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**EDWARDS
COMMUNITY ALLIANCE**

BY-LAWS

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By-laws

Edwards Community Alliance

Article 1: General

Section 1.1 Name

The name of the organization is the “Edwards Community Alliance”, hereinafter known as the “Alliance”. This organization was established by citizens of Kern and Los Angeles Counties in response to a Base Retention Grant provided by the California Technology, Trade and Commerce Agency Office of Base Retention and Conversion. Membership consists of representatives from County and City governments, and business and community sectors.

Section 1.2. Administration

Kern County, as the “single local retention entity” for Edwards Air Force Base under Senate Bill 1054, will administer the activities and provide oversight management of Alliance activities. The office of Mr. Guy Greenlee, Interim Director of Community Development Program Department will be responsible to the Board of Supervisors for Alliance functions. The county may elect to contract for a firm to organize and facilitate the operation of the Alliance and to implement the scope of work in the State/County Defense Retention Grant.

Section 1.3 Purpose

To ensure the continued economic growth and viability of East Kern and north Los Angeles counties through partner based collaborative efforts to:

- ❖ Preserve and enhance the unique value of the Air Force Flight Test Center and Edwards Air Force Base to the United States Air Force, the Department of Defense, NASA, and the commercial aircraft industry
- ❖ Collaborate with the Edwards military and civilian commands to leverage existing base capabilities and technologies to meet the requirements of DoD Vision 2010 and 2020.
- ❖ Work cooperatively with the military commands to:
 - strengthen existing military and community partnerships formed to attract new, compatible military missions to the base.
 - encourage technology based industries to use existing underutilized military base capabilities and resources
 - outsource appropriately selected functions
 - develop cooperative ventures
 - meet mission requirements more efficiently
 - establish student “mentoring, internships, and cooperative education programs” to help reduce the engineering shortfall

- ❖ Work with appropriate congressional representatives and federal officials to bring more military construction programs to Edwards to enable expansion and enhancement of existing capabilities and missions.

Article II: Board of Directors

Section 2.1 General Powers

The affairs of the Alliance shall be governed and managed by a Board of Directors (hereinafter referred to as the Board). The Board shall have the responsibility for establishing policy, setting strategic direction, providing management oversight, and determining the use of funds for the implementation of the Alliance's purposes.

The Board may, at its pleasure and by majority vote, establish committees and appoint committee members. A member of the Board will serve as chair of all committees so established.

Section 2.2 Number and Tenure

2.2a. Board membership shall be comprised of two (2) appointed representatives from:

Boron, California City, Lancaster, Mojave, Rosamond and Tehachapi.

2.2b. In addition, the Counties of Kern and Los Angeles will each provide a minimum of one representative to the Board.

2.2c. The Board of Supervisors of Kern County shall appoint two (2) of its members to serve as members of the Board.

2.2d. Board members shall serve for a period of two years, but can serve multiple terms. The Board will review at least annually the Board membership and participation, and determine the need to add and/or replace Board members.

2.2e. Additional members of the Alliance may come from local city, community/business, and public at large. The maximum number of members is not stipulated.

Section 2.3 Compensation

2.3a. Board members will serve without compensation in the performance of their Board duties except as set forth herein. Expenses incurred by Board members (other than Government Officials and their employees) in furtherance of the Alliance vision, mission and goals are reimbursable according to the standard reimbursement tables in force for Kern County government officials at the time the expense was incurred. Government Officials and their employees will not be compensated by the Alliance unless specifically provided for in the approved Budget for that fiscal year.

2.3b. The Board may also provide compensation for individuals (Board members, members, or others) for their time involved in administration, direction, or

implementation of Alliance tasks if the effort is considered necessary and beyond what could reasonably be expected of an individual to donate of their time and resources. None of these positions shall be full time and none shall exceed 20 hours per week over an extended period. A job description for these tasks and/or positions shall be developed and approved by the Board. Government Officials or their employees will not be compensated for their time unless specifically provided for in the approved Budget for that fiscal year. Compensation will be limited to those who are not otherwise compensated by their employer.

2.3.c. Travel expenses can be paid or reimbursed for all those doing business for the Alliance except for Government Officials and their employees unless specifically provided for in the approved Budget for that fiscal year. The Board shall approve travel before such payments are made.

Section 2.4 Meetings

Regular Alliance Board meetings will be held monthly. Special meetings may be held with one week written notification of all Board members.

Location: Meetings will normally be rotated between the member communities.

Agenda: A meeting agenda will be promulgated via fax or E-mail to all members of the Board, to members of the Board of Advisors and to other ad hoc members.

Section 2.5 Voting

Each Board member will have one vote. A quorum of the Board will be a simple majority of the seated Board members. A quorum is required on all policy issues and for approval of expenditure of funds.

Article III: Officers

Section 3.1 Officers

3.1a. The Board shall have two officers of equal status and responsibility. The title of each is Co-chairperson of the Board and the Alliance. The Board will elect one from the Kern County Supervisors and another will be elected from the community members on the Board. They will serve for two (2) years, but can serve more than one term.

3.1b. The Board may appoint other positions as required to carry out the duties of the Alliance by a vote of the majority of Board members.

Section 3.2 Duties of Co-chairpersons

The Co-chairpersons shall have the following duties, responsibilities and authorities:

- Preside at Alliance meetings.
- Establish and appoint members to committees subject to approval by majority vote of the Board.
- Act as an ex-officio member of all committees.

- Appoint Board members to attend meetings related to Alliance business.
- Other duties as prescribed by these by-laws or the Board.

Article IV Alliance Membership

Section 4.1 Membership

Alliance membership is summarized as follows:

4.1a. Board of Directors. As outlined in Article II of these by-laws.

4.1b. Members. Members include representatives of local business, military, public and private organizations, as well as members of the general public in Kern and Los Angeles Counties. In general, the following guidelines pertain to Alliance members:

- The only Alliance members empowered to vote on matters of policy or issues concerning the organization are its Board of Directors.
- Nothing in these by-laws precludes any other member from participating in consensus development and discussions at Alliance meetings.
- All Alliance members are eligible to serve on alliance committees provided that requirements contained in these by-laws are met.

4.1c. Sponsors. Sponsors are individuals, businesses, and corporations who provide financial support to the Alliance. There are three levels of Sponsor Membership:

LEVEL	INDIVIDUALS	BUSINESS
Silver Sponsor	*	*
Gold sponsor	*	*
Platinum sponsor	*	*

*Amount determined by the Board annually

Sponsors have full membership rights and in all presentations, publications, and advertisements their names and level of participation will be noted. The Board of directors may also schedule special forums, receptions, and events, which shall include the various levels of Sponsors.

Article V Budgets and Fiscal Year

Section 5.1 Budget Preparation

It is the responsibility of the Alliance Co-chairpersons to develop and present for Board approval an operating budget in support of the Alliance vision, mission and goals. Upon approval, it is the responsibility of the Alliance Co-chairpersons to administer the budget and carry out the financial management plan.

Section 5.2 Board Action

The Board may make any change to the proposed budget that is considered necessary and appropriate. Approval of the budget or changes to the budget shall be by a majority vote of the Board.

Section 5.3 Fiscal Year

The fiscal year for the Alliance shall begin on July 1st and shall end at midnight on June 30th of each year.

Article VI Disbursements and Audits

Section 6.1 Disbursements

The Board shall cause to be established a system regarding the manner in which disbursements for expenses are authorized.

Section 6.2 Audit

An audit shall be made of all Alliance financial records and accounts at least annually.

Article VII Miscellaneous

Section 7.1 Parliamentary Procedure/Rules of Order

The rules contained in the current edition of Roberts Rules of Order shall govern Alliance meetings in all cases in which they are applicable and in which they are not inconsistent with these by-laws and/or any special rules of order that the Alliance Board may adopt.

Section 7.2 Amendment of By-Laws

These by-laws may be amended at any regular meeting of the Alliance by a two-thirds vote of the Board provided that the amendment has been submitted in writing to all Board members at least three (3) business days prior to the meeting and introduced at the previous Board meeting.

Section 7.3 Dissolution

This organization can be dissolved by simple majority vote of the Board. Upon dissolution of the organization, any remaining funds shall be distributed to designated non-profit corporations (existing under the laws of the State of California) as approved by a majority of the Board.

Supervisor
Alliance Co-chairperson

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Alliance Co-chairperson