

**CITY OF GOODYEAR
AUDIT COMMITTEE
BY-LAWS**

Article I – Name

The Audit Committee, herein after referred to as the “Committee”, is an advisory committee of the Goodyear City Council established by Ordinance No. 2025-1628.

Article II – Term of the Committee

The Committee is an advisory committee and shall be in existence until terminated by the City Council.

Article III – Powers and Duties

The purpose of the Committee is to advise City Council and City staff on matters relating to fulfilling its oversight responsibilities regarding the integrity of the city’s annual comprehensive financial statements, compliance with legal and regulatory requirements, effectiveness of the systems of internal controls, management of citywide risk environment, and the performance of internal and external auditors. Consistent with this function, the Audit Committee will endeavor to encourage continuous improvement of, and adherence to, city policies and procedures, and practices at all levels.

- A. Review the City Auditor’s audit plan annually and provide suggestions for the plan;
- B. Ensure that the City Auditor transmits audit reports to the Audit Committee and City Council. Audit reports will also be made available to the public;
- C. Monitor follow-up on reported findings to assure corrective action is taken by city management;
- D. Report to the City Council on areas of interest or concerns at such times as deemed appropriate;
- E. Assure that the audit functions are independent and performed to acceptable professional standards;
- F. At least annually meet with city’s external auditor to discuss the city’s annual comprehensive financial report and other applicable risk management and city financial concerns.

Article IV – Membership

Section 1: Number of Members.

The Audit Committee shall consist of three members of City Council and shall be voting members.

Section 2: Terms of Office. The terms of the Committee members shall be served in two-year terms and may be reappointed.

Section 3: Selection. All members of the Committee shall be appointed by the Mayor.

Section 4: Composition. The Committee shall consist of three Council members.

Section 5: Officers. The Committee shall include the following officers:

- A. Chair. The Committee shall select from amongst themselves a Chair at the first meeting of the members of the Committee. The Chair shall be a Goodyear Council member. The term of the Chair shall be two years. In the event the Chair resigns, becomes incapacitated, is removed from the Committee, no longer meets the qualifications for membership on the Committee and/or is unable to perform the duties of the office, the Members shall select another member of the Committee as Chair. The duties of the Chair shall include:
 - a. establishing a regular meeting schedule; and
 - b. determining the agenda for meetings after consultation with City staff designated by the Council to assist the Committee with its work; and
 - c. presiding over Committee meetings, including deciding upon all points of order and/or procedure; and
 - d. reviewing with department staff the agenda items for future Committee meetings; and
 - e. considering other such matters and concerns of the Committee as set forth in these By-Laws or as otherwise directed by the City Council.
- B. Vice-Chair. The Committee shall appoint a Vice-Chair at the time of the first meeting of the members of the Committee. The Vice-Chair shall be a Goodyear Council member. The term of the Vice Chair shall be two years. In the event the Vice-Chair resigns, becomes incapacitated, is removed from the Committee, no longer meets the qualifications for membership on the Committee and/or is unable to perform the duties of the office, the Members shall select

another member of the Committee as Vice-Chair. In addition to such other duties, if any, as may evolve upon the Vice-Chair by virtue of the office, or as assigned by the Chair, the Vice-Chair shall preside over meeting of the Committee and shall perform the duties of the Chair in the absence of the Chair.

- C. Secretary. The City Manager or his/her designee shall appoint a staff member to serve as Secretary and staff to the Committee. The duties of the Secretary shall include:
- a. preparing agendas for each meeting of the Committee that includes the various matters of business to be considered; and
 - b. ensuring that copies of agendas are duly posted in accordance with Arizona's open meeting laws, as they may be amended from time to time; and
 - c. taking all minutes of all meetings of the Committee, which minutes shall be in summary form; and
 - d. except for documents maintained by the City Clerk, maintaining all records and documentation of the Committee; and
 - e. advising on matters of parliamentary procedures when such issues arise during meetings of the Committee.
- D. Legal Representation. The City Attorney, or designee, shall provide legal representation and advice to the Committee as necessary.

Section 6: Staff. City Manager, or designee, may designate additional City staff and/or outside consultants to assist the Committee in its work.

Section 7: Vacancies. A vacancy on the Committee shall be deemed to have occurred upon the following events: member's incapacitation or resignation; removal of a member by City Council; and/or member's circumstances change so he/she no longer meets the qualifications for membership (for example, a member who met the residency requirements at the time of appointment, moves outside the City; a non-resident member who was appointed because he or she owned property within the City, but sells the property etc.). In the event of a vacancy, the Mayor shall, if available, appoint an alternate Committee member as a member of the Committee provided that the composition of the Committee with the appointed alternate meets the requirements set forth in Article IV, Section 4. If no alternate members are available to fill the vacancy, and the Mayor concludes that the vacancy needs to be filled, the vacancy shall be filled by the Mayor.

Section 8: Attendance Policy. Two successive unexcused or unexplained absences or four total absences (excused or otherwise) by a member of the Committee

from any regular or special meeting shall be grounds for removal of a member by the City Council without the necessity of a hearing or notice. The Chair shall notify City Council in writing of such a situation and action, if pursued, shall be taken at a City Council meeting. Such action shall be final.

Section 9: Quorum. A majority of the voting members of the Committee shall constitute a quorum. In the absence of a quorum, the Committee is prohibited from discussing or taking any action on any items from the agenda and the meeting shall be rescheduled. A majority vote is required for the adoption or passage of any action or recommendation.

Section 10: Meetings.

- A. The Committee shall meet as necessary to provide information to the City Council.
- B. Meetings of the Committee shall be open to the public and the minutes of the meetings and other official actions shall be filed in the office of the City Clerk as a public record. For any matter under consideration, any person may submit written comments and, if attending in person, may speak to the issue upon being recognized by the Chair and stating his or her name and address and the names of any persons on whose behalf he or she is appearing. The Chair may institute time limits for speakers in the interest of meeting management.
- C. Meetings shall, to the extent not in conflict with these By-Laws, be conducted according to the latest edition of Roberts Rules of Order, except that the Chair shall be permitted to make a motion or second and vote on any motion.

Section 11: Order of Business:

- A. The Chair shall call the meeting to order and minutes shall record the members present or absent. The Chair may call each matter of business in the order of the approved agenda.
- B. The Chair shall conduct all meetings generally in accordance with Robert's Rules of Order and may invoke such rules when making formal recommendations.
- C. All meetings of the Committee may be recorded by an electronic device. Any person desiring to have a meeting recorded by an electronic device or by a stenographic reporter, at his or her own expense, may do so, provided that he or she consults the Secretary to arrange facilities for such recording prior to the commencement

of the meeting, and such recording will not otherwise disrupt the proceedings.

Section 12: Voting and Recommendations.

- A. Any formal recommendations to be forwarded to the City Council for review or approval shall require a majority vote of a quorum of the Committee. Each member attending shall be entitled to one vote.
- B. Voting shall be done by voice vote. If the results of a voice vote are not readily discernable by the Secretary, a roll call vote shall be taken. Any member of the Committee may call for a roll call vote in lieu of a voice vote.
- C. A member shall disqualify himself or herself and abstain from voting whenever he or she has, or may have, a conflict of interest in a case under consideration, as described and provided by the Arizona Revised Statutes (ARS §38-501, et, seq.) and the Goodyear City Code.
- D. Proxy voting shall not be permitted. Telephonic or other virtual participation may be permitted at the discretion of the Chair provided there is technology available to allow the public participation by telephone or other virtual means (i.e. a speaker phone is available).

Article V – Sub-Committees

The Committee shall be not be authorized to establish sub-committees.

Article VI – Official Records

The official records of the Committee shall include these By-Laws; agendas of the Committee; and minutes of meetings of the Committee. The official records of the Committee shall be deposited with the City Clerk and shall be available for public inspection during regular office hours.

Article VII – Amendments

These By-Laws may be amended by a majority vote of the City Council. The Committee may request an amendment to the By-Laws by a two-thirds majority vote of the members present at any meeting of the Committee at which a quorum is present provided such amendment(s) is proposed at a preceding meeting, or is submitted in writing at a prior regular meeting of the Committee and is recorded in the minutes of such meeting. Such amendment(s) shall be subject to ratification by a majority vote of the City Council, and if so approved, shall become effective at the next regular meeting of the Committee after ratification.

ARTICLE VIII -- Miscellaneous

- Section 1: Open Meetings. The Committee shall comply with the requirements of Arizona's Open Meeting Laws, A.R.S. §§ 38-431 *et. seq.* Except for Executive Sessions authorized A.R.S. § 38-431.03, all meetings of the Committee shall be open to the public.
- Section 2: Public Records. The Committee shall comply with the requirements of Arizona's Public Records Laws, A.R.S. §§ 39-101 *et. seq.*
- Section 3: Conflict of Interest. Any member of the Committee who has a substantial interest, as defined in A.R.S. § 38-502 in the outcome of any matter brought before them shall publically disclose that interest before the matter is discussed and shall refrain from voting or in any way participating in that matter. The meeting minutes shall reflect the member's disclosure of the substantial interest and the nature of the substantial interest.
- Section 4: City Ethic's Policy. All members of the Committee shall read, sign, and adhere to the City Ethics Policy.
- Section 5: Resignation and Removal. Members of the Committee may resign at any time by delivering written notice of such resignation to the Chair. Committee members, including alternates, may be removed with or without cause by a majority vote of the City Council.
- Section 6: Agenda Items. Staff may, at the direction of Council, place items on a Committee agenda for discussion and determination.