

RULES OF PROCEDURE
OF
NORTHERN ARIZONA INTERGOVERNMENTAL
PUBLIC TRANSPORTATION AUTHORITY (“NAIPTA”)
(A corporate body and political subdivision
of the State of Arizona)

ARTICLE I – STATEMENT OF PURPOSE

Section 1.1 General Purposes. The Authority is a corporate body and political subdivision of the State of Arizona, established pursuant to state law for the purpose of designing, operating, and maintaining a public transportation system in the authority.

ARTICLES II – DEFINITIONS

Authority. Authority means the Northern Arizona Intergovernmental Public Transportation Authority, also known as “NAIPTA.”

Board of Directors (“BOD”). Board of Directors means the Board of Directors of NAIPTA, consisting of representatives of member agencies, appointed by the agency’s governing body.

Transit Advisory Committee (“TAC”). Transit Advisory Committee means the Committee consisting of the administrative head of each member agency, or the administrator’s designee.

ARTICLE III – POWERS AND DUTIES
OF THE BOARD OF DIRECTORS

The powers and duties of the Board of Directors include, but are not limited to:

- (a) Conduct a periodic survey of public transportation needs in the authority and determine an appropriate transportation system to meet those needs and the means to finance the system and produce a five-year public transportation program that is consistent with the regional transportation plan approved by the regional council(s) of governments.
- (b) Coordinate and implement the establishment and development of the public transportation system within the authority and among the participating governmental entities.

- (c) Adopt rules that are proper and necessary to regulate the use, operation and maintenance of the public transportation systems, property, facilities and services.
- (d) Employ a general manager and other employees as may be necessary and prescribe the duties, terms and conditions of employment.
- (e) Appoint an authority treasurer or may enter into an intergovernmental agreement with the county treasurer to provide financial services for the authority.
- (f) Manage, set policy and conduct the business of the Authority. Determine its organizational and procedural structure; adopt, amend and repeal bylaws and rules consistent with the requirements of state law, and prescribe an accounting system for the Authority.
- (g) Provide for payment of all debts and appropriate claims from the appropriate funds.
- (h) Issue an annual report on or before December 1 of each year, containing a full account of its transactions, activities and finances for the preceding fiscal year and other facts and recommendations, and transmit copies of the report to each member municipality, university and county, to the secretary of state, to the Arizona state library, archives and records, and, on request, to any member of the public.
- (i) Cause an annual audit to be conducted of the public transportation authority fund by an independent certified public accountant within 120 days after the end of the fiscal year.

ARTICLE IV – MEMBERS

Section 4.1 Initial Members. The initial Members of the Authority are Coconino County, Yavapai County, the City of Flagstaff, the City of Sedona, the City of Cottonwood, and the Arizona Board of Regents acting for and on behalf of Northern Arizona University (“Northern Arizona University”). Coconino County, Yavapai County, the City of Sedona, the City of Cottonwood and Northern Arizona University each have one representative on the initial BOD, appointed by its governing body; the City of Flagstaff has two representatives on the initial BOD, appointed by its governing body.

Section 4.2 New Members. Incorporated cities and towns within Coconino and/or Yavapai County may join the authority by petitioning the board of supervisors of the county or counties in which they are located and entering into the Master IGA by and between the Initial Members and dated on or about March 15, 2006, as the same may be amended (the “Master IGA”), provided that membership is to be apportioned among the participating municipalities according to their respective populations.

Section 4.3 Voting Rights of Members. Each member of the BOD and the TAC shall have one (1) vote. Other elected officials, staff members and citizens may attend public meetings and participate as provided by law, but may not vote.

Section 4.4 Voting Rights of the Chair. The Chair has the same voting rights as any other member.

Section 4.5 Dues, Fees, and Assessments. Each Member must pay, within the time and on the conditions approved by the Members, the dues, fees, and assessments in amounts to be fixed from time to time by a majority of all the Members.

Section 4.6 Resignation of Members. In the event that one or more Members resigns from the Authority, the resigning Member(s) shall no longer be represented on the Board. Vacancies on the Board shall be filled by the remaining Members as provided by the Master IGA and these Rules of Procedure.

ARTICLE V – OFFICERS

Section 5.1 Officers of the Authority. The officers of the Authority, who must also be Members of the BOD, shall be a Chair, a Vice Chair, and a Secretary.

- (a) A person may only hold one office at a time.
- (b) In the event of a vacancy in an office, a new officer shall be appointed as provided in Section 9.3 of these Rules.

Section 5.2 Duties of Officers.

- (a) *Chair.* The Chair shall: 1) preside at all meetings of the BOD; 2) sign all documents on behalf of the Authority; 3) be an ex-officio member of all committees.
- (b) *Vice Chair.* The Vice Chair shall have all the powers and assume all of the duties of the Chair in the Chair's absence.
- (c) *Secretary.* The Secretary shall keep or cause to be kept, at the Authority's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall comply with the requirements of the Arizona open meeting law. The Secretary shall keep or cause to be kept, at the Principal Office, a copy of the articles of the Rules of Procedure, as amended to date.

Section 5.3 Election and Re-election of Officers. Officers shall be elected each year at the first BOD meeting held after July 1. An officer who has served in the same office for two consecutive terms shall be ineligible for nomination or election to that office for the term immediately following the completion of the said consecutive terms. The said officer shall, however, become eligible for nomination and election to the same office for later terms, subject always to the aforementioned limit of two consecutive terms.

Section 5.4 Absence or Disability of Chair. In the absence or disability of the Chair, (1) the Vice Chair of the Board, (2) the officers in order of their rank as fixed by the members or, if not ranked, (3) an officer designated by the members, shall perform all duties of the Chair. When so acting, the Vice Chair of the Board or officer shall have all powers of, and be subject to all restrictions on, the Chair. The said Vice Chair or officer shall have such other powers and perform such other duties as the members or the bylaws may prescribe.

ARTICLE VI - MEETINGS OF MEMBERS.

Section 6.1 Regular Meetings of Board of Directors and TAC. Regular meetings of the BOD shall be held at least once each quarter, at a place and time designated by the Board in the notice of meeting. Regular meetings of the TAC shall be held at least six (6) times per calendar year, at a place and time designated by the TAC in the notice of meeting.

Section 6.2 Special Meetings. The Chair of the body may call a special meeting of the BOD or the TAC for any lawful purpose at any time.

Section 6.3 Notice Requirements for Meetings. Notice of meetings shall be provided to the members of the body and the public as provided in the Arizona Open Meeting Law, A.R.S. §38-501 *et seq.* Additional notice may be provided as the BOD deems advisable.

Section 6.4 Quorum. A majority of members of the BOD or the TAC shall constitute a quorum for the transaction of business at any meeting of Members.

Section 6.5 Conduct of Meetings. In all matters not addressed by these Rules or Arizona law, meetings of the BOD and the TAC shall be governed by Robert's Rules of Order.

ARTICLE VII – TRANSIT ADVISORY COMMITTEE

Section 7.1 Members. The Transit Advisory Committee (“TAC”) shall consist of the Manager of each Member county, city or town or the Manager’s designee; the Vice President of Administration of each Member university or college or designee; and one citizen from each Service Area to be appointed by its governing body. The corporate

boundaries of each of the Member municipalities and counties constitutes a Service Area for the purpose of this Section 7.1.

Section 7.2 Term of Office of Citizen Members. Citizen members shall serve for terms of three years each.

Section 7.3 Responsibilities. The TAC shall: have the duties and responsibilities provided in the Master IGA and in such position descriptions and policy handbooks as are reviewed by the TAC and approved by the BOD.

Section 7.4 Officers. The officers of the TAC shall consist of a Chair, Vice Chair, and Secretary. The Chair and Vice Chair must be members of the TAC. The Clerk of the Board shall serve as Secretary.

Section 7.5 Duties of Officers.

(a) Chair. The Chair shall: 1) preside at all meetings of the TAC; 2) sign such documents as may be necessary on behalf of the TAC.

(b) Vice Chair. The Vice Chair shall have all the powers and assume all of the duties of the Chair in the Chair's absence.

(c) Secretary. The Secretary shall keep or cause to be kept, at the Authority's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the TAC. The minutes of meetings shall comply with the requirements of the Arizona open meeting law.

Section 7.6 Election and Re-election of Officers. Officers shall be elected each year at the first TAC meeting held after July 1. An officer who has served in the same office for two consecutive terms shall be ineligible for nomination or election to that office for the term immediately following the completion of the said consecutive terms. The said officer shall, however, become eligible for nomination and election to the same office for later terms, subject always to the aforementioned limit of two consecutive terms.

ARTICLE VIII – VOTING PROCEDURES FOR THE BOARD OF DIRECTORS AND THE TRANSIT ADVISORY COMMITTEE

Section 8.1 Manner of Casting Votes. Voting may be by voice or ballot at the discretion of the chair.

Section 8.2 Voting. Each member appointed pursuant to Article 4 of these Rules shall be entitled to cast one vote on each matter submitted to a vote of the Members.

Section 8.3 Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by Arizona law or these rules of procedure.

Section 8.4 Alternate Members of BOD and TAC. The governing body of each Member shall designate an alternate representative to both the BOD and TAC. The alternate representatives shall be authorized to attend BOD or TAC meetings and vote on all issues coming before the body, in the event that the regular representative is unable to attend a meeting. Members of the BOD or TAC may participate in a meeting by technological means, provided that the member can hear and participate in all discussions and the public can hear all statements made by the member so participating.

ARTICLE IX – AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by the approval of a majority of all the appointed members of the BOD, provided, however, that any provision of these bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

DATED this 19th day of March, 2012.


Chair of the Authority

ATTEST:

Rhonda Cashman
Clerk of the Authority