

**BYLAWS
OF
FLAGSTAFF METROPOLITAN PLANNING ORGANIZATION
an Arizona Non-Profit Corporation**

**Article 1
Place of Business and Corporate Seal**

1.1 Principal Place of Business

The known place of business of Flagstaff Metropolitan Planning Organization (FMPO) is 6 E Aspen Ave, Suite 200, Flagstaff, Arizona 86001.

1.2 Other Places of Business

The corporation may also have places of business at such other locations, within the State of Arizona, as the business of the corporation may require, and as the Board of Directors may from time to time designate. The business of the corporation, as authorized in accordance with these Bylaws, may be transacted at such other offices with the same effect as if conducted at the principal office.

1.3 Change of Known Place of Business

The Board of Directors may change the corporation's known place of business from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless, if any instance of corporate seal be used, the same shall be a circle having on the circumference thereof, Flagstaff Metropolitan Planning Organization, and in the center May 9, 2019.

**Article 2
Purpose**

2.1 The purpose of the organization is to satisfy the Amended and Restated Intergovernmental Agreement ("Master IGA") regarding the Flagstaff Metropolitan Planning Organization (FMPO) dated September 18, 2018, as may be further amended and restated from time to time. These Bylaws supplement the Master IGA by providing direction on how the FMPO will conduct business. In any situation where there is an inconsistency between the Master IGA and the Bylaws, the Master IGA shall control.

2.2 The approximate 525 square mile area covered by the FMPO includes Bellemont on the west, Kachina Village and Mountaineer on the south, Winona on the east, and San Francisco Peaks on the north. Owned and regulated lands include those owned by private parties, the City of Flagstaff (Flagstaff), Coconino County (County), State of Arizona (State), Northern Arizona University (NAU), United States National Forest and Park Services, and the Arizona National Guard.

Article 3

Membership/Executive Board of Directors (“Executive Board”)

3.1 Members

Flagstaff Metropolitan Planning Organization does have members, namely the parties to the Master IGA.

3.2 Executive Board

The Executive Board acts as a policy body, coordinating and directing transportation planning, implementation, and related activities within the FMPO boundary. The business and affairs of the corporation shall be managed by the Executive Board which may exercise all such powers of the corporation and do all such lawful acts for the benefit of the corporation as are permissible by the Articles of Incorporation, these Bylaws, the Master IGA, and Arizona law, considered together. (See Exhibit A)

3.3 Executive Board Membership

The FMPO Executive Board consists of seven voting seats as follows:

- 3 members of the Flagstaff City Council
- 2 members of the Coconino County Board of Supervisors
- 1 member of the State Transportation Board or their designee
- 1 member appointed by the NAIPTA Board of Directors

3.4 Requirements of Executive Board Voting Members

3.4.1 To be a voting member of the Executive Board, a person must be a duly elected or appointed member of one of the listed governing bodies or be a member of the Arizona State Transportation Board or their designee. Each local government unit and the State Transportation Board shall designate the person or persons among its duly elected or appointed members that shall serve as primary member(s) of the FMPO Executive Board.

3.4.2 At its discretion, the City, County or State may select an alternate who is a duly elected or appointed member of the respective governing body. The State Transportation Board

member may appoint an ADOT official as a designated alternate. Designated alternates may serve when the primary member(s) is not available. The alternate will have the same voting power and duties of the primary member, except when replacing the chair in which case the duties of chair shall be assumed by the vice-chair.

3.4.3 Any member who for any reason shall no longer be a member of the voting entity shall no longer be eligible to serve on the Executive Board and another member shall be appointed by the appropriate voting entity.

3.4.4 Any member may resign his or her office at any time. Such resignation shall be made in writing and will take effect at any time prior to the next annual meeting of the Board.

3.4.5 The Executive Board Members shall not receive any compensation for their services as Board Members.

3.4.6 The City, County, and NAIPTA will each contribute \$5,000 annually per voting member of the Executive Board. The State Transportation Board is excluded from this requirement.

3.5 Executive Board Responsibilities

The FMPO Executive Board is responsible for all actions, agreements, and functions to be carried out by the Flagstaff Metropolitan Planning Organization, including but not limited to:

3.5.1 Serving in a review capacity to ensure that all federal and state assisted development projects are consistent with integrated regional transportation plans and programs;

3.5.2 Accepting contributions and grants-in-aid.

3.5.3 Contracting with the Federal Government for planning assistance and other transportation-related planning projects, products, and services.

3.5.4 Establishing and maintaining policy-level relations and positions, including those regarding proposed legislation with local, regional, state and federal policy organizations.

3.5.5 Other products that are deemed essential may be authorized by the Executive Board, and specified in the Unified Planning Work Program (UPWP).

Article 4 **Meetings of the Executive Board**

4.1 The FMPO Executive Board shall follow the Open Meeting Laws of Arizona.

4.2 Parliamentary procedure at all meetings shall be governed by Robert's Rules of Order, except as otherwise modified herein or unless the rules are suspended by a majority of the voting quorum.

4.3 Place of Meetings

Meetings of the Executive Board, regular or special, will be held within the State of Arizona at a place designated by the Executive Board which is reasonable, considering the circumstances of all Members of the Board and the needs of the corporation. Each such meeting shall be personally attended by all participating Members, except that a meeting by telephone or video conference, or similar communication method, is permissible provided that no Board Member objects to such a meeting and all persons participating in the meeting can hear each other, including the public in attendance. Participation in a meeting through such telephone or video communication shall constitute presence in person at such meeting for all purposes, including voting.

4.4 Initial Meeting of Board of Directors

The first meeting of the Board of Directors, subsequent to the filing of the Articles of Incorporation, shall be held at such time and place as shall be designated by a majority of the Board of Directors (hereafter entitled "Executive Board" members) named in the Articles and in satisfaction of Open Meeting Law. As the entity has existed prior under the Master IGA, no specific organizational requirements shall apply.

4.5 Regular Meetings of the Executive Board

Regular meetings of the Executive Board may be set by the Board and held upon such notice and at such time and at such place determined by the Board, in satisfaction of Open Meeting Law, but in no event shall there be less than four meetings of the Executive Board in one year. The notices of the meetings shall take the form of agendas posted in accordance with Arizona Open Meeting Law

4.6 Special Meetings of Executive Board

Special meetings of the Executive Board may be called by the chairman, or any two Board Members, on one (1) day's written notice to each Board Member, delivered in person, or by mail, fax or e-mail, but only so long as an agenda is posted in satisfaction of Open Meeting Law. Any officer of the corporation may request a special meeting of the chairman or any two Board Members, which meeting shall be called at the chairman's or Board Member's sole discretion. A waiver of notice signed by a Board Member, either before or after the meeting, shall be equivalent to the giving of notice.

4.7 Attendance and Waiver

Attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting and waiver of the right to object to the transaction of any business because the meeting is not lawfully called or convened, except such waiver shall never apply to any violations of Open Meeting Law. Any Board Member may waive notice of any regular, annual or special meeting of Board Members by executing written waiver either before or after the time of meeting.

4.8 Executive Board Voting

Any conflict of interest must be stated prior to discussion of that particular agenda item. Each voting seat present will qualify as one vote. There is no weighted voting. The presence of a majority of voting members (four) is required to obtain quorum. Alternates in attendance count toward the establishment of a quorum. A majority of the voting quorum present will constitute passage. A tie is a failure to pass.

Article 5 **Notices**

5.1 Notice

Whenever, under the provisions of the statutes or of the Articles of Incorporation, or of these Bylaws, notice is required to be given to any Executive Board Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such Member at his or her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be delivered at the time when the same shall be deposited in the United States mail. Notice to Board Members may also be given by telegram, fax or e-mail and shall be deemed delivered when sent.

5.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of the statutes, or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All actions must still comply with Open Meeting Law.

Article 6 **Officers of the Corporation**

6.1 Executive Board Officers

6.1.1 The members of the FMPO Executive Board shall elect a Chairperson and a Vice Chairperson. In the absence of the Executive Board Chair, or upon her/his inability to act or serve,

the Vice Chairperson shall have the powers of the Chairperson. The Chairperson and Vice Chairperson will serve without compensation and shall serve for a period of one year. The Executive Board may reappoint members to additional terms as Chairperson or Vice Chairperson, except that a person may not serve in these positions for more than three consecutive years.

6.1.2 The Executive Board Chairperson shall be able to vote on all matters before the FMPO Executive Board. She/he shall sign, on behalf of the FMPO, all documents requiring signatures. The FMPO Executive Board may delegate to the FMPO Executive Director such signature authority it deems appropriate and/or necessary.

6.1.3 Officers will be seated in the first month of the fiscal year or as soon thereafter as practical. When the Chairperson position is vacated, the Vice Chairperson assumes the position of Chairperson and the Executive Board must then elect another Vice Chairperson.

6.1.4 It is generally preferred, but not required, for the Chairperson and Vice Chairperson to be from two different jurisdictions.

6.2 Executive Director/Staff

The corporation may employ, or contract with, an Executive Director, who shall have general direction of and supervision over the day to day affairs of the corporation. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the Executive Board may assign. These authorities include but are not limited to, signing the Work Program agreement, making administrative modifications to the Unified Planning Work Program (UPWP), Transportation Improvement Plan (TIP), Disadvantaged Business Enterprise Plan (DBE) and Title VI plan as per the Work Program Agreement with ADOT. The Executive Board may also establish such other positions of employment as it deems desirable from time to time and shall fix the compensation for all such positions.

6.3 Additional Officers

In addition to the positions identified above, the Executive Board may appoint such other officers and agents of the corporation as it shall deem necessary in its sole discretion who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Executive Board.

6.4 Statutory Agent

The Statutory Agent upon whom process against the corporation may be served shall be in charge of the corporation's registered office in the State of Arizona and shall perform all duties required by said agent by statute.

Article 7 **Committees**

7.1 Management Committee

7.1.1 The Management Committee has authority to advise the FMPO Executive Director and the Executive Board. The primary area of emphasis is on the policy direction of the Management Committee Members' respective jurisdictions and any bearing such direction has on the development of the FMPO work program or its implementation.

7.1.2 Management Committee Membership

The FMPO's Management Committee consists of the Flagstaff City Manager, the Coconino County Manager, the ADOT District Engineer, the NAIPTA chief executive officer (CEO), and a member of the President's office of NAU, or their respective designated alternates.

7.1.3 Management Committee Meetings

The Management Committee may meet as it deems appropriate to review the FMPO Executive Board agenda and to provide input or advice to FMPO staff and/or the Executive Board.

7.1.4 Management Committee meetings are not subject to the Open Meeting Law of Arizona as the committee cannot take action on behalf of the entity.

7.2 Technical Advisory Committee (TAC)

The TAC has authority and primary responsibility to conduct technical reviews and analyses regarding all work activities of the UPWP, and any related issues as specified by the FMPO Executive Board, and to so advise the Executive Board and staff on appropriate actions to be taken.

The TAC works closely with the FMPO staff, providing guidance and direction for development of the annual UPWP/Budget and work activities defined therein.

Procedures and relevant positions of the Executive Board are applicable by reference to the TAC.

7.2.1 TAC Membership

The FMPO TAC is composed of technical and/or managerial staff representatives from each of the participating agencies. In addition, there may be one or more non-voting representatives, each from the Federal Highways Administration (FHWA) and Federal Transit Administration (FTA). Additional organizations may be added in the future by Executive Board directive for voting or non-voting status. Each non-voting member must be approved by her/his respective agency.

The FMPO TAC consists of nine voting seats and two non-voting seats as follows:

- 3 staff members of the City appointed by the Flagstaff City Manager – Voting
- 2 staff members of the County appointed by the Coconino County Manager – Voting
- 2 staff members of ADOT appointed by the District Engineer – Voting
- 1 staff member of NAU appointed by the President’s office – Voting
- 1 staff member of NAIPTA appointed by the NAIPTA CEO – Voting
- 1 staff member of FHWA – Non-voting
- 1 staff member of FTA – Non-voting

7.2.2 Requirements of TAC Voting Members

Members shall be appointed by the City Manager, County Manager, ADOT District Engineer, NAU President’s office, or NAIPTA CEO, as applicable.

The person in each of the above-named positions may, by a written statement to the Chairpersons of the Executive Board and the TAC, designate a regular alternate. Such alternate must have adequate technical ability to represent the agency.

7.2.3 TAC Voting

Any conflict of interest must be stated prior to discussion of that particular agenda item. Each voting seat present will qualify as one vote. There is no weighted voting. The presence of a majority of voting members (5) is required to obtain a quorum. A majority of the voting quorum present will constitute passage. A tie is a failure to pass.

7.2.4 TAC Officers

7.2.4.1 The TAC members shall elect a Chairperson and a Vice Chairperson of the TAC. Each shall serve without compensation and for a period of one year. Each position is renewable upon a vote of the TAC members, without restriction as to the number of terms served. In the absence of the Chairperson, or upon her/his inability to act or serve, the Vice Chairperson shall assume the duties of the Chairperson.

7.2.4.2 Elected officers of the TAC shall serve on a rotation basis, so that when the Chairperson’s position is vacated, the Vice Chairperson assumes the position of Chairperson. The TAC must then elect another TAC member to serve as Vice Chairperson.

7.2.4.3 It is generally preferred, but not required, for the Chairperson and Vice Chairperson to be from two different jurisdictions.

7.2.5 TAC Responsibilities

The FMPO TAC shall be responsible for: reviewing, studying, analyzing, and as appropriate, making recommendations to the FMPO Executive Board and staff on issues germane

to the FMPO; regularly reporting to the Executive Board on Technical Advisory Committee activity through the FMPO Executive Director.

7.2.6 TAC Meetings

The FMPO TAC shall follow the Open Meeting Law of Arizona.

Parliamentary procedure at all TAC meetings shall be governed by Robert's Rules of Order, except as otherwise modified herein or unless the Rules are suspended by a majority of the voting quorum.

The FMPO TAC shall meet at least four times per year and preferably monthly.

7.3 Other Special Committees

7.3.1 Special committees may be created by the FMPO Executive Board as deemed necessary. A special committee may be either an ad hoc committee for a specific work task or a standing committee for one or more work tasks. Any such special committee created by the Executive Board will be responsible to the Executive Board.

7.3.2 Special committees may be created by the TAC as deemed necessary. A special committee may be either an ad hoc committee for a specific work task or a standing committee for one or more work tasks. Any committee created by the TAC will be responsible to the TAC.

7.3.3 Special committees shall follow modified parliamentary procedures as defined in these Bylaws for the Executive Board and TAC. Special committees, unless membership consists exclusively of staff employees of the member jurisdictions, shall observe the Open Meeting Laws of Arizona.

Article 8 **Conflicts of Interest**

8.1 Purpose

The purpose of this conflict of interest policy is to satisfy Arizona conflict of interest laws and to protect this corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Arizona and federal laws governing conflict of interest applicable to nonprofit organizations.

8.2 Definitions

8.2.1 Interested Person

Any Director, officer, employee, or member of a committee with powers delegated from the Executive Board, who has a direct or indirect financial interest, as defined below, is an interested person.

8.2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

8.2.2.1 An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

8.2.2.2 A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

8.2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Board or a committee with delegated powers decides that a conflict of interest exists.

8.3 Procedures

8.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board and members of any committee with powers delegated by the Executive Board to consider the proposed transaction or arrangement.

8.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide if a conflict of interest exists.

8.3.3 Procedures for Addressing the Conflict of Interest

8.3.3.1 An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he or she shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

8.3.3.2 The chairperson of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

8.3.3.3 After exercising due diligence, the Executive Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

8.3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested Members or committee members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

8.3.4 Violations of the Conflicts of Interest Policy

8.3.4.1 If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the Member, officer, or employee of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

8.3.4.2 If, after hearing the Member's, officer's, or employee's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Records of Proceedings

The minutes of the Executive Board and all committees with delegated powers shall contain:

8.4.1 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, any action taken to determine whether a conflict of interest was present, and the Executive Board's or committee's decision as to whether a conflict of interest in fact existed.

8.4.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation

8.5.1 A voting member of the Executive Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that Member's compensation.

8.5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

8.5.3 No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.6 Annual Statements

Each Executive Board director, officer and member of a committee with powers delegated by the Executive Board shall each annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the corporation is non-profit and must engage in activities as set by the Master IGA.

8.7 Periodic Reviews

To ensure the corporation operates in a manner consistent with non-profit purposes, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

8.7.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

8.7.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further its purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 8.7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

Article 9

Contracts, Checks, Loans and Deposits

9.1 Contracts

In addition to the authority granted to the Chairman, the Executive Board may authorize the Executive Director and any additional officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name or on behalf of the corporation and such authority may be general or limited to specific transactions.

9.2 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by express, written resolution of the Executive Board. Such authority may be general or limited to specific transactions.

9.3 Checks, Drafts or Orders

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Chairman, the Executive Director, and/or such other officers of the corporation as shall be authorized by express, written resolution of the Executive Board.

9.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to credit of the corporation in such banks, trust companies or other depositories as the Executive Board may select.

9.5 Gifts

The Executive Board may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation. The Executive Board may not receive gifts for their own behalf from anyone.

9.6 Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Executive Board, the TAC, and any Committees that are subject to Open Meeting Law.

Article 10
Finances

10.1 Fiscal Year

The FMPO's fiscal year shall commence on July 1 of each year.

10.2 Audit

FMPO will conduct an annual audit.

Article 11
FMPO Staff

FMPO staff will follow appropriate personnel policies and procedures as adopted by the FMPO Board through IGAs or specific FMPO policies.

Article 12
Repeal, Alternation or Amendment

Except as provided herein, these Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted, at any time by a majority of the Executive Board.

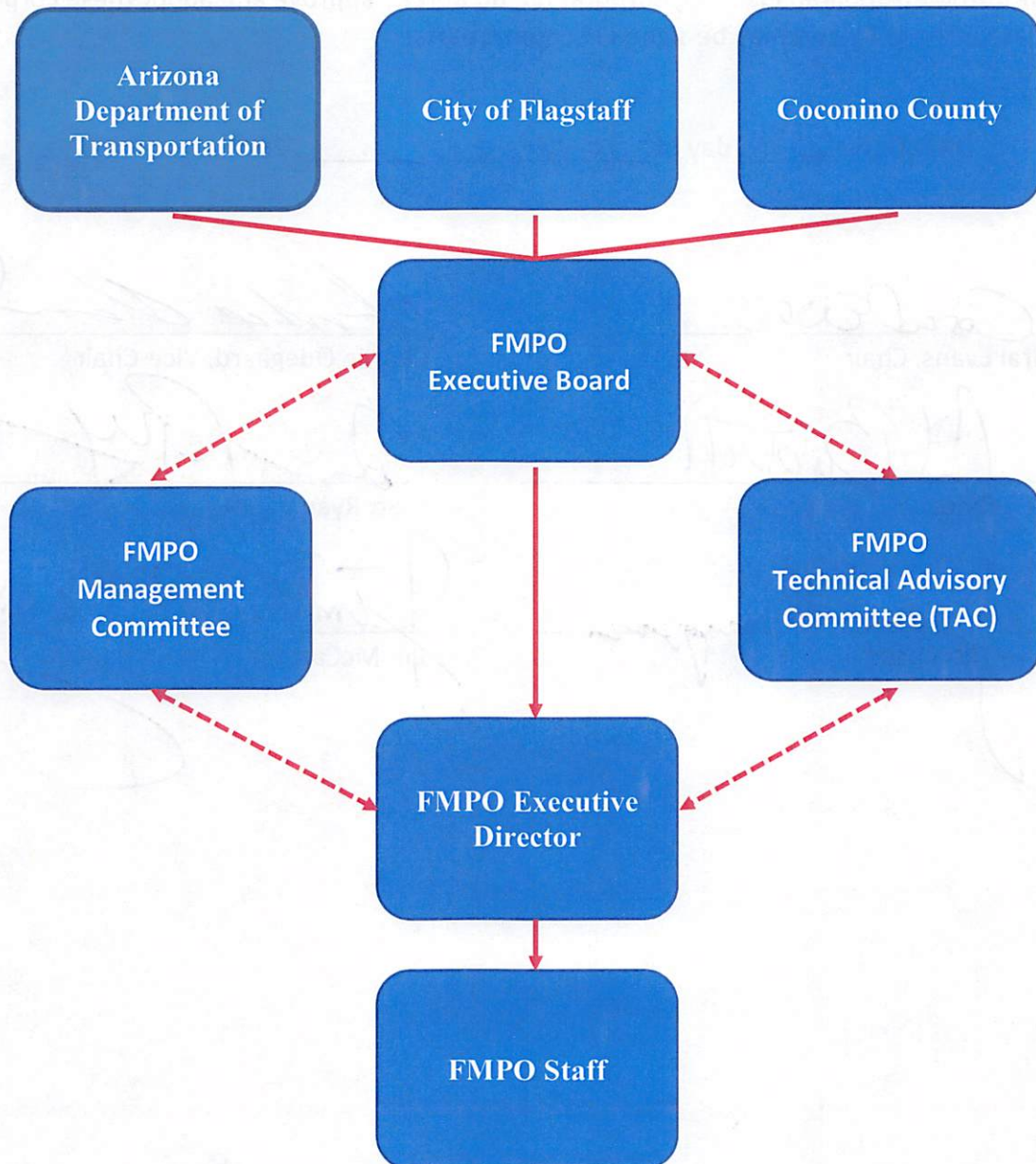
Article 13
Indemnification

The corporation shall indemnify all of its Members, Directors, and Officers and its former Members, Directors, and Officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Member(s), Director(s) or Officer(s) of the corporation, or of such other corporation, except, in relation to matters as to which and such Member, Director or Officer or former Member, Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under Bylaw, agreement, vote or otherwise. Nothing herein is intended to limit any right of indemnification or other right provided under A.R.S. §§ 10-3850 - 58.

Article 14
Arizona Law

Exhibit A


FLAGSTAFF METROPOLITAN PLANNING ORGANIZATION (FMPO)



These Bylaws were prepared and are adopted in accordance with the laws of the State of Arizona. In the event any part of these provisions at any time becomes contrary to such law, such provision shall be null and void. The remaining provisions not in conflict with such law shall have their full force and effect.

IN WITNESS WHEREOF, we, the members of the Executive Board of Directors of Flagstaff Metropolitan Planning Corporation, do hereby approve and adopt these corporate Bylaws. These Bylaws may be signed in counterparts.

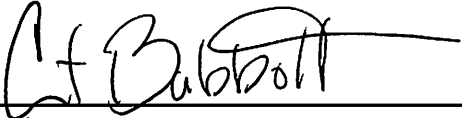
DATED this 5th day of February, 2020.



Coral Evans, Chair



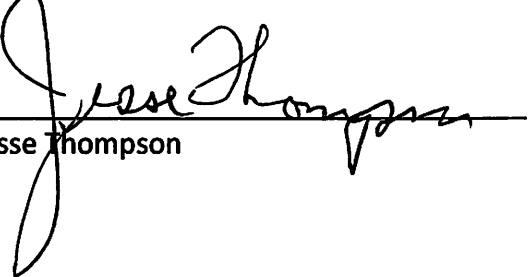
Charlie Odegaard, Vice-Chair



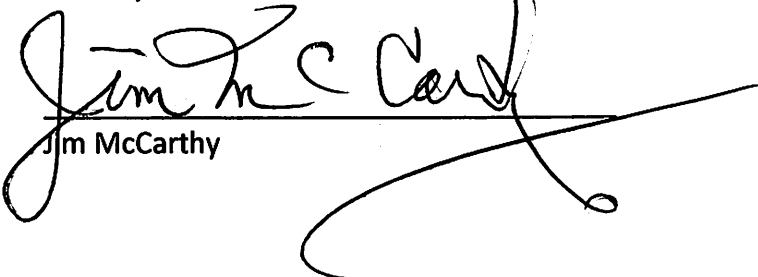
Art Babbott



Matt Ryan



Jesse Thompson



Jim McCarthy