

APPENDIX C:

SAMPLE MEMBERSHIP AGREEMENT AND BYLAWS

Membership Agreement

CYMPO Coordinating Council

_____(Name of Organization or Individual)_____ agrees to participate in the CYMPO Coordinating Council (Council) in accordance with the bylaws of the Council. The following individual will represent our organization, and has the authority to speak on behalf of our organization:

Name: _____ Position: _____

Telephone: _____ E-mail: _____

If you are joining as an individual, please identify the constituent group(s) that you represent:

I / We understand that:

- The Council is organized to coordinate passenger mobility throughout the region, and participants are expected to work cooperatively to strengthen the passenger transportation network in the region.
- Participants are required to attend both Council and Committee meetings regularly (no more than two absences in a 12-month period).
- Participants are required to serve on at least one Committee, and to participate in the work of the Committee.
- Our organization is afforded a single vote on business items.

Additional staff may attend as visitors at any Council meeting, but will not be able to vote.

(Some organizations have a minimal requirement for dues.)

_____(Name of Organization or Individual)_____ approves participation in the CYMPO Coordinating Council as evidenced by the signature below and copies of board minutes approving our participation.

Signature and Position

Date

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CYMPO Transportation Coordination Council

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Article I: Name and Structure

The name of the Council shall be the Central Yavapai Metropolitan Planning Organization (CYMPO) Transportation Coordination Council (Council).

Article II: Purpose

The Council is organized to coordinate existing human services and public transportation services within the area and with a focus on:

- (1) increasing mobility options for individuals who do not have access to an automobile so that they may access the jobs and services they need to lead independent lives;
- (2) providing oversight for and the wise use of limited transportation resources; and,
- (3) advocating for planning, policies, and practices that support this goal.

The Council is responsible for technical review of proposed transit and specialized transportation plans and funding requests. It is responsible for making recommendations on such plans to the CYMPO Executive Board.

The Council shall have a focus within the planning boundary of CYMPO, but shall work cooperatively with the Northern Arizona Council of Governments (NACOG) mobility management efforts in a joint planning area defined as all of Yavapai County. To the extent that providers' services and residents' travel needs extend beyond the boundary of Yavapai County, the Council will address travel beyond Yavapai County.

The scope of the Council's efforts will encompass service delivery options such as vanpool services and transportation options such as mileage reimbursement, subsidy programs, and vehicle sharing, as well as related functions such as travel training, information and referral, call center functions, vehicle procurement, insurance and maintenance, training, and technological support.

Article III: Membership of the Council

III.1 Membership Eligibility Criteria

The Council shall be composed of citizen members and organizational members as follows:

Citizen members - Citizen members must be residents of the Prescott Valley/Prescott Urbanized Area or its municipalities and take an active interest in improving mobility for seniors, persons with disabilities, and low-income individuals. There shall be at least 2 citizen members on the Council. The maximum number of citizen members on the Council shall equate to no more than

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20% of the total organizational members. The term of each citizen member shall be two-years. Citizen members may serve multiple terms, but must submit an application at the end of each term. Applications to be a citizen member must be submitted to the Secretary no later than the Council's regular **October** meeting. Appointed by the Chair, the Membership Council will review the applications and recommend the appropriate number of citizen members, to be voted upon by the Council at the Council's regular **November** meeting.

Organizational members - (1) Any private, non-profit organization based in the CYMPO region which currently funds or arranges for transportation for its clients, consumers, or employees; (2) state/regional agency involved in the planning or provision of public/passenger transportation in Yavapai County; and (3) any unit of local government that is wholly or partially within Yavapai County is automatically a member of the Council upon formal adoption of the Council's Memorandum of Understanding by that governmental unit or organization. Each member shall designate one representative and/or up to two alternate representatives to the Council.

III.2 Rights and Responsibilities of Membership

Each member is afforded one full vote on any decision put to a vote. Each member's vote can be cast by his/her representative or alternate representative.

Each member must participate in some facet of the Council's work program, serving on a working committee. (See also "Meetings of the Council - Attendance" below.)

III.3 Annual Membership Dues

There may be annual membership dues to cover the administrative costs and other business of the Council, the amount to be determined annually. Membership dues for any citizen member may be waived per the vote of the Council.

Article IV: Officers of the Council*IV.1 Officers and Terms of Office*

The Officers of the Council shall be as follows:

Chair

Vice-Chair

Secretary/**Treasurer**

The term of each officer shall be one year. Officers may serve multiple terms.

IV.2 Election of Officers and Operating Year

The Council's operating year shall begin at the regular **January** meeting.

Officers will be elected by majority vote on an annual basis at the Council's regular **January** meeting.

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Nominations for officers must be given to the Secretary/Treasurer no later than at the Council's **last regular meeting of the calendar year**. All nominees must be Council members in good standing.

IV.3 Responsibilities of The Officers

The Chair, or in the event of his/her absence, the Vice-Chair, shall preside at all meetings of the Council; but neither shall be deprived of his/her right to vote.

The Chair or Vice-Chair shall have such other powers and perform such other duties as may from time to time be voted by the Council, including the establishment of committees and appointment of committee members as may be necessary or convenient for carrying out the business of the Council.

The Secretary/Treasurer shall be responsible for disseminating information to Council members, writing Council correspondence, keeping meeting attendance records, and taking minutes of meetings.

Collectively, the three officers comprise the Executive Committee. The Secretary/Treasurer shall enter in books all officer nominations, citizen membership applications, votes, orders, and proceedings of the Council.

IV.4 Vacancies

If an officer vacates an office for any reason (non-attendance, resignation) a vacancy is declared at the next regularly scheduled meeting. The Chair (or Vice-Chair if the vacancy is the Chair) can wait until the next nomination/election period or may accept nominations from the floor at the meeting where the vacancy has been declared. If nominations from the floor are accepted, voting will take place at the next scheduled meeting.

IV.54 Removal of Officers

Members, by 2/3 vote of members present, may remove an officer. Officers must first be offered extended the opportunity to hear member concerns, and a 30-day period may be given to correct any deficiencies before the vote is taken.

Article V: Meetings of the Council*V.1 Regular Meetings*

The full Council shall meet every other month on the **2nd Monday of the scheduled month** from 1pm to 3pm or on another date and/or at another time at the call of the Chair. The Council may vote at a prior meeting not to hold the next regular monthly meeting. Committees will meet on the same day and time on alternate months for the purpose of conducting the work of the committees and other times as they find they need to meet for the purpose of completing tasks.

At the regular meetings, the Council may take such actions, pass such resolutions, or conduct such other business as are on the agenda or may otherwise be properly brought before it.

V.2 Special Meetings

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The Chair, or in the event of his/her absence, the Vice-Chair may call a special meeting of the Council as required and shall call a special meeting at the request of one-third (1/3) of the members. Business at special meetings shall be limited to the subjects stated in the call for them.

V.3 Information Meetings

The Chair may call an informational meeting as may be required for the presentation and dissemination of reports, analyses, or other data, and for the informal discussion thereof by the Council. No formal action by the Council shall be taken at such meetings. Resolutions may be introduced and discussed at such meetings, but formal debate and action on such resolutions may take place only at future regular or special meetings.

V.4 Meeting Notice and Agenda; Open Meetings

Not less than seven days advance notice in writing of regular or informational meetings shall be given to all members. Not less than three-days advance notice in writing of special meetings shall be given to all members. Such notices shall contain the time, place, proposed agenda, proposed resolutions on substantive matters, and the substance of any matter proposed to be voted on.

All meetings of the Council shall be subject to the Arizona Open Meetings act.

All meetings of the Executive Committee shall be posted 3 days in advance, and shall be open to all Council members in good standing.

V.5 Quorum

Fifty (50%) of the membership constitutes a quorum.

V.6 Attendance

Each member must notify the Secretary/Treasurer or another officer if s/he will be absent from any meeting.

V.7 Structure and Conduct of Meetings

Parliamentary discretion for the conduct of meetings shall be vested in the Chair. Council procedures shall provide an opportunity for all members to be heard on any given issue and for the efficient conduct of business.

V.8 Public Participation at Meetings

In concert with the Open Meetings Act (See Article V.4), any person attending a Council meeting that is open to the public has the right to speak. The Chair shall appropriately recognize all attendees and grant the floor, except in the deliberations of a debate on a motion, where the Chair shall have discretion. Any person is welcome to attend all regular and special meetings of the Council, excluding any required executive sessions, and be permitted to address the Council under direction from the Chair.

*Draft – For Consideration***Article VI: Voting**

No vote on a substantive matter shall be taken unless the issue to be voted on has been listed in the proposed agenda, and timely notice (see Article V.4) has been given to all members. Election of Officers and Citizen Members are considered to be substantive issues. Dues payments or financial commitments of Council members are also considered substantive issues. A quorum must exist before any formal vote is taken (see Article V.5). Each member is afforded one vote on any decision put to a vote. No proxy voting is permitted, i.e., members must be present to vote. In the absence of a voting member, the designated alternate may cast the vote if present at the meeting. Majority votes, with the following exceptions: changes or amendments to these by-laws (see Article VIII) and officer removals (see Article IV.4) requires 2/3 vote of members present.

Article VII: Committees of the Council

On an annual basis, Council shall establish or continue standing committees as may be necessary or convenient for carrying out the business of the Council. Standing committees will be chaired by members of the Council but can include non-Committee members. Standing committees shall include:

- Executive and Membership Committee
- Customer Information Committee
- Governance Committee
- Vanpool Committee
- Transit Committee (Local and Regional)
- Volunteer Driver Programs Committee
- Grants, Funding, and Finance Committee
- Public Awareness / Advocacy Committee

The chair, or in his/her absence, the Vice-Chair, shall establish ad-hoc committees and appoint committee members as may be necessary or convenient for carrying out the business of the Council. Non-members, because of their special expertise or association with particular issues, and at the discretion of the Chair, may be appointed to ad-hoc committees.

Additional standing committees can be established if deemed necessary or convenient to conduct the business of the Council. These committees can be established upon the affirmative vote of the majority of the Council members attending a regular or special meeting.

Article VIII: Amendments

These by-laws may be amended by the affirmative vote of 2/3 vote of the Council present at a duly called regular meeting thereof, if the notice of such meeting has contained a copy of the proposed amendment. Amendments are considered a substantive issue.

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Article IX: Effective Date

These by-laws will become effective upon adoption by 2/3 vote of the Council present.

Date First Approved by Council: _____

Secretary/Treasurer of the Council

Date Signed