

# BYLAWS OF THE ASSOCIATION OF CALIFORNIA AIRPORTS

## ARTICLE I – NAME

This organization shall be known as the **Association of California Airports**. The organization is a nonprofit corporation formed under the laws of the State of California. The organization may be referred to as **ACA**. Within these bylaws, the organization will be referred to as the **Corporation**.

The organization was originally formed in 1999 as an association. The organization was incorporated by the State of California in 2008.

## ARTICLE II – PURPOSE

The Corporation represents both publicly and privately owned airports, and all others working to foster, promote and assist the development of air transportation in the State of California through the dissemination of aeronautical information, the consideration and solution of various airport and aviation problems, and the fostering of public recognition of airports and the airport management profession. In furtherance thereof, the Corporation shall:

- Operate in accordance with the highest standards in all relationships and partnerships with federal, state, local, and other regulatory agencies governing the operation, maintenance, and activities of the national air transportation industry.
- Support and promote programs that increase aviation awareness and safeguard the national air transportation system.
- Position the Corporation as a leader and voice of the aviation industry.
- Represent all airports, including hub, reliever, and general aviation airports.

## ARTICLE III – MEMBERSHIP

**Section 1.** Classifications. There shall be five (5) categories of membership in ACA and all shall subscribe to the purpose of the Corporation:

- a) General Member: A General Member is an individual member exercising active responsibility for the management, general supervision or administration of a California Airport, and who are engaged in such activity as part of their employment or ownership. A General Member may retain this designation through the end of the year for which he or she has paid dues even though he or she discontinued working at the job that qualified them for the General Membership status.
- b) Associate Member: A person that is interested in and subscribes to the purpose of the Corporation. The Associate Director will represent the Associate members at the Board of Directors' meeting.
- c) Corporate Member: A Corporate Member shall be open to individuals employed by both for profit and non-profit corporations that are engaged in activities relating to the use and promotion of airports, aviation or products that are used in airport and aviation activities. Each Corporate Member shall register, in writing with the Corporation to include the representative's title, address, and the position of the representative. No official action, relative to the Corporation, by the Corporate Member will be permitted until such registration has been accomplished. The Corporate Directors will represent the corporate membership at Board of Directors' meetings.
- d) Student Member: A Student Member shall be open to any individuals who are engaged in the study of airport development, administration, management, or operation or in any related field of aviation, or a full-time student as defined by the institution in which they are enrolled.
- e) Honorary Member: An Honorary Member shall be conferred by action of the membership of the Corporation at large, to those individuals specifically recognized for their outstanding dedication and achievement in the field of airport development, management, operations or any related field of aviation. The Board of Directors must approve nominations prior to action by the membership.

Criteria for selection shall include:

- a. Having maintained General, Corporate or Associate membership in the Corporation for three (3) consecutive years immediately prior to retirement; or,
  - b. Significant contribution to airports through actions involving legislation, public policy, government affairs, or airport protection.
- f) General Member Emeritus: A former General Member who has served the corporation and the aviation industry with distinction and who has retired from active airport management. The Board of Directors must approve the membership designation for members recommended for this category.

**Section 2.** Membership Applications. Application for membership in the Corporation shall be made on an application form approved by the Board of Directors. Applications shall be subject to approval, and class of membership assigned, by action of the Board of Directors, upon recommendation of the Membership Committee.

**Section 3.** Membership Lists. The Secretary shall maintain a list of all members by category

and the list shall be reviewed and revised as necessary by the Board of Directors. No charge shall be made for registration of an individual or firm on such list, other than annual dues. Membership lists will **not** be made available to any agency outside of the Corporation.

## **ARTICLE IV – DUES**

**Section 1.** Annual dues shall be paid by each member of the Corporation except those members designated as Honorary Members.

**Section 2.** Annual dues shall be due and payable as of July 1 of each year for the ensuing twelve (12) months. Unpaid dues will be delinquent as of October 1 of each year.

**Section 3.** All dues shall be established by the Board of Directors

## **ARTICLE V – OFFICERS, BOARD OF DIRECTORS, DUTIES**

**Section 1.** Officers. Members of the Board of Directors shall hold the Offices of President, Vice President, Secretary, and Treasurer. The Board of Directors shall be comprised of thirteen (13) Members as specified in Article VI, Section 2. The Secretary and Treasurer positions may be combined into one office at the discretion of the Board.

**Section 2.** President. The President shall be Chief Executive Officer of the Corporation. He/she shall preside over all meetings of the Corporation. The President shall designate the members of Corporation who will serve on special committees, which may be formed from time to time, and shall monitor the workings of these various committees. He/she shall call for special meetings of the Corporation as necessary to ensure a smooth flow of business. The President shall undertake to perform such other tasks, which in his/her opinion are necessary for the proper conduct of the Corporation's business. The President shall be the Primary Corporate representative to the California Transportation Commission's Technical Advisory Committee on Aeronautics, and shall, whenever possible, attend all meetings of said Committee. Should the President be unable to attend a called meeting of the California Transportation Commission's Technical Advisory Committee on Aeronautics, the Vice President shall be asked to represent the Corporation at said meeting. Should the Vice President be unable to attend said Committee meeting, the geographically closest Member of the Corporate Board of Directors shall be asked to attend and represent the concerns, views, and position(s) of the Corporation on any matter for which the Corporation has an interest.

**Section 3.** Vice President. The Vice President shall assume the duties of the President in his/her absence or inability to perform. The Vice President shall perform such other tasks as may be assigned or delegated to him/her by the President.

**Section 4.** Secretary. The Secretary shall attend and keep minutes of the proceedings of all meetings and shall keep a permanent record of the minutes. The Secretary shall keep an accurate, up-to-date roster of the membership of the Corporation. He/she shall be responsible for the dissemination of the newsletter containing timely information and articles of interest for the

members.

**Section 5.** Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors or the Executive Committee. Additionally, the Treasurer shall make a yearly dues adequacy assessment and report same to the Board.

**Section 6.** Immediate Past President. The Immediate Past President shall serve on the Board of Directors to provide assistance to the newly elected President. The Immediate Past President serves as chairman of the Nominating Committee.

**Section 7.** Board of Directors. The governing board of this Corporation shall be the Board of Directors and they shall be elected by the members. The Board of Directors shall have supervision and control and be responsible for the direction of the affairs of the Corporation, its committees, and publications; shall determine its policies or changes therein; shall actively execute its objectives and supervise the collection and disbursement of funds. The Board of Directors may adopt rules and regulations for the conduct of its business as deemed advisable and in execution of the powers granted, may delegate its authority and responsibility to the Executive Committee.

a. Vacancies. The President may fill a vacancy that occurs on the Board of Directors, subject to ratification by the remaining Board members, but the Board Member so appointed will complete only the unexpired term of the vacated office. He/she may then be a candidate for a new full term of office.

b. Attendance. Members of the Board of Directors are expected to attend Board meetings to assure the smooth and orderly flow of the Corporation's business. Unexcused absences from three (3) consecutive regular meetings of the Board may be construed by the Board as a resignation from the Board.

c. Removal and Resignations. The Directors may be removed for any reason upon a majority vote of all Directors then in office, or by a majority vote of active members. The Board will vote to accept or reject resignations.

## **ARTICLE VI – OFFICERS QUALIFICATIONS, TERMS OF OFFICE, NOMINATIONS, AND ELECTIONS**

**Section 1.** Qualifications for Office.

a. To serve as a Board Director, individuals shall be gainfully employed in the aviation industry at the time of election in a management position. Should a Director become unemployed during their term, they may fulfill their term unless their membership classification should change. Only General members or General Member Emeritus of the Corporation shall hold the elective offices of President, Vice President, Secretary, and Treasurer.

b. The President and Vice President of the Corporation shall have been elected into the Presidential positions and shall move upward through the Presidential positions annually.

c. The Past President shall have served as President of the Corporation immediately prior to his/her assumption of this office.

d. Directors shall represent the Corporation's geographical region in which they are currently employed (see Section 3 – Nominations). Exceptions to this requirement are the office of Associate and Corporate Directors.

**Section 2.** The terms of office for the various Officers shall be as follows:

a. President – ~~One year.~~ **Two years.** In the event that the President is unable to serve a full term, the Vice President will assume the position of President for the remainder of the term. If the office is assumed with less than ~~six (6)~~ **twelve (12)** months remaining in the term, the assuming President shall serve the balance of that term and a subsequent full term. If the office of President is assumed with more than ~~six (6)~~ **twelve (12)** months remaining of the applicable term of office, the assuming President shall serve the remaining months of the term and then assume the office of Past President for a full term.

b. Vice President – ~~One year.~~ **Two years.** The Vice President will move upward through the Presidential position.

c. Past President – ~~One year.~~ **Two years.** In the event the Immediate Past President is unable or unwilling to serve, his/her position shall be filled by the previous Past President. If this individual also is not available to serve, the Board of Directors may appoint an additional Director to serve as Past President for the full term.

d. Secretary & Treasurer – ~~One year.~~ **Two years.**

e. Director – Two years as follows: One (1) General Member elected from each of the nine (9) Airport Manager's Working Group Regions, more specifically recognized and referred to as:

- District 1: Northeast Region
- District 2: Inland Empire Region
- District 3: Eastern Sierra Region
- District 4: Central Valley Region
- District 5: Northwest Region
- District 6: San Francisco Bay Area Region
- District 7: Los Angeles Region
- District 8: Central Coast Region
- District 9: San Diego Region

Any Director who changes their respective place of employment, putting them outside of their District of representation (except for the Associate and Corporate Directors) shall remain in office until the completion of their current term. If a Director is unable to complete his/her term for any reason, the Board shall appoint an interim Director to fill the vacancy. The Director shall be

appointed from the eligible members within the same District as the departing Director and shall serve only until the next general membership meeting at which time an election shall be held to fill the office for either a full or partial term, as appropriate.

f. Corporate Director – Two years. Three (3) Corporate Directors shall be elected from, and by, the Corporate Members. One Corporate Director shall represent a nonprofit corporation. In the event an elected Corporate Director cannot serve his/her full term, an interim Corporate Director shall be appointed by the President and confirmed by a majority vote of the Board of Directors.

g. Associate Director – Two years. One (1) Associate Director shall be elected from, and by, the Associate Members.

h. Officers and Directors may serve more than one term if elected in accordance with the Bylaws.

**Section 3. Nominations.**

a. The Board of Directors shall be voted on by the General Membership during the first quarter of the fiscal year annual membership meeting. Nominations shall be developed by the Nominating Committee and presented to the Board of Directors. Each individual nominated by the Nominating Committee shall be confirmed by a majority vote of the Board of Directors. Individuals that have been confirmed by the Board shall be presented to the general membership at the annual conference for election.

(1) The names of nominees for Directors shall be published and made accessible to the General Membership at least two weeks in advance of the meeting at which the elections to be held and the ballots counted.

(2) The names of nominees for Corporate Directors shall be published and made available to the Corporate Membership at least two weeks in advance of the meeting at which the elections to be held and the ballots counted.

b. Director nominees shall be qualified members from the respective Districts for which the election applies. Directors will be elected on an even/odd cycle with nominations as follows:

Even year elections: Districts 2, 4, 6, 8, two Corporate Directors

Odd year elections: Districts 1, 3, 5, 7, 9, one Nonprofit Corporate Director and one Associate Director

c. All reasonable efforts will be made in selecting candidates for the Board of Directors to provide that the elected Board will offer a broad range of representation based on geography as well as size and type of airports. Nominations will be accepted from the floor.

**Section 4.** Election of the Board of Directors will be held by secret written ballot during the annual conference.

a. Each ballot shall be printed with the names of the nominees for the various Districts with space provided for additional nominations from the floor.

b. A majority of the votes cast shall be required to win an election. In the event that three or more candidates receive votes for a single District and no candidate receives a majority of the votes cast, the two receiving the highest number of votes will compete immediately in a runoff election which shall be decided solely on the basis of the votes cast by eligible voting members present at the time of the runoff election. In the event no candidate receives a majority of the votes in a runoff election, a second runoff election will be held. If no winner emerges from the second runoff election, a coin flip will determine the winner. Absentee ballots will only be counted in the initial election.

c. Mailed ballot elections shall be ordered by the Board of Directors when deemed necessary. When so ordered, the Secretary shall mail a ballot to each eligible voting member with a specific date by which the mailed-in ballots must be received. Ballots received after the indicated date will not be counted. Ballots shall be opened and counted by the Nominating Committee Chairman and one other Director appointed by the President. A valid elections shall result if twenty-five (25) or more votes are received.

d. Board members elected at the annual conference shall be introduced by the President at a designated time during the annual conference. This recognition will constitute the installation of the newly-elected Board of Directors for their respective terms of office.

e. The newly-elected Board of Directors shall vote on the offices of Vice President, Secretary, and Treasurer after the general elections are completed. The newly-elected Officers shall be introduced by the President at a designated time during the annual conference.

**Section 5.** Compensation. The Corporation shall not compensate their Members, Directors, or Officers for their services as such.

**Section 6.** Liabilities and Obligations to Corporation. Any person who serves as an Officer of the Corporation, and the property of said Officer, shall be forever immune from civil liability and from corporate debts, obligations, or liabilities of any kind or nature, incurred by the Corporation for any purpose, to the greatest extent allowed by law, and shall not be subject to suit directly or by way of contribution therefor. Any person who serves as an Officer shall have no liability to the Corporation, or its members, for monetary damages for breach of fiduciary duty to the greatest extent legally allowed pursuant to the laws of the State of California; provided however, said officers shall remain liable to the Corporation, and its members for the following:

a. Any breach of the person's duty of loyalty to the Corporation or its members.

b. Acts or omissions which are not in good faith, or which involve intentional misconduct, or a knowing violation of the law.

- c. Any transaction from which the officer derived an improper personal benefit.

## **ARTICLE VII – MEETINGS, NOTICE, AGENDA, VOTING, QUORUM AND MINUTES**

**Section 1.** Meeting Notices. Meetings of the Board of Directors may be held at such place as a majority of the Directors may from time to time designate or as may be designated in the notice calling the meeting. Meetings will be held at regular intervals as determined by the Board of Directors. One (1) statewide meetings shall be held each year during the first quarter of the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director no less than seven (7) days in advance. Special meetings of the Board of Directors or the membership may be called by the President, provided a written notice is provided at least seven (7) calendar days prior to the meeting, including an agenda of items on which action is proposed to be taken. Emergency meetings may be called by the President with diligent efforts to reach every Board member with 24-hour notice.

**Section 2.** Quorum.

a. Regular meetings of the Board shall be scheduled in connection with the annual meeting of the general membership and at least two additional times each year, as called by the President. A quorum, consisting of five (5) of the elected Board members, must be present. Action may be taken by a simple majority of the quorum.

b. Twenty-five percent (25%) of the General Membership of the Corporation shall constitute a quorum for the transaction of business at a general or special meeting, and a majority affirmative vote of the Members represented shall be required to take action on any item of business before the meeting.

**Section 3.** Annual Meeting. The annual meeting of the General Membership will be held during the annual conference each year for the purpose of conducting elections of Board Directors and other business that may need to be addressed by the Membership.

**Section 4.** Members in each category of membership shall have one vote.

**Section 5.** Minutes shall be taken of all reports and actions taken at a meeting of the General Membership and the Board of Directors of the Corporation. A copy of the minutes of every legally constituted meeting of the Corporation shall be posted and made accessible to the Members.

## **ARTICLE VIII - COMMITTEES**

**Section 1.** Executive Committee. The members of this committee shall be the Officers of the Corporation. The Executive Committee will be charged with managing the operations of the Corporation and to speak on behalf of the Corporation in times of critical issues. Actions of the

Executive Committee shall be reported to the Board electronically, by mail, or at the next Board meeting.

**Section 2.** Standing Committees. Unless otherwise stated in this section, the standing committees will be chaired by active members of the Corporation, as appointed by the President, annually. The committee chairpersons will choose their committee members from the members at large.

a) Nominating Committee. The Nominating Committee is chaired by the Immediate Past President and is responsible for nomination of Vice President, Secretary, Treasurer and Members of the Board as specified in Article VI, Section 3, Nominations.

b) Membership Committee. The Membership Committee is responsible for recruiting, screening and categorizing of new members.

c) Legislative Committee. The Legislative Committee is responsible for providing the Corporation with details of pending state and federal legislation. In addition, the Chairman shall make recommendations for action to the Board of Directors concerning any particular item of legislation on which the Corporation should adopt a position.

d) Corporate Committee. The Corporate Committee is chaired by a Corporate Board Member and is responsible for addressing the goals, needs, and concerns of the corporate membership. The Committee may be comprised of both for profit and non-profit Corporate members.

e) Budget Committee. The Budget Committee is responsible for preparing an annual budget based on projected income and expenditures and periodically monitors income and expenditures.

**Section 3.** Special Committees. The President, with the approval of the Board of Directors, shall establish such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board of Directors upon its establishment. The President shall have the authority to appoint the committee chairperson. The committee chairperson shall determine the number of and select the members to serve on the committee and furnish a list of the members selected to the President, who shall notify the members concerned of their appointment. The committee members can be drawn from the general membership. The following special committees have been established:

a) Conference Committee. The Conference Committee is responsible for coordinating the annual conference. The Chairman shall make recommendations to the Board for the conference sessions and will set the conference agenda.

**Section 4.** Presidential Appointments. Except as required otherwise by provisions in these Bylaws, all representatives of the Corporation, either internally (i.e. Committee Chairman assignments) or externally, shall be appointed by the current presiding President. All such appointments shall automatically expire upon the appointing President's term expiration, resignation, or their incapacity to serve. The President shall appoint an ad-hoc Finance Committee.

## **ARTICLE IX – FISCAL YEAR, BUDGET, AND DISBURSEMENTS**

**Section 1.** Budget. With recommendations of the Budget Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the Corporation. All disbursements shall be in conformity with the approved budget. Upon request of the President, the Budget Committee may adjust the budget during a fiscal year to meet changed conditions and needs; provided, however, that any change resulting in an increase in the budget must be approved by the Board of Directors. The proposed annual budget, revised as appropriate, shall be distributed to the general membership at the annual second quarter meeting.

**Section 2.** Fiscal Year. The fiscal year for the Corporation shall start July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> of the following year.

**Section 3.** Checks and Notes. All checks, drafts, trade acceptances, and promissory notes of the Corporation shall be signed by such officers as the Board of Directors may designate.

**Section 4.** Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board or Executive Committee may from time to time designate. For the purpose of such deposit, any officer, to whom such power has been delegated by the Board, may endorse, assign, and deliver checks, drafts, and other orders for the payment of money to the Corporation.

**Section 5.** Acceptance of Gifts, Donations, Etc. No gift, donation, bequest, or subscription to the Corporation shall be deemed to have been accepted until acted upon affirmatively by the Board of Directors.

**Section 6.** Books and Records. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors. At the principal office of the Corporation, a record shall be kept of the names and addresses of the Board and of any committee members. All books and records of the Corporation may be inspected by any Director or the Director's agent at a reasonable time and in a reasonable manner.

## **ARTICLE IX – USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written may be transmitted or received by electronic mail or other electronic means.

## **ARTICLE IX - DISSOLUTION**

**Section 1.** Procedure. The Corporation shall use its funds only to accomplish the objectives and purposes of these Bylaws and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors and approved for tax purposes by legal counsel to the Corporation.

## **ARTICLE X – CONFLICT OF INTEREST**

**Section 1.** No member of the Board of Directors of the Corporation or Chairperson of a Committee shall make, participate in making, or in any way use their official position to influence a Corporate decision in which he/she knows or has reason to know he/she has a financial interest. Further, membership on the Board of Director or Chairperson of a Corporate Committee shall avoid by act or omission any appearance of conflict of interest, or any action prohibited under California State Statute 1090.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

## **ARTICLE XII - POLICY DECISIONS**

The Board of Directors or the General Membership may adopt Policy decisions. Such decisions may expand, interpret, and/or implement the intent and provisions of the Constitution and by-laws. Such Policy decisions shall be numbered sequentially according to the date of adoption (i.e. Policy #2000-1) and shall be filed with the official minutes of the meeting of the Association and/or the Board of Directors.

## **ARTICLE XIII – AMENDMENTS**

**Section 1.** Bylaw Amendments. These Bylaws may be altered, amended, or repealed at any regular or special meeting of the Board of Directors by the vote of a majority of the Directors present, provided notice of the proposed change shall have been mailed to each General Member not less than seven (7) days prior to such meeting.

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I certify that I am the elected and acting Secretary of the Association of California Airports, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising Eleven (11) pages, constitute the Bylaws of said corporation as adopted at a meeting of the Board of Directors held on August 19, 2015.

IN WITNESS WHEREOF, I have signed my name to this certificate on 8/19/2015.

Mary A. Hansen, Secretary/Treasurer

\*amended on 9/30/2017, Article III, Section 1, and Article VI, Section 1a.