

## **BY-LAWS FOR THE EXPANDED ESTUARY TRANSIT DISTRICT**

**April 7, 2022**

### **Article I -- Name**

The name of this organization shall be the Estuary Transit District ("ETD" or "Transit District") which includes as its members the municipalities of Chester, Clinton, Deep River, Durham, Essex, Killingworth, Lyme, Middlefield, Middletown, Old Lyme, Old Saybrook, and Westbrook, and any other municipalities that join the Transit District pursuant to Article III.

### **Article II -- Authorization and Statement of Purpose**

- A. Authorization: The Transit District is established according to the provisions of Chapter 103a of the Connecticut General Statutes.
- B. Purpose: The purpose of the Transit District is to administer and operate public transportation services for the region so as to improve the mobility of residents, offer alternatives to privately owned vehicles, provide connectivity to other transit services in Connecticut, and promote sustainability and energy conservation.

### **Article III -- Membership**

- A. Joining the District: Pursuant to Chapter 103a of the Connecticut General Statutes, any municipality may join the Transit District if its legislative body votes to do so and if the request for membership is approved by a vote of the ETD Board of Directors as provided for in Article V.
- B. Withdrawal of a Member Municipality: In accordance with the provisions of Subsection 7-237b(f) of the Connecticut General Statutes, any member municipality may withdraw from the Transit District if its legislative body officially votes to do so. In such event, the Board of Directors shall determine the share of the Transit District's expenses and obligations remaining due from the municipality, if any. The municipality shall pay or secure such amount to the Transit District before the withdrawal shall become effective.
- C. Removal: Any member municipality that fails to meet its obligations to the Transit District may be removed from membership by vote of the Board of Directors as provided in Article VIII.

- D. **Member Municipality Dues:** The amount of dues to be rendered to the Transit District by each member municipality shall be voted annually by the Board of Directors prior to December 31 each year.

#### **Article IV -- Board of Directors**

- A. The affairs of the Transit District shall be managed by a Board of Directors appointed in accordance with the provisions of Section 7-273c of the General Statutes of Connecticut, as amended, and who shall serve in accordance with the provisions of said statute.
- B. **Appointments:** In accordance with the provisions of Section 7-273c of the General Statutes of Connecticut, as amended, each member municipality of the Transit District shall appoint its Director(s).
- C. **Term:** Directors shall be appointed to a term of four years. At the end of their term, a Director shall be reappointed to a subsequent four-year term by his/her member municipality, or replaced. From member municipalities having more than one Director, one-half of those first appointed shall serve for two years and one-half for four years; following such first appointment, Directors shall serve four-year terms.
- D. **Vacancies:** If a vacancy occurs on the Board of Directors, the respective municipality shall appoint a new Director to fill the unexpired portion of the term in accordance with the provisions of Section 7-273c of the General Statute of Connecticut, as amended.
- E. **Rules and Regulations:** The Directors shall in all cases act as a Board, regularly convened, and they may adopt such rules, policies, and regulations for the conduct of their meetings and the management of the Transit District as they deem proper. The rules, policies, and regulations shall be consistent with these by-laws and the laws of the State of Connecticut.
- F. **Powers and Duties:** The Board of Directors shall have all the powers and duties necessary or appropriate for the plenary administration of the affairs of the Transit District.

#### **Article V – Officers**

- A. The Directors shall elect Officers from among their numbers and such Officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer.
- B. Officers shall be elected at the Annual Meeting of the Transit District.

- C. Nominations: Nominations for all Officers shall be made from the floor and/or at the Annual Meeting and/or via the appropriate committee.
- D. Election and Term of Office: Officers shall be elected by a vote of the Board of Directors as Provided in Article VIII. The term of office shall be until the next Annual Meeting. Officers may be re-elected to subsequent annual terms without limit.
- E. Vacancies: Should any of the Officer positions become vacant, such vacancy shall be filled until the next Annual Meeting by a vote of the Board of Directors as provided in Article VIII. The term of office shall be until the next Annual Meeting.
- F. Duties of the Officers shall be as follows:
  - 1. Chair: The Chair shall preside at all meetings of the Board of Directors at which the Chair is present. When so authorized by the Board of Directors, the Chair shall sign contracts and other official documents in the name of the Transit District. During the absence or the inability of the Treasurer to act, the Chair shall assume the powers and duties of the Treasurer.
  - 2. Vice Chair: In the absence of the Chair, or in the event the chair is unable to carry out the responsibilities of the office, the Vice Chair shall assume the powers and duties of the Chair.
  - 3. Secretary: The Secretary shall keep the records of the Transit District in appropriate books in the Transit District's office. The Secretary shall cause to be given and served all notices of the Transit District, shall be the custodian of all records and seals, and shall affix the seal of the Transit District when authorized and required. Minutes shall be taken at all meetings of the Board of Director, and the Secretary shall ensure that approved minutes are retained. In the absence or inability to act on the part of both the Chair and Vice Chair, the Secretary shall assume the powers and duties of the Chair and shall perform such other duties as may be required from time to time.
  - 4. Treasurer: The Treasurer shall have the care and custody, and be responsible for, the funds and securities of the Transit District, subject to the direction of the Board of Directors. Along with the Executive Director, the Treasurer shall receive all funds and sign, make, and endorse in the name of the Transit District, all drafts, warrants, and orders for the payment of money, and pay out and dispose

of same and receive receipt thereof, under the direction of the Chair and the Board of Directors. The Treasurer shall make a full and complete financial report whenever requested by the Board of Directors.

- G. Removal: An Officer may be removed from office for cause by a vote of the Board of Directors, as provided in Article VIII. The definition of “for cause” shall be defined by a vote of the Board of Directors as provided for in Article VIII or as otherwise established in a policy approved by a vote of the Board of Directors as provided in Article VIII.

#### **Article VI – Staff**

- A. Executive Director: The Board of Directors shall employ an Executive Director who shall have general charge and direction of the business of the Transit District. The Board of Directors shall determine the compensation, qualifications, and duties and responsibilities of the Executive Director. The Executive Director may be hired directly by the Board of Directors or provided under a management services contract.
- B. The Executive Director shall hire, discharge, manage, and fix the compensation of all employees and agents of the Transit District, subject to approval by the Board of Directors.
- C. Reimbursement of expenses incurred by the Executive Director or other staff of the Transit District shall be subject to approval by the Board of Directors, consistent with the Transit District’s established policy.

#### **Article VII – Meetings**

- A. Regular Meetings: Pursuant to Chapter 103a of the Connecticut General Statute, as amended, the Board of Directors shall meet at regular intervals, but in no event fewer than four times a year.
- B. Special Meetings: The Chair or any three Directors may call a Special Meeting of the Board of Directors by giving written notice of the date, time, place, and purpose of the meeting to each Director and the Clerk of each member municipality at least 24 hours in advance of the meeting.
- C. Annual Meeting: The Annual Meeting of the Transit District shall be the first regular meeting held after July 1 of each year.

- D. **Participation by Telephone or Other Electronic Means:** Directors of the Board may participate in a regular or special meeting by telephone, videoconference, or other remote electronic means by which all persons participating can hear one another. Participation in this manner shall constitute presence in person at such meeting and shall count towards a quorum.
- E. **Meeting Notices:** The dates, times, and location of the Annual Meeting and all regular meetings shall be filed with the Clerk of each member municipality and with the Secretary of State no later than January 31 each year in accordance with Chapter 14, Section 1-235b of the Connecticut General Statutes, as amended. Notice of meetings may be sent to Directors by regular mail, electronic mail, or such other method as may be established by a vote of the Board of Directors in accordance with Article V.

### **Article VIII -- Quorum and Voting**

- A. A quorum must be present at any regular or special meeting of the Board of Directors in order to conduct business and approve motions. In the absence of a quorum, the Directors may discuss issues but cannot take action for the Transit District.
- B. Consistent with the provisions of Section 7-273c of the Connecticut General Statutes, each member municipality shall be entitled to a number of votes equal to the population they represent (rounded to the nearest one hundred) divided by the smallest population of a member municipality (rounded to the nearest hundred). The populations used for determining such proportionate (“weighted”) voting strength shall be adjusted once every ten years using the most recently published Census data available from the U.S. Census Bureau.
- C. A quorum shall exist when of both of the following conditions exist:
  1. Directors are present representing at least two-thirds of the total number of member municipalities, less the number of any member municipalities whose Director position(s) is(are) completely vacant. The two-thirds calculation shall be rounded to the nearest whole number. By way of example, if a member municipality has one or more Directors, the presence of any one Director shall count towards the quorum for purposes of this subsection. It is the intent of this section that at least two-thirds of the member municipalities has a Director present for a quorum to exist; and
  2. Directors are present with a majority of the total weighted vote for all member municipalities, less the weighted vote for any vacant Director position. It is the intent of this subsection that a minimum number of Directors representing a majority of the total weighted vote is present for a quorum to exist.

- D. All motions that come before a regular or special meeting of the Board of Directors, assuming a quorum is present, shall be approved if:
  1. Directors representing a majority of the member municipalities present vote yes, and
  2. The weighted votes of Directors voting yes represent a majority of the total weighted votes of Directors present. It is the intent of this section that both a majority of the member municipalities and a majority of the total weighted vote of Directors present is needed to approve any measure.

#### **Article IX -- Committees**

- A. The Board of Directors may establish such standing committees, and ad hoc and special committees, from time to time as it sees fit.
- B. Committee members shall be appointed by the Chair, and may include Directors, Transit District staff, and others. The Chair may appoint himself/herself to be a committee member, but otherwise the Chair is ex officio on all other committees. Attendance by the Chair shall not count towards a quorum for committee meetings of which he/she is not a member. A majority of Board members shall not be appointed to a given committee at any one time.
- C. A majority of the members of a committee shall constitute a quorum. A simple majority of the committee members present (assuming a quorum) is required to pass motions.
- D. Committee members shall elect a Chair, and committee meetings shall be at the call of the chair.
- E. Committees shall consider relevant issues, and report to and recommend actions for the Board of Directors. Committees shall not act as or for the Board of Directors.

#### **Article X – Compensation/Conflicts of Interest**

- A. No Compensation: No compensation shall be paid to directors or officers for their service to the Transit District, or pursuant to any other contractual relationship.
- B. Reimbursement: No Director or Officer shall be reimbursed for any expenses unless such expenses were incurred on behalf of the Transit District and such Director or Officer incurred such expense with the express authority and approval of the Board of Directors or in accordance with any reimbursement policy adopted by a vote of the Board of Directors as provided in Article VIII.

- C. **Conflicts of Interest:** No Director or Officer of the Transit District shall have any financial interest in the Transit District's affairs. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or a vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Transit District to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

#### **Article XI – Fiscal Management**

- A. **Fiscal Year:** The fiscal year of the Transit District shall begin on the first day of July of each year and end as of June 30.
- B. **Auditing Procedures:** Books and accounts of the Transit District shall be kept under the direction of the Treasurer in accordance with standard accounting procedures, the laws of the State of Connecticut, and any agreements entered into with the member municipalities, the State of Connecticut, the Federal Government, or other funders. There shall be an annual audit performed by an independent Certified Public Accountant appointed by the Board of Directors.
- C. **Signatories:** All notes, mortgages, deeds, leases, and contracts shall be executed on behalf of the Transit District by the Chair when so authorized by the Board of Directors. All checks executed on behalf of the Transit District shall be signed by two of the following officials: Chair, Treasurer, and Executive Director

#### **Article XII – Indemnification**

ETD may, to the fullest extent now or hereafter permitted by law, indemnify any Board Member or Officer made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or interstate, was a Director of ETD, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or where the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Board of Directors may establish by a vote of the Board of Directors as provided in Article V further policies and procedures concerning eligibility and the process for receipt of indemnification.

**Article XIII – Amendments to By-Laws**

- A. These by-laws may be amended at any regular or special meeting upon a vote by the Board of Directors in accordance with Article VIII. A complete text of the proposed amendment or amendments shall be provided to Board members with the call of the meeting either by mail or email. Amendments shall become effective immediately upon adoption.
  
- B. Notwithstanding the provision in Section A of this Article, 18 months from the date these by-laws are first adopted the Board of Directors will review the by-laws in their entirety and vote either to retain the current by-laws or amend them.

Adopted: 8 April 2022

Secretary: T. Glowack