



Bylaws of the Board of Directors of the Regional Transportation Authority of Central Oklahoma

Effective March 21, 2019

Bylaws of the Board of Directors of the Regional Transportation Authority of Central Oklahoma

ARTICLE 1. PREAMBLE

The Regional Transportation Authority of Central Oklahoma was created by Trust Agreement and Indenture by the governing city councils of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City pursuant to the under the provisions of Title 68, Oklahoma Statutes 2014, Section §1370.7; Title 60, Oklahoma Statutes §176, et seq., as amended by Title 60, Chapter 4, Oklahoma Session Laws 1953; and the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma for the purpose of planning, financing, constructing, maintaining, and operating transportation projects located within the boundaries of the regional transportation district. Certain rules prescribing the conduct of the board of directors of the Authority are set forth in the trust agreement and other laws of the State of Oklahoma and nothing in these bylaws is intended to or has the effect of altering or deviating from any grant of power, duty, or responsibility set forth in the provisions of the trust agreement or any other Oklahoma law, as the same now exists or may hereafter be amended. Where inconsistencies exist between these bylaws and the trust agreement or any law of the State of Oklahoma, the trust agreement or law shall govern the conduct of the board of directors.

ARTICLE 2. DEFINITIONS

Section 2.1. Terms Defined Herein. For purposes of these bylaws, the following terms shall have the meanings set forth below:

"Authority" means the Regional Transportation Authority of Central Oklahoma, a public trust created by Trust Agreement and Indenture by the governing city councils of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City pursuant to the provisions of Title 68, Oklahoma Statutes 2014, Section §1370.7; Title 60, Oklahoma Statutes §176, et seq., as amended by Title 60, Chapter 4, Oklahoma Session Laws 1953; and the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma.

"Board" means the board of directors who are appointed by the governing boards of the cities, towns, or counties creating the Authority pursuant to Article VI of the trust agreement.

"Bylaws" means these bylaws, adopted by the board effective as of March 21, 2019, as the same may be hereafter amended in accordance with the provisions of Article 11 of these bylaws.

"Chair" means the chair of the board, duly elected by the board of directors in accordance with Section 5.3 of these bylaws.

"Committee" means a committee of the board of directors.

"Committee chair" means a director appointed by the chair to serve as the chair of a committee as provided in Section 9.1 of these bylaws.

"Committee charter" means the constituent document of a committee which sets forth the scope of its authority and its governance rules.

"Director" means a member of the board of directors duly appointed in accordance with Article VI of the trust agreement.

"Executive director" means the chief administrator of the Authority, duly appointed by the board of directors in accordance with Article 6 of these bylaws.

"Principal office" means the principal office of the Authority where business is conducted and where the regular meeting room of the board of directors is located.

"Regional district" means the specific governing and assessment district created by the member jurisdictions of the Authority comprised of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City, and such other cities, towns, or counties that have annexed to or withdrawn from the Authority as provided by Article X of the trust agreement.

"Secretary" means the secretary of the Authority elected by the board of directors in accordance with Section 5.4 of these bylaws.

"Treasurer" means the treasurer of the Authority elected by the board of directors in accordance with Section 5.5 of these bylaws.

"Trust" means the Trust Agreement and Indenture by the governing city councils of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City pursuant to the provisions of Title 68, Oklahoma Statutes 2014, Section §1370.7; Title 60, Oklahoma Statutes §176, et seq., as amended by Title 60, Chapter 4, Oklahoma Session Laws 1953; and the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma.

"Unanimous consent agenda" means an item considered by the board of directors for adoption at a meeting, the approval of which shall be deemed the approval of all items recommended for board of directors approval by the committees which considered them, unless a director requests that a specific item

be considered separately, in which case that item shall not be deemed approved by the board of directors upon the approval of the unanimous consent agenda.

“Vice Chair” means the one or more vice chairs of the board of directors, duly elected by the board of directors in accordance with Section 5.3 of these bylaws.

Section 2.2. Terms Defined in the Act. Other capitalized terms used but not defined in these bylaws shall have the meanings ascribed to them in the trust.

ARTICLE 3. OFFICES

Section 3.1. Principal Office. The principal office of the Authority is 4205 N. Lincoln Blvd., Oklahoma City, OK 73105.

Section 3.2. Other Offices. The board of directors may designate such other offices or divisions as in its judgment are needed to conduct the business of the Authority.

Section 3.3. Relocation. The board of directors may relocate the principal office of the Authority and its other offices or divisions as it deems appropriate to conduct the business of the Authority.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. Composition of the Board. There shall be seven directors of the Authority who shall be appointed by the governing boards of the member jurisdictions creating such Authority according to Article VI of the trust. A director shall be subject to removal only by action of the governing board appointing the director.

Section 4.2. Delegation of Authority. The board of directors may delegate by resolution or ordinance any or all executive, administrative and/or ministerial powers to officers or employees of the Authority.

ARTICLE 5. OFFICERS

Section 5.1. Officers. The officers of the Authority shall be the chair, one or more vice chairs, an executive director, a secretary, and a treasurer. Other than the

executive director, all officers must be directors of the board. The offices of secretary and treasurer may not be filled by the same person.

Section 5.2. Election. With the exception of the executive director, who shall be appointed by the board of directors and shall serve at the pleasure of the board of directors as set forth in Article 6 of these bylaws, the election of officers shall take place as needed at the annual meeting of the board, which shall be the first meeting of the fiscal year, or in case of vacancy, at any meeting, if notice of such election is stated in the call. Persons elected to serve as officers shall enter upon their terms of office at the close of the meeting at which their election shall have taken place.

Section 5.3. Chair and Vice Chair. The board of directors shall elect a chair from their members who shall preside at all meetings and perform other duties designated by the directors. The directors shall elect one or more vice chairs from their members who shall act as a chair during the temporary absence or disability of the chair. If a permanent vacancy occurs in the office of the chair or vice chair, the directors shall elect a successor thereto from its members.

- (a) Chair of the Board Duties. The chair of the board of directors shall perform the following enumerated duties and functions:
 - (1) Call and preside at all meetings of the directors;
 - (2) Serve as an ex officio member, with voting power, of all standing committees;
 - (3) Select committee chairs and members and inform the board of the selection;
 - (4) Perform such other duties and functions as may be delegated to that person from time to time by these bylaws or by the directors.
- (b) Vice Chair of Board Duties. The vice chair of the board of directors shall perform the following enumerated duties and functions:
 - (1) Assist the chair with the oversight and coordination of activities of the standing committees;
 - (2) Provide support to the chair with duties of board governance;

- (3) Serve as an ex officio member, with voting power, of all standing committees;
 - (4) In case of the absence or disability of the chair, the vice chair shall call and preside at meetings of the board of directors and execute the usual functions of the chair.
- (c) Term. The chair and vice chair shall hold office for two (2) years and may be elected to two additional two (2) year terms.

Section 5.4. Secretary. The board of directors shall elect a secretary from their members who shall be responsible for the preparation and maintenance of the minutes of meetings and other records and information required to be kept by the Authority. The secretary shall also be responsible for authenticating records of the Authority. The secretary may appoint one or more assistant officers to aid in the performance of these duties. The secretary shall hold office for two (2) years and until his or her successor shall have been duly chosen or until his or her death, resignation, or removal. The secretary may be elected to successive terms.

Section 5.5. Treasurer. The board of directors shall elect a treasurer from their members who shall provide oversight of the financial affairs of the Authority. The treasurer may appoint one or more assistant officers to aid in the performance of these duties. The treasurer shall hold office for two (2) years and until his or her successor shall have been duly chosen or until his or her death, resignation, or removal. The treasurer may be elected to successive terms.

ARTICLE 6. EXECUTIVE DIRECTOR

Section 6.1. Appointment. The board shall appoint a person as an executive director who shall serve as the chief administrator of the Authority. The appointment of an executive director shall be by the affirmative vote of a majority of the board.

Section 6.2. Qualifications. The board's appointment of a person as executive director shall be based on the person's qualifications, with special reference to the person's actual experience in or knowledge of accepted practices with respect to the duties of the office. A person appointed as executive director is not required to be a resident of the state at the time of appointment.

Section 6.3. Responsibilities. The executive director shall:

- (a) Be a full-time officer and devote full time to the district's business;
- (b) Serve at the pleasure of the board;
- (c) Hold office for an indefinite term;
- (d) Ensure that all district ordinances are enforced;
- (e) Prepare and submit to the board, as soon as practical but not less than 60 days after the end of each fiscal year, a complete report on the district's finances and administrative activities for the preceding year;
- (f) Advise the board regarding the needs of the district;
- (g) In consultation with the board, prepare or cause to be prepared all plans and specifications for the construction of district works;
- (h) Cause to be installed and maintained a system of auditing and accounting that completely shows the district's financial condition at all times;
- (i) Attend meetings of the board;
- (j) In consultation with the board:
 - (1) have charge of the acquisition, construction, maintenance, and operation of district facilities; and
 - (2) have charge of the administration of the district's business affairs; and
 - (3) be entitled to participate in the deliberations of the board as to any matter before the board, except for personnel matters involving the executive director or other matters determined by majority vote of the board.

Section 6.4. Removal.

- (a) The board may not remove the executive director or reduce the executive director's salary below the amount fixed at the time of original appointment unless the board adopts a resolution by a vote of a majority of all members and, if the executive director demands in writing, the board gives the executive director the opportunity to be publicly heard at a meeting of the board before the final vote on the resolution removing the executive director or reducing the executive director's salary.

- (b) Before adopting a resolution providing for the removal of the executive director or a reduction in the executive director's salary, the board shall, if the executive director makes a written demand: (i) give the executive director a written statement of the reasons alleged for the removal or reduction in salary; and (ii) allow the executive director to be publicly heard at a meeting of the board of directors.
- (c) The board may suspend an executive director from office pending and during a hearing under Section 6.4(b).
- (d) The action of a board suspending or removing an executive director or reducing the executive director's salary is final.

ARTICLE 7. MEETINGS AND RECORDS

Section 7.1. Public Meetings. All meetings of the board of directors shall be held within the regional district and shall be open to the public and provide for public participation in accordance with the Oklahoma Open Meeting Act (Title 25 Oklahoma Statutes §§ 301 et seq.). When there is a legitimate business need to conduct business in a location outside of the regional district, the board of directors or a committee may agree to meet outside of the regional district provided that such meeting be conducted in a manner that is convenient to and open to the public. In all meetings, the vote of each member must be publicly cast and recorded.

Section 7.2. Regular Meetings. Regular meetings of the board of directors shall be held at 2:30 p.m. on the third Wednesday of each month at the principal office of the Authority, unless otherwise set by the board of directors. The board of directors shall give notice in writing by December 15 of each calendar year of the schedule showing the date, time, and place of the regularly scheduled meetings of the Authority for the following calendar year. Such schedule shall be made available on the official website of the Authority and posted as required by the Open Meeting Act.

Section 7.3. Special Meetings. Special meetings may be called by the chair whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing to the chair by four (4) directors. Such

request for a special meeting shall state the purpose of the special meeting.

Section 7.4. Emergency Meetings. The chair may call an emergency meeting for the purpose of dealing with an emergency as defined in Section 304(5) of the Open Meeting Act.

Section 7.5. Executive Session. The board of directors may, after convening a public meeting, move into an executive session as a closed meeting permitted by Section 307 of the Open Meetings Act upon the affirmative vote of a majority vote of a quorum of the directors present at the meeting. No executive session is permitted unless the proposed executive session and the specific provision of Section 307 authorizing the executive session is noted on the agenda of the meeting. Any vote or action on any item of business considered in an executive session shall only be taken in an open session with the vote of each member publicly cast and recorded.

Section 7.6. Notice of Meetings.

(a) Notice to Directors.

- (1) Regular Meetings. Notice of regular meetings shall be in writing and shall be delivered, faxed, emailed or provided by other electronic means, or sent by first class mail, postage prepaid, to each director at his or her personal residence or place of business, as requested by such director. Such notice shall be delivered at least five (5) days prior to the date of the regular meeting.
- (2) Special Meetings. Notice of special meetings shall be given to each director at least forty-eight (48) hours in advance of such meeting. Notice of a special meeting may be given verbally or in writing.
- (3) Emergency Meetings. In the event of an emergency, notice shall be given to each director as is reasonable and possible under the circumstances existing.

- (4) Waiver. Whenever any notice is required to be given to a director under the provisions of applicable laws, parliamentary authority or these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the stated notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to transaction of any business on the ground that the meeting is not properly called or convened.
- (b) Notice to the Public. Notice of regular and special meetings specifying the time and place of each such meeting to be convened as well as the subject matter or matters to be considered at such meeting shall be publicly posted at the principal office of the Authority in a prominent and visible location, at the Oklahoma County Clerk's office, and on the official website of the Authority, at least forty-eight (48) hours in advance of a meeting and shall remain posted until the meeting is concluded. In the event of an emergency, an emergency meeting of the Authority may be held by giving such advance public notice as is reasonable and possible under the circumstances existing. The Authority shall also cause written notice of the meeting to be mailed or delivered to each person, newspaper, wire service, radio station, and television station that has filed a written request for notice of meetings of the Authority.
- (c) Content of Notice. Notice of a meeting shall contain the following information: (i) the date, time and place of the meeting, and (ii) the agenda. Business conducted at special meetings shall be limited to the purpose or purposes set forth in the notice. Notice to a director shall also include a draft copy of each proposed resolution, ordinance, or proposition, together with a cover memo explaining its purpose; provided that if such draft resolution,

ordinance, or proposition and cover memo are not included with the notice, such item shall not be precluded from being considered at a meeting.

Section 7.7. Meeting Minutes.

(a) Content.

- (1) Written minutes of all regular and special meetings shall be prepared by the secretary or designee for review and approval by the board of directors. Such minutes shall include but need not be limited to: (i) the date, time and place of the meeting, (ii) the members recorded as either present or absent, and (iii) a general description of all matters proposed, discussed or decided, and a record of any voted taken. Any director may request that specific comments made at a meeting or submitted in writing be included in the minutes.
- (2) Written minutes of an emergency meeting shall include the nature of the emergency and the proceedings occurring at the meeting, including reasons for declaring such emergency meeting.
- (3) Written minutes of all executive sessions shall be maintained in a confidential manner by the Authority unless disclosure is ordered by a court of competent jurisdiction.

(b) Approval. Minutes of prior meetings to be approved at an upcoming meeting shall be furnished to directors together with the required notice of such upcoming meeting.

(c) Availability. Following their approval by the board of directors, written minutes of meetings shall be open to public inspection and shall be posted to the official website of the Authority as soon as practicable.

Section 7.8. Records.

- (a) Minutes of meetings will be prepared based upon notes and taped recordings of the meeting. Tape recordings shall be preserved no less than five (5) years from the date of the meeting.
- (b) The books, records, and minutes of the directors shall be considered public records and available for inspection during normal business hours by any interested party to the extent provided by the Open Records Act, Title 51 Oklahoma Statutes § 24A.1 et seq.

Section 7.9. Attestation. The secretary is authorized to attest on behalf of the Authority to any action of the board of directors and to the minutes of any regular, special, or emergency meeting.

**ARTICLE 8.
CONDUCT OF BUSINESS**

Section 8.1. Quorum. No business of the board of directors may be conducted except at a regular, special, or emergency meeting at which a quorum is present. A majority of all voting members of the board of directors constitute a quorum for the transaction of business.

Section 8.2. Voting.

- (a) Record of Voting. Yeas and nays shall be taken on any motion, resolution, ordinance, or proposition before the board of directors and shall be included in the minutes of the meeting.
- (b) Approval of Actions. The affirmative vote of a majority of all directors present at any meeting at which a quorum is present shall be necessary and, except as set forth below, is sufficient to carry a motion, resolution, ordinance, or proposition before the board.
 - (1) Each director may cast one vote on all questions, orders, resolutions, and ordinances coming before the board of directors.
 - (2) After a vote of directors is taken, a weighted vote may be called by the directors of any three jurisdictions.

- (3) When applicable, votes shall be weighted as follows:

Tier	City	Members	Weighted Vote
Tier I	Oklahoma City (1)	1	26%
Tier I	Oklahoma City (2)	1	26%
Tier II	Norman	1	14%
Tier II	Edmond	1	14%
Tier III	Moore	1	6.6%
Tier III	Midwest City	1	6.6%
Tier III	Del City	1	6.6%

- (4) The following matters require approval by a 67% weighted vote:
- Pledge assets
 - Approve budget
 - Major service change
 - Determine tax rate to be placed on ballot
 - Call for the governing bodies of the municipalities comprising the Authority to put a referendum on ballot
- (5) A motion to approve the acquisition, construction, or operation of a rail line must receive the affirmative vote of 67% of the weighted vote including a majority of representatives of member cities through which the rail line traverses.
- (6) A motion to approve the acquisition of a transit provider and associated liability and assets must receive the affirmative vote of 67% of the weighted vote including a majority of representatives of member cities in the service area.
- (7) A motion to issue debt must receive the affirmative vote of 67% of the weighted vote. In addition, the indebtedness must be approved by a 2/3 vote of the governing body of 2/3 of the beneficiaries of the trust agreement; provided, however, that a municipal beneficiary with a governing body consisting of fewer than seven members shall be

required to approve the issuance of debt by a 3/5 vote of the governing body.

- (c) Conflicts of Interest. Any director who is present at a meeting at which any matter is discussed in which he or she has, directly or indirectly, a private pecuniary or property interest shall declare that he or she has a potential conflict and resolve the conflict in a manner required by the Conflict of Interest Policy of the Regional Transportation Authority of Central Oklahoma.

Section 8.3. Regular Meeting Agenda.

- (a) Preparation. The executive director, in coordination with the chair, shall prepare an agenda for each meeting. The agenda shall be provided to all directors together with the required meeting notice.
- (b) Revisions. Revisions to the agenda may be made by the chair or executive director, in his or her discretion, at least seventy-two (72) hours' in advance of the meeting by providing notice to the other directors.
- (c) Additions. Any three (3) directors may add an item to the agenda upon written request to the chair and executive director given at least seventy-two (72) hours' in advance of the meeting. The chair or the executive director shall promptly provide notice of the revised agenda to the other directors upon receiving such a request.

Section 8.4. Parliamentary Procedure & Authority. The chair shall preside at all meetings of the board of directors. In the absence of the chair, the vice chair shall preside as acting chair. The current edition of Robert's Rules of Order, Newly Revised, in effect at the time of a meeting shall govern parliamentary procedure for such meeting, except as herein provided or as otherwise provided by law. The chair shall have such powers as provided for by such rules, by resolution of the board of directors, and by law.

Section 8.5. Order of Business. The business of all regular meetings of the board of directors shall be transacted as far as practicable in the following order, provided that the chair may, in his or her discretion, change the order of business at a meeting or permit comments and questions from the public out of order at any time:

1. Call to order;
2. Roll call of members and determination of quorum;
3. Reading and approval of minutes from previous meeting(s);
4. Executive director's report;
5. Committee reports;
6. Unanimous consent agenda;
7. Consideration of items excluded from the unanimous consent agenda;
8. Consideration of items originating with the board of directors;
9. Public comments;
10. Executive session;
11. Items coming out of executive session;
12. Old business;
13. New business; and
14. Adjournment.

Section 8.6. Public Comment. Members of the public shall be permitted to address the board of directors at all regular, special or emergency meetings in accordance with the rules adopted from time-to-time by the Authority and posted on the Authority's official website.

Section 8.7. Committee Reports and Unanimous Consent Agenda. Any item considered by a committee and recommended to the board of directors for adoption shall be placed on the unanimous consent agenda unless objected to by a director, in which case it shall be excluded from the unanimous consent agenda and considered separately. Any item considered by a committee and not recommended to the board of directors for adoption, or any item which a committee has deferred for further consideration, shall not be included in the unanimous consent agenda.

Section 8.8. Items Originating with the Board. Items are not required to be considered by a committee before being considered, adopted or approved by the board of directors. When an item which has not been previously considered by a committee is included on the agenda for consideration by the board of directors, it shall be considered separately from the unanimous consent agenda and any other items considered by a committee.

ARTICLE 9. COMMITTEES

Section 9.1. Establishment of Committees. The chair may establish standing committees of the board of directors and such other special and/or ad hoc committees as he or she deems appropriate. The chair shall determine the membership of each standing, special and/or ad hoc committee, including designating the committee chair of any such committee. All such special and/or ad hoc committees shall be dissolved upon the completion of the business for which they were created.

Section 9.2. Committee Charters. Each committee shall be governed by a committee charter adopted by the affirmative vote of a majority of the directors of the board at the time the committee is constituted. The committee charter shall set forth the scope of authority of the committee and its rules of governance and may be amended only by the affirmative vote of the directors.

Section 9.3. Attendance of Nonmembers at Committee Meetings. Any director may attend the meeting of any committee, but such director may not vote on a matter before the committee and his or her presence shall not count for purposes of determining quorum unless such director is a member of the committee.

Section 9.4. Committee Action. A committee may vote to recommend or not recommend board adoption of an item it considers. A committee may also modify an item before voting on whether to recommend it for board adoption or may elect to defer voting on a recommendation to a later date. Any such action requires the affirmative vote of a majority of the directors serving on the committee.

Section 9.5. Committee Reports. The committee chair of each committee shall report on the actions of his or her committee to the board at its meeting. Such report shall indicate whether the committee recommends board adoption of each item considered by the committee, or if the committee has deferred an item for additional consideration. To the extent permissible under applicable law, a committee report may be delivered to the board of directors, in whole or in part, in executive session.

ARTICLE 10. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 10.1. Indemnification. The Authority shall provide for the indemnification of current and former directors, officers and employees pursuant to the Director, Officer and Employee Indemnification Policy of the Regional Transportation Authority of Central Oklahoma.

Section 10.2. Amendment to Policy. An amendment to the Director, Officer and Employee Indemnification Policy may only be made by an affirmative vote of a majority of all directors present at any meeting at which a quorum is present. Any repeal or modification of the Director, Officer and Employee Indemnification Policy shall not conflict with or adversely affect any right or protection of a director, officer, or employee of the Authority existing at the time of such repeal or modification.

ARTICLE 11. MODIFICATION OF BYLAWS

These bylaws may be amended or modified by the affirmative vote of a majority of all directors voting at any regular meeting of the board of directors or at any special meeting of the board of directors called for that purpose.