

BOARD OF SELECTMEN

BRANFORD, CONNECTICUT

Item #7

JAMES B. COSGROVE
First Selectman

ANGELA M. HIGGINS
RAYMOND E. DUNBAR, JR.



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DATE: November 28, 2023
TO: Maryanne Amore, RTM Moderator
FROM: Trista Milici, Executive Assistant
RE: RTM Agenda

RECEIVED
2023 NOV 28 A 10:45
Mia S. [Signature]
BRANFORD TOWN CLERK

At the Board of Selectmen's Meeting held on September 20, 2023 the Board approved the reappointments of James B. Cosgrove and Dagmar Ridgway to the Greater New Haven Transit District terms to expire December 31, 2025 and December 31, 2027 respectively.

The District By-Laws state that "The Directors and Alternates shall be appointed by the Chief Executive or the Board of Selectmen of the municipality with the approval by the legislative body".

A memo dated October 11 (copy attached) was sent to the RTM requesting placement on the agenda for consideration however, due to the meeting timelines prior to the election, no action was taken.

Please place these appointments on the next agenda of the RTM for legislative approval. Thank you for your consideration.

BOARD OF SELECTMEN

BRANFORD, CONNECTICUT

Item #6

JAMES B. COSGROVE
First Selectman

ANGELA M. HIGGINS
RAYMOND E. DUNBAR, JR



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DATE: October 11, 2023
TO: Dennis Flanigan, RTM Moderator
FROM: Trista Milici, Executive Assistant *Trista*
RE: RTM Agenda

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Please place this appointment on the next agenda of the RTM for legislative approval. Thank you for your consideration.

BYLAWS
OF
THE GREATER NEW HAVEN TRANSIT DISTRICT
(as amended 3/17/95; 4/23/08; and 4/14/2021)

ARTICLE I. MEMBERS

Section 1. Member Composition; Geographical Area.

The Greater New Haven Transit District (the "District") is a public body organized and existing pursuant to the provisions of Chapter 103a as amended (the "Act") of the General Statutes of Connecticut. The members of the District are cities and towns located within the Greater New Haven Metropolitan area (each being referred to as a "Member"). In accordance with the Act, any municipality may at any time become a Member of the District upon the affirmative vote of the legislative body of such municipality and if accepted by a majority vote of the Board of Directors of the District (the "Board"). Any other transit district may petition the Board for membership.

Section 2. Withdrawal or Removal of Members.

Pursuant to the Act any Member may withdraw from the District if the legislative body of said Member votes to withdraw from the District. In such case the Board, including the Director(s) of the withdrawing municipality, shall determine the share of the District's expenses and obligations remaining due (the "Remaining Obligations") from the withdrawing municipality. The withdrawing municipality shall pay or secure the amount of the Remaining Obligations to the District. The Remaining Obligations shall survive the withdrawal of such withdrawing municipality from the District. The District may take whatever actions are lawful and necessary to collect the Remaining Obligations.

Section 3. Membership Resignation.

Notwithstanding any of the provisions stated herein, if a Member does not pay its dues to the District, then the Director for that Member will not be seated on the Board, nor will that Director be allowed to vote.

ARTICLE II. DIRECTORS

Section 1. Appointment of Directors.

- A. The affairs of the District shall be governed by the Board. The Directors shall be selected in accordance with the provisions of the Act and these Bylaws.
- B. The Directors and alternates shall be appointed by the Chief Executive or by the Board of Selectmen of each Member with the approval of the Member's legislative body.
- C. All Directors, including those selected to fill a vacancy, shall provide certification of their appointment and term from the Appointing Authority of the applicable Member. In case of any question as to whether an individual is still a Director, the Board shall send a written request to the Chief Executive or Board of Selectmen, as applicable (the "Appointing Authority"), of such Member asking for a certification of the Member's Director.

D. The number of Directors for each Member will be controlled by the Act.

Section 2. Term.

- A. Subject to the provisions of Article II., Section 9., Directors shall serve for four years, except for Directors for Members with more than one Director. For Members with more than one Director, one-half of the Directors first appointed shall serve for two years and one-half for four years; the successors of each of the Directors shall serve for four years.
- B. Upon expiration of the term of any Director, if the Member's Appointing Authority has not reappointed the incumbent Director, then a vacancy will automatically be created for such Director. Upon expiration of the term and the non-reappointment of any Director, the Director whose term has expired shall not have any standing and shall not be a Director.

Section 3. Filling of Vacancies.

Any Member shall fill any Director vacancy for the unexpired portion of the term for that Director. Section 9-167a of the Connecticut General Statutes shall apply to the appointment of the Directors representing each Member.

Section 4. Powers of Directors.

The Board shall have the following duties, responsibilities and authority:

- A. All the powers and duties necessary and appropriate for the administration of the affairs of the District and may do all such functions in accordance with the Act.
- B. May assess from the Members financial contributions necessary for the operation of the District. In this regard, the Directors shall from time to time, establish the formula and the method of payment for the contributions to be collected from each Member.
- C. May adopt rules for the conduct of the affairs of the District.
- D. Shall elect biennially an Executive Committee by majority vote.
- E. Shall once a year issue an annual report which shall constitute a public report on the affairs of the District. The Annual Audit shall serve as the Annual Report and may cover such items as services performed by the District, financial conditions, operating fares, revenues and ratios, compliance with State and Federal regulations and requirements, equipment, taxes, trends, contracts, long-range plans, problems, deficiencies, improvements and such other matters as the Board deems appropriate. The annual report will also contain the financial information required by Connecticut General Statutes 7-273f.
- F. Shall appoint committees with such duties and powers deemed necessary and appropriate in carrying out the affairs of the District.
- G. Adopt budgets in accordance with the Act and such other supporting schedules and information required to carry out the affairs of the District.

- H. Do all other acts necessary and lawful in carrying out the goals and objectives of the District.

Section 5. Voting.

Directors shall vote in accordance with the provisions of Section 7-273c.

Section 6. Proxies.

Proxies will be permitted with the following qualifications:

1. Every proxy shall be in writing and signed by the Director giving the proxy;
2. A Director may grant a proxy to any one of the following, which grantee must be for the same Member as the Director granting the proxy:
 - a. another Director;
 - b. the Chief Elected Official;
 - c. an alternate Director designated pursuant to Article II., Section I (b) of these Bylaws.
3. Proxies shall only be valid for one meeting unless otherwise provided by the Director granting the proxy.

Section 7. No Compensation for Directors.

No compensation shall be paid to Directors for their services to the District in any capacity, or pursuant to any other contractual relationship. To the extent permitted by the budget of the District, Directors shall be reimbursed for actual out-of-pocket expenses incurred by them in the performance of their duties such as travel. Distribution of such reimbursement will require submission to the District administrative office of a completed "Board Reimbursement Request Form". No Director shall have any financial interest in, or receive any financial gain from, District affairs.

Section 8. Ex Officio Members.

The Chief Elected Official of each Member shall have the status of an ex officio member of the Board. The Chief Elected Official shall be extended the following privileges:

- A. Participate in Board meetings and address the Directors.
- B. Chair a Directors' meeting if requested by the Board.
- C. Exercise a proxy of a Member's Director.
- D. Propose changes in services provided by the District.

Section 9. Ineligibility.

Any Director who changes residence from a Member town or city shall no longer be eligible to represent that Member effective upon changing such residence and will no longer be a Director for that Member. Such change in residence shall create a vacancy which shall be filled in accordance with Article II., Section 3 of these Bylaws.

Section 10. District Manager.

In accordance with the Act, the Directors shall appoint a District Manager (the "Executive Director") who shall operate and be the Chief Executive Officer and Technical Advisor to the District. The Executive Director shall be the Chief Operating Official of the District and shall:

- Direct, administer, coordinate and have the authority for all operational, administrative and financial functions of the District in accordance with the policies, goals and objectives established by the Board/Executive Committee.
- Review, analyze and initiate Board/Executive Committee policy proposals, and implement according to a reasonable schedule and report on progress.
- Be responsible and have the authority for all personnel and such other employees and consultants as may be required for District purposes.
- Be responsible for preparation of grant applications.
- Be responsible for the preparation of financial and other such reports and studies as may be requested by the Board/Executive Committee.
- Prepare and present testimony, and findings for the Board/Executive Committee.
- Attend and participate in meetings and activities with District related organizations.
- Perform and have the authority to carry out all other duties which are consistent with the position of Chief Executive Officer.

The Executive Director shall attend all Board/Executive Committee meetings and shall be responsible for developing the agenda in consultation with the chairman, and ensuring the proper keeping of minutes.

ARTICLE III. OFFICERS

Section 1. Officers.

The officers of the District shall be the Chair, Vice-Chair, Secretary, and Treasurer (the "Officers"), each of whom shall be elected by the Board. No Officer may hold more than one office. A failure to elect any particular Officer shall not affect the existence of the District or the functioning of the Board. The Officers shall be selected from the Directors on the Executive Committee.

The Chair shall call and conduct all meetings of the Executive Committee and the Board. The Vice-Chair shall preside in the absence of the Chair. The Secretary or the Secretary's appointed designee will be responsible for preparation of minutes and distribution of meeting notices and agenda in compliance with Connecticut General Statutes Title 1-18 et. seq. The Treasurer shall oversee the financial operations of the District and shall report annually to the Board on the financial condition of the District, including, but not be limited to, the cost of services, ridership and sources of funding. The report will become part of the minutes of the District. As approved by the Executive Committee, staff of the District shall be available to assist the Secretary and Treasurer in the performance of their duties.

Section 2. Election and Term of Office.

The Officers shall be elected bi-annually by the Board, by way of voice vote, at the first Board meeting of every odd numbered calendar year. If the election of Officers is not held at such first meeting, the election shall be held at the next regularly scheduled meeting of the Board. Each Officer shall hold office until his/her successor shall have been duly elected and qualified or until such Officer shall cease to be a Director. If an Officer ceases

to be a Director, then the Chair shall appoint a Director to be such Officer on an interim basis until an election can be held by the Board to select the Officer pursuant to these Bylaws.

Section 3. Removal.

Any Officer may be removed from office at any time, provided there is cause, on the affirmative vote of a majority of the Board whenever, in its judgment, the best interests of the District will be served thereby. Removal shall be without prejudice to being an Officer in the future.

Section 4. Vacancies.

Officer vacancies shall be filled at the next regularly succeeding Board meeting.

Section 5. Duties.

The Chair shall preside at all meetings of the Board and at any other public meetings. Subject to the foregoing, the Officers shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by federal and state laws and regulations where applicable and by these Bylaws. In case of any discrepancy or conflict, such governmental laws shall prevail over these Bylaws.

Section 6. Salaries.

No Officer or Director shall receive any salaries, bonus or other financial benefit from the District.

ARTICLE IV. MEETINGS

Section 1. Regular Meetings.

The Board shall hold at least four meetings annually of the entire board. At least one meeting shall be held in each quarter of the fiscal year. The Directors may also call such other meetings which it deems necessary and appropriate to transact business. The order of business for regularly scheduled meetings shall be as follows:

- Call to order
- Public comments on Agenda items
- Reading and approval of minutes of the previous meetings
- Reports of the Officers
- Report of the Executive Director
- Report of committees
- Unfinished business
- New business

Subject to the requirements of C.G.S. § 1-200, *et. seq.*, meetings of the Board may be held by telephone, video, or other interactive remote or virtual method or means ("Virtual Meetings"), and such Virtual Meetings of the Board shall be considered duly called. Actions taken as a result of a Virtual Meeting shall be binding on the District. Minutes of such Virtual Meetings shall be taken and filed in the official records of the District.

Section 2. Notice of Meetings.

All meeting notices, distribution of agendas, publication of the location of the meeting and availability of minutes as well as all other meeting requirements of the District shall be held in accordance with Connecticut General Statutes, Section 1-200 et. seq.

Section 3. Quorum.

A meeting can be convened and maintained provided a majority of the Directors are present. A simple majority of those Directors present at a meeting will be controlling for all votes, unless otherwise specified herein or in the Connecticut General Statutes.

Section 4. Meeting Conduct.

All regular meetings and meetings of committees will be conducted in accordance with Roberts Rules of Order, latest revision thereof.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. Executive Committee Composition.

The Executive Committee shall be made up of seven Directors. Any Chief Elected Official elected to the Executive Committee shall serve on the Executive Committee only during his or her term of office.

Section 2. Officers.

The Officers of the Executive Committee shall be the same as the Officers for the Board.

Section 3. Powers and Duties.

- A. The Executive Committee shall recommend approval of annual budgets, act on recommendations for the goals and objectives of the District, call for reports on the status of public transportation systems as related to the District, review recommendations from the Executive Director updating a five-year service plan, review and act on proposals for service expansion and improvements, and long-range vehicular needs and other physical facilities.
- B. The Executive Committee shall report to the Board as to its activities annually within three months after receipt of the Audit for the previous fiscal year and shall issue an annual report to the Board. The report may cover such items as services performed by the District, financial conditions, operating fares, revenues and ratios, equipment, taxes, trends, contracts, long-range plans, problems, deficiencies, improvements and such other matters as the Executive Committee and the Board deem appropriate.
- C. The Executive Committee shall have the responsibility for reviewing and approving grant applications to be submitted by the District. It will also have the power and authority to approve and bind the District for routine contracts pertaining to personnel, materials and service. The Executive Committee shall report its activities to the Board and such other information which the Executive Committee determines that the Board should consider as a whole. Any action taken by the Executive Committee shall be deemed ratified by the Board unless overruled by two-thirds of the votes of the Board at a duly called special or regular meeting of the Board.

Section 4. Removal from Executive Committee.

Any Director on the Executive Committee may be removed by two-thirds vote of the Board.

Section 5. Meetings of the Executive Committee.

- A. Meetings of the Executive Committee shall be held at such times and places as determined by the Chair of the Executive Committee in consultation with the Executive Director. Only Directors on the Executive Committee shall be entitled to vote at such meetings and each Director shall have one vote. At regularly scheduled meetings of the Executive Committee the order of business shall be as directed by the Chair. Non-Executive Committee Directors may attend any Executive Committee meeting and will be allowed to address the Executive Committee.
- B. Subject to the requirements of C.G.S. § 1-200, *et. seq.*, the Executive Committee may hold Virtual Meetings, and such Virtual Meetings of the Executive Committee shall be considered duly called. Actions taken as a result of a Virtual Meeting shall be binding on the District. Minutes of such Virtual Meetings shall be taken and filed in the official records of the District.

Section 6. Quorum.

A majority of the Executive Committee (four members present) shall comprise a quorum for the transaction of business. Proxies are permitted in accordance with Article II Section 6 of these Bylaws.

Section 7. Vacancy.

In the event of a vacancy on the Executive Committee, the Chair shall designate an otherwise qualified replacement who shall serve until the next regular meeting of the Board, at which time the Directors shall elect a successor to fill the unexpired term of the vacancy on the Executive Committee.

ARTICLE VI. KEEPING OF RECORDS

Section 1. Location of Office.

The principal office of the Greater New Haven Transit District shall be located within a Member municipality.

Section 2. Keeping of Records.

All records and other information including but not limited to bus routes, cost information, and schedules, of the District shall be kept at the District offices and under no circumstances shall any records be removed from the District office at any time.

ARTICLE VII. FISCAL MANAGEMENT.

Section 1. Fiscal Year.

The fiscal year of the District shall commence on the 1st. day of July of every year. The fiscal year may be changed by the Executive Committee.

Section 2. Annual Audits.

- A. Accounts of the District shall be kept under the care and custody of the Executive Director in consultation with and advisement of the independent auditors. The accounts of the District shall be audited annually. Under the direction of the Treasurer and Executive Director and such other individuals as the Executive Committee may designate, the audit recommendations shall be implemented as soon as feasible. The annual audit shall be kept on file at the District offices. The Treasurer shall review the audit and report his findings to the Board.
- B. Nothing stated herein shall prohibit the Treasurer or any committee of the Board from reviewing the financial conditions of the District at any time and reporting their findings to the Executive Committee or the Board.

ARTICLE VIII. OFFICER AND DIRECTOR INDEMNIFICATION.

Each Director, Officer or employee of the District shall be indemnified and held harmless by the District, to the extent permitted by law. The District shall acquire insurance for such protection.

ARTICLE IX. AMENDMENTS.

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting. Subject to the requirements for a Board meeting under these Bylaws, such amendment to these Bylaws shall require an affirmative vote of two-thirds of the Directors at such regular or special meeting of the Board.