

**TAMPA BAY AREA REGIONAL TRANSIT AUTHORITY
BYLAWS**

**ADOPTED AUGUST 25, 2017
AMENDED JUNE 22, 2018
SECOND AMENDMENT ADOPTED AUGUST 23, 2019¹
AMENDED AUGUST 6, 2021**

ARTICLE I

NAME

The name of this regional transportation authority is the Tampa Bay Area Regional Transit Authority (hereinafter referred to as “the Authority”), the body politic and corporate, and agency of the State of Florida created by Part V of Chapter 343, Florida Statutes, covering the five county area comprised of Hernando, Hillsborough, Pasco, Pinellas, and Manatee Counties.

Authority: Sections 343.90, 343.91(1)(a) and 343.92(1), F.S.

ARTICLE II

PURPOSE OF BYLAWS

The purpose of these Bylaws is to provide for the internal governance of the Authority, including the regulation of its affairs and the conduct of the Authority’s business, by reciting quorum and voting requirements for meetings, the process by which minutes and other official records shall be maintained, and the preparation and adoption of an annual budget.

ARTICLE III

MEMBERSHIP OF BOARD

The Membership of the Authority’s 13-Member Governing Board (hereinafter referred to as “the Board”) shall consist of:

1. One county commissioner from each of the boards of county commissioners of Hernando, Hillsborough, Manatee, Pasco, and Pinellas counties. Members appointed under this subparagraph shall serve 2-year terms with not more than three consecutive terms being served by any person. If a member under this subparagraph leaves elected office, a vacancy exists on the board to be filled as provided in this subparagraph within 90 days; and
2. The mayors, or the mayors’ designated alternate, of the two largest municipalities within the service area of each of the Pinellas Suncoast Transit Authority and the Hillsborough Area Regional Transit Authority, or their legislatively created successor agencies. Each mayor’s designated alternate must be an elected member of the municipality’s city council and

¹ The First Amendment to the Bylaws was not adopted by the Governing Board.

approved as the mayor's designated alternate by the municipality's city council. In the event the mayor is unable to attend a meeting, the mayor's designated alternate shall attend the meeting on the mayor's behalf and has the full right to vote. The largest municipality is that municipality with the largest population as determined by the most recent United States Decennial Census; and

3. Four members of the regional business community appointed by the Governor, each of whom must reside in one of the counties governed by the authority, and none of whom may be an elected official. Of the members initially appointed under this subparagraph, one shall serve a 1-year term, two shall serve 2-year terms, and one shall serve a term as the initial chair, as provided herein. Thereafter, a member appointed under this subparagraph shall serve a 2-year term with not more than three consecutive terms being served by any person; and

4. Two members appointed from the governing boards of the Pinellas Suncoast Transit Authority and the Hillsborough Area Regional Transit Authority, or their legislatively created successor agencies. Each member appointed under this subparagraph shall serve a 2-year term with not more than three consecutive terms being served by any person. If a member no longer meets the transit authority's criteria for appointment, a vacancy exists on the board, which must be filled as provided in this subparagraph within 90 days.

Members of the Board shall not be entitled to compensation, but shall be entitled to be reimbursed for travel expenses and per diem actually incurred in connection with the business of the Authority as provided in Section 112.061, Florida Statutes. Members of the Board shall comply with the applicable provisions of the Code of Ethics for Public Officers and Employees set forth at Chapter 112, Part III, Florida Statutes, including the applicable financial disclosure requirements found at Sections 112.3145, 112.3148 and 112.3149, Florida Statutes.

Authority: Section 343.92, F.S.

ARTICLE IV

VOTING

A simple majority of the board shall constitute a quorum, and a simple majority of the voting members present shall be necessary for any action to be taken by the board. The Authority may meet upon the constitution of a quorum. A vacancy does not impair the right of a quorum of the board to exercise all rights and the ability to perform all duties of the Authority.

Authority: Section 343.92 (8), F.S.

ARTICLE V

OFFICERS OF THE BOARD

1. The Officers of the Board shall include the chair, vice chair, and secretary-treasurer.
2. The Governor shall appoint the initial chair from among the four gubernatorial appointees referenced herein. The initial chair shall serve a minimum term of 2 years. The

board shall elect a vice chair and secretary-treasurer from among its members, who shall serve a term of 1 year.

3. At the end of the initial chair's term, the board shall elect a chair from among the members. Each successive chair shall serve a term of one-year. The chair shall hold office at the will of the board. The board shall also elect a vice chair and secretary-treasurer, each of whom shall serve a one-year term or until their successors are elected. Vacancies in any office shall be filled by regular election procedure for the remaining term of the vacated office.

4. The election of Officers shall occur at the regular meeting of the Board in August of each year.

5. If a vacancy occurs in any Office, it shall be filled by vote of the Board and the Officer so elected shall serve the remainder of the unexpired term of the vacant office. A vacancy in any of the offices of the Board occurs when the Member filling an Office is no longer a Member of the Board, resigns the Office, or if the Officer is replaced by vote of the Board.

Authority: Section 343.92(5) and (6), F.S.

ARTICLE VI

DUTIES OF OFFICERS

The Officers have the following duties, the performance of which may be delegated by the Board to the Executive Director, his designee, other staff, or agents of the Authority:

1. The Chair shall:
 - a. Serve as the presiding Officer of the Board;
 - b. Call special meetings as required;
 - c. Approve the agenda for meetings;
 - d. Sign agreements, resolutions, correspondence, and other documents approved by the Board or in accordance with Board policy, unless otherwise provided by the Board;
 - e. Have such additional authority, powers and duties as are customary and appropriate for the office of Chair and as the Board may prescribe.
2. The Vice Chair shall:
 - a. Have and exercise all of the powers and duties of Chair during the absence, unavailability or inability of the Chair to serve or perform a required function;
 - b. Have other duties as may be prescribed by the Board.
3. The Secretary-Treasurer shall:
 - a. Give or cause to be given notice of all meetings of the Board;
 - b. Prepare or cause to be prepared a verbatim record or minutes of each meeting of the Board;
 - c. Maintain or cause to be maintained all official records, files, reports, and accounts of the Authority, other than financial records and accounts;
 - d. Maintain or cause to be maintained all official financial records, files, and reports, and accounts of the Authority;

- e. Provide or cause to be made available all financial records of the Authority for purposes of audit;
- f. Prepare or cause to be prepared reports on the Authority's budget, expenditures and fund balances;
- g. Serve as a member of the Finance Committee;
- h. Have and exercise all of the powers and duties of the Chair in the absence, unavailability or inability of the Chair and Vice Chair to serve;
- i. The Secretary-Treasurer shall attest all contracts, resolutions and other official TBARTA documents; and
- j. Have other duties as may be prescribed by the Board.

Authority: Section 343.92(5), F.S.

ARTICLE VII

COMMITTEES

1. The following Committees are established:
 - a. **Transit Management Committee (TMC)** shall be comprised of the executive directors and/or general managers, or their designees, of each of the existing transit providers within the five County region. In order to provide information, guidance and advice on regional transportation issues to the Board and to other Committees established by the Board, transit providers outside the five county area of the Authority may serve on the TMC in an ex officio, advisory capacity.
 - b. **Citizens Advisory Committee (CAC)** shall be comprised of 18 citizens. Each member of the Board shall appoint a voting member, and each of the five Metropolitan Planning Organizations that are within TBARTA's 5-county service area shall appoint a voting member. The CAC's function is to provide citizen and community information and recommendations on regional transportation issues to the Board and to other Committees established by the Board. Each appointee to the CAC shall serve at the pleasure of their appointing Board member, and none may hold elective office while serving on the CAC. To ensure CAC membership is representative of a cross-section of the region's population, appointing Board members should consider:
 - Membership in business, civic and environmental organizations
 - Members of senior, low-income, minority and/or disabled populations
 - Demonstrated interest in transportation or other public policy advocacy
 - Experience in working with local jurisdictions on regional issues
 - Previous community service
 - Professional expertise and qualifications
 - c.
 - d. **Policy Committee** shall assist and advise the Board on matters involving legislation, the actions of other transportation agencies which may have an effect on the Authority, the development of administrative policies, rules, and

operating procedures, and to perform other duties as assigned by the Board or Chair.

- e. **Finance Committee** shall assist and advise the Board in the development of its annual budget and budget amendments, funding requests, methods of project financing and to perform other duties as assigned by the Board or Chair.

2. The following Committees may be appointed by the Board:

- a. **Planning Committee** to assist and advise the Board on the development of the regional transit development plan, a mandatory conflict-resolution process, and to perform other duties as assigned by the Board or Chair.
- d. **Technical Advisory Committee** to assist and advise the Board in the review, development and direction of regional transit projects and programs, considerations relating to transportation issues pursuant to state and federal legislation, and to perform other duties as assigned by the Board or Chair.

3. The Board may delegate its appointment authority under this Article to the Board Chair.

4. Membership of the Policy and Finance Committees shall consist of Board members only, and the number of members for each Committee, except CAC, shall be determined by the Board. The Board may appoint a Joint Policy and Finance Committee, in lieu of separate Policy and Finance Committees if it deems this in the best interest of the Authority.

5. Membership of the Planning Committee may include citizens who are not members of the Board in addition to Board members; provided that a member of the Board shall serve as Chair.

6. Each Committee shall annually select a Chair and Vice Chair from among its members whose duties shall be as set forth in Article VI for the Chair and Vice Chair of the Board. Meetings of Committees shall be conducted and the agenda and notice for Committee meetings shall be provided as set forth in Article VIII.

7. A quorum for each Committee consists of a simple majority of its membership and action by a Committee requires the affirmative vote of a simple majority of its members who are present. The Board Chair may attend all committee meetings and, when in attendance, the Board Chair may vote and be counted for purposes of a quorum.

8. Committee appointments shall be for a period of two years or until a successor is appointed. A vacancy in any Committee appointment shall be filled in the same manner as the appointment was made and shall be for the remainder of the period of appointment.

9. Attendance of committee members at committee meetings shall be governed as follows:

- a. In the event a committee member is unable to attend a committee meeting, the member shall advise TBARTA staff that they are unable to attend the meeting. Whenever possible, the committee member should give TBARTA staff notice at least 7 calendar days prior to the meeting. The committee will determine

- by motion at the committee meeting whether or not to excuse the member from attendance at the meeting.
- b. Alternates will be appointed for each committee member by the Board Chair, who may fully participate in any committee meeting if the regular member is unable to attend.
 - c. A committee member who is unable to attend a committee meeting shall be required to contact their alternate to attend in their place at least seven (7) days prior to the meeting. So long as the alternate attends in the committee member's place, the committee member's absence will be considered excused.
 - d. A member that attends a committee meeting by telephone or other electronic means will be considered to be in attendance and will not be counted as absent.
 - e. If a committee member has three (3) unexcused absences from a committee's meetings in any 12 month period, the committee member will be considered removed from the committee without any further action by the Board or the committee, and his/her position will be considered vacant. Any such vacancy will be filled in the same manner that members to the committee are appointed under this Article VII.

Authority: Section 343.92(9), F.S.

ARTICLE VIII

MEETINGS

1. All meetings of the Board and Committees of the Authority shall be open to the public and shall provide an opportunity for public comment in a manner approved by the Board.
2. The board shall hold its meetings at locations throughout the five-county area of the Authority to the greatest extent practicable.
3. The Board shall generally meet on the third Friday of every month, unless otherwise decided by the Board or upon call of the Chair. Committees shall meet at such times as are necessary or as requested by the Board.
4. The Authority shall comply with the requirements of the Sunshine Law (Chapter 286, Florida Statutes), Public Records Law (Chapter 119, Florida Statutes), the Uniform Special District Accountability Act (Chapter 189, Florida Statutes), the Administrative Procedures Act (Chapter 120, Florida Statutes), and all other applicable provisions of state law, in the scheduling, noticing and conduct of its meetings, and otherwise in the conduct of its affairs.
5. Except as otherwise provided by law or in these bylaws, the current edition of *Robert's Rules of Order Newly Revised* shall establish the parliamentary procedures for meetings of the Board and Committees of the Authority
6. The schedule of regular meetings of the Board shall be published quarterly, semiannually, or annually in a newspaper of general paid circulation as prescribed by Section

189.015, Florida Statutes. Except in case of an emergency, the day, time, place, and purpose of any meeting of the Board other than a regular meeting or any recessed and reconvened meeting, at least seven (7) days before such meeting, be advertised in a newspaper of general paid circulation in the 5 counties that are included in TBARTA's jurisdiction in accordance with Section 189.015, Florida Statutes. Notice also shall be provided in accordance with Section 286.011, Florida Statutes, and shall state the time, date, and place of the meeting, provide a brief description of the subjects scheduled to be addressed at the meeting, and shall inform interested persons where they can request a copy of the meeting's agenda.

7. The Executive Director or his designee shall prepare a proposed agenda for each meeting for review by the Chair, and with the approval of the Chair of the Board or applicable Committee shall make the agenda available for distribution on the request of any interested person at least seven (7) days prior to any meeting. Pursuant to Section 189.069, Florida Statutes, at least 7 days before any Board meeting or workshop, the agenda of said meeting or workshop shall be posted on the Authority's website, along with any meeting materials that are available in an electronic format. The materials must remain on the website for at least 1 year after the event. The agenda shall consist of the items in the order they are to be considered. Items on the agenda may be considered out of their stated order, and additional items may be added to the agenda only for good cause shown and stated in the record, and with the approval of the Chair or by majority vote of the Members. In advance of a meeting, Members may request that items be placed on an agenda by providing their request to the Executive Director or his designee for review with the Chair.

8. An emergency meeting may be held upon the call of the Chair with less than seven (7) days' notice in the case of a bona fide emergency for the purpose of acting on matters that require immediate action in order to insure the continued conduct of Authority operations or affairs, or in the event that the public health, safety and welfare would be adversely affected by any delay in meeting. Reasonable notice of the day, time, place and purpose of an emergency meeting must be provided by news release to all major wire services, and by posting of notice on the Authority website. At the commencement of the emergency meeting, the nature of, and facts supporting the finding of an emergency must be stated on the record. Any action taken by the Board at the emergency meeting shall be ratified by the Board at a regular meeting.

Authority: Section 286.011 and 189.069, F.S.

ARTICLE IX

STAFF

1. The Board may appoint an Executive Director who shall administer the affairs and manage the staff of the Authority in accordance with policies established by the Board, and perform other administrative duties as prescribed by the Board. The Board shall fix the compensation, benefits and qualifications for the Executive Director. The Executive Director may retain an executive secretary, technical experts, engineers and such other staff or agents as may be required in accordance with policies established by the Board. In addition to other

duties provided herein or as may assigned by the Board, the Executive Director shall be responsible for:

- a. Preparing a proposed agenda for meetings;
- b. Providing notice of meetings;
- c. Preparing proposed budgets and budget amendments, meeting with the Finance Committee to review all proposed budgets and amendments and receive the Finance Committee's recommendation before meeting with the Board on budget matters;
- d. Maintaining minutes and records of Board meetings;
- e. Maintaining all Authority records;
- f. Representing the Authority at meetings;
- g. Serving as registered agent of the Authority;
- h. Authorizing expenditures which do not exceed \$50,000;
- i. Implementing, upon approval by the Board, procedures that ensure that jobs created as a result of state funding of Authority projects, programs or activities shall be subject to equal opportunity hiring practices as provided in Section 110.112, Florida Statutes;
- j. Insuring compliance with the filing of any required reports or documentation under Sections 189.4085, 189.415, 189.417 and 189.418, Florida Statutes; and
- k. Administering such personnel and procurement rules, policies and procedures as may be adopted by the Board.

2. The Board may appoint a General Counsel who shall serve under the supervision of the Board, act as the chief legal officer of the Authority, manage the Authority's legal representation, employ necessary legal staff in accordance with policies established by the Board, provide legal advice to the Board, Executive Director, Authority staff, and Committees, and perform such other duties as may be prescribed by the Board. The Board shall fix the compensation, benefits, qualifications, and the manner and terms of employment for the General Counsel.

3. The Board may authorize the employment of a fiscal agent or agents following the solicitation and receipt of sealed proposals from at least three persons, firms or corporations. Upon request of the Authority, the State Board of Administration may act as fiscal agent for the Authority.

4. The powers and duties of the Executive Director, General Counsel, employees and agents of the Authority are subject to the Board's retention and exercise of general supervisory authority and control over matters stated herein. The Board may delegate the performance of other powers and duties to staff, unless such delegation is prohibited by law, subject always to the supervision and control of the Board.

5. Staff and agents of the Authority shall comply with the applicable provisions of the Code of Ethics for Public Officers and Employees set forth at Chapter 112, Part III, Florida Statutes, including the applicable financial disclosure requirements found at Sections 112.3145, 112.3148 and 112.3149, Florida Statutes.

6. The Authority shall follow and comply with the equal opportunity hiring practices provided in Section 110.112, Florida Statutes, in the hiring of all staff, agents and consultants.

7. The Authority may enter into letters of understanding or contracts with public and private entities for administrative, technical and other support.

Authority: Section 343.92(10), F.S.

ARTICLE X

BUDGET

1. The fiscal year of the Authority shall begin on the first day of October and end on the last day of September each year.

2. Following review and recommendation by the Finance Committee, the Board shall review an annual budget request prepared by the Executive Director for the following fiscal year, and upon approval by the Board, the annual budget request shall be submitted for consideration by the Florida Legislature in accordance with applicable law.

3. No later than the September meeting of each fiscal year, the Board shall approve, upon recommendation by the Executive Director, an annual operating budget which reflects anticipated revenues and planned expenditures for the following fiscal year.

4. During the fiscal year, amendments to the annual operating budget may be made with the review and recommendation of the Finance Committee and approval of the Board.

5. The Authority may request funding and technical assistance from the Florida Department of Transportation and appropriate federal and local agencies, including but not limited to state infrastructure bank loans, advances from the Toll Facilities Revolving Trust Fund, and funding and technical assistance from any other source. Such requests shall be reviewed by the Finance Committee, and approved by the Board.

6. The Authority may accept grants and other funds from governmental sources, and may accept private donations and contributions in order to advance and maintain its initiatives and programs.

Authority: Sections 343.922(2), (4) and (5), 343.94, and 343.975, F.S.

ARTICLE XI

INFORMATION INQUIRIES

Information about the Authority's programs, meetings, workshops and any other information about the Authority will be maintained at, and may be obtained by visiting or writing the Authority at:

Address: 5100 W. Lemon St., Suite 209
Tampa, FL 33609
Telephone: (813) 282-8200
Email address: executivedirector@tbarta.com
Website www.TBARTA.com

Authority: Section 343.92, F.S.

ARTICLE XII

ORDER OF PRIORITY

In the event of any conflict between these Bylaws and any provision of law, administrative rule or interlocal agreement to which the Authority is a party, every effort shall be made to reconcile and give effect to the provisions that are, or appear to be, in conflict. However, if it is not possible to reconcile conflicting provisions, priority shall be given first to provisions in law, followed by provisions in administrative rules, interlocal agreements, and finally to these Bylaws.

Authority: Section 343.975, F.S.

ARTICLE XIII

AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board, provided that notice of any proposed amendment and a draft thereof have been provided in writing to each Board Member at least seven (7) days prior to the meeting at which the amendment is considered.

Authority: Section 343.922(5), F.S.