

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

Revised February 17, 2020

RESOLUTION 20-02-05

In the matter of approving revised By-Laws of the Delaware County Transit Board:

WHEREAS, the BOARD has approved By-Laws with the last revision in September 2019 and,

WHEREAS, the BOARD Finance Committee has recommended changes to the Treasure’s role as identified in Article III, Section 9 of the By-Laws.

NOW THEREFORE BE IT RESOLVED that the BOARD moves to approve the revised By-Laws and the changes to the Treasurer’s Role.

Chairman

Secretary

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RESOLUTION NUMBER 00-02-04

A RESOLUTION TO CREATE BY-LAWS FOR THE DELAWARE AREA TRANSIT AGENCY

Whereas, the Board of the Delaware Area Transit Agency has been created by the Board of County Commissioners on October 25, 1999.

Whereas, the board members of the Delaware Area Transit Agency desire to create Bylaws for the administration of its affairs pursuant to section 306.03 of the Ohio Revised Code.

Now, Therefore, Be it Resolved by the Board of the Delaware Area Transit Agency, Delaware County, Ohio

That the following, together with such supplements and amendments to it as may from time to time be adopted by this board, be established as the Bylaws of the Delaware Area Transit Agency.

Certified as Action Taken by the Delaware County Transit Board At its February 21, 2000 meeting

Crystal Layman, Administrative Manager

Date

Tom Jones, Chair

Date

ARTICLE I

GENERAL

SECTION 1. Name:

The governing body of Delaware County's transit system is the Delaware County Transit Board ("BOARD") consisting of as many as seven members as appointed under the authority of the Ohio Revised Code ("O.R.C.") §306.02. The name of the Delaware County Transit System will be Delaware County Transit, ("DCT"). For the purpose of these By-Laws, the BOARD and DCT may be used interchangeably. All funds, assets and employees are under the control of the BOARD.

SECTION 2. Principal Office:

The principal office of the BOARD, its members and its officers shall be located in the County of Delaware, State of Ohio.

SECTION 3. Sub Offices:

The BOARD may establish sub offices at such other places as shall be designated from time to time by the BOARD in order to further the purposes of DCT and the efficiency of its operation.

SECTION 4. Authority for Establishing Policies:

As paraphrased in the O.R.C, as soon as possible after the appointment of the initial members, a county transit board shall organize for the transaction of business and adopt by-laws, rules, and regulations to govern its proceedings. Any references in these by-laws to O.R.C. shall reference the most current code and administrative rules.

SECTION 5. Definitions:

ARTICLE II

THE BOARD

SECTION 1. Appointment:

Pursuant to OR.C. §306.02, DCTB shall be governed by as many as a seven-member BOARD.

SECTION 2. Residency:

Each member of the BOARD shall, at the time of his or her appointment and during his or her term of office, be a resident and elector of Delaware County.

SECTION 3. Term:

A member of the BOARD's term of office shall be for three years. A member of the BOARD shall not be restricted to any number of terms or years of service.

SECTION 4. Vacancy:

A new appointment to fill the unexpired term of a member of the BOARD shall be made by the Delaware County Board of Commissioners ("County Commissioners") in accordance with OR.C. §306.02.

SECTION 5. Powers and Duties:

All the powers and authority granted to the BOARD by O.R.C. §306.01 to 306.13 inclusive shall be vested in and exercised by the BOARD. The BOARD shall be responsible for establishing policies for the operation and administration of the affairs of DCT.

Members of the BOARD shall support the mission of DCTB, participate in Board meetings, and, at all times, represent the BOARD in a professional manner.

SECTION 6. Compensation and Reimbursement:

Members of the BOARD shall serve without compensation, as determined by the County Commissioners.

A member of the BOARD may be reimbursed for all reasonable expenses incurred in the performance of their BOARD duties, provided that an accounting for these expenses is presented to, and approved by, the BOARD.

SECTION 7. Attendance Warning:

A member of the BOARD who has missed, unexcused, two regularly-scheduled board meetings within a calendar year shall receive a written notice from the Board Chair indicating the status of a Board Member's attendance record and that he/she will be subject to a recommendation to the County Commissioners for automatic dismissal upon a third unexcused absence from the next regularly-scheduled BOARD meeting. Absences are determined to be unexcused or excused by resolution at the beginning of each BOARD meeting.

ARTICLE III

OFFICERS

SECTION 1. Officers:

The officers of the BOARD shall be Chair, Vice-Chair, Secretary and Treasurer.

SECTION 2. Term of Office:

All officers appointed prior to the adoption of the by-laws shall continue to hold office until their respective terms are completed. The Chair shall be appointed by the County Commissioners for the remainder of his/her term. The Vice-Chair, Secretary and Treasurer shall be elected by the BOARD annually.

The annual election of the Vice-Chair, Secretary, and Treasurer will normally take place at the BOARD meeting in December. Newly elected officers will normally assume their duties beginning with the regular meeting in January. The BOARD does reserve the right to defer its annual election if it deems it in the best interest of the BOARD to do so.

SECTION 3. Resignation:

The Chair may resign his or her position by written notice of such resignation to the BOARD and then to the President of the County Commissioners. The resignation shall be effective as of the date stated in such resignation, or if there is no such date stated in such resignation, then as of the date of its receipt by the President of the County Commissioners. Said resignation shall not require the acceptance of the BOARD. All other officers may resign their positions by submitting a written notice of such resignation to the BOARD Chair. The resignation shall be acted upon by the BOARD at its next regular meeting. The appointment of a new Chair shall coincide with the resignation of the previous Chair, when possible.

SECTION 4. Removal:

A member of the BOARD may be removed for cause by the County Commissioners, in accordance with O.R.C. §306.02.

SECTION 5. Vacancies:

Pursuant to O.R.C. §306.02, board member vacancies shall be filled by the County Commissioners for the remainder of the vacant term.

SECTION 6. Chair:

The Chair shall preside at all BOARD meetings. He/she or his/her designee shall have authority to sign all contracts, leases, notes, bonds, and other instruments and documents to be executed on behalf of the BOARD, after to BOARD approval. He/she shall perform such other duties and have such other authority as may be provided from time to time by the BOARD.

SECTION 7. Vice-Chair:

The Vice-Chair shall perform the duties and have the authority of the Chair during the Chair's absence or inability of the Chair to perform his/her duties, and shall preside at all meetings of the BOARD. When performing the duties and having authority of the Chair, he/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 Chair and the Vice-Chair are absent, the BOARD, by a majority vote of board members present, may elect a board member to serve as presiding officer for the meeting.

SECTION 8. Secretary:

The Secretary shall keep or cause to be kept a book of minutes, at the principal office or such other place as the Board may direct, of all meetings of the BOARD. The minutes of each meeting shall disclose the time and place thereof, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings as required by these rules and regulations, and supplemented hereto in accordance with O.R.C. §306.03.

SECTION 9. Treasurer:

The Treasurer of the BOARD shall serve as the BOARD's Fiscal Officer. The Treasurer is an elected officer of the Board and serves as Chair of the Finance Committee. The Treasurer shall review the organization's monthly financial statements and provide a financial report to the BOARD at each regular monthly meeting of the BOARD. The Treasurer will oversee, but not manage, the financial records of the organization. Specific duties include:

1. Serve as the principal liaison between the Finance Committee and the Board.
2. Assist the Board in understanding the monthly financial package and the annual budget before approval.
3. Work with the Executive Director to set an agenda for each committee meeting.
4. Sign documents, when required.
5. Ensure the maintenance of the minutes for each committee meeting.

SECTION 10. Acting Officers:

In the event that the County Commissioners does not designate a Chair for the BOARD, the Vice-Chair will temporarily serve as Chair (“Acting Chair”) until an appointment of Chair is made by the County Commissioners. In the event that there is not a Vice-Chair, the Secretary will serve as Acting Chair until an appointment is made by the County Commissioners. In the event that there is not a Secretary, the remaining members of the BOARD shall select an Acting Chair to serve until an appointment of Chair is made by the County Commissioners. In the event that the Acting Chair is absent from a meeting or, if no officers are present at a specific meeting, the members of the BOARD in attendance shall select an Acting Chair for the purpose of that specific BOARD meeting only. In the event that the Acting Chair is the elected Secretary, or if a Secretary is non-existent, the Chair or Acting Chair will appoint a member to serve as Secretary for that specific BOARD meeting only.

In the event that the County Commissioners has not appointed a Chair, all other officer nominations and elections shall be deferred until the Chair appointment is made and will assume their duties at the next scheduled BOARD meeting.

ARTICLE IV

MEETINGS

SECTION 1. Quorum:

A quorum for a regular or special meeting of the BOARD is when four of its board members are physically present at the meeting. If less than a quorum is present, the meeting of the BOARD shall be adjourned.

SECTION 2. Place of Meetings:

All meetings of the BOARD shall be held at the BOARD's principal office, or at such other place as may be designated by the Chair at a preceding meeting.

SECTION 3. Meetings:

Regular meetings of the BOARD shall be held on a day and time as designated resolution of the BOARD. The Chair or any two board members may call special meetings of the BOARD at any time. The Officers or board members calling the BOARD meeting shall give notice, or cause the same to be given to the other board members of the date, hour, and place of meeting. Such notice may be given in person, by telephone, or by electronic mail at least twenty-four hours prior to the meeting, or may be given by registered letter and shall be sent at last forty-eight hours prior to the BOARD meeting. Notice shall also be given to compliance with O.R.C. §306.06.

SECTION 4. Minutes and Resolutions:

The following policies and procedures have been put in place to address board resolutions, minutes of BOARD meetings and where such information is to be kept:

- Action of the BOARD shall be by resolution and approved by a motion. Resolutions shall be in written form. An affirmative vote of not less than four members is required for any action or resolution to be passed.
- The minutes of each BOARD meeting shall be recorded in separate books ("Minute Book"), bearing appropriate volume numbers, to be kept or cause to be kept by the Secretary for that purpose. With respect to each BOARD meeting there shall be shown in the minutes the date and place at which the meeting was held, the names of the board members present, a summary of the things said and done, and a record of the actions taken. The minutes will be adopted by resolution of the BOARD.

- Each resolution adopted by the BOARD will be numbered, signed by the Chair or Acting Chair presiding at the meeting, attested by the Secretary and maintained in separate books (“Resolution Book”), bearing appropriate volume numbers, to be kept by the Secretary. Resolutions shall be annually numbered consecutively beginning with the number one. Each resolution shall bear as a suffix to its number the year and month in which it has been adopted.
- As provided by law, said Minute Books and Resolution Books shall be open to inspection of the public during DCT’s normal business hours.
- From time to time, the public or the press may require clarification or fuller explanation of the operations of the BOARD or DCT. In these cases, the Executive Director or his/her designee shall serve as spokesperson for operational matters. The Chair or his/her designee, shall serve as spokesperson for policy matters.

SECTION 5. Public Meetings:

In accordance with O.R.C. §121.22 of and the Ohio Administrative Code Chapter 742-15, commonly known as the Sunshine Law, all BOARD meetings shall be open to the public except as provided in O.R.C. §121.22 Division G at which time the BOARD, by majority roll call vote of a quorum, may enter into executive session. Notification of BOARD meetings will be provided to the news media in accordance with O.R.C. §121.22.

SECTION 6. Public Participation:

The BOARD, while recognizing the value of public comment on the operations of DCT, also recognizes that some constraints and procedures on public comment are necessary for the efficient functions of the BOARD. The following procedures are established for the purpose of allowing public comment:

- The Chair will control and ensure that all public comment is in accordance with these procedures.
- All public comment will be appropriate to a public meeting of a governmental body.
- All public comment may be limited to three minutes per person.
- For each issue, a maximum of three individuals may speak for each side of the issue.
- Public comment for non-agenda items will be heard at the beginning of each meeting.
- Public comment for agenda items will be heard immediately prior to the BOARD’s discussion of that item.
- During BOARD deliberations, the Chair may call for a roll call vote for the purpose of allowing additional comment and/or discussion by the public.
- At any time during the meeting, members of an accredited media may request clarification on issues to insure accuracy in reporting.
- Media accreditation shall occur prior to the start of the meeting.

SECTION 7. Rules of Procedures:

Insofar as practical and unless otherwise provided, meetings of the BOARD shall be conducted in accordance with Robert's Rules of Order and the policies and procedures adopted by the BOARD. When a conflict occurs, these by-laws will prevail. Motions duly made, seconded and considered shall be entered upon the minutes of the BOARD meeting.

SECTION 8. Absence of Secretary:

In the event the Secretary and any Assistant Secretary are absent from any meeting, the presiding Chair may designate a board member as acting Secretary to record, or cause to be recorded, the minutes of the meeting and attest to any resolutions adopted at such BOARD meetings. Such acting Secretary may also certify as to the authenticity of any Resolution adopted at such meetings or to the correctness of a copy or extract of the minutes of such BOARD meetings.

ARTICLE V

EMPLOYEES

SECTION 1. Employees and Consultants:

The BOARD may hire, from time to time, any such employees, consultants or advisors, as it may deem necessary to conduct the general business operations of the BOARD.

A. Executive Director

The BOARD may hire an Executive Director, to serve at the pleasure of the BOARD, to serve as Chief Executive Officer of the BOARD, and to conduct and oversee the administration and general operation of the BOARD and DCT.

Responsibilities of the Executive Director shall be to:

- Oversee the administration of the policies and procedures adopted by the BOARD.
- Employ, discharge and assign compensation to such assistants, subordinates and other employees as established and authorized by the BOARD.
- Perform any other functions outlined in the job description for the Executive Director, adopted by the BOARD.

B. Consultants

The BOARD may, from time to time, hire such consultants or advisors that may be necessary to conduct and maintain the operation of DCT. Such consultants may report to the Executive Director or may be hired and report directly to the BOARD.

C. Special Advisors (non–paid)

The BOARD may, from time to time, appoint special advisors who may provide professional or expert information to the board. Special Advisors may participate in BOARD discussions and are exempt from the guidelines specified in Article IV, Section 5.

D. Contract Employees, Companies, or Organizations

The BOARD may, from time to time, enter into a contract arrangement providing for the maintenance and operation of the transit system.

SECTION 2. Delegation of Duties:

The BOARD, reserves the authority to delegate, transfer, or assign duties of the Executive Director, BOARD employees, consultants or special advisors to the extent permitted by law.

SECTION 3. General:

Except as herein provided, office hours; hours of work; holidays; vacation; sick leave; military leave; funeral attendance, fringe benefits; jury duty; and reimbursement of expenses; shall be established by further resolution of the BOARD.

ARTICLE VI

COMMITTEES

SECTION 1. Standing Committees:

The Chair may establish standing committees as he or she deems necessary and may appoint or remove members of the BOARD from such committees (“Standing Committees” or “Committee”). No more than three members of the BOARD may be appointed to a Standing Committee. Standing Committees will include, but are not limited to a finance committee.

The Chair or a board member designated by him or her shall be an ex-officio member of any Standing Committees. Standing Committees will serve in an advisory capacity to the BOARD as a whole only, with recommendations being forwarded to the BOARD for consideration of approval.

Standing Committee meetings shall follow the procedures established for BOARD meetings. With the exception of the Finance Committee, a chair of each Standing Committee (“Standing Committee Chair”) shall be selected by the Board Chair. The “Treasurer,” elected annually by the BOARD, shall serve as Chair of the Finance Committee. Minutes of Standing Committee meetings, including notice of Standing Committee meeting schedules, shall be kept by the Standing Committee Chair and reported to the BOARD as an addendum to BOARD meeting minutes at the next BOARD meeting.

SECTION 2. Special Advisory Committee:

The BOARD may create special advisory committees (“Special Advisory Committee” or “Committee”). The BOARD shall appoint Special Advisory Committee members and a Chair (“Special Advisory Committee Chair”). The Special Advisory Committee Chair and the Special Advisory Committees members are not required to be board members; however, no more than three members of the BOARD may be appointed to a Special Advisory Committee. The Chair of the BOARD, or a board member designated by him/her, shall be an ex-officio member of each Advisory Committee.

Meetings of Special Advisory Committees shall follow the procedures established for BOARD meetings. Minutes of Special Advisory Committee meetings, including notice of the Special Advisory meeting schedules, shall be kept by the Chair and reported to the BOARD as an addendum to general meeting minutes at the next BOARD meeting.

SECTION 3. Records Commission:

Effective July 21, 2010, the BOARD established a DCT Records Commission (“Records Commission” or “Committee”) as required by O.R.C. §149.412.

The Records Commission will be composed, at a minimum, of the BOARD Chair, the BOARD/DCT Controller, the BOARD/DCT Records Custodian (as assigned by the Executive Director), and a legal representative from the Delaware County Prosecutor’s Office, as assigned by the Delaware County Prosecutor.

The Records Commission will carry out the duties and functions as stated in O.R.C. §149.412 as revised.

The Records Commission will meet at least once every 12 months and upon the call of the BOARD Chair.

ARTICLE VII

FINANCES

SECTION 1. Financial In General:

All financial transactions of the BOARD will occur according to the BOARD's finance policy.

SECTION 2. Authorized Signatures:

Authorized signers of the BOARD's bank accounts are the Executive Director, Operations Director and the Controller. Authorized signers of vouchers, prior to electronic or check disbursement is the Executive Director or in his/her absence, the Operations Director.

SECTION 3. Expenses. General Provisions:

The BOARD may reimburse its board members, officers, or employees for the conduct of business of the Board. Expenses that are necessarily incurred in connection with the business of the BOARD may be reimbursed to employees, BOARD officers, and board members. In no event shall such persons be reimbursed in an amount greater than the actual cost to them. Reimbursements for expenses shall conform to policies and procedures established by the BOARD.

ARTICLE VIII

EXECUTIVE DIRECTOR

SECTION 1. In General:

The Chief Executive Officer of DCT is the Executive Director. Subject to the direction of the BOARD, he/she shall have full charge of acquisition, construction, maintenance, and operation of the facilities and equipment of DCT and the administration of the business affairs of its transit operations. The BOARD may appoint an Executive Director on a temporary basis to serve the BOARD during any absence or disability of the Executive Director.

SECTION 2. Contract Employment:

The BOARD and the Executive Director shall enter into a contract of employment, which shall provide the term of his/her employment, duties and responsibility and such other items as the BOARD shall direct.

SECTION 3. General Powers and Duties:

The powers and duties of the Executive Director shall be determined and adopted by the BOARD in its Policies, Procedures, and By-laws and incorporated in the Job Description of the Executive Director.

SECTION 4. Attendance and Participation at Meetings of the BOARD:

The Executive Director shall attend BOARD meetings and shall be entitled to participate in the deliberations of the Board and make recommendations thereto. However, the Executive Director shall not vote on resolutions, motions or matters before the BOARD.

ARTICLE IX

CONFLICT OF INTEREST

SECTION 1. Policy:

Neither members of the BOARD nor any Committee Members shall discuss or vote on any matter which involves conflicts of interest. The following procedures have been put in place to avoid such conflicts to take place:

- A. Whenever a member of the BOARD or a Committee Member has cause to believe that a matter to be voted upon would involve him or her in a possible conflict of interest, he/she shall announce such possible conflict of interest prior to any vote. The question of whether an actual conflict exists shall be decided by a majority vote of the Board members present, excluding the member of the BOARD or Committee Member announcing the possible conflict and excluding any other BOARD or Committee Member present who has already been disqualified from discussion or voting on the issue because of his or her own conflict of interest. In the event of an affirmative vote, the member of the BOARD or Committee Member shall abstain from discussion and abstain from voting on the matter involving the conflict of interest.
- B. Whenever a member of the BOARD or a Committee Member has cause to believe that a matter to be voted upon would involve any other member of the BOARD or Committee Member in a conflict of interest, he or she should raise the question. The questions so related shall be decided in the same manner as outlined in Paragraph A. above.
- C. When a quorum is present, a majority vote, that is a majority of the votes, but at least four, ignoring members of the BOARD who are not voting due to conflicts of interest, is sufficient for the adoption of any motion that is in order.

ARTICLE X

AMENDMENTS TO BY-LAWS

SECTION 1. Procedure:

The BOARD's by-laws may be amended from time to time only by resolution of the BOARD.

ARTICLE XI

CONSTRUCTION, AMENDMENT AND EFFECTIVE DATE

SECTION 1. Construction and Separability:

Each of such Sections as herein set forth and each provision thereof shall be construed, if possible, in a matter consistent with the laws of the State of Ohio and the United States of America. If and to the extent that any of such Section or provision thereof shall be deemed in conflict with any such laws, such Section or provision shall be void, but each Section shall be deemed separable from every other provision of such Section and the invalidity of any provision affect any other provision of the same Section or any other Section or provision thereof.