

**BYLAWS OF THE
ASSOCIATION OF CALIFORNIA AIRPORTS**

ARTICLE I – NAME & LOCATION

Section 1. Name. The name of the Corporation shall be "Association of California Airports," a nonprofit corporation incorporated in the State of California.

Section 2. Location. The principal office for the transaction of business of the Corporation is located in the State of California. The Board of Directors may at any time or from time to time change the location of the principal office within the State of California.

ARTICLE II – PURPOSE & OBJECTIVES

Section 1. Mission. 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. 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, VOTING, AND DUES

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 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 Corporation, 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.
- 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 (except those representing a school), 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.

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.

Section 4: Dues. All dues shall be established by the Board of Directors. Annual dues are 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 5: 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 6: Absentee Voting. Voting members not expecting to attend the election of officers may use the printed ballot, which they received in accordance with Article V, 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 – BOARD OF DIRECTORS

Section 1. Management. 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 may, in execution of the powers granted, may delegate its authority and responsibility to the Executive Committee.

Section 2. Composition. The governing Board of this Corporation shall be composed of no less than thirteen (13) Board Members as follows:

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

- b) One (1) Associate Member elected from, and by, the Associate membership
- c) Three (3) Corporate Members elected from, and by, the Corporate membership.

Section 3. Term of Board Membership. The term of membership for Directors shall be two (2) years.

Section 4. Vacancies. 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 5. Attendance. Absence from three (3) consecutive regular meetings of the Board may be construed by the Board as a resignation from the Board.

Section 6. 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.

Section 7. Compensation. The Corporation shall not compensate their members, directors, or officers for their services as such.

Section 8. Election of Officers. The General Membership shall elect a President of the Board, Vice President, Secretary, and Treasurer. The Immediate Past President will also serve as an officer of the Corporation. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board may exercise all powers of the Corporation and do all such acts and things, as are not prohibited by statute or these Bylaws.

Section 9. 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. Two (2) statewide meetings shall be held each year; one each in the second and fourth quarters 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 10. Quorum.

a) 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. 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 11. 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 officers and other business that may need to be addressed by the Membership.

ARTICLE V - OFFICERS

Section 1. Number. The executive officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. Qualifications for Office. 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. Only General members of the Corporation 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. 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 (1) of the Corporate Directors shall be selected from a nonprofit corporation.

Section 3. Election. Officers shall be elected at the third quarter General Membership meeting in odd-numbered years with each officer serving a two-year term. Officers and Directors may serve more than one term if elected in accordance with the Bylaws. A nominating committee shall be named at the second quarter meeting in odd-numbered years. 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. 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. 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 third quarter meeting at which the elections are to be held. Nominations will be accepted from the floor.

Section 4. Ballot Procedures. 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. 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:

1. Any breach of the person's duty of loyalty to the Corporation 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.

Section 6. Removal. Officers may be removed from office for reasonable cause by majority vote of the Board of Directors.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. 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.

Section 2. 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 3. 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 4. 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 5. 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.

ARTICLE VII - 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 President, Vice President, Secretary, Treasurer and Members of the Board as specified in Article V, Section 3, Election.

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) Land Use Committee. The Land Use Committee is responsible for addressing the land use issues affecting airports and surrounding communities.

e) Airport/Aviation Issues Committee. The Airport/Aviation Issues Committee is 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.

f) 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.

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

h) Communications Committee. The Communications Committee is responsible for developing and conducting an education and communications effort with elected officials, members, and other statewide organizations.

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 an 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 second and fourth quarter meetings. The host of the meeting and committee members chosen from the membership at large shall chair it.

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 VIII – FINANCES

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 1st of each year and end on June 30th 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 director 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.

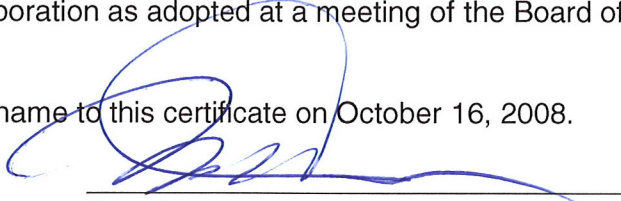
ARTICLE XIII – AMENDMENTS

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 Ten (10) pages, constitute the Bylaws of said corporation as adopted at a meeting of the Board of Directors held on October 16, 2008.

IN WITNESS WHEREOF, I have signed my name to this certificate on October 16, 2008.



Secretary