

1. GENERAL

1.1 Name

The name of the organization shall be the Wyoming Airport Operators Association, and shall hereinafter be referred to as the "Association". The authorized acronym for the Association shall be WAOA.

1.2 Purpose

The purpose of the Association is to serve the interests of the owners and operators of all airports within the State of Wyoming. Those interests shall be served through:

- 1.2.1 Providing a voice for airport operators within the State to commercial, state, and federal agencies, to the State Legislature, and to the Congress of the United States on proposed or pending legislation of interest or concern of the membership;
- 1.2.2 Providing for the exchange and publication of information pertaining to airport facilities, infrastructure, and activities;
- 1.2.3 Providing advisory assistance where required to member airports related to educational material and problem solution; and
- 1.2.4 Promoting safety in the development of airports facilities and operating procedures.

1.3. Business Office

The Association shall maintain its principal office in Casper, Wyoming, or at other such locations as approved by the Board of Directors, which office shall be for the transaction of business and receipt of correspondence.

2. ASSOCIATION MEMBERSHIP

The membership of the Association shall be open to all persons, either individual or corporate, who meet the eligibility criteria in any one of the membership classes as defined

in Section 2.1, who have qualified for membership in the manner herein prescribed or as provided by resolution of the Board of Directors, and who have maintained their membership in the Association in good standing.

2.1 Classes of Membership

Membership in the Association shall be divided into five classes: Regular, Individual/Non-Corporate, Corporate, Student, and Honorary. Only Regular members and Honorary members are eligible to vote at an annual or special meeting of the Association.

2.1.1 *Regular Membership* - Regular Membership shall be open to airport board members, elected officials of municipalities or counties who own or operate public airports, airport managers, and department heads who are in the direct employment of an airport owner or operator.

2.1.2 *Individual/Non-Corporate Membership* - Individual/Non-Corporate membership is open to those persons, non-commercial organizations, and governmental entities who are engaged in aviation, an aviation oriented activity, or who have an interest in supporting the aviation industry in the State of Wyoming. This category of membership does not have voting privileges.

2.1.3 *Corporate Memberships* - Any corporation or commercial enterprise having an interest in the Association and/or in the airport or aviation industry is eligible for corporate membership. This category of membership does not have voting privileges.

2.1.4 *Student Memberships* - Student membership is open to any student enrolled in an accredited aviation management program or related program as approved by the Board of Directors, who is a Wyoming resident. This category of membership does not have voting privileges nor may a student member serve on the Board of Directors.

2.1.5 *Honorary Membership* - Honorary membership shall be conferred on those individuals specifically selected by the Board of Directors for their outstanding dedication and achievement in the field of airport development, administration, management, other related fields of aviation, or who has demonstrated exceptional support for airports in Wyoming.

2.2 Membership Dues

Each person wishing to become or remain a member of the Association shall pay dues in an amount determined, and from time to time amended, by a majority vote of the Board of Directors present at a duly constituted meeting. Those members designated as Honorary shall pay no dues. The Board of Directors has the authority to waive membership dues on a case-by-case basis.

2.3 Payment of Dues

Dues shall be due and payable on the date established and approved by the Board of Directors. Any member failing to pay dues within 30 days of the due date shall cease to be a member of the Association without further action on the part of the Association. Any new, first-time member of the Association joining after June 30 of any calendar year shall be assessed dues in the amount of one-half of the annual schedule for the remainder of that calendar year.

3. **GENERAL MEMBERSHIP MEETINGS**

The frequency of general membership meetings shall be determined by the Board of Directors, except that one general meeting shall be held in the fall of the year and shall be considered the annual meeting of the Association. The annual meeting shall be held for the purpose of electing Directors, and for the transaction of such other business as may come before such annual meeting. Six (6) voting members shall constitute a general membership meeting quorum. A simple majority vote of the voting members present at a general membership meeting shall be sufficient to approve actions under consideration, unless a greater majority vote is specified herein. Each airport owner shall designate one of its members as the primary point of contact concerning matters of Association business. In the event that the designated member is not available to cast a vote, the person so designated or the airport owner may prepare a written proxy authorizing another Association member to cast a vote. A special meeting of the members of the Association may be called by the President, a two-thirds (2/3) vote of the Board of Directors, or by one-fifth (1/5) of the voting membership of the Association. The President, Vice-President, Secretary/Treasurer, or any two Board members may issue notice of a special meeting that shall state the purpose of the meeting. No special meeting shall be held with less than five (5) days written notice provided to Regular Members.

4. COMMITTEES

4.1 Nominating Committee

At least thirty (30) days before the annual meeting, the President shall appoint three (3) members to a Nominating Committee. The purpose of the Nominating Committee shall be to communicate with Regular members throughout the State in order to develop a list of interested persons willing to serve the Association on the Board of Directors. Care shall be given to insure uniform geographical distribution of Board members. The Past-President shall chair the Nominating Committee. Any person exercising voting rights as a Regular Member is eligible for appointment to the Nominating Committee.

4.2 Audit Committee

No more than thirty days after the end of the calendar year, the President shall appoint three (3) members to an Audit Committee. The purpose of the Audit Committee shall be to review the receipts and disbursements of the Association for the preceding calendar year, and to develop an audit report of the Association's financial condition and controls. The audit shall be completed on or before March 31st and shall be reviewed by the Treasurer prior to being submitted to the Board for information and approval. The Vice-President shall chair the Audit Committee. Any person exercising voting rights as a Regular Member is eligible for appointment to the Audit Committee. The Board of Directors may order any other audit of the Association as the Board desires. The structure and operation of any such audit by the Board of Directors shall be identical to the annual audit of the Association.

4.3 Conference Committee

The conference committee shall be chaired by the President and shall include, as a minimum, the Vice-President, Past-President, Secretary, Treasurer, and a representative of the conference host airport. The Committee shall be responsible for all aspects of the annual fall WAOA conference.

4.4 Other Committees

The President or Board of Directors may appoint other ad-hoc committees or panels, and may appoint representatives with titles and delegate authority thereto to perform such duties or tasks as may be determined. Such ad-hoc committees and their appointments and assignments must be reaffirmed each year.

5. BOARD OF DIRECTORS

The Board of Directors shall manage the business and affairs of the Association in accordance with the provisions of these bylaws.

5.1 Make-Up of Board

The Officers of the association shall be President, Vice President, Immediate Past President, Secretary, and Treasurer. The Secretary and Treasurer offices may be held by the same individual. In the event the Secretary and Treasurer offices are held by the same individual, that individual is considered a single person when voting and determining quorums. The Board shall consist of each Officer, four Directors, and one Corporate Member. Two of the four directors must be associated with airports with no commercial air service (FAR Part 139 Certification) upon their election to office. The Corporate Member does not have voting privileges. Board of Director members must be WAOA members and shall maintain their membership in good standing. Individual members may not serve as Officers of the Association but may serve as a Board of Director, provided that no more than one (1) individual member serves in a Director capacity at any time. Further, no more than one (1) Honorary Member may serve as a Board member at any time.

5.2 Election and Term of Office

5.2.1 Regular Members, at an annual meeting, shall elect the Board Members of the Association for a term of two (2) years. Elections shall be by secret ballot of active voting members in attendance at the meeting in which the election occurs.

5.2.2 It is intended that the Vice-President shall move into the office of President upon completion of the term as Vice-President, and the President shall move into the office of Past-President upon completion of the term as President.

5.2.3 If the Secretary and Treasurer positions are held by two individuals, it is intended that the Secretary shall move into the office of Vice-President upon completion of the term of Secretary. In this event, the Treasurer may move into the office of Secretary upon completion of the term of Treasurer, or for continuity continue in the position of Treasurer provided he/she continues to be elected to that position by the voting membership.

5.2.4 If the Secretary/Treasurer position is held by one individual, the Secretary/Treasurer may move into the office of Vice-President upon completion of the term as Secretary/Treasurer, or for continuity continue in the position of Secretary/Treasurer provided he/she continues to be elected to that position by the voting membership.

5.2.5 In case of resignation or refusal of current officer to move up to new position, the Nominating Committee shall nominate a new officer(s).

5.3 Vacancies/Removal From Office

A vacancy occurring in the Board of Directors because of death, resignation, disqualification, or other cause may be filled by a majority vote of the Board of Directors until the next annual meeting of the Association; however, a vacancy caused by a Director's election to an Officer position may be filled by a vote of two-thirds (2/3) of the Board of Directors at the first Board meeting following the election. Such vacancy shall only fill the remaining term of the Director. Any Officer may be removed by a two-thirds (2/3) vote of the full membership of the Board of Directors.

5.4 Board of Directors Meetings

The Board of Directors shall have such meetings as necessary at times and places determined by the Board or as called by the President, in the President's absence the Vice-President, or by one-third of the Board members.

5.5 Notice of Board Meetings

No regular or special meeting of the Board of Directors shall be held with less than five (5) days written notice. Such notice shall be by mail addressed to the business address of each Director or to his or her address as registered with the

Secretary/Treasurer, or by electronic mail to each Director at the e-mail address on file with the Secretary/Treasurer. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereupon prepaid. If by electronic mail, such notice shall be deemed to be delivered when sent. Any Director may waive written notice or other notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting has not been lawfully called or convened. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

5.6 Quorum at Board Meetings

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at a meeting, the Directors present may discuss business items but may not take action on them.

5.7 Contracts

The Board of Directors may authorize any Officer or designated Agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instruments.

5.8 Amendments and Changes to the Bylaws

These bylaws may be amended by a two-thirds (2/3) majority vote of voting members present at any properly noticed general membership meeting. Written proxies of absent voting members will be read and accepted when an amendment is under consideration at a general membership meeting. Amendments may also be made by a two-thirds (2/3) majority vote through use of mail polls. All ballots received from mail polls shall be retained as permanent records of the association.

6. OFFICER DUTIES

6.1 President - The President of the Association shall, in general, supervise all affairs,

offices, directorships, or appointments of the Association. The President shall: represent the Association to the public; preside at all meetings of the Directors and Members; sign certificates or correspondence; monitor the state legislative agenda and the WYDOT aeronautics commission agenda; arrange for WAOA attendance at meetings or hearings as necessary; appoint three members to the Audit and Nominating Committees; chair the Conference Committee; prepare for Board consideration a bi-annual budget; perform such other duties and assume and discharge such other responsibilities as the Board of Directors may authorize or direct; and be subject to the supervision and direction of the Board of Directors.

6.2 Vice-President - The Vice-President shall observe the business of the Association and perform other duties and responsibilities as assigned by the President. The Vice-President shall perform the duties of the President in the absence of the President from any meeting or conference, or in the event of the President's inability or refusal to act in the performance of the President's official duties, and when so acting shall have all the powers of, and be subject to all restrictions upon the President. The Vice-President shall chair the Audit Committee. The Vice-President shall monitor the Association's website and solicit and collection content/material for website.

6.3 Past-President - In the absence of the President or Vice-President from any meeting or conference, or in the event of the inability or refusal to act in the performance of official duties, the Past-President shall perform the duties of President and when so acting shall have all the powers of, and be subject to all restrictions upon the President. The Past-President shall chair the Nominating Committee, and shall perform other duties as assigned by the President.

6.4 Secretary - The Secretary shall have responsibility for oversight of the following: keep the minutes of the members' and of the Board of Directors' meetings; see that all notices of members' or Directors' meeting are duly given in accordance with these bylaws; be custodian of the records of the Association; keep a register or list of all members of the Association with their classification and voting rights; sign documents or certificates, as required, by the Association; perform all duties incidental to the office of Secretary; and perform such other duties as from time to time may be defined by the Board of Directors.

6.5 Treasurer - The Treasurer shall have responsibility for oversight of the following: collect membership fees and have custody of, and be responsible for all funds of the

Association; give receipts for any and all monies due and payable to the Association from any source whatsoever; sign all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association; deposit all monies and funds of the Association in such banks, trust companies, or other depositories as designated by the Board of Directors; perform all duties incidental to the office of Treasurer; and perform such other duties as from time to time may be defined by the Board of Directors.

7. COMPENSATION

The purpose of the Association is exclusively not for private profit or gain, and the Board of Directors of the Association shall not be paid any compensation for their regular service to the Association; however, if the funds in the treasury permit, Directors or any member may be compensated for reasonable and necessary out-of-pocket expenses in the performance of their official duties, as approved by the Board of Directors.

8. TAX COMPLIANCE FOR TAX EXEMPTIONS

Notwithstanding anything to the contrary, nothing in these Bylaws shall be construed, interpreted, or implemented in any manner that will deprive or impair the Association's qualification for tax exempt status from any and all local, State, or federal taxing authorities. In addition, the Association shall not act in any manner or engage in any conduct that may deprive or impair the Association's qualification for tax-exempt status from any and all local, State, or federal taxing authorities. The Board of Directors is given express authority to amend these Bylaws in order to qualify at all times for any relevant tax exempt status afforded by any local, State, or federal taxing authority. The Board is further authorized to take all necessary steps to qualify for any relevant tax-exempt status afforded by any local, State, or federal taxing authority.

9. BYLAW ADOPTION AND AMENDMENTS

9.1 Approved August 20, 1976.

9.2 Article III, Section B and Article IV, Section A amended in convention, May 12, 1978.

9.3 Article V amended in convention, December 5, 1979.

- 9.4 Article III, Section B, C, and D amended in convention, May 16, 1980.
- 9.5 Article V amended in convention, December 4, 1981.
- 9.6 Article V amended in convention and by mail poll, October 22, 1982. Adopted April 15, 1983.
- 9.7 Article V amended in convention, April 10, 1992.
- 9.8 Article IV, Section A amended in convention, April 5, 1996.
- 9.9 Article III, Section D and E, Article IV, Section A, Article V, Article VI, Section A, and remove Article VIII amended in convention, September 26, 2003.
- 9.10 Comprehensive rewrite of bylaws, approved in WAOA general membership meeting, September 19, 2008.
- 9.11 Article 1.2.1, Association Purpose modified September 10, 2009.
- 9.12 Article 3, General Membership Meetings Required Members for Quorum amended by written ballot December, 2011.
- 9.13 Article 3, General Membership Meetings and Articles 4, 5, and 6 Secretary and Treasurer Positions modified by Board Action February 21, 2012.