



RULES OF THE WEST MICHIGAN AIRPORT AUTHORITY BOARD

Adopted by the Board on January 13, 2025

Chapter I

Sessions of the Board

- 1.1 The Board shall hold its regular meetings on the second Monday of each month at 4:00 P.M. in the main conference room of the main terminal building unless the time set is a federal holiday, and then such meeting shall be canceled and held at the same time and place on the next day which is not a holiday or on another day as determined by the Board. The Chairperson or the Board may change the location of the meeting with reasonable notice.
- 1.2 Special meetings may be scheduled by a majority vote of the members, or called by the Chairperson, or as needed depending on the priority or business of the Board.
- 1.3 Except when temporarily unable to perform his or her duties, the Chairperson shall preside over all meetings of the Board and preserve order thereat. The Vice Chairperson shall preside during the absence of the Chairperson or at the call of the Chairperson. In the event of the absence of both the Chairperson and Vice Chairperson, the Board shall be called to order by the Secretary. In the absence of the Chairperson, Vice Chairperson, and Secretary, the Airport Authority Manager and the Board shall immediately select one of its members to serve as Acting Chairperson Pro-tem. While serving as chairperson, the Chairperson Pro-tem, and/or Acting Chairperson Pro-tem, shall have the same rights and privileges as other members of the Board.
- 1.4 In addition to regular and special meetings, the Board may hold a pre-Board agenda study session as needed. Said session should be used to review the items on the agenda and discuss any matter brought before it; provided, however any decisions as a result of such review or discussion shall be made only at the ensuing regular meeting or at a subsequent regular or special meeting. Pre-Board agenda study sessions shall be open to the public. These Rules shall not apply to pre-Board agenda study sessions except for the rules contained in this section 1.4; provided, however, that any motions or decisions are to be deferred as outlined above in this section 1.4.
- 1.5 All decisions of Board shall be made at a meeting open to the public in accordance with Act 267, Michigan Public Acts of 1976, as may be amended. Public attendance may occur in-person or virtually and the Board shall establish clear procedures and guidelines to ensure that all attendees, whether in-person or virtual, have equal access to the meeting and can fully participate.

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- 1.6 Closed sessions of the Board may be held at any time in accordance with Act 267, Michigan Public Acts of 1976, as may be amended, upon roll call vote, notwithstanding anything stated in these Rules to the contrary.
- 1.7 The Airport Authority Manager or designee is hereby designated as the person responsible for posting public notice of all Board meetings as required by law.
- 1.8 The election of officers shall occur at the January meeting of the Board, in accordance with Article II of the West Michigan Airport Authority Bylaws. The term of office shall begin at the conclusion of the January meeting.
- 1.9 Unless the Board decides otherwise, the Executive Committee of the Board shall consist of the Chairperson, Vice Chairperson, and Secretary.
- 1.10 Except as may be otherwise required law, new Board members shall be recognized at the Board's next regular meeting date after the Chairperson has received written notice from a governing body of the Authority, or from Ottawa or Allegan County with respect to ex-officio members, of the appointment of a new member of the Board. The Airport Authority Manager shall make reasonable efforts to obtain such written notice for the Chairperson in the event notice of a new Board member appointment is received informally.
- 1.11 Notes and audio or visual recordings of meetings of the Board made for the purpose of transcribing the minutes may be destroyed one day after the meeting at which the minutes are approved by the Board. Retention of other records of meetings of the Board shall be governed by the West Michigan Airport Authority Records Retention Policy.

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Chapter II

Agenda and Order of Business

- 2.1 The Airport Authority Manager and staff shall be responsible for the preparation of the agenda, with the agenda subject to approval by the Chairperson, and the distribution of the same to the Chairperson and Board Members before each regularly scheduled meeting. The agenda and attachments shall be distributed by electronic transmission. The electronic transmission is to take place on the day after the deadline for submitting agenda items¹. In the event a regular meeting date is changed, the deadline for agenda items and distribution of agenda materials shall occur within the same time frame as specified in these rules or as determined by the Board. The Chairperson or the Airport Authority Manager may add or strike an item from the agenda after the distribution of the agenda, subject to Board approval of the agenda at the meeting.
- 2.2 At the regular meetings of the Board, the “Order of Business” shall generally be as follows:
1. Call to Order
 2. Roll Call to Determine Presence of Quorum
 3. Public Comment
 4. Approval of the Agenda
 5. Approval of the Minutes
 6. Appointments and Communications from the Chairperson
 7. Special Presentations and Recognitions
 - A. By the Chairperson and/or Board Members
 - B. By the Airport Authority Director
 8. Public Hearings
 9. Unfinished Business
 10. New Business
 11. Communications from the Airport Authority Manager
 12. Updates from the Board
 13. Adjournment

¹ According to Article I, Section 6 of the West Michigan Airport Authority Bylaws, the deadline to submit agenda items is seven (7) days before the date of the meeting.



Chapter III
Details on Order of Business

- 3.1 “Roll call” shall be called at all regular and special meetings of the Board, to determine if a quorum is present and each of the governing municipalities is represented by at least one in-person² member of Board. In the event that one or more representatives of a governed municipality is in attendance virtually with no representation in-person, quorum shall not be met. The Airport Authority Manager shall announce whether a quorum is present.
- 3.2 Approval of the agenda shall be upon motion. The Airport Authority Manager previously shall have sent to each Board member a copy of the agenda and any amended items not included in the shared agenda shall be introduced at this time for final approval by the Board.
- 3.3 Approval of minutes shall be upon motion. The Airport Authority Manager previously shall have sent to each Board member a copy of the minutes and the reading of such minutes shall not be required, unless the reading of certain articles thereof shall be requested by the Chairperson or any Board member.
- 3.4 “Public Comment” shall include such communications either verbal or written, as anyone in the audience may wish to present. Each public comment shall be accompanied by the name of the person speaking or submitting the comment, the municipality in which the speaker lives, and a brief explanation of the speaker’s relationship to the Airport. Members of the audience wishing to address the Board in “Public Comment” shall have one opportunity to speak for up to three minutes unless the Chairperson permits otherwise. Board members are not expected to engage in discussion during the Public Comment period, but may with permission of the Chairperson.
- 3.5 Under “Appointments and Communications from the Chairperson,” any messages, recommendations, appointments or suggestions, which the Chairperson deems appropriate or necessary shall be presented.
- 3.6 “Special Presentations and Recognitions” presented by Board members and the Airport Authority Manager must be pre-approved by the Chairperson.
- 3.7 Under “Public Hearing” matters set for a particular meeting are to be conducted. During this time the public is invited to share opinions on a proposed decision of the Board.

² “In-person” shall mean physically present at the meeting. Attendance through remote technologies, including telephone or video conference, does not constitute “in-person” for purposes of this rule unless explicitly permitted by state law.

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- 3.8 “Unfinished Business” represents any business that has been tabled or postponed for consideration at a future meeting, or tabled or postponed indefinitely, and which is to be brought before the Board for consideration. To consider a matter previously tabled or postponed indefinitely, a motion must be passed by majority vote to take the matter from the table or otherwise bring the matter before the Board.
- 3.9 “New Business” shall include any reports, recommendations or communications of any nature from the Airport Authority Manger/staff, special committees, fixed base operators, or financial offices which require a formal motion.
- 3.10 Under “Communications from the Airport Authority Manager,” any communication reported by the Manager for which no action is required by the Board shall be recorded as information.
- 3.11 Under “Updates from the Board,” any member of Board shall have the opportunity to present motions, informal suggestions, information, or recommendations for discussion by the Board.



Chapter IV

Motions

- 4.1 A motion shall be reduced to writing if requested by the Chairperson, a Board member, or the Airport Authority Manager. When a motion is made in writing and seconded, it shall be stated by the Chairperson and handed to the Airport Authority Manager for recording, before being debated.
- 4.2 After a motion has been stated by the Chairperson, or read by the Airport Authority Manager, it shall be deemed to be in possession of the Board, but may be withdrawn by the maker at any time before a decision or amendment is made.
- 4.3 When a question is under discussion, no motion shall be received except one of the following, which shall have precedence in the following order:
1. To adjourn
 2. To lay on the table temporarily
 3. For the previous question
 4. To table or postpone to a certain day
 5. To refer to a committee
 6. To amend the motion
 7. To table or postpone indefinitely

No motion to table or postpone to a certain day, to refer to a committee, or to table or postpone indefinitely, having been decided, shall be made again on the same question at the same meeting.

- 4.4 A motion to lay on the table temporarily shall be decided without debate.
- 4.5 A motion to adjourn shall always be in order, except upon immediate repetition, or in interruption of a member speaking, or when the previous question has been ordered, or a vote is being taken. A motion to adjourn is not debatable, except as to time.
- 4.6 The "Previous Question," having been moved and seconded, shall be in this form: "Shall we call the question?" It shall only be ordered when demanded by a majority of the Board members present, and if carried, shall close all debate, and the main question shall be put immediately. If the Nays prevail, the main question shall not then be put, and the consideration of the subject shall be resumed, as though no motion for the previous question had been made.
- 4.7 On demand of any Board member, before the question is put, the question shall be divided if it comprehends propositions in substance so distinct, that, one being taken away, a substantive proposition shall remain for the decision of the Board.

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- 4.8 When any motion has been carried or lost, it shall be in order for any member of the majority to move for a reconsideration thereof, on the same, the adjourned, any special meeting called for this purpose, or the next regular meeting of the Board, and such motion shall take precedence of all other questions except a motion to adjourn. A motion to move for reconsideration may be seconded by any member of the Board.
- 4.9 No motion or proposition on a subject different from that under consideration shall be admitted under color of amendment. A substitute motion ranks as an amendment to the main motion. It proposes to strike out the entire original motion and to insert in its place a more satisfactory motion.
- 4.10 Roll shall be called on the approval of all purchases, contracts, and agreements requiring Board approval.³
- 4.11 Roll shall be called on any action of the Board if requested by the Chairperson or any Board member, and for approval of written resolutions of the Board.
- 4.12 Roll shall be called on any election of officers/appointments.
- 4.13 The rules of parliamentary practice comprised in “Robert’s Rules of Order Newly Revised” shall govern the Board in all cases not covered by these Rules of the Board.

³ The West Michigan Airport Authority Purchasing Policy authorizes certain purchases and contracts without Board approval.

Chapter V

Committees of Board

- 5.1 The Board may, from time to time, establish by resolution one or more committee of the Board (“Committee of Board”) to carry out its work. Such Committee of Board may be established on a permanent or ad hoc basis. The first named member of any Committee of Board shall be the Chairperson of that committee. Committee of Board shall serve at the pleasure of the Board, and their purpose shall be to assist the Board in carrying out its responsibilities and to provide recommendations to the Board.
- 5.2 No Committee of Board, citizen board or commission, another committee, or task force established by the Board, charter, or state or other law shall convene during the sessions of the Board without special permission from the Board.
- 5.3 All reports of Committees of Board, citizen boards or commissions, other committees or task forces shall be presented in writing so far as possible, and a summary of the same shall be included in the Minutes. When specific action is recommended, the report shall be accompanied by the necessary ordinance or resolution in proper form.
- 5.4 Upon the recommendation of the Airport Authority Manager, citizen board or commission, or Committee of Board, other committees or task forces may be adopted by motion, which motion shall have the effect of incorporation of such recommendation by reference without such recommendation being recited in full in such motion. Such recommendation may, however, be subject to a motion to refer, to lay on the table, to indefinitely postpone, or to make a special order to some future date.
- 5.5 When a report is made by any committee and presented to the Board, it becomes a matter for consideration without any motion to accept the same.
- 5.6 When the Board refers any matter to any Committee of Board, citizen board or commission, other committee or task force the chairperson of said committee shall confer with the other members of that committee forthwith and report to the Board regarding the matter referred to that committee as soon as practicable.
- 5.7 Any Committee of Board and citizen boards or commissions established by ordinance or resolution shall comply with the provisions of Act 267, Michigan Public Acts of 1976, as may be amended.



Chapter VI
Rights and Duties of Board Member

- 6.1 During and outside of meetings, Board members, including ex-officio members of the Board, shall speak to each other, Airport staff and members of the public with civility and decorum and without personal attacks. During a meeting, when any Board or ex-officio member is about to speak, he/she shall address the Chairperson for permission unless the Chairperson has already granted permission or asked a question directly of the member, and then the speaker shall confine comments to the question under discussion, and avoid personalities.
- 6.2 If any Board or ex-officio member, in speaking or otherwise, transgresses against these Rules of the Board, the Chairperson or any member may call him/her to order, in which case the Board or ex-officio member so-called to order shall immediately refrain from continuing except to proceed in order. An appeal may be made to the Board on the ruling and the ruling shall stand unless nullified by a majority vote of the Board members present.
- 6.3 When two or more Board members request at the same time to speak on a question, the Chairperson shall name the Board member who is first to speak. The other shall be given the opportunity to speak next.
- 6.4 While a member is speaking, other members shall not hold private discussions or in any other manner interrupt the speaker.
- 6.5 No Board member shall leave any meeting without first having obtained permission from the Chairperson to do so.
- 6.6 Unless specifically otherwise provided in the West Michigan Airport Authority Bylaws, the Chairperson, and each Board member shall vote on each question before the Board for a determination unless recused by a 2/3 vote of the Board members present.

Chapter VII
Conflicts of Interest Policy

- 7.1 No Board member, including ex-officio members of the Board, either on his or her behalf or on behalf of any other person, shall have an interest in any property of the Airport or business transaction with the Airport, unless the person shall first make full disclosure of the nature of such interest.
- 7.2 No Board member, including ex-officio members of the Board, shall engage in employment with, or render services for, the Airport or any person or entity which has business transactions with the Airport, without first making full disclosure of the nature and extent of the employment or services.
- 7.3 When a conflict of interest is determined to exist following disclosure, the Board member or ex-officio member of the Board shall be disqualified from participating in the deliberations and voting on any matter which concerns or could potentially be impacted by such conflict.
- 7.4 Board members, including ex-officio members of the Board, are prohibited from:
- a) divulging confidential information to any person not authorized to obtain such information;
 - b) benefiting financially from confidential information;
 - c) representing his or her individual opinion as that of the Authority or the Airport as a whole;
 - d) misusing Authority personnel, resources, property, funds or assets for personal gain or private employment purposes;
 - e) soliciting or accepting a gift or loan of money, goods, services or other things of value which tend to influence the manner in which the Board or ex-officio member performs his or her official duties;
 - f) engaging in a business transaction which may cause the Board or ex-officio member or his or her employer to derive a personal profit or gain or benefit directly or indirectly as a result of his or her official position;
 - g) engaging in employment or rendering services that are incompatible or in conflict with the discharge of his or her official duties or that tend to impair his or her independence of judgment;
 - h) participating in policy making, the result of which potentially benefits him or her or his or her employer;

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- i) participating in contracts, loans, grants, rate-fixing, or issuing permits involving a business entity or non-profit in which he or she has a substantial interest unless the contract is awarded pursuant to sealed bids, the Board or ex-officio member is not involved directly or otherwise refrains from participation in the decision on the award of the contract, and the Authority, after reviewing the circumstances, determines the award of the contact would be in the best interest of the Authority.
- 7.5 Whenever a disclosure is required by this policy, it shall be made in a writing filed with the Chairperson and Airport Authority Manager on the form attached as **Exhibit A**. Each Board and ex-officio member of the Board will be required to sign the conflict of interest form upon being appointed to the Board and annually thereafter. A copy of the conflict of interest form shall be sent to all Board and ex-officio members not less than annually.
- 7.6 In all cases, disclosures shall include:
- a) The identity of all persons involved in the interest. This includes family members, organizations in which the Board or ex-officio member, or their family members, are officers, directors, or either directly or indirectly, stockholders or partners, and trusts and estates in which Board or ex-officio member, or their family members, have a beneficial interest, or for which they act in a fiduciary capacity. Family members include spouses, parents, brothers, sisters, children, nieces, nephews, spouses of brothers, sisters, and children, and spouses' parents, brothers, and sisters.
 - b) The source and amount of income or benefit, direct or indirectly derived from the interest that may be considered as resulting from employment, investment or gift. The person required to file a disclosure statement in accordance with the provisions of this policy must verify, in writing, under penalty of perjury, the information in the statement is true and complete as far as he or she knows.
 - c) If it is determined that a conflict exists, the affected Board or ex-officio member of the Board shall disclose the conflict on the record at any relevant Board meeting, shall recuse himself or herself from participating in the discussion and vote relating to the issue, and shall leave the room while the discussion and vote take place. The Board may, by majority vote, suspend, temporarily, any Board member or ex-officio member of the Board concerning a disclosed conflict until the Board is satisfied appropriate safeguards exist to not infringe upon the autonomy or authority of the Board.
- 7.7 Failure to file the annual disclosure shall disqualify the Board member or ex-officio member of the Board from participation in the Board until a disclosure is filed. Failure to disclose a known conflict of interest shall constitute cause to remove any member or ex-officio member of the Board under Article I, Section 4 of the West Michigan Airport Authority Bylaws.

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Chapter VIII Rights of Participating Audience

- 8.1 When any member of the audience has a matter to bring before the Board, he/she shall address the Chairperson, giving their name, the municipality in which the speaker lives, identify the agenda item to be discussed, and present the matter either verbally or in writing. If the matter presented is presented in writing, the petition or communication shall be filed with the Airport Authority Manager for the records of the Board.
- 8.2 No member of the audience shall speak more than once on any agenda item unless every other member of the audience or Board has had the opportunity to speak on such item, and in no case shall a member of the audience speak more than twice to the same agenda item without the consent of the Chairperson. The total time for speaking by any member of the audience shall be limited to three minutes per agenda item identified by the speaker. For purposes of this rule, "Public Comment" as described in section 3.4 of these Rules is not an agenda item.
- 8.3 When two or more members of the audience rise at the same time, the Chairperson shall identify the one to speak first. The other shall be given the opportunity to speak next.
- 8.4 Members of the audience shall speak with civility and orderly manner, without personal attacks. If any member of the audience speaks or conducts themselves in an unbecoming manner, the Chairperson shall have the right to call the person to order and the person shall immediately thereupon be seated and shall not speak further unless they conduct themselves in a civil and an orderly manner.
- 8.5 Members of the audience shall address all remarks to the Board and shall not hold conversations or discussions with other members of the audience.
- 8.6 In addition to addressing the Board during public hearings and under "Public Comment," members of the audience may address the Board for up to three minutes on items on the agenda after a motion is pending on a particular item with consent of the Chairperson. The Chairperson reserves the right to permit or deny any discussion by a non-Board participant.

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Chapter IX

Suspension and Amendment of Rules

- 9.1 The Board may suspend any specific rule of the Board upon a 2/3 roll call vote of the members present. After having given notice at a previous regular meeting, these Rules may be amended at any regular meeting by a 2/3 vote of the members elect, minimum of one Board member from each municipal entity.

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Exhibit A

CONFLICT OF INTEREST AND POTENTIAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

BY _____ FOR CALENDAR YEAR _____

I have read and understand this conflict of interest statement, and the Authority’s conflicts of interest policy set forth in Chapter VII of the Rules of the West Michigan Airport Authority Board. I am not aware of any present or potential conflicts of interest other than those listed below. I have and will continue to observe the Authority’s conflicts of interest policy. If in the future, circumstances warrant a disclosure of a conflict of interest or potential conflict of interest, I will submit an amended statement within 10 days of my knowledge of the conflict or potential conflict.

Signature

Date

DISCLOSURES: Please state below, or on a separate page attached to this statement, a brief explanation of any conflicts and potential conflicts, including all information required by Article VII of the Rules of the West Michigan Airport Authority Board. This may include, by way of example, the names of employers, and identification of personal and business interests including business ownership interests, property interests, and business ventures. If no conflicts exist, please state: “No conflicts for this reporting period.”