



SPECIAL BOARD OF DIRECTORS MEETING

Minutes of April 20, 2011

The special meeting of the Board of Directors to elect a Vice-Chairman was held in the Board Conference Room at 1 Aviation Circle and was called to order by the Chairman at 9:45 a.m. All Members were present during the meeting:

Charles D. Snelling, Chairman
Robert Clarke Brown
Richard S. Carter
Frank M. Conner III
H.R. Crawford
William W. Cobey Jr.

Michael A. Curto
Thomas M. Davis III
Shirley Robinson Hall
Dennis L Martire
Michael L. O'Reilly
Mame Reiley
Warner H. Session

The Secretary was also present.

The Chairman called for nominations for Vice-Chairman, *vice* Leonard Manning, whose term as a Member of the Airports Authority had expired. Ms. Reiley nominated Mr. Davis. She said she had known him for over 20 years, and, though they were not on the same side of the aisle, she had not worked with any elected official more honest, fair, compassionate, intelligent, and visionary. She was proud to nominate him. Mr. Crawford seconded the nomination, noting that as Chairman of the House Committee on the District of Columbia he had been a strong supporter of home rule.

Mr. Brown said that the most important project the Airports Authority was building was the Metrorail extension. Mr. Davis had been in one way or another involved in regional transportation issues, first as a County Supervisor, then as a Congressman, over several decades. He had always been supportive of getting these types of projects done. He thought the election would be a great advance for moving the project along. Mr. Session said Mr. Davis had been a great help to the District of Columbia, and that he was glad to support the nomination. Mr. Carter also spoke in favor of the nomination, adding that he had no doubt Mr. Davis would support the Board's decision on the tunnel alternative, even though

he had voted against it.

The Board then voted unanimously to elect Mr. Davis.

The Chairman then asked if the Board was prepared to adopt the amendments to the Bylaws that had just been recommended by the Executive and Governance Committee. They had not been noticed for action at the Special Meeting, and unanimous consent was required to add the item to the agenda. Mr. Crawford so moved, and the Board unanimously agreed. Mr. Carter then moved that the Bylaws be so amended.

The Bylaws were thereupon unanimously amended by the vote of all thirteen Directors present, the relevant sections to read as follows, with the changes shown:

Amendments to the Bylaws
(Additions are shown in red, and deletions in blue)

BYLAWS

ARTICLE VII

Meetings of the Board

Section 3. Annual Meeting and Election of Officers. The regular meeting held in the month of ~~September~~ **November** in each year is the annual meeting for the election of a Chairman, Vice-Chairman, Secretary and Treasurer. If the annual meeting is omitted, or the Board fails for any reason to elect a Chairman after repeated ballots, the election shall be on the agenda of each subsequent regular or special meeting until a Chairman is elected. If a vacancy occurs in any of the four offices, after appropriate notice the Board may at a subsequent meeting elect a successor to complete any unexpired term.

Section 4. Special Meetings. Special meetings may be called at any time by the Chairman. Upon receipt of a written request for a special meeting from any seven Directors, the Chairman shall call a meeting. Written notice of each special meeting, specifying the time and place of the meeting, and the purpose or purposes of the meeting, shall be given to the Directors by the Secretary. Notice is sufficient if sent by mail at least seventy-two hours in advance of the

date and time of the meeting or by **telegram e-mail** or otherwise in writing within twenty-four hours before the time of the meeting, if given to the Directors in person. Formal notice to any person is not required provided all Directors are present or those not present have waived notice in writing, filed with the records of the meeting, either before or after the meeting.

ARTICLE VIII

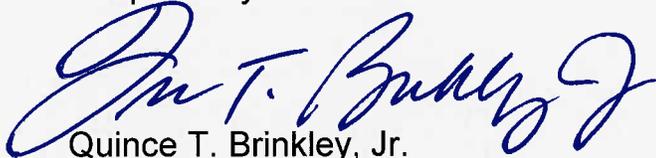
Quorum

Section 2. Majority Voting. Action by the Board is by a simple majority vote of the Directors present and voting except where otherwise provided by the Bylaws. Eight affirmative votes are required to approve bond issues, the annual budget of the Authority, **and the appointment of a President and Chief Executive Officer.**

Adopted March 4, 1987
Amended: January 8, 1992; April 1, 1992; September 6, 2000; January 3, 2001; June 5, 2002; **and** August 8, 2007; **and April 20, 2011**

There being no further business, the meeting was adjourned at 9:50 a.m.

Respectfully submitted:


Quince T. Brinkley, Jr.
Vice President and Secretary

Approved 5/4/11