

RESOLUTION NO. 1976-178

A RESOLUTION ESTABLISHING BY-LAWS FOR THE
GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY

WHEREAS, the Board of Trustees of the Greater Cleveland Regional Transit Authority has determined that it is desirable to now adopt by-laws pursuant to Section 306.35 of the Ohio Revised Code, for the administration of its affairs:

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

Section 1. That the following, together with such supplements and amendments to it as may from time to time be adopted by this Board of Trustees (hereinafter sometimes referred to as the "Board"), be and they are hereby established as the by-laws of the Greater Cleveland Regional Transit Authority:

ARTICLE I

General

Section 1. Principal Office. The principal office of the Greater Cleveland Regional Transit Authority (hereinafter sometimes referred to as the "Authority"), its Board of Trustees (hereinafter sometimes referred to as the "Board") and its Secretary-Treasurer shall be located at 1404 East Ninth Street, Cleveland, Ohio.

Section 2. Sub Offices. The Board may establish sub offices at such other places, within the territory served by the Authority, as shall be designated from time to time by the Board in order to further the purposes of the Authority and the efficiency of its operation.

Section 3. Compensation. All members of the Board shall be compensated and shall be reimbursed for expenses as provided by law and by the agreement by which this Authority was created, and by resolutions of this Board not inconsistent therewith.

ARTICLE II

Officers

Section 1. Officers. The officers of the Authority shall be president, vice president, secretary-treasurer, general manager, comptroller and general counsel and all other officers and such assistants thereto as the Board of the Authority may from time to time designate. The president and vice president shall be members of the Board and they shall be elected to their office while all other officers shall not be members of the Board and they shall be appointed to their offices.

Section 2. Term of Office. The president and vice president elected prior to adoption of these by-laws shall continue to hold office until the next annual meeting of the Board and their successors take office. The term of the president and vice president elected thereafter shall be one year and until their successors take office. The president and vice president shall be elected at the annual meeting of the Board and shall take office on their election, provided that either the president or the vice president shall be a trustee appointed by the City of Cleveland and the other shall be a trustee appointed by one of the other two appointing authorities. If either the president or the vice president who was a member of the Board when elected to office, shall cease to be such member, he shall also cease to be such officer.

Section 3. 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.

Section 4. Removal. All appointed officers and assistants thereto shall serve at the pleasure of the Board and shall be subject to removal by the Board at any time.

Section 5. Vacancies. Any vacancy in the office of president or vice president of the Board shall be filled for the unexpired term by majority vote of the Board in the same manner as the original election of such officer.

Section 6. President. The president shall preside at all meetings of the Board. He shall perform all duties commonly incident to the position of presiding officer of a board or commission and all duties commonly incident to the position of chief executive officer of a board or commission. He shall have authority (without impairment of any authority specifically granted by the Board to any other person) to sign all contracts, releases, notes, bonds and other documents and instruments to be executed on behalf of the Authority. He shall perform such other duties and have such other authority as may be provided from time to time by the Board.

Section 7. Vice President. The vice president shall perform the duties and have the authority of the president during the absence or inability of the president to perform his duties and during any period while the office of president is vacant, and shall preside at all meetings of the Board when and while the president shall vacate the chair. When performing the duties and having the authority of the president, the vice president shall have all powers of the president. He shall perform such other duties and have such

authority as the Board may from time to time provide. At any meeting at which both the president and vice president are absent, the Board, by a majority vote of those present, may elect a member of the Board to serve as presiding officer for that meeting. In the event that the vice president is elected to fill a vacancy in the office of president, the office of vice president shall thereupon be deemed to be vacant and shall be filled in the manner provided in these by-laws.

Section 8. Secretary-Treasurer and Fiscal Officer.

- (a) The secretary-treasurer shall receive such compensation as the Board shall provide.
- (b) He shall be the fiscal officer of the Authority.
- (c) Before receiving any moneys, he shall give a compensated surety bond to and in favor of the Authority in the penal sum of \$25,000.00, and such bond shall be conditioned upon the faithful performance of the duties of the office and shall be executed by sureties satisfactory to the Authority. The cost of such bond and any other bonds required by these by-laws shall be paid by the Authority.
- (d) He shall attend all meetings of the Board and shall keep accurate records of the proceedings, which shall be attested to by him. He shall have such authority and perform such duties as are provided by law and such as may, at any time and from time to time, be delegated to him by the Board. He shall have custody of and maintain all minutes, resolutions, records, documents and files of the Authority as true and exact copies thereof and shall affix to such certification any seal of the Authority which seal shall be maintained in his custody.
- (e) He shall cause to be kept accurate books of account of all transactions on behalf of the Authority.
- (f) He shall have the care and custody of the funds of the Authority and may on behalf of the Authority endorse for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the Authority, or its order, and sign receipts therefor.

- (g) He shall have the authority to sign, on behalf of the Authority, all vouchers for payments to be made by the Authority and checks, drafts, bonds, notes, and other obligations of the Authority for the payment of money by the Authority in the manner and to the extent provided in these by-laws.
- (h) He shall, from time to time, allocate and reallocate the funds of the Authority, to inactive, interim and active funds and special funds, and invest such funds, as provided or permitted by law or as authorized by the Board.
- (i) After consultation with the general manager, he shall prepare and submit to the Board his proposals for the annual budget and appropriation; shall establish budget procedures and maintain supervision over budget control; and shall immediately notify the Board and take such other action as to him seems appropriate to maintain expenditures within the budget appropriations.
- (j) He shall be secretary to all committees, and when directed by the chairman of any committee, shall cause minutes of each meeting to be kept.
- (k) He shall have such authority and perform such other duties as are conferred by law upon or incident to the office of secretary or treasurer and the office of fiscal officer of an authority, board, or commission. He shall be deemed to have discharged his responsibilities under these by-laws if he shall have caused the same to be discharged by an assistant or other person properly authorized or assigned to him by the Board, except as to any duties which under the law can be discharged only personally by the secretary-treasurer or fiscal officer of an authority, pursuant to law.
- (l) He shall perform such other duties as may be required of him by law or may be imposed on him by the Board.

Section 9. General Manager.

- (a) The general manager shall be the chief operating officer of the Authority.
- (b) He shall have full authority to manage the properties and business of the Authority except for those powers and authorities reserved to the Board and to the secretary-treasurer.
- (c) He shall direct the enforcement of all resolutions, rules and policies of the Board relative to the general operation of the Authority.
- (d) He shall have the authority to sign and execute contracts and agreements necessary and proper for the performance of his duties subject to the provisions of Section 3 of Article VII hereof.
- (e) He shall do all things necessary for the proper implementation of the policies and programs of the Board.
- (f) He shall report to and counsel with the President of the Board and in the President's absence, the Vice President on questions of procedure, policy or practice.
- (g) He shall perform such other duties as may be required by law or may be imposed on him by the Board.

Section 10. Comptroller.

- (a) The comptroller shall be an assistant secretary-treasurer and acting fiscal officer of the Authority in the absence of the secretary-treasurer.
- (b) He shall execute jointly with the secretary-treasurer all checks.
- (c) He shall sign purchase orders and make disbursement of funds subject to Section 3 of Article VII hereof.
- (d) He shall be responsible to the General Manager and to the Secretary-Treasurer for the preparation of reports relating to the receipt and disbursement of funds.

- (e) He shall perform such other duties as may be required of him by law, imposed upon him by the Board or required of him by the General Manager.

Section 11. General Counsel.

- (a) The general counsel shall be the legal counsel to the Board and to the Authority and to members of the Board in matters relating to their official duties.
- (b) He shall have general charge of the legal affairs of the Board.
- (c) He shall prosecute and defend, settle or compromise all suits and claims for and on behalf of the Authority arising out of the operation of the Authority.
- (d) He shall perform such other duties as may be required of him by law or may be imposed upon him by the Board or requested by the General Manager.

Section 12. Assistants. The Board may appoint from time to time such assistants to the appointed officers as the Board deems appropriate. Such assistants may perform any and all of the duties and have the authority and powers as shall be delegated and assigned to them from time to time by the appointed officer or by the Board subject only to limitations imposed by law.

ARTICLE III

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 9:30a.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) 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.

(c) 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.

(d) 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 9. Rules for Notification of Meetings. The following Rules are adopted, pursuant to Sec. 121.22(F), Ohio Revised Code for the purposes of (a) establishing a reasonable method for any person to determine the time and place of all regularly scheduled meetings and the time, place and purpose of all special meetings, (b) making provisions for giving advance notice of special meetings to the news media that have requested notification, and (c) making provisions for persons to request and obtain reasonable advance notification of all meetings at which any specific type of public business is to be discussed. These Rules are in addition to any applicable legal requirements as to notices to members of the Board or to others in connection with specific meetings or specific subject matters.

(a) Definitions

As used in these Rules:

Sec. 1.01. "Day" means calendar day.

Sec. 1.02. "Meeting" means any prearranged discussion of the public business of the Authority by a majority of the members of the Board.

Sec. 1.03. "Notification" means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary-Treasurer under these Rules.

Sec. 1.04. "Post" means to post in an area accessible to the public during the usual business hours at the office of the Secretary-Treasurer and at the following locations:

Office of the Secretary-Treasurer
Main Entrance Lobby, RTA Building
1404 East Ninth Street
Cleveland, Ohio 44114

A notice identifying the locations at which notifications will be posted pursuant to these Rules shall be published by the Secretary-Treasurer within five calendar days after the adoption of these Rules.

Sec. 1.05. "Special meeting" means a meeting which is neither a regular meeting nor an adjournment of a regular meeting to another time or day to consider items specifically stated on the original agenda of such regular meeting.

Sec. 1.06. "Written notification" means notification in writing mailed, telegraphed or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary-Treasurer under these Rules, or in any way delivered to such person. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such meeting.

(b) Notice of Regular and Organizational Meetings

Sec. 2.01. The Secretary-Treasurer shall post a statement of the time(s) and place(s) of regular meetings of the Board for each calendar year not later than the second day preceding the day of the first regular meeting of the calendar year. The Secretary-Treasurer shall check at reasonable intervals to ensure that such statement remains so posted during such calendar year. If at any time during the calendar year the time or place of regular meetings, or of any regular meeting, is changed on a permanent or temporary basis, a statement of the time and place of such changed regular meetings shall be so posted by the Secretary-Treasurer at least twenty-four hours before the time of the first changed regular meeting.

Sec. 2.02. The Secretary-Treasurer shall post a statement of the time and place of the Annual Meeting of the Board at least twenty-four hours before the time of such Annual Meeting.

Sec. 2.03. Upon the adjournment of any regular or special meeting to another day, the Secretary-Treasurer shall promptly post notice of the time and place of such adjourned meeting.

(c) Notice of Special Meetings

Sec. 3.01. Except in the case of a special meeting referred to in Sec. 4.04, the Secretary-Treasurer shall, no later than twenty-four hours before the time of a special meeting, post a statement of the time, place and purposes of such special meeting.

Sec. 3.02. The statement under this division (c) and the notifications under division (d) shall state such specific or general purpose or purposes then known to the Secretary-Treasurer to be intended to be considered at such special meeting and may state, as an additional general purpose, that any other business as may properly come before the Board at such meeting may be considered and acted upon.

(d) Notice to News Media of Special Meeting

Sec. 4.01. Any news medium organization that desires to be given advance notification of special meetings shall file with the Secretary-Treasurer a written request therefor, on a standard form to be provided by the Secretary-Treasurer.

Except in the event of an emergency requiring immediate official action as referred to in Sec. 4.04, a special meeting shall not be held unless at least twenty-four hours advance notice of the time, place and purposes of such special meeting is given to the news media that have requested such advance notification in accordance with Sec. 4.02.

Sec. 4.02. News media requests for such advance notification of special meetings shall specify: the name of the medium; the name and address of the person to whom written notifications to the medium may be mailed, telegraphed or delivered; the names, addresses and telephone numbers (including addresses and telephone numbers at which notifications may be given either during or outside of business hours) of at least two persons to either one of whom oral notifications to the medium may be given; and at least one telephone number which the request identifies as being manned, and which can be called at any hour for the purpose of giving oral notification to such medium.

Any such request shall be effective for one year from the date of filing with the Secretary-Treasurer or until the Secretary-Treasurer receives written notice from such medium cancelling or modifying such request, whichever is earlier. Each requesting news medium shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by filing a complete new request with the Secretary-Treasurer. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board, the Authority, and the Secretary-Treasurer.

Sec. 4.03. The Secretary-Treasurer shall give such oral notification or written notification, or both, as the Secretary-Treasurer determines, to the news media that have requested such advance notification in accordance with Sec. 4.02, of the time, place and purposes of each special meeting, at least twenty-four hours prior to the time of such special meeting.

Sec. 4.04. In the event of an emergency requiring immediate official action, a special meeting may be held without giving twenty-four hours advance notification thereof to the requesting news media. The persons calling such meeting, or any one or more of such persons or the Secretary-Treasurer on their behalf, shall immediately give oral notification or written notification, or both, as the person or persons giving such notification determine, of the time, place and purposes of such special meeting to such news media that have requested such advance notification in accordance with Sec. 4.02. The minutes or the call, or both, of any such special meeting shall state the general nature of the emergency requiring immediate official action.

(e) Notification of Discussion of Specific Types of Public Business

Sec. 5.01. Any person, upon written request and as provided herein, may obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.

Such person shall file a written request with the Secretary-Treasurer specifying: the person's name, and the address(es) and telephone number(s) at or through which the person can be reached during and outside of business hours; the specific type of public business the discussion of which the person is requesting advance notification; and the number of calendar months (not to exceed twelve) which the request covers. Such request may be cancelled by request from such person to the Secretary-Treasurer.

Each such written request shall be accompanied by stamped self-addressed No. 10 envelopes sufficient in number to cover the number of regular meetings during the time period covered by the request. The Secretary-Treasurer shall notify in writing the requesting person when the supply of No. 10 envelopes is running out, and if the person desires notification after such supply has run out such person must deliver to the Secretary-Treasurer an additional reasonable number of stamped self-addressed envelopes as a condition to receiving further notifications.

Such requests may be modified or extended only by filing a complete new request with the Secretary-Treasurer. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Authority, the Board and the Secretary-Treasurer.

Sec. 5.02. The Secretary-Treasurer shall give such advance notification under this division (e) by written notification, or by oral notification, or both, as the Secretary-Treasurer determines.

The contents of written notification under this Sec. 5.02 may be a copy of the agenda of the meeting. Written notification under this Sec. 5.02 may be accomplished by giving advance written notification, by copies of the agendas, of all meetings of the Board that are the subject of such request.

(f) General

Sec. 6.01. Any person may visit or telephone the office of the Secretary-Treasurer during that office's regular office hours to determine, based on information available at that office: the time and place of regular meetings; the time, place and purposes of any then known special meetings; and whether the available agenda of any such future meeting states that any specific type of public business, identified by such person, is to be discussed at such meeting.

Sec. 6.02. Any notification provided herein to be given by the Secretary-Treasurer may be given by any person acting in behalf of or under the authority of the Secretary-Treasurer.

Sec. 6.03. A reasonable attempt at notification shall constitute notification in compliance with these Rules.

Sec. 6.04. A certificate by the Secretary-Treasurer as to compliance with these Rules shall be conclusive upon this Authority.

ARTICLE IV

Powers and Duties

Section 1. Appointments of Personnel. Notwithstanding the enumeration of various appointed officers and the delineation of their duties previously in these by-laws the Board may from time to time appoint such additional officers, assistants or subordinates thereto and such other employees as it may deem desirable or necessary to perform such duties as the Board may prescribe, and employees may or may not be subject to the Merit System Rules.

Section 2. Employees. To provide a sound, comprehensive and uniform system of personnel administration for the Authority, whereby effectiveness and economy in the personal services rendered and fairness to the employees and the public alike, may be promoted and employment in the system attractive as a career to persons qualified to serve therein the Board shall adopt rules governing the appointment and promotions in the Authority. The rules so established shall remain and continue in effect until amended or rescinded by the Board by Resolution.

Section 3. Professional Consultants. The Board may from time to time engage professional consultants or advisors as it may deem desirable or necessary. Such professional consultants shall be employed at compensation established by the Board and shall serve at the pleasure of the Board unless governed by a specific contract of engagement. The Board may authorize the general manager to employ professional consultants and advisors and, except as the Board has otherwise established, prescribe their duties and conditions for performing services for the Authority.

Section 4. Delegation of Duties. There is reserved in the Board the authority, from time to time, to delegate, transfer or assign duties of the officers and employees to the extent permitted by law and in conformity with the Merit System Rules established by the Board.

Section 5. Execution of Instruments.

- (a) Deeds, Leases, Contracts and Other Agreements
Deeds, leases, contracts, agreements and all other documents excepting those referred to in paragraph (b) below, shall be signed by the person or officer specified in any pertinent statute as the person or officer required to execute such instrument. If no such statutory requirement exists, such instruments shall be signed by the president or vice president, and by the secretary-treasurer or an assistant secretary-treasurer; but the Board may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Authority.

(b) Checks, Drafts, etc.

Checks shall be executed jointly by the signatures of the secretary-treasurer and the comptroller, either or both of which signatures may be facsimile signatures. Drafts, notes, bonds and any other instruments requiring the payment of money shall be executed by the secretary-treasurer.

(c) Purchase Orders

Purchase orders for materials and services for which expenditures have been authorized may be signed by the president, vice-president, secretary-treasurer, assistant secretary-treasurer, general manager, assistant general manager and Superintendent of Purchasing of the Authority as provided in Section 3 of Article VII hereof.

A facsimile signature may be used in certifying the availability of funds as required by law.

Section 6. Reimbursement for Expenses. Any member of the Board who properly incurs expenses in the course of their official duties, shall be reimbursed for such expenses so incurred, upon vouchers approved by the president, or vice-president in his absence, and secretary-treasurer.

All officers and employees who properly incur expenses in the course of their official duties, shall be reimbursed for such expenses so incurred upon vouchers approved by the general manager, or assistant general manager in his absence, and secretary-treasurer.

ARTICLE V

Official Seal

Section 1. Seal. The Authority may adopt an official seal, which shall be maintained at the principal office of the Authority.

Section 2. Absence of Seal. Failure to affix the seal of the Authority to any document or instrument shall in no manner affect the validity of such document or instrument.

ARTICLE VI

Committees

Section 1. Standing Committees. The five standing committees of the Board shall be the Personnel Committee, the Finance Committee, the Operation and Marketing Committee, the Executive Committee and the Merit System Appeals Board. The Board may establish from time to time such additional standing committees of its members as it deems necessary and the president shall appoint members to such committees, naming one of the committee's members as chairman. If the president fails to appoint members to a committee or name a chairman of a committee, then the Board shall appoint such members or name a chairman as the case may be. The president and vice

president shall each be an ex-officio member of each committee.

Section 2. Other Committees. The Board may, from time to time, create additional committees. If the president fails to appoint members of a committee or name a chairman of a committee, then the Board shall appoint such members or name a chairman as the case may be. The president and vice president shall each be an ex-officio member of each committee.

Section 3. Committee Meetings. In the absence of a chairman, a quorum of any committee being present, a temporary chairman shall be selected by a majority vote of the members present. Each committee may establish a procedure for calling and giving notice of committee meetings, the conduct of such meeting, the undertaking of committee activities, and the preparation of committee reports, provided, that in the case of any committee which consists of a majority of the members of the Board, notification of meetings of such committee shall be given, and such meetings shall be conducted, in accordance with Section 9 of Article III of these by-laws.

Section 4. Special Advisory Committees. The Board may create Special Advisory Committees. The president shall appoint members of the Special Advisory Committees naming a chairman of each. Members of Special Advisory Committees need not be members of the Board. If the president shall fail to appoint members to a Special Advisory Committee or a chairman thereof, then the Board shall appoint such members or chairman as the case may be. Each Special Advisory Committee shall establish a procedure for calling and giving notice of that Committee's meeting, the conduct of its meetings and the preparation of its reports including the procedure to be used in such preparation. The president of the Board or a Board member designated by him shall be an ex-officio member of each Advisory Committee.

ARTICLE VII

Appropriations and Contracts

Section 1. Appropriations. Appropriations and budget procedure shall be in accordance with the provisions of the Ohio Revised Code.

Section 2. Contracts. Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and these by-laws.

Section 3. Expenditures. Expenditures in excess of that amount specified by law shall be authorized by the Board. Expenditures of that amount allowed by law or less for which moneys have been appropriated may be made on authorization of the president or the vice president in his absence, the general manager or the assistant general manager in his absence.

Section 4. Equal Employment Opportunity. The Authority shall not discriminate against any employee or applicant for employment because of race, religion, color, sex or national origin. The Auth-

ority shall take affirmative action to insure that applicants are employed, and that employees are treated during their employment, without regard to their race, religion, color, sex or national origin. Such actions shall include, but not be limited to, the following: employment, upgrading, promotion, demotion, disciplining or transfer; recruitment or recruitment advertising; layoff, or termination; rates of pay, or other forms of compensation; selection for training including apprenticeship; and other terms and conditions of employment.

Section 5. Nondiscrimination - Contracts, Purchase Orders, Agreements.

All contracts, purchase orders or agreements subject to the Urban Mass Transportation Act of 1964, as amended, (49 U.S.C. 1601 et seq.) shall be subject to all rules and/or regulations issued pursuant thereto regarding nondiscrimination in federally assisted programs of the United States Department of Transportation.

In all solicitations either by competitive bidding or negotiations, made by the Authority for work to be performed under a contract, subcontract, purchase order or agreement, including but not limited to procurements of materials, services or equipment, the Authority shall receive an affidavit from the supplier that the supplier does not and will not discriminate in its employment practices because of race, religion, color, sex or national origin. The Authority will include in its specifications in connection with such contract, subcontract, purchase order or agreement, a requirement that prior to an award of such contract, subcontract, purchase order or agreement that an affirmative action plan to provide equal employment opportunities must be provided to the Authority, for its consideration.

ARTICLE VIII

Administration and Employment

Section 1. The general manager shall be the chief operating officer for operation and administration of the Authority. He shall possess that power and authority as enumerated in Section 9 of Article II.

Section 2. The general manager is hereby authorized to employ from time to time on a temporary basis craftsmen and clerical personnel as may be necessary to carry out the operations and programs of the Authority. The general manager is to be governed by the Merit System Rules as adopted by the Board in his dealings with permanent and/or full time employees. The general manager shall fix the amount, if any, to be paid as reasonable and necessary expenses in connection with the employment of persons employed, including, but not limited to, expenses of such person incurred in moving from a former location to undertake such employment. All personnel must be paid from appropriations made for such personnel by the Board or from appropriations made by the Board for operating expenses or capital improvements when the services of such personnel are utilized with respect thereto.

Section 3. The Board shall establish positions of permanent employment from time to time for such management, professional and technical personnel as may be necessary to carry out the operations and program of the Authority and prescribe the authority and duties of such positions. The general manager is hereby authorized to employ and discharge with cause, personnel for such positions and prescribe additional authorities and duties for such personnel. Such employment by the general manager is subject to reconfirmation by the Board and shall be in accordance with the Merit System Rules and pay plans for hourly and salaried employees. No such employment shall occur unless the Board shall have first created the position and established the compensation for such position.

Section 4. The Board may from time to time establish a table of organization and create such departments as it may deem necessary to carry on the functions of the Authority.

Section 5. Except as above provided, and as by the pay plans for hourly and salaried employees, salaries of all personnel employed shall be fixed by resolution of the Board; provided that the general manager shall review all salaries annually and shall recommend to the Board such adjustments as he deems appropriate.

Section 6. Except as above provided, office hours, hours of work, holidays, vacations, sick leave, payment in lieu of vacation or sick leave, military leave, funeral attendance, leave of absence without pay, medical insurance, jury duty, and reimbursement of expenses, shall be established by rules and regulations adopted by the Board.

ARTICLE IX

Construction, Indemnification, Amendment and Effective Date

Section 1. Construction and Severability. Each of such Sections as herein set forth and each provision thereof shall be construed, if possible, in a manner consistent with the laws of the State of Ohio and the United States of America. If any clause, provision, paragraph, subdivision, division or section hereof is held to be invalid, such holding of invalidity shall not affect the remaining clauses, provisions, paragraphs, subdivisions, divisions or sections, and these by-laws shall be construed and enforced as if such illegal or invalid clause, provision, paragraph, subdivision or section had not been contained herein.

Section 2. Indemnification. Each member of the Board and each officer of the Authority (and his heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding (whether civil, criminal or administrative) by reason of his being or having been a member of the Board or officer of the Authority, shall be entitled to be indemnified by the Authority against the reasonable expenses actually incurred by him in connection with the defense of such litigation, except in relation to the following matters:

- (a) Those as to which he shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his duties as a member of the Board or as an officer of the Authority, or
- (b) Those which have resulted in a judgment in favor of the Authority and against him or which are settled by any payment by him to the Authority.

Except in cases where the above clause (a) or (b) applies, "expenses" shall be deemed to include fines and penalties imposed on such member or officer, and amounts paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of any judgment.

ARTICLE X

Amendments to By-Laws

Section 1. Amendments. These by-laws may be amended from time to time by a majority vote of the members of the Board, provided that no proposed amendment shall be considered unless a written copy of the proposed amendment shall have been furnished to each member of the Board at least fourteen days prior to the meeting at which the proposed amendment is to be considered. Such fourteen day period may be waived if all members of the Board consent thereto either by a specific statement of such waiver by each member entered in the minutes of the meeting at which such amendment is considered or by a written waiver of such period executed either before or after such meeting, or by a combination of the foregoing.

Section 2. Any by-laws or part of any by-laws heretofore adopted by this Board which by their terms were to be effective until the adoption by this Board of comprehensive by-laws or which are inconsistent with any of the provisions of the by-laws adopted by this resolution are hereby repealed.

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 on or after November 28, 1975 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: May 25, 1976

Dale R. Rind
President

Attest: *Allan C. Lehman*
Secretary-Treasurer