

## **Appendix A: Example of Governing Board Bylaws**

*The following example is for a Transportation Authority (as opposed to a transit system that is part of county government or a private organization) for which the governing Board of Directors also serves as the Transportation Advisory Board.*

### **DEFINITIONS**

**Board of Directors (BOD)** – The collective body that is the legal entity of the transportation named “\_\_\_\_\_ Transportation Authority”. This BOD creates and amends organizational policy, approves budgets, monitors performance (operationally and fiscally), empowers the Executive Director with authority and is the final authority on all business conducted by the organization. The BOD must represent the consumer needs while insuring that policy, finance, and service performance are delivered in a business-like method that insures long term stability. The BOD must develop, approve, and regularly review strategies, which lead the organization toward the accomplishment of the Authority’s mission and vision. Responsibilities are, but not limited to:

- (1) Formulation of Mission, Purpose, Vision, and/or long term Strategies.
- (2) Selection of the Executive Director.
- (3) Supporting & reviewing Executive Director’s performance.
- (4) Ensures organizational planning.
- (5) Ensures adequate resources.
- (6) Determines and maintains the organization’s programs and services.
- (7) Enhances the organization through advocacy.
- (8) Regularly assess the BOD’s own performance.

The business and affairs of the Authority shall be managed by its Board of Directors or duly authorized Executive Director.

**Act** – The North Carolina Public Transportation Act as codified under Article 25, Chapter 160A, of the North Carolina General Statutes.

**Authority** – The body public and politic named “\_\_\_\_\_ Transportation Authority”.

**Board of Commissioner** – The collective body which is the legal entity of the body public in \_\_\_\_\_ County.

**County** – The County of \_\_\_\_\_, North Carolina, USA.

---

### **ARTICLE I – PRINCIPAL & REGISTERED OFFICE**

**Section 1: Principal Offices** – The principal office of the Authority shall be located within the jurisdictional area of the Authority in North Carolina.

**Section 2: Registered Office** – The registered office of the Authority required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

## **ARTICLE II - TRANSPORTATION ADVISORY BOARD**

**Section 1: General Powers** – The general powers of the Authority shall include any or all of the following (re: Article 25 – chapter 160A – 579):

1. To sue and be sued;
2. To have a seal;
3. To make rules and regulations, not inconsistent with this Charter, for the organization and internal management;
4. To employ persons deemed necessary to carry out the management functions and duties assigned to them by the Authority and to fix compensation, within the limit of available funds;
5. With the approval of the Chairperson of the Board of Commissioners, to use officers, employees, agents and facilities of the County for such purposes and upon such terms as may be mutually agreeable;
6. To retain and employ counsel, auditors, engineers and private consultants on an annual salary, contract basis or otherwise for rendering professional or technical services and advice;
7. To acquire, maintain and operate such lands, buildings, structures, facilities and equipment as may be necessary or convenient for the operations of the Authority and for the operation of a public transportation system;
8. To make or enter into contracts, agreements, deeds, leases, conveyances or other instruments, including contracts and agreements with the United States and the State of North Carolina;
9. To surrender to the County any property no longer required by the Authority;
10. To make plans, surveys and studies of public transportation facilities within the territorial jurisdiction of the Authority and to prepare and make recommendations in regard thereto;
11. To enter into and perform contracts with public transportation companies with respect to the operation of public passenger transportation;
12. **[Not empowered by \_\_\_\_\_ Co Transportation Ordinance]:**To issue certificates of public convenience and necessity; and to grant franchises and enter into franchise agreements and in all respects to regulate the operation of busses, taxicabs and other methods of public transportation which originate and terminate within the territorial jurisdiction of the Authority as fully as the County is now or hereafter empowered to do within the territorial jurisdiction of the County; (not empowered)
13. To operate public transportation systems and to enter into and perform contracts to operate public transportation services and facilities and to own or lease property, facilities and equipment necessary or convenient therefore, and to rent, lease or otherwise sell the right to do so to any person, public or private; further,

to the extent authorized by ordinance of the County to obtain grants, loans and assistance from the United States, the State, any public body, or any private source whatsoever;

14. To enter into and perform contracts and agreements with other public transportation authorities pursuant to the provisions of G. S. 160A-460 through 160A-464 of Part 1 Article 20 of Chapter 1260A of the General Statutes; in addition, to enter into and perform contracts with other units of local government when specifically authorized by the governing body, pursuant to the provisions of G. S. 160A-460 through 160A-464 of Part1 of Article 20 of Chapter 160A of the General Statues and notification to the county of the Authorities intentions;
15. To do all things necessary or convenient to carry out its purpose and to exercise the powers granted to the Authority. (1977, c, 465; 1979, 2<sup>nd</sup> Session, c. 1247, s. 45)

**Section 2: Number and Qualifications** – The BOD shall consist of eleven members who are employed or reside within the territorial jurisdiction of the Authority. The BOD Members shall be comprised of representatives of each participating agency or body (listed in Section 3 – Composition of Board). An employee representative of the Authority with no voting rights will be elected by the employees to serve a three years term as an advisor to the BOD with attendance restrictions regarding specific payroll information, and disclosure of individual issues that require confidentiality, or other issues deemed sensitive by the BOD Chairperson.

**Section 3: Composition of the Authority’s Board of Directors (BOD)** - The membership of the BOD shall be appointed by the \_\_\_\_\_ County Board of Commissioners and consist of representatives from:

1. One (1) member shall be a current member of a County Board of Commissioners
2. Two (2) members shall represent (other government or governmental affiliates)
3. Three (3) members shall represent public human service agencies.
4. Four (4) members shall represent public and business sectors.
5. One (1) member shall represent private transportation providers.

Among the above individuals, the interests of the following demographic groups shall also be represented: elderly persons, people with disabilities, minorities, those with Limited English Proficiency, and people with low incomes.

All eleven (11) nominees must be chosen for the professional expertise or community interest they bring to the Authority’s function and operations, and for their ability and willingness to represent the County’s general transportation needs. All members shall be residents of the Authority’s territorial jurisdiction and no member shall have been convicted of a felony under NC State or Federal law.

**Section 4: Meetings** – BOD Meetings will be held, not less than, quarterly, with called meetings whenever the Chairperson deems it necessary and/or upon request of the \_\_\_\_\_ Transportation Authority Executive Director.

**Section 5: Quorum** – A majority of the number of current and active BOD Members fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the BOD.

**Section 6: Board Members** – Members of the BOD shall serve a term of three years or until a successor is duly nominated by the \_\_\_\_\_ County Board of Commissioners and adopted by the affirmative vote of a quorum of the Authority's Board of Directors then holding office at any regular or special meeting of the Board. A position on the BOD may not remain vacant for more than six months without valid explanation.

**Section 7: BOD Liability Insurance** – The Authority shall maintain public officials' liability insurance coverage for all BOD members, the Executive Director, and the Financial Manager equal to or greater than the gross fiscal year expense obligations.

**Section 8: Committees** – Structured Committees and their responsibilities that may be activated by the Chairperson of the Authority's BOD are as follows:

**Human Services:** (As required)

- (1) Establishes the contents of the Employee Handbook
- (2) Assesses situations that could impact personnel within the Authority
- (3) Reviews reprimands, personnel actions, terminations, & evaluation system
- (4) Evaluates and recommends salary levels for the Executive Director to the BOD for the next fiscal year at the December meeting
- (5) Establishes policies that manage confidential personnel data
- (6) Reviews policies to assure compliance with employment laws
- (7) Evaluates new employment policies and procedures
- (8) Evaluates employee compensation as compared to industry standards
- (9) Annually reviews policy regarding reimbursement of expense
- (10) Assesses and recommends benefits, & leave standards
- (11) Other issues as assigned by the board authority.

**Risk Management:** (Standing & Required)

- (1) Assesses & reviews incidents to determine whether or not they were preventable and to establishes policy toward effective prevention
- (2) Assesses situations that could impact the safe operation of the transit system, the safety of the passengers, and the safety of employees
- (3) Reviews substance abuse policy for compliance with state and federal standards, and the effective means of operational application
- (4) Reviews vehicle & equipment maintenance policy
- (5) Assesses training standards and practices

- (6) Develops policies & procedures for effective emergency and/or catastrophic responses
- (7) Other issues as assigned by the board authority.

**Financial Committee:** (Standing & Required)

- (1) Assesses and reviews proposed annual financial plan & processes
- (2) Reviews and reports the independent audit results of past financial receipts and disbursements annually to the BOD
- (3) Makes recommendations for improvement of the financial plan model
- (4) Reviews financial practices to determine compliance with industry standards
- (5) Investigates, reviews and explains noted financial infractions
- (6) Researches potential grants and revenue sources

**Policy & Procedures Committee:** (As required)

- (1) Assesses and reviews all operating policies and procedures to determine what changes or additions are necessary to protect the \_\_\_\_\_ Transit Authority's reputation & liabilities, while preserving the efficiency of the operational organization
- (2) Makes determinations and recommendations to the BOD as to which policies should be managed by the Executive Director and which policies must be managed by the BOD. (i.e. Delegation of Authority)
- (3) Continually evaluates additions and changes to the \_\_\_\_\_ Operations Manual
- (4) Reviews existing procedures to eliminate overlap and minimize ambiguity
- (5) All other policies except for Financial and Human Services.

**Executive Committee** (Standing & Required)

The Executive Committee's responsibilities are to review and be knowledgeable of the details associated \_\_\_\_\_ Transit Authority's operations. The directive of the Executive Committee is to accurately inform the BOD of trends within the operation, and to advise the BOD of concerns that may threaten the Mission, Vision, and Strategies.

The Executive Committee's Delegated Authority is to:

- (1) Act on behalf of the BOD between scheduled meetings regarding line item transfers not to exceed an amount equal to or greater than 20% of the total budget for that fiscal. This excludes any authority to amend, revise, or transfer funds affecting the salaries & benefits of the Executive Director, Financial Manager and/or the merit pay scale system approved by the BOD. All changes to the pay-scale of the budget must receive BOD approval by resolution.
- (2) Disclose actions & transactions to the BOD at the next regularly scheduled meeting.
- (3) Act on behalf of the BOD with delegated authority as assigned to the Executive Committee.

(4) Empower the Chairperson (or Vice Chairperson should the Chairperson not be able to act as Alternate Designee in a timely manner) with the responsibility of being the Alternate Designee for the NC DOT Delegation of Authority.

(5) Assist, advise, and/or serve as counsel to the Executive Director.

**Nominating Committee (Standing & Required)**

(1) To screen and prepare a list of qualified applicants to be submitted to the \_\_\_\_\_ County Board of Commissioners for appointment to the Authority's Board of Directors.

(2) To screen and prepare a list of willing applicants for the BOD to vote or reject for the office of Chairperson, Vice Chairperson, Treasurer, and Secretary in advance of the last meeting prior to the fiscal year.

---

**ARTICLE III - TRANSPORTATION ADVISORY BOARD OFFICERS**

**Section 1: Officers of the Authority** – The officers of the Authority shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, Executive Director, and Financial Manager. The same person may not hold any two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

**Section 2: Appointment and Terms of Directors** – The Authority shall consist of eleven (11) members, all of whom shall be appointed by the Board of Commissioners following the adoption of the \_\_\_\_\_ County Ordinance creating the Authority as follows:

1. The Board of Director members will be appointed by the \_\_\_\_\_ County Board of Commissioners in groups of 4 members, 3 members, and 3 members, with each group's term staggered and ending sequentially on the last day of each fiscal year after each group has served a term of three (3) years.
2. The appointment of the Board of Directors from the \_\_\_\_\_ County Board of Commissioners shall be commensurate with the terms of elected office and with a different commissioner serving a term of one (1) year on the Board of Directors.
3. The disbursement of Director members by group are as follows:
  - Group A: \_\_\_\_\_ County Commissioner
  - Group B: 1 representative of other government or governmental affiliates, 1 representative of public human service agencies, 2 representative s of public and business sectors
  - Group C: 1 representative of other government or governmental affiliates, 1 representative of public human service agencies, 1 representative of public and business sectors
  - Group D: 1 representative of public human service agencies, 1 representative of public and business sectors, 1 representative of private transportation providers.
4. Group A will serve a non consecutive term of one (1) year
5. Groups B, C, and D may serve three (3) terms of three (3) years.

**Section 3: Compensation** - The officers of the Authority shall receive no compensation for their services as officers. The Board may reimburse the officers for out-of-pocket expenses.

**Section 4: Removal** - Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Authority will be served thereby; but such removal shall be without prejudice of the person so removed. A member of the BOD will be removed upon substantiation of Code of Ethics violations and a quorum adjudication of said charges by the remaining board members.

**Section 5: Chairperson** - The Chairperson shall, when present, presides at all meetings of the Transportation Advisory Board, Executive Committee, and committee meetings when the chairperson if the committee is not available. The Chairperson shall sign such instruments as may require his signature and, in general, he shall perform all duties as to the office of Chairperson and such other duties as may be prescribed by the BOD from time to time.

**Section 6: Vice-Chairperson** - The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of that office as set forth in Section 5 above. In addition, the Vice Chairperson shall perform such other duties and have such other powers as the BOD shall prescribe. The Vice Chairperson shall be considered an automatic nominee for the office of Chairperson upon the vacancy of the Chairperson at the time of elections.

**Section 7: Secretary** - The minutes of the Authority is the documented record and legal voice of the BOD. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the BOD. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law and perform such other duties as assigned by the Chairperson or BOD.

**Section 8: Treasurer** - The Treasurer is the financial representative of the BOD and is responsible for reporting the accuracy of the Authority's financial records. The Treasurer is responsible for reporting any inaccuracies to the BOD, and must be a person experienced and/or capable of reviewing and analyzing the Authority's financial information in accordance with industry standards of accounting within the Authority's business category. The Treasurer must be prepared to inform the BOD of the financial health of the Authority upon request and is the chairperson of the Financial Committee. The Treasurer must be familiar with \_\_\_\_\_ Financial Policies and ensure that all payments are being made in accordance with the approved Financial Management Payment Process Policy documented in \_\_\_\_\_'s Operations Manual. The Treasurer shall approve by signature the reconciliation of all \_\_\_\_\_ accounts.

**Section 9: Executive Committee** – The Executive Committee is comprised of the BOD Chairperson, Vice Chairperson, Treasurer, Secretary, former term Chairperson, and any other member of the BOD as deemed needed by the Board Chairperson. The Executive Committee shall meet during the interim period of the quarterly meetings of the BOD. The purpose of the Executive Committee is to provide the BOD with a continuous and knowledgeable source of information, frequent assessment of \_\_\_\_\_ Transit Authority operations, and provide direction to the Executive Director regarding specific issues as empowered to them by BOD.

**Section 10: Additional Duties** – The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority, or by the by-laws or rules and regulations of the Authority.

**Section 11: Order of Business** – The order of business of a regular or special meeting of the BOD shall be as established from time to time by the Chairperson of the Authority. In the event of a dispute or conflict in the order of business by any member of that Authority, the Summary Version of the “Robert’s Rules of Order” shall prevail as the default method and language used to conduct the meeting until the issue is settled. If a resolution cannot be attained by this method, then the issue will be tabled until the Policy & Procedures Committee can research the proper method to conduct the order of business before the Board of Directors.

**Section 12: Manner of Voting** – All questions before the BOD must have a motion and a second before a vote can be requested. The voting on all questions coming before the board of the Authority shall be by voice vote, although any member may call for a roll call vote at any time on any questions. No second shall be required for a request for a roll call vote. The Secretary shall verify the number, and record the “ayes” and “nays” of each voting member present upon the meetings minutes. If the vote is unanimous of all members present, the minutes shall so indicate a single entry of a unanimous vote. On any voice vote resulting in one or more “nay” votes, the chairperson shall identify the nay vote and the Secretary will record the objection in the minutes with a summary of the declining Directors reasons in the minutes. Each BOD member is entitled to a vote “aye” (yes), “nay” (no) or “abstain” if the Chairperson approves of the reason a Director wishes to abstain, else, the member must vote “aye” or “nay”. No Director may withdraw from a vote except for the options listed above.

**Section 13: Attendance** – A Board of Director member is required to attend not less than one in three scheduled meetings. A member who cannot attend the BOD meetings must present legitimate explanations to the Chairperson or acting Chairperson prior to the meeting time and date. A member who does not provide said explanation as described above may be a candidate for dismissal at the next meeting by the voting BOD.

## **ARTICLE IV - AUTHORITY'S OPERATIONS OFFICER**

**Section 1: Executive Director** – The Executive Director (The Chief Executive Officer and Authority Authorized Official) shall be the principal executive officer of the Authority, and is subject to the Authority and responsibility assigned to that position by Job Description or consensus vote of the Authority's BOD.

The Executive Director shall supervise and control the operational management of the Authority in accordance with these by-laws, the policies and procedures established by the approved WTA Operations Manual, and fiscal budget thereby approved by resolute vote from the Authority's BOD.

The Executive Director shall be the appointed "owner representative" of the Authority and shall impel action all goals and direction in accordance with the procedures established by the Authority's BOD.

The Executive Director shall report the financial status of the Wilkes Transportation Authority's BOD and Executive Committee, and provide all Committees with appropriate information, as required at and during all scheduled meetings.

The Executive Director shall act responsibly on behalf of the Authority, and within the financial guidelines established by the WTA Operations Manual and the recorded directives of the Authority's BOD.

The Executive Director is held responsible for the oversight of the Authority's accounts in accordance with generally accepted principles of governmental accounting, the applicable rules and regulations of the North Carolina Department of Transportation, and the approved methods established in the \_\_\_\_\_ Operations Manual.

The Executive Director will approve all invoices and sign all checks for payment of moneys required for debt service or the payment of other obligations during each fiscal year and acquire a signature from one of the authorized Board members in addition to the signature of the Executive Director.

Financial information reports will be furnished each month to the Authority's Board of Director's Treasurer.

The Executive Director insures that copies of the approved account reconciliations reports are provided to the Treasurer of the Authority.

The Executive Director is thereby declared the Owner/Representative, Chief Executive Officer to the Board of Directors and NC DOT "Authorized Official" representing \_\_\_\_\_ Transit Authority in all contract authorizations.

## **ARTICLE V - GENERAL PROVISIONS**

**Section 1: Seal** - The Authority Seal of the Authority that shall consist of two concentric circles between which is the name of the Authority and in the center of which is inscribed the word "SEAL". The Executive Director shall keep the seal of authority in safe custody. The Executive Director shall have the power to affix such the seal to all documents and resolutions of the authority and to all contracts and instruments authorized to be executed by the authority or subsequent authorization given to the Executive Director.

**Section 2: Fiscal Year** - The fiscal year of the Authority shall be from July 1 to June 30 unless otherwise amended by the BOD.

**Section 3: Amendments** - Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Board members then holding current and active office as a Board of Director at any regular or special meeting of the BOD.