

BYLAWS
OF
CENTRAL YAVAPAI METROPOLITAN PLANNING ORGANIZATION
CYMPO

ARTICLE I

STATEMENT OF PRINCIPLES AND POLICIES

Section 1:

The underlying concept of Central Yavapai Metropolitan Planning Organization (“CYMPO”) is that cities, towns and counties are the closest to the people and should exercise the initiative and leadership and the primary responsibility for addressing those local transportation issues as identified in the Intergovernmental Agreement (“IGA”) entered into by the participating local government entities.

Section 2:

The area that permitted CYMPO to be designated as a Metropolitan Planning Organization (“MPO”) under federal and state law is the Prescott Urbanized Area, shown in Exhibit A of the IGA forming CYMPO (the defined terms of which are included in these Bylaws). The Planning Area Boundary of CYMPO, as amended from time to time in accordance with the IGA, will include areas of the City of Prescott, the Town of Prescott Valley, the Town of Chino Valley, the Town of Dewey-Humboldt, and unincorporated areas of Yavapai County as shown in Exhibit “B” of the IGA.

Section 3:

Constructive and workable policies and programs for meeting area-wide issues of local government will most effectively and expeditiously developed by regular meetings of Participating Agencies on an area-wide voluntary and cooperative entity dedicated to the solution of these issues.

Section 4:

CYMPO is not, nor is it intended to be a substitute for local government. It is, however, an entity through which Participating Agencies may work on regional issues and coordinate efforts.

ARTICLE II
DEFINITIONS

Section 1:

CYMPO. CYMPO as used in these Bylaws, means CYMPO, a non-profit corporation of the State of Arizona created pursuant to Title 10, Arizona Revised Statutes.

Section 2:

Participating Agencies. Participating Agencies, as used in these Bylaws will have the meaning provided in the IGA and means the local governments as entities which are parties to the IGA and constitute the individual members of this corporation including as that may change from time to time. The number and qualification of those members is set forth in Article II of these Bylaws. The Executive Board provided for in the IGA and the Articles of Incorporation (Articles) is the governing body of the corporation.

Section 3:

Standing and Special Committees. Standing Committees, a used in these Bylaws, means includes the subcommittee(s) of the Technical Advisory Committee (TAC) as set forth in the IGA, and such other Committees as are established by the Executive Board. Special Committees, as used in these Bylaws, are any additional subcommittee(s) designated by either the TAC or the Executive Board.

ARTICLE III
MEMBERSHIP

A person shall not be eligible to represent a Participating Agency on the Executive Board unless he or she is a duly elected official of the Participating Agency or is the Governor-appointed District 6 member, or their designee, of the Arizona Transportation Board. The District 6 representative on the Executive Board shall only vote on transportation matters. Participating Agencies shall designate as a voting alternate an elected official to represent their interest should the primary elected official not be available.

ARTICLE IV
MEETINGS OF EXECUTIVE BOARD

Section 1:

The annual meeting of the Membership of CYMPO shall correspond with the first meeting of the Executive Board in each year at a place to be designated in the notice of the meeting.

Section 2:

The Executive Board will set an annual meeting at which the officers of CYMPO shall be elected. Otherwise, meetings of Executive Board shall be held as determined by the Executive Board. All meetings shall be held in Yavapai County, Arizona, with the time, date and location

of said meetings to be determined by majority vote of the Executive Board. The meetings will be set by a majority of the Board.

Section 3:

Special meetings of the Executive Board may be held whenever called in writing by the Chair, Vice-Chair, or any two (2) members of the Executive Board, after conferring with the CYMPO Administrator. The place of holding special meetings shall be designated in the notice of the meeting.

Section 4:

The calls and notices of all meetings of the Executive Board shall conform to the provisions of Article V of these Bylaws.

Section 5:

The Chair, or in his/her absence, the Vice-Chair shall preside at such meetings. Should both the Chair and Vice-Chair be absent and a quorum still exists, the Secretary/Treasurer shall preside over the meeting until the return of the Chair or Vice-Chair.

Section 6:

Each member of the Executive Board is entitled to one (1) vote on all matters coming before any meeting, unless otherwise limited by Article III.

Section 7:

The meeting of the Technical Advisory Committee ("TAC") shall also be governed by the provisions of these Bylaws, except for the requirement pursuant to Article IV, Section 2. Meetings of the TAC shall be held at a minimum twice annually.

Section 8:

For the purposes of the Executive Board meeting and any sub-committees of CYMPO, a quorum is deemed to be over half of the voting members. A voting member may be in attendance via telephone.

Section 9:

In the absence of the designated representative and the designated alternate representative, a member may appoint a proxy. This designation must be done in writing via regular mail, email, fax or hand delivered to the CYMPO staff prior to a meeting. In the event of any emergency, the Board member may telephone either a Board member or CYMPO staff with a designation prior to the meeting which shall be effective if followed within two (2) business days with a written designation or confirmation of designation.

ARTICLE V
NOTIFICATION REQUIREMENTS FOR MEETINGS
OF THE EXECUTIVE BOARD

Section 1:

Open Meeting Laws as specified in A.R.S. §38-431 shall be adhered to.

Section 2:

At least five (5) days before the day of any regular or special meeting of the Executive Board, the Secretary/Treasurer or CYMPO staff shall cause notice setting forth the time, place and general purpose of the meeting to be delivered personally, by mail, electronically or by such other means as the Board deems appropriate from time to time, to each member of record at the member's last post office, fax or email address as it appears in the records of CYMPO.

Section 3:

An emergency meeting of the Executive Board may be called by the Chair, Vice-Chair, or by any two (2) members of the Executive Board, after conferring with the CYMPO Administrator. Notice of such meetings shall be given by the Secretary/Treasurer, or appointed CYMPO staff, as soon as practicable after the call, but not less than 24 hours prior to the meeting, and such notice shall specify time, place and general purpose of the meeting and shall be delivered personally, by mail, fax, email or by telephone to each member's last address as it appears in the records of CYMPO.

ARTICLE VI
MEETINGS OF COMMITTEES – NOTIFICATION REQUIREMENTS

Standing and Special Committees shall meet on the call of their Chair with notification to the Committee members and to the Executive Board Secretary/Treasurer five (5) days prior to meeting of the Standing or Special Committees.

ARTICLE VII
EXECUTIVE BOARD SITTING AS A BOARD OF DIRECTORS

Section 1:

The business and affairs of the corporation shall be conducted by the Executive Board sitting as a Board of Directors at properly called meetings.

Section 2:

In the event the office of Chair, Vice-Chair or Secretary/Treasurer becomes vacant, the remaining Executive Board members, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired term of the officer whose position was vacated. The successor shall be chosen amongst the duly elected representatives selected by the Participating Agencies to serve on the Executive Board.

Section 3:

Each member of the Executive Board, as a director, is entitled to one (1) vote on all matters coming before any meeting of the Executive Board except as otherwise limited by Article III.

Section 4:

The powers and functions of the Board of Directors, subject to the limitations hereinafter stated, shall include (but not limited to) the following.

- a. The formation of policy decisions and determination of policy matters for the corporation.
- b. The approval and adoption of a budget and work program for each fiscal year.
- c. The invitation and/or request for studies to be undertaken (including studies involving separate contracts).
- d. The proposing at any meeting of the Executive Board a subject for study on a future agenda by CYMPO.
- e. The requesting at any meeting of the Executive Board to review at a future meeting any action taken by the Standing or Special Committees during the interval between meetings of the Executive Board.

Section 5:

No person shall have the authority to make or execute binding contracts on behalf of CYMPO except upon approval of the Executive Board.

ARTICLE VIII

OFFICERS

Section 1:

At the annual meeting, the members of the Executive Board shall elect the following officers of the corporation: Chair, Vice-Chair person and Secretary/Treasurer

Section 2:

The Chair person shall act as chief executive of the corporation and shall exercise general supervision over its affairs. He/she shall sign on behalf of the corporation all documents requiring the signature of the corporation and shall do and perform all other acts and things, which the Executive Board may require of him/her. He/she shall serve without compensation.

Section 3:

In the absence of the Chair, or his/her inability to act or serve, the Vice-Chair shall have the powers of the Chair. He/she shall perform such further duties as the Executive Board may delegate to him/her and shall receive no compensation for his/her services.

Section 4:

CYMPO may receive, hold, and disburse funds directly or, if so determined, by the IGA or the Executive Board, act through a "fiscal agent" such as the Yavapai County Finance Department. If CYMPO is not acting through a fiscal agent then the Secretary/Treasurer shall have the custody and control of the funds of the corporation, subject to the acts of the Executive Board. The Secretary/Treasurer shall, in either event, report the state of the finances of the corporation as requested by the Executive Board and, when requested to do so by the Chair, at each annual meeting of the members and at any special meeting of the members. The Secretary/Treasurer shall perform such other services as the Executive Board may require of him/her and shall serve without compensation.

Section 5:

The Secretary/Treasurer shall perform services as the Executive Board may allow. The Secretary/Treasurer shall receive no compensation. The designated CYMPO staff shall keep the minutes of the corporation and such books as the Bylaws or resolutions of the Executive Board may require him/her to keep.

ARTICLE IX

THE TECHNICAL ADVISORY COMMITTEE

AND SPECIAL COMMITTEES

Section 1:

In accordance with the IGA, a Technical Advisory Committee has been formed for the purposes set forth in the IGA and subject to the terms and conditions of the IGA. This Committee is to advise and make recommendations to the Executive Board and work in cooperation with CYMPO staff to provide guidance and direction in the development of work plans and budgets. TAC Committee Members are appointed by the Participating Agencies and they serve at the pleasure of the Participating Agency that appointed them.

Section 2:

In accordance with the IGA, Special Committees may be created by the TAC from time to time. Such Committees will report to the TAC and the CYMPO Executive Board.

Section 3:

The TAC may appoint Sub-Committees to study and report on local transportation or related issues.

Section 4:

The TAC Board shall designate a Chair and a Vice-Chair on any Committees established by them.

Section 5:

Membership on Committees established by the TAC shall be determined by the TAC. Vacancies occurring in these positions shall be filled by the TAC. Nothing in these Bylaws shall be construed to limit membership on these committees exclusively to elected officials or employees serving political subdivisions of the State.

ARTICLE X

EXECUTIVE BOARD STANDING

OR SPECIAL COMMITTEES

Section 1:

The CYMPO Executive Board may, in its discretion, appoint directly a Special Committee to carry out studies or projects or other work in the furtherance of the goals of CYMPO.

Section 2:

Standing or Special Committees set up by the Executive Board shall conduct those activities as authorized and directed by the Executive Board.

Section 3:

The Executive Board shall designate a Chair and a Vice-Chair or any Committees established by them.

Section 4:

Membership on Committees established by the Executive Board will be determined by the Executive Board. Nothing in these Bylaws shall be construed to limit membership exclusively to elected offices or employees serving political subdivisions.

ARTICLE XI

FINANCES

Section 1:

Fiscal Year. The fiscal year of CYMPO shall commence on July 1 of each year.

Section 2:

CYMPO shall have the power to receive from any public or private source including but not limited to, the federal, state and local governments, voluntary associations, nonprofit corporations, firms, partnerships, or persons or any combination thereof, bequests, donations,

devices, grants, and gifts of all kinds of property, including all forms of ownership interest therein, and to do all acts necessary to carry out the purposes of such bequests, gifts, grant, devices, and donations, with power to manage, sell, convey, contract, lease or otherwise dispose of the same in accordance with the terms of the bequest, gift, grant, donation, device of trust, or absolutely in case such bequest, grant, gift, donation, or device of trust be unconditional.

Section 3:

Annual Audit: The Secretary/Treasurer shall cause an internal annual audit of the financial affairs of CYMPO to be made by the entity performing financial services. The audit report, or location thereof shall be made available to all members. Should CYMPO become a "stand alone" corporation, annual audits shall be performed by a Public Accountant or Certified Public Accountant selected by the Executive Board. Audits shall be performed at the end of the fiscal year.

ARTICLE XII

WITHDRAWAL

Any Participating Agency may withdraw from CYMPO in accordance with the provisions of the IGA and all other Federal requirements. Provided, however, that written notification thereof shall be forwarded to the Secretary/Treasurer and the said withdrawal shall be effective per the IGA.

ARTICLE XIII

FEDERAL AND STATE DESIGNATIONS

Section 1:

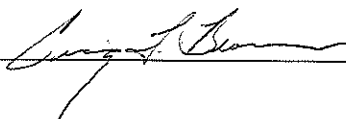
CYMPO, as governed by the Executive Board, shall serve as the designated MPO under federal and state law for the areas within the Planning Area Boundary, and those areas of Prescott, Prescott Valley, Chino Valley, Dewey-Humboldt, and designated unincorporated areas of Yavapai County shown therein.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any meeting of the Executive Board by a majority vote of all Participating Agencies, provided written notice of proposed amendments has been given not less than fifteen (15) days prior to the meeting at which they are to be voted upon.

AMENDED AND ADOPTED, at a meeting of the Executive Board of the CYMPO held this 15 day of NOVEMBER, 2017.

By, 

Attest:
By, 