

# **WINCHESTER REGIONAL AIRPORT AUTHORITY**

## **BY-LAWS**

**Adopted: June 8, 1989**  
**Amended: February 11, 1993**  
**Amended: August 10, 1995**  
**Amended: March 08, 2001**  
**Amended: February 12, 2004**

# **Winchester Regional Airport Authority By – Laws**

## **ARTICLE I – Name, Seal and Offices**

- 1.1 Name. The name and title of this Authority is the Winchester Regional Airport Authority.
- 1.2 Seal. The Authority's seal shall be circular and shall have inscribed thereon, within and around the circumference, the following: "Winchester Regional Airport Authority"; in the center shall be the word "Seal".
- 1.3 Offices. The principal offices of the Winchester Regional Airport Authority shall be in the terminal building at Winchester Regional Airport, 491 Airport Road, Winchester, Virginia 22602.

## **ARTICLE II -- Membership**

- 2.1 Appointment and Tenure of Board of Directors. The powers of the Authority shall be vested in the directors thereof in office. The governing body of each participating political subdivision shall appoint the number of directors, who may be members of the appointing governing body, set forth opposite its name below:

City of Winchester.....2  
County of Frederick.....4  
Each other participating  
Political subdivision.....1

After the initial term, each director shall be appointed for a four-year term or until his successor is appointed and qualified. No member of the Board of Directors may be an employee of a participating political subdivision. Directors appointed by additional participating political subdivisions or directors appointed by existing political subdivisions shall also be appointed for four-year terms. The governing body of each political subdivision shall be empowered to remove at any time without cause, any director appointed by it and appoint a successor director to fill the unexpired portion of the removed director's term.

- 2.2 Compensation. Each director may be reimbursed by the Authority for the amount of actual expenses incurred by him/her in the performance of his duties.

## **ARTICLE III -- Organization**

- 3.1 Quorum. A majority of the directors in office shall constitute a quorum. No vacancy in the membership of the Authority shall impair the right of a quorum to exercise all rights and perform all duties of the Authority.

A vote of two-thirds (2/3) of the directors in office shall be required for any of the following actions:

1. Authorization to expend funds or to obtain financing in the amount exceeding two hundred thousand (\$200,000) dollars.
2. Grant of any encumbrance on Authority property except encumbrances required with a grant obtained by the Authority.
3. Convey any permanent interest in real estate owned by the Authority.

3.2 Monthly Meetings. The Board of Directors shall hold regular monthly meetings on the third Thursday of each month. If a quorum is not present the meeting shall be cancelled, and the Authority shall meet on the next regularly scheduled date. At the first meeting in any year, the Authority shall elect officers for the ensuing year, and in the event that such a day is a legal holiday under the laws of the Commonwealth of Virginia, then the same shall be held the next succeeding business day not a legal holiday under the laws of the Commonwealth, or at such time as may be determined by resolution of the Authority.

3.3 Special Meetings. Special meetings of the Authority may be called by any director or the Executive Director upon at least forty-eight hours written notice to each director served personally or left at his/her usual place of business or residence.

3.4 Rules of Order. The most recent edition of Robert's Rules of Order shall govern the proceedings of the Authority not otherwise specified in these By-Laws or the Act.

## **ARTICLE IV -- Officers**

4.1 Officers. The Board of Directors shall annually elect a chairman and a vice-chairman from their membership, a secretary and a treasurer or a secretary-treasurer, and such other officers, as they may deem appropriate.

### 4.2 Duties of Officers.

a. Chairman: The Chairman shall preside at all meetings of the Board of Directors and shall have general and active management of the affairs of the Authority and shall perform all duties incident to the position and office and which are required by law.

b. Vice-Chairman: The Vice-Chairman shall have all powers and duties of the Chairman in the absence, refusal to act or disability of the Chairman.

c. Secretary: The Secretary shall act as clerk of all meetings of the Authority; shall record all proceedings of such meetings, sending a copy of each meeting's minutes to each director within fourteen (14) days of the following regular meeting; shall record all votes and shall have custody of all books and records of the Authority, except those kept by the Treasurer, and perform all other duties as may be assigned from time to time.

d. Treasurer: The Treasurer shall keep the financial records of the Authority, provide for the custody of the funds and other property of the Authority, and perform all other duties incident to the office.

e. Other Officers: Such other officers as may from time to time be selected by the Board of Directors shall perform such duties as may be specifically assigned to them by the Authority.

4.3 Standing Committees. The Authority shall have the following standing committees, each of which shall perform such functions as may be prescribed by the Authority and these By-Laws:

- a. Finance
- b. Personnel/Minimum Standards
- c. Building/Lease

## **ARTICLE V -- Amendments**

5.1 Amendments. These By-Laws may be altered, amended, and /or repealed by the majority members of the Board of Directors at any meeting after thirty days prior written notice of such an intention to each director by the Secretary.

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Adopted by unanimous vote of the Winchester Regional Airport Authority during its regular meeting of June 8, 1989. Kenneth F. Wiegand, Executive Director

Amendment adopted by unanimous approval of the Winchester Regional Airport Authority during a regular meeting on February 11, 1993. Kenneth F. Wiegand, Executive Director

Amendment adopted by unanimous approval of the Winchester Regional Airport Authority during a regular meeting on August 10, 1995. G. R. Amos, Executive Director

Amendment adopted by unanimous approval of the Winchester Regional Airport Authority during a regular meeting on March 08, 2001. Serena R. Manuel, Executive Director

Amendment adopted by unanimous approval of the Winchester Regional Airport Authority during a regular meeting on February 12, 2004. Serena R. Manuel, Executive Director