

FIRST AMENDMENT TO BYLAWS OF WEST MICHIGAN AIRPORT AUTHORITY

This First Amendment to Bylaws of West Michigan Airport Authority (the "First Amendment") is made this 21st day of January, 2009, by the West Michigan Airport Authority (the "Authority"), the City of Holland ("Holland"), the City of Zeeland ("Zeeland"), and Park Township ("Park"). Holland, Zeeland, and Park will be collectively referred to as the "Members." This First Amendment will become effective on the date the governing body for the last of Holland, Zeeland, and Park approves it.

Background

Section 1, Article V of the Bylaws of the Authority provides that the Bylaws may be amended by a two-thirds (2/3rd) vote of the directors of the Authority and the unanimous approval of governing bodies of the Authority (Holland, Zeeland, and Park), and any additional units participating in the Authority.

- A. There are no other units participating in the Authority.
- B. The Authority, Holland, Zeeland, and Park desire to amend the Bylaws to increase the number of directors as provided in this First Amendment.

NOW, THEREFORE, the parties hereto agree as follows:

Terms

- 1. Section 2, Article I of the Bylaws shall be amended as follows:

ARTICLE I

Board of Directors

Section 2. Board of Directors. The Authority shall be governed by a board of directors (the "Board of Directors"). The Board of Directors shall consist of nine (9) voting members. The

City Council for Holland shall appoint three (3) members, who shall be residents of Holland. The City Council for Zeeland shall appoint three (3) members, who shall be residents of Zeeland. The Board of Trustees for Park shall appoint three (3) members, who shall be residents of Park. One member of the Board of Directors from each Member shall be an elected official of the Member. Alternate Directors shall have the same qualifications of the Directors whom they may represent. The Board of Directors of the Authority shall be governed by the Bylaws.

In the event any member of the Authority shall fail to approve a renewal or subsequent millage by a majority of the qualified and registered electors residing in the Member and voting thereon, and shall fail to contribute an amount equal to the Millage within ninety (90) days after the vote on the Millage ("Defaulting Member"), such Member shall cease membership in the Board of Directors of the Authority, and the Members approving the renewal or subsequent millage or providing a general fund contribution equal to the millage shall be permitted to appoint the directors of the Defaulting Member. The defaulting Member shall not be released from the Authority, and the Directors appointed for the defaulted Member may be from the governing jurisdictions of the non-defaulting Members. The Authority may enforce the terms and conditions of this Agreement by applicable remedies in law or in equity.

The Board of Directors of the Authority may also include one (1) ex-officio non-voting member each from Ottawa County and Allegan County. The governing body of Ottawa County and/or Allegan County shall be permitted to appoint two (2) voting members and become Additional Members under paragraph 15 of the Formation Agreement in the event the respective County provides fiscal funding equal to and for the term of the average contribution of the then Member participants of the Authority. Any director of the Board of Directors may be removed for cause by the Member who appointed the Director.

2. All of the remaining sections of the Bylaws shall remain in full force and effect.

The parties have adopted the First Amendment to West Michigan Airport Authority Bylaws on the day and year first above written.

Witnesses:

Greg Robinson

Greg Robinson

WEST MICHIGAN AIRPORT AUTHORITY

By K. D. Dylus

By Amanda Price

Witnesses:

Kathryn Schreiner

Erin Smith

CITY OF HOLLAND

By Albert H. McGeehan
Albert H. McGeehan
Mayor

By Anna Perales
Anna Perales
Acting Deputy City Clerk

Witnesses:

Susan Moore
Susan Moore

Meghann Gorby
Meghann Gorby

CITY OF ZEELAND

By Lester Hoogland
Lester Hoogland
Mayor

By Nancy Tuls
Nancy Tuls
Clerk

Witnesses:

Julia Warkye

Julia Warkye

TOWNSHIP OF PARK

By Amanda Price
Amanda Price
Supervisor

By Skip Kester
Skip Kester
Clerk

WEST MICHIGAN AIRPORT AUTHORITY BYLAWS

PREAMBLE

The West Michigan Airport Authority (the "Authority") is created pursuant to the Community Airports Act, Act 206 of the Public Acts of 1957, as amended, MCL 259.621 et. seq. (the "Act"). Pursuant to the Act, the Authority is permitted to adopt bylaws to govern the Authority (the "Bylaws"). The Bylaws of the Authority are as follows:

ARTICLE I

Board of Directors

Section 1. Powers. The Board of Directors shall have the authority to carry out the business of the Authority and has all of the powers provided by the Act.

Section 2. Board of Directors. The Authority shall be governed by a board of directors (the "Board of Directors"). The Board of Directors shall initially consist of six (6) voting members and shall be no less than four (4) members. The City Council for Holland shall appoint two (2) members, who shall be residents of Holland. The Council of the City of Zeeland shall appoint two (2) members, who shall be residents of Zeeland. The Board of Trustees for Park Township shall appoint two (2) members, who shall be residents of Park Township. One member of the Board of Directors from each Member Participant shall be an elected official of the Member. The Members of the Authority shall be permitted to appoint alternate directors. Alternate Directors shall have the same qualifications of the Directors whom they may represent. The Board of Directors of the Authority shall be governed by the Bylaws and the procedure for selecting the initial Board shall comply with the terms of the Bylaws.

In the event any Member of the Authority shall fail to approve the initial Millage by a majority of the qualified and registered electors residing in the Member, and shall fail to contribute an amount equal to the Millage within ninety (90) days as permitted by paragraph 6, such Member shall cease participation in the Board of Directors of the Authority, and shall be released from the Authority with no further obligation or duty to the other Members or to the

Authority. The Members approving the Millage or providing a general fund contribution equal to the Millage shall be permitted to appoint or continue the membership of its directors to the Board of Directors of the Authority. The Authority shall continue to operate the Airport after the initial Millage if the terms and conditions of paragraph 7 of this Agreement are met.

In the event any member of the Authority shall fail to approve a renewal or subsequent millage by a majority of the qualified and registered electors residing in the Member and voting thereon, and shall fail to contribute an amount equal to the Millage within ninety (90) days after the vote on the Millage (“Defaulting Member”), such Member shall cease membership in the Board of Directors of the Authority, and the Members approving the renewal or subsequent millage or providing a general fund contribution equal to the millage shall be permitted to appoint the directors of the Defaulting Member. The defaulting Member shall not be released from the Authority, and the Directors appointed for the defaulted Member may be from the governing jurisdictions of the non-defaulting Members. The Authority may enforce the terms and conditions of this Agreement by applicable remedies in law or in equity.

The Board of Directors of the Authority may also include one (1) ex-officio non-voting member each from Ottawa County and Allegan County. The governing body of Ottawa County and/or Allegan County shall be permitted to appoint two (2) voting members and become Additional Members under paragraph 15 of the Formation Agreement in the event the respective County provides fiscal funding equal to and for the term of the average contribution of the then Member participants of the Authority. Any director of the Board of Directors may be removed for cause by the Member who appointed the Director.

Section 3. Terms. Each member of the Board of Directors shall serve for a term of four (4) years. The initial terms of each member of the Board of Directors shall be tiered so that one member serves one (1) year, another member serves two (2) years, a third member serves three (3) years, and a fourth member serves four (4) years. This tiered structure shall be applicable to the initial members of the Board of Directors respectively appointed by the members. The terms of the initial directors of the Board of Directors shall be determined by “drawing lots” with each Member determining if its initial directors shall be appointed for a term

of one, two, three, or four years. Thereafter, each director shall be appointed for a term of four (4) years as provided herein.

Any ex officio non-voting member appointed by Ottawa or Allegan County shall be for an initial four (4) year term. No member of the Board of Directors shall serve for more than two (2) successive four (4) year terms (not including partial terms). No member shall be eligible for re-appointment until twelve (12) months have lapsed since the prior service of the member on the Board of Directors.

Section 4. Removal. Any member of the Board of Directors may be removed for cause by the Member who appointed the Director. The removal of a director shall create a vacancy in office and a new member to the Board of Directors shall be appointed by the Member participant who originally appointed the director within forty-five (45) days of the removal.

Section 5. Resignations. A member of the Board of Directors who desires to resign shall submit such resignation in writing to the Chairperson as well as to the Member which appointed such member. Such resignation shall take effect upon receipt of the resignation by the Chairperson of the Authority. The municipality that had appointed the resigning member shall appoint a new member to the Board of Directors within forty-five (45) days of the resignation.

Section 6. Meetings. The Board of Directors shall hold regular meetings as often as it deems necessary, but not less than quarterly. Written or printed notice stating the place, day, and hour of the regular meetings, and the purpose or purposes for which the meeting is called, shall be provided seven days before the date of the meeting either personally or by ordinary mail to each member of the Board of Directors. An agenda shall be established for each Board of Directors meeting by the Chairperson of the Authority. Directors of the Board of Directors shall give items to be placed on the agenda to the Chairperson seven (7) days before the date of the meeting. Additional agenda items shall be considered by the Board of Directors if approved by a 2/3rds vote at a meeting of the Directors. All meetings of the Board of Directors shall comply with the Open Meetings Act, MCL 15.261, et. seq.

Section 7. Special Meetings. Special meetings of the Board of Directors, for any purpose or purposes, may be called by the Chairperson, or when requested in writing by any three (3) members of the Board of Directors. Written notice or special meetings of the Board of Directors shall be either:

(a) served personally on each member of the Board of Directors or left at his or her usual place of employment or residence not less than twenty-four (24) hours prior to the time of the special meeting;

(b) given personally by telephonic communication to each member of the Board of Directors not less than twenty-four (24) hours prior to the time of the special meeting;

(c) given by first class mail to each member of the Board of Directors not less than seventy-two (72) hours prior to the time of the special meeting; or

(d) posted eighteen (18) hours before such meeting and made in accordance with MCL 15.265 of the Open Meetings Act.

Section 8. Place of Meeting. The Board of Directors may designate any place within Holland, Zeeland, or Park Township, which complies with the Open Meetings Act or other provisions of law, as the place of regular meetings or for any special meeting called by the Chairperson. If no designation is made, the place of meeting shall alternate between the Holland City Hall, 270 River Avenue, Holland, Michigan, 49423, Zeeland City Hall, 21 South Elm Street, Zeeland, MI 49464, and Park Township Hall, 52 152nd Avenue, Holland, MI 49424.

Section 9. Quorum. A quorum for any meeting of the Authority shall consist of a majority of the entire Board of Directors of the Authority, with at least one (1) director each from Holland, Zeeland, and Park Township. If less than a quorum is represented at a meeting, a majority of the Board of Directors so represented may adjourn the meeting until further notice.

Section 10. Vote. Except as otherwise provided by the Act or law, a majority of the entire Board of Directors shall decide matters before the Board of Directors. In addition, all actions of the Authority must be approved by at least one (1) member of the Board of Directors

who has been appointed by each participating Member.

Section 11. Motions. Motions are directions and actions affecting the Board of Directors and those involved in its operation. Motions may be paraphrased, provided the intent and meaning has not been changed, in the official minutes of the meetings.

Section 12. Attendance. The Authority acknowledges that attendance of members at meetings of the Board of Directors is imperative. A member of the Board of Directors may be removed for failing to attend meetings by the Member who appointed the Director. The removal of the Director shall create a vacancy in office and a new member to the Board of Directors shall be appointed by the Member Participant who originally appointed the director within forty-five (45) days of the removal.

Section 13. Committees. The Board of Directors may appoint sub-committees which shall include but shall not be limited to an Executive Committee, consisting of the Chairperson and two (2) members, to carry on the active administrative duties of the Authority, which Executive Committee shall hold office during the pleasure of the Board of Directors and an Airport Technical Advisory Committee, whose duties shall be to advise the Authority in regard to technical problems of Airport operation and in regard to state and federal policies.

During the Interim Period, the City of Holland Airport Advisory Board shall meet concurrently with the Board of Directors on an "ex officio" basis (without a vote) to advise and assist the Airport Authority Board. The City of Holland may appoint a member of its Airport Advisory Board as a director on the Airport Authority Board.

Section 14. Reimbursement of Expenses. No salaries shall be paid to members of the Board of Directors. Members of the Board of Directors may be entitled to reimbursement by the Authority for actual expenses incurred in the discharge of their duties. In its discretion, the Board of Directors shall determine what expenses may be reimbursed.

ARTICLE II

Officers

Section 1. Number. The officers of the Board of Directors shall be elected annually and shall consist of a Chairperson, Vice-Chairperson, Treasurer, and a Secretary. The Treasurer and the Secretary may be a combined position as determined by the Board of Directors.

Section 2. Election and Term of Office. All of the officers shall be elected by the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or until he or she shall resign.

Section 3. Vacancies. A vacancy in any office because of death, resignation, or otherwise shall be filled by the Member which appointed such director within forty-five (45) days of the event creating the vacancy in office.

Section 4. Chairperson. The Chairperson shall be the principal officer of the Board of Directors and shall, in general, supervise and control all of the business and affairs of the Board of Directors. He or she shall, when present, preside at all meetings of the members and, in general, shall perform all duties incidental the office of Chairperson and such other duties, as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-Chairperson. In the absence of the Chairperson, the Vice-Chairperson will be subject to Article II, Section 4.

Section 6. Treasurer. The Treasurer shall have such powers and perform such duties regarding the financial operation of the Authority as shall be determined from time to time by the Board of Directors.

Section 7. Secretary. The Secretary or the Clerk, if so designated by the Board of Directors, shall have such duties regarding the operation of the Authority and its meetings as

ARTICLE III

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Authority shall be from July 1 to June 30 of each year.

ARTICLE IV

Indemnification

Section 1. Indemnification. The Authority shall save, defend, indemnify, and hold harmless any member of the Board of Directors, officer, and their heirs and legal representatives who have made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative), for any and all acts within the scope of their service as an officer or member of the Board of Directors. This covenant of indemnification shall include reasonable attorneys fees and costs incurred in defense of such claim, action, or liability. The Authority shall purchase insurance, in the amounts it deems reasonable and necessary to fulfill the requirements of this article. Nothing contained herein shall constitute the waiver of any defense or immunity which could be raised or asserted by the Authority in defense of any claim, action, or liability.

ARTICLE V

Amendments

Section 1. Amendments. These bylaws shall only be amended by a two-thirds (2/3rd) vote of the directors of the Authority and the unanimous approval of the respective members of the governing bodies of Holland, Zeeland, and Park Township, or other and additional non-ex officio units participating in the Authority.