

**DALLAS AREA RAPID TRANSIT
P.O. BOX 660163, Dallas, Texas 75266-7200**

**DART Board
Rules of Procedure**

**Adopted September 25, 1984
Revised August 28, 2007**

**DALLAS AREA RAPID TRANSIT
BOARD OF DIRECTORS RULES OF PROCEDURES**

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RULE 1.

ELECTION OF BOARD OFFICERS

1.1 Each candidate should be nominated by a Board member; no second is required.

1.2 Discussions are in order prior to any vote.

1.3 Voting will be conducted using the DART voting system. 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. A Board member may vote "yes" only for the candidate he/she intends be elected to the office. For example, if Smith, Jones, and Thomas have been nominated for Board Chair and the Board member wishes Jones to be elected, the Board member votes "no" when the name of Smith is called, "yes" when the name of Jones is called, and "no" when Thomas is called. The results of the vote for each candidate will not be shown on the television screens until all of the candidates for a given office have been voted upon.

1.4 DART staff will review the results of each vote to insure that no Board member votes for more than one candidate. In the event this occurs, the Board member who has voted for more than one candidate will be informed and asked for which candidate the Board member intends to cast his/her vote. The written tabulation of the results of the votes will be available following the completion of each round of voting.

1.5 No candidates are dropped after rounds of voting; however, a candidate may withdraw.

1.6 A majority vote is required to elect. Majority means a majority of those present (Sec. 452.579, Texas Transportation Code).

1.7 Motions to reopen nominations are in order any time a vote is not pending. This motion is passed by a majority vote. Discussions on a motion to reopen would be in order.

1.8 Any Board member may be nominated or re-nominated if a motion to reopen nominations passes.

1.9 The same procedure should be followed for election of the Board Chair, the Board Vice-Chair, the Secretary of the Board, and the Assistant Secretary of the Board.

RULE 2.

BOARD ROOM SEATING ARRANGEMENT

2.1 Each year following the election of officers, the newly elected Board Chair shall make new seating assignments for the members of the DART Board.

2.2 With the Board Chair's prior approval, any two or more DART Board members may voluntarily exchange seats.

RULE 3.

NOTICE TO BOARD MEMBERS

3.1 Regular meetings of the Board may be held without further notice to the Board at such time, date, and place as shall be determined by the Board.

3.2 Each member of the Board shall give the Director of Board Support an official address to which notices of meetings of the Board may be sent and an official telephone number for calls and/or a telefax number, relating to meetings of the Board. Such official address official telephone number and telefax number may be changed by giving the Director of Board Support written notice of a new official address, a new official telephone number or a new telefax number. Such change in address, telephone number or telefax number shall not be applicable as to meetings for which notice has previously been given.

3.3 If any member fails to give such official address or official telephone number, the official address of such member shall be to such member in care of the governing body appointing such member, and the official telephone number shall be the general telephone number of such governing body.

3.4 Notice of less than seventy-two (72) hours shall only occur when the Board holds a statutory emergency meeting. Written notice of special meetings of the Board specifying the time, date, and place of such meeting, shall be delivered to each member of the Board at least two (2) hours before the time of the meeting, either personally, 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 his official address with postage thereon prepaid.

3.5 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, or by 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 Director of Board Support, by 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.

3.6 A certification by the Director of Board Support of the giving of notices for any special meeting shall be conclusive that notice has been given in satisfaction of the Board Bylaws. The official bulletin board of DART shall be located at its offices at a site readily accessible to the public at all hours.

3.7 All Board members must be informed prior to events that may have significant impact on DART including, but not limited to, press conferences, legislative developments, and publication of news stories. Upon the request of a Board Officer or the Direct Reports, the Office of Board Support shall notify promptly all Board members of this information.

RULE 4.

MEETINGS AND NOTICES OF BOARD COMMITTEES

4.1 Regular meetings of the Board Committees shall be held with notice at such times, place, and dates as the committees shall designate.

4.2 Special meetings of Board Committees may be called by the Committee Chair and shall be called within five (5) days upon receipt of a written request from a majority of the members of the committee.

4.3 Upon failure of the Committee Chair to call a special meeting as requested, the Board Chair shall call a special meeting within five (5) days of the Committee Chair's default.

4.4 The time and place of the special meeting shall be set out in the written notice to the members of the committee.

4.5 Written notice shall be given to each committee member at his official address at least two (2) hours before the time of the committee meeting. To the extent feasible, each member will be notified by telephone number of special meetings, such notice to include the time and place of such meeting.

4.6 In addition to notices to be given to members of committees of regular and special meetings, similar notices (excluding telephone notice) shall also be given to members of the Board who are not members of such committee at their official address, but failure to give such notice shall not affect the validity of any such meeting.

RULE 5.
CODE OF ETHICAL CONDUCT

5.1 The Dallas Area Rapid Transit Authority (DART) Board of Directors, recognizing that DART will, over a period of several years, 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 DART serve only the public's best interests. The Board further determines that the proper operation of government requires that officials be independent, impartial, and responsible only to the citizens of the Service Area. It shall therefore be the policy of the Board that this Code of Ethical Conduct shall guide and direct the actions of DART board members.

5.2 Prohibition. No Board member or member of the Board member's immediate family living in the Board member's household shall, during the Board member's term and for a period of one year following the end of the term or effective date of resignation:

- a. participate, either directly or through a household member of the Board member, as a principal in any DART contract or first tier subcontract; or as an employee of a contractor or first tier subcontractor of DART for any DART contract;
- b. accept a gift or favor of more than nominal intrinsic value from any entity or individual that a reasonable person would conclude would influence the board member in the discharge of official duties;

- c. use the position of DART board member to secure any special privilege or exemption for the board member or other private entity;
- d. in the conduct of official duties as a DART Board member, grant any special consideration, treatment, or advantage to any entity which is beyond that made available to any other similarly situated entity;
- e. disclose information identified to the Board member as confidential and/or attorney-client privileged, whether so identified in writing or orally, and whether received in an executive session of the Board or elsewhere, which is provided to a Board member or members, the disclosure of which could adversely affect the conduct of DART's business or adversely impact the ability of DART to successfully negotiate any transaction or agreement or to litigate any lawsuit;
- f. receive any compensation for service as a DART Board member from any source other than DART;
- g. for remuneration, appear on behalf of or represent any private third party before the DART Board or any DART committee, task force, or subcommittee.

5.3 Financial Disclosure Statement. Each Board member, immediately upon appointment to the DART Board, must prepare and shall annually amend a Financial Disclosure Statement in substantially the form attached as Exhibit A disclosing all employment and other economic interests of the Board member and his/her family as defined in the financial disclosure policy adopted by the Board on February 23, 1988. The Statement is available for public review in the Office of Board Support.

5.4 Abstaining from Discussion and Voting. Whenever any Board member is called upon to vote on a matter which constitutes a potential conflict of interest as defined in Chapter 171 of the Texas Local Government Code or which, to a reasonable person, would appear to place the member's personal interests at odds with the public's interest or which would appear to a reasonable person to directly or indirectly, tangibly or intangibly benefit the Board member greater than the benefit to the general public, said Board member must file an affidavit with the

Director of Board Support and abstain from any discussion of the matter and not participate in any vote regarding the matter. To the extent practicable, the Board member should leave the meeting room during debate and consideration of the item.

5.5 Waiver. A person for whom a waiver is being considered shall provide the Board with a written statement detailing the relationship or financial interest for which a waiver is sought. If the Board determines that it is in the best interest of DART to waive the requirements of Sections 5.2a and/or 5.2g, it may, by two-thirds vote, waive or modify said requirement with regard to a particular person and/or relationship. If a waiver is granted, in that event, all provisions not waived shall continue in full force and effect. The Board may not waive any requirements of Chapter 171 of the Texas Local Government Code.

5.5 Amendment. This policy may be amended by a majority vote of the DART Board.

5.6 Penalty. The failure of a Board member to comply with the requirements of this policy shall constitute grounds for censure and for reporting the violation to the member city, cities or county that appointed the Board member. In addition, violation of this policy by a DART contractor or first tier subcontractor shall be grounds for such contract remedy as may be appropriate up to and including termination of the contract and debarment of the contractor.

RULE 6.

PUBLIC COMMENT

6.1 Public comment periods at DART Board meetings are allowed to provide opportunities for the public to address the DART Board regarding any item on the Board agenda, or to make general comments. The Board Chair shall have the discretion to recognize special speakers, public officials or guests to speak without a time limit prior to the public comment period.

6.2 Any person who wishes to address the Board must complete a public comment form prior to speaking. Public comment forms will be available during regular business hours in the Office of Board Support, and prior to and during Board meetings at the entrance to the Boardroom.

6.3 The Office of Board Support will collect completed public comment forms and give them to the presiding officer who will recognize persons who have signed up to speak.

6.4 General public comments will be allowed at the beginning of each DART Board meeting for a total of thirty minutes. Persons who have not addressed the Board within the past thirty days will be recognized to speak during the general public comments period at the beginning of the meeting. Additional time will be allotted at the end of the meeting to accommodate all speakers if thirty minutes is not sufficient to receive all general public comments at the beginning of the meeting. Persons who have addressed the Board within the past thirty days will be recognized to speak during the general public comments period at the end of the meeting. The Office of Board Support will monitor the current roster of speakers.

6.5 Public comments directed toward a specific agenda item will be allowed prior to the Board's discussion of that particular agenda item. Persons who have not addressed the Board within the past thirty days will be recognized to speak before persons who have addressed the Board during that period.

6.6 Each speaker will have three minutes to address the Board. The Board Chair or his or her designee shall inform the speaker when two and one-half minutes have expired, and shall inform the speaker when three minutes have expired.

6.7 If a speaker requests information during a public comment, the presiding officer may direct the individual to the appropriate staff member for handling the request.

6.8 Board members may not ask questions, offer their own comments, or otherwise interact with a speaker or other Board members during any public comment period.

RULE 7.

TRAVEL POLICY

7.1 Members of the Board of Directors may be required to travel in order to discharge their official duties. The purpose of any DART funded travel shall be transit related. The

purpose of these rules is to provide for consistency in making Board members' travel arrangements and to establish proper accounting procedures related to that travel.

7.2 Board members' travel may be authorized by the Board Chair, or by majority vote of the Board in the absence of Board Chair authorization. All Board members with prior approval may travel at DART expense on transit-related business.

7.3 The Director of the Office of Board Support shall prepare a detailed annual travel budget for the Board that will be presented for inclusion in DART's annual budget.

7.4 The Director of the Office of Board Support shall be responsible for coordinating DART funded transit related out-of-town travel arrangements for Board members. The Office of Board Support may also coordinate transit related out-of-town travel arrangements for other persons but the costs of this travel shall not be paid by DART.

7.5 Board members may be issued a Corporate Credit Card to pay for approved business expenses in accordance with established procedures. Any non-approved business expenses charged to a Corporate Credit Card must be reimbursed within ten (10) days of notification to a Board member by the Office of Board Support. The Office of Board Support shall notify the Board member when non-approved business expenses must be reimbursed. In the alternative, a Board member may request a travel advance.

7.6 Board members shall be reimbursed for their reasonable and necessary business expenses while traveling on approved DART business in accordance with this Rule.

7.6.1 Documentation of Expenses. Except for meal receipts, Board members shall retain all itemized, detailed receipts, including receipts that itemize gratuities, for business expenses incurred while traveling on approved DART business. These receipts are required to support the Business Travel Expense Report and to verify transactions under the DART Corporate Credit Card Program. If a receipt for an individual expense is lost or destroyed, written approval from the Board Chair is required in order to obtain reimbursement of the expense.

7.6.2 Airfare. Board members are encouraged to take the lowest cost airfare available. Board members may consider including a Saturday stay if it produces the lowest overall cost to DART. Exceptions shall be approved by the Board Chair prior to reservations being confirmed.

7.6.3 Lodging. Hotel costs shall be guaranteed with the Board member's personal credit card or Travel Coordinator's DART Corporate Credit Card. Government discounts may be available and shall be requested. If lodging is located within Texas, the Board member is

responsible for ensuring the State sales tax is not charged to DART, as the Board member will not be reimbursed for this cost. DART's tax-exempt ID number will be provided to the Board member and DART's tax-exempt form is located on DARTnet. If the DART Corporate Credit Card is used, the traveler shall pay for any personal expenses, including meals, phone calls, movie, health club, and mini-bar charges, incurred at the hotel and included on the bill, with cash, a personal credit card, or other personal funds before paying the final hotel bill. Hotel reimbursement shall be made for actual expenditures at single-occupancy rates only.

7.6.4 Out-of-Town Transportation Costs. It is recommended that public transit or shuttle services be used when practical. Reimbursement for transportation by taxi may include tips. If a rental car is needed, rentals shall be limited to a compact-sized car unless three or more Board members are sharing the same car. The cost of parking at hotels should be considered before renting cars. The Board Chair may approve an exception to the limitation on the size of rental car allowed in advance of the travel. So long as DART maintains an insurance policy to cover non-owned auto liability for all approved auto rentals in the State of Texas, Board members shall decline the purchase of additional auto liability and physical damage coverage at the time the auto is rented within the State of Texas. If the rental is outside the State of Texas, the Board member shall use the DART corporate credit card to pay rental costs and shall not purchase additional liability or physical damage coverage at the time the vehicle is rented. Board members should elect property damage coverage when using a personal credit card outside of the State of Texas.

7.6.5 Reimbursement for Use of Personal Automobile. Mileage for personal auto use for DART business, including the mileage to and from the airport for travel, will be reimbursed at the current Internal Revenue Service (IRS) mileage rate. Personal auto usage for out-of-town travel shall be reimbursed at the lesser of the total number of miles multiplied by the current mileage rate or the lowest current round-trip coach airfare available at the time travel arrangements are made plus the cost of a car rental or taxi if one would be required.

7.6.6 Meal Allowances. Board members will be provided with a meal per diem at the rate allowed in the then-current IRS Meal Index. If a Board member requests a travel advance that includes a meal allowance, the advance will include a meal per diem for up to three meals a day for each day of a trip. If a Board member is traveling to a city that is not included in the IRS Meal Index, the allowance for the city closest to the travel destination shall be used.

7.6.7 Incidental Expenses. Board members will receive an allowance of \$20 per day for personal phone calls, luggage handling, non-DART related business calls, and all other incidental expenses. The incidental allowance shall not be prorated.

7.6.8 Prepayments. In the event that a Board member receives a travel advance and a trip is canceled, delayed, shortened, or if the amount of the travel advance is greater than actual expenses supported by the required documentation, the Business Expense Report for the trip shall be amended to indicate the amount of actual expenses.

7.6.9 Registration Fees. The registration fee for a conference or meeting should be paid in advance to receive the benefit of any discounts that are offered for advance registration.

7.6.10 Other Allowable Expenses. The following items are reimbursable while traveling on DART business:

- a. Airport parking as follows:
 - Trips lasting 24 hours or less – Terminal Parking
 - Trips lasting more than 24 hours-Remote or off-site parking is encouraged
 - Parking costs shall be compared to taxi service to ensure which mode is most cost effective
- b. Hotel parking for automobiles paid as part of hotel bill
- c. Laundry/dry cleaning expenses on trips lasting longer than five working days
- d. Passport and visa fees, landing charges, airport taxes, and other expenses related to international business travel.

7.6.11 Non-Reimbursable Expenses. Any questions about whether an item is reimbursable should be addressed to the Office of the Director of Board Support at the earliest possible time. The following items shall not be reimbursed while traveling on DART business:

- a. Alcoholic beverages
- b. Health club and spa expenses
- c. Pay television or in-hotel movies
- d. Expenses for other persons traveling with a Board member
- e. Rental auto liability and Property damage collision coverage within the State of Texas or when using the DART credit card
- f. Traveler's check fees
- g. Hotel safe or airport locker fees for personal property
- h. Flight insurance
- i. Laundry/dry cleaning or other personal grooming for trips lasting five working days or less
- j. Fines for violations of the law

7.6.12 Possession of Valuables on Business Travel. DART is not responsible for lost, stolen, or damaged personal property or cash. The use of hotel safes is strongly suggested for

Board members who must carry personal valuables during business travel; however, the cost of hotel safes or airport lockers is not reimbursable.

7.7 A Business Expense Report which contains the purpose of the trip and/or a meeting schedule shall be completed within thirty (30) days after completing the business trip or within sixty (60) days after incurring business expenses. Any reimbursement that is due to the Board member shall be made within ten (10) business days after a properly completed business expense report has been submitted. The Office of Board Support shall assist Board members with the completion of all necessary forms.

7.8 The Office of Board Support should be notified as soon as a Board member wishes to travel on DART business or believes that he/she will not be able to make a scheduled trip. Early notification will allow receipt of travel refunds and/or substitution of other Board members or staff to make the trip.

RULE 8.

VOTING

8.1 Voting at DART Board meetings shall be either by voice vote or electronic vote.

8.2 On voice voting, Board members who wish the record to reflect an abstention or a negative vote (whether a consent item or individual vote) shall immediately after the vote indicate their wish to have the record so reflect their vote.

8.3 DART Board members may abstain from voting on a particular action. An abstention will count toward the quorum and in calculating votes necessary for a majority or two thirds voting requirement.

8.4 In order for an action to be passed, the requisite number of yes votes comprising a majority or two-thirds vote requirement must be obtained.

RULE 9.

APPOINTMENTS

9.1 Any member of the Board may submit in writing a request to the Board Chair for appointment to Board committees and other bodies (including, but not limited to, the Clean Air Coalition, the Regional Transportation Council (RTC), the Commuter Rail Advisory Committee,

and DART Pension Plan A) requesting or requiring a DART Board member to be a member of its forum.

9.2(a). The Board Chair shall appoint members to serve on each committee of the Board and other bodies. The intent of the appointments is to attempt to achieve a balance of Dallas and Suburban representation.

(b). Each Board member shall have the authority to appoint one individual to the Citizens Advisory Committee (CAC) in accordance with CAC Bylaws.

9.3(a). Appointments shall be reviewed by the Board Chair following the annual meeting of the Board.

(b). When a vacancy occurs, for whatever reason, the Board Chair shall appoint a replacement as soon as reasonably possible.

9.4 (a). Appointments to the RTC shall be for a two year term which can be extended for a second two year term. The appointment may not be extended for more than a second two year term unless an extension is approved by a majority of the Board.

(b). The Board Chair shall also appoint an alternate to the RTC.

(c). Dallas and Suburban representation shall be reflected in these appointments.

RULE 10.

CODE OF CONDUCT

Board meetings bring together citizens of many varied interests and ideas. To insure fairness and orderly meetings, the Board has adopted rules of decorum which apply to all members of the Board, DART staff, news media, citizens and visitors. Failure to observe these rules could result in being removed from the Board room by DART security if so directed by the Board Chair. If the Board Chair fails to act, any member of the Board may move to require enforcement of the rules, and the affirmative vote of a majority of the Board shall require the Board Chair to act.

Citizens, News Media, and Visitors

10.1 No one shall delay or interrupt the proceedings, or refuse to obey the orders of the Board Chair.

10.2 All persons should refrain from disruptive conversation, eating, drinking and smoking while in the Board Room.

10.3 Citizens are admitted to the Board Room up to the fire safety capacity of the room. Overflow crowds may listen to proceedings on loudspeakers provided in the reception area.

10.4 Any person making personal, impertinent and slanderous remarks or who becomes boisterous while addressing the Board or while attending the Board meeting shall be removed from the room if so directed by the presiding officer, and the person shall be barred from further audience before the Board during that session of the Board meeting.

Board Members

10.5 During Board meetings, Board members shall assist in preserving order and decorum and shall neither by conversation or otherwise delay or interrupt the proceedings nor refuse to obey the orders of the Board Chair or the Board rules.

10.6 A Board member desiring to speak shall address the Board Chair and, upon recognition by the Board Chair, shall confine discussion to the issue before the Board and shall avoid discussion of personalities, indecorous language, and shall refrain from personal attacks or verbal abuse.

10.7 A Board member desiring to question DART staff shall address questions to the President/Executive Director or his/her designee or other appropriate Board report who shall be entitled either to answer the inquiries or to designate some member of the DART staff for that purpose. DART Board members shall not berate nor admonish staff members.

10.8 A DART Board member, once recognized, shall not be interrupted while speaking unless called to order by the Board Chair, unless a point of order is raised by another Board member, or unless the speaker chooses to yield to questions from another member. If a DART Board member is called to order while speaking, that member shall cease speaking immediately until the question of order is determined. If ruled to be in order, the member shall be permitted

to proceed. If ruled to be not in order, the member shall remain silent or make additional remarks so as to comply with rules of the DART Board.

10.9 DART Board members shall confine their questions and remarks to the particular matters before the Board

DART Staff

10.10 Members of the DART staff shall observe the same rules of decorum as the DART Board members.

10.11 Although the Board Chair has the authority to preserve decorum in Board meetings, the President/Executive Director or his/her designee also is responsible for the orderly conduct and decorum of all DART employees and shall take disciplinary action as necessary to insure DART employees observe the rules of decorum.

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

RULE 11.

MEETING AGENDAS

11.1 The Board Chair, in cooperation with the Director of Board Support and the President/Executive Director or his/her designee, shall identify items to be placed on the Board agenda.

11.2 The Director of Board Support shall maintain an agenda planner. Board Members and Department Heads (who have previously consulted with Board Committee Chairs) may request items be placed on the agenda planner. The Board shall be supplied with an agenda planner with any regular weekly mailout. The agenda planner shall include title of the issue, date issue first appeared on the agenda planner, recommended date issue is to come to the Board, name of the requesting Board member, and the responsible staff member for the issue.

11.3 The Director of Board Support prepares the final agenda and submits it to the Board Chair, the President/Executive Director, and the General Counsel for approval prior to posting.

11.4 Once the final agenda has been approved, staff prepares the necessary policy/agenda reports and draft resolutions for each agenda item.

11.5 The Board Chair or Committee Chair, in cooperation with the President/Executive Director or his/her designee, shall be responsible for the approval of the Board committee agenda.

11.6 An item may be added to any Board or committee agenda upon the written request of 20% of the members of the Board or committee respectively. The request to add an item must specifically state the subject of the item and indicate whether it is for discussion only or if action is being requested. The Board Chair or appropriate Committee Chair, in cooperation with the President/Executive Director or his/her designee, shall be responsible for placing the item on the appropriate agenda.

11.7 The Office of Board Support shall post the prepared agenda in accordance with State Law.

11.8 If one Board member desires to have a Committee-of-the-Whole Consent Item moved to Items for Individual Consideration, the Board member must notify the Office of Board Support by telephone or fax no later than 11:00 a.m. on the day of the scheduled Committee-of-the-Whole meeting. The Office of Board Support staff shall notify the Executive Office that the Consent Item will be considered as an Item for Individual Consideration. After 11:00 a.m., it shall require the agreement of three (3) Board members present at the meeting to move a Consent Item to Items for Individual Consideration. The Board Chair shall continue to allow Board members to request clarifications, but not to debate, Consent items during the Committee-of-the-Whole meeting without deferring the item.

11.9 Notice of all Board committee meetings will be provided to all Board members in accordance with Rules of Procedure Nos. 3 and 4.

11.10 The Board Chair, after consultation with the committee chairs, may impose reasonable time limitations on agenda item presentations and/or Board member questions or rearrange the order of the agenda items when the agenda is lengthy.

RULE 12.

RESOLUTIONS

12.1 The DART Board shall take its formal actions in the form of resolutions.

12.2 The resolutions of the Board shall be in writing, signed by the Board Chair, the Board Secretary, approved as to form by legal counsel, attested to by the President/Executive Director or his designee, and dated.

12.3 Resolutions shall follow the format of the sample resolution attached to this rule.

12.4 All executed resolutions shall be numbered and maintained by the Office of Board Support.

12.5 Staff shall have access to copies of all executed resolutions in a format that allows the resolutions to be retrieved by number or by topic.

DRAFT

RESOLUTION

of the

**DALLAS AREA RAPID TRANSIT
(Executive Committee)**

(Subject – same wording as Agenda item title)

WHEREAS, _____; and
(General statement describing issue being considered)

WHEREAS, _____; and
(Statement describing prior actions that the Board may have taken on the subject)

WHEREAS, _____
(Statement describing need for action)

NOW, THEREFORE, BE IT RESOLVED by the Dallas Area Rapid Transit Board of Directors that:

(Description of action to be taken by Board, including authorization for President/Executive Director or other staff to enter into contract & agreement or to direct certain work to be done; including where applicable:

- Name of successful bidder
- Amount of contract to be awarded or service to be procured

Prepared by: _____
(Executive Vice President, Senior Vice President, Vice President, Chief Financial Officer _____, or Assistant to the President/Executive Director)

Approved as to Form: _____
Office of General Counsel

Approved by: _____
(President/Executive Director or Assistant to President/Executive Director)

RULE 13.

ATTENDANCE

13.1 Members of the Board are encouraged to attend all Board meetings and all committee meetings. Board members are encouraged to arrive promptly for all meetings. Board members should not expect staff and other Board members to present again or discuss again issues or agenda items considered earlier in the meeting. Board members may choose to abstain from voting if they believe that by missing the Board deliberation, they are not sufficiently informed on an issue to vote.

13.2 The Director of Board Support shall advise the appointing governmental entity of the appointed member or members failing to attend any three (3) consecutive regular Board meetings.

13.3 The Director of Board Support will provide the Board members with a copy of their attendance record on a quarterly basis.

RULE 14.

BOARD COMMUNICATIONS

14.1 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 speak for the Board as a whole.

14.2 Board member communication representing his/her own views must be on personal stationery, personalized DART letterhead, or blank paper rather than standard DART letterhead. If Board member communication is on any DART letterhead, the communication shall be copied to all members of the DART Board.

14.3 Communications addressed to a Board member, including electronic messages, shall in no way be deemed to constitute legal notice to DART. Unless otherwise named by the President/Executive Director, DART's official agent to receive legal notice is the President/Executive Director. Whenever a Board member receives communication from anyone either in writing or orally which raises legal implications or concerns, the Board member should immediately inform the President/Executive Director or the DART General Counsel.

RULE 15.

(Rescinded by Resolution No. 990086)

RULE 16.

COMMITTEE REPORTS TO THE BOARD

16.1 Where the committee chair is charged with presenting a report or proposed resolution (s) to the Board, and the committee chair disagrees with the majority view to be expressed and declines to make the presentation, the committee chair shall relinquish his/her position as the reporting member and ask the committee vice-chair or another individual to present the committee's proposal.

16.2 Should the committee chair disagree with the majority view as expressed in the proposed report or resolutions (s), but wish to retain his/her position as reporting member, the committee chair **MUST** present the report or proposed resolutions (s) to the Board and move for adoption.

16.3 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 individually and/or vote against acceptance or passage of a report or proposed resolution (s).

16.4 The committee chair **CANNOT**, however, block submission to the Board of the majority view by either refusing to move the proposed report or resolutions (s) out of committee or refusing to step aside as the reporting committee member.

RULE 17.

BUDGET PROCESS FOR BOARD DIRECT REPORTS

17.1 The Board Direct Reports shall follow the normal DART staff budget process through the steps of meeting with the Chief Financial Officer and the President/Executive Director.

17.2 After review by the President/Executive Director, each Direct Report's budget is presented to the appropriate Board Committee for review. In the event that the Direct Report and the President/Executive Director have not reached an agreement on any budget item, then the Direct Report shall present his/her preferred budget to the Board Committee. The President/Executive Director may, at the same time, present an Exceptions report to the

Committee detailing any differences between the Direct Report budget and the President/Executive Director's recommendation.

17.3 The appropriate Board Committee shall forward to the Board a recommended budget for each Direct Report office.

RULE 18.

MOTION FOR RENEWED DEBATE AND CONSIDERATION

18.1 Any issue on the Committee-of-the-Whole agenda concerning an item voted on by the Board at a prior meeting may be discussed or acted on at a Committee-of-the-Whole meeting if a motion for renewed debate is made by a Board member and is passed by majority vote, provided however, that no item may be considered more than three (3) times within any twelve (12) month period. The issue may be forwarded to the Board for discussion and action only if approved by the Committee-of-the-Whole with the votes required to pass the item at a Board meeting.

RULE 19.

PROCLAMATIONS

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

RULE 20.

CLOSED SESSIONS

20.1 The Texas Open Meetings Act provides that the DART Board and its committees may convene in a meeting to which the public does not have access for certain specific purposes.

20.2 When the Board or one of its committees convenes in a closed meeting, the presiding officer shall determine those persons who should be present at such closed meeting.

20.3 A tape recording of the proceedings of each closed meeting shall be made by the Office of Board Support.

20.4 The Board Chair has control over, is responsible for maintaining, and authorizes access to tape recordings of closed meetings relating to personnel matters involving the President/Executive Director, the General Counsel, the Director of Internal Audit, and the Director of the Office of Board Support. Tapes of each such meeting shall be placed in a sealed envelope labeled with the date of the meeting and signed across the seal by the Board or committee officer presiding at the closed meeting. The tapes shall be maintained in a locked fireproof cabinet in the Office of Board Support.

20.5 The General Counsel has control over, is responsible for maintaining, and authorizes access to tape recordings of closed meetings other than closed meetings relating to personnel matters involving the President/Executive Director, the General Counsel, the Director of Internal Audit, and the Director of the Office of Board Support. All tapes shall be maintained in a locked fireproof cabinet in the offices of the Legal Department.

20.6 Tapes of closed meetings shall be preserved for at least two years after the date of the meeting. If a legal proceeding involving the meeting is initiated within that period, the tape shall be preserved while the action is pending. With the agreement of the Board Chair, the General Counsel shall destroy all recordings of closed meetings at the end of the two year period or after legal proceedings involving a tape have concluded, whether the tapes are under the control of the Board Chair or of the General Counsel.

RULE 21.

**BOARD COMMUNICATIONS CONCERNING
PROCUREMENT OR REAL ESTATE MATTERS**

21.1 To ensure that DART procurements are conducted independently and impartially, Board members, just as DART staff, shall not communicate with any party concerning any active DART procurement or ongoing procurement dispute unless such communication is within the scope of the Board member's official duty on behalf of DART. This prohibition extends to potential contractors or subcontractors, and their designated representatives.

21.2 Under DART Procurement Regulations and Federal Transit Administration Regulations, the disclosure of procurement sensitive information at any time prior to actual contract award or final determination could adversely affect the ability of DART to successfully negotiate transactions or agreements. Procurement sensitive information includes any information contained in a technical or price proposal or bid submitted to DART by any offeror.-

21.3 If a Board member is contacted by anyone concerning an active DART procurement or ongoing procurement dispute, the Board member should not discuss any specific procurement information. The party contacting the Board member should be referred to the Vice President of Procurement for any response that may be necessary.

21.4 DART real estate matters, including acquisitions, sales and transit oriented development, must be conducted independently and impartially. DART Board members, just as DART staff, shall not communicate with any party concerning an active real estate matter or ongoing dispute concerning a real estate matter unless such communication is within the scope of their official duties for DART.

21.5 The disclosure of confidential information relating to a real estate matter or a dispute concerning a real estate matter could adversely impact DART's ability to successfully negotiate transactions or agreements. Board members who are contacted by any person concerning an active real estate matter or ongoing dispute concerning a real estate matter should not discuss any specific information. The party contacting the Board member should be referred to the Executive Vice President for Program Development for any response that may be necessary.

21.6 Under certain circumstances, the unauthorized disclosure of confidential information received by a Board member in his/her official capacity could subject the Board member to criminal prosecution. Chapter 39 of the Texas Penal Code, V.T.C.A.

ADOPTED	September 25, 1984	
AMENDED	November 26, 1985	Resolution 850175
AMENDED	June 28, 1994	Resolution 940175
AMENDED	September 13, 1994	Resolution 940257
AMENDED	September 26, 1995	Resolution 950235
AMENDED	September 26, 1995	Resolution 950236
AMENDED	October 24, 1995	Resolution 950254
AMENDED	April 09, 1996	Resolution 960063
AMENDED	May 28, 1996	Resolution 960104
AMENDED	May 28, 1996	Resolution 960106
AMENDED	May 13, 1997	Resolution 970082
AMENDED	May 18, 1999	Resolution 990086
AMENDED	September 12, 2000	Resolution 000160
AMENDED	September 28, 2004	Resolution 040128
AMENDED	April 26, 2005	Resolution 050065
AMENDED	June 12, 2007	Resolution 070100
AMENDED	August 28, 2007	Resolution 070139