

**BYLAWS
OF
COVINGTON MOTOR VEHICLE PARKING AUTHORITY BOARD**

**ARTICLE I
Name**

The name of this Board shall be the Covington Motor Vehicle Parking Authority Board ("Board"), created pursuant to KRS § 94.810 to § 94.840, and Covington Code of Ordinances § 32.20 to § 32.28.

**ARTICLE II
Functions**

The functions and duties of the Board shall include, but not be limited to, the following:

- a. Manage and conduct the business, activities, and affairs of the Board as prescribed by KRS § 94.810 to § 94.840, and Covington Code of Ordinances § 32.20 to § 32.28 and subsequent amendments and resolutions, including without limitation, negotiating the purchase and/or lease of public street and off-street parking facilities and maintaining public and/or off-street parking facilities;
- b. Approve all policies, procedures, and regulations necessary for the management of the affairs of the Board;
- c. Conduct public hearings as necessary;
- d. Keep minutes and records of all proceedings, including regulations, transactions, findings, and determinations, and the number of votes for and against each question, and if any Member is absent or disqualified from voting, indicating the fact;
- e. Delegate to committees and/or staff designees such authority that is deemed advisable, and in accordance with statutes and regulations; and
- f. Provide continuing liaison informational services insuring communication to the general public and the appropriate agencies and organizations.

**ARTICLE III
Office**

The office of the Board shall be determined from time to time by the Executive Director, but shall at all times be located within the City of Covington. The present official office is located at 20 West Pike Street, Covington, Kentucky 41011.

ARTICLE IV Members

1. Composition. The Board shall be composed of five members (“Members”) as prescribed in KRS 94.815(1), and Covington Code of Ordinances, Section 32.20:

a. The Mayor shall appoint Members to the Board and the Board of Commissioners shall approve all appointments.

b. All Members of the Board shall be residents of the City of Covington or pay occupational tax to the city for a period of at least one (1) year prior to the creation of the Board.

c. Notwithstanding the foregoing, no less than three (3) Members of the Board shall be residents of the City of Covington.

d. All Members of the Board shall reside or pay occupational taxes in the City of Covington throughout their term in office.

2. Term of Office.

a. Members shall serve four-year terms, except those first appointed to the Board shall serve the following staggered terms:

b. One (1) Member shall serve a one (1) year term;

c. One (1) Member shall serve a two (2) year term;

d. One (1) Member shall serve a three (3) year term; and

e. Two (2) Members shall serve a four (4) year term.

3. Vacancies. Vacancies shall be filled within sixty (60) days by the Mayor, subject to approval by the City of Covington Board of Commissioners.

4. Compensation. The Mayor and City of Covington Board of Commissioners by majority vote may fix the compensation of the Members whose appointment they approve. The compensation of the Members shall not be decreased during the term to which he or she was appointed.

5. Removal of Members. Any Member of the Board may be removed by a majority vote of the Mayor and the Covington Board of Commissioners for inefficiency, neglect of duty, misfeasance, nonfeasance, or malfeasance. Prior to removal, the Member shall receive at least ten (10) days written notice of the hearing regarding the charges for removal. At the hearing the Member may be represented by counsel and may appear personally and present such pertinent evidence as he or she wishes. If after the hearing the Mayor and the Covington Board of Commissioners vote by a majority for removal, they shall remove the Member from the Board within seven (7) days and there shall be a vacancy of the office which shall be filled according to the procedures described herein above.

6. Ethics. Members are subject to the Ethics Code set out in Covington Code of Ordinances, Sections 36.01 – 36.99.

ARTICLE V Officers

1. Officers. The officers shall be an Executive Director, a Chair, a Vice-Chair, a Secretary, a Treasurer, and any other officers the Board deems necessary.

2. Appointments, Nomination and Elections.

a. The Executive Director shall be appointed as provided for in Covington Code of Ordinances, Section 32.22. The Executive Director shall serve without compensation.

b. Nominations for the role of Chair, Vice-Chair, Secretary, and Treasurer shall be made from the floor at the annual meeting.

c. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected annually by a majority vote of all Members present at the annual meeting and shall assume office at the close of the annual meeting.

3. Term of Office. Officers shall be elected for a term of one year or until their successors are elected and assume office. Any officer shall be eligible for re-election at the expiration of his/her term.

4. Vacancy in Office. A vacancy in the office of Executive Director shall be filled by the then current City Manager. The vacancy created in the offices of Chair, Vice-Chair, Secretary, and Treasurer shall be filled at a special meeting, or at the next regular meeting following notification that a vacancy exists. Nominations shall be from the floor and the election shall be by majority votes of those Members present.

5. Duties of Officers.

a. The Executive Director shall perform such duties as determined by the Board, the bylaws, policies adopted by the Board and those duties assigned to the Executive Director by the Mayor or City Council.

b. The Chair shall: (i) preside at meetings of the Board; (ii) provide general supervision of the conduct of the affairs of the Board; and (iii) appoint any committees and committee chairs.

c. The Vice-Chair shall: (i) in the absence of the Chair, or in the event of the temporary inability of the Chair to act, perform the duties of the Chair; and (ii) assume such other duties as may be assigned to the office by the Board.

d. The Secretary or his or her designee shall: (i) attend all regular and special meetings and hearings, as well as any committee meetings, and keep a record of same, which shall be transcribed in the minute book of the Board; (ii) send notices of all meetings of the Board

required to be sent by law, under these bylaws, or as directed by the Chair; (iii) have charge of all books, papers and records of the Board, and shall attend to all correspondence of the Board; (iv) review and sign the approved minutes of all Board meetings and hearings; and (v) the Secretary's clerical functions may be delegated to a member of the staff, upon resolution of the Board.

e. The Treasurer shall: (i) formulate, receive, and/or recommend for approval by Board, proposals, or policies on: (a) charges, prices, and fees; (b) expenditure of funds; (c) disposal or acquisition of assets; and (d) long-term budgets; (ii) report monthly the financial condition of the Authority to the Board; and (iii) assume such other duties as may be assigned to the office by the Board.

ARTICLE VI Meetings

1. Regular, Annual, and Special Meetings.

a. Regular meetings of the Board shall be held at a time and place and as frequently as determined by the Board, but at least one regular meeting shall be held during each calendar quarter.

b. The annual meeting shall be held immediately preceding the final regular meeting (as set forth herein above), and shall be for the purpose of electing officers, receiving annual reports of officers, and committees, and transacting such other business as may arise.

c. Special meetings shall be held at the call of the Chair alone, or by the Chair upon request from (i) the Executive Director, or (ii) three or more Members of the Board. All Members shall be notified of such special meetings by written or oral notice at least seven days prior to the meeting. The notice shall specify the date, time, place and the business to be considered.

2. Quorum. Three Members of the Board shall constitute a quorum. The lack of a quorum shall not prevent a scheduled public hearing.

3. Voting. A majority of all Members present where a quorum of the Board is present shall be necessary to transact any official business, except a majority vote of the total Board membership is required to adopt or amend bylaws. In the event of a tie in voting, the Chair shall order a revote. The revote shall take place during a special meeting at a time and place at which all five (5) of the Members of the Board may be present to cast their vote.

4. Records. The Board shall keep minutes and records of all proceedings, including resolutions, transactions, findings, and determinations; shall record the number of votes for and against each question presented; and shall indicate whether any Member is absent or abstains from voting. All such records shall be filed in the office of the Board immediately following the meeting at which they occurred. All records of the Board are open records as required by the Kentucky Revised Statutes.

5. Conflict of Interest. No Member or employee of the Parking Authority shall acquire any interest, direct or indirect, in any project or in any property including or planned to be

included in any project, nor shall have any interest, direct or indirect in any contract or proposed contract for materials or services to be furnished or sued in connection with any project. If any Member or employee of the Parking Authority owns or controls an interest, direct or indirect in a property included in any project, which interest was acquired prior to appointment or employment, he or she shall disclose the same in writing to the Parking Authority at the time of his or her appointment and the disclosure shall be entered upon the minutes of the Board.

6. Open Meetings and Public Hearings. Board meetings and public hearings shall take place pursuant to the Kentucky Open Meetings Act, KRS 61.800-61.850, and these Bylaws shall be interpreted in accordance therewith. To the extent that the Kentucky Open Meetings Act is silent on a subject, these Bylaws shall control. All meetings shall occur at times and places convenient to the public, and a schedule of regular meetings will be made publicly available. There shall be no conditions placed upon members of the public attending a board meeting. Meetings may occur via video conference pursuant to KRS 61.805, *et seq.*, and any applicable administrative regulations. Pursuant to KRS 61.840, news media may cover, record, and broadcast board meetings. Any special meetings of the Board shall take place pursuant to KRS 61.823 and any administrative regulations interpreting it.

7. New Evidence at Board Hearings. Copies of photographs, writings or recordings used by a party at a public hearing before the Board which are not then in the Board's records including but without limitation phone pictures, newspaper or magazine articles, surveys, plats, maps, or tape recordings shall be filed with the Board within seven (7) days after the hearing. If the copies are not filed in that period such evidence and any related testimony shall be stricken from the record.

ARTICLE VII Committees

1. Membership. The Chairperson of the Board shall form and appoint any committees, and shall designate one member as chairperson thereof. Members of any committee so formed shall be members of the Board.

2. Meetings.

a. Committees shall meet at such times and places as designated by the chairperson of the committee.

b. A majority of the members of a committee shall constitute a quorum.

c. All reports of committees shall be made in writing, and the original copy thereof shall be filed and become part of the records of the Board.

3. Ex-Officio Member. The Executive Director shall serve as an ex-officio member of all committees.

ARTICLE VIII Amendments

Adopted Aug. 8, 2018

These Bylaws may be amended by a majority vote of the total membership of the Board at any regular or special meeting of the Board, provided that copies of the proposed amendment have been included in the notice of such meeting. At least seven days' prior notice shall be given.