

O'HARE NOISE COMPATIBILITY COMMISSION
BY-LAWS
AMENDED AND ADOPTED AS OF JANUARY 13, 2017

ARTICLE I.
NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of the Commission shall be the O'Hare Noise Compatibility Commission (the O'Hare Commission), as provided in the Intergovernmental Agreement Relating to the O'Hare Noise Compatibility Commission ("Intergovernmental Agreement") by and among the City of Chicago and the Participants referred to therein. Terms defined in the Intergovernmental Agreement and not otherwise defined herein are used with the same meanings set forth in the Intergovernmental Agreement.

Section 2. Principal Office. The principal office of the O'Hare Commission shall be located at O'Hare until such time as the O'Hare Commission by resolution may establish a new location.

ARTICLE II.
MEMBERS OF COMMISSION

Section 1. Membership of the Commission.

(a) The membership of the O'Hare Commission shall be as provided in Section 3.A. of the Intergovernmental Agreement, which number of members is subject to increase pursuant to Section 6.G. of the Intergovernmental Agreement and decrease pursuant to Sections 5.A. and 5.B. of the Intergovernmental Agreement. The members/designees of the O'Hare Commission shall have the respective powers, duties and responsibilities set forth in the Intergovernmental Agreement.

(b) Any Participant and the City of Chicago may appoint alternate members to act on the Participant's or the City's respective behalf in the same manner as the regular member whenever the regular member is absent or in the event of a vacancy; provided, however, that an alternate shall not act as an officer of the O'Hare Commission or of one of its committees where these by-laws expressly provide for another member (i) to act in an officer's stead when the officer is absent or (ii) to succeed or be appointed to an office in the event of a vacancy pursuant to paragraph (a) above.

Section 2. Term of Office. In addition to the provisions for the terms of office, vacancies and removal of members of the O'Hare Commission established in the Intergovernmental Agreement:

(a) The members appointed by the respective appointing body or official of each Participant and the City of Chicago shall serve at the pleasure of the respective appointing body or official until the earlier of: (i) the resignation, death, loss of position or disqualification a member; (ii) the removal of a member by the respective appointing body or official; or (iii) the date of termination of the Intergovernmental Agreement with respect to such Participant or the City of Chicago. In the event of a vacancy, the body or official who appointed the member

whose position is vacant shall make an appointment to fill the vacancy. In the event of a vacancy where the vacating member was Chair of the O'Hare Commission or chair of one of its committees, the Vice Chair of the O'Hare Commission or the vice chair of the respective committee shall serve as the Chair of the O'Hare Commission or the chair of the respective committee until a successor is elected.

(b) Members may serve consecutive terms.

Section 3. Powers. The O'Hare Commission shall possess and exercise all of the powers granted in the Intergovernmental Agreement, or as it may be hereafter amended. The Chair, Vice Chair, Executive Director, any other officer of the O'Hare Commission, any committee of the O'Hare Commission, or any other staff, professional advisors or consultants, may carry out such powers of the O'Hare Commission as these by-laws may provide or as the O'Hare Commission by resolution may delegate.

Section 4. Ethics.

(a) O'Hare Commission members, designees, and alternates are prohibited from any involvement in O'Hare Commission business in which they have a direct or indirect material financial interest. A financial interest arises when the O'Hare Commission has or is considering a transaction or other business relationship with an O'Hare Commission member or an O'Hare Commission member's family member (defined to include a spouse, domestic partner, child, sibling, parent or household member), or with an entity in which the O'Hare Commission member or family member has a material financial interest. A financial interest is material if it entails:

- (i) Any ownership or investment interest (including stock, options, a partnership interest or any other ownership or investment interest) valued at more than \$2,500, except equity in a publicly traded company amounting to less than a 1 percent ownership interest in the company;
- (ii) Receipt of non-dividend compensation (including salary, consulting fees, royalty payments or other remuneration) of more than \$2,500 in any 12-month period in the past three years, or the expectation of such compensation in the future;
- (iii) Real property, personal property, intellectual property or any other interest valued at \$2,500 or more, except that such material financial interest shall not include any interest in real estate which is under consideration for or receives residential sound insulation pursuant to uniform and generally applicable criteria; or
- (iv) A position of real or apparent authority in an outside entity, such as director, officer, trustee, or partner.

(b) In any matter upon which the O'Hare Commission member may be called upon to act or vote in which he or she has a material financial interest, that member shall disclose the same to the Chair of the O'Hare Commission as soon as he or she learns of it. This disclosure shall include the nature and extent of such interest and his or her acquisition

thereof. The disclosure shall be publicly acknowledged by the O'Hare Commission and entered into the minutes of the O'Hare Commission. If a member of the O'Hare Commission thereof holds such an interest, then he or she shall refrain from any further official involvement in regard to such matter, from voting on any such matter and from communicating with other members of the O'Hare Commission or its officers, agents and employees concerning said matter.

(c) In the event any O'Hare Commission member is subject to other ethics requirements with respect to his or her participation on the O'Hare Commission, the stricter standard shall apply.

(d) Every O'Hare Commission member, designee, or alternate shall submit an acknowledgement of these ethics rules on an annual basis to the Executive Director. Such annual acknowledgment shall be submitted between January 1st and the date of the annual meeting.

e) Any refusal by an O'Hare Commission member, designee, or alternate to submit any annual acknowledgment on or before the date of the annual meeting shall be immediate grounds for removal from the O'Hare Commission without prior notice.

ARTICLE III. OFFICERS OF THE COMMISSION

Section 1. Chair. The Chair of the O'Hare Commission shall be elected by the members of the O'Hare Commission from among its members for a term expiring on the date of the next annual meeting following such election or, if no Chair is elected at such meeting, until a successor is elected, unless the Chair's membership in the O'Hare Commission becomes vacant earlier pursuant to Article II, Section 2(a). The Chair shall preside at all meetings of the O'Hare Commission and perform such other duties as shall be necessary or desirable by reason of his or her position as Chair, or as may be directed by a duly adopted resolution of the O'Hare Commission.

Section 2. Vice Chair. A Vice Chair of the O'Hare Commission shall be elected by the members of the O'Hare Commission from among its members for a term expiring on the date of the next annual meeting following such election or, if no Vice Chair is elected at such meeting, until a successor is elected, unless the Vice Chair's membership becomes vacant earlier pursuant to Article II, Section 2(a). The Vice Chair shall perform all duties incumbent upon the Chair during the absence of the latter.

Section 3. Executive Director and Other Staff, Professional Advisors and Consultants. The O'Hare Commission also shall appoint, retain and employ an Executive Director and such other staff, professional advisors and consultants as may be needed to carry out its powers and duties. Except as otherwise provided in the Intergovernmental Agreement, the appointment of any staff and the selection of professional advisors and consultants must be approved by the majority of the members of the O'Hare Commission.

Section 4. Other Officers. The O'Hare Commission may, but need not, elect other officers, as it deems necessary, including but not limited to a Treasurer and a Secretary, who may, but need not, be O'Hare Commission members, to hold office at the pleasure of the O'Hare Commission. The duties of each officer shall be determined by the O'Hare Commission.

Section 5. Election in the Event of Vacancies. If the position of Chair or Vice Chair of the O'Hare Commission becomes vacant pursuant to Article II, Section 2(a), ninety days or fewer before the next annual meeting of the O'Hare Commission, the election of a new officer shall occur at the annual meeting. If the position of Chair or Vice Chair of the O'Hare Commission becomes vacant pursuant to Article II, Section 2(a), more than ninety days before the next annual meeting, the Nominating Committee shall convene within thirty days of the vacancy occurring, and nominate candidates for the office for election at the next scheduled regular meeting of the O'Hare Commission following such nomination. During any period in which the position of Chair of the O'Hare Commission is vacant, the Vice Chair shall serve as Chair and shall appoint another member to serve as Vice Chair pending election of a new Chair. During any period in which the position of Vice Chair of the O'Hare Commission is vacant, the Chair shall appoint a person to act as the Vice Chair pending election of a Vice Chair.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the O'Hare Commission shall be held during the second quarter of each fiscal year on such day and at such time and place as may be designated by the O'Hare Commission, or, in the absence of such action, by the Chair. Except as otherwise provided in these by-laws, officers of the O'Hare Commission shall be elected by the O'Hare Commission at the annual meeting.

Section 2. Regular Meeting. The time, date and location of all regular O'Hare Commission meetings for the next fiscal year shall be established by by the majority of the members no later than the end of the current fiscal year. A schedule reflecting the time, date and location of the O'Hare Commission meetings so established shall be prepared, posted and distributed in accordance with the Illinois Open Meetings Act, 5 ILCS 120 et seq., as amended from time to time ("Open Meetings Act"). The time, date and location of any regular O'Hare Commission meeting may be changed by resolution of the O'Hare Commission or in the absence of such action, by the Chair, upon not less than ten days prior written notice to each member of the O'Hare Commission and to the public in compliance with the Open Meetings Act.

Section 3. Special Meetings. A special meeting of the O'Hare Commission may be held upon call by the City of Chicago or any six members of the O'Hare Commission upon prior written notice of not less than seven days to each member of the O'Hare Commission and notice to the public as provided in the Open Meetings Act. Such notice shall specify the time, date and location of the O'Hare Commission meeting, and public notice shall be given in the form and manner provided in the Open Meetings Act. Not less than seven days prior to such special meeting, an agenda shall be given to each member by written notice, and public notice of the agenda shall be given in the form and manner provided in the Open Meetings Act.

Section 4. Emergency Meetings. The City of Chicago, the Chair or the Vice Chair, upon declaring in writing that an emergency exists and stating the nature of the emergency, may call an emergency meeting of the O'Hare Commission and establish the agenda, upon written notice to the members. Any such notice shall contain the time, place and purpose of the meeting. Public notice containing the same information provided in the notice of the emergency O'Hare Commission meeting to the members shall be given as provided in the Open Meetings Act.

Section 5. Public Meetings. All meetings of the O'Hare Commission and any O'Hare Commission committee shall be public meetings except as provided in the Open Meetings Act. Public comments will be limited to 3 minutes.

The following Rules of Decorum will apply to all meetings:

- Any person making offensive, insulting, threatening, slanderous or obscene remarks or makes threats against any person or against public order or security while in the meeting shall be removed at the direction of the presiding officer from further audience unless permission to continue is granted by the majority vote of the committee/commission.
- Comments are limited to those which address meeting agenda items, or those that are included as part of the Commission's Work Plan, which focuses on aircraft noise mitigation and abatement at O'Hare International Airport.
- Persons wishing to address the ONCC must be present and complete the comment card outlining the question or area to be addressed. Before making comments, they shall identify themselves to the Chair and Commission members by stating either their name, address, community or ward.
- Comments beyond ONCC's purview will not be allowed to be verbally given, but a written set of comments may be submitted for consideration to be added to the meeting minutes.
- Meeting attendees are reminded that ONCC has taken a neutral position on the O'Hare Modernization Program as reflected in the FAA's Record of Decision.

Section 6. Voting.

(a) For purposes of this section whenever the words "majority of the members of the O'Hare Commission" are used such words mean a majority of the members of the O'Hare Commission not including advisory members. Except as expressly set forth in the Intergovernmental Agreement and except as set forth below, the approval of any action of the O'Hare Commission shall require the concurrence of a majority of the members of the O'Hare Commission. A majority of the members shall constitute a quorum for the transaction of business by the O'Hare Commission.

(b) Voting by the members on all official acts of the O'Hare Commission, including, but not limited to, all resolutions, by-laws and regulations for the conduct of its business and affairs, shall be recorded. Members may participate in and act at any meeting of the O'Hare Commission or any Commission committee through the use of a conference telephone or other communications equipment by means of which all persons participating in or present at the meeting can hear each other. Such participation shall constitute attendance

and presence in person at the meeting of the person or persons so participating. Voting by the members at any meeting of the O'Hare Commission or any O'Hare Commission committee or on any issue shall be in person or by telephone in accordance with the Open Meetings Act.

Section 7. Order of Business and Agenda. The Chair in consultation with the Commissioner of Aviation of the City of Chicago, or his or her designee, shall establish the agenda for meetings of the O'Hare Commission and any O'Hare Commission committee, provided that the Chair, the City, or any three members of the O'Hare Commission may direct that a matter be placed on the agenda.

Section 8. Written Minutes. Written minutes of all meetings of the O'Hare Commission shall be kept by the Secretary or another person, who need not be a member, designated by the Chair. Such minutes shall contain, at minimum, the following: (a) the date, time and place of the meeting; (b) the members of the O'Hare Commission recorded as either present or absent; (c) specific wording of resolutions adopted; and (d) a summary of discussion of all matters proposed, deliberated or decided, and a record of any vote taken. Said minutes shall be maintained at the principal office of the O'Hare Commission and shall be made available for public inspection in accordance with the Open Meetings Act.

Section 9. Rules of Order. Anything to the contrary herein notwithstanding, in the event of a conflict, the provisions of the Intergovernmental Agreement shall supersede these by-laws and such superseding provision of the Intergovernmental Agreement shall be deemed to be provided by these by-laws by virtue of this section. Unless otherwise provided by Illinois law, the Intergovernmental Agreement, or these by-laws, the business of the O'Hare Commission at any regular, special or emergency meeting of the O'Hare Commission or any O'Hare Commission committee shall be conducted pursuant to Robert's Rules of Order, current edition.

Section 10. Committees.

- (a) The standing committees of the O'Hare Commission are set forth in paragraph (b) below. The Chair of the Commission, the Executive Committee or the O'Hare Commission by resolution, may establish one or more ad hoc committees of the O'Hare Commission and shall establish the membership, scope and objectives of each such committee. A majority of the members of a committee shall constitute a quorum for purposes of conducting any business. The affirmative vote of a majority of the members of the committee present and voting shall be required to approve any formal committee action. Each standing committee shall establish a schedule of regular meetings and may convene special and emergency meetings, all in accordance with the Open Meetings Act. Each ad hoc committee including but not limited to, the Nominating Committee, the Budget Committee and the By-laws Committee shall meet as needed to address the issues presented to it and shall meet at any time determined by O'Hare Commission resolution or by the Chair of the O'Hare Commission, after consultation with the chair of the committee. Ad hoc

committee members shall be appointed by the Chair. Notice of committee meetings shall be provided to each member of the O'Hare Commission and to the public as set forth in the Open Meetings Act. Each committee shall keep written minutes to the same extent required for meetings of the O'Hare Commission in Section 8 of this Article IV.

- (b) The following are the standing committees of the O'Hare Commission:
 - (i) The Executive Committee shall consist of the member representing the City of Chicago; the elected officers of the O'Hare Commission; the immediate past Chair of the O'Hare Commission (if still a member of the Commission); the chairpersons of the Standing Committees and one or two other members of the O'Hare Commission appointed by the Chair of the O'Hare Commission, with the consent of the other members of the Executive Committee, as to make the total membership of the Executive Committee an odd number. The Executive Committee shall have the power to supervise and recommend compensation for the Executive Director, to review and recommend the budget of the O'Hare Commission, to review and recommend applications for membership in the O'Hare Commission, to submit policy issues for consideration by the Commission and to exercise such other powers and perform such other duties as may be imposed by resolution of the O'Hare Commission. The Chair of the O'Hare Commission shall be the Chair of the Executive Committee. The Chair of each committee shall be elected by the Executive Committee. The Vice Chair of each committee shall be elected by the members of each committee.
 - (ii) The Technical Committee shall consist of members of the O'Hare Commission interested in discussing and making recommendations to the O'Hare Commission regarding issues involving the sources of airport-related noise.
 - (iii) The Residential Sound Insulation Committee shall consist of members of the O'Hare Commission interested in discussing and making recommendations to the O'Hare Commission regarding the sound insulation of homes.
 - (iv) The School Sound Insulation Committee shall consist of members of the O'Hare Commission interested in discussing and making recommendations to the O'Hare Commission regarding the sound insulation of schools.

- (c) The Executive Director shall solicit every member/designee/alternate for committee participation on an annual basis.

Section 11. Suspension of Rules. Any provision of this Article IV may be suspended upon the vote of a majority of the members of the O'Hare Commission, unless any such action, or the result of any such action, would be inconsistent with or would violate the provisions of the Intergovernmental Agreement or Illinois law.

ARTICLE V. ADMINISTRATION

Section 1. Administrative, Professional and Technical Support. The City of Chicago and its Department of Aviation shall provide administrative, professional and technical support to the O'Hare Commission in connection with the planning and implementation of Noise Compatibility Programs and Projects.

Section 2. Audit and Accounting Procedures. The accounts of the O'Hare Commission shall be examined and audited at the end of each fiscal year by a qualified independent public accountant.

Section 3. Fiscal Year. The fiscal year of the O'Hare Commission shall commence on the first day of January.

Section 4. O'Hare Commission Records. The records of the O'Hare Commission shall be available for inspection and copying by the public as provided in the Illinois Freedom of Information Act, 5 ILCS 140 et seq., as amended from time to time.

ARTICLE VI. AMENDMENTS

These by-laws may be amended by the O'Hare Commission at any O'Hare Commission meetings, provided that at least 48 hours written notice of the proposed amendment has been given to all members. Such notice may, however, be waived if all of the members who have been appointed are present and consent to the adoption of the amendment.