



Bylaws

Adopted: June 8, 1989
Amended: February 11, 1993
Amended: August 10, 1995
Amended: March 08, 2001
Amended: February 12, 2004
Amended: August 18, 2022

Winchester Regional Airport Authority Bylaws

ARTICLE I – Name, Seal, Offices, and Authority

- 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”.
- 1.3 Offices. The principal offices of the Winchester Regional Airport Authority shall be the terminal building at Winchester Regional Airport, 491 Airport Road, Winchester, Virginia 22602.
- 1.4 Statutory Authority. The Authority was created pursuant to the Winchester Regional Airport Authority Act (1987 Acts of Assembly, c.687), as amended from time to time (the “Act”).

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:

County of Frederick	4
City of Winchester	2
Clarke County	1
Shenandoah County	1
Warren County	1

Each director shall be appointed for a four-year term or until his or her 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 reasonable expenses incurred by such director in the performance of their duties. Additionally, the Board of Directors may elect to adopt a compensation schedule for attendance at regular and special business meetings not to exceed \$50 per director per meeting.

ARTICLE III -- Organization

- 3.1 Quorum. A majority of the directors 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 director whose voting privileges have been revoked shall continue to count towards a quorum. A vote of two-thirds (2/3) of the directors in office shall be required for any of the following actions:

a. Authorization to expend funds or to obtain financing in an amount equal to or exceeding two hundred thousand (\$200,000.00) dollars.

b. Grant of any encumbrance on Authority property except encumbrances required with a grant obtained by the Authority.

c. Conveyance of any permanent interest in real estate owned by the Authority.

3.2 Monthly Meetings. The Board of Directors shall hold regular business meetings on a monthly basis with the date and time established by the Authority and published on the agenda. If a quorum is not present, the meeting may be cancelled. At the first meeting of the fiscal year, the Authority shall elect officers for the ensuing year. In the event that a meeting is scheduled on a legal holiday under the laws of the Commonwealth of Virginia, then the meeting shall be held the next succeeding business day not a legal holiday, or at such time as may be determined by vote of the Authority.

3.3 Special Meetings. Special meetings of the Authority may be called by the Chairman, Vice-Chairman, or the Executive Director upon at least forty-eight (48) hours written notice provided to each director via email, served personally, or left at his/her usual place of business or residence.

3.4 Rules of Order. The Chairman may consult the most recent edition of Robert's Rules of Order in conducting the proceedings of the Authority unless otherwise specified in these Bylaws or the Act.

ARTICLE IV -- Officers

4.1 Officers.

a. The Board of Directors shall annually elect a Chairman and a Vice-Chairman from their membership, and may elect a Secretary-Treasurer from their membership and any such other officers they deem appropriate.

b. The Board of Directors may appoint an Executive Director, who shall not be a director, who shall exercise such powers and duties as may be delegated to the Executive Director by the Board of Directors, including powers and duties involving the exercise of discretion.

4.2 Duties of Officers.

a. **Chairman:** The Chairman shall preside at all meetings of the Board of Directors and shall manage 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-Treasurer:** The Secretary-Treasurer shall act as clerk of all meetings of the Authority; shall record all proceedings of such meetings, shall record all votes and shall have access to all financial records of the Authority, and perform all other duties as may be assigned.

d. **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 assigned to them by the Authority.

4.3 Committees. The Authority shall establish the following standing committees to perform such functions as may be prescribed by the Chairman and these Bylaws. Each committee shall be chaired by a director appointed by the Chairman. Committee members must be approved by the Board of Directors and are subject to the personal conduct and ethical standards of the same.

Committee members serve at the pleasure of the Chairman for one (1) year terms and may be dismissed at any time without cause. Committee recommendations are advisory in nature unless approved through formal action by a quorum of the Board of Directors.

a. Executive. The Executive Committee shall oversee matters pertaining to general authority business, legislative affairs, strategic planning, board development, and performance of the Executive Director.

b. Finance & Budget. The Finance & Budget Committee shall oversee the annual operating and capital budget process, programming, jurisdictional funding, debt instruments, and grant oversight.

c. Marketing & Business Development. The Marketing & Business Development Committee shall oversee matters pertaining to business retention and attraction, lease negotiations, public-private partnerships, land use decisions, conferences and meetings, marketing, and media relations.

d. Foundation & Community Outreach. The Foundation & Community Outreach Committee shall oversee special events, community outreach, and public information. This Committee will also work with any aviation nonprofit organization to oversee education, workforce development, and fund development initiatives, and other matters related to the nonprofit.

e. Other. In addition to the committees referenced above, the Board of Directors may appoint such committees as it deems advisable and fix the duties and responsibilities of such committees.

ARTICLE V -- Amendments

5.1 Amendments. The Board of Directors may make and from time to time amend and repeal the Bylaws not inconsistent with the Act governing the manner in which the Authority's business may be transacted and in which the power granted to it may be enjoyed. At the direction of the Chairman, the Executive Director shall give not less than thirty (30) days prior written notice to each director of the intent to alter, amend, and/or repeal the Bylaws.

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

Amendment adopted by unanimous approval of the Winchester Regional Airport Authority during a regular meeting on August 18, 2022. Nick Sabo, Executive Director