

INDIANAPOLIS PUBLIC TRANSPORTATION CORPORATION

IPTC BOARD BYLAWS

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ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of the authority shall be the Indianapolis Public Transportation Corporation ("IPTC").

Section 2. Background. IPTC is created under the authority of Indiana Code 36-9-4-12 and 36-9-4-13 and is a municipal corporation, body politic and unit of local government of the State of Indiana. Certain rules prescribing the conduct of the Board of Directors of the Corporation are set forth in the Code and other laws of the State of Indiana 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 Code or any other Indiana law, as the same now exists or may hereafter be amended. Where inconsistencies exist between these Bylaws and any law of the State of Indiana, such law shall govern the conduct of the Board.

ARTICLE II
OFFICES

Section 1. Principal Office. The principal office of IPTC shall be located at 1501 W. Washington Street, Indianapolis, IN 46222, or at such other location within the IPTC service area as the Board may direct.

Section 2. Additional Offices. IPTC also may have offices at such other places as the Board of Directors of IPTC from time to time may determine or as the activities of IPTC may require.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The responsibility for the operation and control of the properties belonging to IPTC is vested in the Board of Directors (the "Board") (*IC 36-9-4*). The Board may exercise responsibility by appointing and prescribing compensation for a Chief Executive Officer whom the Board may designate chief executive officer and president of the

corporation. The Chief Executive Officer (CEO) shall administer the daily operations of IPTC and employ persons, firms, partnerships, or corporations deemed necessary by the Board for the conduct of the affairs of IPTC.

Section 2. Number and Composition. The number of members of the Board is set by statute at seven (7): four (4) members to be appointed by the City-County legislative body and three (3) members by the city executive (*IC 36-9-4-15*). The appointing authorities shall make appointments to the Board of Directors so that the number of directors belonging to either of the two (2) political parties does not exceed the number belonging to the other by more than one (1) (*IC 36-9-4-17*).

Section 3. Qualification. The members of the Board shall be residents of the taxing district of the corporation (*IC 36-9-4-14 (b)*).

Section 4. Compensation. Members of the Board are entitled to compensation of not more than One Thousand Twelve Hundred Dollars (\$1,200) as determined in the budget and reimbursement for any expenses incurred in the interest of the Board of Directors (*IC 36-9-4-20*).

Section 5. Tenure and Vacancies. Members shall serve staggered terms of four (4) years. Any vacancy occurring on the Board shall be filled by the appointing authority making the original appointment. If a member leaves office before the member's term has expired, the appointing authority shall appoint a new member to serve the remainder of the term (*IC 36-9-4-18*).

Section 6. Regular Meetings. The Board shall hold regular public meetings at designated intervals throughout the year (*IC 36-9-4-22*). The Board shall adopt by resolution an annual schedule of Regular Meetings. The schedule shall specify the date, time and place of each Regular Meeting. The Board Chair shall have the authority to cancel, postpone or change the date or time of a Regular Meeting subject to statutory requirements.

Section 7. Special Meetings. The Board shall convene special meetings whenever such a meeting is called for by the chair or the majority of members. Notice of a special meeting must be given by publication in accordance with statute (*IC 5-3-1*).

Section 08. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers (*IC 26-9-4-23*).

Section 09. Agenda. The Board Chair, in cooperation with the CEO/President, shall be responsible for having the agenda prepared for meetings of the Board and shall provide the agenda to the Assistant to the Board for posting in accordance with applicable state laws. The Board Chair

shall add an item to the agenda as provided for in the Board's Rules of Procedure.

Section 10. Notice. All meetings of the IPTC Board, its committees, or any other occasion where any deliberation as defined in the Indiana Open Door Law (*IC 5-14-1.5*) occur, shall be in compliance with the Open Door Law and all Board members shall be given notice of such meetings or occasions.

Section 11. Voting. Each member of the Board shall be entitled to one (1) vote. Actions may be taken by the Board upon the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 12. Presumption of Assent. There shall be no presumption of assent. Whenever an action is taken at a meeting of the Board, it shall be necessary for a Board member to be present in the room and voting in order for the minutes to reflect the Board member as having voted.

Section 13. Procedure of Meetings. Notice of all meetings and hearings of the Board shall be given to members of the Board, and such meetings and hearings shall be held and conducted in accordance with the following hierarchical order: applicable law, these Bylaws, and the current edition of Robert's Rules of Order Newly Revised, to the extent not in conflict. The General Counsel of IPTC shall serve as parliamentary advisor to the Board.

Section 14. Conflicts of Interest. All members of the Board shall comply with the provisions of the Municipal code for the Consolidated City-County of Marion. The President/CEO shall promulgate and enforce an appropriate conflict of interest policy applicable to IPTC staff.

Section 15. Attendance. Members of the Board are required to physically attend all Board meetings. The appointing authority will be advised of the appointed member or members failing to attend one third (1/3) of all regular board meetings within a twelve (12) month period beginning January 1 and ending December 31. The Board may vote to remove any member failing to attend one third (1/3) of the scheduled Board meetings. Members may attend committee meetings through virtual means. Absences of Board members with the approval of the Board Chair for transit related business on behalf of IPTC shall not be counted.

ARTICLE IV

OFFICERS

Section 1. Election. The Board shall elect from its membership a Board Chair, a Board Vice-Chair, Secretary, and Treasurer. No two offices shall be held by the same person.

Section 2. Board Chair. The Board Chair shall preside at all regular, special, and emergency meetings of the Board. The Board Chair shall see that all orders and resolutions adopted by the members are carried into effect, shall appoint members to serve on committees of the Board, shall appoint a Chair of such committees, shall execute instruments and documents on behalf of IPTC which the Board has authorized the Board Chair to execute, and shall perform all duties and have such other powers incident to the office of Board Chair as may be prescribed by the Indiana Code, these Bylaws, the Board Rules of Procedure, or the Board.

Section 3. Board Vice-Chair. The Board Vice-Chair shall preside at any meeting of the Board upon request of the Board Chair or from which the Board Chair is absent and, unless otherwise determined by the Board, in the absence or disability of the Board Chair, shall perform the duties and exercise the powers of the Board Chair. The Board Vice-Chair shall perform all other duties and have all other powers as may be prescribed by the Indiana Code, these Bylaws, the Board Rules of Procedure, or the Board.

Section 4. Secretary. The Secretary shall keep the permanent record of all proceedings and transactions of IPTC or may delegate such responsibility to the Director of the Office of Board Support. The Secretary shall attend all regular, special, and emergency meetings of the Board and shall keep the minutes or delegate the keeping of the minutes of all meetings of the Board to the Director of the Office of Board Support in records kept for that purpose and shall certify to the accuracy of such minutes, actions, and all resolutions of the Board. The Secretary shall give or cause to be given by the Director of the Office of Board Support, notice of all regular, special and emergency meetings of the Board in accordance with these Bylaws, and

shall perform such other duties and have such other powers as may be prescribed by the Indiana Code, the Bylaws, the Board Rules of Procedure, or the Board.

Section 5. Treasurer. The Treasurer will offer guidance to the Chief Executive Officer and Chief Financial Officer in ensuring good fiscal planning, decision-making and oversight at a governance level. The Treasurer shall serve as the Chair of the Finance Committee.

Section 6. Chief Executive Officer. The Board shall appoint and prescribe the duties, tenure and compensation of a Chief Executive Officer who shall administer the daily operations of IPTC. The Chief Executive Officer may use such title or titles as deemed appropriate by the Board.

Section 7. Term Alterations and Succession. The officers of the Board shall be elected on an annual basis and shall hold forth such office for one year (*IC 36-9-4-21*). Each officer shall serve until the officer's successor is duly elected and qualified or until the officer's earlier removal, resignation, disqualification, or death.

Section 8. Removal. Any officer may be removed by a majority vote of the Board at a properly noticed and posted meeting of the Board at which a quorum is present, and a proper agenda item is posted.

Section 9. Resignation. Any officer may resign at any time by giving written notice to the Board or the Board Chair.

Section 10. Vacancies. If any officer position becomes vacant more than 90 days prior to the Annual Meeting in February, the Board shall hold a special election no later than 90 days following the creation of the vacancy, to fill the vacant position for the remainder of any unexpired term. If any officer position becomes vacant 90 or fewer days prior to the Annual Meeting, the Board may hold a special election before the Annual Meeting to fill the vacant position for the remainder of any unexpired term.

ARTICLE V

COMMITTEES

Section 1. Board Committees. There shall be a Board Governance and Audit Committee, a Board Service Committee, a Board Finance Committee, and only such other committees and subcommittees of the Board as the Board Chair may from time to time deem appropriate and designate. The Board committees shall not have any power or authority to act on behalf of or create any obligation of IPTC except that the Board Audit Committee may exercise those powers authorized by the Board and identified in the Board Audit Committee Charter (copies of which are in the Office of Governance and Audit).

Section 2. Mobility Advisory Committee. There shall be a Mobility Advisory Committee (*MAC*) for the purpose of advocating for public transit and providing appropriate input to the Board concerning the provision of public transportation to individuals with disabilities. The MAC shall consist of members appointed by the IPTC Board of Directors, who also have the authority to remove members of the MAC.

Section 3. Appointment. Any member of the Board may submit in writing a request to the Board Chair for appointment to a Board committee. The Board Chair shall appoint members to serve on each committee of the Board each fiscal year.

Section 4. Quorum. A majority of the members of a committee shall constitute a quorum for the purpose of conducting its business and exercising its power. Actions may be taken by a committee upon the affirmative vote of a majority of the members of the committee present at a meeting at which a quorum is present. If a quorum is not present, the committee members may meet, discuss issues, and receive information, but no official action may be taken.

Section 5. Alternate Committee Member. When a quorum of a committee is not present for a committee meeting, the Board Chair may appoint a Board member to serve as an alternate member of the committee for purposes of making a quorum. Upon appointment, the member shall have all the privileges of other committee members so long as the alternate's presence is necessary to maintain a quorum. To be effective, such appointment must be in writing and filed with the Director of the Office of Board Support. Such appointment shall be effective only until the adjournment of the meeting for which the appointment is made.

Section 6. Procedure of Meetings. Members of the Board who are not members of a committee may attend all meetings of any committee and participate in the deliberations of any committee but shall not be entitled to vote.

ARTICLE VI

BUDGET AND FINANCE

Section 1. Fiscal Year. The Fiscal Year of IPTC shall begin on January 1 and end on December 31 of each year.

Section 2. Accounts. The Board shall approve a complete system of accounts, shall designate authorized representatives to invest funds, withdraw money from authorized accounts, and complete other transactions as required, and shall approve and regularly review such policies governing financial matters as necessary.

Section 3. Annual Budget, Financial Plan and Business Plan.

(a) Annual Budget. The Board shall adopt an Annual Budget prior to the commencement of each fiscal year. The Board shall make the proposed Annual Budget available to the governing bodies of each municipality within the service area at least thirty days before it adopts the Annual Budget.

(b) Financial Plan. The Board shall adopt a Financial Plan prior to the commencement of each fiscal year. The purpose of the Financial Plan is to determine the affordability of ongoing operations and future expansion programs as described in the Transit System Plan. The Annual Budget is the first year of the five-year Financial Plan. The Board may delay adoption of a Financial Plan by majority vote. The Board shall provide the proposed Financial Plan to the governing bodies of each municipality within the service area at least thirty days before its adoption.

(c) Business Plan. The Chief Executive Officer shall develop and present to the Board a Business Plan that identifies specific actions necessary to implement and administer the Annual Budget, the Financial Plan and the Transit System Plan.

Section 4. Financial Standards Policy. The Board shall adopt and periodically review not less than annually a Financial Standards Policy that addresses standards for investments, cash reserves and debt limitations, and that sets out a procedure for amending the Financial Plan.

Section 5. Audit. The Board shall have an audit of the affairs of the authority prepared each year by an independent certified public accountant or a firm of independent certified public accountants as recommended by the Board Governance and Audit Committee and approved by the Board. The annual audit shall be conducted by persons who have no direct or indirect personal interest in the fiscal affairs of IPTC and are qualified and experienced in public accounting and the auditing of public bodies. The annual audit shall be open to public inspection.

ARTICLE VII

RULES, POLICIES AND PROCEDURES

The Board shall adopt and provide for the enforcement of rules, policies or procedures in connection with its management, operation and control of IPTC.

ARTICLE VIII

INDEMNIFICATION OF BOARD MEMBERS

IPTC shall indemnify any current and former member of the Board, Board Chair appointees, Pension Committee members and Executives to the extent applicable by law for any negligent act resulting in actual damages, cost and fees arising from an act or omission within the course and scope of the individual's duties. IPTC may not pay damages awarded against an individual that arise from a cause of action for official misconduct or that arise from a cause of action involving a willful or wrongful act or omission or an act or omission constituting gross negligence.

ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by a favorable vote of two-thirds of the Board at any regular, properly posted meeting of the Board or at any properly posted special meeting of the Board at which a quorum is present; provided that prior to consideration and vote by the Board, any proposed revisions to the Bylaws may be reviewed by and commented on by a Bylaws Committee and shall be provided in writing to all Board members at least two weeks prior to Board action on the amendments.