

SORTA EXECUTIVE COMMITTEE MEETING

TUESDAY, APRIL 13TH, 2021 – 10:00 A.M.
SORTA/METRO BOARD ROOM
602 MAIN STREET, SUITE 1100
CINCINNATI, OHIO

General Items:

Call to order

Pledge of Allegiance

1. Approval of Executive Committee Minutes: January 22nd, 2019

Briefing Items:

2. Labor Discussion

Action Items:

3. Proposed Resolution: Approval to Amend SORTA Bylaws

Other Items:

Executive Session: Section 121.22(G)(4) "Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees..."

The next regular meeting of Executive Committee has not been scheduled.

The SORTA Board of Trustees may go into Executive "Closed" Session under the Ohio Open Meetings Act:

Section 121.22(G)(1) To consider appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee...; Section 121.22(G)(2) To consider the purchase of property for public purposes...; Section 121.22(G)(3) Conferences with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action; Section 121.22(G)(4) Preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees..., Section 121.22(G)(5) Matters required to be kept confidential by federal law or regulations or state statutes; Section 121.22(G)(6) Details relative to the security arrangements and emergency response protocols for a public body or a public office; Section 121.22(G)(8) To consider confidential information related to the marketing plans, specific business strategy, production techniques, trade secrets...

EXECUTIVE COMMITTEE
MONDAY, JANUARY 22, 2019 – 10:11 AM
SORTA/METRO MT. ADAMS BOARD ROOM
602 MAIN STREET, SUITE 1200
CINCINNATI, OHIO

COMMITTEE/BOARD MEMBERS PRESENT: Heidi Black, Kreg Keesee, Roderick Hinton, Gwen Robinson, and Kathy Wyenandt

COMMITTEE/BOARD MEMBERS ABSENT: Maurice Brown and Brendon Cull

STAFF MEMBERS PRESENT: Dwight Ferrell, Darryl Haley, Adriene Hairston, Brandy Jones, John Ravasio, Dave Riposo, Shannel Satterfield and Sherri Schultz

OTHERS PRESENT: Kim Schaefer (Vorys, Sater, Seymour & Pease, LLP)

1. **Call to order**

Mr. Keesee called the meeting to order.

2. **Pledge of Allegiance**

The Pledge of Allegiance was recited.

3. **Approval of Minutes of December 11th**

Approval of the December 11th, 2018 minutes were moved to the next scheduled meeting.

4. **Purpose of Meeting: Executive Session**

Mr. Keesee made a motion that the Committee go into executive session as provided in Ohio Revised Code Section 121.22(G)(4) for “preparing for, conducting, or reviewing negotiations or bargaining sessions with public employees . . .” and Ms. Robinson seconded the motion. By roll call vote, the Committee approved the motion and went into executive session at 10:15 a.m.

Mr. Keesee made a motion to return to regular session and Mr. Hinton seconded the motion. The Committee approved the motion and returned to regular session at 11:05 a.m.

The next meeting of the Executive Committee has not been scheduled.

5. **Adjournment**

The meeting was adjourned at 11:05 a.m.

BOARD OF TRUSTEES
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY
RESOLUTION NO. 2021-xx

ADOPTION OF AMENDED BYLAWS

WHEREAS:

1. By Resolution No. 2011-49 the SORTA Board adopted Bylaws for conducting its affairs.
2. The Bylaws, which are attached hereto and incorporated by reference herein, should be updated to reflect various changes requested by the Trustees of the SORTA Board.

THEREFORE, BE IT RESOLVED:

3. The Board hereby adopts the attached Bylaws of the Southwest Ohio Regional Transit Authority.

SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

BYLAWS

(Effective ~~February~~ April 20, 2018 ~~2021~~)

ARTICLE I

Bylaws, Their Purpose, Adoption, Amendment,
Repeal and Emergency Applicability

Section 1. Purpose

These Bylaws govern the administration of all of the affairs of the Southwest Ohio Regional Transit Authority (the "Authority".) They shall be applied to promote economy and efficiency in that administration.

Section 2. Adoption

These Bylaws are adopted pursuant to Ohio Revised Code ("ORC") Section 306.34.

Section 3. Amendment, Repeal, and Emergency Applicability

These Bylaws may be amended or repealed by a two-thirds vote of the full Board. Notice in writing of a proposal to present to the Board an amendment to these Bylaws must be delivered to the Trustees, in the manner set forth in Article II, Section 3.1.1, at least 10 calendar days prior to the meeting of the Board at which the amendment is proposed to be presented. The Board may, with the approval of the majority of those Board members present at the meeting, consider and approve such additional changes to the Bylaws as the Board may deem appropriate regardless of whether those changes were included in the original proposed amendments to the Bylaws that were received prior to the meeting.

In an emergency, as defined by ORC Section 1701.01(U), the special rules set forth in ORC Section 1701.11(C) shall be applicable and emergency regulations may be adopted either before or during an emergency under ORC Section 1701.11 and/or 1702.11.

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ARTICLE II

Board of Trustees

Section 1. Composition of the Board of Trustees,
Selection and Terms of Office

Section 1.1 Board Composition

_____ The Board of Trustees shall be composed of not less than ~~13~~ and no more than 17 members ~~representing the City of Cincinnati (seven, which number is currently set at 16 members), the four southwest Ohio counties of Hamilton (three, 13 voting and 3 non-voting members), Butler, Warren and Clermont (one member for each county) and such other political subdivisions as may be permitted to participate under the applicable laws. The selection and appointment of the Trustees shall take place as set forth by~~ pursuant to the Board of County Commissioners of Hamilton County ~~in its Resolution of~~ dated October 2, 1968, as subsequently amended on January 30, 2009 ~~(the and October 1, 2020 (as further amended from time to time, the "Hamilton County Resolution"))~~.

Section 1.2 Board Selection and Term

_____ The selection and appointment of the Trustees shall take place in accordance with the Hamilton County Resolution. The term of office for a Trustee is three years, (unless otherwise set forth in such Trustee's initial appointment to the Board) or until the Trustee's successor is appointed and qualifies, except that any person appointed to fill a vacancy shall be appointed to only the unexpired term.

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Section 2. Rights, Powers and Duties

Section 2.1 Generally

_____ All power and authority granted to the Authority by law, shall be vested in and exercised by the Board, which shall in its own name manage and conduct the affairs of the Authority. These Bylaws, the resolutions of the Board, and the contracts approved by the Board shall constitute the rules and regulations of the Board.

Section 2.2 Non-Voting Members

If the Board includes non-voting Members, such members shall have the ability to: participate in all discussions, ask questions, and serve on a committee of the Board. However, non-voting Members are not permitted to vote on any matters before the Board or any committee of the Board.

Section 3. Meetings of the Board

Section 3.1 Regular Meetings

3.1.1 The Board shall hold a regular meeting once each month, unless cancelled by the Chair and the Chief Executive Officer or by an action of the Board. A notice in writing of the time, ~~and place~~ ~~and proposed agenda~~ shall be delivered to the Trustees prior to each regular meeting by overnight delivery service, personal delivery, facsimile or e-mail delivered not later than on the business day prior to the meeting date or by U.S. mail sent at least three business days prior to the meeting date. Notices shall also be given to others requesting them, according to the provisions of rules adopted by the Board from time to time.

~~3.1.23.1.2~~ Meetings may be held in-person, virtually, by means of communications equipment if all members of the Board are able to hear each other, and by any other means permitted by law.

3.1.3 The Board shall have its annual meeting and election of officers at its regularly scheduled meeting in January of each year, unless postponed by a two-thirds vote of the Board.

Section 3.2 Special Meetings

Special meetings shall be held at the call of the Chair or at the request in writing to the Chair of any three voting Trustees. A notice in writing of the time, place and ~~proposed agenda~~ purpose of the meeting shall be delivered to the Trustees prior to each special meeting by overnight delivery service, personal delivery, facsimile, or e-mail delivered

not later than on the third business day prior to the meeting date or by U.S. mail sent at least ~~five~~three business days prior to the meeting date. Notices and proposed agenda shall be given to others requesting them according to the provisions of the rules adopted by the Board from time to time.

Section 3.3 Waiver of Meeting Notice

Notice of any meeting may be waived, either before or after the holding of the meeting, by a writing filed with or entered upon the minutes of the meeting. Attendance at any meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall also constitute a waiver of notice.

Section 3.4 Quorum

A majority of the then _appointed voting Trustees shall constitute a quorum for all Board meetings. No vacancy in the Board shall impair the rights of a quorum to exercise all rights and perform all the duties of the Authority.

Section 3.5 Adjournment and Recess

The Board may adjourn or recess from time to time, and in case there is no quorum present on the day fixed for a regular or special meeting, the Trustees (including non-voting Trustees) present, or the Secretary-Treasurer, if no Trustees are present, may adjourn the meeting until a quorum is obtained.

Section 3.6 Chair of the Meeting

All Board meetings shall be chaired by the Chair, and in the Chair's absence by the Vice Chair, and in the absence of both the Chair and Vice Chair, by a Trustee delegated by the Chair, or in the absence of such delegation, selected by those Trustees present. All Board meeting agendas must be approved by the SORTA Board Chair/Vice Chair.

Section 3.7 Order of Business

3.7.1 Except as the chair of the meeting may otherwise determine, the order of business for regular meetings shall be:

1. Call to order.
2. Hearings from citizens.
3. Approval of minutes of the preceding Board meeting.
4. Committee Reports.
5. Other items to come before the Board.
6. Adjournment.

Section 3.8 Voting

3.8.1 Except as required by law or these Bylaws the favorable vote of the majority of the then appointed voting Trustees shall be necessary for any action taken by the Authority. (ORC Section 306.33)

3.8.2 A two-thirds affirmative vote of the then appointed voting Trustees shall be required (i) to determine (pursuant to ORC Section 306.43(H)(1)) the existence of a real and present emergency dispensing with the necessity of competitive bidding or (ii) to authorize the sale to another public agency, public transit system, or regional transit authority of capital equipment unique to the operation of a public transit system.

3.8.3 When voting on a resolution, the Board shall be polled and the yeas and nays of voting Trustees recorded. Voting by procedural motions placed before the Board shall be by acclamation. All votes shall be conducted openly; no secret ballots shall be used.

ARTICLE III

Officers and Employees

Section 1. Chair

The Chair shall be a voting member of the Board and shall be elected for a term of one year by the Board at its annual meeting. The Chair shall conduct all regular and special meetings of the Board, and with the Secretary-Treasurer, sign the minutes thereof. The Chair shall be the official representative of the Authority where appropriate. The Chair shall have all the powers and duties normally incident to such office and such other powers as may be conferred by these Bylaws or by the Board. The Chair is deemed to be, and shall fulfill the function of, the "president" as set forth in Chapter 306 of the ORC and the "President" as set forth in the Hamilton County Resolution.

Section 2. Vice Chair

The Vice Chair shall be a voting member of the Board and be elected for a term of one year by the Board at its annual meeting. The Vice Chair shall act as Chair in the absence of the Chair. The Vice Chair shall have all the powers and duties normally incident to such office and such other powers as may be conferred by these Bylaws or by the Board. The Vice Chair is deemed to be, and shall fulfill the function of, the "vice-president" as set forth in Chapter 306 of the ORC.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall be appointed by a majority vote of the then appointed Trustees and shall not be a member of the Board. The Secretary-Treasurer shall serve at the pleasure of the Board. The Secretary-Treasurer shall be the Authority's fiscal officer and have such other powers and duties as are prescribed by law, the Board or these Bylaws. The Secretary-Treasurer, or his or her designee, shall be responsible for arrangements for and attend all meetings of the Board and its committees, shall be its secretary and shall keep a true and complete record of all its proceedings. The Secretary-Treasurer shall be custodian of the Authority's funds and records, and shall furnish bond in such amount and with such surety as may be determined by the Board, the cost of which shall be paid by the Authority.

Section 4. Officer Vacancies

A vacancy in the position of Chair, Vice Chair, or Secretary-Treasurer shall be filled as soon as practical by majority vote of the Board at a regular meeting or at a special meeting called for that purpose.

Section 5. Compensation, Reimbursement and Additional Officers and Employees

The compensation of all officers and employees and the appointment, titles, terms of office, duties, number and qualifications of officers and employees not prescribed by law or these Bylaws shall be as determined from time to time by the Board, which determination may be made for all positions, except those of Chief Executive Officer and the Secretary-Treasurer, by the Board's adoption of an annual budget and the determination of the details by the Chief Executive Officer. Each member of the Board is entitled to receive from the Authority reimbursement for the member's reasonable expenses in the performance of his or her duties pursuant to such policies as the Board may adopt from time to time.

ARTICLE IV

Committees

Section 1. Establishment of Committees

There shall be established the following standing committees: ~~Community & Stakeholders Engagement, Employee Relations, Executive Committee,~~ the Finance Committee, and the Planning & Operations Committee. The duties of each such Committee shall be determined by the Board. ~~The Committee meeting agendas must be approved by the Committee Chair.~~ The Chairperson may, with the consent of the Board, establish other committees and designate their powers and duties.

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Section 2. Membership and Meetings

Section 2.1 Except as set forth in Section 2.2 of this Article IV, the Chair shall, with the consent of the Board, appoint the Committee Chair for each such Committee, which Committee Chair shall be a voting member of the Board, unless otherwise consented to by the Board, and as many other members of the Board, including non-voting members, or other persons as the Chair deems appropriate to serve as regular or alternate committee members. The Chair shall be a member of every committee ex-officio. Committee meetings shall be open to any Board member who wishes to attend even though he or she is not a member of the Committee. For purposes of every committee meeting a quorum shall constitute those voting member(s) present at the meeting. Notice of all Committee meetings shall be given to all members of the Board.

Section 3. Functioning

The SORTA Board Chair/Vice Chair must approve all major matters not being considered by a committee prior to being presented to the Board for approval. The Secretary-Treasurer and the Chief Executive Officer of the Authority shall be responsible for providing all information and support activities needed by each committee.

ARTICLE V

Disbursement of Funds

Funds shall be disbursed only upon authorization by the Board given either specifically or by budget approval. Checks shall be signed in the manner and by such persons as the Board shall direct from time to time.

ARTICLE VI

Defense and Indemnification

Section 1. Trustee Defense Indemnity and Hold Harmless

Without limiting any rights to defense and indemnity set forth in Section 2 of this Article VI, the Authority shall, to the fullest extent permitted by law, indemnify each present or future member of its Board of Trustees for, and hold him or her harmless against, any loss or liability from any act or omission of the Trustee in connection with the Trustee's performance of his or her responsibilities as a Trustee of the Authority or arising from the Trustee's membership on the Board. The indemnification set forth in this Article VI, Section 1, includes, but is not limited to, damages, settlement amounts, counsel fees, court costs and other costs of defense, and actual or threatened arbitration, administrative and judicial proceedings of all kinds.

Section 2. All Employee Defense, Indemnity and Hold Harmless

Section 2.1 The Authority shall provide for the defense of an Authority employee, as defined by ORC Section 2744.01(B) ("Employee"), in any state or federal court, in any civil action or proceeding which contains an allegation for damages for injury, death, or loss to persons or property caused by an act or omission of an Authority Employee in connection with a governmental or proprietary function. The Authority shall defend the Employee if the act or omission occurred while the Employee was acting both in good faith and not manifestly outside the scope of employment or official responsibilities. Amounts expended by the Authority in the defense of its Employees shall be from funds appropriated for this purpose or from proceeds of insurance. The duty to provide for the defense of an Employee does not apply in a civil action or proceeding that is commenced by or on behalf of a political subdivision.

Section 2.2 The Authority shall indemnify and hold harmless an Employee in the amount of any judgment, other than a judgment for punitive or exemplary damages, that is obtained against the Employee in a state or federal court or as a result of a law of a foreign

jurisdiction and that is for damages for injury, death, or loss to person or property caused by an act or omission in connection with a governmental or proprietary function, if at the time of the act or omission the Employee was acting in good faith and within the scope of his or her employment or official responsibilities.

Section 2.3 The Authority may enter into a consent judgment or settlement and may secure releases from liability for an Employee, with respect to any claim for injury, death, or loss to person or property caused by an act or omission in connection with a governmental or proprietary function.

Section 3. Further Rights to Indemnify

Nothing in this Article VI shall limit any other right of the Authority to insure, defend, indemnify or hold harmless the Authority itself and any Authority Employee.

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