

Exhibit A

Established pursuant to Board of Supervisors' policy dated June 24, 1969
Amended January 14, 1975
Amended October 9, 1979; Resolution 79-142
Amended January 26, 1993; Resolution 93-6
Amended August 19, 1997; Resolution 97-91
Amended May 7, 2019; Resolution 2019-54
Amended XXXX; Resolution 2025-xx

BYLAWS OF THE AIRPORT ADVISORY COMMISSION

1. Functions of Napa County Airport Advisory Commission:

Upon request of the Board of Supervisors, the Airport Advisory Commission shall:

- A. Advance and promote the interest of aviation to the public.
- B. Advise and support Airport Management on selected issues related to Airport policies and operations.
- C. Provide recommendations to Airport Management on selected actions that require Board of Supervisors approval.
- D. Work collaboratively with other agencies and local economic development efforts to effectively market the Airport as a community asset and advance the Airport's business interests.
- E. Serve as an informational forum for community members and Airport users to receive and provide input on Airport and aviation related issues.

2. Qualifications and Composition of the Napa County Airport Advisory Commission:

- A. In addition to the requirements in paragraph B below, the desired qualifications for candidates for appointment to the Airport Advisory Commission include:
 - i. A resident of Napa County, or a business owner with an office in Napa County.
 - ii. Knowledge of General Aviation and an appreciation for its role in the economic structure of Napa County.
 - iii. A desire to assist the Board of Supervisors in the development and operation of the Napa County Airport as a contributory element of the local economy and County infrastructure.

- B. The Napa County Airport Advisory Commission shall consist of seven (7) voting Commissioners and one non-voting liaison Commissioner, representing the following groups or industries:

Seat 1: representative of the general public

Seat 2: representative of the general public

Seat 3: representative of a local Chamber of Commerce

Seat 4: representative of a local Chamber of Commerce

Seat 5: representative of a Napa County Airport pilots group or club

Seat 6: representative of the local Education Industry

Seat 7: representative of the Wine/Hospitality Industry

Seat 8: member of the Napa County Planning Commission (non-voting)

- C. Commercial Operators or employees of a Commercial Operator conducting business at the Napa County Airport are not eligible for appointment to the Airport Advisory Commission. Each Commission meeting agenda will have a designated item for Commercial Operator updates.

3. Officers:

The officers of the Commission shall be the Chair, Vice-Chair and Secretary.

- A. Chair. The Chair of the Commission shall be elected annually by and from its voting members. The term of office shall be one year and a member may not be elected to serve more than two terms as Chair beginning with the election in 2025. If all members desiring to be Chair have served two terms as Chair since the election in 2025, the position of Chair shall rotate annually beginning with Seat 1 and proceeding consecutively to Seat 7. If a member declines to serve as Chair, the rotation will proceed to the next seat.
- B. Vice-Chair. The Vice-Chair of the Commission shall be elected annually by and from its voting members. There is no term limit to serve as Vice-Chair. If the office of Chair becomes vacant during the term, the Vice-Chair shall serve as Chair for the remainder of the term. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of their term.
- C. Duties of the Chair and Vice-Chair. The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the Commission and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a

two-thirds vote and perform such other duties as are required by the Commission. The Chair shall have all the rights and duties enjoyed by any other member of the Commission, including the right to make and second motions.

D. Secretary. The Airport Manager shall serve as the Secretary of the Commission.

4. Appointment and Term of Commissioners:

- A. Service. All of the voting Commissioners shall be appointed by and shall serve at the pleasure of the Board of Supervisors. The non-voting liaison Commissioner shall be appointed by and from the members of the Napa County Planning Commission, and serve at the pleasure of the Napa County Planning Commission.
- B. Term of Commission members. The terms of Seats 1, 3, 5, and 7 shall be for two years from their appointments in 2025, and two year terms thereafter. The terms of Seats 2, 4, and 6 shall be one year from their appointments in 2025, and two year terms thereafter. The term of the non-voting liaison Commissioner (Seat 8) shall be the same as the liaison Commissioner's term on the Planning Commission.
- C. Vacancies. Should a vacancy occur in a voting Commissioner position, the Board of Supervisors shall appoint a replacement Commissioner to fill only the unexpired term of the vacant position. Should vacancy occur in the liaison Commissioner position, the vacancy shall be filled by the Planning Commission from among its remaining members.
- D. Appointments. All voting Commissioners shall be appointed by the Board of Supervisors from a list of applicants generated by advertising by the County Executive Office in the manner required by the Maddy Act (Government Code Section 54970 et seq.). Additionally, the advertising shall indicate that the qualifications for appointment to represent specific groups or industries reflect the following requirements:
 - i. Napa County Airport pilots group or club. Recommendation from the Napa Airport Pilots Association, the Napa County Experimental Aircraft Association or other club/group as recognized by the County Executive Office.
 - ii. Chamber of Commerce Representative. Recommendations from a recognized chamber of commerce operating in Napa County.
 - iii. Wine/Hospitality Industry. Recommendation from a recognized wine or hospitality industry association, such as the Napa Valley Vintners, Napa Valley Grape Growers, Visit Napa Valley, or other associations as recognized by the County Executive Office.
 - iv. Local Education. Recommendation from a Napa county school district, Napa Valley College or other local institution of higher education, or from a trades/vocational program as recognized by the County Executive Office.
 - v. Organizations may recommend more than one person for each position and the County Executive Office may accept recommendations from multiple industry associations.

Representatives of specific organizations or industries will be expected to regularly report to those entities on the matters discussed at the Airport Advisory Commission. If qualified recommendations for those positions are not received, the Board of Supervisors may fill any designated Commission position with a member of the general public after a list of applicants is generated by appropriate advertising required by the Maddy Act.

- E. Recommendations. If multiple applications are received for a Commission vacancy, the Commission may provide a recommendation to the Board of Supervisors for appointment. The Chair may form an ad-hoc subcommittee to interview applicants and return to the Commission with a recommendation for consideration.
- F. Termination. A Commissioner's term may be concluded before expiration if any one of the following events occurs, upon which the Commission Secretary will notify the Board of Supervisors and request appointment of a replacement.
 - i. Commissioners must provide advance notice of an intended absence to the Secretary and an acceptable reason for such an absence. Failure of a Commissioner to attend three regular meetings or special meetings during their term without such notice shall constitute tender of resignation by the Commissioner which may be accepted by the Commission Secretary without further notice after the third such meeting.
 - ii. The Commissioner's resignation is submitted to the Chair or Secretary.
 - iii. The Commissioner is convicted of a felony or any offence involving a violation of the Commissioner's official duties.
 - iv. The Commissioner is in default of their Napa County Airport lease agreement or applicable Airport Rules and Regulations.

5. Meetings of Commission:

- A. Schedule. The Napa County Airport Advisory Commission shall meet on the first Monday of February, April, June, August, October, and December. Meetings shall be held at 12:00 pm at 2000 Airport Road. If a meeting needs to be held at any other date or time, the meetings shall be held at the call of the Chair and shall be considered special meetings for purposes of the Brown Act.
- B. Parliamentary Procedure. Unless otherwise provided by these bylaws or the Brown Act, all proceedings of the Commission shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of Robert's Rules of Order.
- C. Public Comment. Comments from the public on matters appearing on the Commission agenda, or on matters within the subject matter jurisdiction of the Commission and not appearing on the agenda, is limited to 3 minutes per speaker. The Chair may reduce the amount of time per speaker if, in their opinion, the number of speakers will prevent the

orderly and efficient conduct of Commission business, but in no event to less than 1 minute per speaker.

- D. Quorum. A majority of the members of the Commission shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained. For purposes of a quorum, “majority of the members” means at least 4 of the authorized positions, excluding the liaison Commissioner, whether or not all of the positions have been filled by the Board of Supervisors.
- E. Number of Votes Required for Action. All actions require a motion and a second. No action or recommendation of the Commission shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion. The liaison Commissioner may not vote.
- F. Meetings to be Open and Public. All meetings of the Commission to take action or to deliberate concerning Commission business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

6. Ad-hoc Subcommittees:

The Chair, or the Commission by majority vote, may establish ad-hoc subcommittees as they deem necessary; however, membership may not exceed 3 Commissioners. Ad-hoc subcommittees shall be tasked with a single purpose and be temporary in nature.

7. Changes to Bylaws:

The provisions of these bylaws may only be altered, amended, or repealed by the Board of Supervisors.

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