

Rules of Order of the Airport Commission of the City of St. Louis

The City of St. Louis ("City"), owner and operator of St. Louis Lambert International Airport, established the Airport Authority ("Airport") of the City, consisting of the City Airport Commission (the "Commission"), its Chief Executive Officer, and Airport Managers and other personnel, pursuant to Title 18 of the Revised Code of the City of St. Louis (the "City Code"). In establishing these entities, the City conveyed responsibility for the Airport and its operation, development, and management upon the Commission, and named the Director of Airports as the Commission's Chief Executive Officer and Chairperson.

Under Title 18, the Commission is empowered to approve certain actions and powers conferred upon the Director of Airports by the City. Such approvals may include: contracts, leases, and agreements for concessions, rentals, or the use of airport property and facilities; the establishment of schedules fixing fees and charges for the use of the Airport and its landing field, hangars, and other buildings; rules and regulations promulgated by the Director of Airports providing for the administration of the request for proposals process for concession contracts; the Airport's proposed annual budget; and the acceptance of donations or gifts for and on behalf of the City for the furtherance of the Airport's development.

These Rules of Order of the Airport Commission of the City of St. Louis have been duly adopted by the Commission in accordance with the Charter of the City of St. Louis, Ordinance 71994, and Title 18 of the Code of the City of St. Louis, and shall govern the conduct of business before the Airport Commission and the conduct of its Commissioners.

Article 1: Membership

1. Membership of the Airport Commission. Pursuant to 18.08.030 of the City Code, the Commission shall be composed of five ex-officio members and twelve appointed members, totaling seventeen Commissioners. These Commissioners shall include:
 - a. the Director of Airports of the City of St. Louis;
 - b. the Chairman of the Transportation and Commerce Committee of the Board of Aldermen for the City of St. Louis, or any successor committee to which bills concerning the Airport are assigned;

- c. the President of the Board of Aldermen for the City of St. Louis;
- d. the Comptroller of the City of St. Louis;
- e. six members appointed by the Mayor of the City of St. Louis;
- f. the Director of Aviation for St. Louis County, Missouri;
- g. four other members appointed by the County Executive for St. Louis County, Missouri;
- h. one member appointed by the County Executive for St. Charles County, Missouri; and
- i. one member appointed by the Chairperson of the County Board of St. Clair County, Illinois.

2. Chairperson of the Commission; Powers and Duties.

- a. The Commission shall be chaired by Director of Airports for the City of St. Louis, or the duly appointed acting Director of Airports (the “Chairperson”). The Commission will be notified at least forty-eight (48) hours prior to a meeting where an acting Director of Airports shall preside, or as soon as may be practical in emergency circumstances.
- b. The Chairperson shall preside over all meetings of the Commission, shall preserve order and decorum, shall decide all questions of order, and shall be responsible for the interpretation of these Rules, subject to appeal to the Commission by any Commissioner (see, Article 5). The Chairperson shall have the right to participate in the proceedings of the Commission, including the right to make and second any resolutions or other motions, and may speak to points of order in preference to the other Commissioners.
- c. The Chairperson shall designate a member of City staff to serve as Secretary of the Commission.

3. Commissioner Attendance. All Commissioners are expected to attend each meeting of the Commission. Commissioners may attend meetings remotely to the extent allowed by the laws governing the conduct of public business, Chapter 610 of the Missouri Revised Statutes (2016). A Commissioner arriving late shall not be considered absent. No Commissioner shall leave a closed Commission meeting while in session without notifying the Chairperson.

4. Appointment and Removal, proceedings. Section 18.08.030 of the City Code and the various cooperation agreements between the City of St. Louis and the counties of St. Louis, St. Charles, and St. Clair shall govern the process of appointing and removing Commissioners, who shall serve under appointments for four-year terms.

- a. Each Commissioner appointed (or appointed/elected to an ex-officio position) following the initial adoption of these Rules, as provided for under Article 5, will be provided with a copy of the most recently updated Rules, among other materials, and shall attest to receiving and understanding their obligations under the same.
- b. The Director of Airports and any appointed Commissioner may be removed by the Mayor of the City of St. Louis for having three absences from meetings of the Commission in a calendar year without good reason, or for other cause, including violating the Code of Conduct as established under Article 2 of these Rules.
- c. Should a proceeding to remove a Commissioner be initiated pursuant to Section 18.08.030 of the City Code, that hearing shall be conducted by the Airport Commission at a special Commission meeting called pursuant to Article 3, Rule 3. A written notice of hearing and the charges against the Commissioner levied by the City shall be delivered to the Commissioner by electronic mail or certified mail at least 30 days prior to the hearing. The City's case shall be presented by the City Counselor or their designee. The Commissioner shall have the right to have counsel present at the hearing, and their counsel may present evidence and cross-examine any witnesses presented by the City. Any witnesses presented by the Commissioner are subject to cross-examination by the City. The Commissioner may request a continuance in writing no later than seven days prior to the hearing. This request shall be sent via electronic mail or certified mail to the Secretary of the Commission. The Chairperson may unilaterally grant up to two continuance requests; any additional requests for a continuance may only be granted by a majority vote of the Commission. After the hearing has been concluded, the Commissioners shall conduct a roll-call vote to recommend removal or retention of the Commissioner to the Mayor of the City of St. Louis. The Mayor retains the discretion to accept or reject the recommendation.

Article 2: Code of Conduct

Each Commissioner shall act in a manner as prescribed by the Charter of the City of St. Louis and the applicable laws. To promote a high standard of conduct, each Commissioner shall adhere to the following provisions regarding conflicts of interest, which is hereby adopted on behalf of the Commission as a code of conduct:

1. **Definitions.** As used in this Code of Conduct:

- a. "Affiliate" means (i) any of the Commissioner's Immediate Family Members; or (ii) any organization, except for the City of St. Louis, which employs or is considering employment of the Commissioner; or (iii) any organization, except for the City of St. Louis, at which the Commissioner holds a position as an officer, director, board member, or other position on the administrative or governing body; or (iv) any person or entity that controls, is controlled by, or is under common control with any other Affiliate.
- b. "Conflict of Interest" means any situation in which the Commissioner or any of his or her Affiliates has financial interest in, or expects to receive a personal financial or other tangible benefit from, or suffer a personal financial or other tangible detriment from, any activity or forbearance of activity of the Commission with respect to any business brought or proposed to be brought before the Commission.
- c. "Immediate Family Members" means a Commissioner's spouse or cohabiting partner, parents, children, and siblings (including step, foster, adoptive, and in-law relationships), as well as any tax dependents.

2. **Conflicts of Interest.** No Commissioner shall participate in the selection, award, approval, or administration of a contract pertaining to the business of the Airport and/or City of St. Louis if he or she, or his or her Affiliate, has a Conflict of Interest.

- a. If any Commissioner becomes aware that he or she has a Conflict of Interest with respect to any business brought or proposed to be brought before the Commission, he or she shall promptly and fully disclose the nature of such conflict to the

Chairperson of the Commission and recuse himself or herself from all activity with regard to such business.

- i. If a Commissioner is uncertain whether his or her circumstances constitute a Conflict of Interest, he or she may promptly and fully disclose the nature of such circumstances to the Chairperson of the Commission and ask that the Chairperson make a determination.
 - ii. Upon such disclosure, the Chairperson may, in his or her discretion, request that the City Counselor's Office provide advice as to whether such circumstances constitute a Conflict of Interest.
- b. A Commissioner that has recused himself or herself from any business shall not participate in any manner in the Commission's consideration of such business. This includes, engaging in debate or discussion related to the business at a Commission meeting, lobbying other Commissioners related to the business, and making or seconding any motion or voting on the business. No proxy voting is permitted.

3. Ethical Obligations. During their tenure of appointment and for one year following their last date of service, each Commissioner must abide by the following obligations and prohibitions:

- a. No Commissioner or any of their Affiliates may obtain financial interest or benefit from a Commission-associated activity, or have an interest in any contract, subcontract or agreement with respect thereto, or the proceeds thereunder, either for themselves or their Affiliates without first having informed the Chairperson of such interest and following the Rules established under this Article 2.
- b. Commissioners shall not knowingly solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors or parties to subagreements. In all Instances, the rules of Article 2 apply. However, Commissioners may set standards of conduct for situations in which the financial interest is not substantial or the gift is an unsolicited item of nominal value. If established, such standards of conduct must provide for disciplinary actions to be applied for violations of such standards.

- c. Commissioners shall not: act or refrain from acting in any capacity in which they are empowered by the City to act by reason of any payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value paid or payable, or received or receivable, to him or herself or his or her Affiliate(s) or any third person; act favorably on any matter that is specifically designed so as to provide a special monetary benefit to the Commissioner or his or her Affiliate(s); use his or her decision-making authority for the purpose of obtaining a financial gain which materially enriches him or herself or his or her Affiliate(s); or act or refrain from acting for the purpose of coercing or extorting from another anything of actual pecuniary value.
 - d. No active Commissioner shall act, serve, or register as a lobbyist to directly or indirectly influence a decision of the City or the Commission.
- 4. Handling of Confidential Information. As a part of a Commissioner's position, he or she may have access to confidential information and records. Except in accordance with procedures established by the Commission from time to time, no Commissioner shall disclose any such information to any person other than other Commissioners and employees of the City who, for the proper operation of the Commission and the furtherance of the interests of the City, have a need to know such information. No Commissioner shall use such information for any purpose other than the activities of the Commission and the furtherance of the interests of the City. Questions regarding the confidentiality of information should be directed to the Chairperson, the Secretary, or the City Counselor's Office.
- 5. Sanctions for Violations. Should a Commissioner violate this Code of Conduct, he or she shall be subject to sanctions within the power of the Commission, as the Commission shall think appropriate in the circumstances, including but not limited to recommending legal action and/or removal for cause as established by Section 18.08.030 of the City Code and the cooperative agreements agreed to by the Commissioners' various appointing counties. Any removals shall proceed according to the hearing process outlined in Article 1, Rule 4.

Article 3: Time, Place, and Manner of Meetings

1. **Regular Meetings of the Commission.** The Commission shall hold a regular meeting at St. Louis Lambert International Airport in the Lindbergh Room on the first Wednesday of each month at 2:00 P.M. If a regular meeting would otherwise fall on a holiday, it shall instead be held on the next business day, unless otherwise rescheduled in advance.
2. **Open and Public Meetings**
 - a. All meetings of the Commission, including special meetings, shall be open and public except where the Commission lawfully votes to hold a public meeting in a closed session, and all persons shall be permitted to attend any meeting of the Commission. The matters to be included on an agenda for a Commission meeting shall be determined by the Chairperson, and such agenda shall be published, along with notice of the time and place of the meeting as required by law, including but not limited to the provisions of Chapter 610, RSMo.
 - b. The Commission may, with appropriate notice and a vote, meet in closed session and act upon matters authorized to be considered pursuant to Section 610.021-022, RSMo. When required by law, the Commission shall also report the results of a final action taken in closed session.
3. **Closed Meetings of the Commission.** Commissioners shall not disclose or discuss matters addressed in closed sessions with any other person not in attendance at such closed session, except as permitted under law pursuant to Section 610.021, RSMo. All Commissioners attending the closed session remotely shall be visible on camera and take all necessary efforts to ensure the closed session remains confidential.
4. **Special Meetings of the Commission.** Special meetings of the Commission may be called at any time by the Chairperson, as long as such special meetings following the rules for notice and publication.
 - a. Notice of a special meeting shall be delivered to each Commissioner personally, by mail, or by electronic mail at least 72 hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting by the Commission.

- b. Such written notice may be dispensed with as to any Commissioner who is actually present at the meeting at the time it convenes.
 - c. Each special meeting shall be held at the regular meeting place (see Article 3, Rule 1) except that the Commission may designate an alternate meeting place, provided that
 - i. such alternate location is specified in the notice of the special meeting; and
 - ii. the public notice of the special meeting shall be posted at least 15 days before the special meeting being held at an alternate location.
- 5. Temporary Meeting Place for an Emergency. In case of emergency, the Commission, by resolution, may designate some other appropriate place as its temporary meeting place. The change of meeting site shall be announced by the most rapid means of communication available at the time. Reasonable attempts shall be made to contact others regarding the change in meeting location.
- 6. Cancellation of Meetings.
 - a. A meeting of the Commission may be canceled for any of the following reasons:
 - i. If after informal survey an insufficient number of Commissioners is available in order to constitute a quorum;
 - ii. If necessary personnel from the Airport are unavailable;
 - iii. At the discretion of the Chairperson.
 - b. If a regular meeting is canceled, the Commission must either meet at the next month's regularly scheduled meeting or schedule a special meeting pursuant to Article 3, Rule 3, in order to make-up the canceled meeting.

Article 4: Conduct of Airport Commission Business

- 1. Quorum. A quorum for the transaction of official business shall consist of a majority of all the members of the Commission; nine members of the Commission constitutes a quorum unless modified by Section 18.08.030 of the Revised Code of the City of St. Louis.
- 2. Call to Order and Roll Call. The Chairperson shall call each meeting to order at the appointed hour. Immediately after the call to order, the Chairperson shall call the roll of the Commission and shall record those present and those absent, and they shall enter

upon the Minutes the names of those Commissioners present at the first roll call as well as the names and time of appearance of those Commissioners who arrive subsequent to the first roll call. Following the roll call, the Chairperson shall announce if a quorum is present. If a quorum is present, the Chairperson shall proceed to substantive business. If a quorum is not present, the Commission may not take any action except to adjourn and set a time for reconvention.

3. Order of Business and Agenda.

- a. A tentative agenda shall be provided by the Secretary to all Commissioners no later than 48 hours prior to the commencement of the regularly scheduled meeting.
- b. The order of business shall be as follows:
 - i. Call to Order
 - ii. Roll Call
 - iii. Adoption of Minutes
 - iv. Items Presented for Approval
 - v. Items Presented for Pre-Approval Review
 - vi. Items Relating to Administration, Operations & Maintenance
 - vii. Closed Session, if required
 - viii. Director's Report
 - ix. Announcement of absences and late arrivals, if any
 - x. Adjournment
- c. Should a Commissioner wish to request information or a briefing on a topic, that Commissioner shall submit a written request notice to the Chairperson no later than seven business days prior to the meeting at which the Commissioner would like the item to be discussed so that the item may be added to the agenda.

4. Rules of Debate.

- a. Upon the presentation of any item of substantive business, the Chairperson shall ask for a motion that the item be brought before the Commission. Upon such a motion duly made and seconded, the Chairperson shall ask for any Commissioner who wishes to speak or ask questions about the item. Commissioners wishing to

speaking or asking questions shall raise their hands or otherwise indicate to the Chairperson such wish.

- b. The Chairperson shall recognize the Commissioners wishing to speak or ask questions in the order of his or her choosing. Each Commissioner shall be allowed to ask all of their questions without being forced to yield the floor, subject to Paragraph (d) of this rule. No Commissioner may speak a second time on a particular item before each Commissioner wishing to speak on such item has had the opportunity to do so.
- c. The Chairperson shall not recognize a Commissioner to speak on any business if such Commissioner is recused from such business pursuant to Article 2, Rule 2.
- d. The Chairperson may set a limit on speaking time for any item as appropriate to the circumstances in his or her sole discretion. Such time limit, if any, shall be equal for all Commissioners with respect to such item.

5. Vote Required. Votes are required for any official action of the Commission, including but not limited to agenda item approvals, meeting actions such as motions to recess, adjourn, or move to a closed session, modification of these Rules, or for any item where these Rules state a vote is required. Each Commissioner shall have one vote, and except for where these Rules specify otherwise, a majority of all Commissioners present shall be required to approve any proposed action.

- a. The Chairperson may, in his or her discretion, call for a voice vote. In such case, the Chairperson shall ask for all Commissioners present who are in favor of the question to voice "aye," and then for all Commissioners present who are opposed to the question to voice "nay." If it is not clearly apparent which alternative received more votes, a roll call vote shall be taken as set forth in Paragraph b, below.
- b. The Chairperson may, in his or her discretion or if required by law or these Rules, call for a roll call vote. Additionally, any Commissioner may request a roll call vote on any question. In either such case, the Chairperson shall ask each Commissioner present individually whether they vote "aye," "nay," or "abstain" on the question, and record the votes of each Commissioner. All commissioners voting in the roll call must appear visibly on camera while voting. Any vote taken in a closed meeting or session shall be made by roll call vote.

6. Pre-Approval Review. At the discretion of the Chairperson, an item may be brought before the Commission as a pre-approval review item, as noted in Article 4, Rule 3 above. A pre-approval review item is an item brought before the Commission for initial discussion and feedback, with the intention that a vote on that same item will be held at a later meeting. The Chairperson shall inform the Commission that an item so brought is a discussion item prior to the meeting where the item is to be discussed.
7. Adjournment of Meetings. Following completion of the substantive business in a regular or special meeting, the Chairperson may request a motion and a second to adjourn the meeting. Following a vote as required under Article 4, Rule 5 above, the Commission may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time.
8. Minutes of Proceedings. The Secretary of the Commission must draft the minutes of each meeting, which will be presented for approval and adoption at the next regular meeting of the Commission. Minutes for closed sessions of regular and special meetings will be recorded and drafted separately, and will be submitted for approval as individual agenda items. The officially adopted minutes for all regular and special meetings, with the exception of closed session minutes, will be posted to the Airport's website, and will be available for inspection and copying no later than ten business days after the meeting at which the minutes are adopted. Access to draft and adopted versions of the minutes for closed sessions of meetings shall be restricted except as provided by law.
9. Recordings of Meetings and Closed Sessions. The Secretary of the Commission shall audio record each regular and special meeting. All closed sessions shall also be audio recorded. The recordings shall be retained permanently, and may not be erased or destroyed at any time. Access to audio recordings of regular and special meetings may be disclosed upon request; access to audio records of closed session meetings shall be restricted except as provided by law.

Article 5: Adoption and Interpretation

1. Adoption and Renewal of Rules of Order.

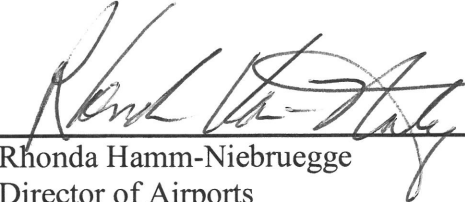
- a. The adoption of the Rules shall be by motion and shall require an affirmative recorded vote of a majority of the Commission.
- b. When adopted, such Rules shall remain in effect until renewed under Article 5, Rule 1.c, unless amended as provided in Article 5, Rule 2, below.
- c. The Commission shall review the Rules for renewal every three years following the date of adoption or subsequent renewal, and consider any necessary or desired changes to the Rules.
 - i. The Chairperson shall provide Commissioners no less than 2 months' advance notice before a planned renewal vote to allow adequate time for Commissioners to propose changes to the rules, for a Pre-Approval Review to take place, and for Commissioners to receive advice on such changes from the City Counselor of the City, or such deputy, associate, or assistant city counselor(s) as maybe authorized to provide such advice. (see Article 4, Rule 6 and Article 5, Rule 2).
 - ii. The renewed adoption of the Rules shall be by motion and shall require an affirmative recorded vote of a majority of the Commission. If the Commission does not renew the Rules within three years of their adoption, the Rules as last adopted will remain in place until such time as a vote for renewal can take place.
 - iii. Any Commissioner absent for a renewal vote shall receive a copy of the renewed Rules as adopted, and shall attest to receiving and understanding their obligations under the same.


2. Amendments to the Rules. These Rules may be amended, restated or replaced ("Amendment to the Rules") at any time between the date of adoption and renewal by a vote of two-thirds of the full Commission. No motion to amend, restate or repeal these Rules shall be effective unless the Commission shall have previously received advice as to such action from the City Counselor of the City (or such deputy, associate, or assistant city counselor(s) as may, from time to time, be authorized to provide such advice) and such advice has been communicated to all Commissioners. Any Commissioner absent for such a vote shall receive notice of any adopted Amendment to

the Rules, and shall attest to receiving and understanding their obligations under the same.

3. Acknowledgement. Each Commissioner serving on the Commission at the time of the adoption or renewal of these Rules, or at the time of the adoption of any such Amendments to the Rules, by rendering their vote for or against adoption of such Rules or Amendments to the Rules acknowledges they have read and understand their obligations under the same.
4. Interpretation of the Rules. The Chairperson is responsible for interpreting the rules in case of a dispute, subject to a motion to override such interpretation(s) by the Commission by two-thirds vote of those members present. The decision of the Chairperson shall be final unless overridden.
5. These Rules are not "Silent." The Rules adopted by this Commission reflect the entirety of all procedures and rules of the Airport Commission of the City of St. Louis. The absence of any procedures, rules, or motions shall not be construed as silence on the matter, and should instead be considered an intentional decision of the Airport Commission. Under no circumstances shall the absence of a rule or procedure within these Rules be interpreted as silence under Ordinance 71994, nor shall any other rules of order, including Robert's Rules of Order, be used by this Commission, unless such rules are adopted by Amendment to the Rules as set forth in Article 5, Rule 2.

THE FOREGOING RULES WERE ADOPTED BY THE AIRPORT COMMISSION AT ITS MEETING ON OCTOBER 1, 2025, PURSUANT TO THE REQUIREMENTS OF ORDINANCE 71994


Rhonda Hamm-Niebruegge
Director of Airports
Airport Commission Chairperson


Date