

§ 160A-884. Board of Trustees.

(a) **Members.** – The Authority shall be governed by a Board of Trustees and consist of one member for each organizing entity having adopted a resolution for the creation of or a resolution to join the Authority under G.S. 160A-883, and one member for each regional council of government, as created pursuant to Part 2 of Article 20 of Chapter 160A of the General Statutes, containing a portion of the rail corridor.

(b) **Appointment.** – The Board of Trustees seats held by each member of the organizing entities having adopted a resolution for the creation of or a resolution to join the Authority shall be filled by the respective unit of local government's chief administrative official or its designee. The Board of Trustees seats held by each regional council of government containing a portion of the rail corridor shall be held by the Executive Director of that council or the Executive Director's designee.

(c) **Ex Officio.** – Any unit of local government's chief administrative official serving on the Board of Trustees is an ex officio voting member as part of the duties of their office in accordance with G.S. 128-1.2 and not considered to be serving in a separate office.

(d) **Ethics.** – Members of the Board of Trustees are subject to the provisions of G.S. 136-13, 136-13.1, and 136-14.

(e) **Quorum.** – A majority of the membership of the Board of Trustees, excluding vacant seats, shall constitute a quorum. A member who has withdrawn from a meeting without being excused by a majority vote of the remaining members present shall be counted as present for the purposes of determining whether or not a quorum is present. No member shall be excused from voting except upon matters involving the consideration of the member's own financial interest or official conduct or on matters on which the member is prohibited from voting under any other provision of law.

(f) **Action.** – An affirmative vote equal to a majority of all members of the Board of Trustees not excused from voting on the question at issue shall be required to authorize or commit the expenditure of public funds, or make, ratify, or authorize any contract on behalf of the Authority.

(g) **Chair and Vice-Chair of the Board of Trustees.** – At the first meeting of the Board of Trustees, the chair of the Board of Trustees shall be elected from the Board of Trustees' membership by a majority vote of a quorum of the Board of Trustees. Also, at the first meeting of the Board of Trustees, and from the remaining Board of Trustees' membership not elected as chair, a vice-chair of the Board of Trustees shall be elected by a majority vote of a quorum of the Board of Trustees to fulfill the roles and duties of the chair of the Board of Trustees in the chair's absence. The terms of the chair and vice-chair so elected shall be for three years with no limit on the number of consecutive terms for which the chair or vice-chair may serve.

(h) **Vacancies.** – All members of the Board of Trustees shall remain in office unless (i) a unit of local government's chief administrative official no longer holds that office in its respective government, (ii) a unit of local government's chief administrative official replaces its designee, (iii) the Executive Director of the regional council of government no longer holds the office of Executive Director of the council, or (iv) the Executive Director of the council replaces its designee. A vacancy for the chair of the Board of Trustees shall be filled by the vice-chair for the remainder of the applicable three-year term, and a special election for a replacement vice-chair shall occur at the next Board of Trustees meeting pursuant to the procedure set out in subsection (g) of this section. A vacancy of the vice-chair shall prompt a special election for a replacement vice-chair at the next Board of Trustees meeting pursuant to the procedure set out in subsection (g) of this section. (2024-45, s. 19.4(a).)