

BYLAWS OF THE NORTH TEXAS TOLLWAY AUTHORITY

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Section 1. Statutory Authority

These bylaws are made and adopted to govern the North Texas Tollway Authority (“NTTA”), a regional tollway authority and a political subdivision of the State of Texas authorized and existing pursuant to the laws of the State of Texas, in accordance with Senate Bill 370 (1997) and Texas Transportation Code, Chapter 366 (the “Regional Tollway Authority Act”).

Section 2. Principal Office

NTTA’s domicile and principal office shall be in one of the counties composing NTTA.

Section 3. General Powers

NTTA’s activities, property, and affairs will be managed by its Board of Directors (the “Board”), which may exercise all powers and do all acts permitted by applicable laws and these bylaws.

Section 4. Board

(a) Subject to Section 5, NTTA’s Board shall be composed of nine Directors, appointed as follows:

(1) The Commissioners Courts of Collin County, Dallas County, Denton County, and Tarrant County each shall appoint two Directors, with one Director’s term expiring on August 31 of each even-numbered year and the other Director’s term expiring on August 31 of each odd-numbered year.

(2) The Governor shall appoint one Director, with such Director’s term expiring on August 31 of each odd-numbered year.

(b) Each Director appointed by a Commissioners Court must have resided in the county governed by that Commissioners Court for at least one year before the person’s appointment. A Commissioners Court appointing more than one Director shall ensure that the Directors it appoints reside in different geographic regions in that county. To the extent possible, appointments to the Board shall reflect the diversity of the population of NTTA’s counties. All appointments to the Board shall be made without regard to disability, sex, religion, age, or national origin.

(c) Each Director appointed by the Governor must have resided in a county adjacent to a county included in NTTA for at least one year before the person’s appointment.

(d) Subject to Sections 5 and 7 of these bylaws and except as otherwise provided by law, each Director shall be appointed for a two-year term. Directors will serve staggered terms, with the terms of one-half of the Directors (or as close to one-half as possible) expiring on August 31 each year.

(e) Subject to limitations imposed by Article 4, Section 12, or Article 16, Section 17(b), of the Texas Constitution or other applicable law, each Director shall serve until his or her successor has been duly appointed and qualified or until his or her death, resignation, or removal from office in accordance with these bylaws.

(f) Directors qualified to serve under applicable law and these bylaws may be reappointed following the expiration of their terms. Except as otherwise provided by applicable law, there is no limitation on the number of terms a Director may serve.

(g) Before beginning a term, each Director shall execute a surety bond as required by the Regional Tollway Authority Act. The expense of the bond shall be paid by NTTA.

Section 5. Expansion of the Board

(a) Upon the admission of a new county into NTTA in accordance with the Regional Tollway Authority Act and these bylaws, the number of Directors composing the Board shall be increased by one, and the Commissioners Court of the applicable county shall appoint a Director to the new seat on the Board.

(b) The initial term of each new Director appointed under this section shall be determined by the Board so that the terms of the Directors are staggered, to the extent possible, with one half of the Directors' terms expiring on August 31 of each year.

(c) Subsections (b), (d), (e), (f), and (g) of Section 4 shall be applicable to Directors appointed under this section.

Section 6. Qualifications of Directors

(a) All Directors must have and maintain the qualifications set forth in this section and in the Regional Tollway Authority Act.

(b) An elected official is not eligible to serve as a Director. Promptly after a Director learns that he or she has been elected to fill a public elective office (meaning any federal, state, county, municipal, political subdivision, or political party office filled by election), or has been appointed to an office normally filled by election, the Director shall resign as a Director by giving notice in accordance with Section 8 below.

(c) A person is not eligible to serve as a Director if the person:

(1) would be removed as a Director under Section 180.010 of the Local Government Code in connection with the commission of a qualifying offense under that section; or

(2) has plead guilty or *nolo contendere* to or been finally adjudicated to be guilty of an offense under Title 8 of the Texas Penal Code; or

(3) is disqualified or ineligible to serve under applicable law.

(d) A person is not eligible to serve as a Director if the person or the person's spouse:

(1) is registered, certified, or licensed by an occupational regulatory agency in the field of toll road construction, maintenance, or operation;

(2) is employed by or participates in the management of a business entity or other organization either regulated by or receiving money from NTTA;

(3) owns or controls, directly or indirectly, more than a ten percent interest in a business entity or other organization regulated by or receiving money from NTTA, other than compensation for acquisition of turnpike right-of-way;

(4) uses or receives a substantial amount of tangible goods, services, or money from NTTA, other than compensation or reimbursement authorized by law for Board membership, attendance, or expenses, or for compensation for acquisition of turnpike right-of-way;

(5) is an officer, employee, or paid consultant of a Texas trade association in the field of road construction, maintenance, or operation;

(6) is required to register as a lobbyist under Chapter 305, Government Code, because of the person's activities for compensation on behalf of a profession related to the operation of NTTA.

(e) Director shall certify annually to the Secretary that said Director is not ineligible to serve on the Board as a result of any of the foregoing conditions.

Section 7. Vacancies

A vacancy on the Board shall be filled promptly by the entity or person that made the appointment that falls vacant. Each Director appointed to a vacant position shall be appointed for the unexpired term of the Director's predecessor in that position.

Section 8. Resignation and Removal

(a) A Director may resign at any time upon giving written notice to NTTA and the entity or person that appointed that Director (the "Appointing Entity").

(b) A Director may be removed from the Board by the Appointing Entity if the Director:

(1) does not have or maintain the qualifications required by the Regional Tollway Authority Act;

(2) violates the Regional Tollway Authority Act;

(3) cannot discharge the Director's duties for a substantial portion of the term for which he or she is appointed because of illness or disability; or

(4) is absent from more than half of the regularly scheduled Board meetings during a given calendar year.

(c) If NTTA's Executive Director knows that a potential ground for removal of a Director exists, the Executive Director shall notify the Chair, who shall then notify the Appointing Entity of the potential ground for removal. NTTA's receipt of a notice of removal from the Appointing Entity shall constitute removal without further action by the Board.

Section 9. Compensation of Directors

Directors shall serve without compensation but will be reimbursed for actual expenses incurred in carrying out their duties and functions as Directors.

Section 10. Conflict of Interest

(a) A Director shall not accept, agree to accept, or solicit any gift, favor, service, compensation, benefit, or anything of value that:

(1) might reasonably tend to influence that Director in making decisions on behalf of NTTA;

(2) the Director knows or should know is being offered with the intent to influence the Director's decision-making; or

(3) (could reasonably be expected to impair the Director's independence of judgment in making decisions on behalf of NTTA.

(b) Directors shall familiarize themselves and comply with all applicable laws regarding conflicts of interest and any conflict-of-interest policy adopted by the Board.

Section 11. Meetings

(a) All regular meetings of the Board shall be held in an NTTA county at a site, date, and time to be determined by the Chair. If the Chair determines that a regular meeting is unnecessary or that a quorum will not be achieved, the Chair may postpone or cancel the meeting; but no fewer than four regular meetings shall be held during each calendar year. Special meetings and emergency meetings of the Board may be called, upon proper notice, at any time by the Chair or at the request of any two Directors. Special meetings and emergency meetings shall be held at such time and place as is specified by the Chair, if the Chair calls the meeting, or by the two Directors, if they call the meeting.

(b) The Chair shall set the agendas for meetings of the Board, except that the agendas of meetings called by two Directors shall be set by those Directors. The Chair shall place on the agenda for a meeting of the Board or a committee any item requested by at least two Directors; the item shall appear in the form submitted to the Chair and, subject to compliance with notice and posting requirements, on the meeting agenda specified by such Directors.

(c) As required by Section 551.021 of the Texas Open Meetings Act, each part of a meeting that by law must be open to the public shall be recorded or documented by written minutes. Following the meeting, the recording or minutes of the meeting shall be made available to the public.

Section 12. Voting; Quorum

A majority of the Directors constitutes a quorum, and the vote of a majority of the Directors present at a meeting at which a quorum is present will be necessary for any action taken by the Board. No vacancy in the membership of the Board will impair the right of a quorum to exercise

all of the rights and to perform all of the duties of the Board. Therefore, if a vacancy occurs, a majority of the Directors then serving will constitute a quorum.

Section 13. Meetings by Telephone or Videoconference

(a) Subject to the notice requirements of the Texas Open Meetings Act, the Board and committees of the Board may participate in and hold meetings by telephone or similar communications equipment by which all persons participating in the meeting can hear each other and at which public participation is permitted by a speaker telephone or similar communications equipment at an NTTA conference room or other facility accessible to the public in an NTTA county. Participation in a meeting pursuant to this section constitutes being present in person at such meeting, except that a Director will not be considered in attendance when the Director appears at such a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened, as provided under Section 18 of these bylaws. Each part of the meeting that by law must be open to the public shall be audible to the public at the location specified in the notice.

(b) Directors and NTTA employees may participate in meetings of the Board and committees of the Board by videoconference if the video and audio feed of the Director's or employee's participation is broadcast live at the meeting and the meeting, including the required notices, complies with the Texas Open Meetings Act.

Section 14. Procedure

Except as provided in the last sentence of this section, all meetings of the Board and its committees shall be conducted in accordance with Robert's Rules of Order pursuant to statutorily proper notice of meeting posted as provided by law. The Chair at any time may change the order of items to be considered from that set forth in the notice of meeting, provided that all agenda items that require a vote by the Board shall be addressed at the meeting for which they have been posted. To the extent procedures prescribed by applicable statutes or these bylaws conflict with Robert's Rules of Order, the statutes or these bylaws shall govern.

Section 15. Committees

(a) The Chair at any time may designate from among the Directors one or more ad hoc or standing committees, each of which shall be composed of two or more Directors, and may designate one or more Directors as alternate members of such committees, who may, subject to any limitations imposed by the Chair, replace absent or disqualified members at any meeting of that committee. Except as otherwise indicated in writing by the Chair and delivered to the Directors, the Chair serves as an ex-officio member of each committee and shall be counted for purposes of determining a quorum. If approved by a resolution passed by a two-thirds vote of the Board, a committee shall have and may exercise all of the authority of the Board, to the extent provided in such resolution and subject to the limitations imposed by applicable law. The Chair shall appoint the chair of each committee, which may be the Chair, as well as Directors to fill any vacancies in the membership of the committees. To the greatest extent practicable, the Chair shall utilize all Directors willing to serve on the committees in designating committee members, alternates, and chairs.

(b) At the next regular meeting of the Board following the Chair's formation of a committee, the Chair shall deliver to the Directors and the Secretary a written description of the committee, including: (1) the name of the committee, (2) whether it is an ad hoc or standing committee, (3) its assigned function(s) and/or task(s), (4) whether it is intended to have a continuing existence or to dissolve upon the completion of a specified task and/or the occurrence of certain events, (5) the Directors designated as members and alternate members to the committee and its chair, and (6) such other information as requested by any Director. The Secretary shall enter such written description into NTTA's official records. The Chair shall provide a written description of any subsequent changes to the name, function, tasks, term, or composition of any committee in accordance with the same procedures.

(c) A committee also may be formed by a two-thirds vote of the Board, which vote (and not the Chair) also shall specify the committee's chair and provide the descriptive information otherwise furnished by the Chair in accordance with subsection (b).

(d) A meeting of any committee formed pursuant to this section may be called by the Chair, the chair of the applicable committee, or by any two members of the committee, and the person(s) calling such meeting shall have the sole power to cancel such meeting.

(e) All committees shall keep regular minutes of their proceedings and report the same to the Board. The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any Director of any responsibility imposed upon the Board or the individual Director by law. To the extent applicable, the provisions of these bylaws relating to meetings, quorums, meetings by telephone or videoconference, and procedure shall govern the meetings of the Board's committees.

Section 16. Notice to Directors

In addition to public notice as required by the Texas Open Meetings Act, notice of each meeting of the Board shall be sent by the Secretary by mail, electronic mail or other electronic means, commercial courier, or personal delivery to all Directors entitled to vote at such meeting. If sent by mail, such notice will be deemed delivered when it is deposited in the United States mail with sufficient postage prepaid. If sent by courier, such notice will be deemed delivered one business day after being placed in the hands of a commercial courier service for next business day delivery. If sent by personal delivery, such notice will be deemed delivered at time of personal delivery. If sent by electronic mail or other electronic means, the notice will be deemed delivered when transmitted properly to the correct e-mail address or electronic account.

Section 17. Waiver of Notice

Whenever any notice is required to be given to any Director by statute or by these bylaws, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be deemed equivalent to the giving of such notice.

Section 18. Attendance as Waiver

Attendance of a Director at a meeting of the Board or a committee will constitute a waiver of notice of such meeting, except that a Director will not be considered in attendance when the Director appears at such a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 19. Officers

The officers of NTTA shall consist of a Chair, a Vice Chair, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. The offices of Secretary and Treasurer may be held simultaneously by the same person. The individuals elected as officers shall not be compensated for their service as officers but will be reimbursed for their actual expenses incurred in their carrying out the duties and functions set forth in these bylaws. NTTA employees who serve as officers shall be entitled to compensation under their employment arrangements with NTTA.

Section 20. Election and Term of Office

Subject to Section 21 of these bylaws, officers will be elected by the Board for a term of one year. The election of officers to succeed officers whose terms have expired shall be by a vote of NTTA's Directors at the first regular meeting of NTTA held after August 31 of each year. A Director may not be elected to more than four successive one-year terms as Chair pursuant to this section, except that (a) the four successive terms may be in addition to the Director's previous election as Chair to serve the remainder of an unexpired term pursuant to Section 21 of these bylaws, and (b) the four-term limit is waived in each instance that the Director is reelected Chair by a two-thirds vote of the Board after reaching that limit.

Section 21. Removal and Vacancies

Each officer shall hold office until a successor is chosen and qualified, or until the officer's death, resignation, or removal, or, in the case of a Director serving as an officer, until such officer ceases to serve as a Director. Any officer, except the Chair, may resign at any time upon giving written notice to the Board. The Chair may resign at any time upon giving written notice to the Board and the County Judges of NTTA's counties. Any officer may be removed from service as an officer at any time, with or without cause, by the affirmative vote of two-thirds of NTTA's Directors. Termination of employment with NTTA of any officer who also is an NTTA employee shall constitute removal of such person from his or her position as an officer and shall not require a vote by NTTA's Directors. NTTA's Directors may at any meeting vote to fill an officer position vacated due to an event described in this section for the remainder of the unexpired term.

Section 22. Chair

The Chair must be an NTTA Director. The Chair shall appoint all committees of the Board as specified in these bylaws (except as otherwise provided in Section 15 of these bylaws), call all regular meetings of the Board, preside at and set the agendas for all meetings of the Board (except as provided in Section 11(b) of these bylaws), act as spokesperson for the Board and NTTA regarding Board-approved policies or matters the Chair reasonably believes are consistent with the generally held view of the Board, appoint members to the Regional Transportation

Council and other similar transportation-related organizations requesting representation from NTTA, approve the reimbursement of expenses to the Executive Director, and have any other powers and duties delegated by the Board.

Section 23. Vice Chair

The Vice Chair must be an NTTA Director. During the absence or disability of the Chair, upon the Chair's death, or upon the Chair's request, the Vice Chair shall perform the duties and exercise the authority and powers of the Chair.

Section 24. Secretary

- (a) The Secretary need not be an NTTA Director.
- (b) The Secretary shall:
 - (1) attend all meetings of the Board;
 - (2) keep true and complete records of all proceedings of the Board in books or electronic records suitable for that purpose;
 - (3) assemble, index, maintain, and keep up-to-date a book of all of the policies adopted by NTTA;
 - (4) serve all notices of meetings of the Board and its committees and such other notices as required by the Regional Tollway Authority Act, the Texas Open Meetings Act, any other applicable law, and any trust indenture;
 - (5) seal with NTTA's official seal and attest all documents, including trust agreements, bonds, and other obligations of NTTA that require NTTA's official seal;
 - (6) attest and verify signatures on all contracts conveying NTTA property, and other agreements which by law or Board resolution require attestation;
 - (7) certify resolutions of the Board and any committee;
 - (8) maintain custody of the corporate seal, minute books, accounts, and all other official documents and records, files, and contracts that are not specifically entrusted to another officer or depository; and
 - (9) hold such administrative offices and perform such other duties as NTTA's Directors or the Executive Director shall require.
- (c) The Secretary shall execute a surety bond approved by NTTA. Such bond must be in the amount fixed by NTTA, but not less than the amount required by the Regional Tollway Authority Act. The expense of the bond shall be paid by NTTA.

Section 25. Assistant Secretary

The Assistant Secretary need not be an NTTA Director. The Assistant Secretary shall have and perform all of the duties and have all of the powers of Secretary in the event of the Secretary's absence, unavailability, or incapacity due to illness, death, or otherwise, and shall have such additional powers and duties as directed by the Board from time to time.

Section 26. Treasurer

(a) The Treasurer need not be an NTTA Director.

(b) The Treasurer together with such other officer or NTTA employee as the Board designates by resolution shall execute all requisitions to the applicable bond trustee for withdrawals from the construction fund. In addition, the Treasurer shall:

(1) execute, and if necessary attest, any other documents or certificates required to be executed and attested by the Treasurer under the terms of any trust agreement or supplemental trust agreement entered into by NTTA;

(2) maintain custody of NTTA's funds and securities;

(3) keep a full and accurate account of all receipts and disbursements;

(4) endorse, or cause to be endorsed, in the name of NTTA and deposit, or cause to be deposited, all funds in such bank or banks as may be designated by NTTA;

(5) when required by the Board, report all financial transactions of NTTA;

(6) invest NTTA's funds as directed by resolution of the Board, subject to the restrictions of any trust agreement entered into by NTTA and applicable law; and

(7) hold such administrative offices and perform such other duties as the Board or the Executive Director shall require.

(c) The Treasurer shall execute a surety bond approved by NTTA. Such bond must be in the amount fixed by NTTA, but not less than the amount required by the Regional Tollway Authority Act. The expense of the bond shall be paid by NTTA.

Section 27. Assistant Treasurer

The Assistant Treasurer need not be an NTTA Director. The Assistant Treasurer shall have and perform all of the duties and have all of the powers of Treasurer in the event of the Treasurer's absence, unavailability, or incapacity due to illness, death, or otherwise and shall have such additional powers and duties as directed by the Board from time to time.

Section 28. Administrators

NTTA's administrators shall be composed of the Executive Director and such other positions, if any, that are designated as administrators by the Executive Director or by resolutions enacted by

the Board. All such administrators, except for the Executive Director, shall perform such duties and have such powers as may be assigned to them by the Executive Director or as set forth in resolutions of the Board. Any administrator may be removed, with or without cause, at any time by the Executive Director. All administrators will be reimbursed for expenses incurred in performance of their duties as approved by the Executive Director. Notwithstanding the foregoing, all expense reimbursements to the Executive Director shall be subject to the approval of the Chair, as provided in Section 22 of these bylaws.

Section 29. Executive Director

(a) The Executive Director will be selected by and shall serve at the pleasure of the Board, performing all duties assigned by the Board and implementing all resolutions adopted by the Board.

(b) In addition, the Executive Director:

(1) shall, except as otherwise provided in these bylaws, be responsible for NTTA's general management, hiring and termination of employees, and day-to-day operations;

(2) shall be responsible for preparing a draft of the Strategic Plan for NTTA's operations, as described in Section 35 of these bylaws;

(3) shall be responsible for preparing a draft of NTTA's Annual Report, as described in Section 35 of these bylaws;

(4) may execute contracts, contract supplements, contract change orders, and purchase orders not exceeding \$300,000, except as otherwise authorized by Board resolution; and

(5) shall have such obligations and authority provided in resolutions enacted by the Board.

(c) The Executive Director may delegate the foregoing duties and responsibilities as the Executive Director deems appropriate, provided such delegation does not conflict with applicable law or any express direction of the Board.

Section 30. Deputy Executive Director

The Executive Director may select an NTTA employee to serve as Deputy Executive Director, who shall have responsibilities delegated by the Executive Director or set forth in resolutions of the Board. The Deputy Executive Director, if any, shall assume the duties and have the powers of the Executive Director in the event of the Executive Director's incapacity, death, or (with written authorization from the Executive Director) absence or unavailability.

Section 31. Indemnification and Advancement of Expenses

(a) NTTA shall, to the extent permitted by law, indemnify a current or former member of its Board of Directors or Senior Executive Staff against all expenses and liabilities

reasonably incurred by or imposed upon such person in connection with any civil, criminal, or administrative investigation or proceeding (a “Proceeding”) relating to his or her service to NTTA. For the purposes of this section, “Senior Executive Staff” shall mean the Executive Director, Deputy Executive Director, any officer, any Assistant Executive Director, the Director of Internal Audit, and any other NTTA employee that directly reports to the Executive Director or Deputy Executive Director.

(b) To the extent permitted by law, NTTA may indemnify any other NTTA employee against all expenses and liabilities reasonably incurred by or imposed upon such person in connection with a Proceeding relating to his or her service to NTTA if the Board determines that person: (1) acted in good faith; (2) reasonably believed that his or her conduct was in the best interests of NTTA; and (3) in the case of a criminal proceeding, did not have a reasonable basis to believe that his or her conduct was unlawful.

(c) Indemnification will not be provided under subsection (a) or (b) above for any Proceeding in which the person requesting indemnification has been finally adjudicated to be liable for gross negligence or willful and/or intentional misconduct.

(d) To the extent permitted by law, NTTA shall, before a final adjudication of a Proceeding, advance to a person covered by subsection (a) or (b) above reasonable expenses actually incurred in responding to, cooperating with, or defending a Proceeding if the Board determines that the Proceeding involves an action that the indemnitee took within the scope and authority of his or her NTTA duties and that advancement of expenses is in the best interests of NTTA. Requests for advancement of expenses must be: (1) in writing; (2) made as soon as practicable after receiving notice of the Proceeding; and (3) accompanied by a written agreement to repay all amounts advanced if it is ultimately determined that the indemnitee is not entitled to indemnification hereunder.

(e) The Board determinations described in this section shall be made as soon as practicable and by a resolution passed by a majority vote of disinterested Directors. If there are no disinterested Directors, the Board determinations will be made by the following, if disinterested: Executive Director, Deputy Executive Director, and the Assistant Executive Directors.

(f) The right of indemnification provided by these Bylaws shall not be exclusive of any right to which any indemnitee may be entitled by law or contract and shall extend and apply to the estates of deceased indemnitees.

Section 32. Contracts and Purchases

All contracts and purchases on behalf of NTTA shall be entered into and made in accordance with policies prescribed by the Board, procedures implementing such policies, and the applicable state and federal law.

Section 33. Governmental Immunity

Except as otherwise provided by law, NTTA will not by agreement or otherwise waive or impair its governmental immunity.

Section 34. Termination of Employees

Unless stated otherwise in an employment contract executed by the Chair upon approval by the Board, NTTA employees shall be employees at will and may be terminated at any time with or without cause, by the Executive Director subject to applicable law and the policies in place at the time of termination.

Section 35. Strategic Plan, Annual Report, and Presentation to Commissioners Courts

(a) Each even-numbered year, NTTA shall issue a Strategic Plan of its operations covering the next five fiscal years, beginning with the next odd-numbered fiscal year. The Strategic Plan shall contain the types of information specified in concurrent resolutions adopted by a majority of the Commissioners Courts of the counties composing NTTA. A draft of each Strategic Plan shall be submitted to the Board for review, approval, and, subject to revisions required by the Board, adoption.

(b) Under the direction of the Executive Director, NTTA staff shall prepare a draft of an Annual Report on NTTA's activities during the preceding year describing all turnpike revenue bond issuances anticipated for the coming year, the financial condition of NTTA, all project schedules, and the status of NTTA's performance under the most recent Strategic Plan. The draft shall be submitted to the Board for review and, if no revisions are required by the Board, shall be deemed approved. Not later than June 30 of each year, NTTA shall file with the Commissioners Courts of the counties composing NTTA the Annual Report, as approved by the Board.

(c) At the invitation of a Commissioners Court of a county composing NTTA, representatives of the Board and the Executive Director (together with NTTA employees and/or consultants useful for such purpose) shall appear before the Commissioners Court to present the Annual Report and respond to questions and receive comments.

Section 36. Rates and Regulations

The Board shall, in accordance with all applicable trust agreements, the Regional Tollway Authority Act, and other applicable law, establish toll rates, fees, and charges, designate speed limits, and adopt rules and regulations for the use and occupancy of its turnpike projects.

Section 37. Seal

NTTA's official seal shall consist of the embossed impression of a circular disk with the words "North Texas Tollway Authority 1997" on the outer rim, with a star in the center of the disk.

Section 38. Appeals Procedure

The Authority shall maintain appeals procedure(s) that set forth processes by which parties may bring to the attention of the Authority their questions, grievances, or concerns and may appeal actions taken by the Authority.

Section 39. Amendments to Bylaws

Except as otherwise provided by law, these bylaws may be amended, modified, altered, or repealed in whole or in part, at any regular or special meeting of the Board after ten days' advance notice has been given by the Chair to each Director of the proposed change. These bylaws may not be amended at any emergency meeting of the Board.

Section 40. Eighty-Five Percent Approval Required for Certain Actions

Notwithstanding anything to the contrary contained in these bylaws, including Sections 12 and 38, the vote at a regular meeting of not less than 85% of the Directors then serving on the Board (irrespective of the number of Directors present at the regular meeting) will be necessary for any of the following actions:

- (a) transfer by NTTA of any of its turnpike projects or systems to another entity;
- (b) acquisition of any turnpike project or system from another entity if that acquisition is conditioned upon NTTA's assumption of any debts, obligations, and liabilities of the entity relating to the transferred project or system;
- (c) transfer of all, or substantially all, of NTTA's assets to another entity;
- (d) termination or winding-up of NTTA's operations or NTTA's support for any legislative or other initiative to abolish it as a regional tollway authority or reconstitute it as a different legal entity;
- (e) approval of a petition from the Commissioners Court of a county contiguous to Collin, Dallas, Denton, or Tarrant counties to include the petitioning county in NTTA (this subsection does not apply to the addition of a county to NTTA mandated by law);
- (f) NTTA's undertaking a turnpike project upon such terms that the project, using NTTA's current and generally applied feasibility assumptions and forecasts, is not expected to achieve a 1:1 debt service coverage by the tenth anniversary of its opening; and
- (g) amendment of this section of these bylaws.

Section 41. Contiguous County Advisory Committee

(a) Notwithstanding the requirement contained in Section 15 of the bylaws or otherwise that committees be composed exclusively of Directors, at the time NTTA enters into a primary construction contract for its first project to be located in a county that is not part of NTTA, NTTA shall add that county to the Contiguous County Advisory Committee (CCAC), which is a standing and purely advisory committee that advises the Board on matters related to projects located in counties that are not part of NTTA.

- (b) CCAC must be composed of:
 - (1) the Director appointed by the Governor, who serves as the CCAC Chair;

(2) an additional Director appointed by the NTTA Chair as the Chair deems appropriate; and

(3) one person from each county that is not part of NTTA and in which a project is proposed to be located, to be appointed by the Commissioners Court of that county at the time a primary construction contract for the project is entered into.

(c) A CCAC member appointed under subsection (b)(3) above is not a Director for the purposes of Section 366.251 of the Regional Tollway Authority Act or any other purpose.

(d) CCAC shall provide:

(1) representation of, and opportunities for input by, the elected officials and citizens of counties (i) which are not part of NTTA, and (ii) in which a portion of one or more of NTTA's turnpike projects is located;

(2) reliable and beneficial information and advice to the Board regarding how to optimize the construction and operation of those projects and to contribute to addressing the mobility needs of those counties; and

(3) support by those counties and their elected officials and citizens for NTTA's activities and goals and to assist NTTA in achieving its statutory mission generally.

(e) The Board may, by resolution or specific committee charter, adopt rules governing the operation and duties of the committee, all to the extent consistent with Section 366.0311 of the Regional Tollway Authority Act and this section. CCAC shall perform all its activities consistent with applicable law, these bylaws, and any authorizing resolution or charter. CCAC advises, and in no way may bind, NTTA or the Board.

Section 42. Title VI Compliance

NTTA will comply with nondiscrimination laws and regulations, including Title VI of the Civil Rights Act of 1964, to ensure that no person shall on the grounds of race, religion (where the primary objective of the federal assistance is to provide employment per 42 U.S.C. § 2000d-3), color, national origin, sex, age, or disability be excluded from participation in, be denied the benefits of, or otherwise be subjected to discrimination.

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