



BYLAWS
MSP Noise Oversight Committee (NOC)

ARTICLE I
Committee Mission

Provide a balanced forum for the discussion and evaluation of noise impacts around Minneapolis-St. Paul International Airport through the following functions:

- Identify, study and analyze airport noise issues and solutions
- Provide policy recommendations or options to the MAC Finance Development and Environment Committee and full Commission regarding airport noise issues
- Monitor compliance with established noise policy at MSP
- Ensure the collection of information and dissemination to the public.

The above functions will be conducted in a manner that considers public and airport user concerns, taking into consideration public input/information from the following channels of communication:

- MAC noise office
- MAC Aviation Noise and Satellite Program Website
- MSP Noise News newsletter
- MAC noise complaint and information hotline
- Governmental body official policy development processes
- MAC public hearings
- MAC informational meetings
- Individual NOC members
- MAC Finance Development and Environment Committee
- Metropolitan Airports Commission meetings.

ARTICLE II
Membership

1. The Committee membership shall consist of twelve officially designated representatives or, in the absence of designated representatives, the alternative representatives, with authority to act upon all matters within the purview of the Bylaws.

2. The airport users and communities shall have an equal number of members and votes on the Committee.
3. The MSP Airport and Airline Affairs Committee (AAAC) shall make airline and pilot appointments, except for the Minnesota Business Aviation Association (MBAA).
4. (a) Community representation will be defined as those communities within or touched by the most recently developed and submitted Part 150 DNL 65 contour. The following communities shall be entitled to one seat each on the Committee: Bloomington, Eagan, Mendota Heights, Minneapolis and Richfield and shall each appoint one primary representative and one alternate representative. Such communities shall be referred to as the “Designated Communities.”

(b) The following communities shall be entitled to share as a group one seat on the Committee: Burnsville, Inver Grove Heights, St. Louis Park, St. Paul, Sunfish Lake and Apple Valley. Such communities shall be referred to as the “At-Large Communities.” The At-Large Communities as a group shall be the appointing authority for the At-Large Communities seat. Each At-Large Community shall have one vote in the selection of the At-Large Communities’ primary and alternate representative.

(c) Taken together, Designated Communities or their primary and/or alternate representatives and At-Large Communities or their primary and/or alternate representative shall be referred to as “communities” or “community representatives.”
5. The respective appointing authority shall file with the MAC the designated representative and alternate, setting forth their names and mailing address. Thereupon, representation on the Committee will be confirmed by issuance of a certificate of membership to each such representative and/or alternate representative.
6. Primary representatives and alternate representatives of Designated Communities, Users, and At-Large Communities shall be appointed to serve for two (2) years. Alternate representatives will only be allowed to represent their respective organization in the absence of a primary representative.
7. The composition of the Committee is as follows:

USER REPRESENTATION

- 1 – Scheduled airline representative
- 1 – Cargo carrier representative
- 1 – Charter operator representative

- 1 – Chief Pilot representative
- 1 – Minnesota Business Aviation Association (MBAA) representative
- 1 – At-Large Airport User representative, as selected by the MSP AAAC

CITY REPRESENTATION

- 1 – City of Minneapolis representative
 - 1 – City of Richfield representative
 - 1 – City of Mendota Heights representative
 - 1 – City of Bloomington representative
 - 1 – City of Eagan representative
 - 1 – At-Large Communities representative, as selected by the At-Large Communities
8. The total Committee membership will never exceed twelve members. Modification of total membership numbers must be by a unanimous vote of the Committee.
9. Input may be sought from organizations or agencies that deal directly with aircraft noise abatement programs to include: Air Transport Association of America (ATA), Federal Aviation Administration (FAA), Minnesota Air National Guard, U.S. Air Force Reserve, MAC, Metropolitan Council and any other organization or agency with majority approval by the Committee.

ARTICLE III

Powers and Duties of Membership

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

- 1. Both airport user and community appointed members must be vested to represent their constituency and vote accordingly.

ARTICLE IV

Voting Rights of Membership

- 1. At all meetings of the Committee, attendance by four (4) airport user representatives and four (4) community representatives shall constitute a quorum for voting/action purposes. For the purpose of conducting meetings, at least half, six (6), of the Committee members must be in attendance. Attendance includes meeting participation via conference call.
- 2. There shall be equal representation of airport user and community membership on the Committee and, to that end, for purposes of voting on all matters requiring a

vote of the Committee, each representative, both user and community, shall have one (1) vote, which in the absence of a representative may be his or her duly designated alternate representative.

3. These Bylaws may be amended or altered by the vote of a super majority of the membership present at any meeting, provided that notice of such proposed amendments shall have been given fourteen (14) days prior to a general membership meeting.

ARTICLE V Co-Chairpersons

The airport user and community segments of the Committee shall each select a Co-Chairperson who will serve at the pleasure of the appointing group. Each Co-Chairperson will serve for a two (2) year term or until his/her representation on the Committee terminates, or until replaced by the appointing group, whichever occurs first.

The powers and duties of the Co-Chairpersons are as follows:

1. To review agendas.
2. To preside over meetings - the presiding Chairperson will alternate every other meeting.
3. By the mutual consent of the Co-Chairpersons, special meetings may be called, or upon request of a majority of the Committee, four (4) users and four (4) community representatives.
4. To sign as Co-Chairpersons of this Committee, all instruments in writing that may require such signature, unless the membership shall otherwise direct, and to perform such other duties and tasks as these Bylaws or as the membership shall from time to time prescribe.
5. Each segment of the Committee, by a majority vote, shall elect their respective Co-Chairperson.

ARTICLE VI Technical Advisor

The Manager of the MAC Aviation Noise and Satellite Programs office will act as the Technical Advisor to the Committee. The Technical Advisor shall perform the following functions:

1. To prepare the agenda for meetings of the Committee, which shall include any items for consideration proposed to him/her by any airport user or community representative with the consent of at least one Co-Chairperson.
2. To keep a full and complete record of the proceedings of the Committee and of the meetings of the members.
3. To maintain an up-to-date roster of Committee membership and of the representatives of each member corporation, association, governmental body and unit including the date of appointment and time of service of each representative. He/she shall inform each member as to the termination of the term of service of each representative, no less than sixty (60) days prior to such termination.
4. To make service and publication of all notices that may be necessary or proper. In the case of absence of the Technical Advisor or the Committee's Designee to make service or publication of any notice then such notice may be signed, served and published by the Co-Chairpersons or, in the absence of one of the Co-Chairs, by one of the Co-Chairpersons, or by any person thereunto authorized by any of them or by the Committee.

ARTICLE VII
Technical Studies

1. The Committee at its own determination, by a majority vote, or at the request of the Technical Advisor, may retain the services of independent technical experts and consultants as deemed necessary in the performance of the Committee's functions.
2. All services that are retained for the purpose of supporting Committee initiatives will be conducted within the budgetary limits of the MAC Aviation Noise and Satellite Programs Office.
3. In aid of the Committee's mission, the Committee may ask agencies, corporations, associations, and governmental bodies to make available to the Committee technical advice, and the services of their technical personnel reasonably required for the purpose of studies instituted by the Committee.
4. Studies and reports of technical personnel retained by the Committee for such purpose shall be available to the Committee in aid of its performance of its functions but shall not constitute studies or reports of the Committee unless duly adopted by it.

ARTICLE VIII
Committee Meetings

1. Meetings will be scheduled every other month (odd numbered months) – day to be determined by the Committee. Meetings will be held if workload/business necessitates as mutually determined by the Co-Chairpersons. If any regular meeting day falls on a Saturday, Sunday or holiday, then the meeting shall occur on the next business day thereafter. Special meetings of the Committee shall be established through the mutual consent of the Co-Chairpersons or by a majority vote of the Committee.
2. Prior to every meeting, a Committee agenda review session will be conducted for Committee members and/or Alternates only. Committee meetings will be open to the public. All decisions, staff direction and votes will be made during the public Committee meeting.
3. The Technical Advisor or the Committee’s designee shall distribute notice of general or special meetings of the Committee at least two (2) weeks prior to the meeting to each representative at his/her mailing address currently on file with the MAC. Such notice shall set forth the agenda of the meetings and no matters requiring Committee action may be considered which are not on the agenda unless the Committee, by a super majority vote of representatives in attendance, elects to consider such matters. Each Committee agenda will include a review of any comment trends, topics or issues raised via the Committee’s recognized channels of communication.
4. All meetings shall be held during business hours at the general offices of the MAC or at such other place or places as from time to time the Committee by majority vote of representation in attendance at a meeting determines. The place of meeting or alternative place of meeting shall be set forth in notices of meetings.
5. Committee members can propose an item that is not included on the work plan for Committee consideration to either co-chair for approval and inclusion on the agenda. Approved agenda items proposed by Committee representatives will be added to the agenda of a future meeting at which time the representative proposing the item, and any individuals designated by the member to speak to the topic, will be given a specific amount of time, agreed to by both Co-Chairs, to present the item to the Committee. The Committee will consider the agenda item and make a determination whether the item should be added as a future agenda item, for more in-depth discussion and consideration, or dismissed from further discussion. This determination shall be made by a vote of at least four members of either the user representative group or city representative group.
6. A public comment period of no more than fifteen minutes will be added to the end of each agenda. Speakers must be sponsored by two members of the Committee. Each speaker will be limited to three minutes.

ARTICLE IX
Sub-Committees

Sub-Committees will be established on an as needed basis as determined by the organization as a whole, and will be comprised of people with the expertise or a vested interest in the area of discussion, with a date certain completion time. Sub-Committees shall be provided a defined task to accomplish and a timeframe within which to complete the task. The composition of Sub-Committees will always be an equal balance of airport user and community representatives.

ARTICLE X
Procedures and Rules of Order

Robert's Rules of Order will be the governing doctrine for conduct of business and membership participation/behavior. The Committee may also adopt other rules necessary for the governance of the Committee's conduct of business. A rule can only be amended or suspended by a vote of two thirds of the full Committee.

ARTICLE XI
Reporting Relationship and Responsibility in MAC's Process

1. Annual work plans will be developed in consultation with the MAC Finance Development and Environment Committee and reviewed and approved annually by the MAC Full Commission.
2. Actions by the Committee will be forwarded to the MAC Finance Development and Environment Committee for review, and forwarded to the full Commission.
3. The Co-Chairs will provide a report to the MAC Finance Development and Environment Committee on an annual basis.
4. Each member will be responsible for reporting to his or her respective appointing authority.