

BY-LAWS

OF THE

**WACCAMAW REGIONAL
TRANSPORTATION
AUTHORITY**

MAY 2016

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BY-LAWS OF THE WACCAMAW REGIONAL TRANSPORTATION AUTHORITY

ARTICLE I NAME OF ORGANIZATION

The name of the organization is the Waccamaw Regional Transportation Authority. The Authority shall conduct business under such other names as the Board of Directors may approve and authorize.

ARTICLE II OFFICES

The principal office of the Waccamaw Regional Transportation Authority (the “Authority”) shall be located in Conway, South Carolina, in the County of Horry, State of South Carolina (“Horry County”). The Authority may have such other offices, as the Board of Directors may designate or as the business of the Authority may require from time to time.

ARTICLE III ORGANIZATION

The Authority shall be a nonprofit governmental organization established and operated in accordance with the Regional Transportation Authority Law, Sections 58-25-10 et seq., Code of Laws of South Carolina, 1976 (Supp. 1997) (the “Enabling Law”). The Authority shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated. The Authority shall consist of a Board of Directors, a General Manager/CEO and necessary staff to administer and operate a public transportation system.

ARTICLE IV PURPOSES

The Authority is formed to perform essential governmental functions within the meaning of Section 115 of the Internal Revenue Code of 1986, as amended ("IRC"), and in this connection it shall operate as follows:

1. The Authority is organized and shall be operated for the benefit of, and to perform the functions of, a regional transportation authority including the management, operation and maintenance of public transportation services and related services for hire by means, without limitation, of motor vehicle, motor bus, or other means of conveyance, operating as a common carrier within the territorial area allowed by law, and to perform any other lawful purpose related to the furtherance of governmental purposes of the Authority that is not inconsistent with the Authority's nonprofit status; provided, that all property owned and leased by the Authority shall be used for public benefit.

2. The Authority is organized and shall operate exclusively for the aforesaid purposes, and in connection therewith its scope of activities shall include the following:

(a) purchase, lease, own, or operate or provide for the operation of transportation facilities;

(b) contract for public transportation services;

(c) plan in concert with any appropriate local planning operation for public transportation services;

(d) exercise the power of eminent domain limited to right-of-way and contiguous facility acquisition;

(e) contract with other governmental agencies, private companies, and individuals;

(f) sue and be sued, implead and be impleaded, complain, and defend in all courts;

(g) acquire, purchase, hold, lease as a lessee, and use any franchise or property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority, and sell, lease as lessor, transfer, and dispose of any property or interest therein acquired by it;

(h) fix, alter, change, and establish rates, fees, fares, and other charges for services or facilities of the Authority in accordance with applicable law;

(i) establish public transportation routes and approve the alteration or addition of routes based primarily on a detailed analysis or proposed use and comprehensive cost analysis;

(j) acquire and operate, or provide for the operation of, transportation systems, public or private, within the area, the acquisition of a system to be by negotiation and agreement between the Authority and the operator of the system to be acquired;

(k) make contracts of every name and nature and execute all instruments necessary or convenient for the carrying on of its business;

(l) enter into management contracts with any person for the management of a public transportation system owned or controlled by the Authority for a period of time, and under compensation and other terms and conditions, as may be considered advisable by the Authority;

(m) contract for the services of attorneys, engineers, consultants, and agents for any purpose of the Authority;

(n) borrow money and make and issue negotiable bonds, investments, notes, or other evidences of indebtedness;

(o) accept gifts, grants, or loans of money or other property from and enter into contracts, leases, or other transactions with and accept funds from federal, state, or local governments, public or semipublic agencies or private individuals or corporations and expend the funds and carry out cooperative undertakings and contracts;

(p) do all legal acts necessary for the provision of public transportation services;

(q) provide transportation services for residents of the service area to destinations outside the service area;

(r) promulgate regulations to carry out the provisions of this chapter.

(s) apply for and accept Federal, State, county, or municipal monies and other monies, public or private, made available by grant, trust or loan, or both, to accomplish, in whole or in part, any of the purposes of the Authority, and to this end, to continue to pursue any application heretofore filed with the Federal Transit Administration, or any other Federal agency, by or on behalf of the Authority. All federal monies accepted under this section shall be accepted and expended by the Authority upon such terms and conditions as are prescribed by federal law, and as are consistent with State law and generally accepted accounting principles and the by-laws of the Authority; and all other monies accepted under this section shall be accepted by the Authority upon such terms and conditions as are prescribed by the State or other sources thereof.

(t) enter into a contract or memorandum of agreement with Grand Strand Area Transportation Study Metropolitan Planning Organization (GSATS) and Waccamaw Regional Planning and Development Council to utilize the services of GSATS staff/Waccamaw Planning and Development Council for planning services including long range (5-20 year) and short term (0-5 year) planning services and special studies as needed;

(u) enter into a contract or memorandum of agreement with Waccamaw Regional Planning and Development Council to utilize the services of staff for planning services including long range (5-20 year) planning and short term (0-5 year) planning and special services, as needed, within the Waccamaw Regional (Horry and Georgetown Counties) but outside the MPO boundary;

(v) enter into a contract or memorandum of understanding with any county contiguous (within or outside the Waccamaw Region) to the service area for the coordination of transportation services and long-range planning.

- (w) annually update the Waccamaw Regional Planning and Development Council Board of Directors as to the Authority's current routes/services, annual audit, funding applications and future service plans;
- (x) carry out any other acts or perform any other functions allowed under S.C. Code Ann. § 58-25-10 et seq. (1976, as amended) or otherwise allowed under applicable law;
- (y) employ a General Manager/CEO, who will also serve as secretary/treasurer.

ARTICLE V BOARD OF DIRECTORS

Section 1 General Powers. The business and affairs of the Authority shall be under the direction of the Board of Directors of the Authority.

Section 2 Number, Appointment and Terms

- (a) The Board shall consist of eleven (11) voting Directors
- (b) Voting Directors – The Board shall consist of eleven (11) voting directors as

defined by S.C. Code Ann. § 58-25-10 et seq. (Supp. 1997) appointed as follows:

<u>APPOINTING AUTHORITY</u>	<u>NUMBER OF APPOINTMENTS</u>
City of Conway	1
Georgetown County	1
City of Myrtle Beach	1
City of North Myrtle Beach	1
Horry County Legislative Delegation	3
City of Georgetown	1
Horry County	3

- (c) The initial terms of office of the Directors of the Board shall be for three (3) years.
- (d) Directors will make every effort to attend regularly scheduled meetings of the board. Any Director may be removed for misconduct, malfeasance, neglect of duty in office, or

interfering with day-to-day operations, by the governing body which appointed him upon a two-thirds (2/3) vote of said body. Removals from the Board shall be implemented in a manner similar to the procedures provided under Section 33-31-809 of the South Carolina Nonprofit Corporation Act of 1994.

(e) Attendance of Board members at meetings shall be recorded and reported on a monthly basis.

(f) Any Director may be reappointed for unlimited successive terms by the appointing agency.

(g) Directors must be residents of the Authority's area of jurisdiction.

Section 3 Vacancies. Except as otherwise required by law any vacancy occurring in the Board shall be filled by appointment of the body appointing the prior Board Member whose seat has been vacated. When a vacancy occurs, the Board shall direct a letter to the appointing authority.

Section 4 Regular Meetings. A meeting of the Board shall be held on the last Wednesday of the month at a time and place to be designated. The Board committees shall meet monthly or as often as may be required to carry out the responsibilities and purposes of the Authority. The Board shall provide, by resolution, the date, time and place, either within or without the State of South Carolina, for the holding of regular meetings.

Section 5 Special Meetings: Special, called or rescheduled meetings of the Board may be held upon the call of the Chair of the Board or a majority of the Voting Directors.

Section 6 Emergency Meetings. The Chair of the Board may call an Emergency meeting of the Board.

Section 7 Notice - Written public notice of the time, date and place of the regular meetings of the Board shall be given at the beginning of each calendar year. Notice of a special, called or rescheduled meeting shall be given at least twenty-four (24) hours in advance. As much

notice of an emergency meeting shall be given as practical under the circumstances. Notice shall be given in writing unless oral notice is reasonable under the circumstances. Notice shall be given in compliance with S.C. Code Ann. § 30-4-80, 1976, as amended.

Section 8 Quorum. - A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9 Compliance with Freedom of Information Act. Notwithstanding any provision of these By-laws, the Board shall comply with all applicable provisions of the South Carolina Freedom of Information Act. Minutes shall be kept of all public meetings in accordance with S.C. Code Ann. § 30-4-90, 1976, as amended. The Board may meet in executive session for consideration of matters exempt from public session under the South Carolina Freedom of Information Act.

Section 10 Committees. The Board Chair, then in office, may create one or more committees of the Board and appoint members of the Board to serve on them. Each such committee shall have membership, purpose and authority as may be determined by the Board. Each committee shall have a staff liaison.

Meetings of the committees may be held at any time on call of the Chair of the Committee, Chair of the Board, or any two members of the committee. A majority of the members shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings.

Section 11 General Manager's Compensation Plan - The Board shall review and approve a compensation plan for the General Manager on an annual basis.

Section 12 Compensation Plan – See Article VII, Section K for details.

ARTICLE VI

FINANCES; APPLICATION AND USE OF FUNDS

Section 1 The Authority shall receive funds and revenue generated by the operation of the Authority and all other available resources.

Section 2 All funds and revenue collected and received by the Authority shall be held, retained, invested, conserved and expended in accordance with the financial, procurement, personnel and other policies adopted by the Board.

Section 3 The Authority shall maintain or cause to be maintained such separate accounts or funds as may be necessary to satisfy the requirements of existing or future contracts, agreements, or indentures relating to the financing of capital projects.

Section 4 Fiscal Year. The fiscal year of the Authority, shall be October 1 – September 30th.

Section 5 Annual Budget. The Authority shall prepare and adopt, by vote of the Board of Directors, an annual operating and capital budget. The annual budget may be amended to reflect actual expenditures and revenues consistent with actual receipts and any properly authorized expenditures.

Section 6 Financial Statements. The Authority shall cause to be prepared financial reports, which shall be delivered to the Board of Directors on a monthly basis.

Section 7 Annual Audit. The Authority's books of account shall be audited at least once in each calendar year by an independent audit firm.

Section 8 Expense Reimbursement. The Authority may reimburse the Directors for such expenses incurred in the conduct of the business and affairs of the Authority as may be authorized by the Board.

ARTICLE VII GENERAL MANAGER/CEO

Section 1 The Board may employ a General Manager/CEO, who shall also serve as secretary/treasurer. The Board shall review the performance of the General Manager/CEO on an annual basis.

Section 2 The General Manager/CEO shall coordinate the management, administration, planning and operation of the Authority in accordance with the objectives and policies of the Board and shall be responsible for, but not limited to, the following functions:

- (a) Manage the operations and maintenance of a public transit system;
- (b) Develop and maintain a public transportation plan considering all modes of public transportation to serve the general public, which will include routes, types of people movers, fees, rates, fares, etc.;
- (c) Contract for services of consultants or other authorities in the effective management of a public transit system;
- (d) Develop a Board-approved procurement manual for advertising, letting and taking of bids;
- (e) Collect and review all funds and revenues received by the Authority to be deposited or invested;
- (f) Prepare and administer an annual operating budget and long range capital budget program in accordance to state law;
- (g) Maintain accounting records to indicate all receipt of income from all sources and the expenditure of such income;
- (h) Prepare current financial reports for monthly Board meeting;
- (i) Select and terminate all personnel in accordance with personnel qualifications and dismissal policy;
- (j) Supervise staff, paid or volunteer;

(k) Annually develop and administer a Board-approved compensation plan, to include wage schedules, fringe benefits, expense reimbursement and related personnel benefit matters.

(l) Provide secretarial assistance to the Board at all meetings and for committee meetings if necessary;

(m) Maintain an updated register of names, addresses and telephone numbers of all Board members for use by the Board secretary;

(n) Require an annual audit for review by the Board;

(o) Develop objectives and policies for the Authority to be reviewed and approved by the Board.

(p) Generate and incorporate an annual work program to achieve the objectives of the Authority into the General Manager's annual review.

(q) Develop measurable annual performance goals as part of annual evaluation by the Board.

ARTICLE VIII BOARD OFFICERS

Section 1 The Officers of the Board shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes of the Authority.

The Officers of the Board shall be a Chair, Vice-Chair, Secretary/Treasurer, and such other officers, as the Board shall deem necessary or desirable. The General Manager/CEO of the Authority will serve as Secretary/Treasurer of the Board without vote. A Board member elected as the Chair and Vice Chair shall serve a two (2) year term.

Section 2 Election of Vice-Chair. Every two (2) years the Vice-Chair of the Board

shall be elected by the Board at the June meeting. Nominations shall be accepted at the May meeting. Election shall be by secret ballot by a majority of all board members in attendance, or in participation by telecommunications.

Section 3 Participation by Telecommunication. Any member of the Authority may participate in, and be regarded as present at, any meeting of the Authority by means of conference telephone, speakerphone, or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 4 Removal. The Chair or Vice Chair may be removed by a two-thirds (2/3) vote of the Directors, when the best interests of the Authority would be served thereby.

Section 5 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a person designated by the appointing authority. The Board shall direct a letter asking for said replacement.

Section 6 Chair. The Chair shall, when present, preside at all meetings of the Board. The Chair may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time. The Chair shall keep all Directors apprised of all pertinent matters.

Section 7 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or in the event of his/her death, inability or refusal to act; and when so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as the Chair or the Board may assign him or her from time

to time. The Vice-Chair shall automatically assume the Chair position at the end of his/her term as Vice Chair.

Section 8 Secretary/Treasurer. The Secretary/Treasurer shall be the GM/CEO, who shall:

(a) supervise the keeping of the minutes of the Board's meetings in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

(c) be custodian of the official records and of the seal of the Authority and see that the seal

of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized;

(d) keep a register of the mailing address of each Director which shall be furnished to the Secretary by such Director;

(e) authenticate records of the Authority when such authentication is required; and

(f) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chair or the Board. The Board may employ a Recording Secretary to perform any of the duties enumerated herein under the supervision of the Secretary/Treasurer.

Section 9 Secretary/Treasurer. The Secretary/Treasurer shall be the custodian of the funds of the Authority and shall cause such records and returns to be kept and filed as shall be required in conformity with applicable Federal and State laws. The Secretary/Treasurer shall present a financial report at every meeting of the Board and shall see that the Corporation's books of account are reviewed at least once a year by a certified public accountant selected by the Board of Directors.

The Secretary/Treasurer shall perform such other duties as the Board Chair may assign him from time to time.

Section 10 Bonds. Any or all officers and agents shall, respectively, if required by the Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

ARTICLE IX CITIZENS ADVISORY COMMITTEE

The Citizens Advisory Committee will consist of fifteen (15) members. Each municipality will be represented. Each Board member will appoint one representative. Six at-large representatives, will be appointed with the approval of the Board, to serve on the committee. The CAC members will have no voting privileges, and will answer directly to the Waccamaw Regional Transportation Authority Board with their policy recommendations. There will be two (2) staff liaisons for the Citizens Advisory Committee; one person from Operations and one person from Communications & Public Affairs.

ARTICLE X CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 Contracts. The Board may authorize any Officer or Officers or agent or agents to enter into any contract or execute and deliver any instruments in the name and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2 Bonded Indebtedness. Any bonds or other indebtedness issued by the Authority shall be issued on its own behalf as may be allowed under South Carolina law.

Section 3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed

by such officer or officers or agent or agents of the Authority and in such manner as shall from time to time be determined by the Chair or by resolution of the Board.

Section 4 The Authority shall obtain/maintain liability insurance for officers and directors.

ARTICLE XI AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote of the Directors in office at the time of the amendment or repeal and adoption of new By-Laws. Moreover, the Board may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Authority.

Any notice of a meeting of the Directors at which these By-Laws are to be amended or repealed or new By-Laws adopted must be given at least ten (10) days previously thereto, and such notice shall include notice of such proposed action.

ARTICLE XII REGULATION

The regulation of the business and conduct of the affairs of the Authority shall conform to federal and state income tax laws and any other applicable Federal and State law, and such regulation shall be determined by these By-Laws, as they may be amended from time to time. In the interpretation of these By-Laws, wherever reference is made to the United States Code

(U.S.C.), the Internal Revenue Code, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such Code, statute or section thereof; and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws covering equivalent subject matter.

ARTICLE XIII SEAL

The Authority may have an official seal as determined by the Board, including an inscription thereon of the name of the Authority and the name of South Carolina, pursuant to the laws of which the Authority was organized.

ARTICLE XIV DISSOLUTION

The Authority may be dissolved and its business and affairs terminated in accordance with the provisions of the Enabling Law. Upon dissolution of the Authority and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these By-Laws and for the purposes set forth herein and in the Authority's Articles of Incorporation. All remaining assets of the Authority shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, such organizations being designated by the Board of Directors at the time of dissolution.

ARTICLE XV MISCELLANEOUS

Any male noun or pronoun that may appear in these By-Laws shall be understood to refer to persons of either sex.

ARTICLE XVI SEVERABILITY

Any provision of these By-laws, or any alteration or amendment thereof, which is determined to be unenforceable or in violation of the provisions of any applicable law, including Section 58-25-10 et seq., South Carolina Code of Laws, 1976, as amended, shall not in any way render any of the remaining provisions invalid.

ARTICLE XVII EXECUTIVE COMMITTEE

Establishment of an Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall be made up of the Board Chair, Vice-Chair, immediate past Chair, and Finance Chair. The Executive Committee of the Board of Directors is authorized to serve in an advisory capacity relative to critical and or time-sensitive needs of the General Manager/CEO of the Authority, and to make interim decisions for the Board of Directors.

ARTICLE XVIII COMMITTEES

The Board shall maintain four (4) primary committees that will meet on a regular or as-needed basis. The Board Chairman will be responsible for assigning the Board representatives who will serve on each committee, as well as selecting a chairperson. Primary committees shall be comprised of four (4) members.

Committee	REPS	Primary Duties
<u>Finance</u>	4	Approve financial plans, budgets, compensation plan
<u>Service</u>	4	Address service issues, final appellate for customer complaints, & service planning
<u>Communications & Public Relations</u>	4	Marketing plans, local government agreements/issues, Citizens Advisory Committee
<u>Funding Development</u>	4	Research and advocacy for dedicated local funding

The Ad-Hoc committees are outlined in the table below:

Committee	Number Reps	Primary Duties
Executive	4	See Article XVII
Bylaws	3	Review and update bylaws when necessary
Compensation	3	GM/CEO Contract and Compensation

XIX CONFLICT OF INTEREST

Establishment of a ‘Conflict of Interest’ Policy. Members of the Board of Directors shall maintain independence and objectivity with passengers, vendors, the community, and governmental entities and shall maintain a sense of fairness, civility, ethics, and personal integrity even when law, regulation and/or custom do not require them. Board Members shall be forthcoming when decisions

have or may have an impact on the individual. Board members shall withdraw from discussions and from voting on matters of the Authority when a decision would or has the potential to impact the Board member.

ARTICLE XX ROBERT’S RULES OF ORDER

The Authority has accepted and adopted ‘Robert’s Rules of Order’ as it’s guidance for procedure in its deliberations as an assembly.

ARTICLE XXI ABSENTEE VOTING

The Authority has authorized and adopted an Absentee Voting Policy, by which members of the Board of Directors shall be allowed to vote either in person or by telephone.