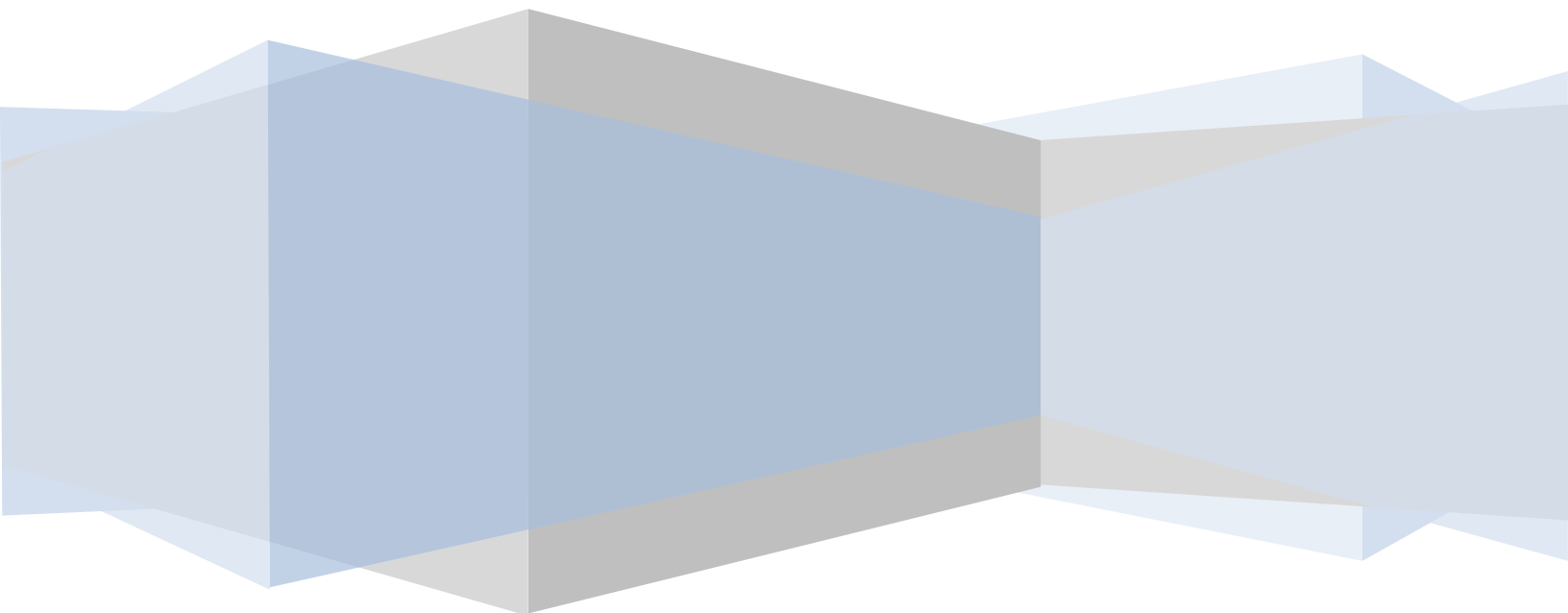




**Southwest Area Regional Transit District**

# **BOARD OF DIRECTORS BY-LAWS**

**Adopted by the Board of Directors – June 5,  
2012**



# Southwest Area Regional Transit District By-Laws

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## **ARTICLE I – NAME AND PURPOSE OF ORGANIZATION**

### **Section 1. Name**

1.1 The name of this organization shall be Southwest Area Regional Transit District (Hereinafter referred to as SWART), a local governmental body and political subdivision existing under Chapters 458 of the Transportation Code of the State of Texas.

### **Section 2. Purpose**

2.1 The purpose of SWART is to assist rural communities within its service area by providing and coordinating public and specialized transportation services and related support services for area residents. The service area of SWART shall be the Counties of Dimmit, Edwards, Kinney, La Salle, Maverick, Real, Uvalde, and Zavala, Texas. In addition to the above service area, the District shall serve as Transportation Service Area Provider for the Medical Transportation program for Dimmit, Edwards, Kinney, La Salle, Maverick, Real, Uvalde, and Zavala, Texas.

### **Section 3. Membership**

3.1 The membership of the Board of Directors of this Transit District will be eight total members. One elected official or their representative from each of the eight county service area Pursuant to Sec. 458.006 of the Transportation Code, the governing body of the district consists of elected officers who are selected by and serve at the pleasure of the governing bodies of the

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component municipalities in the district and the commissioners court of each county in the district.

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## **ARTICLE II – OFFICES**

The registered and principal office of SWART shall be maintained at 713 East Main Street, Uvalde, Texas 78801. The registered agent at such address is the General Manager.

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## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. General Powers**

- 1.1 The district powers, property, funds, and affairs of SWART, except as may be otherwise provided by law or the by-laws shall be vested in, exercised, and controlled by the Board of Directors (hereinafter referred to as the Board).
- 1.2 The Board shall have the authority and responsibility to establish policies, rules, and procedures for Board functions, and to establish major organizational, personnel, fiscal, and programmatic policies, subject to Federal, State, and local government and funding entities rules and regulations, and to ensure compliance with such established policies.
- 1.3 The Board shall have the authority and responsibility for final approval of all program plans, priorities, proposals, and budgets, and the responsibility of monitoring and evaluating programs to ensure compliance with such plans, priorities, proposals, and budgets.
- 1.4 The Board shall have the authority to accept grants and contributions from and to contract with Federal, State, and local entities, and receive and administer funds pursuant to the requirements of those entities, to delegate such contractual authority to the General Manager, and to transfer such funds and delegate program administrative powers to other agencies, subject to funding entities rules and regulations.
- 1.5 The Board shall have final responsibility to assure and enforce compliance with all grant and contract conditions and requirements.

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1.6 The Board shall have the authority and responsibility to establish and elect officers of the Board, select members of the Executive Committee, and appoint the General Manager of the organization.

## **Section 2. Composition, Election, and Tenure**

2.1 The affairs of SWART shall be managed and administered by a Board of Directors, Henceforth known as the “Board”.

2.2 The selection of the membership of the Board shall, as practically as possible, reflect a cross section of the geographical service area of SWART as defined as: Dimmit, Edwards, Kinney, La Salle, Maverick, Real, Uvalde, and Zavala, Texas..

2.3 Composition of the SWART Board of Directors will eight.

Pursuant to Sec. 458.006 of the Transportation Code, the governing body of the district consists of elected officers who are selected by and serve at the pleasure of the governing bodies of the component municipalities in the district and the commissioner’s court of each county in the district.

1.1 A vacancy occurring on the Board, for any reason, shall be filled for the unexpired term only, by the same authority, which elected or appointed the person no longer serving in the vacant position. There are no restrictions on terms of the Board service by eligible public officials of their representatives. Public officials or their representatives may be removed from the Board only by the designating officials. The Board can petition the designating officials to

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remove public officials for whatever cause, including absenteeism (unexcused absence for three meetings consecutively).

“Cause” shall include:

- (A) Any Board member who later becomes an officer or employee of any organization contracting to perform a component of SWART’s work program...shall be removable (including public officials, if according to removable procedure of public officials):
- (B) Any Board member who works to destroy one or more of the objectives of purpose of the Board by repeated social contacts, by communication to the media, or by disruption of Board meetings and procedures...shall be removable, (including public officials if according to removal procedures):
- (C) Any updating or revision of “cause” expressed by an appropriate vote of the Board from the work of the By-Laws committee prior.

### **Section 3. Meetings**

3.1 Regular meeting of the Board shall be held on the third (3rd) Wednesday of every other month, if not a legal holiday, and if a legal holiday then on another day specified by the Board, except it must be within 10 weeks of the last previous meeting. Meetings will be held in October, December, February, April, June, and August.

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- 3.2 The Chairperson may call special meetings of the Board by giving five (5) days written notice of the time, place, and purpose of the meeting.
- 3.3 The Board may vote to cancel any regular meeting. However, the Board may not cancel two meetings in succession.
- 3.4 Notice of regular meetings, agenda, and minutes of the previous meeting shall be given by mail so as to be received by each board member at least (5 days prior to the date of the meeting).
- 3.5 When necessary in the interest of SWART, an executive session of the Board may be held when called by the Chairperson. An executive session is a meeting attended by the Board members and those persons specifically invited by the Board. Decisions made in closed sessions must be finalized in a meeting open to the public.
- 3.6 All Board meetings are to be held at a time and place convenient to the public. Records of meetings of SWART are subject to the provisions of the Open Meetings Act. The Board shall keep written minutes of each open meeting, which shall include a record of members present and the votes on all motions.
- 3.7 No voting by proxy will be permitted at any full board meeting or at any board committee meetings.
- 3.8 The meetings of SWART shall be subject to the Open Meetings Act of 1967 as Amended (Article 6252-17c of Texas Vernon's Civil Statutes). Additionally,



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any ad hoc or advisory committee formed under the auspices of these bylaws shall be subject to the same provisions.

## **Section 4. Quorum**

1.1 A quorum shall be required for official action taken by the Board. This applies to all standing committee of the Board. A quorum is defined as being at least fifty percent (50%) of the non-vacant seats on the Board. The Board shall note in its minutes how many seats are vacant at the time of each meeting so that it will be possible to determine that the quorum has been met. (The above amendment applies to a total Board Quorum-also to a committee quorum, which requires action on the part of at least one-half the membership of the committee. Considered amenable to say one-half the non-vacant committee seats.)

## **Section 5. Compensation**

Directors of SWART shall not receive any salary for their service as Directors, but by resolution of the Board, expense of attendance of Board meetings may be allowed for attendance at each meeting (regular or special).

## **Section 6. Conflict of Interest**

6.1 No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of SWART's programs.

6.2 No employee of SWART or of the Texas Department of Transportation may serve on the Board, and no other Federal employee may serve on the Board

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in a capacity which will require him/her to act as an agent of, or attorney for,  
SWART in its dealings with any other Federal agency.

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## **ARTICLE IV – COMMITTEES**

### **Section 1. Formation and Composition**

- 1.1 Standing committees, ad hoc committees, and advisory committees as are needed to carry out the functions of the Board shall be appointed by the Chairperson each year from the membership of the Board, subject following the meeting at which officers are elected. Ad hoc committees and advisory committees may be appointed and approved at any Board meeting during the year.
- 1.2 The Board shall elect a nominating committee composed of at least three (3) persons at the June meeting. This committee shall be responsible for nominating a slate of officers for the Board of Directors, to be voted on at the meeting of the Board in August.
- 1.3 A quorum for action at any committee meeting shall be no less than one-half of the membership committee.
- 1.4 The Executive Committee made up of the three officers and one appointed Board representative (at August Meeting) may transact agency matters that are only routine and ordinary business between Board meetings, and need only report at the next meeting of the full Board. The Executive Committee shall meet when required and will be composed of the officers of SWART's Board of Directors and one additional appointed Board Member voted on at the August Board meeting. The Executive Committee may conduct crucial, out of the ordinary agency business in the event that no quorum is present at

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the regular Board of Directors meeting and action will be adopted at the next regular meeting of the full Board of Directors.

- 1.5 Any and all acts of all committees but the Executive Committee must be ratified by act of the Board. The Board, however, may reverse any particular decision of the committee or may revise the members of the committee if the Board opposes the pattern of decision-making being done by the committee.

## **Section 2. Standing Committees**

- 2.1 Personnel Committee: The Personnel Committee shall be responsible for recruiting and screening applicants for the position of General Manager. The committee, as a body, will conduct interviews of all applicants, considered qualified, and will recommend to the Board of Directors their three (3) top choices, in order of preference. At the same time, a list of all applicants interviewed will be provided to the Board. The Board of Directors will then select a General Manager from the list of applicants, by a two-thirds majority vote of those present and voting by secret ballot.

The General Manager shall be responsible for hiring of the remaining of SWART's based upon recommendations of the Assistant General Manager.

The Personnel Committee, in its function as Grievance Committee or otherwise, will also serve to hear complaints of discrimination. Informally the complainant shall initiate the complaint with complainant's immediate supervisor. The informal complaint being continued will then be brought to the Equal Opportunity Officer. As a complaint is then continued to the

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General Manager, it becomes a formal complaint. Further, the formal complaint will be corresponded to the funding agency, and from there as necessary up through the court system, even to the Supreme Court if necessary. SWART shall have a staff member appointed as the Equal Opportunity Officer (EOO). "The EOO will work as an advisor in close coordination with the Grievance Committee in said Committee's function. The function of the EOO is generally to: receive and attempt to resolve equal opportunity complaints, to provide information and advice to aggrieved persons, to assist in preparing formal complaints.

2.2 Budget Committee: The Budget Committee shall concern itself with financial affairs of SWART, reviewing budgets and financial statements and making recommendations to the Board. The Budget Committee shall provide counsel and assistance to the Treasurer and General Manager of the Organization in the proper and efficient conduct of budgeting, accounting, and auditing of SWART's funds. It shall recommend auditors to be employed by the Board.

2.3 Planning Committee: The Planning Committee shall recommend to the full Board Transit goals, objectives, projects, and strategies. The Planning Committee shall determine how the goals, as approved by the Board, can best be accomplished. They shall invite and encourage the poor to participate in the planning process through means, as the Committee may

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deem appropriate. They shall assist in the development of Transit and related services, planning documents, and funding proposals.

## **ARTICLE V – OFFICERS**

### **Section 1. Position and Tenure**

- 1.1 General: The Board shall have a Chairperson, Vice Chairperson and a Secretary/Treasurer. All officers shall be elected at the Meeting of the Board in August for one-year term to start with the next regular meeting of the Board.
- 1.2 Chairperson: The Chairperson shall preside at all meetings of the Board at which he/she is present. He/she shall be the Principal officer of the Governing Board, shall sign or assign signature of all official documents of SWART, as authorized by the Board, shall make reports to the Board, and shall perform such other duties as are incident to this office and are properly expected of him/her by the Board. The Chairperson may exercise his/her prerogative to vote, if he/she so desires.
- 1.3 Vice Chairperson: In the absence of the Chairperson or in the event of his/her death, disability, or refusal to act, the vice-chairperson shall perform the duties of the Chairperson and when so acting, shall have all of the powers of, and subject to, all of the restrictions upon the Chairperson.
- 1.4 Secretary/Treasurer: The Secretary/Treasurer will ensure that minutes of Board meetings are kept and shall ensure that they are distributed to Board members and shall assure that minutes of the organization are being

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preserved in a proper and adequate manner. The Secretary/Treasurer shall perform such other duties as are incident to his/her office, and as properly expected of him/her by the Board. They will make sure all moneys are deposited to the name of SWART, in such bank or banks, as the Board shall direct. He/she shall assure the disbursements of funds of SWART in payment of just demands or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, from time to time, as may be required, and at least annually, a statement of the financial status of SWART. He/she shall assure that the accounts of SWART are audited at least annually.

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**ARTICLE VI - GENERAL**

**Section 1. General**

- 1.1 All money of SWART shall be deposited in the name of SWART, in a bank or banks, designated by the Board.
- 1.2 All bills shall be paid by check bearing the signature of the General Manager and any of the following: Chairperson of the Board, Secretary/Treasurer of the Board, Vice- Chairperson of the Board
- 1.3 SWART shall have an audit of these accounts at least annually by a certified public accountant.
- 1.4 Every officer and employee of SWART, who shall handle funds or securities of SWART, shall be bonded at the expense of SWART in an amount required by funding agencies and by the Board.

**Section 2. Contracts**

- 2.1 Whenever SWART chooses to place the responsibility for planning, conducting, or evaluating components of its transit services with another organization, it shall formalize the relationship with that organization in a contract which states the specific responsibilities contracted and the conditions for performance.

**ARTICLE VII – SWART GENERAL MANAGER**

The SWART General Manager shall administer the policies and programs determined by the Board, in accordance with funding source regulations and requirements, and are responsible for the staff, management, and operations of



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SWART. He/she shall have authority to sign all necessary contracts, agreements, and other required documents that relate to the daily operations of SWART activities.

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**ARTICLE VIII – ADVISORY OF DIRECTORS**

- 1.1 In order to facilitate the input of the geographical service area of SWART, an Advisory Board of Directors may be created as deemed necessary by the Board.
- 1.2 Such Advisory Directors shall serve only in an advisory capacity and may attend the regular or special meetings of the Board.
- 1.3 Membership of the Advisory Board shall initially consist of at least three (3) members, and thereafter the Advisory Board may be increased in size as deemed necessary by the Board.
- 1.4 Meetings of the Advisory Board shall be at the Advisory Board's discretion.

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## **ARTICLE IX – INDEMNIFICATION OF OFFICERS AND MEMBERS**

1.1 No director or officer is liable to the SWART or any third party for monetary damages for any act or omission in such director's or officer's capacity as such except to the extent otherwise provided by law of the State of Texas. To the fullest extent possible by applicable law, the SWART shall indemnify and hold harmless any such director or officer who was, or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a director, officer, or other person related to SWART.

1.2 Without limiting the foregoing, the SWART shall indemnify any director, officer, or employee, or former director, officer, or employee of the SWART, or any person who may have served at its request, against expenses actually and necessarily incurred by him or her, and any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer or employee at the time such costs or expenses are incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The SWART may also reimburse any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a

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majority of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the SWART that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled by law or under any bylaw, board resolution, agreement, or otherwise.

- 1.3 Also, without limiting the foregoing, to the extent applicable the SWART, its directors and officer shall have immunities identical to those provided by Chapter 84 of the Civil Practice and Remedies Code. In addition, the SWART is authorized to obtain such insurance to cover liability of directors, officers, and other related to the SWART as the SWART may find to be available and practicable from time to time.

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**ARTICLE X – PARLIAMENTARY PROCEDURE**

1.1 Proceeding at Board meetings and committee meetings shall be in accordance with Robert's Rules of Order Newly Revised, when not inconsistent with the By-Laws of SWART.

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## **ARTICLE XI – AMENDMENTS TO THE BY-LAWS**

1.1 These By-Laws may be amended by an affirmative vote to two-thirds of the members present at any quorum, and provided that prior to voting on any proposed amendment, those amendments shall have been submitted in writing to each Board member at least ten (10) days prior to the meetings of the Board when a vote is to be taken on the amendments. All amendments of these By-Laws shall be promptly transmitted to appropriate funding sources if required.

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**ARTICLE XII**

**Section 1. Dissolution**

1.1 Dissolution of this District shall require  $\frac{3}{4}$  vote of the Board of Directors.

Dissolution of this District and disposition of property and other assets thereof shall be in accordance with applicable laws of the State of Texas, and pertinent requirements and regulations of applicable Federal and State funding entities.