

Bylaws

Central County Transportation Authority ("Authority")

Adopted by the Authority at a meeting held on November 20, 2014



B. Blissett, Clerk

Article I

Introduction

The Authority has the power to adopt bylaws under Act 196 (the Public Transportation Authority Act, PA 196 of 1986, as amended). The Authority's articles require its board to adopt bylaws on internal governance promptly after the Authority's formation.

Article II

Board of Directors

(Below Section 2.1 through 2.9 reflect CCTA Articles of Incorporation Section 5)

Section 2.1 Number; Initial Meeting. The Authority is governed by a board of 11 directors. The board must promptly hold an initial meeting to appoint officers, adopt bylaws, and take any other action the board deems advisable.

Section 2.2 Appointment. The County appoints each of the directors. If the County receives a recommendation before the County makes the appointment, then the County will give great weight to that recommendation and may disregard that recommendation only for good cause. Recommendations may be made as follows:

Number	Recommendation by:
3	City of Kalamazoo
2	City of Portage
1	Comstock Township
1	Kalamazoo Township
1	Oshtemo Township
3	County; 2 to be representative of rural County areas; 1 to be representative of urban County areas

Section 2.3 Definitions. For purposes of this section, "rural" means an area outside the Authority's district and "urban" means an area inside the Authority's district.

Section 2.4 Term. The County will appoint the initial board of directors promptly after the articles are filed. Each director serves a three-year term, except that the terms for the initial board of directors will be staggered as follows:

3 directors:	1-year terms
4 directors:	2-year terms
4 directors:	3-year terms

Section 2.5 Voting. Each director has one vote. Board decisions require the approval of a majority of the directors who attend a meeting that has a quorum. A meeting has a quorum if more than half of the directors in office attend in person. A director may participate in a meeting by telephone, but that director does not count toward a quorum and has no right to vote.

Section 2.6 Compensation of Directors. Directors serve without compensation.

Section 2.7 Removal. The County may remove a director for cause or upon the recommendation of the local unit that had previously recommended that the director be appointed. The County must give great weight to a local unit's recommendation to remove a director and may decline to follow that recommendation only for good reason. "Cause" includes conviction of a felony, gross dereliction of duty, a violation of the Authority's bylaws (such as requirements for attendance), and any other action by a director that the County believes would harm either the County's or the Authority's reputation if that person continued to serve as a director.

Section 2.8 Resignation. A director may resign from office at any time, to be effective upon the Authority's receipt of written notice of resignation unless the resignation notice states a later time.

Section 2.9 Vacancies. Vacancies may be filled using the same process used for appointment.

Section 2.10 Conflict of Interest. No director, officer or employee of the Authority may have any financial interest, directly or indirectly, in any contract or other dealing with the Authority, unless all material facts relating to that interest are disclosed to the board and the board authorizes the contract or other dealing. That director's presence at a meeting where the vote is taken counts toward a quorum, but that director is not entitled to vote on the matter. The interested director, officer or employee must promptly inform the board or that person's supervisor, as the case may be, of a potential conflict of interest.

Section 2.11 Annual Meeting. The board must meet in the first quarter of each calendar year to elect officers and transact other business as the board determines.

Section 2.12 Regular Meetings. The board may adopt a schedule of regular meetings. The secretary must give written notice of that schedule to each director before the first regular meeting. No other notice of regular meetings need be given to directors.

Section 2.13 Special Meetings. The chairperson or any two directors may direct the secretary to give notice of a special director meeting. The clerk must give written notice of that meeting to each director at least 48 hours before the special meeting. The notice need not specify either the purpose or the business to be transacted at that special meeting. The notice may be given by telephone to a number indicated by each director as the one to be used for that

purpose, or by any other method of communication. The clerk must keep a written record of the notification method used for each director.

Section 2.14 Waiver of Meeting Notices. A director may waive notice of any board meeting in writing before or after the meeting. A director's attendance at or participation in a meeting waives any required notice to that director unless the director:

- (a) objects, either at the beginning of the meeting or upon arriving at the meeting, to the meeting or the transaction of business at the meeting, and
- (b) does not vote on any action taken at the meeting.

Section 2.15 Conduct of Meetings. The chairperson presides at each board meeting. If the chairperson is absent, the vice chairperson presides. The meeting chair decides all matters of procedure for conducting the meeting unless a majority of directors present determine otherwise.

Section 2.16 Unexcused Absences. If during any 12-month period, a director has three unexcused absences from board meetings, then the board by a two-thirds vote of all directors may ask the County to remove that director. An absence is considered excused only if the board approves it.

Section 2.17 Open Meetings Act. The board must conduct its meetings in compliance with Michigan's Open Meetings Act.

Section 2.18 Freedom of Information Act. A writing prepared, owned, used, in the possession of, or retained by the Authority in the performance of an official function shall be made available to the public in compliance with the Freedom of Information Act.

Section 2.19 Public Participation at Meetings. The board must establish a time during each meeting for members of the public to address the board. Each speaker is limited to four minutes, unless the time is otherwise extended by the chairperson or by a majority of directors present. The board must adopt rules and procedures as required by Michigan's Open Meetings Act for the purpose of providing public participation.

Section 2.20 Rules of Order. The rules contained in the most recently published edition of Robert's Rules of Order shall govern all meetings of the Board, except as modified by a majority of the Directors present at any meeting. Any disputes as to rules of order and procedure shall be decided by the Board Chairperson, whose decision shall be final.

Article III

Officers

Section 3.1 Officers. The board must appoint a chairperson, vice chairperson, and clerk. The chairperson and vice chairperson must each be a director. The board may appoint other officers. Officers have the authority described in these bylaws and as prescribed by the board.

Section 3.2 Appointment and Term of Office. The board must appoint officers (by majority vote of the entire board) at each annual meeting. If officers are not appointed at the annual meeting, the board must appoint them promptly thereafter.

Section 3.3 Removal. By a two-thirds vote of the entire board, the board may remove an officer with or without cause.

Section 3.4 Vacancies. The board may fill an office vacancy for the unexpired portion of the term.

Section 3.5 Chairperson. The chairperson is the principal executive officer of the Authority and shall in general supervise the Authority's business. The chairperson may delegate duties to the vice chairperson, executive director, or otherwise. The chairperson presides at all board meetings and is an ex-officio member of all committees.

Section 3.6 Vice Chairperson. In the chairperson's absence, or if the chairperson is unable or unwilling to act, the vice chairperson performs the chairperson's duties. The vice chairperson performs other duties as may be assigned by the chairperson or by the board.

Section 3.7 Clerk. The clerk keeps the minutes of board meetings, insures that notices are given properly, keeps other Authority records, and performs other duties the chairperson or the board may assign. The clerk must keep minutes and handle meeting notices in accordance with Michigan's Open Meetings Act.

Section 3.8 Executive Director. The board may employ an executive director to serve as the Authority's chief executive officer, be responsible for the Authority's day-to-day operations, have the authority to appoint, employ, hire, terminate, and discipline all other Authority employees, and perform other duties the board may assign.

Section 3.9 Committees. The board may create committees, but no committee may include a quorum of the board. Committees have only advisory authority and have no power to make a final decision. The board determines the terms of office for committee members and may appoint a chair for each committee. Unless the board provides otherwise, committee decisions require approval by a majority of the committee members present at a meeting at which a quorum is present.

Article IV

Additional Duties

Section 4.1 Contracts, Banking, etc. The board may authorize any person to sign documents on the Authority's behalf. Unless the board provides otherwise, a document requiring signature on the Authority's behalf must be signed by the chairperson and vice chairperson. The board will determine financial institutions to be used for deposits and other banking purposes.

Section 4.2 Fiscal Year. The fiscal year of the Authority shall begin on October 1 and shall end on September 30 of the following year.

Section 4.3 Audits, Budgets, and Appropriations. The Authority must provide for audits, budgets, and appropriations as Act 196 requires.

Article V
Bylaw Amendments

Section 5.1 These bylaws may be amended only by a majority of all directors. The proposed amendment shall be considered over a period of two meetings of the directors. The proposed amendment will be introduced at the first meeting and may be considered for adoption at a second meeting.



Central County Transportation Authority
530 N. Rose Street Kalamazoo, MI 49007
269-337-8087 www.kalcountytransit.com

Date: November 17, 2014
To: Central County Transportation Authority Board
From: Sean P. McBride, Executive Director
Subject: Bylaws

Background

The Board at the last meeting on November 3, 2014 provided several comments on the draft bylaws. Since the last meeting no additional comments were received from Board Members. The bylaws have been updated to reflect the comments and include the following:

- Added Section 2.1 through 2.9 which are direct from the CCTA Articles and discuss items related to the Board of Directors;
- Added Section 2.18, which is included in the KCTA Bylaws and discusses the Freedom of Information Act;
- Added Section 2.20, which is included in KCTA Bylaws and discussed the use Robert's Rules of Order to conduct the Board meeting;
- Added Article IV – Additional Duties;
- Added Section 4.2, which is included in KCTA Bylaws and identifies CCTA Fiscal Year; and,
- Added Section 4.3, which is from the CCTA Articles of Incorporation and discusses audits, budgets and appropriations.

KCTA Attorney Jeff Ammon will be available at the meeting to respond to any questions regarding the draft bylaws.

Recommendation

The Executive Director requests that the Board review, discuss and comment on the attached draft Bylaws. If all concerns of the Board have been addressed the Executive Director recommends approval of the Bylaws.

Attachment:

- Draft CCTA Bylaws dated 11/14/14