

**TUCSON AIRPORT AUTHORITY | Nominating Council**  
**May 27, 2021 | 1:00 p.m. | Remote Participation Only**

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 meeting open to the public on **Thursday, May 27, 2021, beginning at 1:00 p.m.** The meeting will be held by video and telephonically via the remote participation platform Webex. A link for members of the public to view the meeting will be posted along with the agenda at the web address below.

<https://www.flytucson.com/taa/public-meeting-information/>

The agenda for the meeting is as follows:

**CALL TO ORDER | ROLL CALL**

- |   |  |
|---|--|
| <input type="checkbox"/> Lisa Lovallo, Chair    | <input type="checkbox"/> Michael Duran |
| <input type="checkbox"/> Steve Cole, Vice Chair | <input type="checkbox"/> Vance Falbaum |
| <input type="checkbox"/> Keri Silvyn            | <input type="checkbox"/> Ellen Wheeler |
| <input type="checkbox"/> Rob Draper             |  |

**WELCOME AND INTRODUCTIONS**

**APPROVAL OF MINUTES**

1. Approve the minutes from the Nominating Council meeting held on November 30, 2020.

**DISCUSSION**

**2. OPEN MEETING LAW TRAINING**

TAA Legal Services will present a brief training for the full Council on Arizona Open Meeting Laws and their application to members of the Council.

**3. 2021 NOMINATION PACKET**

The Council will review and discuss the staff-prepared 2021 nomination packet to provide feedback to staff regarding potential improvements.

**4. 2021 NOMINATION PROCESS AND MEETING SCHEDULE**

- a. The Council will discuss and arrive at a consensus as to its strategy for identifying and nominating potential candidates for TAA membership.
- b. The Council will set the tentative meeting schedule for the remainder of the 2021 nominating period.

**ADJOURN**

## DRAFT MINUTES

TUCSON AIRPORT AUTHORITY | Nominating Council Meeting  
November 30, 2020 | 2:00 p.m. | Remote Meeting

THIS COUNCIL MEETING WAS A REMOTE PARTICIPATION ONLY MEETING. COUNCIL MEMBERS PARTICIPATED VIA WEBEX AND THE PUBLIC WAS PROVIDED WITH A LINK AND PHONE NUMBER/CODE WHICH THEY WERE ABLE TO JOIN THE MEETING VIA WEBEX.

### CALL TO ORDER | ROLL CALL

Chair Finley called the meeting to order at 2:01 p.m.

**Members Present:** Chair Tony Finley, Council Member Steve Cole, Council Member Judy Rich, Council Member Keri Silvyn and Council Member Michael Duran

**Members Absent:** Council Member Steve Holmes

**Others Present:** TAA Chairperson Taunya Villicana and TAA Vice Chair Bruce Dusenberry

**Staff Present:** President and CEO Danette Bewley, Vice President and General Counsel Christopher Schmaltz, Vice President and Chief Financial Officer Dick Gruentzel, Vice President Mike Smejkal and TAA Clerk Byron Jones

### WELCOME AND INTRODUCTIONS

Chair Finley welcomed everyone to the meeting and began the discussion on Item 1.

**NOMINATIONS/APPLICATIONS** – The Council will consider and may make recommendations for consideration and action to the TAA Membership at the January 2021 TAA Annual Membership Meeting on the following:

1. 2018 request by Sally Fernandez for continuing TAA membership for an additional five years, retroactive to January 1, 2019.

Vice President and General Counsel Christopher Schmaltz explained that questions regarding Sally Fernandez’s membership status arose after the previous meeting. Staff reviewed the records and discovered a letter dated November 18, 2020, which was in response to a request from Sally Fernandez to continue her TAA membership for a successive, five-year term. Staff was unable to locate the original request submitted by Sally Fernandez. The minutes of the 2018 Nominating Council meeting do not reflect that it voted on the request, and Ms. Hernandez did not appear on the ballot at the 2019 Annual Membership Meeting.

It is impossible to determine what actions were taken at the time, but Ms. Hernandez has continued as an active member since her initial term expired. To clean up the record and to preserve Ms. Hernandez’s membership in the TAA, Schmaltz recommended that the current Council vote to approve the request and forward it for ratification on the ballot at the annual membership meeting in January 2021.

# DRAFT MINUTES

**MOTION BY Council Member Silvyn, SECONDED BY Council Member Cole, to ACCEPT the 2018 request by Sally Fernandez for continuing TAA membership for an additional five years, retroactive to January 1, 2019, and to forward the nomination for ratification on the ballot at the 2021 Annual Membership Meeting. The motion carried by the following vote:**

**Ayes 4 – Chair Finley, Council Member Cole, Council Member Silvyn and Council Member Duran**

2. Nomination(s) for the TAA Board of Directors, together with the recommended term for each Director, if any.

COUNCIL DISCUSSION:

- It is important to have a nine-member board of directors. Ms. Fernandez will add diversity to, and her professional expertise will be a benefit to the Board.

**MOTION BY Council Member Silvyn, SECONDED BY Council Member Cole, to NOMINATE Sally Fernandez to a position on the Board of Directors. The motion carried by the following vote:**

**Ayes 4 – Chair Finley, Council Member Cole, Council Member Silvyn and Council Member Duran**

Schmitz reminded the Council members that they are subject to Arizona's Open Meeting Law. He cautioned the members that they are permitted to have individual discussions regarding nominees and the nominating process, but they should avoid having discussions involving three or more members of the Council, whether verbally or by email. Discussions taking place in chain emails may be construed as a meeting of the Nominating Council and would run afoul of the Open Meeting Law.

Council Member Rich joined at 2:15 p.m.

**TAA Vice Chair Dusenberry:** Requested clarification on the bylaw requirement that the Nominating Council decide whether a Director nominee should serve a one, two or three-year term. The practice has been to appoint directors to three-year terms, but there is no official policy requiring this.

Schmaltz explained that the staggering of terms was designed to ensure continuity on the Board. Unless otherwise stated, the interpretation is that the term is for three years. The Council has the option to entertain new motions and votes clarifying the terms of the current nominees.

**MOTION BY Council Member Silvyn, SECONDED BY Council Member Duran, to NOMINATE Sally Fernandez to the Board of Directors for a three-year term. The motion carried by the following vote:**

**Ayes 5 – Chair Finley, Council Member Cole, Council Member Rich, Council Member Silvyn and Council Member Duran**

**MOTION BY Council Member Silvyn, SECONDED BY Chair Finley, to NOMINATE Todd Jackson to the Board of Directors for a three-year term. The motion carried by the following vote:**

# DRAFT MINUTES

**Ayes 5 – Chair Finley, Council Member Cole, Council Member Rich, Council Member Silvyn and Council Member Duran**

## **ADJOURNMENT**

There being no further business to discuss, Chair Finley adjourned the meeting at 2:20 p.m.

Respectfully submitted by:

---

Byron M. Jones, CMC, CAP, TAA Clerk

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



# 2021 | TAA Membership Nomination Process, and Active and Emeritus Process

## FOREWORD

The 2021 Nomination Process has begun, and this information serves as a guide to nominate new members for consideration to join the TAA Membership as Authority members, or for Active Members to request an extension or to transition to Emeritus Member status. This information also outlines the selection process for TAA Active Members to be considered to fill Board of Director position vacancies.

Please take a moment to review this packet carefully as the deadline to submit nominations or changes to membership status is October 1, 2021. We look forward to assisting you through this process.

Sincerely,



Danette M. Bewley, A.A.E.  
President and Chief Executive Officer  
Tucson Airport Authority



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## 1.0 Tucson Airport Authority | Mission and Vision Statement

<b>Mission</b>	<b>Provide a sustainable airport system and constantly pursue initiatives that promote and grow business opportunities.</b>
<b>Vision</b>	<b>Landing Prosperity in Southern Arizona.</b>



## 2.0 Tucson Airport Authority | Enabling Legislation

### Tucson Airport Authority

The Tucson Airport Authority (TAA) is an independent, non-profit corporation formed on April 12, 1948, under State law. At that time, the City of Tucson and the TAA entered into a lease related to the Tucson International Airport property, and a bit later, a lease related to the Ryan Airfield property. The leases authorize TAA to operate, maintain and develop the airports as public facilities for the accommodation of air commerce. TAA currently manages the Tucson International Airport (TUS) and Ryan Airfield (RYN).

The TAA is governed by the TAA Board of Directors, which consists of no more than eleven and no less than seven Authority members, including one ex-officio member, the immediate past chair. The remaining directors are elected by active Authority members, typically to staggered terms of three consecutive years, and may serve a maximum of two successive terms. In addition, the TAA's bylaws call for active membership of up to sixty (60) individuals who are residents of TUS's service area. Membership vacancies are filled through a nomination process and election by active members at each annual meeting.

Day-to-day management of TUS and RYN is performed by a professional and highly skilled team with the responsibility to operate the airports in compliance with all federal regulations and manage the TAA resources and assets in a fiscally responsible manner in accordance with federal regulations, industry standards and best practices. In addition, staff is tasked to ensure that the TAA continues to be self-sustaining and delivers operational success for the benefit of the metro Tucson community and Southern Arizona.

TAA is the certificated operator of TUS and RYN. Users of TUS include commercial, general aviation, cargo, and military operators. TUS also serves as an international port of entry that offers 24-hour customs and immigration services. In addition, TAA operates RYN, a modern general aviation airport west of Tucson, AZ.

### **2.1 Tucson International Airport**

TUS encompasses 8,343 acres and is located eight miles south of the city's central business district. There are 130 separate buildings on the airport complex that provide 2.5 million square feet of space. TAA maintains three runways, Runways 11L-29R, 11R-29L, and 3-21. Runway 11L-29R is the primary runway and is used for commercial air-carrier service, cargo, and military operations. Runway 11R-29L is primarily used for general aviation aircraft. Runway 3-21 runs perpendicular to but does not intersect the two parallel runways.

## 2.2 Ryan Airfield

RYN was created during World War II as a pilot training base and is located fourteen (14) miles west of TUS. RYN covers 1,804 acres, and the TAA maintains its three runways: Runways 6R-24L, 6L-24R, and 15-33. RYN accommodates a wide variety of general aviation activity with a manned air traffic control tower, aircraft refueling and service facility, lighted and paved runways, and a restaurant.

### 3.0 Tucson Airport Authority | Membership and Responsibilities

The TAA bylaws call for active membership of up to sixty (60) individuals who are residents of TUS' service area. Membership vacancies are filled through a nomination process and election by active members at each annual meeting.

Membership in the Authority means engaging the extensive network that TAA has in the community and promoting TAA's mission with the knowledge, skills, and motivation to best represent and contribute to the ongoing success of TAA.

The Nominating Council may consider the skills and experience of potential nominees, including the following criteria:

- ➔ Proven leadership or the potential for leadership
- ➔ Diversity, including age, gender, ethnicity, race, disabilities, and geography
- ➔ Experience with large and complex organizations
- ➔ Current or prior CEO, COO, or CFO level experience
- ➔ Skillset, including finance, legal, audit, government affairs, public relations, community engagement and demonstrated commitment to the TAA mission.

Further, TAA membership assumes certain responsibilities, including vocal and active support for TAA's mission and vision, and participation in TAA Advisory Councils. Member participation in TAA Advisory Councils provides value to the TAA by providing recommendations to the Board on any number of policy issues confronting the TAA. Members may also be asked from time to time to lend their expertise on special projects or issues.

Members are expected to attend other meetings throughout the year, including:

- ➔ The Annual Meeting held in January, when the new TAA members and Board members are selected, and annual reports are presented by the outgoing Chairperson and the President/CEO.
- ➔ Orientation, held soon after the Annual Meeting for new members joining the Authority, which includes a tour of the airfield and a briefing by airport staff.
- ➔ Members are also welcomed to attend any Council or Board meetings.

### 3.1 ACTIVE MEMBERSHIP

Any resident of Tucson International Airport service area (Service Area) is eligible for membership in the Tucson Airport Authority. Membership in the Authority terminates when a member leaves the Service Area. There are currently **sixty** (60) approved active memberships, and for 2021, **fifty-five** (55) of those memberships are filled; this allows the opportunity to fill **five** member positions in 2022.

Active Membership Statistics		
→	60	<b>Approved Active Memberships</b>
→	55	<b>Members</b>
→	5	<b>Member Positions Available   2022</b>

*\*These numbers assume approval of new and continuing membership nominees at the TAA Annual Meeting on Monday, January 25<sup>th</sup>, 2021.*

Active Members may serve for 15 years, and may request, subject to the recommendation of the Nominating Council and approval of the Membership at the Annual Meeting, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA’s mission. All Active Members are required to transition to emeritus status after 20 years of active membership.

### 3.2 EMERITUS MEMBERS

Members may apply to become emeritus beginning at 10 years, and at the end of their 15-year term. Absent an application and approval by the Nominating Council for transition to Emeritus status, Active Membership with the TAA will expire at the end of the Member’s term.

Emeritus members have no voting privileges, but they are invited to all social functions and may attend any Authority meetings. Emeritus members may also be asked to assist the Chairperson or Membership with special projects from time to time.

**TO APPLY FOR A TERM EXTENSION OR EMERITUS STATUS**

Please complete the [Active Member Application for Term Extension / Conversion to Emeritus Member Form](#) (Appendix G) to apply for five (5) more years of active status or to transition to Emeritus Member status. In addition, it is optional you complete the [Invitation to Self-Identify Form](#) (Appendix H) as to age, race, color, national origin, gender identification, age, and disability. Whether you choose to provide this information is completely voluntary. Any information you do provide to TAA will be kept in an anonymized format and will not be traceable back to you or your personal identifiable information.

**3.3 THE BOARD OF DIRECTORS**

The Board is composed of no less than seven and no more than eleven Members and meets at least eight times per year. Officers are elected at the first Board Meeting of the calendar year, which immediately follows the Annual Meeting in January.

The Board Officer positions are:

→	<b>Chairperson</b>
→	<b>Vice Chair</b>
→	<b>Secretary</b>
→	<b>Treasurer</b>

Service on the Board of Directors is a significant commitment. Per the Bylaws, Board members absent from more than two regular Board meetings without being excused by the Chairperson and Board members absent more than 40% of the regular and special Board meetings, whether excused or not, shall immediately be deemed to have resigned their position on the Board, at the discretion of the Chairperson. The vacancy is filled through Nominating Council recommendation and election by the Board for the unexpired portion of the term.

Only TAA Active Members are eligible for consideration to serve on the Board of Directors. To apply for consideration, a member must complete and submit a Board of Directors Interest Form (Appendix F).

The Nominating Council will follow the TAA Bylaws pertaining to Board of Director nominations and develop a slate of nominees to be placed on the Annual TAA Membership Meeting Agenda (January).

- ➔ A vote of TAA Members is required.
- ➔ New Board Members will be elected to serve an initial term of one-to-three years and are eligible to serve a second term for one-to-three years.
- ➔ Terms are typically staggered to ensure continuity of active membership on the Board.

### **3.4 COUNCILS**

TAA's Advisory Councils play a key role in the best practices of TAA as a non-profit corporation, and airport system Sponsor. Members of TAA can contribute to the success of TAA in a variety of ways, and service on a TAA Advisory Council is a key opportunity.

#### **3.4.1 Audit Council**

The objective of this council, pursuant to the Board-adopted Audit Council Policy, is to advise the TAA Board of Directors in fulfilling its oversight responsibility for the integrity of TAA's financial and operating results, compliance with legal and regulatory requirements related to financial reporting, and the performance of TAA's internal audit function and external auditors. The Audit Council has authority to conduct or authorize special audits and investigations into any matters within its scope.

#### **3.4.2 Corporate Governance Council**

The objective of this council is to advise the TAA Board of Directors in fulfilling its oversight responsibility regarding corporate governance, including Board and Membership duties, policies, and practices; TAA Articles of Incorporation; Bylaws; and other significant policies.

#### **3.4.3 Executive Council**

This Council, pursuant to the Bylaws, is comprised of the Chairperson, Vice Chair, Secretary, Treasurer, and one other member of the Board appointed each year by the Chair. Its objective is to set the compensation and the benefits of the President/CEO, to address specific matters that are specified by the Board from time to time and to assist and advise the President/CEO with respect to establishing compensation and benefits for the various classifications of TAA employees.

**3.4.4 Finance and Risk Management Council**

The objective of this council is to advise the TAA Board of Directors in fulfilling its oversight responsibility relating to TAA investment and fund management, debt issuance and management, annual and biennial budgets, annual capital improvement program budget, insurance, and safety and risk management programs.

**3.4.5 Nominating Council**

The objective of this council, which is set forth in the Bylaws, is to nominate individuals for TAA membership, to nominate TAA Members to serve on the Board of Directors, to nominate a slate of Board Officers and to suggest nominees to fill any vacancies on the Board. Members of this council are selected pursuant to TAA Bylaws.

**3.4.6 Community Engagement and Business Opportunities Council**

The objective of this special council is promoting “Fly TUS” by engaging the community to utilize Tucson International Airport. The council will inform the membership and community on the important role TUS plays as a catalyst in the region’s economic prosperity and encourage the community to fly and support TUS.

**3.4.7 Superfund Council**

The objective of this special council is to advise the TAA Board of Directors in fulfilling its oversight responsibility concerning the ongoing environmental remediation projects and other activities related to the Tucson Airport Area Superfund Site.

## 4.0 Nomination | Process

### 4.1 Membership Nomination | Process

Current and Emeritus members of the TAA may submit a [New Member Nomination Form](#) (Appendix D) for new members no sooner than April 1 and no later than October 1 in the year preceding each January Annual Meeting. TAA staff will collect the submittals, assemble information, and schedule Nominating Council meetings.

The Nomination Form includes self-identification information as to age, race, color, national origin, gender identification, age, and disability. Whether the applicant chooses to provide this information is completely voluntary. Any information provided to TAA will be kept confidential.

The Nominating Council will follow the TAA Bylaws pertaining to nominations and election of new members and is tasked with "seek[ing] out qualified candidates who can best represent and contribute to the ongoing success of TAA." (Bylaws, Section 2.2.2) This process includes an assessment of current Membership and identification of needs, guided by the Bylaws, Membership Policy, and the best interests of TAA to identify and cultivate potential new membership candidates who have the appropriate motivation, knowledge, relationships, and skills to fill TAA needs, meet the Membership Policy criteria, and support TAA long term sustainability.

Once the Nominating Council has met and reviewed the potential new member nominations, the Council may choose to hold interviews of each nominee. TAA staff will support the TAA Nominating Council and clearly and consistently communicate to the Board, to the Membership, and to the nominees and applicants as to the status of their nomination or application during the process.

After the Nominating Council has completed its nominee review process, the Council shall meet in November, vote on each nominee, and prepare a written slate of nominees for consideration by the full TAA Membership at the TAA Annual Meeting in January.

#### 4.1.1 Special Characteristics and Qualities for TAA Membership

- ➔ Must care about and be committed to the quality of life for southern Arizona residents and the role TUS plays in impacting the well-being of the larger community; has demonstrated community service.
- ➔ Must be a person of moral courage and integrity; has strong ethical values.
- ➔ Has a passion for life and history of service to this community.
- ➔ Can represent the diversity in our larger community.
- ➔ Active or retired, with a history of success in his or her vocation.
- ➔ Must be willing to become the TUS' greatest advocate in the community.
- ➔ Must be a resident of TUS' service area.
- ➔ Must be willing to provide an up-to-date resume upon request.

REVIEWED BY THE BOARD OF DIRECTORS AUGUST 6, 2013

REVISED JANUARY 27, 2014

#### 4.2 **Board Nomination | Process**

Only TAA Active Members are eligible for consideration to serve on the TAA Board of Directors. To apply for consideration, a member must complete and submit a [Board of Directors Interest Form](#) (Appendix F).

The Nominating Council will follow the TAA Bylaws pertaining to Board of Director nominations and develop a slate of nominees to be placed on the Annual TAA Membership Meeting Agenda (January).

- ➔ A vote of TAA Members is required.
- ➔ New Board Members will be elected to serve an initial term of one-to-three years and are eligible to serve a second term for one-to-three years.
- ➔ Terms are typically staggered to ensure continuity.

#### 4.2.1 Special Characteristics and Qualities for Board and Governance Criteria

- ➔ Is willing to embrace the philosophy and conceptual framework for the governance process; allows the CEO to lead with monitoring disciplines in place.
- ➔ Must care about and be committed to the quality of life for southern Arizona residents and the role TUS plays in impacting the well-being of the larger community; has demonstrated community service.
- ➔ Must be a person of moral courage and integrity; has strong ethical values.
- ➔ Has a passion for life and history of service to this community.
- ➔ Can innovate, evaluate, decide and articulate his/her decisions.
- ➔ Understands financial matters well enough to request proper advice and counsel relevant to airport issues.\*
- ➔ Has proven professional experiences; corporate business and board experience preferred; understands the pressures of guiding an organization to success; has had broad responsibility and accountability as senior management.\*
- ➔ Is a team player, able to support group consensus.
- ➔ Can represent the diversity in our larger community.
- ➔ Possesses visionary capabilities; ability to envision future possibilities.
- ➔ A conceptual thinker; ability to grasp the big picture; values continuous learning.
- ➔ Demonstrated proactive leadership skills and responsible use of authority.
- ➔ Active or retired, with a history of success in his or her vocation.
- ➔ Must be willing to become TUS greatest advocate in the community.
- ➔ Must be a resident of TUS' service area.
- ➔ Has an interest in aviation.
- ➔ Must commit to attendance at Board meetings and councils.
- ➔ Must be willing to provide an up-to-date resume upon request.

\*Critical per 2013 Board discussion

REVIEWED BY THE BOARD OF DIRECTORS AUGUST 6, 2013  
AND REVISED JANUARY 27, 2014

## Appendices (Links to Online Documents)

[Appendix A | TAA Articles of Incorporation](#)

[Appendix B | TAA Bylaws](#)

[Appendix C | TAA Member/Director Conflict of Interest Policy](#)

[Appendix D | New Member Nomination Form](#)

[Appendix E | TAA Member and Board of Directors Annual Disclosure Statement](#)

[Appendix F | Board of Directors Interest Form](#)

[Appendix G | Active Member Application for Term Extension / Conversion to Emeritus Member Form](#)

[Appendix H | Invitation to Self-Identify Form \(For all TAA Members\)](#)

CHECKLISTS FOR SUBMISSION	
<b>NEW MEMBER PROCESS</b>	Included <input checked="" type="checkbox"/>
Completed New Member Nomination Form ( <a href="#">Appendix D</a> )	
Executed Disclosure Statement ( <a href="#">Appendix E</a> )	
Resume	
Statement of Interest (Letter)	
Biographical Information (e.g., company profile, website, or LinkedIn profile)	
<b>BOARD OF DIRECTOR NOMINATION</b>	Included <input checked="" type="checkbox"/>
Executed Disclosure Statement ( <a href="#">Appendix E</a> )	
Board of Director Interest Form ( <a href="#">Appendix F</a> )	
<b>ACTIVE MEMBER APPLICATION FOR EXTENSION   CONVERSION TO EMERITUS STATUS PROCESS</b>	Included <input checked="" type="checkbox"/>
Active Member Application for Term Extension   Conversion to Emeritus Member Form ( <a href="#">Appendix G</a> )	
Invitation to Self-Identify Form ( <a href="#">Appendix H</a> )	

Date Due: October 1, 2021

Email to:  
[TAAclerk@flytucson.com](mailto:TAAclerk@flytucson.com)

Mail to:  
 Tucson Airport Authority  
 Attn: TAA Clerk  
 7250 S. Tucson Blvd., Suite 300  
 Tucson, AZ 85856



# TAA Articles of Incorporation

Appendix A

# STATE OF ARIZONA

## Corporation Commission



To all to whom these presents shall come, Greeting:

I, G. C. ANDERSON, JR. SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF TUCSON AIRPORT AUTHORITY, INC.

which were filed in the office of the Arizona Corporation Commission on the 5th day of January, 1979 as provided by law.

I further certify that no further AMENDMENTS have been filed thereto as of this date.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 29th DAY OF September, 1980A, D.



BY [Signature] ASSISTANT SECRETARY

JAN 5 1979

ARIZONA CORP. COMMISSION  
INCORPORATING DIVISION

CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
TUCSON AIRPORT AUTHORITY, INC.



KNOW ALL MEN BY THESE PRESENTS:

That at the annual meeting of the members and directors of TUCSON AIRPORT AUTHORITY, INC., a non-profit corporation, organized under the laws of the State of Arizona, duly held on the third level of the Terminal Building, Tucson International Airport, Tucson, Arizona, on Monday, January 9, 1978, at the hour of 11:00 a.m. on said day, pursuant to notice of proposed amendment to Articles of Incorporation of Tucson Airport Authority, Inc., given in the manner provided by Section 10-452, Arizona Revised Statutes, the Articles of Incorporation of said corporation were, by unanimous vote of the members and directors of said corporation present at said meeting, amended and restated to read as follows:

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TUCSON AIRPORT AUTHORITY, INC.

1. The name of this corporation is TUCSON AIRPORT AUTHORITY, INC.
2. The period of duration of this corporation shall be perpetual.
3. This corporation is formed for purposes where pecuniary profit is not an object; it shall not issue any capital stock.
4. The purpose for which this corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under

the laws of the State of Arizona as they may be amended from time to time except for activities prohibited under Article 6 below.

5. The character of business which the corporation initially intends actually to conduct in this state is the ownership, operation and maintenance of airports, air depots, landing fields, hangars, beacons and all kind and character of devices incidental to the operation, development and maintenance of aircraft fields and strips for landing and operation facilities, the promotion, development and encouragement of all forms of air transportation into and out of the City of Tucson and other communities in Southern Arizona, the acquisition and disposition of any and all interests in real and personal property and the utilization of all powers and privileges provided under Arizona Revised Statutes, Sections 2-310, et seq., as amended from time to time.

6. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of this corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal

Revenue Law.

7. The address of the corporation's present known place of business is Tucson International Airport, Tucson, Arizona 85706.

8. The name and address of the present statutory agent is W. E. Dolph, Ninth Floor Valley National Building, 2 East Congress Street, Tucson, Arizona 85701.

9. The affairs of this corporation shall be governed by a Board of Directors. Directors shall be elected by members of the corporation. Members shall be elected in accordance with the bylaws of the corporation. The number of directors constituting the present Board of Directors shall be nine (9); the number of directors hereafter shall be fixed by the bylaws. The initial directors were elected March 25, 1948, at Tucson, Arizona; they were:

Monte Mansfield	Louis J. Felix
Matt Baird	J. B. O'Dowd
Frederick R. Stofft	Leon Levy
C. Edgar Goyette	

10. The names and addresses of the incorporators were:

Monte Mansfield 40 Calle Encanto Tucson, Arizona	C. Wayne Clampitt 2115 East 8th Street Tucson, Arizona
Matt Baird Ruby Star Ranch Tucson, Arizona	Wm. A. Small 208 North Stone Avenue Tucson, Arizona
Frederick R. Stofft 2155 E. Hampton Tucson, Arizona	J. N. Procter Pioneer Hotel Tucson, Arizona
C. Edgar Goyette 907 North 5th Avenue Tucson, Arizona	Harold Steinfeld Pioneer Hotel Tucson, Arizona
Louis J. Felix 427 E. Mabel Street Tucson, Arizona	J. F. Houston 2 East Congress Tucson, Arizona
J. B. O'Dowd 2734 East 4th Street Tucson, Arizona	L. P. Hermes 2917 East 3rd Street Tucson, Arizona

Leon Levy  
2601 East 1st Street  
Tucson, Arizona

Henry Jaastad  
722 North 3rd Avenue  
Tucson, Arizona

Lee Little  
900 East Broadway  
Tucson, Arizona

11. The property of the members of this corporation shall be wholly exempt from the liability or obligations of the corporation.

12. Upon the dissolution or final liquidation of this corporation, all of the properties and assets of this corporation which remain, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, shall be transferred to the City of Tucson, Arizona, free and clear of any liens and encumbrances, and without consideration of any kind or nature; provided, upon request of the City of Tucson, Arizona, such properties and assets shall be transferred to such organization or organizations designated by said City and which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such properties and assets not transferred as herein provided shall be disposed of by order of the Superior Court of Arizona in the county in which the principal office of the corporation is then located, exclusively for the purposes of the corporation or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

13. These Amended and Restated Articles shall completely supersede and take the place of the original Articles

of Incorporation of this corporation as the same have been heretofore amended.

IN WITNESS WHEREOF, TUCSON AIRPORT AUTHORITY, INC., a non-profit corporation, has caused this Certificate to be executed by its President and its corporate seal to be affixed by its Secretary this 23rd day of January, 1978.

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Secretary

STATE OF ARIZONA )  
                          ) ss.  
County of Pima    )

This instrument was acknowledged before me this 23rd day of January, 1978, by HARRY B. CHAMBERS as President and SOLENG TOM as Secretary, respectively, of TUCSON AIRPORT AUTHORITY, INC., a non-profit corporation organized under the laws of the State of Arizona, who stated that they executed such instrument on behalf of said corporation for the purposes and considerations therein expressed.

My Commission expires:  
My Commission Expires Feb. 20, 1978

  
\_\_\_\_\_  
Notary Public

A. C. C. - INCORPORATING DIV.  
RECEIVED  
JAN 5 1979  
DOCUMENTS ARE SUBJECT  
TO REVIEW BEFORE FILING.

A. C. C. - INCORPORATING DIV.  
FILED  
JAN 5 1979

041018-1  
ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION - T

FILED

JAN 5 1979

At 3:00 P.M. at request of  
W. E. Dolph, Esq.

Address Tucson, Arizona 85702

By: Nikki A. Chayet

EVD J. DeCONCINI, ASSISTANT EXECUTIVE SECRETARY  
Amendment

P. O. Box 871

1993 RESTATED ARTICLES OF INCORPORATION  
OF  
TUCSON AIRPORT AUTHORITY, INC.

1. The name of this corporation is TUCSON AIRPORT AUTHORITY, INC.
2. The period of duration of this corporation shall be perpetual.
3. This corporation is formed for purposes where pecuniary profit is not an object; it shall not issue any capital stock.
4. The purpose for which this corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time except for activities prohibited under Article 6 below.
5. The character of business which the corporation initially intends actually to conduct in this state is the ownership, operation and maintenance of airports, air depots, landing fields, hangars, beacons and all kind and character of devices incidental to the operation, development and maintenance of aircraft fields and strips for landing and operation facilities, the promotion, development and encouragement of all forms of air transportation into and out of the City of Tucson and other communities in Southern Arizona, the acquisition and disposition of any and all interests in real and personal property and the utilization of all powers and privileges provided under Arizona Revised Statutes, Sections 2-310, et seq., as amended from time to time.
6. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. The address of the corporation's present known place of business is Tucson International Airport, Tucson, Arizona, 85706.

8. The name and address of the present statutory agent is General Investment Company, 400 East Van Buren, One Arizona Center, Phoenix, Arizona, 85004-0001.

9. This corporation shall issue no stock. It shall have such categories of members as the bylaws shall provide. The bylaws shall specify the various categories or classifications of membership, the duties and privileges of the members in each category, and the methods of selecting members and terminating memberships. The affairs of the corporation shall be conducted by a Board of Directors consisting of nine (9) members, or other such number as may be fixed by the bylaws. The directors shall be elected, in accordance with procedures contained in the bylaws, by members entitled to vote.

10. The names and addresses of the incorporators were:

Monte Mansfield  
40 Calle Encanto  
Tucson, Arizona

C. Wayne Clampitt  
2115 East 8th Street  
Tucson, Arizona

Matt Baird  
Ruby Star Ranch  
Tucson, Arizona

William A. Small  
208 North Stone Avenue  
Tucson, Arizona

Frederick R. Stofft  
2155 East Hampton  
Tucson, Arizona

J.N. Procter  
Pioneer Hotel  
Tucson, Arizona

C. Edgar Goyette  
907 North 5th Avenue  
Tucson, Arizona

Harold Steinfeld  
Pioneer Hotel  
Tucson, Arizona

Louis J. Felix  
427 East Mabel Street  
Tucson, Arizona

J.F. Houston  
2 East Congress  
Tucson, Arizona

J.B. O'Dowd  
2734 East 4th Street  
Tucson, Arizona

L.P. Hermes  
2917 East 3rd Street  
Tucson, Arizona

Leon Levy  
2601 East 1st Street  
Tucson, Arizona

Henry Jaastad  
722 North 3rd Avenue  
Tucson, Arizona

Lee Little  
900 East Broadway  
Tucson, Arizona

11. The property of the members of this corporation shall be wholly exempt from the liability or obligations of the corporation.

The personal liability of directors to the corporation or its members for monetary damage for breach of fiduciary duty is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provision in these Articles eliminate or limit the liability of a director for any of the following:

- (a) Any breach of any such person's duty of loyalty to the corporation or its members.
- (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
- (c) A violation of A.R.S. §10-1026 (issuance of shares of stock and distribution of income or profit to members, directors or officers prohibited).
- (d) Any transaction from which the director derived an improper benefit.
- (e) A violation of A.R.S. §10-1097 (director conflicts of interest).

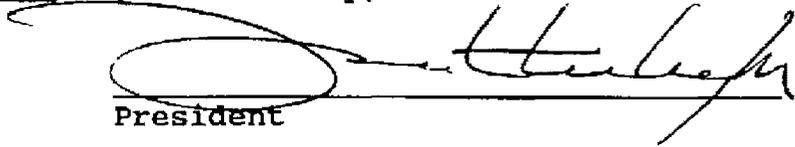
The term "director" for purposes of this Article 11, includes those persons who serve on a board or council of the corporation in an advisory capacity.

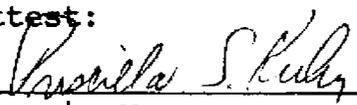
12. Upon the dissolution or final liquidation of this corporation, all of the properties and assets of this corporation which remain, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, shall be transferred to the City of Tucson, Arizona, free and clear of any liens and encumbrances, and without consideration of any kind or

nature; provided, upon request of the City of Tucson, Arizona, such properties and assets shall be transferred to such organization or organizations designated by said City and which are organized and authorized under applicable law to operate and maintain airports.

13. These 1993 Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as restated and amended and that the 1993 Restated Articles of Incorporation supersede the original Articles of Incorporation and all restatements and amendments thereto.

DATED this 16<sup>th</sup> day of February, 1993.

  
\_\_\_\_\_  
President

Attest:  
  
\_\_\_\_\_  
Secretary  
0168d



# TAA Bylaws

## Appendix B

## **BYLAWS**

### **TUCSON AIRPORT AUTHORITY**

Incorporating all amendments through January 11, 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 and devise as the Board of Directors may determine. It shall have inscribed thereon the name of this corporation and the year of its creation and the words "Corporate Seal, Arizona." The Directors may change the form and devise and inscription of the seal at pleasure. The Directors may, if they deem advisable, provide more than one seal press for making imprints of the corporate seal and make suitable regulations and provisions for the custody and use thereof.

#### **ARTICLE 2**

##### **MEMBERSHIP AND MEETINGS**

###### **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 three categories to be known as "Members", "Emeritus Members" and "Advocacy 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 and 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 Chairman of the Board, the President/CEO or the Chairman of the Council; and contribute his or her expertise as requested. If a Member

does not meet these participation requirements and, after reasonable attempts have been made to contact the Member, the Board of Directors may, by majority vote, 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 chairperson 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) 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.

(iv) Those members designated as "Life Members" as of the date of these Bylaws (November 1, 2017) shall be automatically converted to Emeritus Members without further application or approval. In addition, those members with 15 years or more of service on or prior to January 31, 2018, may apply for Emeritus

status directly to the Board as described in the previous version of these Bylaws, provided that such requests are submitted no later than June 1, 2018.

(c) Advocacy Members.

(i) An elected official or any individual serving in a position of leadership at any level of government may serve only as an Advocacy Member of TAA. Proposed Advocacy Members may be nominated by a Member or Emeritus Member following the same process as provided in Sections 2.2.1, 2.2.2, and 2.2.3 that is applicable for the nomination of new Members. Persons who are nominated to be an Advocacy Member shall be considered and voted upon by Members at the Annual Meeting, as is provided in Sections 2.7 and 2.8 of these Bylaws.

(ii) Advocacy 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; and

(3) be invited to support and advocate for the Tucson Airport Authority's mission and vision, and to encourage coordination and cooperation with other government entities and the Tucson Airport Authority in its efforts to support air transportation and commerce, and the prosperity of the southern Arizona region. If an Advocacy Member does not meet these participation requirements and, after reasonable attempts have been made to contact the Advocacy Member, the Board of Directors may, by majority vote, terminate such person's Advocacy Membership.

(iii) A person who is approved as an Advocacy Member shall not be counted in the membership limitation provided in Section 2.2.2 of these Bylaws and is not eligible to serve on the Board of Directors or any TAA Advisory Council.

(iv) On the date of the adoption of the amendment to the Bylaws adding Advocacy Member as a new category of membership, any current Member who is an elected official or serves in a position of leadership at any level of government shall remain a Member and retain all voting rights, privileges, and responsibilities of TAA Member.

(v) An Advocacy Member's term ends on the date they are no longer an elected official or in a position of leadership in government. Former Advocacy Members are eligible to be nominated by any Member or Emeritus Member to be a Member.

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 recommend for membership in the Authority a qualified person who is not then a Member, to be voted upon at the ensuing annual meeting, such Member or Emeritus Member shall present the name of such proposed member to the chairman of the Nominating Council no sooner than April 1 and no later than October 1 in the year preceding each January annual meeting date.

2.2.2 The Nominating Council shall consider all proposed new and continuing members submitted to it by Members in accordance with Section 2.1.2(a)(ii) and Section 2.2.1, and any and all other qualified persons; it shall have the right to reject any or all proposed new or continuing members submitted to it. The Nominating Council shall prepare a written slate of nominees of new and continuing members in the Authority qualified in accordance with the foregoing provisions and such list shall be distributed to the Members along with biographical information regarding each nominee by the same date the list of Director nominations is required to be mailed pursuant to Section 2.7.2 of these Bylaws. The slate of nominees for new and continuing membership shall be voted upon at the annual meeting of Members. The number of nominees submitted at any such meeting, and the number of Members in good standing, shall not exceed 60 in the aggregate. Notwithstanding the foregoing, during a limited transition period, which shall begin in 2017, the total number of Members may temporarily exceed this maximum while reasonable efforts are made to reduce the number of Members to no more than 60. During this transition period, the Nominating Council may continue to make nominations in accordance with this Section, but shall consider the need to reduce the number of Members overall, while continuing to seek out qualified candidates who can best represent and contribute to the ongoing success of TAA.

2.2.3 No nomination for new or continuing Members of the Authority shall be made except by the nominating council and in accordance with the foregoing provisions.

Section 2.3 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 Chairperson, 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.

2.3.1 NOTICE. Written notice containing the date, time and location of the annual meeting shall be mailed at least ten (10) days prior to the meeting to each Member and each Life Member at his or her address as the same appears in the records of the corporation. Notice may be sent electronically to those members who have provided electronic contact information to the corporation. A failure to mail such notice, or any

irregularity in such notice, shall not affect the validity of any annual meeting, or of any proceedings at any such meeting.

Section 2.4 SPECIAL MEETINGS. Special meetings of the Members of the corporation may be held at the principal office of the corporation in the State of Arizona, or at such other place as designated, when demanded in writing by Members having at least ten percent (10%) of the votes entitled to be cast at such meeting, when called by the Chairperson, or when called by vote by a majority of the Board of Directors.

2.4.1 Except as provided in Section 2.7.2 hereof, written notice of such special meeting, stating the day, hour and place thereof, and in general terms the business to be transacted thereat, shall be mailed at least five (5) days prior to the meeting to each Member at his or her address last shown on the records of the corporation. No notice of such meeting shall be required if all Members waive notice, and whenever all Members shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice and at such meeting any corporate action may be taken.

2.4.2 Special meetings may be held for any purpose stated in the notice thereof, including but not limited to the purpose of electing Directors pursuant to Section 2.7.2 hereof.

Section 2.5 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 2.6 VOTING.

2.6.1 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 2.7 REGULAR ELECTIONS.

2.7.1 In preparation for the regular election of Members and Directors at the annual meeting, the Nominating Council shall meet and determine its nominations for Memberships and its nominations for the office of Director and shall prepare a biography for each nominee. The Nominating Council shall also determine and assign the term for which each Director nominee shall be nominated pursuant to the standards set forth in Section 3.1.2 below. To the extent feasible, based on schedules and availability of

members, the Nominating Council meeting shall occur before November 15 and in any case shall occur on or before the last business day of November. Nominations for the office of Director may also be made by written petitions each signed by not less than twenty-one (21) voting Members in good standing; provided that each such petition has attached to it a biography of the nominee; and provided further that such petition is delivered to the Chairman of the Nominating Council not later than December 31. No nominations for the office of Director for election at the annual meeting shall be made except in conformity with this Section 2.7.1 or with Section 2.7.5 below.

2.7.2 The Nominating Council shall be responsible to mail the list of all of its nominees for Membership and all of its nominees for Director, together with the biography of each, to each voting Member in good standing no later than December 15.

2.7.3 The Nominating Council shall present to the annual meeting the names of those whom it nominates for election to Membership, the names of those whom it nominates for election to the Board of Directors and the names of those who have been nominated for Director by petition.

2.7.4 The ballots for Director shall contain the names of the nominees nominated by the Nominating Council and those nominated by petition; biographies of those nominated by petition shall be distributed to each voting Member in good standing who is present.

2.7.5 If a Nominating Council Nominee for Director or a Director whose term will not expire at the next annual meeting is disqualified (through death, incapacity, unwillingness to serve or other inability) at any time between the Nominating Council's mailing and the annual meeting, the Nominating Council shall immediately reconvene and shall select another nominee to be presented to the Membership at the annual meeting. The Nominating Council may meet informally or telephonically for such purpose. If there is sufficient time to prepare one, a biography for such nominee shall be distributed at the annual meeting to each voting member in good standing who is present. Also in such event, the ballot may be modified accordingly at the Annual Meeting using whatever method is practicable under the circumstances.

Section 2.8 ORDER OF BUSINESS. The following shall be the order of business at all annual meetings of the Members:

- (a) All persons claiming to hold proxies shall present them to the Chairperson and the secretary for verification.
- (b) Reading of the minutes of the preceding meeting and action thereof.
- (c) Reports of officers.
- (d) Reports of councils.
- (e) Election of Members.

- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.

### **ARTICLE 3**

#### **BOARD OF DIRECTORS**

##### **Section 3.1 ELIGIBILITY, ELECTION, TERM, NUMBER AND QUALIFICATION AND TERM OF OFFICE.**

3.1.1 The Board of Directors shall consist of at least seven (7) and no more than eleven (11) members, including the immediate past Chairperson as described in Section 3.6. All Directors must be Members of this corporation. Except for the immediate past Chairperson described in Section 3.6, and except as provided in Section 3.2 of this Article, Directors shall be elected by the Membership at the annual meeting pursuant to the applicable procedure set forth in Article 2, Section 2.7 hereof.

3.1.2 **TERMS.** Each elected Director shall serve for the term assigned by the Nominating Council or until his or her successor has been duly elected and qualified. The Nominating Council shall assign a one, two or three year term to each nominee. An individual may be nominated to serve subsequent successive terms, provided that no individual shall be elected to serve a term that would cause that individual to serve on the Board of Directors for more than 6 consecutive years. In assigning terms to nominees, the Nominating Council shall stagger the terms as deemed necessary to establish and maintain both reasonably consistent and regular addition of new directors and sufficient experience and longevity on the Board during any given year.

**Section 3.2 VACANCIES.** In case of any mid-year vacancies on the Board of Directors caused by death, resignation, disqualification or other cause, the Nominating Council shall suggest one or more nominees to the Board of Directors. The remaining Directors, even though less than a quorum, may elect a Member to serve on the Board of Directors only for the period between the effective date of the vacancy and the next election of Directors by Members, at the annual meeting. In the case of any vacancy that is not filled by vote of the Board of Directors, the vacancy shall be considered a new opening on the Board of Directors which shall be filled pursuant to Section 3.1.1.

##### **Section 3.3 REGULAR MEETINGS.**

3.3.1 Immediately after adjournment of the annual membership meeting, the Board of Directors shall hold its first regular meeting of the year at the same location. At such meeting, the new Chairperson shall preside and the Board shall elect its officers and establish the schedule for at least 7 additional regular Board meetings for the year. Regular meetings shall thereafter be held in those months designated in the adopted schedule unless the Chairperson, upon the recommendation of the President/CEO,

provides written notice of meeting cancellation to all Directors within 24 hours before the scheduled meeting time. Regular 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. Except for the January meeting, regular meetings shall be held on the first Tuesday of the selected months at the hour of 12:05 p.m., or on such other day of the month and such other hour as it may from time to time designate by majority vote of the Board. If the first Tuesday of any month other than January is a legal holiday, the Board shall, by resolution, either waive the regular meeting for that month or require that it be held on another business day in said month. Except in the case of waiver, cancellation or change in scheduled date, no notice shall be required for regular meetings.

3.3.2 Any Director who is absent from more than two (2) regular board meetings per calendar year without being expressly excused by the Chairperson and any Director who is absent from more than 40% of the regular and special board meetings in any calendar year, whether or not excused by the Chairperson, shall be deemed to have resigned his or her office subject to the reasonable discretion of the Chairperson regarding extraordinary circumstances that may justify retention of such director.

Section 3.4 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairperson 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 given to all Directors either in electronic or paper writing, by telephone or orally in person at least twenty-four hours prior to such meeting.

Section 3.5 QUORUM. A majority of the voting Members of the Board of Directors then serving shall constitute a quorum.

Section 3.6 EX OFFICIO MEMBER. The immediate past Chairperson of this corporation, if he or she has not been elected as a member of the Board of Directors, shall be entitled, but not required, to attend meetings of the Board of Directors and to participate in all discussions at such meeting, but he or she shall have no vote upon questions coming before the Board.

## **ARTICLE 4**

### **OFFICERS**

Section 4.1 The officers of this corporation shall consist of a Chairperson, Vice Chair, President, a Secretary and a Treasurer, and such other officers as shall from time to time be chosen and appointed from the Board of Directors. Such officers, except the President, shall be elected at the meeting of Directors held immediately following the annual meeting of the Members of the corporation. The Nominating Council shall submit to the Chairperson of the corporation prior to the annual meeting a list of nominees for all offices to be filled by election. Such nominees shall be placed in nomination. Additional nominations may be made by any Director at the organizational meeting of the Board of

Directors. The election of officers shall be by a majority vote of Directors present, except as provided in Section 4.7 below.

Section 4.2 The Chairperson 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 Chairperson 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 4.3 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 Chairperson to ensure that the business and affairs of the corporation are conducted within the framework of Board-approved objectives and policies.

Section 4.4 The Vice Chair 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 Chairperson, the Vice Chair shall perform and be vested with all of the duties and powers of the Chairperson.

Section 4.5 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 Chairperson, 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 4.6 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.

Section 4.7 Officers shall serve one-year terms. The Chairperson shall be limited to a single one-year term except that, in extraordinary circumstances where the continuity of Board leadership would substantially benefit TAA, he or she may be elected to a second consecutive one-year term upon a 2/3 vote of all voting Directors then serving. In the event that a proposed second one-year term of the Chair of the Board would extend beyond the Director's eligibility to serve on the Board as set forth in

Section 3.1.2 of these bylaws, the term of the Director of the Board shall be extended to end at the end of the Director's term as Chair of the Board.

## **ARTICLE 5**

### **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, although less than a quorum, 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 6**

### **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 7**

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

Section 7.1 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 7.2 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 7.3 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 8**

### **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. Any alteration, amendment or repeal shall be accomplished only after written notice of the sense of the change has been given at least five (5) days prior to the meeting at which the action is taken.

## **ARTICLE 9**

### **ACTION BY WRITTEN CONSENT**

Any action which may be taken at a meeting of the Directors or of a council may be taken without a meeting if all Directors or Council Members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote; provided, however, that the Article shall not apply to any action required by statute to be taken in an open meeting after notice.

## **ARTICLE 10**

### **APPOINTMENT OF ADVISORY COUNCILS**

Section 10.1 Following the annual meeting, the Chairperson shall designate advisory councils which shall be composed of members who shall act in an advisory capacity to the Corporation and its Board of Directors. The advisory councils may also be called "Councils". The Chairperson shall appoint Members to and shall designate a chairperson of each Council. There shall be an Executive Council, Councils relating to audit, budget and finance, nominations, and such other Councils as the Chairperson may deem appropriate. Such appointments shall be subject to approval by the Board of Directors. The Chairperson and the Vice Chair shall be entitled to attend and participate in meetings of all Councils and to receive notice of all such meetings; however, unless expressly designated as a voting member of a particular council, neither shall have a vote at a Council meeting.

Section 10.2 The Nominating Council shall consist of seven active TAA Members who will be appointed for one-year terms and who may not serve for more than 3 consecutive years. The Council Chair shall rotate each year. The Council shall include two former Directors, one of whom shall serve as the Nominating Council Chair, three Members who have never served as Directors and two current voting Directors who are not the Board Chair. To the extent reasonably possible under the circumstances, each year there shall be at least 3 continuing Members. 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 Chairperson, Vice Chair, Secretary, Treasurer and one other board member appointed by the Chairperson. 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 January 11, 2021.



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Chairperson  
Tucson Airport Authority, Inc.



# TAA Member/Director Conflict of Interest Policy

Appendix C

**TUCSON AIRPORT AUTHORITY**  
**MEMBER/DIRECTOR CONFLICT OF INTEREST POLICY**  
(Adopted August 7, 2012)

The purpose of this policy is to give guidance to identify and resolve conflicts of interests and keep the decision-making process at the Tucson Airport Authority (TAA) from being inappropriately influenced by the personal or financial interests of TAA's members. Decisions for TAA should be made with the best interests of the public and of the Tucson Airport Authority in mind.

In general, a conflict of interest arises when a TAA member involved in the decision-making process has an actual or perceived financial or personal interest in the result of the decision or transaction. It is important for all members to be aware of potential conflict of interest situations and to be sensitive to any appearance of impropriety. Conflicts should be disclosed and dealt with uniformly and in accordance with this policy. Any appearance of a lack of integrity in TAA's decision-making process is to be avoided.

This policy will not generally prevent TAA members from contracting with TAA or from providing goods and services to the organization in accordance with all applicable TAA procurement and contracting policies. As more fully described below, however, members may not enter into a contract with TAA if they have been involved in a recommendation, award or other decision affecting the contract at issue. Additionally, members serving on the Board of Directors are subject to more restrictive contracting limitations and will be prohibited, in most circumstances, from providing any goods or services to TAA.

This policy applies to all Tucson Airport Authority members, active and life.. This policy is intended to supplement but not to replace any laws governing conflicts of interest applicable to TAA.

**1. DEFINITIONS**

A. Personal Interest. A member has a personal interest that must be disclosed if the member, or his or her relative, serves in a substantial leadership role with another organization whose interests may be adverse to, in conflict with, or in competition with those of TAA in the context of a particular transaction or policy decision. A "substantial leadership role" would include serving on a governing body or advisory body to the organization or having a prominent public connection with the organization.

B. Financial Interest. A financial interest that must be disclosed arises when a member, or his or her relative, employer, or business partner, has a financial interest in a policy decision, contract, sale, purchase or service to TAA. A "financial interest" is any direct or indirect pecuniary or proprietary interest.

C. Remote Interest. As used in this policy, a remote interest is (i) that of a landlord or tenant of a party who contracts with TAA, (ii) the ownership of less than three per cent of the shares of a for-profit corporation, provided the total annual income from dividends, including the

value of stock dividends, from such corporation does not exceed five per cent of the member's total annual income and any other payments to the member by such corporation do not exceed five per cent of his or her total annual income, (iii) that of a recipient of public services generally provided by TAA, on the same terms and conditions as if the recipient was not a TAA member.

D. Relative. As used in this policy, the term "relative" includes a member's spouse or domestic partner, child (including an adopted or step-child), grandchild, parent, grandparent, half or whole brothers and sisters and their spouses, the immediate family of a spouse, and anyone dependent on or receiving substantial financial support from the member.

## **2. DISCLOSURE; RECUSAL**

A. Disclosures. If the result of a decision would benefit or affect the member's personal or financial interest, including a remote interest, or would appear to benefit or affect a member's personal or financial interest, then a conflict of interest exists and it must be disclosed. In general, to determine whether disclosure is required, the member should ask himself or herself the following questions:

1) Will the decision have an impact, either positive or negative, on his or her personal or financial interest?

2) Will the decision appear to have an impact, either positive or negative, on his or her personal or financial interest?

3) Could he or she obtain or be perceived to obtain a personal gain or advantage from the result of the decision?

A member who has a conflict of interest in a specific matter, whether arising from a personal or financial interest, should immediately make the interest known to the appropriate Council or the Board and a written notification of the conflict should be filed in the official records of TAA. This notification can be made by filling out a form that is available from TAA. The conflict should also be declared at the meeting at which the subject is to be discussed and included in the minutes of the meeting. Except as provided in the next section, once the required disclosure has been made, a member may, at the discretion of the Council or Board Chair, remain in the room and participate in discussions, but must not vote on the transaction or issue giving rise to the conflict of interest.

B. Recusal for Non-Remote Financial Interests. In addition to disclosure, a member who has a conflict of interest resulting from a financial interest, other than a remote interest, in a policy decision, contract, sale, purchase or service to TAA must refrain from participating in the decision-making process in any way. Even if the member believes he or she can be objective about the matter and that the public interest or the interest of TAA would not be harmed by his or her participation, the member must not participate in the discussions, deliberations or vote and should not communicate with other decision-makers (including TAA staff, if applicable) or attempt to influence their decision in any way. A member must also excuse himself or herself from the room while the transaction or issue giving rise to the conflict of interest is being discussed.

### **3. INELIGIBILITY TO CONTRACT**

A. Ineligibility to Contract. No member who has participated in a decision-making process may enter into a contract with TAA when the contract at issue was related to or affected by, whether directly or indirectly, the result of that decision. This prohibition also applies to any business the member has an ownership interest in or is employed by and extends for three years following the decision at issue

B. Additional Restrictions for Directors. No Director, nor any business in which the Director has greater than a 3% ownership interest, may contract with TAA to supply any equipment, material or supplies in excess of \$300 in any transaction (not to exceed a total of one thousand dollars annually) or to supply any services. This prohibition applies to such transactions even if the conflict of interest was declared and the Director did not participate in the decision-making or the vote. This restriction applies only to those members serving on the Board of Directors and not to TAA members generally.

### **4. ADDITIONAL CONSIDERATIONS**

A. Communication with Staff. Outside of Board and Council meetings and other regular communications with TAA staff, members should avoid contacting staff in an attempt to influence business decisions or to request non-public information or materials or TAA staff assistance regarding potential or pending transactions that may affect, or may be perceived to affect, a member's personal or financial interests.

B. Representation of Adverse Interests. Members should not act as a representative for organizations or parties (i) in negotiations with TAA, (ii) in matters adverse to, or potentially adverse to, TAA, or (iii) in matters that will come before a TAA Council or the Board.

### **CONCLUSION**

It is important for all TAA members to be aware of any personal or financial interest that could be affected by a Board or Council action. If a member has questions regarding this policy, the conflict of interest form or a specific situation, he or she should contact the Council Chairperson, the Chairperson of the Board of Directors or TAA's President/CEO for answers.



# New Member Nomination Form

Appendix D

**TUCSON AIRPORT AUTHORITY  
2021 NEW MEMBER NOMINATION FORM**

This Nomination Form must be completed by a current or Emeritus TAA member in collaboration with the potential nominee and submitted with additional requested documentation to [TAAClerk@flytucson.com](mailto:TAAClerk@flytucson.com) no later than **October 1, 2021**.

**1 PERSONAL INFORMATION**

<b>Nominee Name</b>	
<b>Home Address</b>	
<b>E-Mail Address</b>	
<b>Home Phone</b>	
<b>Cell Phone</b>	
<b>Resume</b>	Please attach these items to the completed Nomination Form before the packet is submitted.
<b>Statement of Interest (Letter)</b>	
<b>Biographical Information (e.g., company profile, website, or LinkedIn profile)</b>	
<b>Executed Disclosure Statement (Appendix D)</b>	

**2 DEMOGRAPHIC INFORMATION (Optional)**

<p><b>What is your race/ethnicity? Please mark the <u>one box</u> that describes the race/ethnicity with which you primarily identify.</b></p>	<input type="checkbox"/> <b>Hispanic or Latino:</b> a person of Cuban, Mexican, Chicano, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race.
	<input type="checkbox"/> <b>White:</b> a person that has origins in any of the original peoples of Europe, the Middle East, or North Africa.
	<input type="checkbox"/> <b>Black or African American:</b> a person that has origins in any of the black racial groups of Africa.
	<input type="checkbox"/> <b>Asian:</b> a person that has origins in any of the original peoples of the Far East, Southeast Asia, or the Indian subcontinent including, for example, Cambodia, China, India, Japan, Korea, Malaysia, Pakistan, the Philippine Islands, Thailand, and Vietnam.

	<input type="checkbox"/> <b>Native Hawaiian or Other Pacific Islander:</b> a person that has origins in any of the original peoples of Hawaii, Guam, Samoa, or other Pacific Islands.
	<input type="checkbox"/> <b>American Indian or Alaska Native:</b> a person that has origins in any of the original peoples of North and South America (including Central America), and who maintains tribal affiliation or community attachment.
	<input type="checkbox"/> <b>Two or More Races:</b> a person who primarily identifies with two or more of the above race/ethnicity categories.
<b>What is your gender? Please mark the <u>one box</u> that describes the gender with which you primarily identify.</b>	<input type="checkbox"/> Male <input type="checkbox"/> Female <input type="checkbox"/> Non-binary
<b>What is your age? Please mark <u>one box</u> below.</b>	<input type="checkbox"/> Under 40 <input type="checkbox"/> 40-50 <input type="checkbox"/> 51-60 <input type="checkbox"/> Over 60
<b>Do you have a disability? Please mark <u>one box</u> below.</b>	<input type="checkbox"/> Yes, I have a disability (or previously had a disability) <input type="checkbox"/> No, I do not have (nor have I previously had) a disability
<b>3 PROFESSIONAL INFORMATION</b>	
<b>Profession</b>	
<b>Position/Title</b>	
<b>Company</b>	
<b>Company Address</b>	
<b>Company Phone</b>	
<b>Company E-Mail Address</b>	

<b>4</b>	<b>QUESTIONS (Attach additional sheets of paper if needed)</b>	
<b>A</b>	<b>How long has the potential nominee been a resident of TUS Service Area?</b>	
<b>B</b>	<b>Is the potential nominee a local, State, or Federal elected official or government employee?</b>	
	<b>Yes</b>	
	<b>No</b>	
	<b>Agency</b>	
<b>C</b>	<b>Please describe the nominee's professional background and expertise.</b>	
	<b>Background/Work Experience</b>	<b>Duration of Service</b>
<b>D</b>	<b>Please list activities demonstrating the nominee's care and commitment to community service or involvement, including previous or current membership in non-profit or community organizations and the duration of service.</b>	
	<b>Organization</b>	<b>Duration of Service</b>

**E** Please list activities demonstrating the nominee's care and commitment to community service or involvement, including previous or current membership in non-profit or community organizations and the duration of service

Organization	Duration of Service

**F** Please describe how the nominee's personal experience will translate into becoming a fierce advocate of TAA in local, national, and international communities.

**G** Please indicate any of the TAA advisory councils which might benefit from the potential nominee's working knowledge, membership, and participation.

Council	Check <input checked="" type="checkbox"/>
Audit	
Corporate Governance	
Finance and Risk Management	
Nominating	
Community Engagement and Business Opportunities	
Superfund	

Provide a brief explanation of how the TAA will benefit from their participation on the council(s) indicated.

<b>5</b>	<b>REFERENCES</b>	
	References need not be current TAA members.	
	<b>Name</b>	<b>Contact Information (E-mail / Phone)</b>
	1.	
	2.	
	3.	
<b>6</b>	<b>NOMINATED BY</b>	
	<b>Name</b>	<b>Signature</b>
	<b>Date</b>	



# TAA Member and Board of Directors Annual Disclosure Statement

Appendix E

**TUCSON AIRPORT AUTHORITY  
MEMBER/BOARD OF DIRECTORS ANNUAL DISCLOSURE STATEMENT  
(Adopted August 7, 2012)**

In an effort to avoid any appearance of a lack of integrity and transparency in Tucson Airport Authority's decision-making processes, TAA has adopted a Conflict of Interest Policy applicable to all TAA members. In addition, members of the TAA Board of Directors are required to submit an annual disclosure statement to disclose (i) any personal or financial interests that have a reasonable likelihood to create, or to appear to create, a conflict of interest with TAA, and (ii) any current business relationships involving TAA.

I have the following personal or financial interests to disclose in accordance with the Policy:

--

In addition, I currently have the following business, contractual or other financial relationships with TAA:

--

I have read and agree to comply with the Tucson Airport Authority Conflict of Interest Policy. I have disclosed on the attached form all potential conflicts and relevant business relationships involving TAA of which I am aware, if any. I will promptly report any changes that may create or appear to create a conflict of interest with TAA.

<b>Member/Director Name:</b>	
------------------------------	--

<b>Signature:</b>	
-------------------	--

<b>Date:</b>	
--------------	--



Board of Directors Interest Form  
Appendix F

**TUCSON AIRPORT AUTHORITY  
BOARD OF DIRECTORS INTEREST FORM**

This form must be completed by the Active Member for consideration to serve on the Board of Directors and submitted with additional requested documentation to [TAA Clerk@flytucson.com](mailto:TAA Clerk@flytucson.com) no later than October 1, 2021.

**1 PERSONAL INFORMATION**

<b>Nominee Name</b>	
<b>Home Address</b>	
<b>E-Mail Address</b>	
<b>Home Phone</b>	
<b>Cell Phone</b>	
<b>Executed Disclosure Statement (Appendix D)</b>	Please submit.

**2 DEMOGRAPHIC INFORMATION (Optional)**

<p><b>What is your race/ethnicity?</b> Please mark the <u>one box</u> that describes the race/ethnicity with which you primarily identify.</p>	<p><input type="checkbox"/> <b>Hispanic or Latino:</b> a person of Cuban, Mexican, Chicano, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race.</p> <p><input type="checkbox"/> <b>White:</b> a person that has origins in any of the original peoples of Europe, the Middle East, or North Africa.</p> <p><input type="checkbox"/> <b>Black or African American:</b> a person that has origins in any of the black racial groups of Africa.</p> <p><input type="checkbox"/> <b>Asian:</b> a person that has origins in any of the original peoples of the Far East, Southeast Asia, or the Indian subcontinent including, for example, Cambodia, China, India, Japan, Korea, Malaysia, Pakistan, the Philippine Islands, Thailand, and Vietnam.</p>
--	---

	<input type="checkbox"/> <b>Native Hawaiian or Other Pacific Islander:</b> a person that has origins in any of the original peoples of Hawaii, Guam, Samoa, or other Pacific Islands.
	<input type="checkbox"/> <b>American Indian or Alaska Native:</b> a person that has origins in any of the original peoples of North and South America (including Central America), and who maintains tribal affiliation or community attachment.
	<input type="checkbox"/> <b>Two or More Races:</b> a person who primarily identifies with two or more of the above race/ethnicity categories.
<b>3 PROFESSIONAL INFORMATION</b>	
<b>Profession</b>	
<b>Position/Title</b>	
<b>Company</b>	
<b>Company Address</b>	
<b>Company Phone</b>	
<b>Company E-Mail Address</b>	
<b>4 QUESTIONS (Attach additional sheets of paper if needed)</b>	
<b>Please briefly explain how the TAA will benefit from your service on the TAA Board of Directors.</b>	
<b>5 SUBMITTED BY</b>	
<b>Name</b>	<b>Signature</b>
<b>Date</b>	



Active Member Application of Term Extension /  
Conversion to Emeritus Status Form  
Appendix G

**2021 ACTIVE MEMBER APPLICATION OF TERM EXTENSION /  
CONVERSION TO EMERITUS MEMBER FORM**

*Please complete this form to apply for five (5) more years of Active Member status or to transition to an Emeritus Member.*

**ACTIVE MEMBERSHIP**

Active Members may serve for 15 years, and may request, subject to approval\*, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA's mission.

I wish to apply for five (5) more years of active status:

**EMERITUS MEMBERSHIP**

Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at the end of their 15-year term. The TAA Bylaws require that all Active Members transition to Emeritus Member after 20 years.

I wish to covert to Emeritus Member status:

Please briefly describe your participation and contribution to TAA's mission.

Please note the Self-Identify Form. Although this from is optional, it will assist the TAA to evaluate the demographics of the TAA Membership and is directly related to our desire to embrace diversity, equity, and inclusion.

Member Name:

Signature:

Date:



# Invitation to Self-Identify Form

Appendix H

**TUCSON AIRPORT AUTHORITY  
INVITATION TO SELF-IDENTIFY FORM**

The TAA Nominating Council is tasked with “seek[ing] out qualified candidates who can best represent and contribute to the ongoing success of TAA.” (Bylaws, Section 2.2.2) This process includes an assessment of current Membership and identification of needs, guided by the Bylaws, Membership Policy and the best interests of TAA in order to identify and cultivate potential new membership candidates who have the appropriate motivation, knowledge, relationships and skills to fill TAA needs, meet the Membership Policy criteria, and support TAA long term sustainability.

We ask current Active and Emeritus members to provide self-identification information as to age, race, color, national origin, gender identification, age, and disability. Whether you chose to provide this information is completely voluntary. Any information you do provide to TAA will be kept in an anonymized format and will not be traceable back to you or your personal identifiable information.

What is your race/ethnicity?  
Please mark the one box  
that describes the  
race/ethnicity with which  
you primarily identify.

- Hispanic or Latino:** a person of Cuban, Mexican, Chicano, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race.
- White:** a person that has origins in any of the original peoples of Europe, the Middle East, or North Africa.
- Black or African American:** a person that has origins in any of the black racial groups of Africa.
- Asian:** a person that has origins in any of the original peoples of the Far East, Southeast Asia, or the Indian subcontinent including, for example, Cambodia, China, India, Japan, Korea, Malaysia, Pakistan, the Philippine Islands, Thailand, and Vietnam.
- Native Hawaiian or Other Pacific Islander:** a person that has origins in any of the original peoples of Hawaii, Guam, Samoa, or other Pacific Islands.
- American Indian or Alaska Native:** a person that has origins in any of the original peoples of North and South America (including Central America), and who maintains tribal affiliation or community attachment.

	<input type="checkbox"/> Two or More Races: a person who primarily identifies with two or more of the above race/ethnicity categories.
<b>What is your gender? Please mark the <u>one box</u> that describes the gender with which you primarily identify.</b>	<input type="checkbox"/> Male <input type="checkbox"/> Female <input type="checkbox"/> Non-binary
<b>What is your age? Please mark <u>one box</u> below.</b>	<input type="checkbox"/> Under 40 <input type="checkbox"/> 40-50 <input type="checkbox"/> 51-60 <input type="checkbox"/> Over 60
<b>Do you have a disability? Please mark <u>one box</u> below.</b>	<input type="checkbox"/> Yes, I have a disability (or previously had a disability) <input type="checkbox"/> No, I do not have (nor have I previously had) a disability
<p>Please the form to <a href="mailto:TAA Clerk@flytucson.com">TAA Clerk@flytucson.com</a> or mail this form to the address below:</p> <p style="text-align: center;"> <b>Tucson Airport Authority  Attn: TAA Clerk  7250 S. Tucson Blvd., Ste 300  Tucson, AZ 85756</b> </p>	

## **NOMINATING COUNCIL 2021 POTENTIAL MEETING DATES**

The Nominating Council will meet bi-monthly during this year's nominating period. Please review the proposed dates below, and a consensus will be decided at the meeting on May 27. The Council will only need to meet once during the month unless the members determine that additional meetings are required.

### **JULY 2021**

Wed, 7/14: 9:00, 10:00 or 11:00 a.m.  
Thurs, 7/15: 10:00 or 11:00 a.m.  
Tues, 7/20: 9:00 or 10:00 a.m.  
Thurs, 7/29: 10:00 or 11:00 a.m.

### **SEPTEMBER 2021**

Wed, 9/15: Any time between 2:30 – 4:30 p.m.  
Thurs, 9/16: 10:00, 11:00 a.m. or 1:00 p.m.  
Wed, 9/22: 10:00 or 11:00 a.m.  
Thurs, 9/23: Any time between 1:00 – 4:00 p.m.  
Tues, 9/28: Any time between 1:00 – 4:00 p.m.  
Thurs, 9/30: Any time between 1:00 – 4:00 p.m.

### **NOVEMBER 2021**

Wed, 11/10: 9:00, 10:00 or 11:00 a.m.  
Thurs, 11/11: 11:00 a.m.  
Wed, 11/17: 11:00 a.m.  
Thurs, 11/18: 11:00 a.m.