

April 15, 1997

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**BY-LAWS OF THE BOARD OF DIRECTORS  
OF THE  
HARSEN'S ISLAND TRANSPORTATION AUTHORITY**

BOARD, OFFICERS AND PERSONNEL

Section 1.01. BOARD.

The governing body of the Authority is the Board which shall exercise all of the powers and duties set forth under the Articles of Incorporation.

Section 1.02. OFFICERS.

The officers of the Board shall include a Chairperson and a Vice-Chairperson, Treasurer and Secretary who shall be elected from among its members.

Section 1.03. ELECTION AND TERM OF OFFICE.

The officers shall hold office until the next annual meeting, and in any event until their successor(s) are elected and qualified, unless subject to earlier termination for cause.

Section 1.04. VACANCIES.

Should any office become vacant, the Board shall elect a successor from among its members at a regular or special meeting, and such election shall be for the unexpired term of the office.

Section 1.05. CHAIRPERSON.

The Chairperson of the Board shall be its presiding officer. The Chairperson has the right to propose motions and to vote on all policies, resolutions, motions and ordinances. The Chairperson shall sign, in accordance with Board policy, in the name of the

Authority, all contracts, deeds, mortgages, notes, bonds and other instruments of indebtedness as set forth by Board policy and approved by the Board and shall co-sign along with the Treasurer all Board approved payment vouchers. The Chairperson shall be a member ex-officio of all Board committees and shall perform other duties as assigned by the Board.

Section 1.06. VICE-CHAIRPERSON.

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall sign all proceedings and official actions of the Board and perform such other duties as assigned by the Board.

Section 1.07. SECRETARY

The Secretary shall record all the minutes of the meetings and votes of the Board, shall ensure that all minutes, records and reports are properly maintained and filed as required by law, shall be responsible that all notices of all meetings of the Board are given in accordance with the law and these Bylaws.

Section 1.08. TREASURER

The Treasurer shall present a written report to the Board at its regularly scheduled meeting showing revenues and approved expenditures made during the prior month and shall maintain a check register for goods and services and perform such other duties as assigned by the Board. The Treasurer shall sign all payment

vouchers along with the Co-Signaturer(s) as provided in Section 1.05 and 1.06.

### MEETINGS

#### Section 2.01. ANNUAL ORGANIZATION MEETING.

Unless changed by resolution of the Board, the annual organizational meeting of the Board for the election of its officers and the transaction of any other business shall be held at a time and place to be established by the Board.

#### Section 2.02. REGULAR MEETINGS.

Regular meetings of the Board shall be held on the \_\_\_\_\_ of each month, at such times and places as shall be established by the Board at its annual organizational meeting. If the date fixed for any such meeting is a legal holiday under State or Federal laws, then the meeting shall be held on the next succeeding weekday not a legal holiday, or at such other time within the month as may be determined by resolution of the Board. At such meeting, the Board may transact such business as may be brought before the meeting. The Board may waive the need to hold a regular meeting as it deems appropriate. Notice requirements and meetings shall meet the provisions of the Open Meetings Act, PA 267 of 1976, as amended.

#### Section 2.03. SPECIAL MEETINGS.

Special meetings of the Board may be called by serving on the members a written notice, authorized by the Chairperson of the date, time, and place of the special meeting and notice shall

conform to the provisions of the Open Meetings Act, PA 267 of 1976, as amended.

Section 2.04. NOTICE OF REGULAR MEETINGS.

Notice of regular meetings shall be published in The Voice Newspaper and shall meet the requirements of the Open Meetings Act, PA 267 of 1976, as amended.

Section 2.05. WAIVER OF NOTICE.

Attendance of a Board member at a meeting, in person, by proxy, or by telephone, constitutes, a waiver of notice of the meeting, except when the Board member attends a Board meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.06. PROXIES.

Board members of record may authorize a proxy vote in writing designating a Board member to cast their vote at Board or Committee meetings and indicate for which purpose the proxy is granted. The proxy authority shall be signed and dated by the person granting the authority for voting and shall be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof.

Section 2.07. PRESENCE BY MEANS OF TELEPHONE.

Board members of record shall be deemed to be present in person at a meeting of the Board if they participate in the meeting

by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting shall be advised of the communications equipment and the name of the Board member participating by conference call.

Section 2.08. QUORUM.

A majority of the Board members serving shall constitute a quorum for the taking of official action by the Board. Official actions by the Board may be further restricted as provided in The Articles of Incorporation, Article IV, Paragraph Five (5).

Section 2.09. VOTING.

All official action by the Board shall be taken in public session. A roll call vote may be required by any Board member and such request shall be honored. A secret ballot will only be permitted during the election of officers or upon a majority vote in favor of suspending the rules of procedure. Secret ballot totals will be recorded into the minutes by the Secretary. No Board member nor any other person holding appointment by the Board may vote on a contract in which that person has a direct or indirect interest, unless all material facts as to his or her relationship or interest in the contract are disclosed or known to the Board, and the person has less than a one (1%) percent financial interest in whatever entity causes a potential conflict of interest.

Section 2.10. OPEN MEETINGS.

All meetings of the public body shall be open to the public and shall be held in a place available to the general public. All

persons shall be permitted to attend any meeting unless the meeting is a closed session as set forth by statute. A public notice shall be posted at the Clay Township Hall stating the time and location of all meetings required to be public as well as the Authority's address and phone number. Notice of special or rescheduled meetings shall be posted at least eighteen (18) hours before the meeting. Closed meetings may be held for consultation in regard to litigation or settlement, real estate purchases, or in accordance with statute (PA 267 of 1976, as amended). Minutes shall be kept of each meeting showing the date, time, place, members present, members absent, and any decisions made. No final action shall be taken by the Board in a closed meeting.

Section 2.11. ATTENDANCE AT BOARD MEETINGS.

If a Board member neglects to perform their duties by failing to attend three (3) scheduled meetings of the Board or Committee in a one (1) year period, and their in-attendance is without valid reason given to the Board Chairperson, the Board member shall be asked to resign from their position on the Board.

Section 2.12. ROBERTS RULES OF ORDER.

Modified Roberts Rules of Order shall govern the Harsen's Island Transportation Authority in all cases to which they are applicable, and which they are not inconsistent with the Bylaws of the Authority.

## ORDER OF BUSINESS

### Section 3.01. ORDER OF BUSINESS.

The order of business for a regular meeting of the Authority is as follows:

- A. Call to Order
- B. Minutes of Preceding Meeting
- C. Treasurer's Report
- D. Public Comment and Correspondence to the Board
- E. Chairperson's Comments
- F. Committee Reports
- G. Old Business
- H. New Business
- I. Public Comments
- J. Adjournment

## COMMITTEES

### Section 4.01. COMMITTEES.

The Chairperson will appoint committees as determined necessary. Appointments shall be approved by the Board. These committees shall work on related items and will make committee recommendations to the entire Board for appropriate action. Committee meeting minutes will be provided to each Board member and will be included in the official minute book. In addition, the Chairperson may, with Board approval, appoint special committees consisting of Board members and/or citizens. A specific date shall be established for completion of a special committee assignment, extendable only in unusual circumstances.

The Chairperson may appoint standing committees to provide continuity to the study of the issue. Standing committees will be automatically dissolved at the end of term of office of the Chairperson who appointed the committee.

The vote of the majority of the Board members present at a Committee of the Whole meeting shall be deemed sufficient to conduct business. No final action on any issue may be taken in committee.

### AMENDMENTS

#### Section 5.01. AMENDMENTS.

Upon ten (10) days written notice to the members of the Board, any or all of these By-Laws may be amended, alter<sup>ed</sup>, or repealed by the Board at a regular or special meeting. Any changes of the By-Laws require a <sup>2/3</sup>~~majority~~ vote of its members.

Adopted: \_\_\_\_\_