

# **CENTRE AREA TRANSPORTATION AUTHORITY**

## **BYLAWS**

**Revised**

**January 2018**

**January 2016**

**January 2014**

**November 2010**

**March 1999**

**May 1992**

## ARTICLE I

Section 1. NAME OF AUTHORITY

The name of the Authority as specified in its Articles of Incorporation is the Centre Area Transportation Authority. The said Authority is designated hereinafter as the Authority. It may be designated, where otherwise appropriate, as CATA.

Section 2. SEAL OF THE AUTHORITY

The Seal of the Authority shall contain the name of the Authority and be in the form of a circle.

Section 3. OFFICE OF THE AUTHORITY

The location of the principal office of the Authority is 2081 West Whitehall Road, State College, Pennsylvania 16801. The Board of the Authority may by proper resolution designate any other place as the Office of the Authority.

Section 4. STATUTORY AUTHORITY

The Authority has been organized under and operates pursuant to the Municipality Authorities Act, 53 Pa.C.S. Chapter 56, as amended and supplemented from time to time.

## ARTICLE II

Section 1. THE BOARD OF DIRECTORS

The powers of the Authority shall be exercised by a governing body entitled Board of Directors (hereinafter called the Board). The Board shall be composed of members who shall be appointed for such terms, and the vacancies therein filled, as provided by the Articles of Incorporation of the Authority and the Joint Articles of Agreement among the incorporating municipalities.

Section 2. OFFICERS \*

The officers of the Authority shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The Chairman and Vice-Chairman shall be elected from the members of the Board of the Authority. The Secretary and Treasurer may be appointed from the managerial staff of the Authority, and shall not be voting members of the Authority.

\*The title of "Chairwoman" and "Chairperson" are permissible alternatives for use at the discretion of the office holder.

Section 3. ELECTION OR APPOINTMENT

The Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected or appointed at the first regular meeting of the Board in January of each year, and shall hold office until the first regular meeting of the Board in January of the following year.

Section 4. CHAIRMAN

The Chairman shall preside at all meetings of the Board of the Authority. Except as otherwise provided by Resolution of the Board of the Authority, the Chairman, or Secretary, shall sign all contracts, deeds and other instruments to which the Authority is a party. At each meeting, the Chairman shall submit such recommendations and information as the Chairman may consider proper concerning the business affairs and policies of the Authority.

Section 5. VICE-CHAIRMAN

The Vice-Chairman shall perform the duties and functions of the Chairman in the absence of or incapacity of the Chairman. In the case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties and functions as are imposed upon the Chairman until such time as the Board of the Authority shall elect a new Chairman.

Section 6. SECRETARY

The Secretary shall keep or cause to be kept, the records of the Authority, shall act as secretary of the meetings of the Board of the Authority, record all votes and keep a record of the proceedings of the Board of the Authority, and shall perform all other duties incident to the office of Secretary. The Secretary shall keep the seal of the Authority in safe custody and shall have power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 7. TREASURER

The Treasurer shall be responsible for overseeing the care and custody of all funds of the Authority and for overseeing the deposit of same in the name of the Authority in such appropriate depositories as the Board of the Authority may designate. The Treasurer shall insure that (1) all disbursements of funds shall be made in compliance with standards and processes for internal control approved by the Board, (2) regular and accurate books of records and accounts showing the receipt and expenditures are kept, and (3) reports of transactions and financial performance and condition of the Authority are made to the Board of the Authority at its regular monthly meeting, or more frequently when requested.

Section 8. ADDITIONAL DUTIES

The officers of the Authority shall perform such other duties and functions as from time to time may be required by the Board of the Authority or the Bylaws or rules and regulations of the Authority.

Section 9. AUTHORITY SPOKESPERSONS

The official spokespersons for the Authority shall be the General Manager and the Chairman, or the General Manager's designee in the absence of the General Manager, and the Vice-Chairman in the absence of the Chairman, except as otherwise approved by the Board of the Authority.

Section 10. VACANCIES

- a. Officers: Should one of the offices become vacant through death or resignation or some other unforeseen cause, the Board of the Authority, at the next regular meeting, shall elect a successor for the unexpired term of said office.
- b. Board Members: Should a vacancy on the Board of the Authority result through resignation, death, or some other unforeseen cause, the Chairman or Secretary shall promptly notify the appointing authorities in order that such vacancy may be promptly filled in the manner provided by law.

Section 11. BOARD MEMBER AND OFFICER LIABILITY

- a. A Board member shall stand in a fiduciary relation to the Authority and shall perform his or her duties as a Board member, including duties as a member of any committee of the Board upon which the Board member may serve, in good faith, in a manner the Board member reasonably believes to be in the best interests of the Authority and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - (1) One or more officers or employees of the Authority whom the Board member believes to be reliable and competent in the matters presented.
  - (2) Counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within the professional or expert competence of such person.
  - (3) A committee of the Board upon which the Board member does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.
- b. Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board member or officer, or any failure to take any action, shall be presumed to be in the best interests of the Authority.
- c. In accordance with and to the fullest extent permitted by law, no person who is or was a Board member or officer of the Authority shall be personally liable for monetary damages as such for any action taken or failure to take any action, as a Board member or officer, unless the Board member has breached or failed to perform the duties of his or her office

and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

- d. To the fullest extent permitted by law, the Authority shall indemnify each person who is or was a Board member or officer of the Authority against any and all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit or proceeding by reason of being or having been a Board member or officer of the Authority, except where there shall have been a judgment rendered by a court finding that the action or conduct of such Board member or officer constituted self-dealing, willful misconduct or recklessness.
- e. To further effect, satisfy or secure the indemnification obligations provided herein, the Authority may maintain insurance or create a reserve, trust, escrow or other fund or account in such amounts as the Board shall deem appropriate. The maintenance of such insurance or the creation of such accounts shall be approved by the Board.

### **ARTICLE III**

Section 1. REGULAR MEETINGS

The Board of the Authority shall schedule regular monthly meetings at a time and place agreed upon by the Board and publicized in accordance with Commonwealth Law.

Section 2. SPECIAL MEETINGS/WORK SESSIONS

Special board meetings may be called by the Chairman. It shall be the duty of the Chairman to call a special board meeting when requested to do so by a majority of the members of the Board of the Authority. At a special board meeting, no business may be conducted other than that designated in the call unless all members of the Board of the Authority are present at the special board meeting. If all members of the Board of the Authority are present at a special board meeting, any and all business may be transacted at such a meeting. Work sessions may be called by the Chairman for discussion purposes only and not for official Authority action. Items to be discussed at a work session shall be designated in the call.

Section 3. QUORUM AND TRANSACTION OF BUSINESS

At all meetings of the Board of the Authority, a majority of the Board present shall constitute a quorum for the purpose of transacting business provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is present. With the exception of actions to amend these Bylaws, as specified in Article V, Section 1, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board. For purposes of quorum and transaction of business in this section, "present" shall include all or any member of the Board who can hear and participate in a meeting through a conference call, which must be for the length of the entire meeting and must allow all persons present in the meeting room to hear any comments made by members participating.

Section 4. MANNER OF VOTING

Voting shall be either by voice or roll call vote. A roll call vote shall be conducted upon request of a member of the Board of the Authority or at the discretion of the presiding officer.

Section 5. ATTENDANCE AT MEETINGS

Failure of a member to attend three successive regular meetings without just cause as approved by the Chairman shall be grounds to petition for his or her removal as provided herein.

Section 6. OPEN MEETINGS

All meetings or portions of meetings at which official action will be taken shall be open to the general public. The Board may, however, meet in closed session for discussion purposes as provided by law.

Section 7. ROBERT'S RULES OF ORDER

All meetings of the Board shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order, except to the extent inconsistent with the requirements of law and except to the extent inconsistent with specific provisions of these Bylaws.

#### **ARTICLE IV**

Section 1. COMMITTEES OF THE BOARD

To assist the Board in executing its responsibilities, the Chairman may appoint Board Members to serve on such committees as are deemed appropriate. The Chairman of the Authority may also designate the Chairmen of these committees.

Section 2. COMMITTEES ACCOUNTABLE TO BOARD

All committees shall be accountable to the Board. All proposals by a committee for action shall be reviewed by the Board and presented for vote by the Board.

#### **ARTICLE V**

Section 1. AMENDMENTS

These Bylaws may be amended by a majority vote of the entire membership of the Board of the Authority at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all members of the Board of the Authority.

Revisions 1-22-18

**Article II.**

Section 3: added the word “regular” in front of the word “meeting”, where it appears in two places.

**Revisions 1-25-16**

**Article I.**

Section 2: deleted “and the year of its incorporation - two existing seals do not contain the year of incorporation.”

**Article II.**

Section 2: added an asterisk after the title “Officers” and the following footnote at the bottom of the section: \*The titles “Chairwoman” and “Chairperson” are permissible alternatives for use at the discretion of the office holder.

Section 2: Replaced the second and third sentences with: "The Chairman and Vice Chairman shall be elected from the members of the Board of the Authority. The Secretary and the Treasurer may be appointed from the managerial staff of the Authority and shall not be voting members of the Authority."

Section 3: deleted the terms “Assistant Secretary” and “Assistant Treasurer”, deleted “or until their terms as Board members shall expire, whichever comes first” and added “or appointed”.

Section 4: deleted “Assistant Secretary”.

Section 7: deleted entire section.

Section 8: renumbered this section as Section 7, deleted the second sentence, and revised the third sentence to read as follows: "The Treasurer shall insure that (1) all disbursements of funds shall be made in compliance with standards and processes for internal control approved by the Board, (2) regular and accurate books of records and accounts showing the receipt and expenditures are kept, and (3) reports of transactions and financial performance and condition of the Authority are made to the Board of the Authority at its regular monthly meeting, or more frequently when requested.

Section 9: deleted entire section.

Section 11: deleted “Assistant General Manager” and added “General Manager’s designee”

Sections 10, 11, and 12 were renumbered to coincide with deletion of section 9.

**Article III.**

Section 2: the word “board” was added between all occurrences of the words “special meeting” and deleted the words “and shall be considered special meetings” at the end of the fourth sentence.

Section 3: At all meetings of the Board of the Authority, a majority of the Board present shall constitute a quorum for the purpose of transacting business provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is present. **Added** – With the exception of actions to amend these Bylaws, as specified in Article V, Section 1, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board. For purposes of quorum and transaction of business in this section, “present” shall include all or any member of the Board –**replaced** “which with who”- can hear and participate in a meeting through a telephone conference call, which telephonic connection must be for the length of the entire meeting and must allow all persons present in the meeting room to hear any comments made by members participating by telephone.

### **Revisions 1/14**

#### **Article I.**

Section 4, added

#### **Article II.**

Section 13, added

#### **Article III.**

Section 3, first sentence revised and second and third sentences added

Section 7, added

#### **Article IV.**

Section 2, added

### **Revisions 11/10**

Added: "Assistant Secretary" position throughout document

#### **Article II.**

Section 6, revised description of Treasurer's position

Section 7, added a Secretary's position description

Section 9, moved to Section 3.

**Article III.** Section 3, deleted, Work Sessions combined with Section 2 Special Meetings

### **Revisions 3/99**

#### **Article I.**

Section 6, payroll account signature authorization; deleted "Operations Supervisor"

#### **Article III.**

Section 3 – Added Work Session

### **Revision 5/92**

#### **Article I.**

Section 3 – Changed address