BYLAWS
JOHN WAYNE AIRPORT ARTS 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 John Wayne Airport Arts Commission, hereinafter referred to as "Airport Arts Commission."

B. The official location and mailing address of the Airport Arts Commission shall be:

John Wayne Airport Arts Commission
Eddie Martin Building
3160 Airway Avenue
Costa Mesa, CA 92626

ARTICLE II. Establishment of John Wayne Airport Arts Commission

The members of the Airport Arts Commission are appointed by the Orange County ("County") Board of Supervisors ("Board") pursuant to Board Resolution No. 90-96, dated January 16, 1990.

ARTICLE III. Purpose and Functions

The purpose and function of the Airport Arts Commission is to advise and make recommendations to the Airport Director and Board regarding the development, finance, and administration of the Airport Arts Program.

ARTICLE IV: Appointment and Membership

A. Membership of the Airport Arts Commission is to be composed as follows:

1. There shall be five (5) voting members that comprise the Airport Arts Commission.

B. Qualifications for Airport Arts Commission Membership

1. The following criteria will be used for all membership appointments:

    a. A Supervisor from each Supervisorial district shall nominate one (1) Airport Arts Commissioner.

    b. Residency and Voting Requirements: Except where the Board finds it is in the best interest of the County to waive voter and residency requirements, all members of the Airport Arts Commission shall be:

        i. registered voters in the County; and,

ii. reside in the district of the nominating member of the Board of Supervisors, unless the Supervisor representing the district where the nominee resides provides written consent for the nomination.

C. Length of Airport Arts Commission Membership

1. All regular Airport Arts 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 Arts 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 Arts Commission Officers

A. Airport Arts Commission officers shall consist of:

1. One (1) Chairperson and one (1) Vice Chairperson, each of whom shall be selected by members of the Airport Arts Commission.

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 Arts 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.

3. Terms for officers of the Airport Arts Commission shall be for one year.

4. No person, except a member of the Board, may serve as Chair of the Airport Arts 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 Arts 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 Arts Commission and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at the Airport Arts Commission and committee meetings.

B. Members shall notify the Chairperson and Clerk of the Airport Arts Commission of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled Airport Arts Commission meeting, indicating good and sufficient reasons for the absence.

C. In the performance of its responsibilities, the Airport Arts 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 Arts Commission shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.

E. Members of the Airport Arts Commission shall comply with County Code of Ethics.

F. Members of the Airport Arts Commission shall operate strictly within designated purposes of the Airport Arts Commission.

ARTICLE VII. Committees

A. There shall be an Executive Committee comprised of:

1. The Chairperson of the Airport Arts Commission.

2. The Vice Chairperson of the Airport Arts Commission.

3. Committee Chairs of the Airport Arts Commission.

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

B. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the Airport Arts Commission's membership to accomplish time-limited tasks that support the goals of the Airport Arts 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 Arts 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 Arts 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 Arts Commission may be called either by the Chairperson or at the request of a majority of Airport Arts 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 Arts 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 Arts Commission members may designate a substitute to attend an Airport Arts Commission meeting on their behalf and vote on any action item by the submitting the member's signed proxy to the Airport Arts Commission Chairperson at the start of the meeting.

G. Minutes: The Clerk of the Airport Arts Commission shall prepare and publish the minutes for each meeting of the Airport Arts Commission.

ARTICLE IX. Removal and Resignation of Members

A. Removal: The Board may, at any time and without cause, remove any Airport Arts 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 Arts Commission members shall be effected by a written letter of resignation submitted to the Chairperson of the Airport Arts 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 X. Authority

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

B. When circumstances demand that action be taken before the next scheduled Airport Arts Commission meeting the Airport Arts Commission may authorize and grant its full authority to the Executive committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the Airport Arts Commission being present.

    1. Such actions taken on behalf of the Airport Arts Commission by a committee will be presented as an information item at the next regular Airport Arts Commission meeting.

    2. Such actions will not require further action by the Airport Arts Commission.

C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled Airport Arts Commission meeting, the Executive Committee is authorized to take action on behalf of the Airport Arts Commission.

    1. Airport Arts 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 Arts Commission at its next meeting.

ARTICLE XI. Conflict of Interest

A. Members of the Airport Arts 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 Arts Commission shall not vote nor attempt to influence any other Airport Arts Commission member on a matter under consideration by the Airport Arts 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.

4. 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.

5. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the Airport Arts 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 Arts Commission.

6. Airport Arts Commission members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.

7. Airport Arts Commission members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).

8. Airport Arts 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 Arts Commission.

9. No assets or assistance provided by County to the Airport Arts Commission shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XII. 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 Arts 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 Arts 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 XIII. 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 XIV. Staffing Support

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