

BYLAWS
of the
REGIONAL TRANSIT AUTHORITY
CITIZENS' ADVISORY COMMITTEE

ARTICLE I
GENERAL

Section 1. Title.

The name of the public body corporate created by the Regional Transit Authority Act, Act 387, Public Acts of Michigan, 2012 (the "Act"), is the Regional Transit Authority (the "Authority."). Pursuant to Section 6 (19) the Act, the Board of the Authority (the "Board") created the Citizens' Advisory Committee (the "CAC"). The CAC may do, but is not limited to doing, all of the following:

- (a) Review and comment on the comprehensive regional public transit service plan for a public transit region and all annual updates.
- (b) Advise the Board regarding the coordination of functions between different owners and operators of public transportation facilities within a public transit region.
- (c) Review and comment on a specialized services coordination plan required by section 10e of 1951 PA 51, MCL 247.660e.
- (d) Upon request of the Board, provide recommendations on other matters that concern public transportation in a public transit region.

Section 2. Authority.

The members of the CAC are public transit region residents appointed by the Board and may make reports to the Board, including recommendations, at each Board meeting. Consistent with its responsibilities under the Act and the Board's Citizens' Advisory Committee Policy, the CAC may adopt these Bylaws.

Section 3. Offices.

The principal office of the CAC shall be the principal office of the Authority.

Section 4. Appointment and Qualifications.

CAC members are appointed by the Board, and shall form a body consisting of a minimum of ten members, appointed in the manner and with the qualifications as provided in Section 6 (19) of the Act. CAC members shall serve without compensation, but may receive reimbursement for necessary travel and expenses consistent with policies and procedures established by the Board.

Section 5. Vacancies.

If a vacancy occurs on the CAC other than by expiration of a term, the vacancy may be filled in the same manner as the original appointment for the remainder of the term, or as provided by the Board.

**ARTICLE II
MEETINGS**

Section 1. Quorum and Manner of Acting.

A majority of the sitting members of the CAC constitutes a quorum for the transaction of business of the CAC. No person shall be entitled to exercise a proxy vote for any CAC member. No action of the CAC shall be effective unless approved by a vote of a majority of a quorum.

Section 2. Meetings.

(a) *General.* The business of the CAC shall be conducted at public meetings held in compliance with the Open Meetings Act, Act 267, Public Acts of Michigan, 1976, as the same may be amended from time to time (the “Open Meetings Act”).

(b) *Notice of Meetings.* Public notice of the date, time and place of each meeting of the CAC, including any rescheduled or recessed meeting, shall be given as provided in the Open Meetings Act. In addition, the Secretary, or his or her designee, shall give or cause to be given notice to each member of the CAC not later than the time the public notice is given, either personally or by (i) first class mail, (ii) facsimile communication, (iii) electronic communication, or (iv) other means reasonably necessary to communicate with certain members of the disability community – however, the failure of the Secretary to provide timely notice to each member of the CAC shall not invalidate any proceedings of the CAC.

(c) *Regular Meetings.* The CAC shall adopt a schedule of regular meetings, which may be held at the Authority’s principal office or at such other places as the CAC or Board may determine. The CAC shall meet at least once each quarter, as provided by Section 6 (20) of the Act.

(d) *Special Meetings.* Special meetings of the CAC may be called by the Chair or at the request of not less than a majority of sitting members of the CAC. Notice of special meetings shall be given as provided in the Open Meetings Act and subsection (b) above.

Section 3. Compliance with Open Meetings Act.

(a) *Minutes of Meetings.* The CAC shall keep written or printed minutes of each meeting as provided in the Open Meetings Act, which shall be made available to the public in compliance with the Michigan Freedom of Information Act, Act 442, Public Acts of Michigan, 1976, as the same may be amended from time to time.

(b) *Closed Sessions.* The CAC may not meet in closed session for any purpose.

Section 4. Agenda.

The Chair shall be responsible for developing a meeting agenda for each meeting of the CAC. While the Chair may generally place items on the agenda at his or her discretion, the Chair must place an item on the agenda in advance of the next meeting if any of the following occur with respect thereto: (a) a member of the CAC proposes the item be placed on the agenda and the Chair concurs, or (b) a majority of the Executive Committee votes to place the item on the agenda. Additionally, each meeting agenda shall contain a "new business" item, during which the CAC will discuss any item proposed by a CAC member as follows: (a) if the Chair concurs, or (b) if the Chair does not concur, the Chair must immediately place the discussion of that item to a vote, and if a majority of the CAC members then present at the meeting vote affirmatively to discuss the item, the CAC will then discuss the item.

**ARTICLE III
CAC ORGANIZATION**

Section 1. Standing Committees.

The CAC may establish such Standing Committees of its members and establish such procedures and assign such duties and responsibilities to such committees as it may deem necessary or appropriate. Any Standing Committee established by the CAC shall keep written or printed minutes of its proceedings. Standing Committee meetings shall be open to the public and public notice of such meetings shall be given as required by applicable law and as may be required by the Board. A majority of the members of any Standing Committee constitute a quorum for the transaction of business of the Standing Committee. No person shall be entitled to exercise a proxy vote for any Standing Committee member. No action of a Standing Committee shall be effective unless approved by a vote of a majority of all voting members of the Standing Committee. Each Standing Committee may designate such officers as it chooses, but shall designate a chairperson who shall speak to the CAC on behalf of the Standing Committee and make reports as the CAC may require from time to time. The CAC hereby establishes the following Standing Committees in accordance with the Act:

- (a) *Executive Committee.* The Executive Committee shall be a seven member body, comprised of the Chair, the Vice Chair, the Secretary, the Parliamentarian, the chairperson of the Americans with Disabilities Act (the "ADA") Advisory Committee, the chairperson of the Community Outreach Committee, and the chairperson of the Policy Committee. The Chair of the CAC shall serve as the

chairperson of the Executive Committee. The Executive Committee may, among other tasks, develop governing documents, policies, and procedures and make recommendations concerning CAC organization and operation.

- (b) *ADA Advisory Committee.* The ADA Advisory Committee shall be comprised of any CAC members who volunteer to be on the committee. The ADA Advisory Committee should include, but not be limited to, members of the disability community and disability community advocates, and shall discuss and, where appropriate, make recommendations concerning the ADA and other issues pertinent to the disability community. While members of the disability community and disability community advocates are named above, any interested member of the CAC may serve on the ADA Advisory Committee. Any member of the ADA Advisory Committee that is disruptive to the business of the Committee may be removed by a majority vote of the Committee.
- (c) *Community Outreach Committee.* The Community Outreach Committee shall be comprised of any CAC members who volunteer to be on the committee. The Community Outreach Committee should include, but not be limited to, senior citizens, members of the disability community, and users of public transportation, and shall discuss and, where appropriate, make recommendations relating to the relationship of the Authority and CAC with the community at large, including issues relating to inclusiveness and effective dissemination of CAC and Authority information. While senior citizens, members of the disability community, and users of public transportation are named above, any interested member of the CAC may serve on the Community Outreach Committee. Any member of the Community Outreach Committee that is disruptive to the business of the Committee may be removed by a majority vote of the Committee.
- (d) *Policy Committee.* The Policy Committee shall be comprised of any CAC members who volunteer to be on the committee. The Policy Committee should include, but not be limited to, transportation professionals and others with experience with transportation operations, and shall discuss and, where appropriate, make recommendations about funding, planning, and best practices in transit and transportation. While transportation professionals and others with experience with transportation operations are named above, any interested member of the CAC may serve on the Policy Committee. Any member of the Policy Committee that is disruptive to the business of the Committee may be removed by a majority vote of the Committee.

Section 2. Ad Hoc Committees.

Ad Hoc Committees may be formed to study and make recommendations on a specific issue or take specific action on behalf of the CAC. The Chair or the chairperson of a Standing Committee, or a majority of a quorum of the CAC, may appoint an Ad Hoc Committee whose chairperson will be elected by a majority of the members of the Ad Hoc Committee. Each Ad Hoc Committee shall be composed of at least three members and, in any case, an odd number of

members. The Chair will be informed of the members and the purpose of any such committee. The findings and recommendations of any Ad Hoc Committee must (a) first be submitted to the Standing Committee which formed it, if it was created by a Standing Committee, and (b) to the CAC at the next regular or special meeting of the CAC after the findings are made or recommendations formulated. An Ad Hoc Committee shall exist for a period of 90 days from its creation and may be extended for an additional 90 days by the majority vote of a quorum of the CAC.

Section 3. Standing Committee and Ad Hoc Committee Mechanics

Each Standing Committee and Ad Hoc Committee shall designate a leader by majority vote, who will coordinate any meetings of the Standing Committee or Ad Hoc Committee and shall be the primary contact between the Standing Committee or Ad Hoc Committee, the Chair and other CAC members. Standing Committee and Ad Hoc Committee meetings may be held in person, on-line or, via telephone, at the Standing Committee or Ad Hoc Committee members' discretion.

Section 4. Officers; Election; Terms and Vacancies; Removal.

The officers of the CAC shall consist of a Chair, Vice Chair, Secretary, and Parliamentarian, and such additional officers or assistant officers as the CAC considers necessary or convenient. The Chair, Vice Chair, Secretary, and Parliamentarian shall be members of the CAC. The CAC shall elect these officers at its first meeting of each calendar year, or as soon after such meeting as is practicable. An officer shall serve for a one-year term or until his or her appointment to the CAC expires. A vacancy due to death, disqualification, resignation, incapacity to serve, or removal in accordance with law shall be filled in the same manner as provided above from among the CAC members, at a regular or special CAC meeting, for the unexpired term of any such office. Any officer of the CAC may be removed by a 2/3 majority vote of the sitting members of the CAC at any regular or special meeting of the CAC.

Section 5. Duties of Officers.

(a) *Chair.* The Chair shall preside at all meetings of the CAC and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board or the CAC, or as are prescribed in these Bylaws. The Chair will develop meeting agendas, present reports to the Board from time to time, and is the sole person authorized to prepare and sign letters, reports and other communications of the CAC, whether written or oral. Additionally, the Chair may discuss matters of interest directly with members of the Board and the Authority's staff. The position of Chair shall be elected without regard to jurisdiction of residence. The Chair shall be the sole person authorized to speak or otherwise organize communication on behalf of the CAC.

(b) *Vice Chair.* In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board or CAC may from time to time prescribe. The position of Vice Chair shall be elected without regard to jurisdiction of residence.

(c) *Secretary*. The Secretary, or his or her designee, shall keep or cause to be kept minutes of all of the meetings of the Board. The Secretary, or his or her designee, shall give, or cause to be given, notice of meetings as provided in the Open Meetings Act and these Bylaws, and shall perform such other duties as may be directed by the Board from time to time.

(c) *Parliamentarian*. The Parliamentarian, or his or her designee, shall advise the Chair and other CAC members on parliamentary procedure, have reference materials pertaining to parliamentary procedure available for each meeting of the CAC, and ensure that CAC meetings are conducted in an orderly manner according to *Robert's Rules of Order, Newly Revised*.

(e) *Additional or Assistant Officers*. Any additional or assistant officers shall carry such title and exercise and perform such other powers and duties as may be assigned from time to time by the Board or the CAC.

Section 6. Discharge of Duties.

A member of the CAC shall discharge the duties of the position in a nonpartisan manner, in good faith, in the best interests of the State of Michigan and the citizens of the public transit region (as defined in the Act), and with the degree of diligence, care, and skill that an ordinarily prudent person would exercise under similar circumstances in a like position.

**ARTICLE IV
MISCELLANEOUS**

Section 1. Rules of Procedure.

The rules of procedure applicable to the CAC and all Standing Committees established by the CAC shall be *Robert's Rules of Order, Newly Revised*, unless such other rules of procedure shall be adopted by resolution of the CAC. Any Ad Hoc Committee established under these Bylaws may, but need not, operate under *Robert's Rules of Order, Newly Revised*.

Section 2. Compliance with the ADA.

The CAC shall at all times maintain compliance with the ADA, including requirements relating to auxiliary aids and services. If any individual with a disability requests a reasonable auxiliary aid or service at least 72 hours before a CAC or committee meeting, the CAC shall provide the auxiliary aid or service as required by the ADA.

Section 3. Amendments.

These Bylaws may be altered, amended or rescinded and new bylaws may be adopted by a 2/3 majority vote of the sitting members of the CAC at any regular or special meeting of the CAC called therefor, provided that at least five days notice, incorporating the exact language of the proposed change, has been sent to all members of the CAC.

Section 4. Records.

The CAC shall keep or cause to be kept all records required by law, together with such additional records as the Board or any officer of the Authority may direct. Records of the business of the CAC shall be kept at its principal office.