

RESOLUTION NO. 2024-118

AMENDING ARTICLE VII OF THE BYLAWS AND SECTIONS 220.03 AND 642.01  
OF THE CODIFIED RULES AND REGULATIONS OF THE GREATER  
CLEVELAND REGIONAL TRANSIT AUTHORITY AND REPEALING SECTION  
620.04 OF THE CODIFIED RULES AND REGULATIONS OF THE GREATER  
CLEVELAND REGIONAL TRANSIT AUTHORITY

WHEREAS, pursuant to Resolution No. 1989-176, the Board of Trustees ("Board") of the Greater Cleveland Regional Transit Authority ("Authority") codified the resolutions establishing its policies and procedures; and

WHEREAS, recent federal executive orders have changed certain requirements for affirmative action plans and diversity, equity and inclusion policies; and

WHEREAS, the Authority must revise the Bylaws and the Codified Rules and Regulations of the Greater Cleveland Regional Transit Authority ("Code Book") in order to bring the Authority's governance and policies into alignment with new federal requirements; and

WHEREAS, in order to conform to new federal requirements, Bylaws Article VII and Code Book Sections 220.03(c)(2)(A) and 642.01(a) must be amended while Code Book Section 620.04 must be repealed.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That Bylaws Article VII is hereby amended to read as specified in Attachment A hereto.

Section 2. That Code Book Section 220.03(c)(2)(A) is hereby amended to read as specified in Attachment B hereto.

Section 3. That Code Book Section 642.01(a) is hereby amended to read as specified in Attachment C hereto.

Section 4. That Code Book Section 620.04 is hereby repealed.

Section 5. That the Board of Trustees hereby waives the fourteen-day period provided for in Article XI, Section 2 of the Bylaws.

Section 6. That this resolution shall become effective immediately upon its adoption.

Attachments:

- A. Bylaws Article VII Appropriations and Contracts
- B. Section 220.03 Standing Committee Structure and Responsibilities
- C. Section 642.01 Equal Opportunity

Adopted: December 16, 2025

  
\_\_\_\_\_  
President

Attest:   
\_\_\_\_\_  
Secretary-Treasurer

## **ARTICLE VII**

### **Appropriations and Contracts**

**Sec. 1. Appropriations.** Appropriations and budget procedure shall be in accordance with the Ohio Revised Code.  
(Res. 1988-38. Passed 2-16-88.)

**Sec. 2. Contracts.** Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and these Bylaws.  
(Res. 1988-38. Passed 2-16-88.)

**Sec. 3. Expenditures.** Expenditures in excess of the amount specified by law shall be authorized by the Board. Expenditures of the amount allowed by law or less for which moneys have been appropriated may be made on authorization of the President or, in the President's absence, by the Vice-President, or by the General Manager, or, in the absence of the General Manager, by the Acting General Manager.  
(Res. 1999-145. Passed 10-26-99; Res. 2020-1. Passed 1-21-20.)

**Sec. 4. Equal Employment Opportunity.** The Authority shall take affirmative action to ensure that all terms and conditions of employment, including, but not limited to, recruitment, appointments, promotion, upgrading, demotion, discipline, layoff or termination, compensation, benefits, transfers, training, apprenticeships and educational opportunities, shall be administered, and that all employees are treated during their employment, without regard to race, color, religion, sex, national origin or ancestry, age, or disability, provided said disability does not inhibit essential job performance. Further, it is the Authority's intent to comply with applicable federal and state laws, rules and regulations pertaining to the treatment of minorities, women, disabled persons, and all veterans in all facets of the Authority's activities.  
(Res. 1988-38. Passed 2-16-88; Res. 2020-1. Passed 1-21-20.)

**Sec. 5. Nondiscrimination in Contracts, Purchase Orders and Agreements.** All contracts, purchase orders or agreements subject to the Urban Mass Transportation Act of 1964, as amended, (49 U.S.C. 1601 et seq.) shall be subject to all rules and/or regulations issued pursuant thereto regarding nondiscrimination in federally assisted programs of the United States Department of Transportation.

In all solicitations, either by competitive bidding or negotiations, made by the Authority for work to be performed under a contract, subcontract, purchase order or agreement, including, but not limited to, procurement of materials, services or equipment, the Authority shall receive an affidavit from the supplier that the supplier does not and will not discriminate in its employment practices because of race, religion, color, sex or national origin.

(Res. 1988-38. Passed 2-16-88; Res. 2020-1. Passed 1-21-20.)

**220.03 STANDING COMMITTEE STRUCTURE AND RESPONSIBILITIES.**

(a) Governance Committee. The Governance Committee is composed of the President, Vice President and Committee Chairs. Its responsibilities include:

- (1) Developing the Board Governing Mission and recommend its adoption by the full Board.
- (2) Overseeing how the Board functions and Board self-management.
- (3) Developing plan and budget for Board member governing skills development.
- (4) Nominating a slate of Board officers to the full Board.
- (5) Coordinating and monitoring standing committees.
- (6) Preparing Board meeting agendas.
- (7) Recommending revisions to the Bylaws.
- (8) Managing the Board/General Manager, CEO and Board/Internal Audit working relationships, annual evaluation and succession planning.

(b) Operational Planning & Infrastructure Committee. The Operational Planning & Infrastructure Committee is future-oriented. Its responsibilities include:

- (1) Development of the annual operating and capital plans and budgets and service plan.
- (2) Approval of infrastructure/buses projects supported by the Plan.
- (3) Development of the annual tax budget.
- (4) Development/approval of fare structure and other revenue sources.
- (5) Monitor and update the values, vision and mission statements.
- (6) Review all environmental and Title VI updates.
- (7) Monitor fuel hedging program.

(c) Organizational, Services & Performance Monitoring Committee. The responsibilities of the Organizational, Services & Performance Monitoring Committee include:

- (1) Approval of service agreements that support RTA's day-to-day mission.
- (2) Designing the operational and financial reporting and monitoring plan regarding:
  - A. Disadvantaged/Small Business Participation
  - B. Budget Adherence and Financial Performance
  - C. Operating Policies
  - D. Productivity
  - E. Quarterly Management Report
  - F. Ridership
  - G. Service Planning updates/Adjustments

- (3) Reviewing operational policies meriting the Board's attention.
- (4) Reviewing performance reports and reporting to the full Board.
- (5) Providing input on major internal administrative systems upgrades, such as accounting and information technology system upgrades.
- (6) Presenting an overall assessment of annual financial and operational performance at an annual strategic planning working session with the full Board.

(d) Audit, Safety Compliance and Real Estate Committee. The responsibilities of the Audit, Safety Compliance and Real Estate Committee include:

- (1) Safety plan monitoring and compliance.
- (2) Security plan monitoring and compliance.
- (3) External and Internal Audit functions.
- (4) Reviewing and approving audit firm, reports and corrective actions, briefing full Board on audits and monitoring audit corrective actions.
- (5) Reviewing and approving real estate transactions.
- (6) Property and liability insurance.

(e) External and Stakeholder Relations and Advocacy Committee. The responsibilities of the External and Stakeholder Relations and Advocacy Committee include:

- (1) Overseeing the development of strategies for image building.
  - (2) Overseeing the Board's speakers bureau.
  - (3) Overseeing the development and implementation of GCRTA legislative/governmental relations policies and strategies.
  - (4) Advocating for public transit and public transit funding.
  - (5) Advocating for partners and stakeholders to enhance public transit.
  - (6) Developing strategies and plans for non-Board volunteer involvement (e.g., Community Advisory Committee).
  - (7) Oversee interagency agreements.
- (Res. 2020-2. Passed 1-21-20.)

#### **220.04 ENTERING MATTERS ON THE AGENDA OF MEETINGS.**

(a) Matters for listing on the agenda prepared in advance of meetings of the Board of Trustees may be introduced by any member of the Board or by the General Manager, CEO, the Secretary-Treasurer or the Deputy General Manager-Legal Affairs.

(b) Such matters shall take written form as draft proposed resolutions, as letters or as reports.

642.01 EQUAL OPPORTUNITY.

(a) The Authority's program for equal employment opportunity is the written commitment to ensure equality of opportunity in its own employment practices.

(b) Specifically, it is the policy of the Authority that all terms and conditions of employment, including, but not necessarily limited to, recruitment, appointments, promotion, compensation, benefits, transfers, training, and educational opportunities, will be administered without regard to race, color, religion, sex, gender, gender identity, sexual orientation, national origin or ancestry, age, military status, genetic information, or disability, provided said disability does not inhibit performance of the essential functions of the job. Further, it is the Authority's intent to comply with applicable federal and state laws, rules, and regulations pertaining to the treatment of members of all protected classes in all facets of the Authority's activities.

(c) Direct responsibility for development and implementation of the Authority's Equal Opportunity Program lies with the General Manager, CEO, who serves as the Civil Rights Officer, and the Deputy General Manager of Administration and External Affairs. All management and supervisory personnel are expected to cooperate in this effort. Ensuring equal employment opportunity across the Authority will be evaluated equally alongside all other performance metrics for management and supervisory personnel. (Res. 2001-119. Passed 8-21-01; Res. 2005-166. Passed 11-15-05; Res. 2022-39. Passed 4-26-22.)