

BYLAWS
ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended July 22, 2021

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BYLAWS OF THE ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended July 22, 2021

The following Bylaws are adopted by the Board of Directors of the Ann Arbor Area Transportation Authority Board (hereinafter referred to as the Board) pursuant to Article IV, Section 4 of the Articles of Incorporation of said Authority (hereinafter referred to as the Articles), as incorporated under the Mass Transportation Systems Authorities Act 55 of 1963, MCL 124.351-.359:

ARTICLE I

Board Memberships

Section 1. Appointment.

The members of the Board shall be those individuals appointed by the City of Ann Arbor, the City of Ypsilanti, and the Charter Township of Ypsilanti, pursuant to the Articles.

Section 2. Term.

Except as provided for in Article IV Section 2 of the Articles, the term of office of a Board member shall be five years, and commence on May 1.

Section 3. Removal From Board.

Members of the Board may be removed only by the jurisdiction that appointed the member, as provided in the Articles and in accordance with the jurisdiction's adopted policies and procedures. If a Board member engages in conduct that is against the AAATA's best interests, the Board may, by a vote of sixty percent (60%) of currently serving board members, recommend removing that member to the jurisdiction that appointed the member.

ARTICLE II

Board Officers

Section 1. Officers.

The Board shall hold elections from its membership, for the offices of Chair, Secretary, and Treasurer. The Secretary will also serve as the Vice Chair.

Section 2. Election and Term of Office.

Nominations for each Board Officer position shall be made from the floor. Offices will be filled one at a time by roll call vote. Officers shall be elected in September to take office October 1 for a one-year term.

Section 3. Vacancies; Reassignment of Duties.

If an officer position becomes vacant, the Board shall fill said office by election from its membership. In the absence or incapacitation of any officer, or for any other reason the Board may deem sufficient, the Board may delegate, for a specified time, any or all powers or duties of an officer to any other Board member.

Section 4. Removal.

Any officer may be removed from office by a vote of a majority of currently serving Board members, provided that notice of such removal proceedings be given to the Board members not less than one day prior to the distribution to Board members of the agenda for the meeting at which removal is to be considered.

Section 5. Duties.

The duties of the Chair, Secretary, and Treasurer shall be as provided in the Articles, with additional duties as specified in these Bylaws and Board policies. As provided in the Articles, the Chair shall preside at meetings of the Board and the Secretary shall preside at meetings of the Board in the absence of the Chair. Personnel of the Authority shall assist the Secretary and the Treasurer in the performance of their duties. The Board may authorize the CEO to perform, or assign, the duties of the Secretary or Treasurer whenever, for any reason, it is impracticable for the Secretary or Treasurer to act personally.

Section 6. Limitation on Duty.

No officer shall have the authority to bind the Board or Authority to any contract or obligation without the approval of the Board, provided, however, that the Board may designate general classes of obligations which may be assumed by an officer or officers on the Authority's behalf without further Board approval.

ARTICLE III
Board Meetings

Section 1. Regular Meetings; Notice.

The Board shall meet in public session generally once each month. For each fiscal year, the Board shall set the date and time of that year's regularly scheduled Board meetings before the end of the previous fiscal year. To the extent allowed by the Open Meetings Act: (1) Board meetings may be held electronically or (2) Board members may attend in-person Board meetings electronically and be considered present at the meeting.

Section 2. Public Meetings; Closed Meetings.

All meetings of the Board at which a quorum is present shall be public, provided, however, that the Board may vote to go into closed session as permitted by the Open Meetings Act.

Section 3. Special Meetings.

Special meetings for any purpose or purposes may be called by the Chair. In addition, a special meeting shall be called by the Chair or the Secretary at the written request of two Board members. Such requests shall state the purpose or purposes of the special meeting.

Section 4. Notice of Special Meetings.

Notice of a special meeting stating the time, place, and agenda shall be provided to all Board members at least twenty-four hours prior to such meeting. Notice to Board members is the duty of the officer calling the meeting. Notice of a special meeting must also be provided to the public to the extent, and in the manner, required by the Open Meetings Act.

Section 5. Quorum.

A majority of the Board members duly appointed constitutes a quorum.

Section 6. Voting.

Unless otherwise provided by the Open Meetings Act or in these Bylaws, an action of the Board, whether by resolution, motion, or otherwise, requires a majority vote of board members present, provided a quorum is present. The affirmative vote of at least sixty percent of currently serving board members is required to adopt or amend the annual budget; hire or terminate the Chief Executive Officer; or adopt a labor contract.

Section 7. Meeting Agenda.

A specific agenda, approved by the Chair, shall be furnished to Board members, at least four days prior to regular meetings, and shall be posted at Ann Arbor Area Transportation Authority headquarters, all other Ann Arbor Area Transportation Authority buildings open to the public, on the Authority's website, and elsewhere, as required by law, no less than eighteen hours prior to regular meetings. Any member of the Board may propose adding an item to the agenda by contacting the Chair and the Chair will then decide whether to add the proposed item to the agenda. This shall not prohibit the addition of items to the agenda at the time of the meeting by Board vote. Failure to comply with the requirements of this Section shall not invalidate action of the Board.

Section 8. Manner of Voting.

The Chair shall preliminarily determine whether the vote of each question coming before the Board shall be by voice vote, show of hands, roll call vote, or any other form of voting that the Chair deems appropriate and that can be recorded in the minutes. If the Chair does not choose a roll call vote for a particular question, any Board member may call for a roll call vote on that question and the Chair shall then either take a roll call vote on that question or ask the Board to vote (using any voting method the Chair deems appropriate) to determine whether to take a roll call vote. All roll call votes shall be recorded in the minutes. Board members may not engage in proxy voting.

Section 9. Conflict of Interest.

Each member present shall either cast a yea or nay vote, or state that he or she is abstaining, on each matter voted upon by the Board, except that each member is obligated to refrain from voting, or otherwise influencing the debate or vote upon, a matter in which the member shall have a personal financial interest beyond that of general public interest, a matter involving his or her own conduct, or a matter in which the member otherwise has a conflict of interest. If a member's right to vote is challenged, the Board may, by vote of the majority of currently serving board members, and upon good cause shown by the moving board member, direct the member to abstain from voting on a particular pending motion.

Section 10. Meeting Procedures.

The Board may rely on Robert's Rules of Order for meeting procedures or other subjects covered by those Rules that are not covered by these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. Any disputes as to procedure at Board meetings shall be resolved by the Chair.

Section 11. Policy Governance.

The Board has adopted Policy Governance as a model for directing and controlling the Authority. This model shall govern the Board as long as it is not in conflict with these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. The Board's Policy Governance model may be amended from time to time, but adopting an alternative governance model would require amending these Bylaws.

ARTICLE IV
Committees

Section 1. Governance Committee. There shall be a Governance Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board - Chief Executive Officer relationship; and for carrying out other duties as prescribed for it in the Bylaws and by Board motion.

The Governance Committee shall consist of the Board Chair (who shall chair the Governance Committee), the Treasurer, the Secretary, any other chairs of the other Board committees the Board Chair deems appropriate to appoint to the Governance Committee, and the Chief Executive Officer (non-voting). Other Board members may attend Governance Committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present.

Section 2. Board Governing Committees. The Board of Directors may establish committees and other working bodies that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such committees shall be recommended by the Board's Governance Committee and shall be established by the Board. Such committees shall consist only of Board members, and the Board Chair shall appoint chairs and assign Board members to them. Other Board members may attend committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present. A committee may not exercise the powers of the Board with respect to management of the affairs of AAATA, and can take action on behalf of the full Board only as explicitly authorized by the Board of Directors in advance.

Section 3. Meeting Procedures. Any dispute as to procedure at a committee meeting shall be resolved by the committee chair.

Section 4. Quorum. A majority of the appointed committee members shall constitute a quorum of the committee and the act of a majority of the appointed members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V
Indemnification

Section 1. General.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason or the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise; against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Authority and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 2. Action by Authority.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise agent expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority. Provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Authority unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court deems proper.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 3. Insurance.

The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity arising out of the person's status as such, whether or not the Authority would have power to indemnify the person against such liability under Sections 1 and 2 of this Article.

ARTICLE VI

Amendment of Bylaws

Section 1. Notice of Amendment.

These Bylaws may be amended or repealed, with new bylaws revised or adopted, by affirmative vote of at least sixty percent of currently serving board members, provided that notice of proposed changes and a written copy thereof shall be given to the Board no less than one week in advance.

Section 2. Waiver of Notice.

The requirements of notice and provision of written copy may be waived by the Board for immediate adoption of a specific Bylaw amendment. Amendments of these Bylaws, or new Bylaws, shall take effect immediately after adoption unless otherwise stipulated in the amendment.