



**CHATTANOOGA AREA REGIONAL TRANSPORTATION AUTHORITY
& THE CHATTANOOGA PARKING AUTHORITY**

BOARD MEETING AGENDA

November 20, 2025, 10:00 AM ET

1. **Call to Order**
2. **Quorum Call**
3. **Moment of Silence & Pledge of Allegiance**
4. **Public Comment**
5. **Chair Comments / Action**
 - A. Chief Financial Officer – Welcome and Ratification of Appointment
 - B. Bylaws – Board Member Attendance Policy ([page 2](#)) - A
6. **Recognitions:** Jeanine McNulty
7. **Staff Reports**
 - A. CEO Report: Charles D. Frazier
8. **Consent Agenda**
 - A. Adoption of Minutes: Brandon Meredith
 - B. Statistical Report: Doug Carlson
9. **Action Items:**
 - A. Incline Comparative Revenue Analysis:
 - B. Procurement Report: Annie Powell
 - C. October Financial Report: Melanie Jones & Sander Abernathy
10. **New Business**
11. **Old Business**
12. **Adjournment**

TO: CARTA Board of Directors

FROM: Johan de Nysschen
Board Chair

SUBJECT: Bylaws Amendment – Board Member Attendance

RECOMMENDED ACTION

Board Chair de Nysschen recommends that the board adopt the CARTA Bylaws Amendment as presented.

ALIGNMENT WITH STRATEGIC GOALS

This item aligns with CARTA's strategic imperatives of Service Quality, Customer Service, Fiscal Accountability & Community Engagement.

SUMMARY OF NEED

Approval of this item will amend the board of directors' Bylaws by amending Article IV to include a new Section 12 as follows:

New Section 12 – Attendance and Censure Policy

- The Executive Committee, acting on behalf of the Board, gains authority to censure any Board director (including Executive Committee members) who fails to meet attendance requirements.
- Censure Trigger:
 - If a Board member misses three (3) regular meetings in a 12-month period.
- Censure Procedure:
 - Provide written notice to the Board member;
 - Provide notice to the mayor of the governmental entity that appointed the member; and
 - Document the censure in the Board meeting minutes.

Post-Censure Consequences

- If the censured member misses two (2) additional regular meetings within six (6) months after being censured:
 - The member is deemed to have resigned unless they provide a satisfactory explanation (e.g., health or personal reasons).
 - The Chairperson has reasonable discretion to determine if the explanation is sufficient.
- Upon resignation:
 - The position becomes vacant on the first day of the next calendar month.
 - The vacancy is filled pursuant to Article IV, Section 1 of the Bylaws.

BACKGROUND AND HISTORY

On April 17, 2025, the CARTA board of directors formally adopted the Amended and Restated Bylaws of CARTA, reflecting corresponding changes made to the governing City of Chattanooga ordinance (Chapter 24 Metropolitan Transit Authority), including but not limited to board composition, tenure, and compensation.

PROCUREMENT OVERVIEW

N/A

FISCAL IMPACT

N/A

DBE PARTICIPATION

N/A

**AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF
THE CHATTANOOGA AREA REGIONAL TRANSPORTATION AUTHORITY**
(Effective November 20, 2025)

The board of directors of The Chattanooga Area Regional Transportation Authority (the “Authority”), adopted the following amendment to the Amended and Restated Bylaws of the Authority adopted April 17, 2025 (the “Bylaws”):

1. Article IV of the Bylaws is hereby amended by adding the following new Section 12:

Section 12. The Executive Committee, acting on behalf of the Board, will have the right to censure any Board director, including any member of the Executive Committee, who fails to attend three (3) regular meetings of the Board in a twelve (12) month period, by (i) providing written notice to such Board member, (ii) providing notice of such censure to the mayor of the governmental entity that appointed such Board member, and (iii) documenting such censure in the minutes of the Board meeting for which such member is censured. Thereafter, in the event a censured Board member fails to attend two (2) regular meetings of the Board in the six(6) month period following censure, the censured Board member shall be deemed to have resigned, unless the Board member provides the Board Chairperson with sufficient explanation for such absence (such as health or other material personal issues), as judged in the reasonable discretion of the Chairperson. In the event of a resignation under this Article IV, Section 12, the Board member's position shall be deemed vacant as of the first day of the next calendar month. The vacant position will be filled for the remainder of the term pursuant to Article IV, Section 1 of these Bylaws.

2. Except as herein expressly amended, all terms, conditions, obligations and provisions contained in the Bylaws are ratified and affirmed and shall remain in full force and effect, and all references therein to the Bylaws shall henceforth refer to the Bylaws as amended by this Amendment. This Amendment shall be deemed incorporated into, and a part of, the Bylaws.

3. Pursuant to Article IX, Section 1 of the Bylaws, the Bylaws may be amended by the vote of a majority of the entire Board.

Certified this 20th day of November, 2025, that the foregoing Amendment to the Bylaws of the Authority was duly adopted by the Authority at its regularly scheduled meeting held on November 20, 2025.

Arcie Reeves, Secretary