

BYLAWS OF THE ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended June 15, 2017

The following Bylaws are adopted by the Board of Directors of the Ann Arbor Area Transportation Authority Board (hereinafter referred to as the Board) pursuant to Article IV, Section 4 of the Articles of Incorporation of said Authority (hereinafter referred to as the Articles) as adopted by the Ann Arbor City Council, which Articles shall be made available together with these Bylaws:

ARTICLE I

Board Memberships

Section 1.

The members of the Board shall be those individuals appointed by the Mayor of the City of Ann Arbor, with the concurrence of Ann Arbor City Council; the Mayor of the City of Ypsilanti, with the concurrence of Ypsilanti City Council; and the Charter Township of Ypsilanti Supervisor, with the concurrence of the Charter Township of Ypsilanti Board of Trustees, pursuant to the Articles.

Section 2.

The term of office of a Board member shall be five years other than for members of the Ann Arbor Area Transportation Authority Board as of June 15, 2013, who shall serve for the remainder of their terms, as provided by the Articles.

Section 3.

Members of the Board may be removed only by majority vote of that representative's jurisdiction's governing body. In the case of Ann Arbor representatives this would be the Ann Arbor City Council; in the case of an Ypsilanti representative, this would be Ypsilanti City Council; and in the case of a Charter Township of Ypsilanti representative, this would be the Charter Township of Ypsilanti Board of Trustees.

Section 4.

The Board may appoint ex-officio members of the Board for specified terms, as it may deem appropriate. Ex-officio members may be removed or replaced at any time by six affirmative votes of the Board.

ARTICLE II

Board Officers

Section 1.

The Board shall elect from its membership a chair, a secretary, and a treasurer.

Section 2.

Nominations shall be made from the floor, with one office to be filled at a time by secret ballot. Officers shall be elected in September to take office October 1 for a one-year term.

Section 3.

If an office becomes vacant, the Board shall fill said office by election from its membership.

Section 4.

Any officer may be removed from office by a vote of six Board members, provided that notice of such removal proceedings be given to the Board members not less than four days prior to the meeting at which removal is to be considered.

ARTICLE III

Board Officers

Section 1.

The duties of the Chair, Secretary, and Treasurer shall be as provided in the Articles, with additional duties as specified in these Bylaws.

Section 2.

In the absence of any officer, or for any other reason the Board may deem sufficient, the Board may delegate, for a specified time, any or all powers or duties of an officer to any other Board member.

Section 3.

No officer shall have the authority to bind the Board to any contract or obligation without the consent of the Board by resolution, provided, however, that the Board may designate general classes of obligations which may be assumed by an officer or officers on the Authority's behalf without further Board approval.

Section 4.

It shall be the responsibility of the Chair to notify Board members of regular meeting agendas, as provided in Article IV, Section 7.

ARTICLE IV

Board Meetings

Section 1.

The Board shall meet in public session generally once each month. The Board shall set the time of Board meetings at such time as the budget is passed for the fiscal year.

Section 2.

All meetings of the Board shall be public, provided, however, that the Board may determine by a majority vote of the Board (or a higher number, if provided by law) to consider in executive session those matters allowed under the applicable laws of the State of Michigan.

Section 3.

Special meetings for any purpose or purposes may be called by the Chair. In addition, a special meeting shall be called by the Chair or the Secretary at the written request of two Board members. Such requests shall state the purpose or purposes of the special meeting.

Section 4.

Notice of a special meeting stating the time, place, and agenda shall be provided to all Board members at least eighteen hours prior to such meeting. Notice is the duty of the officer calling the meeting.

Section 5.

Six members of the Board, or a majority of the Board duly appointed and confirmed, constitute a quorum.

Section 6.

Resolutions of the Board to adopt or amend the annual budget and service plan, hire or terminate the Chief Executive Officer, adopt a labor contract, approve a financial transaction in excess of five percent of the annual budget, amend the Bylaws or challenge a member's right to vote under Section 12, shall require at least six affirmative votes for passage. All other resolutions may be adopted by a majority vote of board members present, provided a quorum is present.

Section 7.

A specific agenda, prepared by the Chair, shall be furnished to Board members, at least four days prior to regular meetings, and shall be posted at Ann Arbor Area Transportation Authority offices, the Ann Arbor Downtown Facility, Ann Arbor City Hall, the Washtenaw County Building, Ypsilanti City Hall, Ypsilanti Township offices and elsewhere, as required by law, no less than eighteen hours prior to regular meetings. Any member of the Board may put an item on the agenda by contacting the Chair. This shall not prohibit the addition of items to the agenda at the time of the meeting by the affirmative vote of a majority of the members present. Failure to comply with the requirements of this Section shall not invalidate action of the Board.

Section 8.

By resolution of the Board, a member of the audience shall be permitted to address the Board at a time other than during Public Time or Public Hearing; provided, however, that unless otherwise approved by resolution of a majority of the Board members present, no member of the audience may address the Board more than once during each Public Time and once during any public hearing, nor address the Board for longer than three minutes (the time can be extended by the Chair) during any presentation.

Section 9.

Public hearings shall be held on any item when so determined by resolution of the Board or when legally required.

Section 10.

The vote of all questions coming before the Board shall be by voice vote with the Chair announcing the results. Any Board member may call for a roll call vote on any question. In such case the roll call vote will be taken and recorded in the minutes.

Section 11.

Each member present shall cast a yea or nay vote on each resolution voted upon by the Board, except that each member is obligated to refrain from voting, or otherwise influencing the debate or vote upon, a matter in which the member shall have a personal financial interest beyond that of general public interest, or a matter involving his or her own conduct. If a member's right to vote is challenged, it shall be in the form of a resolution directing the member to abstain from voting on a particular pending motion. Such a resolution shall require a simple majority of affirmative votes of voting Board members for adoption.

Section 12.

Roberts' Rules of Order shall govern in all applicable cases, provided said rules are not in conflict with these Bylaws, the Articles of Incorporation, or laws of the State of Michigan.

ARTICLE V

Committees

Section 1. Governance Committee. There shall be a Governance Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any governing committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board- Chief Executive Officer partnership; and for carrying out other duties as prescribed for it in the Bylaws and by Board resolution.

The Governance Committee shall consist of the Board Chair (who shall chair the Governance Committee), the chairs of the other Board governing committees, and the Chief Executive Officer.

Section 2. Board Governing Committees. The Board of Directors may establish governing committees that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such governing committees shall be recommended by the Board's Governance Committee and shall be established by passage of a resolution by a simple majority of the Board of Directors. Board governing committees shall consist only of Board members, and the Board Chair shall appoint governing committee chairs and assign Board members to the governing committees. A Board governing committee may not exercise the powers of the Board with respect to management of the affairs of AAATA, and can take action on behalf of the full Board only as explicitly authorized by the Board of Directors by formal resolution in advance.

ARTICLE VI

Indemnification

Section 1.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason or the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise; against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Authority and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise agent expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Authority unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court deem proper.

Section 3.

- (a) Unless otherwise provided by law or its Articles of Incorporation or Bylaws, to the extent that a board member, officer, or agent of Authority has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of Article VI or in defense of any claim, issue, or matter therein, the successful party shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.
- (b) Any indemnification under Section 1 or 2 of Article VI (unless ordered by a court) shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the board member, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 and 2 of Article VI. Such determination shall be made in either of the following ways:
 - (i) By the board by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.
 - (ii) If such quorum is not obtainable, or, even is obtainable, a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.

Section 4.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 of Article VI may be paid by the Authority in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 3 (b) of Article VI upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 5.

A provision made to indemnify board members or officers in any action, suit, or proceeding referred to in Section 1 or 2 of Article VI, whether contained in the Articles of Incorporation, the Bylaws, a board resolution, an agreement or otherwise, shall be invalid only insofar as it is in conflict with Sections 1 through 5 of this Article. Nothing contained in Sections 1 or 5 of this Article shall affect any rights to indemnification to which persons other than board members and officers may be entitled by contract or otherwise by law. The indemnification provided in Sections 1 through 5 of this Article continues as to a

person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6.

The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity arising out of the person's status as such, whether or not the Authority would have power to indemnify the person against such liability under Sections 1 through 5 of this Article.

ARTICLE VII

Amendment of Bylaws

Section 1.

These Bylaws may be amended by resolution, provided that notice of proposed changes and a written copy thereof shall be given to the Board no less than one week in advance, those requirements of notice and provision of written copy may be waived by affirmative vote of seven Board members for immediate adoption of specific Bylaw amendment.