

**AGENDA
ARK-TEX URBAN TRANSIT
BOARD OF DIRECTORS MEETING
MARCH 18, 2021**

The Ark-Tex Urban Transit, Inc. (ATUT) Board of Directors will meet at 2:00 P.M., Thursday, March 18, 2021, via teleconference/webinar.

Use the following information to register for the meeting:

<https://zoom.us/meeting/register/tJcqf-ypqD8qH9FiwukRJOphQ1vs-MGi1Ryj>

Item 1. Call to order.

Item 2. Public Comment.

Regular Business

- Item 3. Review and consider approval of the minutes as submitted for the ATUT Board Meeting held Thursday, February 18, 2021, via teleconference/webinar. (See page 2; to be presented by Board President Chris Brown)
- Item 4. Review and consider approval of revisions to the ATUT bylaws. (See page 4; to be presented by Board Vice-President Mary Beth Rudel)
- Item 5. Review and consider nomination of Mary Beth Rudel, Board Vice-President, as Vice-President/Treasurer, as well as, Mark Compton, Board Secretary/Treasurer, as Secretary. (To be presented by Mr. Brown)
- Item 6. Review and consider approval/ratification of the T-Line Essential Services Pay Policy. (See page 9; to be presented by Ms. Rudel)

Announcement

The next ATUT Board of Directors meeting will be held on an as-needed basis.

**MINUTES
ARK-TEX URBAN TRANSIT
BOARD OF DIRECTORS MEETING
FEBRUARY 18, 2021**

A meeting of the Board of Directors of the Ark-Tex Urban Transit, Inc. (ATUT) was held at 2:00 p.m. on Thursday, February 18, 2021, via teleconference/webinar.

Item 1. Chris Brown, Board President, called the meeting to order.

Item 2. Public comment.

No members of the public were present.

Regular Business

Item 3. Mr. Brown presented for consideration of the appointment of a new Office to the ATUT Board of Directors to replace former Secretary/Treasurer Owetta Walton.

Mary Beth Rudel, Board Vice-President, made a motion to nominate Mark Compton, ATCOG Transportation Director, as Secretary/Treasurer. Mr. Brown seconded the motion. It was approved.

Item 4. The next order of business was to approve the minutes as submitted for the ATUT Board of Directors meeting held Friday, June 26, 2015, in Texarkana, Texas.

Motion to approve was made by Mr. Brown and seconded by Ms. Rudel. It was approved.

Item 5. Leslie McBride, ATCOG Human Resources Director, presented for consideration approval for Restatement of the Ark-Tex Urban Transit, Inc. Retirement Plan.

Motion to approve was made by Ms. Rudel and seconded by Mr. Brown. It was approved.

Review and Comment

Item 6. Mr. Brown presented for review and comment on ATUT bylaws and policies.

The Board reviewed the ATUT Bylaws, Articles of Incorporation, as well as, the ATUT Employee Ethics, Personnel and Operations Policies. After review of the ATUT bylaws, it was determined that the ATUT Board of Directors can make amendments to the bylaws without approval from the ATCOG Board of Directors. It was also determined that the ATUT Board of Directors can only make amendments to the Articles of Incorporation with approval from the ATCOG Board of Directors approval. Mr. Brown stated that it was not necessary to amend the Articles of Incorporation with updates to the ATUT Board of Directors officers.

Ms. Rudel noted that the bylaws state that the ATUT Treasurer may endorse checks on behalf of ATUT, when necessary. Ms. Rudel proposed combining the positions of Vice-President and Treasurer because she already has authority to endorse checks on behalf of ATCOG. Mr. Brown added that the bylaws should be amended to separate the positions of Treasurer and Secretary.

Ms. Rudel added that the bylaws should be amended so that Article 2 Section 1, and Article 3 Section 1, terms of office are the same.

Ms. McBride shared that the ATUT Employee Ethics, Personnel and Operations Policies do not need to be amended as of now. She added that the ATUT Employee Ethics policies match the ATCOG Employee Ethics policies, and therefore do not require any changes. Mr. Compton added that the ATUT Operations Policies are currently being reviewed for needed changes.

Announcement

Mr. Brown announced that the next ATUT Board of Directors meeting will be held on an as-needed basis.

With no other announcements, Mr. Brown adjourned the meeting.

Chris Brown, President
Chairman of the Board of Directors

Mary Beth Rudel, Vice-President
Member of the Board of Directors

BYLAWS OF ARK-TEX URBAN TRANSIT, INC.

ARTICLE 1 POWERS AND PURPOSES

Section 1. Purpose. The purpose of the corporation is stated in the original articles of incorporation: "Any and all lawful purposes, including but not limited to employing T-Line employees."

Section 2. Books and Records; Approval of Programs and Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time; and at all times the Ark-Tex Council of Governments will have access to the books and records of the Corporation. The Ark-Tex Council of Governments shall be entitled to approve all programs and expenditures of the Corporation and annually review any financial statements of the Corporation.

Section 3. Nonprofit Corporation. The Corporation shall be a nonprofit corporation, and no part of its net earnings remaining after payment of its expenses shall inure to the benefit of any individual, form or corporation, except that in the event the Board of Directors of the Corporation (the "Board of Directors") shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation issued to finance all or part for the cost of a project, then any net earnings of the Corporation thereafter accruing with respect to said project shall be paid to the Ark-Tex Council of Governments.

ARTICLE 2 BOARD OF DIRECTORS

Section 1. Power, Number and Term of Office. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation. The Board of Directors shall consist of three (3) directors, each of whom shall be appointed by the Ark-Tex Council of Governments. Each director shall serve ~~for six (6) years or~~ until his or her successor is appointed as hereinafter provided. Subsequent directors shall hold office ~~for a term of six (6) years or~~ until their successors are appointed as hereinafter provided. ~~However, the initial board of directors shall have staggered terms as follows: place one: six years; place two: four years; place three: two years; with all subsequent terms six years.~~ Directors constituting the first Board of Directors shall be those directors named in the Articles of Incorporation. Any director may be removed from office, by the Ark-Tex Council of Governments, for cause or at will. Vacancies shall be filled by the Ark-Tex Council of Governments. Director positions shall be held by the Executive Director, Deputy Director, and Transportation Director of Ark-Tex Council of Governments.

Section 2. Authority. The Board of Directors shall have the authority to carry out the purposes of the corporation. More specifically, the Board of Directors shall have the authority to apply for grants and loans and incur debt and to hire, employ, manage and dismiss employees of the T-Line.

Commented [MBR1]: We have the record of the initial bylaws and must keep every revision to the bylaws, so do we want to remove the portions pertaining to the first Board of Directors now that it is 10 years later and doesn't necessarily apply? I also recommend removing the term of 6 years because we know the term will technically be however long the person is in the corresponding ATCOG position, which is why I added the last sentence for our successors. The remainder of the changes correspond with alignment to ATCOG duties.

Section 3. Meetings of Directors. The directors may hold their meetings at such place or places in the State of Texas, as the Board of Directors may from time to time determine provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be held at the registered office of the Corporation in the State of Texas.

Section 4. Regular Meetings. All meetings of the corporation shall be held in accordance with the requirements of the Open Meetings Act found at Chapter 551 et seq of the Texas Government Code. These requirements include but are not limited to meetings which are open to the public (TEX. GOV. CODE §551.002), keeping minutes and tape recordings (TEX. GOV. CODE §551.004), and providing written notice of the meeting (TEX. GOV. CODE §551.041).

Section 5. Quorum. A majority of the directors fixed by the Articles of Incorporation shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president. The secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE 3 OFFICERS

Section 1. Titles and Terms of Office. The officers of the Corporation shall be a president, a vice president/~~treasurer~~, a secretary/~~treasurer~~, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the president shall not hold the office of secretary. Each officer shall serve until his or her successor is appointed as hereinafter provided. Terms of office shall not exceed three years. All officers shall be subject to removal from office, with or without cause, at any time by a vote or majority of the entire Board of Directors or Ark-Tex Council of Governments. A vacancy in the office of any officer shall be filled by the Ark-Tex Council of Governments.

Section 2. Powers and Duties of the President. The president shall be the Ark-Tex Council of Governments Executive Director and chief executive officer of the Corporation and, subject to the Board of Directors, he shall be in general charge of the properties and affairs of the Corporation; he shall preside at all meetings of the board of Directors; in furtherance of the purposes of this Corporation, he may sign and execute all contracts, conveyances and other instruments in the name of the Corporation. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payment made to the Corporation to align with responsibilities of Ark-Tex Council of Governments staff.

Section 3. Vice President. The vice president shall [be the Ark-Tex Council of Governments Deputy Director and](#) have such powers and duties as may be assigned to him by the Board of Directors and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act by the president at the time such action was taken.

Section 4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payment made to the Corporation, either alone or jointly with such other officer as is designated by the Board of Directors: whenever required by another officer as is designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash account: he shall enter or cause to be entered regularly in the books of the Corporation to be kept by him for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation; he shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors, and give such bond for the faithful discharge of his duties in such form as the Board of Directors may require. This position may be combined or separated from that of ~~Secretary~~[Vice President to align with responsibilities of Ark-Tex Council of Governments staff](#).

Section 5. Secretary. The secretary shall [be the Ark-Tex Council of Governments Transportation Director and](#) keep the minutes of all meetings of the Board of Directors in books provided for that purpose; he shall attend to the giving and serving of all notices; in furtherance of the purposes of this Corporation, he may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Corporation during business hours, and he shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors. This position may be combined or separated from that of Treasurer. [The Secretary may assign the Ark-Tex Council of Governments Executive Assistant the responsibility of preparing meeting minutes and notices for review.](#)

Section 6. Compensation. Officers as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE 4 MEMBERS AND STOCK

Section 1. Members. The corporation shall have no members and will issue no stock.

ARTICLE 5 PROVISIONS REGARDING ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Effective Date. These Bylaws shall become effective only upon the adoption of the Bylaws by the Board of Directors as indicated herein.

Section 2. Amendments of Articles of Incorporation and Bylaws. The Articles or Incorporation may at any time and from time to time be amended, provided that the Board of Directors files with the Ark-Tex Council of Governments a written application requesting that the Governing Body approve such amendment to the Articles of Incorporation, specifying in such application the amendment or amendments proposed to be made. If the Ark-Tex Council of Governments by appropriate resolution finds and determines that it is advisable that the proposed amendment be made, authorizes the same to be made and approves the form of the proposed amendment, the Board of Directors shall proceed to amend the Articles as provided in the Act. These bylaws may be amended by majority vote of the Board or Directors.

Section 3. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of the Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE 6 GENERAL PROVISIONS

Section 1. Principal Office. The principal office of the Corporation shall be located at 4808 Elizabeth Street, Texarkana, Texas, 75503.

Section 2. Registered Agent. The Corporation shall have and continuously maintain in the State of Texas (the "State") a registered office, and a registered agent whose business office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State, and the address of the registered office may be changed from time to time by the Board of Directors, pursuant to the requirements of the Act.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 4. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given under the applicable law, the Articles of Incorporation or these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation and such notice shall be deemed to have been given on the day or such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is now lawfully called convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless required by the Board of Directors. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Resignations. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt

by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors or of any Committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document like with the Secretary of State or any other person or entity. However, such actions must be in compliance with article 2 §4.

Section 8. Action of the Ark-Tex. Council of Governments. To the extent that these Bylaws refer to any action by the Ark-Tex Council of Governments, such action shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Ark-Tex Council of Governments.

Section 9. Organizational Control. The Ark-Tex Council of Governments may, at its sole discretion, and at any time, alter or change the structure, organization, programs or activities of the Corporation (including the power to terminate the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.

Section 10. Dissolution of the Corporation. Upon dissolution of the Corporation, title to or other interests in any real or personal property owned by the Corporation at such time shall vest in the Ark-Tex Council of Governments.

ADOPTED this ___ day of ___, 2011. These Bylaws adopted by the Board of Directors of the Ark-Tex Urban Transit, Inc., at a meeting thereof at Texarkana, Texas, this the 22nd day of April, 2011.

AS AMENDED - March 18, 2021

Chris Brown, President, Chairman of the Board
of Directors, Place 1

ATTEST:

Mark Compton, Treasurer/Secretary, member of the
Board of Directors, Place 3

T-Line Essential Services Pay Policy-COVID-19

Updated 3/18/2021

The number one priority of T-Line is ensuring the safety and well-being of our employees. To support this commitment, T-Line is putting in place a COVID-19 Essential Services Pay (ESP) program for employees who are required to work onsite at our facility in direct face-to-face contact with the public, to clean and maintain vehicles exposed to the public, or in the field transporting passengers.

This benefit is applicable only during the time period in which a government disaster declaration continues. This benefit will become nonapplicable when the government disaster declaration ends, when funding is no longer available, or 60 days after the COVID-19 vaccine becomes available to transit staff.

ESP will be available as follow:

- Essential Services Pay will begin March 13, 2020 and will continue until the government disaster declaration ceases, or 60 days after the COVID-19 vaccine becomes available to transit staff, and is dependent on funding availability. For eligible employees, the ESP payment will provide an additional three dollars (\$3.00) per hour worked. Overtime hours will be paid at \$4.50 per hour. Hours worked are defined as hours an employee is actually working onsite at our facility in direct face-to-face contact with the public, to clean and maintain vehicles exposed to the public, or in the field transporting passengers. For the benefit of ESP, leave time will not be counted as hours worked.
- Those employees out on Families First Coronavirus Response Act (FFCRA) leave will not receive Essential Services Pay.

Essential Services Pay FAQ

1. What is Essential Services Pay (ESP)?

ESP provides additional compensation to recognize employees whose roles are classified as an “essential service” and who are required to work onsite at our facility in direct face-to-face contact with the public, to clean and maintain vehicles exposed to the public, or in the field transporting passengers, during a time in which a government disaster declaration continues.

ESP will be paid as an hourly premium rate. It will provide an additional three dollars (\$3.00) per hour for all eligible hours worked. Overtime hours will be paid at \$4.50. Eligible hours worked are defined as hours an employee is actually working in our facility in direct face-to-face contact with the public, to clean and maintain vehicles exposed to the public, or in the field transporting passengers.

2. How long does the ESP program last?

Essential Services Pay is effective from the time the statewide public health disaster was declared. This benefit will become nonapplicable when the government disaster declaration ends, when

funding is no longer available, or 60 days after the COVID-19 vaccine becomes available to transit staff.

3. Who is eligible for ESP?

Eligible employees are those who provide essential services and are required to work onsite at our facility in direct face-to-face contact with the public or in the field transporting passengers. Employee must have been employed on or after the date the ESP policy was approved, April 16, 2020, to be eligible for ESP.

4. Do I need to apply for ESP?

No, employees do not need to apply for ESP. If you are unsure if you qualify for ESP, please contact HR.

5. When will I start to receive ESP?

The pay will be reflected on your next payroll check.

6. If I need to take COVID-19 sick leave will I qualify for ESP?

No, any hours paid from COVID-19 sick leave will not reflect the additional pay as the pay is only for hours worked.

7. If I take my accrued vacation or sick leave will I receive ESP?

You will not receive ESP on any leave taken. Only hours worked qualify for the additional pay.