



GoTriangle  
Operations & Finance Committee  
August 04, 2022  
8:30 am-10:00 am Eastern Time

*The GoTriangle Operations & Finance Committee will meet remotely on Thursday, August 4, 2022, at 8:30 am.*

*Microsoft Teams meeting | Join on your computer or mobile app*

*Click here to join the meeting*

*Or call in (audio only) +1 252-210-4099  
Phone Conference ID: 114 494 609#*

**I. Call to Order and Adoption of Agenda**

*(1 minute Renée Price)*

ACTION REQUESTED: Adopt agenda with any changes requested.

**II. Draft Minutes | June 2, 2022**

*(1 minute Michelle Dawson)*

ACTION REQUESTED: Approve minutes.

**III. Property Acquisition for Bus Stop Improvements**

*(10 minutes Gary Tober)*

ACTION REQUESTED: Recommend the Board authorize staff to acquire the right of way needed for bus stop improvements in order to make improvements at the bus stop locations identified in Table 1.

Table 1

**IV. Renewal of Remix Software Contract**

*(10 minutes Jenny Green)*

ACTION REQUESTED: Recommend that the Board renew its contract with Remix for transit planning software for an additional term of 09/01/2022-08/31/2025, with a maximum dollar amount of \$113,167 and authorize the President/CEO to execute the renewal consistent with those terms.

Remix Services Agreement

**V. Amendment to Procurement Manual Cost Thresholds and Approval Level**

*(10 minutes David Moore)*

ACTION REQUESTED: Recommend that the Board approve the proposed increased purchasing cost thresholds and delegate authority for approval for Apparatus, Supplies, Materials and Equipment (ASME) purchases to the President/CEO.

**VI. Recommended Updates to Bylaws**

*(15 minutes Byron Smith)*

ACTION REQUESTED: Recommend that the Board approve the proposed amendments to the bylaws.

Bylaws redlined

**VII. Recommended Updates to Rules of Procedure**

*(15 minutes Byron Smith)*

ACTION REQUESTED: Recommend that the Board approve the proposed amendments to the rules of procedure.

Rules of Procedure redlined

**VIII. Update on State of Emergency**

*(5 minutes Byron Smith)*

**IX. Adjournment**

*(Renée Price)*



**BOARD OF TRUSTEES  
OPERATIONS & FINANCE COMMITTEE  
MEETING MINUTES**

4600 Emperor Boulevard  
Suite 100  
Durham, NC 27703

Thursday, June 2, 2022

8:30 a.m.

Remote | Microsoft Teams

**Committee members present** | Corey Branch [arr. 8:37 a.m.], Sig Hutchinson, Renée Price, Jennifer Robinson, Stelfanie Williams

**Other members present** | Will Allen

**Committee members absent** | Valerie Jordan

Committee Chair Renée Price called the meeting to order at 8:30 a.m. The agenda was considered out of order due to scheduling conflicts.

**VII. Regional Fleet and Facilities Study Update**

Jay Heikes' presentation is attached and hereby made a part of these minutes.

Robinson and Williams arrived. A quorum is now present.

Heikes explained this study is the result of GoTriangle's current bus operations and maintenance facility [BOMF] being at capacity and the expectation of expanded service in the future. Study goals include creating additional capacity for operations and maintenance of the fixed-route and demand response services, maintaining or reducing non-revenue miles, improving the physical environment for staff and adopting an achievable plan for the facility.

**Key findings to date**

- Existing facility on Nelson Rd is optimally located for existing and future services.
- Expected growth to a 120 vehicle fleet by 2050 warrants a single facility.
- Expanding and renovating the existing facility to accommodate existing and future needs is the most cost effective approach.
- Maintenance and servicing of paratransit vehicle would need to be relocated.

Branch arrived.

Heikes shared the concept design and rendering for the renovation and expansion of the current facility. The project would add a second servicing lane for buses, create a larger parts storage area and additional areas for specialty maintenance shops. New employee areas for locker rooms, day room, break room and exercise space would be added along with training and dispatch areas. This renovation would add approximately 11,000 square feet.

Staff has requested \$500,000 for the next design phase in the FY2023 county transit plans. Work will continue on a feasibility analysis and cost estimate, determining the phasing of the improvements for programming into capital improvement plans. Additionally, GoTriangle will

be coordinating with NCDOT for property they own adjacent to the Nelson Road facility as well as coordinating with the Bus Plan Capital Plan. Staff hopes to secure federal funding for the initial construction.

Heikes also noted other components to this study. GoTriangle and GoDurham are looking at fleet composition and assessing fleet and maintenance needs to transition more of the fleet to battery electric or other alternative fuels. There also is a regional electric charging infrastructure assessment to support the charging needs for multiple transit agencies to transition to battery electric vehicles. GoTriangle, Chapel Hill Transit, GoDurham and GoCary are conducting a cost benefit analysis for a regional paint and body shop. GoTriangle also will be evaluating its paratransit facility needs.

**I. Adoption of Agenda**

**II. Approval of Minutes**

**Action:** A motion was made by Hutchinson and seconded by Branch to adopt the agenda and to approve the minutes of May 5, 2022. Upon vote by roll call, the motion was carried unanimously.

**VI. Continuation of 2021 Service Reductions and Proposed Service Changes**

Jennifer Green's presentation is attached and hereby made a part of these minutes. She shared information regarding GoTriangle service reductions put in place last year due to limited operator staffing. She explained that any change lasting more than 12 months is considered permanent by the FTA, requiring GoTriangle to complete the service change process. Staff projects that GoTriangle will not be able to restore any of the services previously reduced based on recent staffing trends.

***2021 service reductions due to operator shortages***

- Route 300 - Minor schedule changes
- Route 301 - Suspended until further notice
- Route 305 - Revised schedule
- Route 310 - Revised schedule with service every 60 minutes all day
- Route 800 - Minor schedule changes; all short trips between UNC-CH and Streets at Southpoint mall (Route 800S) suspended until further notice
- Route 805 - Service reduced to every 60 minutes
- Routes CRX and DRX - Minor schedule changes with some trips suspended until further notice
- Route DRX - Suspended two AM and two PM blocks
- Saturday service - Reduced to hourly on routes 100, 400, 700 and 800
- Route 300 Saturday - End at 10 pm at Cary Depot
- Route 420 - Suspended one AM and one PM block

Green stressed that service remains within all of the corridors within the network and the reductions made were identified based on ridership to limit impact to customers. The required Title VI service equity analysis did not identify a disparate impact to minority riders nor

disproportionate burden to low income riders. At the Route level, there were some impacts to minority riders.

### **2022 proposed service changes**

- FRX | Fuquay-Varina to Raleigh express  
Eliminate from GoTriangle system [currently operated by GoRaleigh and assigned to GoRaleigh in the FY2023 Wake Transit recommended work plan]
  - No immediate service impacts to riders
  - Minor impacts to GoTriangle finances [\$25,000 annually] based on how federal funding is disbursed
  - No Title VI impacts
  - Public hearing scheduled for June 22, 2022
- WRX | Wake Forest to Raleigh express  
Route change to serve relocated park-and-ride location [lease held by Town of Wake Forest]
- 305 | Holly Springs-Apex to Raleigh  
Schedule adjustments to allow for transfers to/from GoApex Route 1; two additional trips with consistent hourly service
- 300 | Cary to Raleigh [weekdays only]  
Schedule changes to improve on-time performance; increases allotted time and changes departure times from Raleigh and Cary; connections to/from GoCary would have increase trip time of 15 minutes

Green stated that public engagement on these proposals is currently underway and staff will bring a summary of the public engagement to the Board meeting.

Allen asked about the request to authorize the President/CEO to determine when suspended routes and trips would resume and how this has been handled in the past. Green stated it would normally be the responsibility of the Board. Eggleston added that prior to the pandemic GoTriangle had never had a situation where service was reduced temporarily and then made permanent because it lasted longer than 12 months and pre-pandemic all service changes went to board for review and approval. This request is for restoration of service previously approved by the Board and why staff is requesting that the President/CEO be able to make these decisions when staffing returns without further board action. Allen stated that he would prefer a time limit on this authority.

Committee members discussed specifics about continued and recommended service changes. Price suggested that no recommendation be made by the committee today, but hold the public hearing, review the public input received and allow the full Board to weigh in on this item.

**Action:** A motion was made by Hutchinson and seconded by Robinson to bring this item to the full board for discussion following a public hearing scheduled for June 22, 2022. Upon vote by roll call, the motion was carried unanimously.

### III. Triangle Regional Model Service Bureau Contract

Jay Heikes presented a recommendation for a task order related to GoTriangle's multi-year agreement with the Triangle Regional Model Service Bureau for maintaining the regional travel demand models.

**Action:** A motion was made by Hutchinson and seconded by Robinson to recommend that the Board of Trustees authorize the President/CEO to execute Task Order 3 of the agreement master research agreement with ITRE to provide FY2023 management services for the Triangle Regional Model Service Bureau in an amount not to exceed \$225,000. Upon vote by roll call, the motion was carried unanimously.

### IV. Durham Transit FY2022 Q4 Proposed Durham Work Plan and Budget Amendment

#### V. Orange Transit FY2022 Q4 Proposed Orange Work Plan and Budget Amendment

Jennifer Hayden presented budget amendments for the Durham and Orange tax district work plans. Both counties have amendments related to increase cost of existing services: a decrease of \$3,568 for Orange County Public Transit, an increase to Chapel Hill Transit of \$47,463 and an increase for GoDurham of \$53,542. The Durham Staff Working Group also recommended transferring \$5,000 to the transit plan development budget from another line item to fund the cost of the engagement ambassadors.

**Action:** A motion was made by Hutchinson and seconded by Robinson to recommend that the Board of Trustees approve the FY2022 Q4 Durham and Orange Transit Work Plan and budget amendments. Upon vote by roll call, the motion was carried unanimously.

### IX. FY2023 Budget Update

Sandra Freeman reviewed updated information on the FY23 proposed budget, which is attached and hereby made a part of these minutes. She said the transfer from reserves remains at \$4 million, no CARES funding is anticipated, fares remain suspended and the vehicle rental tax continues to be shared with the county transit plans. She noted that cost per hour had been miscalculated using authorized service hours rather than the reduced service hours GoTriangle is operating currently. It is projected at \$148/hour.

Freeman discussed the specific changes since the last budget review and reviewed the three transit plan budgets. She said the senior financial analyst position that had been requested was recommended for inclusion in the Orange and Wake Transit work plans for FY2023, but has been removed from the Durham work plan. Once approved for Durham this position will be hired.

Allen reiterated that the vehicle rental tax should be retained by GoTriangle in FY2024 and he had communicated this message to the CAMPO Executive Board. Robinson agreed.

Lattuca pointed out that keeping fares suspended is equivalent to about half of the budget deficit for FY2023.

Freeman stated that staff would continue to review expenses in the proposed budget and opportunities for additional adjustments. She added that there is the potential for the sale of some real property that could reduce the amount of needed from reserves.

Price noted that this is a systemic problem that needs to be addressed, not a one-time issues. GoTriangle operates in a deficit and that needs to be fixed. She proposed using the GoPass and asking employers to help fund the service. Robinson stated that is an innovative approach that should be considered.

Freeman reiterated that the vehicle registration tax should be indexed to inflation. She said GoTriangle had lost about \$43 million in potential revenue without an inflationary adjustment. Lattuca said that he is talking with the Secretary of Transportation about including legislation in his department requests for next year.

#### **VIII. Recommended Update to Bylaws and Rules of Procedure**

Byron Smith stated that he and the Clerk to the Board have undertaken a review of the bylaws and rules of procedures and plan to bring recommendations for consideration in August.

Williams stated that she had been online for the meeting but her microphone was muted.

#### **X. Adjournment**

**Action:** Chair Price adjourned the meeting at 9:49 a.m.

Prepared by:

---

Michelle C. Dawson, CMC  
Clerk to the Board of Trustees



## MEMORANDUM

**TO:** GoTriangle Board of Trustees Operations & Finance Committee  
**FROM:** Planning and Capital Development  
**DATE:** July 21, 2022  
**SUBJECT:** Durham Bus Stop Improvements – Property Acquisition Authorization

### Strategic Objective or Initiative Supported

2.4 Ensure an attractive and accessible transit environment

### Action Requested

Staff requests that the Committee recommend the Board authorize staff to acquire the right of way needed for GoDurham bus stop improvements on behalf of the City of Durham in order to make improvements at the bus stop locations identified in *Table 1. Bus Stop Improvement Locations with Potential Property Impacts*.

### Background and Purpose

The Durham County Transit Plan includes a pipeline of funding for GoTriangle to implement bus stop improvements in Durham. By agreement with City of Durham, GoTriangle plans, develops, and executes improvements to stops within Durham County for stops served by GoDurham.

The process to plan and prioritize stops for improvement is continuous. From time to time, groups of stops are identified that require land that is outside of the existing right-of-way to accommodate physical improvements. When these stops are identified, GoTriangle facilitates early coordination with property owners during the design phase of potential bus stop improvement projects.

The stops in Table 1 were identified as potentially requiring right of way acquisition. Depending on site conditions, GoTriangle will typically need to acquire between 50 and 500 square feet of right-of-way per bus stop. Final right of way and temporary construction easement requirements will be determined through review, design and permitting.

GoTriangle will communicate with property owners at the pre-design and permitting phase to discuss acquisition and the process. In the event a property owner is unwilling to convey the right of way needed for the improvements, GoTriangle will not move forward with the acquisition. In other words, GoTriangle staff is not requesting to use eminent domain for these projects.





Following Board approval, GoTriangle’s real estate team will receive preliminary plans from GoTriangle’s design team. A GoTriangle agent will meet with affected property owners to explain the impacts of the improvements. Before the initiation of negotiations, the property interest to be acquired will be appraised, unless the owner is donating the property and releases GoTriangle from the appraisal obligation, or GoTriangle determines that an appraisal is unnecessary because the valuation is uncomplicated and the fair market value is estimated at \$10,000 or less, based on a review of available data. After a determination of just compensation, GoTriangle’s agent will begin negotiations with the property owner:

- A minimum of 3 attempts to settle with each property owner will be made
- GoTriangle’s agent will keep a detailed negotiation diary and all other material information regarding the attempted settlement
- Once a signed Offer to Purchase is secured, the agent will deliver the original documents to GoTriangle to review and process payment
- GoTriangle will complete the requisite filings in order to secure the property interest on behalf of the City of Durham
- In the event a property owner refuses to settle or negotiations reach an impasse, GoTriangle will consider amending its plans or identify a different location. GoTriangle is not requesting authorization from the Board to condemn property for bus stop improvements.

### Financial Impact

The proposed initiative, if recommended by the Operations & Finance Committee and approved by the Board of Trustees will utilize funds that have been adopted in previous Durham Transit Work Plans to support bus stop improvements in Durham. The adopted work plan budgets include funding for right-of-way acquisition to support the program at \$5,000 per bus stop location, which includes the cost of services (agent fees, appraisals, etc.) and payments to property owners (cost of the property interest). The initiative will have no incremental impact to the transit plan since funds have been previously approved for these activities, and cost estimates are within budgeted amounts.

### Attachments

- Table 1. Bus Stop Improvement Locations with Potential Property Impacts

### Staff Contacts

- Gary Tober, 919-485-7577, [gtober@gotriangle.org](mailto:gtober@gotriangle.org)
- Paige Cureton, 206-419-2702, [pcureton@gotriangle.org](mailto:pcureton@gotriangle.org)



TABLE 1-Bus Stop Improvement Locations with Potential Property Impacts			
Bus Stop ID	Major Street	Minor Street	Parcel ID Number
1558	Slater Rd	Creekstone Dr (Duke Medicine)	157914
5088	S Alston Ave (SB)	Massey Ave	117463
5102	Shirley St	Crest St	104585
5139	Gregson St	Dacian St	102147
5141	Avondale Dr	Trinity Ave (NB)	109718
5142	Gregson St	Trinity Ave	102083
5154	Alston Ave	Durham Freeway	153963
5156	Chapel Hill Rd (EB)	Bivins St	104327
5158	Roxboro St	Lawson St (NB)	117029
5169	Morehead Ave	Moreland Ave	114978
5191	Fayetteville Rd (SB)	Woodcroft Pkwy	148183
5202	N Roxboro St	Edwards St	110077
5205	Angier Ave	Vine St	112099
5238	Avondale Dr	E Knox St (NB)	109557
5244	W Woodcroft Parkway (WB)	Woodcroft Shopping Center	135686
5274	Holloway St (WB)	Hoover Rd	130378
5285	Chapel Hill Rd	Valley Terrace (SB)	121499
5296	NC 55	Cornwallis Rd	157053
5305	E Main St	Mangum St (WB)	102823
5314	North Pointe Dr (WB)	Broad St	126269
5322	Meriwether Dr	E Carver St (NB)	172110
5340	Morehead Ave	Kent St	114699
5344	Chapel Hill Rd (NB)	Morehead Ave	108428
5363	NC 54 (EB)	Fayetteville Rd	149596
5370	Dearborn Dr	Martin St	129810
5379	University Dr	Chapel Hill Rd (Colonial Apts)	121501
5445	Raynor St (WB)	The Village	113673
5450	Meriwether Dr	Oxford Ct	172109
5453	Cornwallis Rd	Fayetteville Rd	203905
5473	Old Oxford Rd	Dearborn Dr (WB)	171834
5489	Dearborn Drive	Wiley Ave	130027
5550	Hardee St	Delano St (Hardee Terrace)	130326
5579	North Pointe Dr	North Pointe Shopping Center (WB)	126422
5593	Lednum St	Murray Ave	106374
5593	Lednum St	Leon St	106395
5639	Main St	Morgan St (EB)	103165
5679	Crutchfield St	Crabtree Ave	128175
5700	Roxboro St	Summit St	107395
5708	Lawson St	Concord St (WB)	117197
5896	N Roxboro St	Old Oxford Rd	128518
5732	Hillsborough Rd	Carolina Ave	101833
5764	Dearborn Dr	Ader St	160104
5765	Hillsborough Rd	Rosehill Rd	103972
5827	Angier Ave (EB)	Hoover Rd	114511
5894	W Woodcroft Parkway (EB)	Woodcroft Shopping Center	135697
5910	Angier Ave	Ellis Rd	130845
5932	Chalk Level Rd	Horton Rd (EB)	125997
5938	S Roxboro St (SB)	Erie St	117262
5945	Roxboro St	Berwyn Ave	128672
5957	Duke University Rd	Chapel Hill Rd	108600, 108595, 108593
5960	Gary St (NB)	N Miami Blvd	120892
5964	Roxboro St (NB)	Maynard Ave	128836
5968	Glenbrook Dr	Club Blvd	129211

<b>TABLE 1-Bus Stop Improvement Locations with Potential Property Impacts</b>			
<b>Bus Stop ID</b>	<b>Major Street</b>	<b>Minor Street</b>	<b>Parcel ID Number</b>
5999	Chapel Hill Rd	Cornwallis Rd	104843
6039	E Main St	Goley St (EB)	112151
6067	Olympic Avenue	Roxboro St	128460
6109	North Pointe Dr	North Pointe Shopping Center (EB)	126421
6110	North Pointe Dr	Broad St (EB)	126268
6129	New Castle Rd	Wyldeewood Rd (NB)	127144
6163	Chapel Hill Rd	W Cornwallis Rd (SB2)	121500
6172	Hardee St	Holloway St	130336
6203	Horton Rd	Guess Rd (Harris Teeter)	173222
6264	Angier Ave	Hoover Rd (WB)	118814
6278	NC 55	Sedwick Dr (NB)	153819
6338	NC 55	Martin Luther King Jr. Pkwy	155768
6348	Holloway St	Durham Ridge Assisted Living	158896
6375	Chapel Hill Rd	W Cornwallis Rd (Yates Church)	121933
6426	Broad St (NB)	Guess Rd	100932
6473	Chapel Hill Rd	Valley Terrace (NB)	121933
6487	Hardee St	Delano St (SB)	120756
6507	E Geer St	Faucette Ave (WB)	159768
6564	Leon St	Haverford St	106395
6598	Lawson Ave	Fayetteville St	117389
6603	New Castle Rd	Wyldeewood Rd (SB)	127143
6620	Garret Rd	Durham Chapel Hill Blvd (Goodwill)	140091
6629	TW Alexander Dr	Page Rd (WB)	202505
6631	TW Alexander Dr	Page Rd (EB)	157394
6635	E Geer St (EB)	Faucette Ave	130217
6684	North Pointe Dr	Woodmont Dr (EB)	126418

## MEMORANDUM

**TO:** GoTriangle Board of Trustees Operations & Finance Committee  
**FROM:** Planning and Capital Development  
**DATE:** July 21, 2022  
**SUBJECT:** **Renewal of Remix Software Contract**

### Strategic Objective or Initiative Supported

1.2 Pursue service improvements and expansion opportunities

### Action Requested

Staff requests that the Committee recommend that the Board of Trustees renew its contract with Remix for transit planning software for an additional term of September 1, 2022 to August 31, 2025 with a maximum dollar amount of \$113,167 and authorize the President/CEO to execute the renewal consistent with those terms.

### Background and Purpose

- GoTriangle uses Remix software to plan GoTriangle and GoDurham bus routes. Per the existing management agreement between GoTriangle and the City of Durham, GoTriangle conducts service planning for the GoDurham bus system.
- Remix is a specialized platform that provides design, evaluation, and collaboration tools for bus route service planning. GoTriangle planning and operations staff use the software to develop route detours, service changes, and system redesigns for GoTriangle and GoDurham service. The tool integrates census data, on-time performance data with route planning capabilities. In addition, Remix provides a Title VI analysis tool, which allows GoTriangle to efficiently evaluate impacts of service changes to minority and low income populations.
- GoTriangle initially entered into a contract with Remix in 2015 as a pilot program. The pilot and subsequent use periods have been considered successful, and GoTriangle has continued to renew its agreement with Remix to support the planning program in the years since. The current contract expires on August 31, 2022.
- This renewal of the existing agreement would be effective from September 1, 2022 through August 31, 2025.
- In 2021, the City of Durham was added to the contract through an amendment. The City of Durham contributes 50% of the cost of the software through reimbursement.

### Financial Impact

The total amount of the 3-year contract is \$113,167. The FY23 costs are within the budgeted amount of \$35,000. The following table shows how the costs would be split between GoTriangle and the City of Durham for fiscal years 2023 through 2026.

<b>Fiscal Year</b>	<b>Total Amount</b>	<b>GoTriangle</b>	<b>City of Durham</b>
<b>FY 2023</b>	\$ 28,333	\$ 14,167	\$ 14,167
<b>FY 2024</b>	\$ 37,000	\$ 18,500	\$ 18,500
<b>FY 2025</b>	\$ 41,000	\$ 20,500	\$ 20,500
<b>FY 2026</b>	\$ 6,833	\$ 3,417	\$ 3,417
<b>TOTAL</b>	<b>\$ 113,167</b>	<b>\$ 56,583</b>	<b>\$ 56,583</b>

### Attachments

- Remix Services Agreement

### Staff Contact

- Jenny Green, Transit Service Planning Supervisor, 919-485-7529, [jgreen@gotriangle.org](mailto:jgreen@gotriangle.org)



## Renewal of the Remix Services Agreement

Remix Technologies LLC (“**Remix**”) and Research Triangle Regional Public Transportation Authority, d/b/a GoTriangle, a body corporate and politic organized under North Carolina law (“**Customer**” and together with Remix, the “**Parties**”) have entered into an agreement titled Remix Services Agreement (the “**Agreement**”) dated as of April 1, 2019. Upon execution of this Renewal (the “**Renewal**”), the Parties agree to the following:

1. **Renewal.** With effect from September 1, 2022 (the “**Effective Date**”) the Parties hereby agree to extend the duration of the Agreement beyond its original duration from the Effective date for a period of 3 years until August 31, 2025.
2. **Price.** The Parties hereby agree to the following price structure:

Remix Transit Planning Platform License	<p>Total Contract Value: <b>\$113,167 USD / 3 years</b> based on a total fleet size of 105.</p> <ul style="list-style-type: none"> <li>➤ 2023: <del>\$43,000 (Current List Price)</del> \$28,333 10 (ten) months prorated annual cost</li> <li>➤ 2024: <del>\$43,000 (Current List Price)</del> \$37,000 USD per year</li> <li>➤ 2025: <del>\$43,000 (Current List Price)</del> \$41,000 USD per year</li> <li>➤ 2026: \$6833-2 months of continuing the FY25 price</li> </ul> <p>Pricing valid if signed by August 31, 2022.</p> <p>Includes:</p> <ul style="list-style-type: none"> <li>● Remix licenses for an unlimited number of users within organization.</li> <li>● Software as a Service (SaaS): fully hosted, cloud-based web platform.</li> <li>● Platform functionality as described on page 1 with continuous improvements released throughout the course of the contract</li> <li>● Dedicated Customer Success staff</li> <li>● Premium Enterprise Support: response to requests in 1 business day</li> </ul>
Marketing Terms	Willingness to work with Remix to develop a case study, mutually agreeable press release, ability to use Customer as a reference.

3. **Conflicts, Use of Terms, Governing Law.** Capitalized terms used but not defined herein have the meanings set forth in the Agreement. Except as expressly provided herein, the terms and conditions of the Agreement remain unchanged. This Renewal will be governed by the same law as the Agreement.

*Signatures on following page.*

**REMIX TECHNOLOGIES LLC**

**RESEARCH TRIANGLE REGIONAL PUBLIC  
TRANSPORTION AUTHORITY**

By:

By:

Name:

Name: Charles E. Lattuca

Title:

Title: CEO

Date:

Date:

**Remix Billing Information**

**Customer Billing Information**

Attn

Accounts Receivable

Attn

Accounts Receivable

Address

10 Crosby St, Floor 2  
New York, NY 10013

Address

4600 Emperor Blvd. Suite 100  
Durham, NC 27703

Email

AR@ridewithvia.com

Email

Invoice@gotriangle.org

Phone

919-485-7435

This instrument has been pre-audited in the manner required by the Local Government Budget and Fiscal Control Act.

Reviewed and approved as to legal form.

Saundra Freeman, CFO

T. Byron Smith, General Counsel





Connecting all points of the Triangle

## MEMORANDUM

**TO:** GoTriangle Board of Trustees Operations & Finance Committee  
**FROM:** Finance and Administrative Services  
**DATE:** July 28, 2022  
**SUBJECT:** Amendment to Procurement Manual Cost Thresholds and Approval Level

### Strategic Objective or Initiative Supported

Approach: Actively seeking the financial resources to fund the county transit plans

### Action Requested

Staff requests that the Committee recommend Board approval of the proposed purchasing cost thresholds listed below and delegate authority for approval for Apparatus, Supplies, Materials and Equipment (ASME) purchases to the President/CEO.

Type of Purchase	Current Thresholds	Proposed/New Cost Thresholds
Construction and Repair	\$300,000	\$499,999
Professional Services	\$100,000	\$250,000
ASME	\$90,000	\$250,000 – approval level President/CEO

### Background and Purpose

The Board delegates certain authorities to the President and CEO related to many areas, including procurement. Over time, the Board has amended the procurement thresholds to carry out responsibilities without seeking Board approval. The last amendment was on June 24, 2015.

In 2018, the Office of Management and Budget (OMB) issued a memorandum increasing the bid thresholds under the Uniform Guidance (UG) to \$10,000 for Micro-Purchase and \$250,000 for the Simplified Acquisition. GoTriangle's requested threshold increases are in line with FTA and other local government agencies.

To account for seven years since our last amendment and our current environment of inflation, we find it necessary to make adjustments to the current procurement thresholds and Delegation of Authority. This will ensure an efficient operation in the Procurement Department and allow for procurement tasks to be carried out without delay.

### Financial Impact

None

### Attachments

- None

### Staff Contact

- David Moore, 919-485-7559, [dmoore@gotriangle.org](mailto:dmoore@gotriangle.org)



PO Box 13787  
Research Triangle Park, NC 27709  
P: 919.485.7510 | F: 919.485.7547

## MEMORANDUM

**TO:** GoTriangle Board of Trustees Operations & Finance Committee  
**FROM:** General Counsel  
**DATE:** July 21, 2022  
**SUBJECT:** Amendments to Bylaws

### Strategic Objective or Initiative Supported

### Action Requested

Staff requests that the Committee discuss and recommend Board approval of the amendments to the bylaws outlined in this memorandum.

### Background and Purpose

Board members and staff have recognized the need for a comprehensive review of the bylaws for some time. Over the summer break the General Counsel and Clerk to the Board undertook that review and are recommending a number of changes to reflect current practice and assure consistency with other policies and procedures.

Staff will continue to review other Board policies over the next few months and bring additional recommendations to the Committee for discussion and consideration.

Current language or Section	Location in document	Recommendation
by-laws	throughout	bylaws [no hyphen]
Website	throughout	website [lower case]
electronic mail	throughout	email
Triangle Transit Authority	throughout	Board
calling special meeting	Article II Section 4	Make consistent with rules of procedure
notice of special meeting	Article II Section 5	Update, clarify and make consistent with rules of procedure
vacancies	Article III Section 4	Refer to NCGS

Current language or Section	Location in document	Recommendation
General Counsel designee	Article III Section 5	Add language like President/CEO for General Counsel designee
Notice of Special Tax Board meeting	Article V Section 5	Update and clarify language
Amendments to bylaws	Article X	Allow staff to make non-substantive changes without board approval
Amendments to bylaws	Article X	Authorize staff to review bylaws and recommend changes when law changes.

In addition to the changes outlined above, there are several areas that we would like highlight for your discussion and consideration for further amendments.

- **Ethics and Conflict of Interest**

Legal staff currently is reviewing GoTriangle's code of ethics for recommended updates [Article II, Section 7].

- **Officer terms [Oct-Sept] and committee terms [Jan-Dec]**

The bylaws set officer elections in September with terms expiring on September 30 of the following year [Article III, Section 2. A]; however, committee members serve by appointment of the Chair for terms of one calendar year [Article IV, Section 1. B]. Officers serve as the chairs of the three standing committees [Article IV, Section 1. A], but the practice has been to keep committee chairs in place until January when the new committee assignments begin. One option would be to amend the bylaws to have officer terms begin in January for a term of one calendar year.

- **Committee responsibilities**

The Operations & Finance Committee has always had the heaviest workload. For several years now, the Personnel Committee has not met. The area of risk management has been identified as not included in the responsibilities for any committee and concern has been raised about the ambiguity of the Personnel Committee's responsibilities. Is there interest by the Board in restructuring its committees to better balance and clarify areas of responsibility?

- **Equal Opportunity Employer**

In reviewing the bylaws, we have discovered at least five different wordings of GoTriangle's statement regarding equal opportunity. Staff is reviewing federal and state law and will make a recommendation for an amendment that is consistent with current law.

We look forward to discussing these recommendations with the Committee.



### Financial Impact

None.

### Attachments

- Red-lined version of bylaws

### Staff Contacts

- Byron Smith, 919-485-7561, [bsmith@gotriangle.org](mailto:bsmith@gotriangle.org)
- Michelle Dawson, 919-485-7438, [mdawson@gotriangle.org](mailto:mdawson@gotriangle.org)



PO Box 13787  
Research Triangle Park, NC 27709  
P: 919.485.7510 | F: 919.485.7547

[www.gotriangle.org](http://www.gotriangle.org)

~~BY-LAWS~~**BYLAWS** OF THE RESEARCH TRIANGLE REGIONAL  
PUBLIC TRANSPORTATION AUTHORITY

Adopted by the Board of Trustees April 18, 1991

Revised: August 28, 1996; January 27, 1999; February 24, 1999; June 25, 2003; September 24, 2003;  
December 15, 2004; November 28, 2012; August 28, 2013; July 25, 2018; December 18, 2019;  
August 25, 2021; December 15, 2021; August 24, 2022

**Preamble**

This public body corporate, having been created pursuant to the Regional Public Transportation Authorities Act, North Carolina General Statutes Chapter 160A, Article 26 (the "Act"), and by resolutions of the Boards of Commissioners of Durham, Wake and Orange counties, endorsed by the municipalities of Raleigh, Durham, Chapel Hill and Cary, and as chartered by the Secretary of State on December 1, 1989, is named the Research Triangle Regional Public Transportation Authority (the "Authority"); and pursuant to Section 610 of the Act, the Authority's Board of Trustees (the "Board") has the power to make such ~~by-laws~~bylaws for its government as it may deem appropriate, not inconsistent with the Act. The ~~by-laws~~bylaws of the Board are as follows:

**ARTICLE I  
Offices**

The principal executive offices and the principal operating offices of the Authority shall be located within the counties of Durham, Orange or Wake, State of North Carolina. The Authority may have offices at such other places within the State of North Carolina as the business of the Authority may require or make desirable as determined by the Board.

**ARTICLE II  
Board of Trustees**

**Section 1. General Powers.** The property, affairs, and business of the Authority shall be managed by or under the direction of the Board to the extent of the powers and authority granted or delegated to the Board by the Act.

**Section 2. Number, Tenure, and Qualifications.** The Board shall be composed of thirteen (13) members (ten voting and three non-voting) whose qualifications, appointments and terms of office shall be as provided in NCGS § 160A-605 and -606(c), each as amended from time to time.

**Section 3. Regular Meetings.** Regular monthly meetings of the Board shall be held at such places and at such times as the Board may from time to time determine. Notice of such meetings shall be given in accordance with Section 5 of Article II.

**Section 4. Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or any two or more Board members. Such request shall state the purpose of the proposed special meeting. The person or persons authorized to call special meetings of the Board may fix any time and place as the time and place for

holding any special meeting of the Board called by them, and such time and place shall be stated in the notice of the special meeting required by Section 5 of this Article II, provided that the place shall be within the territorial jurisdiction of the Authority unless a different place for the special meeting has been approved by the Board. The Clerk to the Board shall be informed of the call of such special meetings sufficiently in advance to enable him/her to give the notice required by Section 5 of this Article II.

**Section 5. Notice.** Written notice of any Board meeting shall be given by the Clerk to the Board ~~to all Board members~~ at least ~~five working days~~ 48 hours prior to the scheduled date of the meeting ~~and to any interested or affected party~~ in accordance with the North Carolina Open Meetings laws. The notice may be ~~delivered personally, mailed to each Board member at his/her last known business address, delivered by telegram, delivered via electronic mail, mailed,~~ or delivered to each newspaper, wire service, radio station, television station and person who has filed a written request for notice with the Clerk to the Board and to each Board member via facsimile machine. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, properly addressed, with sufficient first class postage thereon prepaid. ~~If notice is given by telegram, such notice shall be deemed to have been delivered when the telegraph is delivered to the telegraph company and the proper delivery fee is paid.~~ If notice is given by electronic email, such notice shall be deemed to have been delivered when the message is sent to the electronic email address on record. ~~If telecopied, such notice shall be deemed to have been delivered when sent via facsimile machine, to the proper name and facsimile number.~~ Notice of any Board meeting may be waived by instrument in writing executed before or after the meeting. Attendance of a Board member at, or his/her participation in, any meeting shall constitute a waiver of notice of such meeting by such Board member, except when a Board member attends a meeting solely for the purpose of objecting to the holding of the meeting or the transacting of any business and does not thereafter vote for or assent to action taken at the meeting, when objection shall be voiced at the beginning of the meeting (or promptly upon said Board member's arrival), and such objection shall be entered into the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting except in the event of a regular Board meeting at which a proposed resolution for the issuance of revenue bonds of the Authority will be considered and except as otherwise required by these ~~by laws~~ bylaws. Notice of any special meeting of the Board shall state the purpose or purposes for which such meeting is called. Together with the notice of any regular Board meeting, each Board member shall be provided with an agenda listing each and every item upon which action is to be taken at such meeting. By verbal or written notice to the Clerk to the Board made three working days in advance of said meeting, any Board member may have any item placed on said agenda. Any matter may be proposed, discussed, or debated at a regular meeting of the Board, but no item may be acted upon unless listed in the aforesaid agenda or unless the matter is first placed upon said agenda by the vote of a majority of the members of the Board present at such regular meeting.

**Section 6. Quorum.** Six (6) voting members of the Board of Trustees shall constitute a quorum for the transaction of business. Once a quorum is established for the transaction of business, a Board member who has



withdrawn from a meeting without being excused by a majority of the remaining Board members present shall be counted as present for purposes of determining whether or not a quorum is present. If a quorum shall not be present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to all Board members in accordance with Section 5 of this Article II. "Present" as used in Sections 5, 6, and 7 of this Article II shall mean physical attendance or attendance via telephone or video conferencing provided that at least the Chair or Vice-Chair, one other officer, and two other voting members of the Board are physically present at the meeting. In any fiscal year a voting or non-voting member may attend no more than two meetings via telephone or video conferencing.

**Section 7. Manner of Acting.** On any question presented, the number of members present shall be recorded by the Clerk to the Board. Except as provided by NCGS § 160A-605(a)(4) as amended from time to time, each member shall have one vote; however, the three members of the Board of Transportation appointed by the Secretary of Transportation serve as ex-officio non-voting members. Provided that the act receives a minimum of four affirmative votes, the act of a majority of the Board members with the power to vote present or deemed present pursuant to Section 6 of this Article II at any properly called meeting at which there is a quorum shall be the act of the Board. Board members entitled to vote who are attending a meeting via telephone or video conferencing may vote orally as long as clearly heard and recorded by the Clerk. No person shall be entitled to exercise a proxy vote for any Board member. Except as provided in Section 5 of this Article II, any member attending a meeting may abstain from voting only if he or she has a conflict of interest as determined pursuant to law or the Authority's ethics code approved by the Board from time to time. A non-vote by an attending Board member, or by a Board member who has withdrawn without being excused by a majority vote of the remaining members present, shall be counted as an affirmative vote, except when a Board member attends a meeting solely for the purpose of objecting to the holding of the meeting or the transacting of any business as prescribed in Section 5 of this article, or unless the Board member has been excused by Board action pursuant to Section 6 of this Article II or he or she abstains pursuant to this Section 7.

**Section 8. Vacancies.** Any vacancy occurring among the members of the Board by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for by the Act. No vacancies on the Board shall impair the power of the Board to transact any and all business of the Authority and perform all its duties as provided for by the Act.

**Section 9. Compensation.** Each appointed member of the Board shall be paid by the Authority the sum of fifty (\$50.00) dollars for each official meeting of the Board of Trustees and each duly appointed committee he/she physically attends as an appointed member. The minutes of each official meeting of the Board or a committee shall reflect each member of the Board in attendance. Each member of the Board may also be reimbursed for actual expenses necessarily incurred by him/her in the performance of his/her duties, as authorized by the Board.

**Section 10. Parliamentary Rules.** Except where inconsistent with the Act or these ~~by-laws~~bylaws, the current adopted version of the ~~Triangle Transit Authority Board's -of-Trustees~~ Rules of Procedure shall govern ~~the its~~ proceedings ~~of the Board~~ and its committees.

**Section 11. Removal.** Each member of the Board may be removed with or without cause by his/her appointer(s) pursuant to NCGS § 160A-606. If the appointment was made jointly by two boards, the removal must be concurred with by both.

### ARTICLE III Officers, Agents, and Employees

**Section 1. Number.**

A. Officers of the Board. The Board shall annually elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice-Chair shall be elected from among the voting members of the Board, and shall have been appointed to the Board by appointing authorities within different counties of the Authority's jurisdictional counties pursuant to NCGS § 160A-605(a). The Secretary and Treasurer also shall be elected from among the voting members of the Board. A Board member may hold only one office on the Board at any one time. Each newly elected Chair shall have been appointed by an appointing authority pursuant to NCGS § 160A-605(a) within a county different from his/her predecessor except, if the outgoing Vice-Chair of the Board at the time of said election is unwilling or unable for any reason to serve as said newly elected Chair, then said newly elected Chair may be elected from among the voting members of the Board and may have been appointed by an appointing authority within the same county as the appointing authority that appointed the predecessor Chair.

B. Non-Board Member Officers. A President and Chief Executive Officer (CEO) of the Authority shall be appointed and employed; as needed by the Board as an officer of the Authority. Such President and CEO of the Authority shall not be a member of the Board. A General Counsel of the Authority shall be appointed and employed; as needed by the Board as an officer of the Authority. Such General Counsel of the Authority shall not be a member of the Board. A Clerk to the Board shall be appointed and employed; as needed by the Board as an officer of the Authority. Such Clerk to the Board shall not be a member of the Board. The Board at any time and from time to time may also appoint such other Non-Board officers as it shall deem necessary, including but not limited to, an Assistant Secretary and an Assistant Treasurer, who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board: provided, however, that while any bonds issued by the Authority remain outstanding, the powers, duties, or existence of its officers, employees, or agents shall not be diminished or impaired in any manner that will affect adversely the interest and the rights of the holders of such bonds. Non-Board member officers shall not be members of the Board or related to any Board member.

**Section 2. Election and Term of Office.**

A. Board Member Officers. The officers of the Board shall be elected annually at a September meeting of the Board for terms to expire on September 30 of the following year. The Chair of the Board may not serve

successively more than the greater of two successive full one year terms or thirty-six months including portions of unexpired terms. The Board shall name three of its members, one voting member from each of the counties within the Authority's jurisdiction to serve as a nominating committee for officers of the Board at a July meeting of the Board. The nominating committee shall not be a standing committee or an ad hoc committee under the provisions of these ~~by laws~~bylaws. The Chair of the Board, or another member designated by the Chair, shall preside at the election. If the election of officers shall not be held at a September meeting, such election shall be held as soon thereafter as is convenient to the Board. Each officer of the Board shall hold office until his/her successor shall have been duly elected or until his/her earlier death, resignation, disqualification, incapacity to serve, or removal in accordance with law.

B. Non-Board Member Officers. The Non-Board Member officers of the Authority shall be appointed by the Board and shall hold office for such term or period of time as the Board may prescribe or contract.

**Section 3. Removal.** Any officer, agent, or employee of the Authority appointed or employed by the Board may be removed by the Board whenever in its judgment the best interest of the Authority will be served thereby, but such removal shall not prejudice the contract rights, if any, of the person so removed. Appointment or employment of an officer, agent, or employee shall not of itself create any contract rights.

**Section 4. Vacancies.** A vacancy in any office of the Authority because of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, ~~may shall~~ be filled ~~by the Board in accordance with NCGS § 160A-606 (c), such appointment by the Board to continue until the expiration of the current term of office which has become vacant.~~

**Section 5. Duties.**

A. Board Member Officers.

1. Chair of the Board. The Chair of the Board shall have the following powers and duties:

- (a) He/she shall preside, when present, at all meetings of the Board.
- (b) He/she may suspend or remove any officer of the Authority, subject to ratification or reinstatement by the Board, whenever in his/her judgment the best interest of the Authority would be served thereby.
- (c) He/she shall determine by inspection and investigation if all orders and resolutions promulgated by the Board are being carried into effect, and he/she shall report from time to time his/her findings to the Board.
- (d) He/she may sign and execute, for and on behalf of the Authority, all contracts of insurance, bonds, deeds, mortgages, debentures, contracts, or any other instruments of whatever nature which the Board has authorized to be executed; and he/she may adopt a facsimile signature to be utilized for such purposes.

(e) He/she shall perform, in general, all duties incident to the office of Chair of the Board and such other duties as may be prescribed by these ~~by laws~~bylaws or assigned to him/her by the Board from time to time.

2. Vice-Chair of the Board. The Vice-Chair of the Board shall have the power and authority of the Chair, shall perform the duties of the Chair in case of disability or absence of the Chair, or when requested to perform such duties by the Chair, and shall perform such other duties as may from time to time be assigned to him/her by the Chair or by the Board.

3. Secretary of the Authority. The Secretary of the Authority shall have the following powers and duties:

(a) He/she shall, as may be necessary or appropriate, execute or affix the seal of the Authority to all contracts of insurance, bonds, deeds, mortgages, debentures, contracts, or any other instruments or documents of whatever nature which the Board has authorized to be executed or which any Board member, officer, or staff member of the Authority has authority to execute, and attest to same. The Secretary may adopt a facsimile signature to be utilized for such purposes.

(b) He/she shall perform, in general, all the duties incident to the office of the Secretary, and such other duties as may from time to time be assigned to him/her by the Board.

(c) An Assistant Secretary of the Authority shall have the authority when appointed to perform all the duties and exercise all the powers of the Secretary in case of the absence or disability of the Secretary, or upon request of the Chair or the Secretary.

4. Treasurer of the Authority. The Treasurer of the Authority shall have the following powers and duties:

(a) He/she shall give a corporate surety bond for the faithful performance of his/her duties as Treasurer in such sum and with such security or securities as the Board shall determine.

(b) He/she shall perform, in general, all the duties incident to the office of Treasurer, and such other duties as may from time to time be assigned to him/her by the Board.

(c) An Assistant Treasurer of the Authority shall have the authority when appointed to perform all the duties and exercise all the powers of the Treasurer in case of the absence or disability of the Treasurer, or upon request of the Chair or the Treasurer.

B. President and Chief Executive Officer (CEO). The President and CEO of the Authority shall be a full-time employed officer of the Authority who shall not be a member of the Board. The President and CEO shall have all the power and authority delegated to him/her in accordance with law, including but limited to, the following:

1. He/she shall have general and active supervision of the business and affairs of the Authority; and he/she shall be responsible for the administration of the Authority, including general supervision of the policies of the Authority and general and active supervision of the financial affairs of the Authority.

2. He/she shall have the power and authority to employ and discharge all personnel, he/she shall have general superintendence and direction of all employees of the Authority, and he/she shall see that their respective duties are properly performed. However this power and authority does not apply to the Clerk to the Board, the General Counsel, or to the employees of the General Counsel.

3. He/she may enter into and execute, for and on behalf of the Authority, all contracts of insurance, bonds, deeds, debentures, contracts, or any other instruments or documents of whatever nature which require Board approval and which the Board has authorized to be executed without designating an authorized signatory therefor.

4. He/she shall have the power and authority without Board approval but within budgetary and other limitations established by the Authority, to enter into and execute contracts for and on behalf of the Authority for construction, alterations, supplies, equipment, repairs, maintenance, and services; and for the purchase, sale, or lease of any property. He/she shall report monthly to the Board the actions taken pursuant to this authority.

5. He/she shall have the power and authority to approve and execute change orders and to enter into and execute such amendments to any contract to which the Authority is a party as may be necessary or convenient to meet the Authority's needs, so long as the expenditures under any such contract as amended do not exceed the amount authorized by the Board for expenditure with respect to any such contract.

6. He/she shall have the power and authority to accept and approve performance by any contractor under any contract with the Authority, except with respect to final acceptance of construction contracts.

7. He/she shall have the power and authority to adopt procedures and guidelines to administer, supervise, and coordinate all projects developed by the Authority; and he/she shall have general supervisory control over all relationships between the Authority and its contractors.

8. He/she shall have the power, authority, and duty to coordinate the development of all data, plans, and information with regard to the development, utilization, and improvement of mass transportation in the service area of the Authority as defined by NCGS § 160A-609, as amended from time to time.

9. He/she shall have the power and authority to sign on behalf of the Authority any and all checks, drafts, notes, or other orders for the payment of money issued in the name of the Authority and to adopt a facsimile signature to be utilized for such purposes.

10. He/she shall have the power and authority to establish, transfer, or discontinue petty cash, capital grant, payroll, and any other special accounts as he/she deems necessary and convenient to the sound management of the Authority's financial affairs. Bank depositories shall be selected by the Board pursuant to specific resolutions from time to time.

11. He/she shall have such other powers and perform such other duties as are specifically imposed upon him/her by law.

12. He/she shall perform, in general, all duties incident to the office of President and CEO, and such other duties as may from time to time be prescribed by the Board.

13. In addition to and not in limitation of the foregoing, the President and CEO shall have the power and authority to enter into and execute any and all instruments of whatever nature for and on behalf of the Authority in furtherance of the Authority's obligations and powers under the Act within budgetary and other limitations established by the Authority.

14. Whenever the term President and CEO appears in these ~~by laws~~bylaws, it shall include his/her designee who shall have, within the limits of the authority delegated to him/her in writing by the President and CEO, the same power and authority to act as the President and CEO. The President and CEO shall maintain a permanent record of all such delegations of authority and power.

C. General Counsel. The Authority may retain a General Counsel who shall not be a member of the Board. The General Counsel of the Authority shall be a full-time employed officer of the Authority and shall have all the power and authority delegated to him/her in accordance with law, including but limited to, the following:

1. The General Counsel shall be ultimately responsible for all legal proceedings and affairs of the Authority and shall have general supervisory professional responsibility for all the Authority's legal affairs, except as limited by the Authority. The General Counsel shall advise and consult with the Authority on legal matters in all areas of concern to the Authority as required from time to time.

2. The General Counsel shall perform, in general, all the duties necessary to assure that the Authority acts within its legal and fiduciary responsibilities and such other duties as may from time to time be required in order to fulfill its responsibilities.

3. Whenever the term General Counsel appears in these bylaws, it shall include his/her designee who shall have, within the limits of the authority delegated to him/her in writing by the General Counsel, the same power and authority to act as the General Counsel. The General Counsel shall maintain a permanent record of all such delegations of authority and power.

D. Clerk to the Board of Trustees. The Authority may hire a Clerk to the Board of Trustees who shall not be a member of the Board. The Clerk to the Board shall have all the power and authority delegated to him/her in accordance with law, including but not limited to, the following:

1. He/she shall give notice, attend, and keep a journal of the proceedings of all meetings of the Board of Trustees, its committees and the Special Tax Board.

2. He/she shall be the custodian of all Authority records.

3. He/she shall perform any other duties that may be prescribed by the Board of Trustees.

## ARTICLE IV Committees

### Section 1. Standing Committees.

A. Establishment. The Authority shall have the following standing committees: Operations & Finance Committee, Planning & Legislative Committee and Personnel Committee. The Operations & Finance Committee and the Planning & Legislative Committee shall consist of three or more members of the Board as may be appointed

by the Chair of the Board. The Authority’s secretary shall serve as chair of the Planning & Legislative Committee. The Authority’s treasurer shall serve as chair of the Operations & Finance Committee. In the event the Authority’s secretary or treasurer is unable or unwilling to serve as committee chair, the Chair of the Board shall appoint another voting member of the Board as committee chair. In making committee assignments, the Chair shall balance committee assignments consistent with jurisdictional representation. The Personnel Committee shall be comprised of the officers of the Board of Trustees plus additional members as may be appointed by the Chair of the Board, with the Vice-chair of the Board serving as chair of the Personnel Committee.

B. Term of Office. The initial members of each standing committee shall serve from the time of appointment until the end of the calendar year of their appointment and members thereafter shall serve by appointment of the Chair for terms of one calendar year each, unless such member is disqualified, dies, resigns, or is removed from such committee or his/her regular office by an act of the Board.

C. Duties. Each standing committee shall conduct official meetings to approve its reports and recommend action to the Board. Each such committee shall have the responsibility to become informed of, and report from time to time to the Board with regard to, the activities of that division of the Authority set opposite the name of the committee below:

<b>Committee</b>	<b>Areas of Responsibility</b>
Operations & Finance	Special Tax Board (the composition and duties of which shall be governed by NCGS § 160A-607.1 notwithstanding anything to the contrary contained in the <del>by-laws</del> <u>bylaws</u> ) Budget Audit and Accounting Financing Short-range planning System start-up Service planning reviews Bus routes Bus purchases Facility design Bus fares Marketing Ridesharing <del>By-laws</del> <u>Bylaws</u> Contracts Employee benefits



Planning & Legislative	Long range and strategic planning Intergovernmental relations (federal, state and local) Land use issues Authority goals Transit corridor planning Regional transit plan
Personnel	Personnel issues

Nothing in this Section 1 of this Article IV shall be deemed in any way to diminish or otherwise interfere with the responsibility of the President and CEO for the selection, supervision and discharge of employees of the Authority.

D. Ex officio Members. All voting and non-voting members of the Board shall be ex officio members of each standing committee, entitled to all privileges thereof except for the right to vote.

**Section 2. Ad Hoc Committees.**

A. Establishment. The Chair may designate one or more ad hoc committees, each of which shall consist of three or more members of the Board, one of whom shall be designated as chair, and such other persons as the Chair shall determine. Each ad hoc committee shall have the powers, authority, and duties as provided by the Chair and shall report to the Board any action taken by the committee. Each ad hoc committee shall hold official meetings to approve its reports and make its recommendations to the Board. The Clerk to the Board shall cause the minutes of the meeting at which the Chair designates any such ad hoc committee to reflect the establishment thereof, its powers, duties, membership and such other instructions and information stated by the Chair to be included therein.

B. Term of Office. Unless a different term is established by the Chair, each member of an ad hoc committee shall continue from the time of his/her appointment as such until the end of the calendar year of his/her appointment or reappointment as the case may be, and until his/her successor is appointed, or until the committee shall be sooner terminated, or until such member is disqualified, dies, resigns, or is removed from such committee by the Chair or from his/her regular office in accordance with law.

C. Term of Existence. Each ad hoc committee shall be terminated and dissolved at the end of the calendar year, unless the term thereof shall be extended by the Chair.

D. Ex officio Members. All voting and non-voting members of the Board shall be ex officio members of each ad hoc committee, entitled to all privileges thereof except for the right to vote.

**Section 3. Miscellaneous Provisions.**

A. Quorum and Manner of Acting. A quorum of any standing or ad-hoc committee shall be determined by the presence of the greater number of either three voting members or a majority of voting members appointed by

the Chair of the Board and in accordance with Section 1 (A) or Section 2 (A) of this Article IV. Once a quorum is established for the transaction of business, a committee member who has withdrawn from a meeting without being excused by a majority vote of the remaining committee members shall be counted as present for purposes of determining whether or not a quorum is present. The affirmative vote of the majority of regular committee members at a properly called meeting at which there is a quorum shall be the act of the committee. Except when a committee member attends a committee solely for the purpose of objecting to the holding of the meeting for the transacting on any business due to improper notice thereof as provided below, committee members may abstain from voting only if he or she has a conflict of interest as determined pursuant to law or the Authority's ethics code approved by the Board from time to time. A non-vote by an attending committee member or by a committee member who has withdrawn without being excused by a majority vote of the remaining committee members shall be counted as an affirmative vote, except when a committee member attends a committee meeting solely for the purpose of objecting to the holding of the meeting for the transacting of any business and does not thereafter vote for or assent to action taken at the meeting and when said objection is voiced at the beginning of the meeting (or promptly upon said committee member's arrival), in which event such objection shall be entered into the minutes of the meeting, or unless, pursuant to this Subsection A, the committee member has been excused or the committee member's abstention is pursuant to this Subsection A. "Present" or "presence" as used in this Section 3 of Article IV means either physical attendance at the meeting, attendance using remote conferencing technology, or a combination of both physical and remote attendance of the committee members. Any use of remote conferencing technology shall provide for simultaneous communication between committee members and for a live audio connection by which the public may listen to the meeting.

B. Meetings. Meetings of standing and ad hoc committees shall be held as frequently as may be required for the proper discharge of each respective committee's duties. The Clerk to the Board shall give at least two working days written notice of regularly scheduled or special committee meetings in the manner prescribed in Article II, Section 5 of these ~~by-laws~~bylaws. The written notice shall specify the physical location of the meeting, if any. If remote conferencing technology is used, the written notice shall specify the means by which the public may listen to the meeting remotely. Except with respect to meetings, which under applicable law may be held in closed session, the public shall be entitled to attend.

C. Responsibility. The designation and establishment of any standing or ad hoc committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon it or him/her by law or these ~~by-laws~~bylaws.

D. Rules. Each standing and ad hoc committee may make such rules for the conduct of its affairs as it may deem appropriate, not inconsistent with the Act, these ~~by-laws~~bylaws, or the directives of the appointing authority.

## ARTICLE V Special Tax Board

**Section 1. General Powers.** The Special Tax Board shall have the powers and authority granted by the General Assembly (NCGS § 160A-607.1) or delegated to the Special Tax Board by the Board of Trustees.

**Section 2. Number, Tenure, and Qualifications.** The Special Tax Board shall be composed of six (6) members, whose qualifications, appointments and terms of office shall be as provided in NCGS § 160A-607.1 as amended from time to time.

**Section 3. Meetings.** The Special Tax Board shall meet regularly, and not less than annually, at such places and on such dates as are determined by the Special Tax Board. Notice of such meetings shall be given in accordance with Section 5 of Article V.

**Section 4. Special Meetings.** Special meetings of the Special Tax Board may be called by the Chair of the Special Tax Board on his/her own initiative or by any two members of the board. Such request shall state the purpose of the proposed special meeting. The person or persons authorized to call special meetings of the Special Tax Board may fix any time and place as the time and place for holding any special meeting of the Special Tax Board called by them, and such time and place shall be stated in the notice of the special meeting required by Section 5 of this Article V, provided that the place shall be within the territorial jurisdiction of the Authority unless a different place for a special meeting has been approved by the Special Tax Board. The Clerk to the Board shall be informed of the call of such special meetings sufficiently in advance to enable him/her to give the notice required by Section 5 of this Article V.

**Section 5. Notice.** Written notice of any Special Tax Board meeting shall be given by the Clerk to the Board to all Special Tax Board members at least five working days prior to the scheduled date of the meeting and to any interest or affected party in accordance with North Carolina Open Meetings laws. The notice may be delivered personally, mailed to each Special Tax Board member at his/her last known ~~business address~~ of record, ~~delivered by telegram, delivered via electronic or emailed, or delivered via facsimile machine.~~ If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, properly addressed, with sufficient first class postage thereon prepaid. ~~If notice is given by telegram, such notice shall be deemed to have been delivered when the telegraph is delivered to the telegraph company and the proper delivery fee is paid.~~ If notice is given by electronic email, such notice shall be deemed to have been delivered when the message is sent to the electronic email address on record. ~~If telecopied, such notice shall be deemed to have been delivered when sent via facsimile machine, to the proper name and facsimile number.~~ Notice of any Special Tax Board meeting may be waived by instrument in writing executed before or after the meeting. Attendance of a Special Tax Board member at, or his/her participation in, any meeting shall constitute a waiver of notice of such meeting by such Special Tax Board member, except when a Special Board member attends a meeting solely for the purpose of objecting to the holding of the meeting or the transacting of any business and does not thereafter vote for or assent to action taken at the meeting, when objection shall be voiced at the beginning of the meeting (or promptly upon said Special Tax Board member's arrival), and such objection shall be entered into the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Special Tax Board need be specified in the notice

or waiver of notice of such meeting except in the event of a regular Special Tax Board meeting at which a proposed resolution for the issuance of revenue bonds of the Authority will be considered and except as otherwise required by these ~~by laws~~by laws. Notice of any special meeting of the Special Tax Board shall state the purpose or purposes for which such meeting is called. Together with the notice of any regular Special Tax Board meeting, each Special Tax Board member shall be provided with an agenda listing each and every item upon which action is to be taken at such meeting. By verbal or written notice to the Clerk to the Board made three days in advance of said meeting, any Special Tax Board member may have any item placed on said agenda. Any matter may be proposed, discussed, or debated at a regular meeting of the Special Tax Board, but no item may be acted upon unless listed in the aforesaid agenda or unless the matter is first placed upon said agenda by the vote of a majority of the members of the Special Tax Board present or deemed present pursuant to Section 6 of this Article V at such regular meeting.

**Section 6. Quorum.** Four (4) members of the Special Tax Board shall constitute a quorum for the transaction of business. Once a quorum is established for the transaction of business, a Special Tax Board member who has withdrawn from a meeting without being excused by a majority vote of the remaining Special Tax Board members present shall be counted as present for purposes of determining whether or not a quorum is present. If a quorum shall not be present (interpreted to mean physically present) at any meeting of the Special Tax Board, a majority of the Special Tax Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to all Special Tax Board members in accordance with Section 5 of this Article V.

**Section 7. Manner of Acting.** On any question presented, the number of members present (interpreted to mean physically present) shall be recorded by the Clerk to the Board. Each member shall have one vote. No action, other than an action to recess or adjourn, shall be taken except upon affirmative vote of four or more members of the Special Tax Board. No person shall be entitled to exercise a proxy vote for any Special Tax Board member. Except as provided in Section 5 of this Article V, any member attending a meeting may abstain from voting only if he or she has a conflict of interest as determined pursuant to law or the Authority's ethics code approved by the Board from time to time. A non-vote by an attending Special Tax Board member, or by a Special Tax Board member who has withdrawn without being excused by a majority vote of the remaining members physically present, shall be counted as an affirmative vote, except when a Special Tax Board member attends a meeting solely for the purpose of objecting to the holding of the meeting or the transacting of any business as prescribed in Section 5 of this article, or unless the Special Tax Board member has been excused by Special Tax Board action or his or her abstention is approved pursuant to this Section 7.

**Section 8. Vacancies.** Any vacancy occurring among the members of the Special Tax Board by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for by the Act. No vacancies on the Board shall impair the power of the Board to transact any and all business of the Authority and perform all its duties as provided for by the Act.

**Section 9. Parliamentary Rules.** Except where inconsistent with the Act or these ~~by-laws~~bylaws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the Special Tax Board and its committees.

**Section 10. Removal.** Each member of the Special Tax Board may be removed with or without cause by his/her appointer(s) pursuant to NCGS § 160A-607.1.

**Section 11. Officers.** The Special Tax Board shall elect annually in January from among its members a chair, vice-chair, secretary and treasurer

## ARTICLE VI Contracts, Loans, Checks, Deposits, and Audits

**Section 1. Contracts and Instruments.** The Board may authorize any officer or officers, or agent or agents of the Board or of the Authority, to enter into any contract or execute and deliver any instrument for and on behalf of the Authority, and such authorization may be general or confined to specific instances; provided, however, that nothing contained in this Article VI, Section 1 of these ~~by-laws~~bylaws shall in any way limit the power and authority conferred on the President and CEO by Article III, Section 5.B of these bylaws or on any other officers by Article III of these ~~by-laws~~bylaws.

**Section 2. Loans.** No loans shall be contracted on behalf of the Authority, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, notes, or other orders for the payment of money issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and only in such manner as prescribed in these ~~by-laws~~bylaws or as shall be determined from time to time by resolution of the Board; provided, however, that nothing contained in this Article VI, Section 3 of these ~~by-laws~~bylaws shall in any way limit the power and authority conferred on the President and CEO by Article III, Section 5.B of these ~~by-laws~~bylaws.

**Section 4. Deposits.** All funds of the Authority, except petty cash, shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories approved by the Board as the Board or President and CEO of the Authority may direct in accordance with applicable law and these ~~by-laws~~bylaws, or such funds of the Authority may be invested from time to time in such securities as the Board or President and CEO may direct and prescribe.

**Section 5. Audits.** On or before the last day of the first month of the fiscal year, the Board shall annually employ a firm of independent certified public accountants licensed to practice in the State of North Carolina as auditors to make a continuous audit of the financial books, records, and accounts of the Authority. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Authority and shall be experienced and qualified in the accounting and auditing of public bodies. In accordance with the NCGS § 159 Local Government Finance Act, a contract of employment shall be executed with such auditors describing their duties, the audit period to be covered, the professional fees to be paid, the responsibility of the Authority, and other appropriate matters.

The contract shall be awarded on the basis of professional competence in the field of accounting and auditing for public bodies and subject to the rules of ethics of the American Institute of Certified Public Accountants.

## ARTICLE VII Indemnification

**Section 1. General.** Under the circumstances prescribed in Section 3 and 4 of this Article VII, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason of the fact that he/she is or was a member of the Board or officer of the Authority ("officer of the Authority" for purposes of this Article VII and wherever mentioned herein shall include statutory officers, and staff in the employ, of the Authority and General Counsel, except that General Counsel shall not be indemnified against damages resulting from negligence in performance of services for the Authority) against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful, ~~notwithstanding~~~~notwithstanding~~ the foregoing provisions, the Authority shall not indemnify or agree to indemnify any person against liability or for litigation expense he/she may incur as a result of any improper benefit realized by such person.

**Section 2. Action by the Authority.** Under the circumstances prescribed in Sections 3 and 4 of this Article VII, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact he/she is or was a member of the Board or officer of the Authority against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Authority; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person realized an improper benefit or shall have been adjudged to be liable for intentional malfeasance, misappropriation, or fraud in the performance of his/her duty to the Authority, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 3. Successful Defense.** To the extent that a member of the Board or officer of the Authority has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article VII, or in defense of any claim, issue, or matter therein, he/she shall be indemnified and held harmless against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

**Section 4. Award by the Board.** Except as provided in Section 3 of this Article VII and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article VII shall be made by the Authority only as authorized in the specific case upon a determination by the Board that indemnification of the member of the Board or officer of the Authority is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and/or 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding, or (2) if such a quorum of disinterested members so directs, pursuant to an opinion written by the firm of independent legal counsel then employed by the Authority. If a person claiming a right to indemnification obtains a non-appealable judgment against the Authority requiring it to pay substantially the amount claimed, the claimant shall be entitled to recover from the Authority the reasonable expense (including reasonable attorneys' fees) of prosecuting the action against the Authority to collect the claim.

**Section 5. Advance Payment.** Expenses incurred in defending a civil or criminal action, suit, or proceeding as authorized by the Board in the specific case shall be paid by the Authority in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the member of the Board or officer of the Authority to repay such amount provided it shall ultimately be determined that he/she is entitled to be indemnified by the Authority as authorized in this Article VII.

**Section 6. Not Exclusive.** The indemnification provided by this Article VII shall not be deemed exclusive of any other right to which the person described hereunder shall be entitled; nor shall it limit or restrict the right of the Board under circumstances it deems fit to indemnify employees of the Authority not expressly covered herein.

**Section 7. Insurance.** The Authority may purchase and maintain insurance on behalf of any person who is or was a member of the Board or officer of the Authority against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such.

**Section 8. Benefit.** The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of such members of the Board and officers of the Authority.

## ARTICLE VIII Seal

The Board shall adopt a seal which shall be circular in form and which shall have inscribed thereon the name of the Authority and the words "Corporate Seal."

## ARTICLE IX



**Fiscal Year**

The fiscal year of the Authority shall be a fiscal year beginning on the first (1st) day of July of each year and ending on the thirtieth (30th) day of June of the next ensuing year.

**ARTICLE X**  
**Amendments to ~~By-Laws~~Bylaws**

Except as otherwise provided by the Authority's Charter or ~~by laws~~bylaws, these ~~by laws~~bylaws may be altered, amended, or repealed and new ~~by laws~~bylaws may be adopted by the affirmative vote of not less than six voting members of the Board present at any regular or special Board meeting at which there is a quorum. At least five (5) days' written notice in accordance with the provisions of Article II, Section 5 of these ~~by laws~~bylaws shall be given of intention to alter, amend, repeal, or adopt new ~~by laws~~bylaws at any Board meeting; and notice of the general nature of the proposed change in the ~~by laws~~bylaws shall be given in the notice of meeting.

Under these rules, the staff is authorized to make non-substantive changes without board approval.

When the law changes, the staff is authorized to undertake a review of the bylaws to determine changes that may be necessary and present those to the board for consideration as appropriate.

**ARTICLE XI**  
**Equal Opportunity Employer**

The Authority is an equal opportunity employer and does not discriminate on the basis of race, color, religion, age, sex, marital status, national origin, handicap, or veteran status. This policy covers all aspects of the employment relationship, including hiring, training, promotion, transfers, job assignments, compensation, discipline, termination, and application of all the Authority's policies, procedures, and benefits.

## MEMORANDUM

**TO:** GoTriangle Board of Trustees Operations & Finance Committee  
**FROM:** General Counsel  
**DATE:** July 21, 2022  
**SUBJECT:** Amendments to Board of Trustees' Rules of Procedure

### Strategic Objective or Initiative Supported

### Action Requested

Staff requests that the Committee discuss and recommend Board approval of several amendments to the Board of Trustees' Rules of Procedure.

### Background and Purpose

The General Counsel and Clerk to the Board have been reviewing policies and procedures of the Board of Trustees. The following changes are recommended to reflect current practice and assure that all policies and procedures are in agreement and consistent with the law.

Current language or Section	Location	Recommendation
Triangle Transit Authority/ /TTA Website	throughout	GoTriangle website [lowercase]
Meeting notice and agenda	throughout	Adds, "emailed"
General Manager	throughout	President/CEO
Meeting date 4 <sup>th</sup> Wednesday	Rule 1	Adds, "When holidays or other conflicts occur, the meeting shall be moved to another date."
Meeting location Board Room	Rule 1	GoTriangle administrative office, or any other location designated in meeting notice
Meeting time 1 p.m.	Rule 1	12 p.m. or as designated in meeting notice
Calling a special meeting	Rule 2, A.2	Adds, "If the date, time and place of the meeting is not specified in the motion, those details shall be included in the required meeting notice."

Current language or Section	Location	Recommendation
Special meetings	Rule 2, A.4	Adds provision for public comment and questions during special meetings
Emergency meeting notice	Rule 2,B.1	Updates language regarding the notice
Organizational meeting	Rule 3	Allows for oaths at times other than Board of Trustees meeting
Agenda preparation	Rule 5	Updates and clarifies language
Public address to the Board	Rule 6	Clarifies language
Order of business	Rule 7, A.7	Removes Reports & Presentations and adds to General Business Agenda
Order of business	Rule 7, A.8	Adds, "Other Business"; makes consistent with current practice
Board Chair	Rule 8, B.1.c	Adds, "or refer such questions to staff"
Procedural motion, go into closed session	Rule 17, 6	Makes language consistent with general statute
Amendments	Rule 27	Allow staff to make non-substantive changes without board approval
Amendments	Rule 27	Authorize staff to review these Rules and recommend changes when law changes.
Bylaws	Rule 30	Adds, "The bylaws take precedent over any policy or procedure that is inconsistent with the bylaws."

We look forward to discussing these recommendations for changes with the Committee.

Additionally, staff representatives from several departments across the organization are discussing a separate public hearings policy, or updates to Rule 23. Public Hearings. Once a draft is complete, we will bring it to the Committee for discussion and consideration.

### Financial Impact

None.

### Attachments

- Red-lined version of Board of Trustees Rules of Procedure

### Staff Contacts

- Byron Smith, 919-485-7561, [bsmith@gotriangle.org](mailto:bsmith@gotriangle.org)
- Michelle Dawson, 919-485-7438, [mdawson@gotriangle.org](mailto:mdawson@gotriangle.org)



~~Triangle Transit Authority~~GoTriangle Board of Trustees  
 Rules of Procedure  
 Adopted November 17, 2004  
Amended August 24, 2022

### Rule 1. Regular Meetings

The board shall hold a regular meeting on the fourth Wednesday of each month, ~~except in November and December, when the regular meeting shall be on the third Wednesday of the month. When holidays or other conflicts occur, the meeting shall be moved to another date.~~ The meeting shall be held in the ~~TTA-GoTriangle~~ Board Room at the GoTriangle administrative office, or at any other location as designated in the meeting notice, 68 T.W. Alexander Drive, Research Triangle Park, and shall begin at 12:00 p.m., or as designated in the meeting notice. A copy of the board's current meeting schedule shall be filed with the Clerk to the Board and posted on ~~the Authority's-GoTriangle's Web website.~~

### Rule 2. Special, Emergency and Recessed (or Adjourned) Meetings

#### A. Special Meetings

1. The chair or any two members of the board may at any time call a special meeting of the board. At least forty-eight (48) hours before a special meeting called in this manner, written notice of the meeting stating its time and place and the subjects to be considered shall be:
  - a. given to each board member;
  - b. posted on the board's principal bulletin board or, if none, at the door of the board's usual meeting room;
  - c. Mailed, emailed or delivered to each newspaper, wire service, radio station, television station and person who has filed a written request for notice with the Clerk to the Board; and
  - d. posted on ~~the Authority's-GoTriangle's Web website.~~
  
2. A special meeting also may be called or scheduled by vote of the board in open session during another duly called meeting. The motion calling or scheduling the special meeting shall specify its ~~time, place and purpose and may specify the date, time and location.~~ — If the date, time and place of the meeting is not specified in the motion, those details shall be included in the required meeting notice. At least forty-eight (48) hours before a special meeting called in this manner, notice of the time, place and purpose of the meeting shall be:
  - a. Posted on the board's principal bulletin board or, if none, at the door of the board's usual meeting room;
  - b. Posted on ~~the Authority's-GoTriangle's Web website;~~ and
  - c. Mailed, emailed or delivered to each newspaper, wire service, radio station, television station and person who has filed a written request for notice with the Clerk to the Board and to each Board member. Such notice also shall be mailed or delivered at least forty eight (48) hours before the meeting to each board member not present at the meeting at which the special meeting was called or scheduled.
  
3. Only those items of business specified in the notice may be discussed or transacted at a special meeting, unless:
  - a. All members are present, and

b. The board determines in good faith at the meeting that it is essential to discuss or act on the item immediately.

4. A special meeting agenda does not include a public comment section; however, members of the public may ask questions in a virtual meeting chat or reach out to staff following in-person meetings to ask questions. In the event there are comments during a Special Meeting, Rule 6., Public Address to the Board, applies.

#### B. Emergency Meetings

1. The chair or any two members of the board may at any time call an emergency meeting of the board. The Clerk to the Board shall cause Confirmed personal notice of the meeting shall to be given to ~~each board member and to~~ each local newspaper, local wire service, local radio station and local television station that has filed a written request for notice- emergency meeting notice request with the Clerk to the Board, and whose request, which includes the newspaper's, wire service's or station's telephone number, with the Clerk to the Board. -at least four (4) hours prior to an emergency meeting. This notice shall be given either by email, by telephone or by the same method used to notify the members of the Board of Trustees and shall be given immediately after notice has been given to those members. This nNotice ~~to the news media~~ shall be given at the expense of the party notified.
2. Emergency meetings may be called only because of generally unexpected circumstances that require immediate consideration by the board. Only business connected with the emergency may be considered at an emergency meeting.

#### C. Recessed (or Adjourned) Meetings

A properly called regular, special or emergency meeting may be recessed (or adjourned) to a time and place certain by a procedural motion made and adopted as provided in Rule 17, Motion 2, in open session during the regular, special or emergency meeting. The motion shall state the time and place when the meeting will reconvene. ~~No further notice need be given of a recessed (or adjourned) session of a properly called regular, special or emergency meeting.~~

#### Rule 3. Organizational Meeting

If a On the date and at the time of the first meeting after the appointment of a new board member has not, newly appointed members shall taken and subscribed to the oath of office previously, then on the date and at the time of the first meeting after appointment newly appointed members shall take and subscribe to the oath of office as the first order of business. As soon as possible following t-this meeting all board members shall be provided updates to the *Board of Trustees Handbook*.

#### Rule 4. Officers

Officers shall be selected pursuant to Article III of ~~the Authority's~~ GoTriangle's By-bylaws.

#### Rule 5. Agenda

##### A. Agenda Preparation

1. The Clerk to the Board shall prepare a draft agenda for each meeting. A request to have an item of business placed on the agenda of a regular board meeting must be received by Monday, two weeks prior to the ~~board~~ meeting. Requests to place an item of business on the agenda of

~~a special, emergency, recessed or adjourned meeting shall be in accordance with the notice requirements of Rule 2. Any board member may have an item placed on the draft agenda so long as the request is timely and is consistent with the notice requirements of Rule 2, if applicable.~~ A copy of all backup material shall be attached to the draft agenda. The ~~General Manager/President/CEO~~, General Counsel and Board Chair shall receive a copy of the draft agenda for review and revision.

2. An agenda package shall be prepared that includes, for each item of business, as much background information on the subject as is available and feasible to reproduce. ~~An agenda package shall be made available to Each each board member and posted on the GoTriangle website shall be mailed by priority mail at least three (3) four (4) working days prior to the scheduled board meeting. a copy of the The agenda package, and it shall be available for public inspection and/or distribution when it is distributed to board members. The agenda shall be available on the Authority's Web site the Friday before the board meeting.~~

#### B. Agenda Adoption

1. As its first order of business at each meeting, the board shall, as specified in Rule 7, discuss and revise the proposed agenda and adopt an agenda for the meeting. The board may by majority vote add items to or subtract items from the proposed agenda, except that the board may not add items to the agenda of a special meeting unless:
  - a. All members are present, and
  - b. The board determines in good faith at the meeting that it is essential to discuss or act on the item immediately.
2. If items are proposed to be added to the agenda, the board may, by majority vote, require that written copies of particular documents connected with the items be made available at the meeting to all board members.

#### C. Open Meetings Requirements

The board shall not deliberate, vote or otherwise take action upon any matter by reference to a letter, number or other designation, or other secret device or method, with the intention of making it impossible for persons attending a meeting of the board to understand what is being deliberated, voted or acted upon. However, the board may deliberate, vote or otherwise take action by reference to an agenda, if copies of the agenda - sufficiently worded to enable the public to understand what is being deliberated, voted or acted on - are available for public inspection at the meeting.

#### D. General Business Agenda

The board may designate certain agenda items "for discussion and possible action." Such designation means that the board intends to discuss the general subject area of that agenda item before making any motion concerning that item.

### Rule 6. Public Address to the Board

Each regular meeting agenda shall contain a public comment period to give citizens an opportunity to speak on any item. The session is no more than thirty (30) minutes long and speakers are limited to no more than three minutes (3) each. The session may go beyond the allotted 30 minutes upon majority vote of the board. Speakers are required to sign up in advance with the Clerk to the Board.

All comments should be directed to the full board, not to an individual board member(s). The board does not take action on public comment, but may refer the matter to staff or committee for follow up. The chair (or any board member) may ask for clarification or additional information from the speaker or staff. The board, by unanimous vote, may amend the agenda and take ~~action on~~ consider an item from public comment.

### Rule 7. Order of Business

- A. Items shall be placed on the agenda according to the order of business. The order of business for each regular meeting shall be as follows:
1. Adoption of Agenda
  2. Recognition – This shall include any item ceremonial in nature such as an acknowledgment, announcement, or presentation.
  3. Public Hearings
  4. Public Comment
  5. Consent Agenda - Items listed on the consent agenda are considered as a single motion and may include adoption of the minutes and staff requests at the discretion of the ~~General Manager~~President/CEO. At the request of any ~~b~~Board member, or member of the public, items may be removed from the consent agenda and acted on by a separate motion. Any ~~b~~Board member wishing to remove an item from the consent agenda should advise staff in advance.
  6. Presentations – This shall include consultant reports and information from staff that requires no action. Presenters should provide information in the agenda package to allow sufficient time at the meeting for questions.
  - ~~7. Reports & Recommendations – This shall include reports from the General Manager, General Counsel, Board Chair, Committee Chairs and board member representatives on other groups. Recommendations from committees shall be presented after the committee report for consideration.~~
  7. General Business Agenda - Items pulled from the consent agenda will be placed at the beginning of the general business agenda for discussion and action at that time. Reports from board committees also shall be listed on the general business agenda. Recommendations from committees may be listed on the consent agenda; recommendations not listed on the consent agenda shall be presented for consideration after the committee report. New business shall be the last item on the general business agenda and shall include those items added to the agenda at the beginning of the meeting and comments from board members. Other items listed on the general business agenda are for discussion and possible action. Such designation means that the board intends to discuss the general subject area of that agenda item before making any motion concerning that item.
  8. Other Business – This shall include reports from the President/CEO, General Counsel, Board Chair, and board representatives to other public bodies.
  9. Closed Session(s)
- B. By general consent of the board, items may be considered out of order.

**Rule 8. Board Chair****A. Meetings**

1. The chair of the board shall preside at board meetings if he or she is present, unless he or she becomes actively engaged in debate on a particular matter. The chair shall vote in all cases. In order to address the board, a member must be recognized by the chair.
2. If the chair is absent, the vice-chair shall preside. If both the chair and vice-chair are absent, another member designated by vote of the board shall preside. The vice-chair or another member who is temporarily presiding retains all of his or her right as a member, including the right to make motions and the right to vote.
3. If the chair becomes actively involved in debate on a particular matter, he or she may designate another board member to preside over the debate. The chair shall resume presiding as soon as action on the matter is concluded.

**B. Powers**

1. The chair shall have the following powers:
  - a. To rule motions in or out of order, including any motion patently offered for obstructive or dilatory purposes;
  - b. To determine whether a speaker has gone beyond reasonable standards of courtesy in his/her remarks and to entertain and rule on objections from other members on this ground;
  - c. To entertain and answer questions of parliamentary law or procedure, or refer such questions to staff;
  - d. To call a brief recess at any time;
  - e. To adjourn in an emergency.
2. A decision by the presiding officer under any of the first three powers listed may be appealed to the board upon motion of any member, pursuant to Rule ~~15~~17, Motion 1. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The member making the motion need not be recognized by the presiding officer, and the motion, if timely made, may not be ruled out of order.

**Rule 9. Action by the Board**

The board shall proceed by motion, except as otherwise provided for in Rules 3, 4, 5, and 25. Any voting member, including the chair, may make a motion. A minimum of four affirmative votes is required for board action.

**Rule 10. Second Required**

A motion requires a second. After reasonable opportunity has been given, if no second is received, the chair shall declare the motion failed. The following procedural motions do not require a second:

- 1) To Appeal a Procedural Ruling of the Presiding Officer;
- 2) To Adjourn;
- 3) Motion for the Previous Question.

**Rule 11. One Motion at a Time**

A member may make only one motion at a time.



**Rule 12. Substantive Motions**

A substantive motion is out of order while another substantive motion is pending.

**Rule 13. Adoption by Majority Vote**

Provided that a minimum of four affirmative votes are cast a motion shall be adopted by a majority of the votes cast, a quorum as defined in Rule 22 being present, unless otherwise required by these rules or the laws of North Carolina. A majority is more than half.

**Rule 14. Voting by Written Ballot**

The board may choose by majority vote to use written ballots in voting on a motion. Such ballots shall be signed, and the minutes of the board shall show the vote of each member voting. The ballots shall be available for public inspection in the office of the Clerk to the Board immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

**Rule 15. Debate**

The chair shall state the motion and then open the floor to debate. The chair shall preside over the debate according to the following general principles:

- 1) The maker of the motion is entitled to speak first;
- 2) A member who has not spoken on the issue shall be recognized before someone who has already spoken;
- 3) To the extent possible, the debate shall alternate between proponents and opponents of the measure.

**Rule 16. Ratification of Actions**

To the extent permitted by law, the board may ratify actions taken on its behalf but without its prior approval. A motion to ratify is a substantive motion.

**Rule 17. Procedural Motions**

In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion is debatable, may be amended, and requires a majority of the votes cast, a quorum being present, for adoption. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

In order of priority (if applicable), the procedural motions are:

- 1) To Appeal a Procedural Ruling of the Presiding Officer

A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his/her remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the board, as specified in Rule ~~78~~78,B.2. This appeal is in order immediately after such a decision is announced and at no other time. The member making the motion need not be recognized by the presiding officer and the motion, if timely made, may not be ruled out of order.

- 2) To adjourn

This motion may be made only at the conclusion of action on a pending substantive matter; it may not interrupt deliberation of a pending matter. A motion to adjourn (or recess) to a time and place certain also shall comply with the requirements of Rule 2(c).

- 3) To Take a Brief Recess
- 4) Call to Follow the Agenda  
The motion must be made at the first reasonable opportunity or it is waived.
- 5) To Suspend the Rules  
The board may not suspend provisions of the rules that state requirements imposed by law on the board. For adoption, the motion requires an affirmative vote equal to 60% of the voting membership of the board.
- 6) To Go into Closed Session  
The board may ~~go into~~hold a closed session and exclude the public only when a closed session is required for one or more of the permissible purposes listed in G.S. 143-318.11(a). ~~The Every~~ motion to ~~go into~~closed a meeting session shall cite one or more of ~~these~~the permissible purposes ~~and shall be adopted at an open meeting. A motion based on listed in subsection (a) of~~ G.S. 143-318.11. A motion based on subdivision (a)(1) also shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on ~~G.S. 143-318~~subdivision (a)(3) shall identify the parties in each existing lawsuit concerning which the board expects to receive advice during the closed session, ~~if in fact such advice is to be received~~.
- 7) To Leave Closed Session
- 8) To Divide a Complex Motion and Consider It by Paragraph  
The motion is in order whenever a member wishes to consider and vote on subparts of a complex motion separately.
- 9) To Defer Consideration  
The board may defer a substantive motion for later consideration at an unspecified time. A substantive motion the consideration of which has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted. If consideration of a motion has been deferred, a new motion with the same effect cannot be introduced while the deferred motion remains pending (has not expired). A person who wishes to revisit the matter during that time must take action to revive consideration of the original motion [Rule 16(b), Motion 14], or else move to suspend the rules [Rule 16(b), Motion 5].
- 10) Motion for the Previous Question  
The motion is not in order until there have been at least 20 minutes of debate and every member has had an opportunity to speak once.
- 11) To Postpone to a Certain Time or Day  
If consideration of a motion has been postponed, a new motion with the same effect cannot be introduced while the proposed motion remains pending. A person who wishes to revisit the matter must either wait until the specified time or move to suspend the rules [Rule 16(b), Motion 5].
- 12) To Refer a Motion to a Committee/Staff  
The board may vote to refer a substantive motion to a committee or staff for its study and recommendations. Sixty days or more after a substantive motion has been referred to a committee, the introducer of the substantive motion may compel consideration of the measure by the entire board, whether or not the committee has reported the matter to the board.
- 13) To Amend  
An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the amended motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording

for a motion or an amendment shall be treated as a motion to amend, or the original motion may be withdrawn.

A motion may be amended, but no further amendments may be made until it is disposed of by a vote.

Upon the request of any board member, any amendment to a proposed resolution or policy shall be reduced to writing before the vote on the amendment.

14) To Revive Consideration

The board may vote to revive consideration of any substantive motion earlier deferred by adoption of Motion 9 of Rule 16(b). The motion is in order at any time within 100 days after the day of a vote to defer consideration. A substantive motion on which consideration has been deferred expires 100 days after the deferral unless a motion to revive consideration is adopted.

15) To Reconsider

The board may vote to reconsider its action on a matter. The motion to do so must be made by a member who voted with the prevailing side (the majority, except in the case of a tie; in that case the “noes” prevail) and only at the meeting during which the original vote was taken, including any continuation of that meeting through adjournment (or recess) to a time and place certain. The motion cannot interrupt deliberation on a pending matter but is in order at any time before final adjournment of the meeting.

16) To Rescind or Repeal

The board may vote to rescind actions it has previously taken or to repeal items that it has previously adopted. The motion is not in order if rescission or repeal of an action is forbidden by law.

17) To Prevent Reintroduction for Six Months

The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote equal to 60% of the voting membership of the board. If adopted, the restriction imposed by the motion remains in effect for six months ~~or until the next organizational meeting of the board, whichever occurs first.~~

**Rule 18. Renewal of Motion**

A motion that is defeated may be renewed at any later meeting unless a motion to prevent reconsideration has been adopted.

**Rule 19. Withdrawal of Motion**

A motion may be withdrawn by the introducer at any time before it is amended or before the chair puts the motion to a vote, whichever occurs first.

**Rule 20. Duty to Vote**

Every member must vote unless excused by the remaining members of the board. A member who wishes to be excused from voting shall so inform the chair, who shall take a vote of the remaining members. No member shall be excused from voting except in cases involving conflicts of interest, as defined by the board or by law, or the member’s official conduct, as defined by the board. In all other cases, a failure to vote by a member who is physically present in the board chamber, or who has

withdrawn without being excused by a majority vote of the remaining members present, shall be recorded as an affirmative vote.

### **Rule 21. Closed Sessions**

The board may hold closed sessions as provided by law. The board shall commence a closed session only after a motion to go into closed session has been made and adopted during an open meeting. The motion shall state the purpose of the closed session. If the motion is based on G.S. 143-318.11(a)(1), it also must state the name or citation of the law that renders the information to be discussed privileged or confidential. If the motion is based on G.S. 143-318(a)(3), it must identify the parties in any existing lawsuits concerning which the public body expects to receive advice during the closed session. The motion to go into closed session must be approved by the vote of a majority of those present and voting. The board shall terminate the closed session by a majority vote, using Motion 7 of Rule 17.

Only those actions authorized by statute may be taken in closed session. A motion to adjourn (or recess) shall not be in order during a closed session [Rule 17, Motion 2].

### **Rule 22. Quorum**

A majority of the actual voting membership of the board, excluding vacant seats, shall constitute a quorum. A majority is more than half. A member who has withdrawn from a meeting without being excused by majority vote of the remaining members present shall be counted as present for purposes of determining whether or not a quorum is present. [\[See Section 6 of the bylaws.\]](#)

### **Rule 23. Public Hearings**

Public hearings required by law or deemed advisable by the board shall be organized by a special order that sets forth the subject, date, place, and time of the hearing as well as any rules regarding the length of time for each speaker, and other pertinent matters. The special order is adopted by a majority vote. Its specifications may include, but are not limited to, rules:

- 1) fixing the maximum time allotted to each speaker;
- 2) providing for the designation of spokespersons for groups of persons supporting or opposing the same positions;
- 3) providing for the selection of delegates from groups of persons supporting or opposing the same positions when the number of persons wishing to attend the hearing exceeds the capacity of the hall (so long as arrangements are made, in the case of hearings subject to the open meetings law, for those excluded from the hall to listen to the hearing); and
- 4) providing for the maintenance of order and decorum in the conduct of the hearing.

All notice and other requirements of the open meetings law applicable to board meetings also shall apply to public hearings at which a majority of the board is present; such a hearing is considered to be part of a regular or special meeting of the board. These requirements also apply to hearings conducted by appointed or elected committees of board members, if a majority of the committee is present. A public hearing for which any required notices have been given may be continued to a time and place certain without further advertisement. The requirements of Rule 2(c) shall be followed in continuing a hearing at which a majority of the board, or of a board committee, as applicable, is present.

At the time appointed for the hearing, the chair or his or her designee shall call the hearing to order and then preside over it. When the allotted time expires, or earlier, if no one wishes to speak who has not done so, the presiding officer shall declare the hearing ended.

#### **Rule 24. Minutes**

Full and accurate minutes of ~~the board proceedings~~ all official meetings, including closed sessions, shall be kept. Closed session minutes shall be written as a general account of the closed session so that a person not in attendance would have a reasonable understanding of what transpired. These minutes and general accounts shall be open to the inspection of the public, except as otherwise provided in this rule. The minutes shall include the exact wording of each motion and the vote of each member voting. On the request of any member of the board, the entire board shall be polled by name on any vote. Members' and other persons' comments may be included in the minutes if the board approves.

Minutes of closed sessions shall be sealed pursuant to the closed session minutes policy adopted May 28, 2003, which states: all closed session minutes or general accounts are to be sealed immediately upon preparation. The sealed minutes are to be reviewed annually by the Clerk to the Board who, in consultation with the General Counsel, shall make a recommendation to the Board of Trustees as to when minutes may be unsealed in compliance with state and/or federal law.

#### **Rule 25. Appointments**

The board may consider and make appointments to other bodies, including its own committees, if any, only in open session.

~~When the board considers and makes appointments, t~~ The board shall use the following procedure to ~~make appointments to various other boards and committees:~~

- 1) the board shall review any nominations from committee or staff;
- 2) the chair shall open the floor for nominations, whereupon the names of other possible appointees may be put forward by the board members;
- 3) the names submitted shall be debated;
- 4) when the debate ends, the chair shall call for a vote on each nomination.

#### **Rule 26. Committees and Boards**

The board may establish and appoint members for such temporary and standing committees and boards as are required by law or needed to help carry on the board's work. Any specific provisions of law relating to particular committees and boards shall be followed.

The requirements of the open meetings law shall apply to the Board of Trustees and all committees of the board, or boards or committees established by the board, and composed of two or more members that exercise or are authorized to exercise legislative, policy-making, quasi-judicial, administrative, or advisory functions.

The law's requirements shall not apply to a meeting solely among a unit's professional staff.

#### **Rule 27. Amendment of the Rules**

These rules may be amended at any regular meeting or at any ~~property~~ properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting, unless a statute

or a rule of the body that created the board provides otherwise. Adoption of an amendment shall require an affirmative vote equal to 60% of the voting membership of the board.

Under these rules, the staff is authorized to make non-substantive changes without board approval.

When law changes, the staff is authorized to undertake a review of the Rules of Procedure to determine changes that may be necessary and present those to the board for consideration as appropriate.

#### **Rule 28. Reference to Robert's Rules of Order**

The board shall refer to the current edition of *Roberts Rules of Order Newly Revised (RONR)*, to answer procedural questions not resolved in these rules, so long as RONR does not conflict with North Carolina law or with the spirit of these rules.

#### **Rule 29. Other Policies**

The Board of Trustees may adopt additional policies to address specific needs (e.g. travel).

#### **Rule 30. Bylaws**

The bylaws take precedent over any policy or procedure that is inconsistent with the bylaws.



Connecting all points of the Triangle

## MEMORANDUM

**TO:** GoTriangle Board of Trustees  
**FROM:** Byron Smith, General Counsel  
**DATE:** July 26, 2022  
**SUBJECT:** Update on State of Emergency

This memorandum is to advise the Go Triangle Board of Trustees (“Board”) that the Governor of North Carolina has stated that the State of Emergency that has been in existence since March 10, 2020, will end on August 15, 2022. As a result of the termination of the State of Emergency, the Board’s bylaws, rules, policies and procedures will revert to their operative status prior to the Declaration of the State of Emergency.

As you know, on March 10, 2020, the Governor issued Executive Order No. 116 wherein he declared a State of Emergency to “coordinate the State’s response and protective actions to address the Coronavirus Disease (“COVID- 19”) public health emergency and provide for the health, safety, and welfare of residents and visitors located in North Carolina.” The legislature enacted N.C. Gen. Stat. §166A-19.24 which provides in part, “notwithstanding any other provision of law, upon issuance of a declaration of emergency under G.S. 166A-19.20, any public body within the emergency area may conduct remote meetings in accordance with this section and Article 33C of Chapter 143 of the General Statutes throughout the duration of that declaration of emergency.” N.C.G.S. 166A-19.24 (a).

The Board has been meeting remotely since March 25, 2020. With the termination of the State of Emergency, Article II, Sections -6 and 9 of the bylaws will resume and be effective, and apply to any subsequent Board meetings post termination of the State of Emergency. The application of Article II, Section 6 means that unlimited remote meetings by individual Board members are prohibited unless amended by the Board.

Article II, Section 6 provides in part the following: “ “Present” as used in Sections 5, 6, and 7 of this Article II shall mean physical attendance or attendance via telephone or video conferencing provided that at least the Chair or Vice-Chair, one other officer, and two other voting members of the Board are physically present at the meeting. *In any fiscal year a voting or non-voting member may attend no more than two meetings via telephone or video conferencing.*” (Emphasis added).

Article II, Section 9 provides the following: “Each appointed member of the Board shall be paid by the Authority the sum of fifty (\$50.00) dollars for each official meeting of the Board of Trustees and each duly appointed committee he/she physically attends as an appointed member. The minutes of each official meeting of the Board or a committee shall reflect each member of the Board in attendance. Each member of the Board may also be reimbursed for actual expenses necessarily incurred by him/her in the performance of his/her duties, as authorized by the Board.” Id. The application of Section 9 precludes the reimbursement of the sum of fifty (\$50.00) dollars in each instance in which a Board member does not “physically” attend a Board or an appointed committee meeting.

Please notify me if you have any questions.



PO Box 13787  
Research Triangle Park, NC 27709  
P: 919.485.7510 | F: 919.485.7547

[www.gotriangle.org](http://www.gotriangle.org)