BYLAWS
of the
NORTH CAROLINA TURNPIKE AUTHORITY

The following bylaws are adopted by the North Carolina Turnpike Authority Board pursuant to the powers delegated to it under North Carolina General Statute §§ 136-89.182(j) and 136-89.183(a) (10).

ARTICLE I
Purpose and Powers of the Authority

§ 1.1. ***Purpose.*** The purpose for which the Authority is organized is: to study, design, plan, construct, own, promote, finance and operate a system of toll roads, bridges, and/or tunnels supplementing the traditional non-toll transportation system serving the citizens of the State of North Carolina.

§ 1.2. ***Powers.*** The Authority shall have all powers delegated to it by Article 6H of Chapter 136 of the North Carolina General Statutes, and such further powers as may be from time to time extended to units of local government by law of general application or local act not inconsistent with Article 6H of Chapter 136.

ARTICLE II
Offices and Process Agent

§ 2.1. ***Principal Office.*** The principal office of the Turnpike Authority shall be located in the Transportation Building, 1 South Wilmington Street, Raleigh, North Carolina, or at such other facilities of the Department of Transportation designated by the Authority Board and mutually agreed to by the Department of Transportation.

§ 2.2. ***Other Offices.*** The Authority may have offices at such other facilities of the Department of Transportation as designated by the Authority Board and agreed to by the Department.

§ 2.3. ***Process Agent.*** The Authority shall appoint a process agent by filing with the North Carolina Attorney General the name and address of an agent upon whom process may be served.

ARTICLE III
Authority Board

§ 3.1. ***Members.*** The North Carolina Turnpike Authority shall be governed by a nine-member board as specified in North Carolina General Statute § 136-89.182(c).

§ 3.2. ***Terms.*** Members shall serve for terms as specified in North Carolina General Statute § 136-89.182(e).

§ 3.3. ***Vacancies.*** All members of the Authority Board shall remain in office until their successors are appointed and qualified. The original appointing authority may appoint a member to serve out the unexpired term of any member.

§ 3.4. ***Removal of Board Members.*** Each member of the Authority Board shall serve at the pleasure of the appointing authority. A member may be removed by the appointing authority at any time by certifying in writing to the secretary or chairman of the Authority that such member has been removed by such appointing authority.

§ 3.5. ***Compensation.*** The appointed members of the Authority Board shall receive no salary for their services but shall be entitled to receive per diem and travel allowances in accordance with the provisions of North Carolina General Statute §§138-5 and 138-6 as appropriate.

ARTICLE IV
Officers

§ 4.1. ***Chair.*** The chair of the Authority shall be selected by the Authority Board and shall serve until January 14, 2005. Thereafter, the Authority Board shall select a chair for a two year term. The Board may select a chair for one additional two year term. The chair shall preside at all meetings of the Authority Board and shall perform such other duties as may be prescribed by the Authority Board from time to time.

§ 4.2 ***Vice-Chair.*** A vice-chair shall be selected by the Authority Board and shall, in the case of the absence or disability of the chair, perform the duties of the chair. The vice-chair shall serve until January 14, 2005, and thereafter for not more than two consecutive two year terms. The vice-chair shall perform such other duties as may be prescribed by the Authority Board from time to time.

§ 4.3 ***Secretary-Treasurer.*** A secretary-treasurer of the Authority shall be selected by the Authority Board and shall serve until January 14, 2005, and thereafter for not more than two consecutive two year terms. The secretary-treasurer shall insure that appropriate business, financial, attendance, and other records of the Authority are kept in accordance with all applicable statutes, rules, and regulations, and sound business practices. The secretary-treasurer shall perform such other duties as may be prescribed by the Authority Board from time to time.

ARTICLE V
Committees

§ 5.1. ***Committees.*** The Authority Board may designate one or more standing or special committees by resolution. Such committees shall have such duties and powers as may be prescribed by these Bylaws and from time to time by action of the chair or the majority of the Authority Board

members. The committees shall report their recommendations for action to the Authority and the same shall be subject to the Authority's approval unless specific duties are delegated with power to act. The chair of the Authority shall be an *ex officio*, non-voting member of all committees.

§ 5.2. ***Membership.*** Unless otherwise specified by the Authority Board, the members of each committee shall be appointed and removed by the chair of the Authority Board.

§ 5.3. ***Procedures.*** A majority of the whole committee shall constitute quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI
Meetings of the Authority Board

§ 6.1. ***Regular Meetings.*** The Authority Board shall meet not less than bi-monthly at such time and place in the State as specified by the Board.

§ 6.2. ***Special Meetings.*** Special meetings of the Authority Board may be called by the chair of the Authority Board or a majority of the Authority Board upon 48 hours notice to Authority members and the public.

§ 6.3. ***Emergency Meetings.*** Emergency meetings of the Authority Board may be called by the chair of the Authority Board or a majority of the Authority Board because of an unexpected circumstance that requires immediate consideration by the Authority Board. Only business connected with the emergency may be considered at such meeting. Notice to the public shall be as required by Article 33C of Chapter 143 of the North Carolina General Statutes.

§ 6.4. ***Open Meetings Law Compliance.*** Notice of official meetings and the official meetings of the Board shall be subject to the provisions of Article 33C—*Meetings of Public Bodies*—of Chapter 143 of the North Carolina General Statutes.

§ 6.5. ***Quorum.*** A simple majority of the Board shall constitute a quorum for the transaction of business.

§ 6.6. ***Voting Procedures.*** The Authority shall determine its policies by majority vote of the members of the Authority Board present and voting, a quorum having been established. All formal action of the Authority Board shall be by motion or resolution adopted at a duly called meeting of the Authority Board.

§ 6.7. ***Conduct of Meetings.*** All meetings of the Authority Board shall be conducted under Roberts Rules of Order, unless specifically provided otherwise by the Authority Board or these Bylaws.

§ 6.8. ***Attendance.*** The chair shall excuse members from attendance at official meetings of the Board for good cause shown. The secretary-treasurer shall keep a record of excused and unexcused absences and shall report same to the appointing authorities not less than semi-annually.

§ 6.9. ***Participation by Telephone.*** Members may attend official meetings of the Board by use of conference telephone or other electronic means that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed attendance in person.

§ 6.10. ***Order of business.*** The business of the Authority shall be taken up for consideration and disposition in the following order:

A. Call of roll or notation of members, staff and guests who are present;
B. Any recognitions to be presented;
C. Approval of meeting agenda;
D. Approval of minutes of previous Authority meeting(s);
E. Comments/report of the presiding officer;
F. Consideration of old and unfinished business;
G. Consideration of any new business;
H. Comments/reports of Standing Committees;
I. Comments/reports of the Members;
J. Any closed or executive session which may be needed; and,
K. Adjournment.

The order of business may be varied by the chair or acting chair unless a majority of the Authority Board present object to such variation.

§ 6.11. ***Minutes.*** The Board shall keep minutes of its meetings which shall approved by the Board and shall at all times be open to public inspection.

ARTICLE VII
Staff

§ 7.1. ***Executive Director.*** The Authority Board shall appoint an Executive Director, whose salary shall be fixed by the Authority, to serve at its pleasure. The Executive Director shall be the Authority's chief administrative officer and shall be responsible for the daily administration of toll roads and bridges constructed, maintained, or operated by the Authority.

§ 7.2. ***Administrative Employees.*** The Executive Director or his designee shall appoint, employ, dismiss, and within the limits approved by the Authority Board, fix the compensation of administrative employees as the Executive Director deems necessary.

§ 7.3. ***Report of Hiring.*** The Authority shall report the hiring of all administrative employees to the Joint Legislative Transportation Oversight Committee within 30 days of the date of employment.

§ 7.4. ***Exemption from State Personnel Act.*** Only Article 6 (Equal Employment Opportunity) and Article 7 (Privacy of State Employee Personnel Records) of Chapter 126 of the North Carolina General Statutes shall apply to employees of the North Carolina Turnpike Authority.

§ 7.5. ***Policy Directives.*** Once a policy is established, the Authority Board shall communicate it to the Executive Director or the Executive Director's designee, who shall have the sole and exclusive authority to execute the policy of the Authority. No member of the Authority Board shall have the responsibility or authority to give operational directives to any employee of the Authority other than the Executive Director or the Director's designee.

ARTICLE VIII
Work Plan and Reports

§ 8.1. ***Annual Plan of Work.*** The Authority shall annually develop a plan of work for the fiscal year, describing the activities and projects to be undertaken, accompanied by a budget. This annual plan of work shall be subject to the concurrence of the Board of Transportation.

§ 8.2. ***Annual Reports.*** The Authority shall, promptly following the close of each fiscal year, submit an annual report of its activities for the preceding year to the Governor, the General Assembly, and the Department of Transportation. Each report shall be accompanied by an audit of its books and accounts which shall be subject to the oversight of the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes

§ 8.3. ***Semiannual Reports.*** The Authority shall submit semiannual reports to the Joint Legislative Transportation Oversight Committee, and more frequent reports if requested. The reports shall summarize the Authority's activities during the preceding six months, and shall contain any information about the Authority's activities that is requested by the Committee.

§ 8.4 ***Report Prior to Let of Contracts.*** The Authority shall consult with and report to the Joint Legislative Transportation Oversight Committee and the Joint Legislative Commission on Governmental Operations prior to the letting of any contract for Turnpike Project construction authorized under North Carolina General Statute §136-183(a)(2).

§ 8.5. ***Report Prior to Study and Design.*** The Authority shall consult with and report to the Joint Legislative Transportation Oversight Committee and the Joint Legislative Commission on Governmental Operations prior to the study, planning, development or design of any Turnpike Project authorized under North Carolina General Statute § 136-89.193(a)(3).

§ 8.6. ***Internet Report of Funds Expended.*** The Department of Transportation shall publish and update annually on its Internet web site a record of all expenditures of the Authority for highway construction, maintenance, and administration in accordance with North Carolina General Statute § 136-189.195.

ARTICLE IX
Contracts

§ 9.1. ***Construction Contracting.*** The Authority shall solicit competitive proposals for the construction of Turnpike Projects in accordance with the provisions of Article 2 of Chapter 136 of the North Carolina General Statutes.

§ 9.2. ***Contracts for Professional Services.*** Contracts for professional engineering services and other kinds of professional or specialized services necessary in connection with construction of Turnpike Projects shall be solicited in accordance with procedures utilized by the Department of Transportation.

§ 9.3. ***Alternative Contracting Methods.*** Notwithstanding the above contracting provisions, the Authority may authorize the use of alternative contracting methods if:

(1) The authorization applies to an individual project;

(2) The Authority has concluded, and documented in writing, that the alternative contracting method is necessary because the project cannot be completed utilizing the procedures of Article 2 of Chapter 136 of the North Carolina General Statutes within the necessary time frame or available funding or for other reasons the Authority deems in the public interest;

(3) The Authority has provided, to the extent possible, for the solicitation of competitive proposals prior to awarding a contract; and

(4) The approved alternative contracting method provides for reasonable compliance with the disadvantaged business participation goals of North Carolina General Statute § 136-28.4.

ARTICLE X
Ethics

§ 10.1. ***Board of Ethics.*** All members of the Authority Board are "public officials" as defined by Governor Easley's Executive Order No. 1 and are covered by the North Carolina Board of Ethics.

§ 10.2. ***Conflicts of Interest.*** Members of the Authority Board shall be subject to the provisions of North Carolina General Statutes §§ 136-13, 136-13.1, and 136-14.

§ 10.3. ***Ethics Policy.*** The Authority Board shall adopt a supplemental code of ethics applicable to the members of the Board.

ARTICLE XI
Miscellaneous

§ 11.1. ***Fiscal year.*** The fiscal year of the Authority shall be July 1 - June 30.

§ 11.2. ***Seal.*** The official seal of the Authority shall consist of two concentric circles and in the center of which is inscribed SEAL and including the name "North Carolina Turnpike Authority."

§ 11.3. ***Audit.*** The operations of the Authority shall be subject to the oversight of the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes.

§ 11.4. ***Record Keeping.*** The Authority is a public agency subject to the provisions of the Public Records Act—Chapter 132 of the North Carolina General Statutes. The records of the Authority shall be maintained in accordance with North Carolina General Statute § 121-5 and the rules and regulations of the Department of Cultural Resources.

ARTICLE XII
Amendments

§ 12.1. ***Amendments to Bylaws.*** Any subsequent changes or amendments to these bylaws shall require the concurrence of a two-thirds majority of the entire Board and must be submitted to the Board of Transportation and the Joint Legislative Transportation Oversight Committee 45 days prior to adoption by the Authority Board.

ADOPTION

Submitted to the Board of Transportation for review and comment: December 4, 2003.

Submitted to the Joint Legislative Transportation Oversight Committee for review and comment: November 10, 2003.

Adopted by the North Carolina Turnpike Authority, this the 18th day of MARCH, 2004

Lynda Tippett, Chairman
North Carolina Turnpike Authority

Attest:

Perry R. Safran, Secretary-Treasurer
North Carolina Turnpike Authority

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