

METRO RTA

# Board Of Trustees

**PRESIDENT: MR. MARK DERRIG**  
**VICE PRESIDENT: MS. DANA LAGARDE**



**MARCH 25, 2025**  
**9:00AM**

**METRO RTA  
MONTHLY BOARD MEETING AGENDA  
ROBERT K. PFAFF TRANSIT CENTER BOARD ROOM  
TUESDAY, MARCH 25, 2025,  
9:00 AM**

**ITEM 1: CALL TO ORDER**

**ITEM 2: AUDIENCE PARTICIPATION**

Any individual or representative of a group may take two (2) minutes to address the Board on any topic on the agenda. Anyone desiring more time than provided herein, shall notify the Secretary-Treasurer by the Tuesday preceding the Board meeting so that he/she may be placed on the Agenda for a maximum of five (5) minutes. METRO's Board Meetings are held the last Tuesday of the month as stated within Resolution 2016-28, unless otherwise noted.

- Pamela Pinkney-Butts (Apostlett Prophetess)
- Jim Balogh – Service in Twinsburg Township & Remindersville

**ITEM 3: RECOGNITION**

- Nykia Walker: 10 years of service Accessibility Manager – Tatia Harris
- Tom O'Leary: 20 years of service Employee Engagement Specialist – Jay Hunter
- Ricky McDaniel: 48 years of service Operator & Yard Coordinator – Jarrod Hampshire

**ITEM 4: BOARD MINUTES**

\*Approval of Board Meeting Minutes from the February meeting (Pages 4-6).

**ITEM 5: COMMITTEE REPORTS & RESOLUTIONS**

**Customer Experience & Service Performance Committee**

(Maintenance/Operations/Mobility Solutions)

Chair: John Valle

\*Resolution 2025-06: A resolution authorizing the award of a contract for Maintenance Uniform and Facility Services to CINTAS, Inc. (Page 7)

**Internal & External Engagement Committee**

(Employee Engagement Center / Customer Care / PR & Marketing)

Chair: Chuck Rector

**Safety, Equity & Planning Committee**

(Planning / Community Impact / Safety & Security)

Chair: Robert DeJournett

**Finance & Technology Committee**

(Finance / Technology)

Chair: Robert Konstand

**Governance Committee**

Chair: Donald Christian

\*Bylaws (Page 8-18)

\*Nominations (Page 19)

\*Public Comment Policy (Page 20)

**ITEM 6: OTHER BUSINESS**

Civility: Statement Guiding Principle Statement (Page 21 & 22)

**ITEM 7: OFFICER'S REPORTS**

- Board President
- Chief Executive Officer

**ITEM 8: EXECUTIVE SESSION**

- Pursuant to Ohio Revised Coded Section 121.22 (G)(2) Public meeting exceptions allow for an executive session to consider the purchase and disposition of property.

**ITEM 9: CALL FOR ADJOURNMENT**

\*Denotes items requiring Board approval

*Next Scheduled Meeting – April 29, 2025*

**METRO RTA  
ANNUAL & MONTHLY BOARD MEETING MINUTES  
ROBERT K. PFAFF TRANSIT CENTER BOARD ROOM  
TUESDAY, FEBRUARY 25, 2025; 9:00 AM**

**Trustees Present:** Mark Derrig, Dana LaGarde, Robert DeJournett, Donald Christian, Bob Konstand John Valle, Gary Spring, David Prentice, Nicole Squire, Renee Greene and Christine Marshall

**Trustees Excused:** Robert DeJournett

**Trustees Absent:**

**Guests Present:** Lauren Zidones

**METRO Team**

**Members Present:** Dawn Distler, Angela Neeley, Tatia Harris, Nathan Leppo, Quentin Wyatt, DeHavilland McCall, Jamie Saylor, Shawn Metcalf, Jay Hunter, Eric Scott, Wayne Cole, April Adams and Natalie Jackson

**CALL TO ORDER**

Mr. Mark Derrig called the meeting to order at 9:00 am.

**AUDIENCE PARTICIPATION:**

Ms. Pamela Pinkney-Butts (Apostlett Prophetess)

**RECOGNITION**

Ms. Natalie Jackson – Honored for 25 years of service and safe driving as an Operator.

**BOARD MINUTES** Mr. Donald Christian made a motion to approve the minutes from the February 20<sup>th</sup> meeting. Ms. Renee Greene 2<sup>nd</sup> the motion. The minutes were unanimously approved.

**COMMITTEE REPORTS & RESOLUTIONS**

**CUSTOMER EXPERIENCE & SERVICE PERFORMANCE COMMITTEE REPORT**

Chair: John Valle

The Committee met on February 20<sup>th</sup> and KPIs were reviewed. There were two resolutions recommended by the committee.

**RESOLUTION 2025-04:** A resolution authorizing the disposal or transfer of certain assets owned by METRO Regional Transit Authority.

The resolution was discussed.

Mr. John Valle on behalf of the committee made a motion to approve the resolution.  
Ms. Renee Greene 2nd the motion. All present voted “aye”. The resolution was approved.

**RESOLUTION 2025-05:**

A resolution authorizing METRO Regional Transit Authority to join the Community University Education Purchasing Council of Governments (CUE).

The resolution was discussed.

Mr. John Valle on behalf of the committee made a motion to approve the resolution.  
Ms. Renee Greene 2nd the motion. All present voted “aye”. The resolution was approved.

**INTERNAL & EXTERNAL ENGAGEMENT COMMITTEE REPORT**

Chair: Chuck Rector

The Committee met on February 20<sup>th</sup> and KPIs were reviewed. There were no resolutions.

**SAFETY, EQUITY & PLANNING COMMITTEE REPORT**

Ms. Dana LaGarde reported on behalf of Chair: Robert DeJournett

The Committee met on February 20<sup>th</sup> and KPIs were reviewed. There were no resolutions.

**FINANCE & TECHNOLOGY COMMITTEE REPORT**

Chair: Bob Konstand

The Committee met on February 20<sup>th</sup> and the dashboard was reviewed. There were no resolutions.

**OTHER BUSINESS**

**OFFICERS’ REPORTS**

**Board President:**

Mr. Mark Derrig had nothing to report.

**Chief Executive Officer:**

Ms. Dawn Distler expressed that we are continuing to make every effort to ensure that each day at METRO is great. We are working on plans for the executive orders, and we have contingency plans— Plan B, Plan C, Plan D, and even Plan E, if needed—to ensure that we can maintain service and identify opportunities to increase it where necessary. We are also collaborating with the Bus Coalition to meet in Washington, D.C., to ensure that our local bus systems are not being overlooked. We want the current administration to understand how important buses are to our community. Buses are an economic driver in our community, and this bus system is essential for those in need. We are working to ensure it remains available to them. I am hopeful that we can make significant progress on this in Washington, D.C. this week.

**EXECUTIVE SESSION**

A roll call was conducted to enter Executive Session.

A roll call was conducted to exit Executive Session.

Mr. Bob Konstand made a motion to come out of the Executive Session and amend Item 9, removing employment. Ms. Dana LaGarde 2<sup>nd</sup> the motion.

Mr. Dave Prentice requested a roll call vote. Ms. Dana LaGard made a motion to approve 20.5 % bonus based on 2024 salary for the Chief Executive Officer. The following voted aye: Ms. Greene, Mr. Derrig, Ms. LaGarde, Mr. Christian, Mr. Rector, Mr. Valle, Ms. Squire, Ms. Marshall and Mr. Konstand. Mr. Spring, abstained. Mr. Prentice voted nay.

The next scheduled Board Meeting is March 25<sup>th</sup>.

**ADJOURNMENT**

Mr. Donald Christian made a motion to adjourn the meeting. Mr. Gary Spring 2<sup>nd</sup> the motion.

Meeting adjourned at 10:15 am.

**CERTIFICATE OF COMPLIANCE**

Pursuant to Section III, Article 3.2 of the Rules & Regulations of the METRO Regional Transit Authority, METRO has complied with the Notice and Notification to the public and news media.

**DATE APPROVED:** March 25<sup>th</sup>, 2025

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**MARK DERRIG,  
PRESIDENT**

\_\_\_\_\_

**DAWN S. DISTLER,  
CHIEF EXECUTIVE OFFICER/  
SECRETARY-TREASURER**

**COMMITTEE ASSIGNMENT:  
CUSTOMER EXPERIENCE AND SERVICE PERFORMANCE**

**RESOLUTION 2025-06**

A resolution authorizing the award of a contract for Maintenance Uniform and Facility Services to CINTAS, Inc.

**WHEREAS**, the State of Ohio maintains a Statewide Purchasing Agreement that METRO is permitted to use, and

**WHEREAS**, through State Contract DAS 28462, METRO would be permitted to award CINTAS this contract for a duration of thirty-six (36) months

**WHEREAS**, CINTAS is METRO's current contractor for these services, providing rental uniforms for all Maintenance and Vehicle Service personnel, rug rentals for METRO facilities, Shop towels, and soap dispensing.

**WHEREAS**, the total estimated value of this contract is estimated at \$230,000, however this is variable based on the actual utilization of services,

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Trustees of METRO Regional Transit Authority that:

1. The Chief Executive Officer is authorized to execute a contract with CINTAS INC, for Maintenance Uniforms and Facility Services for a duration of 36 months.
2. All formal actions of this Board of Trustees related to this Resolution and all deliberations of the Board of Trustees and any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Revised Code.

**DATE ADOPTED: March 25, 2025**

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**MARK DERRIG,  
PRESIDENT**

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**DAWN DISTLER,  
CHIEF EXECUTIVE OFFICER/  
SECRETARY-TREASURER**

**BYLAWS  
OF THE BOARD OF TRUSTEES  
METRO REGIONAL TRANSIT AUTHORITY**

**Rev. 03/25/2025 gw**



**ARTICLE I  
General Provisions**

**Sec. 1. Name and Mission**

METRO Regional Transit Authority (the “Authority”) was created pursuant to Ohio Revised Code (“R.C.”) Section 306.30 et seq. The name of the governing body of the Authority shall be the Board of Trustees of METRO Regional Transit Authority (the “Board”). The mission of the Board shall include performing the duties and exercising the powers contained in R.C. Section 306.30 et seq., as amended or any successive statute. The mission statement of the Authority shall be appended to these bylaws and shall be revised from time to time by the Board as appropriate.

**Sec. 2. Offices**

The principal office of the Authority, its Board and Secretary-Treasurer shall be located at 416 Kenmore Blvd, Akron, Ohio 44301. The Board may establish sub offices at such other locations within the territory served by the Authority as shall be designated from time to time by the Board in order to further the purposes of the Authority and the efficiency of its operations.

**Sec. 3. Board of Trustees**

The Board is organized pursuant to R.C. Section 306.30 et. seq. and the resolutions and ordinances of the participating municipalities and the County of Summit, Ohio creating the Authority as may be amended from time to time.

**Sec. 4. Compensation of Trustees**

All members of the Board shall serve without compensation but are entitled to be reimbursed for expenses as provided by law and pursuant to the METRO Expense Reimbursement Policy.

**ARTICLE II  
Officers**

**Sec. 1. Officers Generally**

The officers of the Board shall be President and Vice President and such other officers as the Board may from time to time designate by resolution. The President and Vice President shall be members of the Board and shall be elected to their offices as provided herein. The Board shall appoint a Secretary-Treasurer, who shall not be a member of the Board. The Secretary-Treasurer shall serve at the pleasure of the Board. All other subordinate officers, assistants and deputies as the Board may provide by resolution shall be appointed by the Chief Executive Officer with the approval of the Board.

## **Sec. 2. Terms of Office**

The President and Vice President elected prior to adoption of these Bylaws shall continue to hold office until the next annual meeting of the Board and until their successors take office. The terms of the President and Vice President elected thereafter shall be two years and until their successors take office. Neither the President nor Vice President shall serve more than two consecutive two year terms. The President and the Vice President may serve multiple non-consecutive terms but no more than four years consecutively. The President and Vice President shall be elected at the annual organizational meeting of the Board and shall take office on their election. If either the President or the Vice President ceases to be a member of the Board, then he or she shall also cease to be such officer.

## **Sec. 3. Resignations**

Any officer may resign from his or her position by giving written notice of such resignation to the Secretary-Treasurer of the Board. The resignation shall be effective as of the time stated therein or upon the event stated in such written Notice, or, if there is no such time or event stated, then as of the date of the receipt of the written notice of resignation by the proper officer. Notice of the resignation shall be transmitted promptly to the other members of the Board by the Secretary-Treasurer. Resignations shall not require acceptance by the Board.

## **Sec. 4. Removal**

All appointed officers shall serve at the pleasure of the Board and shall be subject to removal by the Board at any time by a majority vote of the Board.

## **Sec. 5. Vacancies**

Any vacancy in the office of President and/or Vice President of the Board shall be filled for the unexpired term by majority vote of the Board in the same manner as the original election of such officer.

## **Sec. 6. President**

The President shall preside at all meetings of the Board. He or she shall perform all duties commonly incident to the position of presiding officer of a public governmental board or commission and all duties commonly incident to the position of chairman of a public governmental board or commission. He or she shall have the authority (without impairment of any authority specifically granted by the Board to any other person) to sign all contracts, releases, notes, bonds and other documents and instruments to be executed on behalf of the Authority. He or she shall perform such other duties and have such other authority as may be authorized from time to time by the Board.

## **Sec. 7. Vice President**

The Vice President shall perform the duties and have the authority of the President during the absence or inability of the President to perform his or her duties and during any period while the office of President is vacant and shall preside at all meetings of the Board when and while the President is absent or vacates the chair.

When performing the duties and having the authority of the President, the Vice President shall have all powers of the President. He or she shall perform such other duties and have such authority as the Board may from time to time authorize. At any meeting at which both the President and Vice President are absent, the Board, by a majority vote of those present, may elect a member of the Board to serve as presiding officer for that meeting. If the Vice President is elected to fill a vacancy in the Office of the President, the Office of Vice President shall thereupon be deemed to be vacant and shall be filled in the manner provided by these Bylaws.

### **ARTICLE III Meetings**

#### **Sec. 1. Quorum**

A majority of the actual appointed members of the Board shall constitute a quorum and the affirmative vote of which shall be necessary for any action taken by the Board, provided that less than a quorum may adjourn a meeting of the Board.

#### **Sec. 2. Annual Meeting**

There shall be held in March of each year an annual meeting for the purpose of the election of officers and such other business as the Board directs.

#### **Sec. 3. Regular Meetings**

Regular meetings of the Board shall be held on such dates and at such times and places as the Board directs.

#### **Sec. 4. Special Meetings**

Special meetings shall be held at the call of the President or Vice President, or on the written request of two members of the Board, or by resolution. To call a special meeting, the Secretary-Treasurer of the Board must give three business days' notice to all Board members in writing, including electronically. If the special meeting is of an emergency nature, twenty-four hours' notice, either orally or electronically, must be given. Any meeting shall be valid without notice having been given if all members of the Board are present.

#### **Sec. 5. Minutes and Resolutions**

- (a) All actions (including approvals, authorizations, designations, and appointments) of the Board shall be by resolution or motion. Resolutions shall be in written form. On passage of each motion or resolution, the vote of each member present shall be entered in the minutes of the meeting, provided that a unanimous vote may be recorded as such in the minutes.
- (b) The minutes of each meeting of the Board shall be recorded and kept by the Secretary-Treasurer, bearing appropriate volume numbers. The minutes shall include the date and place at which the meeting was held, the names of the members present, a summary of business transacted, and a record of each vote taken. The minutes shall be signed by the President or other member of the Board presiding at the meeting and shall be attested by the Secretary-Treasurer. A

resolution adopted shall be identified by appropriate reference to the number and title of each resolution

- (c) Each resolution adopted by the Board shall be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary-Treasurer or and maintained in separate books, bearing appropriate volume numbers, to be kept by the Secretary-Treasurer. Resolutions shall be consecutively numbered beginning with the year in which it was adopted and followed by consecutive numbering, beginning with the number one.
- (d) As provided by law, the minutes and resolutions of the Board shall be open to the inspection of the public at all reasonable times.

### **Sec. 6. Public meetings**

All meetings of the Board, except executive sessions held for purposes required or permitted by law, shall be open to the public, and no person shall be excluded from any meeting except for conduct which unreasonably interferes with the orderly conduct of the meeting.

### **Sec. 7. Rules of Procedure**

Unless otherwise provided, meetings of the Board shall be conducted in accordance with Robert's Rules of Order.

### **Sec. 8. Conduct of Meetings**

Meetings of the Board shall be conducted in accordance with the following procedures:

The Chief Executive Officer, in collaboration with the President of the Board, shall prepare an agenda for each regular meeting. The agenda items for each regular meeting shall include, but not be limited to:

- Call to Order and Roll call
- Audience participation
- Minutes
- Reports of Standing Committees Resolutions and motions
- Officers' Reports
- Adjournment

### **Sec. 9. Absence of Secretary-Treasurer**

If the Secretary-Treasurer is not present at a meeting, the presiding member may designate a person who need not be a member of the Board, as acting Secretary to record the minutes of the meeting and attest to any resolution adopted at such meeting. The acting Secretary may also certify the authenticity of any resolution adopted at such meeting and to the correctness of a copy or extract of the minutes of such meeting.

## **Sec. 10. Notification of Meetings**

The Authority shall make provisions for representatives of the media, other interested parties, and the general public to determine the time and place of all regular and special meetings of the Board. Advance notice of meetings in which any specific type of public business is to be discussed may be given to entities or individuals pursuant to R. C. Section 121.22 (F).

## **ARTICLE IV Powers and Duties**

### **Sec. 1. General Powers**

All of the power and authority of the Authority shall be vested in and exercised by the Board, which shall manage and conduct the affairs of the Authority pursuant to R.C. Section 306.34 et seq., as amended or any successive statute thereto. The Board shall have all of the rights to manage and oversee the Authority including but not limited to setting governing principles and approving annual operating and capital budgets as provided in R.C. Section 306.35 et seq.

### **Sec. 2. Appointment of Personnel**

Notwithstanding the enumeration of various officers and employees and the delineation of their duties in these Bylaws, the Board may from time to time create such additional positions of employment, as it may deem desirable or necessary.

### **Sec. 3 Chief Executive Officer and Secretary-Treasurer**

(a) Chief Executive Officer.

- (1) The Board shall hire and fix the compensation of the Chief Executive Officer who shall be the chief executive and administrative officer of the Authority. The Board shall appoint a Chief Executive Officer pro tem to serve during the absence and disability of the Chief Executive Officer.
- (2) The Chief Executive Officer may have a written contract of employment (“Agreement”) which provides the terms of employment, compensation duties and responsibilities, and such other terms as the Board shall direct.
- (3) The Board President or their designated representative, along with the Chief Executive Officer, will determine goals and objectives by which the Chief Executive Officer will be evaluated during the term of the Agreement. Within 90 days prior to the conclusion of the calendar year, the Chief Executive Officer shall receive a written evaluation by the President as the representative of the METRO Board of Trustees and reviewed in advance by the Board. All compensation and bonuses, if applicable, will be paid to the Chief Executive Officer as agreed to in the Agreement.

- (4) The Chief Executive Officer is authorized to hire and discharge employees not otherwise specified in these Bylaws. The Chief Executive Officer may establish and adjust employee salaries and wages not otherwise specified in these Bylaws.
  - (5) The Chief Executive Officer shall attend all meetings of the Board and may participate in the deliberations of, and make recommendations to the Board, except when he or she is the subject of those deliberations. The Chief Executive Officer shall not have a vote in any matter before the Board.
- (b) Secretary-Treasurer.
- (1) The Board shall appoint and fix the compensation of a Secretary- Treasurer, who shall be the fiscal officer of the Authority, responsible for the fiscal affairs of the Authority, which shall be in full compliance with the law. The Secretary-Treasurer shall not be a member of the Board and shall serve at the pleasure of the Board. The Secretary-Treasurer and his or her designated representative(s) shall be lawfully bonded in an amount as required by the Board.
  - (2) The Secretary-Treasurer shall perform such other functions or duties as required by this Board or prescribed in these Bylaws or other policies or regulations of the Board.
  - (3) The Board may appoint one person to perform the duties of the Chief Executive Officer and the Secretary-Treasurer.

#### **Sec. 4. Professional Consultants**

The Board may from time to time engage professional consultants or advisors as it may deem desirable or necessary in accordance with R.C. Section 306.35(S). Such professional consultants shall be employed at compensation established by the Board and shall serve at the pleasure of the Board unless they are governed by specific contracts of engagement. The Board may authorize the Chief Executive Officer to employ professional consultants and advisors and, except as the Board has otherwise established, prescribe their duties and conditions for performing services for the Authority.

#### **Sec. 5. Delegation of Duties**

There is reserved to the Chief Executive Officer the authority, from time to time, to delegate, transfer or assign duties of employees to the extent permitted by law and in conformity with the policies and procedures established by the Board.

#### **Sec. 6. Reimbursement for Expenses**

Any member of the Board who properly incurs expenses in the course of his or her official duties shall be reimbursed for such expenses so incurred pursuant to the METRO Expense Reimbursement Policy.

All officers and employees who properly incur expenses in the course of their official duties shall be reimbursed for such expenses pursuant to the METRO Expense Reimbursement Policy.

### **Sec. 7. Conflict of Interest**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it appears or prevents or may prevent that member from acting on that matter in an impartial manner, will voluntarily excuse him/herself and will vacate his or her seat and refrain from discussing or voting on such item. The Board shall have the authority to excuse a member of the Board who is subject to this Section but fails to voluntarily excuse himself or herself.

## **ARTICLE V Committees**

### **Sec. 1. Composition. See Robert's Rules 49 (c)**

The President shall nominate the Chair and Vice Chair of each committee. Any Board member may move to strike out one or more names—but not to insert new ones, which the President must do if such a motion is adopted. A majority vote of the Board is required to approve all Committee Chairs and Vice Chairs.

### **Sec. 2. Standing Committees**

The standing committees of the Board shall be presided over by the appointed committee Chair with a support team member made up of the Authority's senior leadership. Current committees have been formed to reflect departments under the direction of the Chief Administrative Officer, Chief Culture Officer, Chief Financial Officer, Chief Operations Officer, Chief of Transit Police/Chief Protection and Development Officer, and Legal and Government Affairs Officer. The Board may establish and adjust committees from time to time as it deems necessary. Board Members shall serve and vote at all Committee meetings.

The current standing Committees are:

1. Finance & Technology Committee
2. Culture & Planning Committee
3. Protection & Development Committee
4. Internal & External Engagement Committee
5. Customer Experience & Service Performance Committee
6. Governance Committee

### **Sec. 3. Other Committees**

The President may, from time to time, create and nominate members of additional ad hoc committees. The Board shall approve the action as with Standing Committees.

### **Sec. 4. Meetings**

In the absence of a Chair, the Vice Chair shall preside over the committee. Each committee may establish a procedure for calling and giving notice of committee meetings, the

conduct of such meeting, the undertaking of committee activities, and the preparation of committee reports.

## **ARTICLE VI Appropriations and Contracts**

### **Sec. 1. Appropriations**

Appropriations and budget procedure shall be in accordance with R.C. Section 306.30 et seq.

### **Sec. 2. Contracts**

Contracts shall be entered into in accordance with the applicable provisions of with R.C. Section 306.30 et seq., all other applicable laws and regulations as well as these Bylaws.

### **Sec. 3. Expenditures**

Expenditures in excess of the amount specified by law shall be authorized by the Board. Expenditures of the amount allowed by the law or less for which money has been appropriated may be made on authorization of the Board.

## **ARTICLE VII Indemnification**

Each member of the Board and each officer or employee of the Authority who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding other than an action by the Authority, by reason of the fact that he or she is or was a trustee, officer, or employee of the Authority, may be indemnified by the Authority against expenses, including attorney's fees, costs of investigation, court costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted (1) in good faith, (2) in a manner that he or she reasonably believed to be in the discharge of the official duties of his or her office or employment, (3) for a lawful purpose and not for a private purpose, and (4) in accordance with these Bylaws and other applicable rules, regulations and policies of the Authority, and, (5) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in the discharge of the official duties of his or her office or employment and for a lawful purpose and not for a private purpose, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Any person who expects to make a claim for indemnification under this section shall give written notice of the existence and nature of the action, suit or proceeding to which the person is a party, or threatened to be made a party, to the Chief Executive Officer (or, if the Chief Executive Officer is the person who expects to seek indemnification, to another officer designated to act in his or her place) before incurring substantial expenses in connection with that action, suit or proceeding, and shall thereafter furnish to the officer to whom such notice was given such further information concerning the status of the action, suit or proceedings and costs incurred and



expected to be incurred by the person in connection therewith as the officer to whom the notice was given shall from time-to-time reasonably request.

No claim for indemnification under this section will be considered unless it is filed not later than one year from the date on which the action, suit or proceeding to which it pertains has been completed, or on which a final judgment, decree or order has been rendered and the period for any appeal from the same has expired.

Any attorney's fees paid by the Authority under this section shall not exceed reasonable amounts for the actual services rendered and shall not in any case exceed amounts calculated in accordance with the Authority's schedule of fees for outside counsel to the Authority in effect at the time of performance of the legal services for which payment is claimed.

Except with the written approval of the Chief Executive Officer (or, if the Chief Executive Officer is the person seeking indemnification, another officer designated to act in his or her place) given prior to the commencement of such legal services and upon good cause shows, no payments for attorney's fees and expenses under this section will be made with respect to a single action or proceeding to more than a single law office, Any statement for attorney's fees and expenses of a law office submitted in connection with a claim for indemnification shall be in such detail as the Chief Executive Officer or other officer having responsibility for the initial review of such statement shall require. No payment will be made for the attorney's fees or other expenses that are determined by the Authority to be duplicative or not reasonably necessary. As used in this section "law office" means a law firm that is a partnership of attorneys, a legal professional association, or an attorney who is a sole practitioner together with his or her employees who are attorneys.

Attorney's fees and other expenses incurred by a member of the Board or by an officer or employee in defending any action, suit or proceeding referred to in this section may be paid by the Authority as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of a commitment, satisfactory to the Board, by or on behalf of the Board member, officer or employee to repay the amount if it ultimately is determined that he or she is not entitled to be indemnified by the Authority.

This section does not create any legal obligation on the part of the Authority toward any member of the Board or to any officer or employee. The decision in each case as to whether indemnification will apply shall be within the sole discretion of the Board as provided herein. This section may be revoked or amended by the Board at any time, and nothing herein shall be construed as constituting a condition or benefit of employment or as an emolument of office.

Any indemnification under this section shall inure to the benefit of the indemnified person's heirs, executors and administrators.

This section does not apply in the case of any action, suit or proceedings as to which the Authority has the duty to indemnify members of the Board or officers or employees under R.C. Section 2744.07 or any other provision of the Revised Code now in effect or enacted hereafter that provides for the circumstances under which the Authority has such a duty.

The Authority shall at all times carry Officers and Directors Insurance to include the Members of the Board in an amount of no less than \$1,000,000.\_\_\_\_\_.

**ARTICLE VIII**  
**Construction and Codification**

**Sec. 1. Construction and Severability**

Each of such sections as are herein set forth and each provision thereof shall be construed, if possible, in a manner consistent with the laws of the State and of the United States. If any clause, provision, paragraph, subdivision, division or section hereof is held to be invalid, such holding of invalidity shall not affect the remaining clauses, provisions, paragraphs, subdivisions, or sections, and these Bylaws shall be construed and enforced as if such illegal or invalid clause, provision, paragraph, subdivision or section had not been contained herein.

**Sec. 2. Number, Gender and Tense**

As used in these Bylaws, unless the context otherwise requires:

- (a) The singular includes the plural, and the plural includes the singular.
- (b) Words of one gender include the other genders.
- (c) Words in the present tense include the future.

**Sec. 3. Codification**

All amendments to these Bylaws and all other resolutions adopted by the Board relating to the governance, organization, personnel procedures or creation or discontinuation of positions of employment shall be caused to be incorporated in the amended document, and/or codified, by the Board.

**ARTICLE IX**  
**Amendments and Prior Legislation**

**Sec. 1. Amendments**

These Bylaws may be amended from time to time by a majority vote of the members of the Board, provided that no proposed amendment shall be considered unless a written copy of such proposed amendment has been furnished to each member of the Board of at least fourteen days prior to the meeting at which the proposed amendment is to be considered.

**Sec. 2. Prior Legislation**

Any prior bylaw accepted by the Board, which bylaw, by its terms, was to be effective until the adoption by the Board of comprehensive bylaws or is inconsistent with any of the provisions of the Bylaws adopted by this resolution, is hereby repealed.

Adopted by the Board of Trustees, on March 25, 2025.

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Mark Derrig  
Board President

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Dawn Distler  
Chief Executive Officer  
Secretary/Treasurer

METRO RTA

2025 Committee Chair and Vice Chair Nominations

Board Members Serve on All Committees

Customer Experience and Service Performance Committee – Chief Jarrod Hampshire

Chair            JOHN VALLE  
Vice Chair      CHRISTINE MARSHALL

Internal and External Engagement Committee – Chief Jay Hunter

Chair            CHUCK RECTOR  
Vice Chair      DANA LAGARDE

Culture and Planning Committee – Chief Tatia Harris

Chair            ROBERT DEJOURNETT  
Vice Chair      DAVE PRENTICE

Safety and Training Committee – Chief Shawn Metcalf

Chair            RENEE GREENE  
Vice Chair      DANA LAGARDE

Finance and Technology Committee – Chief Angie Neeley

Chair            BOB KONSTAND  
Vice Chair      NICOLE SQUIRE

Governance – Gert Wilms

Chair            DONALD CHRISTIAN  
Vice Chair      GARY SPRING

## **METRO RTA Board Meeting**

### **Public Comment Policy**

The METRO RTA Board meets monthly, on the last Tuesday of the month, 9am at the Robert K. Pfaff Transit Center, 631 S. Broadway. The Board meetings are open to the public and allow for public comment. Persons wishing to address the Board may take three (3) minutes to speak on any given topic on the Board agenda. Individuals are required to appear in person and sign in at least 5 minutes before the Board meeting begins.

METRO RTA welcomes, values and appreciates the varied opinions and comment from members of the public.

To ensure that the meetings are respectful, peaceful and orderly, speakers are reminded to keep their comments respectful and appropriate for METRO RTA business.

No personal attacks will be permitted.

The President has the authority to rule remarks out of order and remove individuals from the meeting.

## **CIVILITY: GUIDING PRINCIPLE STATEMENT**

The METRO RTA Board of Trustees recognizes that civility, common courtesy and respect are cornerstones of human interaction, integral to the operation of Metro and essential for the conduct of all employees when at work.

METRO is an environment in which all people behave in a manner that engenders mutual respect, treating each other with courtesy and civility regardless of position or status within the company. ***Rude and disrespectful behavior by METRO board members, team members, visitors, contractors and/or passengers is unwelcome and will not be tolerated.***

Our organization is one where we demonstrate respect for each other; we accept our individual differences; and we provide opportunities for everyone to maximize his or her potential. ***Every team member of METRO RTA will be held accountable for creating a welcoming, safe and civil workplace for all.***

### Purpose & Expectations:

It is the intent of the Board to promote mutual respect, civility, and orderly conduct of employees, contracted personnel, those serving in an official capacity, passengers, and the public, while protecting the right to freedom of expression. It is expected that each of these treat each other with courtesy, civility, and respect.

### Examples:

#### *Civil conduct includes:*

Treating others with dignity, courtesy, respect, politeness and consideration

Speaking in tones of voice that are appropriate for the circumstances

Being respectful of others' right to express their views, even if you disagree

Managing conflict with others in a respectful way rather than a confrontational way

#### *Uncivil conduct and behaviors contributing to an uncivil environment include but are not limited to the following:*

Shouting, slamming doors, or throwing objects

Insults and name-calling

Abusive and/or aggressive social media posts

Profanity, abusive, aggressive or violent language or gestures directed at an individual or individuals

Using props suggestive of violence

Humiliating, degrading, demeaning, belittling, insulting, frightening or intimidating another person

Distributing comments about an individual, whether verbally, in writing, or via any electronic means that are likely to have a negative impact on the individual

Telling inappropriate jokes

Disallowing divergent points of view from being heard

It is the intent of the Board to establish a culture and practice of civility in all settings, communications, and operations. Informed debate, healthy dialogue, disagreements, and informed public opinion are to be expected and are accepted forms of interaction. Disruptive, volatile, hostile, and maligning communications or aggressive, mean spirited actions are not accepted.

This guideline does not apply to concerns of discrimination or discriminatory harassment that are covered under the EEO Policy and Non-Harassment Policy.

Concern, Grievance, or Complaint:

Individuals, who believe they may have been treated with disrespect or in an uncivil manner, may discuss their concerns confidentially and informally with their supervisor, manager, or member of the Employee Engagement Center. The reporting process helps the organization to record and evaluate these occurrences for climate assessment and planning and corrective purposes.

***This policy is not intended to deprive any person of their right to freedom of expression, but only to maintain a safe, harassment-free workplace. The company seeks public cooperation with this endeavor.***

**DATE ADOPTED:** August 25, 2020