

CHOANOKE PUBLIC TRANSPORTATION AUTHORITY

BY-LAWS

Adopted

2/20/08

CHOANOKE PUBLIC TRANSPORTATION AUTHORITY

GENERAL STRUCTURE

ENTITY. The Choanoke Public Transportation Authority (hereafter Called the Authority) is a body corporate and politic created by joint resolution of the Boards of Commissioners of Bertie, Halifax, Hertford and Northampton Counties for the purpose of meeting the public transportation needs in the four-county area. The enabling legislation is Article 25 of Chapter 160A of the General Statutes of North Carolina.

The creation and operation of the Authority are governmental functions and constitute a public purpose.

MEMBERSHIP. The resolution provides for the appointment by the Boards of Commissioners of nine members to the Authority, with Halifax appointing three members and Bertie, Hertford, and Northampton appointing two members each. Members are appointed in September for two-year staggered terms, with Bertie and Halifax acting in even-numbered years and Hertford and Northampton in odd-numbered years. Members serve until their successors have been appointed and qualified. Vacancies, for any reason, are filled by the county whose member created the vacancy.

The qualifications for membership are, for each county, one member must be a County Commissioner (or other county official) and one member must be a user of the transportation services provided by the Authority. Members must reside within the territorial jurisdiction of the Authority.

For purposes of conducting business, the membership constitutes the Board of Directors of the Authority. Members elect a chairman, vice-chairman and secretary from the membership. A majority present, including proxies, constitutes a quorum, a majority vote by members present including proxies constitutes action. Members receive no financial compensation other than travel expenses.

POWERS AND DUTIES. The powers and duties of the Authority are established by resolution and legislation.

FISCAL AFFAIRS. The fiscal affairs of the Authority are governed by the Local Government Budget and Fiscal Control Act of North Carolina. The Authority is required to file an annual report with the Board of Commissioners.

TERMINATION. The Authority may be terminated at any time by resolution of the Boards of Commissioners.

BY-LAWS. The Board of Directors is authorized to adopt suitable by-laws for its organization and internal management.

BY-LAWS OF THE BOARD OF DIRECTORS
CHOANOKE PUBLIC TRANSPORTATION AUTHORITY

ARTICLE I. BOARD OF DIRECTORS.

Section 1. **Meetings.** The Board shall meet monthly at such time and place as may be designated by the Board. Further, the Board shall meet at such other times as may be necessary to execute its purposes. Except as permitted by the Open Meetings Law of North Carolina, all meetings shall be preceded by at least a five-day written notice to each member of the time, place, and purpose of the meeting.

Section 2. **Voting.** Except for the chairman (or the vice-chairman in the absence of the chairman, or the temporary chairman in the absence of both the chairman and vice-chairman), all members shall have the right to cast one vote on any issue before the Board. The chairman shall vote only to break a tie-vote among the members.

Section 3. **Proxies.** Specific and general proxies from one member to another shall be permitted, and all proxies shall be filed with the record of the proceedings of the Board. Proxies may be counted to determine the existence of a quorum. Proxies shall not outnumber members present to establish a quorum.

Section 4. **Removal.** For cause and upon a two-thirds vote, the Board may recommend to the appointing county that a member be removed and his replacement be appointed. Unexcused absence from three successive meetings shall be considered cause for recommending removal.

Section 5. Procedure. Unless otherwise provided, Robert's Rule of Order shall govern the conduct of the meetings.

ARTICLE II. OFFICERS

Section 1. Officers. The officers shall be a chairman, vice-chairman, secretary, temp chair, if necessary, and such other officers as the Board may elect. A temp chair position shall be nominated during a scheduled meeting only in the absence of both the chairman and vice-chairman.

Section 2. Election. The officers shall be elected by the Board for a one-year term and all officers may be re-elected. Officers shall serve until their successors have been elected. The regular election of officers shall occur at the September meeting of the Board. Vacancies, for any reason, shall be filled for the un-expired terms.

Section 3. Chairman. The chairman shall preside at all meetings, shall appoint all committees, and shall have such other powers, duties, and restraints as may be prescribed by the Board.

Section 4. Vice-Chairman. The vice-chairman shall exercise the duties of the chairman in the chairman's absence, and he shall have such other powers, duties, and restraints as may be prescribed by the Board.

Section 5. Secretary. The secretary shall keep a record of the proceedings of the Board, shall make service of all notices and correspondence as may be proper, shall maintain a register of members, and shall retain possession of the seal of the Authority. The secretary shall have such other powers, duties, and restraints as may be prescribed by the Board. At the request of the secretary and with the consent of the Board, any and all of

the duties of secretary may be delegated to the executive director of Authority.

Section 6. Temp Chair. The temp chair shall exercise the duties of the chairman only in the absence of both the chairman and vice-chairman, and shall have such other powers, duties, and restraints as may be prescribed by the Board.

ARTICLE III. EXECUTIVE DIRECTOR. The Board shall employ an executive director who shall have general supervision of the business and affairs of the Authority. The terms of employment shall be in the discretion of the Board, and the executive director shall be subject to the control of the Board.

ARTICLE IV. FISCAL AFFAIRS. All funds of the Authority shall be received and deposited in depositories designated by the Board, and all withdrawals shall be approved by the Board. Withdrawals shall be made only upon the dual signatures of the chairman and such other person as the Board may designate.

ARTICLE V. AMENDMENT TO BY-LAWS. Upon a two-thirds vote of the Board, these by-laws may be amended or repealed and new by-laws adopted. Any action on the by-laws must be preceded by at least a five-day written notice to each member of the proposed amendment or changes.