

**SECOND AMENDED AND RESTATED BYLAWS
OF THE YUMA COUNTY INTERGOVERNMENTAL PUBLIC
TRANSPORTATION AUTHORITY**

**ARTICLE I
PURPOSE AND CONSTRUCTION**

1.1. Coordination of public transportation services, and designing, operating and maintaining a transportation system to meet regional needs are the primary objectives of the Yuma County Intergovernmental Public Transportation Authority (“YCIPTA”). The purpose of these Bylaws is to define the framework of the organization and the roles, responsibilities and expectations of its members.

1.2 YCIPTA was formed under the statutory authority defined in A.R.S. § 28-9101 et seq., and will continue to operate under, the guidelines established thereby. Any conflict between these Bylaws and the authority of A.R.S. § 28-9101 et seq. will be resolved in favor of statute.

1.3 The functions of YCIPTA include, but are not limited to, to the following:

- a. Acquire, develop, and provide for the provision of transit services in a manner that will meet the standards for maximum public use and will be most equitable, expedient, convenient and compatible with the public health, safety and well-being;
- b. Implement specific transit programs selected for implementation by the Board of Directors;
- c. Record and compute transit service use and report the same as required by local, state and federal law;
- d. Insure the cooperation, coordination and pooling of common resources, maximum efficiency and economy in governmental operations with respect to providing transit services;
- e. Inventory, classify and identify problems that may be solved with respect to transit services, though a comprehensive survey and plan involving multi-city and county cooperation;
- f. Facilitate actions and agreements among the governmental units for specific project development with respect to transit services; and
- g. Provide for the adoption of common policies with respect to problems which are common to the various member agencies of YCIPTA with respect to transit services.

**ARTICLE II
NAME AND PRINCIPAL OFFICE**

2.1 The name of the public intergovernmental transportation authority will be the Yuma County Intergovernmental Public Transportation Authority (“YCIPTA”). YCIPTA is a corporate body and political subdivision of the State of Arizona, with all of the power and privileges appurtenant thereto.

2.2 The principal office of YCIPTA shall be at Yuma County Administration, 198 S. Main St., Yuma, Arizona 85364. YCIPTA may have such other offices as the Board of Directors may designate or as the business of YCIPTA may require from time to time.

ARTICLE III MEMBERS

3.1 Initial Members. The initial members of YCIPTA shall be as follows:

Yuma County

City of Yuma

City of Somerton

City of San Luis

Town of Wellton

Yuma Branch Campus of Northern Arizona University

Arizona Western College

3.2 Additional Members. Additional members, up to a maximum total of nine (9) members, may be added by a two-thirds (2/3) majority vote of all of the current Members of the Board of Directors.

3.3 The boundaries of YCIPTA include all of the area within the boundaries of the Cities of Yuma, Somerton, San Luis, and the Town of Wellton, as well as all of the unincorporated areas within Yuma County. The Board may, by a two-thirds (2/3) majority vote of all of the current Members, increase the membership of YCIPTA as provided in Sec. 3.2 to include additional municipalities or entities located in Yuma County authorized for membership in an intergovernmental public transportation authority pursuant to A.R.S. § 28-9102 (“New Member”). The vote to add a New Member shall be taken upon written application of the New Member.

3.4 Membership in YCIPTA is not transferable or assignable.

ARTICLE IV YCIPTA BOARD OF DIRECTORS

4.1 YCIPTA shall be governed by a Board of Directors consisting of nine (9) members (the “Board”). The Board shall be comprised of at least one (1) representative of each Member described in section 3.1. The remaining director positions, if any, shall be apportioned among the Member municipalities according to the population represented by each Member with priority beginning with the Member municipality representing the largest population.

For example, in the event all nine director positions have not been filled after each Member has appointed one representative, the Member municipality representing the largest population would have priority to appoint a second representative, then the Member municipality representing the second largest population would have priority to appoint a second representative, and so forth, until a total of nine director positions have been filled.

In the event that additional members join YCIPTA, the existing Member municipality representing the smallest population and having two directors shall select which one of the directors shall remain as the Member’s appointed representative and the other director position shall be apportioned to the new member entity.

4.2 The initial directors shall serve for terms of two (2), three (3), four (4) and five (5) years, to be determined by lots, with three (3) directors serving initial terms of three (3) years, three (3) directors serving initial terms of four (4) years and one (1) director serving initial terms of five (5) years. Succeeding directors shall serve full five (5) year terms in staggered rotation. Additional directors shall be allocated within this system to ensure an orderly and regular rotation of directors.

4.3 A member agency may remove its appointed director for cause, as determined by the governing body of such member agency. In the event a director is removed by a Member, or by YCIPTA, the Member shall promptly appoint a successor director.

4.4 YCIPTA may remove any director for cause. Cause shall include: (a) Conviction of a felony or misdemeanor involving moral turpitude; (b) Death; (c) Permanent disability (unable to perform duties for 180 consecutive days); or (d) Failure to attend three (3) or more consecutive board meetings within a running year.

4.5 At the first meeting of each calendar year, the Board shall elect a chairperson, a vice chairperson and a secretary-treasurer, who shall serve as the officers of YCIPTA. The chairperson shall be responsible for approving the development of meeting agendas and the conduct of each meeting of the Board. The chairperson shall have such powers, and be subject to such duties as are provided by the law of Arizona, by these Bylaws, or as may be conferred upon him or her by vote or resolution of the Board of Directors. In the absence or disability of the chairperson, the vice-chairperson shall have all the powers, and be subject to all the duties of the chairperson, so long as such absence or disability continues. The vice-chairperson shall have such powers and duties as may from time to time be conferred upon him or her by the Board. In the absence of the chairperson and vice-chairperson, the secretary-treasurer shall assume the responsibilities and duties of the chairperson. The secretary-treasurer shall be responsible for

reviewing YCIPTA's finances and maintaining YCIPTA's minutes and records, as is required by A.R.S. § 38-431, et. seq., and may delegate the day to day provision of these functions to the YCIPTA Transit Director.

4.6 The Board shall have all of the powers set forth in A.R.S. § 28-9122 (the “Statutory Powers”), and those powers necessary to implement the Statutory Powers.

4.7 Voting rights. Each member of the Board will have one equally weighted vote on any decision that is not concerned with program funding. For votes on funding matters, each member of YCIPTA will have one vote, regardless of the respective financial contributions of any individual entity toward program funding. Additional votes on program funding matters will be granted only to those member entities making financial contributions to the particular program being voted upon. In those instances, any entity contributing no less than 35% of funding for a specific program will be entitled to four (4) additional votes, for a total of five (5) votes.

4.8 The Board shall adopt rules (the “Rules and Regulations”) that are proper and necessary to the use, operation and maintenance of its Regional Transportation System, property, facilities and service. The Board shall hold one public hearing within the boundaries of YCIPTA prior to adopting Rules and Regulations and any amendments or additions to such Rules and Regulations.

4.9 The Board will conduct a periodic survey of public transportation needs in YCIPTA’s jurisdiction, and may adopt, with such additions and updates as it deems appropriate, a survey which has been conducted within the last two (2) years for all or part of the area included in YCIPTA (the “Transit Study”).

4.10 Each year, on or before the 31st day of March, the Board will produce and adopt a five-year public transportation program (the “Transportation Program”) that is consistent with the regional transportation plan approved by the Yuma Metropolitan Planning Organization (“YMPO”).

4.11 Directors shall receive no compensation for services as directors but may be reimbursed for any reasonable expenses approved by the Board.

4.12 The powers of the Board shall include, but are not limited to, the following:

- a. Make decisions as to the selection of the transit service contractor, if any, and provide for the maintenance and operation of equipment, facilities and the cost thereof; set fees to be charged for transit services; adopt the annual budget; and determine the ultimate use and disposal of equipment and facilities.
- b. Make decisions on transit service issues which shall be binding on all members.
- c. Approve or deny projects recommended to the Board for appropriate action.
- d. Either directly or indirectly through the transit service contractor, contract for and acquire real or personal property, employ agents and employees; develop, maintain

- and operate site and facilities; and acquire, hold, or dispose of property and incur debts, liabilities or obligations.
- e. Appoint committees composed of public officials, employees and private citizens to proffer non-binding advice to the Board.

ARTICLE V MEETINGS

5.1 All meetings of the Board and all committee meetings shall be open to the public and subject to the Arizona Open Meeting Law defined in A.R.S. § 38-431 et seq. Written notice and a complete meeting packet of each Board meeting shall be mailed or delivered electronically or in person to each director at least five (5) working days prior to the date fixed for such meeting, unless prevented by emergency circumstances.

5.2 Meetings of the Board shall be at least quarterly and held at any place and at such times as designated by the Board. In the absence of any such designation, meetings shall be held at YCIPTA's principal office.

5.3 Meetings shall, to the extent practicable, be governed by Robert's Rules of Order, and any other procedures and limitations as deemed necessary by the Chairperson of the Board.

5.4 A simple majority of the Board in office shall constitute a quorum for the transaction of business. A vote of a majority of the directors present at any meeting in which a quorum is present shall constitute action by the Board, unless a different vote is required by the these Bylaws or Arizona statute.

5.5 Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI DISSOLUTION AND RESIGNATION

6.1 By an absolute majority vote of all of the directors, the Board may propose at any Public Board meeting that YCIPTA be dissolved, provided that all contractual obligations and debts of YCIPTA are satisfied or transferred to another governmental entity or entities, and provided further that such governmental entity or entities will accept dedication of all the YCIPTA property and assume all of YCIPTA's obligations. A public hearing on the proposed dissolution shall be held not less than fifteen (15) nor more than thirty (30) days after the proposal is made.

6.2 Following the public hearing held pursuant to Section 6.1, the Board shall adopt by resolution a plan of termination to be executed within a stated period of time after it is

adopted. The plan of termination shall include a schedule for transferring the assets and obligations of YCIPTA to a governmental entity or entities named in the Plan.

6.3 The growth of Yuma County's population to more than two hundred thousand persons shall not cause the dissolution of YCIPTA pursuant to A.R.S. § 28-9104(C).

6.4 A member may resign from YCIPTA upon consultation with the Board, in which case the boundaries shall be amended pursuant to section 3.3. Prior to the Resignation of a member pursuant to this Section, the Board must determine how the resignation will impact the Regional Transportation System or the services provided to the remaining Members.

6.5 Resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

6.6 No Member shall have any right to the return or withdrawal of such Member's capital contributions until termination of YCIPTA, unless such withdrawal is consented to by all other Members or otherwise provided for herein. No interest shall be paid on capital contributions made to YCIPTA or returned to its Members.

6.7 No Member shall be individually liable for the obligations of YCIPTA. Except as otherwise provided in these Bylaws, a Member's liability for the obligations of YCIPTA shall be limited to the aggregate amount of the Member's agreed upon contribution to YCIPTA.

ARTICLE VII INSURANCE AND INDEMNIFICATION

7.1 Any member of the Board and any officer of YCIPTA, as a condition of accepting said office, shall be indemnified by YCIPTA against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceedings in which he or she is made a party by reason of having been or being a member of the Board or officer of YCIPTA, except for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or for a transaction from which the person derives an improper personal benefit. Such right of indemnification is not to be deemed exclusive and shall not affect any right to which an officer or director may be entitled under the laws of the State of Arizona, these Bylaws, agreements, vote of Members, or otherwise.

7.2 To the extent permitted by law, each Member shall hold harmless and indemnify each other Member from any claim, liability or loss related to any funding, capital contribution, or in any manner whatsoever with regard to the individual participation by that Member to the fullest extent allowed by law, except for that caused by the intentional misconduct or sole negligence of a Member.

7.3 YCIPTA shall have the right to purchase and maintain insurance on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred

by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agents status as such.

ARTICLE VIII AMENDMENT

8.1 Amendments to these Bylaws may be adopted by the Board at any regular or special meeting by a majority vote of the Board, subject to the quorum requirement of section 5.4. Notice of any proposed amendments shall be included in a notice to the Members of the meeting at which the proposed amendment(s) is/are to be considered.

ARTICLE IX MISCELLANEOUS

9.1 This Agreement is subject to termination for conflict of interest, pursuant to the provisions of A.R.S. § 38-511.

9.2 All checks, drafts, notes, bonds, bills of exchange, or other orders, instruments, or obligations for the payment of money shall be in accordance with guidelines established by Yuma County government.

9.3 The fiscal year shall commence on July 1 and end on June 30 and the Board shall adopt a budget prior to June 30.


9.4 The Board shall have the power to receive bequests, donations, grants, and gifts of all kinds of property, in fee simple, and to do all acts necessary to carry out the purposes of such in accordance with the terms of the bequests, donations, grants, or gifts.

9.5 By December 31, an annual report shall be prepared and presented to the Board, Members and interested parties.

9.6 The Transit Director, or his or her designee, shall assist the secretary-treasurer for YCIPTA, and shall cause notice of all meetings of the Board to be given as described in these Bylaws.

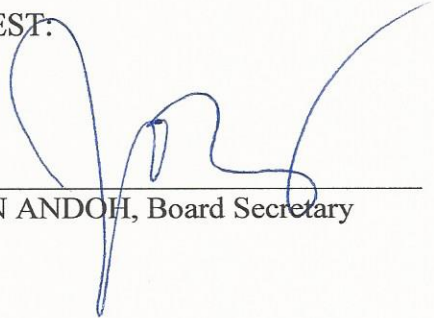
ARTICLE X ADOPTION AND CERTIFICATION

10.1 These Bylaws were duly adopted by the Board of Directors of the Yuma County Intergovernmental Public Transportation Authority at a regular meeting originally held on August 22, 2011, amended on May 29, 2012, and the Second Amended and Restated Bylaws are hereby adopted this 23rd day of June, 2014.



ROBERT L. PICKELS, JR., Chairman

ATTEST:



JOHN ANDOH, Board Secretary

**FIRST AMENDMENT TO THE SECOND AMENDED AND RESTATED BYLAWS
OF
THE YUMA COUNTY INTERGOVERNMENTAL PUBLIC TRANSPORTATION
AUTHORITY**

The YUMA COUNTY INTERGOVERNMENTAL PUBLIC TRANSPORTATION AUTHORITY, a corporate body and political subdivision of the State of Arizona (“YCIPTA”), Board of Directors duly noticed and held in Yuma, Arizona, on the 24th day August, 2020, pursuant to the provision of Article VIII of the Bylaws of the YCIPTA, which were initially adopted on August 22, 2011, and subsequently amended and restated on May 29, 2012 and June 23, 2014 (collectively, the “Bylaws”), at which the Board of Directors adopted the following resolutions amending the Bylaws as follows:

RESOLVED, Section 4.5 of Article IV be, and it is hereby, amended solely in the following particulars to read as follows:

The following language shall be added to Section 4.5 between the second and third sentences:

The chairperson of the Board, during his/her term as chairperson, shall serve on the Personnel Subcommittee.

Except as amended herein, the provisions of the Bylaws of the YCIPTA shall remain in full force and effect.

DATED this ____ day of _____, 2020.

YUMA COUNTY INTERGOVERNMENTAL
PUBLIC TRANSPORTATION AUTHORITY

Susanna M. Zambran, Chairman

ATTEST:

Michael Sabath, Secretary