

**ASSOCIATION OF CALIFORNIA AIRPORTS
CONSTITUTION AND BYLAWS**

CONSTITUTION

ARTICLE I	Name
ARTICLE II	Purpose
ARTICLE III	Membership
ARTICLE IV	Officers
ARTICLE V	Meetings
ARTICLE VI	Finances

BYLAWS

ARTICLE I	Duties of Officers
ARTICLE II	Qualifications, Elections and Terms of Officers
ARTICLE III	Membership
ARTICLE IV	Committees
ARTICLE V	Fiscal Year, Budget and Disbursements
ARTICLE VI	Amendments
ARTICLE VII	Parliamentary Authority
ARTICLE VIII	Policy Decision

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ASSOCIATION OF CALIFORNIA AIRPORTS

CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the "Association of California Airports and may be referred to as "ACA".

ARTICLE II - PURPOSE

The Association of California Airports has been formed and is perpetuated to band together all persons representing 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.

ARTICLE III - MEMBERSHIP

Membership in the Association of California Airports shall be open to all persons or business entities that may be eligible for any category of membership enumerated in ARTICLE III of the BY-LAWS of this organization.

ARTICLE IV - OFFICERS

The officers of the Association of California Airports may be derived from the Board of Directors. The Board of Directors shall be comprised of thirteen (13) Board Members as follows:

1. One General Member elected from each of the nine (9) Airport Manager's Working Group regions, more specifically recognized and referred to as:
 - A. Northern California Airport Managers
 - B. North Central California Airport Managers
 - C. Eastern Sierra/High Desert Airport Managers
 - D. Central Valley Airport Managers
 - E. Bay Area Airport Managers
 - F. Tri-County Airport Managers
 - G. Inland Empire Airport Managers
 - H. Los Angeles Area Airport Managers
 - I. San Diego Airport Managers

One Associate Member elected from, and by, the Associate membership; as well as three Corporate Members elected from, and by, the Corporate membership. The General members shall nominate and vote on the positions of the President, Vice-President, Secretary and Treasurer from the General membership category.

ARTICLE V – MEETINGS

SECTION 1: Two statewide meetings shall be held each year; one each in the second and fourth quarters of the fiscal year.

SECTION 2: The President may call Special meetings of ACA or the Board of Directors.

SECTION 3: Twenty-five percent (25%) of the General membership of ACA 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. A two-thirds (2/3) vote of the entire membership will be required to change the Constitution or By-Laws.

SECTION 4: All special or regular meetings of ACA will be open to all members in good standing. The President may call for an executive session during regular or special meetings. In this case, the session shall be open only to General members and the Board of Directors.

SECTION 5: No regular or special meeting of the membership shall be valid unless a written notice is provided at least 7 calendar days prior to the meeting, including an agenda of items on which action is proposed to be taken, to the entire membership of the Association.

ARTICLE VI - FINANCE

An annual Financial Program shall be adopted by a majority vote of the General membership at the meeting in the fourth quarter of that fiscal year, and shall become effective July 1, of that year. Total expenditures shall not exceed the amounts contained in the Financial Program in any fiscal year. However, amendments to the Financial Program may be made by a simple majority vote of the General membership.

ASSOCIATION OF CALIFORNIA AIRPORTS

BY-LAWS

ARTICLE I - DUTIES OF OFFICERS

SECTION 1: The President shall be Chief Executive Officer of the Association of California Airports (ACA). He/she shall preside over all meetings of the Association. He/she shall designate the members of ACA 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 ACA as necessary to ensure a smooth flow of business. He/she shall undertake to perform such other tasks, which in his/her opinion are necessary for the proper conduct of the Association's business.

SECTION 2: The Vice President shall assume the duties of the President in his/her absence or inability to perform. He/she shall perform such other tasks as may be assigned or delegated to him/her by the President.

SECTION 3: The Secretary shall attend and keep minutes of the proceedings of all ACA meetings and shall keep a permanent record of the minutes. He/she shall keep an accurate, up-to-date roster of the membership of ACA. He/she shall be responsible for the dissemination of the newsletter containing timely information and articles of interest for the members of ACA.

SECTION 4: The Treasurer shall submit statements to persons owing money to ACA. He/she shall deposit all funds received by him/her in the accounts of ACA in a recognized banking institution, and he/she shall pay out of the funds all lawful obligations of ACA, as approved by the President and/or Board of Directors. Authorized signatures for withdrawing funds from the accounts of ACA shall be those of the President, Vice-President, Secretary and/or Treasurer. Two signatures will be required for all association disbursements. He/she shall, at each regular meeting of ACA, make a complete report on the financial standing of the Association and of all receipts and disbursements since the prior report. The Finance Committee shall audit his/her books at least once each year and a written report, signed by the Chairman of the Committee, shall be made to the Association. The Treasurer shall submit all necessary tax reports and other reports as may be required of the Association by the State or Federal Government. The Treasurer, at his/her discretion and within the allowances of the Financial Program may hire professional secretarial help to accomplish the tasks assigned to him/her.

SECTION 5: The Board of Directors shall be comprised of thirteen (13) members as described in ARTICLE IV of the CONSTITUTION of this organization. Members of the Board shall hold the offices of the President, Vice-President, Secretary, Treasurer, and Immediate Past-President. The Board of Directors shall establish policy for the Association. The Board shall monitor the activities of the President and advise him/her in the performance of his/her duties. The Board of Directors is empowered to make any decision and to take any action on behalf of ACA, which appears too urgent to await a meeting of the general membership. The Board shall act as the contracting authority for

those matters concerning the operation, development and growth of the Association and the well being of the membership. A full report of the Board of Directors' activities shall be made at each general membership meeting at which time the Board's activities shall be subject to acceptance and ratification or reversal by a majority vote of the General membership present, subject to the required quorum. The Board of Directors shall rule on such other matters as may properly be placed before them in accordance with other provisions of these by-laws.

Regular meetings of the Board shall be scheduled in connection with the regular conferences of the general membership and at least two additional times each year, as called by the President. In order to have an official meeting, a quorum, consisting of five of the elected Board members, must be present. Action may be taken by a simple majority of the quorum.

ARTICLE II - QUALIFICATIONS, ELECTIONS

AND

TERMS OF OFFICERS

SECTION 1: Only General members of the Association of California Airports shall hold the elective offices of President, Vice-President, Secretary, and Treasurer, which shall be elected from the nine (9) Board Directors derived from the General membership of ACA. The Associate Director shall be elected from, and by the Associate membership category. The three (3) Corporate Directors shall be elected from, and by the Corporate membership category. At least one of the Corporate Directors shall be selected from a non-profit corporation.

SECTION 2: Officers shall be elected at the second quarter meeting: President - one (1) year; Vice-President - one year; Secretary - two (2) years; Treasurer - two (2) years; Board members (including Associate and Corporate Directors) - two (2) years, staggered terms. Officers and Directors may serve more than one term if elected in accordance with the bylaws. To serve as an Officer, individuals shall be gainfully employed in the aviation industry at the time of election. Should an officer become unemployed during their term, they may fulfill their term unless their membership classification should change.

SECTION 3: A nominating committee shall be named at each fourth quarter meeting. The committee shall consist of four (4) members: the Chairperson (Immediate Past-President) and three (3) General members from different Airport Manager's Working Groups appointed by the President. The committee shall meet and act as soon as possible following naming, to select eligible members as nominees for each of the offices which will be due to be filled at the next succeeding second quarter meeting. All Reasonable efforts will be made in selecting candidates for the Board of Directors to provide that the finally elected Board will offer a broad range of representation based on geography as well as size and type of airports. The report of the nominating committee shall be mailed in the form of a sample ballot to the general membership at

least one month prior to the second quarter meeting at which the elections are to be held. Nominations will be accepted from the floor.

SECTION 4: Election of officers will be by written ballot with space provided for additional nominations from the floor, for each elective office. A majority of the vote's cast shall be required to win an election. In the event that three or more candidates receive votes for a single office 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.

SECTION 5: The President shall be elected from and by the General members for a one- (1) year term.

SECTION 6: The Vice-President shall be elected from and by the General members for a one- (1) year term.

SECTION 7: The General members shall elect the Secretary and Treasurer each for two (2) year terms. Nominees for the office will be drawn from the General members.

SECTION 8: Any member of ACA who is of the proper membership category shall be eligible to be elected to the Board of Directors. However, it is expected that the nominating committee will select candidates who are vigorous, knowledgeable and desirous of serving ACA in higher elective office. Members of the Board of Directors shall be elected for a term of two (2) years, with the terms of various members being staggered to provide that one-half of the Board of Directors shall be elected each year. The President, in consultation with the appropriate working group, 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.

SECTION 9: Any person who serves as an Officer of ACA, 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 or for ACA 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 ACA, and its members for the following:

1. Any breach of the person's duty of loyalty to ACA or its members.
2. Acts or omissions which are not in good faith, or which involve intentional misconduct, or a knowing violation of the law.
3. Any transaction from which the officer derived an improper personal benefit.

This article shall be interpreted to allow the greatest possible limitation of liability allowed by law, as the same may change from time to time, without further action or amendment.

ARTICLE III - MEMBERSHIP

TYPES OF MEMBERSHIP

SECTION 1: MEMBERSHIP. There shall be five (5) categories of membership in ACA and all shall subscribe to the purpose of the Association.

1. **GENERAL** membership shall be open to persons 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.
2. **ASSOCIATE** membership shall be open to any person that is interested in and subscribes to the purpose of the Association of California Airports. The Associate Director will represent the Associate members at the Board of Directors' meeting.
3. **CORPORATE** membership shall be open to both for profit and non-profit corporations who 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 Association, the name of the corporate representative, the representative's title, residence and business address, and the position of the representative relative to the corporate member. No official action, relative to the Association, by the corporate representative will be permitted until such registration has been accomplished. The Corporate Directors will represent the corporate membership at Board of Directors' meetings.
4. **STUDENT** membership 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 (except those representing a school), or a full-time student as defined by the institution in which they are enrolled.
5. **HONORARY** membership shall be conferred by action of the membership of ACA 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 and Associate membership in ACA for three consecutive years immediately prior to retirement.

SECTION 2: MEMBERSHIP APPLICATIONS. Application for membership in ACA 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 ACA.

SECTION 4: DUES AND FEES.

<u>CLASS</u>	<u>ANNUAL DUES</u>
General	\$35.00
Associate	\$35.00
Corporate	\$35.00
Student	\$15.00

There shall be no dues for Honorary membership.

SECTION 5: PAYMENT OF DUES. All dues shall be charged on an annual fiscal year basis and shall be due and payable July 1 of each year. Unpaid dues will be delinquent as of October 1 of that fiscal year.

SECTION 6: VOTING PRIVILEGES. All members, in good standing, shall be entitled to one (1) vote for: general membership issues; elections of officers/board members for their respective membership categories; and other issues as may be called by the President or Board of Directors.

SECTION 7: ABSENTEE VOTING. Voting members not expecting to attend the election of officers may use the printed ballot, which they received in accordance with Article II, Section 3, as an "absentee ballot." "Absentee ballots" should be marked and returned to the Chairperson of the Nominating Committee by mail, messenger or in person for counting at the annual election. It is the sole responsibility of the eligible member casting the absentee ballot to ensure that it reaches the Chairperson of the Nominating Committee prior to the annual election. Each "absentee ballot" shall carry no identifying marks, shall be signed by the voting member, and shall be enclosed in a plain white envelope which is sealed and marked "BALLOT" on the outside. If being mailed, the ballot envelope must be placed in another envelope for mailing.

ARTICLE IV - COMMITTEES

TYPES OF COMMITTEES

SECTION 1: STANDING COMMITTEES. Unless otherwise stated in this section. The standing committees will be chaired by active members of ACA, as appointed by the President annually. The committee chairpersons will choose their committee members from the members at large. The nominating committee will be formed as stated in Article II, Section 3. The committee functions will be:

1. **Executive Committee** – Comprised of the officers of ACA and chaired by the President. Responsible, and given authority, to speak on behalf of the ACA Board in time of critical issues. The Executive committee will report back to the Board at the next scheduled meeting.
2. **Nominating Committee** - (Chaired by the immediate Past President) - Responsible for nomination of President, Vice President, Secretary, Treasurer and Members of the Board.
3. **Membership Committee** - Responsible for recruiting, screening and categorizing of new members.
4. **Legislative Committee** - Responsible for providing the Association 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 Association should adopt a position.
5. **Land Use Committee** - Responsible for addressing the land use issues affecting airports and surrounding communities.
6. **Airport/Aviation Issues Committee** - Responsible for identifying current issues affecting airport/aviation in the State of California, and bringing them to the attention of the Board of Directors and the general membership.
7. **Corporate Committee** – (Chaired by a Corporate Board Member) 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.

SECTION 2: SPECIAL COMMITTEES. May be appointed by the President as required.

1. **Conference Committee** - Responsible for coordinating the second and fourth quarter meetings. The host of the meeting and committee members chosen from the membership at large shall chair it.

SECTION 3: PRESIDENTIAL APPOINTMENTS. Except as required otherwise by provisions in these by-laws, all representatives of ACA, either internally (i.e. Committee Chairman assignments), or externally, shall be appointed by the current sitting 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 V - FISCAL YEAR, BUDGET AND DISBURSEMENTS

SECTION 1: The fiscal year for the Association shall start July 1st of each year and end on June 30th of the following year.

SECTION 2: A proposed annual budget shall be developed by the Finance Committee for review and approval by the Board of Directors who, in turn, will submit the recommended budget to the general membership for comment at least one month prior to the annual second quarter meeting. If objections, deemed to be valid by the Board of Directors, are received ten (10) business days after mailing said proposed budget, the Board of Directors shall reconsider the budget, giving due consideration to such objections. The proposed annual budget, revised as appropriate, shall be distributed to the general membership at the annual second quarter meeting.

SECTION 3: Disbursement of Association funds may be made under direction of the Board of Directors. The Board may authorize any officer to make payments for specific items and/or payments for any and all types of expenditures as they become due.

ARTICLE VI – AMENDMENTS

AMENDMENTS: These by-laws may be altered or amended at any general or special meeting of the members of the Association by a two-thirds (2/3) vote of the General members present. The Board of Directors may propose an amendment to the by-laws at any other time and a vote thereon may be taken by letter ballot.

To take a vote upon any proposed amendment of the by-laws, the Secretary shall mail to each General Member a copy of the proposed amendment at least thirty (30) calendar days prior to the meeting date that the vote becomes due.

On a letter vote, General members desiring to vote shall use the ballot forwarded by the Secretary and shall indicate thereon approval or disapproval and the name of the member casting the vote. Each member shall have fifteen (15) calendar days within which to return the ballot.

Upon expiration of the fifteen- (15) calendar days, the President and Secretary shall canvass the ballots and record the vote.

If the proposed amendment receives two-thirds (2/3) of the vote cast by General members, the amendment shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. The Secretary shall announce the results of any letter

ballot vote by mail, and shall insert such results in the minutes of the Association at the Association's next regular meeting.

ARTICLE VII - PARLIAMENTARY AUTHORITY

Parliamentary Authority on all matters not covered by the Constitution and by-laws of the Association shall be as identified by the President.

ARTICLE VIII - 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.