

WISCONSIN AIRPORT MANAGEMENT ASSOCIATION

A non-profit organization organized under the laws of the State of Wisconsin

CONSTITUTION and BY-LAWS

ARTICLE I

NAME, STATEMENT OF PURPOSE, AND PRINCIPAL OFFICE

SECTION 1 – NAME

The name of this corporation shall be the "Wisconsin Airport Management Association".

SECTION 2 – PURPOSE

The purpose of this Association shall be to:

- A. Provide a medium for the exchange of ideas, methods, information, and experiences as they relate to airport management;
- B. Educate and advise public officials on all levels about issues relating to proper management of airports;
- C. Promote and encourage the public's understanding of the value of aviation and an airport to the community;
- D. Cooperate with all governmental agencies and industry organizations having as their primary goal the betterment of aviation through education of the public, airport managers, airport users, and public officials.

SECTION 3 – OFFICES

The Association may maintain a business office for the transaction of business and the receipt of communications between meetings of the members of the Association or its officers, the location of which shall be designated from time to time by the Board of Directors of the Association. In the absence of such designation, the business office of the Association shall be the same as the business office of the Secretary of the Association or, should the President and Secretary so agree, the business office of the President of the Association may be such business office.

ARTICLE II

MEMBERSHIP QUALIFICATIONS AND CLASSIFICATIONS

SECTION 1 – MEMBERSHIP QUALIFICATIONS

The membership of the Association shall be open to all persons who are eligible for any one of the classes of membership in the Association defined in Article II, Section 2, and who have qualified for membership in the manner prescribed by these Constitution and By Laws, or as provided by resolution of the Board of Directors, and who have maintained their membership in the Association in good standing.

The term "public airport" as used in these Constitution and By-Laws shall mean and include airports owned or leased by a public corporation, authority, or commission, and also airports owned or leased by private corporations or other private owners, that are used and are available for use by persons

other than the owner or operator upon reasonable, uniform, and nondiscriminatory terms and conditions.

The term "public corporation" as used in these Constitution and By Laws shall mean and include municipal corporations, political subdivisions, and other governmental agencies having legal authority to own, operate, manage, or administer a public airport.

SECTION 2 – CLASSES OF MEMBERSHIP

- A. Airport Membership. Airport membership shall be open only to airport employees and airport board members exercising active responsibility for the management, general superintendence, or administration of a public airport, and who are continuously engaged in such activity as a gainful occupation, and who are approved as possessing such qualifications for membership by the Board of Directors. The Board of Directors reserves the right to require from Airport Member applicants' evidence of involvement with an airport in such form as the Board may prescribe.

Airport members shall further be classified as being affiliated with Commercial Service or General Aviation airports as follows:

- i. Commercial Service Airport - Airports with scheduled airline or commuter airline service; and
 - ii. General Aviation Airport - Airports without scheduled airline or commuter airline service.
- B. Associate Membership. Associate membership shall be open to any individual interested in the ownership or management of a public airport in Wisconsin, including, but not limited to, students.
- C. Corporate Membership. Corporate membership shall be open to any public or private corporation or individual who is engaged in any of the following related activities:
- i. The planning, construction, or maintenance of airports or air navigation facilities;
 - ii. The manufacture or sale of aircraft, aviation fuels, avionics, or airport ground support equipment;
 - iii. Airport Concessionaires;
 - iv. A fixed base operation or aviation division of a profit-making corporation; and
 - v. The publication of magazines or periodicals dealing principally with aviation.

SECTION 3 – NEW MEMBERSHIPS

All new memberships shall be subject to the following conditions:

- i. Completion of the prescribed application form; and
- ii. Payment of dues for the current calendar year.

Applications shall be made to the Treasurer of the organization, and membership shall become effective upon receipt of dues by the Treasurer.

SECTION 4 – DUES AND PAYMENT OF DUES

Dues shall be established by the Board of Directors. Any change in member dues shall become effective on the subsequent January 1. All members must remit payment for dues by February 28th of each year to remain a member in good standing.

SECTION 5 – VOTING PRIVILEGES

Voting privileges are limited to Airport members and each Airport member shall have one vote, except that each airport shall have only one vote. The Board of Directors or any one or more of the voting members present at any members' meeting may poll Associate and Corporate members upon any business or question which may be under consideration or proposed for consideration by the Board of Directors or the voting members, but the poll taken of such nonvoting members shall not be determinative upon any such business or question. Attendance at any session of any meeting may be limited to Airport or Airport and Associate members as shall be decided by a majority of voting members present. In no case shall a member not in good standing with the Association vote or participate in the Annual Meeting.

ARTICLE III

OFFICERS and BOARD OF DIRECTORS

SECTION 1 – OFFICERS

- A. Only Airport members shall be eligible to hold office in the Wisconsin Airport Management Association.
- B. The Officers of this Association shall be President, Vice President, Treasurer, Secretary, and such other officer(s) as may be prescribed from time to time by the Board of Directors. All Officers shall serve a term of one year from one Annual Meeting to the next. Any vacancy may be filled by action of the Board of Directors. No person shall hold more than one office at any one time, except that the offices of Secretary and Treasurer may be combined.
- C. The President shall preside at all meetings of the Association and shall serve as an ex-officio member of all duly constituted committees. Should the President be absent, unable to, or refuse to perform his duties, the Vice President shall assume the President's prerogatives and powers.
- D. The Secretary shall maintain a complete and true record of all proceedings of the Association Annual Meeting and meetings of the Board of Directors. The Secretary shall compile an agenda, with supporting material, in consultation with all Officers of the Association. Agendas shall be provided in advance of the meeting to all Board of Directors. The Secretary shall keep a summary record of actions taken at all meetings under Article V. These records shall be reviewed periodically by the Board of Directors.
- E. The Treasurer shall receive, disperse, and be responsible for all funds and securities of the Association. The Treasurer shall keep itemized records of all transactions and make disbursements only with the approval of the President. The Treasurer shall maintain a current roster of all members.

SECTION 2 – BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the Officers and no less than five (5) and no more than nine (9) Directors who shall also be Airport members. The immediate past president shall automatically be one of the members of the Board of Directors.
- B. Should the Wisconsin State Representative to the American Association of Airport Executives not be an existing Director of the Association, such person shall be a non-voting member of the Board of Directors who shall not be held to the provisions of Section 5 of this Article 3.

SECTION 3 – TERM OF VACANCIES

All Officers and Board members shall be elected by the voting membership at the Annual Meeting and shall serve for the ensuing year. Vacancies may be filled or new offices created by the Board of Directors.

SECTION 4 – ELECTION OF BOARD OF DIRECTORS

- A. At least thirty days prior to the Annual Meeting, the President shall appoint a Nominating Committee of three members who shall select one eligible member for each office and submit same to the Officer presiding at the Annual Meeting. This slate shall then be read to the membership.
- B. At least one Officer and one Director shall be affiliated with a General Aviation Airport.
- C. Any voting member may nominate any other eligible member for any office from the floor.
- D. Election shall be decided by either a voice vote or written ballot.

SECTION 5 – REMOVAL

Any Officer or Board member may be removed from office by a two-thirds (2/3) vote of the Board of Directors or the membership at an Annual meeting whenever it decides the best interests of the Association are thereby served. Any removal vote must be made in person or by mail.

Officers failing to attend more than one consecutive board meeting and Board members failing to attend more than two consecutive board meetings, either via phone or in person, may be removed at the recommendation of the President and by majority vote of the Board of Directors.

SECTION 6 – COMPENSATION

None of the Board of Directors shall be compensated for his services to the Association. If funds permit, and if the Board approves, one or more Board member(s) may be reimbursed for some or all out-of-pocket expenses for attending any Board meeting other than that immediately preceding the Annual Meeting. The Board may also employ and compensate an Executive Director or other secretarial or professional service, but only if funds are available at the time.

SECTION 7 – MANAGEMENT

The business and affairs of the Association shall be managed by its Board of Directors.

ARTICLE IV
BOARD COMMITTEES

SECTION 1 – STANDING COMMITTEES

The Board of Directors shall have the following standing committees: Member Relations, Government Affairs, Conference Planning, and Scholarship. The Conference Planning Committee shall be chaired by the Vice President.

SECTION 2 – OTHER COMMITTEES

The Board of Directors shall have any other committees established at the discretion of the President or majority vote of the Board of Directors, whose membership shall be appointed as outlined in Section 3 of this Article. Committees under this section shall generally be formed for specific purposes and shall disband upon completing any assigned tasks or upon the election of new Officers of the Association

SECTION 3 – COMMITTEE MEMBERSHIP

In all instances, a committee must have a minimum of one member of the Board of Directors assigned as a member whose responsibility shall be to report back to the Board of Directors on the Committee. Nominations for committee assignments shall be made by the Officers of the Board of Directors and confirmed by a majority vote of the Board of Directors.

In the event an Executive Director is hired to manage the affairs of the Association and is not a member of the Association, that individual or entity may be a non-voting ex-officio member of any committee.

ARTICLE V
MEETINGS

SECTION 1 – ANNUAL MEETING

A minimum of one (1) meeting of the members of the Association shall be held each year. The Annual Meeting shall be held at a time and place to be determined by the Board of Directors for the purpose of electing Officers and Directors, and for the transaction of such other business as may come before such annual meeting. A special meeting of the members of the Association may be called by a two-thirds (2/3) vote of the Board of Directors or by one-fifth (1/5) of the voting membership of the Association. No annual or special meeting shall be called with less than ten (10) days' notice in writing to all members.

SECTION 2 – QUORUM

A minimum of twelve (12) airport members shall constitute a quorum for meetings of the Association. One-half of voting members of the Board of Directors will constitute a quorum for the conduct of Board of Director Meetings.

SECTION 3 – BOARD MEETINGS

There shall be a minimum of three (3) meetings of the Board of Directors during the year, one of which may be held at the Annual Meeting. Meeting dates shall be established by the President and notices shall be given to each Board member not less than ten (10) days before said meeting.

ARTICLE VI **CONTRACTS and FINANCES**

SECTION 1 – CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2 – CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3 – DEPOSITS

All funds of the Association not otherwise employed shall be deposited or invested from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 – AUDITS

An audit of the financial affairs of the Association, when ordered by the Board of Directors, shall be made by an Audit Committee appointed by the President. An audit committee shall be created when ordered by the Board of Directors. Members shall be appointed by the President and shall be composed of the one Officer, other than the Treasurer, and no less than three members of the Association.

ARTICLE VII **AMENDMENTS**

SECTION 1 – PROPOSED AMENDMENTS

Any Airport member may propose an amendment to these Constitution and By-Laws at any time. The proposal shall receive the consideration of the Board of Directors at its next meeting. It shall then be presented to the membership in writing, or by electronic means at least thirty (30) days before the next regular or special meeting with the Board's recommendation.

SECTION 2 – VOTE

Amendments shall be voted upon only at a regular or special meeting. To be adopted, a proposed amendment shall require the approval of two-thirds (2/3) of the Airport members present. However, a minimum of twelve (12) Airport members of the association in good standing shall be present and voting.