

PHOENIX-MESA GATEWAY AIRPORT AUTHORITY

BYLAWS

Adopted September 28, 1995

Revised June 2007

Section 1 Composition of Board of Directors and Officers.

1.1 Directors and alternates. The Board of Directors ("Board") shall consist of one representative from each member of the Phoenix-Mesa Gateway Airport Authority ("Authority"). The governing body of each Authority member shall select its representative to the Board, which representative shall act with the authority of the appointing Authority member, as well as at least one alternate representative to act with the authority of the Authority member in the absence of the representative. Notice of such appointments and any subsequent replacement appointments shall be delivered in writing to the other members of the Authority. In the absence of an Authority member's representative or alternate representative at a Board meeting, any member of the Authority member's governing body attending a Board meeting is presumed to act with the authority of the Authority member.

1.2 Officers. The Board shall annually choose from its Directors, at the Board meeting immediately following the start of each fiscal year, a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall serve at the pleasure of the Board. The Board at any time may appoint such other officers and agents as it shall deem necessary who shall hold their offices at the pleasure of the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. In particular, the Board shall appoint a Clerk of the Board.

1.2.1 Chairman. The Chairman shall preside at and set the agenda for all meetings of the Board, shall authorize meeting notices to be issued by the Executive Director as required by Section 3.2 herein, present to the Arizona legislature an annual report of the activities of the Authority, and represent the interests of the Board when it is not in session.

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

1.2.3 Secretary. The Secretary shall review and sign the minutes of meetings of the Board and perform such other duties as may be required by the Board.

1.2.4 Treasurer. The Treasurer shall be familiar with the financial affairs of the Authority. The financial records will be in the custody of the Executive Director and all records will be maintained at the corporate office of the Authority.

1.3 Appointment of Committees and Advisory Councils. The Board may establish such Committees as the Board may from time to time find necessary, which shall consist of less than a quorum of Directors. The Board also may establish Advisory Councils, which may consist of one or more Directors, the Executive Director, Authority staff, or such other persons as the Board may designate, and which shall act in an advisory capacity to the Board.

Section 2 Compensation and Indemnification of Directors.

2.1 Compensation. The Directors shall not receive any salary or compensation for their services, but may be reimbursed for their actual expenses paid or obligated to be paid in connection with service rendered solely for the benefit of the Authority, if such expenses are submitted to the Board for reimbursement.

2.2 Indemnification and Advancement of Costs. The Authority may indemnify and agree to save harmless the Directors and the Executive Director any of whom were or are in the future a party or are 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 or Executive Director or is or was serving at the request of the Authority, from any damages, costs, expenses, attorney fees, fines, judgments, claims and amounts paid in settlement, actually and reasonably incurred. The Authority may also advance fees and costs associated with any such threatened or pending suit or proceeding.

Section 3 Meetings of the Board of Directors

3.1 Monthly meetings. The Board shall meet monthly at the time, date and place established by the Board, provided however that the Board may cancel or reschedule any monthly meeting. All meetings of the Board shall be conducted in accordance with the Open Meeting Law, Arizona Revised Statutes, Section 38-431 et seq.

3.2 Notice and Agendas. Public notice and an agenda of all meetings of the Board shall be posted by the respective Clerk of each member of the Authority at the official posting location of such jurisdiction in compliance with the Open Meeting Law. A meeting agenda may be amended after posting, so long as the amended agenda is posted at least 24 hours prior to the meeting.

3.3 Telephonic Attendance and Meetings. A Director may attend a Board meeting via telephonic conference. The Board may conduct a telephonic Board meeting so long as such telephonic meeting is conducted in accordance with the provisions of the Open Meeting Law.

3.4 Special Meetings. Special meetings of the Board may be called by the Chairman or a majority of the total number of Board members on no less than 24 hours' notice to each Director, either personally or by mail or by facsimile or by telephone, so long as such special meeting is conducted in accordance with the provisions of the Open Meeting Law.

3.5 Emergency Meetings. Nothing herein shall prohibit the holding of an emergency session on less than 24 hours' notice in accordance with the provisions of the Open Meeting Law.

3.6 Quorum. A majority of the membership of the Board shall constitute a quorum. A quorum shall be necessary to conduct the business of the Board. If a quorum is not present at any meeting of the Board, the Directors present at the meeting may recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.7 Conduct of Meetings. The conduct of all Board meetings shall be governed by Robert's Rules of Order, unless waived by the Chairman.

3.8 Voting.

3.8.1 Each member of the Board is entitled to one vote, and, except as provided in Sections 3.4 and 6, a motion will carry if supported by a majority of the quorum unless a member

requests that a weighted vote be taken. If a weighted vote is requested, then the following shall apply:

3.8.1.1 For Fiscal Years 2007 through 2011, each member of the Board of Directors is entitled to a weighted vote equal to that member's contribution to the local share of the annual budget expressed as a percentage of the total local share of the current annual budget. The initial weighted vote percentages shall become effective upon the adoption of the initial budget;

3.8.1.2 For Fiscal Years 2012 and beyond, each member of the Board of Directors is entitled to a weighted vote equal to that member's cumulative investment as a percentage of the total investment made by all current members beginning in 1993 when the initial Intergovernmental Agreement Group was formed.

3.8.1.3 A two-thirds majority is required for a motion to carry.

3.8.2 Weighted voting may not be invoked for votes being taken regarding modifications to the approved airport layout plan and airport master plan, or for adjustments to the percentage contributions of members.

Section 4 Duties of Board.

4.1 General Duties. The Board shall be the governing body of the Authority.

4.2 Specific Duties. The Board's duties include the following:

4.2.1 Select the Executive Director;

4.2.2 Approve leases and lease cancellations;

4.2.3 Approve procurement policy and periodic updates to the procurement policy;

4.2.4 Approve contracts and purchases in accordance with the procurement policy;

4.2.5 Approve employee hiring and personnel policy and periodic updates to the employee hiring and personnel policy;

4.2.6 Approve marketing plan and periodic updates to marketing plan;

4.2.7 Approve annual budget for recommendation to the Authority members;

4.2.8 Approve airport rules and regulations and airport minimum standards.

Section 5 Duties of the Executive Director.

5.1 General Duties. The Executive Director shall be the Chief Executive Officer of the Authority and shall serve at the pleasure of the Board. During recess of the Board, the Executive Director shall work closely with the Chairman to ensure that the business and affairs of the Authority are conducted within the framework of Board-approved objectives and policies.

5.2 Specific Duties. The Executive Director's duties shall include the following:

- 5.2.1 Approve contracts and purchases in accordance with the procurement policy;
- 5.2.2 Negotiate leases and recommend approval and cancellation of leases to Board;
- 5.2.3 Hire, terminate, and supervise Authority staff;
- 5.2.4 Prepare and periodically update procurement policy;
- 5.2.5 Prepare and periodically update employee hiring and personnel policy;
- 5.2.6 Prepare and periodically update marketing plan;
- 5.2.7 Contract for and oversee annual audit;
- 5.2.8 Prepare annual budget;
- 5.2.9 Prepare agendas and meeting notices for Board Meetings; and
- 5.2.10 Prepare an annual written report for submittal to the Arizona legislature.
- 5.2.11 Prepare airport rules and regulations and airport minimum standards.
- 5.2.12 Establish policies and procedures for the safe, secure, efficient, and orderly operation of the airport.
- 5.2.12 Prepare any required statutory or informational reports.

Section 6 Amendment of Bylaws.

Any of these Bylaws may be altered, amended, or repealed by majority vote of the total number of Board members, rather than a quorum of those present, at any regular or special meeting of the Board.