

**BY-LAWS OF THE
GREENE COUNTY TRANSIT BOARD**

(adopted by the Greene County Transit Board: November 12, 2003;
amended by the Greene County Transit Board: October 19, 2004;
amended by the Greene County Transit Board: July 19, 2005;
amended by the Greene County Transit Board: April 18, 2006)

ARTICLE I: NAME

In these By-Laws, the Greene County Transit Board shall hereafter be referred to as the Board.

ARTICLE II: AUTHORITY AND RESPONSIBILITIES OF THE BOARD

The Board shall have all of the authority and responsibilities available to it, as a public body, under the Ohio Revised Code, Section 306, unless these By-Laws further limit the Board's authority and responsibilities.

ARTICLE III: PURPOSE OF THE BOARD

The purpose of the Board is to provide safe, convenient, comfortable, and cost-effective urban public transit for Greene County.

ARTICLE IV: BOARD COORDINATION WITH THE GREENE COUNTY BOARD OF COMMISSIONERS

The Board shall closely coordinate with the Greene County Board of Commissioners.

The Board shall ensure that the Greene County Board of Commissioners are kept informed of significant matters, and the Board shall seek the Greene County Board of Commissioners' advice and guidance on those matters.

The Board shall discuss with the Greene County Board of Commissioners the Board's annual budget and audit, before action by the Board. The Board shall provide copies of its monthly financial reports to the Greene County Board of Commissioners.

The Greene County Board of Commissioners shall also relate to the Board in additional ways, as described elsewhere in these By-Laws.

ARTICLE V: BOARD COORDINATION WITH THE METROPOLITAN PLANNING ORGANIZATION

The Board shall provide the appropriate documentation to and coordination with the region's metropolitan planning organization (MPO), the Miami Valley Regional Planning Commission, in order to receive State and Federal transit funding.

ARTICLE VI: BOARD COORDINATION WITH THE OHIO DEPARTMENT OF TRANSPORTATION

The Board shall provide the appropriate documentation to and coordination with the Ohio Department of Transportation in order to receive State and Federal transit funding.

ARTICLE VII: BOARD COORDINATION WITH THE FEDERAL TRANSIT ADMINISTRATION OF THE UNITED STATES DEPARTMENT OF TRANSPORTATION

The Board shall provide the appropriate documentation to and coordination with the Federal Transit Administration of the United States Department of Transportation in order to receive State and Federal transit funding.

ARTICLE VIII: MEMBERS OF THE BOARD

Section 1. Name. The members of the Board shall be called Members.

Section 2. Qualifications for Members. Members shall be electors and residents of Greene County. No more than four Members shall be of the same political affiliation. No Member shall be financially interested in any contract, work or service for the county.

Section 3. Appointment. The Greene County Board of Commissioners shall appoint the Members.

Section 4. Number. The number of Members shall be seven.

Section 5. Term. Members shall be appointed for a term of three years, except in the first year of the Board's existence, when three shall be appointed for three-year terms, two for two-year terms, and two for one-year terms. After that, Members shall be appointed by the Greene County Board of Commissioners in sufficient number to fill vacancies caused by the expiration of terms, or by removal or replacement of Members. There shall be no limit on the number of consecutive terms to be served by a Member.

Section 6. Removal of Members. Any Member who is absent from three regular meetings of the Board without prior notice during a 12-month period, may be removed by the Greene County Board of Commissioners. The Greene County Board of Commissioners may remove any Member, as determined by the Greene County Board of Commissioners, provided that the process outlined in the ORC Section 306 is followed.

Section 7. Replacement of Members. A vacancy on the Board because of death, resignation, or removal shall be filled for the remainder of the term of the position. The Board shall request that the Greene County Board of Commissioners fill the position within 90 days of notification of the vacancy.

Section 8. Compensation. All Members shall be volunteers and shall receive no additional compensation for their efforts as Members. However, Members may be reimbursed for expenses approved by and incurred on behalf of the Board.

ARTICLE IX: MEETINGS OF THE BOARD

Section 1. Regular Meetings. The Board shall conduct regular meetings at least monthly as determined by the Board.

Section 2. Special Meetings. The Board may hold special meetings during the year as requested by the Chairperson, any three Members, or the Executive Director, provided such request shall specify the purpose of the meeting.

Section 3. Notices. Notice of regular and special Board meetings shall be provided in writing to Members at least seven (7) days before the scheduled time of such meetings. In such instance where an emergency meeting is necessary, notice shall be provided at least twenty four (24) hours in advance.

Section 4. Quorum. A quorum of four Members shall be required to conduct business of the Board at its regular and special meetings. Members may not appoint a proxy to vote in his/her place for a particular meeting of the Board.

Section 5. Majority. Except where otherwise required by these By-Laws, the affirmative vote of a majority of the Members present at a duly held meeting shall be sufficient for any Board action.

Section 6. Rules for Proceedings. The Board shall use the Robert's Rules of Order for conducting business at all meetings.

Section 7. Open Meeting. All Board meetings shall comply with the requirements of Ohio laws concerning open meetings. Written minutes summarizing the proceedings of all such meetings shall be distributed to Members and Greene County Board of Commissioners in a timely manner, and shall be available to the general public.

ARTICLE X: OFFICERS OF THE BOARD

Section 1. Officers. The officers of the Board shall be a Chairperson, a Vice-Chairperson and a Secretary. All officers shall be Members of the Board.

Section 2. Appointment of Chairperson. The Greene County Board of Commissioners shall appoint the Chairperson. Per the Ohio Revised Code, the Board's officers shall be under the sole control of the Board and are not subject to the supervision of other County officers.

Section 3. Term of Chairperson. The term of the Chairperson shall be for three years.

Section 4. Removal of Chairperson. The Greene County Board of Commissioners may remove the appointment of the Chairperson. The Greene County Board of Commissioners may then appoint another Member as Chairperson.

Section 5. Replacement of Chairperson. A vacancy in the position of Chairperson because of death, resignation, or removal shall be filled by the Greene County Board of Commissioners for the duration of the term of the office. The Board shall request that the Greene County Board of Commissioners fill the position within 90 days of the notification of the vacancy.

Section 6. Election of Other Officers. The first Vice-Chairperson and Secretary shall be elected by an affirmative vote of a majority of the Members. The first election shall be at the first Board meeting presided over by the first Chairperson.

Section 7. Term of Other Officers. The terms of the Vice-Chairperson and Secretary shall be one year.

Section 8. Removal of Other Officers. The Vice-Chairperson or Secretary may be removed by an affirmative vote of a majority of the Members then in office, when such action is conducted at a duly held meeting of the Board, and when notice stating such purpose has been given in advance of the meeting.

Section 9. Replacement of Other Officers. A vacancy in an office because of death, resignation, or removal shall be filled by the Board for the duration of the term of the office.

Section 10. Duties of the Chairperson. The Chairperson shall preside at all meetings of the Board. The Chairperson shall serve as the Board liaison between the Board and the Greene County Board of Commissioners, and the Board liaison between the Board and the Executive Director, and shall perform such other duties as determined by the Board.

Section 11. Duties of the Vice-Chairperson. The Vice-Chairperson shall perform such duties as may be determined by the Board. The Vice-Chairperson shall be vested with

all powers of and perform all duties of the Chairperson in the Chairperson's absence or inability to act, but only so long as such absence or inability continues.

Section 12. Duties of the Secretary. The Secretary shall keep the official minutes of all meetings of the Board, and shall perform such other duties as determined by the Board.

ARTICLE XI: COMMITTEES, TASK FORCES, AD-HOC GROUPS, ETC. OF THE BOARD

Section 1. Formation and Membership. The Board may establish one or more committees, task forces, ad-hoc groups, etc. to provide input to the Board. Committee, task force, ad-hoc group, etc. members may be Members of the Board or other interested persons, and shall be appointed by the Chairperson. The Executive Director shall be a non-voting member of all committees, task forces, ad-hoc groups, etc.

At least two of the members of each of the standing committees (i.e., Finance, Contracts and Audit Committee, Programs and Services Committee, and Personnel Committee) shall be Board Members. At least one member of each of the other committees, task forces, ad-hoc groups, etc. shall be a Board Member or the Executive Director.

The Chairperson of any standing committee shall be a Board Member. The Chairperson of any of the other committees, task forces, ad-hoc groups, etc. may be any voting member of that committee, task force, ad-hoc group, etc.

Section 2. Quorum. A majority of the members of any committee, task force, ad-hoc group, etc. shall constitute a quorum.

Members of any committee, task force, ad-hoc group, etc. may not appoint a proxy to vote in his/her place for a particular meeting of that committee, task force, ad-hoc group, etc.

Section 3. Majority. Except where otherwise required by these By-Laws, the affirmative vote of a majority of the voting members present at a duly held meeting shall be sufficient for any committee, task force, ad-hoc group, etc. action, provided that either at least the Executive Director or at least one of the members that is a Board Member is present when the action is taken.

Section 4. Rules for Proceedings. Committee, task force, ad-hoc group, etc. shall use the Robert's Rules of Order for conducting business at all meetings.

Section 5. Notices. Notice of committee, task force, ad-hoc group, etc. meetings shall be sent out to members at least seven (7) days before the scheduled time of such

meetings. In such instance where an emergency meeting is necessary, notice shall be sent out at least twenty four (24) hours in advance.

Section 6. Open Meeting. All committee, task force, ad-hoc group, etc. meetings shall comply with the requirements of Ohio laws concerning open meetings. Written minutes summarizing the proceedings of all such meetings shall be kept and shall be available to the general public.

ARTICLE XII: STAFF

Section 1: Appointing Authority. Per the Ohio Revised Code, the County shall be the appointing authority of the Executive Director and all other staff of the Board.

Section 2: Work Direction. The Executive Director shall take work direction from the Board. All other staff shall take work direction from the Executive Director.

Per the Ohio Revised Code, the Board's employees shall be under the sole control of the Board and are not subject to the supervision of other County officers.

Section 3: Table of Organization and Staffing Needs. The Board shall adopt a table of organization and staffing needs. The Executive Director shall hire and supervise all staff members as needed, in conformance with the table of organization and staffing needs.

Section 4: Executive Director. The Board shall appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall be an ex-officio officer of the Board, as well as the Chief Executive Officer of the Board, and shall be responsible for the day-to-day operation of the Board and its services. In addition, the Executive Director shall perform such other duties as may be needed to ensure the smooth operation of the Board and Board's services, unless so specified in these By-Laws.

Section 5: Fiscal Officer. The Fiscal Officer shall be a staff member, but shall not be the Executive Director. The Fiscal Officer shall review and monitor the financial condition of the Board, ensure that the Board is adequately informed of its financial condition, and act as the fiscal agent of the Board, in accordance with the Ohio Revised Code, and the practices of the Federal Transit Administration, Ohio Department of Transportation and other agencies and funding entities. The Board shall appoint the Fiscal Officer.

ARTICLE XIII: CONTRACTING OUT SERVICE

The Board may contract out the provision of service and other related functions, to private and public entities, as determined necessary by the Board.

ARTICLE XIV: FISCAL ACTIONS

Per the Ohio Revised Code, the Board shall have exclusive control over the Board's budget, appropriations, collections, custody and application of its revenues or other funds and shall have jurisdiction of all purchases and contracts.

In the absence of the Fiscal Officer or the Executive Director, the Chairperson shall oversee the implementation of the above fiscal actions.

ARTICLE XV: BOARD DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Board shall secure appropriate directors and officers liability insurance.

ARTICLE XVI: CONFORMITY WITH LAWS AND REGULATIONS

The Board shall follow all laws, regulations and rules of the funding, contract and regulatory agencies that impact the Board.

ARTICLE XVII: BOARD POLICIES AND PROCEDURES

The Board shall adopt policies and review procedures to govern its services and programs.

ARTICLE XVIII: CONFLICT OF INTEREST

The Board shall develop a policy on conflict of interest.

ARTICLE XIX: CONSTRUCTION AND SEPARABILITY

Each of the articles and sections of these By-Laws shall be construed in a manner consistent with the laws of the State of Ohio and the United States of America. If and to the extent that any of such articles and sections shall be deemed in conflict with any such law, such article and section shall be void, but each article and section shall be deemed separable from every other article and section, and invalidity of any article and section shall not affect any other part of the By-Laws.

ARTICLE XX: INDEMNIFICATION

To the full extent permitted by the law, as amended from time to time, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomever, brought, including any such proceeding by or in their right of the Board, whether civil, criminal administrative, or investigative, by reason of the fact that he or she is or was a Member, or officer of the Board, shall be indemnified by the Board by an affirmative vote of a majority of the Members present at a duly called meeting of the Board, against expenses, including attorneys' fee, judgments findings, and amounts paid in settlement actually and reasonably incurred by such person in connection with such

action. The indemnification shall insure to the benefit of the heirs, executors, and administrator of such person.

ARTICLE XXI: AMENDMENTS OF BY-LAWS

The Board may from time to time adopt, amend, or repeal, all or any of these By-Laws with the affirmative vote of a majority of the Members then in office, when such action is conducted at a duly held meeting of the Board, and provided that the agenda for the meeting specifies the proposed amendment. The proposed amendment shall be read at the Board meeting prior to the Board meeting when action is requested on the amendment.

ARTICLE XXII: OPEN RECORDS

The Board, its committees, task forces, ad-hoc groups, etc., its staff, and its contractors shall comply with the requirements of Ohio laws concerning open records.