

**SALINA AIRPORT AUTHORITY BOARD STUDY SESSION
M.J. KENNEDY AIR TERMINAL
JULY 8, 2015 – 2:30 PM**

AGENDA

Chairman Hoppock

1. Call to order. (Hoppock)
2. Recognition of guests. (Hoppock)
3. Additions to the agenda. (Rogers)
4. Review and discussion of revised Articles of Incorporation and Bylaws for economic development organization. (Rogers)
5. 2016 SAA capital budget, G.O. bond payment schedule and mill levy review and discussion. (Rogers and Swanson)

Visitor's Questions and Comments

Adjournment (Hoppock)



**ARTICLES OF INCORPORATION
OF
SALINA COMMUNITYAREA ECONOMIC DEVELOPMENT
ORGANIZATIONPARTNERSHIP, INC.**

**ARTICLE 1
CORPORATE NAME**

The name of this corporation is Salina ~~CommunityArea~~ Economic Development ~~OrganizationPartnership~~, Inc. ("the Corporation").

**ARTICLE 2
REGISTERED OFFICE AND RESIDENT AGENT**

The location of the registered office of the Corporation in this state shall be ~~3237 Arnold Ave.~~, Salina, Saline County, Kansas 67401. The resident agent at that address shall be Salina ~~CommunityArea~~ Economic Development ~~OrganizationPartnership~~, Inc.

**ARTICLE 3
ORGANIZED NOT FOR PROFIT**

This Corporation is organized NOT FOR PROFIT and shall have no authority to issue capital stock.

**ARTICLE 4
PURPOSES OF THE CORPORATION**

4.1 **General Powers and Purposes.** The Corporation is organized to promote and support economic development for the benefit of all citizens of Saline County, Kansas, which is to be considered as a tax-exempt purpose pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time ("Code"). This Corporation shall and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

4.2 **Specific Purposes.** The Corporation is organized and it operates for the following purposes:

4.2.1 To recruit industrial, retail, and other businesses to Saline County, Kansas;

4.2.2 To encourage and support entrepreneurship and business development in Saline County, Kansas;

4.2.3 To create and utilize economic development metrics and indicators;

4.2.4 To conduct related economic development research; and

4.2.5 To conduct marketing and foster communication with targeted businesses and industries;

which qualify as exempt activities under Code Section 501(c)(6).

ARTICLE 5

RESTRICTIONS ON POWERS

5.1 **Not-for-Profit Restriction.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Code Section 501(c)(6). The Corporation shall never be operated for the primary purposes of carrying on a trade or business for profit.

5.2 **No Compensation to Directors.** No compensation or payment shall ever be paid or made to any member, officer, creator, or organizer of this Corporation, or substantial contributor to it (except as payment for actual services rendered to or for the benefit this Corporation). Neither the whole nor any portion of the assets or net earnings current or accumulated of this Corporation shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Code Section 501(c)(6).

5.3 **Political Activities Prohibited.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

5.4 **Assets Upon Dissolution.** Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(6), as the governing board shall determine. Any assets not so disposed of shall be disposed of by the District Court of Saline County, Kansas, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6

MEMBERSHIP OF CORPORATION AND VOTING RIGHTS OF MEMBERS

6.1 **Membership of Corporation.** This Corporation shall be composed of members rather than stockholders and the rights and other privileges of the classes of members are as set forth below and as may be fixed by the Bylaws, provided the Bylaws are not inconsistent with these Articles of Incorporation.

6.2 **Members.** The Corporation shall have four single-purpose members which shall be the City of Salina, Kansas; Saline County, Kansas; the Salina Airport Authority; and the Salina

Area Chamber of Commerce, Inc. Such members shall have only reserved powers to select and remove their respective appointees to the Board of Directors of the Corporation.

6.3 **Voting Members.** Subject to the right of the Members to select and remove their respective appointees to the Board of Directors, all voting rights of the Corporation shall be vested in the Board of Directors, which will be the voting members of the Corporation.

ARTICLE 7 **NAMES AND ADDRESSES OF INCORPORATORS**

The names and addresses of the incorporators are as follows:

City of Salina, Kansas
300 W. Ash Street, Room 202
Salina, KS 67401

Saline County, Kansas
300 W. Ash, Room 217
Salina, KS 67401

Salina Airport Authority
3237 Arnold Ave.
Salina, KS 67401

Salina Area Chamber of Commerce, Inc.
120 W. Ash
Salina, KS 67401

ARTICLE 8 **DIRECTORS**

8.1 **Governing Authority.** Management of the business and affairs of the Corporation shall be vested in and conducted by its Board of Directors and its officers.

8.2 **Number.** Management of the Corporation shall be vested in a Board of Directors consisting of nine persons.

8.3 **Eligibility, Election, and Rules Governing Directors.** The conditions of eligibility for members of the Board of Directors and the procedures for electing and governing them shall be as set forth in the Bylaws of the Corporation.

ARTICLE 9 **MEMBERS OF BOARD OF DIRECTORS**

The Board of Directors shall be selected by the Members. The City of Salina, Kansas shall select three Directors for the Board of Directors of the Corporation. Saline County, Kansas, the Salina Airport Authority, and the Salina Area Chamber of Commerce, Inc. shall each select two Directors for the Board of Directors of the Corporation.

ARTICLE 10 **TERM**

The term for which this Corporation is to exist is perpetual.

ARTICLE 11
IMMUNITIES AND LIMITATIONS OF LIABILITY

Except as specifically prohibited or limited by law and to the fullest extent permitted by law: (1) the members, officers, Board of Directors, and employees of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation; (2) as the third parties, all volunteers serving this Corporation, including but not limited to officers and Directors, shall have immunity from liability for their actions or inactions in connection with service to this Corporation; (3) no member of the Board of Directors of this Corporation shall be personally liable to the Corporation or its members for breach of fiduciary duties as a member of the Board of Directors; and (4) all officers, trustees, and employees of this Corporation shall have immunity from liability for their actions undertaken in good faith and without actual malice. Nothing herein shall be construed to otherwise limit or restrict the privileges, immunities or limitations of liability available to the Corporation itself which are specifically reserved under the law.

ARTICLE 12
CHANGES IN LAW

Any reference in these Articles to a statute of either the United States or a state shall be interpreted to include a reference to the corresponding provision of any applicable statute of such entity.

ARTICLE 13
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation or the Bylaws may be amended by: (1) the Directors meeting, considering the proposed amendment and passing a resolution declaring the advisability of the amendment, and setting a date, time and place of a membership meeting to consider the amendment; and (2) upon approval by a three-fourths affirmative vote of the voting members of the Corporation present at or represented at a meeting at which a quorum is present or represented, following written notice to each voting member given not less than 15 nor more than 60 days before said meeting, which notice shall set forth the proposed amendment and indicate that the Board of Directors has, by appropriate resolution, declared it to be advisable to present such amendment to the voting members, and which notice shall give the date, time, and place of the meeting.

Dated as of this ____ day of _____, 2015

CITY OF SALINA, KANSAS

SALINE COUNTY, KANSAS

By: _____

By:

Jon R. Blanchard, Mayor

Monte Shadwick, Chairman, Board
of County Commissioners

SALINA AIRPORT AUTHORITY

SALINA AREA CHAMBER OF
COMMERCE, INC.

By: _____

By:

MikeMichael L. Hoppock, Chairman

Frank R. Hampton, Chairman

ACKNOWLEDGEMENTS

STATE OF KANSAS, COUNTY OF SALINE, ss:

This instrument was acknowledged before me on _____, 2015, by Jon R. Blanchard as Mayor of the City of Salina, Kansas.

Notary Public

STATE OF KANSAS, COUNTY OF SALINE, ss:

This instrument was acknowledged before me on _____, 2015, by Monte Shadwick as Chairman of the Board of County Commissioners of Saline County, Kansas.

Notary Public

STATE OF KANSAS, COUNTY OF SALINE, ss:

This instrument was acknowledged before me on _____, 2015, by MikeMichael L. Hoppock as Chairman of the Salina Airport Authority.

Notary Public

STATE OF KANSAS, COUNTY OF SALINE, ss:

This instrument was acknowledged before me on _____, 2015, by Frank R. Hampton as Chairman of the Salina Area Chamber of Commerce, Inc.

Notary Public

**BYLAWS
OF
SALINA COMMUNITYAREA ECONOMIC DEVELOPMENT
ORGANIZATIONPARTNERSHIP, INC.**

**ARTICLE 1
GENERAL PROVISIONS**

1.1 **Name.** The name of the corporation is Salina ~~CommunityArea~~ Economic Development ~~OrganizationPartnership~~, Inc. (the "Corporation").

1.2 **Registered Office.** The registered office of the Corporation in the State of Kansas is ~~3237 Arnold Ave.~~ _____, Salina, Saline County, Kansas 67401.

1.3 **Other Offices.** The Corporation may also have offices at such other places as the Directors, from time to time, may designate.

1.4 **Resident Agent.** The name and address of the Corporation's resident agent in this state is Salina ~~CommunityArea~~ Economic Development ~~OrganizationPartnership~~, Inc., ~~3237 Arnold Ave.~~ _____, Salina, Saline County, Kansas 67401.

1.5 **Term.** The term for which this Corporation shall exist is perpetual.

1.6 **Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year.

1.7 **Policy Decisions.** Decisions and determinations of policy may be compiled under the supervision of the Secretary for easy access and reference by the Directors.

1.8 **Notice.** Notice of any meeting may be given in writing by mail, facsimile, or other electronic means to the person entitled thereto at the last known address shown on the records of the Corporation within such time as directed by the President.

1.9 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the person(s) entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE 2
PURPOSES**

2.1 **Not-for-Profit Purpose.** This Corporation is organized not-for-profit and shall have no authority to issue capital stock.

2.2 **General Purpose.** The Corporation is organized to promote and support economic development for the benefit of all citizens of Saline County, Kansas, which is to be

considered as a tax-exempt purpose pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (“Code”).

2.3 **Specific Purpose.** The Corporation is organized and it operates for the following purposes:

2.3.1 To recruit industrial, retail, and other businesses to Saline County, Kansas;

2.3.2 To encourage and support entrepreneurship and business development in Saline County, Kansas;

2.3.3 To create and utilize economic development metrics and indicators;

2.3.4 To perform economic development research; and

2.3.5 To conduct marketing and foster communication with targeted businesses and industries;

which qualify as exempt activities under Code Section 501(c)(6).

ARTICLE 3 POWERS OF THE CORPORATION

3.1 **General Powers.** This Corporation shall and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

3.2 **Specific Powers.** In addition to the foregoing general powers, this Corporation shall have the following specific powers:

3.2.1 **Own Property.** It may own, lease, manage, operate, maintain, mortgage and pledge real estate and personal property.

3.2.2 **Make Contracts.** It may make contracts.

3.2.3 **Joint Operations.** It may engage in joint and coordinated research, planning, development, management, operations, and services with other similarly situated entities to achieve quality, economy, and efficiency of technology.

3.2.4 **Accept Gifts.** It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Corporation.

3.2.5 **Manage Gifts.** It may invest and disburse all assets so received, and generally care for, manage, administer, and control all such properties so received.

3.3 **Restrictions on Powers.** Notwithstanding any other provision of these Bylaws, this Corporation shall have the following restrictions on its powers:

3.3.1 **Not-for-Profit Restriction.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Code Section 501(c)(6). The Corporation shall never be operated for the primary purposes of carrying on a trade or business for profit.

3.3.2 **No Compensation to Directors.** No compensation or payment shall ever be paid or made to any member, officer, creator, or organizer of this Corporation, or substantial contributor to it (except as payment for actual services rendered to or for the benefit this Corporation). Neither the whole nor any portion of the assets or net earnings current or accumulated of this Corporation shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Code Section 501(c)(6).

3.3.3 **Political Activities Prohibited.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.4 **Assets Upon Dissolution.** Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(6), as the governing board shall determine. Any assets not so disposed of shall be disposed of by the District Court of Saline County, Kansas, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4 **MEMBERSHIP**

4.1 **Membership of Corporation.** This Corporation shall be composed of members rather than stockholders and the rights and other privileges of the classes of members are as set forth below.

4.2 **Members.** The Corporation shall have four single-purpose members which shall be the City of Salina, Kansas; Saline County, Kansas; the Salina Airport Authority; and the Salina Area Chamber of Commerce, Inc. Such members shall have only reserved powers to select and remove their respective appointees to the Board of Directors of the Corporation.

4.3 **Voting Members.** Subject to the right of the Members to select and remove their respective appointees to the Board of Directors, all voting rights of the Corporation shall be vested in the Board of Directors, which will be the voting members of the Corporation.

ARTICLE 5 **MANAGEMENT**

Management of the business and affairs of the Corporation shall be vested in and conducted by its Board of Directors and its officers.

ARTICLE 6 **DIRECTORS**

6.1 **Number.** Management of the Corporation shall be vested in a Board of Directors consisting of nine persons.

6.2 **Qualification.** Directors shall be selected from adult residents of Saline County, Kansas, who accept in principle the purposes of this Corporation and are deemed qualified to participate in the attainment of its objectives and the management of its business. Persons serving on the governing bodies of the Members shall not be selected as Directors. A Director shall be deemed qualified as such when an oath of office in the form set out in K.S.A. 54-106 has been administered, signed, and filed with the Secretary.

6.3 **Selection.** The Board of Directors shall be selected by the Members. The City of Salina, Kansas shall select three Directors for the Board of Directors of the Corporation. Saline County, Kansas, the Salina Airport Authority, and the Salina Area Chamber of Commerce, Inc. shall each select two Directors for the Board of Directors of the Corporation. Each Member may remove any Director that it previously selected for cause. The Board of Directors may recommend to a Member, for the Member's consideration, the removal of an appointee of the Member for cause. ~~Excessive unexcused absences shall constitute cause for removal.~~

6.4 **Term.** Directors shall serve terms of three years, or until successors are elected and qualified. Terms of the Board of Directors shall be staggered, so that, as nearly as possible, an equal number of Directors' terms expire each year, and the expiring terms are for Directors selected by three different Members. Any Director may serve not more than two consecutive full three-year terms, provided that he or she is duly selected by such Member at the conclusion of each term.

6.5 **Duties.** The Board of Directors shall govern and manage all affairs of the Corporation in accordance with law and its decisions in annual, regular, and special meetings.

6.6 **Resignation.** Any Director or officer of the Corporation may resign by filing written resignation with the Secretary of the Corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.

6.7 **Vacancies.** If a vacancy occurs on the Board of Directors due to death, resignation, removal, or other cause, then the Member who appointed the Director for whom a vacancy was created, shall select a replacement Director. Any Director so chosen to fill a vacancy shall hold

office for the remainder of the term of the Director for whom a vacancy was created. In filling such vacancies, the Board shall comply with the requirements of this section regarding qualifications.

ARTICLE 7
MEETINGS OF THE DIRECTORS

7.1 **Kansas Open Meetings Act.** All meetings of the Directors shall be governed by the Kansas Open Meetings Act, pursuant to K.S.A. 75-4317 *et seq.*

7.2 **Place.** All meetings of the Directors shall be held at such places as may be designated by the Directors.

7.3 **Meeting Time.**

7.3.1 **Annual.** The annual meeting of the Directors of this Corporation shall be during the first calendar quarter of each year as set by resolution of the Board of Directors for the purpose of: (1) election of Directors; (2) election of officers; (3) transaction of such other business as may properly be presented and come before such meeting.

7.3.2 **Regular.** Regular meetings shall be held periodically at such specified times as are deemed necessary by resolution of the Board of Directors.

7.3.3 **Special.** Special meetings of the Directors may be called by the ~~Chairperson~~**President** or by any two Directors, as deemed necessary. Business to be transacted shall be limited to matters specified by the notice given.

7.3.4 **Telephone.** Members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

7.4 **Notice of Meetings.**

7.4.1 **Notice.** Notice of any meeting may be given in writing by mailing to the person entitled thereto at the last known address shown on the records of the Corporation.

7.4.2 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

7.5 **Quorum.** A majority (no fewer than five) of the total number of members of the Board of Directors (nine) shall be necessary to constitute a quorum at all meetings of the Directors for the transaction of business except as otherwise provided by law, or by these Bylaws. In the event such number is not a quorum, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members of the Directors shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified.

7.6 **Procedural Rules.** All meetings of the Directors and any committees thereof shall be conducted in a manner consistent with any procedural rules contained in these Bylaws. In the absence of such rules, the Board shall endeavor to follow the most recent edition of Robert's Rules of Order in the conduct of such meetings.

7.7 **Voting Power.** Each member shall be entitled at every meeting of Directors to one vote in person. Voting by proxy shall not be permitted.

7.8 **Voting Procedures.** All elections of members of the Directors and officers, and votes upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Directors, may be had by voice vote or by showing of hands unless the Directors determine otherwise.

ARTICLE 8 **OFFICERS**

8.1 **Designated Officers.** Officers of the Corporation shall be chosen by the Board of Directors of the Corporation and shall include a President, a Vice President, a Secretary, and a Treasurer.

8.2 **Other Officers and Agents.** The Corporation may have such other officers and agents as may from time to time be determined and appointed by the Board of Directors, and for such terms as the Board of Directors may determine.

8.3 **Term and Qualification of Officers.** The officers of the Corporation, except as provided in Section 8.2 of this Article 8, shall hold their office for one year or until the next annual meeting of the Board of Directors, or until their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing, duly filed in the office of the Secretary of the Corporation.

8.4 **Removal of Officers.** Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of all of the ~~wholen~~then appointed and serving members of the Board of Directors.

8.5 **President.** The President shall be the presiding officer of the Corporation and the Board of Directors.

8.6 **Vice President.** A Vice President, if there is one, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

8.7 **Secretary.** The Secretary shall attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for that purpose, and shall perform like duties for the standing committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President.

8.8 **Treasurer.** The Treasurer shall have such duties as may be prescribed by the Board of Directors and shall give bond in such sum, and with such sureties, as may be determined from time to time by the Board of Directors. Such bond, if issued other than by a corporate surety, shall be renewed every year.

ARTICLE 9 **COMMITTEES**

The Directors may designate one or more committees, each committee to consist of one or more Directors of the eCorporation.

ARTICLE 10 **CONFLICTS OF INTEREST**

10.1 **Applicable Laws.** For the reason that three of the four Members are local government subdivisions as defined under K.S.A. 75-4301a, the matter of determining whether a Director has a conflict of interest and what must occur if a conflict of interest is determined to exist are acknowledged to be matters governed by Kansas law applicable to local government subdivisions. Kansas law requires the application of (1) the statutory ethics rules applicable to local government subdivisions (K.S.A. 75-4301a), known as the “substantial interest” test and, when those statutes are inapplicable to the facts of the situation, (2) the common law principles applicable in determining whether a conflict of interest exists, known as the “common law” test.

10.2 **Substantial Interest Test.** Determining whether a Director has a “substantial interest” in a business requires application of the definition of “substantial interest” found in K.S.A. 75-4301a(a)(1-5).

10.2.1 **Contracts.** In compliance with K.S.A. 75-4304, a Director shall not make or participate in the making of a contract with any person or business by which the Director is employed or in whose business the Director has a substantial interest. A Director does not make or participate in the making of a contract if the Director abstains from any action in regard to the contract. The prohibition against a Director making or participating in the making of a contract shall not apply to (1) contracts let after competitive bidding has been advertised for by published notice; and (2) contracts for property or services for which the price or rate is fixed by law. A violation of K.S.A. 75-4304 shall be governed by K.S.A. 75-4306(a).

10.2.2 **Other Than Contract.** Other than in the case of contracts as addressed above, a Director who has a substantial interest in a business shall not act upon any matter before the Board of Directors which will affect the business in which the Director has a substantial interest without first filing a written report of the nature of the substantial interest with the Saline County election officer in compliance with K.S.A 75-4305.

10.3 **Common Law Test.** Under the common law conflict of interest principles recognized by Kansas courts, a Director owes an undivided duty to the Members and the public, and a Director may not place himself or herself in a position that will subject the Director to conflicting duties or cause the Director to act other than for the best interests of Members and the public. While the presence of a common law conflict of interest depends on the specific facts and circumstances of each case, a common law conflict of interest generally arises when a Director has an interest that is not shared in common with, or is adverse to, the general public interest, and which interest has the likely capacity to tempt the Director to depart from the Director's duty to the Members and the public. A common law conflict of interest does not arise from a remote or speculative interest, or the mere possibility of a future conflict of interest. A Director shall abstain from any action in regard to a matter in which the Director has a common law conflict of interest.

10.4 **Abstention.** A Director who abstains from any action in regard to a matter shall so state immediately following introduction of the agenda item under which the matter is to be considered by the Board of Directors, shall step down until the Board of Director's consideration of the matter has been concluded, and shall abstain from debating and voting on any motions relating to the matter.

ARTICLE 11 **INDEMNIFICATION**

11.1 **Indemnification.** This Corporation shall indemnify any Director, officer, employee, or agent of the Corporation who was or is threatened to be made a party in any legal proceedings whether civil, criminal, administrative, or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person acted in good faith and in the reasonable belief that his actions were in or not opposed to the best interest of the Corporation.

11.2 **Insurance.** The Corporation shall purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in such capacity whether or not the Corporation would have power to indemnify such person against such liability under the provisions of the above section.

11.3 **Severance Clause.** The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision hereof.

ARTICLE 12
AMENDMENTS

The Articles of Incorporation or the Bylaws may be amended by: (1) the Directors meeting, considering the proposed amendment and passing a resolution declaring the advisability of the amendment, and setting a date, time and place of a membership meeting to consider the amendment; and (2) upon approval by a three-fourths affirmative vote of the voting members of the Corporation present at or represented at a meeting at which a quorum is present or represented, following written notice to each voting member given not less than 15 nor more than 60 days before said meeting, which notice shall set forth the proposed amendment and indicate that the Board of Directors has, by appropriate resolution, declared it to be advisable to present such amendment to the voting members, and which notice shall give the date, time, and place of the meeting.

ARTICLE 13
BOOKS AND RECORDS

The Corporation shall keep, at the registered office of the Corporation, correct and complete books and records of account and shall also keep minutes of the proceedings of the Directors and committees having any of the authority of the Directors. The books and records of account shall at all reasonable times be open to inspection by any Director and Member. The Corporation shall provide quarterly reports to the Members of the Corporation's property and business transactions, including assets, liabilities, receipts, and disbursements.

ARTICLE 14
DISSOLUTION

Any plan and approval for voluntary dissolution or revocation of same shall be determined by the vote of a majority of all of the Directors. Thereafter, the Directors shall cause such plan of dissolution to be mailed to all of the Members of the Corporation along with notice of the calling of a special meeting of the Members to consider such plan of dissolution. If three-fourths of the Members present at such meeting approve the plan of dissolution, the Directors shall proceed with the process of dissolving the Corporation in the manner required by Kansas law.

ADOPTED by the ~~Directors~~Members as of the ____ day of _____, 2015.

CITY OF SALINA, KANSAS

SALINE COUNTY, KANSAS

By: _____
Jon R. Blanchard, Mayor

By: _____
Monte Shadwick, Chairman, Board
of County Commissioners

SALINA AIRPORT AUTHORITY

SALINA AREA CHAMBER OF
COMMERCE, INC.

By: _____
~~Mike~~Michael L. Hoppock, Chairman
Chairman

By: _____
_____ Frank R. Hampton,

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