



PARATRANSIT, INC. SPECIAL MEETING OF THE BOARD OF DIRECTORS'

Meeting Date and Time:

August 21, 2023 at 1:30 p.m.

Meeting Location:

Ron Brown Conference Center
2501 Florin Road
Sacramento, CA 95822

If you need a disability-related modification or accommodation to participate in this meeting, please contact by Voice: (916) 429-2009. Requests must be made as early as possible.

Paratransit's Mission: To expand mobility and accessibility by providing innovative programs and services to the Community.

AGENDA

1. Call to Order & Roll Call: (2 minutes)

Directors: Alves, Burrows, Hume, Kimble, Tucker, White

2. Pledge of Allegiance (2 minutes)

3. Public Comment: (5 minutes)

Each person will be allowed three minutes, or less if a large number of requests are received on a particular subject. After ten minutes of

testimony, the Chair may choose to hear any additional testimony following the Discussion Items.

Please note, under the provisions of the California Government Code, the Board is prohibited from discussing or taking action on any item that is not on the agenda. The Board cannot take action on non-agendized items raised under “Public Comment” until the matter has been specifically included on the agenda. Those audience members who wish to address a specific agendized item are encouraged to offer their public comments during consideration of that item.

4. Closed Session (20 minutes)

- A. Public Employee Performance Evaluation (Government Code, § 54957(b)(1))

Employee: Chief Executive Officer

- B. Conference with Labor Negotiators (Government Code, § 54957.6)

Agency Designated Representative: Board Chair
Unrepresented Employee: Chief Executive

5. Reconvene to Open Session and Report Action, if any taken (10 minutes)

6. Staff Reports (15 minutes)

- A. CEO Report

Update on Activities and Contracts

- B. CFO Report

Monthly Financial Report

7. Consent Calendar (5 minutes)

- A. Approve the Minutes of the June 19, 2023 Board of Directors’ Meeting

8. Action Items (25 minutes)

- A. Adopt Resolution 09-23 Amending the Paratransit, Inc. Bylaws to clarify and re-classify Board Officer Titles and Delineate Officer Titles to staff.
- B. Adopt Resolution 10-23 Amending and Restating the Paratransit, Inc. Articles of Incorporation to better reflect the services currently provided to the community and the forthcoming Housing profit for the C(2).

9. Facilitated Board Workshop Discussion on Setting Goals for Paratransit as an Employer of Choice in the Region (2 hours)

10. Board Comments/Reports/Future Agenda Items (5 minutes)

11. Adjourn (1 minute)

The next meeting of the Paratransit Board of Directors will be held on

**October 16, 2023
6:00 p.m.**

**Paratransit, Inc.
Ron Brown Conference Center
2501 Florin Road
Sacramento, CA 95822**

*Staff Reports are subject to change without prior notice.

ADA COMPLIANCE

If requested, this agenda can be made available in appropriate alternative formats to persons with disabilities, as required by Section 202 of the Americans with Disabilities Act of 1990 and the Federal Rules and Regulations adopted in implementation thereof. Persons seeking an alternative format should contact the Chief Administrative Officer at (916) 429-2009 for further information.



Paratransit, Inc.
Board of Directors Staff Report
Agenda Item 6A

AGENDA TITLE: Chief Executive Officer's Report

MEETING DATE: August 21, 2023

PREPARED BY: Tiffani M. Scott, Chief Executive Officer

PARTNERSHIPS AND OPPORTUNITIES:

I will provide an overview of our on-going partnerships, grants, contracts and new programs and upcoming opportunities during my oral report and PowerPoint presentation at the Board meeting.

As always, I remain available for any questions.



**Paratransit, Inc.
Board of Directors Staff
Report Agenda Item 6B**

AGENDA TITLE: CHIEF FINANCIAL OFFICER'S REPORT

MEETING DATE: AUGUST 21, 2023

PREPARED BY: LISA M CAPPELLARI, CHIEF FINANCIAL OFFICER

RECOMMENDED ACTION:

Receive and file the Chief Financial Officer's Report.

BACKGROUND AND DISCUSSION:

All operating data are through June 2023 unless otherwise noted.

- CTSA partner agency trips continue to grow, and are now at 185,563 from July 2022 to June 2023. While CTSA trips completely stopped during the pandemic, they are coming back rapidly. Most programs are now open 5 days per week. CTSA agency trips are approximately 65% of ADA trips, and we expect them to keep increasing over the next few months.
- Contracted transportation trips are growing steadily; average monthly billable hours are higher than pre-pandemic levels. There were on average 2,140 billable hours pre-pandemic whereas the average for April through June 2023 was over 3,000 billable hours. In May and June 2023 Paratransit performed over 3,100 billable hours per month, which was about 40% higher than our highest pre-pandemic month.
- Meals delivered from July 2022 through June 2023 include 169,890 meals delivered for the Sacramento Food Bank and Family Services; 31,578 meals served to disabled persons through a new pilot program; 2,551 meal kits delivered from Canon Restaurant for local seniors; and 1,960 meals to families from the Sacramento City Unified School District. In addition to meals, we provided 2,515 trips for kids to YMCA after school programs.
- Between July 2022 and June 2023, the Sacramento Mobility Management program successfully travel trained 68 elderly/disabled passengers and 271 youth.

- The CTSA program, where Paratransit, Inc. partners with local social service agencies, continues providing support with insurance expense, maintenance and fleet management, fuel reimbursement, buses, and driver support. Between July and June 2023 Paratransit's maintenance department completed 3,066 work orders, 128 of them for CTSA partners.
- Between July 2022 and June 2023, Paratransit, Inc. has received \$89,600 in income from renting out our accessible minivans.

If you have any questions or comments about this Performance Report please contact me at 916-429-2009 ext.7234 or LisaC@paratransit.org.

FISCAL IMPACT:

None

ATTACHMENTS:

August 2023 CFO Report

PARATRANSIT, INC

FINANCIAL REPORT



August 2023

Consolidated Transportation Services Agency (CTSA) Trips Provided

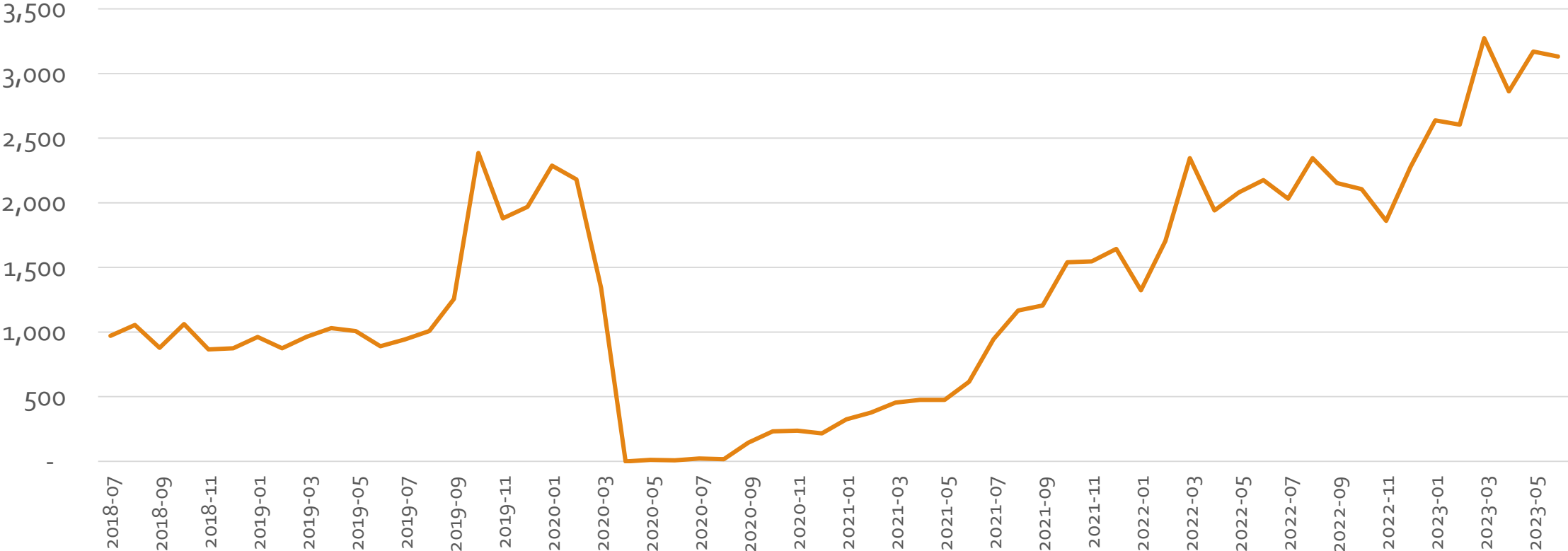
July 2022 – June 2023

Agency	Trips	% of Trips
ACC	16,423	9%
Elk Grove Adult Community Training	25,889	14%
Easter Seals Society	6,667	4%
St. John's Program for Real Change	7,834	4%
Sutter Senior Care	32,946	18%
UCP of Sacramento & Northern CA	95,732	52%
The Landing at Carmichael	72	0.04%
Total CTSA Trips	185,563	100



Contracted Transportation Billable Hours

July 2018 through June 2023



Social Service Transportation

July 2022 to June 2023

- Sacramento Food Bank: 169,860 meals
- Pilot Program: 31,578 meals
- Clay Nutting, Canon Restaurant: 2,551 meal kits
- Sac City Unified School Dist.: 1,960 meals
- YMCA after school transport: 2,515 trips



Sacramento Mobility Management

July 2022 – June 2023

- Travel Training for Seniors & People with Disabilities
 - successful trainees: 68 trainees
- Travel Training for Youth
 - successful trainees: 271 trainees



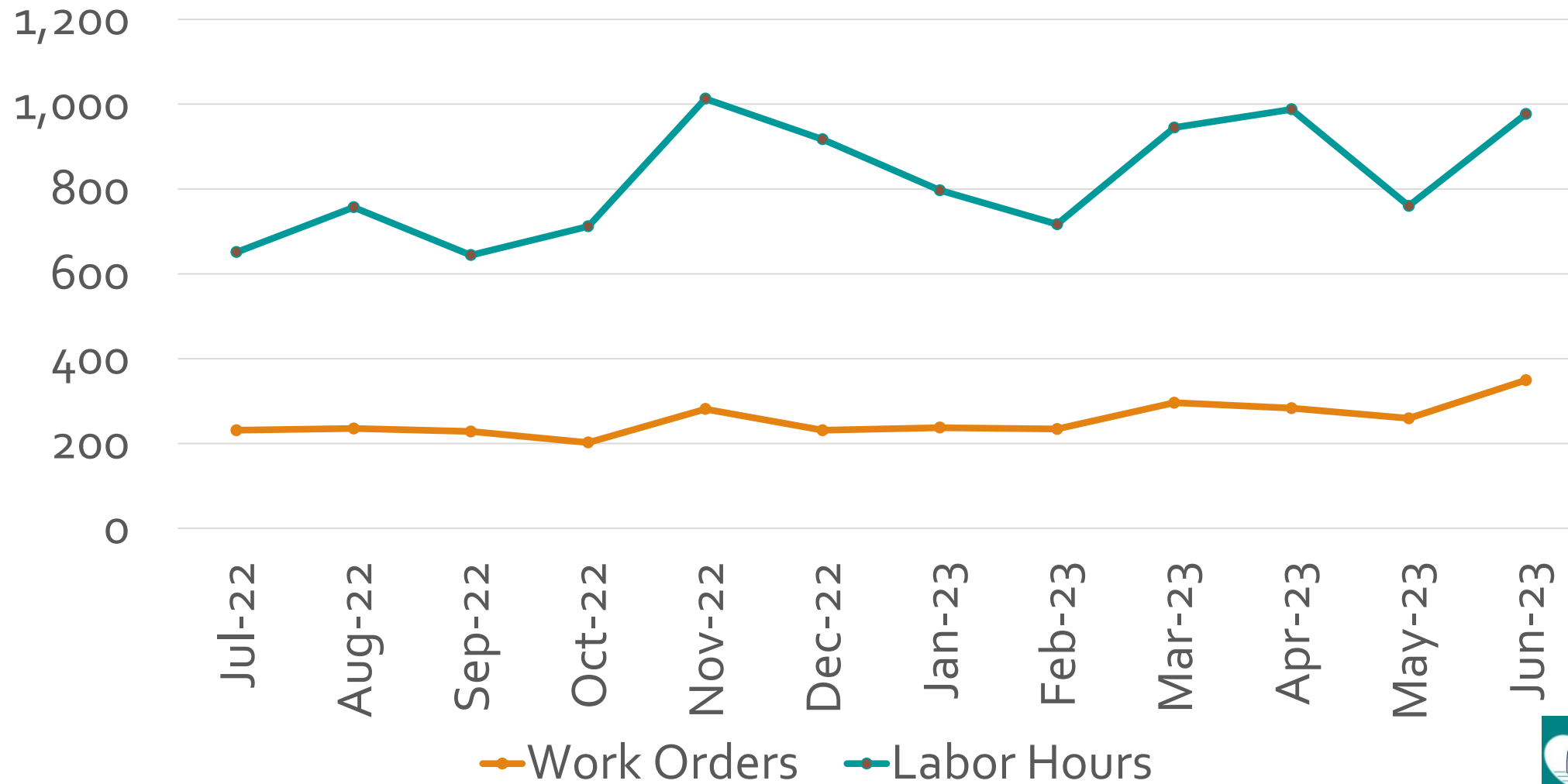
Maintenance

July 2022 to June 2023

FY23 Maintenance Operations	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Total
Work Orders	694	714	767	891	3,066
Labor Hours	2,052	2,642	2,459	2,725	9,878
Parts Cost	\$105,318	\$127,187	\$110,648	\$126,269	\$469,422
Total Cost	\$325,524	\$447,666	\$381,042	\$499,346	\$1,653,578



FY23 Work Orders and Labor Hours



Work Orders: July 2022 – June 2023

Vehicle Type	Work Orders
Paratransit	1,027
SacRT Go Paratransit Services	1,036
Outside Agencies	816
CTSA Partners	128
Rental Fleet	59
Total Work Orders	3,066

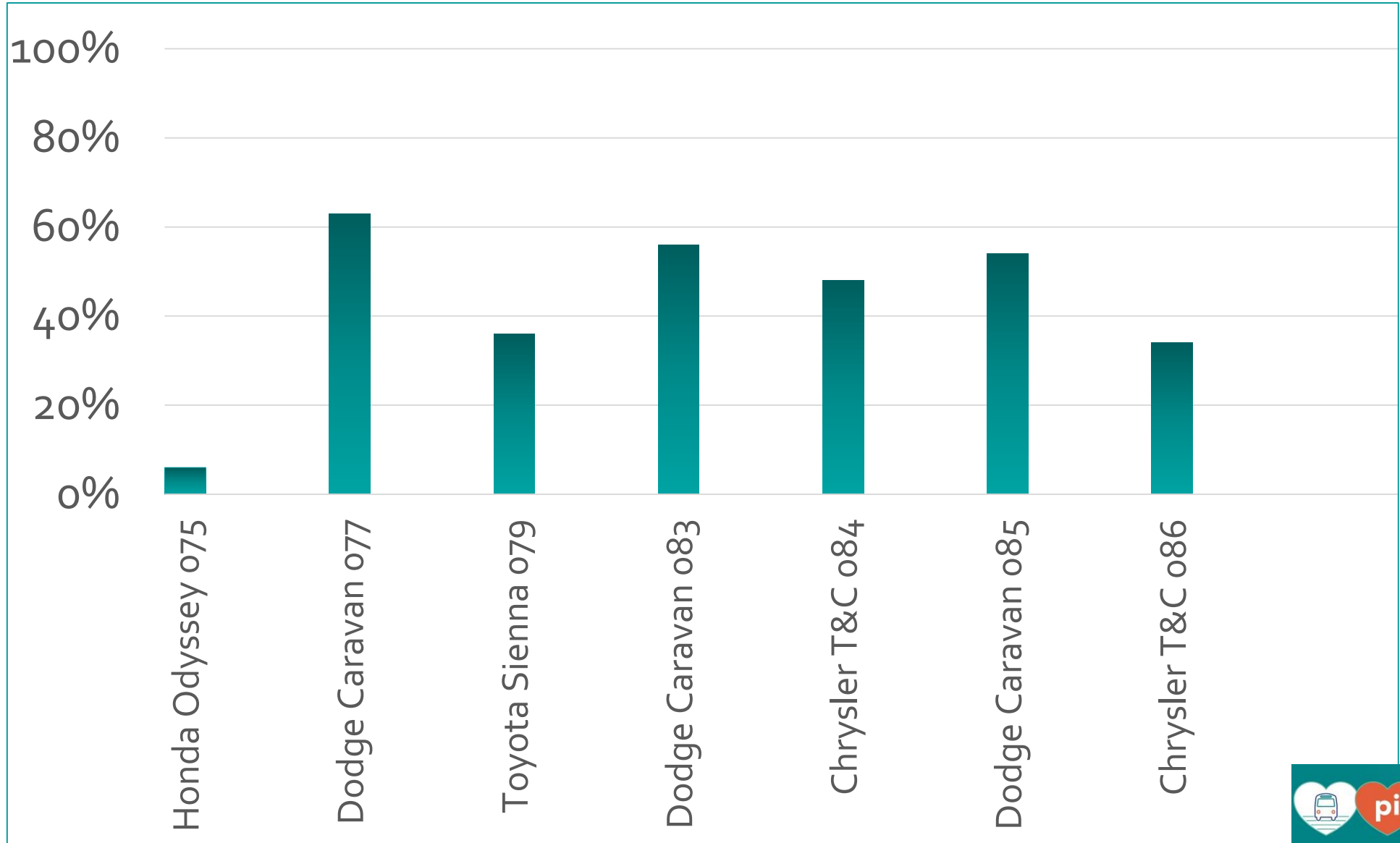


Accessible Vehicle Rental Income

- 7 accessible vehicles with ramps
- \$89,585 in rental income in July 2022 – June 2023



Accessible Vehicle Rental Utilization





**Paratransit, Inc.
Board of Directors Staff Report
Agenda Item 7A**

AGENDA TITLE: Approve the Minutes of the June 19, 2023 Board of Directors' Meeting

MEETING DATE: August 21, 2023

PREPARED BY: Chris M. Brown, SHRM-SCP, SPHR, Assistant Secretary of the Board of Directors

RECOMMENDED ACTION:

Approve the Minutes of the June 19, 2023, Meeting of the Board of Directors.

MINUTES:

June 19, 2023
6:00 p.m.
Ron Brown Conference Center
2501 Florin Road
Sacramento, CA 95822

Board Members Present:

Jim Alves
Julia Burrows
Pat Hume
Alice Kimble
Kim Tucker
Leigh White

Board Members Absent:

Public Present:

None

Staff Present:

Tiffani Fink, Chief Executive Officer
Dr. Lisa Cappellari, Chief Financial Officer
Chris Brown, Chief Administrative Officer
Gary Vickers, Chief Operating Officer
Amy Parkin, Director of Operations
Jesse Isaacson, Director of Information Technology
Alicia Brown, Director of Strategic Initiatives and Mobility
Julio Diaz, Maintenance Manager
Jamila Lee, Human Resources Manager

Call To Order/Roll Call: Director Hume called the meeting to order at 6:03 p.m.

Directors: Alves, Burrows, Hume, Kimble, Tucker, White

Pledge of Allegiance:

Director Hume opened the meeting by leading the Pledge of Allegiance.

PUBLIC COMMENT

No public comment.

STAFF REPORTS

A. CEO Report

a. Update on Activities and Contracts

Chief Executive Officer Tiffani Fink provided an oral report on agency activities and promotions. CEO Fink announced the promotions of Jamila Lee to Director of Human Resources and Kevin Rickman and Jessica Lewis to Operations and Training Manager. Activities included updates on the most recent grants and contracts awarded, including summer food box delivery for Sacramento City Unified School District, Solano Transportation Authority eligibility contract, and additional funding for mode shift and farmer's market and health

care shuttles, Hardev Rakka placing 10th at the national bus roadeo, operating shuttles for Sacramento Splash, providing transportation for the Homeless World Cup and working on funding for the housing project.

B. CFO Report

a. Monthly Financial Report

Chief Financial Officer Lisa Cappellari reviewed her written staff report of financial measures through April 2023 and operating data through May 2023. CFO Cappellari noted ALTA trips have increased beyond pre-COVID levels, and more drivers are being hired to keep up with service requests.

CEO Fink gave kudos to CFO Cappellari because we are weaning off recovery money and will only use expansion money next fiscal year. She also shared Model 1 (formerly Creative Bus Sales) will have us start providing inspections and warranty work in Fall or early Winter. This revenue is not included in the budget as we were unaware when the work would start.

Director Hume asked about the decrease in work orders from April to May with only a slight decrease in costs. This is a result of the increase in labor rate effective May 1, 2023.

PRESENTATIONS

A. Presentation on Community Based Shuttles (Tiffani Fink, Chief Executive Officer)

CEO Fink presented plans for the farmer's market and health care access shuttles. We are currently operating a farmer's market in South Sacramento and have obtained funding to add three zones. The buses have been outfitted for standing to accommodate capacity. During the off season the shuttles will transport people to the Sacramento and River City Food Banks.

CEO Fink shared Paratransit's vision for reliable transportation for preventative and follow-up care health care at community clinics and medical centers. The plan is for eight zones with routes operating in a

zone one day per week at times that complement the current ALTA routes. Director Tucker asked what thought is behind operating each shuttle one day per week. CEO Fink explained the design is based on funding and the number of vehicle operators. This is a pilot program and will demonstrate the need for additional service and funding.

CONSENT CALENDAR

The Consent Calendar was approved upon motion by Director White, seconded by Director Burrows. The motion passed.

- A. Approve the Minutes of the April 17, 2023 Meeting of the Board of Directors

The Minutes of the Meeting of the Board of Directors held April 17, 2023 were approved as amended with the date in the header corrected to reflect the meeting was held on April 17, 2023.

- B. Adopt Resolution 05-23 Authorizing the Chief Executive Officer (CEO) to Submit the Transportation Development Act (TDA) Claim for Fiscal Year 2023-24 and Authorizing Submittal of Subsequent Claims if Funding Revisions are Issued

Resolution 05-23 was approved as presented.

- C. Adopt Resolution 06-23 Approving Amendments to the Paratransit, Inc. Drug and Alcohol Testing Policy

Resolution 06-23 was approved as presented.

AYES: Alves, Burrows, Hume, Kimble, Tucker, White

NOES: None

ABSTENTIONS: None

ABSENT: None

CLOSED SESSION

Adjourn to Closed Session at 7:01 p.m. to discuss development of the property at 7141 Woodbine Avenue Sacramento, CA 95822.

RECONVENE TO OPEN SESSION

Reconvened to Open Session at 7:18 p.m. There was no action to report.

ACTION ITEMS

A. Adopt Resolution 07-23 Adopting the Paratransit, Inc. Fiscal Year 2023-24 Operating and Capital Budget

CEO Fink presented the proposed Fiscal Year 2023-24 Operating and Capital Budget, which was reviewed with Secretary/Treasurer Alves prior to the presentation. It is a \$13.9 million balanced budget with no federal stimulus funding. CEO Fink noted the CNG facility will be paid off in October 2024 and with the housing funding the mortgage on the facility may be retired early.

Director Tucker how this compares to prior years. CEO Fink explained we have grown past the stimulus funds and added the Solano eligibility contract without increasing staff. The goal after the split with SacRT was to have a \$10 million budget. Director Alves stated he is confident in the numbers and it is a conservative budget.

Director Burrows asked about the rate increase in the labor contract. CEO Fink explained is this an average of 3%, however, the union negotiated a larger increase upfront and more at the highest step. CEO Fink shared the classification for non-bargaining unit staff is completed with title changes effective with the budget.

Director Alves moved to approve the motion as written. The motion was seconded by Director Burrows, and it was unanimously approved by the Board.

AYES: Alves, Burrows, Hume, Kimble, Tucker, White

NOES: None

ABSTENTIONS: None

ABSENT: None

B. Adopt Resolution 08-23 Approving the FY 24-28 Business Development and Strategic Plan

CEO Fink reviewed the current Strategic Plan, highlighting the items in progress and the ones that are planned but not yet started, and shared

she is having discussions with SACOG about direct allocation of funds for general public, open-door service. The proposal for the three to five year portion of the plan is to expand consulting services with a local focus, be prepared for expected growth in ALTA trips and maintenance work, and become a national resource for training and technical support.

Director Tucker moved to approve the motion as written. The motion was seconded by Director Alves, and it was unanimously approved by the Board.

AYES: Alves, Burrows, Hume, Kimble, Tucker, White

NOES: None

ABSTENTIONS: None

ABSENT: None

C. Discussion of Meeting Time and Agenda Items for the August 2023 Board Retreat and Staff Appreciation BBQ

CEO Fink shared as there is not much business to be conducted at the August Board Meeting, it is usually canceled and an afternoon retreat is scheduled as a Special Meeting. She asked if the Board is still available to serve lunch at the Employee Appreciation BBQ on August 21, 2023, from 11:30 a.m. to 1:30 p.m. and proposed having the retreat from 1:30 p.m. to 5:00 p.m. The agenda for the retreat would focus on Paratransit, Inc. becoming an employer of choice. The Board agreed, and Director Tucker said it is good to make the expectations clear as we lost quorum at last year's retreat because not all members were clear on this.

D. Discussion of Board Size and Board Member Recruitment Process for Calendar Year 2024

As of January 1, 2024, the Board will have five members as Director Shekhar resigned and Director Kimble is not seeking reappointment. CEO Fink provided the options of remaining at five members or increasing to either seven or nine members. She asked for direction from the Board as she begins recruitment in the summer. The Board discussed the options and agreed to continue with seven Board Members with replacements for Directors Kimble and Shekhar being seated on January 1, 2024.

BOARD COMMENTS/REPORTS/FUTURE AGENDA ITEMS

Director Burrow asked about keeping the website updated. CEO Fink shared that is the next project for IT as we received a quote to have the website rebuilt and it was too expensive. Director Burrows suggested adding the current Strategic Plan to the website as it is a good tool for prospective Board Members and employees.

Director Tucker asked if Board Members need to bring anything for the Employee Appreciation BBQ. CEO Fink said we are fully set for it and said we will order Paratransit polo shirts for the Board Members.

ADJOURNMENT

Director Hume announced the meeting adjourned at 8:03 p.m.

Chris M. Brown, SHRM-SCP, SPHR
Assistant Secretary of the Board of Directors

8/21/23
Date



**Paratransit, Inc.
Board of Directors Staff Report
Agenda Item 8A**

AGENDA TITLE: Adopt Resolution 09-23 Amending the Paratransit, Inc. Bylaws to clarify and re-classify Board Officer Titles and Delineate Officer Titles to staff

MEETING DATE: August 21, 2023

PREPARED BY: Tiffani M. Scott, Chief Executive Officer

RECOMMENDED ACTION:

Adopt Resolution 09-23 amending the Paratransit, Inc. Bylaws to clarify and re-classify Board Officer Titles and Delineate Officer Titles to staff.

BACKGROUND AND DISCUSSION:

In December of 2022, the Board of Directors authorized the Chief Executive Officer (CEO) to continue development of an innovative, supportive housing project. As part of that project, the agency contracted with Delfino Madden, a local law firm specializing in non-profit law, to assist. Part of that work included a review of our current structure and non-profit corporation documents. In that review it was noted that as our agency has evolved, however, the documents have not evolved with us. In particular, the Officer titles assigned in the bylaws use nomenclature more commonly associated with Agency staff level administrative titles, not Board level officers. This has caused confusion when filing updates with the State and Financial institutions as to who should actually be signing documents.

The proposed revised Bylaws are attached. It is proposed that the new officer titles for the Board shall be the Chair of the Board, Vice Chair and the Secretary/Treasurer of the Board. These titles are consistent with other non-profits in the region and with JPA and other governmental agency structures.

With this change we are also proposing to add designation to the agency officers. As such the Chief Executive Officer would become the President/Chief Executive Officer, the Treasurer would be the Chief Financial Officer and the Secretary would be the Chief Administrative Officer. These titles are also consistent with non-profits in the region. Elizabeth Jackson, legal counsel from Delfino Madden, will be at the meeting to explain the need in further detail.

FISCAL IMPACT:

The revisions included for the amended Bylaws have no financial impact.

ATTACHMENTS:

1. Resolution 09-23
2. Amended and Restated Bylaws



BYLAWS OF PARATRANSIT, INCORPORATED
A CALIFORNIA **NONPROFIT PUBLIC BENEFIT**
CORPORATION

Adopted March 27, 1985
Amended July 31, 1985
Amended June 18, 1996
Amended April 25, 2002
Amended June 18, 2018
Amended June 15, 2020
Amended September 21, 2020
Amended February 17, 2022

ARTICLE I
NAME

The name of this corporation is Paratransit, Incorporated.

ARTICLE II
OFFICES

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 2501 Florin Road, Sacramento County, California. The Board of Directors ("the Board") may change the principal office from one location to another.

ARTICLE III
PURPOSES AND LIMITATIONS

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public or charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV MEMBERSHIP

This corporation shall have no members.

ARTICLE V DIRECTORS

SECTION 5.01. NUMBER AND SELECTION OF DIRECTORS

The Board shall consist of at least five (5), but no more than nine (9) directors, unless changed by amendment to these bylaws. There shall initially be nine (9) directors consisting of individuals who were directors serving as of June 30, 2020 and who shall remain as directors until December 31, 2020.

SECTION 5.02 FUTURE BOARD APPOINTMENTS

The existing Board shall establish a process for determining how future board members shall be selected and appointed prior to December 31, 2020. The process shall establish the term of office for each appointed member.

ARTICLE VI BOARD OFFICERS SECTION

SECTION 6.01. OFFICERS

The officers of the corporation shall be a PresidentChair of the Board, a Vice PresidentChair, and a Secretary/Treasurer of the Board. A Nominating Committee appointed by the PresidentChair of the Board shall report its nominations for board officers of the corporation at the first Board of Directors meeting in each calendar year. Board officers shall be elected from among the directors of the corporation

at the first meeting of each year. Board Officers shall serve at the pleasure of the Board. The corporation may also have one or more assistant secretaries, and one or more assistant treasurers. The Board Officers shall be different than the Agency Officers for administrative purposes and legal filings. The Agency Officers shall be: the President shall be the Chief Executive Officer, the Treasurer shall be the Chief Financial Officer and the Secretary shall be the Chief Administrative Officer.

SECTION 6.02. RESPONSIBILITIES OF BOARD OFFICERS

(a) PresidentChair of the Board. The ~~president-Chair of the Board~~ shall direct the affairs of the corporation with other elected board officers and Board members by presiding at all regular meetings of the corporation and of the Board; shall, with ratification of the Board, appoint persons to all Committees.

(b) Vice PresidentChair. The Vice ~~president-Chair~~ shall preside at meetings in the absence of the ~~President-Chair of the Board~~ and assist the ~~President-Chair~~ as needed. The Vice ~~president-Chair~~ shall assume the duties of the ~~President-Chair of the Board~~ if the position is vacated.

(c) Secretary/Treasurer of the Board. The Secretary/Treasurer of the Board shall maintain a record of the proceedings of all meetings of the Board. The Agency Secretary shall maintain a complete up-to-date, and accurate record of the Articles of Incorporation, Bylaws, and any amendments to the Bylaws and file with the Secretary of State any amendments to the Articles of Incorporation and will update the Board Secretary as to their status. They shall also receive a report quarterly on the financial statement of the corporation for the Board from the Chief Financial Officer and more frequently as requested by the Board. The books and records of the corporation in the hands of the Agency Secretary and Treasurer shall be open to inspection at all times to the directors. There shall be an annual audit by a certified publicaccountant.

If required by the Board, the Secretary and/ ~~Treasurer officer~~ shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office. If requested, the Agency shall cover the costs of the bond.

SECTION 6.03. COMMITTEES

The Executive Committee shall consist of the officers of the Corporation. The

Executive Committee shall be empowered to act in matters affecting the corporation between regular meetings of the Board of Directors. A minimum of three directors must vote to approve any matter binding the corporation. At the next meeting following an action taken by the Executive Committee, the Board shall adopt, modify, or reject the action taken by the Executive Committee.

SECTION 6.04. QUORUM

Not less than a majority of the Directors currently appointed and serving shall constitute a quorum of the Board of Directors. Board actions shall require a majority vote of the Board of Directors unless formally delegated to the Chief Executive Officer by prior Board action.

ARTICLE VII INDEMNIFICATION AND INSURANCE SECTION

7.01. INDEMNIFICATION

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(9a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 4238(a) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(a) or Section 5238 (c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238 or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevent the formation of a quorum of directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Bylaw in defending any proceeding covered by this Bylaw shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefor.

SECTION 7.02. INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE VIII AMENDMENTS

The Bylaws may be amended at any meeting of the Board by a majority vote of the current membership of the Board, provided the proposed amendment has been sent to each director at least ten (10) days before the meeting.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules set forth in Roberts Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, applicable law or other operating procedures adopted by the Board of Directors.



RESOLUTION NO. 09-23

Amending the Paratransit, Inc. Bylaws to clarify and re-classify Board Officer Titles and Delineate Officer Titles to staff

WHEREAS, Paratransit, Inc. has been providing innovative and essential services to the Community since 1978 and our programs and offering continue to expand, and

WHEREAS, the Board of Directors desires to amend and our Bylaws to clarify and re-classify the Officer titles for Board and delineate agency officer titles,

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of Paratransit, Inc. does hereby amend the Bylaws to clarify and re-classify Board Officer titles and to delineate officer titles to staff.

Patrick Hume, President
Paratransit, Inc. Board of Directors
Dated: August 21, 2023



**Paratransit, Inc.
Board of Directors Staff Report
Agenda Item 8B**

AGENDA TITLE: Adopt Resolution 10-23 Amending and Restating the Paratransit, Inc. Articles of Incorporation to better reflect the services currently provided to the community and the forthcoming Housing project for the C(2)

MEETING DATE: August 21, 2023

PREPARED BY: Tiffani M. Scott, Chief Executive Officer

RECOMMENDED ACTION:

Adopt Resolution 10-23 amending and restating the Paratransit, Inc. Articles of Incorporation to better reflect the services currently provided to the community and the forthcoming Housing project for the C(2).

BACKGROUND AND DISCUSSION:

In December 2022, the Board of Directors authorized the Chief Executive Officer (CEO) to continue development of an innovative, supportive housing project. As part of that project, the agency contracted with Delfino Madden, a local law firm specializing in non-profit law, to assist. Part of that work included a review of our current structure and non-profit corporation documents. In that review it was noted that as our agency has evolved, however, the documents have not evolved with us. In particular, the Articles of Incorporation remain more narrow and the language utilized is not consistent with modern nomenclature related to the transportation services. Additionally, they were adopted prior to our designation as a CTSA in 1981,

and do not clearly reflect that our work affects the broader social services community.

The proposed, revised Articles are included as an Attachment. The major change is to broaden the purpose statement to reference the term “mobility” rather than transportation consistent with our Mission Statement, and the industry evolution. It also further defines that we deliver services to social service organizations, public agencies and the general public, rather than the existing language which was more narrowly focused. All proposed changes reflect Board adopted direction over the past several years.

Once adopted by the Board, the new documents will be filed with the State of California.

FISCAL IMPACT:

The revisions included for the amended and restated Articles of Incorporation have no direct fiscal impact but allow us to continue to deliver expanded, innovative community services and strengthen our financial base.

ATTACHMENTS:

1. Resolution 10-23
2. Amended and Restated Articles of Incorporation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARATRANSIT, INCORPORATED

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Paratransit, Incorporated, a California nonprofit public benefit corporation, California Entity Number 0892213.
2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

ARTICLE I.

The name of this corporation is **Paratransit, Incorporated**.

ARTICLE II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes.

B. The specific and primary purpose of this corporation shall be to identify, organize, and serve the special transportation needs of the elderly and handicapped and others with special needs, mobility needs of social service organizations, public agencies and the general public; and to provide supportive community services to other these agencies and their clientele.

C. The general purposes and powers include all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy, or sell personal or real property.

D. This corporation is organized and operated exclusively for the charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Code law, or (ii) a corporation, contributions to which are deductible under Internal Review Code section 170(c)(2) or the corresponding provision of any future United States Internal Revenue Code law.

ARTICLE III.

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of

statements) on behalf of any candidate for public office.

B. The property of this corporation is irrevocably dedicated to the purposes set forth in Article II. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

C. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law).

ARTICLE IV.

A. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the California Nonprofit Public Benefit Corporation Law, including, without limitation, as provided in Section 5239 thereof with respect to volunteer directors and volunteer executive officers.

B. This corporation is authorized to provide for, whether by an agreement or otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law. Notwithstanding the immediately preceding sentence, the directors and executive officers of this corporation shall be entitled to indemnification to the fullest extent permitted under, and in accordance with, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

D. Any repeal or modification of this Article IV shall be prospective only and shall not adversely affect any right or protection of a director, executive officer or other agent of this corporation existing at the time of such repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors of the corporation.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____, 2023

Tiffani M. ~~Scott~~Fink, President

~~Jim Alves~~Christine M. Brown, Secretary



**RESOLUTION NO. 10-23
RESOLUTION AMENDING AND RESTATING THE PARATRANSIT, INC.
ARTICLES OF INCORPORATION TO BETTER REFLECT THE
SERVICES CURRENTLY PROVIDED TO THE COMMUNITY AND THE
FORTHCOMING HOUSING PROJECT FOR THE C(2)**

WHEREAS, Paratransit, Inc. has been providing innovative and essential services to the Community since 1978 and our programs and offering continue to expand, and

WHEREAS, the Board of Directors desires to amend and restate our Article of Incorporation to more accurately reflect the services provided,

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of Paratransit, Inc. does hereby amend and restate the Paratransit, Inc. Articles of Incorporation to better reflect the services currently provided to the community and the forthcoming housing project for the C(2).

Patrick Hume, President
Paratransit, Inc. Board of Directors
Dated: August 21, 2023