

**STAR TRANSIT
BYLAWS**

**ARTICLE I
LEGISLATIVE ESTABLISHMENT**

The name of this organization shall be STAR TRANSIT. STAR TRANSIT is a political subdivision created under the Interlocal Cooperation Act of 1971 as amended, as codified in Chapter 791 of the Texas Government Code and operating as a Rural Transit District, as set forth in Chapter 458 of the Texas Transportation code, which governs Rural Transit Districts.

**ARTICLE II
SERVICE AREA**

The Service Area of STAR TRANSIT is the area within which STAR TRANSIT provides residential trip origins for curb-to-curb services plus the political subdivisions within which STAR TRANSIT has a local government agreement for fixed route service and/or demand response service.

**ARTICLE III
PURPOSE**

The purpose of STAR TRANSIT is to facilitate mobility through the provision of a variety of public and specialized transportation services and projects.

**ARTICLE IV
OFFICES**

The principle office of STAR TRANSIT shall be maintained at 500 Industrial Boulevard, Terrell, Kaufman County, Texas 75160. The Registered Agent shall be the Executive Director of STAR TRANSIT.

**ARTICLE V
FISCAL YEAR**

The Fiscal Year of STAR TRANSIT shall commence on each September 1 and conclude on August 31 of each following year.

**ARTICLE VI
BOARD OF DIRECTORS**

Definition:

A Board Member shall be appointed to his or her position on the Board of Directors of the organization. The Board of Directors is the governing body of the organization that is tasked with decisions pertaining to the operation and management of the organization.

**ARTICLE VII
MEMBERSHIP OF THE BOARD OF DIRECTORS**

Places:

A Member of the Board of Directors (“Director”) shall have the right to vote on all matters. All Places on the Board of Directors shall be At-Large, with each Director responsible for the organization as a whole and for services throughout the entire Service Area. There shall be five (5) Places on the Board of Directors and Alternates for each Place. Place 6 and Place 7 are created and shall be optional Places on the Board. Full terms shall be four (4) year terms, which are subject to reappointment procedures at the end of each term. Other than the need to be reappointed to begin a new term, there is no limit on the number of consecutive terms. Directors shall serve in Places with Terms as follows:

Place 1:

First full term September 1, 2021 to August 31, 2025

Place 2:

First full term September 1, 2020 to August 31, 2024

Place 3:

First full term September 1, 2020 to August 31, 2024

Place 4:

First full term September 1, 2019 to August 31, 2023

Place 5:

First full term September 1, 2019 to August 31, 2023

Place 6:

First full term September 1, 2019 to August 31, 2022

Place 7:

First full term September 1, 2019 to August 31, 2022

Changes in Board Size:

Place 6 and Place 7 shall be optional Board positions, designated as Active or Inactive Places at the beginning of each Fiscal year as per the protocol below:

- In the event Place 6 is filled with a Board Member serving a term at the start of the Fiscal Year, Place 6 shall remain active for the course of that Fiscal Year. In the event Place 6 is not filled with a Board Member serving a term at the start of the Fiscal Year, Place 6 shall be inactive for the entire Fiscal Year unless the Board makes an affirmative vote to activate and subsequently fill Place 6.
- In the event Place 7 is filled with a Board Member serving a term at the start of the Fiscal Year, Place 7 shall remain active for the course of that Fiscal Year. In the event Place 7 is not filled with a Board Member serving a term at the start of the Fiscal Year, Place 7 shall be inactive for the entire Fiscal Year unless the Board makes an affirmative vote to activate and subsequently fill Place 7.

Voting Structure:

Each seat on the Board will be provided one (1) vote, with the exception of the Chairman who will only vote on a tie. A quorum of the Board of Directors shall consist of at least 51% of Active Places and all matters shall be passed by a majority vote of at least 51% of the Active Places represented at the meeting. If the Board Member is present, only the Board Member may vote. If the Board Member is not present, only the Alternate from the same Place number may represent that Board Member at any given meeting. Members must be in attendance to vote.

Election:

Effective at the completion of the first full terms as shown above, the following process shall be utilized to fill Places on the Board of Directors:

1. The Board shall elect a Nomination Committee consisting of the Chairman, the Vice-Chairman and one additional Board Member. The Nomination Committee shall convene ninety (90) days prior to the end of any term and as necessary to fill any vacancies.

2. STAR TRANSIT shall send letters to the Chief Elected Official of every County and every Municipality in its Service Area notifying them of the opportunity to nominate an At-Large Board Member to replace a current Board Member with an expiring term or to fill a current vacancy or to fill an anticipated vacancy. The nomination request letter shall provide a deadline and a return mailing address. A nomination form may be provided with the letter to elected officials. Such opportunity to nominate shall be held open for no less than forty five (45) days and shall be advertised on the STAR TRANSIT homepage and in at least one (1) newspaper of general circulation proximate to STAR TRANSIT's Principle Office. Nominations shall be accepted from any official elected to public office in the STAR TRANSIT Service Area or any identified member of the public who has established residency in the STAR TRANSIT Service Area. Any Board Member or Alternate Member of the Board of Directors currently serving and desiring to be considered for an additional term shall be deemed nominated if such request for an additional term is provided in written form during the open nominations period. All written communication received during an open nominations process shall be publicly available.
3. The Nomination Committee shall convene no less than seven (7) days prior to any Board Meeting to discuss nominations received. The Nomination Committee shall consider the following factors in developing a Board Member recommendation: commitment to the transit customer, commitment to STAR TRANSIT, experience in similar public or private service, ability to attend and provide a positive contribution at Board Meetings, ability to serve as an ambassador for STAR TRANSIT, diversity of the Board of Directors, impact on the geographic distribution of Board Members, ability to represent a broad geographic area, and any unique personal or professional skills, knowledge or experience that may be beneficial to the Board. The Nomination Committee may consider additional factors. The Nomination Committee shall make a recommendation to the Board of Directors only at a Board Meeting at which the specific Place and Term to be filled have been noticed as an agenda item on the publicly available, formally posted meeting agenda with an opportunity for public comment occurring prior to the report of the Nomination Committee.

4. At the Board Meeting, the Nomination Committee shall present the nominations received as well as its recommendation and the Board of Directors may then, by majority vote, elect a person to the Board of Directors from any of the nominations to fill the specified Place and Term. If a vacancy occurs of a Board Member, the Nomination Committee may request approval from the Board of Directors to fill the Place with the current Alternate Member for that Place. If there is not a current Alternate Member in that Place, the Nomination Committee may review all applicants on file to fill the vacancy. If an applicant is selected by the Nomination Committee, the Nomination Committee will abide by number 4 under Article IV, Elections. If there are no applicants on file or none selected by the Nomination Committee, the complete process under Article IV, Elections will be carried out.

Geography:

All Directors, both Board Members and Alternates, shall, at all times, be required to maintain a place of permanent residence or full-time employment in the most current STAR TRANSIT Service Area. Violation of this requirement shall be a disqualification resulting in a vacancy in such Place.

Vacancies:

A vacancy occurs automatically and immediately when a Director's term expires or when the Director no longer resides in the most up to date Service Area or when the Director resigns in writing or perishes. In addition, the Board may remove a Director with a 51% vote of the Board in any of the following circumstances: the member becomes mentally or physically incapacitated; misses without reasonable excuse two (2) consecutive regular meetings of the Board of Directors; becomes legally disqualified to serve; or exhibits behavior of moral turpitude in any professional, political or personal setting. Any appointment to fill a vacancy during a term shall only be for the unexpired portion of the term.

Attendance:

Board Member

Excused Absences:

- Medical/Illness of Board Member or Board Member's immediate family in the event the Board Member is the caregiver.

- Employer required travel out of Metroplex.
- Meetings in which an elected official has a formal, required role in the jurisdiction they were elected to serve.
- Service on the Regional Transportation Council

Absences:

- Employer did not allow employee time off
- Family Vacation
- Traffic, lack of transportation or automobile mechanical problem
- Busy, asked Alternate Member to attend
- Unspecified or unstated reason
- Meeting notice lost in email or lost in regular mail
- Did not receive a reminder from STAR TRANSIT staff
- Confused about date, time, location

Any absences outside of these listed above will go to the Executive Director to determine the status. Any appeals will go to the Board.

Alternate Members:

If Board Member is not present, the Alternate Member is responsible for attending. Below is how attendance will be marked.

- Member attends meetings but Alternate Member does not. Alternate Member will be marked as excused absence.
- Member does not attend meeting nor does Alternate Member. Alternate Member will be marked as absent.

Alternates to the Board:

Each Place identified above shall have an Alternate Member with the regular terms of office corresponding to those above. An Alternate Member is a Director appointed to participate and vote in the absence of a Board Member. The Board Member shall have the ability to nominate and replace the Alternate Member at any time during the current term. An Alternate Member will receive all meeting materials provided to the Board Member, and is encouraged to attend meetings on a regular basis in order to be knowledgeable on issues and prepared to vote, should the Board Member be unable to

attend a particular meeting. In order to ensure coordination, between the Board Member representing a Place and an Alternate Member, all information requests by the Alternate Member should be made directly with the Board Member. Such Alternate Member shall only vote when the Board Member is not present and then shall have full voting privileges and shall be counted in the determination of question. Alternate Places shall be filled in conjunction with and only serve concurrent with the Board Member. In this case of a vacancy of Board Member, the Alternate Member shall serve in the Place of the Board Member until such time as the Board fills both the Board Member Place and the Alternate Member Place according to the Election Section of these Bylaws. In the case of vacancy of an Alternate Member, the Board of Directors Nomination Committee, and subsequently the Board of Directors shall consider the recommendation of the impacted Board Member for a new Alternate Member. In the case of an expiring term or vacancy of both the Board Member and Alternate Member, the process described under the Election Section of these Bylaws shall be used to fill both the Board Member and Alternate Member positions. Place 6 and Place 7 shall only have Alternates in such cases as the Board has selected to fill the respective Place 6 and Place 7 Board Members.

ARTICLE VIII ROLE OF THE BOARD OF DIRECTORS

Functions:

1. Set policy and establish goals for the organization.
2. Prioritize goals and objectives, delegating the responsibility to get the job done.
3. Represent the organization to the public.
4. Establish reporting procedures to hold the Executive Director accountable.
5. Hire and fire the Executive Director, including authority to execute an Employment Contract with the Executive Director and evaluating the Executive Director's performance annually.
6. Conduct periodic evaluation for program services.
7. Help develop and approve an annual budget including amendments thereto; reviews and receive an annual audit.
8. Review and approve monthly financial statements.
9. Approve all loans and debt of any kind.
10. Manage the assets of the organization.
11. Approve personnel policies including benefits and leaves.

12. Review the Bylaws periodically.

Special Rules:

Board Members and Alternates shall not receive any compensation for their service, except registration costs and reimbursement of mileage to and from pre-approved professional conferences in the region, pre-approved transit events in the region, STAR TRANSIT Board Meetings, sub-committee meetings, and Advisory Board meetings, and STAR TRANSIT Public Meetings. In addition, Board Members and Alternates may also receive travel expenses associated with professional conferences outside the region.

The Board of Directors, Executive Committee, Nomination Committee Standing and Special Committees are authorized to use email voting so long as a quorum is represented, and the vote is ratified at the next meeting of the Board or Committee if so requested by any member.

**ARTICLE IX
ADVISORY COMMITTEES**

Section I:

In order to facilitate the input of the geographical service area of STAR TRANSIT, certain Advisory Boards may be created as deemed necessary by the Board of Directors.

Section II:

Such Advisory Boards shall serve only in an advisory non-voting capacity and a member of any such Advisory Board may attend the regular or special meetings of the Board of Directors.

Section III:

Membership of any Advisory Board shall be by appointment of the Board of Directors by recommendation of the Executive Director. Advisory Boards shall consist of no less than three (3) members, and shall be chaired by the Chairman of the Board, or his or her designee.

Section IV:

Meetings of any Advisory Board shall be at the discretion of the STAR TRANSIT Board Chairman.

Section V:

Expenses of the Advisory Board(s) shall be governed by Article IV, Section III.

Section VI:

The Advisory Board shall report to and make recommendations to the Board.

**ARTICLE X
MEETINGS**

Section I:

The Board of Directors of STAR TRANSIT will hold regular meetings at its principle office at least quarterly during the calendar year following a regular schedule established by the Executive Director.

Section II:

The meetings of the Board of Directors shall be subject to the Texas Open Meetings Act, Texas Government Code Chapter 551; Texas Public Information Act Chapter 552 of the Texas Government Code.

Section III:

Records of the meetings of the Board of Directors are subject to the provisions of the Texas Open Records Act, Texas Government Code, Chapter 551. Any Advisory Board formed under the auspices of these Bylaws shall be subject to the same provisions of the Open Records Act.

Section IV:

Special meetings of the Board of Directors for any purpose or purposes may be called by the Chairman of the Board of Directors upon request of any Board Member, Alternate or the Executive Director.

**ARTICLE XI
THE EXECUTIVE DIRECTOR**

Section I:

The Executive Director of STAR TRANSIT shall administer the policies and programs determined by the Board of Directors and will be responsible for the staff and management of the organization.

Section II:

The Executive Director shall be an employee of the Board of Directors and shall be responsible to the Board of Directors.

Section III:

The Executive Director or designee shall be present at all board meetings.

**ARTICLE XII
OFFICERS**

Section I:

The Board of Directors shall select a Chairman, Vice Chairman and Secretary from among its membership. These three (3) Board Members shall serve as the Executive Committee.

Section II:

The Board Member serving as Vice Chairman shall serve as the Chairman in the absence of the Chairman. The Secretary shall serve as the Chairman in the absence of the Chairman and Vice Chairman. Officers of the Board of Directors shall perform the duties delegated to them by the Board of Directors.

Section III:

Officers of the Board of Directors may be removed, and replacements selected for cause by a vote of the Board of Directors.

**ARTICLE XIII
OTHER COMMITTEES**

Section I:

The Board of Directors shall have the authority to establish additional Advisory or Special committees as are deemed necessary to carry on the work of the organization.

Section II:

The members of such Advisory Committees or Special Committees shall be appointed by the Board of Directors.

Section III:

No Advisory or Special Committee established under these Bylaws, established in the future or through other provisions contained in these Bylaws shall have the authority to

bind the organization in any way or commit or obligate the organization in any way unless expressly approved by the Board of Directors.

ARTICLE XIV RELATIONSHIPS

It shall be the practice and spirit of STAR TRANSIT to cooperate with other governmental units and organizations in carrying out its activities and practices.

ARTICLE XV AMENDMENTS

The Bylaws of this political subdivision may be amended at any regular meeting of the Board of Directors by the vote of the majority of all the members present.

ARTICLE XVI RULES OF ORDER

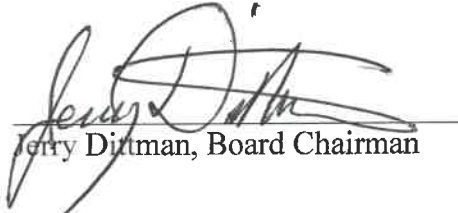
The current addition of Robert's Rule of Order shall be the guiding rules of order and procedures in any questions arising out of vagueness, inconsistency, or lack of foresight by these Bylaws.

ARTICLE XVII CONFLICT OF INTEREST

No Director, Officer or Employee of STAR TRANSIT shall ever solicit or accept, directly or indirectly, any gift, favor or privilege from any individual and/or entity which does business with STAR TRANSIT. No Director or Officer of STAR TRANSIT shall be eligible for employment by STAR TRANSIT for a period of one (1) year following their last date of service. No Director, Officer, or Employee of STAR TRANSIT shall have a financial interest, either directly or indirectly, or by reason of ownership of stock in any corporation or entity which conducts business with STAR TRANSIT; in any contract with STAR TRANSIT; or be financially interested, directly or indirectly in the sale to STAR TRANSIT of any land, materials, supplies, or services, except on behalf of STAR TRANSIT as a Director, Officer or Employee. This provision shall only be applicable when the stock or interest owned by any Director, Officer or Employee exceeds one

percent (1%) of the total capital stock of any corporation or the whole of any other entity or business, which conducts business with STAR TRANSIT.

On this 16th day of November 2021, STAR TRANSIT Board of Directors approved the revisions of the STAR TRANSIT Bylaws.


Jerry Dittman, Board Chairman

ATTEST:


Secretary