MEMORANDUM

To: TARC Board of Directors

From: Ted R. Smith, Board Chair, and Steve Miller, Finance Committee Chair

Date: January 24, 2024

Re: Resolution 2024 – 04 Establishment of Executive Committee of the TARC Board of Directors ("Board") and Corollary Amendment of TARC Bylaws

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The Board held a special organizational meeting on September 25, 2023 to look at ways that the Board could improve its Board and Committee structure and meetings to be more effective and efficient. One of these considerations was to create an Executive Committee as permitted by KRS 96A.070(7). This provision specifically provides that "the Board may, by resolution duly adopted and spread at large upon its public records, establish an executive committee, composed of such members of the board as may be specified in such resolution, and may authorize such executive committee to exercise in intervals between board meetings any powers of the board except those powers which are expressly required by this chapter or by other controlling provisions of law to be exercised by the board." TARC's Board Bylaws following state law contemplate the creation of an Executive Committee in Article VIII, Section 1, as well.

The Board may from time to time have business which it may need to consider between Board meetings. The Executive Committee can perform this function on behalf of the Board and thus eliminate the need for a special meeting in some instances. The Executive Committee can report any actions taken to the full Board at its next regularly scheduled meeting. The powers and responsibilities contemplated by this Resolution that can be considered by the Executive Committee are as follows: (1) the expenditure of $500,000 or less; (2) naming members to the Nominating Committee; (3) establishing an annual process to evaluate TARC's Executive Director; and (4) all other powers granted by the Board except those expressly required by KRS 96A to be exercised by the entire Board.

The current Bylaws contemplate a 5-member Executive Committee. However, state law allows the Board to decide how many members it deems necessary to form the Executive Committee. This Resolution proposes the creation of a 3-member Executive Committee made up of the following Board members: (1) Chair of the Board; (2) Vice-Chair of the Board; and (3) the Chair of the Finance Committee.

Please let us know if you have any questions. Thanks.

APPROVED

RESOLUTION 2024 - 04
Establishment of the Executive Committee and Corollary Amendment to TARC Board Bylaws

A Resolution creating an Executive Committee to assist in TARC governance and Board operations:

WHEREAS, the Board held a special meeting on September 25, 2023 to look at ways to improve the effectiveness and efficiency of Board and Committee structure and meetings; and

WHEREAS, KRS 96A.070(7) and Article VIII of TARC's Bylaws contemplate the creation of an Executive Committee to help the Board transact business of TARC between regularly scheduled meetings of the Board; and

WHEREAS, the TARC Board seeks to create a 3-member Executive Committee comprised of the following Board members: (1) Chair of the Board; (2) Vice-Chair of the Board; and (3) Chair of the Finance Committee, which also necessitates a change to TARC's Bylaws reducing the Executive Committee from 5 members to 3 members; and

WHEREAS, the Executive Committee shall have the following powers and responsibilities: (1) the expenditure of $500,000 or less; (2) naming members to the Nominating Committee; (3) establishing an annual process to evaluate TARC's Executive Director; and (4) all other powers granted by the Board except those expressly required by KRS 96At o be exercised by the entire Board; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Transit Authority of River City hereby does the following:

(1) The Board creates a 3-member Executive Committee as contemplated directly above, and amends its Bylaws accordingly to reflect such change.

(2) The Executive Committee shall have the following powers and responsibilities: (1) the expenditure of $500,000 or less; (2) naming members to the Nominating Committee; (3) establishing an annual process to evaluate TARC's Executive Director; and (4) all other powers granted by the Board except those expressly required by KRS 96At o be exercised by the entire Board.

(3) The Executive Committee shall cause a written report of its actions to be sent to the full Board as soon as practicable but no later than three (3) business days before any regular Board meeting.

ADOPTED THIS 24th DAY OF JANUARY 2024

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Ted Smith, Chair of the Board of Directors

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