

**CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY
AMENDED BYLAWS**

APPROVED 3/23/16, 5/25/16, 10/2016, 9/23/2017, 8/28/2019

**AMENDED BYLAWS OF
CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY**

**ARTICLE 1
PREAMBLE**

Section 1.1. Statutory Authority. The Central Midlands Regional Transit Authority (the “Authority”), which has as its current members, Richland County, South Carolina (“Richland County”), the City of Columbia, South Carolina (“Columbia”), the City of Forest Acres, South Carolina (“Forest Acres”), and Lexington County, South Carolina (“Lexington County,” and together with Richland County, Columbia, and Forest Acres, the “Members”) has been re-created pursuant to Section 58-25-10 et seq. of the Code of Laws of South Carolina, 1976, as amended (the “Enabling Act”), by an Intergovernmental Agreement made and entered into as of July 2, 2013, by and among the Members and the Authority (the “IGA”). These Amended Bylaws, which set forth the terms and conditions under which the Authority shall operate, may be amended from time to time, consistent with the provisions of the Enabling Act and the IGA.

Section 1.2. Name of the Authority. The name of this organization shall be the Central Midlands Regional Transit Authority; provided, however, that the Authority may do business under one or more names as may be approved by the Board of Directors of the Authority (the “Board”).

Section 1.3. Purpose of Authority. The purpose of this Organization shall be to promote transportation opportunities for all citizens within the service area which shall initially consist of Richland County and limited service into Lexington County. This shall be done by providing transportation services and encouraging the cooperation and coordination of existing transportation providers. The Authority shall utilize revenues from the Authority’s transportation system, government grants, contracts for services, intergovernmental agreements, franchising contracts, and any other source, and such funds as may be appropriated by the governing bodies of the Members of the Authority, in accordance with Article IV, Section 2 of the Second Amended Agreement.

Section 1.4. Power of Authority. The Authority shall have such powers as are set forth in the Enabling Act, the Second Amended Agreement and the Resolutions including any amendments thereto. In addition, for elections, amendments hereto, and the employment or dismissal of the Executive Director, an affirmative vote of a simple majority of the total voting membership of the Board shall be required.

**ARTICLE 2
MEMBERSHIP**

Section 2.1. Membership. Members of the Authority shall be Richland County, Columbia, and Forest Acres. Lexington County shall continue to be a Member of the Authority so long as transit services are provided in Lexington County, upon the terms and conditions provided in the Enabling Act and the IGA. If no Transit Services are provided in Lexington County, Lexington County shall cease to be a member of the Authority. Additional Members may join the Authority in the future as provided in the Enabling Act and the IGA, with the consent of Members representing 90% of the population within the service area. Any political subdivision within Richland County, Lexington County, or any other county or municipality contiguous to the Service Area may become an Advisory Member of the Authority, with the approval of the Board.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1. Board of Directors. As provided in the IGA, The Authority shall be governed by the Board with the authority and responsibilities set forth in the Enabling Act.

Section 3.2. Voting Membership. The Board shall consist of 11 voting directors (“Voting Directors”) appointed as follows:

Richland County	3
Columbia	3
Forest Acres	1
Lexington County	1
Richland County Legislative Delegation	3

Richland County, Columbia, and the Richland County Legislative Delegation appointees shall have terms of one, two and three years, as indicated at the time of his or her appointment. Forest Acres and Lexington County appointees shall each have a term of one year. Notwithstanding the term for which a Voting Director shall have been appointed, each Voting Director shall serve until a successor has been appointed. A Voting Director may be removed from office only by the appointing governing body for any reason.

Section 3.3. Board Appointments by Additional Members. Each Additional Member of the Authority shall appoint one Voting Director to the Board as provided in the Enabling Act, the IGA, and Section 2.1 of these Bylaws. The term of such Voting Director shall be set at the time the additional Member is authorized to join the Authority.

Section 3.4. Non-Voting Directors. An Advisory Member of the Authority may appoint one advisory director (“Advisory Director”) to the Board. An Advisory Director shall be non-voting and not included when determining the presence of a quorum for Board meetings.

**ARTICLE 4
OFFICERS**

(As approved by the Board on March 23, 2016)

Section 4.1. In General. The officers of the Board shall be a Chair, Vice-Chair, Secretary and Treasurer, each of whom must be a Voting Director. The Chair and Vice-Chair each must be a resident of Richland County. The Chair and Vice-Chair shall each represent a different entity appointing Voting Directors to the Board. Each officer shall hold a two-year term and may not serve consecutive terms. After being absent from a specific office for a two-year term, a Voting Director shall be eligible for re-nomination. The Chair and Vice-Chair shall be the official spokespersons for the Authority. The Treasurer shall be the Chair of the Finance Committee. Officers shall be elected employing the voting procedures set forth in Section 5.6 herein. The term of each officer shall begin on July 1 of the appropriate year.

Section 4.2. Chair. The Chair shall preside at all meetings of the Board and shall work closely with the Executive Director to ensure the efficient execution of the business of the Authority. The Chair shall have the authority to execute contracts and agreements approved by the Board. The Chair shall have the authority to make appointments to committees as provided in Section 5.1 after giving due consideration to expressions of interest from members of the Board.

Section 4.3. Vice-Chair. The Vice-Chair shall assume the authority and perform the duties of the Chair in the absence or incapacity of the Chair.

Section 4.4. Secretary. The Secretary shall supervise the preparation and maintenance of complete and accurate minutes of the proceedings of the Board and the papers and records of the Board, and shall be the official custodian of the same. In discharging these duties, the Secretary may rely upon the Executive Director, appropriate staff and professionals retained by the Board.

Section 4.5. 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 4.6. Officer Vacancies. If a vacancy occurs six months or less before the beginning of a new two-year term, the officer elected to fill such vacancy shall serve a term of two years together with the not more than six months resulting from the vacancy. If a vacancy occurs more than six months before the beginning of a new two year-term, the officer elected to fill such vacancy shall serve only until the beginning of the next term and shall be eligible to serve an additional full term of two years if elected.

ARTICLE 5 MEETING, VOTING, RULES

(As approved by the Board on August 28, 2019)

Section 5.1. Meeting Schedule. Regular meetings of the Board shall be held as often as may be required to carry out the responsibilities and purposes set forth in the Enabling Act, the IGA and the Bylaws. The Chair may, on his own initiative, cancel or postpone any regular meeting with seventy-two (72) hours' notice to the Board, excepting emergencies. Special Meetings may be called by the Chair on his/her own initiative or must be scheduled and convened upon the written request of four or more of the Voting Directors.

Section 5.2. Meeting Location. Regular and Special Meetings of the Board shall be held at the public place or places at the Board may designate.

Section 5.3. Notice. The Board shall be notified of the time and place of meetings at least seven (7) days in advance of regular meetings. A majority of Voting Members present at any meeting may approve shorter notice thereof. Notice of special meetings must be provided at least twenty-four (24) hours prior to the meeting. Notice of all meetings of the Board shall be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

Section 5.4. Agenda. The Chair shall be responsible for preparing or causing to be prepared an agenda for each Regular and Special Meeting. The Chair must include on the agenda any item at the written request of two or more of the Voting Directors. The agenda may be modified with the approval of the Chair prior to twenty-four (24) hours before each meeting. The posted and distributed agenda may be amended only in compliance with the South Carolina Freedom of Information Act.

Section 5.5. Quorum; Absence of a Quorum. A quorum of the Board shall consist of a majority of the Voting Directors. In the absence of a quorum, no votes or formal action may be taken except to recess or adjourn the meeting. In the absence of a quorum, the Chair, in his sole discretion, may take up for discussion only informational matters included on the agenda.

Section 5.6. Voting. A quorum of the Board must be present in person or by electronic or telephonic means to execute formal action. Each voting member of the Board shall have one vote.

Unless otherwise required by law or as provided in these Bylaws, matters upon which the Board is required to vote shall be decided upon the basis of a simple majority vote of the voting members present and voting. No voting member of the Board shall be allowed a proxy vote.

Section 5.7. Electronic or Teleconference Meeting. Any Voting Director attend any Board meeting, participate and vote by any electronic means or telephonic equipment that will allow all participants to hear all that is said or communicated by means of the electronic or telephonic equipment. Participation during executive session will be allowed as long as appropriate security measures are taken.

Section 5.8. Procedure. Parliamentary procedure in Board meetings shall be governed by Robert's Rules of Order Newly Revised current edition to the extent that such rules are not in conflict with these Bylaws.

Section 5.9. Minutes. Written, summary minutes of all public meetings of the Board shall be kept and provided to the members. Minutes of all public meetings shall also be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

ARTICLE 6 COMMITTEES

(As approved by the Board on May 25, 2016)

Section 6.1. Committees. There will be three standing committees: the Executive Committee, the Finance Committee and the Service Committee (the "Standing Committees"). There will also be three non-standing committees: subcommittees, ad hoc committees or task forces (the "Non-Standing Committees"). Non-Standing Committees may be created upon a majority vote of the Board. Other than the Executive Committee, which is provided for in Section 5.2 hereof, the Chair of the Board will appoint Voting Directors to serve on any Standing Committee or Non-Standing Committee. The Chair may appoint Advisory Directors and non-Board members to membership on any Standing Committee or Non-Standing Committee, other than the Executive Committee, provided that the majority of the membership of any Standing Committee or Non-Standing Committee must be Voting Directors. Only Voting Directors who are members of that committee shall be entitled to vote on any matter before a Standing Committee or Non-Standing Committee. Other than the Executive Committee, no Standing Committee or Non-Standing Committee shall have any power to exercise discretion or perform any act for the Authority, except with specific prior approval of the Board.

Section 6.2. Executive Committee. The membership of the Executive Committee shall consist of five Voting Directors.

The five Voting Directors shall be the Chair, Vice-Chair, the Secretary, the Treasurer and the Chair of the Service Committee. If the Chair of the service committee is serving as an officer of the Board, the Board Chair shall appoint the fifth member of the Executive Committee.

The Chair, Vice-Chair, and Secretary shall serve in those capacities on the Executive Committee. A quorum of the Executive Committee shall consist of a majority of the members. During times between Board meetings or in the absence of quorum for any Board meeting, the Executive Committee may exercise any and all powers vested in the Board with respect to operations of the Authority in the normal course of business. Such matters would include but not be limited to authorization of and execution of necessary documents in connection with grant applications and contracts. Such matters would not include personnel decisions; amendments to Bylaws or amendments to the Intergovernmental Agreement; contractual matters involving the procurement of vehicles or selection of a contract operator; and service changes.

Section 6.3. Finance Committee. The membership of the Finance Committee shall be up to five Voting Directors and three Non-Voting Directors or non-Board members appointed by the Chair provided that the majority of the members shall be Voting Directors. The Board Treasurer shall serve as Chair of the Finance Committee. A quorum of the Finance Committee shall consist of a majority of the Voting Directors who are members of the Finance Committee. All matters related to the fiscal affairs of the Authority, including budget, financial projections, review of actual revenue and expenditures, and procurement shall be referred to the Finance Committee. This Committee shall receive detailed reports on all finance-related metrics under the operator's contract including DBE compliance. This Committee shall review and make reports and recommendations on the fiscal impact of current and future service. This Committee shall have regular meetings and matters relating to the preparation of its agenda and minutes shall be consistent with Board policies.

Section 6.4. Service Committee. The membership of the Service Committee shall be up to five Voting Directors and three Non-Voting Directors or non-Board member appointed by the Chair provided that the majority of the members shall be Voting Directors. The Board Chair shall appoint the Chair of the Service Committee. A quorum of the Service Committee shall consist of the majority of the Voting Directors who are members of the Service Committee. All matters relating to service including contact with riders, transit center, shelters and amenities shall be referred to this committee. This Committee will recommend to the Board for adoption appropriate service-related metrics such as passengers per hour or mile or revenue per hour/mile. This Committee will recommend to the Board for adoption, in accordance with the strategic plan, expectations for performance of routes and services based on the approved metrics. The Committee will review regularly all services based upon the appropriate standards and metrics and will make recommendations to the Board regarding underperforming routes. All recommendations related to service changes will include a fiscal impact statement estimating the capital and operating costs if any of said changes. The Committee will receive detailed reports on all service-related metrics under the operator's contract. The Committee shall provide an opportunity for a representative of the Midlands Transit Riders Association to participate in all discussions of the Committee. The Committee shall have regular meetings and matters relating to the preparation of its agenda and minutes shall be consistent with Board policies.

ARTICLE 7 FINANCES

Section 7.1 Fiscal Year. The fiscal year of the Authority shall be July 1 to June 30.

Section 7.2 Annual Budget. The Board shall prepare, and the Board shall adopt by vote of its voting members an annual budget. The annual budget shall be prepared and adopted in conformity with the requirements of the Enabling Act, the IGA and these Bylaws and the annual budget may be amended as appropriate.

Section 7.3. Financial Policies. The Board shall undertake, or shall cause to be undertaken on behalf of the Authority, the following:

- a. establish fund receipt and disbursement procedures in accordance with prudent accounting and audit practices and requirements.
- b. maintain eligibility of the Authority to apply for and receive public monies.
- c. prepare, maintain and distribute financial reports relating to the activities, revenues and expenses of the Authority.

- d. an audit of the financial affairs of the Authority, performed annually by certified public accountants.

Section 7.4. Financial Statements. The Board shall cause to be prepared unaudited financial reports, which shall be delivered to the Board and made public not less frequently than quarterly. The Board shall also cause to be prepared annual audited financial statements.

Section 7.5. Deposits. All funds of the Authority not otherwise employed shall be deposited as received to the credit of the Authority in such banks, trust companies or other depositories as the Board or its designated fiscal agent may select. For the purpose of such deposits, the Chairman or any employee of the Board or the fiscal agent to whom such duty may be delegated, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Authority.

Section 7.6. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Authority.

Section 7.7. Reimbursement. A voting Board member of the Authority shall receive, as the Board determines, reimbursement for reasonable travel expenses and other out-of-pocket expenses incurred in the discharge of the member's duties. The Board shall develop or cause the development of appropriate policies and procedures governing reimbursement.

ARTICLE 8 PERSONNEL

(As approved by the Board on September 23, 2017)

Section 8.1. Personnel. The Board may employ or contract with such agents and employees as it may require. The Board shall develop or cause the development of appropriate policies and procedures for the employment of personnel. The Executive Director and any other fiscal personnel shall be bonded for such amounts as may be determined from time to time by the Board.

Section 8.2. Executive Director. The Board may employ an Executive Director who will be responsible for the administration of the Authority under an approved annual budget by the Board. Any obligations outside the budget shall be made only upon Board approval. The Executive Director shall continue to hold such position at the discretion of the Board. The Board shall conduct an annual review of the performance of the Executive Director. The employment or dismissal of the Executive Director shall require an affirmative vote of a simple majority of the total voting membership of the Board. All other staff shall be employed by and be responsible to the Executive Director.

Section 8.3. Compliance with Regulations. The Board shall require the Executive Director to competitively fill each position within the Authority in compliance with all applicable federal, state and local regulations and rules. The Authority shall not discriminate on the basis of disability or by race, color, creed, gender, age, sexual orientation or religion in its employment practices. Positions shall be filled based on the qualifications of the applicant and the requirements of the position.

Section 8.4. Contractors. The Board shall select and engage contractors as required and in compliance with all applicable federal, state and local regulations and rules. The Board shall not discriminate on the basis of disability or by race, color, creed, gender, religion, sexual preference or age in selecting and engaging contractors.

**ARTICLE 9
LIABILITY**

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

Section 9.2. S.C. Tort Claims Act. The Board shall be a “political subdivision” as set forth at Section 15-78-30 (h) for purposes of the S.C. Tort Claims Act, Chapter 78 of Title 15.

Section 9.3. Insurance. The Board shall purchase and maintain bonds / insurance on behalf of any person who is or was a member or officer of the Board as a member or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Board would have the power to indemnify such person.

**ARTICLE 10
DISSOLUTION**

Section 10.1. Dissolution. Dissolution of the Authority shall be accomplished in accordance with the provisions set forth in the Enabling Act, the IGA and these Bylaws and any amendments thereto and in compliance with federal regulations.

**ARTICLE 11
GENERAL LAW**

Section 11.1. State Ethics Act. (Conflict of Interest) The Authority and members of the Board shall comply with the provisions of the State Ethics Act, Chapter 13 of Title 8 of the 1976 S.C. Code of Laws, Ann.

Section 11.2. Freedom of Information Act. The Authority shall comply with the provisions of the S.C. Freedom of Information Act, 1976, Code, Ann., Section 30-4-10, et seq.

Section 11.3. Procurement Code. The Authority shall comply with all applicable provisions of the South Carolina and federal Procurement Codes and Regulations.

Section 11.4. Other Applicable Law. The Authority shall comply with the provisions of all other statutes, law or regulations applicable to its operation.

**ARTICLE 12
MISCELLANEOUS**

Section 12.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board; provided that members shall be given seven (7) days written notice, prior to formal action, of the proposed amendment, which notice must include the actual wording of the proposed amendment.

Section 12.2. Severability. Any provisions of these Bylaws, or any amendment or alteration thereof, which is determined to be unenforceable or in violation of the provisions of the Enabling Act, the Second Amended Agreement, the Resolutions or other applicable law shall not in any way render any of the remaining provisions invalid.

Section 12.3. 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 12.4. Headings. The Article and Section headings in the Bylaws are inserted for convenience only and are not part of the Bylaws.