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CITY SECRETARY

BYLAWS

Of

McKINNEY URBAN TRANSIT DISTRICT

ARTICLE I.
NAME AND PURPOSES

1.01 Name. The name of the urban transit district shall be the McKinney Urban Transit District (the "District").

1.02 Purpose. The District is a political subdivision created under the laws of the State of Texas as defined by Chapter 458 of the Texas Transportation Code and Chapter 791 of the Texas Government Code to administer federal and state urbanized public transportation funds to provide public transportation services within the District.

ARTICLE II.
AUTHORITY AND DUTIES OF DIRECTORS

2.01 Authority of Directors. The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the District by law, including but not limited to, the power to contract with transportation providers. The Board shall oversee the District's operations. The Board may adopt rules governing the funding and operation of transportation services within the District.

2.02 Number of Directors. The Board shall consist of no more than thirteen (13) directors or fewer than seven (7) directors. The number of directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of directors shall not remove a director from his or her position as a director prior to the expiration of his or her term of office.

2.03 Appointment and Term of Directors. The Board shall be composed of representatives from the following participating governmental jurisdictions:

City of McKinney. The seven (7) seated members of the City Council of the City of McKinney shall be continuous directors of the Board, without the necessity of formal appointment or reappointment.

Collin County Commissioners' Court. The Collin County Commissioners' Court may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the Collin County Commissioners'

Court, and the appointed director may be an elected official or an employee of Collin County.

City of Celina. The City of Celina may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the City of Celina, and any appointed director may be an elected official or an employee of the City of Celina.

City of Lowry Crossing. The City of Lowry Crossing may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the City of Lowry Crossing, and any appointed director may be an elected official or an employee of the City of Lowry Crossing.

City of Melissa. The City of Melissa may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the City of Melissa, and any appointed director may be an elected official or an employee of the City of Melissa.

City of Princeton. The City of Princeton may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the City of Princeton, and any appointed director may be an elected official or an employee of the City of Princeton.

Town of Prosper. The Town of Prosper may, if it so determines, appoint one (1) director to the Board. Any appointment is discretionary by the Town of Prosper, and any appointed director may be an elected official or an employee of the Town of Prosper.

Subject to Section 2.04 below, Directors shall serve on the Board as long as they hold the employee position or elected office that makes them eligible for membership, and their Board terms shall be automatically-renewing, one (1) year terms running consecutively with their respective employment or elected office. Save and except the City of McKinney, each governmental jurisdiction shall provide the Board notice of its Director appointments and removals through its submittal of a duly-passed Resolution to the Secretary.

2.04 Resignation and Removal. Resignations are effective upon receipt by the Secretary (or receipt by the Chairman if the Secretary is resigning) of written notification or a later date if provided in the written notification. Any appointing governmental jurisdiction may remove its appointed director pursuant to its governing laws and regulations. If a director fails to attend three consecutive meetings of the Board, the Board shall evaluate the director's contribution to the work of the District, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the District, may declare the position vacant.

2.05 Vacancies. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the applicable governmental jurisdiction. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

2.06 Meetings. The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, and any other regular meetings, such as quarterly status meetings, to be designated by the Chairman in a notice to the Board. Special meetings may be called by any two (2) directors with telephone or written notice, including notice by electronic mail. Meetings shall be conducted in accordance with the Texas Open Meetings Act.

2.07 Notice. Notice of each meeting of the Board shall be given as required by the Texas Open Meetings Act.

2.08 Quorum and Voting. A quorum is a majority of the total number of then-appointed directors. All decisions will be by majority vote of those present at a meeting at which a quorum is present. No proxy voting shall be permitted.

2.09 Compensation of Directors. Directors shall not be compensated for serving on the Board, but the District may reimburse directors for documented reasonable expenses incurred in the performance of their duties to the District.

ARTICLE III.
AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

3.01 Officers. The officers of the District shall be a Chairman, Vice Chairman, and Secretary, and such other officers as the Board may designate. Two (2) or more offices may be held by the same person, except the offices of Secretary and Chairman.

3.02 Election of Officers; Terms of Office. The Chairman, Vice Chairman, and Secretary and other officers, shall serve 1-year terms, and shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and shall be filled by the Board for a term expiring at the next succeeding Annual Meeting. Officers shall be eligible for reelection.

3.03 Powers and Duties of Officers. Subject to the control of the Board, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

(a) Chairman. The Chairman shall preside at all meetings of the Board, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the District in accordance with the policies and directives approved by the Board.

(b) Vice-Chairman. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice-Chairman shall perform the duties of the

Chairman and shall have all of the powers of and be subject to all restrictions upon the Chairman. The Vice-Chairman shall perform such other duties and have such other powers as the Board may from time to time prescribe by resolution or as the Chairman may from time to time provide, subject to the powers and supervision of the Board.

(c) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary.

3.04 Resignation. Resignations are effective upon receipt by the Secretary (or receipt by the Chairman or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

3.05 Removal. One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

3.06 Vacancies. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

ARTICLE IV.
BUDGET

4.01 Annual Budget. If necessary to administer transportation funds received by the Board, either directly or indirectly, on or before July 31st of each year, the Board shall adopt a proposed budget, of expected revenues and proposed expenditures of the next ensuing fiscal year. No annual budget shall be required if the Board utilizes the City of McKinney for operational functions under an Interlocal Agreement. Upon the Board's adoption of its proposed budget, the Chairman shall forward same to the McKinney City Council for its consideration as part of its annual budget adoption.

ARTICLE V.
CONFLICTS AND INDEMNIFICATION

5.01 Conflicts of Interest. A director or officer of the District, or any employee or elected official of any governmental jurisdiction with appointive powers to the District may not transact business with the District.

5.02 Indemnification.

(a) The District shall indemnify a person who was, is or has been threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer or agent, but only if the determination to indemnify is made

in accordance with the provision of Tex. Bus. Org. Code Ann. Chapter 8, as amended.

(b) The District shall indemnify each and every director, its officers, its agents to the fullest extent permitted by law and not otherwise covered by insurance, against any and all actions or omissions that may arise out of the functions and activities of the District.

(c) The District may purchase and maintain insurance on behalf of any director, officer or agent of the District, or on behalf of any person serving at the request of the District against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the District, whether or not the District has the power to indemnify that person against liability for any of those acts.

ARTICLE VI.
AMENDMENTS

6.01 Amendments. The Bylaws may be amended at any time by a vote of a majority of the Board at a meeting where a quorum is present.

6.02 Effective Date. These Bylaws shall become effective upon the adoption thereof by a majority of the Board at a meeting where a quorum is present.

Adopted this the 28th day of February, 2017.

Brian Loughmiller
Chairman of the Board of Directors

Attest:

Tracy Rath
Board Secretary