

METRO REGIONAL TRANSIT AUTHORITY

Governance Committee

FEBRUARY 15, 2023

CHAIR: MR. ROBERT KONSTAND
MEMBERS: MR. DONALD CHRISTIAN, MS. RENEE
GREENE & MR. GARY SPRING



**METRO RTA
GOVERNANCE COMMITTEE MEETING AGENDA
ROBERT K. PFAFF TRANSIT CENTER BOARD ROOM
WEDNESDAY, FEBRUARY 15, 2023**

ITEM 1: CALL TO ORDER

ITEM 2: APPROVAL OF MINUTES FROM THE JANUARY MEETING

ITEM 3: ITEMS FOR DISCUSSION

- **Board of Trustees Bylaws (Pages 3-14)**

ITEM 4: RESOLUTIONS FOR CONSIDERATION

None

ITEM 5: OTHER BUSINESS

ITEM 6: CALL FOR ADJOURNMENT

**BYLAWS
OF THE BOARD OF TRUSTEES
METRO REGIONAL TRANSIT AUTHORITY**

Rev. __02/07__/2023

**ARTICLE I
General Provisions**

Sec. 1. Name and Mission

METRO Regional Transit Authority (the “Authority”) was created pursuant to Ohio Revised Code (“R.C.”) Section 306.30 et seq. The name of the governing body of the Authority shall be the Board of Trustees of METRO Regional Transit Authority (the “Board”). The mission of the Board shall include performing the duties and exercising the powers contained in R.C. Section 306.30 et seq., as amended or any successive statute. The mission statement of the Authority shall be appended to these bylaws and shall be revised from time to time by the Board as appropriate.

Sec. 2. Offices

The principal office of the Authority, its Board and Secretary-Treasurer shall be located at 416 Kenmore Blvd, Akron, Ohio 44301. The Board may establish sub offices at such other locations 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 operations.

Sec. 3. Board of Trustees

The Board is organized pursuant to R.C. Section 306.30 et. seq. and the resolutions and ordinances of the participating municipalities and the County of Summit, Ohio creating the Authority as may be amended from time to time.

Sec. 4. Compensation of Trustees

All members of the Board shall serve without compensation but are entitled to be reimbursed for expenses as provided by law and pursuant to the [METRO Expense Reimbursement Policy](#).

**ARTICLE II
Officers**

Sec. 1. Officers Generally

The officers of the Board shall be President and Vice President and such other officers as the Board may from time to time designate by resolution. The President and Vice President shall be members of the Board and shall be elected to their offices as provided herein. The Board shall appoint a Secretary-Treasurer, who shall not be a member of the Board. The Secretary-Treasurer shall serve at the pleasure of the Board. All other subordinate officers, assistants and deputies as the Board may provide by resolution shall be appointed by the Chief Executive Officer with the approval of the Board.

Sec. 2. Terms of Office

The President and Vice President elected prior to adoption of these Bylaws shall continue to hold office until the next annual meeting of the Board and until their successors take office. The terms of the President and Vice President elected thereafter shall be two years and until their successors take office. Neither the President nor Vice President shall serve more than two consecutive two year terms. The President and the Vice President may serve multiple non-consecutive terms but no more than four years consecutively. The President and Vice President shall be elected at the annual organizational meeting of the Board and shall take office on their election. If either the President or the Vice President ceases to be a member of the Board, then he or she shall also cease to be such officer.

Sec. 3. Resignations

Any officer may resign from his or her position by giving written notice of such resignation to the Secretary-Treasurer of the Board. The resignation shall be effective as of the time stated therein or upon the event stated in such written Notice, or, if there is 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 Secretary-Treasurer. Resignations shall not require acceptance by the Board.

Sec. 4. Removal

All appointed officers shall serve at the pleasure of the Board and shall be subject to removal by the Board at any time by a majority vote of the Board.

Sec. 5. Vacancies

Any vacancy in the office of President and/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.

Sec. 6. President

The President shall preside at all meetings of the Board. He or she shall perform all duties commonly incident to the position of presiding officer of a public governmental board or commission and all duties commonly incident to the position of chairman of a public governmental board or commission. He or she 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 or she shall perform such other duties and have such other authority as may be authorized from time to time by the Board.

Sec. 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 or her 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 is absent or vacates the chair.

When performing the duties and having the authority of the President, the Vice President shall have all powers of the President. He or she shall perform such other duties and have such authority as the Board may from time to time authorize. 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. If the Vice President is elected to fill a vacancy in the Office of the President, the Office of Vice President shall thereupon be deemed to be vacant and shall be filled in the manner provided by these Bylaws.

ARTICLE III Meetings

Sec. 1. Quorum

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

Sec. 2. Annual Meeting

There shall be held in March of each year an annual meeting for the purpose of the election of officers and such other business as the Board directs.

Sec. 3. Regular Meetings

Regular meetings of the Board shall be held on such dates and at such times and places as the Board directs.

Sec. 4. Special Meetings

Special meetings shall be held at the call of the President or Vice President, or on the written request of two members of the Board, or by resolution. To call a special meeting, the Secretary-Treasurer of the Board must give three business days' notice to all Board members in writing, including electronically. If the special meeting is of an emergency nature, twenty-four hours' notice, either orally or electronically, must be given. Any meeting shall be valid without notice having been given if all members of the Board are present.

Sec. 5. Minutes and Resolutions

- (a) All actions (including approvals, authorizations, designations, and appointments) of the Board shall be by resolution or motion. Resolutions shall be in written 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 a unanimous vote may be recorded as such in the minutes.
- (b) The minutes of each meeting of the Board shall be recorded and kept by the Secretary-Treasurer, bearing appropriate volume numbers. The minutes shall include 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 shall be signed by the President or other member of the Board presiding at the meeting and shall be attested by the Secretary-Treasurer. A

resolution adopted shall be identified by appropriate reference to the number and title of each resolution

- (c) Each resolution adopted by the Board shall be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary-Treasurer or and maintained in separate books, bearing appropriate volume numbers, to be kept by the Secretary-Treasurer. Resolutions shall be consecutively numbered beginning with the year in which it was adopted and followed by consecutive numbering, beginning with the number one.
- (d) As provided by law, the minutes and resolutions of the Board shall be open to the inspection of the public at all reasonable times.

Sec. 6. 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.

Sec. 7. Rules of Procedure

Unless otherwise provided, meetings of the Board shall be conducted in accordance with Robert's Rules of Order.

Sec. 8. Conduct of Meetings

Meetings of the Board shall be conducted in accordance with the following procedures:

The Chief Executive Officer, in collaboration with the President of the Board, shall prepare an agenda for each regular meeting. The agenda items for each regular meeting shall include, but not be limited to:

- Call to Order and Roll call
- Audience participation
- Minutes
- Reports of Standing Committees Resolutions and motions
- Officers' Reports
- Adjournment

Sec. 9. Absence of Secretary-Treasurer

If the Secretary-Treasurer is not 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 resolution adopted at such meeting. The acting Secretary may also certify the authenticity of any resolution adopted at such meeting and to the correctness of a copy or extract of the minutes of such meeting.

Sec. 10. Notification of Meetings

The Authority shall make provision for representatives of the media, other interested parties, and the general public to determine the time and place of all regular and special meetings of the Board. Advance notice of meetings in which any specific type of public business is to be discussed may be given to entities or individuals pursuant to R. C. Section 121.22 (F).

ARTICLE IV Powers and Duties

Sec. 1. General Powers

All of the power and authority of the Authority shall be vested in and exercised by the Board, which shall manage and conduct the affairs of the Authority pursuant to R.C. Section 306.34 et seq., as amended or any successive statute thereto. The Board shall have all of the rights to manage and oversee the Authority including but not limited to: setting governing principles and approving annual operating and capital budgets as provided in R.C. Section 306.35 et seq.

Sec. 2. Appointment of Personnel

Notwithstanding the enumeration of various officers and employees and the delineation of their duties in these Bylaws, the Board may from time to time create such additional positions of employment, as it may deem desirable or necessary.

Sec. 3 Chief Executive Officer and Secretary-Treasurer

(a) Chief Executive Officer.

- (1) The Board shall hire and fix the compensation of the Chief Executive Officer who shall be the chief executive and administrative officer of the Authority. The Board shall appoint an Chief Executive Officer pro tem to serve during the absence and disability of the Chief Executive Officer.
- (2) The Chief Executive Officer may have a written contract of employment (“Agreement”) which provides the terms of employment, compensation duties and responsibilities, and such other terms as the Board shall direct.
- (3) The Board President or their designated representative, along with the Chief Executive Officer, will determine goals and objectives by which the Chief Executive Officer will be evaluated during the term of the Agreement. Within 90 days prior to the conclusion of the calendar year, the Chief Executive Officer shall receive a written evaluation by the President as the representative of the METRO Board of Trustees and reviewed in advance by the Board. All compensation and bonuses, if applicable, will be paid to the Chief Executive Officer as agreed to in the Agreement.

- (4) The Chief Executive Officer is authorized to hire and discharge employees not otherwise specified in these Bylaws. The Chief Executive Officer may establish and adjust employee salaries and wages not otherwise specified in these Bylaws.
 - (5) The Chief Executive Officer shall attend all meetings of the Board and may participate in the deliberations of, and make recommendations to the Board, except when he or she is the subject of those deliberations. The Chief Executive Officer shall not have a vote in any matter before the Board.
- (b) Secretary-Treasurer.
- (1) The Board shall appoint and fix the compensation of a Secretary- Treasurer, who shall be the fiscal officer of the Authority, responsible for the fiscal affairs of the Authority, which shall be in full compliance with the law. The Secretary-Treasurer shall not be a member of the Board and shall serve at the pleasure of the Board. The Secretary-Treasurer and his or her designated representative(s) shall be lawfully bonded in an amount as required by the Board.
 - (2) The Secretary-Treasurer shall perform such other functions or duties as required by this Board or prescribed in these Bylaws or other policies or regulations of the Board.
 - (3) The Board may appoint one person to perform the duties of the Chief Executive Officer and the Secretary-Treasurer.

Sec. 4. Professional Consultants

The Board may from time to time engage professional consultants or advisors as it may deem desirable or necessary in accordance with R.C. Section 306.35(S). Such professional consultants shall be employed at compensation established by the Board and shall serve at the pleasure of the Board unless they are governed by specific contracts of engagement. The Board may authorize the Chief Executive Officer 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.

Sec. 5. Delegation of Duties

There is reserved to the Chief Executive Officer the authority, from time to time, to delegate, transfer or assign duties of employees to the extent permitted by law and in conformity with the policies and procedures established by the Board.

Sec. 6. Reimbursement for Expenses

Any member of the Board who properly incurs expenses in the course of his or her official duties shall be reimbursed for such expenses so incurred pursuant to the [METRO Expense Reimbursement Policy](#)

All officers and employees who properly incur expenses in the course of their official duties shall be reimbursed for such expense pursuant to the [METRO Expense Reimbursement Policy](#).

Sec. 7. Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it appears or prevents or may prevent that member from acting on that matter in an impartial manner, will voluntarily excuse him/herself and will vacate his or her seat and refrain from discussing or voting on such item. The Board shall have the authority to excuse a member of the Board who is subject to this Section but fails to voluntarily excuse himself or herself.

ARTICLE V Committees

Sec. 1. Composition. See Robert’s Rules 49 (c)

The President shall nominate members of Board committees. Any Board member may move to strike out one or more names—but not to insert new ones, which the President must do if such a motion is adopted. A majority vote of the Board is required to approve all Committee membership.

Sec. 2. Standing Committees

The standing committees of the Board shall be presided over by the appointed committee Chair with a support team member made up of the Authority’s senior leadership. Current committees have been formed to reflect departments under the direction of the Chief Administrative Officer, Chief Culture Officer, Chief Financial Officer, Chief Operations Officer, and Chief Executive Officer. The Board may establish and adjust committees from time to time as it deems necessary. ~~The President and Vice President shall be an ex officio member of each committee.~~ Any current Board Member may personally attend and vote at any Committee meeting.

The current standing Committees are:

1. Finance & Technology Committee
2. Safety, Equity & Planning Committee
3. Internal & External Engagement Committee
4. Customer Experience and Service Performance Committee
5. Governance Committee

Sec. 3. Other Committees

The President may, from time to time, create and nominate members of additional ad hoc committees. The Board shall approve the action as with Standing Committees. The President and Vice President shall each be an ex officio member of each committee.

Sec. 4. 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

ARTICLE VI Appropriations and Contracts

Sec. 1. Appropriations

Appropriations and budget procedure shall be in accordance with R.C. Section 306.30 et seq.

Sec. 2. Contracts

Contracts shall be entered into in accordance with the applicable provisions of with R.C. Section 306.30 et seq. , all other applicable laws and regulations as well as these Bylaws.

Sec. 3. Expenditures

Expenditures in excess of the amount specified by law shall be authorized by the Board. Expenditures of the amount allowed by the law or less for which moneys have been appropriated may be made on authorization of the Board.

ARTICLE VII Indemnification

Each member of the Board and each officer or employee of the Authority who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding other than an action by the Authority, by reason of the fact that he or she is or was a trustee, officer, or employee of the Authority, may be indemnified by the Authority against expenses, including attorney's fees, costs of investigation, court costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or providing, if he or she acted (1) in good faith, (2) in a manner that he or she reasonably believed to be in the discharge of the official duties of his or her office or employment, (3) for a lawful purpose and not for a private purpose, and (4) in accordance with these Bylaws and other applicable rules, regulations and policies of the Authority, and, (5) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in the discharge of the official duties of his or her office or employment and for a lawful purpose and not for a private purpose, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Any person who expects to make a claim for indemnification under this section shall give written notice of the existence and nature of the action, suit or proceeding to which the person is a party, or threatened to be made a party, to the Chief Executive Officer (or, if the Chief Executive Officer is the person who expects to seek indemnification, to another officer designated to act in his or her place) before incurring substantial expenses in connection with that action, suit or proceeding, and shall thereafter furnish to the officer to whom such notice was given such further information concerning the status of the action, suit or proceedings and costs incurred and

expected to be incurred by the person in connection therewith as the officer to whom the notice was given shall from time to time reasonably request.

No claim for indemnification under this section will be considered unless it is filed not later than one year from the date on which the action, suit or proceeding to which it pertains has been completed, or on which a final judgment, decree or order has been rendered and the period for any appeal from the same has expired.

Any attorney's fees paid by the Authority under this section shall not exceed reasonable amounts for the actual services rendered and shall not in any case exceed amounts calculated in accordance with the Authority's schedule of fees for outside counsel to the Authority in effect at the time of performance of the legal services for which payment is claimed.

Except with the written approval of the Chief Executive Officer (or, if the Chief Executive Officer is the person seeking indemnification, another officer designated to act in his or her place) given prior to the commencement of such legal services and upon good cause shows, no payments for attorney's fees and expenses under this section will be made with respect to a single action or proceeding to more than a single law office, Any statement for attorney's fees and expenses of a law office submitted in connection with a claim for indemnification shall be in such detail as the Chief Executive Officer or other officer having responsibility for the initial review of such statement shall require. No payment will be made for attorney's fees or other expenses that are determined by the Authority to be duplicative or not reasonably necessary. As used in this section "law office" means a law firm that is a partnership of attorneys, a legal professional association, or an attorney who is a sole practitioner together with his or her employees who are attorneys.

Attorney's fees and other expenses incurred by a member of the Board or by an officer or employee in defending any action, suit or proceeding referred to in this section may be paid by the Authority as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of a commitment, satisfactory to the Board, by or on behalf of the Board member, officer or employee to repay the amount if it ultimately is determined that he or she is not entitled to be indemnified by the Authority.

This section does not create any legal obligation on the part of the Authority toward any member of the Board or to any officer or employee. The decision in each case as to whether indemnification will apply shall be within the sole discretion of the Board as provided herein. This section may be revoked or amended by the Board at any time, and nothing herein shall be construed as constituting a condition or benefit of employment or as an emolument of office.

Any indemnification under this section shall inure to the benefit of the indemnified person's heirs, executors and administrators.

This section does not apply in the case of any action, suit or proceedings as to which the Authority has the duty to indemnify members of the Board or officers or employees under R.C. Section 2744.07 or any other provision of the Revised Code now in effect or enacted hereafter that provides for the circumstances under which the Authority has such a duty.

The Authority shall at all times carry Officers and Directors Insurance to include the Members of the Board in an amount no less than \$1,000,000._____.

ARTICLE VIII

Construction and Codification

Sec. 1. Construction and Severability

Each of such sections as are herein set forth and each provision thereof shall be construed, if possible, in a manner consistent with the laws of the State and of the United States. 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, or sections, and these Bylaws shall be construed and enforced as if such illegal or invalid clause, provision, paragraph, subdivision or section had not been contained herein.

Sec. 2. Number, Gender and Tense

As used in these Bylaws, unless the context otherwise requires:

- (a) The singular includes the plural, and the plural includes the singular.
- (b) Words of one gender include the other genders.
- (c) Words in the present tense include the future.

Sec. 3. Codification

All amendments to these Bylaws and all other resolutions adopted by the Board relating to the governance, organization, personnel procedures or creation or discontinuation of positions of employment shall be caused to be incorporated in the amended document, and/or codified, by the Board.

ARTICLE IX Amendments and Prior Legislation

Sec. 1. Amendments

These Bylaws 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 such proposed amendment has been furnished to each member of the Board of at least fourteen days prior to the meeting at which the proposed amendment is to be considered.

Sec. 2. Prior Legislation

Any prior bylaw accepted by the Board, which bylaw, by its terms, was to be effective until the adoption by the Board of comprehensive bylaws, or is inconsistent with any of the provisions of the Bylaws adopted by this resolution, is hereby repealed.

Adopted by the Board of Trustees, on _____, 2023~~April 28th, 2020~~

Robert DeJournett,
Board President

Dawn Distler
Chief Executive Officer
Secretary/Treasurer

~~Amended:~~

**METRO RTA
GOVERNANCE
COMMITTEE MEETING MINUTES
ROBERT K. PFAFF TRANSIT CENTER BOARD ROOM
WEDNESDAY, JANUARY 18, 2023**

Committee

Members Present: Robert Konstand, Donald Christian, Gary Spring

Trustees Present: Chuck Rector, Robert DeJournett, Mark Derrig, Dana LaGarde

METRO Team

Members Present: Dawn Distler, Jay Hunter, Jarrod Hampshire, Angela Neeley, Tatia Harris, Bambi Miller, Molly Becker, Quentin Wyatt, Valerie Shea, Jessie Dent

CALL TO ORDER

Mr. Robert Konstand called the meeting to order at 9:55 am

APPROVAL OF MINUTES FROM THE OCTOBER MEETING

Mr. Mark Derrig made a motion to approve minutes from the meeting. The minutes were unanimously approved.

DISCUSSION ITEMS

The Governance Bylaws were discussed, particularly with respect to indemnification and the powers of the board as stated in the Ohio Revised Code.

A question was asked about the board's powers, and it was reported that the Ohio Revised Code grants the Board of Trustees numerous powers, some of which can be delegated to those outside the board and some of which cannot be delegated to those outside the board. A question was asked about whether clarifying the language of the bylaws would change any of the powers granted to the board of trustees, and it was reported that it would not, as those powers are reflected in the Ohio Revised Code. A question was asked about whether the board had operated incorrectly in some way, and it was reported that the board had not operated incorrectly, and that the proposed changes were largely for the purpose of clarifying the powers the board has and delegates and the powers the executive director has.

A question was asked about who was the original author of the bylaws, and it was reported that while it had been amended by previous counsel, and the presumption was that an associate of Roetzel & Andress law firm had created the bylaws, the original author was unknown. A question was asked about when the last time the bylaws were significantly revised, and it was reported that the bylaws had been revised within the last five years.

A discussion arose about whether board members whose terms had expired could still act as board members under the current contract language, as well as whether a board member failing to perform their duties (attend meetings, participate) would be considered ineligible to vote or be considered in determining if a quorum was present.

A question was asked about whether all board members were considered ex-officio members of all committees or whether only the president and vice-president were ex-officio members of all committees. A discussion arose regarding whether only members of the committees could vote in a committee meeting.

A discussion arose regarding the added final sentence of Article 4, section 7 which involved whether the board can excuse a member of the board who is subject to a conflict of interest who does not voluntarily remove themselves. Mr. Gary Spring made a motion that all members be permitted to vote in all committees. It was proposed that the bylaws be revised to reflect all board members be permitted to vote in all committees. A discussion arose regarding confidentiality in executive sessions, and the best way to renew that confidentiality agreement. It was proposed that Mr. Justin Markey of Roetzell & Andress draft up a confidentiality agreement that the board members would sign on an annual basis.

Mr. Donald Christian made a motion to have Mr. Robert Konstand create a new version of the revisions per the discussion to be presented at a future Governance committee meeting.

RESOLUTIONS

None

OTHER BUSINESS

None

CALL FOR ADJOURNMENT

Adjourned at 10:38 am