

**SPECIAL MEETING  
OF THE  
BOARD OF DIRECTORS  
OF THE  
MISSISSIPPI AIRPORTS ASSOCIATION**

**SEPTEMBER 10, 2021**

**BE IT REMEMBERED**, that the Board of Directors (the “Board”) of the Mississippi Airports Association (the “Association”) convened a special meeting (the “Meeting”) of the Board at 9:00 a.m. on September 10, 2021, via videoconference in accordance with Section 6.4.3 of the Bylaws of the Association.

**1. ROLL CALL AND DECLARATION OF QUORUM.**

President Washington called the Meeting to order at 9:05 a.m. and called the roll of Directors. The following Directors participated in the Meeting:

Sam Washington, President, Mid-Delta Regional Airport  
Carol Snapp, Vice President, Jackson County Airport Authority  
Nick Ardillo, NPA, LLC  
Mike Forster, Treasurer, Louisville-Winston County Airport  
Mike Hainsey, Golden Triangle Regional Airport Authority  
Elton Jay, Retired  
Wes Kirkpatrick, Monroe County Airport  
Rodney Lincoln, Starkville Airport  
Clay Williams, Gulfport-Biloxi Regional Airport Authority  
Tom Williams, Meridian Airport Authority

The following additional persons participated in the Meeting:

Rans Black, Federal Aviation Administration  
Charles Carr, Mississippi Department of Transportation,  
Director of Intermodal Planning  
Kathy Kenne, Tellōs Marketing, LLC, Executive Director  
Pat Minor, Jackson Municipal Airport Authority  
Kirsten Shaw, Tellōs Marketing, LLC  
Josh Stubbs, Mississippi Department of Transportation, Aeronautics Division  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, PC, General Counsel

President Washington noted that a quorum was present and declared that the Meeting was competent to proceed with the business identified on the Agenda attached to these Minutes as Attachment 1.

**2. APPROVAL OF MAY 20, 2021 SPECIAL BOARD MEETING MINUTES.**

After discussion, upon motion duly made by Mr. Hainsey and seconded by Mr. Clay Williams, the Board unanimously approved the Minutes of the Special Meeting of the Board held on May

20, 2021. President Washington directed that the Minutes be filed in the Minute Book of the Association.

**3. PRESIDENT’S REPORT.**

President Washington welcomed Charles Carr, Director of Intermodal Planning, Mississippi Department of Transportation. Mr. Carr then introduced Josh Stubbs, the new Director of the Aeronautics Division, Mississippi Department of Transportation. Mr. Carr noted that Mr. Stubbs is transitioning from the Rails and Safety Division to be the new Director of the Aeronautics Division. Mr. Stubbs indicated that he looked forward to working with the members of the Association and was planning to be at the Annual Conference in November.

**4. TREASURER’S REPORT.**

Mr. Forster noted that all major expenses are in line with the Association’s budget and that, although the Association is running a slight deficit, it is nothing that could not be made up with receipt of membership dues from one or two members.

Following discussion, Mr. Lincoln moved, and Mr. Tom Williams seconded, that the Board accept the Treasurer’s Report as submitted. There being no further discussion on the matter, President Washington called for a vote on the matter with all Directors present voting in the affirmative.

**5. EXECUTIVE DIRECTOR’S REPORT.**

Ms. Kenne stated that she had nothing to report other than what would be discussed under “Committee Reports.”

**6. COMMITTEE REPORTS.**

**A. 2021 Annual Conference and Meeting.**

Ms. Kenne reminded everyone that the Annual Conference is scheduled for November 10-12, 2021 at the Golden Nugget in Biloxi with some events and speakers still in process. Ms. Kenne indicated the Conference would include the customary shooting and golf events on Wednesday afternoon with a reception to follow with the business meeting being on Thursday and Friday morning as in years past. Ms. Kenne noted that they were hopeful they would be able to get the 53rd Weather Reconnaissance Squadron (Hurricane Hunters) that operate out of Keesler Air Force Base to make a presentation at the Conference.

Ms. Kenne noted to the Board that the Association had already received commitments from 24 member airports and eleven corporate members and expected the number of corporate memberships and commitments to increase closer to the date of the Conference. Ms. Kenne indicated that there were also two students registered for the Conference.

**B. 2022 Annual Conference and Meeting.**

Ms. Kenne reminded the Board that the 2022 Annual Conference and Meeting would be in Starkville at The Mill, September 7-9, 2022. Ms. Kenne further indicated she had been contacted by the Georgia Airports Association about potentially coordinating conferences in the future.

**7. OLD BUSINESS.**

**A. Realignment of Member Dues.**

Mr. Mr. Forster indicated that he would make a recommendation on realignment of member dues at the next meeting of the Board.

**8. NEW BUSINESS.**

**A. Plan for Transitioning of Officers and Directors**

Mr. Wagner distributed the current roster of directors and officers for the Association. Mr. Wagner reminded the Board that the Board had determined last spring to keep the *status quo* on directors and officers with the expectation that the pandemic would quickly be over, and the full Association would be able to meet later in the year. Mr. Wagner noted that left a number of directors in hold-over status with a significant number whose terms expire this year. With a significant number of directorships open or to come open, the Board should start considering individuals to nominate to the Board as well as serve as to serve as the next slate of officers of the Association. Mr. Wagner further noted that Board will be electing new officers, other than President, at the 2021 Annual Conference (Vice President/President Elect Snapp will assume the office of President at the Annual Conference).

Mr. Wagner suggested that since the Association had not elected new officers or directors since 2019, that the Board consider: (i) amending the Bylaws to provide for election officers in odd-numbered years rather than even-numbered years as now provided, and (ii) providing for staggered terms for the directors to be elected/appointed at the 2021 Annual Conference, in each case in order to get back to a normal election schedule. The consensus of the Board was for (i) Mr. Wagner to provide a draft of the proposed Bylaws amendment to the Board for consideration at the Annual Conference, and (ii) the election of officers and directors of the Association should be structured so as to get the Association back on a normal schedule as soon as possible.

**B. Modification to Bylaws – Director Involved in Airport Management on Part-Time Basis**

Mr. Wagner reminded the Board that an issue had arisen with Mr. Lincoln remaining on the Board since he had retired from the City of Starkville, but expected to return to manage the Starkville Airport on a part-time basis once his waiting period had run. Mr. Wagner explained that Article VI of the Bylaws currently require any Director elected to a three-year term to be involved in full-time airport management. The Board had waived this requirement with respect to Mr. Lincoln and asked Mr. Wagner to propose appropriate changes to the Bylaws to make individuals involved in part-time airport management eligible to serve on the Board. Mr.

Wagner then distributed the proposed changes to the Bylaws attached to these Minutes as Attachment 2 which would allow Directors elected to a three-year term to be engaged in professional airport management on either a full-time or part-time basis

Following discussion, Mr. Tom Williams moved, and Ms. Snapp seconded, that the Bylaws be amended in accordance with the proposal attached to these Minutes as Attachment 2. There being no further discussion, President Washington called for a vote on the matter with all Directors present voting in the affirmative. President Washington directed Mr. Wagner to revise the Bylaws accordingly.

**9. OTHER MATTERS.**

**A. Airport Updates.**

President Washington asked each Director to provide an update on activities at his or her airport.

**10. ADJOURNMENT.**

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 9:50 a.m.

Respectfully submitted,

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Samuel L. Washington, President  
Mississippi Airports Association

**ATTACHMENT 1**

**AGENDA**

**ATTACHMENT 2**  
**PROPOSED BYLAWS AMENDMENTS**