
TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
Monday, September 22, 2025 at 9:00 a.m.
7250 S. Tucson Blvd Tucson, AZ 85756 | TAA Board Room

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 **Monday, September 22, 2025 at 9:00 a.m.** The public may attend in person. Council members may attend in person or remotely.

In-Person: The TAA Board Room is on the departure level of the Tucson International Airport terminal and is situated between the Delta and Southwest ticket counters, and behind the Arroyo Trading Post. The address is 7250 South Tucson Boulevard, Tucson, Arizona, 85756.

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL

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

2. APPROVAL OF MINUTES

The Nominating Council will consider and may approve the minutes of the Nominating Council Meeting held on December 13, 2024.

3. PRESIDENT/CEO REPORT

State of the Industry and Airport System

4. PRESENTATION/DISCUSSION

a. TAA Current Membership and Nominating Strategy

The Nominating Council will review and discuss the current membership, demographics, and statistics included in the staff memorandum, and discuss the nominating strategy for 2026.

5. NEXT MEETING

October 15, 2025, at 9:00 a.m. | TAA Board Room

6. ADJOURN

**TUCSON AIRPORT AUTHORITY | Nominating Council
Friday, December 13, 2024 | 10:00 a.m. | Virtual Meeting**

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

1. CALL TO ORDER | ROLL CALL

Chair Lovallo called the meeting to order at 10:01 a.m.

Council Members Present: Chair Lisa Lovallo, Council Member Taunya Villicaña, Council Member Phil Swaim, Council Member Rhonda Piña, and Council Member Shaima Namazifard

Council Members Absent: Vice Chair Brandt Hazen and Council Member Carol Stewart

Staff Present: President/CEO Danette Bewley, Deputy General Counsel Kim Outlaw Ryan, IT Customer Support Technician Hector Lopez, Legal Assistant Jenn Shields, and TAA Clerk Byron Jones

2. APPROVAL OF MINUTES

There were no corrections or amendments to the minutes of the Nominating Council meeting held on November 12, 2024.

Motion by Council Member Villicaña, seconded by Council Member Swaim, to approve the minutes of the Nominating Council meeting held on November 12, 2024. The motion carried by the following vote:

Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Namazifard

Nays (0)

3. NOMINATIONS | APPLICATIONS

a. Emeritus Member Applications

The Council considered the emeritus request submitted by Member Lea Márquez Peterson. The Council's consensus was to recommend approval of Ms. Peterson's request.

Motion by Council Member Namazifard, seconded by Council Member Swaim, to recommend to the Board of Directors that it approve Lea Márquez Peterson's request to transition to Emeritus Member at the expiration of her

term as a Member on January 26, 2025. The motion carried by the following vote:

Ayes (5) Lovallo, Villicaña, Swaim, Piña, and Namazifard

Nays (0)

4. ADJOURN

There being no further business to discuss, Chair Lovallo adjourned the meeting at 10:04 a.m.

APPROVED BY:

Prepared by:

Lisa Lovallo, Chair

Carolina Cordova, TAA Clerk

Date: _____

Date: _____

To: Nominating Council
From: Carolina Cordova, TAA Clerk
Re: 2026 Nomination Process | Update

Date: September 16, 2025

Background:

The Bylaws delegate to the Nominating Council the responsibility of considering and making recommendations regarding New Members, Continuing Members, Emeritus Members, and nominees for the Board of Directors. Additionally, the Nominating Council may recommend a slate of Board corporate officers for 2026. The 2026 nominating period commenced on April 1, 2025, and will conclude on October 1, 2025. The Council's nominations are due to the Board of Directors by November 20, 2025, pursuant to the Bylaws.

Nominating Period | Update:

- ➔ Calls for nominations were included in the June through September member advisories. Three Emeritus applications, and three requests for 5-year extensions have been received to date. Additionally, three new member nominations and five Director Interest Forms have been received. Reminders that the nominating period closes on October 1, 2025, were included in the June, July, August, and September member advisories.

Current Membership | Analysis:

- ➔ As of September 16, 2025, TAA has 56 active Members and **four vacancies**. Per the Bylaws, there can be no more than 60 active Members of the organization at any given time. The number of vacancies will increase for 2026 due to one member reaching their 20-year term, and the possible expiration of multiple other active membership terms. These are detailed below.
- ➔ One Member will reach the maximum of 20 years in January 2026; they have chosen to apply for Emeritus Status. This expiring membership results in a +1 to the open membership seats for 2026.
- ➔ Two members have submitted to transition to Emeritus Status; this number adds two additional Active membership vacancies available for Nominating Council consideration.
- ➔ Five other Members will reach the end of their initial 15-year term in January and April of 2026. These Members have the option to request a five-year extension of their active membership or apply to transition to Emeritus Member. Otherwise, their membership will expire. As of September 15, 2025, three of these eligible Members have requested a five-year extension of their active membership.

- ➔ To recap, as of September 16, 2025, the Nominating Council has the option to recommend up to **seven** new nominees for Active member consideration at the Annual Meeting in 2026. This number will change depending on how many members allow their memberships to expire, have their 5-year extension approved, or submit their requests to transition to Emeritus Status.

CURRENT MEMBERSHIP NUMBERS

TAA MEMBERSHIP		
	CURRENT VACANCIES:	4
	NOMINATIONS FOR NEW MEMBERS RECEIVED:	3
	MEMBERS REACHING 20 YEARS (TERM EXPIRES OR APPROVED FOR EMERITUS MEMBERSHIP):	1
	MEMBERS REACHING 15 YEARS (ELIGIBLE FOR CONTINUING MEMBERSHIP):	7
	APPLICATIONS FOR CONTINUING MEMBERSHIP'S RECEIVED:	3
	ADDITIONAL APPLICATIONS FOR EMERITUS MEMBERSHIP RECEIVED:	2
	AS OF SEPTEMBER 15, 2025, KNOWN OPEN SEATS:	7

NEW-MEMBER NOMINATIONS			
	<i>Nominee</i>	<i>Nominated By</i>	<i>Date Received</i>
1.	Alison Flynn Gaffney <i>CEO of Banner University Medical Center</i>	Keri Silvyn	September 4, 2025
2.	Blake Eager <i>Owner and Operator of the Southern Arizona Sports and Film Authority</i>	Carol Stewart	September 8, 2025
3.	Jim Darling <i>Owner/Principal of Leeward Strategies</i>	Taunya Villicana	September 11, 2025

APPLICATIONS FOR CONTINUING MEMBERSHIP			
	<i>Member</i>	<i>Year Joined</i>	<i>Date Received</i>
1.	Ricardo Platt	2011	June 23, 2025
2.	Robert Draper	2011	June 23, 2025
3.	David Lyons	2011	August 1, 2025

APPLICATIONS FOR EMERITUS MEMBERSHIP				
	<i>Member</i>	<i>Year Joined</i>	<i>Years of Service</i>	<i>Date Received</i>
1.	Lisa Lovallo	2011	15	August 1, 2025
2.	Michael Franks	2006	20	July 14, 2025
3.	Lucinda Smedley	2011	15	June 23, 2025

Board of Directors Nominations:

- ➔ Under the TAA Bylaws, the Board of Directors consists of at least seven (7) and no more than eleven (11) members, who are elected by the Active Members during the Annual Meeting every January. The maximum time a member may serve on the Board, regardless of applicable bylaw provision, is ten (10) years. There have been five Director Interest Forms submitted.
- ➔ Members of the Board with expiring terms are able to self-nominate until October 1, 2025.
- ➔ There are five seats on the Board of Directors with terms expiring in January 2026. Reminders to each current Board Member with terms expiring were sent on September 11, 2025. Additional reminders will be sent the week of September 21, 2025, to those Board Members who have not responded to a reminder. See details below:

BOARD OF DIRECTORS TERMS EXPIRING IN 2026				
	<i>Member</i>	<i>YOS</i>	<i>Term</i>	<i>Position</i>
1.	Keri Silvyn	8	Term 2	Immediate Past Chair
2.	Phil Swaim	6	Term 2	Vice Chair
3.	Rhonda Piña	3	Term 1	Treasurer
4.	Calline Sanchez	3	Term 1	Director
5.	Fran Katz	4	Term 2	Director

DIRECTOR INTEREST FORMS SUBMITTED			
	<i>Interested Member</i>	<i>Membership Year</i>	<i>Date Received</i>
1.	Carol Stewart	2022	September 8, 2025
2.	Steve Bosse	2025	September 3, 2025
3.	Phil Swaim	2013	September 11, 2025
4.	Calline Sanchez	2023	September 15, 2025
5.	Rhonda Piña	2022	September 16, 2025

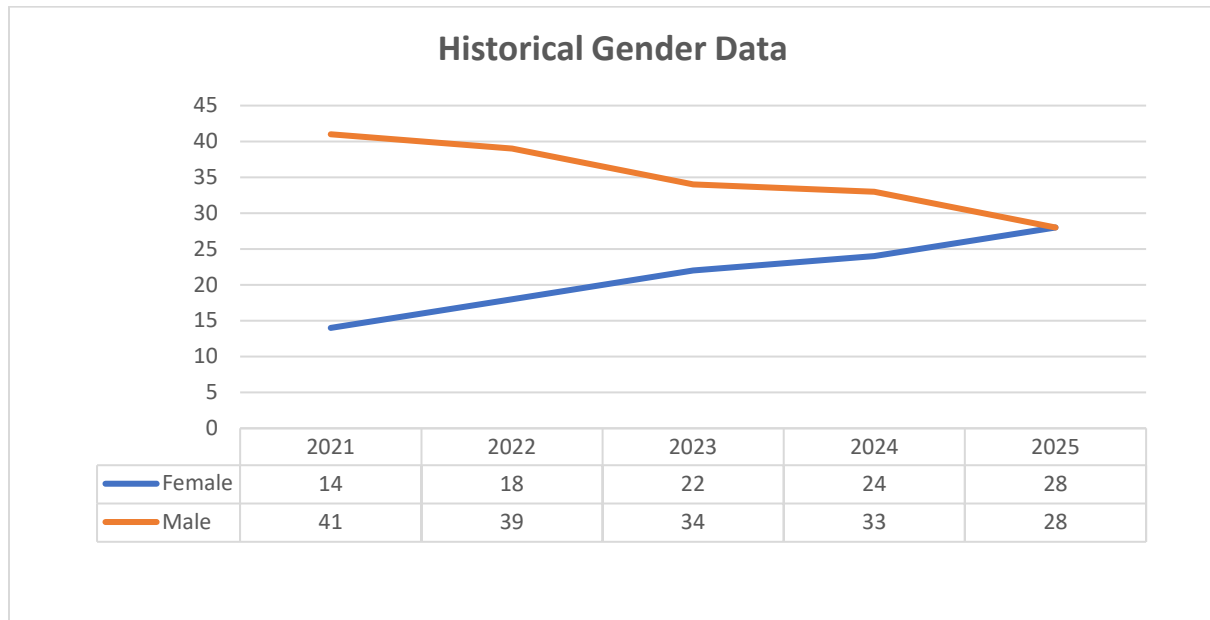
Attachments:

1. Membership Statistics by Voluntary Self-Disclosures as to Race
2. Membership Statistics by Voluntary Self-Disclosures as to Gender
3. Membership Statistics by Voluntary Self-Disclosures as to Industry
4. TAA Bylaws adopted December 8, 2021

ATTACHMENT 1

Gender Distribution (2021 to 2025)

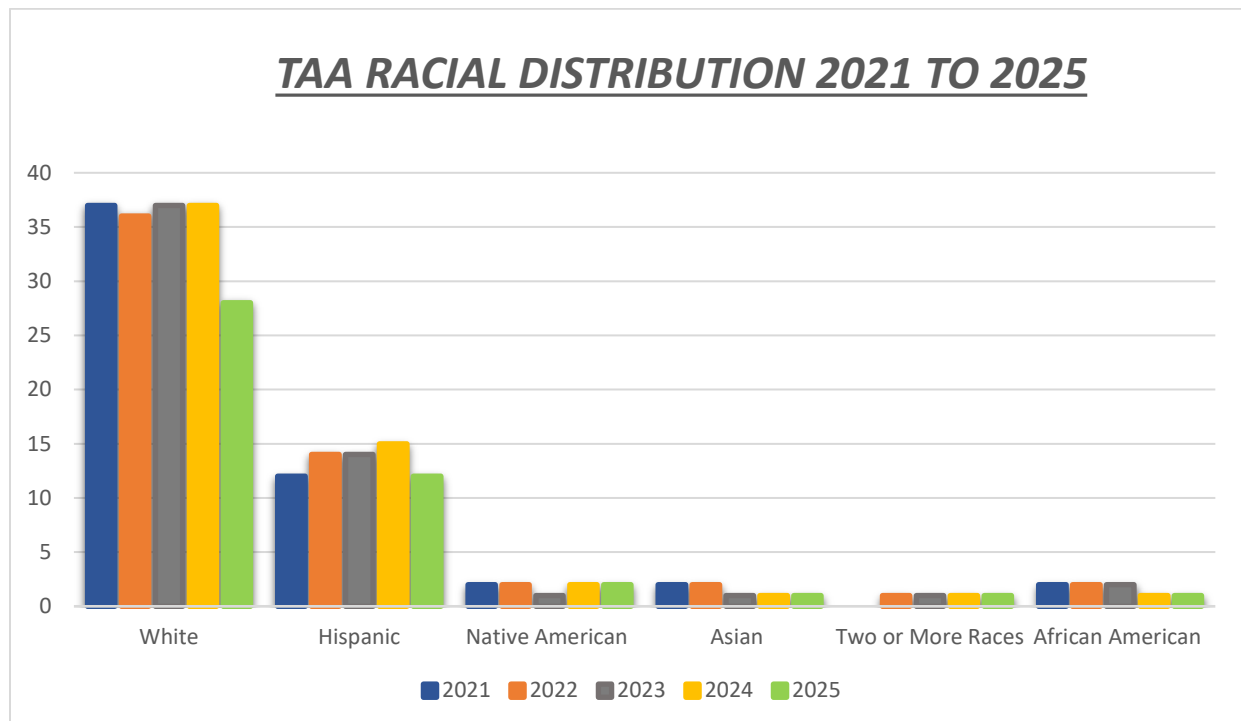
The chart below illustrates the change in the TAA's Member gender distribution from 2021 to 2025. In 2025 there are 28 males and 28 females with active memberships.



ATTACHMENT 2

Racial Distribution (2021 to 2025)

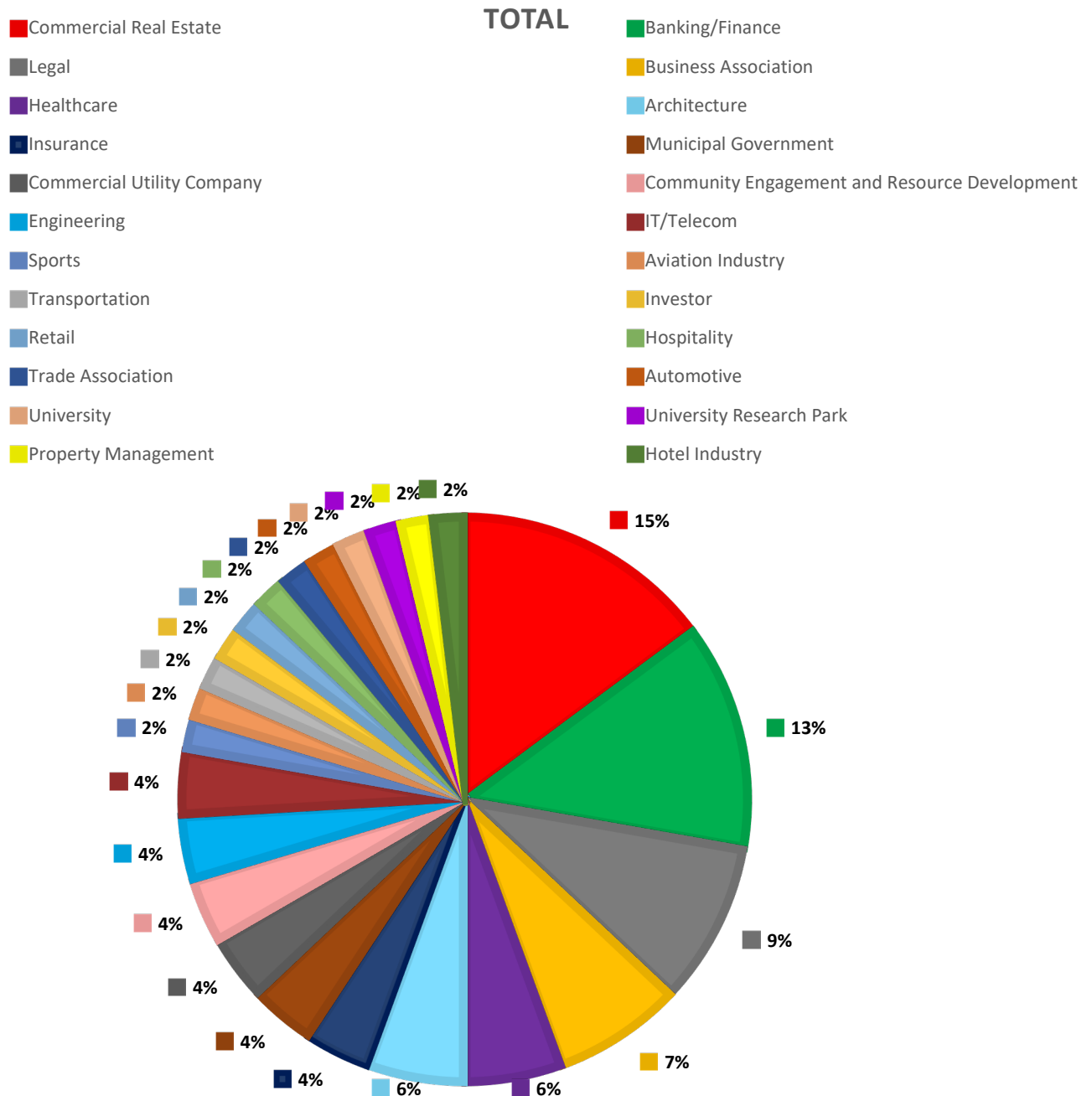
The chart below illustrates the change in the TAA's racial makeup from 2021 to 2025. The 2020 United States Census data in the Pima County Region shows 633,382 individuals identify their race as white. TAA Membership includes 28 of the 56 TAA members who voluntarily identify their race as white. In the Pima County Region data, the second largest demographic of races is Hispanic/Latinos, with 372,288 individuals identifying as such; 12 of 56 TAA Active Members voluntarily identify their race as Hispanic/Latinos.



ATTACHMENT 3

Active TAA Member Employment Industry (2025)

The chart below illustrates the industries of all Active Members in 2025. TAA membership industries have a mixed percentage with the 3 highest industries being commercial real estate,



banking/finance, and legal. This is compared to regional data that shows only 4.9% of Pima County Industries are Finance, Insurance, and Real Estate.

This demographic data is intended to capture traditional classifications. Without 100% participation by TAA membership to voluntarily self-disclose gender and race/ethnicity information, TAA cannot verify the complete accuracy of the data.

The Arizona Census Data was used to compare demographics and Statistics.

[Census - Data Visualization](#)

[Pima County, Arizona - Census Bureau Profile](#)

ATTACHMENT 4

TAA Bylaws adopted December 8, 2021

BYLAWS
TUCSON AIRPORT AUTHORITY

Incorporating all amendments through December 8, 2021

ARTICLE 1

TITLE, LOCATION, CORPORATE SEAL

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

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

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

ARTICLE 2

MEMBERSHIP

Section 2.1 **QUALIFICATIONS AND CLASSIFICATION**

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

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

(a) Members.

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

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

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

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

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

(b) Emeritus Members.

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

(ii) Emeritus Members will:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The maximum number of TAA Members shall be sixty.

ARTICLE 3

MEETINGS OF THE CORPORATION

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

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

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

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

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

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

Section 3.4 VOTING.

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

Section 3.5 REGULAR ELECTIONS.

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

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

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

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

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

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

ARTICLE 4

BOARD OF DIRECTORS

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

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

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

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

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

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

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

Section 4.3 REGULAR MEETINGS.

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

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

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

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

ARTICLE 5

OFFICERS

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

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

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

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

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

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

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

ARTICLE 6

VACANCIES IN OFFICE

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

ARTICLE 7

COMPENSATION OF DIRECTORS, OFFICERS AND MEMBERS

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

ARTICLE 8

BOOKS, ACCOUNTS AND RECORDS

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

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

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

ARTICLE 9

AMENDMENT TO BYLAWS

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

ARTICLE 10

APPOINTMENT OF ADVISORY COUNCILS

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

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

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

ARTICLE 11

EXECUTIVE COUNCIL

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

ARTICLE 12

INDEMNIFICATION

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

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



Bruce Dusenberry, Chair of the Board

ATTEST:

Keri Silvyn

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

Keri Silvyn, Secretary

APPROVED AS TO FORM:

Ch Sch

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

Christopher Schmaltz, Vice President and
General Counsel