
DENTON COUNTY TRANSPORTATION

AUTHORITY BYLAWS

Adopted January 3, 2002
(rev. February 13, 2004 and October 26, 2006, September 27, 2007)

DENTON COUNTY TRANSPORTATION AUTHORITY BYLAWS

ARTICLE I NAME

Section 1. Name. The name of the authority shall be the Denton County Transportation Authority ("Authority").

Section 2. Authorization. These Bylaws are adopted pursuant to authority granted in Section 460.204(c)(2) of the Tex. Transportation Code ("Code"). In the event of any conflict between these Bylaws and the Code or other applicable laws of the State of Texas, such laws shall be controlling. In the event any provision of these Bylaws shall be determined to be invalid, the remainder of these Bylaws shall nevertheless remain in force and effect.

Section 3. Definitions.

(a) Board Member. Includes appointed or elected members of the Board of Directors, as well as alternate board members serving in the absence of appointed board members.

(b) Capital Asset. Land, a fixture attached to land, or an item of personal property that meets all of the following criteria: (1) the cost of acquisition or the cost of improvement of such property exceeds \$5,000; (2) the expected useful life of the property when acquired is more than 1 year or the extension of the useful life of the property as a result of the improvement is more than 1 year; (3) the property retains its original shape and appearance with use; and (4) the property is nonexpendable (meaning that if the property is damaged or some of its constituent parts are lost or worn out, it is usually more economical to repair the property than to replace it with an entirely new unit).

(c) Capital Expenditure. An expenditure made to acquire or improve one or more Capital Assets.

ARTICLE II OFFICES

Section 1. Principal Office. The principal office of the Authority shall be in Denton County, Texas.

Section 2. Additional Offices. Authority also may have offices at such other places as the Authority from time to time may determine or as the activities of Authority may require.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The responsibility for the management operation and control of the Authority and its properties is vested in the Board of Directors. [460.401].

Section 2. Number and Composition. The Board of Directors is composed of:

- (a) One member appointed by the governing body of each municipality with a population of 17,000 or more that is located in the county;
- (b) Three members appointed by the Commissioner's Court two of whom must reside in the unincorporated area of the county; and
- (c) Three members to be designated by the remaining municipalities with a population of more than 500 but less than 17,000 located in the Denton County. These three members will be selected according to provisions of the code [460.054(c)].
- (d) A City with a population of 17,000 or more located in Denton County, may appoint a member to the Board of Directors and may also provide for the appointment of one or more alternates to serve in the absence of the appointed member. Alternates may attend Board and committee meetings but shall not vote on any matter before the Board or committee or participate in any discussion in matters before the Board or a committee except when serving in place of the regular Board member [460.054(b)(1)].

Section 3. Eligibility.

- (a) To be eligible for appointment, a person must have professional experience in the field of transportation, business, government, engineering or law and reside within the territory of the Authority. [460.202].
- (b) Three consecutive unexcused absences of a Director at a noticed Board of Directors meeting or the death, resignation or inability to serve shall create a vacancy.

Section 4. Vacancy. A vacancy on the Board of Directors is filled in the same manner as the original appointment to the Board of Directors. [460.201(c)].

Section 5. Terms.

- (a) Each member of the Board of Directors serves a term of two years, unless the member is filling a position which was vacated prior to the expiration of the two-year term, in which case the new member will complete the remainder of the initial two-year term. [460.201b(c)].
- (b) To provide continuity for the governing body of the Authority, up to one-half of the initial directors of the Authority shall have a one year term.

Section 6. Meetings. The Board of Directors shall hold at least one regular meeting each month. [460.055(c)]. Special meetings of the Authority may be called by the Chair or Vice-Chair as necessary. [460.204(b)].

Section 7. Quorum. Five members constitute a quorum for purpose of conducting business. [460.205(a)].

Section 8. Notice. All meetings of the Authority and its committees shall be in compliance with Texas Open Meetings Act. [460.102(a)(1)].

Section 9. Committees

(a) The Chair may appoint such committees as from time to time may be deemed necessary and appropriate. The committee shall not have any power or authority to act on behalf of the Denton County Transportation Authority. The Chair will designate the chair of each committee, which will be comprised of at least three Board of Directors members, and will serve as an ex officio member of each committee.

(b) The majority of the members of the committee shall constitute a quorum. If a quorum is not present, committee members may meet to discuss issues and receive information, but no official action can be taken. The committee shall report its discussions or actions, subsequent to its meeting, to the next Board of Directors meeting. [460.401].

Section 10. Voting.

(a) An action of the Authority requires an affirmative vote of five Directors present and voting, except for a vote pursuant to paragraph (b) of this section. [460.205(b)].

(b) An affirmative vote of five Directors, present and voting, and two-thirds (2/3) vote of Directors representing cities that have voted to authorize a transit sales and use tax, are required for:

- (1) a capital expenditure;
- (2) operating or maintenance expenditure for a capital asset;
- (3) material change of the service plan; or
- (4) amendment of the bylaws.

Section 11. Procedure of Meetings. Notice of all meetings and hearings of Authority shall be given, and such meetings and hearings shall be held and conducted in accordance with the following order: applicable law, these Bylaws, the Board of Directors Rules of Procedure and Robert's Rules of Order, newly revised, to the extent not in conflict. The General Counsel of the Authority shall serve as parliamentarian to the Authority.

Section 12. Conflicts of Interest. Members of the Board of Directors and officers and employees of the Authority are subject to Chapter 171 Local Government Code. [460.203].

Section 13. Population Changes.

(a) At least annually but before any vote authorizing confirmation of the Authority or imposition of a sales and use tax, the Authority shall determine if any municipality located in the county that has not appointed a member to the Board of Directors as provided by Section 460.054(b)(1) of the Code, has grown to a population of 17,000 or more.

(b) A determination of population growth to 17,000 or more will be documented by "Annual Population Estimates" for municipalities located in Denton County published by North Central Texas Council of Governments. The population of the municipality submitted to the Authority for approval may be challenged by a member of the Board of Directors.

(c) The Board of Directors may certify: (i) that a municipality has a current population of 17,000 or more; and (ii) does not have a member appointed to the governing body as provided by Section 460.054(b)(1). Subsequent to the certification vote, a municipality so certified may forthwith appoint one member to the Board of Directors as provided by the Code.

ARTICLE IV OFFICERS

Section 1. Election. The Board of Directors shall elect four of its members to serve as the Chair, Vice-Chair, Treasurer, and Secretary. [460.055(a)].

Section 2. Chair. The Chair shall preside at all regular and special meetings of the Authority.

Section 3. Vice-Chair. The Vice-Chair shall preside at any meeting of the Authority on the request of the Chair, or at which the Authority Chair is absent.

Section 4. Treasurer. The Treasurer shall work with the Chief Financial Officer in preparing the budget and supervising the annual audit.

Section 5. Secretary. The Secretary shall review the minutes of all Board proceedings, make any necessary revisions, and attest to the accuracy of the minutes.

Section 6. Term. The officers of the Authority shall be elected from among the members of the Board of Directors and shall hold office for one (1) year. The first term shall begin in January 2002.

**ARTICLE V
BUDGET AND FINANCE**

Section 1. Fiscal Year. The Fiscal Year of the Authority shall end on September 30 of each year.

Section 2. Annual Budget. The Authority shall prepare an Annual Budget. [460.403].

Section 3. Audit. The Authority shall have an annual audit of the affairs of the Authority prepared by an independent certified public accountant. Any deficiencies noted in the audit report shall be addressed at a regular meeting of the Authority and addressed on the record [460.402].

**ARTICLE VI
RULES, POLICIES AND PROCEDURES**

The Board of Directors shall adopt and provide for the enforcement of rules, policies or procedures in connection with its management, operation and control of the Authority. [460.401].

**ARTICLE VII
INDEMNIFICATION**

The Denton County Transportation Authority shall indemnify any member of the Board of Directors involved in any litigation including any civil, criminal or administrative action suit or proceeding, for reason of such member's alleged negligence or misconduct in the performance of his or her duties as an Board of Directors Member to the extent funds are lawfully available and subject to any other limitations that exist by law against liability, and reasonable expenses, including attorneys' fees, actually and necessarily incurred, except where it is adjudged that such Board of Directors member acted with gross negligence or willful misconduct in the performance of their duties.

**ARTICLE VIII
AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted pursuant to Article III, § 10(b) at any regular, properly posted meeting of the Authority, or any properly posted special meeting of the Authority, at which a quorum is present; provided that prior to consideration and vote by the Authority, any proposed revisions to the Bylaws may be reviewed and commented on by the Board of Directors and shall be provided in writing to all Authority Board of Directors members at least two weeks prior to action on the amendments.