

**BYLAWS OF THE
GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY**

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**BYLAWS
OF THE
GREATER CLEVELAND
REGIONAL TRANSIT AUTHORITY**

**ARTICLE I General
Provisions**

Sec. 1. Principal Office

The principal office of the Greater Cleveland Regional Transit Authority (hereinafter referred to as the "Authority"), its Board of Trustees (hereinafter sometimes referred to as the "Board"), and its Secretary-Treasurer, shall be located at 1240 West 6th Street, Cleveland, Ohio 44113.

Sec. 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 operations.

Sec. 3. Compensation of Members

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

**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; all other officers shall not be members of the Board and shall be appointed to their offices.

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 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 he or she was elected to office, ceases to be such a member, he or she shall also cease to be such officer.

Sec. 3. Resignations

Any officer may resign from his or her 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, 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 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 officer receiving such resignation. 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.

Sec. 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.

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 board or commission and all duties commonly incident to the position of chairman of a 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 provided 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 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 or she 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. 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.

Sec. 8. General Manager and Secretary-Treasurer

- (a) The General Manager shall be the Chief Executive Officer of the Authority, as well as being the Fiscal Officer of the Authority in his or her role as Secretary-Treasurer.
- (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 VIII. 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 or be discharged by an assistant or other person properly authorized by him or her.
- (c) In his or her role as Secretary-Treasurer, he or she:
- (1) Shall be the Fiscal Officer of the Authority;
 - (2) Before receiving any moneys, shall give a compensated surety bond to and in favor of the Authority in the penal sum of twenty-five thousand dollars (\$25,000). 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) 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 any seal of the Authority, which seal shall be maintained in his or her custody.
 - (4) Shall cause to be kept accurate books of account of all transactions on behalf of the Authority;
 - (5) 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) 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) 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) Shall be Secretary to all committees and, when directed by the chairman of any committee, shall cause minutes of each meeting to be kept.

- (9) 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 or she 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.

Sec. 9. Assistants

The Board may appoint from time to time such assistants to the Board as it 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 Board, subject only to limitations imposed by law. Such assistants may include, but are not limited to, secretarial assistants, clerical assistants and a legal advisor to the Board, who shall not be a member of the Legal Affairs Division of the Authority.

**ARTICLE III
Meetings**

Sec. 1. Quorum

A majority of the members of the Board of Trustees 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.

Sec. 2. Meeting Places

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

Sec. 3. Meetings Generally

The annual meeting of the Board shall be at the first regular meeting in March in each year. Regular meetings of the Board shall be held at the principal office of the Authority on the third Tuesday of each calendar month, and regular Committee meetings shall be held on the first Tuesday of each calendar month, at an hour established by resolution of the Board, unless another date and/or hour for such meeting is designated by motion of the Board duly adopted at a preceding regular meeting. Special meetings of the Board may be called at any time, by resolution or by the President, Vice President, or any two members of the Board. The officer or

member 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, 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 a 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 was waived by him or her in writing before, during or after such meeting, or if he or she 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 are present at such meeting.

Sec. 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 a unanimous vote may be recorded as such in the minutes.
- (b) The minutes of each meeting of the Board shall be recorded in a separate book designated "Minutes Book," bearing appropriate volume numbers, to be kept by the Secretary-Treasurer for such 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 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 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 such purpose. Resolutions shall be annually numbered consecutively beginning with the number one. Each resolution shall be as a prefix to its number the year in which it was adopted.
- (d) As provided by law, the Minutes Books and Resolution Books shall be open to the inspection of the public at all reasonable times.

Sec. 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.

Sec. 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.

Sec. 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 or her vote until the roll call has been verified and the result declared. A motion 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 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.

Sec. 8. Absence of Secretary-Treasurer

If neither the Secretary-Treasurer nor the 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 resolution 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.

Sec. 9. Rules for Notification of Meetings

The following Rules are hereby adopted, pursuant to Ohio R.C. 121.22(F), for the purposes of 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; making provisions for giving advance notice of special meetings to the news media that have requested notification; and 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:

- (1) "Day" means calendar day.
- (2) "Meeting" means any prearranged discussion of the public business of the Authority by a majority of the members of the Board.
- (3) "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.
- (4) "Post" means to post, in an area accessible to the public, during usual business hours at the office of the Secretary-Treasurer and at the following location:

Entrance Lobby, First Floor
Root McBride Building
1240 West 6th Street
Cleveland, Ohio 44113

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

- (5) "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.
- (6) "Written notification" means notification in writing which is 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 not 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 date of such meeting.

(b) Notice of Regular and Organizational Meetings.

- (1) The Secretary-Treasurer shall post a statement of the times and places of regular meetings of the Board of 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.
- (2) The Secretary-Treasurer shall post a statement of time and place of the annual meeting of the Board at least twenty-four hours before the time of such annual meeting.
- (3) 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.

- (1) Except in the case of a special meeting referred to in paragraph (d) (4) hereof, the Secretary-Treasurer shall, not later than twenty-four hours before the time of a special meeting, post a statement of the time, place and purpose of such special meeting.
- (2) The statement provided for in this subsection and the notifications provided for in subsection (d) hereof shall state such specific or general purposes than known to the Secretary-Treasurer which are 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 Meetings.

- (1) 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 actions, as referred to in subsection (d) hereof, 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 paragraph (d) (2) hereof.
- (2) 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 canceling 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 request may be modified or extended only by filing a complete request with the Secretary-Treasurer. A request shall not be deemed to be made unless it is complete in all respects and unless such request may be conclusively relied on by the Board, the Authority and the Secretary-Treasurer.

- (3) The Secretary-Treasurer shall give such oral or written notification, or both, as he or she determines, to the news media that have requested such advanced notification, in accordance with paragraph (d) (2) hereof, of the time, place and purpose of each special meeting, at least twenty-four hours prior to such special meeting.
- (4) 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 or written notification, or both, as the person giving such notification determines, of the time, place and purposes of such special meeting to such news media that have requested such advance notification in accordance with paragraph (d) (2) hereof. The minutes or the call, or both, of any special meeting shall state the general nature of the emergency requiring immediate official action.

(e) Notification of Discussion of Special Types of Public Business.

- (1) 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 the 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 canceled by request for such person to the Secretary-Treasurer.

Each such written request shall be accompanied by stamped self-addressed Number 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 Number 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 such 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 unless such request may be conclusively relied on by the Authority, the Board, and the Secretary-Treasurer.

- (2) The Secretary-Treasurer shall give such advance notification under this subsection by written or oral notification, or both, as he or she determines. The contents of written notification under this paragraph may be a copy of the agenda of the meeting. Written notification under this paragraph 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) Notification Generally.

- (1) Any person may visit or telephone the office of the Secretary-Treasurer during 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 or not the available agenda of any such future meeting states that a specific type of public business, identified by such person, is to be discussed at such meeting.
- (2) 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.
- (3) A reasonable attempt at notification shall constitute notification in compliance with these Rules.
- (4) A certificate by the Secretary-Treasurer as to compliance with these Rules shall be conclusive upon the Authority.

**ARTICLE IV
Powers and Duties**

Sec. 1. Appointment of Personnel

Notwithstanding the enumeration of various officers and the delineation of their duties in these Bylaws, the Board of Trustees may from time to time create such additional positions of employment, as it may deem desirable or necessary. These positions may or may not be subject to the Personnel Policies and Procedures. The General Manager shall appoint individuals to these positions and shall enumerate their duties.

Sec. 2. Salary Ranges

The Board will set salary ranges for each grade of classified positions, as well as the salary ranges for all unclassified positions, subject to any legal or contractual limitation. The salary ranges will include both minimum and maximum compensation for each grade of classified positions and each unclassified position, with the maximum salary for each being not less than 150 percent of the minimum salary. The General Manager will determine the salary of each individual employee within the salary range determined by the Board for that grade or position.

Sec. 3. 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 may be rendered attractive as a career to persons qualified to serve therein, the Board shall adopt rules governing appointment and promotion in the Authority. The Rules so established shall remain and continue in effect until amended or rescinded by the Board of Trustees.

Sec. 4 was repealed.

Sec. 5. 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 they are governed by specific contracts 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.

Sec. 6. Delegation of Duties

There is reserved to the General Manager 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 Personnel Policies and Procedures established by the Board.

Sec. 7. Execution of Instruments

- (a) Deeds, Leases, Contracts and Other Agreements. Deeds, leases, contracts, agreements and all other documents, except those referred to in subsection (b) hereof, shall be signed by the officer or other person specified in any pertinent statute as the officer or other person required to execute such instruments. If no such statutory requirement exists, such instruments shall be signed by the President or Vice President and by the Secretary-Treasurer, or the 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 by the signature of the General Manager, which signature may be a facsimile signature. 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, the Vice President, the Secretary-Treasurer, the Assistant Secretary-Treasurer, the General Manager and the Deputy General Manager – Finance and Administration, of the Authority, as provided in Article VII, Section 3. A facsimile signature may be used in certifying the availability of funds as required by law.

Sec. 8. 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, upon vouchers approved by the President, or, in his or her absence, the Vice President, and by the Secretary-Treasurer.

All officers and employees who properly incur expenses in the course of their official duties shall be reimbursed for such expense so incurred upon vouchers approved by the General Manager or a Deputy General Manager.

ARTICLE V Official Seal

Sec. 1. Adoption

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

Sec. 2. Failure to Affix

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

Sec. 1. Standing Committees

The four standing committees of the Board shall be the Finance Committee, the Executive Committee, the Operations Committee, and the Planning and Development Committee. The Board may establish from time to time such additional 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.

Sec. 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.

Sec. 3. 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 Bylaws.

Sec. 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 the Special Advisory Committees need not be members of the Board. If the President fails 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 meetings, the conduct of its meetings and the generation of its reports including the procedure to be used in such preparation. The President of the Board or a Board member designated by him or her shall be an ex-officio member of each Advisory Committee.

ARTICLE VII Appropriations and Contracts

Sec. 1. Appropriations

Appropriations and budget procedure shall be in accordance with the Ohio Revised Code.

Sec. 2. Contracts

Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and 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 President or, in his or her absence, the Vice President, or of the General Manager, or in his or her absence, the Acting General Manager.

Sec. 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 Authority shall take affirmative action to ensure 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 for employment.

Sec. 5. Nondiscrimination in Contracts, Purchase Orders and 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, an affirmative action plan to provide equal employment opportunities must be provided to the Authority for its consideration.

ARTICLE VIII Administration and Employment

Sec. 1. Authority of General Manager

The General Manager shall be the chief executive, operating and administrative officer of the Authority. He or she shall possess such power and authority as enumerated in Article II, Section 8.

Sec. 2. Employment Generally

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 shall be governed by the Personnel Policies and Procedures as adopted by the Board in his or her 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.

Sec. 3. Position of Permanent Employment

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. The General Manager is hereby authorized to employ and discharge with cause personnel for such positions and to prescribe their authority and duties. No such employment shall occur unless the Board has first created the position and established the compensation range for such grade, if the position is classified, or for such position, if it is unclassified.

Sec. 4. Table of Organization; Establishment of Departments; Salaries

The General Manager may from time to time establish a table of organization and create such departments as he or she may deem necessary to carry on the functions of the Authority. Except as above provided, and as by the pay plans for hourly and salaried employees, salaries of all personnel employed shall be fixed by the General Manager within the salary ranges prescribed by the Board and shall be reviewed by the General Manager annually.

Sec. 5. Internal Audit Department

Notwithstanding any other provision of these Bylaws, the Board shall maintain an Internal Audit Department, led by a Director of Internal Audit, who shall report functionally to the President of the Board of Trustees and administratively to the General Manager. The Director of Internal Audit shall also respond to requests for assistance from the General Manager, so long as those requests are not inconsistent with the Director's responsibilities to the Board.

Sec. 6. Personnel Decisions re: Director of Internal Audit

All personnel decisions regarding the Director of Internal Audit, including, but not limited to, hiring, firing, promoting, demoting and salaries, shall be made by the General Manager only after consultation and approval of the Board.

Sec. 7. Personnel Provisions; Fringe Benefits

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 the General Manager.

**ARTICLE IX
Construction, Codification and Indemnification**

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, or to the Personnel Policies and Procedures and all other resolutions adopted by the Board of Trustees 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.

Sec. 4. 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 proceeding, 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 General Manager (or, if the General Manager 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 General Manager (or, if the General Manager 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 General Manager 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 of Trustees as provided herein. This section may be revoked or amended by the Board of Trustees 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 Section 2744.07 of the Revised Code 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.

ARTICLE X 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 of Trustees, 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. 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.

Sec. 2. Prior Legislation

Any bylaw or part thereof heretofore accepted by the Board, which by law, 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 May 25, 1976

President

Amended: January 11, 1977
April 12, 1977
April 11, 1978
January 15, 1980
December 15, 1981
April 19, 1983
May 17, 1983
August 5, 1986
December 1, 1987
February 16, 1988
May 15, 1990
January 22, 1991

March 16, 1993
June 16, 1998
April 20, 1999
October 26, 1999
March 27, 2001