

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

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE

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

ARTICLE - III PURPOSES

3.1 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

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

4.2 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

5.1 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

6.1 Duties and Qualification

a) 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 its policies and procedures and shall initiate such actions as are consistent with the Purposes of the AMAC PAC as set forth in Article III of these Bylaws. The members of the AMAC PAC Board shall serve without compensation.

b) 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.

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

6.2 Composition

The AMAC PAC Board shall be composed of the following:

1. Up to eleven (11) voting members of the Airport Minority Advisory Council elected pursuant to the procedures set forth in 6.3 and 6.4 of this Article.
2. Members in good standing of the Airport Minority Advisory Council (AMAC), including the Chair of the AMAC Board of Directors (the “AMAC Board”); the Chair, Vice Chair, Treasurer, and Secretary of the AMAC PAC Board; and up to six (6) additional members in good standing of AMAC shall serve as voting members of the AMAC PAC Board.

6.3 Selection

Except as otherwise provided in these Bylaws, to provide for continuity and leadership, the initial terms of AMAC PAC Board members shall be staggered as follows: AMAC PAC Board members shall serve for a term of either twelve (12), twenty-four (24), or thirty-six (36) months. The AMAC PAC Board shall determine the term assigned to each Board member’s seat during the initial year of its operation. The AMAC PAC Board may add additional members pursuant to the nominating procedure set forth in 6.4 of this Article.

6.4 Vacancies

A Nomination Committee consisting of the AMAC PAC Chair, the AMAC PAC Vice Chair, and the Chair 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.

6.5 Removal

The AMAC PAC Board may remove an AMAC PAC Board member for cause by a two thirds (2/3) vote of its members.

ARTICLE VII - GENERAL OFFICERS

7.1 Designations, Elections and Terms

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

7.2 Officers

a) 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 six (6) voting members 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.

b) 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.

c) Treasurer - The Treasurer shall not be the same person as the Chair. The Treasurer, as an expense of the AMAC PAC Board, shall be bonded given his or her responsibilities for the AMAC PAC's funds.

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 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 financial records as shall be necessary to substantiate the information contained in any 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.

d) Secretary - The Secretary shall prepare the official minutes of AMAC PAC Board meetings and record motions, discussions, votes and decisions. The Secretary shall provide the previous meeting's written minutes to Board Members before the next meeting and record any changes or corrections. The Secretary shall assure that a meeting agenda has been prepared by the Chair and that the agenda and background information for agenda items to be discussed are distributed in advance of Board meetings.

ARTICLE VIII - MEETINGS AND ATTENDANCE

8.1 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. Six (6) members of the AMAC PAC Board shall constitute a quorum for doing business, except as otherwise provided in these Bylaws.

8.2 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. Such participation in the meetings shall be recorded by the Secretary or his or her designee.

8.3 Attendance

In the event that an AMAC PAC Board member should be absent for half (50%) or more of the Board meetings by December 31st of any year, that AMAC PAC Board member's seat will be deemed vacant for the balance of his or her term, unless such AMAC PAC Board member is reinstated by an affirmative vote of six (6) voting members of the AMAC PAC Board.

ARTICLE IX - VOTING

9.1 Members of the AMAC PAC Board must be in good standing under Article VI to be eligible to vote on matters before the AMAC PAC Board.

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

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

ARTICLE X - COMMITTEES

10.1 The AMAC PAC shall establish such committees as the AMAC PAC Board may determine as necessary and desirable for carrying out its Purposes and objectives. Committees shall be approved by six (6) members of the AMAC PAC Board.

ARTICLE XI - BOOKS, RECORDS, AND FINANCES

11.1 Books and Records

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

11.2 Audited Financial Statements

The AMAC PAC may have financial statements audited by individuals or firms selected by the AMAC PAC 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. The AMAC PAC Board recognizes the need for a periodic audit of the AMAC PAC's financial statements that is consistent with the requirements of the Federal Election Commission and will exercise its discerning judgment to do so as appropriate.

11.3 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 that exceed \$1,000.00.

11.4 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

12.1 - 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.

ARTICLE XIII - DISSOLUTION

13.1 The AMAC PAC may be dissolved at any time by an affirmative vote of two-thirds (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.

Unanimously approved by the AMAC PAC Board of Directors and effective April 20, 2021.

Code of Conduct

Introduction

Section 1: 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 its governing procedures and documents.

Confidentiality

Section 2: 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. Such information 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 written authorization and approval of the AMAC PAC Board.

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

Disclosure

Section 3: 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.

Violations

Section 4: 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

Section 5: 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