



RULES OF PROCEDURE

OF

**NORTHERN ARIZONA INTERGOVERNMENTAL
PUBLIC TRANSPORTATION AUTHORITY
("MOUNTAIN LINE")**

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RULES OF PROCEDURE
OF
NORTHERN ARIZONA INTERGOVERNMENTAL
PUBLIC TRANSPORTATION AUTHORITY (“MOUNTAIN LINE”)
(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 geographic boundaries of the Authority. The Authority was created pursuant to Arizona Revised Statutes Title 28, Chapter 26 (the “Act”) and is an intergovernmental public transportation authority organized under the laws of the State of Arizona. The Authority, comprised of a Board of Directors, officers, management and employees, is a political subdivision of the State of Arizona, with those powers specifically granted by the Act and with implied powers necessary to carry out the objectives and purposes of a public transportation authority.

SECTION 1.2 *Conflict with Law.* In the event that these Rules of Procedure should now or at any time in the future be in conflict with the Act, as amended, then and in such event those statutory provisions shall supersede these Rules of Procedure.

ARTICLE II- DEFINITIONS

Administrative Committee. Administrative Committee means a committee formed by the CEO and General Manager to review, study, and carry out tasks as directed by the CEO and General Manager.

Agency. Agency means each active party to the Master IGA, which includes, as of the date of adoption of these Rules of Procedure, Coconino County, the City of Flagstaff, the Arizona Board of Regents acting for and on behalf of Northern Arizona University ("Northern Arizona University") and the Coconino County Community College District.

Authority. Authority means the Northern Arizona Intergovernmental Public Transportation Authority, also known as "NAIPTA" and doing business as “Mountain Line.”

Board Committee. Board Committee means a committee of Board Members formed to review, study, and make recommendations to the Board concerning planning, operation, and management of the Authority.

Board Member. Each Agency’s representative(s) on the Board.

Board of Directors. Board of Directors or Board means the Board of Directors of the Authority, consisting of representatives of the Members of Mountain Line, as set forth in Mountain Line's Amended and Restated Master Intergovernmental Agreement ("Restated Master IGA").

CEO and General Manager. CEO and General Manager means the Chief Executive Officer and General Manager of Mountain Line.

Code of Conduct. Code of Conduct means the policy adopted by the Board, and attached hereto as Addendum A, and as amended from time to time as provided in these Rules of Procedure.

Presiding Officer. Presiding Officer means the Chair of the Board, TAC, or Board Committee, or the leader of a committee as otherwise provided for in the committee's organizational structure.

Transit Advisory Committee. Transit Advisory Committee or TAC means the Committee consisting of members as set forth in the Restated Master IGA.

ARTICLE III- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) The powers set forth in A.R.S. § 28-9122 (the "Statutory Powers"), and those powers necessary to implement the Statutory Powers.
- (b) Determine all questions of Authority policy, establishing the location of the Authority's principal place of business, and the times of meetings of the Board and any committees.
- (c) 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.
- (d) Coordinate and implement the establishment and development of the public transportation system (including ancillary facilities) within the Authority and among the participating governmental entities.
- (e) Adopt rules that are proper and necessary to regulate the use, operation and maintenance of the public transportation systems, property, facilities and services.
- (f) Employ a CEO and General Manager, and other employees and agents as may be necessary and prescribe the duties, terms, and conditions of employment.

- (g) Delegate to the Authority's officers, CEO and General Manager, and employees such powers as necessary to carry out the policies and business of the Authority.
- (h) Appoint an Authority treasurer or enter into an intergovernmental agreement with the Coconino County Treasurer to provide financial services for the Authority.
- (i) Manage, set policy, and conduct the business of the Authority.
- (j) Determine the Authority's 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.
- (k) Create and appoint standing or ad hoc Board Committees. Possible Board Committee subject areas may include, without limitation, financial, personnel, and customer service matters.
- (l) Exercise all powers and perform all functions in the operation of the Authority as are ordinarily exercised by the governing body of a political subdivision of the State of Arizona and as are necessary to accomplish the purposes of the Authority.
- (m) Provide for payment of all debts and appropriate claims from the appropriate funds.
- (n) Contract for or employ professionals to perform work or services on behalf of the Authority.
- (o) Through counsel, prosecute or defend the Authority in all court actions or other proceedings in which the Authority is a party or is otherwise involved.
- (p) 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 Public Records, and, on request, to any member of the public.
- (q) 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 – BOARD OF DIRECTOR MEMBERS

SECTION 4.1 Agencies and Board of Directors. The Agencies comprising the Authority are Coconino County, the City of Flagstaff, the Arizona Board of Regents acting for and on behalf of Northern Arizona University ("Northern Arizona University") and the Coconino County

Community College District. Coconino County, Northern Arizona University and Coconino County Community College District each have one representative on the Board; the City of Flagstaff has two representatives on the Board. In the event that additional municipalities join the Authority, the number of directors on the Board may be increased (to a maximum of nine (9) directors) by a vote of the Board.

SECTION 4.2 New Member Agencies. Incorporated cities and towns within Coconino County may join the Authority by petitioning the Board of Supervisors and entering into the Restated Master IGA by and between the Agencies effective July 1, 2013, as the same may be amended (the "Restated Master IGA"), provided that Board membership is to be apportioned among the participating municipalities according to their respective populations.

SECTION 4.3 Dues, Fees, and Assessments. Each Agency must pay, within the time and on the conditions approved by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by a majority of the Board.

SECTION 4.4 Resignation of Agency. In the event that one or more Agencies resigns from the Authority, the resigning Agency shall no longer be represented on the Board. New Agencies may be invited to fill any vacancies as provided in Section 4.2 above.

ARTICLE V - OFFICERS

SECTION 5.1 Officers of the Authority. The Officers of the Authority, who must also be Board Members, shall be a Chair and a Vice Chair.

- (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 5.3 of these Rules.

SECTION 5.2 Duties of Officers.

- (a) *Chair.* The Chair shall: 1) act as Presiding Officer at all meetings of the Board; 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) *Duties Generally.* The Officers of the Authority shall act in the best interest of the Authority and in accordance with the constitutions and laws of the United States of America and the State of Arizona, and with all policies adopted by the Board.

SECTION 5.3 Election and Re-election of Officers.

- (a) *Terms.* The term of the Chair and Vice Chair positions shall be for a period of one (1) year, commencing on January 1 and ending on the following

December 31, unless otherwise directed by the Board as provided in Section 5.3(e). In the event of an unexpected mid-term vacancy, the replacement Officer, determined in accordance with this Section 5.3, shall serve the remainder of the term.

- (b) *Order of Ascension.* Subject to Section 5.3(e), elected Officers shall serve for two (2) consecutive terms: first as the Vice Chair, and then as the Chair. The Vice Chair shall be selected before January 1 of each year and take office effective January 1.
- (c) *Order of Rotation.* Starting January 1, 2023, the Chair of the Board shall be the Coconino County Community College District Board Member and the Vice Chair of the Board shall be the Coconino County Board Member. Each subsequent year the Vice Chair shall ascend in accordance with this Section 5.3(c). A Vice Chair shall be selected annually in the following order of Board Members and continue to repeat in this order for the remainder of the existence of the Board of Directors:
 - Coconino County Board Member (Vice Chair 2023)
 - Northern Arizona University Board Member (Vice Chair 2024)
 - City of Flagstaff Board Member (Vice Chair 2025)
 - Coconino County Community College District Board Member (Vice Chair 2026)
 - Repeat in order
- (d) *Vacancies.* At the completion of a full term, or in the event of a vacancy in the position of Chair, the Vice Chair shall ascend to the position of Chair. In the event of a vacancy in the position of Vice Chair, the Board shall entertain nominations from the Board Members to fill any such vacancies for the term or the remainder of the term, as may be appropriate. The selection of a Vice Chair to complete a term under this Section shall not change the Order of Rotation for subsequent terms.
- (e) *Continuity Extension.* The Board, acting in its sole discretion, may extend the term of the Chair and Vice Chair for a subsequent year, provided, however, that no Chair or Vice Chair shall serve more than two (2) full sequential terms. In the event of such an extension, the order of rotation under Section 5.3(c) above will resume at the end of the extended terms.

SECTION 5.4 Absence or Disability of Chair. In the absence or disability of the Chair, (1) the Vice Chair of the Board, or (2) an alternate Board Member selected in order of their tenure as Board Members of the Board, shall perform all duties of the Presiding Officer. When so acting, the Vice Chair or alternate Board Member shall have all powers of, and be subject to all restrictions on, the Presiding Officer. The said Vice Chair or alternate Board Member shall have such other powers and perform such other duties as the Board Members, or the bylaws may prescribe.

SECTION 5.5 Indemnification. Each Officer of the Authority shall be defended by the Authority against any action, suit or proceeding arising from an act or omission alleged to have been committed by such officer within the scope of the individual's official capacity with the Authority to the full extent allowed by applicable law.

SECTION 5.6 Compensation. Board Members shall be allowed such necessary travel and other expenses incurred in the performance of their duties as authorized by the Board.

SECTION 5.7 Other Officers and Employees. The CEO and General Manager, and Treasurer shall be appointed by the Board. All other officers and employees shall be appointed by, and serve at the pleasure of, the CEO and General Manager. All instructions, demands, or direction to Authority employees shall be made by the Board to the CEO and General Manager. Nothing cited in either the law or these Rules of Procedure shall be deemed to provide for or contain any language authorizing an individual Board Member to instruct, direct, or make demands, specifically or by innuendo, of any person employed by the Authority.

ARTICLE VI - MEETINGS OF THE BOARD

SECTION 6.1 Regular Meetings of Board. Regular meetings of the Board shall be held at least monthly, or as otherwise directed by the Board. Meetings shall be held at a place and time designated by the Board in the notice of meeting.

SECTION 6.2 Special Meetings. The Presiding Officer of the body may call a special meeting of the Board for any lawful purpose at any time.

SECTION 6.3 Notice Requirements for Meetings. Notice of meetings and an agenda of the items to be discussed shall be provided to the members of the body and the public as provided in the Arizona Open Meeting Law, A.R.S. §38-431 et seq. Additional notice may be provided as the Board deems advisable. At least twenty-four hours before each meeting, the clerk shall cause the final agenda for the meeting to be posted in accordance with the Arizona Open Meeting Laws and distributed to each member and member of the public requesting the agenda in writing.

SECTION 6.4 Agenda Items. Only those items listed on the agenda, as posted pursuant to Section 6.3, may be considered and acted upon at the meeting.

SECTION 6.5 Quorum. A majority of Board Members entitled to vote shall constitute a quorum for the transaction of business at any meeting.

SECTION 6.6 Attendance. The effectiveness of the Board is directly related to the regular participation of each Board representative in each and all regular and special meetings. Board Members are expected to be present at all regularly scheduled meetings and be prepared to discuss and consider the items on the agenda. As a courtesy to other members, Board Members shall notify the clerk at the earliest possible time if they will be unable to attend any meeting, indicating the reason(s) for their non-attendance at such meeting. In the event that a Board Member has a pattern of absences (3 or more in a calendar year), the Presiding Officer may contact the respective Agency to make them aware of the situation.

SECTION 6.7 Attendance by Technological Means. Board Members, including an Agency's alternative representatives, 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.

SECTION 6.8 Order of Business. The order of business for all meetings will be established by the CEO and General Manager in consultation with the Presiding Officer. The order of business, as set forth in the agenda, may be subject to change. Members of the Board may submit to the CEO and General Manager, at least ten (10) days before the date of any regularly scheduled meeting, and forty-eight (48) hours before the date of any special meeting, requests for items to be placed on the agenda.

SECTION 6.9 Minutes of Meetings. Minutes of meetings will record only formal actions taken by the Board, a summary of important reports and discussions, and all other information required by Arizona's Open Meeting Law, A.R.S. §38-431 et seq. Members may request that specific comments be included in the minutes. The clerk shall furnish the prior meeting's minutes to Board for review prior to the next meeting. Minutes of each meeting shall be approved by the Board Members at the next regularly scheduled meeting.

SECTION 6.10 Conduct of Meetings. In all matters not addressed by these Rules of Procedure or Arizona law, meetings of the Board may be governed by Robert's Rules of Order.

ARTICLE VII- VOTING PROCEDURES FOR THE BOARD

SECTION 7.1 Manner of Casting Votes. Voting may be by voice or ballot at the discretion of the Presiding Officer.

SECTION 7.2 Voting Rights of Agencies. Each Board Member appointed pursuant to Article 4 of these Rules (including the Chair) shall be entitled to cast one vote on each matter submitted to a vote of the Board, respectively. Other elected officials, staff members, and citizens may attend public meetings and participate as provided by law but shall not be permitted to vote.

SECTION 7.3 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 body, unless the vote of a greater number is required by Arizona law or these Rules of Procedure.

SECTION 7.4 Alternate Members of Board. Alternate representatives to the Board shall be appointed as provided herein and shall be authorized to attend Board meetings. Alternate Members shall vote on all issues coming before the Board in the event that the regular representative is unable to attend a meeting or has a declared conflict of interest as provided in the Code of Conduct. Each Agency shall appoint a single Board alternate, and such alternate may be changed from time to time with prior written notice to Board and clerk.

ARTICLE VIII – EXECUTIVE SESSIONS

SECTION 8.1 Scheduling. The Board, upon a majority vote, may hold closed executive sessions during a regular, special, or emergency meeting after the presiding officer has identified the authorization under A.R.S. § 38-431.03 for holding such executive session.

SECTION 8.2 Notice. The subject of the executive session must be noticed on the agenda.

SECTION 8.3 Minutes of Meetings. Minutes of executive sessions shall be kept in the same manner as minutes of regular meetings, except that content and materials, the disclosure of which is inconsistent with the purpose for which an executive session is authorized to be held, may be excluded from the recorded minutes.

SECTION 8.4 Alternative Representatives. An Agency's alternative representative to the Board shall be permitted to attend all executive sessions.

ARTICLE IX - TRANSIT ADVISORY COMMITTEE

SECTION 9.1 Members. The Transit Advisory Committee ("TAC") shall consist of the Coconino County Manager or designee; a Coconino County citizen appointed by the Board of Supervisors; Flagstaff City Manager or designee; a Flagstaff citizen appointed by the City Council; Northern Arizona University Vice-President of Administration or designee; the Coconino County Community College District Vice-President or designee; the Executive Director¹ of the Flagstaff Metropolitan Planning Organization ("MetroPlan"), or designee; the Student Senate President from Northern Arizona University or designee; the Student Senate President from Coconino County Community College or designee; and at the discretion of the Board, a representative of a business or economic development association. Additional guest members from surrounding communities may be invited by the TAC Chair as needed to hold meaningful regional discussions. Such invitations are intended to be for a temporary period as necessary for the particular topic. The Student Senate Presidents and guest members shall be ex-officio, non-voting members.²

SECTION 9.2 Terms of Office of Citizen Members; Business or Economic Development Association Representative. Citizen members, and the representative of a business or economic development association, shall serve for terms of three years each.

SECTION 9.3 Responsibilities. The TAC shall have the duties and responsibilities provided in the Restated Master IGA and in such position descriptions and policy handbooks as are reviewed by the TAC and approved by the Board.

¹ Section 11.1 of the Restated Master IGA dated July 1, 2013 ("Master IGA"), refers to the "Manager" of the Flagstaff Metropolitan Planning Organization. The "Manager" is now the "Executive Director".

² Section 11.1 of "Master IGA", provides that the Student Senate President of each Member university or college shall be ex-officio, non-voting members of the Transit Advisory Committee ("TAC"). The intent of the parties to the Master IGA was to provide a non-voting seat on the TAC to the head of the student organization at each Member university or college. Since the Master IGA was signed, it has come to NAIPTA's attention that at Northern Arizona University, the equivalent position to Student Senate President is the Associated Students of NAU ("ASNAU") President, and at Coconino County Community College is the Student Body President. Accordingly, the students occupying these positions will fill the positions accorded to the president of the student senate.

SECTION 9.4 Officers. The officers of the TAC shall consist of a Chair and Vice Chair. The Chair and Vice Chair must be voting members of the TAC.

SECTION 9.5 Duties of Officers.

- (a) *Chair.* The Chair shall: 1) act as Presiding Officer 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.

SECTION 9.6 Term, Rotation, and Vacancies of Officers.

- (a) *Terms.* The term of the Chair and Vice Chair positions shall be for a period of one (1) year, commencing on January 1 and ending on the following December 30. In the event of an unexpected mid-term vacancy, the replacement Officer, determined in accordance with this Section 9.6(d), shall serve the remainder of the term.
- (b) *Order of Ascension.* Elected Officers shall serve for two (2) consecutive terms: first as the Vice Chair, and then as the Chair. The Vice Chair shall be selected before January 1 of each year and take office effective January 1.
- (c) *Order of Rotation.* Starting January 1, 2023, the Chair of the TAC shall be the TAC Member from Northern Arizona University Vice-President, or their designee and the Vice Chair of the TAC shall be the Flagstaff City Manager or designee. Each subsequent year the Vice Chair shall ascend in accordance with this Section 9.6(b). A Vice Chair shall be selected annually in the following order of TAC Members and continue to repeat in this order for the remainder of the existence of the TAC:
 - Flagstaff City Manager or designee (2023)
 - Coconino County Community College District Vice-President or designee (2024)
 - Coconino County Manager or designee (2025)
 - Executive Director of the Flagstaff Metropolitan Planning Organization (“MetroPlan”) (2026)
 - Northern Arizona University Vice-President of Administration or designee (2027)
 - Repeat in order
- (d) *Vacancies.* At the completion of a full term, or in the event of a vacancy in the position of Chair, the Vice Chair shall ascend to the position of Chair. In the event of a vacancy in the position of Vice Chair, the TAC shall entertain nominations from the TAC Members to fill any such vacancies for the term or the remainder of the term, as may be appropriate. The selection

of a Vice Chair to complete a term under this Section shall not change the Order of Rotation for subsequent terms.

SECTION 9.7 Regular Meetings. Regular meetings of the TAC shall be held at least monthly, or as otherwise determined by the TAC. TAC meetings shall be held at a place and time designated by the TAC in the notice of meeting.

SECTION 9.8 Alternate Members of the TAC. Alternate representatives to the TAC shall be appointed as provided herein and shall be authorized to attend TAC meetings. Alternate TAC representatives shall vote on all issues coming before the body in the event that the regular representative is unable to attend a meeting or has a declared conflict of interest as provided in the Code of Conduct. Each Agency shall appoint a single TAC alternate, and such alternate may be changed from time to time with prior written notice to the TAC and clerk.

ARTICLE X- MEMBER CONDUCT

Members of the Board and TAC shall be governed by a Code of Conduct adopted by the Board and attached hereto as Addendum A. The Code of Conduct may be amended or repealed by the approval of a majority of the Board Members.

ARTICLE XI - AMENDMENTS

New bylaws may be adopted, or these bylaws may be amended or repealed by the approval of a majority of all the Board Members, provided, however, that any provision of these bylaws that requires the vote of a larger proportion of the Board 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 17th, day of August, 2022.

ADDENDUM A

**NORTHERN ARIZONA INTERGOVERNMENTAL PUBLIC TRANSPORTATION
AUTHORITY (“NAIPTA”) CODE OF CONDUCT**

[See following pages]