



AAC approval date: _____
City Council approval date: _____

AIRPORT ADVISORY COMMITTEE BYLAWS

Article 1 NAME

The name of this committee is the Ann Arbor Airport Advisory Committee (AAC).

Article 2 ENABLING AUTHORITY

The AAC was established by resolutions of the Ann Arbor City Council on December 4, 1961, September 8, 1969, May 6, 1991, and September 21, 1992.

Article 3 PURPOSE, OBJECTIVES, AND DUTIES

- 3.1 By City Council resolution, the mission of the AAC is to gather and analyze information regarding the municipal airport and the property it occupies and to make recommendations to the City Council and other City officials relative thereto.
- 3.2 The AAC is an advisory body and is limited to performing the tasks enumerated in its enabling resolution or ordinance, these bylaws, and otherwise delegated to it by City Council.

Article 4 MEMBERSHIP

- 4.1 The AAC has 9 voting members appointed by the Mayor and approved by City Council. Seven members shall be appointed to 3-year terms, staggered so that approximately one third of the terms expire each year, and two members shall be City Council members appointed to one-year terms. Pittsfield and Lodi Townships may each name a non-voting liaison to attend AAC meetings.
- 4.2 All members of the AAC serve without compensation.
- 4.3 Consistent with City Charter § 12.2, each member of the AAC shall be a registered elector of the City of Ann Arbor at the time of appointment, unless this requirement is waived by a resolution concurred in by at least 7 members of City Council.
- 4.4 A member whose term has expired may hold over and continue to serve as a member of AAC until a successor has been appointed.
- 4.5 Consistent with City Code § 1:171, the Mayor shall notify City Council of the expiration of a member's term at least 30 days prior and shall present to City Council all proposed reappointments no later than 60 days after the expiration of the term.
- 4.6 Consistent with City Code § 1:171, any vacancy on the AAC occurring in the middle of a term shall be filled for the remainder of the term in the same manner as for full-term appointments.

- 4.7 Members are expected to attend regularly scheduled meetings and to notify the Chair and staff liaison in advance if they expect to be tardy or absent. If a member misses more than 3 regularly scheduled meetings in a 12-month period, the Chair shall notify the Mayor and may recommend removal of the member.
- 4.8 Consistent with City Code § 1:171, a member of the AAC may be removed for cause by the Mayor with the approval of City Council.
- 4.9 Consistent with City Code § 1:171, when one or more City Council members are appointed as members of or liaisons to a board or commission, the board or commission shall designate a group consisting of the City Council members and one or more voting members of the board or commission to review applications for membership on the board or commission. This group may submit recommendations for appointments to the Mayor, or to City Council for appointments made by City Council, from among the applications reviewed.

Article 5 ETHICS AND CONFLICTS OF INTEREST

- 5.1 A member of the AAC shall abstain from discussion or voting on any matter in which that member has a real or apparent conflict of interest. Decisions regarding conflicts of interest shall be evaluated on a case-by-case basis with reasonable application of the principles provided in this article. A conflict of interest shall at a minimum include, but is not necessarily limited to:
 - (1) Discussing, voting on, or otherwise acting on a matter in which a member or any person in the member's immediate family, the member's partner, or an entity with whom the member has family or business ties has a direct financial or beneficial interest.
 - (2) Discussing, voting on, or otherwise acting on a matter specifically involving property which is owned or leased by that member or which is adjacent to property owned or leased by that member.
 - (3) Discussing, voting on, or otherwise acting on a matter when the member's employee or employer is an applicant or agent for an applicant, or has a direct financial or beneficial interest in the outcome.
 - (4) Recognizing that the AAC may include members who are property lessees or owners at the airport, a conflict of interest shall not include consideration of generally applicable airport matters, including generally applicable rules, policies, or administration of the airport or airport leases.
- 5.2 A member of the AAC shall not solicit or accept gratuities, favors, or anything of monetary value from persons or entities in a position to benefit from a decision of the AAC.
- 5.3 A member of the AAC shall not obtain, for the member or for any person with whom the member has business or family ties, any financial or beneficial interest in a matter which may be affected by a decision of the AAC. This restriction shall apply during the member's tenure on the AAC and for 1 year thereafter.

- 5.4 A member of the AAC shall disclose the general nature of all potential conflicts of interest, real or apparent, and, except when it violates a confidence, shall disclose all pertinent facts relating to the potential conflict. These disclosures shall be made prior to discussion and voting when possible and shall be recorded in the minutes of the proceedings. If the member believes that the potential conflict warrants recusal, the member may abstain from discussion and voting on the matter.
- 5.5 A member who cannot vote due to a conflict of interest shall, during deliberation and voting on the matter by the AAC, leave the meeting or the area where the members sit until action on the matter is concluded.
- 5.6 When a question has arisen as to whether a member is ineligible to participate in discussion or vote on a matter because of a conflict of interest, the AAC may determine that the member is ineligible due to a conflict of interest by a vote of a majority of the other members present. Upon such a determination, the ineligible member shall not participate in discussion or vote on the matter.
- 5.7 Members of the AAC shall complete an annual disclosure of organization affiliations that could conceivably present a conflict of interest and shall update this disclosure in writing at any time during the year when such affiliations change. The disclosure shall be provided to the staff liaison.
- 5.8 Members shall not act, hold themselves out, or permit themselves to be perceived as official representatives or spokespersons for the AAC without authorization from the AAC or the Chair. When communicating for personal purposes on matters that may relate to the AAC's business, members shall clearly indicate that their statements are made in a personal capacity and do not necessarily reflect the views of the AAC. Whenever a member is asked to speak on behalf of the AAC, the member shall seek permission of the AAC or the Chair in advance.
- 5.9 To maintain public confidence in the objectivity of the AAC and to avoid the appearance of bias or prejudice, a member shall not speak or appear before the AAC as a petitioner, or on behalf of or as a representative of a potential or actual petitioner. "Petitioner" in this context means a person or entity that is seeking a decision of the AAC. A member should avoid speaking or appearing before another entity on behalf of or as a representative of a potential or actual petitioner and shall inform the AAC and recuse themselves from such a petition if the member does so. Outside of a AAC meeting, a member shall not advise an actual or potential petitioner regarding a petition, except to inform the petitioner of factual procedures of the AAC. This section does not preclude a member from discussing a petition within the scope of the AAC's duties at an AAC meeting.
- 5.10 Members of the AAC shall communicate with City staff through the AACs designated staff liaison unless otherwise authorized by the City administration, and shall follow applicable City administrative policies.
- 5.11 Members shall conduct themselves in a fair, courteous, and understanding manner at all times in the discharge of their duties, and shall avoid exchanges or actions based upon personal differences. Members shall be respectful of other members, the public, petitioners, and City staff.

Article 6 OFFICERS

- 6.1 The officers of the AAC shall be a Chair and Vice-Chair. The officers shall be elected each year from among the voting members of the AAC. The officers shall be elected for a 1-year term by a majority of the voting members currently serving on the AAC. No member shall serve more than 3 consecutive full terms in the same office. The term of each officer shall run from January 1 to December 31 of the following year. Elections of officers shall be held no later than the month before the officer's term expires.
- 6.2 The Chair shall preside at all meetings and shall decide points of order and procedure, subject to the provisions of these bylaws. The Chair shall ensure that all meetings are conducted in an efficient and respectful manner. The Chair shall have the privilege of discussing and voting on all matters before the AAC. The Vice-Chair shall assume the duties of the Chair in the Chair's absence.
- 6.3 When an office becomes vacant before the expiration of the current term (whether by resignation, removal, incapacity, or other circumstance), the vacancy shall be filled by election in the same manner as for full-term officers and the new officer shall serve the remainder of the term. The replacement officer shall be elected at the next regularly scheduled meeting or as soon as practicable. The Vice-Chair may be elected as replacement Chair, in which case a replacement Vice-Chair shall be elected at the same time.
- 6.4 No member may hold more than 1 office at the same time.

Article 7 MEETINGS

- 7.1 The AAC shall schedule regular meetings on the third Wednesday of every other month (January, March, May, July, September, and November), unless otherwise determined by the AAC. Consistent with the Open Meetings Act MCL § 15.265, the entire schedule of regular meetings for the upcoming year shall be posted within 10 days after the first meeting of the year. A change in the schedule of regular meetings must be approved by the AAC and notice of the change shall be posted within 3 days after the meeting at which the change is approved.
- 7.2 Special meetings may be called by the Chair or by the written concurrence of 3 voting members. Public notice of the special meeting shall be posted at least 18 hours prior to the scheduled starting time. Except when the special meeting is a rescheduled regular meeting, the purpose of the special meeting should be stated in the public notice and the AAC should not conduct any business beyond the purpose stated in the public notice, except by unanimous consent of the voting members present.
- 7.3 The AAC may hold nonvoting working meetings to carry on the work of the AAC. Public notice of the working meeting shall be posted at least 18 hours prior to the scheduled starting time.
- 7.4 Public notice of regularly scheduled committee meetings shall be posted in the same manner as the schedule of regular the AAC meetings. Public notice of nonregularly

scheduled or special committee meetings shall be posted at least 18 hours prior to the scheduled starting time.

- 7.5 Public notice of all meetings shall be posted at the Ann Arbor Municipal Airport, City Hall or at any location designated by the City Administrator or City Council.
- 7.6 When practicable, meetings shall be scheduled to allow the staff liaison to provide notice to all members of the AAC at least 48 hours in advance.
- 7.7 The Chair may cancel a meeting if there is no business on the agenda or if it is clear that a quorum will not be present. The Chair may cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability of members of the AAC or the public to attend. The Chair shall give notice of cancellation to members of the AAC and the staff liaison as soon as possible and at least 2 hours prior to the scheduled meeting time, when practicable. The staff liaison shall post public notice of the cancellation as soon as practicable. Cancelled regular meetings may be rescheduled in the same manner as special meetings.
- 7.8 The presence of 4 voting members shall constitute a quorum. The concurring vote of a majority of all members present and eligible to vote is required for the AAC to act. If the effective voting membership of the AAC is reduced because of a conflict of interest, a majority of the remaining voting members currently serving on the AAC shall be required for the AAC to act. The right to vote is limited to members of the AAC actually present at the time the vote is taken at a lawfully called meeting. A member who is not eligible to vote on a matter because of a conflict of interest shall not be counted in establishing a quorum for that matter.
- 7.9 Voting shall be by voice or a show of hands. The Chair shall declare the outcome of each vote. If the vote is not unanimous, any voting member may request a roll call vote, which shall be taken and recorded in the minutes.
- 7.10 The AAC shall keep minutes of all regular and special meetings in accordance with City administrative policies and direction.
- 7.11 All meetings of the AAC shall be open to the public and conducted in accordance with the Michigan Open Meetings Act and City Council Resolution R-642-11-91. Closed sessions may be called for purposes listed in the Open Meetings Act.
- 7.12 Public comment shall be allowed at all meetings. An individual may speak for up to 3 minutes on any item open for public comment. Public comment may be reduced to no less than 1 minute per person if there are a large number of speakers.

Article 8 AGENDA AND ORDER OF BUSINESS

- 8.1 An agenda for each meeting of the AAC shall be developed by the staff liaison in consultation with the Chair or members of the AAC as needed. To the extent practicable, agendas, resolutions, and materials for all regular meetings shall be made available to the public and members of the AAC at least 48 hours before the meeting's scheduled starting time.

- 8.2 The order of business at regular meetings shall generally be as follows. When setting the agenda, the order of business may be adjusted by the Chair or staff liaison. The order of business may also be suspended or modified by a vote of the AAC

- (1) Call to Order
- (2) Roll Call
- (3) Approval of Agenda
- (4) Approval of Minutes
- (5) Public Comment
- (6) Communications - Airport Manager
- (7) Communications - Other
- (8) Regular Business
- (9) Discussion of Next Agenda
- (10) Adjournment

Article 9 COMMITTEES AND WORKING GROUPS

- 9.1 The AAC may create working groups or designate certain members to perform research or develop recommendations to bring to the AAC on specific topics without creating a committee.
- 9.2 The AAC may create standing or special committees to assist in the work of the AAC. Standing committees may, but need not be, described in the bylaws. Each committee shall include at least 1 member of the AAC and may include nonmembers in the AAC's discretion. Members of committees shall be appointed by the Chair and approved by the AAC. Prior to creating a committee, the AAC shall consult with City staff to review the necessity of the committee and whether adequate resources exist to support the committee. Committees may be required to post notice and meet in public in accordance with the Michigan Open Meetings Act or City Council resolution R-642-11-91.
- 9.2 Working groups and committees should have clearly defined tasks and, except for standing committees, should have a specific timeframe in which to perform their delegated tasks. Working groups and committees shall be limited to performing the tasks delegated to them by the AAC and shall report to the AAC. Working groups and committees are subject to applicable City administrative policies and procedures.

Article 10 PARLIAMENTARY AUTHORITY

- 10.1 The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall guide the AAC; however, parliamentary procedure shall be flexible and may be adjusted in the Chair's discretion to best serve the needs of the AAC. Nevertheless, all parliamentary procedures must be consistent with these bylaws and applicable City policies.
- 10.2 The AAC shall not adopt or follow any operating rules, regulations, guidelines, or procedures not expressly prescribed by these bylaws.

Article 11 AMENDMENT OF BYLAWS

- 11.1 Amendments to these bylaws may be approved at any regular meeting by a two-thirds vote of all voting members currently serving on the AAC. Proposed amendments must have been

previously submitted in writing to the AAC in order to be considered. Proposed amendments must be submitted to the Office of the City Attorney for review prior to adoption by the AAC. After adoption by the AAC, the bylaws are not effective until approved by City Council.

- 11.2 These bylaws should be reviewed periodically by the AAC for appropriate amendments.

Article 12 MISCELLANEOUS

- 12.1 The Fleet and Facilities Manager shall be the primary provider of administrative support and professional advice to the AAC and the City Administrator shall designate a staff member to be the liaison between the AAC and City staff. The City Administrator has final discretion regarding staffing.
- 12.2 The Ann Arbor City Attorney's Office shall be the legal consultant to the AAC.