

Shiawassee Area Transportation Agency
Board of Directors
Bylaws

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Article 1: Purpose and Authority

Section 1: Purpose

It is the purpose of these bylaws to establish procedure for the governance of the Shiawassee Area Transportation Agency (SATA) and to guide and direct its board of directors (Board) in the performance of its duties.

Section 2: Authority

These bylaws are promulgated pursuant to the authority and direction given the board in the agreement dated October 1, 1999 through which SATA was created. No provision of these bylaws shall supersede the agreement which created the agency.

Section 3: Mission Statement

To provide affordable, accessible transportation to residents of Shiawassee County.

Article 2: Officers

The officers of SATA shall be elected yearly by a majority of the Board. Each officer shall bear the responsibility for transition for 90 days after the termination of the office. Services rendered by SATA may not be denied because of differences in political or religious affiliations or beliefs, race, color, national origin, sex, handicap, age, or any other non-merit factor.

Section 1: Duties of Chairperson

The chairperson shall be the official representative of the Board and SATA. The chairperson shall preside at all regular and special meetings of the Board and shall perform such other duties as are provided in these bylaws or as directed or authorized from time to time by the Board. Subject to Board approval, the chairperson may appoint committees as he or she determines necessary.

Section 2: Duties of Vice Chairperson

In the absence or disability of the chairperson, the vice chairperson shall perform the duties of that office.

Section 3: Appointment of Acting Chairperson

In the absence or disability of both the chairperson and the vice chairperson, the Board may appoint one of its members to perform the duties of the office of the chairperson. Such appointment shall be valid only during the period of absence or disability of both the chairperson and vice chairperson.

Section 4: Duties of Recording Secretary

The recording secretary shall be responsible for keeping the minutes of regular and special meetings of the Board and for distributing those minutes to the members of the Board. If the recording secretary is absent from a meeting of the Board, the Board shall appoint an individual to temporarily perform the duties of the recording secretary.

Section 5: Duties of the Board of Directors

The board shall have the general direction, control, and management of the business of the Agency. The Board shall have the authority to elect or appoint all officers. The participating jurisdiction shall be notified if a Board member is absent from three successive regular Board meetings unless adequate cause can be shown for such absenteeism. A replacement for the vacated position will be requested by the participating jurisdiction pursuant to the October 1, 1999 agreement. No person may serve on the Board who is employed by SATA, or who is a relative of any employee of SATA. Board members are required to refrain from voting on issues which may come before this Board which may constitute a personal gain or conflict of interest. The powers of the Board shall include the employment of an executive director whom operational responsibility shall be delegated. The Board shall hold monthly meetings for the purpose of furthering goals and conduction of the business of SATA.

Article 3: Meetings

All meetings of the Board shall be subject to the requirements of the Open Meetings Act. Notice of regular meetings shall be given as required by the Open Meetings Act.

Section 1: Location

All regular and special meetings of the Board shall be held at the SATA Office in Owosso unless another location is selected by the Board.

Section 2: Calling Special Meetings

Special meetings of the Board may be called by the chairperson or upon written request of any four members of the Board. Notice of all special meetings of the Board shall be given the general public as required by the Open Meetings Act and shall be given to each Board member at least 48 hours prior to such meeting. No business shall be conducted at a special board meeting except as stated in the notice posted and sent to Board members, unless all Board members are present and give unanimous consent to any additional business to be conducted.

Section 3: Rules of Order

Unless the Board shall act to supersede the rules, Roberts Rules of Order shall govern the conduct of business at all meetings of the Board.

Article 4: Purchases and Contracts

Section 1: Authorization of Warrants

No warrant for funds shall be authorized in excess of \$5,000 (five thousand dollars) without the approval of the Board; provided however, the chairperson may authorize a warrant for an emergency purchase and notify the Board at its next regular meeting.

Section 2: Signing of Contracts

When approving contracts the Board shall designate two *members* who shall sign the contracts on behalf of the Board, one of whom shall be the chairperson, vice chairperson, or acting chairperson.

Section 3: Rules and Regulations

The Board shall adopt detailed rules and regulations governing the making of purchases and contacts and the authorization of warrants.

Article 5: Amendments

Section 1: Approval of Amendments

These bylaws shall be reviewed on a yearly basis and their approval shall be pursuant to a majority of the members of the Board.