Bylaws [DRAFT]
- of the -
Porterville Area Airport Development Corporation

ARTICLE I

Name, Organization and Purpose, Principal Office

Section 1.1. Name. The name of this corporation is PORTERVILLE AREA AIRPORT DEVELOPMENT CORPORATION (hereinafter referred to as the “Corporation”).

Section 1.2. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (the “Law”) exclusively for the promotion of charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code (the “Code”) and to assist the City of Porterville (the “City”) and the Tule River Indian Tribe (the “Tribe”), and other public agencies in the State of California of which the City is a member or is otherwise engaged with, in connection with the financing, acquiring, studying, planning, leasing, constructing, developing and/or improving of land, equipment, facilities, public works projects or any other public improvement for the use, benefit and enjoyment of the members of the public served by City, Tribe and such agencies, any other public purpose incidental thereto, the administering of funds for these objectives, and to create economies and efficiencies of purpose. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the Directors or officers of the Corporation; and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any Director or any other person, firm or corporation excepting only the as described herein.

Section 1.3. Principal Office. The principal office of the Corporation is hereby fixed and located at (need physical location). The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.
ARTICLE II  [DRAFT]

No Members

Section 2.1.  No Members.  Pursuant to Section 5310 of the Law, the bylaws of a nonprofit corporation may provide that the corporation shall have no members.  This Corporation shall have no members.

ARTICLE III

Directors

Section 3.1.  Powers.  Subject to limitation of the Articles of Incorporation, the Bylaws, and the Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.  No Director shall be responsible for any error in judgment or for anything that such Director may do or refrain from doing in good faith.  Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

1.  To select and remove all appointed officers, agents and employees of the Corporation, prescribe such powers and duties for such officers, agents and employees as may not be inconsistent with law or the Articles of Incorporation or Bylaws, fix their compensation and require from such officers, agents and employees security for faithful service;

2.  To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or Bylaws, as the Directors may deem best; and

3.  To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the name of the Corporation or otherwise, promissory notes, bonds, certificates of participation, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefor.

Section 3.2.  Number of Directors.  The authorized number of Directors shall be five until changed by amendment of the Articles of Incorporation or by amendment of the Bylaws.
Section 3.3. Selection and Term of Office. The initial Directors of the Corporation shall include four (4) incorporators, two (2) of whom are designated by the Porterville City Council and whom are current Porterville City Council Members (hereinafter referred to as “City - Appointed Directors”) and two (2) of whom are designated by the Tule River Tribal Council and are current or prior Tule River Tribal Council Members (hereinafter referred to as “Tribe – Appointed Directors”). The four initial directors shall appoint [by unanimous vote?] one additional director, who shall be a resident of Tulare County (hereinafter referred to as the “Board - Appointed Director”). This director shall be the same individual appointed to the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association by the four members of that organization. Except as hereinafter provided and in accordance with Section 5220(d) of the law, each City and Tribe Appointed Director shall hold office until removed by its respective legislative body. The Board-Appointed Director shall hold office for a term of one year, and said term shall run consistent and in conjunction with his/her term as a member of the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association.

Section 3.4. Vacancies. Subject to the provisions of Section 5224 of the Law, any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No such resignation shall be effective, however, unless and until such Director shall have resigned from the Board of Directors of the Southeastern Tulare County Intergovernmental Coordinating Committee/Porterville Airport Area Association.

A vacancy or vacancies on the Board of Directors shall be deemed to exist upon the expiration of a Director’s term, if the authorized number of Directors comprising the Board of Directors of the District is increased, or upon the events specified in Government Code § 1770 including but not limited to the death, or resignation, on the Board of Directors of the District.

City-Appointed Director vacancies on the Board of Directors shall be filled by the Porterville City Council. Tribal-Appointed vacancies on the Board of Directors shall be filled by the Tule River Tribal Council. A Board-Appointed vacancy on the Board of Directors shall be filled by the four other (City and Tribal-Appointed) Directors [by unanimous vote?].

Section 3.5. Organization and Annual/Quarterly Meetings. The Board of Directors shall hold at least one annual meeting for the purpose of organization and the transaction of business of the corporation. The Board of Directors shall appoint, from its own body, a President, Vice-President, Secretary, and Treasurer, and these officers shall serve as specified in Article IV. Subject to Section 3.11 hereof, quarterly meetings of the Board of
Directors shall be held on the first ______________ in the month of ________________, but in no case held later than June 1 of each year.

**Section 3.6. Regular Meetings.** The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

**Section 3.7. Special Meetings; Notice Waiver.** A special meeting of the Board of Directors shall be held whenever called in accordance with the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California and Section 5211(a)(2) of the Law and Section 3.11 hereof.

**Section 3.8. Adjourned Meetings; Notice of Adjournment.** The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a majority may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this Section 3.8, the resulting adjourned regular meeting is a regular meeting for all purposes.

**Section 3.9. Majority.** A majority, or at least three (3), of the total number of Board of Directors (5) shall constitute a quorum for the transaction of any business. An affirmative vote of a majority, or at least three (3), of the total number of Board of Directors is required for every act or decision of the Board of Directors.

**Section 3.10. Fees and Compensation.** Directors shall receive no compensation or expenses from the Corporation for services as Directors of the Corporation.

**Section 3.11. Ralph M. Brown Act.** Notwithstanding any of the provisions of these Bylaws to the contrary, all meetings of the Board of Directors shall be subject to the Ralph M. Brown Act, commencing at Section 54950 of the Government Code of the State of California.

**Section 3.12. Conduct of Meetings.** The President or, in the absence of the President, the Vice President, or, in the absence of the Vice President, a Chairman chosen by a majority of the Directors present, shall preside at meetings of the Board of Directors.
ARTICLE IV [DRAFT]

Officers

Section 4.1. Officers. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer, all of whom shall be appointed from the Board of Directors. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors and are not members of the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary or President and Treasurer may not be combined.

Section 4.2. President. The person serving from time-to-time as the President of the Board of Directors of the Corporation shall serve as the President of the Corporation. The President shall preside at all meetings of the Board of Directors.

Section 4.3. Vice-President. The person serving from time-to-time as Vice President of the Board of Directors shall serve as Vice-President of the Corporation. The Vice-President shall preside at meetings of the Board of Directors in the event that the President is unable to do so.

Section 4.4. Secretary. The person serving from time-to-time as Secretary of the Board of Directors shall serve as Secretary of the Corporation. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors’ meetings.

Section 4.5. Treasurer. The person serving from time-to-time as the Treasurer of the Board of Directors shall serve as Treasurer of the Corporation. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation.

Section 4.6. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors.
Section 4.7. Term of Office. The term of office of the President and Vice-President of the Corporation shall coincide with the term of office of the President and Vice-President of the Board of Directors of the Corporation. The term of office of the Secretary and Treasurer of the Corporation, respectively, shall coincide with the term of office of the Secretary and Treasurer of the Board of Directors respectively.

ARTICLE V [DRAFT]

Miscellaneous

Section 5.1. Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Said authority shall be granted by Resolution or Minute Order and shall appear in the minutes.

Section 5.2. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by members of the public and the Directors at all reasonable times during office hours.

Section 5.3. Annual Report. The Corporation, having no members, hereby expressly dispenses with the annual report referred to in Section 6321 of the Law.

Section 5.4. Fiscal Year. The fiscal year of the Corporation shall begin July 1 of each year and end on the last day of June of the succeeding year, except the first fiscal year which shall run from the date of incorporation to ______________, 2009.

Section 5.5. Dissolution. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to a nonprofit fund, foundation, organization or corporation which is organized and operated exclusively for charitable or public purposes and which has established its tax exempt status.
Section 5.6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Law, the provisions of the Law shall prevail. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

ARTICLE VI [DRAFT]

Amendments

Section 6.1. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by an affirmative vote of a majority of the total number of the Board of Directors. The Bylaws shall be amended to remain consistent with any organizational changes to the Porterville Airport Area Development Association, and/or Authority if and when a valid Joint Powers Agreement is executed. No amendment to these Bylaws shall be effective until approved by an affirmative majority vote of the Board of Directors.

CERTIFICATE OF SECRETARY

OF

PORTERVILLE AREA AIRPORT DEVELOPMENT CORPORATION

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 6 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on ______________________, 2008.

[DRAFT]

______________________, Secretary