

RESOLUTION NO. 2019-22

AMENDING ARTICLE II, SECTIONS 1 AND 8 OF THE BYLAWS OF THE
GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY AND ADOPTING A
NEW ARTICLE FOR THE POSITION OF GENERAL MANAGER

WHEREAS, the Board of Trustees of the Greater Cleveland Regional Transit Authority ("Board") established bylaws ("Bylaws") for the Greater Cleveland Regional Transit Authority ("Authority") on May 25, 1976 pursuant to Resolution No. 1976-178; and

WHEREAS, the Bylaws have been amended from time to time, most recently in 1999;
and

WHEREAS, in July, 2018, the Board established an Ad Hoc Bylaws Review Committee ("Committee") that has been meeting periodically since that time to conduct a comprehensive review of the Bylaws; and

WHEREAS, the Committee has recommended amendments to Article II, Sections 1 and 8 of the Bylaws that would separate the positions of General Manager and Secretary-Treasurer;
and

WHEREAS, the Committee of the Whole has considered and approved the recommendation; and

WHEREAS, the Board wishes to adopt the recommendation.

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

Section 1. That Article II, Section 1 is hereby amended to read as follows:

Sec. 1. Officers Generally. The officers of the Authority shall be President, Vice-President, Secretary-Treasurer, and such other officers as the Board of Trustees may from time to time designate. The President and Vice-President shall be members of the Board and shall be elected to their offices. The Secretary-Treasurer shall be appointed by the Board and shall not be a member of the Board. As determined by the Board, all other officers may or may not be members of the Board and shall be appointed to their offices by the Board.

Section 2. That Article II, Section 8 is hereby amended to read as follows:

Sec. 8. Secretary-Treasurer.

- (a) The Secretary-Treasurer shall be the Fiscal Officer of the Authority, who will fulfill the responsibilities of the office of Secretary-Treasurer as required by Ohio Revised Code Section 306.42.
- (b) In his or her role as Secretary-Treasurer of the Authority, he or she:
 - (1) Shall, before receiving any moneys, give a compensated surety bond to and in favor of the Authority in the penal sum of one hundred thousand dollars (\$100,000). 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 Bylaws shall be paid by the Authority.
- (2) Shall attend all meetings of the Board and keep accurate records of the proceedings, which shall be attested to by him or her. He or she 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, if required, any seal of the Authority, which seal shall be maintained in his or her custody.
 - (3) Shall cause to be kept accurate books of account of all transactions on behalf of the Authority.
 - (4) 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.
 - (5) May 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 Bylaws.
 - (6) Shall, from time to time, allocate and reallocate the funds of the Authority to inactive, interim, active or special funds, and invest such funds, as provided or permitted by law or as authorized by the Board.
 - (7) Shall be Secretary to all committees and, when directed by the chair of any committee, shall cause minutes of each meeting to be kept.
 - (8) Shall have such authority and perform such other duties as may be required by or delegated to him or her by the Board or as are conferred on him or her by law or incident to the office of Secretary or Treasurer and the office of Fiscal Officer of an authority, board or commission.
 - (9) Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her, except as to any duty which under the law can be discharged only personally by the Secretary-Treasurer or Fiscal Officer of an authority, pursuant to law.

Section 3. That a new Article is hereby enacted in the Bylaws to read as follows:

Article _____
General Manager

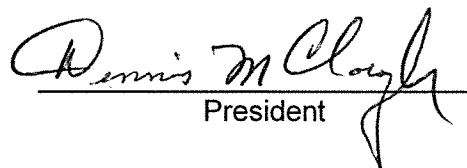
Sec. 1. Appointment and Authority. The General Manager shall be appointed by the Board and shall be the Chief Executive Officer of the Authority. In his or her role as CEO, General Manager, he or she:

- (a) Shall have full authority to manage the properties and business of the Authority, except for those powers and authorities reserved to the Board;
- (b) Shall direct the enforcement of all resolutions, rules and policies of the Board relative to the general operation of the Authority;
- (c) Shall prepare and submit to the Board the annual budget and appropriation

- measures and amendments thereto;
- (d) May sign and execute contracts and agreements necessary and proper for the performance of his or her duties, subject to Article VII, Section 3;
 - (e) Shall do all things necessary for the proper implementation of the policies and programs of the Board;
 - (f) 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) May hire, fire, promote and demote all personnel, within the bounds of law, contract, and the Personnel Policies and Procedures, except as provided in Article VIII, Sections 5 and 6, of these Bylaws;
 - (h) Shall develop performance assessment criteria and perform semiannual and annual performance reviews for all personnel;
 - (i) Shall determine the salaries of all personnel within the salary ranges approved by the Board of Trustees, other than those salaries determined by operation of law or contract;
 - (j) Shall coordinate and be responsible for communication with and assignment of work to the Legal Affairs Division of the Authority;
 - (k) May, as Chief Executive Officer, direct the Legal Affairs Division to prosecute, defend, settle or compromise all suits and claims for and on behalf of the Authority arising out of the operation of the Authority;
 - (l) Shall perform such other duties as may be required by law or may be imposed on him or her by the Board;
 - (m) Shall execute all checks; and
 - (n) Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her.

Section 4. That this resolution shall become effective immediately upon its adoption.

Adopted: February 19, 2019



President

Attest: 

Interim CEO, General Manager/Secretary-Treasurer



TITLE/DESCRIPTION: AMENDING ARTICLE II, SECTIONS 1 AND 8 OF THE BYLAWS OF THE GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY AND ADOPTING A NEW ARTICLE IN THE BYLAWS FOR THE POSITION OF GENERAL MANAGER	Resolution No.: 2019-22
	Date: February 14, 2019
	Initiator: Legal
ACTION REQUEST: <input checked="" type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____	

- 1.0 PURPOSE/SCOPE: This resolution will amend Article II, Sections 1 and 8 of the Bylaws ("Bylaws") of the Greater Cleveland Regional Transit Authority ("Authority").
- 2.0 DESCRIPTION/JUSTIFICATION: The Bylaws were adopted on May 25, 1976, pursuant to Resolution No. 1976-178 and have been amended from time to time, most recently in 1999. The Ad Hoc Bylaws Review Committee ("Committee") of the Board of Trustees ("Board") has met periodically since July 2018 to review the Bylaws and discuss revisions that might be needed. The work of the Committee is ongoing. As a result of the review, the Committee recommended amendments to Article II, Sections 1 and 8 and proposed a new Article in the Bylaws in order to separate the positions of General Manager and Secretary-Treasurer. Under the current Bylaws, the Authority has assigned the duties of its Secretary-Treasurer to the General Manager.

 Statutorily, Ohio Revised Code Section 306.33 provides for a board of trustees of a regional transit authority to select a president, vice-president and secretary-treasurer. Per O.R.C Section 306.33, the secretary-treasurer cannot be a member of the board.

 The recommendation was considered by the Committee of the Whole and has been referred to the Board of Trustees for action.
- 3.0 PROCUREMENT BACKGROUND: Does not apply.
- 4.0 AFFIRMATIVE ACTION/DBE BACKGROUND: Does not apply.
- 5.0 POLICY IMPACT: Adoption of the resolution will result in a more effective management structure for the Board of Trustees and the Authority.
- 6.0 ECONOMIC IMPACT: Does not apply.
- 7.0 ALTERNATIVES: Not adopting this resolution. Not adopting this resolution would result in requiring that the responsibilities of the General Manager and the Secretary-Treasurer be assigned to a single individual.
- 8.0 RECOMMENDATION: It is recommended that this resolution be adopted.
- 9.0 ATTACHMENTS:
 - A. Redline copy of revisions to Article II, Section 1
 - B. Redline copy of revisions to Article II, Section 8
 - C. Proposed new article

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.



Interim CEO, General Manager/Secretary-Treasurer

Attachment A

ARTICLE II **Officers**

Sec. 1. Officers Generally. The officers of the Authority shall be President, Vice-President and General Manager, who shall also serve as Secretary-Treasurer, and such other officers as the Board of Trustees may from time to time designate. The President and Vice-President shall be members of the Board and shall be elected to their offices; offices. The Secretary-Treasurer shall be appointed by the Board and shall not be a member of the Board. As determined by the Board, all other officers shall may or may not be members of the Board and shall be appointed to their offices by the Board.

(Res. 1988-38. Passed 2-16-88. Res. 2019-XX. Passed XX-XX-XX.)

Attachment B

Article II

Sec. 8. General Manager and Secretary-Treasurer.

(a) ~~The General Manager shall be the chief executive officer~~Secretary-Treasurer shall be the Fiscal Officer of the Authority, as well as being the Fiscal Officer of the Authority in his or her role as Secretary-Treasurerwho will fulfill the responsibilities of the office of Secretary-Treasurer, as required by Ohio Revised Code Section 306.42.

(b) ~~In his or her role as General Manager, he or she:~~

~~(1) Shall have full authority to manage the properties and business of the Authority, except for those powers and authorities reserved to the Board;~~

~~(2) Shall direct the enforcement of all resolutions, rules and policies of the Board relative to the general operation of the Authority;~~

~~(3) Shall prepare and submit to the Board the annual budget and appropriation measures and amendments thereto;~~

~~(4) May sign and execute contracts and agreements necessary and proper for the performance of his or her duties, subject to Article VII, Section 3;~~

~~(5) Shall do all things necessary for the proper implementation of the policies and programs of the Board;~~

~~(6) 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;~~

~~(7) May hire, fire, promote and demote all personnel, within the bounds of law, contract, and the Personnel Policies and Procedures, except as provided in Article VII, Sections 5 and 6, of these Bylaws;~~

~~(8) Shall develop performance assessment criteria and perform semiannual performance reviews for all personnel;~~

~~(9) Shall determine the salaries of all personnel within the salary ranges approved by the Board of Trustees, other than those salaries determined by operation of law or contract;~~

~~(10) Shall coordinate and be responsible for communication with and assignment of work to the Legal Affairs Division of the Authority;~~

~~(11) May, as Chief Executive Officer, direct the Legal Affairs Division to prosecute, defend, settle or compromise all suits and claims for and on behalf of the Authority arising out of the operation of the Authority;~~

~~(12) Shall perform such other duties as may be required by law or may be imposed on him or her by the Board;~~

~~(13) Shall execute all checks; and~~

~~(14) Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her.~~

~~(a)~~(b) In his or her role as Secretary-Treasurer of the Authority, he or she:

~~(1) Shall be the Fiscal Officer of the Authority;~~

~~(2)(1) Shall, before~~Before receiving any moneys, ~~shall~~ give a compensated surety bond to and in favor of the Authority in the penal sum of ~~twenty-five~~one hundred thousand dollars (\$~~25~~100,000). 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 Bylaws shall be paid by the Authority.

~~(3)(2) Shall attend all meetings of the Board and keep accurate records of the proceedings, which shall be attested to by him or her. He or she 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 or her by the Board. He or she 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, if required, any seal of the Authority, which seal shall be maintained in his or her custody.~~

~~(4)(3) Shall cause to be kept accurate books of account of all transactions on behalf of the Authority;~~

~~(5)(4) 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;~~

~~(6)(5) May 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 Bylaws;~~

~~(7)(6) Shall, from time to time, allocate and reallocate the funds of the Authority to inactive, interim, active or special funds, and invest such funds, as provided or permitted by law or as authorized by the Board;~~

~~(8)(7) Shall be Secretary to all committees and, when directed by the chairman of any committee, shall cause minutes of each meeting to be kept;~~

~~(8) Shall have such authority and perform such other duties as may be required by or delegated to him or her by the Board or as are conferred on him or her by law upon or incident to the office of Secretary or Treasurer and the office of Fiscal Officer of an authority, board or commission.~~

~~(9) He or she shall~~Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her, except as to any duty which under the law can be discharged only personally by the Secretary-Treasurer or Fiscal Officer of an authority, pursuant to law.

~~(10) Shall perform such other duties as may be required of him or her by law or as may be imposed on him or her by the Board.~~

(Res. 1988-38. Passed 2-16-88; Res. 1999-145. Passed 10-26-99. Res. 2019-XXX. Passed XX-XX-19.)

Attachment C

PROPOSED NEW ARTICLE

Article General Manager

Sec. 1. Appointment and Authority. The General Manager shall be appointed by the Board and shall be the Chief Executive Officer of the Authority. In his or her role as CEO, General Manager, he or she:

- (a) Shall have full authority to manage the properties and business of the Authority, except for those powers and authorities reserved to the Board;
- (b) Shall direct the enforcement of all resolutions, rules and policies of the Board relative to the general operation of the Authority;
- (c) Shall prepare and submit to the Board the annual budget and appropriation measures and amendments thereto;
- (d) May sign and execute contracts and agreements necessary and proper for the performance of his or her duties, subject to Article VII, Section 3;
- (e) Shall do all things necessary for the proper implementation of the policies and programs of the Board;
- (f) 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) May hire, fire, promote and demote all personnel, within the bounds of law, contract, and the Personnel Policies and Procedures, except as provided in Article VIII, Sections and 6, of these Bylaws;
- (h) Shall develop performance assessment criteria and perform semiannual and annual performance reviews for all personnel;
- (i) Shall determine the salaries of all personnel within the salary ranges approved by the Board of Trustees, other than those salaries determined by operation of law or contract;
- (j) Shall coordinate and be responsible for communication with and assignment of work to the Legal Affairs Division of the Authority;
- (k) May, as Chief Executive Officer, direct the Legal Affairs Division to prosecute, defend, settle or compromise all suits and claims for and on behalf of the Authority arising out of the operation of the Authority;
- (l) Shall perform such other duties as may be required by law or may be imposed on him or her by the Board;
- (m) Shall execute all checks; and
- (n) Shall be deemed to have discharged his or her responsibilities under these Bylaws if he or she has caused the same to be discharged by an assistant or other person properly authorized by him or her.