

BY-LAWS OF THE BOARD OF DIRECTORS  
MARIANA ISLANDS AIRPORT AUTHORITY

WE, the undersigned, Directors of the Board of the Mariana Islands Airport Authority, for the purpose of ensuring and facilitating the orderly conduct of the meetings of the Board, do hereby adopt these rules as the By-Laws of the Board of Directors of the Mariana Islands Airport Authority pursuant to the authority granted by Public Law No. 6-58.

ARTICLE I. NAME OF THE ORGANIZATION

The name of this organization is the Mariana Islands Airport Authority.

ARTICLE II. PRINCIPAL OFFICE

The principal office is Saipan International Airport, Saipan, Mariana Islands 96950.

ARTICLE III. ENABLING LEGISLATION

The Mariana Islands Airport Authority is established and organized pursuant to Public Law No. 6-58 which was signed into law on April 26, 1975.

ARTICLE IV. COMPOSITION OF THE BOARD

All powers vested in the Mariana Islands Airport Authority shall be exercised by the Board, which shall consist of seven (7) members, called Directors, and the manager who shall be an ex officio nonvoting member of the Board.

ARTICLE V. MEETINGS OF THE BOARD

- Section 1. Regular meetings of the Board shall be held each month on the first Monday of said month.
- Section 2. The Board shall hold at least 1-public meeting each calendar quarter, a regular scheduled meeting can serve as the public meeting.
- Section 3. Special meetings may be called by the Chairman at a time and place designated by the Chairman.
- Section 4. Special meetings shall be called by the Chairman upon the request of any four (4) members of the Board. Said meetings shall be held at a time and place designated by the Chairman.
- Section 5. Notice of regular and special meetings shall be given by the Chairman either personally or in writing not less than 3 days in advance of such meeting. Representatives from Rota and Tinian not domicile on Saipan shall be notified by dispatch or cablegram.
- Section 6. Written notices shall be deemed duly served when the same has been deposited in the United States mail with postage prepaid, plainly addressed to sendee at his last known address as recorded with the Secretary of the Authority Board.

- Section 7. A quorum for conduct of business of the board shall consist of any 4-members of the Board and a concurrence of 4 members shall be necessary for any official action taken by the Board.
- Section 8. On any issue requiring a vote, a majority of the members of the Board present shall constitute a legal majority.
- Section 9. A member of the Board must be present in order to vote on any issue coming before the Board.
- Section 10. The Order of Business shall be as follows:
- Call to Order
  - Roll Call
  - Previous Minutes
  - Communications
  - Committee Reports
  - Executive Officers Report
  - Old Business
  - New Business
  - Public Comment
  - Adjournment
- Section 11. Written minutes or a printed report of every meeting of the Board will be kept by the Secretary, which record will be made public.

ARTICLE VI. OFFICERS OF THE BOARD

- Section 1. The Officers of the Board shall be a Chairman and Vice-Chairman. On or before the regular meeting in September each year, the Board shall reorganize by electing one of its members as Chairman and another as Vice-Chairman to serve for a term of one year.
- Section 2. The Board shall designate a Secretary to keep the minutes and records of the Board, who may or may not be a member of the Board.
- Section 3. The Board shall appoint a manager who shall be its Chief Executive Officer, and shall exercise the power and duties under the provision of Sections 9 and 10 of Public Law No. 6-58.
- Section 4. The Board may appoint a Treasurer to serve at its pleasure whose duties and compensation may be fixed by the Board. The Treasurer shall have custody of all monies of the Authority, and shall pay out such money only in accordance with the direction of the Board or as provided by Chapter 2 of Public Law No. 6-58.
- Section 5. The Board may appoint an attorney who will serve at its pleasure and whose duties and compensation may be fixed by the Board. The attorney shall advise the Board and the manager in all legal matters to which the Authority is a party or in which the Authority is legally interested, and may represent the Authority before the Congress of Micronesia, the Mariana Islands District Legislature, Boards, and other agencies of the Trust Territory or of the United States.
- Section 6. The Board may appoint one or more assistants to any such office.

Section 7. The Chairman shall preside at all meetings of the Board, he shall appoint members to all committees and designate the Chairman thereof. He shall perform such other necessary and reasonable responsibilities as pertain to the office of Chairman.

Section 8. The Vice-Chairman shall assume the duties and responsibilities of the Chairman in his absence.

ARTICLE VII. COMMITTEES

Section 1. There shall be the following standing committees of the Board: Executive, Facility and Operations, Personnel, Financial and Planning.

Section 2. The duties and responsibilities, of the standing committees shall be as from time to time designated by the Board.

Section 3. Special Committees may be established from time to time by the Board. The duties and tenure of the Committees shall be designated by the Board.

ARTICLE VIII. PROCEDURES IN MEETINGS

Section 1. All questions which shall arise at meetings of the Board shall be determined by the votes of a majority of members present. The Chairman will vote only to break a tie vote.

Section 2. A motion to be put before the Board must be raised in definitive form either verbally or in writing by one of the members of the Board. The motion must thereupon be seconded by another member of the Board within a one-minute interval, or the proposed motion will fail at that juncture. Once a motion has been properly introduced and seconded, that motion shall then be stated by the Chairman before debate. Debate shall continue until the Chairman closes the debate and calls for a vote on the motion. Any motion may be withdrawn by the initiator at any time before it has been adopted.

Section 3. A vote on a motion before the Board shall be either by voice, show of hands, roll call, or secret ballot. A secret ballot may be requested by any member of the Board on any vote on any motion provided, however, such request is supported by a majority of the members present. A vote by show of hands or roll call may be requested by any member of the Board which shall be entertained by the Chairman upon such request. Any member, on any given motion, may require for the record an indication of the outcome of the vote as to each individual member of the Board except in those instances where a secret ballot is requested whereupon only the ascertainment of the result of the vote will be recorded.

Section 4. Any motion that does not receive a majority affirmative vote is thereby rejected and cannot be re-introduced in its same form at the same meeting of the Board.

Section 5. When a question is under debate, no motions shall be received except the following: To adjourn, for the previous question, to table the motion, to postpone

indefinitely, to postpone to a certain time, or defer, to amend. These motions shall have precedence in the order listed.

Section 6. When an appeal is taken from a decision of the Chair, the member taking the appeal shall be allowed to state his reason for so doing. The question shall then be immediately put in the following form:

"Shall the ruling of the Chair be sustained?"

The question shall be determined by a vote of the members present except that the Chairman shall not vote. In case of a tie vote the decision of the Chair shall be sustained.

Section 7. Reports of Committees or individual members shall either be made by voice or in writing. Members of Committees not concurring in the report of the Committee may make a minority report in a similar manner.

Section 8. A motion to adjourn shall always be in order, except when a vote is being taken on any question before the Board, or when a member has the floor, provided that there be some intervening business proposed and determined between two (2) motions to adjourn.

Section 9. Meetings of the Board shall be conducted according to these rules. Should any procedural problem develop that is not specifically answered by the standing rules, the Chairman shall refer to "Robert's Rules of Order Revised" to assist in a determination of the appropriate procedure to follow.

ARTICLE IX. SEAL.

There shall be a seal for the Mariana Islands Airport Authority which seal shall be kept by the Secretary of the Board.

ARTICLE X. ADOPTION AND AMENDMENTS OF BY-LAWS.

Section 1. These By-Laws shall become effective when adopted by a majority of the membership of the Board.

Section 2. These By-Laws, except those provisions existing by virtue of Public Law No. 6-58 or its amendment thereof may be amended, altered, changed added to or repealed by the affirmative vote of the majority of the membership of the Board, after due notice of said proposal in accordance with Article V, above.

ADOPTED THIS 24th day of November, 1975.

Jose R. Cruz  
Jose R. Cruz  
Chairman  
Pedro A. Dela Cruz  
Pedro A. Dela Cruz  
Member

Jesus V. Guerrero  
Jesus V. Guerrero  
Vice Chairman  
Antonio C. Tenorio  
Antonio C. Tenorio  
Member

Lorenzo I. Guerrero  
Lorenzo I. Guerrero  
Member

Luis V. Limes  
Luis V. Limes  
Member