



RULES OF PROCEDURE

OF

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

Adopted November 19, 2025

TABLE OF CONTENTS

	Page
ARTICLE I - STATEMENT OF PURPOSE	1
SECTION 1.1 General Purposes	1
SECTION 1.2 Conflict with Law	1
ARTICLE II - DEFINITIONS	1
ARTICLE III - POWERS AND DUTIES OF THE BOARD OF DIRECTORS.....	2
ARTICLE IV – BOARD OF DIRECTOR MEMBERS.....	3
SECTION 4.1 Agencies and Board of Directors	4
SECTION 4.2 New Member Agencies	4
SECTION 4.3 Dues.....	4
SECTION 4.4 Resignation of Agency	4
ARTICLE V - OFFICERS.....	4
SECTION 5.1 Officers of the Authority	4
SECTION 5.2 Duties of Officers.	4
SECTION 5.3 Election and Re-election of Officers.....	4
SECTION 5.4 Absence or Disability of Chair.....	5
SECTION 5.5 Indemnification.....	6
SECTION 5.6 Compensation	6
SECTION 5.7 Other Officers and Employees.....	6

TABLE OF CONTENTS
(continued)

	Page
ARTICLE VI - MEETINGS OF THE BOARD	6
SECTION 6.1 Regular Meetings of Board.....	6
SECTION 6.2 Special Meetings	6
SECTION 6.3 Notice Requirements for Meetings.....	6
SECTION 6.4 Agenda Items	6
SECTION 6.5 Quorum.....	6
SECTION 6.6 Attendance.....	6
SECTION 6.7 Attendance by Technological Means.....	7
SECTION 6.8 Order of Business.....	7
SECTION 6.9 Minutes of Meetings.....	7
SECTION 6.10 Conduct of Meetings.....	7
ARTICLE VII - VOTING PROCEDURES FOR THE BOARD.....	7
SECTION 7.1 Manner of Casting Votes.....	7
SECTION 7.2 Voting.....	7
SECTION 7.3 Approval by Majority Vote	7
SECTION 7.4 Alternate Members of Board	7
ARTICLE VIII – EXECUTIVE SESSIONS.....	8
SECTION 8.1 Scheduling	8

TABLE OF CONTENTS
(continued)

	Page
SECTION 8.2 Notice	8
SECTION 8.3 Minutes of Meetings	8
SECTION 8.4 Alternative Representatives.....	8
ARTICLE IX - TRANSIT ADVISORY COMMITTEE.....	8
ARTICLE X – MEMBER CONDUCT.....	8
ARTICLE XI - AMENDMENTS	8

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 Northern Arizona Intergovernmental Public Transportation (“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 Restated 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 Restated Master IGA.

CEO and General Manager. CEO and General Manager means the Chief Executive Officer and General Manager of the Authority.

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, or a Board Committee, or the leader of a committee as otherwise provided for in the committee’s organizational structure.

Restated Master IGA. The Amended and Restated Master Intergovernmental Agreement effective September 12, 2025, as may be further amended.

Transit Advisory Committee. Transit Advisory Committee or TAC means the Committee created to advise the CEO and General Manager consisting of members as determined by the CEO and General Manager. The TAC is not a Board Committee

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, 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

The Transit Advisory Committee or TAC is not a Board committee but shall serve in an advisory role to the CEO and General Manager consistent with the Restated Master IGA. The members of the TAC shall be determined and appointed by the CEO and General Manager. Meeting of the TAC shall be scheduled and conducted for such purposes as determined by the CEO and General Manager.

ARTICLE X– MEMBER CONDUCT

Members of the Board 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 19th day of November, 2025.

ADDENDUM A

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

[See following pages]

4902-1661-2492 v3 [53963-1]

ADDENDUM A

NORTHERN ARIZONA INTERGOVERNMENTAL PUBLIC TRANSPORTATION AUTHORITY (“MOUNTAIN LINE”) CODE OF CONDUCT

This Mountain Line Code of Conduct is an addendum to the Mountain Line Rules of Procedure and shall be considered incorporated into such Rules of Procedure and the Mountain Line Personnel Policy Manual, as they may be amended from time to time. Capitalized terms not expressly defined herein shall have the same meaning ascribed to such terms as in the Rules of Procedure, unless the context clearly indicates otherwise.

Article I Public Records

Section 1 - Statement on Public Records

As a public body, Mountain Line is subject to Arizona’s public records law and must make available for public inspection public records, including but not limited to meeting agendas, minutes, e-mails, and other documents reflecting the official business of Mountain Line. Mountain Line, and each Board Member, Officer, TAC member, or employee of Mountain Line may have independent obligations to maintain and preserve any and all public records that are in the possession of that individual. Nothing in this Code of Conduct should be construed to create any obligation on Mountain Line greater than that imposed by law.

Section 2 - Roles

1. Mountain Line

Mountain Line as a public body recognizes the public’s right to inspect its public records, and through its staff maintain systems that facilitate access to public records. Mountain Line through its staff will respond to public records requests by gathering responsive records that are under Mountain Line’s control. Mountain Line will work to coordinate gathering records, not under Mountain Line’s control, from other custodians including Mountain Line’s Board Members, Officers, TAC members, and employees.

2. Individual Board Members, Officers, TAC Members, and Employees of Mountain Line

Mountain Line’s Board Members, Officers, TAC members and employees should be aware that:

- A. the public has a right to inspect public records;
- B. public records can be created on virtually any medium, including personal cell phone messages, e-mails, social media;
- C. Mountain Line’s Board Members, Officers, TAC members, and employees have an independent duty under the law to maintain and preserve public records in their custody.

In light of these realities, Mountain Line recommends its Board Members, Officers, TAC members, and employees

A. avoid using personal accounts (including personal cell phones, e-mail accounts, and social media accounts) for official or public business. By using official accounts only, public records are centralized in fewer locations which enhances the public's ability to access records and minimizes the burden on individual record custodians.

B. cooperate with Mountain Line staff in gathering and providing responsive records stored in personal accounts.

Article II Social Media

Section 1 - Policy of Social Media

Mountain Line recognizes that social media has become a ubiquitous feature of contemporary life and Mountain Line supports the use of social media to facilitate communications with constituents and engage in the community. To address the fast-changing landscape of the internet and the way residents communicate and obtain information online, Mountain Line and its officials may consider using social media tools to reach a broader audience. Mountain Line encourages the use of constructive social media to advance and further Mountain Line's goals and mission, where appropriate.

Mountain Line has an overriding interest and expectation in deciding what is "spoken" on its behalf on social media sites, however, and designates its CEO and General Manager or his or her designee to have exclusive authority to manage Mountain Line's official social media presence.

Section 2 - Individual Responsibility

1. Board Members, Officers, TAC members, and employees who choose to use social media to discuss Mountain Line business must take care in that usage. Board Members, Officers, TAC members, and employees should adhere to the following requirements:
 - All social media posting should clearly delineate between posts in a Board Member's, Officer's, TAC member's, or employee's personal capacity and in a public capacity. Mountain Line strongly recommends using separate accounts for personal and public posting.
 - Board Members, Officers, TAC members, and employees must avoid implying that their individual views are the official views of Mountain Line. If a Board Member, Officer, TAC member, or employee is using social media in his or her official capacity, they should include disclaimers when and if appropriate, such as: "The postings on this site are my own and do not reflect or represent the opinions of Mountain Line."
 - Posts made in a Board Member's, Officer's, TAC member's, or employee's official capacity should be preserved pursuant to Arizona's public records law.
 - If a Board Member, Officer, TAC member, or employee chooses to use social media for public purposes, that individual must take care not to block critics or individuals expressing differing points of view and should not delete comments or responses of either themselves, or of others.

- Board Members and TAC members must take care to avoid creating a quorum in a nontraditional forum (such as joining the same group on a networking site or other technology enabled forum).

Section 3 - Social Media Usage During Meetings

It is the policy of Mountain Line to prohibit the usage of social media by Board Members, Officers, TAC members, or employees of Mountain Line during duly noticed and agendaized meetings and work sessions. The purpose of this policy is to ensure that consideration and deliberation of Mountain Line business occurs in a public meeting and that public input relating to matters under Mountain Line's consideration is publicly received by all members on equal terms.

Article III Conflicts of Interest

Section 1 - Definitions

1. **Financial Interest.** A person has a financial interest if the person enters or proposes to enter into a transaction with Mountain Line, or such person has, directly or indirectly, through business, investment or family:

A. an ownership or investment interest in any entity with which Mountain Line has a transaction or arrangement, or

B. a compensation arrangement (which shall include any employment or independent contractor arrangement) with Mountain Line, or any entity or individual with which Mountain Line has a transaction or compensation arrangement, or

C. a potential ownership or investment interest in, or compensation arrangement with, Mountain Line or with any entity or individual with which Mountain Line is negotiating a transaction or compensation arrangement.

A compensation arrangement includes any arrangement pursuant to which any direct and indirect remuneration passes to or from Mountain Line.

2. **Interested Person.** Any Board Member, Officer, or representative of a committee with voting powers, who has a direct or indirect "financial interest", as defined above, is an "interested person".

Section 2 - Procedures

1. Approval Requirement

All transactions or compensation arrangements in which an interested person has a financial interest shall be disclosed and subject to the approval of the Board; provided, however, that no such disclosure or approval is required for (1) contributions, donations or other support given to Mountain Line in support of its mission for no consideration (except recognition, acknowledgment and other courtesies routinely extended to similarly situated donors), or (2) the purchase of goods or services from Mountain Line on the same terms and conditions as are made available by Mountain Line to the general public, or (3) any transaction or compensation arrangement that would, if the interested person

were a "public officer" and Mountain Line were a "public agency", constitute a "remote interest", as each such term is defined in A.R.S. § 38-502 (governing conflicts of interest of public officers).

2. Duty to Disclose

In connection with any transactions or compensation arrangements which are or may be subject to disclosure and approval as required herein, an interested person must disclose in writing the existence and nature of his or her financial interest to the Presiding Officer of the Board or committee, who shall then bring the matter before the Board and General Counsel. The existence and nature of the financial interest of the interested person shall be disclosed to the Board or committee considering the proposed transaction or compensation arrangement.

3. Determining Whether a Conflict of Interest Exists

After written disclosure of the financial interest, Mountain Line's General Counsel shall make a determination of whether a conflict of interest exists and report the determination to the CEO and Presiding Officer of the Board or committee prior to any discussion or action on the transaction or compensation arrangement by the body. In the event of a disclosure of a financial interest during a meeting, Mountain Line's General Counsel shall determine whether a conflict of interest exists prior to the discussion or action of the transaction or compensation agreement. In the event a conflict of interest is found, the conflicted Board Member or committee member shall refrain from discussing or voting on the transaction or compensation agreement.

4. Procedures for Addressing the Conflict of Interest

If a conflict of interest is determined to exist, the Board or committee shall, after consideration of whether there are alternatives to the proposed transaction or compensation arrangement and whether Mountain Line can obtain a more advantageous transaction or compensation arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest, determine by a majority vote of the disinterested Board Members or committee members present and voting at the meeting (including the alternative representative for the interested party, if applicable) whether the transaction or compensation arrangement is in Mountain Line's best interest and for its own benefit, whether the transaction or project is fair and reasonable to Mountain Line, and the Board or committee shall make its decision as to whether to enter into the transaction or compensation arrangement in conformity with such determination.

Section 3 - Records of Proceedings

The minutes of Board, Board Committee, or TAC meetings, as applicable, shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and the General Counsel's determination of whether a conflict of interest exists.

2. The names of the persons who were present for discussions and votes relating to the transaction or compensation agreement, the content of the discussion, including any alternatives to the proposed transaction or compensation arrangement or opportunity project, and a record of any votes taken in connection therewith.

Section 4 - Annual Statements

Each Board Member, Officer and TAC member shall, upon assuming their role with Mountain Line, sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy.

Article IV Representing Mountain Line

Section 1 – Code of Conduct

It is expected that every Board and TAC member will aspire to develop a culture of excellence and adhere to the following code of conduct:

1. Recognize the worth of fellow Board or committee members and appreciate their individual perspectives, backgrounds, and contributions;
2. Uphold the strategic goals and priorities of Mountain Line, and help the Authority develop a culture of risk-taking and innovation;
3. Understand and work towards what is in the best interest of the greater Authority region, even when the regional interest must sometimes be balanced with local considerations;
4. Treat fellow Board Members, TAC members, Mountain Line staff, and members of the public with respect and professionalism even when legitimate disagreements over policy and process might arise;
5. Conduct public affairs with honesty, integrity, fairness, and respect for others;
6. Represent the adopted positions of Mountain Line when communicating on behalf of Mountain Line;
7. Communicate any real or perceived conflicts of interest to the Presiding Officer and Mountain Line's CEO and General Manager;
8. Make attendance at all meetings of the Board or TAC, and any applicable committees, a high priority. Come to Mountain Line meetings prepared to discuss the issues and business on the agenda.
9. Recognize that every Board Member, TAC member, and staff member represents the diversity of the region and has the right to freedom from all forms of discrimination and harassment in their association with Mountain Line;
10. Avoid and discourage conduct that is divisive or harmful to Mountain Line and the region.

11. Always consider that as a Board or TAC member, your actions and communications will reflect upon Mountain Line, whether at Mountain Line meetings and events, or when engaging the community professionally and privately.

12. Clearly delineate between Mountain Line's messages to the public and personal views and opinions. When sharing opinions or materials with members of the public, Board and committee members should consider expressing orally or inserting a disclaimer in written communications to the effect that their opinions, posts, communications, etc., reflect only their own personal beliefs and do not reflect the opinion of Mountain Line.

Article V Mountain Line Meeting Decorum and Order

Section 1 – Decorum and Order

The Presiding Officer shall preserve decorum and decide all questions of order, subject to appeal to the body, as follows:

1. During public meetings, Board Members and TAC members (for the purposes of this Article V, each shall be referred to as a "Member") shall preserve order and decorum and shall not delay or interrupt the proceedings or refuse to obey the orders of the Presiding Officer or the Rules of Procedure. Every Member desiring to speak shall address the Presiding Officer, and upon recognition by the Presiding Officer shall confine all comments to the question under debate and shall avoid all personalities and indecorous language. Once recognized, a Member shall not be interrupted while speaking unless called to order by the Presiding Officer or unless a point of order is raised by another Member. If a Member is called to order while speaking, the Member shall immediately cease speaking until the question of order is determined. If ruled to be not in order, the Member shall remain silent or shall alter all remarks so as to comply with the Rules of Procedure. If the Presiding Officer fails to act, any Member may move to require the Presiding Officer to enforce the rules, and the affirmative vote of the majority of the body shall require the Presiding Officer to act.

2. The Presiding Officer shall have the authority to preserve decorum in meetings. Any remarks shall be addressed to the Presiding Officer and to any or all Members. Without permission from the Presiding Officer, no staff member, other than the staff member who has the floor, shall enter into any discussion, either directly or indirectly.

3. All persons attending meetings shall observe the same rules of propriety, decorum, and good conduct applicable to Members. Any person making personal, impertinent, or slanderous remarks, or who becomes boisterous while addressing the body or while attending the meeting, shall be removed from the room if so directed by the Presiding Officer. Unauthorized remarks from the audience, stomping of feet, whistles, yells, or similar demonstrations shall not be permitted by the Presiding Officer, who shall direct the removal of such offenders from the room. Should the Presiding Officer fail to act, any member of the body may move to require the Presiding Officer to enforce the rules, and the affirmative vote of the majority of the body shall require the Presiding Officer to act. Any members of the public desiring to address the body shall be recognized by the Presiding Officer, shall state their name and city of residence in an audible tone for the record, and shall limit their remarks to the questions under discussion. Any remarks shall be addressed to the Presiding Officer and to any or all Members.

4. Any Member may appeal a ruling of the Presiding Officer to the body. If the appeal is seconded, the Member making the appeal may briefly state the reason for the same, and the Presiding Officer may briefly explain the ruling, but there shall be no debate on the appeal, and no other Member shall participate in the discussion. The Presiding Officer shall then ask the question, "Shall the decision of the Chair be sustained?" If the majority of the body present vote "Aye," the ruling of the Presiding Officer is sustained; otherwise, it is overruled.

5. Without permission of the Presiding Officer, no Member of the body or member of the public shall be allowed to speak more than once upon any one subject until all Members have had an opportunity to speak, nor for a longer time than five (5) minutes. Citizen groups shall be represented in presentation to the body by one of the group's members.