

RESOLUTION NO. 1976-69

A RESOLUTION ADOPTING BY-LAWS PROVIDING FOR THE ELECTION, TERMS OF OFFICE AND RESIGNATION OF OFFICERS AND FOR THE ANNUAL MEETING AND OTHER MEETINGS OF THE AUTHORITY.

BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That until such time as this Board of Trustees shall have adopted permanent and comprehensive by-laws for the administration of its affairs, the following provisions for the election, terms of office and resignation of officers and for the annual meeting and other meetings of the Authority shall be in effect:

Officers

Section 1. Officers. The elected officers of the Authority shall be the president and vice president, both of whom shall be members of the Board. The persons elected to such offices prior to the adoption of these by-laws shall continue to hold office until their successors, who shall be elected at the annual meeting of the Board in March, 1976, take office. The term of each officer elected at the annual meeting in March, 1976 and thereafter shall be one year and until his successor takes office. Such officers shall be elected annually at the annual meeting in the month of March and shall take office upon their election. Any officer who ceases to be a member of the Board during his term of office shall also cease to be such officer.

Section 2. Resignation. Any officer may resign his position as such officer by giving written notice of such resignation to the president of the Board, provided, that in the event of resignation of the president, then such written notice shall be given to the vice president. The resignation shall be effective as of the time or upon the event stated in such written notice, or if there be no such time or event stated, then as of the date of the receipt of the written notice of resignation by the proper officer. Notice of the resignation shall be transmitted promptly to the other members of the Board by the officer receiving such resignation. Resignations shall not require acceptance by the Board.

Meetings

Section 1. Quorum. A majority of the members of the Board shall constitute a quorum and the affirmative vote of a majority of the members of the Board shall be necessary for any action taken by the Board, provided, that less than a quorum may adjourn a meeting of the Board.

Section 2. Place of Meetings. All meetings of the Board shall be held at its principal office, or at such other place as may be designated by the president at a preceding meeting, or designated in the notice of the meeting, as hereinafter provided.

Section 3. Meetings. The annual meeting of the Board shall be at the first regular meeting in the month of March in each year. Regular meetings of the Board shall be held at the principal office of the Authority at 9:30 a.m. on the second and fourth Tuesday of each calendar month unless another date for such meeting is designated by motion of the Board duly adopted at the next preceding regular meeting. Special meetings of the Board may be called at any time by resolution, or by the president, the vice president, or any two members of the Board. The officer or members calling the meeting shall give notice, or cause the same to be given, to the other members of the Board of the date, hour and place of the meeting. Such notice may be given in person or by telephone at least twenty-four hours prior to the meeting or may be given by letter mailed by first class mail or by telegram, and such letter shall be mailed and such telegram shall be sent at least forty-eight hours prior to the meeting. Notice of any meeting need not be given to any member of the Board who was in attendance at the meeting when the resolution calling the special meeting was adopted or if such notice shall have been waived by him in writing before, during, or after such meeting, or if he shall be present, at the meeting. Any meeting shall be a valid meeting without notice having been given if all of the members of the Board shall be present at such meeting.

Section 4. Minutes and Resolutions.

(a) Action of the Board shall be by resolution or motion. Resolutions shall be in written or typewritten form. On passage of each motion or resolution, the vote of each member present shall be entered in the minutes of the meeting, provided, that any unanimous vote may be recorded as such in the minutes:

(b) The minutes of each meeting of the Board shall be recorded in separate books designated "Minute Book", bearing appropriate volume numbers, to be kept by the secretary-treasurer for that purpose. With respect to each meeting there shall be shown in the minutes the date and place at which the meeting was held, the names of the members present, a summary of business transacted, and a record of each vote taken. The minutes will be signed by the president or other member of the Board presiding at the meeting and attested to by the secretary-treasurer. Resolutions adopted shall be identified by appropriate reference to the number and title of such resolution.

(c) Each resolution adopted by the Board will be numbered, signed by the member of the Board presiding at the meeting, attested by the secretary-treasurer or assistant secretary-treasurer and maintained in separate books designated "Resolution Book", bearing appropriate volume numbers, to be kept by the secretary-treasurer for that purpose. Resolutions shall be annually numbered consecutively beginning with the number one. Each resolution shall bear as a prefix to its number the year in which it has been adopted.

(d) As provided by law, said Minute Books and Resolution Books shall be open to the inspection of the public at all reasonable times.

Section 5. Public Meetings. All meetings of the Board, except executive sessions held for purposes required or permitted by law, shall be open to the public, and no person shall be excluded from any meeting except for conduct which unreasonably interferes with the orderly conduct of the meeting.

Section 6. Rules of Procedure. Until otherwise provided, meetings of the Board shall be conducted in accordance with Robert's Rules of Order, subject to Section 7 below.

Section 7. Conduct of Meetings. Meetings of the Board shall be conducted in accordance with the following procedures:

(a) Vote

Actions may be taken by voice vote, except that the presiding officer may, and upon the request of any member shall, require any vote to be taken by roll call. Any member of the Board shall be permitted to change his vote until the roll call has been verified and the result declared. Motions for reconsideration on any vote may be made by any member who was in the majority on such vote. Such motion must be made not later than the close of the meeting following the one at which such vote was taken.

(b) Absent Member

Any member who was unavoidably absent from a meeting may be permitted to have his vote recorded upon any question acted upon during his absence, provided, that such vote shall not be counted and such member shall not be entitled to move the reconsideration of any such question.

(c) Division of Question

If any question contains two or more divisible propositions, the presiding member may, and upon request of a member shall, divide the same.

(d) Order of Business

Unless otherwise ordered by the presiding officer or consented to by motion, the business of regular meetings of the Board shall be transacted in the following order:

1. Roll call.
2. Submission of minutes of preceding meetings.
3. Reports and communications from officers.
4. Other reports and communications.
5. Reports of standing committees.
6. Reports of other committees.
7. Consideration of pending resolutions and motions.
8. Introduction of new resolutions and motions.
9. Other business.
10. Adjournment.

(e) Motions

Motions shall be presented, seconded, and acted upon, in accordance with said recognized parliamentary procedures. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the movant with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the presiding member shall be entered upon the minutes of the meeting.

Section 8. Absence of Secretary-Treasurer. In the event that neither the secretary-treasurer nor any assistant secretary-treasurer is present at a meeting, the presiding member may designate a person, who need not be a member of the Board, as acting secretary to record the minutes of the meeting and attest to any resolutions adopted at such meeting. The acting secretary may also certify as to the authenticity of any resolution adopted at such meeting or to the correctness of a copy or extract of the minutes of such meeting.

Section 2. That this resolution and the by-laws provided for herein shall become effective immediately upon the adoption of this resolution. All other by-laws heretofore adopted by this Board of Trustees shall continue in effect until superseded by the adoption by this Board of permanent and comprehensive by-laws for the administration of its affairs.

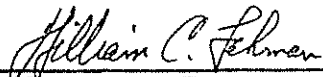
Section 3. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 4. This resolution shall be effective immediately upon its adoption.

Adopted: March 9, 1976

  
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President

Attest:

  
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Secretary-Treasurer