



## **BYLAWS OF THE AIRPORT MINORITY ADVISORY COUNCIL POLITICAL ACTION COMMITTEE**

### **ARTICLE I NAME**

The name of this organization is the Airport Minority Advisory Council Political Action Committee (AMAC PAC).

### **ARTICLE II PRINCIPAL OFFICE**

**The principal office of the AMAC PAC shall be that of the Airport Minority Advisory Council.**

### **ARTICLE III PURPOSES**

The purposes of the AMAC PAC are:

- a) To support selected candidates either through endorsement, contributions or both.
- b) To support selected ballot initiatives either through endorsement, contributions or both.

### **ARTICLE IV CONTRIBUTIONS**

The AMAC PAC may lawfully solicit and accept contributions from individuals, partnerships and other political action committees in good standing.

All contributions to the AMAC PAC shall be voluntary and no contribution to the AMAC PAC may be solicited or secured by force, intimidation, financial reprisal, as a condition of employment or membership, or by any other means prohibited by federal election laws and regulations.

### **ARTICLE V SEPARATE SEGREGATED FUND**

All contributions to the AMAC PAC shall be maintained by the AMAC PAC as a separate segregated fund in one or more designated depositories. All expenditures by the AMAC PAC in support of the Purposes set forth in Article III of these Bylaws shall be made from that fund and no other source.

### **ARTICLE VI BOARD OF DIRECTORS**

#### **Section 1: Duties and Qualification**

The Board of Directors of the AMAC PAC (the "AMAC PAC Board") shall have general supervision and control over the affairs, funds, activities, property and concerns of the AMAC PAC. The AMAC PAC Board shall establish policies and initiate such actions as are consistent with the purpose of the AMAC PAC as outlined in *Article III* of these Bylaws. The members of the AMAC PAC Board shall serve without compensation.



Each Director is required to raise a minimum amount of funds in a calendar year as established by the AMAC PAC Board. It is strongly encouraged that each AMAC PAC Board member contribute to the AMAC PAC. The AMAC PAC Board can make exceptions to these requirements under extenuating circumstances.

Each Director is required to participate in half (50%) or more of the AMAC PAC Board meetings during each calendar year.

## **Section 2: Composition**

The AMAC PAC Board shall be composed of the following:

1. Up to nine (9) voting members of the Airport Minority Advisory Council elected pursuant to the procedures set forth in Section 3 and Section 6 of this Article.
2. The Chair of the Airport Minority Advisory Council Board of Directors (the "AMAC Board"), the Chair, Vice Chair, and the Treasurer of the AMAC PAC Board, and up to five (5) sitting members in good standing of the Airport Minority Advisory Council's Government Affairs Committee shall serve as voting members of the AMAC PAC Board.

## **Section 3: Selection**

Except as otherwise provided in these Bylaws, the AMAC PAC Board shall designate each AMAC PAC Board seat to serve for a term of either twelve (12), twenty-four (24), or thirty-six (36) months. The AMAC PAC Board may add additional members pursuant to the nominating procedure set forth in Section 6 of this Article.

## **Section 4: Vacancies**

*Vacancies:* A nomination committee consisting of the AMAC PAC Chairman, the AMAC PAC Vice Chairman, and the Chairman of the AMAC Board shall nominate candidates to fill any vacancies of the AMAC PAC Board. A nominated candidate must receive the approval of at least two thirds (2/3) of the AMAC PAC Board and the approval of a majority (50% plus 1) of the AMAC Board to fill any vacancy.

## **Section 5: Removal**

*Removal:* The AMAC PAC Board by two thirds (2/3) vote may remove an AMAC PAC Board member for cause.

# **ARTICLE VII GENERAL OFFICERS**

## **Section 1: Designations, Elections and Terms**

The general officers of the AMAC PAC shall be a Chair, Vice Chair, and Treasurer. The officers shall serve for a term of twenty-four (24) months. In the event the Board Chair serves less than the



designated term, the Vice Chair shall automatically assume the role of Chair. The AMAC PAC Board shall fill vacancies of all other officers.

## **Section 2: Duties of Officers**

**Chair:** The Chair shall be the chief elected officer of the AMAC PAC Board. The Chair shall preside at all meetings of the AMAC PAC Board, and shall administer and have active management and supervision of all the affairs of the AMAC PAC. The Chair, with the approval of the majority (50% plus 1) of the AMAC PAC Board, may obtain such staffing, consultants and other resources as necessary to perform the required administrative activities of the AMAC PAC.

**Vice Chair:** The Vice Chair shall assist the Chair in the fulfillment of his or her duties and shall perform the duties and have the powers of the Chair during the absence or incapacity of the Chair.

**Treasurer:** The Treasurer shall be selected by the Executive Committee of AMAC. The Treasurer shall not be the same person as the Chair.

The Treasurer shall be the custodian of the books and accounts of the AMAC PAC. The Treasurer shall sign all checks issued by AMAC PAC and shall deposit all contributions to AMAC PAC in a depository designated by the AMAC PAC Board within ten working days of receipt of such contributions. The Treasurer shall prepare, and present reports and financial statements as prescribed by law or by the AMAC PAC Board. The Treasurer shall keep and preserve full and accurate records as shall be necessary to substantiate the information contained in a statement or report as required by law or by the AMAC PAC Board. The Treasurer shall prepare, sign and file all reports and statements required by the Federal Election Campaign Act of 1971, the Internal Revenue Code, the regulations thereunder, other federal laws or regulations, or as required to be filed by the AMAC PAC Board.

The Treasurer shall deposit and disburse all moneys of the AMAC PAC in a manner as prescribed by the law in accordance with the instructions of the AMAC PAC Board. In addition, the Treasurer or his/her designee shall maintain the records including minutes of AMAC PAC Board meetings.

## **ARTICLE VIII MEETINGS AND ATTENDANCE**

### **Section 1: Meetings**

The AMAC PAC Board shall meet on the call of the Chair of the AMAC PAC Board or at the request of one-third (1/3) of the members of the AMAC PAC Board. One-half (50%) of the members of the AMAC PAC Board shall constitute a quorum for doing business, except as otherwise provided in these Bylaws.

### **Section 2: Participation**

A member of the AMAC PAC Board may participate in the meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting pursuant to this method constitutes presence in-person at the meeting.



### **Section 3: Attendance**

In the event that a AMAC PAC Board member should be absent for half (50%) or more of the Board meetings by Dec. 31, the AMAC PAC Board member's seat will be deemed vacant for the balance of their term, unless such AMAC PAC Board member is reinstated by majority (50% plus 1) vote of the AMAC PAC Board.

## **ARTICLE IX VOTING**

### **Section 1**

Members of the AMAC PAC Board must be in good standing under Article VI Section 1 and Article VIII Section 3 to be eligible to vote on matters before the AMAC PAC Board.

### **Section 2**

The AMAC PAC Board shall determine candidate endorsements and/or contributions to candidates.

### **Section 3**

The AMAC PAC Board shall accept proxy votes of members via email.

## **ARTICLE X COMMITTEES**

The AMAC PAC shall establish such committees as the AMAC PAC Board may determine as necessary and desirable for carrying out its purpose and objectives. Committees shall be approved by a majority (50% plus 1) vote of the AMAC PAC Board.

## **ARTICLE XI BOOKS, RECORDS, AND FINANCES**

### **Section 1: Books and Records**

The AMAC PAC shall keep accurate and complete books and records as prescribed by law and by the AMAC PAC Board.

### **Section 2: Audited Financial Statements**

The AMAC PAC may have financial statements audited by individuals or firms selected by the AMAC Board, who shall not be members of the AMAC PAC Board. The report of the audit shall be available to the AMAC members at all times.

### **Section 3: Disbursement of Funds**

No disbursement of any funds of the AMAC PAC shall be made without the authorization of the Treasurer. The signatures of the Treasurer and of one other designee approved by the AMAC PAC



Board (who is also a member of the AMAC PAC Board) shall be required for the disbursement of any funds of the AMAC PAC.

***Section 4: Fiscal Year***

The fiscal year of the AMAC PAC shall be January 1 through December 31 of each year.



## **ARTICLE XII AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the AMAC PAC Board, provided that at least two weeks written, and/or electronic mail notice is given to the members of the AMAC PAC Board which also provides the details of the proposed amendment(s) prior to the time at which such amendments are to be voted upon.

## **XIII DISSOLUTION**

The AMAC PAC may be dissolved at any time by a super majority vote (2/3) of the AMAC Board. Prior to the dissolution, all funds on-hand shall be distributed in accordance with these Bylaws. Any surplus funds shall be distributed in a manner that does not violate any state or federal laws.



## Code of Conduct

### *Introduction*

Members of the AMAC PAC Board and staff carry certain duties and responsibilities, including those pertaining to fiduciary matters and the representation of the organization. The Code of Conduct outlines some of those duties and responsibilities in accordance with governing documents.

### *Confidentiality*

AMAC PAC Board members and staff will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interests of the organization, or even create legal liability. Information provided to the AMAC PAC Board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision-making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members of the Airport Minority Advisory Council who are not members of the AMAC Board, the media, or any other individual or entity without prior authorization and approval of the AMAC PAC Board.

Only the AMAC PAC Board Chair, President of the Airport Minority Advisory Council, or their jointly agreed upon designee shall issue public statements.

### *Disclosure*

AMAC PAC Board members and staff are requested to disclose relationships of significance and/or information that may influence their decision involving a candidate or issue endorsement and any financial contributions the organization may make. Decisions to not participate in the vote to endorse a candidate or issue or to make a financial contribution to a candidate or issue are solely those of individual board members themselves.

### *Violations*

Violations of the Code of Conduct may result in disciplinary action. Discipline may include removal of an AMAC PAC Board member from office.

### *Acknowledgement of Receipt*

I acknowledge that I have received and read a copy of the Code of Conduct and that I am responsible for my compliance.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date