

**BYLAWS AND RULES OF PROCEDURE
OF
THE CITY OF PHOENIX AVIATION ADVISORY BOARD**

**ARTICLE I
AUTHORITY AND PURPOSE**

1.01 AUTHORITY. The City of Phoenix Aviation Advisory Board ("Board") is hereby established by the Mayor and Council of the City of Phoenix on October 2, 1998 pursuant to Phoenix City Code Section 4-215, *et seq.*

1.02 PURPOSE. The Board is established as an advisory board to review and make recommendations to the City Council on basic airport policies, major airport projects, concession contracts, and leases. The Board provides a forum for the public interested in the operation of any of the airports owned and operated by the City of Phoenix to communicate with the Board and the Aviation Department.

**ARTICLE II
POWERS AND DUTIES**

2.01 POWERS AND DUTIES. The Board shall have full power to conduct, manage, and direct the business and affairs of the Board, subject to the express limitations set forth in Phoenix City Code Section 4-215, *et seq.*, other limitations imposed by applicable law, and such other limitations as may be imposed by the Phoenix City Council. The Board shall:

(a) Adopt bylaws that will govern the administration and proper functioning of the Board for its day-to-day operations and establish such other offices as the Board deems appropriate;

(b) Establish committees and subcommittees as necessary to carry out the Board's purpose;

(c) Receive public input on basic airport policies, major airport projects, concession contracts, and leases that are funded, in whole or in part, by the Aviation Department, state or federal funds;

(d) Review basic airport policies, major airport projects, concession contracts, and leases that are funded, in whole or in part, by the Aviation Department, state or federal funds and make recommendations to the City Council.

**ARTICLE III
MEMBERS**

3.01 NUMBER AND QUALIFICATION OF MEMBERS. The Board will consist of 9 appointed members along with the Aviation Director and current chair of the Airline Station Managers Council. The Aviation Director and the current chair of the Airline Station Managers Council serve as nonvoting *ex officio* members. Board members shall be appointed by the Mayor and approved by the City Council as provided in Phoenix City Code Section 4-215.

3.02 TERM. The term of office for members appointed to the Board shall be four years. The terms of Board members on the effective date of the ordinance shall continue pursuant to his or her current appointments. Each member shall hold office for a term for which

he or she was appointed until his or her successor is appointed and approved by the City Council, or until his or her earlier death, resignation, or removal. Any member may resign at any time upon written notice to the Chairperson. A new Board member who fills the remainder of an unexpired term created by a vacancy shall serve for the unexpired term vacated.

3.03 REMOVAL OF MEMBERS. A Board member may be removed with or without cause by the Mayor and City Council as provided in Phoenix City Code Section 2-51, or for the member's failure to attend three consecutive meetings of the Board, or for the member's failure to attend fifty percent or more of the regular meetings during any calendar year.

3.04 QUORUM; VOTING. Five members of the Board shall constitute a quorum for the exercise of the powers and authority of the Board. Any action voted on by a majority vote of the quorum present shall be considered an action of the Board unless otherwise required by law or rule. If a quorum is not present, the Board is prohibited from discussing or voting on any items from the agenda and the meeting shall be rescheduled. In the event a quorum is present at the beginning of a meeting and is not maintained throughout the meeting, no discussion, votes, or action requiring a vote may be taken after the loss of a quorum.

3.05 ORGANIZATION. The Chairperson of the Board, or in his or her absence, the Vice-Chairperson, or in the absence of the foregoing, a chairperson appointed by the members present, shall call the meeting to order and shall act as Chairperson for purposes of running the meeting.

3.06 VACANCIES. In case of any vacancy among the Board members by death, resignation, removal, or other cause, a successor shall be appointed by the Mayor and approved by the City Council to hold office for the unexpired portion of the term vacated until the appointment and approval of his or her successor.

3.07 COMPENSATION. A Board member shall serve without receipt of compensation for his or her service.

3.08 MEMBER CONFLICT OF INTEREST. Arizona Revised Statutes Sections 38-501, *et seq.* apply to members. A Board member who has a substantial interest in the outcome of any matter brought before the Board as defined under Arizona law shall make known that interest and the minutes of the meeting shall reflect that the member made such fact known. Any member declaring a conflict of interest shall not be counted in determining the existence of a quorum. The member shall refrain from discussing, voting, or participating in that matter in any way. If there is a number of members who have declared a conflict of interest on a particular agenda item so as to permanently deprive the Board of a quorum to consider the item, the item shall be forwarded to City Council without a recommendation of the Board.

3.09 CITY OF PHOENIX ETHICS POLICY. It is the policy of the City of Phoenix to uphold, promote, and demand the highest standards of ethics from all of its elected officials, employees, board members, and volunteers. Accordingly, all City elected officials, employees, board members, and volunteers must maintain the utmost standards of personal integrity, truthfulness, honesty, and fairness in carrying out their public duties, avoid any improprieties in their roles as public servants, and never use their City position or power for improper personal gain.

3.10 PROXY VOTING; TELEPHONIC PARTICIPATION. Proxy voting shall not be permitted. Telephonic participation by a member or members may be permitted where, in the opinion of the Chairperson, a member or members can participate fully by speaker phone. In addition, a member or members participating by telephone will be provided information on the meeting's agenda items in advance of such meeting. Telephone participation shall not be permitted for Executive Session agenda items.

ARTICLE IV OFFICERS

4.01 CHAIRPERSON. The Chairperson will be elected by a majority of the appointed members for a one year term. A vacancy in the office of Chairperson shall be filled for the unexpired term by the Vice-Chairperson. The Chairperson shall:

- (a) Establish a regular meeting schedule;
- (b) Approve the agenda for each meeting;
- (c) Preside over Board meetings, including deciding upon all points of order or procedure;
- (d) Appoint members to serve on committees, ad-hoc committees, and subcommittees of the Board;
- (e) Prior to Board meetings and other such mutually convenient times review with the staffing department agenda items for future Board meetings;
- (f) Consider other such matters and concerns of the Board as set forth in these Bylaws or as directed by the Mayor and City Council.

4.02 VICE-CHAIRPERSON. The Vice-Chairperson shall be elected by a majority of the appointed members of the Board for a one year term. In addition to such other duties, if any, as may evolve upon the Vice-Chairperson by virtue of the office, or as assigned by the Chairperson, the Vice-Chairperson shall preside over meetings of the Board in the absence of the Chairperson. A vacancy in the office of Vice-Chairperson shall be filled for the unexpired term by a new election at the next regular meeting of the Board.

4.03 SECRETARY. The Aviation Director shall appoint an individual or individuals from the department's staff to serve as Secretary to the Board. Neither the Secretary nor staff shall be members of the Board. The Secretary shall take all minutes of Board meetings and keep all Board minutes and reports in accordance with applicable City ordinances and Arizona statutes. The minutes of all Board meetings shall be provided to the Board in summary form. All documentation shall be kept and maintained in the Director's office of the Aviation Department.

4.04 LEGAL COUNSEL TO BOARD. The City Attorney, or his or her designee, shall provide legal representation and advice to the Board as necessary. When issues of parliamentary procedures arise, legal staff will be available to advise the Chairperson as necessary.

4.05 ELECTION AND APPOINTMENTS. The Chairperson and Vice-Chairperson shall be elected by a majority of the appointed members of the Board for a term of one year respectively. Nominations for Commission offices will be made no later than June 30 of each calendar year. Nominations require a second. Election of officers will be conducted no later than August 31 of each calendar year. The Chairperson and Vice-Chairperson's term shall be for one year starting on September 1 and ending on August 31 of the following year. An unsuccessful candidate for Chairperson may be nominated and may be elected Vice-Chairperson at the meeting.

4.06 COMMITTEES, AD-HOC COMMITTEES, AND SUBCOMMITTEES. The Board may establish such committees, ad-hoc committees, and subcommittees as the Board deems necessary and appropriate for carrying out the Board's purpose. The Chairperson shall appoint the members of the committees, ad-hoc committees, and subcommittees created. Committees, ad-hoc committees, and subcommittees report to the Board in an advisory capacity and such body shall exist only as long as necessary to fulfill its stated purpose as established by the Board for which they were created.

4.07 REMOVAL OF COMMITTEE MEMBERS. A committee, ad-hoc committee, or subcommittee member may be removed with or without cause by the Chairperson of the Board or by a majority of appointed members of the Board for the member's failure to attend three consecutive meetings, or the member's failure to attend fifty percent or more of the regular meetings in a calendar year, or a conviction of a crime involving moral turpitude, or repeated disruptive behavior after warning, or when in the opinion of the Chairperson of the Board or majority of the appointed members of the Board removal is in the best interest of the Board. Removal under this subsection shall not affect a member's appointment as a Board member.

4.08 AGENDA ITEMS. Items for the agenda may be proposed by any member of the Board or Aviation Department staff. The Chairperson in consultation with the staffing department shall approve the agenda for each meeting.

4.09 REQUESTS FOR SPECIAL REPORTS. Any request for special studies or reports will be made only to the Aviation Director.

ARTICLE V MEETINGS

5.01 SCHEDULE. The Board shall meet at such times when called by the Chairperson after consultation with Board members and the staffing department. At the end of each calendar year, the Chairperson shall set the Board's meeting schedule for the following year setting forth the date, time, and location for each meeting. Meeting dates, times, and locations may be changed, or a meeting may be cancelled by the Chairperson or a majority of the members of the Board.

5.02 OPEN MEETING. The Board shall hold all meetings and conduct all business in accordance with Arizona Open Meeting Laws, Arizona Revised Statutes Sections 38-431, *et seq.* All meetings of the Board, except in executive session as authorized by Arizona Revised Statutes Section 38-431.03, shall be open to the public.

5.03 SPECIAL MEETINGS. Special meetings of the Board may be called either by the Chairperson, or by a majority vote of the Board members at any previous meeting. The minutes of the special meeting must record how the special meeting was called.

5.04 BRIEFING SESSIONS, WORKING SESSIONS, PUBLIC HEARINGS, OR MEETING. If deemed necessary by the Chairperson or a majority of appointed members of the Board, the Board may conduct in accordance with Arizona Open Meeting Laws briefing sessions, work sessions, public hearings, or meetings on matters within the scope of the Board's authority.

5.05 MEETING PROCEDURES AND RULES. Rules 1, 5, 6, and 7 of the Rules of Council Proceedings, Phoenix City Code Section 2-60 as amended, are hereby adopted as those rules may reasonably be applied to all Board proceedings. Any rules in conflict with Phoenix City Code Section 4-215 do not apply. The Chairperson of the Board, committee, ad-hoc committee, or subcommittee shall be permitted to vote on any motion. In the absence of the Chairperson and Vice-Chairperson, the Chairperson may appoint a member ("Chair Pro Tem") to preside over the meeting of the Board for the specific meeting. If the Chairperson has not appointed a Chair Pro Tem, then a majority of the members of the Board present may select a member to be Chair Pro Tem to preside over the specific meeting. The Chair Pro Tem appointment ends once the meeting is adjourned.

ARTICLE VI AMENDMENT

6.01 MODIFICATION OF BYLAWS. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board after not less than seven (7) calendar days notice has been given to all members of the Board and a copy of the proposed amendment sent with the notice. Any change to these Bylaws requires a concurring vote of three-fifths of the appointed members present.

ARTICLE VII CONFLICT OF LAW OR AMBIGUITY

7.01 CONFLICT OR AMBIGUITY. If a conflict of law or ambiguity exists between these Bylaws and the Phoenix City Charter or City ordinances, as the laws are amended from time to time, the provisions of, Phoenix City Charter and City ordinances shall prevail and control.

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the City of Phoenix Aviation Advisory Board, as the same were adopted by the Board.

Dated as of

9/21/17



, Secretary