. Its purpose shall be to insure that adequate revenues are available and that expenses are controlled so that the service objectives of the Authority may be met and its debt obligations and capital outlays be provided for.

The Capital Expenditures Budget shall present the Authority's plan for additions, improvements and replacements to the Naples Municipal Airport's facilities and specify sources of funding.

Both the Operating Budget and the Capital Expenditures Budget shall be submitted to the Board at its Regular Meeting in June of each year, and the Board shall adopt such budgets, as revised by the Board if necessary, at its Regular Meeting in September of each year. Thereafter the Executive Director shall periodically advise the Board of any material changes in the plan for operations or in the programs for capital expenditures. The Board may revise either the Operating Budget or the Capital Expenditures Budget or both at any time during the Fiscal Year and, if necessary, extend the period of either budget beyond the current Fiscal Year.

Section 3. **AUDIT.** There shall be an annual audit of the accounts and records of the Authority by a firm of certified public accountants, who shall act as the Authority's auditors ("the

Auditors”). During the third year of engagement, the Board shall consider and decide whether to renew the engagement or to commence a competitive selection process for the retention of auditors for the succeeding year. The Board shall, through a competitive selection procedure no less frequently than every five (5) years select the Auditors. Whenever the Board elects to utilize the competitive selection process, the current Auditors shall be eligible to compete in the process. The Auditors shall report to and be reviewed annually by the Board to assess their performance and accomplishments.

## ARTICLE VI MEETINGS

Section 1. **REGULAR MEETINGS.** Regular meetings of the Board (“Regular Meetings”) shall be held on the third Thursday of each calendar month, with the exception of the month of July, when no Regular Meeting shall be held. All Regular Meetings may be conducted at the Naples City Hall in the City Council Chambers, 735 Eighth Street South, Naples, Florida, commencing at 8:30 a.m. if convenient. The Executive Director shall post a Notice of each Regular Meeting in a prominent public place at the Naples Municipal Airport. A copy of the Notice, the Agenda and the Board package for each Regular Meeting shall be delivered to each Commissioner no less than five (5) days in advance of the Regular Meeting.

Regular Meetings may not be cancelled or rescheduled except by the Chairman or, in his/her absence, by the Vice Chairman, and only for cause. Cause for cancellation and rescheduling of a Regular Meeting shall only mean lack of a quorum of the Board, absence of business to conduct or an emergency which would preclude the orderly conduct of business.

No later than the Regular Meeting in December the Board shall review the Airport Master Plan and listen to a presentation by the Executive Director, who shall study the Airport Master Plan and make recommendations to the Board on changes or modifications thereto.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Board (“Special Meetings”) may be called by the Chairman or, in his/her absence, the Vice Chairman, or by the consent of three (3) Commissioners. The Executive Director shall take the direction of the Commissioners calling for the Special Meeting in the preparation of the Agenda. Written Notice of a Special Meeting together with an Agenda shall be effectively communicated to each Commissioner no less than four (4) hours prior to the commencement of the Special Meeting and shall be posted in a prominent public place at the Naples Municipal Airport.

Section 3. **NOTICE, AGENDA AND MINUTES.** The Executive Director shall prepare a Notice of each Regular Meeting of the Board. Such Notice shall be timely posted in a prominent public place at Naples Municipal Airport.

The Agenda for all meetings of the Board shall be prepared by the Executive Director with the prior approval of the Chairman, or one of the Commissioners who requested the meeting in the case of a Special Meeting, and shall be accompanied by a Board package of items to be discussed or acted upon at the meeting.

The Board package for each Regular Meeting of the Board shall include the Notice, Agenda, Minutes and Final Agenda(s) of recent previous meetings, such items as are required to be acted upon by the Board, a report on all official action taken by or on behalf of the Executive Director, and such other information, materials and reports as are to be brought to the attention of the Board, including a monthly financial report and the Executive Director's comments thereon.

The official record of all meetings of the Board of Commissioners shall be the formal minutes prepared and kept by the Secretary to the Board when reviewed and approved by the Commissioners at a regularly scheduled meeting (the "Minutes"). An electronic recording of each meeting shall be made to assist the Secretary in preparing the official Minutes. The Minutes of each Regular and Special Meeting shall reflect the names of all Commissioners and staff present, the names of all public speakers, description of all requests, motions and proposals, the action taken on each item, the vote of each Commissioner, all procedural matters discussed and a summary of the information presented. The Minutes shall include a minimum of narrative material but shall include such detail as may be necessary for the Final Agenda and the Minutes to act as a guide or index of the matters discussed and each decision made by the Board.

Section 4. **FLORIDA SUNSHINE LAW.** Each Regular or Special Meeting of the Board or any committee shall be open to the public and shall be conducted in accordance with Florida Statutes Section 286.0121.

Section 5. **STAFF.** The Executive Director, the Authority Counsel, or their designees, and such members of staff as are necessary for the orderly conduct of business shall attend all meetings of the Board.

Section 6. **QUORUM.** At all meetings of the Board three (3) Commissioners present in person shall constitute a quorum for the purpose of transacting business. When a quorum of Commissioners is present in person at the meeting, other Commissioners may participate by speaker phone if practicable.

Section 7. **ORDER OF BUSINESS.** The order of business at Regular Meetings shall be determined by the Chairman. The order of business may be altered or modified at any Board meeting by the Commissioners. Except as otherwise provided by the Commissioners, all resolutions shall be in writing and shall be copied in or attached to the Minutes of the meeting.

Section 8. **VOTING.** A vote of the Board may be taken by voice vote or roll call vote at the option of the Chairman. The "yes" and "no" of each Commissioner shall be entered in the Minutes of the meeting. A decision on each action item presented to the Board shall be made by the affirmative vote of at least three (3) Commissioners in attendance, subject to the requirements contained in Article VII "Special Provisions".

Section 9. **COMMITTEES OF THE BOARD.** The Board may create committees of the Board consisting of Commissioners and assign duties and responsibilities to each committee as the Board deems necessary or advisable. The Chairman shall appoint members of all committees of the Board who shall serve at the pleasure of the Chairman. The Executive Director, or his/her designee, neither of whom shall be members of the committee, shall act as Secretary to each

committee of the Board, and shall keep proper Minutes of all committee meetings and recommendations.

All Commissioners are encouraged to attend the meeting of any committee of the Board. However, to be considered a member pro tem of that committee and to vote, such non-member Commissioner shall, prior to the commencement of the committee meeting, notify the committee chairperson that he/she is attending as a voting pro tem committee member. Failure to so advise the committee chairperson prior to the commencement of the committee meeting shall cause the Commissioner to be a member of the public only and not eligible to participate in committee business.

There shall be two (2) permanent committees of the Board, the Audit Committee and the Consultant Selection Committee. The Audit Committee shall meet with the Auditors and shall have such fiscal responsibilities as are specified by the Board. The Consultant Selection Committee shall have the responsibility of interviewing applicants as consultants to the Board pursuant to the provisions of Florida Statutes Section 287.055 and shall recommend to the Board a ranking of consultants for each project. The Executive Director shall negotiate and finalize the terms and conditions of each service agreement for subsequent approval by the Board. All agreements shall be prepared or approved by the Authority Counsel.

A quorum of any committee of the Board shall be the number of Commissioners appointed by the Chairman to that committee. A non-member Commissioner considered a member pro tem of a committee of the Board shall be counted toward a quorum.

Section 10. **PUBLIC COMMITTEES.** The Board may create such committees consisting of Commissioners and/or members of the public at large and assign the duties and responsibilities of each public committee as the Board deems necessary or advisable. The Board shall appoint members of public committees who shall serve at the pleasure of the Board. The Executive Director, or his/her designee, neither of whom shall be members of the public committee, shall act as Secretary for each public committee, and proper Minutes of all public committee meetings and recommendations shall be kept.

There shall be one (1) permanent public committee, the Noise Compatibility Committee, which shall function pursuant to its own bylaws as adopted from time to time by the Board. Public committees shall be advisory only and shall report at least annually to the Board of Commissioners on their work on behalf of the Authority.

A quorum of any public committee shall be a majority of the public committee members in attendance in person.

## **ARTICLE VII** **SPECIAL PROVISIONS**

Section 1. **MAXIMUM GROSS TAKE-OFF WEIGHT.** The Authority has determined, with Federal Aviation Administration ("FAA") approval, that the maximum gross take-off weight at the Naples Municipal Airport should be seventy-five thousand pounds (75,000 lbs.), dual wheel. It is the intent of the Authority to maintain 75,000 lbs. as the stated weight bearing capacity, for

both R/W 5-23 and R/W 14-32, in order to comply with the twenty (20) year economic life design objective for runway pavement.

Any adjustment to the stated weight bearing capacity of the runways should be made only after an analysis of the financial, environmental, aviation and structural impact such an adjustment might have. The analysis shall include an advertised public hearing to receive public comment and perspective. Thereafter the contemplated adjustment shall be discussed with Naples City Council at a public joint workshop.

Any change in the stated weight bearing capacity of the Airport runways shall only be enacted after the affirmative vote of four (4) Commissioners.

**ARTICLE VIII**  
**INDEMNIFICATION**

Section 1. **GENERAL SCOPE OF INDEMNIFICATION.** The Authority shall, to the fullest extent permitted by Florida law, provide for holding harmless from and indemnifying any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal in nature, by reason of the fact that such person is or was a Commissioner, officer, agent or an employee of the Authority, against judgments, costs, penalties, fines and amounts paid in settlement and reasonable expenses, including reasonable attorneys fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein), provided such Commissioner, officer, agent or employee of the Authority acted in good faith for a purpose which such person reasonably believed to be in the best interest of the Authority and, in criminal actions or proceedings, had no reasonable cause to believe that any action taken by or conduct of such person was unlawful.

Section 2. **PRESUMPTION.** Determination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a pleading of nolo contendere, or its equivalent, shall not in itself create a presumption that any Commissioner, officer, agent or employee of the Authority did not act in good faith for a purpose which such person reasonably believed to be in the best interests of the Authority or that such person had reasonable cause to believe that such action or conduct was lawful.

**ARTICLE IX**  
**AMENDMENT**

Section 1. **AMENDMENTS TO BYLAWS.** The Bylaws of the Authority may be amended only at a properly noticed Regular or Special Meeting, but no such amendment shall be adopted unless at least five (5) days' written notice thereof has been given to all Commissioners. Amendments to these Bylaws shall be adopted in accordance with Article VI, Section 8 and Article VII, Section 1.

**ARTICLE X**  
**CONFLICTS**

Section 1. **CITY OF NAPLES AIRPORT AUTHORITY ACT.** In the event of a conflict between these Bylaws and the "City of Naples Airport Authority Act, Laws of Fla. ch. 69-1326, as amended ("the Enabling Act"), the provisions of the Enabling Act shall control.


Section 2. **RULES AND REGULATIONS.** In the event of a conflict between these Bylaws and the Naples Municipal Airport Rules and Regulations, the provisions of these Bylaws shall control.


**THESE BYLAWS** were duly adopted this 16<sup>th</sup> day of JANUARY, 2014.

**ATTEST:**

**CITY OF NAPLES AIRPORT AUTHORITY,  
a political subdivision of the State of Florida**

SEAL

  
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**Theodore D. Soliday**  
**Executive Director**

by   
\_\_\_\_\_  
**John N. Allen**  
**Chairman**