

FIRST AMENDED AND RESTATED BYLAWS

OF THE

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 in accordance with Chapter 791 of the Texas Government Code to administer federal and state urbanized public transportation funds to provide public transportation services within the District.

1.03 Composition and Service Area of District. The District is comprised of the participating governmental jurisdictions identified in Section 2.03 of these Bylaws who have appointed Directors to the Board of Directors and participated in the Financial Obligations of the District (the “McKinney Urbanized Area”).

1.04 Withdrawal and Change in Service Area of District. A participating governmental jurisdiction may withdraw from the District by providing notice of its intent to withdraw to the Board at least ninety (90) days prior to the end of the then current annual budget year of the District. Upon withdrawal, the service area of the McKinney Urbanized Area shall be reduced by removing the boundaries of that governmental jurisdiction from the McKinney Urbanized Area and services withdrawn accordingly.

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.

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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 Attendance of Directors. Directors are expected to attend all regular and special meetings of the Board. A director who is unable to attend a meeting should ~~all~~ notify the Transit Administrator at least twenty-four (24) hours in advance of a scheduled meeting, when possible, that the director is not able to attend the meeting. The Transit Administrator shall maintain attendance records for all meetings.

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If a director fails to attend two (2) or more 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 director's position vacant. In addition, if a director misses two (2) or more meetings of the Board within a calendar year the Chair will provide written notification to the director and the director's appointing governmental jurisdiction, requesting recommitment to board service or consideration of resignation or replacement. The Board may declare a director's seat vacant after consultation with the director's appointing governmental jurisdiction if attendance issues persist.

2.054 Effective Date of Resignation and or Removal of Directors. Resignations are effective upon receipt by the Secretary (or receipt by the Chair ~~man~~ 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. Such removal shall be effective upon the Transit Administrator's receipt of notification thereof from the appointing governmental jurisdiction. The effective date of any removal made by the Board shall be the date on which the Board acts.

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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.

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2.056 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.

2.067 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 Chair ~~man~~ 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.

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

2.098 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.

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2.109 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.

~~2.10 Attendance of Directors. Directors are expected to attend all regular and special meetings of the Board. A director unable to attend a meeting shall notify the Transit Administrator at least twenty-four (24) hours in advance when possible. A director who accumulates three (3) absences within a calendar year shall be subject to written notification from the Chairman to the director and the director's appointing authority, requesting recommitment to board service or consideration of replacement. The Board may declare a director's seat vacant after consultation with the appointing authority if attendance issues persist and negatively impact Board operations. The Transit Administrator shall maintain attendance records for all meetings.~~

ARTICLE III.

AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES

3.01 Officers. The officers of the District shall be a Chair~~man~~, Vice Chair~~man~~, 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 Chair~~man~~.

3.02 Election of Officers; -Terms of Office. The Chair~~man~~, Vice Chair~~man~~, and Secretary and other officers, shall serve 1-year terms, and shall be elected by the Board at its first 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) Chair~~man~~. The Chair~~man~~ 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-Chair~~man~~. In the absence of the Chair~~man~~ or in the event of the Chair~~man~~'s inability or refusal to act, the Vice-Chair~~man~~ shall perform the duties of the Chair~~man~~ and shall have all of the powers of and be subject to all restrictions upon the Chair~~man~~. -The Vice-Chair~~man~~ shall perform such other duties and have such other powers as the Board may from time to time prescribe by resolution or as the Chair~~man~~ 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

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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 of Board Officer(s). Resignations are effective upon receipt by the Secretary (or receipt by the Chair~~man~~ or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

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

3.06 Vacancies in Board Office(s). 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.

3.07 Role of Board. The Board shall research, plan for, and propose options to fund and provide transportation services within the McKinney Urbanized Area for the public health, safety, welfare, and benefit. The Board shall also oversee, manage, and supervise the provision of such transportation services.

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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 Chair~~man~~ shall forward the same to the McKinney City Council for its consideration as part of its annual budget adoption.

~~4.02-11~~ Member City Governmental Jurisdictions' Financial Obligations. Each governmental jurisdiction member city shall remit its required financial contributions to McKinney Urban Transit District ("MUTD") as outlined in the Transit Services Cost Sharing Policy (the "CSP"), as it may be amended and revised from time to time by a majority vote of the Board, on or before by the due date established for payment. If a governmental jurisdiction member city fails to remit payment within sixty (60) days past of the due date, the Chair~~man~~ shall provide written notification to the appointing authority governmental jurisdiction and the director representing that governmental jurisdiction of its failure to pay member city.

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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.

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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 ~~First Amended and Restated Bylaws of the McKinney Urban Transit District. This First Amended and Restated Bylaws ("First Amended Bylaws") shall replace and supersede the Original Bylaws adopted effective February 28, 2017. The First Amended Bylaws shall become effective upon their adoption by the Board.~~

6.02 ~~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 ~~if at least three (3) business days' written notice is given of an intention to amend or repeal the Bylaws or to at such meeting.~~

6.03 ~~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 ____ day of _____, 20~~26~~¹⁷.

Chair~~man~~ of the Board of Directors

Attest:

Secretary

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