

BY LAWS OF THE
CALIFORNIA MARITIME INFRASTRUCTURE AUTHORITY

Adopted November 28, 1995

Amended May 28, 1998

ARTICLE I - THE AUTHORITY

Section 1.1. Name. The official name of the Authority shall be the "California Maritime Infrastructure Authority".

Section 1.2. Board Members. The Authority shall be administered by a governing board (the "Board") whose members shall be as set forth in Section 7 of the Joint Exercise of Powers Agreement Creating the California Maritime Infrastructure Authority, dated as of November 1, 1995 (the "Agreement"), In the event of a vacancy on the Board, a successor Boardmember, who shall serve for the unexpired term, shall be selected in the manner in which the prior Boardmember was selected, as prescribed in Section 7(b) of the Agreement.

Members of the Board shall, to the extent required by law, comply with the requirements of the California Political Reform Act, as amended from time to time, and any other requirements applicable to members of the governing board of a joint powers authority.

Section 1.3. Office and Place of Meetings. The business office of the Authority shall be at 3251 Beacon Blvd., West Sacramento, California 95691 or at such other place as may designated by the Board. Regular meetings shall be held at 3251 Beacon Blvd., West Sacramento, California 95691 or at such other place as the Board may designate.

Section 1.4 Compensation. Members may receive their actual and necessary

expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and only if there are unencumbered funds available, for such purpose.

Section 1.5 Conflict of Interest Code. The Board shall, to the extent required by law, adopt a conflict of interest code. Bond Counsel and Counsel to the Authority for financing matters shall not be considered a consultant or other designated position for purposes of the conflict of interest code.

Section 1.6 Debts, Liabilities and Obligations of Authority. The debts, liabilities and obligations of the Authority shall not constitute debts, liabilities or obligations of any Member, unless assumed in a particular case by resolution of the governing body of the Member to be charged, and the resolution, indenture, trust agreement or other instrument pursuant to which such debts, liabilities or obligations are issued shall contain a statement to such effect.

ARTICLE II - OFFICERS

Section 2.1 Officers. The Officers of the Authority shall be the Chair, Vice-Chair, Secretary, Treasurer, and Auditor. The Chair and Vice-Chair may be either the Chief Executive Officer, the Chief Financial Officer or a Member.

Section 2.2 Chair. The Chair of the Authority shall be elected by the Board. The term of office shall be from the date of his or her election as Chair through the date of the first

regular meeting of the Authority in the next succeeding calendar year; provided that he or she shall serve until a successor has been duly elected. The Chair shall preside at all meetings of the Authority, and shall submit such information and recommendations to the Board as he or she may consider proper concerning the business, policies, and affairs of the Authority. The Chair may designate an officer of the Authority to act as his or her designee in exercising the powers and performing the duties of the Chair. Except as otherwise authorized by resolution of the Board, the Chair or the Chair's designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 2.3. Vice-Chair. The Vice-Chair shall be elected by the Board. The term of office shall be from the date of his or her election as Vice-Chair through the date of the first regular meeting of the Authority in the next succeeding calendar year; provided that he or she shall serve until a successor has been duly elected. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the members shall elect a new Chair, The Vice-Chair may designate an officer of the Authority to act as his or her designee in exercising the power and performing the duties of the Vice-Chair.

Section 2.4. Secretary. The Secretary shall be appointed by the Board, and may, but need not, be a member of the Board. The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary may designate one or

more officers of the Authority to act as his or her designee in exercising the power and performing the duties of the Secretary.

Section 2.5. Treasurer and Auditor The Treasurer and Auditor shall be appointed by the Board, and may, but need not, be a member of the Board and may, but need not, be the same person. The Treasurer and the Auditor shall perform the duties set forth in the Agreement.

Section 2.6 Election of Officers . Election of officers shall be the first order of business at the first regular or special meeting of the Authority held in each calendar year; provided that failure to elect any or all officers at such meeting shall not affect the title to office, of any officer duly elected and holding office as of such meeting.

Section 2.7 Authority to Bind Authority. No member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the Board, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

ARTICLE III - EMPLOYEES AND AGENT

Section 3.1 Appointment of Employees and Agents. The Authority may from time to time request from a member agency the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the

Authority. The Board may in addition employ professional and technical personnel, on such terms and at such rates of compensation as the Board may determine, for the performance of Authority business and affairs, provided that adequate sources of funds are identified for the payment of such professional and technical services.

ARTICLE IV - MEETINGS

Section 4.1. Regular Meetings. Regular meetings shall be held at the business office of the Authority, or at such other place as the Authority by resolution may designate, on dates and at a time as fixed by Resolution of the Authority, or by teleconference. Meetings may be called and held by teleconference within the meaning of that term and as authorized under Section 54953 of the Government Code. If at any time a regular meeting falls on a legal holiday, such regular meeting shall be held on the next business day at the same time.

At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law.

Section 4.2 Special Meetings. A special meeting may be called at any time by the Chair or by a majority of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be

sufficient if delivered to the Secretary of the Authority. Notices to other persons or entities entitled by law to receive notices must be delivered personally or by mail and must be received at least 24 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Board. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time such special meeting convenes,

Section 4.3. Closed Sessions. Nothing contained in these by-laws may be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board,

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time-to-time. If all members are absent from any regular meeting or adjourned regular meeting the Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the

adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or reconvened to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.6 Meetings to be Open and Public. All meetings of Authority members to take action or to deliberate concerning Authority 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 and Section 4.3 of these bylaws.

Section 4.7 Quorum and Manner of Action- A majority of the members of the Board 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. No action may be taken by the Board except upon the affirmative vote of a majority of the Board.

Section 4.8 Order of Business. At the regular meetings of the Authority, the following shall be the general order of business:

1. Roll Call
2. Approval of Minutes
3. Reports
4. Unfinished Business
5. New Business
6. Public Comment
7. Adjournment

Section 4.9 Parliamentary Procedure. The rules of parliamentary procedure set forth in Robert's Rules of Order shall govern all meetings of the Authority, except as otherwise herein provided.

ARTICLE V – AMENDMENTS

Section 5.1 Amendments to By-Laws. These by-laws may be amended by the Authority at any regular or special meeting by majority vote, provided that the proposed amendment to any particular section is included in the notice of the meeting.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their proper officers thereunto duly authorized, as of the day and year first above written.

HUMBOLDT BAY HARBOR,
RECREATION AND CONSERVATION
DISTRICT

By _____

STOCKTON PORT DISTRICT

By  _____

~~SANTA CRUZ PORT DISTRICT~~

~~By _____~~

SACRAMENTO-YOLO PORT DISTRICT

By _____

~~HARBOR DEPARTMENT OF THE CITY
OF LOS ANGELES~~

~~By _____~~

SAN DIEGO UNIFIED PORT DISTRICT

By _____

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HUMBOLDT BAY HARBOR,
RECREATION AND CONSERVATION
DISTRICT

By _____

STOCKTON PORT DISTRICT

By _____

SANTA CRUZ PORT DISTRICT

By *Brian E. Far*

SACRAMENTO-YOLO PORT DISTRICT

By _____

HARBOR DEPARTMENT OF THE CITY
OF LOS ANGELES

By _____

SAN DIEGO UNIFIED PORT DISTRICT

By _____

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HUMBOLDT BAY HARBOR,
RECREATION AND CONSERVATION
DISTRICT

By _____

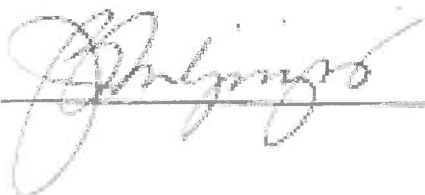
STOCKTON PORT DISTRICT

By _____

~~SANTA CRUZ PORT DISTRICT~~

~~By _____~~

SACRAMENTO-YOLO PORT DISTRICT

By  _____

~~HARBOR DEPARTMENT OF THE CITY
OF LOS ANGELES~~

~~By _____~~

SAN DIEGO UNIFIED PORT DISTRICT

By _____

Peter Grenell

From: brian foss <brian.foss@me.com>
Sent: Friday, September 21, 2012 12:09 PM
To: Rita Koehnen; Jeff Wingfield; Peter Grenell; David Hull(home)
Subject: Fwd: CMIA
Attachments: CMIA bylawsApproval(byPort) 1.jpeg; ATT56673.htm; CMIA bylawsApproval(byPort) 2.jpeg; ATT56674.htm; CMIA bylawsApproval(byPort) 3.jpeg; ATT56675.htm; CMIA bylawsApproval(byPort) 4.jpeg; ATT56676.htm; CMIA bylawsApproval(byPort).jpeg; ATT56677.htm; CMIAJPAAgreementOriginal.doc; ATT56678.htm; CMIABylaws.doc; ATT56679.htm

Importance: High

Larry Mallon response to Tax exempt status.

Also individual Port Approval of 1995 bylaws

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their proper officers thereunto duly authorized, as of the day and year first above written.

HUMBOLDT BAY HARBOR,
RECREATION AND CONSERVATION
DISTRICT

By Jack B. Thomson

STOCKTON PORT DISTRICT

By _____

~~SANTA CRUZ PORT DISTRICT~~

~~By _____~~

SACRAMENTO-YOLO PORT DISTRICT

By _____

~~HARBOR DEPARTMENT OF THE CITY
OF LOS ANGELES~~

~~By _____~~

SAN DIEGO UNIFIED PORT DISTRICT

By _____

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HUMBOLDT BAY HARBOR,
RECREATION AND CONSERVATION
DISTRICT

By _____

STOCKTON PORT DISTRICT

By _____

~~SANTA CRUZ PORT DISTRICT~~

~~By _____~~

SACRAMENTO-YOLO PORT DISTRICT

By _____

~~HARBOR DEPARTMENT OF THE CITY
OF LOS ANGELES~~

~~By _____~~

SAN DIEGO UNIFIED PORT DISTRICT

By  _____

ASSISTANT EXECUTIVE DIRECTOR

DONALD E. HILLMAN, JR.

