

CORPUS CHRISTI REGIONAL TRANSPORTATION AUTHORITY

BYLAWS

Article I - Offices

Section 1.01. The principal office of the Authority is located at 5658 Bear Lane in the City of Corpus Christi, County of Nueces, State of Texas.

Article II - Directors

Section 2.01. The number of Directors which shall constitute the whole Board shall be eleven. The appointment, terms and succession of Directors shall be as prescribed by Chapter 451 of the Texas Transportation Code, as amended. The terms of office of the Directors shall be for two years based upon the timing of the original appointments to the Board:

<u>Directors</u>	<u>Terms Begin</u>
City of Corpus Christi Appointees	July 1 Even-Numbered Years
Nueces County Appointees	October 1 Odd-Numbered Years
Mayors Panel Appointees	October 1 Odd-Numbered Years

The election of the Board Chair shall take place at the January Board meeting in even-numbered years. [Sec. 451.501, 451.502, 451.503, 451.504, 451.505, 451.506 and 451.507.]

Section 2.02. The property and business of the Authority shall be managed by the Board of Directors which may exercise all powers of the Authority and do all lawful acts. [Sec. 451.101]

Section 2.03. The annual meeting of the Board of Directors shall be held at the principal office of the Authority on the first Wednesday of January of each year, if not a legal holiday, and if a legal holiday, then at the next Wednesday or at such time and place as shall be fixed by the Directors. All other meetings may be held at the time and place selected by the Board either within or without the State of Texas.

Section 2.04. Regular meetings shall be held at least monthly at such times and places as shall be determined by the Board. [Sec. 451.514]

Section 2.05. Special meetings of the Board may be called by the Chair or the CEO on three days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the Chair or Secretary in like manner on like notice on the written request of four Directors. [Sec. 451.514]

Section 2.06. Items may be placed on the agenda for any annual, regular or special meeting by the Chair, the CEO, a Committee recommendation, or upon the request of any four Directors.

Section 2.07. At all meetings of the Board the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these bylaws. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may either recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or adjourn. [Sec. 451.515]

Section 2.08. A meeting of the Directors can be held at any time without notice to said Directors upon the execution by all Directors of a written waiver of notice, and likewise may be held without notice when all of the Directors are present at the meeting.

Section 2.09. Directors, as such, shall not receive any compensation for their services, but reimbursement of necessary and reasonable expenses incurred in the discharge of their duties, if any, may be allowed. Members of special or standing committees may be allowed reimbursement of expenses on the same basis. [Sec. 451.519(a) & (c)]

Section 2.10. Whenever, under the provisions of the statutes or these bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director at such address as appears on the books of the Authority, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2.11. Whenever any notice is required to be given under the provisions of the statutes or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article III - Officers

Section 3.01. The officers of the Authority shall be chosen by the Board of Directors. The Chair shall be selected by the vote of a majority of the Board and shall serve for a term of two years as provided by State law. The Board of Directors shall, by the majority vote of all members, choose from its membership a Vice Chair and a Secretary. The Board of Directors may also choose any number of Assistant Secretaries who may or may not be members of the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. [Sec. 451.520]

Section 3.02. The Board of Directors shall choose the Vice Chair, Secretary and any Assistant Secretaries at the January Board in even-numbered years.

Section 3.03. The officers of the Authority chosen pursuant to Section 3.02 shall serve for two-year terms until their successors are chosen and qualify in their stead.

Section 3.04. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3.05. Any officer elected by the Board of Directors (other than the Chair) may be removed from such office at any time by a majority vote of all the members of the Board of Directors. If the office of any such officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors by a majority vote of all members. The Chair and the Directors shall be removable in the manner provided by State law. [Sec. 451.508, 451.509, 451.510 and 451.511]

The Chair

Section 3.06. The Chair shall preside at all meetings of the Board of Directors.

Section 3.07. The members of all Board committees shall be appointed by the Chair, subject to confirmation by the Board. The Chair shall be a member of all such committees.

Section 3.08. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair shall execute the resolutions of the Board and the bonds, notes, mortgages and any other evidence of indebtedness of the Authority, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Authority.

Vice Chair

Section 3.09. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board of Directors shall prescribe.

The Secretary

Section 3.10. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Authority; and, when the seal is required or advisable as to instruments executed in the course of ordinary business, the Secretary shall attest to the signature of the Chair, Vice Chair or CEO and shall affix the seal thereto. [Sec. 451.520(c)]

Section 3.11. The Board of Directors may appoint one or more Assistant Secretaries to assist the Secretary and who, in the absence or inability of the Secretary to serve, shall perform the duties of the Secretary. [Sec. 451.520(b)]

The CEO

Section 3.12. The Board of Directors shall, by majority vote of all members, designate a CEO for the Authority who shall not be a member of the Board of Directors but shall serve at the

pleasure of the Board of Directors under such terms as may be specified in an employment agreement and be under their supervision. The CEO shall be the chief executive officer of the Authority and shall oversee and be responsible for the overall management, operations and administration of the Authority on a day-to-day basis, including the hiring and firing of all employees, and perform such other duties as may be required by the Board. [Sec. 451.106]

Article IV - Committees

Section 4.01. The Board of Directors may, by resolution or resolutions adopted by a majority of the whole Board, establish one or more committees, each committee to consist of two or more of the Directors and the Chair of the Authority, which to the extent permitted by law and if so provided in said resolution or resolutions shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the Authority when the Board is not in session. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors and shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 4.02. The Board of Directors may, by resolution or resolutions adopted by a majority of the Board, establish one or more advisory committees for the purpose of advising the Board or CEO on various matters pertaining to the Authority, which committee or committees shall have such name or names as may be determined by the Board. Each such advisory committee shall consist of two or more members of the general public as may be appointed by the Board from a list of persons recommended by the CEO, to serve at the pleasure of the Board. [Sec. 451.109]

Article V - Fiscal and Liability Provisions

Section 5.01. The Board of Directors shall have prepared annually a full and clear audited financial statement of the Authority. [Sec. 451.451]

Section 5.02. All checks or demands for money of the Authority over the amount of \$5,000.00 shall be signed by any two of the following: the Chair, the Vice Chair, the CEO, or such other person or persons as the Board of Directors may from time to time designate. Checks or demands for money of the Authority not exceeding \$5,000.00 may be signed by any one of the above authorized persons, subject to such internal accounting procedures as may be established from time to time by the CEO.

Section 5.03. The fiscal year of the Authority shall be from January 1 to December 31 of each year. [Sec. 451.101]

Section 5.04. The Authority's seal shall be circular and shall have inscribed in the outer circle the name of the Authority, and shall have inscribed in the inner circle such design as may be approved by the Board. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise placed on instruments of the Authority. [Sec. 451.101]

Section 5.05. The Directors of the Authority shall never be personally liable for the debts, liabilities or obligations of the Authority.

Section 5.06. (a) The Authority shall indemnify and save harmless each present and former member of the Board of Directors against all claims, liabilities, losses and expenses, excluding any punitive damages, in connection with any cause of action or claim asserted against him or her arising from or connected in any way with his or her membership on the Board of Directors of the Authority, provided that the acts or omissions resulting in such liability were done in good faith. Whether the acts or omissions were done in good faith and arose from or were connected in any way with his or her membership on the Board of Directors shall be determined by a majority of the Board of the Authority, and such determination shall be final for the purposes of the indemnity and representation provided in this Section. In the event such indemnity and representation have been denied by the Authority, if upon a trial on the merits it is determined that the Director was acting in good faith and the acts or omissions arose from or were connected with his or her membership on the Board, the indemnification hereunder shall be granted and the reasonable expenses incurred in the defense of the claim be reimbursed.

(b) The Authority shall have the right and duty in any such action to provide legal representation through counsel of its choosing, and such legal representation shall be provided at no cost to the Director. The Director may have his or her own counsel assist in the defense at the sole expense of the Director. In any event, the indemnity and representation provided in this Section shall apply only when the Authority has been given notice of the action brought against the Director within ten (10) days of service of process upon the Director. During the pendency of the proceedings, the Director shall cooperate fully with the Authority in the preparation and presentation of the case.

(c) The Authority shall not be liable for the settlement of any such claim or suit effected without its consent, and the Authority reserves the right to assert any defense and make any settlement of any claim or suit that it deems expedient. Nothing in this Section shall be construed as waiving the Authority's defenses of governmental immunity or its rights or limitations of liability under the Texas Tort Claims Act.

(d) The indemnity and representation provided by this Section shall also extend to any claims, taxes, penalties or fines which may be assessed against a Director with respect to service for an employee benefit plan if the Director's acts or omissions were undertaken in good faith. In no event, however, shall the indemnity and representation provided hereby require the Authority to indemnify or represent any Director for actions or recoveries made against him or her in suits by or on behalf of the Authority.

Section 5.07. The Board of Directors may require the Chair, Vice Chair, Secretary, any Assistant Secretary, and the CEO to give the Authority bonds in such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their offices and for the restoration to the Authority, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Authority. The costs and expenses associated with any such bonds or sureties shall be paid by the Authority.

Article VI - Rules of Procedure

Section 6.01. The Board of Directors hereby adopts Robert's Rules of Order, Newly Revised (1981 edition) as the general rules of procedure and decorum for Board meetings. Said Rules are adopted as guidelines for meetings of the Board of Directors, and no action of the Board shall be deemed invalid due to the failure to follow any particular formality or procedure. The Rules may be invoked at any time at a meeting in order to facilitate discussion and action on a particular matter upon notice by the Chair or a point of order by any Director. [Sec. 451.517]

Article VII - Amendments

Section 7.01. These bylaws may be altered, changed or amended at any meeting of the Board of Directors at which a quorum is present, provided that written notice of the proposed alteration, change or amendment was contained in the notice of such meeting, by the affirmative vote of a majority of the Directors. [Sec. 451.517]