



**OFFICE OF THE MUNICIPAL CLERK/  
ELECTION OFFICIAL**

City and Borough of Juneau (CBJ)  
155 Heritage Way, Juneau, Alaska 99801  
Phone: (907)586-5278 x4175 Fax: (907)586-4552  
email: [Beth.McEwen@juneau.gov](mailto:Beth.McEwen@juneau.gov)

TO: Airport Board  
DATE: September 12, 2024  
FROM: Beth McEwen, Municipal Clerk  
RE: Proposed Airport Bylaw Changes

The Clerk's office has been working with the Assembly and our various CBJ Boards to provide an overarching goal to:

***Provide consistent, uniform rules of procedure across all CBJ bodies to the greatest extent possible while staying in compliance with the CBJ Charter, Code, Open Meetings Act, and Public Notice requirements, and also addressing the unique needs of the individual bodies.***

In an attempt to standardize the various rules of procedure used by all our CBJ elected and appointed bodies we start from the Assembly Rules of Procedure (adopted by Resolution which is amended from time to time) as the base layer upon which to build all other board rules of procedure. Using this framework, I have reviewed the draft Airport Bylaws as found in the September 12, 2024 Airport Board Packet and have provided a marked up revised version for consideration by the Airport Board.

Most of the changes that I suggest are incorporating practices already in place both at the Assembly and at the Airport Board levels but are now memorializing them within the bylaws document. The main substantive change that the Board may want to discuss has to do with the flexibility or rigidity of the language in the current bylaw amendment proposed in the Sept. 12 meeting packet as highlighted below:

**The officers of the Board shall consist of a Chair, Vice Chair, and Secretary. Officers shall hold offices for one year or until their successors are elected. There shall be a two-year (two one-year terms) limit for the Chair.**

The changing of officers is entirely up to the board each year during the election of officers. If the board in general wants to limit officers to a certain number of years in any given office, they can do that organically just by the manner in which the nominations and elections take place. However, having more restrictive language, such as that highlighted above, provides for a very complicated process whenever there is a mid-term vacancy on the board. Since this language doesn't address mid-term vacancies, I would suggest leaving it out entirely or if you do chose to leave it in, incorporate appropriate language to provide clarity on how this language affects a member who is elected to serve less than a full one-year term.

I'm happy to discuss any of the other suggested changes with the board at this meeting or at a future date.

Attached: Airport Board 9/12/2024 Meeting packet Attachment #1 with suggested Clerk Edits

## ATTACHMENT #1

# BYLAWS of the CITY AND BOROUGH OF JUNEAU INTERNATIONAL AIRPORT BOARD

### ARTICLE I - NAME

The name of this Board shall be the City and Borough of Juneau International Airport Board ("the Board").

### ARTICLE II - PURPOSE

The Board was established by Title 5 of the CBJ Municipal Code pursuant to the CBJ Charter to exercise all powers necessary and incidental to operation and maintenance of all airport facilities in the public interest and in a sound business manner. The Board establishes financial and operational policy and appoints the Airport Manager. The Board operates the Airport as an enterprise fund, which means it is self-supporting.

### ARTICLE III - MEMBERSHIP

1. The Board shall consist of a maximum of seven members who will be appointed by and serve at the pleasure of the Assembly.
2. Members of the Board are appointed for staggered three-year terms and shall serve without compensation. A member shall serve until his or her successor is appointed by the Assembly.
3. Other qualifying factors related to qualifications for membership are contained in CBJ Municipal Code sections 05.01.010 and .030.

### ARTICLE IV - MEETINGS

1. Regular meetings of the Board will be hybrid meetings and shall be held on the second Thursday of each month at 6:00 p.m. in the Alaska Room of the Airport Terminal and streamed virtually, unless otherwise noticed.
2. Meetings shall be open to the public and conducted according to Robert's Rules of Order, as modified by the Assembly Rules of Procedure and these bylaws. Notice of the meeting shall appear as published by the City & Borough of Juneau's public notice system in the local newspaper. Participation remotely shall be allowed for regular, special, and committee meetings of the Board.

## ATTACHMENT #1

3. Special meetings of the board or the committees may be called at any time by the Chair or at the request of the ~~Board~~ Committee Chairs, provided staffing and meeting resources are available. The scheduling of all meetings should be in consultation with Airport staff to ensure all necessary accommodations can be met. At least two business days' notice shall be given and filed with the CBJ Clerk.
4. Minutes, or recordings, of regular meetings shall be ~~published distributed~~ by Airport staff ~~to members~~ at least seven days prior to the next regular meeting. Minutes, or recordings, of special meetings shall be distributed to members as soon as possible after the meeting. Staff will endeavor to publish draft minutes within the above timeframe but in the event that minutes cannot be made available, a copy of the meeting recording will be sufficient until draft minutes can be published.
5. Upon advising the Board or Committee Chair in sufficient time for Airport staff to make the necessary technical arrangements, a member who is unable to physically attend a meeting may attend a regular or special Board meeting or a committee meeting by telephone electronic communication or virtually remote participation as provided for in the Assembly Rules of Procedure.
6. A quorum of the Board shall consist of a majority of the membership, including those present electronically and virtually participating remotely. A quorum must be present for any business to be conducted. A quorum for standing committees shall consist of a majority of the membership of the standing committee.
7. Voting shall take place in accordance with the Assembly Rules of Procedure "Vote Required" section. Voting shall be by roll call vote or by general consent (no objection). In a roll call vote, ~~the Chair~~ all members shall be required to vote audibly so as to be heard by all attendees both present in the room and participating remotely. A majority vote of the Board membership is needed to approve any action.

### ARTICLE V – CONFLICT OF INTEREST

If a member has either a financial or a personal conflict of interest, the member ~~may~~ shall not deliberate or vote on any matter in which he or she has such an interest. A member who is involved in a matter that may result in a conflict of interest shall disclose the matter on the public record and ~~asked~~ be excused from the discussion and official action on the matter. The presiding officer ~~shall~~ may determine whether the member's involvement would be a conflict of interest. The presiding officer's decision may be overridden by a majority vote of the Board. See CBJ Conflict of Interest Code, Sections 01.45.010 - .080 and 01.45.100.

### ARTICLE VI - OFFICERS

The officers of the Board shall consist of a Chair, Vice Chair, and Secretary. Officers shall hold offices for one year or until their successors are elected. There shall be a two-year (two one-year terms) limit for the Chair. The election of officers shall take place in

## ATTACHMENT #1

July (or as soon as new Board Members are appointed) with the officers to begin their duties at their first meeting after their election.

Duties of the **Chair** shall include, but are not limited to, the following:

1. Presiding at all regular and special meetings of the Board in person.
2. Ensuring that all correspondence and business of the Board is carried out.
3. Acting as spokesman for the Board.
4. Appointing committees, with ratification by the full board, including ad hoc committees and task forces of the Board as deemed necessary.
5. Acting as liaison between the Board and the CBJ Assembly.
6. In consultation with the Airport Manager, preparing the agenda for each meeting.

Duties of the **Vice Chair** shall be to preside in the absence of the Chair and perform all the duties of that office. If the Chair chooses to participate remotely, the Vice Chair shall preside. In the absence of the Secretary, the Vice Chair will perform the duties of the Secretary.

Duties of the **Secretary** shall include reviewing and giving tentative approval to minutes of all regular and special meetings of the Board, as prepared by Airport staff, prior to the distribution of the draft minutes to other members of the Board and the public.

### ARTICLE VII – STANDING COMMITTEES

The standing Committees of the Board shall be the Finance Committee and the Operations Committee and any other committee designated and approved by a majority of the Board.

The Chair shall appoint the members of the standing committees of the Board, designating one member to serve as the chair of each committee. If the committee chair chooses to participate remotely, the chair shall designate another member, who will be present at the meeting in person, to preside over the meeting. Each standing committee shall consist of at least three members. Standing Committees will meet as needed in accordance with section IV. 3. above.

Duties of the standing committees shall include, but not be limited to, the following:

1. Finance Committee: Shall ~~meet quarterly and~~ consider and make recommendations to the full Board regarding:
  - a. The Airport Manager's proposed operating and capital budgets;
  - b. Airport rates and charges; and
  - c. All other items that have or may have a financial impact on the Airport.
2. Operations Committee: Consider and make recommendations to the full Board regarding any issue that has or may have an operational impact on the Airport.

**ATTACHMENT #1**

Action(s) recommended by the standing committees shall be subject to approval by a majority of the Board members at a Regular or Special meeting.

**ARTICLE VIII – AIRPORT MANAGER**

The Airport Manager serves at the pleasure of the Board and shall be responsible for the hiring and/or firing of airport personnel. Subject to direction from the Board, the Airport Manager shall be responsible for the general supervision and the administration of the business and affairs of the Juneau International Airport.

**ARTICLE IX – EVALUATION OF THE AIRPORT MANAGER**

The Board, meeting in executive session, shall evaluate the performance of the Airport Manager at least once each year, prior to the anniversary date of the Airport Manager’s employment. Results of the evaluation shall then be discussed with the Airport Manager, either in executive or public session as desired by the Airport Manager, who may concur or disagree with the Board’s evaluation. The Board’s evaluation shall determine whether the Airport Manager is entitled to an increase in salary.

**ARTICLE X – AMENDMENTS**

These bylaws may be amended or revoked by the affirmative vote of not less than a majority of the Board in any regular meeting, and upon final ratification by the Assembly by Resolution. ~~provided that~~ The notice of such Airport Board meeting at which the proposed bylaws are to be discussed shall have contained a copy of the proposed amendment or revocation.

Approved and adopted by the Board this ~~8<sup>th</sup>~~ \_\_\_\_\_ day of ~~August~~ \_\_\_\_\_ 2024.

\_\_\_\_\_  
Dan Spencer, Chair

Attest:

\_\_\_\_\_  
Jodi Garza, Secretary

Adopted by Assembly Resolution # \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.