



Minutes of the August 16, 2023 MAMA Board of Directors Meeting.

1. **CALL TO ORDER** – The virtual meeting of the MAMA Board of Directors was called to order by President Matt Elia at 2:02 PM
2. **ROLL CALL** – Voting members of the Board of Directors in attendance:
  - President Matthew Elia – HYA
  - Vice President Chris Willenborg – BAF (left at 3:25 PM)
  - Secretary Dan Shearer – PSF
  - Treasurer Andrew Widor – CEF
  - Matt Cardillo – PYM (joined at 2:19 PM)
  - David Dinneen – Gale AssociatesNon-voting MAMA members in attendance:
  - Thomas Hurley – Executive DirectorGuests in attendance:
  - None
3. **APPROVAL OF MINUTES:**
  - a. **8/10/23 BOD MEETING** – TABLED
  - b. **8/10/23 BOD EXECUTIVE SESSION MEETING** – TABLED
4. **COMMITTEE REPORTS:**
  - a. **CONFERENCE** – David D. & Paul M.
    - No update.
  - b. **EMERGING LEADERS** – Natalie P., Robert L.
    - No update.
  - c. **EXECUTIVE** – Matt E.
    - No update.
  - d. **LEGISLATIVE** – Chris W. & David D.
    - No update.
  - e. **MARKETING** – Geoff F. & Dan S.
    - No update.
  - f. **SCHOLARSHIP** – Andy W. & Dan S.
    - No update.
5. **TREASURER’S REPORT** – Andy W.
  - a. No update.

**ASSOCIATION OFFICERS**

**President**

**Matthew Elia**

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**Vice-President**

**Chris Willenborg, CM**

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**Secretary/Clerk**

**Dan Shearer**

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**Treasurer**

**Andrew Widor**

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**BOARD OF DIRECTORS**

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**David Dinneen**

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**EXECUTIVE DIRECTOR**

**Thomas Hurley**

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**HISTORIAN**

**David Graham**

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**6. EXECUTIVE DIRECTOR'S REPORT – Tom H.**

- a. No update.
- b. Tom H. PYM planning a community event, ended up with about 16 individuals interested in attending, which is raising a concern about transportation on the airport. Dan S. shared experience using vans and busses at PSF events. Chris W. mentioned the use of local RTA (via MassDOT) which was used at PSF and on the Vineyard for events. Andy W. notes CEF's government surplus van that might be available.

**7. OLD BUSINESS:**

**a. BY-LAW MODIFICATIONS**

- Matt E. raises concern with the number of member seats per organizational membership, which is currently 8 for Airport Members, and how that impacts voting. Chris W. asks Tom H. how the system handles individual membership for employees of member organizations. Tom H. notes that the way the system works is that the organization is "the member", managed by the "bundle administrator" who can add "bundle members", but it doesn't really make any difference within the system. Tom H adds all individuals to the constant contact list. David D. notes that the selection of 8 members was largely to focus growing the membership number beyond the individual airports and companies. Dan S. notes the cost of Wild Apricot as additional members of added should be considered and agrees with the importance of showing a greater number of individual members but that it shouldn't directly affect the voting. Matt E. notes that as a follow-up to this we may need to revisit the fee structure, but for this current consideration, we want to open membership up to as many organizations and individuals as possible, but not skew voting. Chris W. suggests somewhere around 15 to cover the maximum number of commission members plus a few staff members. Matt E. suggests Airport get 16 seats and Businesses get 8 seats with the option to buy 1 more membership of 8 and one additional vote. David D. says that for most of the local companies, but for the bigger companies with thousands of employees, there needs to be a cap. He also notes the issue with multiple votes per organization. Matt E. notes that we would need the ability to produce a paid membership roster for a roll call vote. He will re-draft that section in line with those changes. Matt E. will revise the membership section based on the Board's feedback.
- Matt E. reviews the current membership structure which includes broad groups: Association Partners (individuals, government, etc.), Aviation Partners (education entities, non-profits, Part-135, etc.), Business Partners (service providers, etc.) Commercial Service Airports, FBO and Airport Based-Businesses, GA and Municipal Airports, Private Public-Use Airports, Restricted Private Use Landing Areas. He notes the odd nature of Private Public-Use Airports at \$50 and Restricted Private Use Landing Areas at \$150. While we're not contemplating rate changes, this current membership category doesn't make much sense and suggests merging Private-owned and Restricted into one category of private owned and match to the lower \$50. Chris W. recommends combining General Aviation and Municipal Airport and Private Public Use Airports as "General Aviation Public Use Airports" to focus on the "public use" aspect rather than the ownership. Matt E. notes that the rate for Private Public Use Airports would go up. Tom H. notes that revenue is approximately 20% membership and 80% conference and recommends the Board keep membership fees low to encourage memberships. Consensus to remove "privately owned public use" and merge into "GA airports" but need to review membership rates soon. David D.



asks why Part 135 are included as Aviation Partners which are typically non-profit organizations. Matt E. notes that Corporate Flight Departments and Part 135 Operators could be moved into FBO or Airport Based Businesses. Consensus to change as described.

- Matt E. notes plans to finalize changes and send current and proposed By-laws with a letter to membership in advance of a separate meeting to vote on when members can join.
- Matt E. highlights changes to the Board of Directors section and notes changed to highlight number of board members from airport-type members (minimum of 75% or 5) and corporate-type membership (25% or maximum of 2). Airports and corporate member groups will each nominate their slate or ballot who will then be voted on at the general annual meeting. Matt E. highlights the priority of creating a known and open procedure but we also need to encourage individuals to participate in Committees. Matt E. notes that the minimum number of board members is 5 and under these plans the membership must be at least 75% from airports and confirms that several groups are intentionally not eligible to be board members. Matt E. asks if it makes sense for the incoming board to take over at the end of the general meeting or should it align with the calendar / Association year. David D. notes that the annual meeting date changes and would prefer having some overlap between boards. Dan S. agrees with the concept. Matt E. is neutral but notes the benefits of overlapping for transition. Matt E. will draft language aligning with this change.
- Matt E. notes “Articles of Organization” and “Constitution” referenced throughout By-law, but from his research it sounds like the By-laws should be taking over and these terms should be removed as we move forward. Recommends removing those references.
- Matt E. notes that actions without a meeting now provides a procedure via email and record retention. Matt E. recommends saving the email summary of the vote with other minutes files. The By-laws require such a vote to receive a quorum of responses.
- Matt E. notes that changes were made to some of the titles to better match current positions and the Articles of Organization. Officer positions now include a requirement for prior membership on the Board to help with continuity from one Board to the next. President must have served on the Board for at least two years and the Vice President, Treasurer, and Secretary must have served on the Board or at least one year, to ensure continuity of the Board.
- Matt E. notes that in the absence of the President, the Vice President chairs the meeting, but the By-laws need to lay out who will chair the meeting if the President and Vice President are both absent. Dan S. suggests using the other two officers as substitutes in the order as listed in the By-laws: President, Vice President, Treasurer, Secretary.
- Matt E. asks if the Executive Director considered staff of the organization, not an Officer or Director as the name might imply. Board members agree that the Executive Director would be staff, not an officer or Director. David D. asks if the Executive Director could be a staff member of an airport. Dan S. asks to clarify, if the questions is, for example, if a part-time airport manager that could also serve as a paid staff member of the organization. Matt E. and David D. agree that currently this should be allowed, but that staff member would not be a member of the Board.
- Matt E. asks if anything else should be added or discussed? Chris W. thanks Matt E. for this efforts to review and update the By-laws and notes that he is happy with the progress. Matt E. will draft a letter to the general membership for a Board meeting before the Conference.

**b. FINANCIAL DISCUSSION – Certificate of Deposits**



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- Tabled

**8. NEW BUSINESS – NONE**

**9. BRIEFINGS – NONE**

**10. PUBLIC COMMENTS – NONE**

**11. BOARD MEMBER COMMENTS – NONE**

**12. ADJOURN** – Dan S. makes motion to adjourn and NOT enter into Executive Session. Matt C. seconds. Approved unanimously. Meeting adjourned at 3:27 PM.

**13. EXECUTIVE SESSION – EXECUTIVE SESSION NOT HELD**

**a. ACTION PLAN TO ENCOURAGE A PRO-AVIATION ENVIRONMENT ACROSS THE COMMONWEALTH**