

BYLAWS
ORANGE COUNTY AIRPORT COMMISSION
CREATED BY ACTION OF BOARD OF SUPERVISORS
AMENDED JULY 26, 2022

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 Orange County ("County") Board of Supervisors ("Board") established the Airport Commission according 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 ("County Ordinances"), 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 adjudicate and decide all Appeals for Notice of Noise Violation in accordance with Section 2-1-30.14 of the County Ordinances.
- C. Each member of the Airport Commission shall provide a briefing on a basis determined by the appointing Supervisor on the Board.

ARTICLE IV: Appointment and Membership

- A. Pursuant to Section 2-1-14 of the County Ordinances, membership of the Airport Commission shall be five (5) voting members that comprise the Airport Commission.

- B. Qualifications for Airport Commission Membership
 - 1. Pursuant to Section 2-1-15 of the County Ordinances, 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. Pursuant to Section 2-1-17 of the County Ordinances, 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, and 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 first 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.
- 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. The Secretary shall provide a quarterly attendance report of the Airport Commission to the Board of Supervisors.
- 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

- A. There shall be a standing Airport Noise Violation Committee to adjudicate and decide all Appeals of Notice of Noise Violations in accordance with County Ordinance No. 04-016, Section 2-1-30.14.
 1. Pursuant to Section 2-1-20, membership of the Airport Noise Violation Committee shall be composed of three (3) members of the Airport Commission, selected at random (by means of a

lottery) on an annual basis. The Airport Noise Violation Committee shall fill vacancies by means of a lottery.

- a. During the first Airport Commission meeting of the year, the Chairperson of the Airport Commission shall select members of the Airport Noise Violation Committee by drawing three (3) of five (5) cards (numbered 1 through 5) from a box. The numbers drawn shall represent the selected Airport Noise Violation Committee member of their appointed district.
 - b. Following the selection of the Airport Noise Violation Committee members, the Airport Commission shall then select an interim Airport Noise Violation Committee Chairperson from the selected Committee members.
 - c. Pursuant to Section 2-1-22, during its first meeting, the Airport Noise Violation Committee shall appoint one (1) of its members as Chairperson whom shall serve at the pleasure of the Airport Noise Violation Committee. The Chairperson shall preside at all meetings of the Airport Noise Violation Committee and shall direct and coordinate the activities and functions of the committee.
- B. 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 regularly meet on the first and third Wednesday of each month at 5 pm. The location of regular meetings shall be the Airport Commission Room located at the Eddie Martin Building, 3160 Airway Avenue, Costa Mesa, California 92626.
- 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 shall be no less than 50 percent +1 of the Airport Commission membership.

- 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.
- 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 (Airport Agenda Staff Report Manager) 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.

ARTICLE XII. Conflict of Interest

- A. Members of the Airport Commission 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 may propose amendments to these Bylaws.
2. Proposed amendments shall be submitted in writing to the Airport Commission at any regular meeting. The Secretary or Clerk shall submit a copy of the proposed amendment to each member of the Airport Commission within five (5) days after the meeting at which it is submitted. The proposed amendment may be voted upon the second regular meeting following the date of its submission.
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.