

BYLAWS OFDOWNTOWN AIRPORT ADVISORY COUNCILARTICLE I

The name of this organization shall be the (Saint Paul) Downtown Airport Advisory Council (DAAC), hereinafter referred to as the “Council.”

ARTICLE IIGoal and Purpose

GOAL: This Council is formed to further the general welfare of the community and the Saint Paul Downtown Airport - Holman Field, a public airport in the City of Saint Paul, County of Ramsey, State of Minnesota, through minimizing or resolving problems created by the operation of the airport and aircraft.

PURPOSE:

- 1) To advise Metropolitan Airports Commission (MAC) staff on future airport use, long-term planning, land use zoning, and development.
- 2) To study and evaluate complaints and problems concerning the airport and aircraft operations.
- 3) To propose and promote reasonable and effective methods to minimize or resolve problems arising from and connected with aircraft operations and the airport.
- 4) To disseminate information to the affected communities, neighborhoods and users of the airport.
- 5) To bring information from the affected communities, neighborhoods and users of the airport back to MAC staff.

ARTICLE IIICouncil Powers

The Council powers and business of the Council shall be vested in, and exercised, conducted and controlled by the membership of the Council through the AIRPORT USER REPRESENTATIVES and COMMUNITY REPRESENTATIVES, all as hereinafter provided, with exercise of said powers by the membership and through its Council Officers and Sub-committee(s).

ARTICLE IV

Membership

- (1) The Council membership, as hereinafter set forth, shall consist of the officially designated representatives with authority to act upon all matters within the purview of the Council's Bylaws.
- (2) Upon appointment of the officially designated representatives by the governing board or executive head of agencies, corporations and associations, governmental units, and neighborhood groups with respect to AIRPORT USER and COMMUNITY representation, the appointing authority shall provide the MAC with a notice of the appointment of such designated representatives setting forth their names, phone numbers, email addresses, and mailing addresses.
- (3) Representatives shall be appointed to serve for a two (2) year term or until their successor is appointed. If a representative resigns prior to the completion of his or her two (2) year term, the resulting vacancy shall be filled by the appointing authority, and such successor representative will serve for the remainder of the original appointee's term. All other vacancies shall be filled by the appointing authority for a new two (2) year term commencing upon January 1st every other year.

Voting membership of the Council is as follows:

AIRPORT USER REPRESENTATION

One (1) representative from the Minnesota Army National Guard.
Six (6) at-large airport user representatives to be determined by the MAC.

COMMUNITY REPRESENTATION

One (1) representative from the Dayton's Bluff District 4 Council.
One (1) representative from the Capitol River District 17 Council.
One (1) representative from the Payne-Phalen District 5 Council.
One (1) representative from the West Side District 3 Council.
One (1) representative from the North End District 6 Council.
One (1) representative from the City of Saint Paul.
One (1) representative from the City of West Saint Paul.

Changes in the composition of the Council or in the AIRPORT USER and/or COMMUNITY representation thereon, through amendment of the Bylaws, shall be entertained to permit active participation of members in the AIRPORT USER or COMMUNITY categories or as may be required to reflect material changes in the population of directly affected communities or change in the impact on communities by reason of changed flight patterns.

- (4) In addition to the designated AIRPORT USER and COMMUNITY representatives, non-voting membership to the Council should include technical advisors from the following category:

TECHNICAL ADVISORS - Officially recognized organization or agency that directly deals with aircraft operations to include: Federal Aviation Administration (FAA), Minnesota Pollution Control Agency (MPCA), Commissioner(s) and/or staff members from the Metropolitan Airports Commission (MAC), and any other organization or agency that can provide technical assistance.

- (5) ATTENDANCE – The Council membership shall consist of fourteen (14) officially designated representatives. In the absence of any designated representative, an alternate representative may be appointed by the designated representative to participate in the Council meeting on their behalf with authority to act upon all matters within the purview of the Bylaws.
- (6) UNEXCUSED ABSENCES – Designated members who miss two (2) consecutive Council meetings in the course of one (1) calendar year, without appointing an alternate, may be subject to removal from the Council. If a member is removed from the Council in this manner, the same member cannot be reappointed to the Council.

ARTICLE V

Powers and Duties of Membership

Subject to the voting provisions herein set forth, the membership shall have the following powers and duties:

- (1) To appoint and remove at pleasure all officers of the Council other than representatives; to prescribe such duties for them as may be consistent with the law.

- (2) To conduct, manage and control the affairs and activities of the Council, relating to the GOAL and PURPOSE of the Council, and as more fully set out in these Bylaws; and to make such recommendations consistent with the law or these Bylaws, as they may deem best.
- (3) To function as representatives, and to exercise all powers and perform all acts which this Council can legally exercise and perform under its Bylaws.

ARTICLE VI

Voting Rights of Membership

- (1) At all meetings of the Council, attendance by two (2) AIRPORT USER REPRESENTATIVES, and two (2) COMMUNITY REPRESENTATIVES shall constitute a quorum for the conduct of business.
- (2) Each AIRPORT USER and COMMUNITY REPRESENTATIVE, or their appointed alternate, shall have one (1) vote.
- (3) Voting may be conducted via email, or by members in attendance at a meeting in person or through use of virtual collaboration tool.
- (4) These Bylaws may be amended or altered by majority vote of membership, provided that notification of the proposed changes was distributed to Council membership 10 days in advance of the vote.

ARTICLE VII

Chairperson of the Council

The representatives shall by majority vote of the membership present at the time of voting (in person or through virtual collaboration tool) elect from amongst the constituency of the Council a Chairperson who shall serve for a two (2) year term or until their representation on the Council terminates, whichever occurs first. The powers and duties of the Chairperson are as follows:

- (1) To preside at all meetings of the Council.
- (2) To call special meetings of the Council as deemed necessary by the Chair, or upon request by any two (2) AIRPORT USER and two (2) COMMUNITY REPRESENTATIVES.

- (3) To sign as Chairperson of this Council, with the approval of the membership, certifications and other papers and instruments in writing that may require such signature.
- (4) To form a Sub-committee as necessary, and appoint its members, for special projects during the term of Chair.
- (5) To perform such other duties and tasks as these Bylaws or as the membership shall prescribe.

ARTICLE VIII

Vice-Chairperson

The representatives shall by majority vote of the membership present at the time of voting (in person or through virtual collaboration tool) elect from amongst the constituency of the Council a Vice-Chairperson who shall serve for a two (2) year term or until their representation on the Council terminates, whichever occurs first. The powers and duties of the Vice-Chairperson in the absence of the Chairperson are as follows:

- (1) To preside at meetings of the Council.
- (2) To call meetings.
- (3) To perform the duties and exercise the powers of the Chairperson.

ARTICLE IX

Technical Coordinator

The Manager of the Saint Paul Downtown Airport shall be the Technical Coordinator of the Council. The duties of the Technical Coordinator or designee shall include the following:

- (1) Prepare the agenda in consultation with the Chairperson, members of the Council and technical advisors for meetings of the Council and its committees.
- (2) Keep a full and complete record of the proceedings of the Council and of the meetings of the members.
- (3) Maintain an up-to-date roster of Council membership, including the dates of appointment and time of service of each representative.

- (4) Inform each member as to the termination of the term of service of each representative, no less than thirty (30) days prior to such termination.
- (5) Publish all notices that may be necessary or proper.

ARTICLE X

Council Meetings

- (1) The Council shall meet biannually each calendar year, or as determined necessary by the Council. Special meetings of the Council shall be held on-call as heretofore provided.
- (2) The Technical Coordinator or designee shall email notice and the agenda of general Council meetings or special Council meetings, and minutes of the previous meeting, to each representative. Matters requiring Council discussion may be considered which are not on the agenda by majority vote of representatives in attendance.
- (3) All meetings shall be held at Saint Paul Downtown Airport (644 Bayfield St., St. Paul, MN 55107) or at such other place or places as determined by the Chairperson or by a majority vote of participating Council representatives. The place and time of meeting shall be set forth in notices of the meeting.
- (4) The Council shall use Robert's Rules of Order to decide all questions of order not otherwise provided for by the Bylaws.