

HARTFORD PARKING AUTHORITY BYLAWS

PREAMBLE

Pursuant to Section 10-14 of the City of Hartford Municipal Code (the "Code"), the following Bylaws were enacted by the Hartford Parking Authority (the "Authority") on June 11, 2009 and amended on May 19, 2011.

ARTICLE I - THE AUTHORITY

Section 1. *Creation.* The Authority is a body corporate and politic established pursuant to Chapter 100 of the Connecticut General Statutes and Chapter 10 of the Code.

Section 2. *Purpose of the Authority.* The Authority's purpose shall be to create, establish, finance, maintain, and operate City-owned parking facilities; to manage and operate other regulated parking facilities; to regulate the uses and collect and receive revenues from parking meters; and to enforce and administer rules and regulations respecting parking meters and on-street parking throughout the City of Hartford, and take any other actions authorized for the Authority as provided in Chapter 100 of the Connecticut General Statutes, and in Chapters 10 and 22 of the Code.

Section 3. *Office of the Authority.* The Office of the Authority shall be at 155 Morgan Street, Hartford, Connecticut 06103.

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 City (collectively, the "Board of Commissioners" or "Board," and individually, a "Commissioner"). Commissioners shall be appointed by the Mayor and approved by the Court of Common Council, in accordance with the Charter of the City of Hartford and Section 10-4 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. Nothing herein shall preclude any Commissioner from being reappointed to the Board. Commissioners shall serve without compensation, but may be reimbursed for necessary expenses. If a Commissioner ceases to be a resident of the City, 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 Treasurer. Subject to the approval of the Board, any Commissioner may be elected to multiple offices concurrently. All offices shall be held solely by Commissioners.

Section 3. *Chairperson.* The Chairperson shall preside over the Board, and conduct each meeting of the Board in accordance with these Bylaws. At each meeting, the Chairperson shall submit such recommendations and information as he or she may consider proper 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. *Treasurer.* The Treasurer shall be responsible for the following:

(a) Preparation of and submission to the Board a proposed annual budget, in cooperation with the Authority's Executive Director or his or her designated representative, of sums to be expended by the Authority in the exercise of its powers and discharge of its duties in the upcoming year, in accordance with Section 10-19 of the Code;

(b) Preparation of and submission to the Board regular reports of the revenues and expenditures of the Authority; and

(c) Preparation of the Authority's work program for the upcoming year for approval by the Board and for submission to the City of Hartford Director of Finance, in accordance with Section 10-19 of the Code.

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 be elected by the Board at the Regular Meeting that shall be held in December of every year, or, if a Regular Meeting is not held in December, the next Regular Meeting thereafter. The conduct of this meeting shall be turned over to the Treasurer, who shall receive nominations for Chairperson and call the vote. Once a new Chairperson has been elected, the Treasurer 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 Treasurer. Officers shall hold offices for one (1) year or until their successors are elected.

(b) All Officers serve at the pleasure of the Board, and may be removed with or without cause by an affirmative vote of three-quarters (3/4) of the Commissioners then serving. 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 by the Board, the removal of the Officer becomes effective immediately, and the relevant office shall be filled in accordance with Article II, Section 9, of these Bylaws.

Section 8. *Secretary.* The Board shall appoint a Secretary, who may be a Commissioner or an employee of the Authority. The Secretary shall be nominated by the Chairperson and approved by a majority vote of the Board, and shall be responsible for the preparation and presentation of minutes of Regular and Special Meetings of the Board, including, but not limited to, the maintenance and recordation of all votes and 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 or without 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 or employee of the Authority to serve as the Secretary at that meeting, and to perform all duties of the Secretary in connection therewith. The Secretary is not an officer of the Authority.

Section 9. *Vacancies.* Should the office of Chairperson, Vice Chairperson or Treasurer 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 but not be limited to 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. If an officer ceases to be a resident of the City, such officer shall be deemed to have resigned and a new officer shall be appointed as provided above.

ARTICLE III - THE EXECUTIVE DIRECTOR AND STAFF

Section 1. *Executive Director.*

(a) The Authority shall appoint an Executive Director. In accordance with Section 10-11 of the Code, the Executive Director shall be the Chief Executive Officer of the Authority and, subject to the direction and authority of the Board, shall have general supervision over the administration and operation of Authority projects and facilities. The Executive Director is also empowered, subject to Board approval, to appoint, hire or remove employees of the Authority, as prescribed in the Authority's personnel rules and regulations. The Executive Director shall attend all Board meetings and shall have the right to speak at such meetings, but shall have no vote.

(b) The Executive Director shall also be responsible for the preparation of and submission to the Authority a proposed annual budget, in cooperation with the Treasurer and in accordance with Section 10-19 of the Code, of sums to be expended by the Authority in the exercise of its powers and discharge of its duties in the upcoming year; the preparation and submission to the Board for its consideration a proposed annual report of the revenues and expenditures of the Authority during the preceding year; and the preparation of the Authority's work program for approval by the Board and for submission to the City Director of Finance, in accordance with Section 10-19 of the Code.

(c) Unless otherwise directed by the Board, the Executive Director shall be the spokesperson for the Authority.

Section 2. *Removal of Executive Director.* The Executive Director may be removed from office by the Board, by an affirmative vote of a majority of the Board after a hearing, which may be made public at the request of the Executive Director.

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

Section 4. *Ethics Code.* The Code of Ethics of the City of Hartford, as set forth in Chapter 2, Article XIX, Section 2-900 *et seq.* of the Code, shall apply to the Board, the Executive Director and all employees of the Authority.

ARTICLE IV - COMMITTEES

Section 1. *Regular Committees.* The Board shall have the following permanent, standing Regular Committees: (1) Bylaws and Revisions Committee; (2) Personnel Committee; (3) Marketing Committee; (4) Property Management Committee; and (5) Finance Committee. Regular Committees shall: (1) be comprised of not more than two (2) Commissioners and may include employees of the Authority; and (2) be nominated, seconded, and confirmed by an affirmative vote of a majority of the Board. Said Committees shall 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.

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 may from time to time appoint persons to act in an advisory capacity 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 City of Hartford, unless they are asked to respond or comment at the request of the presiding officer.

ARTICLE V – MEETINGS

Section 1. *Regular Meetings.*

(a) The Authority shall file annual schedules of the Regular Meetings of the Board with the Town and City Clerk 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 third Thursday of every month at 5 o'clock 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 and City 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.

(b) 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 City Clerk at least twenty-four (24) hours before the meetings to which they pertain. Further, Agendas, and, as far as is practicable, all supporting documents and materials shall be delivered, mailed or electronically transmitted 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 City 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 and City 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 Treasurer 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 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 Executive Director shall submit the final Agenda to the Town and City 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 Secretary, filed as permanent records 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 anytime. 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.

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.