

**RESTATED BY-LAWS OF CAPITAL AREA TRANSIT SYSTEM
ADOPTED SEPTEMBER 21, 2010**

ARTICLE I

Meeting of Board of Commissioners

Section 1. Regularly Scheduled Meetings: Unless the President notifies the Board of Commissioners to the contrary, it shall meet on the third Tuesday of each month at 4:30 o'clock P.M.

Such meetings shall not extend past 6:00 o'clock P.M., except that the Board of Commissioners may extend the meeting to 7:00 o'clock P.M., by majority vote of those present. By unanimous vote of those present the Board of Commissioners may meet until such time as it deems proper.

Section 2. Annual Meeting: An annual meeting of the Board of Commissioners shall be held in February of each year for the purpose of electing the officers of the System. An annual meeting may be held at the same time as a regularly scheduled meeting. (R.S. 48:1459, part of the CATS creation statute, provides that the "board shall conduct an annual meeting in February for the primary purpose of electing officers.")

Section 3. Special Meetings: Special meetings of the Board may be called only by the President or by a majority of the entire Board. When the President is out of the Parish, ill (for a prolonged period), or otherwise unavailable, the Vice-President of the Board may call a special meeting of the Board.

No special meeting may be called except upon written notice to the members of the Board, the highest ranking administrative employee (hereinafter referred to as the "CEO") and public or by motion adopted at an official Board Meeting. Such written notice must be signed by the President, Vice-President, or a majority of the members of the entire Board, as the case may be. Such written notice must be hand delivered, deposited in the U.S. Mail, postage prepaid, or e-mailed at least twenty-four (24) hours prior to the time of such special meeting; additionally, the CEO shall attempt to contact all Board members by telephone. Such written notice shall also be posted on the front door of the Board office and forwarded to any member of the news media who has requested to be sent copies of such notice.

The written notice required herein, or the motion adopted at an official Board meeting, shall state the date, time, and place of such special meeting and specify the matter to be considered at such meeting. No matter or item not stated in the call for the special meeting shall be considered by the Board at such meeting except by unanimous approval of the members present. (In 2008 the legislature substituted unanimous approval for the former two-thirds rule.)

In cases of extraordinary emergency, the time and notice requirements of this section shall not be required, provided, however, that the person or persons calling such special meeting shall give such notice thereof as they deem appropriate and circumstances permit, including notice to the news media in the same manner as notice is given to Board members, and provided further that the existence of an extraordinary emergency and waiver of the time and notice requirements must be approved by a favorable vote of a majority of the total Board at such meeting.

Section 4. **Place of Meeting:** The Board of Commissioners shall meet at a place designated at its previous meeting or by the President. If no place has been designated by the Board or by the President, then the meeting shall be at the Board's registered office.

Section 5. **Agenda:** The CEO, with the approval of the President, shall prepare a written agenda for each regular Board meeting which shall list the specific items of business for which Board action is required. No matter may be considered by the Board which has not been listed on such agenda except upon unanimous approval of the members present at the meeting. (See comments re 2008 legislative action in Section 3 above.) The person requesting the addition of an agenda item must include in a motion the specific matter or item to be considered and the action being requested of the Board for such motion to be properly before the Board for a vote.

The agenda for any particular meeting of the Board shall be considered as closed as of 12:00 o'clock noon, two days immediately preceding such Board meeting and the CEO is hereby specifically prohibited from placing any item on the agenda after that time regardless of who makes the request.

Upon the agenda being closed, the CEO shall immediately prepare the written agenda and forward same by hand delivery or by U.S. Mail, postage prepaid, to each member of the Board, the Board's general counsel, C.R.P.C., and all news media who have submitted a written request for such notification. In lieu of hand-delivery or U.S. Mail, the agenda may be forwarded by e-mail to the Board's general counsel, CRPC, and all Board members who have e-mail addresses except for members who notify the CEO that he or she prefers the agenda be received by hand-delivery or U.S. Mail. The agenda may also be forwarded by e-mail to all members of the news media who have provided a written request for transmittal by e-mail. The CEO shall, twenty-four (24) hours in advance, post a copy of the agenda on the front door of the Board office building and make copies available for interested citizens.

Any item placed on the agenda shall contain a brief description of the subject matter of the item.

Any citizen or organization may request consideration by the Board of an item concerning matters within the jurisdiction of the Board at a particular board meeting by submitting such request in writing to the CEO, together with a brief explanation of the subject matter and the action requested by the Board, by 12:00 o'clock noon ten (10) days in advance of the meeting at

which consideration is requested. Within two (2) days after the written request is received, the CEO shall notify the citizen or organization making such request as to whether or not the CEO has placed such an item on the agenda.

The written agenda prepared by the CEO shall list the business of the Board for a particular meeting in the following order:

1. Call to Order
2. Invocation
3. Roll Call
4. Approval of Minutes
5. Administrative Matters
6. Committee Reports and Any Related Action Items
7. Other Action Items
8. Public Comments (Unless granted more time by the presiding officer, no speaker may speak longer than a total time of two minutes.)
9. Adjournment

Section 6. Quorum and Vote Necessary for Affirmative Action: As provided by R.S. 48:1457, a majority of the Board of Commissioners shall constitute a quorum for a meeting of the Board of Commissioners. Vacant commissioner positions, whether the result of resignation or some other cause, shall not be considered in determining whether a majority of the Board of Commissioners is present.

Except when a greater number is required by these by-laws, any motion, resolution or other action of the Board shall be deemed valid only upon a favorable vote of a majority of the members of the Board members present at a properly called regular or special meeting of the Board at which a quorum is present.

Should a quorum cease to be present after a meeting has been officially convened, the presiding officer shall recess the meeting for such time as it deems appropriate to attempt to re-establish a quorum and may thereafter declare the meeting adjourned if such presiding officer determines that a quorum cannot be obtained within a reasonable time.

Section 7. Voting Procedure and Requirements: Board action may be approved by unanimous consent, which may be indicated by the failure of a member to object whenever the presiding officer should ask if there is any objection to approval. Otherwise, the vote may be taken by a show of hands, if no objection, or by roll call of the members present at the discretion of the presiding officer. No Board member or other may cast a vote, in any manner, for another member of the Board.

There shall be no voting by proxy and voting by secret ballot.

Section 8. Conduct of Board Meeting: The President of the Board, or in his/her

absence, the Vice-President of the Board, shall serve as the presiding officer for all Board meetings. In the absence of both the President and the Vice- President, the CEO shall serve as the presiding officer until a temporary chairman for that meeting has been elected by a majority vote of those Board members present.

For each action item considered by the Board the presiding officer shall first recognize the administrative staff or other person designated by the CEO to explain the matter. If the item as placed on the agenda by the request of a Board member or a member of the public, the presiding officer shall recognize that person first. After any questions and answers by any Board members, the presiding officer shall entertain a motion regarding the item. If a motion is made and seconded, the presiding officer shall then open the floor for community input not to exceed two minutes for any one individual or group or organization.

After the public input the presiding officer shall recognize any Board member desiring to speak or make further motions regarding the matter, and members are asked to limit their comments to no more than five minutes. The presiding officer may also recognize staff members or other persons having a relationship with CATS regarding the matter, who shall not speak for more than a total of five minutes without approval from the presiding officer. Any Board member may at any time after the public input move the question on any pending motion, substitute motion, amending motion, etc., and thereby conclude further discussion of same if such motion to conclude debate is affirmed by a two-thirds vote of the members present.

The presiding officer of any meeting shall conduct such meeting in accordance with these by-laws and shall have authority to make rulings interpreting these by-laws and on any other matter or question which may arise with regard to conducting the meeting, including recognition of speakers, whether a speaker is out of order, etc. The decision of the presiding officer shall be final, unless appealed by a Board member to the entire Board present. Such appeal may be taken by a statement to that effect and no second is required. The presiding officer shall immediately call for a vote on the question of whether or not the ruling of the presiding officer shall be sustained.

In the conduct of meetings of the Board, any question not covered by law or these by-laws shall be governed by the most recent revision of Robert's Rules of Order.

Section 9. Order and Decorum at Board and Committee Meeting: It is in the public interest and the public demands that meetings of the Board or its committees, in handling the public's business, be conducted in an orderly and dignified manner. To this end, the following rules are established for the conduct of all persons, including Board members and staff members, attending a meeting of the Board or its committees.

No signs, posters, placards, etc., shall be affixed to the walls, doors, floor stands, etc., of the Board office building or any room therein, except by the Board staff in connection with Board business and then only with permission of the CEO. No sign, placard, or poster which is

carried by hand shall be permitted in the Board office building or any of its rooms except with the consent of an authorized speaker during the speaker's presentation.

All persons attending meetings of the Board or of its committees must be recognized by the presiding officer before speaking. In return, the presiding officer and Board members and staff shall courteously receive the comments made by such person.

Except as may be indicated by a specific action item on the agenda or approved by a majority vote of the Board, no comments by anyone shall be permitted which concern individual personnel issues, or matters which are subject to formal grievance procedures or collective bargaining.

Any person who fails or refuses to obey the ruling and direction of the presiding officer, or otherwise disrupts the meeting in any manner, shall be requested by the presiding officer to leave the meeting room for the remainder of that meeting. If any person refuses to follow the direction of the presiding officer, the presiding officer shall cause such person to be removed from the meeting as authorized by La. R.S. 42:6.1(c) and other applicable laws of the State of Louisiana.

Section 10. Open Meeting and Secret Session: All meetings of the Board, all committees of the Board, and/or any other body created or established by the Board shall be open to the public and shall be held in accordance with the provisions of La. R.S. 42:4.1 through La. R.S. 42:12, the Louisiana Open Meetings Law, and these by-laws.

The Board, its committees and other bodies created or established by it may go into Executive Session by a vote of two-thirds of the members present for the purposes permitted by, and in accordance with the provisions of La. R.S. 42:4.1 through La. R.S. 42:12, the Louisiana Open Meetings Law, the ones primarily applicable being for discussing the character, professional competence, or physical or mental health of a person; strategy sessions or negotiations with respect to collective bargaining, prospective litigation after formal written demand, or litigation when an open meeting would have a detrimental effect on the bargaining or litigating position of the System; a report, development, or course of action regarding security personnel, plans or devices; investigative proceedings regarding allegations of misconduct; and cases of extraordinary emergency limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, the repelling of invasions, or other matters of similar magnitude. Except as otherwise provided by R.S. 42:6 and 6.1, the Board may go into Executive Session at any time and regardless of whether the matter to be discussed in Executive Session is listed on the agenda. As required by R.S. 42:6, the vote of each member on the question of holding an executive session and the reason for holding it shall be recorded in the minutes. No person, other than a Board member, the CEO and the general counsel shall be admitted to an executive session of the Board without permission of the presiding officer.

Section 11. Suspension of Rules of Order: Any rule of order for the conduct of

meetings provided by these by-laws may be suspended by the vote of two-thirds of the members present, except for those also provided by law, those relating to the vote required for board approval of a matter, or the vote required to limit debate.

ARTICLE II

Officers

Section 1. **Election and Term of Officers:** The officers of the System shall be elected annually by the Board of Commissioners at the regular annual meeting of the Board. (R.S. 48:1459 provides that “The board shall conduct an annual meeting in February for the primary purpose of electing officers.) New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified.

Section 2. **Removal:** Any officer elected or appointed by the Board may be removed by it by the vote of two-thirds of the members present whenever in its judgment the best interest of the System would be served thereby.

Section 3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Commissioners for the unexpired portion of the term.

Section 4. **President:** The president shall be the principal executive officer of the System and shall in general supervise and control all of the business and affairs of the System. He shall preside at all meetings of the members and of the Board of Commissioners. He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Commissioners or by these by-laws or by statute to some other officer or agent of the System; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Commissioners from time to time.

Section 5. **Vice-President:** In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Commissioners.

Section 6. **Treasurer:** The treasurer shall have general charge and custody of and be responsible for seeing that proper measures are taken for safeguarding all funds and securities of the System, and shall see that adequate arrangements are made for the keeping of books of

account; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Commissioners. Any assistant treasurer elected by the Board shall perform such duties and exercise such authority as may be directed by the treasurer. (La. R.S. 48:1459 provides that “[t]he officers of the board shall consist of a president, who shall be a member of the board, a vice president, and such other officers or assistants as the members shall choose.”)

Section 7. Secretary: The secretary shall be responsible for arrangements for the keeping of the minutes of the meetings of the Board of Commissioners in one or more books provided for that purpose and for furnishing a copy thereof to each director within a reasonable time after each meeting; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the System; keep a register of the post office and e-mail addresses of each member which shall be furnished to the secretary by such member, and in general perform all duties as from time to time may be assigned to him by the president or by the Board of Commissioners. Any assistant secretary elected by the Board shall perform such duties and exercise such authority as may be directed by the secretary. (La. R.S. 48:1459 provides that “[t]he officers of the board shall consist of a president, who shall be a member of the board, a vice president, and such other officers or assistants as the members shall choose.”)

ARTICLE III

Committees

Section 1. Standing Committees: There shall be four standing committees:

- (A) Finance and Executive Committee
 - (B) Technical, Policies and Practices Committee
 - (C) Community Relations Committee
 - (D) Audit Committee
 - (E) Planning Committee
- (a) The Finance and Executive Committee shall report and make any necessary recommendations to the Board as to the System’s business matters. The CEO and at least three Board members shall serve on this committee. It shall meet as often as necessary.
- (b) The Technical, Policies and Practices Committee shall report and make any necessary recommendations to the Board as to the operations of the transportation System by the System. The CEO or his/her representative and at least three Board members, one (1) employee and one (1) member from the general public shall serve on this committee.

- (c) The Community Relations Committee shall advise the Board on public and community relations, including fares and paratransit issues. It shall also serve as a means for input from persons with disabilities as required by Section 504 of the Rehabilitation Act of 1973 and shall exercise the authority and function contemplated by such statute, reporting and making recommendations to the Board as appropriate. The CEO or his/her representative and at least three (3) Board members, and at least three (3) members from the general public shall serve on this committee. As may be required by federal regulation or as may be deemed necessary for planning or other purposes, the committee shall have authority to call and hold public hearings on behalf of the Board.
- (d) The Audit Committee, with the assistance of System staff and resources as appropriate, shall be responsible for the selection of auditors who shall provide the annual audit required by state law. However, this section shall not affect any requirement of the Board that it approve all contracts of certain types and sizes. The Audit Committee shall conduct an initial review of all reports submitted by the auditors and shall ensure that all final reports are submitted timely to the Board. The CEO and at least three Board members shall serve on this committee. It shall meet as often as necessary.
- (e) The Planning Committee, with the assistance of staff and Capital Region Planning Commission, shall advise the Board as to the planning functions of the organization.

Section 2. **Additional Committees:** Additional committees may be created by the President or by resolution of the Board.

Section 3. **Membership:** The President shall appoint all members of all committees, including the System members of the Pension Trust. He shall be an ex-officio member of each committee, except that he may name another person to serve in his place as a System member of the Pension Trust. All committee members shall have one (1) vote in committee deliberations. Except for the Community Relations Committee and the Pension Trust, committee members who are the CEO or CATS staff shall not be voting members. Any committee member may be removed by the President whenever in his/her judgment the best interest of the System shall be served by such removal.

Section 4. **Term of Office:** Each member of a committee shall continue as such until the next annual meeting of the members of the System and until his successor is appointed or unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. **Chairperson:** The President shall appoint the chairperson of each committee.

Section 6. **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. **Quorum:** A majority of the whole committee shall constitute a quorum and the act of a simply majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 8. **Rules:** Each committee may adopt rules for its own government not inconsistent with these by-laws or with those adopted by the Board. To the extent feasible, each committee shall conduct itself according to the procedures set forth in these by-laws for the Board.

ARTICLE IV

Repeal or Suspension of By-Laws

Section 1. These by-laws may not be repealed or amended except by the affirmative vote of two-thirds of the members present.

ARTICLE V

Severability

Section 1. If any provision, item, section, paragraph, clause or phrase of this act, or the application thereof, is held in valid, such invalidity shall not affect any other provision, item, section, paragraph, clause, phrase or application of these by-laws which can be given effect without the invalid provision, item, section, paragraphs, clauses, phrases, or application, and to this end the provisions of these by-laws are hereby declared to be severable.

ARTICLE VI

Repeal of By-Laws in Conflict

Section 1. All by-laws, policies, etc., previously adopted by the Board which are in conflict with these by-laws are hereby repealed.