



SANTA CLARA/SANTA CRUZ COUNTIES AIRPORT/COMMUNITY ROUNDTABLE PURPOSE & BYLAWS

ESTABLISHED & APPROVED (March 27, 2019)

To address community noise concerns and make recommendations to the Regional
Airports and FAA on noise related issues.

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Santa Clara/Santa Cruz Counties Airport/Community Roundtable Purpose & Bylaws

MISSION

Mission Statement: To Address Community noise concerns and make recommendations to the Regional Airports and FAA on noise related issues.

PURPOSE

The Santa Clara/Santa Cruz Counties Airport/Community Roundtable was established in 2018 to address community concerns related to noise from aircraft operating to and from, and not limited to San Francisco International Airport (SFO) and San Jose International Airport. This voluntary committee of local elected and appointed officials provides a forum for public officials, airport management, FAA staff, and airline representatives to address issues regarding aircraft noise, with public input. The Roundtable monitors a performance-based aircraft noise mitigation program, as implemented by airport staff, considers community concerns regarding relevant aircraft noise issues, and attempts to achieve additional noise mitigation through a cooperative sharing of authority brought forth by the airline industry, the FAA, airport management, and local elected officials.

BYLAWS

Article I. Organization Name

The name of the independent public body established by a 2018 Memorandum of Understanding (MOU), (as amended) to carry out the purpose stated above, is the “Santa Clara/Santa Cruz Counties /Community Roundtable” and may be commonly referred to as the “Roundtable.”

Article II. Current Roundtable Memorandum of Understanding (MOU)

The purpose and objectives of the Roundtable are stated in an adopted document entitled, “Memorandum of Understanding (MOU) Providing for the Continuing Operation of the Santa Clara/Santa Cruz Counties/Community Roundtable,” as amended. The MOU is the Roundtable creation document and provides the foundation for its focus and activities.

Article III. Membership/Representation

1. Any City/County in Santa Clara or Santa Cruz County is eligible to be a member of the Roundtable. The following Cities and Counties are founding members of Roundtable:

City of Capitola
City of Cupertino
City of Los Altos
City of Los Altos Hills
City of Monte Sereno
City of Mountain View
City of Palo Alto
City of Santa Clara
City of Santa Cruz
City of Saratoga
City of Sunnyvale
County of Santa Clara
County of Santa Cruz

2. Roundtable Representatives and their Alternates are voting members who serve on the Roundtable and are designated by each of the members listed in Article III. above.
3. The City representative shall be elected officials. The County representatives may be elected officials or the County Chief Executive Officer or designee. Each City shall also have one alternate which is also an elected official. Each County shall have one alternate which may be an elected official or a chief executive officer or designee.
 - Minéta San Jose International Airport
 - San Francisco International Airport
 - Other organizations as determined
4. Roundtable Advisory Members are non-voting members that provide technical expertise and information to the Roundtable and may consist of representatives from the following:
 - Knowledgeable airline representatives operating at San Francisco International Airport & Minéta San Jose International Airport,
 - Federal Aviation Administration (FAA) Staff
 - Other organizations as determined by the Roundtable
5. All Representatives and Alternates who serve on the Roundtable shall serve at the pleasure of their parent bodies and are elected officials or staff. Residents are not permitted to represent cities or counties.

6. All appointed and elected officials who serve on the Roundtable can be removed/replaced from the Roundtable at any time by their parent bodies. However, the Roundtable encourages and recommends at least two years of service for Representatives and Alternates who serve on the Roundtable.
7. The Alternates of all Roundtable member agency/bodies shall represent their parent body at all Roundtable meetings when the designated Representative is absent.
8. If both the Representative and his/her Alternate will be absent for a Roundtable meeting, the Chair/Mayor of the member agency/body may designate a voting representative of that agency/body as a substitute for that meeting only and shall notify the Roundtable of that designation, preferably in writing, at least two days before the meeting.
9. Any city or town in Santa Clara County or Santa Cruz County that is not a member of the Roundtable may request membership on the Roundtable in accordance with the membership procedure contained in the most current version of the MOU.
10. Any member may withdraw from the Roundtable by filing a written notice of Intent to Withdraw from the Roundtable with the Roundtable Chairperson at least thirty (30) days in advance of the effective date of the withdrawal.
11. No Representative or Alternate shall receive compensation or reimbursement from the Roundtable for expenses incurred for attending any Roundtable meeting or other Roundtable functions.
12. A former member that has withdrawn its Roundtable membership must follow the same process that a new city or town in Santa Clara County or Santa Cruz County must follow to request membership in the Roundtable as described in Article III. Section 9 above.

Article IV. Officers/Elections

1. The officers of the Roundtable shall consist of a Chairperson and a Vice-Chairperson.
2. The Chairperson and Vice-Chairperson shall be elected by a majority of the members present at the February Meeting or the first Regular Meeting held thereafter. The term of the Chairperson and Vice-Chairperson shall not exceed twelve (12) months from the date of the election.
3. Nominations for officers of the Roundtable shall be made from the floor.
4. The Chairperson shall preside at all Regular and Special Roundtable Meetings and may call Special Meetings when necessary.

5. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson.
6. A special election shall be called if the Chairperson and/or Vice-Chairperson are unable to serve a full term of office.
7. The Chairperson or Vice-Chairperson may be removed from office at any time by a majority vote of the members.

Article V. Staff Support

1. Roundtable staff support shall be directed by the Cities Association of Santa Clara County may include staff and consultants.
2. The duties of the Roundtable Staff and consultants provided by the Cities Association of Santa Clara County shall be specified and approved as part of the Roundtable's annual budget process.

Article VI. Meetings

1. The Roundtable membership shall establish, by adopted resolution, the date, time and place for regular Roundtable meetings. Such resolution shall be adopted at the first regular meeting.
2. A majority of all voting members of the Roundtable must be present to constitute a quorum for holding a Regular or Special Roundtable Meeting.
3. If a quorum is not present at a Regular or Special Roundtable Meeting as determined by the roll call, the Chairperson may decide to:
 - a. terminate the proceedings by declaring a quorum has not been achieved and therefore an official meeting cannot be convened, or
 - b. delay the start of the official meeting as a means to achieve a quorum, if possible, and
 - c. if the Chairperson chooses to delay the meeting, the Chair may ask for a consensus from the Representatives/Alternates present to hear the informational items only as noted on the meeting agenda.

4. All agendas and meeting notices for each Regular Meeting, Special Meeting, and certain Subcommittee Meetings, as defined in Article VII, shall be posted, as prescribed by law (Brown Act, California Government Code Section 5490 et seq.).
5. Each Roundtable Meeting Agenda packet shall be posted on the Roundtable Web site as soon as possible before a meeting.

Article VII. Subcommittees

1. Subcommittees shall either be a Standing Subcommittee or an Ad Hoc Subcommittee which may be created, as needed, to address specific issues. The number of members appointed to a subcommittee of the Roundtable shall consist of less than a quorum of its total membership (see Article VI. Section 2, re: quorum).
2. Creation of a Standing Subcommittee or an Ad Hoc Subcommittee may be created by a majority vote of the Representative/Alternates present at a Regular Meeting. Any Member may propose the formation of a subcommittee.
3. Standing Subcommittee or Ad Hoc Subcommittee membership and number of meetings shall be based on the following:
 - a. The Chairperson, at his or her discretion, may appoint any Roundtable Representative or Alternate to serve on a Standing Subcommittee or on an Ad Hoc Subcommittee.
 - b. The Roundtable Chairperson and Vice-Chairperson may serve on a Subcommittee or appoint a current member of the Roundtable to serve as the Subcommittee Chairperson. The Roundtable Chairperson shall serve or appoint a Chair of the Subcommittee, and the Subcommittee shall elect the Vice-Chair. When the Chair of the Subcommittee cannot attend a Subcommittee meeting, the Subcommittee Vice-Chair may serve as the Chair for that meeting.
 - c. Each Subcommittee shall meet as many times as necessary to study the issues identified by the Roundtable as a whole and develop and submit final recommendations regarding such issues to the full Roundtable for review/action.
 - d. After the date on which the Roundtable has heard and taken action on an Ad Hoc Subcommittee's final recommendation(s), the Ad Hoc Subcommittee shall cease to exist, unless the Roundtable determines that the Subcommittee must reconvene for the purposes described in this paragraph.

In its action on the Ad Hoc Subcommittee recommendation(s), the Roundtable may direct the Subcommittee to reconvene, as necessary to review, refine, and/or revise all or a portion of its recommendation(s). If such action occurs, the

Ad Hoc Subcommittee shall be charged with preparing and submitting a subsequent recommendation(s) to the full Roundtable for review/action. After the date on which the Roundtable has received the subsequent Ad Hoc Subcommittee recommendation(s), the Subcommittee shall cease to exist.

4. The duties of a chairperson of a Roundtable Subcommittee may include, but are not limited to, presiding over Subcommittee meetings and submitting recommendations to the full Roundtable, regarding the topics/issues addressed by the Subcommittee.

Article VIII. Funding/Budget

1. The Roundtable shall be funded by its voting member agencies. Attached to the bylaws is the initial Funding allocation for each City and County. The Cities Association of Santa Clara County shall establish a Roundtable Fund that contains the funds from the member agencies and shall be the keeper of the Roundtable Fund. All Roundtable expenses shall be paid from the Roundtable Fund.
2. The amount of the annual funding for each member shall be based on the approved per capita formula and may be increased or decreased on a percentage basis at a Regular or Special Meeting by a majority vote of those members present at that meeting.
3. The Roundtable fiscal year shall be from July 1st to June 30th.
4. Roundtable Staff, in consultation with the Roundtable Chairperson, will recommend an annual funding amount for the Roundtable at least 60 days prior to the anticipated date of adoption of the annual Roundtable Budget and inform each member of their anticipated increase or decrease in funding amount.
5. The Roundtable shall adopt an annual budget at a Regular Meeting or at a Special Meeting to be held between February - April of each calendar year. The budget must be approved by a majority of the Representatives/Alternates who are present at that meeting.
6. The adopted Roundtable Budget may be amended at any time during the fiscal year, as needed. Such action shall occur at a Regular Roundtable Meeting and be approved by a majority of the Roundtable Representatives present at that meeting.
7. If a member withdraws from the Roundtable, per the provisions of Article III. Section 9, the remainder of that member's annual Roundtable funding contribution shall be forfeited, since the annual Roundtable Budget and Work Program are based on revenue provided by all Roundtable members.

Article IX. Conduct of Business/Voting

1. All Roundtable Regular Meetings and Special Meetings shall be conducted per the relevant provisions in the Brown Act, California Government Code Section 54950 et seq.
2. All Roundtable Standing Subcommittees, as identified in Article VII., are considered legislative bodies, per Government Code Section 54952 (b) (Brown Act) and therefore, the conduct of Standing Subcommittee meetings shall be guided by the relevant provisions of the Brown Act, Government Code Section 54950 et seq.
3. Ad Hoc Subcommittees are not legislative bodies, as defined by law, and therefore the conduct of those Subcommittee meetings are not subject to the relevant provisions of the Brown Act, Government Code Section 54950 et seq.
4. All action items listed on the Meeting Agenda shall be acted on by a motion and a second, followed by discussion/comments from Roundtable Representatives and the public, in accordance with Robert's Rules of Order. Approval of an action item shall require a majority of the membership.
5. Each City and County represented on the Roundtable shall have one vote on all voting matters that come before the Roundtable.
6. To ensure efficient communications and the appropriate use of Roundtable Staff and Airport Noise Abatement Office Staff resources outside of noticed Roundtable meetings, other than those requests deemed to be minor by the Chairperson, Roundtable Members shall submit all requests for assistance/information/analysis to the Chairperson. The Chairperson will determine the appropriate course of action to respond to the request and shall, if necessary, forward the request to Roundtable and/or Airport staff for action. The Chairperson shall inform the Roundtable Member of the disposition of the request in a timely manner. For requests that are outside of the Roundtable's purview or approved Work Program, the Chairperson shall notify the Member that the request cannot be fulfilled at that time. The Vice Chairperson shall have similar authority in the Chairperson's absence.

Article X. Amendments/Effective Date

1. The Bylaws shall be adopted at a Regular or Special Roundtable Meeting by a majority of the Roundtable Representatives/Alternates present at that meeting.
2. The adopted Bylaws may be amended at any Roundtable Regular or Special Meeting by a majority of the Roundtable Representatives/Alternates present at that meeting.

3. The effective date of these Bylaws and any future amended Bylaws shall be the first day after the Roundtable action to (1) adopt these Bylaws and (2) adopt all subsequent amendments to the Bylaws.

Mary Lynne Bernald
Roundtable Chairperson Mary-Lynne Bernald
City of Saratoga

Mar 4/27/2019
Date

Lisa Matichak
Roundtable Vice-Chairperson Lisa Matichak
City of Mountain View

Mar 27, 2019
Date