



Greater Yuma Port Authority  
198 S. Main Street, Yuma AZ  
Office: 928-373-1179

**RESOLUTION 2018-01**

**WHEREAS:** A modification to the Bylaws, Section 4.3, related to the composition of Members of the Board of Directors would reflect current practices of at least one Member and allow all Members greater flexibility to meet their own needs and interests in selecting representatives for the GYPA Board; and

**WHEREAS:** A change to the Bylaws must be approved by resolution by three-fourths of the members of the Board of Directors and then approved by each member agency;

**NOW THEREFORE, BE IT RESOLVED,** that the Board of Directors of the Greater Yuma Port Authority hereby approves the following change to the Bylaws:

**FROM Current Language:**

**4.3 Composition, Selection, and Qualifications of Members of the Board**

A. A Member may appoint two (2) persons to serve on the Board of Directors, one of whom shall be from the business/private community and not an employee or elected official of any Member.

B. It is strongly recommended the Members shall appoint qualified person(s) to the Board. Persons experienced in economic development, transportation and international issues are desired.


**TO Proposed New Language:**


**4.3 Composition, Selection, and Qualifications of Members of the Board**

**A. A Member may appoint two (2) persons to serve on the Board of Directors, at the Member's discretion. At least one person appointed shall be an elected official or employee of the Member. The second person may serve in any capacity, whether within the Member's organization or outside it.**

B. (no change)

Adopted this 29th day of March, 2018.

  
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Matias Rosales, Chairman

ATTEST:  
  
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Linda Matthias, Administrator

**FIFTH AMENDMENT TO THE BYLAWS**

**OF**

**GREATER YUMA PORT AUTHORITY INC.**

**An Arizona Nonprofit Corporation**

The Fifth Amendment to the GYPA Bylaws was approved by the GYPA Board of Directors on March 29, 2018.

The only change is an amended Page 3 of 14, which should replace page 3 of 14 in the Fourth Amended and Restated Bylaws.

Pease replace existing Page 3 of 14 of the GYPA Fourth Amended and Restated Bylaws with this page:

The cost of the Membership shall be as set forth in these bylaws, or as they may hereafter be amended. Such amount is due within 60 (sixty) days of the date of approval of the new Member, or as determined by the Board of Directors.

#### **4.2 Master Plan.**

The Board shall draft a master plan for improvement of any land which shall be conveyed to, leased or acquired by the Corporation. A majority vote of the Board shall be required to adopt this plan. The Board may from time to time modify the master plan by majority vote of the Board.

The provisions in the Master Plan shall not override or supersede any local existing zoning ordinance in effect at the time said lands are acquired. The jurisdiction wherein any land obtained by the Corporation is situated shall govern such land.

#### **4.3 Composition, Selection, and Qualifications of Members of the Board of Directors.**

A. ~~A Member may appoint two (2) persons to serve on the Board of Directors, one of whom shall be from the business/private community and not an employee or elected official of any Member. (Deleted 3-29-2018)~~

A. A Member may appoint two (2) persons to serve on the Board of Directors, at the Member's discretion. At least one person appointed shall be an elected official or employee of the Member. The second person may serve in any capacity, whether within the Member's organization or outside it. (Added 3-29-2018)

B. It is strongly recommended the Members shall appoint qualified person(s) to the Board. Persons experienced in economic development, transportation, and international issues are desired.

#### **4.4 Voting Rights.**

Each Director shall be entitled to one vote provided the requirements of Article V are fulfilled. All votes shall be considered equal. Written proxies may not be given.

#### **4.5 Term of Office.**

The term of office shall be five (5) years. In the event a Director fails to complete his/her five year term, a replacement will be selected by the appointing Member to serve the remaining portion of the term. There is no limit to the number of terms for which a Director may be appointed, as long as each member entity makes a timely appointment and the appointment meets the criteria of Section 4.3.

#### **4.6 Initial Directors.**

The initial Board of Directors shall consist of directors selected to serve three or five year terms. Each Member shall select one director to serve a three year term and one director to serve a five year term. An initial director serving a three year term shall be considered to have served a full term of the purposes of this section.