



**BY-LAWS OF
SOUTH CENTRAL ILLINOIS MASS
TRANSIT DISTRICT**

AMENDED AND RESTATED JUNE 27, 2019

Margaret Conley

Margaret Conley, SCT Board President

BYLAWS OF SOUTH CENTRAL ILLINOIS MASS TRANSIT DISTRICT

(Amended and Restated June 27, 2019)

ARTICLE ONE DISTRICT

Section 1.1 Name. The name of the District shall be "South Central Illinois Mass Transit District."

Section 1.2 Fiscal Year. The fiscal year of the District shall be July 1 through June 30.

Section 1.3 Office of District. The principal office of the District shall be at the office of the Managing Director of the District, which office shall be designated by resolution of the Board of Trustees.

ARTICLE TWO BOARD OF TRUSTEES

Section 2.1 Board of Trustee appointments. The SCT Board of Trustees shall be made up of one member appointed by his/her Member County. If there is an even number of member counties an additional trustee shall be appointed by the Member County having the most ridership, the "ridership" trustee. All Trustees are appointed for four (4) years.

Any replacement of a Trustee, should the Trustee step down or be replaced by his/her County Board prior to his/her expired term of office shall be made for the remaining time of the original Trustees time in office.

Notice for the need to appoint a Trustee shall be sent to the respective County Boards three (3) months prior to the Trustees expiration date or as soon as notice is given by a Trustee who is stepping down.

This "ridership" trustee may remain a Board member until his/her term is up, except as other conditions of these Bylaws dictate.

Most ridership shall be determined by the twenty four (24) month total ridership for the twenty four (24) month period ending with the month that is three (3) months before said "ridership" trustee's term expires. For example, a "ridership" trustee's

term expiring any time in the month of April shall cause the twenty four (24) to end with the ridership of the previous January. If a change in "ridership" trustee is determined, both the county of the new maximum ridership, and the county of the current "ridership" trustee shall be notified by the Board Chairperson in the month after the ridership count. In the example above that would be February.

Ridership shall mean all paid, senior, veteran, disabled person, or contract paid rides beginning in a county. SCT donated rides for municipal or other functions shall not be counted.

Section 2.2 Board of Trustees' Officers. The officers of the District Board of Trustees shall be a Chairperson and a Vice Chairperson, who shall be selected from the members of the Board of Trustees; and, a Secretary.

Section 2.3 Officers' Term. The Chairperson and the Vice Chairperson shall be elected by the Board of Trustees for respective terms of one year or until their successors are elected at the first regular meeting of the Board of Trustees during the month of June in every year. The Secretary and the Assistant Secretary may be elected or appointed by the Board of Trustees and shall serve at the pleasure of the Board. Upon the request of any member, the vote for the election of the Chairman or the Vice Chairman of the Board of Trustees of the District shall be by ballot.

Section 2.4 Officer's Vacancy. All officers shall continue to serve until their successors have been elected. In the event of a vacancy occurring in either of the office of Chairperson or Vice Chairperson, the position shall be filled at the first regular meeting or at a special meeting called for the purpose of the Board of Trustees following the date upon which the vacancy occurs. In the event of a vacancy occurring in either the office of Secretary or Assistant Secretary, the Board of Trustees may fill the vacancy.

Section 2.5 Officer's Removal. Any officer elected or appointed by the Board of Trustees may be removed from his or her office by majority vote of all the other Trustees. A Trustee may also be removed in accordance with 70 ILCS 3610/4.

ARTICLE THREE **RESPONSIBILITIES**

Section 3.1 Responsibilities of the Board. The Board shall discharge or cause to be discharged, its powers in the furtherance of the District's purpose and those responsibilities and compliances imposed upon it by any present or future state, federal, or local statutes, regulations, and procedures applicable and pertaining to said District, including but not limited to the regulations required by the U.S. and the Illinois Departments of Transportation. In furtherance thereof, the Board shall:

- a) ensure District policies and procedures conform to all applicable laws;
- b) authorize expenditures of funds of the District in carrying out the purpose and resolves of the District;
- c) ensure the District operates in a legal, ethical, and financial manner that will attempt to prevent fraud, waste, and mismanagement;
- d) maintain broad oversight of the general operations of the District and its programs and services, including contracting for an annual independent audit and outside legal services;
- e) appoint a Managing Director;
- f) formulate, in collaboration with the Managing Director, the vision, mission, values, and strategic goals of the District;
- g) provide and abide by Board policies that are in line with these bylaws, and the mission vision, values and strategic goals of the District;
- h) conduct an annual performance evaluation of the Managing Director; and
- i) determine the compensation of the Managing Director annually.

Section 3.2 Responsibilities of the Chairperson. The Chairperson shall preside at all meetings of the Board of Trustees, and, except as authorized by resolution of the Board, the Chairperson shall sign resolutions, minutes, and other official instruments approved by the Board of Trustees. The Chairperson shall serve as the official representative of the District on formal occasions, shall serve as the leader in the activities and duties of the Board of Trustees, and shall speak to the aims, policies, and programs of the Board of Trustees. The Chairperson shall defer administrative and executive duties to the Managing Director.

Section 3.3 Responsibilities of the Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in his/her absence or incapacity. In case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the District shall elect a new Chairperson.

Section 3.4 Responsibilities of the Secretary. The Secretary shall be responsible for the records of the proceedings and transactions of the Board of Trustees of the District and shall also for the custody of the Seal of the District, which records and Seal shall be prepared and kept through the assistance of the Managing Director.

Section 3.5 Additional Responsibilities. The Officers of the Board of Trustees shall perform such other duties and functions as may from time to time be required by the Board of Trustees or by the Bylaws.

ARTICLE FOUR

MANAGING DIRECTOR

Section 4.1 Managing Director Appointment. The Trustees shall appoint a Managing Director, who shall be responsible for and direct the operations of the District within the limits of the budget and policies established by the Trustees. The Managing Director shall have all administrative, executive, and management duties specifically, and not specifically required by statute, ordinance, and these Bylaws. Said duties include but are not limited to hiring of personnel, promotion, transfer, demotions, supervision, and the separation of personnel.

The Managing Director shall act as the administrative and executive agent of the District. The Board of Trustees shall act as a policy making Body for the District, except as specifically provided otherwise by ordinance, statute or these Bylaws.

The Managing Director shall attend all meetings of the Board of Trustees unless excused by authorization of, or at the request of the Trustees.

Section 4.2 Budget Preparation. The Managing Director with the assistance of the Committee on Budget and Finance shall prepare and submit the annual budget of the District for the approval and adoption of the Board of Trustees no later than the August Board Meeting, indicating all sources of revenue and expenditures, and which shall be prepared in such form as Illinois law and IDOT regulations may prescribe.

Section 4.3 Audit. The Managing Director shall cause an audit of the books to be made within four months of the end of each fiscal year by a Certified Public Accountant selected by the Board of Trustees, all in accordance with the applicable provisions of Illinois law and IDOT regulations.

Section 4.4 Financial Status. The Managing Director shall keep the Trustees advised as to the District's financial condition and to affairs and matters under the jurisdiction of the Trustees. He/she shall make required studies, surveys, reports, and recommendations on matters within the jurisdiction of the Trustees.

Section 4.5 District Personnel. The Managing Director shall establish and maintain a personnel organization chart or table with position classification, and salary and wage ranges. The Managing Director shall be responsible for employment of the personnel to carry out the functions of the District, except the employment of professional services such as those furnished by accountants, architects, attorneys, and other similar professions shall be authorized by appropriate action of the Trustees. The employed personnel of the District are subject to and under the direction of the Managing Director.

Section 4.6 Records. The Managing Director shall cause to be kept in the office of the District the records of the proceedings and transactions of the Board of

Trustees. He/she shall provide a clerk at all meetings of the Board of Trustees to record all motions, resolutions, votes and proceedings. All records of the meetings and proceedings of the District shall be kept in a Minute Book to be kept for such purpose.

Section 4.7 Financial Records. The Managing Director shall keep the financial records of the District. All funds shall be deposited with a depository or depositories established by resolution of the Board of Trustees.

Section 4.8 Books of Accounts. Separate and regular books of accounts shall be kept for the fund or funds of the District, showing all receipts and expenditures. There shall be rendered to the Board of Trustees at least once each month, or when requested, an account of the transactions and also of the financial condition of the District.

Section 4.9 Bonds. The Managing Director, Assistant Managing Director, Finance Director, Procurement Officer, and the Office Assistant shall be bonded under a blanket fidelity bond in a bonding company approved by the Board in an amount of not less than \$100,000.

ARTICLE FIVE

OTHER BOARD ACTIONS

Section 5.1 Instructions/Directions. All instructions and directions to the Managing Director shall come from the Trustees as a body at regular or special meetings, and only after the approval of a majority of a proper quorum. Nothing herein shall be deemed to prevent any member of the Board of Trustees, or any Committee of the Board, from consulting and advising with the Managing Director at any time. No member of the Board of Trustees shall interfere directly with the conduct or operations of any employee or section of the District.

Section 5.2 Contracts. The Board of Trustees shall approve all contracts for improvements in property of the District in excess of the amount required for competitive bidding pursuant to the Illinois Department of Transportation Procurement Policy, and shall review and ratify all purchases of equipment, material and supplies in excess of the amount required for competitive bidding pursuant to the Illinois Department of Transportation Procurement Policy. From time to time, the Board of Trustees shall review purchasing procedures in effect in the District and may, when it deems it to be desirable or as required by statute, provide by resolution that bidding be required in connection with certain purchases.

Section 5.3 Claims. The Board of Trustees shall approve in advance all settlements of claims against the District which would not be covered by insurance

and which would require the District to expend in excess of \$9,000.00. All other settlements of claims for money damages may be approved by the Managing Director but shall be included in the monthly list of cash disbursements for review and consideration by the Board.

Section 5.4 Routes. The Board shall be consulted prior to the institution of any new, modified, extended, or deleted routes pursuant to 70 ILCS 3610/5(e).

ARTICLE SIX

COMMITTEES

Section 6.1 Formation. The Chairperson shall appoint such standing committee as he/she deems necessary, including, but not limited to a personnel committee, a budget/finance committee, and an open meeting act committee.

Section 6.2 Members. The personnel committee, the budget/finance committee, and the open meetings act committee shall consist of the members of the Board of Trustees who shall be appointed by the Chairperson. The Chairperson shall also appoint a chair for each committee. Each other committee shall consist of at least one member of the Board of Trustees and such other person or persons as the Chairperson may select.

The Chairperson of the Board of Trustees shall be an ex-officio member of each of the committees, having rights and responsibilities of a committee member.

Section 6.3 Duties. It will be the duty of each committee to consult and advise with the Managing Director between meetings of the Board of Trustees concerning activities undertaken by the Managing Director which fall within the jurisdiction of such committee.

Section 6.4 Advisory Only. Any committees shall be advisory in nature and shall only have the right to exercise authority directly granted by the Board of Trustees.

Section 6.5 Meeting Notice. The provisions set forth in Article Nine governing public notice of meetings shall also apply to meetings of standing committees.

ARTICLE SEVEN

CONFLICT OF INTEREST

Section 7.1 Conflict. No Trustee of the Board shall acquire or have any interest, direct or indirect, in any contract or proposed contract for materials, property or services to be furnished or used in connection with the operation of the District. If a Trustee acquires or had acquired prior to the beginning of his/her tenure any such

interest, and if such interest is immediately disclosed to the Board and such disclosure is entered into the minutes of the Board, the Board, with prior approval of the Illinois Department of Transportation, may waive the prohibition contained in this Section, provided that any such present Trustee shall not participate in any action by the District and Board regarding any such interest.

Section 7.2 Voting. All members of the Board of Trustees shall discharge the responsibility of their office and shall vote on all matters coming before them, except in those particular cases of conflict of interest approved by the Board, in which case a member may request permission and shall be authorized to pass his/her vote. Unless a member of the Board is granted permission by the Board to pass his/her vote on a particular matter, his/her silence in voting shall be recorded as an affirmative vote. Any member of the Board shall be entitled to ask for and receive a roll call which shall be called and recorded. Written ballots shall be authorized by request of any member in case of elections.

Section 7.3 Employees. No employee of the District will be a family member of a Board Member, except when the employed family member is an employee before the Trustee officially takes office. In this case the Board Member shall abstain from all actions relating to the family member(s) concerning personnel decisions of the employee. Family member includes lineage through first cousins, including ex-spouses and their lineage through first cousins.

Section 7.4 Employment of Employees. No Trustee may ask any employee to perform work or other activities.

Section 7.5 District Property. No Trustee may use the District's vehicles, materials, tools, equipment or other items owned, leased, or rented by the District.

ARTICLE EIGHT

CONDUCT OF TRUSTEES

Section 8.1 Duty of Care. The duty of care requires Trustees to stay informed, and will hold each Trustee responsible for the Board's decisions and activities regardless of whether or not he/she was present at any particular meeting. Duty of care is exercising due diligence.

Section 8.2 Duty of Loyalty. The duty of loyalty prohibits Trustees from using their position of trust for personal advantage at the expense of the District. Actions and statements shall always be towards the protection of the District and its image, not for personal goals.

Section 8.3 Duty of Obedience. Trustees shall remain consistent in the approved purposes and mission of the District, to make sure that the District follows its articulated vision, and that it complies with legal obligations.

Section 8.4 Confidentiality. No individual Trustee may discuss Board or District issues with the District personnel without first going through the Managing Director and getting permission from the Board, except during a Board Meeting. Failure to follow this procedure the first time shall result in the Trustee being given a written letter of infraction by the Board. Continuation shall result in action taken further in this Article Eight.

Section 8.5 Spokesperson. The Board Chairperson is the official spokesperson for the Board of Trustees. No Trustee on his or her own may approach any outside organization except his/her appointing County Board, without the full Board's approval to do so. If a Trustee is approached by an outside organization, he or she must refer them to the Chairperson. If the Trustee approaches an outside organization without Board prior approval the Trustee shall be given a written letter of infraction by the Board. Continuation shall result in action taken further in this Article Eight.

ARTICLE NINE

MEETINGS

Section 9.1 Dates. Regular meetings of the Trustees shall be held on the fourth Thursday of each month at the time and place within in the District designated by the Trustees. If the date of the regular meeting falls on a legal holiday, the Chairperson shall designate at the next preceding meeting the date of such regular meeting. All meetings of the Trustees shall be open to the press and to the public.

Section 9.2 Notices. At the beginning of each calendar year and prior to the first regular meeting of the Board of Trustees to be held in the calendar year, the District shall give public notice of the schedule of regular meetings to be held during the calendar year, which notice shall state the regular dates, times, and place of such meetings. (Such notice shall be given by posting a copy thereof at the principal office of the District. Copies of such notice shall also be supplied to any news medium which has filed a current annual request for such notice.) If any regular meeting date is officially changed by the Board during the fiscal year, the District shall post notice of the change at the principal office of the District, publish notice of the change at least ten (10) days prior to the new date in a newspaper of general circulation in each member County, and shall also supply notice of such change to any news medium which has filed a current annual request for notice pursuant to the provision of Section 2.02(b) of the "Open Meetings Act".

The Board may cancel or reschedule a regular meeting upon motion passed by a majority of the Board present. The Chairperson may cancel a regular scheduled meeting to the extent he or she deems necessary due to weather or a national or state emergency, in which event the Managing Director shall notify the Trustees, public, and any news medium which has filed a current annual request for notice pursuant to the provision of Section 2.02(b) of the "Open Meetings Act".

Section 9.3 Posting of Notices & Agenda. The Managing Director with the approval of the Chairperson shall prepare a notice of the meeting and an agenda of all matters to come before the Trustees at the meeting, and he/she shall post the agenda at the principal office of the District and at the meeting location at least 48 hours prior to the meeting, and shall provide the same to the members of the Board on the Friday prior to the meeting, whenever possible. Any member of the Board of Trustees by notice of the Managing Director may request any matter or items to be included in the agenda.

Section 9.4 Agenda Items. No matters shall be presented which do not appear on the agenda, except upon approval of a majority of the members of the Board present at such meeting.

Section 9.5 Special Meetings. Special meetings of the Board of Trustees may be called by any three members of the Board of Trustees. Public notice of any special, rescheduled, or reconvened meetings must be (i) posted at the principal office of the District and (ii) provided to any news medium which has filed a current annual request for notice, at least 48 hours prior to the meeting with the agenda for the meeting. Notice of emergency meetings must be given as soon as practicable prior to the meeting to any news medium which has filed a current annual request pursuant to Section 2.02(b) of the Open Meetings Act and provided an address or telephone number within the territorial jurisdiction of the District.

At such special meeting no business shall be considered other than as designated in the notice.

Attendance of a Trustee at any special meeting in participation therein without objecting at the opening of such meeting that it was not lawfully noticed shall constitute as a waiver of notice of such meeting. Failure to give notice of such meeting to a Trustee so attending it and making no such objections shall in no way affect the validity of any action taken at such meeting.

Section 9.6 Emergency Meetings. The Chairperson of the Board may, when he or she deems it expedient, and shall, upon the request, (said request may be written, verbal, e-mailed, or by phone), of the Managing Director of the District, or

two (2) Trustees of the Board, notice an emergency meeting of the Board of Trustees for the purpose of transacting any business designated in the notice.

At such emergency meeting no business shall be considered other than as designated in the notice.

Notice of an emergency meeting must be given as soon as practicable, but in any event prior to the holding of such meeting. Attendance of a Trustee at any emergency meeting in participation therein without objecting at the opening of such meeting that it was not lawfully noticed shall constitute as a waiver of notice of such meeting. Failure to give notice of such meeting to a Trustee so attending it and making no such objections shall in no way affect the validity of any action taken at such meeting.

Section 9.7 Website Posting. The annual schedule of meetings and notices of all meetings of the Board of Trustees shall be posted on the District's website. For regular meetings of the Board, the agenda of the meeting shall also be posted on the District's website. The annual schedule of meetings shall remain on the website until a new public notice of the schedule of meetings is approved by the Board. Any notice and agenda of a regular meeting of the Board of Trustees that is posted on the District's website shall remain posted until the next regular meeting is concluded.

Section 9.8 Quorum. A majority of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers for all other purposes except changes in the Bylaws. A smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action by motion or resolution may be taken by the Board of Trustees upon a vote of a majority of the Trustees.

Section 9.9 Presiding Officer. The Chairperson of the Board of Trustees shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson of the Board shall preside. In the absence of both the Chairperson and the Vice Chairperson, the Trustees in attendance at the meeting shall elect an acting presiding officer. The presiding officer may not make motions or second motions. He/she may debate from the chair, subject only to such limitations of debate as by the rules of the Board are imposed on all Trustees. The presiding officer shall not be deprived of any rights or privileges of a member of the Board of Trustees by reason of acting as the presiding officer. The presiding officer shall refrain from preempting the floor and shall recognize other members of the Board in their turn for comment, motion and debate. The presiding officer shall preserve order and decorum in all meetings of the Board. He/she shall decide all questions of order, subject, however to an appeal to the Board, in which event a majority vote

of the Board shall determine conclusively such questions of order. Any member of the Board may appeal a ruling of the presiding officer, providing such appeal is made immediately following the ruling to be appealed. In case of appeal, the decision of the majority of the quorum present shall be final.

Section 9.10 Order of Business. At the regular meetings of the Board of Trustees, the following shall be the order of business:

- I. Call to Order
- II. Approval of Minutes of Previous Meetings
- III. Communications
- IV. Managing Director's Report
- V. Legislative Update
- VI. Reports
- VII. Unfinished Business
- VIII. New Business
- IX. Adjournment

The order of business items and special items may be changed at a regular meeting upon a majority vote of the quorum of Trustees present.

Section 9.11 Manner of Voting. Each Trustee shall be entitled to one (1) vote.

The voting on all questions coming before the Board shall be by roll call or by voice at the discretion of the Chairperson. However, a roll call vote must be taken if requested by one (1) or more Trustees or otherwise expressly required by these Bylaws or applicable law. The yeas and nays votes shall be entered into the Minutes of the meeting. Trustees can vote in *absentia* in accordance with the Illinois Open Meetings Act, 5 ILCS 120/7.

All votes to go into or adjourn from a closed session must be by roll call.

Section 9.12 Minutes Certification. Written minutes of all meetings of the Board of Trustees shall be kept which shall include the date, time, and place of the meeting, whether members of the Board were absent or present; a summary of discussion on all matters proposed, deliberated or decided; and a record of any votes taken. All minutes of the Board shall be reviewed and signed by the Chairperson of the Board or, in his/her absence, By the Vice Chairperson, or by the acting presiding officer elected by those members present at such meeting.

Section 9.13 Records Maintenance. Motions, resolutions, minutes and all proceedings of the Board of Trustees including documents and records in possession of the Board, shall be public records and open to public inspection at reasonable times, except such documents and records as shall be kept or prepared by the Board or District for use in negotiations, actions, or proceedings to which the Board

or District is a party, or documents regarding actions which are not required to be open under the provisions of the "Open Meetings Act". Minutes of Board meetings open to the public shall be available for public inspection within seven (7) days of approval by the Board. Effective July 1, 2006, the Board shall post minutes of all regular meetings of the Board of Trustees on the District's website within seven (7) days of approval by the Board, and such minutes shall remain posted on the website for at least sixty (60) days.

A verbatim record of all closed meetings shall be kept in the form of an audio or video recording, subject to the requirements of Section 2.06 of the Open Meetings Act.

ARTICLE TEN
AMENDMENTS TO THE BYLAWS

Section 10.1 Amendments. The bylaws of the District's Board of Trustees may be amended with the approval or affirmative vote of super majority of the Board. For purposes of this Section, a super majority shall mean eighty percent (80%) or more of the Trustees of the Board. In the event a motion is made at a regular or special Board Meeting to amend the Bylaws of the Board of Trustees of the District and less than eighty percent (80%) of the Trustees are present then said Motion shall fail for lack of a super majority.

Section 10.2 Effective When. These amended and restated Bylaws and any amendments shall be effective upon the adoption thereof by the Board of Trustees.

Amended and restated at Centralia, Illinois this 27th day of June,
2019.

Margaret Conley
Chairperson

ATTEST:

Don Copeland
Secretary