



SEDONA-OAK CREEK  
AIRPORT AUTHORITY

**Airport Terminal Conference Room**  
**Minutes of the Special Meeting – September 23, 2024**  
Pursuant to A.R.S. §38-431.01(C)

**Directors Present:** President Pam Fazzini, Vice-President David Cooper, Treasurer Jerry Barber, Director Timothy Miller (by phone), and Director Mike Schroeder.

**Directors Absent:** Secretary Betty Uhrig (excused), and Director Scott Schroeder.

**Staff Present:** General Manager Ed Rose, Business Manager Haruko Terada, Assistant Business Manager Patresa Miller, Operations Manager Mike Dearden, and Special Projects Coordinator Mark Allen.

**Agenda Item I. Call to Order.** The meeting was called to order by President Fazzini at 2:30 p.m. immediately followed by the Pledge of Allegiance.

**Agenda Item II. Roll Call.** Roll was called and it was determined a quorum was present.

**Agenda Item III. Consent Agenda.** No items were removed from the Consent Agenda. Michael Schroeder moved to approve the Consent Agenda as presented. Jerry Barber seconded the motion. Vice President Cooper announced he would abstain from the vote, as he was absent from the August 24, 2024, meeting. The motion passed 4-0, with Vice President Cooper abstaining.

**Agenda Item IV. Reports.** None.

**Agenda Item V. Unfinished Business:** None.

**Agenda Item VI. New Business:**

- a. Annual Report to Yavapai County. Mr. Rose briefly described the highlights of the Annual Report, a copy of which was included in the meeting packet. Jerry Barber moved to accept the Report as presented. Vice President Cooper seconded the motion. The motion passed unanimously.
- b. SOCOA Budget. Mr. Rose briefly described the budget process, which included two budget work sessions. A copy of the Proposed 2025 Budget, with comparisons to the 2022 and 2023 Actuals, and to the 2024 Budget as well as to 2024 Projected Actuals, along with the FAA/ADOT Capital Plan and the SOCAA In-House Five-Year Capital Plan were included in the meeting packet. Treasurer Barber distributed a 2025 Budget Worksheet which summarized changes in the budget from 2022 to 2025. Vice President Cooper thanked Staff for the budget workshops, which he found informative and helpful. Director Schroeder moved to approve the 2025 budget as presented. Vice President Cooper seconded the motion. The motion passed unanimously.
- c. Amendment of SOCAA Bylaw Imposing Board Member Term Limits. Vice President Cooper read his memorandum which outlines the reasons why he recommends amending Article II.2.5.C. to remove the requirement of a minimum one-year break in service after a Board member has served two consecutive terms. Vice President Cooper's memorandum dated August 29, 2024, was

included in the meeting packet and is hereby incorporated by reference into these minutes. In addition to Vice President Cooper's comments, President Fazzini noted that the Bylaws also include a provision which allows for Board members to be removed for cause during their terms. Director Schroeder noted, based on his experience on corporate boards, continuity of service is extremely valuable. Vice President Cooper then moved the Amendment to Article II.2.5.C. be approved as presented, to become effective as provided in Article VII, subsections A, B, C, and D of the By-laws. Director Schroeder seconded the motion. The motion passed 4-0, with President Fazzini abstaining.

**Agenda Item VII. Call to the Public:** Russ Demaray thanked the Board and Airport Staff for another successful year of operations and administration.

**Agenda Item VIII: Adjournment.** At 2:51 p.m., Treasurer Jerry Barber moved to adjourn the meeting. Director Miller seconded the motion. The motion passed unanimously, and the meeting was adjourned

**Certified as Accurate and Correct:**

Dated this 28<sup>th</sup> day of October 2024  
Sedona-Oak Creek Airport Authority

BY: Pamela A. Fazzini  
President Pamela A. Fazzini  
SOCAA Board of Directors

BY: David M. Cooper  
Vice President David Cooper  
SOCAA Board of Directors

**To:** Board of Directors  
Sedona-Oak Creek Airport Authority

**From:** David M. Cooper  
Vice-president

**Re:** Amendment of SOCAA Bylaw Imposing Board Member Term Limits

**Date:** August 29, 2024

I recommend that the Board amend its Bylaws to remove the limit on successive terms that a Board member may serve.

Currently, the Bylaws require a Board member to take a one-year leave after every two terms. Presumably, this is intended to encourage a certain amount of turnover on the Board. However, in practice, this artificial term-limit has not proven to be necessary, as we have had several vacancies in the past few years, all of which were filled according to the Board Candidate Selection Policy. These vacancies arose for a variety of reasons. Moving out of the area and simply not wanting to devote the significant time and effort required of a Board member seem to be the two leading reasons. In filling the most recent vacancy in 2021, we received only one application for consideration even after publishing the vacancy two times. (The Policy only requires one publication.)

As you know, serving capably as a Board member requires one to acquire a working knowledge of often arcane and challenging FAA rules and regulations, and it often takes several years to acquire the institutional knowledge and memory that enable a Board member to make the best decisions possible. Long-term service by interested and devoted volunteers should be encouraged rather than discouraged. History proves that Board member turnover will occur regularly for a variety of reasons.

It is important to note, per Article II.2.5.B., that after serving the first 5-year term, a Board member who desires to serve an additional term must be approved by at least 75% of the other Board members **and** by the Yavapai County Board of Supervisors. This serves as a two-level check against long-term service by a less-than-capable Board member. Furthermore, I am not aware of any applicable term limits on other local governing agencies (e.g., Sedona City Council, Sedona Fire District, Yavapai County Board of Supervisors).

I have also pasted a copy of Article VII of the Bylaws below for your convenience.

#### **PROPOSED AMENDMENT**

Article II.2.5.C. There shall be no limit to the number of five (5) year terms each Board member is eligible to serve, ~~provided that a one (1) year leave shall be taken after the Board member completes his or her second five (5) year term.~~

#### **ARTICLE VII AMENDMENTS & REPEAL**

A. Upon properly noticed motion by any member of the Board, a majority of the total number of Board members currently seated on the Board (excluding vacant Board seats) and present in person at any

public meeting called for that purpose, the Board may consider altering, amending, or repealing these Bylaws.

B. Any proposed alteration, amendment, or repeal shall be read in its entirety at two separate Board meetings, shall be provided to and reviewed by each member of the Board, shall have a comment period of at least thirty (30) days, except in cases of an emergency declared by a majority vote of Board members present at a meeting.

C. Pursuant to the Master Lease, at ¶ 26, any proposed alteration, amendment, or repeal of these Bylaws shall be submitted to Yavapai County no later than thirty (30) days prior to the date set for approval by the Board.

D. Assuming Yavapai County does not disapprove of any Bylaws or amendments within forty-five (45) days of their submission, these Bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors present in person at any Regular, Special, or Annual Meeting called for that purpose.