

Bylaws
of the
Board of Directors
of the
Regional Transportation Authority

Effective February 17, 2011

ARTICLE 1.
PREAMBLE

The Regional Transportation Authority was created pursuant to the Regional Transportation Authority Act (70 ILCS 3615), and is a municipal corporation, body politic and unit of local government of the State of Illinois. Certain rules prescribing the conduct of the Board of Directors of the Authority are set forth in the Act and other laws of the State of Illinois and nothing in these Bylaws is intended to or has the effect of altering or deviating from any grant of power, duty, or responsibility set forth in the provisions of the Act or any other Illinois law, as the same now exists or may hereafter be amended. Where inconsistencies exist between these Bylaws and any law of the State of Illinois, such law shall govern the conduct of the Board.

ARTICLE 2.
DEFINITIONS

Section 2.1. Terms Defined Herein. For purposes of these Bylaws, the following terms shall have the meanings set forth below:

“Act” means the Regional Transportation Authority Act (70 ILCS 3615), as currently in effect and as the same may be hereafter amended.

“Authority” means the Regional Transportation Authority, a municipal corporation and body politic formed under the laws of the State of Illinois pursuant to the Act.

“Board” means the Board of Directors of the Authority.

“Bylaws” means these Bylaws, adopted by the Board effective as of February 17, 2011, as the same may be hereafter amended in accordance with the provisions of Article 8.

“Chairman” means the Chairman of the Board, duly appointed by the Board in accordance with Section 3.01(e) of the Act.

“Committee” means a committee of the Board.

“Committee Chairman” means a Director appointed by the Chairman to serve as the chairman of a Committee.

“Committee Charter” means the constituent document of a Committee which sets forth the scope of its authority and its governance rules.

“Director” means a member of the Board duly appointed in accordance with Section 3.01 of the Act.

“Executive Director” means the Chief Executive Officer of the Authority, duly appointed by the Chairman and the Board in accordance with Section 2.14 of the Act.

“Metropolitan Region” means the six-county region surrounding the City of Chicago, including the counties of Cook, DuPage, Kane, Lake, McHenry and Will, and such additional territory as may be annexed to the Authority

“Principal Office” means the principal office of the Authority where business is conducted, where the office of the Chairman and the Executive Director is located, and where the regular meeting room of the Board is located.

“Secretary” means the Secretary of the Authority appointed by the Board in accordance with Section 2.02 of the Act.

“Service Boards” means the Chicago Transit Authority, the Commuter Rail Division of the Authority, d/b/a Metra, and the Suburban Bus Division of the Authority, d/b/a Pace.

“Unanimous Consent Agenda” means an item considered by the Board for adoption at a meeting, the approval of which shall be deemed the approval of all items recommended for adoption by the Board by the Committees which considered them, unless a Director requests that a specific item be considered separately, in which case that item shall not be deemed approved by the Board upon the approval of the Unanimous Consent Agenda.

Section 2.2. Terms Defined in the Act. Other capitalized terms used but not defined in these Bylaws shall have the meanings ascribed to them in the Act.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1. Composition of the Board. The Board is composed of sixteen (16) members, consisting of the Chairman, five (5) Directors representing the City of Chicago, five (5) Directors representing the suburban area of Cook County outside of the City of Chicago, and one (1) Director representing each of the counties of DuPage, Kane, Lake, McHenry and Will.

Section 3.2. Delegation of Authority. The Board may delegate by resolution or ordinance any or all executive, administrative and/or ministerial powers to officers or employees of the Authority.

ARTICLE 4. OFFICES

Section 4.1. Principal Office. The Principal Office of the Authority is 175 W. Jackson Blvd., Suite 1650, Chicago, Illinois.

Section 4.2. Other Offices. The Board may designate such other offices or divisions as in its judgment are needed to conduct the business of the Authority.

Section 4.3. Relocation. The Board may relocate the Principal Office of the Authority and its other offices or divisions as it deems appropriate to conduct the business of the Authority.

ARTICLE 5. **MEETINGS**

Section 5.1. Regular Meetings. Regular meetings of the Board shall be held on the third Thursday of each month at the Principal Office of the Authority, unless otherwise set by the Board. The Board shall adopt a schedule setting its regular meeting dates and locations for the next year at its final meeting of each year.

Section 5.2. Special Meetings. Special meetings may be called by the Chairman whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing to the Chairman by four (4) Directors. Such request for a special meeting shall state the purpose of the special meeting.

Section 5.3. Public Meetings. All meetings of the Board shall be held within the Metropolitan Region and shall be open to the public and provide for public participation in accordance with the Open Meetings Act (5 ILCS 120). When there is a legitimate business need to conduct business in a location outside of the Metropolitan Region, a Committee may agree to meet outside of the Metropolitan Region provided that such meeting be conducted in a manner that is open to the public.

Section 5.4. Closed Meetings. The Board may, after convening a public meeting, move into a closed meeting permitted by Section 2(c) of the Open Meetings Act upon the affirmative vote of a majority of the Directors present at the meeting.

Section 5.5. Notice of Meetings.

(a) Notice to Directors.

- (1) Regular Meetings. Notice of regular meetings shall be in writing and shall be delivered, faxed, emailed or provided by other electronic means, or sent by first class mail, postage prepaid, to each Director at his or her personal residence or place of business, as requested by such Director. Such notice shall be delivered at least five (5) days prior to the date of the regular meeting.
- (2) Special Meetings. Notice of special meetings shall be given to each Director at least forty-eight (48) hours in advance of such meeting. Notice of a special meeting may be given verbally or in writing.
- (3) Waiver. Whenever any notice is required to be given to a Director under the provisions of applicable laws, parliamentary authority or these Bylaws, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

(b) Notice to the Public. Notice of regular and special meetings shall be publicly posted at the Executive Business Office of the Authority in a prominent and visible location, and on the official website of the Authority, at least forty-eight (48) hours in advance of a meeting and shall remain posted until the meeting is concluded.

(c) Content of Notice. Notice of a meeting shall contain the following information: (i) the date, time and place of the meeting, and (ii) the agenda. Business conducted at special meetings shall be limited to the purpose or purposes set forth in the notice. Notice to a Director shall also include a draft copy of each proposed ordinance and resolution, together with a cover memo explaining its purpose; provided that if such draft ordinance/resolution and cover memo are not included with the notice, such item shall not be precluded from being considered at a meeting.

(d) Emergency Meetings. In the event of a bona fide emergency, the notice requirements of this section shall be suspended; provided that the Authority shall provide notice to any news medium which has requested such notice pursuant to Section 2.02(b) of the Open Meetings Act as soon as practicable, but in any event prior to the holding of such meeting.

Section 5.6. Meeting Minutes.

(a) Content. Written minutes of all meetings shall be prepared by the Secretary for review and approval by the Board. Such minutes shall include, but need not be limited to: (i) the date, time and place of the meeting, (ii) the members recorded as either present or absent, and (iii) a general description of all matter proposed, discussed or decided, and a record of any voted taken. Any Director may request that specific comments made at a meeting or submitted in writing be included in the minutes.

(b) Notice. Minutes of prior meetings to be approved at an upcoming meeting shall be furnished to Directors together with the required notice of such upcoming meeting.

(c) Availability. Following their approval by the Board, minutes of meetings shall be made available to the public upon request and shall be posted to the official website of the Authority as soon as practicable.

(d) Closed Meetings. Minutes of closed meetings shall be prepared by the Secretary as soon as practicable following such closed meeting, and shall be held confidential unless and until they are approved for release by the Board in accordance with the Open Meetings Act.

Section 5.7. Attestation. The Secretary is authorized to attest on behalf of the Authority to any action of the Board and to the minutes of any regular or special meeting.

ARTICLE 6.
CONDUCT OF BUSINESS

Section 6.1. Quorum. No business of the Board may be conducted except at a regular or special meeting at which a quorum consisting of a majority of the Directors then holding office is present. Directors participating electronically shall not be counted for purposes of determining if a quorum is present.

Section 6.2. Electronic Participation.

(a) Authorization for Electronic Participation. If a quorum is physically present, other Directors may attend the meeting by participating in a video or audio conference, as such technology may be available for the Authority's use, if the Director is prevented from physically attending due to:

- (1) personal illness or disability;
- (2) employment purposes or the business of the Authority; or
- (3) a family or other emergency.

(b) Notice to Secretary. A Director wishing to attend a meeting by participating in a video or audio conference must provide forty-eight (48) hours advance written notice to the Secretary, unless such advance notice is impractical. The written notice shall be substantially in the form attached to these Bylaws as Exhibit A and identify the reason the Director cannot be physically present at the meeting. If it is impractical for the Director to give forty-eight (48) hours advance written notice, the Director shall notify the Secretary by other means as soon as possible prior to the meeting and shall submit the required written notice as soon as practicable.

(c) Roll Call. After a roll call establishing that a quorum is physically present, the Secretary shall identify the Directors who are participating electronically. A quorum must be physically present in order for business to be conducted.

(d) Conduct of Meeting. A meeting at which any Director has been authorized to attend electronically must be conducted in compliance with the following requirements:

- (1) the speech of a Director attending electronically shall be amplified in a manner that it shall be generally audible to all Directors and, in the case of an open meeting, to the public who are physically present at the meeting;
- (2) any video image of a Director attending electronically shall be projected in such a manner that the member's video imaging shall be generally visible and audible to Directors and, in the case of an open meeting, to the public who are physically present at the meeting;

- (3) the votes of any Director attending electronically shall be generally audible at the location where such meeting is being held;
- (4) the minutes of each meeting shall identify which of the Directors were physically present and, if applicable, which Directors attended the meeting by video or audio conference; and
- (5) a Director attending the meeting via video or audio conference shall be considered present at the meeting and shall be entitled to vote on any matter before the Board as if the Director were physically present at the meeting.

Section 6.3. Voting.

(a) Record of Voting. Yeas and nays shall be taken on any resolution or ordinance of the Authority and shall be included in the minutes of the meeting.

(b) Approval of Actions. The affirmative vote of at least nine (9) Directors shall be required to approve any contract or agreement, to adopt any rule or regulation, or to take any action by ordinance or resolution, except as provided by these bylaws or as required by law.

(c) Conflicts of Interest. Any Director who is present at a meeting at which any matter is discussed in which he or she has, directly or indirectly, a private pecuniary or property interest shall declare that he or she has a potential conflict, shall refrain from advocating for or against the matter, and shall not vote in respect of such matter.

Section 6.4. Regular Meeting Agenda.

(a) Preparation. The Executive Director shall prepare an agenda for each meeting and submit it to the Chairman for approval. The approved agenda shall be provided to all Directors together with the required meeting notice.

(b) Revisions. Revisions to the agenda may be made by the Chairman, in his discretion, at least forty-eight (48) hours' in advance of the meeting by providing notice to the other Directors.

(c) Additions. Any two (2) Directors may add an item to the agenda upon written request to the Chairman and Executive Director given at least forty-eight (48) hours' in advance of the meeting. The Chairman or the Executive Director shall promptly provide notice of the revised agenda to the other Directors upon receiving such a request.

(d) Items Not Included On Agenda. Notwithstanding the forgoing, the requirement of a regular meeting agenda shall not preclude the consideration of items at the meeting which are not specifically set forth in the agenda upon the request of nine (9) Directors. In addition, the validity of any action taken by the Board at a special meeting

which is germane to a subject on the agenda for such special meeting shall not be affected by other errors or omissions in the agenda.

Section 6.5. Parliamentary Procedure & Authority. The Chairman shall preside at all meetings of the Board. In the absence of the Chairman, a Director designated by the Chairman shall preside as Acting Chairman. The current edition of Robert's Rules of Order, Newly Revised, in effect at the time of a meeting shall govern parliamentary procedure for such meeting, except as herein provided or as otherwise provided by law. The Chairman shall have such powers as provided for by such rules, by resolution of the Board, and by law.

Section 6.6. Order of Business. The business of all regular meetings of the Board shall be transacted as far as practicable in the following order, provided that the Chairman may, in his or her discretion, change the order of business at a meeting or permit comments and questions from the public out of order at any time:

1. Call to Order;
2. Roll call of members and determination of quorum;
3. Reading and approval of minutes from previous meeting(s);
4. Public comments;
5. Executive Director's report;
6. Committee reports;
7. Unanimous Consent Agenda;
8. Consideration of items excluded from the Unanimous Consent Agenda;
9. Consideration of items originating with the Board;
10. Executive Session;
11. Items coming out of Executive session;
12. Old business;
13. New business; and
14. Adjournment.

Section 6.7. Public Comment. Members of the public shall be permitted to address the Board at all regular meetings in accordance with the rules adopted from time-to-time by the Authority and posted on the Authority's official website.

Section 6.8. Reading of Ordinances and Resolutions. All Ordinances and Resolutions submitted to the Board shall be read in full before a vote is called, unless a draft of such resolution or ordinance was circulated to the Directors in advance of the meeting. The reading of an ordinance or resolution may be waived by the Chairman, but if any Director requests that all or any part of the draft ordinance or resolution be read, the Chairman shall so order.

Section 6.9. Committee Reports and Unanimous Consent Agenda. Any item considered by a Committee and recommended to the Board for adoption shall be placed on the Unanimous Consent Agenda unless objected to by a Director, in which case it shall be excluded from the Unanimous Consent Agenda and considered separately. Any item considered by a Committee and not recommended to the Board for adoption, or any item which a Committee has deferred for further consideration, shall not be included in the Unanimous Consent Agenda, and shall not be considered by the Board for adoption unless requested by nine (9) Directors, in which case it shall be considered separately.

Section 6.10. Items Originating with the Board. Items are not required to be considered by a Committee before being considered, adopted or approved by the Board. When an item which has not been previously considered by a Committee is included on the agenda for consideration by the Board, it shall be considered separately from the Unanimous Consent Agenda and any other items considered by a Committee. Notwithstanding anything to the contrary set forth in these Bylaws or any Committee Charter, items related to contracts for legislative consulting services or lobbying shall originate with the Board, and shall not be referred to Committee.

Section 6.11. Transcripts. A certified court reporter may be retained by the Authority to attend and transcribe all meetings open to the public. A copy of this transcript shall be made available to any member of the public upon request as soon as reasonably practicable following the meeting. All closed meetings shall be recorded verbatim by audio tape, which recording shall be held confidential by the Authority in accordance with the Open Meetings Act.

ARTICLE 7. COMMITTEES

Section 7.1. Establishment of Committees. The Chairman may establish standing Committees of the Board and such other special and/or ad hoc committees as he or she deems appropriate, with the approval of nine (9) Directors; provided that there shall always exist an Audit Committee, a Finance Committee, and a Compensation Committee. The Chairman shall determine the membership of each standing, special and/or ad hoc committee, including designating the Committee Chairman of any such standing, special and/or ad hoc committee; provided that the membership of each committee shall include at least one (1) Director residing in the City of Chicago, one (1) Director residing in Cook County outside of the City of Chicago, and one (1) Director residing in one of the counties of DuPage, Kane, Lake, McHenry or Will. All such special and/or ad hoc committees shall be dissolved upon the completion of the business for which they were created.

Section 7.2. Committee Charters. Each Committee shall be governed by a Committee Charter adopted by the affirmative vote of a majority of the Directors of the Board at the time the Committee is constituted. The Committee Charter shall set forth the scope of authority of the Committee and its rules of governance, and may be amended only by the affirmative vote of nine (9) Directors. Unless otherwise set forth in its Committee Charter, a Committee's meetings shall be conducted in accordance with the rules

applicable to the Board under Articles 5 and 6 of these Bylaws. Quorum for a Committee shall be a majority of its members.

Section 7.3. Attendance of Nonmembers at Committee Meetings. Any Director may attend the meeting of any Committee, but such Director may not vote on a matter before the committee and his or her presence shall not count for purposes of determining quorum unless such Director is a member of the Committee.

Section 7.4. Committee Action. A Committee may vote to recommend or not recommend Board adoption of an item it considers. A Committee may also modify an item before voting on whether to recommend it for Board adoption, or may elect to defer voting on recommendation to a later date. Any such action requires the affirmative vote of a majority of the Directors serving on the Committee.

Section 7.5. Committee Reports. The Committee Chairman of each Committee shall report on the actions of his or her Committee to the Board at its meeting. Such report shall indicate whether or not the Committee recommends Board adoption of each item considered by the Committee, or if the Committee has deferred an item for additional consideration. A Committee report shall also inform the Board of any independent action taken by the Committee. To the extent permissible under applicable law, a Committee report may be delivered to the Board, in whole or in part, in executive session.

ARTICLE 8. **MODIFICATION OF BYLAWS**

These Bylaws may be amended or modified by the affirmative vote of at least nine (9) Directors voting at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

Exhibit A

Form of Electronic Attendance Notice

I, _____, am a member of the Board of Directors of the Regional Transportation Authority (“RTA”). In accordance with RTA Ordinance ____, I am submitting this notice evidencing my desire to electronically attend the _____, 20__, meeting of the RTA. I am physically prevented from attending that meeting due to one of more the following circumstances (circle):

- Personal illness or disability.
- Employment purposes or the business of the public body.
- A family or other emergency.

Date: _____

Signature:

**FIRST AMENDMENT
TO THE BYLAWS OF THE
BOARD OF DIRECTORS
OF THE
REGIONAL TRANSPORTATION AUTHORITY**

WHEREAS, the Board of Directors (the “Board”) of the Regional Transportation Authority (the “Authority”) adopted Bylaws pursuant to Ordinance 2011-04 on February 17, 2011 (the “Bylaws”);

WHEREAS, Article Eight of the Bylaws provides that they may be modified by a vote of nine (9) directors;

WHEREAS, the Authority has previously adopted Ordinance 86-105, which provides for the indemnification of directors, officers and employees of the Authority; and

WHEREAS, it is in the best interests of the Authority to incorporate the indemnification of directors, officers and employees into the Bylaws of the Authority.

NOW, THEREFORE, IT IS RESOLVED that, by virtue of and in exercise of the power reserved to the Board by Article Eight of the Bylaws, the Bylaws are hereby amended as follows:

1. The Bylaws are supplemented by the addition of a new Article 9, as set forth below:

“

ARTICLE 9.
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Authority shall provide for the indemnification of current and former directors, officers and employees pursuant to the Director, Officer and Employee Indemnification Policy attached hereto as Exhibit B. Such policy may only be amended by the affirmative vote of nine (9) Directors voting at any regular meeting of the Board or at any special meeting of the Board called for that purpose. Any repeal or modification of the Director, Officer and Employee Indemnification Policy shall not conflict with or adversely affect any right or protection of a director, officer, or employee of the Authority existing at the time of such repeal or modification.”

2. The Bylaws are further supplemented by the addition of Exhibit B, “Director, Officer and Employee Indemnification Policy”, as attached hereto.
3. All other provisions of the Bylaws not amended by this amendment shall remain in full force and effect.

in violation of law or if such remuneration is to be repaid to the Authority under a settlement agreement:

- (b) which is for an accounting of profits made from the purchase or sale by such Director, Officer or Employee as defined above of securities of the Authority under any federal or state law;
- (c) which is brought about or contributed to by the fraudulent or dishonest acts of such Director, Officer or Employee as defined above if a judgment or other final adjudication adverse to such Indemnified Party establishes that acts of active and deliberate dishonesty were committed or attempted by such Director, Officer or Employee with actual dishonest purpose and intent and were material to the cause of action so adjudicated;
- (d) which is brought about or contributed to by any criminal activities of the Director, Officer or Employee as defined above;
- (e) which is based upon or attributable to such Director, Officer or Employee as defined above having gained any personal profit or advantage to which he or she was not legally entitled, whether or not (1) a judgment or other final adjudication adverse to such person establishes that such person in fact gained personal profit or other advantage to which he or she was not entitled, or (2) the Director, Officer or Employee has entered into a settlement agreement to repay such personal profit or advantage to the Authority;
- (f) for which the Authority is not authorized by law to provide indemnification to the Director, Officer or Employee as defined above; or
- (g) brought by the Authority at the direction of its Board of Directors against Director, Officer or Employee as defined above.

Section 3. The Authority shall indemnify only a Director, Officer or Employee (as defined above) from whom the Authority has received notice of a Wrongful Act. The notice must be in writing and shall be mailed as soon as practicable, but in no event later than 30 days after the date of receipt by the Indemnified Party of any claim, demand, notice, summons or service of process relating to the Wrongful Act. The notice must identify the Director, Officer or Employee as defined above seeking indemnification and must contain information with respect to the time, place and circumstances of the Wrongful Act which may result in a claim, suit, action or proceeding, the names and addresses of any injured persons and names of any available witnesses.

Exhibit B

Director, Officer and Employee Indemnification Policy

Section 1. It is found and declared by the Board of Directors of the Regional Transportation Authority (the “Authority”) as follows:

- (a) The Authority has the power to indemnify its current and former officers, directors and employees pursuant to law.
- (b) It is in the best interests of the Authority to provide for the indemnification of its current and former directors, officers and employees against claims, expenses and liabilities such persons may be subject to by reason of those persons acting in their capacity as directors, officers or employees of the Authority.

Section 2. Subject to the provisions of this Director, Officer and Employee Indemnification Policy (this “Policy”), the Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, administrative or investigative, by reason of any act or omission, error, misstatement or misleading statement, or neglect or breach of duty committed, attempted or allegedly committed or attempted by such person (a “Wrongful Act”) in the discharge of his or her duties as a current or former director, officer or employee of the Authority, or as a current or former director, officer or employee of a related entity which the Authority controls or to which the Authority appoints directors, officers or employees, when serving at the request of or on behalf of the Authority (hereinafter collectively “Director, Officer or Employee”). In accordance with Section 5 below, any such person the Authority deems entitled to indemnification, shall be indemnified against expenses including attorney’s fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if such person acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Authority, shall be an “Indemnified Party”.

This indemnification shall not apply to any claim, suit, action or proceeding:

- (a) which is for the return by any such Director, Officer or Employee defined above of any remuneration paid in fact to him or her without the previous approval of the Authority if it shall be determined by a judgment or other final adjudication that such remuneration is

Section 4. Upon the Authority's determination or upon request of the Indemnified Party, the Authority shall have the power to retain counsel reasonably satisfactory to the Indemnified Party to represent the Indemnified Party and any others the Authority may designate in such proceeding and shall pay the reasonable fees and disbursements of such counsel related to such proceeding. In any such proceeding, any Indemnified Party shall have the right to retain its own counsel, but the fees and expenses of such counsel shall be at the expense of such Indemnified Party unless (i) the Authority and the Indemnified Party shall have mutually agreed to the retention of such counsel, (ii) the actual or potential parties to any such proceeding (including any impleaded parties) include both the Authority and the Indemnified Party and the Indemnified Party shall have reasonably concluded that there may be legal defenses available to it and/or other Indemnified Parties which are different from or additional to those available to the Authority, (iii) the use of counsel chosen by the Authority to represent the Indemnified Party would present such counsel with a conflict of interest or (iv) the Authority shall not have employed counsel reasonably satisfactory to the Indemnified Party to represent the Indemnified Party within a reasonable time after notice of the institution of such proceeding. It is understood that the Authority shall not, in connection with any proceeding or related proceedings in the same jurisdiction, be liable for the fees and expenses of more than one separate firm (in addition to any local counsel) for all such Indemnified Parties and that all such fees and expenses shall be reimbursed as they are incurred.

Section 5. Any claim, suit, action or proceeding brought against an Indemnified Party for which indemnification is provided pursuant to this Policy may only be settled with the approval of the Authority, and the Authority shall indemnify the Indemnified Party for any damages, expenses, court costs and legal fees actually and reasonably incurred in connection with an approved settlement. The Authority shall not, without the prior written consent of the Indemnified Party, effect any settlement of any pending or threatened proceeding in respect of which any Indemnified Party is or could have been a party, indemnity has been sought hereunder by such Indemnified Party, and the Authority has determined that indemnification of such person is required pursuant to Section 6 below (which determination shall be made before such settlement is effected), unless such settlement includes an unconditional release of such indemnified party from all liability and claims that are the subject matter of such proceeding.

Section 6. Any indemnification under this Policy (unless ordered by a court) shall be made by the Authority only upon a determination that indemnification of the person is required by this Policy. Such determination shall be made in the first instance by the Chairman of the Board of Directors with the advice and recommendation of the General Counsel. In the event that either the Chairman or the General Counsel have a conflict, the Executive Director shall take the place of the conflicted party in making such indemnification determination. If two of the three of the Chairman, Executive Director and the General Counsel have a conflict, then the members of the Board of Directors who do not have any conflict shall make any such determination regarding indemnification.

Section 7. Expenses incurred by any Indemnified Person pursuant to this Policy in defending a civil claim, suit, action or proceeding may be paid by the Authority in advance of the final disposition of such claim, suit, action or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Authority pursuant to this Ordinance.

Section 8. Any repeal or modification of this Policy by the Board of Directors of the Authority shall not conflict with or adversely affect any right or protection of a Director, Officer, or Employee existing at the time of such repeal or modification.

ORDINANCE NO. 2011-80

WHEREAS, the Regional Transportation Authority (the "Authority") has previously adopted Bylaws pursuant to Ordinance 2011-04;

WHEREAS, Article Eight of those Bylaws provides that they may be modified by a vote of nine (9) directors;

WHEREAS, the Authority has previously adopted ordinance 86-105, which provides for the indemnification of directors, officers and employees of the Authority; and

WHEREAS, it is in the best interests of the Authority to incorporate the indemnification of directors, officers and employees into the Bylaws of the Authority.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF DIRECTORS OF THE REGIONAL TRANSPORTATION AUTHORITY that:

- 1) The Authority's Bylaws are hereby amended as set forth in the amendment attached hereto.
- 2) Ordinance 86-105 is hereby repealed in its entirety.
- 3) The Executive Director of the Authority is hereby authorized and directed to republish the Bylaws enacted by this ordinance, and to take such other actions as he deems necessary to implement, administer and enforce this ordinance.