

AMENDED AND RESTATED BY-LAWS  
OF  
NORTHWESTERN CONNECTICUT TRANSIT DISTRICT

AMENDED DECEMBER 16, 2020

Article 1 – Name

Section 1.1 The name of this organization shall be the Northwestern Connecticut Transit District. In these by-laws, the organization shall be referred to as the "Transit District" or the "District."

Article 2 – Statement of Purpose

Section 2.1 Purpose. The purpose of the District is to coordinate and to facilitate the development of an adequate level of modern and efficient public transportation services for residents of and businesses in the Northwestern portion of the State of Connecticut. References in these BY-laws to "residents" shall be deemed to be to residents of Litchfield County, Connecticut, unless otherwise stated.

Section 2.2 Objectives. The objectives of actions taken by the District shall be to (a) improve the mobility of residents, (b) provide alternatives to the privately-owned automobile as a means of transportation, (c ) reduce pollution caused by exhaust emissions from automobiles, and (d) conserve energy.

Article 3 – Membership

Section 3.1 Becoming a Member. Membership in the organization shall be limited to municipalities located in Litchfield County, Connecticut. Any such municipality may join the District if the legislative body of the municipality votes to join the District, the municipality submits a written request for membership to the Board of Directors of the District, and such request for membership is accepted by a majority vote of the Board of Directors.

Section 3.2 Withdrawal. Any member municipality of the District may withdraw from the District if the legislative body of the municipality votes to do so and the municipality proposing to withdraw pays or adequately provides for the payment of its share of any outstanding and

unpaid expenses and obligations of the District. In the event of any proposed withdrawal, the Board of Directors of the District (including the Director representing the withdrawing municipality), assisted by the Executive Director of the District, shall determine the share of the District's expenses and obligations remaining due from the withdrawing municipality. The municipality proposing to withdraw shall pay or adequately secure the payment of such amount to the District before the withdrawal shall become effective.

Section 3.3 Expulsion. The Board of Directors, by a three-quarters vote, may terminate the membership of a municipality if the Board determines that the municipality has failed to meet its financial obligations to the District.

#### Article 4 – Municipal Appropriations to the District

Section 4.1 Procedure for Requests. If financial assistance is needed from member municipalities, the Board of Directors shall request each member municipality to appropriate the necessary funds. All appropriations shall be subject to the normal budget process of each municipality and the approvals required by such process.

Section 4.2 Apportioning of Costs. Whenever municipal appropriations are needed, the Board of Directors, assisted by the Executive Director of the District, shall determine how the total costs shall be apportioned among the member municipalities; provided, however, that when the costs in question are for the provision of a transportation service, the costs shall be apportioned on the basis of the amount of service provided to the municipality.

#### Article 5 – Board of Directors

Section 5.1 General. The affairs of the District shall be managed by a Board of Directors. The Board of Directors may delegate its powers as it sees fit, subject to any restrictions or limitations imposed by law (including Chapter 103a of the Connecticut General Statutes) and these By-laws.

Section 5.2 Appointments. Each member municipality shall be entitled to appoint one or more directors as provided by Chapter 103a of the Connecticut General Statutes ("Chapter 103a"). Directors shall be appointed in accordance with Chapter 103a. Any Director so appointed, shall be resident of the municipality which appoints him or her.

Section 5.3 Term of Office. Each Director, except for a Director appointed to fill a vacancy, shall be appointed to a term of four years. Terms of Directors may start on different dates.

Section 5.4 Resignations. A Director may resign at any time by giving notice to the Chairman or the Secretary and to the principal executive officer of the municipality that appointed such Director. A resignation by its terms may be effective immediately or at a future date specified in the notice. Prompt notice of any such resignation shall be given to each other Director.

Section 5.5 Vacancies. If a vacancy shall occur on the Board of Directors, the municipality that appointed the Director whose position has become vacant (the "former Director") shall fill the vacancy by appointing a successor Director, who shall serve for the unexpired term of the former Director.

Section 5.6 Powers and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the District, and may do all such acts and things as are permitted by law in order to carry out the affairs of the District.

Section 5.7. Action by the Board; Majority Vote Rule. The Board of Directors shall act in all cases as a board, and no individual Director shall have the power to act for or represent the District solely by reason of his or her status as such. Except as otherwise provided in these By-laws, a majority of votes cast by Directors present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any proposal, resolution or other matter to come before the Board of Directors.

Section 5.8 Voting by Directors. At any meeting of the Board of Directors, each Director shall be entitled to cast that number of votes which equals the population (rounded to the nearest 100) of the municipality he or she represents divided by the population (rounded to the nearest 100) of the municipality represented on the Board having the smallest population of all municipalities so represented. For the purpose of the preceding sentence, if a member municipality is entitled by law to appoint more than one Director, then each such Director shall be deemed to represent a population equal to the quotient obtained by dividing the total population of the municipality by the number of

Directors the municipality is entitled to appoint. The population of member municipalities shall be that reported in the most recent U.S. decennial census.

Section 5.9 Rules and Regulations. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the District as they deem proper; provided, however, that the Board may only adopt such rules and regulations as are consistent with these By-laws and the laws of the State of Connecticut.

Section 5.10 Action without a Meeting. The Board of Directors may act without a meeting by the unanimous written consent of all Directors. Consents may be executed in counterparts. All such consents shall be filed with the minutes of the Board.

[committees of the board?]

#### Article 6 – Alternates

Section 6.1 Appointments. Each member municipality shall appoint one alternate for each Director appointed by that municipality. Alternates shall be appointed in the same manner as Directors.

Section 6.2 Term of Office. Alternates shall serve for a term of four years that shall be co-terminous with that of the Director or Directors representing the same municipality.

Section 6.3 Vacancies. If the position of an alternate becomes vacant, the municipality that appointed the alternate shall appoint a successor, who shall serve for the unexpired portion of the term.

Section 6.4 Powers and Duties. An alternate shall assume and may exercise the powers and duties of a Director (a) at any meeting of the Board of Directors at which the regular Director is absent, until such time (if any) as the regular Director arrives at the meeting, and (b) whenever the position of a regular Director becomes vacant, until such time as the position is filled as provided in these By-laws. An alternate shall not assume the powers or duties of an officer.

#### Article 7 – Meetings of the Board

Section 7.1 Regular Meetings. Regular meetings of the Board of

Directors shall be scheduled annually [held on the third Wednesday of each month]. Notwithstanding the foregoing, if the Chairman shall determine that there is no business to conduct at the next such scheduled regular meeting, or that it is not feasible to assemble a quorum for such meeting, he or she may direct that the Secretary or the Executive Director give notice to each Director of the cancellation of such regularly scheduled meeting, in which case no meeting shall be held on that date; provided, however, that this sentence shall not authorize the Chairman to cancel the Annual Meeting. In any event, however, the Board of Directors shall meet at least four times in each calendar year [once in each calendar quarter].

Section 7.2 Special Meetings. The Chairman or any three Directors may call a Special Meeting of the Board of Directors. Notice of the date, time, place and purpose of any special meeting shall be provided to each Director at least twenty-four (24) hours in advance of the time for which the meeting is called. At a duly-called special meeting, the Board of Directors may take any action that it could take at a regular meeting.

Section 7.3 Annual Meeting. The Annual Meeting of the Board of Directors shall be held in September [on the third Wednesday of September] in each year.

Section 7.4 Location of Meetings. All meetings shall be held at the principal office of the District or at another location in Litchfield County, Connecticut, determined by the Chairman.

Section 7.5 Quorum. Directors shall not be authorized to conduct any business at a meeting unless a quorum is present. A quorum shall consist of Directors representing (a) at least one half of the member municipalities of the District and (b) more than one-half of the votes entitled to be cast by all Directors then in office. Unfilled vacancies on the Board shall not be counted to make a quorum.

Section 7.6 Agenda. The agenda for each meeting initially shall be determined by the Chairman in consultation with the Executive Director. The agenda for a meeting may be changed by majority vote of the Board of Directors.

Section 7.7 Notice of Meetings. Written notice shall be given to each Director of the date, time and place of each Regular Meeting and of the Annual Meeting. Such notices shall be addressed to each Director

at the last address for such Director shown in the records of the Secretary, and shall be postmarked at least seven (7) days in advance of the meeting. All notices shall be accompanied by the agenda for the meeting. [Alternatively, notices of meeting may be given to any Director by electronic mail if the Director previously has consented to such manner of delivery and has provided the Secretary with an e-mail address to be used for this purpose.]

Section 7.8 Procedures at Meetings. Except, as may be otherwise provided in these By-laws, the most recently-published edition of *Robert's Rules of Order* shall govern the conduct of all meetings.

## Article 8 – Officers

Section 8.1 General. The officers of the District shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. [The Board shall appoint a district director or an Executive Director and may appoint other employees of the District, but such persons shall not be officers.] The district director or the Executive Director, as the case may be, shall be the chief executive officer of the District.

Section 8.2 Chairman. The Chairman, if present, shall preside at all meetings. He or she shall determine the agenda for all meetings of the Board, in consultation with the Executive Director. The Chairman, when so authorized, shall sign contracts in the name of the District. In the absence of the Treasurer, the Chairman shall also assume the powers and duties of the Treasurer. The Chairman shall also perform such other duties as may be specified by the Board of Directors.

Section 8.3 Vice Chairman. In the absence of the Chairman, the Vice Chairman shall preside at all meetings and shall assume the other powers and duties of the Chairman.

Section 8.4 Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and shall file them in appropriate books. The Secretary shall cause to be given and served all notices required by law or these By-laws. The Secretary shall be the custodian of the records and seals of the District, and when so authorized shall affix the seal of the District where required. In the absence of both the Chairman and the Vice Chairman, the Secretary shall assume the powers and duties of the Chairman. The Secretary shall also perform such other duties as may be specified by the Board of Directors.

Section 8.5 Treasurer. The Treasurer shall have the care and custody of, and be responsible for, the funds and securities of the District. Subject to any direction of the Board of Directors, the Treasurer shall select depositories for such funds and securities. Under the direction of the Chairman and the Board of Directors, the Treasurer shall sign, make and endorse in the name of the District all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of the same, and give receipts for funds and securities received. The Treasurer shall make a full and complete report of his activities at the Annual Meeting and at any other time as may be requested by the Board of Directors.

#### Article 9 – Election of Officers

Section 9.1 General. Officers shall be elected by the Board of Directors at the Annual Meeting.

Section 9.2 Nominations. Nominations of officers may be made [by any committee appointed by the Board for this purpose and] from the floor at the Annual Meeting.

Section 9.3 Election. A candidate receiving the vote of a majority of the Directors present and voting shall be declared elected.

Section 9.4 Term of Office. An officer shall serve from the time of his or her election until the conclusion of the next Annual Meeting, or until his or her successor is elected and takes office.

Section 9.5 Resignations. Any officer may resign by giving written notice of resignation to the Chairman or the Secretary. Such resignation shall be effective either immediately, if no effective time is specified in the notice, or at a future time specified in the notice.

Section 9.6 Removal. Any officer may be removed by a vote of seventy-five percent (75%) of the entire Board of Directors. Removal shall be effective immediately or at such later time as may be specified by the Board.

Section 9.7 Vacancies. Any vacancy in an office shall be filled by majority vote of the Directors at the next regular meeting of the Board following the occurrence of the vacancy.

## Article 10 – Amendments

These By-laws may be amended by a two-thirds vote of the Directors present and voting at a meeting of the board, provided that notice of the complete text of the proposed amendment shall have been furnished to all Directors with the notice of the meeting.

## Article 11 – Effectiveness

These By-laws shall become effective immediately upon their adoption by the board of Directors. Adoption of these By-laws shall not affect the term of office of any Director or officer in office at the time of adoption.