

**McLENNAN COUNTRY RURAL TRANSIT DISTRICT  
BY-LAWS**

**ARTICLE I – NAME**

The name of this organization shall be McLennan Country Rural Transit District (MCRTD), a local governmental body and political subdivision created pursuant to Chapter 458 of the Texas Transportation Code.

**ARTICLE II – PURPOSE**

The purpose of MCRTD is to coordinate and provide public transportation in its service area within McLennan County, Texas.

**ARTICLE III – OFFICES**

The registered and principal office of MCRTD shall be maintained at P.O. Box 1728, Waco, Texas 76703-1728. The initial registered agent at such address is Scott M. Felton.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1. The governing body of the McLennan County Rural Transit District shall be made up of nine (9) members, and shall be called the Board of Directors.

Section 2. The Board of Directors shall be made up of representatives selected from areas or entities corresponding to Place designations.

Section 3. The Places are as follows:

- |         |   |
|---------|---|
| Place 1 | County Judge of McLennan County   |
| Place 2 | Member of McLennan County Commissioners Court selected by the Commissioners Court |

- Place 3 Mayor of the City of Waco
- Place 4 Member of the City Council of the City of Waco selected by the City Council
- Place 5 Precinct 1 Region – selected by vote of the representatives of cities (other than City of Waco) located in Precinct 1 of the County.
- Place 6 Precinct 2 Region – selected by vote of the representatives of cities (other than City of Waco) located in Precinct 2 of the County.
- Place 7 Precinct 3 Region – selected by vote of the representatives of cities (other than City of Waco) located in Precinct 3 of the County.
- Place 8 Precinct 4 Region – selected by vote of the representatives of cities (other than City of Waco) located in Precinct 4 of the County.
- Place 9 At large.

A city is considered to be part of the Region where the majority of its population is located and only participates in selection of the director for that Region, even if the city itself lies geographically in more than one precinct.

Section 4. The initial Board of Directors is as follows:

- Place 1 Scott Felton, County Judge of McLennan County;
- Place 2 County Commissioner Will Jones;
- Place 3 Malcolm Duncan, Mayor of the City of Waco;
- Place 4 Kyle Deaver, Waco City Councilperson;
- Place 5 Precinct 1 Region-Halbert Wilcox, City of Bruceville-Eddy;
- Place 6 Precinct 2 Region-Rick Wegwerth, City of Hallsburg;
- Place 7 Precinct 3 Region-David Filer, City of Ross;
- Place 8 Precinct 4 Region-Frank Leos, City of McGregor; and
- Place 9 At large-Ken Brown, City of Moody.

Section 5. The terms of the initial directors are as follows:

|         |         |
|---------|---------|
| Place 1 | 3 years |
| Place 2 | 2 years |
| Place 3 | 3 years |
| Place 4 | 2 years |
| Place 5 | 3 years |
| Place 6 | 2 years |
| Place 7 | 3 years |
| Place 8 | 3 years |
| Place 9 | 2 years |

Section 6. A vacancy during the initial term is filled by the entity whose nominee was selected for that place, but only for the remainder of the term.

Section 7. The County Judge shall be the standing Chair of the initial Board of Directors.

Section 8. Selection of directors for subsequent terms in Places 5-8 shall be as set forth herein. Each City within the region that desires to put up a nominee for the place provides the County Judge's Office with a resolution indicating its nominee 90 days before expiration of the term. The nominees are placed on a ballot. A ballot is sent to each of the cities. Each city has 20 votes to split between the nominees. Only 10 of those votes may be cast for the City's own nominee. If there are only 2 nominees, a city need not cast the other 10 votes, but may do so. If there are 3 or more nominees, the city must cast the other 10 votes. The ballots are sent back to the County Judge's Office and compiled. The nominee with the highest total is selected to fill that region's place. If there is a tie, the County Judge will cast a vote to break the tie.

Section 9. Subsequent directors for Place 9 shall be selected by the Board of Directors from an entity not already represented on the Board.

Section 10. Vacancies during a term are filled for the remainder of the term by the entity whose official held the Place prior to the vacancy. If the entity fails to fill the vacancy within 30 days, the Board fills the vacancy.

Section 11. The County Judge shall be the standing Chair of the Board of Directors.

Section 12. Only persons who are elected officials of the governing body of the component governmental unit they represent shall be eligible to serve as an MCRTD Director.

Section 13. Other than as set forth above for the initial directors, the term of a Director is three (3) years.

Section 14. Directors shall serve at the pleasure of the governing bodies of the component governmental units they represent.

Section 15. If a Director, for any reason, no longer is an elected official, that person shall forfeit the Director position, as only elected officials are eligible to serve as a MCRTD Director.

Section 16. A vacancy occurs when a director resigns; dies; becomes mentally or physically incapacitated, as determined by the majority of the Board; is removed by the local governmental entity which such Director represents; misses, without reasonable cause, three (3) consecutive meetings of the Board; or becomes legally disqualified to serve.

Section 17. Directors of MCRTD shall not receive any salary for their service as Directors, but by resolution of the Board, expense of attendance of Board meetings may be allowed for attendance at each meeting (regular or special).

## **ARTICLE V – MEETINGS**

Section 1. The Board will hold regular meetings at least four (4) times during the calendar year, on a quarterly basis.

Section 2. The meetings of MCRTD shall be subject to the Open Meetings Act Chapter 551, Texas Government Code. Additionally, any ad hoc or advisory committee formed under the auspices of these bylaws shall be subject to the same provisions.

Section 3. Records of meetings of MCRTD are subject to the provisions of the Texas Public Information Act, Chapter 552, Texas Government Code. The Board shall keep written minutes of each open meeting, which shall include a record of members present and the votes on all motions.

Section 4. A quorum shall consist of a majority of the Directors. A quorum must be present to hold a meeting.

Section 5. By a simple majority vote of those present at a meeting at which a quorum is present the Board may conduct business on behalf of MCRTD.

Section 6. Special meetings of the Board for any purpose or purposes may be called by the Chair or upon written request of a majority of the Board. The notice for a special meeting must state the purposes of the special meeting.

## **ARTICLE VI – OFFICERS**

Section 1. The Board shall select a Vice-Chair and Secretary/Treasurer from among its membership.

Section 2. Officers of the Board shall perform the duties normally associated with such positions and as may be delegated to them by the Board.

Section 3. All officers shall serve two-year terms, except the Chair, which shall always be the County Judge. Officers may succeed themselves.

Section 4. Other than the Chair, officers of the Board may be removed and replacements selected at the discretion of the Board.

## **ARTICLE VII – COMMITTEES**

Section 1. The Board shall have the authority to establish standing or ad hoc committees as are deemed necessary to carry on the work of MCRTD.

Section 2. The members of such advisory or special committees shall be appointed by the Board Chair.

Section 3. No committee established under these bylaws or established in the future, or other provisions contained in these bylaws, shall have the authority to bind MCRTD in any way or commit or obligate it in any way unless expressly approved by the Board.

## **ARTICLE VIII – GENERAL MATTERS**

Section 1. The MCRTD may procure insurance to cover directors and officers against litigation or other proceedings brought against them because they are or were a director or officer of the MCRTD. This shall not apply to willful misconduct or acts of gross negligence by a Director.

Section 2. No part of the net earnings of the MCRTD shall inure to the benefit of, or be distributable to, its directors, members, trustees, officers, or other private persons, except that the MCRTD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the

activities of the MCRTD shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the MCRTD shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. The MCRTD shall have all powers provided by Chapter 458 of the Texas Transportation Code, and all powers implied from such express powers to carry out the purposes of a rural transit district.

### **ARTICLE IX – DISSOLUTION OF MCRTD**

Section 1. Any dissolution and distribution of assets must be in compliance with the federal and state regulations applicable to the MCRTD and the terms of any grant funding.

### **ARTICLE X - RULES OF ORDER**

The Board shall be governed by Robert's Rules of Order, newly revised, except where such rules may be in conflict with the Bylaws.

### **ARTICLE XI-AMENDMENT**

These bylaws may be amended by the affirmative vote of 2/3rds of the Directors.

PASSED May 21, 2015.