

RESOLUTION NO: 13-11-001

GALVESTON COUNTY TRANSIT DISTRICT

RESOLUTION BY THE GALVESTON COUNTY TRANSIT DISTRICT BOARD OF DIRECTORS ADOPTING BYLAWS TO SUPPORT THE ONGOING ACTIVITY AND WORK OF THE ORGANIZATION

WHEREAS, the Galveston County Transit District (GCTD) is a political subdivision of the State of Texas and Urban/Rural Transit District created pursuant to Chapter 458 of the Texas Transportation Code, authorized to receive federal and state transit funding; and

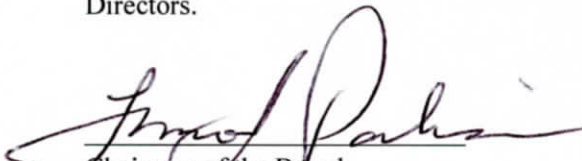
WHEREAS, the Board of Directors of the GCTD has appointed a Committee to develop the Bylaws of the organization; and

WHEREAS, the Committee representatives have agreed on the initial Bylaws of the organization as contained in Exhibit A; and

WHEREAS, the Bylaws of the GCTD, when approved by the Board of Directors, will be filed with the Texas Department of Transportation, and the Secretary of State.

NOW, THEREFORE, BE IT RESOLVED THAT THE GALVESTON COUNTY TRANSIT BOARD OF DIRECTORS HEREBY APPROVE THE ADOPTION OF THE BYLAWS TO GOVERN THE ACTIVITY OF THE ORGANIZATION AS DESCRIBED IN EXHIBIT A, AND AUTHORIZE THE CHAIRMAN TO SUBMIT ORIGINAL EXECUTED COPIES TO THE PROPER AUTHORITIES.

Approved this day, the 13th day of November, 2013, by the Galveston County Transit District Board of Directors.


Chairman of the Board

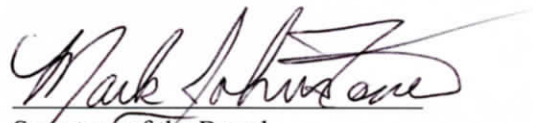

Secretary of the Board

EXHIBIT A

BYLAWS OF GALVESTON COUNTY TRANSIT DISTRICT

These Bylaws govern the affairs of the Galveston County Transit District (GCTD), a political subdivision of the State of Texas created pursuant to Chapter 458 of the Texas Transportation Code (referred to as the “code”)

RECITALS

WHEREAS, the Members of the GCTD are elected or appointed representatives of Galveston County and the incorporated political subdivisions who have affirmed, through Resolution of their governing body, their participation in the GCTD.

WHEREAS, the Members of the GCTD recognize the need for development of regional transit and mobility resources which can provide their residents and visitors viable commuting options in addition to single occupant automobile travel.

WHEREAS, the Members of the GCTD recognize the strategic role which the GCTD performs in the pursuit and receipt of federal and state transit funding on behalf of transit providers within Galveston County.

NOW, THEREFORE, the Members of the GCTD desire to create the following Bylaws which delineate the purpose, membership, and organizational framework for the GCTD activities.

ARTICLE I THE PURPOSE OF THE GCTD

- 1.1 The purpose of the GCTD is to work with constituent membership on the planning and development of regional transit and mobility solutions to growing congestion and increased traffic delay time resulting from the significant development and population growth being experienced within Galveston County;
- 1.2 The purpose of the GCTD is to work with other political **sub**divisions at the local, regional, state, and national level to pursue funding and solutions toward continued mobility through the development of alternative mobility resources;
- 1.3 The purpose of the GCTD is to work with local and regional transportation representatives toward insuring that the citizens of Galveston County receive their “fair share” of Federal Transit Administration (FTA) funding distributed to the Houston Urbanized Area, in part, using the population and density of Galveston County citizens;
- 1.4 The purpose of the GCTD is to enhance the availability of information relating to the provision of transit services within Galveston County by Island Transit, Gulf Coast Center – Connect, and other providers;
- 1.5 The purpose of the GCTD is to facilitate access to federal and state transit funding for Island Transit and the Gulf Coast Center.

ARTICLE 2

JURISDICTION OF THE GCTD

2.1 The GCTD is both a rural and urban transit district whose jurisdiction includes the unincorporated areas of Galveston County and the incorporated areas of those municipal political subdivisions who have voluntarily “opted” to become members of the GCTD, for the betterment of their communities by exploring transportation alternatives.

ARTICLE 3

MEMBERS, BOARD OF DIRECTORS, AND OFFICERS

3.1 The Member political subdivisions **which** have opted for inclusion within the GCTD, pursuant to duly enacted Resolution of their governing boards, select an elected official or appointed representative to serve on the Board of the GCTD. The collective group of member selectees and Galveston County selected Commissioner become the Board of Directors of the GCTD.

3.2 The Board of Directors of the GCTD shall appoint a Chairman, Vice Chairman, and Secretary, through nomination and majority vote, to provide the governing leadership for the GCTD. The responsibilities of the Officers are as follows:

(a) The Chairperson shall be the primary representative of the GCTD, and will be responsible for managing Board meetings, setting all agendas, and effectuating the policy as set forth by the Board of Directors. The Chairman will also serve as Chief Executive Officer to sign official documents and correspondence on behalf of the GCTD.

(b) The Vice Chairperson shall assist the Chairman in all matters as set forth above and, in the event the Chairman is unavailable, serve in that capacity.

(c) The Secretary shall maintain the records of the GCTD either directly or through the GCTD’s consultant.

(d) Officers will serve for two (2) year terms.

3.3 Each Board Member shall have one vote.

3.4 A quorum is determined by obtaining 50% or more participation of the total representation of the political subdivisions which have opted into The District, including Galveston County.

ARTICLE 4 MEETINGS

4.1 The GCTD will convene a minimum of four (4) meetings within any calendar year but generally follows an every other month format. However, the Chairman retains the right to call as many meetings as necessary to carry out the business responsibilities of the GCTD. The meetings will be held at a location designated by the Board of Directors. Every effort should be made to rotate the meetings between the member jurisdictions which have opted into the GCTD.

4.2 The respective members of the Board of Directors, who have been duly appointed to serve on the GCTD by their governing bodies, shall serve for an initial two year term. Thereafter, they may be re-appointed by their respective governing body for another two year term or replaced. Members may serve consecutive terms with no limitations.

ARTICLE 5 TERM OF THE GCTD

5.1 Pursuant to Chapter 458 of the Texas Transportation Code, the existence of the GCTD is determined by Galveston County. Should at any time the members of the Board of Directors of the GCTD determine that the GCTD has fulfilled its mission or no longer serves a useful public purpose, the Board of Directors may adopt a Resolution requesting Galveston County to dissolve the GCTD.

ARTICLE 6 INDEMNIFICATION OF THE GCTD AND INDIVIDUAL BOARD MEMBERS

6.1 The GCTD has the capability of receiving federal and state grants and loans to assist in meeting the objectives of the GCTD. The Board of Directors must continually assess the role and responsibility of the GCTD and may determine that it is in the best interest of the GCTD and its' individual Board Members to secure individual liability insurance to protect the activities of the GCTD and its Board.

ARTICLE 7 AMENDMENT TO BYLAWS

7.1 Amendment to Bylaws. These Bylaws may be amended at any GCTD Board meeting by a majority vote of the voting members present at such meeting or by a majority vote in a written or electronic ballot.

ARTICLE 8 LEGAL AUTHORITIES AND CONSTRUCTION

8.1 Legal Authorities Governing Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

8.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

8.3 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

8.4 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the members, Directors, Officers, committee members, employees, and agents of the GCTD and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the GCTD and that the foregoing Bylaws were duly adopted at a meeting of the Board of Directors held on November 13th, 2013.

DATED: November 13th, 2013.

Chairman of the GCTD

Secretary of the GCTD