

Bylaws of Prescott Alternative Transportation (PAT)

Article I: Purpose (Mission Statement)

Working for a bicycle and pedestrian friendly transportation system in our Prescott, Arizona community.

Article II: Members and Volunteers

PAT relies on the active involvement of members and volunteers. Members are those who 1) pay an annual fee set by the Board of Directors, and 2) ensure the Board has their current contact information. Volunteers are those who help with PAT's work without compensation.

PAT encourages everyone to share their ideas, serve on committees, and participate in and assist with activities.

Article III: Leaders

Section 1. Board of Directors

Appointment & Terms: The Board of Directors consists of the President, Vice President, Secretary, Treasurer, and any additional directors for a minimum of three and a maximum of eleven directors. If necessary, the same person may serve as Secretary and Treasurer.

New directors may be appointed by the current Board of Directors at any Board meeting per the decision-making process. To qualify to serve on the board, a candidate must be a current PAT member and have engaged with PAT for at least three months to ensure they are familiar with PAT's work and goals. Candidates also must demonstrate a desire to safeguard the organization, be interested in governance and supportive of the organization's mission. Directors have no term limits.

Responsibilities: As the decision-making body, the Board of Directors oversees the entire organization. All directors hold equal responsibility to ensure the organization achieves its mission. Each thinks critically and ethically, as an individual, before acting and does their part to ensure the organization obtains measurable success toward its mission every year. Before the start of each year, the Board approves an annual work plan and budget. The fiscal year is the calendar year.

The Board includes the following positions and responsibilities:

- The President presides. The President also manages contracts and contractors until an Executive Director is hired.
- The Vice President is the first advisor to the President and can stand in for the President.
- The Treasurer oversees the bank account and maintains the accounting books. The Treasurer also ensures payment of bills and submission of corporate and tax forms.
- The Secretary takes notes during Board meetings and then distributes the minutes to all other directors. The Secretary ensures PAT's files are maintained, including updating member information and sending thank-you letters to members and donors for their tax-deduction records. The Secretary may occasionally delegate these responsibilities.

Decision-making process: Decisions are made by consensus of the Board of Directors with a fallback super majority voting process. This means that if a proposal is not supported by all directors, it must be amended or revised until all directors can accept or reject it. Except in cases of amendments to these Bylaws and the Articles of Incorporation, if a decision, begun either at a board meeting or in writing to the Board of Directors, has not been reached by consensus within one month, a two-thirds, super-majority vote may be used. Decisions must be recorded in writing. If a vote is used, votes per director must be included in the record. A director shall recuse themselves from any decision that involves a conflict of interest.

Section 2. Executive Director (or similar title)

Appointment & Terms: The Board of Directors may hire an Executive Director. There is no term limit for this paid position.

Responsibilities: The Executive Director serves as a member of the Board of Directors, and the Board determines the responsibilities of the Executive Director.

Section 3. Removal

If a full review by the Board of Directors finds that any leader (i.e., volunteer Board member, committee or campaign chair, Executive Director) has acted unethically, hindered the mission, deviated from the annual work plan without Board permission, or otherwise harmed activities or objectives of the organization, they may be removed from their leadership position by a two-thirds majority vote of the Board of Directors.

In addition, the President will remove a director from the Board if the director has been absent from Board meetings and unresponsive to Board communications for more than three consecutive months.

Section 4. Resignation

Any leader may resign in writing to any member of the Board of Directors.

Article IV: Committees

The Board may establish committees to pursue the objectives identified by each year's work plan and budget. Committees may not make decisions that change the work plan, the budget, or the organization.

A committee member may resign at any time.

Article V: Amendments

These Bylaws and the Articles of Incorporation may only be amended by consensus of the entire Board of Directors.

Approved by the Board of Directors 1997
Amended by the Board of Directors December 2003
Amended by the Board of Directors September 2005
Amended by Board of Directors May 10, 2024