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**TUCSON AIRPORT AUTHORITY | Nominating Council**  
**Friday, July 26, 2024 | 11:00 a.m. | [Microsoft Teams](#)**

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Pursuant to [A.R.S. § 38-431.02](#), notice is hereby given to the members of the Tucson Airport Authority (TAA) and to the public that the **Nominating Council** will hold a remote-only meeting open to the public on **Friday, July 26, 2024, beginning at 11:00 a.m.** Directors and the public may attend virtually via the remote participation platform Microsoft Teams.

Members of the public interested in observing the proceedings may do so through Microsoft Teams. Click [HERE](#) to be taken to the registration form. Upon registering, you will receive an email confirmation containing the hyperlink, telephone number, and access code to join the meeting virtually or telephonically.

The agenda for the meeting is as follows:

**1. CALL TO ORDER | ROLL CALL**

<input type="checkbox"/> Lisa Lovallo, Chair	<input type="checkbox"/> Brandt Hazen, Vice Chair	<input type="checkbox"/> Taunya Villicaña
<input type="checkbox"/> Phil Swaim	<input type="checkbox"/> Carol Stewart	<input type="checkbox"/> Rhonda Piña
<input type="checkbox"/> Shaima Namazifard		

**2. APPROVAL OF MINUTES**

Approve the minutes of the Nominating Council meeting held on October 19, 2023.

**3. PRESIDENT/CEO REPORT**

State of the Industry | Update

**4. PRESENTATION/DISCUSSION**

- a. **Open Meeting Law Presentation:** The TAA Deputy General Counsel will present a brief training on the Arizona Open Meeting Law and its application to members of the Council.
- b. **TAA Current Membership | Update:** The TAA Clerk will review the current membership.
- c. **2025 Nominations:** The Council may discuss an overall recruitment strategy to identify individuals or groups to target for membership and additional information staff can provide during the process.

**5. NEXT MEETING**

Monday, August 19, 2024, 11:00 a.m. | Virtual Meeting via [Microsoft Teams](#)

**6. ADJOURN**

**TUCSON AIRPORT AUTHORITY | Nominating Council Meeting**  
**Thursday, October 19, 2023 | 1:30 p.m. | Virtual Meeting**

**THIS ADVISORY COUNCIL MEETING WAS HELD VIRTUALLY, WITH COUNCIL MEMBERS ATTENDING VIA MICROSOFT TEAMS OR TELEPHONICALLY. MEMBERS OF THE PUBLIC WHO COMPLETED A REGISTRATION FORM RECEIVED A LINK TO VIEW THE MEETING VIA MICROSOFT TEAMS OR TO LISTEN TELEPHONICALLY.**

**1. CALL TO ORDER | ROLL CALL**

Chair Lovallo called the meeting to order at 1:31 p.m.

**Council Members Present:** Chair Lisa Lovallo, Council Member Taunya Villicaña, Council Member Phil Swaim, Council Member Rhonda Piña, and Council Member Carol Stewart

**Council Members Absent:** Council Member Brandt Hazen

**Staff Present:** President/CEO Danette Bewley, Vice President/General Counsel Chris Schmaltz, Deputy General Counsel Kim Outlaw Ryan, and TAA Clerk Byron Jones

**2. APPROVAL OF MINUTES**

Council Member Rhonda Piña stated that she arrived late to previous meeting but was marked as absent. Vice President/General Counsel replied that the records from the previous meeting would be reviewed and that the minutes would be updated accordingly.

**Motion by Council Member Swaim, seconded by Council Member Villicaña, to approve the minutes of the Nominating Council meeting held on September 26, 2023 with the correction that Council Member Piña be marked as “Present” if confirmed by the record. The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

**3. PRESIDENT/CEO REPORT**

State of the Industry | Update

President/CEO Danette Bewley reported the following:

- The United States Senate Commerce Committee is close to making a recommendation on the nomination of a permanent FAA administrator. The position has been vacant over 18 months.

- American Airlines, Delta Airlines, and United Airlines are working with the United States Department of State to evacuate United States citizens from Israel affected by the current conflict.
- TUS passenger volume is continuing to improve. The airport will end the year at pre-pandemic levels or higher.

#### **4. NOMINATIONS | APPLICATIONS**

##### **a. Emeritus Member Applications**

The Council considered the request from Sally Fernandez to become an Emeritus Member. There was no discussion by the Council.

**Motion by Council Member Villicaña, seconded by Council Member Piña, to recommend to the Board of Directors that it approve Sally Fernandez's request to transition to Emeritus Member at the expiration of her term as a Member and Director on January 21, 2024. The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

##### **b. Continuing Member, New Member, and Director Nominations**

No applications for Continuing Membership were received during the nominating period.

The Council discussed the merits of the nine nominees that were submitted for the current year. After evaluating the applications and discussing what each candidate would contribute to the organization, the consensus was to nominate Michael Levin, Rose Lopez, and Lesah Sesma-Gay as new members of the TAA.

**Motion by Council Member Stewart, seconded by Council Member Villicaña, to nominate Michael Levin, Rose Lopez, and Lesah Sesma-Gay for membership in the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full Membership at the Tucson Airport Authority's Annual Meeting on January 22, 2024 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

After further discussion, the Council's consensus was to also nominate Rob Elias and Karla Gonzales as new members of the TAA.

**Motion by Council Member Swaim, seconded by Council Member Stewart, to nominate Rob Elias and Karla Morales for membership in the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full Membership at the Tucson Airport Authority's Annual Meeting on January 22, 2024 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

The Council considered the self-nominations submitted by Members to serve on the Board of Directors. The consensus was to nominate Director Todd Jackson to a second three-year term, Director Judy Rich to a third three-year term, and Member Ellen Wheeler to an initial three-year term.

**Motion by Council Member Villicaña, seconded by Council Member Piña, to nominate Todd Jackson, Judy Rich, and Ellen Wheeler to three-year terms on the Board of Directors, commencing on January 22, 2024, and subject to review by the Board of Directors and election by the full Membership at the Tucson Airport Authority's Annual Meeting on the aforementioned date (Pursuant to TAA Bylaws §§ 2.2, 3.5, and 4.1.2). The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

**c. Recommendation on Corporate Officers for 2024**

At the request of Council Chair Lovallo, President/CEO Danette Bewley relayed a conversation she had with Board Chair Keri Silvyn that Vice Chair Mike Hammond, Secretary Phil Swaim, and Treasurer Vance Falbaum would like to continue in their current positions for another year. Council Member Swaim confirmed his willingness to serve another term as Secretary.

Board Chair Silvyn's two-year term runs through January 2025; therefore, the Council did not have to make a recommendation for that position.

**Motion by Council Member Villicaña, seconded by Council Member Piña, to recommend to the Board of Directors the slate of corporate officers for 2024: Vice Chair Mike Hammond, Secretary Phil Swaim, and Treasurer Vance**

**Falbaum (Pursuant to TAA Bylaws §§ 2.2 and 5.1). The motion carried by the following vote:**

**Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Stewart**

**Nays (0)**

**5. NEXT MEETING**

It was announced that the meeting scheduled for November 8, 2023, would be canceled, the Council having completed its business for the year.

**6. ADJOURN**

There being no further business to discuss, Chair Lovallo adjourned the meeting at 2:15 p.m.

**PREPARED BY:**

Byron M. Jones, CMC, TAA Clerk

Date: \_\_\_\_\_

**Date:** July 26, 2024

**To:** Nominating Council  
**From:** Byron Jones, TAA Clerk  
**Re:** 2025 Nominating Period | Update

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**Background:**

The Bylaws delegate to the Nominating Council the responsibility of considering and making recommendations regarding New Members, Continuing Members, Emeritus Members, and Directors. Additionally, the Nominating Council may recommend a slate of Board corporate officers for 2025. The 2025 nominating period commenced on April 1, 2024 and will conclude on October 1, 2024. The Council's nominations are due to the Board of Directors by November 20, 2024 pursuant to the Bylaws.

**Nominating Period | Update:**

Calls for nominations were included in the April and May member advisories. Two nominations for new Members and three emeritus applications have been received to date. Reminders that the nominating period closes on October 1 will be included in the August and September advisories.

**Current Membership | Analysis:**

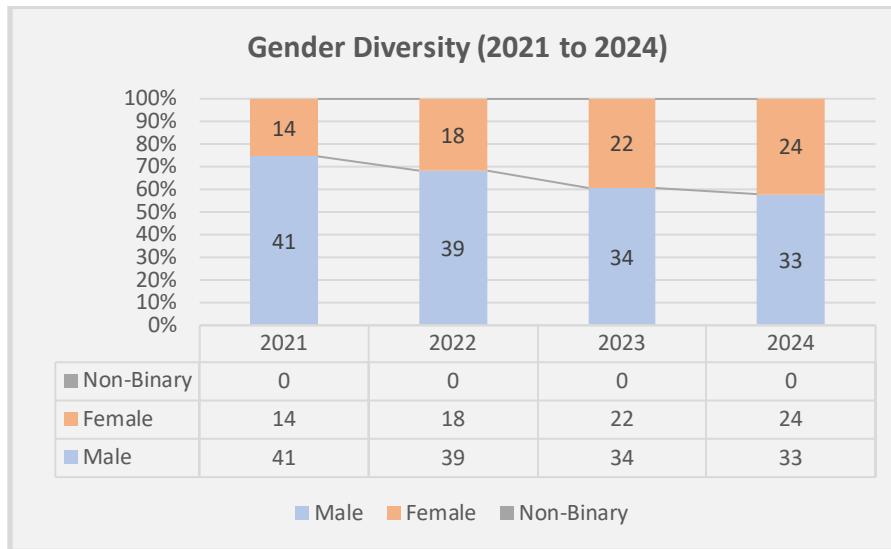
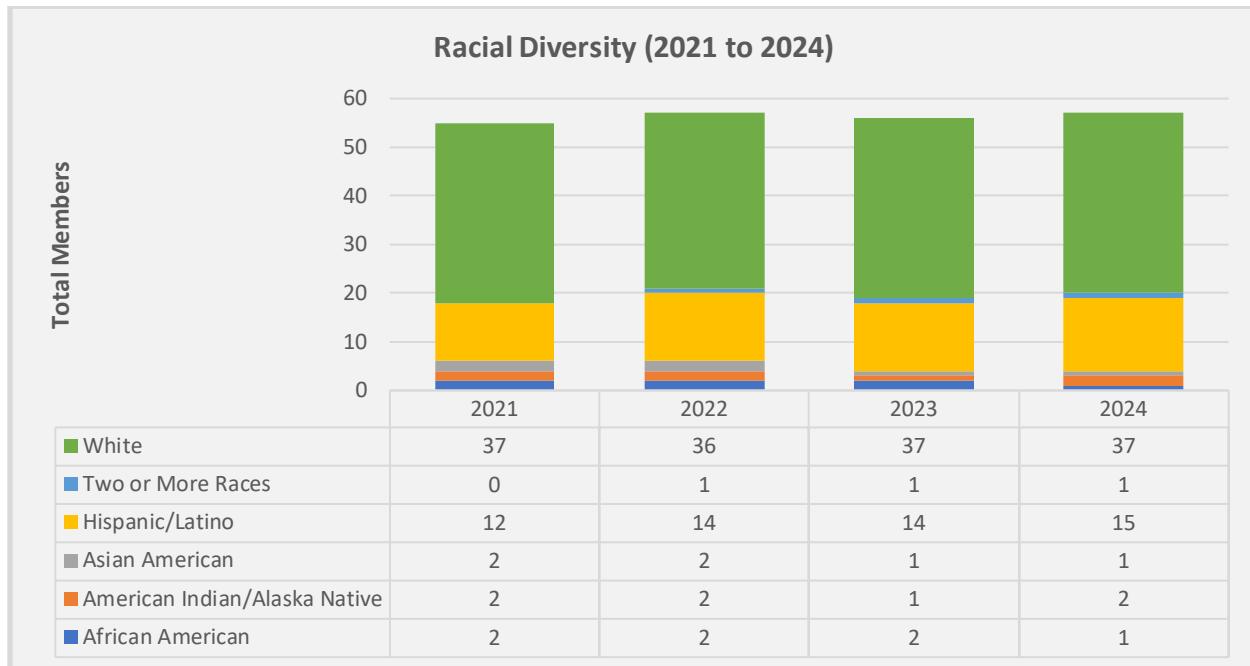
- As of July 15, 2024, TAA has 57 active Members and **three vacancies**. Per the Bylaws, there can be no more than 60 active Members of the organization at any given time.
- Four Members will reach the maximum of 20 years in January 2025; they have the option to apply to transition to Emeritus Member or let their membership expire.
- Five Members will reach the end of their initial 15-year term in January 2025. These Members have the option to request a five-year extension of their active membership or apply to transition to Emeritus Member. Otherwise, their membership will expire.
- One Member who has served the minimum requirement of ten years but whose term has not expired has applied to transition to Emeritus Member.
- As of July 17, 2024, the Nominating Council has the option to nominate **up to eight new Members** to TAA in 2025. This number may increase if additional Members apply for and are approved for emeritus membership by the Board of Directors or if active Members who have reached the end of their initial 15-year term allow their membership to expire.

**Attachments:**

1. Membership Statistics by Voluntary Self-Disclosures as to Race and Gender
2. Active Members by Profession
3. List of individuals who were nominated but not elected to the TAA (2014-present)
4. TAA Bylaws adopted December 8, 2021

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**ATTACHMENT ONE**



*This demographic data is intended to capture traditional classifications. Without 100% participation by TAA membership to voluntarily self-disclose gender and race/ethnicity information, TAA cannot verify the complete accuracy of the data. This information is being provided to aid the Nominating Council in its goal of increasing diversity within TAA membership.*

First Name	Last Name	Title   Organization
<b>Aviation/Aerospace - 3</b>		
Francis	Chambers	Aviation Consultant/Director   AvPORTS and Aviation Facilities Co.
Trindy	LeForge	Associate Director of Strategy and Development   Raytheon
Steve	Pagnucco	Vice President of Operations   Universal Avionics
<b>Architectural - 3</b>		
Michael	Franks	Principal   Seaver Franks Architects
Angela	Gee	Architect, Founder and Principal   Dean Alan Architects
Phillip	Swaim	President   Swaim Associates, Ltd.
<b>Association/Non-Profit - 1</b>		
Amanda	Wiggins	President/CEO   Marana Chamber of Commerce
<b>Automotive - 1</b>		
Rob	Draper	President and Dealer Principal   O'Rielly Motor Co. and O'Rielly Chevrolet, Inc.
<b>Communications - 1</b>		
Lisa	Lovallo	Vice President and Market Manager   Cox Southern Arizona
<b>Economic Development - 3</b>		
Lydia	Aranda	Co-Founder and Principal   DiVeritas Group
Rob	Elias	President/CEO   Tucson Hispanic Chamber of Commerce
Katherine	Ward	Principal   GV Strategic Advisors
<b>Education - 1</b>		
Carol	Stewart	Vice President   Tech Parks Arizona/University of Arizona
<b>Elected Official - 2</b>		
Herb	Kai	Manager   Kai Family Entities (Marana Town Councilmember)
Lea	Márquez Peterson	Principal   Márquez Peterson Group (Arizona Corporation Commissioner)

## MEMBERSHIP BY PROFESSION

### Finance - 8

<b>Vance</b>	<b>Falbaum</b>	Managing Director and Financial Advisor   Falbaum Crowley Investment Group/RBC Wealth Management
<b>Michael</b>	<b>Hannley</b>	Founder   Bank of Tucson
<b>David</b>	<b>Lyons</b>	Regional President   National Bank of Arizona
<b>Shaima</b>	<b>Namazifard</b>	Vice President of Business Services   Tucson Federal Credit Union
<b>Tim</b>	<b>Overton</b>	Director of Business Services   Pima Federal Credit Union
<b>John</b>	<b>Parker</b>	Founding Partner   718 Partners, LLC
<b>David</b>	<b>Smallhouse</b>	Managing Partner   Miramar Ventures, LLC
<b>Taunya</b>	<b>Villicaña</b>	Co-Founder/CEO   Aspirational Wealth Management

### Government - 3

<b>Steven</b>	<b>Holmes</b>	Deputy County Administrator   Pima County
<b>Rhonda</b>	<b>Piña</b>	Deputy Director   Pima County Workforce Development
<b>Ellen</b>	<b>Wheeler</b>	Retired

### Healthcare - 3

<b>Michael</b>	<b>Duran</b>	Retired
<b>Rose</b>	<b>Lopez</b>	President/CEO   Intermountain Centers
<b>Judy</b>	<b>Rich</b>	Retired

### Hospitality - 2

<b>Larry</b>	<b>Cesare</b>	Partner/General Manager   B.H.C. Hotel Management
<b>Lesah</b>	<b>Sesma-Gay</b>	General Manager   Casino del Sol

### Industrial/Manufacturing - 1

<b>Gary</b>	<b>Kippur</b>	President   Tucson Iron and Metal
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### Insurance - 2

<b>Cristina</b>	<b>Baena</b>	President of Employee Benefits and Partner   Crest Insurance Group
<b>Edmund</b>	<b>Marquez</b>	Owner   Edmund Marquez Allstate Agency

### Law - 5

<b>David</b>	<b>Hameroff</b>	Principal   The Hameroff Law Firm, PC
<b>Todd</b>	<b>Jackson</b>	Partner   Jackson and Oden, PC
<b>Michael</b>	<b>McGrath</b>	Partner and Board Chair   Mesch, Clark and Rothschild, PC
<b>Timothy</b>	<b>Medcoff</b>	Attorney and Co-Managing Partner   Farhang and Medcoff, Attorneys
<b>Keri</b>	<b>Silvyn</b>	Partner   Lazarus and Silvyn, PC

## MEMBERSHIP BY PROFESSION

### Public Utilities - 1

Teresa	Bravo	Government Relations Representative   Tucson Electric Power
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### Real Estate - 10

Steven	Cole	President   Southwest Appraisal Associates
Isaac	Figueroa	Director of Leasing and Sales   Larsen Baker Commercial Real Estate
Michael	Hammond	Founder/Principal   Cushman and Wakefield/PICOR Commercial Real Estates Services
Brandt	Hazen	President   Hazen Enterprises, Inc.
Nancy	McClure	First Vice President   CBRE, Inc.
Omar	Mireles	President   HSL Asset Management
Shannon	Murphy	Director of Sales and Marketing/Designated Broker   Diamond Ventures, Inc.
Stephen	Quinlan	Chairman Emeritus   Long Realty Co.
Lucinda	Smedley	Publisher/Principal   TREND Report/Real Estate Consulting Group
Michael	Stilb	President/Managing Director   CBRE-MAS Real Estate Services

### Social Services - 2

Francine	Katz	Chief Development Officer   Tucson Jewish Community Center
R. Tony	Penn	President/CEO   United Way of Tucson and Southern Arizona

### Technology - 4

Guillermo	Figueroa	Senior Network Implementation Program Manager   Lumen Technologies
Karla	Morales	Vice President   Arizona Technology Council
Ricardo	Platt	Vice President, Strategic Partnerships, Sales and Business Development   ED2 Corp.
Calline	Sanchez	Vice President, TLS Global Logo Product Management and Strategy   IBM

### Transportation - 1

Michael	Levin	Chief Executive Officer   The Port of Tucson
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**Rejected Nominees by Year  
(2014-present)**

**ATTACHMENT THREE**

**NOTE: Members highlighted in yellow were nominated more than once.**

Year	# of Times	First Name	Last Name	Profession	Title/Company	Nominated By
2024	1st	Luis	Coppel	Transportation	Sales Head, U.S. South Region/U.S. Sector Head - Auto Mobility DHL Global Forwarding	Ricardo Platt
2024	1st	Stephen	Fleming	Education	Director, Strategic Partnerships & Innovation NSF-ERC Center for Quantum Networks University of Arizona Wyant College of Optical Sciences	Steve Cole
2024	1st	David	Sirota	Real Estate	President/Broker Bassuk Brothers, Inc.	Keri Silvyn
2024	1st	Jim	Mooney	Transportation	Owner, Frontier Towing, Inc.	Ricardo Platt
2020	1st	Ricardo	Pineda Albarrán	Diplomacy	Consul of Mexico, Consulate of Mexico in Tucson	Guillermo Figueroa
2020	1st	Quang	Ahn	Small Business	Owner, Mr. Ahn's Teppan Restaurant	Mike Hannley
2020	1st	Brian	Boon, Ph.D	Assoc./Non-Profit	President/CEO, CARF International	Lisa Israel
2020	1st	Kevin	Burke	Government	Economic Initiatives Deputy Director, City of Tucson	Keri Silvyn
2020	1st	Kevin	Cutter	Finance	President, Pacific Premier Bank	Mike Hannley
2020	3rd	Bryan	Foulk, DMD	Healthcare	Owner, Foulk-Manela, PC	Peter Gallo
2020	1st	Charles	Huckleberry	Government	County Administrator, Pima County	Jan Lesner
2020	1st	Ted	Maxwell	Economic Dev.	President/CEO, Southern Arizona Leadership Council	Keri Silvyn
2020	2nd	Richard	Schaefer	Finance	Senior Vice President/Branch Director/Accredited Wealth Manager RBC Wealth Management	Larry Adamson
2020	1st	Matthew	Siegel	Real Estate	Managing Director, CBRE, Inc.	Tim Prouty
2019	2nd	Bryan	Foulk, DMD	Healthcare	Owner, Foulk-Manela, PC	Peter Gallo
2019	2nd	Meredith	Hay, Ph.D	Healthcare	President, ProNeurogen, Inc.; Professor, University of Arizona College of Medicine	Lisa Lovallo
2019	1st	John-Paul	Rocznak	Education	President/CEO, University of Arizona Foundation	Edith Auslander
2019	1st	Richard	Schaefer	Finance	Senior Vice President/Branch Director/Accredited Wealth Manager RBC Wealth Management	Larry Adamson
2017	2nd	Dan	Coleman	Small Business	Managing Partner/Co-Founder, Modern Works Music Publishing	Tauna Villicaña
2017	1st	Meredith	Hay, Ph.D	Healthcare	President, ProNeurogen, Inc.; Professor, University of Arizona College of Medicine	Lisa Lovallo
2017	1st	Taber	MacCallum	Aerospace	Chief Technology Officer, World View Enterprises	Mike Hammond
2017	1st	Kelly	Udall	Government	Town Manager, Town of Sahuarita	Lisa Israel
2015/2016	1st	Dan	Coleman	Small Business	Managing Partner/Co-Founder, Modern Works Music Publishing	Lowell Rothschild
2015/2016	1st	Patricia	Engels	Retired	Retired, Quest Communications	Arch Brown
2015/2016	1st	Larry	Gibbons	Construction	Vice President, Arizona Wholesale Supply Company	David Smallhouse

**Rejected Nominees by Year  
(2014-present)**

Year	# of Times	First Name	Last Name	Profession	Title/Company	Nominated By
2015/2016	1st	Catherine	Ries	Public Utilities	Vice President of Human Resources and Information Technology, Tucson Electric Power	Paul Bonavia
2015/2016	1st	Jack	Roosa	Aerospace	Director, Raytheon Missile Systems	Kathy Ward
2015/2016	1st	Jeff	Tice	Aviation	Retired Pilot, United States Air Force/Commercial Airline	Bob Johnston
2015/2016	1st	Mark	Vitale	Education	District Lead Director for Academic Affairs, The University of Phoenix	Lisa Lovallo
2014	1st	George	Amos	Real Estate	Chairman/CEO, Tucson Realty and Trust Co.	Steve Touché
2014	1st	Andrew	Birgensmith	Assoc./Non-Profit	President/CEO, Tucson Symphony Orchestra	Lucinda Smedley
2014	1st	John	Davee	Aviation	Corporate Challenger Captain, Tuck Aviation, LLC	Jim Click
2014	1st	Bryan	Foulk, DMD	Healthcare	Owner, Foulk-Manela, PC	Bruce Dusenberry
2014	1st	Kit	Marrs	Real Estate	Vice President of Land Development, A. W. Marrs	Katie Dusenberry
2014	1st	Amber	Smith	Assoc./Non-Profit	Executive Director, Metropolitan Pima Alliance	Lucinda Smedley

**BYLAWS**  
**TUCSON AIRPORT AUTHORITY**

Incorporating all amendments through December 8, 2021

**ARTICLE 1**

**TITLE, LOCATION, CORPORATE SEAL**

Section 1.1 The title of this corporation shall be "TUCSON AIRPORT AUTHORITY, INC." and may be referred to herein as "Authority."

Section 1.2 The principal office of this corporation shall be in or near the City of Tucson, Arizona, but this corporation may have other offices at such places as the Board of Directors shall designate and the business of this corporation may require.

Section 1.3 The corporation shall have a corporate seal which shall be of such form as the Board of Directors may determine. The Board shall determine the custody, number and use of the corporate seal. The seal shall have inscribed on it the name of this corporation and the year of the corporation's creation and the words "Corporate Seal, Arizona." The Board of Directors may change the form and inscription of the seal as they deem appropriate.

**ARTICLE 2**

**MEMBERSHIP**

**Section 2.1 QUALIFICATIONS AND CLASSIFICATION**

2.1.1 The membership of this corporation shall be confined to people who live in and maintain their primary residence in the Tucson International Airport air service area, which includes the general Southern Arizona region, who have repeatedly evidenced their interest in the promotion of air transportation and commerce.

2.1.2 The membership shall be divided into two categories to be known as "Members", and "Emeritus Members."

(a) Members.

(i) A Member shall be entitled to vote at any meeting of Members and at any meeting of a council of which he or she is a member. A Member shall be committed to accept Advisory Council appointments; support the interests of the Authority; not act in conflict with the interests of the Authority; actively participate in Authority activities; make every reasonable effort to attend Council and Membership meetings; support the Tucson Airport Authority in all reasonable ways requested by the Chair of the Board, the President/CEO or the Chair of the Council; and contribute his or her expertise as requested. If a Member does

not meet these membership requirements, the Board of Directors may, by vote of the majority of the membership of the Board of Directors (e.g., if a Board of 9 total directors, 5 votes are required), terminate such person's membership in the Tucson Airport Authority.

(ii) Members will serve for an initial fifteen (15) year term. Any Member may apply to continue as a Member for one successive 5-year term by providing notice to the Chair of the Nominating Council no sooner than April 1 and no later than October 1 in the year preceding the expiration of his or her initial term. Applications for continuing membership shall be considered and voted upon as described in Section 2.2 below.

(iii) Terms of Members and continuing Members shall begin on the date of the annual meeting at which their membership or continuing membership was approved and end after fifteen (15) years for Members, or five (5) additional years for continuing Members, on the day prior to the date their membership or continuing membership was approved.

(iv) Any Member serving on the Board of Directors or an Advisory Council shall have his or her membership term automatically extended (whether the initial term or subsequent term) until completion of his or her service as a Director or Council member.

(b) Emeritus Members.

(i) Members who have completed a minimum of ten (10) years of service may be considered for Emeritus Member status. Emeritus Membership shall be limited to those members who have provided distinguished service to the Authority over a sustained period of time. All applications to be considered for Emeritus Membership must be submitted to the Nominating Council, which will evaluate the application and make an appropriate recommendation to the Board of Directors. Such change in classification requires approval by a majority vote of the Board.

(ii) Emeritus Members will:

(1) be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote;

(2) be invited to all Tucson Airport Authority membership social functions;

(3) retain parking privileges at the airport as provided to all TAA members; and

(4) be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues.

(iii) A person who has entered Emeritus Membership classification shall not be counted in the membership limitation provided in Section 2.2.2 hereof.

2.1.3 Individuals who are elected officials or high-level employees of any branch or level of government, except for elected officials or employees of indigenous/tribal nations and public educational institutions, are not eligible for TAA Membership. For these bylaws, “high-level” shall mean any position that exercises decision making authority over a significant range of strategic or tactical matters involving that governmental entity or a division/department of that governmental entity. Determinations on whether a person is in such a “high-level” position shall be made by the Nominating Council, on advice from TAA’s General Counsel. Any current TAA member, as of the effective date of the bylaws containing this amendment, who is currently an elected official or high-level government employee retains all rights and privileges under these bylaws as a Member of TAA. However, no current Member who is an elected official or high-level government employee is eligible to serve on the TAA Board of Directors.

Any current Member who becomes an elected official or high-level employee defined above after the effective date of the bylaws containing this amendment shall have their Membership suspended for the period they serve as an elected official or high-level government employee. Suspended Members retain all privileges of Emeritus Members under these Bylaws. Any suspended Member must resign from the Board or any Advisory Council on which they currently serve. The term of their Membership shall be tolled until they no longer are an elected official or a high-level government employee. When their period of service as an elected official or high-level employee ends, the Member shall regain all rights and privileges of a TAA Member under these bylaws as of that date.

Any suspended Member whose active Membership plus tolling period extends for more than ten (10) years is eligible to apply for Emeritus Member status under Section 2.1.2(b).

For purposes of the numerical limitation of Members provided in Section 2.2.2, suspended Members shall be included in the count of total number of Members.

Section 2.2 The election of new and continuing members shall be by secret ballot of the existing Members present in person or by proxy at the annual meeting of members and no one may be considered elected a member if more than one-quarter of the votes cast are negative.

2.2.1 If a Member or Emeritus Member of the Authority in good standing desires to nominate for membership in the Authority a qualified person who is not then a Member, to be voted upon pursuant to the provisions of these bylaws, such Member or Emeritus Member shall nominate the person, pursuant to the process established for such nominations by the Nominating Council, no sooner than April 1 and no later than October 1 in the year preceding each regular annual meeting date. Members who desire to be considered for a Director position shall submit their application form and materials to the Nominating Council by October 1 in the year preceding each regular annual meeting date.

2.2.2 All nominations for new or continuing Members of the Authority shall follow the process described in Sections 2.2.1 and 2.2.2. The Nominating Council shall review and consider all timely submitted new membership, continuing membership, and Director submittals. By November 20 of each year, the Nominating Council shall make its

recommendations for new members, continuing membership, and Directors to the Board of Directors for the Board's consideration and action.

Nominations for the office of Director may also be submitted by written petitions signed by not less than twenty-one (21) voting Members in good standing; provided each petition includes all information required to be submitted by Members filing a nomination/or their own request for a director position. Such petitions must be submitted to TAA by November 20.

The Board of Directors shall review the recommendations on nominations for new members, continuing membership, Director nominations (including those submitted by petition) and slate of officers, and may, by a majority of Board membership, vote to direct reconsideration of any individual member or director nominee back to the Nominating Council. Any nominee not directed for reconsideration by the Board shall be forwarded to the Members in accordance with Section 3.5.1 below.

The Nominating Council, at a special meeting scheduled for this purpose, shall reconsider any nominee the Board so directs, and by simple majority vote, shall act on that nominee's nomination. Any nominee approved by the Nominating Council after reconsideration shall then be forwarded to the Members in accordance with Section 3.5.1 below.

The maximum number of TAA Members shall be sixty.

## **ARTICLE 3**

### **MEETINGS OF THE CORPORATION**

**Section 3.1 ANNUAL MEETING.** A meeting of the Members of the corporation shall be held annually on the fourth Monday in January of each year or on such other date in January as is established by a vote of the Board of Directors or by the Chair of the Board, for the purpose of electing Directors and for transaction of such other business as may be brought before the meeting. Such meetings shall be held at the principal office of the corporation or at such other place in Pima County, Arizona, as is reflected in the meeting notice.

**3.1.1 NOTICE.** Notice of the date, time and location of the annual meeting shall be provided at least twenty-one (21) days prior to the meeting to each Member and Emeritus Member. Notice may be provided via regular mail or electronically or both, at the addresses of each Member and Emeritus Member in the records of the corporation. Failure of a Member and Emeritus Member to receive a notice, or any irregularity in the sending or receiving of such notice, shall not affect the validity of any annual meeting or of any proceedings or actions taken at any such meeting.

**Section 3.2 SPECIAL MEETINGS.** Special meetings of the Members of the corporation may be held in accordance with Arizona law, including in person, via technological means or a combination thereof. Special meetings may be held when demanded in writing by Members having at least ten percent (10%) of the votes entitled to be cast at such a meeting, when called by the Chair of the Board, or when called by vote of a majority of the members of

the Board of Directors. Special meetings shall be valid for all corporate purposes and any action under corporate authority granted to Members under these Bylaws may be taken at such a meeting.

3.2.1 Notice of any special meeting, providing the date, time, manner of holding the meeting, and agenda for the meeting, shall be sent at least twenty-one (21) days prior to the special meeting to each Member via regular mail or electronically or both, at the addresses of each Member in the records of the corporation. Failure of a Member to receive a notice, or any irregularity in the sending or receiving of such notice, shall not affect the validity of any special meeting or of any proceedings or actions taken at any such meeting.

**Section 3.3 QUORUM.** At any meeting of the Members, those present in person or represented by proxy, if in excess of fifty percent (50%) of the total Membership, shall constitute a quorum for all purposes. If at any meeting insufficient Members are present to constitute a quorum, a majority of the Members present in person and by proxy may adjourn from time to time, without notice other than by announcement at the meeting until enough Members in person and by proxy to constitute a quorum shall be present; at such time any business may be transacted which might have been transacted at the meeting as originally notified.

#### **Section 3.4 VOTING.**

3.4.1 At all meetings of the Members the Members may vote in person or by proxy, and all questions except such questions the manner of deciding which is specially regulated by law or regulation or by contrary provision in these bylaws, shall be determined by a majority vote of the voting Members present in person and by proxy. In the election of Members and of Directors, each voting Member shall be entitled to cast one vote for each position to be filled at the election; not more than one vote may be cast by any Member for any nominee.

#### **Section 3.5 REGULAR ELECTIONS.**

3.5.1 The Nominating Council, at its meeting held under Section 2.2.2 above, shall direct the TAA President/CEO, and her/his designees, to compile election materials for all nominees forwarded to the Members for election at the next annual meeting. The election materials shall include ballots for the election, and all materials submitted by a Member or Emeritus Member as part of the nomination packet, or as may be submitted as part of a Director nominating petition.

The President/CEO shall cause the election materials (including the slate of nominees) to be sent to all Members at least twenty-one (21) days prior to the date of the annual meeting via regular mail or electronically or both, at the addresses of each Member in the records of the corporation. Failure of a Member and Emeritus Member to receive the election materials, or any irregularity in the sending or receiving of such materials, shall not affect the validity of the elections conducted at the annual meeting.

3.5.2 In the event that any nominee shall be unable to serve if elected by the Members (through death, ineligibility, incapacity, resignation, or similar), at any time between the sending of all election materials to the Members and the date of the annual meeting, upon notice to her/him, the President/CEO shall cause a notice to be sent prior to the annual meeting,

as soon as is practicable under the circumstances, to all Members of the ineligibility of the nominee to serve if elected by the Members. Prior to the casting of ballots at the annual meeting, the Chair of the Board or the Chair of the Board's designee shall make a reminder announcement as to the inability of the nominee to serve. The election shall proceed with the ballots as were distributed to the Members.

3.5.3 If a nominee who is unable to serve is elected by the Members, that election shall be deemed null and void and the position shall be deemed as vacant, except for any nominee to be a new Director. In that case, the position remains unfilled, and may be filled under the normal nomination process set forth in Section 2.2.1 and 2.2.2.

**Section 3.6 ORDER OF BUSINESS.** The order of business for all annual meetings shall include (1) a presentation of all proxies held by Members to the Chair of the Board and Secretary for verification; (2) a review of the minutes of the preceding annual meeting (and any special meeting held since the last annual meeting), and action on them; (3) Reports from officers and councils as the Chair of the Board deems necessary or appropriate; (4) Elections and their results, and (5) any other matter provided on the Agenda sent to Members prior to the annual meeting.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

**Section 4.1 ELIGIBILITY, ELECTION, TERM, NUMBER AND QUALIFICATION AND TERM OF OFFICE.**

4.1.1 The Board of Directors shall consist of at least seven (7) and no more than eleven (11) members. The Immediate Past Chair of the Board remains a Director on the Board for one (1) year after her/his term as Chair of the Board expires.

4.1.2 **TERMS.** Each Director shall serve for the term, either one (1), two (2) or three (3) years, as provided for in the action that resulted in their election to Director, either by Member ballot or when filling a Board vacancy. A person may be nominated for a single term in any one election and may be elected to serve multiple subsequent successive terms. Terms shall be staggered in a way to preserve experience and institutional knowledge on the Board.

The term of the Chair of the Board shall be two years, which starts on the date of their election by the Board. All other officers shall be elected to serve one-year terms. A Director may serve as an officer for multiple one-year terms.

The maximum time a Member may serve on the Board, regardless of applicable bylaw provision, is ten (10) years.

**Section 4.2 VACANCIES.** In the case of any vacancy on the Board of Directors caused by death, resignation, disqualification or other reason, the Nominating Council shall recommend one or more nominees to fill the vacancy to the Board of Directors. The remaining

Directors may elect a nominee, by majority vote, to fill the vacancy on the Board, to serve only for the period between the election of the nominee to the Board and the next annual meeting.

**Section 4.3 REGULAR MEETINGS.**

4.3.1 After the adjournment of the annual membership meeting, at the same location if in person, the Board of Directors shall hold its first regular meeting of the year. At that meeting, the Board shall elect its officers and establish the schedule for at least three (3) additional regular Board meetings for the year. Regular meetings shall be held as scheduled unless cancelled by the Chair of the Board by providing notice to the Board more than twenty-four (24) hours prior to the meeting date and time.

4.3.2 Any Director who is absent without being excused by the Chair of the Board of more than fifty percent (50%) of all regular and special board meetings in any calendar year, shall be subject to removal from the Board by a majority vote of the membership of the Board.

**Section 4.4 SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the Chair of the Board or any three (3) Directors. Such meetings shall be held at the time and at any place within Pima County, Arizona, determined by the party or parties calling such meetings. Notice of each special meeting shall be provided to all Directors as required by applicable Arizona law, but in no event shall such notice be less than twenty-four (24) hours prior to such meeting.

**Section 4.5 QUORUM.** A majority of the voting Members of the Board of Directors then serving shall constitute a quorum.

**ARTICLE 5**

**OFFICERS**

**Section 5.1** The officers of this corporation shall consist of a Chair (of the Board), Vice Chair (of the Board), Secretary and Treasurer. Such officers shall be elected at the first Board meeting held following the annual meeting. The slate of officers to be considered by the Board shall be as approved by the Nominating Council under Section 2.2.2 of these Bylaws.

**Section 5.2** The Chair of the Board shall preside at, and in conjunction with the President/CEO, shall set the agenda for all regular meetings of the directors, members, and executive council; shall appoint members of standing and special councils; and shall represent the interests of the Board of Directors when it is not in session. The Chair of the Board may also be designated or referred to as the "Chair, Chairman or Chairwoman of the Board" or any other title that accurately reflects such Officer's duties.

**Section 5.3** The President shall be the Chief Executive Officer of the corporation and shall be selected by and shall serve at the pleasure of the Board of Directors. The President/CEO shall have responsibility for the overall operation and management of TAA in accordance with

its Mission and within the framework of Board adopted objectives and policies. The President/CEO shall have full responsibility for the management and administration of all TAA activities and operations and shall report to the Board on a regular basis. The President/CEO shall have the authority to act on behalf of the Board of Directors and TAA in all respects except as may be specifically limited from time to time by Resolution of the Board of Directors. During recess of the Board and the Executive Council, the President shall work closely with the Chair of the Board to ensure that the business and affairs of the corporation are conducted within the framework of Board-approved objectives and policies.

Section 5.4 The Vice Chair of the Board shall perform such duties as may be assigned to him or her by the Board of Directors. In the case of the death, disability or absence of the Chair of the Board, the Vice Chair of the Board shall perform and be vested with all of the duties and powers of the Chair of the Board.

Section 5.5 The Secretary shall keep the seal of the corporation and affix the same to all instruments requiring its seal, as may be directed by the Board, the Executive Council, the Chair of the Board, or the President/CEO. The Secretary shall also review and sign the minutes of meetings of Directors and general membership, shall authorize meeting notices to be issued by the President/CEO as required in these bylaws, and shall perform such other duties as may be required by the Board.

Section 5.6 The Treasurer shall be familiar with the financial affairs of TAA and shall chair the Advisory Council that is responsible for the budget. The financial records will be in the custody of the President/CEO and all records shall be maintained at the corporate office of TAA.

## **ARTICLE 6**

### **VACANCIES IN OFFICE**

In the case of the death, disability or resignation of one or more of the officers, the majority of the remaining Directors shall fill the vacancies for the unexpired term. One or more nominees shall be suggested by the Nominating Council to fill each such vacancy.

## **ARTICLE 7**

### **COMPENSATION OF DIRECTORS, OFFICERS AND MEMBERS**

Neither the Directors nor the officers (other than the President/CEO) nor the Members, as such, shall receive any salary or compensation for their services, but by resolution of the Board of Directors may be reimbursed for their actual expenses paid or obligated to be paid in connection with service rendered solely for the benefit of the corporation.

## **ARTICLE 8**

### **BOOKS, ACCOUNTS AND RECORDS**

Section 8.1 This corporation shall keep at its principal office in the State of Arizona records of the meetings of Members and a book showing a true and complete list of all Members, their residences, and books containing a record of the affairs of this corporation.

Section 8.2 The books, accounts and records of this corporation shall be open to the inspection of any member of the Board of Directors at all times in business hours.

Section 8.3 It shall be the duty of the Board of Directors at least once a year and within one hundred twenty (120) days after the close of the fiscal year to cause the books and accounts of the corporation to be examined and audited by a Certified Public Accountant. Thereafter it shall cause a copy of the report of said accountant, or a summary to be mailed to each of the Members of this corporation as part of the annual report of the operations of Tucson Airport Authority, Inc.

## **ARTICLE 9**

### **AMENDMENT TO BYLAWS**

Subject to notice requirements below, any of these bylaws may be altered, amended or repealed by majority vote of the Board of Directors at any regular meeting; or at any special meeting called for the purpose, when all the Directors are present; or by a majority vote of the Members at any regular meeting; or at any special meeting called for the purpose. No bylaw amendment may be acted on by the Board unless it has first been considered by the Corporate Governance Council. The Board of Directors shall, by majority vote, direct the Corporate Governance Council to consider bylaw amendments it deems appropriate and in the best interests of the corporation. If the Corporate Governance Council fails to timely meet to consider a proposed bylaw amendment and make a recommendation to the Board on the proposed bylaw amendment, the Chair of the Board may place the proposed bylaw amendment on the Board's agenda for consideration and action.

## **ARTICLE 10**

### **APPOINTMENT OF ADVISORY COUNCILS**

Section 10.1 The TAA Advisory Councils shall include the Corporate Governance Council, the Nominating Council, the Audit Council, and the Financial Council (to include an environmental/sustainability sub-council) and such other councils as the Chair of the Board may determine is appropriate. No Council shall have an even number of members and shall have not more than seven (7) or less than three (3) Members. The Chair of the Board shall appoint, with the advice and consent of the Board, Members to each council, and the Chair of each Council.

The terms of such appointments shall be two (2) years. The Chair of the Board and Vice Chair of the Board may attend and participate in all Council meetings as non-voting members of a Council.

Section 10.2 NOMINATING COUNCIL. The Nominating Council shall consist of seven Members, who will be appointed for up to two (2), two-year terms, and may not serve more than four (4) consecutive years. The Chair of the Nominating Council shall serve two (2) years. The Council roster shall include, two (2) former Directors, two (2) current Directors who are not the Chair of the Nominating Council or Vice Chair of the Nominating Council, and three (3) Members who have never served as Directors. Nominating Council Members are not eligible to be nominated for a first term on the Board of Directors.

## **ARTICLE 11**

### **EXECUTIVE COUNCIL**

The Executive Council will be comprised of the Chair of the Board, Vice Chair of the Board, Secretary, Treasurer and one other board member appointed by the Chair of the Board. The Executive Council may exercise the full authority of the Board of Directors with respect to setting the compensation and benefits for the President/Chief Executive Officer and with respect to such other matters as are specified by the Board of Directors from time to time.

## **ARTICLE 12**

### **INDEMNIFICATION**

The corporation shall and does hereby indemnify and agree to save harmless each director, officer, employee, agent or member of said corporation, who was or is in the future a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee, agent or member of said corporation, or is or was serving at the request of said corporation in any of said capacities, from any damages, costs, expenses, attorney fees, fines and amounts paid in settlement, actually and reasonably incurred, to the extent that such persons may be indemnified under the applicable provisions of the Arizona Revised Statutes pertaining to nonprofit corporations.

THE FOREGOING was approved and adopted on December 8, 2021.



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Bruce Dusenberry, Chair of the Board

ATTEST:

*Keri Silvyn*

Keri Silvyn (Dec 9, 2021 11:21 MST)

Keri Silvyn, Secretary

APPROVED AS TO FORM:

*ch sm*

Chris Schmaltz (Dec 14, 2021 13:39 MST)

Christopher Schmaltz, Vice President and  
General Counsel