

# **PARKING AUTHORITY OF FAIRFIELD BYLAWS**

## **PREAMBLE**

Pursuant to the powers conferred upon the Parking Authority of Fairfield ("the Authority") by Connecticut General Statute Chapter 100, Section 7-203 "Municipal Parking Authorities", and further by Section 102-01 of the Code of the Town of Fairfield (the "Code"), the following Bylaws were presented and discussed at the regular meeting of the Board on May 26, 2016, amended on December 15, 2016, and subsequently adopted.

## **ARTICLE I - THE AUTHORITY**

Section 1. *Creation.* The Authority is a body corporate and politic created pursuant to Chapter 100 of the Connecticut General Statutes and Article I, Section 102-1 of Chapter 102, "Vehicles and Traffic," of the Code.

Section 2. *Purpose, Powers, and Responsibilities of the Authority.* The Authority shall, in the name of the Town of Fairfield: create, establish, expand, lease, finance, maintain, and operate, off-street parking facilities at the Fairfield Center and Southport Train Stations (the "Stations"); and may acquire by purchase, gift, devise, lease, or condemnation real property or any interest therein necessary for the operation or expansion of off-street parking facilities; be responsible for the day-to-day maintenance of the Stations, their platforms, railings, stairs, and ramps (but shall not be responsible for making any major structural repairs or renovations of same except as mutually agreed to with The Connecticut Department of Transportation); hire and provide management and oversight of Parking Authority staff; establish parking fee schedule(s), regulate the uses and collect and receive revenues from all associated sources including, but not limited to, the issuance of annual Parking Permits and day parking tickets; and to establish, enforce, and administer rules and regulations respecting off-street parking at the Stations and any additional property leased from the Town of Fairfield; and take any other actions authorized in Chapter 100 of the Connecticut General Statutes, and in Chapter 102 "Vehicles and Traffic", of the Code.

Section 3. *Office of the Authority.* The Authority shall establish and maintain office(s) where it deems necessary and appropriate within the Town of Fairfield.

## **ARTICLE II - COMMISSIONERS AND OFFICERS**

Section 1. *Commissioners.* The Authority shall consist of five (5) members who shall serve as Commissioners of the Authority, all of whom shall be residents of the Town of Fairfield (collectively, the "Board of Commissioners" or "Board Members" and individually, a "Commissioner" or "member"). Board Members shall be appointed by the First Selectman, in accordance with the Charter of the Town of Fairfield and Section 102-1 of the Code. Any Commissioner appointed to the Board shall serve for a term of five (5) years, except that any Commissioner appointed to fill a vacancy shall be appointed to serve for the balance of the term thereof. Pursuant to Article III of the Fairfield Town Charter, Commissioners shall be appointed for no more than two (2) consecutive terms but shall be eligible for reappointment after no less than one (1) year. Commissioners shall serve without compensation, but may be reimbursed for necessary expenses. If a Commissioner ceases to be a resident of the Town, such Commissioner shall be deemed to have resigned and a new Commissioner shall be appointed as provided above.

Section 2. *Officers.* The officers of the Authority shall be a Chairperson, a Vice Chairperson, and a Financial Officer.

Section 3. *Chairperson.* The Chairperson shall preside over Regular and Special Meetings of the Board, and conduct each meeting in accordance with these Bylaws. At each meeting, the Chairperson shall make a report and provide information and updates concerning the business, affairs, and policies of the Authority.

Section 4. *Vice Chairperson.* The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson, and in the event of a vacancy in the office of the Chairperson. The Vice Chairperson shall perform the duties of the Chairperson until such time as the Board shall select a new Chairperson in accordance with Article II, Section 9, of these Bylaws.

Section 5. *Financial Officer.* The Financial Officer shall be responsible for the following:

(a) Prepare and submit to the Board for review and approval at its March Meeting, or as soon thereafter as possible but no later than May, a proposed annual budget, prepared in cooperation with the Authority's Office Manager & Board Liaison ("OMBL"), of sums to be expended by the Authority in the exercise of its powers and discharge of its duties in the upcoming year; and

(b) Prepare and submit to the Board, in cooperation with the OMBL, at each regular monthly Board meeting written reports of the revenues and expenditures of the Authority.

Section 6. *Additional Duties.* The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board, these Bylaws or other applicable regulations established by the Authority.

Section 7. *Election and Removal of Officers.*

(a) Officers shall hold Office(s) for two years or until their successors are elected. Officers shall be nominated every second year at the Regular Meeting in November with elections held at the following meeting in December or the next Regular Meeting thereafter. The conduct of this meeting shall be turned over to the Financial Officer, who shall receive nominations for Chairperson and call the vote. Once a new Chairperson has been elected, the Financial Officer shall turn control of the meeting over to the newly elected Chairperson, who will receive nominations and call the vote for the positions of Vice Chairperson and Financial Officer.

(b) All Officers serve at the pleasure of the Board and may be removed with cause by an affirmative vote of 2/3 of the Commissioners then serving. Cause is defined to include, among other things, dereliction of duty, breach of fiduciary obligations, and/or malfeasance. A Motion to remove an Officer may be made by any Commissioner at any Regular or Special meeting of the Board. In the event that such a Motion for removal is called, a vote in favor or against the removal of the Officer shall be held at the next Regular or Special Meeting of the Authority. Should the Motion for removal be adopted, the removal becomes effective immediately and the relevant Office shall be filled in accordance with Article II, Section 9, of these Bylaws.

(c) Section 8. *Secretary.* The Board shall retain a Recording Secretary on a per diem basis who shall report to the Authority. The Secretary shall attend all scheduled meetings of the Authority and is responsible for the maintenance and recordation of meeting Minutes, including all votes, and any other proceedings of the Authority, authentication of the Authority's records, and all other duties incident to his or her position. The Secretary serves at the pleasure of the Board and may be removed by the Board with cause by a majority vote of the Board at any Regular or Special Meeting. Should the position of Secretary become vacant at any time, the Board shall appoint a successor at any Regular or Special Meeting. In the event that the Secretary cannot attend a Regular or Special Meeting, the Board may appoint a Commissioner,

an Authority employee, or another per diem hire to serve as the Recording Secretary at that meeting, and to perform all duties of the Secretary in connection therewith. The Authority may also tape record its meetings in the event no one is available to otherwise record the Meeting or at any other time deemed necessary or convenient, which shall be transcribed. The Secretary is not an officer of the Authority and has no right to vote.

Section 9. *Vacancies.* Should the office of Chairperson, Vice Chairperson or Financial Officer become vacant at any time, the Board shall elect a successor from its membership at a Regular or Special Meeting, and such election shall be for the unexpired term of said office. For the purposes of this Section, a vacancy in office shall be deemed to include an officer's removal, resignation, death, or incarceration, or any temporary absence or disability that renders him or her unable to perform the duties of the office for a period of sixty (60) or more days.

Section 10. *Attendance.* Commissioners are encouraged to attend all Regular and Special Meetings of the Board. Frequent absences from Meetings without pre-approved considerations being made, may be referred to the First Selectman's Office for review. If any Commissioner ceases to be a resident of the Town, such officer shall be deemed to have resigned and a new Commissioner shall be appointed by the First Selectman.

### **ARTICLE III - THE OFFICE MANAGER & BOARD LIAISON AND STAFF**

#### **Section 1. Office Manager & Board Liaison (OMBL).**

(a) The Authority shall appoint an Office Manager & Board Liaison (OMBL) in accordance with Section 102-1 of the Code. The Office Manager and Board Liaison shall operate at the direction and under the authority of the Board and shall have general supervision over the administration and operation of the Authority's purposes, projects, and facilities. The OMBL is also empowered, subject to Board approval, to appoint, hire or remove employees of the Authority. The OMBL shall attend all Board meetings and make a written report to the Board concerning Authority business. The OMBL shall have the right to speak at meetings, but shall have no vote.

Section 2. *Removal of Office Manager and Board Liaison.* The Office Manager and Board Liaison may be removed from office by the Board according to the terms of his/her employment agreement and after an affirmative vote of a majority of Board members.

Section 3. *Additional Personnel.* The Authority may hire such other employees, agents, auditors, and technical consultants as it deems necessary to carry out its duties and purposes, subject to Board approval.

Section 4. *Ethics Code.* The Code of Ethics set forth in Article 10 of the Charter of the Town of Fairfield shall apply to the Board, the Office Manager and Board Liaison and all employees of the Authority.

### **ARTICLE IV - COMMITTEES**

Section 1. *Regular Committees.* The Board may have the following permanent, standing Committees: (1) Strategic Planning Committee; (2) Finance Committee; (3) Governance Committee; (4) Communications Committee; and (5) Safety and Security Committee.

Standing Committees shall: (1) be comprised of not more than two (2) Commissioners and may also include employees of the Authority; and (2) undertake those activities and discharge those duties assigned and delegated by the Board, adopt such rules as are necessary and convenient for the conduct of their business, and convene as their members deem

necessary. It is understood that all Committees will bring their suggestions and work product for approval by 2/3 membership vote of the Commissioners, and that no changes are enacted by Committee without approval of the Board. Commissioners may serve on more than one Committee.

Section 2. *Ad Hoc Committees.* The Board may create *Ad Hoc* Committees as it deems necessary and convenient for the exercise of its powers and the discharge of its duties. Said *Ad Hoc* Committees shall (1) be comprised of not more than two (2) Commissioners, and may include employees of the Authority; (2) be nominated, seconded, and confirmed by the Board; and (3) undertake those activities and discharge those duties assigned and delegated by the Board, adopt such rules as are necessary and convenient for the conduct of their business, and convene as their members deem necessary. The existence of each *Ad Hoc* Committee shall terminate upon the completion and discharge of its authorized activities or by a majority vote of the Board.

Section 3. *Advisory Personnel.* The Chairperson, with two-thirds (2/3) membership agreement among the Commissioners, may from time to time appoint persons to serve as an Advisor to the Authority, to any Regular Committee or to any *Ad Hoc* Committee. Such advisory personnel shall hold no voting rights in Authority transactions, nor shall they have a say at any Board or Committee meetings beyond that of any other citizen of the Town of Fairfield, unless they are asked to respond or comment at the request of the presiding officer.

## **ARTICLE V – MEETINGS**

Section 1. *Regular Meetings.* At each Regular Meeting of the Board in November, the Board shall approve and the OMBL shall file with the Town Clerk the annual schedule of the Regular Meetings of the Board in accordance with the Freedom of Information Act, Chapter 14 of the Connecticut General Statutes. Regular Meetings of the Board shall be held on the last Thursday of every month at 7:30 p.m. local time, at the Office of the Authority, or at other times and places approved by the Board, and set forth in the annual schedule. Regular Meetings set forth in the annual schedule may be cancelled by a majority vote of the Commissioners present and voting at any preceding Regular or Special Meeting, or by a polling of the Board prior to any Regular or Special Meeting, provided that written notice of any cancellation is filed with the Town Clerk in accordance with the Freedom of Information Act, Chapter 14 of the Connecticut General Statutes. Commissioners shall make every reasonable effort to attend Regular Meetings in person, but may, at the discretion of the presiding officer, attend Regular Meetings via teleconference or videoconference

(a) The Agendas of the Regular Meetings, together with all supporting documents and materials, shall be available to the public, and shall be filed with the Office of the Authority and the Town and Town Clerk at least twenty-four (24) hours before the meetings to which they pertain. Further, the OMBL shall as far as is practicable, deliver Agendas and all supporting documentation via electronic mail to each Commissioner not less than forty-eight (48) hours prior to the Regular Meetings. Any business not included in Agendas filed with the Town and Town Clerk may be considered and acted upon at a Regular Meeting only upon a majority vote of the Commissioners present and voting.

Section 2. *Special Meetings.* The Chairperson, or any two (2) Commissioners, may call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting may be delivered, mailed or electronically transmitted to each Commissioner, at least forty-eight (48) hours prior to the date of such Special Meeting. Such written notice may be dispensed with as to any Commissioner who, at or prior to the time such Special Meeting convenes, files with the Secretary a written waiver of delivery of such notice, or is actually present without objection at the Special Meeting at the time it convenes. Notice of each Special Meeting of the Board shall be filed with the Town Clerk, specifying the time and place of the special meeting and the business to be transacted at least twenty-four (24) hours prior to the time of such meeting. Unless otherwise specified in the Notice of Special Meeting,

Special Meetings shall be held at the Office of the Authority. Commissioners may, at their discretion, attend Special Meetings via teleconference or videoconference. At such Special Meeting, no business shall be considered other than as designated in the call.

### Section 3. *Presiding at Meetings.*

(a) The Chairperson shall preside at the Regular and Special Meetings of the Board. In his or her absence, the Vice Chairperson shall preside. In the event both are absent, the Financial Officer shall preside. If all aforementioned officers are absent, the Commissioner with the most seniority present at the meeting shall preside. It shall be the responsibility of the Chairperson or other presiding Commissioner to preserve order and decorum at all meetings and to take such steps as are necessary to maintain order so as to facilitate the procedures of Authority business. The Chairperson or other presiding officer may speak on all questions and shall decide questions of order subject to appeal.

(b) Each Commissioner has an absolute right to speak and be heard at all meetings of the Board. When any Commissioner desires to speak, he or she shall raise his or her hand or otherwise draw the attention of the Chairperson and, upon receiving the floor, shall confine his or her comments to the question under debate and avoid personalities or imputing improper motives to any Commissioner.

The latest, published edition of Robert's Rules of Order, Revised, shall be the parliamentary authority for the Authority, except as otherwise provided in these Bylaws.

Section 4. *Quorum.* A majority of the Commissioners serving from time to time shall constitute a quorum and no business shall be transacted unless a quorum is present.

Section 5. *Order of Business.* At the Regular Meetings of the Board, the order of business shall be set by the Chairperson or other presiding officer at least seventy-two (72) hours prior to such meeting and be set forth in the Agenda. Commissioners shall submit any suggested additions, deletions or corrections to the Agenda in writing to the Chairperson at least forty-eight (48) Hours prior to such Regular Meeting. Upon receiving approval by the Chairperson, the OMBL shall submit the final Agenda to the Town Clerk at least twenty-four (24) hours prior to such meeting.

### Section 6. *Reports.*

(a) All oral reports, including but not limited to committee reports presented to the Board at any Regular or Special Meeting where there is a quorum present, shall be accurately summarized in the Minutes of that meeting. All written reports and documents, including, but not limited to committee reports presented to the Board at any Regular or Special Meeting where there is a quorum present, shall be filed as permanent records at the Office of the Authority and made publicly available to the extent required by law.

(b) All Minutes of any Regular or Special Meeting, and all Policy Statements, Resolutions or other actions taken or adopted by the Board, shall be indexed by the OMBL, filed as permanent records with the Town clerk and at the Office of the Authority, and made publicly available to the extent required by law

Section 7. *Manner of Voting.* Unless otherwise requested, the voting on all questions coming before the Board shall be by voice vote of the Commissioners present, and the ayes and nays shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be taken by ballot. Any Commissioner can request that any vote on a question coming before the Board be taken by roll call of the Members or by ballot at any time. Any abstentions shall be noted in the minutes and, if applicable, in any specific Resolution, and shall specify the abstaining Commissioner by name.

Section 8. *Executive Sessions.* Upon the vote of at least two-thirds (2/3) of the Commissioners present and voting, and for those reasons authorized by the Freedom of Information Act, Chapter 14 of the Connecticut General Statutes, the Board may conduct its meeting, or any portion thereof, in Executive Session. Unless specifically invited, Commissioners only shall convene in Executive Session.

## **ARTICLE VI - AMENDMENT OF BYLAWS AND SEVERABILITY**

Section 1. *Amendment of Bylaws.* These Bylaws may be amended by an affirmative vote of at least three (3) Commissioners at a Regular or Special Meeting of the Board, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all Commissioners of the Board.

Section 2. *Severability.* The invalidity of any part of these Bylaws shall in no way effect or impair the validity and operation of the remainder hereof.