

# BYLAWS OF THE RHODE ISLAND PUBLIC TRANSIT AUTHORITY

## ARTICLE I PURPOSE AND POWERS

1. **Name and Enabling Legislation.** The Rhode Island Public Transit Authority, a body corporate and politic ( "RIPTA"), has been established pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws.

2. **Powers.** These Bylaws, the powers of RIPTA and of its members and officers, and all matters concerning the conduct and regulation of the business of RIPTA, shall be subject to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws. The members and officers shall have such powers as are expressly conferred upon them by Title 39, Chapter 18, of the Rhode Island General Laws, other applicable law, and these Bylaws.

3. **Purpose.** The purpose of RIPTA 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, RIPTA 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 RIPTA shall be at 705 Elmwood Avenue, Providence, Rhode Island 02907. RIPTA may have offices at such other places within Rhode Island as RIPTA may from time to time designate.

2. **Location of Records, Books and Accounts.** Except as otherwise required by resolution of RIPTA, or as the business of RIPTA may require, all of the books, records, and accounts of RIPTA shall be kept at RIPTA's principal office.

## **ARTICLE III** **MEMBERS OF RIPTA**

1. **Number and Membership.** RIPTA shall consist of nine (9) members. Eight (8) members shall be appointed by the Governor with the advice and consent of the Senate for a term of three (3) years. Any appointed member of RIPTA shall be eligible for reappointment. In the event of a vacancy occurring in the membership of RIPTA, the Governor, with the advice and consent of the Senate, shall appoint a member for the unexpired term. The ninth member of the board shall be the Director of the Department

of Transportation who shall serve as the Chairperson of RIPTA pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws. A vacancy in the office of Director of the Department of Transportation, and therefore the office of Chairperson, because of death, resignation, removal, disqualification, or otherwise shall be filled on an interim basis until the next Director is duly authorized, approved, and appointed.

**2. Management.** The affairs of RIPTA shall be managed by the members. The members shall have such powers as are expressly conferred upon them by Title 39, Chapter 18, of the Rhode Island General Laws, other applicable law, and these Bylaws.

**3. Reimbursement for Expenses.** The members of RIPTA shall receive no compensation, but may receive reimbursement for necessary expenses incurred in the performance of their official duties pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws.

#### **ARTICLE IV** **OFFICERS**

**1. Number.** The officers of RIPTA shall be a Chair, Vice Chair, Secretary, and Treasurer. Officers shall be members of RIPTA. The members of RIPTA 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 RIPTA.

**2. Election and Term.**

**(a) Chairperson.** The Director of the Department of Transportation shall serve as the Chairperson pursuant to R.I. Gen. Law § 39-18-2. The Director of the

Department of Transportation shall hold the office of Chairperson until his or her death, resignation, or removal from the office of Director of the Department of Transportation. The members shall have no right to remove the Chairperson from office.

**(b) Vice Chair, Secretary, Treasurer, and Additional Officers.**

The members of RIPTA shall elect the Vice Chair, Secretary, and Treasurer, and may elect or appoint any additional and/or assistant officers, at the regular meeting in April each year. Each member elected or appointed 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 member elected or appointed officer, as provided in this paragraph, 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 member elected or appointed 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 RIPTA. The Chair shall preside over meetings of RIPTA 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 temporary 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 RIPTA and shall be the Chair of the Finance Committee. The Treasurer shall request and oversee staff reports to the members regarding the finances of RIPTA.

4. **Signing of Instruments.** All contracts, instruments, and other documents shall be executed by the Chair or the Vice Chair on behalf of RIPTA unless other provision shall be made by special vote of the members, these Bylaws, or shall be required by law.

5. **Chief Executive Officer.** Pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws, the members may hire a Chief Executive Officer, who shall be responsible for the day-to-day operation of RIPTA pursuant to the governing policies and limitations established by the members, and all other duties and powers delegated by RIPTA.

6. **Consultants.** Pursuant to the provisions of Title 39, Chapter 18, of the Rhode Island General Laws, the members may hire consultants, including without limitation, legal counsel, and accountants, as they shall deem appropriate to assist the members and officers to effectuate the purpose of RIPTA.

7. **Nondiscrimination.** RIPTA shall comply with the provisions of Chapter 5 of Title 28 of the General Laws of Rhode Island (the "State Fair Employment Practices Act") and Chapter 6 of Title 28 of the General Laws of Rhode Island ("Wage Discrimination Based on Sex").

## **ARTICLE V** **MEETINGS**

1. **Place of Meetings.** All regular and special meetings of RIPTA shall be held at the principal offices of RIPTA. However, any regular or special meeting of RIPTA may be held at such place within the state of Rhode Island which the majority vote of the members or the Chair may determine necessary or appropriate for such meeting.

2. **Regular Meetings.** The members shall hold a regular meeting at least once in each calendar quarter and additional meetings 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 RIPTA 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.** RIPTA 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. RIPTA 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 RIPTA’s meetings and the attendance of representatives of the media and the public.

5. **Notice of Meetings.**

(a) **To Members of RIPTA.** 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 RIPTA by depositing the same in the United States mail, postage prepaid, not later than the third day prior to the date of 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 RIPTA. Notice of an emergency meeting to the public shall be given in compliance with the Open Meeting Act, as amended.

**6. Quorum.** Five (5) members of RIPTA 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 RIPTA. No vacancy in the membership of RIPTA shall impair the right of a quorum to exercise all the rights and perform all the duties of RIPTA. If a quorum is not present, there shall be no action taken by the members present at the scheduled meeting. RIPTA will reschedule the meeting in compliance with the Open Meeting Act. If and when any such cancelled meeting occurs with a quorum present, any business may be transacted which might have been transacted at the meeting as originally called. Any action to be taken by RIPTA 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 RIPTA.

**8. Waivers of Notice.** Whenever any notice is required to be given to a member of RIPTA 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 RIPTA 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 RIPTA shall be prepared by the Chair or Vice Chair. The Chair or Vice Chair shall include in any such agenda any matter which RIPTA has previously voted to include thereon, and any item requested by a member of RIPTA, 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 RIPTA, a matter not on the agenda may be added to the agenda at any regular or special meeting of RIPTA 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. Minutes.** Minutes of all meetings, regular, special, or otherwise, shall be taken and shall include, without limitation: The date, time, and place of the meeting; Attendance of the Members; a record by Members of any vote taken; and any other information relevant to RIPTA's business that any Member requests be included or reflected in the minutes. All minutes of meetings shall be posted, filed, maintained, and otherwise made available to the public in accordance with Section 42-46-7 of the Open Meetings Act, as amended.

**11. Telephone Meetings.** Per the Open Meeting Act, discussions of a public body via electronic communication, including telephonic communication and telephone

conferencing, shall not be permitted unless being used to schedule a meeting. Exceptions are limited to any member on active duty in the armed services of the United States or to any member 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. 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 RIPTA. The Treasurer shall be the chair of the committee. The Chair of RIPTA shall appoint other persons, both members and nonmembers of RIPTA, as he or she deems appropriate. The duty of the finance committee, which shall meet quarterly, shall be to monitor the finances of RIPTA on behalf of RIPTA and to report and to make recommendations as appropriate to RIPTA about financial matters.

2. **Establishment of Committees.** RIPTA may establish such other committees as it deems necessary for the proper carrying out of its functions. Committees may be made of both members and nonmembers. RIPTA 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. The Chairperson may remove any nonmember of RIPTA with or without cause. 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 RIPTA with respect to its recommendations.

## **ARTICLE VII** **INDEMNIFICATION**

A member of RIPTA shall not be personally liable to RIPTA 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 RIPTA; (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. RIPTA shall indemnify any person who is or was a member, officer, employee, or agent of RIPTA, or is or was serving at the request of RIPTA 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 RIPTA, 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 RIPTA shall commence on July 1 and end on June 30 of each year, unless otherwise from time to time determined by RIPTA.

**ARTICLE IX**  
**SEAL**

The seal of RIPTA shall, subject to alteration by RIPTA, consist of a flat-faced die with the name of RIPTA 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 RIPTA by an affirmative vote of five (5) members of RIPTA; 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.** RIPTA 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 RIPTA shall engage in the prohibited activities set forth in Section 36-14-5 of the Code of Ethics or Title 39, Chapter 18, of the Rhode Island General Laws , 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 RIPTA and one or more of its members or between RIPTA 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 RIPTA, except where such rules are inconsistent with Title 39, Chapter 18, of the Rhode Island General Laws, other applicable law, or these Bylaws.

**Approved and Accepted**

Date: \_\_\_\_\_

\_\_\_\_\_  
Chairperson

Date: \_\_\_\_\_

\_\_\_\_\_  
Vice Chair

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary

Date: \_\_\_\_\_

\_\_\_\_\_  
Treasurer

Date: \_\_\_\_\_

\_\_\_\_\_  
Member

Date: \_\_\_\_\_

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Member

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Member