

**By-Laws of the
Falcon Field Tenants and Users Association**
January 18, 2006

ARTICLE 1 ORGANIZATION: The name of this organization shall be the Falcon Field Tenants and Users Association, organized under the applicable laws of the State of Arizona.

ARTICLE 2 MISSION STATEMENT: This organization is committed to maintaining and promoting Falcon Field as a premier General Aviation facility. The association will provide assistance, support, and advise on all matters related to tenants and users of the airport to the airport management, the Mesa City Council, and all airport-governing bodies.

ARTICLE 3 MEMBERSHIP

3.1 This organization shall have one class of members

3.2 Those eligible for membership include all those who are tenants at Falcon Field, use the facilities at Falcon Field, or have an interest in Falcon Field.

3.3 Annual dues will be determined by the Board of Directors.

3.4 All currently paid members will be eligible to vote on matters pertaining to the organization.

3.5 A membership shall run from January 1 through December 31 of each year.

3.6 There shall be no limit on the number of members.

ARTICLE 4 ELECTIONS

4.1 All currently paid members are eligible for election to any vacant Board seat.

4.2 Elections shall be held every year at a time to be determined by the Board of Directors.

4.3 A nominating committee appointed by the Board of Directors will submit to the membership a list of candidates for any vacancies on the Board. Eligible members will vote for candidates to fill vacancies on the Board.

4.4 Members representing one-tenth (1/10) of the membership eligible to vote shall constitute a quorum for the purposes of electing members of the Board.

ARTICLE 5 BOARD OF DIRECTORS

5.1 The affairs, business, and property of the organization shall be managed and controlled by its Board of Directors, numbering not less than five (5) nor more than eleven (11) members.

5.2 The term of office for each Board member is two (2) years from date of election, or such other period as may be agreed upon by the Board of Directors, except for those initial Board members named in the Articles

of Incorporation of whom approximately 50% will serve for one (1) year and approximately 50% will serve for two (2) years based on selection criteria determined by a majority of the initial Board members.

5.3 New Board members, after those initially stated in the Articles of incorporation, shall be elected by the membership in annual elections held according to the appropriate provisions of these by-laws.

ARTICLE 6 OFFICERS

6.1 The officers of this association shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as may be approved from time-to-time by the Board of Directors.

6.2 Only current Board members are eligible for election to an office.

6.3 Current Board members will elect officers with a simple majority vote.

6.4 Each officer shall serve a term of two years commencing at the time of election to that office.

6.5 No person may hold the same office more than two years in succession.

6.6 Any officer may resign at any time for any reason.

6.7 Any Board member who fails to attend half or more of the announced meetings may be dismissed by a majority vote of the other Board members.

6.8 Duties of the officers shall be as follows:

6.8A President -- The President shall preside at all meeting of the members. He shall sign all correspondence committing or in any way binding the association. He shall coordinate the activities of the association and promote the general welfare of the association; shall appoint committee chairs unless otherwise directed by the Board of Directors; shall carry out the wishes of the Board of Directors.

6.8B Vice President -- The Vice President shall perform the duties of the President in his absence and in such instances shall be vested with all of the powers of the Presidency.

6.8C Secretary -- The Secretary shall handle all correspondence, maintain a register of members, and maintain the minutes of all meetings. All books and records shall be available for inspection by any member at any reasonable time.

6.8D Treasurer -- The Treasurer shall collect all dues and be responsible for the payment of all debts properly incurred by any officer, Board member, or committee chair. The Treasurer will report on the financial status of the association at least annually and at other times as requested by the Board of Directors.

ARTICLE 7 MEETINGS

7.1 General membership meetings shall be held at least once per calendar year or more frequently as determined by the Board of Directors.

7.2 The Board of Directors shall meet at least once per calendar year or more frequently as the Board members shall determine.

ARTICLE 8 AMENDMENT OF BY-LAWS

The By-Laws of this organization may be amended from time-to-time as proposed by the Board of Directors and approved by a majority of members, plus one, constituting a quorum.

ARTICLE 9 COMMITTEES

9.1 Various committees may be created from time-to-time to serve the needs of the organization as determined by the Board of Directors.

9.2 Committee chairs and committee members will be appointed by the Board of Directors and serve at the Boards discretion and may be removed at any time for any reason.

9.3 Committee chairs and committee members must be currently paid members of the organization.

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