

Rec'd  
April 2018

# PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY

## BY -LAWS

### Board of Trustees

#### I) Location of the Main Office

The principal office of PARTA shall be located at 2000 Summit Road, Kent, Ohio.

#### II) Members

- A) **Appointment and Qualifications:** Members of the Board of Trustees shall be appointed by the political subdivisions creating the Authority, pursuant to Ohio Revised Code Section 306.30, et seq. and the ordinances of the participating political subdivisions, as amended from time to time, and shall serve in accordance therewith.
- B) **Terms:** Members shall serve staggered three-year terms beginning July 1 of the year appointed, except that any person appointed to fill a vacancy shall be appointed to only the unexpired term.
- C) **Oath:** As required by the Ohio Revised Code Section 306.33, each new Trustee will be administered the oath of office prior to attending their first official meeting. The oath will be administered by the Secretary/Treasurer of the Board or his/her designee. A sample oath is attached to these By-Laws as an addendum.
- D) **Compensation:** Members shall serve without compensation but may receive reimbursement for actual necessary expenses incurred in the performance of their duties.
- E) **Resignation, Removal:** A Trustee may resign by submitting a written resignation to the appointing authority. The appointing authority may at any time remove a member for misfeasance, nonfeasance or malfeasance in office. The Board of PARTA may recommend removal of a Trustee for non-excused absence of three meetings during a Board year. Cognizant of schedule conflicts, the Board shall require advanced notice of an absence and a valid reason for the absence. The President will notify the appointing authority if a Trustee has failed to meet the attendance requirements or has otherwise failed to fulfill the duties of a Trustee.
- F) **Ethics and Conflict of Interest:** A Trustee will neither solicit nor accept gifts, gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to sub agreements. Business meals of minimal value are excluded. Also excluded are unsolicited gifts of nominal intrinsic value.

No Trustee shall participate in the selection, award, or administration of a contract if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of the following has financial or other interest in the firm selected for award:

- (1) The Trustee
- (2) Any member of his/her immediate family
- (3) His or her partner, or
- (4) An organization that employs, or is about to employ, any of the above

### III) Officers

- A) **Officers:** The officers of PARTA shall be President, Vice President and Temporary Presiding Officer.
- B) **Terms of Office:** The term of office for the President, Vice President and Temporary Presiding Officer shall be one year and until the successor takes office.
- C) **Election:** Officers shall be elected annually at the regular meeting of the Board in the month of July of each year, which shall be the Annual Meeting of the Board, and shall take office upon election. Election of officers shall take place by written ballot unless otherwise specified by the Board. A tie vote will be settled by a flip of a coin.
- D) **Nomination:** The current Board President will appoint a Nominating Committee in March to report back to the Full Board in May. The nominations for officers shall be open on or before the last meeting before the Annual Meeting. Nominations shall remain open up to the Annual Meeting and the president shall invite additional nominations prior to the calling for a vote prior to the election of officers. Nominations for president shall be closed and voted on prior to the closing of nominations for vice president and temporary presiding officer.
- E) **Resignation:** Any officer may resign as officer by giving written notice of resignation to the President of the Board, or the President may resign by written notice to the Vice President. The resignation shall be effective as of the date stated in such resignation, or if there is no such date stated, then as of the date of its receipt by the proper officer. Notice of the resignation shall be transmitted at the next meeting of the Board by the Officer receiving such resignation, but no such resignation shall require acceptance by the Board.
- F) **Removal:** All officers shall serve at the pleasure of the Board and shall be subject to removal by the Board at any time.
- G) **Vacancies:** Vacancies in any officers position shall be filled by the Board for the remainder of the term.
- H) **Duties of Officers:**
  - 1) **President:**
    - (a) Convene Board meetings and preside over them.
    - (b) Represent PARTA at various meetings.
    - (c) Sign documents or take action on behalf of PARTA as directed by the Board or by law, unless another officer or employee is directed to take such action.
    - (d) Appoint Chairs and members of Standing Committees, and appoint Ad Hoc Committees.
    - (e) Serve as ex-officio member of all committees.

2) **Vice President:**

- (a) Convene Board meetings and preside over them in the absence of the President, or at any time when the President may vacate the chair.
- (b) Perform all duties of the President when the President is absent or unable to perform.
- (c) Assist the President in all duties -- as appropriate.

3) **Temporary Presiding Officer:** At any meeting at which both the President and the Vice President are absent or unavailable to preside, the Temporary Presiding Officer shall serve as presiding officer. Any meeting at which the President, the Vice President and the Temporary Presiding Officer are absent or unable to preside, the Board, by a majority of those present, may elect a member of the Board to serve as presiding officer for that meeting.

IV) **Employees, Advisors**

- A) **General Manager:** The Board shall appoint and fix the compensation of the General Manager, who shall not be a member of the Board. The duties of the General Manager shall include:
- 1) Serve as chief executive officer to carry out all policies of PARTA as directed by the Board.
  - 2) Attend all meetings of the Board, keep the Board informed of the condition and activities of PARTA, and recommend policies to the Board.
  - 3) Employ, supervise and discharge employees to such positions as may be authorized by the Board, under the terms and conditions authorized by the Board.
  - 4) Fill the duties of Secretary-Treasurer (fiscal officer), as provided by R.C. §306.33 and §306.42, either directly or by directing an employee to serve in those duties.
  - 5) Coordinate transit development, maintain and develop facilities, maintain liaison with governmental units and with social service agencies, develop and implement public relations program.
  - 6) Represent PARTA in contract negotiations and in other contexts as the chief executive officer.
  - 7) The General Manager has the authority and may contract for services necessary for the purposes of PARTA as subject to ORC Section 306.43.

- B) **Fiscal Officer:** The General Manager shall fill the statutory duties of Secretary-Treasurer (Fiscal Officer) either directly or by directing an employee to serve in those duties.
  - 1) The Fiscal Officer and General Manager shall each give a surety bond to PARTA, to be conditioned on the faithful performance of the duties of the office, to be executed by sureties satisfactory to PARTA. The amount of the bond shall be determined annually by the Board of Trustees. The cost of such bond shall be paid by PARTA. (Amended 3-16-89)
  - 2) The Board may also require that an Assistant Fiscal Officer provide a surety bond.
  - 3) The Fiscal Officer will deposit funds to the account of PARTA in a qualified depository; make disbursements in accordance with the rules and regulations of the Board; maintain accurate records of all transactions; and perform other fiscal duties.
- C) **Secretary:** The General Manager shall designate an employee to serve as Secretary to the Board. Under the direction of the General Manager, the Secretary shall record and attest the minutes of the proceedings of the Board; maintain all minutes, resolutions, and records of the Board; and handle correspondence of the Board as requested by the President. If the Secretary is absent from any meeting, the presiding member may designate a person as Acting Secretary to record and attest the minutes of the meeting and attest any resolution(s) adopted at such meeting.
- D) **Other Employees:** The Board will authorize employment positions necessary to carry out the work of PARTA, and the terms and conditions of employment. Employees will be appointed and supervised by the General Manager, according to the policies determined by the Board.
- E) **Consultants and Contract Services:** The Board may contract for services necessary for the purposes of PARTA.
- V) **Meetings**
  - A) **Place of Meeting:** All meetings of the Board shall be held at its principal office, or at such other place as designated by the President at a preceding meeting, or designated in the notice of the meeting.
  - B) **Regular Meetings:** Meetings of the Board shall be held at least once each quarter, and may meet each month. The time and place of regular meetings will be determined at the first meeting in July of each year.
  - C) **Special Meetings:** Special meetings of the Board may be called at any time by the President, the Vice President, or any three members of the Board. The officer or members calling the meeting shall give notice to the other members of the Board of the date, hour, place and purpose of the meeting. Such notice may be given in person or by telephone (or facsimile transmission or E-mail) or in person, at least twenty-four hours prior to the meeting. Notice may also be given by letter mailed by first-class mail at least forty-eight hours prior to the meeting. Notice of any meeting need not be given to any member of the Board if such notice is waived by the member in writing before, during, or after such meeting, or if the member is present at the meeting. A special meeting will only consider business related to the purpose stated in the meeting notice.

D) **Public Notice of Meetings:**

- 1) **General Notice:** Any person may determine the time and place of regularly scheduled meetings, and the time, place, and purpose of special meetings, by consulting the minutes of the Board, or by inquiry to the administrative office of PARTA.
- 2) **Notice to News Media:** The time and place of regularly scheduled meetings shall be provided to the primary newspaper of general circulation within the jurisdictional area of PARTA, and to any other news media which requests such notice. PARTA will provide 24 hour advance notice of any special meeting to the news media which have requested notification, except in the event of an emergency requiring immediate official action. In the event of emergency, the member or members calling the meeting shall notify the news media that have requested notification immediately of the time, place and purpose of the meeting.
- 3) **Special Notice:** Any person may obtain reasonable advance notification of all meetings, upon payment of a reasonable fee. Notice shall be provided by mailing the agenda of meetings. The fee shall be designated by the General Manager, and shall be sufficient to cover the cost of mailing and copies of such notices.

E) **Public Meetings:**

- 1) **Open meetings:** All meetings of the Board shall be open to the public in accordance with R.C. §121.22. Any formal action must be adopted in an open meeting.
- 2) **Executive Sessions:** The Board may hold an executive session only at a regular or special meeting and only after a majority of a quorum determines by roll call vote to hold such a session, and only for the purpose of consideration of matters permitted by law to be considered in executive session. The motion and vote to hold an executive session shall state which one or more of the permitted matters are to be considered at the executive session.

F) **Action:**

- 1) **Quorum:** A majority of the members of the Board of Trustees shall constitute a quorum for transaction of business.
- 2) **Method of Action:** Action of the Board shall be by resolution or motion. An affirmative vote of a majority of those Board members present shall be necessary for any action taken by the Board, unless a greater number is required by law or these by-laws. Members must be present to vote.
- 3) **Resolutions:** Resolutions shall be in writing. They shall be numbered with the year, month and consecutive numbers for each month (such as, "No.1996-7-3"). They shall be signed by the member who presided at the meeting and attested by the Secretary.

- G) **Minutes:** The minutes of any meeting will be recorded and open to public inspection. Minutes will include the date and place of the meeting, the names of the members and guests present, a summary of matters said and done, and a record of each vote taken. Minutes will only reflect the general subject matter of discussions in executive sessions.



- H) **Conduct of Meeting:** Meetings of the Board shall be conducted in accordance with the following procedures:
- 1) **Rules of Procedure:** Until otherwise provided, meetings of the Board shall be conducted under the general principles of Robert's Rules of Order.
  - 2) **Order of Business:** The business of regular meetings of the Board of Directors shall be transacted in the following order:

Roll Call  
Approval of minutes of preceding meetings  
Guest Communications  
Staff Reports  
Committee Reports (with action if recommended)  
Report of communications received  
Reports from Officers and Board members  
Other business  
Designation of next meeting  
Executive Session as needed, action as required  
Adjournment

VI) **Committees:**

- A) **Standing Committees:** The President may appoint members of the Board to the following Standing Committees as committee members or alternates and designate one of the members as Chair. Alternates shall be notified when they need to attend the committee meetings, but are welcome to attend voluntarily if not notified. The President shall be an ex-officio member of each committee.
- 1) **Finance:** Review and recommend budget. Recommend fiscal policies. Review monthly financial status.
  - 2) **Personnel:** Review and recommend personnel policies. Review and recommend salary and benefit plans. Hear grievances in accordance with grievance procedure. Screen candidates for General Manager.
  - 3) **Planning:** Evaluate programs and service priorities. Plan new programs. Screen bids for program contracts.
  - 4) **Facilities:** Evaluate and recommend building needs, maintenance, safety, space utilization.
  - 5) **Nominations:** Nominate candidates for the offices of President, Vice President and Temporary Presiding Officer.
  - 6) **Quorum:** A majority of the members of a committee shall constitute a quorum for transaction of business. Alternates are not counted for the purpose of determining a quorum unless they are replacing a committee member at a committee meeting.
- B) **Other Committees:** The President may, from time to time, create additional committees, and appoint members and a chair for each committee.

- C) **Committee Meetings:** In the absence of a Chair, a temporary Chairman shall be selected by majority vote of the members present.

VII) **Execution of Instruments:**

- A) **Deeds, leases, contracts:** Deeds, leases, contracts, and all other documents except those referred to below, shall be signed by the officer specified in any pertinent statute. If no statutory requirement exists, such instruments shall be signed by the President, but the Board may from time to time designate one or more of its members or any other employee or officer to execute any instrument on behalf of PARTA.
- B) **Expenditures:** Checks, drafts, notes, bonds, and other instruments representing payment of money shall require two signatures. The Board shall designate three people as authorized signers.
- C) **Bidding:** All purchases will be conducted according to relevant provisions of State and Federal law and competitive bidding will be used as required.

VIII) **Construction and Amendment:**

- A) **Construction and Severability:** These By-Laws shall be construed, if possible, in a manner consistent with the laws of the State of Ohio and the United States. If any provision shall be deemed in conflict with any law, such provision shall be void, but each provision shall be deemed separable from every other provision and its invalidity shall not affect any other.
- B) **Amendment:** These By-laws may be amended or supplemented by majority vote of the Board of Trustees. The Board members shall be given prior written notice of any proposed amendment prior to the meeting at which it shall be considered.

Approved by Board, 06/27/96

Amended by Board, 06/24/97

Amended by Board, 06/28/07

Amended by Board, 06/24/10