

BYLAWS  
OF  
PIMA ASSOCIATION OF GOVERNMENTS

ARTICLE I  
STATEMENT OF PRINCIPLES AND POLICIES

Section 1:

The underlying concept of the Pima Association of Governments is that cities, towns, counties and tribal governments which are closest to the people, should exercise the basic initiative and leadership and that they should have the primary responsibility for addressing those local problems and needs which require action on an area wide or regional basis.

Section 2:

The area of concern for the Pima Association of Governments is defined as the entire area of Pima County.

Section 3:

Constructive and workable policies and programs for meeting area wide problems of local government will be most effectively and expeditiously developed by regular meetings of governmental unit members in an area wide voluntary and cooperative association dedicated to the solution of these problems.

Section 4:

The Pima Association of Governments is based on the principle of equality of membership. Nothing contained in these Bylaws shall authorize the Pima Association of Governments to intervene in matters that are essentially within the jurisdiction of any one (1) member without its consent.

Section 5:

The Pima Association of Governments is not, nor is it intended to be, a substitute for local government. It is, however, an organization through which individual governmental units can work on regional problems and coordinate efforts.

## ARTICLE II

### DEFINITIONS

#### Section 1:

Association. Association, as used in these Bylaws, means the Pima Association of Governments, a nonprofit corporation of the State of Arizona created pursuant to Title 10, Arizona Revised Statutes.

#### Section 2:

Regional Council. Regional Council, as used in these Bylaws, means the membership of this corporation. The number and qualification of members is set forth in Article III of these Bylaws. The Regional Council is also constituted as the Board of Directors of this corporation.

#### Section 3:

Standing and Special Committees. Standing Committee, as used in these Bylaws, means any permanent committee(s) formed by the Regional Council to conduct studies and projects on a continuing basis. Special Committee, as used in these Bylaws, is any committee(s) formed by the Regional Council on a temporary basis for the completion of special studies and projects.

#### Section 4:

Tribal Government. Tribal government as used in these Bylaws, means any sovereign tribe or nation federally recognized pursuant to 25 U.S.C. 479a, whose sovereign lands are located within Pima County, Arizona.

## ARTICLE III

### MEMBERSHIP

#### Section 1:

A person shall not be eligible to represent a city, town, county or tribal government as a member of this corporation on the Regional Council unless he or she is a duly elected official of a city, town, county or tribal government located in Pima County or is the Governor appointed District II member of the Arizona Transportation Board. The District II representative on the Regional Council shall vote on transportation matters, policy decisions including the budget and work program and the election of

officers only. The city, town, county or tribal government may designate a non-elected official to represent their interest. However, the non-elected official's vote on any Pima Association of Government's policy matter shall be subject to the approval of the elected officials of the city, town, county or tribal government which he or she represents.

Section 2:

The membership of the Pima Association of Governments can be increased by a majority vote of the members.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1:

The annual meeting of the members of the Pima Association of Governments Regional Council shall be held at the regular monthly meeting of the Regional Council in January beginning in the year 1971, and at every regular January meeting of the Regional Council in every year thereafter, in Tucson, Pima County, Arizona, at a place to be designated in the notice of the meeting.

Section 2:

Regular meetings of the members may be held in Pima County, Arizona, with the time, date and location of said meetings to be determined by the Regional Council.

Section 3:

Special meetings of the Regional Council may be held in Pima County, Arizona, whenever called in writing by the Chair or Vice Chair. In the absence of the Chair, any two (2) members of the corporation may call said meetings. The place of holding special meetings shall be designated in the notice.

Section 4:

The calls and notices of all meetings of the members shall conform to the provisions of Article V of these Bylaws.

Section 5:

The Chair, or in his/her absence, the Vice Chair shall preside at such meetings. Should both the Chair and Vice Chair be absent and a quorum still exist, the remaining members shall elect an Acting Chair to preside over the meeting until the return of the Chair or Vice Chair.

Section 6:

Each member of the corporation is entitled to one vote on all matters coming before any meeting of its membership, and each member of the corporation, including the Chair, Vice Chair and Treasurer of the Regional Council may be represented in vote by proxy. All proxies shall be in writing and shall be filed with the Secretary. If instructed by the Regional Council, the Secretary shall enter a record of such proxies in the minutes of the meetings.

Section 7:

A simple majority in number of the members, either in person or by proxy, shall constitute a quorum for all purposes. However, no meeting shall be convened unless one member is present at the designated time and place for such meeting. In the absence of a quorum, the Chair of the meeting may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until members sufficient to constitute a quorum shall attend, either in person, or by proxy. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8:

All informalities and/or irregularities in calls, notices of meeting and in the manner of voting, form of proxy credentials, method of ascertaining those present shall be deemed waived if no objection is made at the meeting.

Section 9:

The Regional Council may adopt rules governing its procedures.

ARTICLE VNOTIFICATION REQUIREMENTS FOR MEETINGS  
OF REGIONAL COUNCILSection 1:

Whenever all of the members shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice and at such meeting any corporate action may be taken. Whenever all of the Regional Council members meet, such meeting shall be valid for all purposes without call or notices. No call or notice of any meeting of the members shall be necessary if waiver of call and notice are signed by all of the members. Respective of the intention of this section, no meeting shall be convened unless one member is present at the designated time and place.

Section 2:

At least five (5) days before the day of the meeting of the members, the Secretary, when requested by the Chair, or in his/her absence by the Vice Chair, or a majority of the Regional Council, shall cause a written notice setting forth the time, place and general purpose of the meeting to be delivered personally or by mail with postage prepaid to each member of record at the member's last post office address as it appears on the books of the corporation.

Section 3:

Any meeting of the Regional Council sitting as a Board of Directors may be called by the Chair or in his/her absence the Vice Chair, or by a majority of the Regional Council, and notice of such meetings shall be given by the Secretary at least twenty-four (24) hours before the time fixed for the meeting and such notice shall specify time, place and general purpose of the meeting and shall be delivered personally or mailed, postage prepaid, to each member's last post office address as it appears on the books of the corporation, or shall be communicated to the member by telephone.

ARTICLE VI

MEETINGS OF COMMITTEES --- NOTIFICATION REQUIREMENTS

Section 1:

Standing and Special Committees shall meet on the call of their Chair with notification to the Committee members and to the Secretary two (2) days prior to meeting of said Standing or Special Committees.

ARTICLE VII

REGIONAL COUNCIL SITTING AS A BOARD OF DIRECTORS

Section 1:

The business and affairs of the corporation shall be conducted by the Regional Council sitting as a Board of Directors at properly called meetings.

Section 2:

In case the office of Chair, Vice Chair or Treasurer becomes vacant, the remaining Regional Council members, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired term of the officer whose position shall

be vacant. The successor shall be chosen amongst the duly elected representatives selected by the member agency to serve on this corporation.

Section 3:

Each director is entitled to one vote on all matters coming before any meeting of Regional Council, and each director may be represented in vote by proxy. All proxies shall be in writing and shall be filed with the Secretary. If instructed by the Regional Council, the Secretary shall enter a record of such proxies in the minutes of the meeting.

Section 4:

The powers and functions of the Regional Council subject to the limitations hereinafter stated, shall include, but not be limited to, the following:

- a. The formulation of policy decisions and determination of policy matters for the corporation.
- b. The approval and adoption of a budget and work program for each fiscal year.
- c. The initiation and/or request for studies to be undertaken either by inter-agency agreement, contract, or otherwise as they may deem appropriate.
- d. The right of any director at any meeting of the Regional Council to propose a subject for study by the Pima Association of Governments.
- e. The right of any director at any meeting of the Regional Council to request review of any action taken by the Standing or Special Committees during the interval between meetings of the Regional Council.
- f. The appointment of such standing and special committees deemed necessary to achieve the purposes of the Association.

Section 5:

No person shall have the authority to make or execute binding contracts on behalf of the Pima Association of Governments except upon approval of the Regional Council.

ARTICLE VIIIOFFICERSSection 1:

At the annual meeting, the members shall elect the following officers of the corporation: Chair, Vice Chair, and Treasurer.

Section 2:

The Chair shall be the chief executive of the corporation and shall exercise general supervision over its affairs. He/she shall sign on behalf of the corporation all documents requiring the signature of the corporation and shall do and perform all other acts and things which the Regional Council may require of him/her. He/she shall serve without compensation.

Section 3:

In the absence of the Chair, or his/her inability to act or serve, the Vice Chair shall have the powers of the Chair. He/she shall perform such further duties as the Regional Council may delegate to him/her and shall receive no compensation for his/her services.

Section 4:

The Treasurer shall have the custody and control of the funds of the corporation, subject to the acts of the Regional Council and shall report the state of the finances of the corporation at each annual meeting of the members and at any special meeting of the members when requested by the Chair so to do. The Treasurer shall perform such other services as the Regional Council may require of him/her and shall serve without compensation.

Section 5:

The Secretary shall keep the minutes of the corporation and such books as they Bylaws or resolutions of the Regional Council may require him/her to keep. He/she shall attest the signature of the authorized officer on all documents requiring the signature of the corporation, shall be the custodian of the seal of the corporation and shall affix the seal to all papers and instruments requiring it, he/she shall perform such other services as the Regional Council may allow. The Executive Director of the Pima Association of Governments shall serve as Secretary and shall not be a member of this corporation.

ARTICLE IX

DUTIES OF THE EXECUTIVE DIRECTOR

Section 1:

The Executive Director Shall:

Section 2:

Be Responsible for the active, general management of PAG consistent with the general policies of PAG, and the actions of the Regional Council.

Section 3:

Have Authority over the hiring, discharge, and general supervision of all employees of PAG, in accordance with State and Federal Law.

Section 4:

Have the authority to execute written contracts and designate consultant selection by contracts not exceeding \$50,000.00, provided that such contracts are within the relevant budgetary guidelines previously approved by the Regional Council.

Section 5:

Follow Procurement Guidelines as may be adopted by the Regional Council.”

ARTICLE X

STANDING AND SPECIAL COMMITTEES

Section 1:

Standing and Special Committees that report directly to the Regional Council shall be created by the Regional Council from time to time, as the Regional Council may deem appropriate.

Section 2:

The Regional Council shall authorize and define the powers and duties of all committees established by the Regional Council.

Section 3:

The Regional Council shall designate a Chair and Vice Chair of the Standing and Special Committees established by the Regional Council. Vacancies occurring in these positions shall be filled by the Regional Council.

Section 4:

Membership on Standing and Special Committees established by the Regional Council shall be determined by the Regional Council. There shall be no minimum nor maximum number of members on any Standing or Special Committee. Nothing in these Bylaws shall be construed to limit membership on these aforesaid committees exclusively to officials serving political subdivisions of the State. The Regional Council, in its discretion, may appoint any individual it deems qualified to serve on a Standing or Special Committee.

ARTICLE XI

FINANCES

Section 1:

Fiscal Year. The fiscal year of the Pima Association of Governments shall commence on July 1, of each year.

Section 2:

The Pima Association of Governments shall have the power to receive from any public or private source including, but not limited to the federal, state, and local governments, voluntary associations, nonprofit corporations, firms, partnerships, or persons or any combination thereof, bequests, donations, devices, grants, and gifts of all kinds of property, including all forms of ownership interest therein, and to do all acts necessary to carry out the purposes of such bequests, gifts, grant, devices and donations, with power to manage, sell, convey, contract, lease or otherwise dispose of the same in accordance with the terms of the bequest, gift, grant, donation, device of trust, or absolutely in case such bequest, grant, gift, donation or device of trust be unconditional.

Section 3:

Annual Audit. The Secretary shall cause an annual audit of the financial affairs of the Association to be made by a public accountant or a certified public accountant selected by the Regional Council at the end of each fiscal year. The audit report shall be made available to all members.

ARTICLE XII

WITHDRAWAL

Section 1:

Any member may, at any time, withdraw from the Pima Association of Governments, provided that written notification thereof is forwarded to the Secretary and the said withdrawal shall be effective upon receipt by the Secretary.

ARTICLE XIII

FEDERAL AND STATE DESIGNATIONS

Section 1:

The Pima Association of Governments as governed by the Regional Council shall serve as the designated Metropolitan Planning Organization for Pima County and the Tucson metropolitan area pursuant to U.S.C. Title 23 Section 134 and/or other applicable Federal legislation.

Section 2:

The membership of the Pima Association of Governments Regional Council fulfilling the requirements of ARS 48-5303 shall serve as the Board of Directors of the Regional Transportation Authority established pursuant to ARS 48-5302 and 5303 and/or other applicable State legislation.

ARTICLE XIV

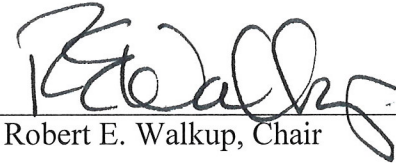
The seal of the corporation shall be impressed as follows: "PIMA ASSOCIATION OF GOVERNMENTS, ARIZONA, CORPORATE SEAL, 1970."

ARTICLE XV

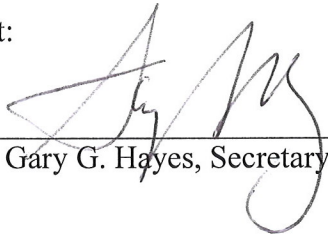
AMENDMENTS

These Bylaws may be amended at any meeting of the Regional Council by a majority vote of all members provided written notice of proposed amendment has been given not less than fifteen (15) days prior to the meeting at which it is to be voted upon.

PASSED AND ADOPTED at a meeting of the Regional Council of PIMA ASSOCIATION OF GOVERNMENTS held this 28th day of September 2006.

  
Robert E. Walkup, Chair

Attest:

  
Gary G. Hayes, Secretary

Subscribed and sworn to me this 26 day of October, 2006

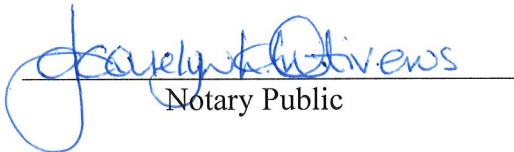
My commission expires: 03-31-09

State of Arizona

County of Pima



**JACQUELYN L. ONTIVEROS**  
Notary Public - Arizona  
Pima County  
Expires 03/31/09

  
Notary Public