BY-LAWS

OF THE

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Adopted by the Board of Directors
April 28, 1975, as amended
August 9, 1976, July 10, 1978,
September 10, 1979, April 14, 1980,
January 26, 1981, February 9, 1981,
July 28, 1986, March 28, 1988,
October 10, 1988 and February 13, 1989.

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BY-LAWS

OF THE

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Preamble

This public body corporate, having been created by the Metropolitan Atlanta Rapid Transit Authority Act of 1965, Ga. Laws 1965, p. 2243, as amended (the "Act"), is named Metropolitan Atlanta Rapid Transit Authority (the "Authority"), and pursuant to Section 6(j) of the Act, power is granted to the Board of Directors of the Authority (the "Board") to make such by-laws for its government as it may deem appropriate, not inconsistent with the Act creating the Authority. The by-laws of the Board are as follows:

ARTICLE I

Offices

The principal executive offices and the principal operating offices of the Authority shall be located in the City of Atlanta, County of Fulton, State of Georgia. The Authority may have offices at such other places within the State of Georgia as the business of the Authority may require or make desirable as determined by the Board.

ARTICLE II

Board of Directors

Section 1. General Powers. The property, affairs and business of the Authority shall be managed by the Board to the extent of the powers and authority delegated to the Board by the Act. No person shall be entitled to exercise a proxy vote for any Board member.

Section 2. Number, Tenure and Qualifications. The Board shall be composed of members whose number, qualifications, appointments and terms of office shall be as provided for by the Act.[1]

Section 3. Regular Meetings. Regular monthly meetings of[2] the Board shall be held at such places and at such times as the Board or the Chairman of the Board may from time to time determine. Notice of such meetings shall be given in accordance with Section 5 of this Article II.

Section 4. Special Meetings. Special meetings of[3] the Board may be called by the Chairman of the Board, or any two Board members. Such request shall state the purpose of the proposed special meeting. The person or persons authorized to call special meetings of the Board may fix any time and place as the time and place for holding any special meeting of the Board called by them and such time and place shall be stated in the notice of the special meeting required by Section 5 of this Article II. The Secretary or Assistant Secretary of the Board shall be informed of

the call of such special meetings sufficiently in advance to enable him to give the notice required by Section 5 of this Article II.

Section 5. Notice. Written notice of any Board meeting shall be given by the Secretary or Assistant Secretary of the Board at least two days prior to the scheduled date of the meeting.[4] The notice may be delivered personally, mailed to each Board member at his last known business address, or delivered by telegram. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, properly addressed, with sufficient first class postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to have been delivered when the telegram is delivered to the telegraph company. Notice of any Board meeting may be waived by instrument in writing executed before or after the meeting. Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting by such Board member, except when a Board member attends a meeting solely for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, when objection shall be voiced at the beginning of the meeting with the request that such objection be entered into the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting except in the event of a regular Board meeting at which a proposed resolution for the

issuance of revenue bonds of the Authority will be considered.[5] Notice of any special meeting of the Board shall state the purpose or purposes for which such meeting is called. Together with the notice of any regular Board meeting, each Board member shall be provided with an agenda listing each and every item upon which action is to be taken at such meeting. By verbal or written notice to the Secretary or Assistant Secretary of the Board, any Board member may have any item placed on said agenda. Any matter may be proposed, discussed, or debated at a regular meeting of the Board, but no item may be acted upon unless listed in the aforesaid agenda or unless the matter is first placed upon the said agenda by the vote of a majority of the members of the Board present at such regular meeting.

Section 6. Quorum. One more than a majority of the total membership of the Board, as it may exist at the time, shall constitute a quorum for the transaction of business at any meeting of the Board.[6] If a quorum shall not be present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to all Board members in accordance with Section 5 of this Article II.

Section 7. Manner of Acting. On any question presented, the number of members present shall be recorded[6a] by the Secretary or Assistant Secretary. The act of a majority of the Board members

present at any meeting at which there is a quorum shall be the act of the Board; provided, however, that the following actions by the Board shall require the vote of one more than a majority of a total membership of the Board as it may exist at the time, as provided for in Section 6(f) of the Act: (a) The issuance and sale of revenue bonds or equipment trust certificates; (b) The purchase or lease of any privately owned system of transportation of passengers for hire in its entirety, or any substantial parts thereof; (c) The award of any contract for construction, alterations, supplies, equipment, repairs, maintenance or services other than professional services, or for the purchase, sale or lease of any property involving $25,000 or more; (d) The grant of any concession; or (e) The award of any contract for the management of any Authority-owned property or facility.[7]

Section 8. Vacancies. Any vacancy occurring among the members of the Board by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for by the Act. No vacancies on the Board shall impair the power of the Board to transact any and all business of the Authority and perform all its duties as provided for by the Act.

Section 9. Compensation. Each appointed member of the Board shall be paid by the Authority the sum of fifty dollars ($50.00) for each official meeting of the Board he attends, including

official meetings of committees, which are, and are hereby declared to be, official meetings of the Board: provided that he shall not be paid for more than one meeting in any one calendar day and he shall not be paid more than five hundred dollars ($500) for meetings attended in any one calendar month.[8] The minutes of each official meeting of the Board or a committee shall reflect each member of the Board in attendance. Each member of the Board shall also be reimbursed for actual expenses necessarily incurred by him in the performance of his duties, as authorized by the Board.[9]

Section 10. Presumption of Assent. A member of the Board who is present at a meeting of the Board at which action on any Authority matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention shall be voiced at the time the vote is taken with the request that his dissent or abstention be entered in the minutes of the meeting, or unless he requests in writing prior to the approval of the minutes of the meeting, that his dissent or abstention be recorded; provided, however, that no member shall be permitted to dissent or abstain after the meeting if the dissent or abstention would have the effect of changing the result of the vote.

Section 11. Parliamentary Rules. Except where inconsistent with the Act or these by-laws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the Board and its committees.

ARTICLE III

Officers, Agents and Employees

Section 1. Number.

(a) Officers of the Board. The officers of the Board shall be elected by the Board from among its members and shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer. A Board member may hold only one office on the Board at any one time.[10]

(b) Non-Board Member Officers. A General Manager of the Authority shall be appointed and employed, as needed, by the Board[11] as an officer of the Authority. Such General Manager of the Authority shall not be a member of the Board. The Board at any time and from time to time may also appoint such other officers as it shall deem necessary, including but not limited to, an Assistant Secretary and an Assistant Treasurer, who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board; provided, however, that while any bonds issued by the Authority remain outstanding, the powers, duties or existence of its officers, employees, or agents shall not be diminished or impaired in any manner that will affect adversely the interest and the rights of the holders of such bonds.[12] Any two or more of the offices above named, or appointed from time to time by the Board, as provided in this subsection 1(b) of this

Article III, may be held by the same person but no officer shall act in a dual capacity in the execution of any Authority document requiring multiple signatures; provided further, that no person may hold the office of General Manager of the Authority and any other office of the Authority at the same time. Non-Board member officers shall not be members of the Board or related to any Board member.[13]

Section 2. Election and Term of Office.

(a) Board Member Officers. The officers of the Board to be elected from among the members of the Board shall be elected annually at a December meeting of the Board for terms to expire on December 31 of the succeeding year.[14] The Board shall elect three of its members to serve as a nominating committee for officers of the Board at a November meeting of the Board. The nominating committee shall not be a standing committee or an ad hoc committee under the provisions of these by-laws. The Chairman of the Board, or another member designated by the Chairman, shall preside at the election. If the election of officers shall not be held at a December meeting, such election shall be held as soon thereafter as is convenient to the Board. Each officer of the Board shall hold office until his successor shall have been duly elected or until his earlier death, resignation, disqualification, incapacity to serve, or removal in accordance with law.

(b) Non-Board Member Officers. The Non-Board Member officers of the Authority shall be appointed by the Board and shall hold office for such term or period of time as the Board may prescribe and contract.

Section 3. Removal. Any officer, agent or employee of the Authority appointed and employed by the Board may be removed by the Board whenever in its judgment the best interest of the Authority will be served thereby, but such removal shall not prejudice the contract rights, if any, of the person so removed. Appointment or employment of an officer, agent, or employee shall not of itself create any contract rights.

Section 4. Vacancies. A vacancy in any office of the Authority because of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, may be filled by the Board, such appointment by the Board to continue until the expiration of the current term of office which has become vacant.

Section 5. Duties.

A. Board Member Officers:

1. Chairman of the Board. The Chairman of the Board shall have the following powers and duties:

(a) He shall preside, when present, at all meetings of the Board.

(b) He may suspend or remove any officer of the Authority, subject to ratification or reinstatement by the Board of Directors, whenever in his judgment the best interest of the Authority would be served thereby.

(c) He shall determine by inspection and investigation if all orders and resolutions promulgated by the Board are being carried into effect, and shall report from time to time his findings to the Board.

(d) He may sign and execute for and on behalf of the Authority, all contracts of insurance, bonds, deeds, mortgages, debentures, contracts, or any other instruments or documents of whatever nature which the Board has authorized to be executed and may adopt a facsimile signature to be utilized for such purposes.

(e) He shall perform, in general, all duties incident to the office of Chairman of the Board, and such other duties as may be prescribed by these by-laws or assigned to him by the Board from time to time.

2. Vice-Chairman of the Board. The Vice-Chairman of the Board shall have the power and authority of the Chairman and shall perform the duties of the Chairman in case of disability or absence of the Chairman, or when requested to perform such duties by the Chairman and shall perform

such other duties as may from time to time be assigned to him by the Chairman or by the Board.

3. Secretary of the Authority. The Secretary of the Authority shall have the following powers and duties:

(a) He shall, as may be necessary or appropriate, execute or affix the seal of the Authority to all contracts of insurance, bonds, deeds, mortgages, debentures, contracts, or any other instruments or documents of whatever nature which the Board has authorized to be executed or which any Board member, officer of staff member of the Authority has authority to execute, and attest to same. The Secretary may adopt a facsimile signature to be utilized for such purposes.

(b) He shall perform, in general, all the duties incident to the office of the Secretary, and such other duties as may from time to time be assigned to him by the Board.

(c) An Assistant Secretary of the Authority shall have the authority when appointed to perform all the duties and exercise all the powers of the Secretary in case of the absence or disability of the Secretary, or upon request of the Chairman or the Secretary.

4. Treasurer of the Authority. The Treasurer of the Authority shall have the following powers and duties:

(a) He shall give a corporate surety bond for the faithful performance of his duties as Treasurer[15] in such sum and with such security or securities as the Board shall determine.

(b) He shall perform, in general, all the duties incident to the office of Treasurer, and such other duties as may from time to time be assigned to him by the Board.

(c) An Assistant Treasurer of the Authority shall have the authority when appointed to perform all the duties and exercise all the powers of the Treasurer in case of the absence or disability of the Treasurer, or upon request of the Chairman or the Treasurer.

B. General Manager. The General Manager of the Authority shall be a full-time employed officer of the Authority and shall have all the power and authority delegable to him in accordance with law, including but not limited to, the following:

(a) He shall have general and active supervision of the business and affairs of the Authority, and shall be responsible for the administration of the Authority, including general supervision of the policies of the

Authority and general and active supervision of the financial affairs of the Authority.

(b) He shall have the power and authority to employ and discharge all personnel and shall have general superintendence and direction of all non-Board member officers and employees of the Authority, and shall see that their respective duties are properly performed.

(c) He may enter into and execute for and on behalf of the Authority, all contracts of insurance, bonds, deeds, debentures, contracts or any other instruments or documents of whatever nature which require Board approval and which the Board has authorized to be executed without designating an authorized signatory therefor.

(d) He shall have the power and authority without Board approval, but within budgetary limitations, to enter into and execute contracts for and on behalf of the Authority for construction, alterations, supplies, equipment, repairs, maintenance or services, or for the purchase, sale or lease of any property involving less than $25,000. He shall report monthly to the Board the actions taken pursuant to this authority.

(e) He shall have the power and authority to approve and execute change orders and to enter into and execute such amendments to any contract to which the Authority is a party as may be necessary or convenient to meet the Authority's needs, so long as the expenditures under any such contract as amended do not exceed the amount authorized by the Board for expenditure with respect to any such contract. For these purposes and unless otherwise provided by resolution of the Board in any specific case, the amount authorized for each contract shall be the total price of the contract as awarded plus five percent (5%) of such contract price. Together with the report required by subparagraph (d) of this paragraph, the General Manager shall report any action taken pursuant to this authority that will add more than $25,000 to the total price under any contract.

(f) He shall have the power and authority to waive the competitive bidding requirements of the Act if he determines that an emergency directly and immediately affecting customer service or public health, safety or welfare requires immediate delivery of supplies, materials, equipment or services; provided, however,

that a record explaining the emergency shall be submitted to the Board at its next regular meeting and thereafter kept on file.[16]

(g) He shall have the power and authority to accept and approve performance by any contractor under any contract with the Authority, except with respect to final acceptance of construction contracts.

(h) He shall have the power and authority to adopt procedures and guidelines to administer, supervise, and coordinate all projects developed by the Authority and he shall have general supervisory control over all relationships between the Authority and its contractors.

(i) He shall have the power, authority and duty to institute suits on behalf of the Authority and to defend suits brought against the Authority.

(j) He shall have the power, authority and duty to coordinate the development of all data, plans and information with regard to the development, utilization and improvement of mass transportation in urban areas and in the metropolitan area.

(k) He shall have the power and authority to sign on behalf of the Authority any and all checks, drafts, notes or other orders for the payment of money issued

in the name of the Authority and to adopt a facsimile signature to be utilized for such purposes.

(l) He shall have the power and authority to establish, transfer, or discontinue petty cash, capital grant, payroll and any other special accounts as he deems necessary and convenient to the sound management of the Authority's financial affairs. Bank depositories shall be selected by the Board pursuant to specific resolutions from time to time.

(m) He shall have such other powers and perform such other duties as are specifically imposed upon him by law.

(n) He shall perform, in general, all duties incident to the office of General Manager, and such other duties as may from time to time be prescribed by the Board.

(o) In addition to and not in limitation of the foregoing, the General Manager shall have the power and authority to enter into and execute any and all instruments of whatever nature for and on behalf of the Authority in furtherance of the Authority's obligations and powers under the Act which involve the expenditure of less than $25,000 by the Authority.

(p) Whenever the term General Manager appears in these by-laws, it shall include his designee who shall have, within the limits of the authority delegated to him in writing by the General Manager, the same power and authority to act as the General Manager. The General Manager shall maintain a permanent record of all such delegations of authority and power.

C. General Counsel.

(a) The Authority shall retain a General Counsel who shall not be a member of the Board nor an officer of the Authority. The General Counsel shall be ultimately responsible for all legal proceedings and affairs of the Authority and shall have general supervisory professional responsibility for all the Authority's legal affairs, except as limited by the Authority. The General Counsel shall advise and consult with the Authority on legal matters in all areas of concern to the Authority as is required from time to time.

(b) The General Counsel shall perform, in general, all the duties necessary to assure that the Authority acts within its legal and fiduciary responsibilities and such other duties as may from time to time be required in order to fulfill its responsibilities.

ARTICLE IV

Committees

Section 1. Standing Committees.

(a) Establishment. The Authority shall have the following standing committees: Development Committee, Operations Committee, Finance Committee, Staff and Marketing Committee, Legislative Committee and Long Range Planning Committee, each of which shall consist of two or more members of the Board, one of whom shall be designated as committee chairman, as may be appointed by the Chairman of the Board.

(b) Term of Office. The initial members of each standing committee shall serve from the time of appointment until the end of the calendar year of their appointment. Members thereafter shall serve by appointment of the Chairman for terms of one calendar year each, unless such member is disqualified, dies, resigns, or is removed from such committee or his regular office in accordance with law.

(c) Duties. Each standing committee shall conduct official meetings to approve its reports and recommend action to the Board. Each such committee shall have the responsibility to become informed of and report from time to time to the Board with regard to the activities of the staff unit or to the functions set opposite the name of the committee below:

Development	Department of Transit System Development
Operations	Department of Transit Operations
Finance	Department of Finance, the Law Department and the Office of Audit. Also, the Finance Committee shall function as an audit committee for the Board.
Staff and Marketing	Department of Human Resources and Administration, the Office of Equal Employment Opportunity and the marketing functions.
Legislative	Federal, state and local legislative functions.
Long Range Planning	Planning functions.

Nothing in this Section 1 of this Article IV shall be deemed in any way to diminish or otherwise interfere with the responsibility of the General Manager for the selection, supervision and discharge of employees of the Authority.

(d) Ex officio members. All members of the Board shall be ex officio members of each standing committee, entitled to all privileges thereof including the right to vote.

Section 2. Ad Hoc Committees.

(a) Establishment. The Chairman may designate one or more ad hoc committees, each of which shall consist of two or more members of the Board, one of whom shall be designated as chairman, and such other persons as the Chairman shall determine. Each ad hoc committee shall have the powers, authority, and duties as provided by the Chairman and shall report to the Board any action taken by

the committee. Each ad hoc committee shall hold official meetings to approve its report and make its recommendations to the Board. The Secretary or Assistant Secretary shall cause the minutes of the meeting at which the Chairman designates any such ad hoc committee to reflect the establishment thereof, its powers, duties, membership and such other instructions and information stated by the Chairman to be included therein.

(b) Term of Office. Unless a different term is established by the Chairman, each member of an ad hoc committee shall continue from the time of his appointment as such until the end of the calendar year of his appointment or reappointment as the case may be, and until his successor is appointed or until the committee shall be sooner terminated, or until such member is disqualified, dies, resigns, or is removed from such committee by the Chairman or from his regular office in accordance with law.

(c) Term of Existence. Each ad hoc committee shall be terminated and dissolved at the end of the calendar year, unless the term thereof shall be extended by the Chairman.

(d) Ex officio members. All members of the Board shall be ex officio members of each ad hoc committee, entitled to all privileges thereof including the right to vote.

Section 3. **Miscellaneous Provisions.**

(a) Quorum. A quorum of a standing or ad hoc committee shall mean a majority of its members appointed by the Chairman of the

Board and in accordance with Section 1(a) or Section 2(a) of this Article IV, but may consist of such members or ex officio members, or of both on any occasion. The act of the majority of regular or ex officio committee members present at a meeting shall be the act of the committee.

(b) Meetings. Meetings of standing and ad hoc committees shall be held as frequently as may be required for the proper discharge of each respective committee's duties. The Secretary or Assistant Secretary of the Board shall give at least two days' written notice of regularly scheduled or special committee meetings in the manner prescribed in Article II, Section 5 of these by-laws. Except with respect to meetings which under applicable law may be held in closed session, the public shall be be entitled to attend.[17]

(c) Records of Committees. The Chairman of each standing and ad hoc committee shall cause the minutes of the meeting of the committee to be promptly recorded in a permanent manner, and the minutes and any documents and reports made a part of the minutes or referred to by the minutes, shall be open to public inspection, in accordance with applicable law and with reasonable rules and regulations prescribed by the Board.

(d) Responsibility. The designation and establishment of any standing or ad hoc committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon it or him by law.

(e) Rules. Each standing or ad hoc committee may make such rules for the conduct of its affairs as it may deem appropriate, not inconsistent with the Act, these by-laws, or the directives of the appointing authority.

ARTICLE V

Contracts, Loans, Checks, Deposits and Audits

Section 1. Contracts and Instruments. The Board may authorize any officer or officers, agent or agents of the Board or of the Authority, to enter into any contract or execute and deliver any instrument for and on behalf of the Authority, and such authorization may be general or confined to specific instances; provided, however, that nothing contained in this Article V, Section 1 of these by-laws shall in any way limit the power and authority conferred on the General Manager by Article III, Section 5.B. of these by-laws or on any other officers by Article III of these by-laws.

Section 2. Loans. No loans shall be contracted on behalf of the Authority, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board.

Section 3. Checks, drafts, etc. All checks, drafts, notes or other orders for the payment of money issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and only in such manner as prescribed in

these by-laws or as shall be determined from time to time by resolution of the Board; provided, however, that nothing contained in this Article V, Section 3 of these by-laws shall in any way limit the power and authority conferred on the General Manager by Article III, Section 5.B. of these by-laws.

Section 4. Deposits. All funds of the Authority, except petty cash, shall be deposited from time to time to the credit of the Authority in such banks, trust companies, or other depositories approved by the Board as the Board or General Manager of the Authority may direct in accordance with applicable law, or such funds of the Authority may be invested from time to time in such securities as the Board or General Manager may direct and prescribe.

Section 5. Audits. On or before the last day of the first month of its fiscal year, the Board shall annually employ a firm of independent certified public accountants licensed to practice in this State as auditors to make a continuous audit of the financial books, records, and accounts of the Authority. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Authority and shall be experienced and qualified in the accounting and auditing of public bodies. A contract of employment shall be executed with such auditors describing their duties, the period to be covered, the professional fees to be paid, the responsibilities of the Authority, and other appropriate

matter. The contract shall be awarded on the basis of professional competence in the field of accounting and auditing for public bodies and subject to the rules of ethics of the American Institute of Certified Public Accountants.[18]

ARTICLE VI

Indemnification

Section 1. General. Under the circumstances prescribed in Sections 3 and 4 of this Article VI, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that he is or was a member of the Board, officer or employee of the Authority ("officer of the Authority" for purposes of this Article VI and wherever mentioned herein shall include members of the Authority's Board of Ethics and General Counsel, except that General Counsel shall not be indemnified against damages resulting from negligence in performance of services for the Authority) against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he

believed in good faith to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he believed in good faith to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action by the Authority. Under the circumstances prescribed in Sections 3 and 4 of this Article VI, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact he is or was a member of the Board, officer or employee of the Authority, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in a manner he believed in good faith to be in or not opposed to the best interests of the Authority; except that no indemnification shall be

made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional malfeasance, misappropriation or fraud, in the performance of his duty to the Authority, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense. To the extent that a member of the Board, officer or employee of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified and held harmless against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; except that no such indemnification shall be made in respect of any action, suit or proceeding or of any claim issue or matter charging such person with intentional malfeasance, misappropriation or fraud unless the Board shall independently determine, as provided in Section 4 of this Article VI, that indemnification is proper because such person has met the applicable standard of conduct set forth in Sections 1 and 2.

Section 4. Award by Board. Except as provided in Section 3 of this Article VI and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article VI shall be made by the Authority only as authorized in the specific case upon a determination by the Board that indemnification of the member of the Board, officer or employee of the Authority is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested members so directs, by the firm of independent legal counsel then employed by the Authority, in a written opinion.

Section 5. Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the member of the Board, officer or employee of the Authority to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Authority as authorized in this Article VI.

Section 6. Not Exclusive. The indemnification provided in this Article VI shall not be deemed exclusive of any other right to which the person indemnified hereunder shall be entitled; nor shall it limit or restrict the right of the Board under circumstances it deems fit to indemnify other persons not expressly covered herein.

Section 7. Insurance. The Authority may purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer or employee of the Authority, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

Section 8. Benefit. The indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of such members of the Board, officers and employees of the Authority.

ARTICLE VII

Seal

The Board shall adopt a seal which shall be circular in form and which shall have inscribed thereon the name of the Authority, and the words, "Corporate Seal."

ARTICLE VIII

Fiscal Year

The fiscal year of the Authority shall be a fiscal year beginning on the first (1st) day of July of each year and ending on the thirtieth (30th) day of June of the next ensuing year.

ARTICLE IX

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the vote of a majority of the members of the Board present at any regular or special Board meeting at which there is a quorum. At least five (5) days' written notice in accordance with the provisions of Article II, Section 5 of these by-laws shall be given of intention to alter, amend, or repeal, or adopt new by-laws at any Board meeting and notice of the general nature of the proposed change in the by-laws shall be given in the notice of meeting.

FOOTNOTES TO MARTA ACT PROVISIONS

(References are to MARTA Act Section numbers)

1. Section 6(a)
2. Section 6(h)
3. Section 6(h)
4. Section 6(h)
5. Section 10(b)
6. Section 6(h)

6a. Section 6(h)

7. Section 6(i)
8. Section 6(f)
9. Section 6(f)
10. Section 6(g)
11. Section 6(j)
12. Section 10(q)
13. Section 6(j)
14. Section 6(g)
15. Section 6(k)
16. Section 14(e)
17. Section 6(h)
18. Section 16(c)

GUIDELINES FOR PUBLIC COMMENT

In order to provide for the orderly flow of business by the Board of Directors and, at the same time, to allow public comment at Board meetings and committee meetings on issues of interest to the public, the following guidelines are proposed:

1) Public comments at meetings of the full Board shall be allowed in accordance with prior Board policy and practice. Specific matters may in the discretion of the Chair be referred to the appropriate standing committee for further consideration.

2) Speakers should be encouraged to make their statements brief and concise and to limit their presentations to no more than 5 minutes.

3) Persons representing or speaking on behalf of any group of MARTA employees will be permitted to address the Board of Directors only at meetings of the full Board. Any such presentation shall be in accordance with Paragraphs 1 and 2 above.