

Amended and Restated: November 15, 2010

**AMENDED AND RESTATED
BYLAWS
OF
RHODE ISLAND PUBLIC TRANSIT AUTHORITY**

ARTICLE I

ACT CREATING THE AUTHORITY

1. **Name and Authority.** The Rhode Island Public Transit Authority, a body corporate and politic (the "Authority"), has been established pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws (as from time to time amended, the "Act"). These Bylaws, the powers of the Authority and of its members and officers, and all matters concerning the conduct and regulation of the business of the Authority, shall be subject to the provisions of the Act.

2. **Purpose.** The purpose of the Authority is to: (i) provide public transit services that meet the mobility needs of the people of the state of Rhode Island, including the elderly and disabled; (ii) increase access to employment opportunities; (iii) connect different modes of public transportation, including rail, air and water services; (iv) promote community design that features public transit services as defining elements of a community; (v) facilitate energy conservation and efficient energy use in the transportation sector by providing public transit services; (vi) mitigate traffic congestion and enhance air quality; (vii) own and operate a mass motor bus, water, or rail

passenger transportation system; and (viii) manage, coordinate, and perform vehicle maintenance for a state paratransit system. In connection with the performance of the purposes set forth in this Article I, Section 2, the Authority shall endeavor at all times to cooperate with any and all state and local governmental authorities, including without limitation, the Rhode Island Department of Transportation, to provide the people of the state of Rhode Island an accessible, comprehensive, effective state-wide system of vehicle maintenance and mass transit.

ARTICLE II

OFFICES

1. **Principal Office.** The principal office of the Authority shall be at 265 Melrose Street, Providence, Rhode Island 02907.
2. **Other Offices.** The Authority may have offices at such other places within Rhode Island as the Authority may from time to time designate.
3. **Location of Records, Books and Accounts.** Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books, records, and accounts of the Authority shall be kept at the Authority's principal office.

ARTICLE III

MEMBERS OF THE AUTHORITY

1. **Number and Membership.** The Authority shall consist of eight (8) members. Seven (7) members shall be appointed by the Governor with the advice and consent of the Senate for a term of three (3) years. One member shall be the Director of the Department of Transportation or his or her designee who shall serve as an ex

officio member. Any member of the Authority shall be eligible for reappointment. In the event of a vacancy occurring in the membership of the Authority the Governor, with the advice and consent of the Senate, shall appoint a member for the unexpired term.

2. **Management.** The affairs of the Authority shall be managed by the members. The members shall have such powers as are expressly conferred upon them by the Act, these Bylaws, and other applicable law.

3. **Reimbursement for Expenses.** The members of the Authority shall receive no compensation, but may receive reimbursement for necessary expenses incurred in the performance of their official duties in accordance with the Act.

ARTICLE IV

OFFICERS

1. **Number.** The officers of the Authority shall be a Chair, Vice Chair, Secretary, and Treasurer. Officers shall be members of the Authority. The members of the Authority may from time to time create such additional offices and assistant offices as they deem appropriate. Additional and assistant officers need not be members of the Authority.

2. **Election and Term.** The members of the Authority shall elect the Chair, Vice Chair, Secretary, and Treasurer, and may elect or appoint any additional and/or assistant officers, at the regular meeting in April each year, and each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. The members shall have the right, with or without cause, to remove from office any officer at any meeting, regular or special, duly called and held by action of a majority of members present. No officer

shall simultaneously serve in more than one office. Officers shall be eligible to succeed themselves in office without limitation on the number of terms. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by vote of the members for the unexpired portion of the term.

3. Authority and Duties.

(a) **Chair.** The Chair shall supervise and conduct the business and affairs of the Authority. The Chair shall preside at meetings of the Authority and shall exercise the powers and perform the duties set forth in these Bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body.

(b) **Vice Chair.** In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform such further duties as shall be from time to time assigned to him or her by the Chair.

(c) **Secretary.** The records of all business transacted at each meeting shall be kept under the direction and supervision of the Secretary. The Secretary shall have such further powers and shall perform such further duties as shall be assigned to him or her by the Chair, the Vice Chair, or the members.

(d) **Treasurer.** The Treasurer shall be responsible for and shall keep all financial reports and records and other financial documents of the Authority, and shall be the Chair of the Finance Committee. The Treasurer shall request and oversee staff reports to the members regarding the finances of the Authority.

4. Signing of Instruments. All contracts, instruments, and other documents shall be executed by the Chair or the Vice Chair on behalf of the Authority unless other

provision shall be made by special vote of the members, these Bylaws, or shall be required by law.

5. **Chief Executive Officer and Consultants.** The members may from time to time hire a Chief Executive Officer, who shall have all of the powers and duties of the position of General Manager, as that term is used in applicable law, including but not limited to the RIPTA Enabling Act, Title 39, Chapter 18 of the Rhode Island General Laws. The Chief Executive Officer shall be responsible for the day-to-day operation of the Authority pursuant to the governing policies and limitations established by the members. The members may also from time to time hire one or more consultants, including without limitation, legal counsel and accountants, as they shall deem appropriate to assist the members and officers to effectuate the purpose of the Authority.

6. **Nondiscrimination.** The Authority shall comply with the provisions of Chapter 5 of Title 28 of the General Laws of Rhode Island (the "State Fair Employment Practices Act"). The Authority shall not refuse to hire any applicant for employment, or discharge or discriminate against any employee, because of his or her race, color, religion, sex, handicap, age, or country of ancestral origin, or otherwise engage in any unlawful employment practice under the State Fair Employment Practices Act.

ARTICLE V

MEETINGS

1. **Place of Meetings.** All regular and special meetings of the Authority shall be held at the principal offices of the Authority and at such time as shall be stated in the notice of such meeting; provided, however, that any regular or special meeting of the

Authority may be held at such place within or without the state of Rhode Island as the Chair, Vice Chair, or the members of the Authority may determine necessary or appropriate for such meeting.

2. Regular Meetings. The members shall hold regular meetings from time to time and at least once in each calendar quarter at the call of the Chair or Vice Chair. The members shall hold a regular meeting during the month of April in each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

3. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the Chair or the Vice Chair. The Chair or Vice Chair shall be required to call a special meeting upon the written request of at least two (2) members of the Authority at a time not later than fourteen (14) days after receipt by the Chair or Vice Chair of such request. Any such request shall state the purpose or purposes of the proposed special meeting.

4. Public Meetings. The Authority shall comply with the provisions of Rhode Island General Laws Sections 42-46-1 et seq., the "Open Meetings Act," or any successor statute, as in effect from time to time. The Authority may from time to time promulgate such other reasonable rules and procedures not inconsistent with the provisions of the Open Meetings Act as it determines may be desirable regarding the conduct of the Authority's meetings and the attendance of representatives of the media and the public.

5. Notice of Meetings.

(a) To Members of the Authority. Written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the Chair, the Vice Chair or Secretary, to each member of the Authority by depositing the same in the United States mail, postage prepaid, not later than the third day prior to the date of such meeting. If the Chair or Vice Chair shall determine that the holding of a meeting is of an emergency nature, such notice may be given by facsimile transmission with confirmation of receipt sent to each member, not less than twenty-four (24) hours prior to such meeting, or by actual delivery of such notice to each member not less than twelve (12) hours prior to such meeting.

(b) To The Public. Written public notice of all regular scheduled meetings shall be given at the beginning of each calendar year by or at the direction of the Chair, the Vice Chair or the Secretary. Supplemental written public notice of any meeting shall be given within a minimum of forty-eight (48) hours before the date. This notice shall include, in addition to date, time and place, a statement specifying the nature of the business to be discussed. Written public notice shall include, but need not be limited to, posting a copy of the notice at the principal office of the Authority, or if no principal office exists, at the building in which the meeting is to be held, and in at least one other prominent place within the state of Rhode Island. Nothing contained herein shall prevent the Authority from holding an emergency meeting, upon an affirmative vote of the majority of the members, when the meeting is deemed necessary where the

public welfare so requires. If an emergency meeting is called, a meeting notice and agenda shall be posted as soon as practicable.

6. **Quorum.** Four (4) members of the Authority shall constitute a quorum, and the affirmative vote of a majority of the members present and voting shall be necessary for any action taken by the Authority. No vacancy in the membership of the Authority shall impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. If a quorum is not present, the members then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. If and when any such adjourned meeting resumes with a quorum present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten (10) days, a notice of the adjourned meeting shall be given to each member. Any action to be taken by the Authority may be authorized by resolution approved by a majority of the members present at any regular or special meeting at which a quorum is present.

7. **Voting.** Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members of the Authority.

8. **Waivers of Notice.** Whenever any notice is required to be given to a member of the Authority under the provisions of the laws of Rhode Island or of these Bylaws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Authority at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

9. Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Authority shall be prepared by the Chair or Vice Chair. The Chair or Vice Chair shall include in any such agenda any matter which the Authority has previously voted to include thereon, and any item requested by a member of the Authority, in writing, delivered to the Chair or Vice Chair, not less than ten (10) days prior to the date of any such meeting. With the consent of a majority of the members of the Authority, a matter not on the agenda may be added to the agenda at any regular or special meeting of the Authority for informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.

10. Telephone Meetings. Any one or more members of the Authority may participate in any meeting of the Authority by use of electronic communication or telephone communication while on active duty in the armed services of the United States. Any one or more members of the Authority who has a disability as defined in Chapter 87 of Title 42, and has obtained a waiver from the Governor's Commission on Disabilities pursuant to Section 42-46-5(b)(3) of the Open Meetings Act and the rules and regulations promulgated by the Governor's Commission on Disabilities may participate in any meeting of the Authority by use of electronic communication or telephone communication. Participation by such means shall constitute presence in person at such meeting.

ARTICLE VI

COMMITTEES

1. **Finance Committee.** There shall be a finance committee of the Authority. The Treasurer shall be the chair of the committee. The Chair of the Authority shall appoint other persons, both members and nonmembers of the Authority, as he or she deems appropriate. The duty of the finance committee, which shall meet quarterly, shall be to monitor the finances of the Authority on behalf of the Authority and to report and to make recommendations as appropriate to the Authority about financial matters.

2. **Establishment of Committees.** The Authority may establish such other committees as it deems necessary for the proper carrying out of its functions. The Authority shall determine the size, purpose, and constituency of each such committee. Members of each such committee and the chair thereof shall be appointed by the Chair or Vice Chair to serve until the next succeeding election meeting and thereafter until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation or otherwise shall be filled by the Chair or Vice Chair for the unexpired portion of the term. Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Secretary. Each committee shall report from time to time to the Authority with respect to its recommendations.

ARTICLE VII

INDEMNIFICATION

A member of the Authority shall not be personally liable to the Authority for monetary damages for breach of the member's duty as a member, except for liability for: (i) any breach of the member's duty of loyalty to the Authority; (ii) acts or omissions

not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the member derived an improper personal benefit. The Authority shall indemnify any person who is or was a member, officer, employee, or agent of the Authority, or is or was serving at the request of the Authority as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the fullest extent provided by applicable law, if: (i) he or she conducted himself or herself in good faith; (ii) he or she reasonably believed, in the case of conduct in his or her official capacity with the Authority, that his or her conduct was in its best interest, and in all other cases, that his or her conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Authority shall commence on July 1 and end on June 30 of each year, unless otherwise from time to time determined by the Authority.

ARTICLE IX

SEAL

The seal of the Authority shall, subject to alteration by the Authority, consist of a flat-faced die with the name of the Authority and the words "CREATED 1964" cut or engraved thereon.

ARTICLE X
AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Authority by an affirmative vote of four (4) members of the Authority; provided, however, that notice of any such proposed alteration, amendment, repeal or adoption of new Bylaws and the full text of the same shall accompany the notice of such meeting.

ARTICLE XI
CONFLICTS OF INTEREST

1. **Code of Ethics.** The Authority shall comply with the provisions of Rhode Island General Laws Sections 36-14-4 through 36-14-7 (the "Code of Ethics"), and the regulations promulgated thereunder, both as amended and in effect from time to time. No member, officer, or employee of the Authority shall engage in the prohibited activities set forth in Section 36-14-5 of the Code of Ethics or the Act, or take any action or refrain from taking any action in a conflict of interest as described in Section 36-14-6 of the Code of Ethics without first preparing and delivering a written statement to the Rhode Island Ethics Commission in accordance with Section 36-14-6 of the Code of Ethics.

2. **Conflicts.** No contract or transaction between the Authority and one or more of its members or between the Authority and any other authority, agency, corporation, partnership, association, or other organization in which one or more of the members are directors, officers, employees, or has a financial interest, shall be void or voidable, nor shall such member or employee be liable with respect to such contract or

transaction solely for this reason, or solely because the member or employee is present at or participates in the meeting of the members which authorizes the contract or transaction, if such contract or transaction is approved in accordance with these Bylaws and otherwise in accordance with applicable law.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern all proceedings of the members of the Authority, except where such rules are inconsistent with the Act, these Bylaws, or other applicable law.

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