

GREENVILLE TRANSIT AUTHORITY
Resolution Number: 2019 - 01

Board Resolution to Amend and Adopt the Greenville Transit Authority Bylaws.

WHEREAS, The Greenville Transit Authority (the “Authority”) was created by Ordinance 74-33 of the City of Greenville dated September 10, 1974 and Greenville County Ordinance 1939 dated January 17, 1989 and subject to Sections 58-25-10 to 58-25-100, Code of Laws of South Carolina, 1976 (the Enabling Act);

WHEREAS, the Board of Directors of the Greenville Transit Authority (hereinafter “Board”) met on Thursday, November 21, 2019;

WHEREAS, the Board, pursuant to the bylaws, is permitted to amend and update the bylaws by a two-thirds vote;

WHEREAS, the Board find the proposed bylaws to meet the needs of the Board;

WHEREAS, amending and updating the bylaws was before the Board for discussion and approval;

WHEREAS, a quorum was present at the meeting and, therefore, the requisite number of Board Members were present to vote on this matter.

NOW THEREFORE, BE IT RESOLVED, that the Board adopt the attached bylaws, to be effective immediately.

ATTEST:

DocuSigned by:

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Lorrie Brown, Secretary

GREENVILLE TRANSIT AUTHORITY
BOARD OF DIRECTORS:

DocuSigned by:

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Addy Matney, Treasurer
(Chair of Meeting)

DocuSigned by:

E31CA23728A04E4...
George Campbell, Chairman

AMENDED AND RESTATED BYLAWS

of

GREENVILLE TRANSIT AUTHORITY

Dated November 21, 2019

ARTICLE I.

NAME, PURPOSE, POWER

Section 1.1. Name of Organization. The name of this organization shall be the Greenville Transit Authority (hereinafter “Authority”), which was created and exists pursuant to the laws of South Carolina, specifically including but not limited to the Regional Transportation Authority Law codified at S.C. Code Ann. § 58-25-10, et seq.

Section 1.2. Purpose. The purpose of the Authority shall be to provide public transportation services for Greenville County and to engage in any lawful activities in furtherance of this purpose.

Section 1.3. Power of Organization. The Authority shall have the ability to carry out any business and perform any activities as permitted by applicable state and federal law, including but not limited to the functions set forth in S.C. Code Ann. § 58-25-50.

ARTICLE II.

ADMINISTRATION

Section 2.1. Board of Directors. The Authority shall be governed by a Board of Directors (“Board”) consisting of at least five members. The number of members, the method and manner in how the members are selected and/or elected, and the term of service for the members shall comply with the provisions of S.C. Code Ann. § 58-25-10, et seq., as may be amended.

Section 2.2. Vacancy on Board of Directors. If a vacancy on the Board of Directors occurs, a new member may be elected as provided in Section 2.1 above. A vacancy on the Board does not impair the right of the Authority to exercise all of its rights and perform all of its duties.

Section 2.3. Board Member Removal. A member of the Board of Directors may be removed from office for misconduct, malfeasance, or neglect of duty in office as provided for by S.C. Code Ann. § 58-25-10, et seq.

Section 2.4. Compensation/Reimbursement. Members of the Board shall not be entitled to compensation but shall be entitled to reasonable reimbursement for costs and expenses incurred in the discharge of the member’s duties.

Section 2.5. Attendance. Members shall make every reasonable effort to attend all meetings of Committees to which they are assigned and Board Meetings. Should a Board Member fail to attend three (3) consecutive Committee Meetings or three (3) consecutive Board Meetings, the Chairman may notify the Board Member by letter, the Board Member’s appointing body and all

other Board Members of his/her attendance record. This provision shall not apply in the case of prolonged illness, personal or family tragedy or other extenuating circumstances.

ARTICLE III. **OFFICERS**

Section 3.1. Chairman, Vice-Chairman, Treasurer and Other Officers. The Board of Directors shall elect both a Chairman, Vice-Chairman, and Treasurer from its members. The Board may also elect from its members any other officers as determined in the Board's discretion to be necessary. Unless otherwise provided by the Board, the term of office for any officer shall be one year, or until such time as a successor has been elected. An officer may serve multiple terms if approved by the Board.

Section 3.2. Election. Officer election shall occur at the annual meeting. A slate of nominations shall be presented prior to the vote. Election of an office shall require a majority vote of the members of the Board of Directors.

Section 3.3. Chairman. The Chairman shall preside at all Board meetings and shall work to ensure the efficient execution of the business of the Authority. Unless otherwise provided by the Board of Directors, the Chairman shall have authority to sign all necessary papers and documents on behalf of the Authority, including but not limited to agreements, contracts, deeds, notes, mortgages, bonds, or other instruments which commit the Authority to an expenditure of funds or use of resources. The Chairman shall also have power to make committee appointments and shall serve as an ex-officio member of all committees created in accordance with Article V below (except a nominating committee). The Chairman shall perform such other and further administrative acts and duties as may be prescribed by the Board from time to time.

Section 3.4. Vice-Chairman. The Vice-Chairman shall perform all administrative duties assigned to the office of Chairman and shall act in the absence or incapacity of the Chairman.

Section 3.5. Treasurer. The Treasurer shall supervise the proper disposition of the funds and securities of the Board and the preparation of such records and reports as the Board may deem appropriate. In discharging these duties, the Treasurer may rely upon the Executive Director, appropriate staff and professionals retained by the Board.

Section 3.6. Other Officers. The Board may elect from time to time any additional officers, including a secretary or treasurer, to perform and carry out any and all administrative acts and duties as may be prescribed by the Board.

Section 3.7. Vacancy. A vacancy in any of the offices occurs when the officer is no longer a member of the Board, resigns from the office, or is otherwise replaced by the Board. If a vacancy occurs, the office shall be filled by the Board of Directors upon majority vote at the next Board meeting. The newly elected officer shall serve the remainder of the unexpired term of the vacant office.

ARTICLE IV.
EXECUTIVE DIRECTOR AND PERSONNEL

Section 4.1. Executive Director. Upon approval by the Board, the Authority may employ an Executive Director to serve at the pleasure of the Authority and to carry out such duties and functions as determined by the Board of Directors from time to time. The Executive Director, upon approval of the Board, may employ additional employees as deemed necessary for the proper administration of the duties and functions of the Authority. The Executive Director does not have to be a member of the Board of Directors and may be elected to serve as the secretary or treasurer of the Board.

Section 4.2. Personnel. The Authority may employ or contract with such other agents, contractors, and employees as deemed necessary or appropriate to advise, consult, or otherwise assist in the carrying out of Authority business, and to perform such additional duties as may be prescribed by the Board. In hiring or contracting with such agents, contractors, or employees, the Authority shall comply with all applicable federal, state and local laws and regulations.

ARTICLE V.
COMMITTEES

Section 5.1. Committee Creation and Appointment. The Authority may create such standing or special committees as it deems appropriate and shall fix and define the powers of such committees. Members of all committees shall be appointed by the Board; provided, however, that the Chairperson of the Board shall serve as an ex-officio member of all committees. Committee members are not required to be members of the Board. The Board Chairperson shall designate a chairperson of each committee. The Board Chairperson, with approval of the Committee Chairperson, may appoint additional members to any committee if necessary. No committee shall have any power to exercise discretion, perform any act, or carry out any duty except as otherwise authorized by the Board.

Section 5.2. Committee Meetings. Committees shall meet at the call of the Committee Chairperson at such time and place as determined by the Committee Chairperson or as otherwise requested by the Board.

Section 5.3. Committee Quorum. The presence of a majority of Committee members shall be necessary to constitute a Quorum at any Committee meeting. Any action taken by a Committee requires the affirmative vote of a majority of its members then present. Unless otherwise provided by the Board, the Chairperson of the Board may attend committee meetings and, when in attendance, may vote and be counted for purposes of a quorum.

ARTICLE VI.
BOARD MEETINGS

Section 6.1. Open to the Public and Public Comment. Except as otherwise provided by law, all meetings of the Board of Directors shall be open to the public, and the public shall be provided an opportunity for comment at such meetings in a manner approved by the Board.

Section 6.2. Annual Meetings. The Board of Directors shall meet every January at a date, time, and public location as set by the Board. At the annual meeting, officers will be elected and the Board may conduct any additional business of the Authority which may be properly brought before them.

Section 6.3. Regular Meetings. After the annual meeting, the Board of Directors may meet as often as necessary for the purpose of transacting any business on behalf of the Authority.

Section 6.4. Special Meetings. Special meetings may be called by the Chairperson of the Board. Upon call of a special meeting, the subject of discussion must be stated and no other business shall be recognized.

Section 6.5. Notice of Meetings. The Board shall be notified of the time and place of all meetings at least three (3) days in advance. A majority of voting members present at any meeting may approve shorter notice thereof. The notice shall also include a meeting agenda. Notice of all Board meetings shall be provided to the media and public in accordance with applicable state and federal law.

Section 6.6. Meeting Agenda. A meeting agenda shall be prepared for each meeting by the Chairperson. Included on the agenda shall be any item of business which two or more voting members have requested in writing. The meeting agenda may be modified with the approval of the Chairperson prior to twenty-four (24) hours before each meeting as long as the amended agenda is posted and distributed to the public as required by state and federal law.

Section 6.7. Meeting Minutes. Written minutes of all public meetings of the Board of Directors shall be kept and provided to the members and made available to the public upon reasonable request.

Section 6.8. Procedural Rules. Unless otherwise determined by the Board, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all Authority meetings, both board and committee meetings, where applicable.

ARTICLE VII.

VOTING

Section 7.1. Quorum. A quorum of the Authority shall exist when a majority of the members then serving on the Board of Directors is present at a meeting. Matters upon which the Board is required to vote shall be decided upon the basis of a simple majority vote of the members present and voting. However, no action can be taken by the Authority without the presence of a quorum.

Section 7.2. Voting. Each member of the Board of Directors is entitled to one (1) vote on any issue.

Section 7.3. Proxies. Except for elected officials, members of the Board shall not be allowed to vote by proxy. Elected officials who are members of the Board, however, may designate an individual to serve as his/her proxy for such periods of time when the elected official is absent and unable to attend meetings. Any such designation shall be made on a proxy statement issued by the Board of Directors and returned to the Chairperson before the commencement of the meeting(s) in which the proxy is to be used. The proxy statement shall state the issues to be voted upon.

Section 7.4. Participation by Telecommunication. Any member of the Board who is not physically present is regarded as being present at a Board meeting for the purpose of establishing a quorum, if such member participates in the meeting by means of telephone conference, video conference, speaker phone, or any other means of communication by which all persons participating in the meeting can hear each other at the same time. The Board, however, may limit the number of meetings a member may attend by telecommunication or otherwise modify, change, or revoke this provision in its discretion.

ARTICLE VIII. **FINANCES**

Section 8.1. Fiscal Year. The fiscal year of the Authority shall be July 1 through June 30.

Section 8.2. Annual Budget. The Authority shall prepare, and the Board of Directors shall approve, an annual operating and capital budget as provided for in S.C. Code Ann. 58-25-70.

Section 8.3. Financial Statements. The Authority shall cause to be prepared financial reports which shall be delivered to each member in a timely manner. The financial reports shall be prepared not less frequently than monthly.

Section 8.4. Books of Account and Audit Reports. The Authority must keep books of account, which must be independently audited at least once in each calendar year, with a copy of the audit report provided to each member.

Section 8.5. General Financial Power. In addition to any other power authorized by law, the Authority may (a) accept and receive funds, grants, and services from the Federal Government or its agencies; from departments, agencies and instrumentalities of State, municipal or local government; or from private or civic sources; and (b) receive and expend such sums of money as shall be from time to time appropriated for its use by the participating governmental agencies and to act as an agency to receive and expend local, state and federal funds for purposes of the Authority.

ARTICLE IX. **LIABILITY**

Section 9.1. Limitation on Liability. No member of the Authority shall be personally liable for losses unless the losses are occasioned by the willful misconduct of the member.

Section 9.2. South Carolina Tort Claims Act. The Authority is a "political subdivision" as defined in S.C. Code Ann. § 15-78-30(h) and, therefore, is entitled to all of the protections, privileges, limitations, and immunities granted by the South Carolina Tort Claims Act.

Section 9.3. Insurance. The Authority, in its discretion, may purchase and maintain liability insurance on behalf of any person who is or was a member or officer of the Authority as a Member or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise.

ARTICLE X. **DISSOLUTION**

Section 10.1. Dissolution. Dissolution of the Authority and the disposition of resources shall be handled in accordance with the provisions of S.C. Code Ann. § 58-25-30(5), as may be amended.

ARTICLE XI. **MISCELLANEOUS PROVISIONS**

Section 11.1. Section Amendments. Except as otherwise provided by law, any article or provision of these Bylaws may be amended at any annual meeting of the Board or special meeting called for that purpose by a majority vote of all Board members authorized to vote; provided, however, that amending or modifying the bylaws shall be included in the meeting notice and/or meeting agenda.

Section 11.2. Severability. If any provision of these Bylaws, or any amendment or alteration thereof, is determined to be unenforceable or in violation of the provisions of any applicable law, such provision shall not in any way render any of the remaining provisions invalid.

Section 11.3. References to Gender and Number Terms. In construing these Bylaws, feminine or neuter pronouns shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 11.4. Headings. The Article and Section headings in these Bylaws are inserted for convenience only and are not part of the Bylaws