

BYLAWS
ORANGE COUNTY AIRPORT COMMISSION
CREATED BY ACTION OF BOARD OF SUPERVISORS
AMENDED [INSERT DATE]

ARTICLE I. Name of Organization

- A. The name of this organization shall be the Orange County Airport Commission, hereinafter referred to as "Airport Commission."
- B. The official location and mailing address of the Airport Commission shall be:

Orange County Airport Commission
Eddie Martin Building
3160 Airway Avenue
Costa Mesa, CA 92626

ARTICLE II. Establishment of Orange County Airport Commission

The members of the Airport Commission are appointed by the Orange County ("County") Board of Supervisors ("Board") pursuant to County Ordinance No. 1037, dated January 29, 1958.

ARTICLE III. Purpose and Functions

- A. The purpose of the Airport Commission is to be advisory to the Board.
- B. In accordance with Section 2-1-19 of the Codified Ordinances of the County of Orange, the functions of the Airport Commission are as follows:
 - 1. To recommend to the Board plans for the development, maintenance, and operation of John Wayne Airport and other airports which may be acquired or operated by the County.
 - 2. To advise the Board and make recommendations on any matters pertaining to airports or air transportation.
 - 3. To make such investigations as it may deem necessary in the exercise of the powers enumerated to the Airport Commission. The Airport Director shall give full cooperation in any such investigations.
 - 4. To hold hearings as assigned in accordance with the procedures set forth in Section 2-1-30.14(f) of the Codified Ordinances of the County of Orange.

ARTICLE IV: Appointment and Membership

- A. Membership of the Airport Commission is to be composed as follows:
 - 1. There shall be five (5) voting members that comprise the Airport Commission.

B. Qualifications for Airport Commission Membership

1. The following criteria will be used for all membership appointments:
 - a. The Board shall appoint the members of the Airport Commission, each of whom shall either reside or work in Orange County.
 - b. A supervisor from each Supervisorial district shall nominate one (1) Airport Commissioner.
 - c. A member of the Board may appoint a person from outside of the district that the member represents but may only appoint such a person with the concurrence in writing of the Board member who represents the district in which the proposed appointee resides or works.

C. Length of Airport Commission Membership

1. All regular Airport Commission member appointments shall be for a term concurrent with the term of office of the nominating member of the Board of Supervisors. A member of the Airport Commission whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
3. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.

ARTICLE V. Airport Commission Officers

A. Airport Commission officers shall consist of:

1. One (1) Chairperson and one (1) Vice Chairperson, each of whom shall be selected by and serve at the pleasure of the Airport Commission; one (1) Secretary, who shall be the Airport Director, or the Director's duly authorized representative in the absence of the Airport Director.
2. The Chairperson shall preside at meetings, call special meetings, decide points of order, announce all business, entertain motions, put motions to vote, announce vote results, appoint and may remove committee Chairpersons, represent the Airport Commission at public functions. The Vice Chairperson shall perform the duties of the Chairperson in his or her absence. If the Chair becomes vacant, the Vice Chairperson shall succeed to the Chair for the balance of the term of office. The Secretary shall keep the minutes of the Airport Commission meetings, attend to the necessary correspondence of the Airport Commission, and be the custodian of Airport Commission records.
3. Terms for officers of the Airport Commission shall be for one year.

4. No person, except a member of the Board, may serve as Chair of the Airport Commission for more than three consecutive terms.
5. No person, except a member of the Board, may serve simultaneously as Chair for two or more boards, commissions, or committees.
6. Election of officers shall be held annually during the last Airport Commission meeting of each calendar year by majority vote, a quorum being present.

ARTICLE VI. Duties of Members

- A. Members shall attend meetings of the Airport Commission and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at Airport Commission and committee meetings.
- B. Members shall notify the Chairperson or Secretary of the Airport Commission of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled Airport Commission meeting, indicating good and sufficient reasons for the absence.
- C. In the performance of its responsibilities, the Airport Commission shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- D. Members of the Airport Commission shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- E. Members of the Airport Commission shall comply with County Code of Ethics.
- F. Members of the Airport Commission shall operate strictly within designated purposes of the Airport Commission.

ARTICLE VII. Committees and Subcommittees

- A. There shall be an Executive Committee comprised of:
 1. The Chairperson of the Airport Commission.
 2. The Vice Chairperson of the Airport Commission
 3. Committee Chairs of the Airport Commission

The Executive Committee shall hold meetings at the request of the Chairperson. The Executive Committee shall review the Airport Commission Bylaws and suggest amendments to the Airport Commission in accordance with Article XIII below.

- B. Standing Committees: The Airport Commission may establish standing committees. Terms of appointment to standing committees shall be for one year.
- C. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the Airport Commission's membership to accomplish time-limited tasks that support the goals of the Airport Commission.

Terms of appointment for ad hoc committees shall be for the period of time required to fulfill the ad hoc committee's purpose.

ARTICLE VIII. Meetings and Actions

- A. The Airport Commission shall, at its first meeting of each year, adopt a schedule of regular meetings and transmit that schedule in writing to members, the Board, and the public at large.
- B. All Airport Commission meetings shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended and held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
- C. Special meetings of the Airport Commission may be called either by the Chairperson or at the request of a majority of Airport Commission members. Notice of special meetings shall:
 - 1. Be delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.
 - 2. State the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.
- D. Quorum Requirements
 - 1. Quorum requirements are as follows:
 - a. General Meetings: Quorum shall be no less than 50 percent +1 of the membership.
 - b. Executive Committee: Quorum shall be no less than 50 percent +1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
 - c. Standing Committees: Quorum shall be the members present, but no less than three (3).
- E. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the Airport Commission, except as otherwise provided by these Bylaws.

1. Members choosing to abstain from voting on specific actions will not affect majority requirements. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative. However, in order for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.

For example: If, at a standing committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) vote in the affirmative, two (2) vote in the negative, and one (1) member abstains, the motion passes.

- F. Voting by Proxy: Members of the Board and the County Executive Officer who serve as Airport Commission members may designate a substitute to attend an Airport Commission meeting on their behalf and vote on any action item by the submitting the member’s signed proxy to the Airport Commission Chairperson at the start of the meeting.
- G. Minutes: The Clerk of the Airport Commission shall prepare and publish the minutes for each meeting of the Airport Commission.

ARTICLE IX. Compensation and Reimbursement

- A. Compensation: Each member of the Airport Commission shall be eligible to receive compensation for attendance at an Airport Commission meeting, subject to a maximum reimbursement as specified by Board Resolution. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: Airport Commission members may be reimbursed for actual expenses incurred while performing within the scope of their duties to the extent permitted by applicable County policy. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

ARTICLE X. Removal and Resignation of Members

- A. Removal: The Board may, at any time and without cause, remove any Airport Commission member from office prior to the expiration of his/her term of office by majority vote of the Board.
- B. Resignation: Resignation of Airport Commission members shall be effected by a written letter of resignation submitted to the Chairperson of the Airport Commission and to the Board.
- C. The Chairperson shall notify the Clerk of the Board in writing of any vacancies within 10 days of learning the existence of any such vacancy.

ARTICLE XI. Authority

- A. Parliamentary Authority: The Chairperson shall preside and manage Airport Commission meetings using parliamentary procedure consistent with these bylaws, any special rules of order the Airport Commission may adopt, and any applicable County, state, and federal law.

- B. When circumstances demand that action be taken before the next scheduled Airport Commission meeting the Airport Commission may authorize and grant its full authority to the Executive or any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the Airport Commission being present.
 - 1. Such actions taken on behalf of the Airport Commission by a committee will be presented as an information item at the next regular Airport Commission meeting.
 - 2. Such actions will not require further action by the Airport Commission.
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled Airport Commission meeting, the Executive Committee is authorized to take action on behalf of the Airport Commission.
 - 1. Airport Commission members shall be notified either in writing or electronically within 72 hours of any such Executive Committee action.
 - 2. Such action is subject to review and ratification by the general membership of the Airport Commission at its next meeting.
- D. Standing and Ad Hoc Committees
 - 1. Standing and ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the Airport Commission.
 - 2. No standing or ad hoc committee shall have independent authority to commit the Airport Commission to any policy or action without the prior approval of the general membership of the Airport Commission.

ARTICLE XII. Conflict of Interest

- A. Members of the Airport Commission and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
- B. Members of the Airport Commission shall not vote nor attempt to influence any other Airport Commission member on a matter under consideration by the Airport Commission or any of its committees or subcommittees:
 - 1. Regarding the provision of services by such member or by an entity that such member represents; or
 - 2. That would provide direct financial benefit to such member or the immediate family of such member; or
 - 3. Engage in any other activity constituting a conflict of interest under County, state, or federal law.

- C. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
- D. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the Airport Commission shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the Airport Commission.
- E. Airport Commission members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
- F. Airport Commission members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
- G. Neither the Airport Commission nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, or any other identifier of the Airport Commission.
- H. No assets or assistance provided by County to Airport Commission shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XIII. Adoption and Amendment of Bylaws

- A. Adoption: An affirmative vote of at least 50 percent +1 of those voting, a quorum being present, shall be required to recommend these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.
- B. Amendments:
 - 1. Any member of the Airport Commission or the Executive Committee may propose amendments to these Bylaws.
 - 2. Proposed amendments shall be submitted in writing and made available to each member of the Airport Commission no less than five days prior to consideration before a vote can be taken.
 - 3. An affirmative vote of at least 50 percent +1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments for Board approval. Any amendments to the Bylaws become effective upon approval by the Board.

ARTICLE XIV. Severability

Should any part, term, portion or provision of these Bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or

provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

ARTICLE XV. Staffing Support

Staff support from John Wayne Airport shall be provided to support the Airport Commission in conjunction with the work of the Airport Commission.

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**BY-LAWS
ORANGE COUNTY AIRPORT COMMISSION
AMENDED JANUARY 19, 2000**

ARTICLE I

SECTION 1.

The official title of this Commission shall be the "Orange County Airport Commission".

ARTICLE II

OFFICERS

SECTION 1.

The officers of this Commission shall be:

A Chairman, whose duties shall be to preside at all meetings and to direct and coordinate the activities and functions of the Commission.

A Vice-Chairman, who shall perform the duties of the Chairman in his/her absence.

A Secretary, who shall be the Airport Director, and who shall keep the minutes of the Commission meetings, attend to the necessary correspondence of the Commission, and be the custodian of Commission records. The Commission shall designate an assistant secretary to act in the absence of the Secretary.

SECTION 2.

The Chairman and Vice-Chairman shall be appointed for a term of one year by the Commission at the first regular meeting in January of each year.

SECTION 3.

Vacancies occurring on the Commission shall be filled by appointment by the Board of Supervisors.

ARTICLE III

MEETINGS

SECTION 1.

Regular meetings of the Commission shall be held on the first and third Wednesday of each calendar month at 5 p.m. Any meeting may be adjourned to a definite date by a majority of the members present.

Other meetings or hearings may be held as required, subject to the call of the Chairman.

SECTION 2.

All meetings shall be open to the public.

ARTICLE IV

ATTENDANCE

SECTION 1.

Regular attendance at meetings of the Commission is required of all members of the Commission properly to discharge its duties. A member shall not be absent from three consecutive regular meetings, without securing the consent of the Chairman. The Chairman shall make recommendations to the Board of Supervisors regarding attendance, as may be appropriate. The Secretary shall provide a Commission attendance report to the Board of Supervisors, on a quarterly basis.

ARTICLE V

QUORUM

SECTION 1.

A majority of all members of the Commission shall constitute a quorum. A majority vote of a quorum shall decide all questions coming before it for decision.

ARTICLE VI

ORDER OF BUSINESS

SECTION 1.

The order of business for all meetings shall be:

Call to order by the Chairman.

Consideration of matters on the agenda.

Any other business, pertaining to airports or air transportation, which may come before the Commission.

SECTION 2.

Any party desiring to place an item on the agenda must submit his/her request, together with related materials, to the Airport Director no later than noon on the Wednesday preceding the next regularly scheduled meeting. Exceptions will be allowed only when approved by the Chairman.

ARTICLE VII

COMMITTEES

SECTION 1.

The Commission may appoint such committees as it desires. Appointments may be made by the Chairman directly or upon motion of any member duly carried.

SECTION 2.

The Chairman shall require submission of any committee reports which may be outstanding during his/her tenure of office prior to the annual election.

ARTICLE VIII

SIGNATURES ON OFFICIAL PAPERS

All official papers involving the authority of the Commission shall be attested by signature of the Secretary.

ARTICLE IX

CHANGES IN THE BY-LAWS

A majority vote of all members shall be required to amend these By-Laws.

Proposed amendments shall be submitted in written form to the Commission at any regular meeting. The Secretary shall mail a copy of the proposed amendment to each Commissioner within five days after the meeting at which it is submitted. The proposed amendment may be acted upon the second regular meeting following the date of its submission.

**Amended by the Orange County Airport
Commission on January 19, 2000**

Alan L. Murphy, Secretary