

**BYLAWS OF THE
BOARD OF DIRECTORS OF
MOJAVE AIR AND SPACE PORT**

Adopted: April 18, 2017

ARTICLE I. GENERAL

Section 1.1 Title

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mojave Air and Space Port," and may be referenced as the "Bylaws."

Section 1.2 The District

(a) District Law. Mojave Air and Space Port (the "District") is a California Airport District organized on February 24, 1972, under the provisions of the Airport District Law, Public Utilities Code section 22001, *et seq.*, (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and operates an airport and spaceport located in Mojave, California (the "Facilities").

(b) Governance. The District is governed by an elected five-member Board of Directors (the "Board"). The Board is responsible for the operation of District Facilities owned, leased, or operated by the District, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 1.3 Bylaws, Policies, and Rules & Regulations

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt policies governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), and Rules and Regulations governing use and operations at the Facilities.

Section 1.4 Effect of Bylaws on Past Actions and Obligations

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect:

- (1) Vested rights and obligations pertaining to any prior resolution; or
- (2) Other matters of record referring to resolutions and not included within the Bylaws.

Section 1.5 Maintenance of Bylaws

(a) Copies. At least one certified copy of the Bylaws shall be maintained on file in the District offices as the official copies of the Bylaws, and on the District website. Each director shall be given a copy of the Board Bylaws and Policies. Additional copies of the Bylaws shall be distributed as directed by the President.

(b) Resolutions. Each resolution making a change in the Bylaws shall be filed by the Secretary in books for such purpose, properly indexed for ready reference.

Section 1.6 Official Seal of Authority

The seal set forth in the "Secretary's Certification" is adopted as the official seal of the District. The seal is circular in form and has engraved on the outer edge of the face, the words: "Mojave Air & Space Port A California Airport District" and within the circle the words " Formed Feb 24,

1972.".

ARTICLE II. BOARD OF DIRECTORS

Section 2.1 Mission of Board of Directors

The mission of the Board is to ensure operation of the District and Facilities in the best interests of the citizens of the District; establish rules, regulations, and policies for the administration, governance, protection and maintenance of the District's Facilities; establish standards of operation; and operate the District on a self-supporting basis.

Section 2.2 Membership

(a) Assuming office. A person may assume the office of Director by election or appointment.

(b) Election. Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday in December following an election, as provided by Elections Code section 10554.

(c) Appointment.

- (1) The office of director may become vacant before the end of the term because of death, resignation, or other event causing vacancy. A resignation is effective when accepted by the Board, and is irrevocable.
- (2) A notice of intention to fill the vacancy by appointment shall be posted by the Secretary immediately when a vacancy on the Board occurs. At least fifteen days after the notice is posted and within 60 days after the effective date of the vacancy, the remaining Directors may fill such vacancy by appointment or by calling an election. The Board of Supervisors may fill the vacancy if the Board fails to act within sixty days of the effective date of the vacancy.
- (3) If a vacancy is not filled by appointment, an election shall be held at the next regular election date at least 130 days after the effective date of the vacancy.
- (4) A person appointed or elected to fill an unexpired term shall hold office until the next regular district election held at least 130 days after the effective date of the vacancy.

(d) Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.

Section 2.3 Ethics and Conflict of Interest Code

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public and in the operation of its Facilities. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code."

Section 2.4 Organization

(a) Officers. The following board offices are established: President, Vice President, Treasurer, Secretary.

- (1) President shall be the chair of meetings, shall execute resolutions and contracts adopted by the Board, and perform other acts required by law.
- (2) Vice President shall serve as chair in the absence of the President.
- (3) The Treasurer shall maintain accurate records of the financial condition of the District, shall review and recommend action on claims, and shall recommend investment of District money.
- (4) The Secretary shall record accurate minutes of meetings, and attest to the signature of the President. The Secretary may, but need not be a Director.

(b) Election. Board officers shall be elected annually at the first regular meeting in each calendar year. Officers shall serve until a successor is appointed.

Section 2.5. Powers

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

- (1) Establish the substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- (2) Monitor the activities of the Chief Executive Officer (or other designee) as operator of the District Facilities.
- (3) Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.
- (4) Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.
- (5) No director shall represent the District's policy unless the policy has been established by the Board.
- (6) Employees are supervised by the CEO. No employee shall take orders from a Director. An employee who takes orders from a Director shall be disciplined by the CEO. Directors shall address the CEO if services are needed. The CEO shall

- provide Directors with the same services as provided to the public.
- (7) Directors may occupy the board room to conduct District business when the board room is not used by the board. Directors may not use other offices without the written consent of the Board, unless the director is using the facility as a member of the public on the same basis as the public.

Section 2.6 Meetings

(a) Brown Act. The Board shall conduct meetings as established by Board Policy. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, *et seq.* (the "Brown Act"), and any other applicable law or regulation.

(b) Open Meetings. Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.

(c) Prohibited Meetings. A quorum of the Board shall not discuss the business of the District directly, serially, or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place, and agenda for a meeting at any time. Less than a quorum of the Board (but not a standing committee) may discuss District business at any time.

Section 2.7 Compensation, Benefits and Expenses

(a) Compensation. Directors shall be paid \$100 for each day's attendance at meetings of the Board, or for each day's service rendered as a Director by request of the Board, not to exceed four (4) days in any calendar month. A Director shall not be compensated for more than one (1) meeting per day even if more than one meeting is attended in one day.

(b) Approved meetings. Except as provided herein, Directors shall only be compensated for attendance at meetings previously approved by the Board. Meetings for which Directors are entitled to compensation for attending are:

- (1) A meeting of the District board within the meaning of Government Code section 54952.2(a);
- (2) A meeting of a District committee within the meaning of Government Code section 54952(b);
- (3) An advisory body meeting within the meaning of Government Code section 54952(b);
- (4) A conference or organized educational activity conducted in compliance with Government Code section 54952.2(c), including ethics training required by Government Code sections 53234 and following;
- (5) A meeting of any multi-jurisdictional governmental body on which the District director serves as the District's designated representative;
- (6) Any meeting attended or service provided on a given day at the formal request of the District board and for which the District board approves payment of a daily meeting stipend;

(c) Benefits. Directors are entitled to the following benefits on the same terms and conditions as employees:

- (1) Medical, vision and dental plan coverage for active directors and their dependents;
- (2) Medical, vision and dental plan coverage for retired Directors and their dependents if the Director first assumed office before January 1, 1995, and has served at least twelve (12) consecutive years;
- (3) Medical, vision and dental plan coverage for a retired Director and their dependents at the Director's cost and if permitted by the District's health plan; and
- (4) Life insurance with a beneficiary of the Director's choice in an amount determined by the Board.

(d) Expenses. If previously approved by the Board, a Director shall receive actual, reasonable, and necessary reimbursement for travel, meals, lodging, registration, and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference, and if the posted rates are not available, the reimbursement rate shall be comparable to the posted rates.

(e) Posting of Expenses. During July of each year, the CEO shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills, each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, the list shall be reviewed by each person receiving expense reimbursement. The CEO shall consider suggested corrections and post the final list at the District by September.

ARTICLE III. BOARD COMMITTEES

Section 3.1 Standing Committees

Committees of the Board shall be standing or ad hoc. Upon the creation of a standing committee, the President shall appoint, in consultation with the Board, members of the committee, including two directors and, as appropriate, members of staff or the community. One of the directors shall be the committee chair, and both shall be voting members. A majority of members of a committee shall count as a quorum for holding a meeting. All committees shall be advisory to the Board, except as otherwise expressly specified by the Board. The Director members shall be the only voting members of the committee.

Section 3.2 Ad Hoc Committees

Ad hoc committees may be established by the President, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee

shall only perform those duties assigned by the President, and upon their completion be discharged. The President, in consultation with the Board, shall appoint the members of the committee.

ARTICLE IV. DISTRICT OFFICERS

Section 4.1 District Officers

District officers include a Chief Executive Officer and General Manager ("CEO"), and other officers as determined by the Board.

Section 4.2 Chief Executive Officer

(a) CEO. The CEO shall be appointed by and hold office at the pleasure of the Board. The CEO shall receive such annual compensation as set by the Board. In addition, the CEO shall be reimbursed for actual, reasonable, and necessary expenses incurred in the performance of official duties. The performance of the CEO shall be reviewed annually by the board.

(b) CEO Authority. The CEO shall be the administrative head of the District under the direction and control of the Board. The CEO shall be responsible for the efficient administration of affairs of the District. The CEO shall have the authority to:

- (1) enforce rules and regulations and see that franchises, contracts, permits, and privileges are faithfully observed;
- (2) control, order, and give directions to subordinate officers and employees;
- (3) appoint, remove, promote, and demote officers and employees, subject to all applicable resolutions, rules, and regulations, except the Secretary, Treasurer, District Counsel, and the Auditor;
- (4) appoint the DOA with the advice and consent of the Board;
- (5) recommend to the Board measures and resolutions;
- (6) attend board meetings, unless excused by the President or the Board;
- (7) keep the Board fully advised as to the financial condition and needs of the District;
- (8) file monthly financial reports at the second regular meeting of each month;
- (9) exercise general supervision over buildings, and other property under the control and jurisdiction of the District; and
- (10) periodically report upon Federal Grant and Aid programs.

(c) The Board and its members shall deal with the administrative services of the District only through the CEO. Except for the purpose of inquiry, the Board and directors shall not give orders or instructions to any subordinate of the CEO. The CEO shall take orders and instructions from the Board only when sitting in a duly convened meeting of the Board, and no individual Director shall give any orders or instructions to the CEO.

(d) Subordinate officers and District Counsel and the Auditor shall assist the CEO in administering the affairs of the District efficiently and harmoniously.

Section 4.3 Personnel System

The CEO is the Personnel Officer and shall:

- (1) Prepare an employee classification plan for Board approval;
- (2) Prepare a compensation plan for Board approval;
- (3) Provide for the publication or notice of employment openings, and conduct an examination of candidates;
- (4) Annually evaluate the performance of each employee; and
- (5) Recommend promotions.

Section 4.4 Auditor

The District shall annually hire an independent auditor to audit the books and records of the District and to certify as to the accuracy of the same. The independent auditor shall not be a director, officer, or employee. The Auditor is not an officer of the District.

Section 4.5 Legal Counsel

(a) Legal counsel shall advise the District concerning legal matters, and shall prepare resolutions, contracts, and other documents. Counsel may also assist the District in any litigation to which the District is a party.

(b) Counsel shall be compensated at a rate as determined by the Board.

(c) Counsel shall serve at the pleasure of the Board. Legal counsel is not an officer of the District.

Section 4.6 Direct Board Supervision

The CEO and District Counsel shall be appointed by the board, report to the board, and serve at the pleasure of the board.

ARTICLE V. MISCELLANEOUS

Section 5.1 Review of Bylaws

At least biennially the Board shall review these Bylaws to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

Section 5.2 Amendment of Bylaws

These Bylaws may be amended by the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

Section 5.3 Indemnification

(a) Civil proceedings. The District shall defend and indemnify each of its directors, officers, and employees against expenses, judgments, fines, settlements, and other amounts

actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District in accordance with the Government Claims Act or any successor statute. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.

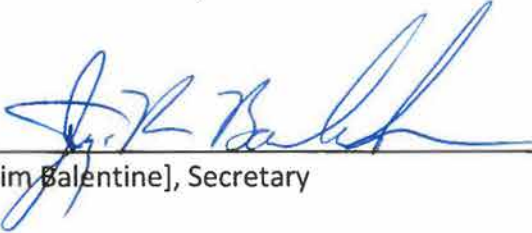
(b) Criminal and administrative proceedings. The District may, but is not obligated to, defend and indemnify its directors, officers, and employees. If an employee seeks defense and indemnification in any such proceeding, he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with the Government Claims Act or any successor statutes.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mojave Air and Space Port; and
2. That the foregoing Bylaws comprised of nine pages constitute the Bylaws of the District as duly adopted at a meeting of the Board of Directors thereof duly held on April 18, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of the District on this 18th day of April, 2017.



[Jim Balentine], Secretary