



DCTA Board

Rules of Procedure

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DENTON COUNTY TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS RULES OF PROCEDURES

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Denton County Transportation Authority Rules of Procedure

**RULE 1
ELECTION OF BOARD OFFICERS**

- 1.1 Election of officers shall be held at the January Board meeting consistent with the By-laws.
- 1.2 Each candidate or slate of candidates should be nominated by motion of a Board member and with a second by another member.
- 1.3 Discussions are in order prior to any vote.
- 1.4 Voting will be conducted using the DCTA voting system consistent with the By-Laws. Each candidate will be voted on in the order of nomination and Board members shall vote "yes" to indicate they wish that candidate to be elected to the office, or vote "no" to indicate that they intend to vote for some other candidate for the office.
- 1.5 A majority vote of the Board members, with a quorum present, is required to elect each officer. (Sec. 460.205, Texas Transportation Code).
- 1.6 The same procedure should be followed for election of the Board Chair, the Vice-Chair, the Secretary, and the Treasurer.

**RULE 2
NOTICE TO BOARD MEMBERS**

- 2.1 Each member of the Board shall give the President an official address to which notices of meetings of the Board may be sent and an official telephone number, email address and/or a fax number, relating to meetings of the Board. Such official address official telephone number and fax number may be changed by giving the President written notice of a new official address, a new official telephone number, email address or a new telefax number. Such change in address, telephone number, email address or

fax number shall not be applicable as to meetings for which notice has previously been given.

2.2 Notice for a Board meeting of less than seventy-two (72) hours shall only occur when the Board holds an emergency meeting as allowed by the Texas Open Meetings Act, Texas Government Code, Chapter 551. Written notice of special meetings of the Board specifying the time, date, and place of an emergency meeting, shall be delivered to each member of the Board at least two (2) hours before the time of the meeting, either personally, email or by mail. If delivered personally, such notice shall be delivered to the member either in person or delivered to the official address of such member and shall be deemed delivered when received personally or delivered to such official address. If mailed, such notice shall be deemed to be delivered seventy-two (72) hours after being deposited in the United States mail addressed to the member at such person's official address postage prepaid.

2.3 In the event that the written notice of any special meeting of the Board is not sent to each member of the Board at least seventy-two (72) hours before the time of the meeting, either personally, by fax, email or mail, then an additional notice of the special meeting of the Board (which is in addition to the written notice) specifying the time, date, and place of such meeting shall be given to each member of the Board at least two (2) hours before the time of the meeting, either (i) personally, or (ii) by the DCTA staff placing a telephone call one (1) time to the official telephone number of each member for the purpose of advising such member of the special meeting. If notice is given by telephone, such notice shall be deemed to be delivered when one (1) telephone call is

placed to the official telephone number of such member, whether or not such call is actually received by the member.

**RULE 3
MEETINGS AND NOTICES OF BOARD COMMITTEES**

3.1 Any meeting of a Board Committee shall be posted and conducted in accordance with the Texas Open Meetings Act, Texas Government Code Chapter 551, with 72 hours prior written notice at such time, place, and dates as the committees shall designate.

3.2 A special meeting of a Board Committee may be called by the Committee Chair, and shall be posted and conducted in accordance with the Texas Open Meetings Act, Texas Government Code Chapter 551.

3.3 Notice of the time, date and place of a special meeting shall be given to all board members.

3.4 Notice of, and the agenda for any Board committee meeting shall be prepared and posted as required by the Texas Open Meetings Act, Texas Government Code Chapter 551.

**RULE 4
CODE OF ETHICS**

The DCTA Board, recognizing that DCTA will construct and operate several major public works improvements, determines it desirable to adopt a code of ethical conduct for Board members in order that the public may be assured that the actions of those associated with DCTA serve only the best interests of the public. The Board further determines that the proper operation of government requires that officials be independent, impartial, and responsible to all citizens. It shall therefore be the policy of

the Board that this Code of Ethics shall guide and direct the actions of DCTA Board members.

A. No Board member shall, during such person's term as a Board member:

(1) Accept any gift from any person that might reasonably tend to influence such Board member in the discharge of such person's official duties. The prohibition against gifts shall not apply to:

- a. A lawful campaign contribution;
- b. An honorarium in consideration for services unless the Board member would not have been asked to provide the services but for such person's position;
- c. Meals, lodging, transportation in connection with services rendered by the Board member at a conference, seminar or similar event that is more than merely perfunctory;
- d. Complimentary copies of trade publications and other related materials;
- e. Attendance at hospitality functions at local, regional, state or national association meetings and/or conferences;
- f. Any gift which would have been offered or given to the Board member if such person was not a Board member;
- g. An occasional item with a value less than fifty dollars (\$50.00);
- h. Tee shirts, caps and other similar promotional material;
- i. Meals, transportation and lodging in connection with a seminar or conference at which the Board member is providing services;
- j. Gifts on account of kinship or a personal, or professional, or business relationship independent of the Board member's status;
- k. Complimentary attendance at political or charitable fund raising events; and

I. Meals, lodging, transportation, or entertainment furnished in connection with public events, appearances or ceremonies related to the Board member's DCTA business, if furnished by the sponsor of such public events.

(2) Use the position of DCTA Board member to secure special privileges or benefits for such Board member or others;

(3) Grant any special consideration, treatment, or advantage to any person, business, organization or group beyond that which is normally available to every other person, business, organization or group;

(4) Disclose confidential information. For purposes of this Rule confidential information means attorney client privileged communications and any information to which an Board member has access in such person's official capacity including which may not be disclosed to the public except pursuant to state and/or federal law and which is not otherwise a matter of public record or public knowledge.

(5) Represent or appear in behalf of private interests of others before the DCTA Board or a committee of the DCTA, nor shall represent any private interests of others in any action or proceeding involving the DCTA, nor voluntarily participate on behalf of others in any litigation to which the DCTA is or might be an adverse party.

(6) Engage in any outside activities which will conflict with or will be incompatible with such person's official position or duties as a Board member.

(7) Use DCTA supplies, personnel, property, equipment or facilities (whether tangible or intangible) for any purpose other than the conduct of official DCTA business.

(8) Participate in a vote or decision on any matter in which the Board member has a substantial interest. For purposes of this Rule substantial interest in a business

entity means (i) the ownership of ten (10) percent or more of the voting stock or shares of a business entity or the ownership of ten (10) percent or more, or fifteen thousand dollars (\$15,000.00) or more of the fair market value of the business entity; or (ii) funds received by the Board member from the business entity exceed ten (10) percent of such person's gross income for the previous year, and action on the matter involving the business entity will have a special economic effect on the business entity that is distinguishable from the effect on the public. It is expressly provided herein that an investment or ownership in a publicly held company, in an amount less than fifteen thousand dollars (\$15,000.00) does not constitute a substantial interest. Substantial interest in real property means the person has an interest in the real property that is equitable or legal ownership with a fair market value of two thousand five hundred dollars (\$2,500.00) or more; and it is reasonably foreseeable that an action on a matter involving the real property will have a special economic effect on the value of the real property distinguishable from its effect on the public. Ownership includes any partnership, joint or corporate ownership or any equitable or beneficial interest as a beneficiary of a trust. A Board member is considered to have a substantial interest under this Rule if a person related to the Board in the second degree of consanguinity or affinity has a substantial interest under this Rule.

B. Any Board member, who has a substantial interest as defined under this Rule 4 or as defined under Chapter 171, Texas Local Government Code in any matter pending before the DCTA Board, before a vote or decision on such matter, shall file an affidavit stating the nature and extent of the substantial interest, and shall abstain from further participation in such matter. The affidavit shall be on a form provided by the DCTA staff

and must be filed with DCTA Records Manager. To the extent practical such Board Member shall leave the meeting room during the discussion, consideration and vote on such matter.

4.2 The failure of a Board member to comply with the requirements of this Rule 4 may constitute grounds for censure and for reporting the violation to the entity that appointed or elected such Board member.

RULE 5 VOTING

5.1 Voting at DCTA Board meetings shall be by voice vote, unless the Chair calls for a show of hands or other method.

5.2 Board members who wish the record to reflect an abstention or a negative vote shall verbally announce such abstention or negative vote.

5.3 No Board member shall be excused from voting except: (i) when such Board member has a substantial interest in a matter under Rule 4 and/or Chapter 171 Texas Local Government Code; (ii) for lack of information; or (iii) on matters involving the consideration of such person's official conduct.

RULE 6 DECORUM OF MEETINGS

Board meetings bring together citizens of many varied interests and ideas. To ensure fairness and orderly meetings, the Board has adopted rules of decorum which apply to all members of the Board, DCTA staff, news media, citizens, and visitors. Failure to observe these rules may result in such person being asked to leave a meeting of the Board or a committee room by DCTA Board Chair or committee Chair.

6.1 If a DCTA Board member is called to order, that Board member shall cease speaking immediately until the question of order is determined. If the Chair rules such Board member to be in order, the Board member shall be permitted to proceed. If Chair rules that such Board member is out of order, the Board member shall remain silent unless allowed by the Chair to make additional remarks.

6.2 All persons should refrain from disruptive conversation during a meeting of the Board or a committee. Cell phones and pagers shall be muted during meetings of the Board or a committee. Failure to comply may be cause for the Board Chair or committee Chair, as the case may be, asking the offender to leave the meeting.

6.3 Citizens are admitted to the Board room up to the fire safety capacity of the room.

6.4 Any person who disrupts a Board or committee meeting shall be requested by the Board Chair or committee Chair to leave the meeting and shall be lawfully removed from the room if such person fails to leave the room when so requested.

6.5 No DCTA Board member shall be allowed to speak more than once on any subject until each Board member wishing to speak has had an opportunity to speak.

6.6 A Board member who desires to speak shall address the Board Chair and, upon recognition by the Board Chair, confine discussion to the issue before the Board.

6.7 A Board member shall avoid discussion of personalities, indecorous language, and shall refrain from personal attacks or verbal abuse.

6.8 A Board member desiring to question DCTA staff shall address the question to the Chair or the President, or designee, who if recognized by the Chair shall be entitled either to respond or to designate some member of the DCTA staff for that purpose.

6.9 DCTA Board members shall not berate nor admonish staff members.

6.10 A DCTA Board member, once recognized, shall not be interrupted by another Board member or DCTA staff while speaking unless: (i) called to order by the Board Chair; (ii) a point of order is raised by another Board member; or (iii) unless the speaker yields to questions from another Board member or DCTA staff.

REDUNDANT WITH 6.1 ABOVE

REDUNDANT WITH 6.6 ABOVE

6.11 Members of the DCTA staff shall observe the same rules of decorum as the DCTA Board members.

6.12 Although the Board Chair has the authority to preserve decorum in Board meetings, the President is responsible for the orderly conduct and decorum of all DCTA employees and shall take disciplinary action as necessary to ensure DCTA employees observe the rules of decorum.

6.15 All remarks and questions addressed to the DCTA Board shall be addressed through the Board Chair to the Board as a whole and not to any individual member.

RULE 7 MEETING AGENDAS

7.1 The President, in cooperation with the DCTA staff, shall identify items to be placed on the Board agenda. The President shall be responsible for setting the Board Agenda.

7.2 Once the final Board agenda has been set, DCTA staff shall prepare the necessary policy/agenda reports, resolutions or other instruments as appropriate for each agenda item.

7.3 An item may be added to any Board or committee agenda, for the next following meeting upon the request of a Board member. A request to add an item to a Board agenda must specifically state the subject of the item and indicate whether it is for discussion only, or if action is requested. The President shall be responsible for placing the item on the appropriate agenda.

7.4 The notice of and the agendas for meetings of the Board and committees shall be prepared and posted in accordance with State Law.

7.5 The DCTA staff shall provide each Board member prior notice of all Board committee meetings.

7.6 The Board Chair, subject to being overruled by a majority of the Board, may impose reasonable time limits on agenda item presentations, Board member questions and speakers.

7.7 The Board Chair, subject to being overruled by a majority of the Board, may rearrange the order of the agenda items or take agenda items out of order when deemed necessary.

RULE 8 RESOLUTIONS

8.1 When required resolutions of the Board shall be in writing, signed by the Board Chair, the Board Secretary, approved as to form by legal counsel, and dated.

8.2 All executed resolutions shall be numbered and maintained by the DCTA Records Manager.

**RULE 9
ATTENDANCE**

9.1 Members of the Board are expected to attend all Board meetings and all assigned committee meetings of which such person is a member. Board members are encouraged to arrive promptly for all meetings. Board members should not expect DCTA staff and/or other Board members to repeat any presentation or discussion of any issues or agenda items considered earlier in the meeting.

9.2 The Board Chair will advise the appointing governmental entity, or the entities who have elected a Board member, of a Board member who fails to attend three (3) consecutive regular Board meetings, unless the Board member has been excused by the Board Chair.

9.3 A Board member shall advise the President in advance if such person will be unable to attend a committee or Board meeting and the reason therefore. The Board Chair or committee Chair, as the case may be, shall determine if the absence is excused.

**RULE 10
BOARD COMMUNICATIONS**

10.1 Whenever a Board member communicates individually whether formally or informally, in writing or orally, the Board member does so as an individual and does not represent for the Board as a whole.

10.2 Board member communication representing such person's views shall not be on DCTA letterhead or other DCTA materials. Any Board member communication on any DCTA letterhead shall be copied to all members of the DCTA Board.

10.3 Communications addressed to a Board member, including fax, email or other electronic communications, shall not constitute notice to DCTA.

10.4 The official agent of the DCTA to receive legal notice is the President. A Board member who receives any communication from anyone either in writing, including electronic communications, or orally which raises any legal issues, implications or concerns shall immediately inform the President who shall notify the DCTA General Counsel.

10.5 Board members may not: deliberate by telephone (contact members by telephone for the purpose to arrive at a decision or consensus concerning public business); use email or exchange voice mail to arrive at a decision; meet in numbers less than a quorum for the purpose of secret deliberations; or meet or agree to meet in numbers that do not physically constitute a quorum at any one time but through successive gatherings secretly discuss a public matter with a quorum.

RULE 11 COMMITTEE REPORTS TO THE BOARD

11.1 The committee Chair is charged with presenting a report of the committee to the Board, even if the committee Chair disagrees with the report or recommendation of the majority of the committee. If the committee Chair declines to make a committee report to the Board, the committee Vice-Chair or another individual shall present the committee report.

11.2 A committee Chair who does not concur with the majority view of the committee has the same rights as any other member of the Board to argue and/or vote for or against the Board acceptance or approval of the committee report.

11.3 The committee Chair shall not block submission to the Board of the majority view by either refusing to move a proposed report out of the committee or otherwise.

**RULE 12
MOTION FOR RENEWED DEBATE AND CONSIDERATION**

12.1 Any issue on the Board agenda concerning an item voted on by the Board may be discussed or acted on at a subsequent Board meeting if a motion for reconsideration is made by a Board member (who voted yes, if the previous motion involved was approved, or voted no if the previous motion was not approved), and approved by majority vote of the Board, (provided the proposed reconsideration is placed on the Board agenda)

12.2 No item voted on by the Board may be considered more than three (3) times within any twelve (12) month period, unless otherwise approved by majority vote of the Board.

**RULE 13
PROCLAMATIONS**

13.1 The President and the Board Chair are authorized to sign honorary Proclamations recognizing individuals or organizations that have made significant or outstanding contributions to DCTA or Public Transportation. The Board may also, by resolution, honor individuals or organization for significant or outstanding achievements

**RULE 14
CLOSED SESSIONS**

14.1 The DCTA Board and its committees may convene a closed meeting to which the public does not have access in accordance with State law.

14.2 When the Board or a committee convenes in a closed meeting, the presiding officer shall determine those persons who should be present at such closed meeting.

Attendance should be limited to persons necessary for purpose of the executive session and whose interest is not adverse to the Board

14.3 A tape recording of the proceedings of each closed meeting shall be made by the Board or committee Chair or a Certified Agenda must be completed.

14.4 The DCTA Records Manager is responsible for maintaining tape recordings of closed meetings and/or Certified Agenda of the DCTA and its committees in accordance with the State Law. Each Board member is permitted to review and listen to tape recordings, or review the Certified Agenda of closed meetings.

14.5 Procedure: Quorum of Board or committee first convenes in open meeting for which proper posted notice is given. The presiding officer announces that a closed meeting will be held and states the applicable sections of the Texas Government Code and the subject matter. No final action, decision, or vote may be made except in an open meeting. However a Board member may during the closed meeting express an opinion or state how such member will vote. A certified agenda or tape recording must be kept. The certified agenda must include: announcement at the beginning and end of meeting stating the date and time; the subject matter, and any action taken in open session. The tape recording or the certified agenda may not be released to the public except by court order.

RULE 15 PROCUREMENT COMMUNICATIONS

15.1 To ensure that DCTA procurements are conducted independently and impartially, Board members shall refrain from communicating with any party including any potential contractors or subcontractors, or their designated representatives, concerning any pending DCTA procurement or current procurement dispute.

15.2 Board members are advised, pursuant to DCTA Procurement Regulations and Federal Transit Administration Regulations, that the disclosure of procurement sensitive information at any time prior to actual contract award or final determination could adversely affect the ability of DCTA to successfully negotiate transactions or agreements. Procurement sensitive information includes any information contained in a technical or price proposal bid submitted to DCTA by any proposer or bidder.

15.3 Under certain circumstances, the unauthorized disclosure of confidential information by a Board member could subject the Board member to criminal prosecution under Chapter 39 of the Texas Penal Code, as amended.

15.4 A Board member who is contacted by anyone concerning a pending DCTA procurement or current procurement dispute should not discuss the matter with such person who shall be referred to the President.

RULE 16 AMENDMENTS AND CONFLICTS

16.1 These rules and procedures maybe be altered, amended, repealed, or new Rules of Procedures may be adopted by a majority vote of the members of the Board

16.2 Except as otherwise provided by Chapter 460, Texas Transportation Code or the DCTA By-laws, these rules of procedure may be temporarily suspended at a Board Meeting by the affirmative vote of at least five (5) of the members of the Board.

16.3 Chapter 460 Texas Transportation Code and the DCTA By-laws control in any conflict with the Rules of Procedure in that order.