



**CODE OF ETHICS  
AND  
STANDARDS OF CONDUCT**

**Metropolitan Atlanta Rapid Transit  
Authority**

Adopted by MARTA  
Board of Directors  
October 23, 1973,  
as amended July 25, 1983, November 14, 1988,  
May 26, 1992, September 9, 2013, June 10, 2021, and March 1, 2022

# **CODE OF ETHICS AND STANDARDS OF CONDUCT FOR DIRECTORS, EMPLOYEES AND CONTRACTORS OF THE METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY**

## **SECTION 1. DECLARATION OF POLICY**

The Metropolitan Atlanta Rapid Transit Authority is dedicated to providing the best possible public transit system to the residents of metropolitan Atlanta and protecting the public's trust in the integrity of its management of public resources while delivering such service.

It is essential to the proper administration and operation of MARTA that its Board members, officers, employees and contractors be, and give the appearance of being, independent and impartial; that public employment or position not be used for private gain; and that all actions of the Authority engender public confidence in the integrity of the Authority.

MARTA is committed to conducting its activities ethically and in full compliance with federal, state and local laws. All MARTA employees are expected to conduct themselves in compliance with the MARTA Code of Ethics and Standards of Conduct ("Code").

Honoring this commitment requires there is no conflict, either in fact or in appearance between the personal interests and public responsibilities of Authority Board members, officers, employees or contractors. The public interest requires that the Authority protect against conflicts of interest by establishing appropriate ethical standards with respect to the conduct of its Board members, officers, employees and contractors in situations where a conflict may exist. It is also essential to the efficient operation of the Authority that the most qualified individuals and organizations be encouraged to serve the Authority and meet its operational needs. Accordingly, the standards contained in this Code should be interpreted such that they do not unreasonably frustrate or impede the Authority's ability to recruit and retain those persons best qualified to meet and serve its needs.

MARTA established its first Code of Ethics in 1973. This Code builds on, and extends, the principles contained in that Code of Ethics. MARTA has updated its Code to renew and strengthen the Code's relevance to the conduct of MARTA Board members and management employees and to extend the applicability of the Code to all MARTA employees as well as to MARTA contractors.

The Code should be used to guide the decisions of Board members, officers, employees and contractors of the Authority. The Code is not intended to address every specific set of facts that a Board member, officer, employee or contractor might face. The Code is designed to provide broad principles that can be applied to guide decisions and actions in a variety of situations. There are additional MARTA policies and procedures that complement this Code.

MARTA may modify the Code from time to time. The latest version of the Code will be available to MARTA employees on the MARTA Intranet and at [www.itsmarta.com](http://www.itsmarta.com). If there are any questions concerning the Code the Office of the AGM of Legal Services/Chief Counsel should be contacted. The Office of the AGM of Legal Services/Chief Counsel will answer any questions that arise concerning the provisions in the Code. Certain inquiries may be referred to the MARTA Board of Ethics for further review and guidance. The role of the MARTA Board of Ethics is outlined in Section 19 of the Code. The MARTA Board of Directors is the only entity that may grant a waiver of the provisions contained in this Code.

Every MARTA employee is required to sign a written acknowledgment that they have received and read the Code and understand their responsibility to act in accordance with the ethical standards created by the Code. The principal responsibility for adherence to the provisions of this Code rests with each person to whom the Code applies. Every Board member, officer and employee should familiarize themselves with the Code.

Finally, this Code is not an express or implied contract of employment and does not create any contractual rights of any kind between MARTA and its employees.

**SECTION 2. DEFINITIONS**  
**As Used In this Code:**

(1) "*Authority*" means the Metropolitan Atlanta Rapid Transit Authority, including its Board members, officers and employees.

(2) "*Board member*" means any member of the Board of Directors of the Authority.

(3) "*Business*" means a corporation, a partnership, proprietor, or any other person or organization carrying on an enterprise for profit.

(4) "*Censure*" is a formal vote of a majority of the Board of Directors on a resolution disapproving of a member's conduct.

(5) "*Confidential Information*" means information regarding the Authority's activities that is not available to the public and that, if disclosed to a person, business or contractor other than a Board member, officer or employee, would likely provide such person, business or contractor with an advantage in any transaction with the Authority or otherwise be detrimental to the operation of the Authority.

(6) "*Consultant*" means any person who is retained, designated, or specially-employed to render services of a technical or professional nature for or on behalf of the Authority whether paid or unpaid, and who has personal or private employment other than the Authority and who, by virtue of his/her relationship with the Authority, is in a position to influence management decisions or has access to confidential information. The term "*Consultant*" shall be deemed to include, but is not limited to, the Authority's General Engineering Consultant, its Planning and Technical Advisors, its General Counsel, its Financial Adviser and its independent certified public accountants. Board members, officers and employees of the Authority are not considered consultants.

(7) "*Contract*" means any lease, claim, account, or demand against or agreement with any person, whether express or implied, verbal or in writing.

(8) "*Direct Interest*" means and includes the holding or possession of any direct ownership interest in any property or business or the holding of any real or beneficial use of such property or business, including any interest owned or held by the spouse of the official or employee if such interest is held jointly or as tenants in common.

(9) "*Employee*" means any person holding a position in the service of the Authority for which they are paid, whether full time or part time. All employees of the Authority are expected to adhere to the provisions of the MARTA Code of Ethics and individuals who perform any of the following functions should be especially familiar with all of the Code provisions:

1. Exercise significant management discretion; or
2. Have access to confidential Information; or
3. Are in a position to influence contracting decisions; or
4. Have supervisory control or an inspection or audit function with respect to contract performance or in relation to contract disputes.

(10) "*Employment*" means any rendering of services on request.

(11) "*Immediate family*" means an individual and his/her spouse, and their parents, children, brothers and sisters.

(12) "*Interest*" means any direct or indirect pecuniary or material benefit held by or accruing to a

Board member, officer, or employee as a result of a contract or transaction which is or may become the subject of an official act or actions by or with the Authority. Unless otherwise provided, the term “*interest*” does not include any remote interest. For the purpose of this code, a person shall be deemed to have an interest in transactions involving:

- (a) any person in their immediate family;
- (b) any person with whom a contractual relationship exists, whereby they may receive any payment or other benefit;
- (c) any business in which they are a director, officer, employee, prospective employee, or shareholder;
- (d) any business or person of whom they are a creditor, whether secured or unsecured.

(13) “*Officer*” means any person selected by the members of the Board of Directors as authorized by the By-Laws governing the Authority.

(14) “*Official act or action*” means any administrative, appointive, or discretionary act of the Authority, its Board members, Officers, or Employees.

(15) “*Participate*” means to take part in official acts or actions, or proceeding personally as a Board member, Officer, or Employee through approval, disapproval, decision, recommendation, investigation, the rendering of advice, or the failure to act or perform a duty.

(16) “*Paid*” means the receipt of, or right to receive, a salary or a commission, percentage, brokerage, or contingent fee.

(17) “*Person*” means any individual, business, labor organization, representative, fiduciary, or association, whether paid or unpaid, and includes any Board member, Officer, or Employee of the Authority.

(18) “*Property*” means any property, whether real or personal, tangible or intangible and Includes currency and commercial paper.

(19) “*Public Employee*” means any person, officer, or employee holding a position by election, appointment, or employment in the service of the State of Georgia, a local governing body (*as defined by Section 2(f) of the Metropolitan Atlanta Rapid Transit Authority Act, 1965, as amended*) or any instrumentality or political subdivision thereof, whether paid or unpaid, and includes any member of or delegate to the Congress of the United States or the Georgia State Legislature.

(20) “*Remote Interest*” means the interest of

- (a) a non-salaried director, officer, or employee of a nonprofit corporation;
- (b) holder of an interest with a value of less than \$5,000.00 of the legal or beneficial ownership of the total shares of a business;
- (c) any person in a representative capacity, such as a receiver, trustee, or administrator;  
or
- (d) any person who, by determination of the Board of Ethics, is deemed to have such an interest.

(21) “*Transaction*” means the conduct of any activity that results in or may result in an official act or action of the Authority.

### SECTION 3. CONFLICTS OF INTEREST

A conflict of interest exists whenever a person places him/herself in a position where any official act or action taken by them is, may be, or appears to be, influenced by considerations of personal gain rather than the general public interest.

All Board members, officers and employees of the Authority are public servants and in that role they occupy a position of public trust and confidence and should avoid not only actual breaches of public trust, but also even the appearance of conflicts of interest.

Clearly no public person can dissociate him/herself so completely from everything other than the Authority as to preclude the possibility of a conflict or appearance of a conflict from arising. Such public officials should also not be denied the opportunity available to all other citizens to acquire and maintain private, economic and other interests except where a conflict of interest would result. Disclosing such association is a key component to maintaining such public trust and confidence.

- Examples:
- 1.) **W**, a Board member, owns an insurance company that writes policies for contractors likely to do business with the Authority. **W** should disclose this interest.
  - 2.) **Y**, a Board member, is also an officer of a company that frequently is engaged as a surety on performance bonds executed by a construction firm that is being considered for work by the Authority. **Y** should disclose this interest.

#### SECTION 4. IMPARTIALITY

MARTA Board members, officers and employees must act with impartiality. This means that MARTA Board members, officers and employees cannot show undue favor to any person seeking employment or business opportunity with the Authority. Board Members, officers, or employees shall not take any actions or conduct themselves in any way that would give the impression that they can be improperly influenced or that they are favoring an individual or entity because of a personal relationship or association.

Where there is a question concerning the propriety of a particular contemplated action, the Office of the AGM of Legal Services/Chief Counsel should be consulted prior to any action being taken. Such question may be referred by the Office of Legal Services to the Board of Ethics.

- Examples:
- 1.) **X**, an officer, writes a letter for publication in a local newspaper that criticizes the Authority for its decision not to employ the services of a contracting firm with which **X** has had substantial private business dealings in the past. **X**'s actions constitute a violation of this section.
  - 2.) **Y**, a Board member, publicly supports a position taken by a group which represents and is negotiating with the Authority on behalf of organizations doing business with the Authority and with which **Y** has been associated on a professional basis in the past year or reasonably anticipates future association within the upcoming year. **Y**'s actions constitute a violation of this section.

## **SECTION 5. GIFTS AND FAVORS**

Accepting or giving gifts in a professional context can often create real or apparent conflicts of interest. MARTA Board members, officers and employees may not accept or give a gift, loan, promise or favor if:

- (1) It could influence them in actions or decisions which are part of the discharge of their official duties, or
- (2) Within the past year they have been, are now, or in an upcoming four-month period will be, involved in any official act or action directly affecting the donor or lender.

**This section shall not apply in the case of:**

- (1) an occasional small gift, other than money. A small gift is usually considered to be of a value of \$75 or less;
- (2) an award publicly presented in recognition of public services or
- (3) a commercially reasonable loan made in the ordinary course of business by a commercial bank or lending institution

- Examples:
- 1.) A vendor who will be bidding on new station signage wants to pay for MARTA engineers to visit its manufacturing facility in Hawaii. It would be a violation of the Code of Ethics for MARTA employees who are involved in the procurement to visit the facility on a trip paid for by the vendor.
  - 2.) A MARTA Board member attending an APTA conference attends the annual awards dinner hosted by various national vendors. There is no prohibition against the Board member attending this function. However, a Board member may not have a private dinner paid for by a vendor who is involved in an active procurement or who may be involved in a procurement within four months.
  - 3.) A construction firm seeking to acquire a contract with the Authority asks a Board member to a private dinner hosted by the firm and some of its subcontractors. The Board member should decline the invitation to this dinner.

## SECTION 6. CONFIDENTIAL INFORMATION

Although MARTA is committed to openness and transparency in its business operations and management, under certain circumstances it is not appropriate to disclose certain information. As a part of their employment or through their roles as Board members, officers or employees, individuals may have access to confidential information about MARTA or one of its contractors that is not intended for public release. Board members, officers, or employees shall not disclose or otherwise use confidential information acquired by virtue of their position or employment with the Authority for their own or someone else's private gain.

Information requested by someone outside of MARTA should not be supplied unless the employee, officer or board member is certain that they are authorized to release such information. Any uncertainty should be discussed with MARTA's Office of Legal Services.

MARTA employees also shall not misappropriate or use confidential or proprietary information belonging to a non-Authority individual or entity. Generally any information protected by law- a patent, copyright, trademark, or document marked "Confidential" should not be used without permission.

MARTA employees may not use confidential business information obtained from vendors or those individuals or entities that have supplied information as part of the competitive procurement process, including customer lists, price lists, and contracts in any manner likely to provide an unfair or illegal advantage to MARTA or the employee.

The inappropriate release of confidential information undermines public confidence and respect for the Authority inasmuch as such knowledge and information is entrusted to Board members, officers and employees by virtue of their public employment.

- Examples:
- 1.) **X**, an employee, purchases land with advanced undisclosed knowledge of the route of a new transit line that, when completed, will substantially increase the value of the land. **X**'s purchase constitutes a violation of this section.
  - 2.) **Y**, an associate in a consulting firm employed by the Authority, advises another client to invest in the securities of a company which is about to be awarded a highly profitable contract with the Authority. **Y**'s advice constitutes a violation of this section.

## SECTION 7. REPRESENTATION

Board members, officers and employees shall not appear on their own behalf, or represent, advise, or appear on behalf of, any person before any court or before any legislative, administrative, or quasi-judicial board, agency, commission, or committee of a municipality, concerning any contract or transaction which is or may be the subject of an official act or action of the Authority. Board members, officers and employees shall not use or attempt to use their official position to secure unwarranted privileges or exemptions for themselves or other persons. This prohibition shall apply whether the Board member, officer or employee is paid or unpaid.

Examples:      1.)    **Z**, a Board member, appears on behalf of his friend **Y**, a consulting engineer, before the Atlanta Regional Commission to advocate the selection of **Y**'s firm for the purpose of coordinating the Commission's work with the Authority. **Z**'s representation constitutes a violation of this section.

## SECTION 8. INCOMPATIBLE EMPLOYMENT

Board members, officers and employees shall not engage in or accept other employment with or render any services for another business when such action will impair their ability to exercise independent, objective judgment in their MARTA role.

Employees should avoid outside employment or activities that may have a negative impact upon their job performance with MARTA or conflict with their loyalty to MARTA. Incompatible employment may arise when one job is subject in some degree to the supervisory control of the other or where outside employment will require or provide a possible opportunity for an employee to disclose confidential information that has been gained as an employee of the Authority.

MARTA employees may act as consultants to other companies as long as such companies are not involved in any transaction with MARTA and it does not impair their ability to do their job.

- Examples:
- 1.) **X**, an Employee charged with the supervision and approval of maintenance work on buses accepts employment with the company that performs such maintenance. **X**'s employment is incompatible and constitutes a violation of this section.
  - 2.) **Y**, a law firm serving as counsel to the Authority, advises and represents an accounting firm, also employed by the Authority, on matters wholly unrelated to the business of the Authority. **Y**'s employment does not constitute violation of this section, provided that **Y** makes disclosure under Section 9.
  - 3.) A Board member, who is also an attorney, represents a client who is suing MARTA. Representation of this client would constitute incompatible employment.

## **SECTION 9. DISCLOSURE OF FINANCIAL INTEREST**

A disclosure requirement is a fundamental step in the process of monitoring potential conflicts of interest that may arise and a means of maintaining public confidence in the good faith and impartiality of official acts or actions taken by the Authority. It is essential to protecting the balance between being able to recruit and retain Board members, officers and employees while honoring the commitment to avoid conflicts of interest.

(A) The following individuals shall be required to file an annual disclosure statement as set out in paragraph B of this section: Board members, officers, General Manager/Chief Executive Officer, Deputy General Managers, Chief Operating Officers, Chief of Staff and Deputy chiefs of staff, Chief Financial Officer, Chief Information Officer, all Assistant General Managers, senior executive directors, executive directors and directors, all employees in the Office of Contracts with discretionary or supervisory authority over contract award or management, all employees within the Finance department who have discretionary or supervisory authority over the Authority's funds and all attorneys within the Office of Legal Services.

(B) The individuals listed in paragraph A of this section shall annually file with the Secretary of the Board of Directors statements disclosing the following: All positions of employment held by the individual in any business for all or any portion of the year; each and every source of income received by such individual in excess of \$5,000.00 derived from any single source in the preceding calendar year; any benefit, whatever in nature, of such individual's immediate family derived from transactions with the Authority, by employment, contract, or otherwise, either directly or through a business in which such immediate family member has a majority interest; all direct ownership interests in real property held by the official or employee; and the identity of all stocks, blind trusts, bonds, debentures, and other forms of debt obligations of any corporation or other business entity collectively in excess of \$10,000.00 held by the individual at any time during the year except for mutual funds, personal checking accounts, other savings or retirement fund accounts held by any financial institution of the United States government, or any Authority approved or maintained deferred compensation or pension program.

## SECTION 10. DISQUALIFICATION

Board members, officers, or employees shall disqualify themselves from participating in any official act or action directly affecting a business or activity in which they have any interest, whether direct or remote. Consistent with Section 9, this section is based on the principle that the persons concerned are in the best position to know whether they have conflicting interests and therefore whether they should disqualify themselves.

The Code does not prohibit transactions involving businesses in which Board members, officers or employees have a remote interest, but even in such situations Board members, officers or employees may not participate in official acts or actions affecting any entity in which they have even a remote interest.

A Board member or employee or Contractor may keep an otherwise prohibited interest if they acquired such interest prior to their appointment or employment as a Board member or employee of the Authority, provided that the existence of such interest is properly disclosed and the Board member or employee disqualifies him/herself from taking any action, official or unofficial, on that matter. Renewal of the interest is not permitted during their time with the Authority.

Example:       1.) **X**, a Board member, is employed by a public utility which is exempted from the provisions of the Code. However, **X** should disqualify himself from participating in any matters dealing with said utility.

## SECTION 11. ACQUIRING AN INTEREST

Board members, officers and employees, shall not acquire an interest in any contract or transaction at a time when they believe or have reason to believe that such interest will be affected directly or indirectly by their official acts or actions or by the official acts or actions of the Authority.

An interest may not be acquired in any matter after a contract has been awarded in that matter. An interest may take the form of a subcontract, assignment, employment, or investment.

- Examples:
- 1.) **X**, a Board member, acquires stock in a company from which the Authority has recently made a cash purchase of several expensive pieces of equipment. Because the purchase is a closed transaction and unlikely to be affected by the official acts or actions of either the Board member or the Authority, **X**'s acquisition of the stock does not constitute a violation of this section.
  - 2.) **Y**, an Employee charged with the supervision and approval of certain construction work to be performed by a principal contractor, acquires an interest in a company to which part of the construction work later is subcontracted. If **Y** had no reason to foresee that a conflict might arise, his acquisition of an interest does not constitute a violation of this section; however, **Y** should disclose his interest and disqualify himself from supervising the work of both the principal contractor and subcontractor.

## SECTION 12. CONTRACTS INVOLVING EMPLOYEES OR BOARD MEMBERS

A. The Authority shall not enter into any contract involving services or property with a Board member, Officer, or Employee (including Public Employees), or with a business in which a Board member, Officer, or Employee has an interest. This section shall not apply in the case of:

- (1) the designation of a bank or trust company as a depository for Authority funds;
- (2) the borrowing of funds from any bank or lending institution which offers the lowest available rate of interest for such loan;
- (3) contracts entered into with a business which employs a Consultant, provided that such employment is not incompatible with the Consultant's official duties under Section 7 of this Code;
- (4) contracts for services entered into with a business which is the only available source for such goods or services; and
- (5) contracts entered into under circumstances which constitute an emergency situation, provided that a record explaining the emergency is prepared by the General Manager and submitted to the Board of Ethics at its next regular meeting and thereafter kept on file.

The exception in this section pertaining to contracts for needed goods or services entered into with a business which is the only one available for such goods or services despite the existence of an otherwise disqualifying interest is intended primarily to apply to the furnishing of services by public utility companies, whose services may be unique to the community and whose rates are fixed by law.

B. MARTA may enter into a contract involving services or property with a Public Employee (or with a business in which that Public Employee has an interest) who serves solely by appointment as an unpaid or nominally paid member of a public board, commission, committee, council or task force, if the likelihood of an actual conflict of interest with the Authority is remote as determined by the MARTA Board of Ethics.

- Examples:
- 1.) **W**, a Board member, is an Officer of a public utility company which provides the only available service of its kind. Although the Authority is not prohibited from contracting for such services, **W** should disqualify himself from participating in any discussion or decision concerning such contract or the services provided there under.
  - 2.) **X**, a Board member, is an Officer of a bank which offers the same rate of interest for loans sought by the Authority as other lending institutions in the metropolitan Atlanta area. The Authority should not seek to borrow funds from the bank. If, however, the bank offers the lowest rate of interest, the Authority may borrow funds from it, provided that **X** discloses his interest and disqualifies himself from participating as a Board member or Officer of the bank in the transaction.
  - 3.) **Y**, an Officer, approves the letting of a contract to a construction firm, which, pursuant to a prior agreement subsequently assigns at a discount the proceeds of the contract to a firm in which **Y** is a partner. **Y**'s approval of the contract constitutes a violation of this section even though **Y** sells his partnership interest before the actual assignment of the proceeds.
  - 4.) **Z**, an Officer, is the controlling shareholder of a company which rents equipment from the Authority. The leasing of such equipment constitutes a violation of this section.

### **SECTION 13. CONTRACTS INVOLVING FORMER EMPLOYEES**

It is a violation of the public trust for a MARTA employee to improperly use knowledge and influence acquired from their employment with MARTA or to allow the prospect of future employment to improperly influence their performance at MARTA.

Therefore, there are certain restrictions regarding the Authority entering into any contract with, or taking any action favorably affecting, any person or any business employing such person when one of the limitations forth below is violated:

The Authority shall not enter into any contract, or continue any contractual relationship, with a contractor who employs a former MARTA employee who was directly involved in the procurement of such contractor (such as serving on the source evaluation committee or making the determination to use such vendor in those instances where no competitive process is required) or administration of the procurement, within a six month period from the time the employee leaves employment with MARTA nor shall such former employee be utilized for work on such procurement at any point in the future.

A contractor shall not utilize a former MARTA employee on any MARTA project for a period of six months from the time such person has been an employee of the Authority.

The nature of the employee's specific duties with the Authority should be taken into consideration when considering whether any of the above prohibitions apply.

This section does not apply to future public employment.

### **SECTION 14. INVOLVEMENT IN POLITICAL ACTIVITIES**

All those covered by the Code are encouraged to exercise their right to register and vote as they choose and to support the candidates of their choice provided such rights are exercised as individuals privately and not in their roles as MARTA employees, directors or officers. No MARTA resources may be used in support of any political activities, nor may any political activities be conducted during hours of employment.

### **SECTION 15. PROFESSIONALISM**

As a MARTA Board member, officer or employee you must always act as a professional and within the law. Acting professionally requires that you treat those people with whom you interact with respect.

### **SECTION 16. COMPLIANCE WITH APPLICABLE LAWS**

MARTA's commitment to ethics begins with its compliance with the law. MARTA Board members, officers, employees and contractors must comply with all applicable laws and regulations. MARTA is subject to federal, state and local rules and regulations, including special laws that apply specifically to MARTA.

If there is some uncertainty about the legality of an action then employees should consult with the Office of the Chief Counsel.

## SECTION 17. VIOLATIONS AND PENALTIES

A violation of this Code shall result in discipline for each Code violation that fits the nature and facts of the violation.

An employee violating the Code of Ethics may be subject to discipline up to and including termination.

A contractor violating the Code may be subject to disbarment from future MARTA contracts and a violation may be considered a breach of the contractor's contract with MARTA.

Board members who violate this Code may be subject to censure and /or such other penalties as provided for by law.

## SECTION 18. DUTY TO ACT

All of those persons who are covered by this Code are encouraged to promptly report any actual or suspected illegal or fraudulent activities or Code violations. All of those covered by this Code should encourage and help those around them to follow the terms of the Code and to act ethically.

If there is a concern by an individual covered by the Code they should report such concern to Chief Counsel in the Office of Legal Services. All concerns will be treated with confidentiality and will be investigated fully.

All inquiries concerning potential Code Violations and requests for advisory opinions should initially be addressed to MARTA's Chief Counsel, Office of Legal Services. Chief Counsel will then determine whether a request should be forwarded to the MARTA Ethics Committee for further investigation or for Code interpretation and subsequent advisory opinion.

MARTA also maintains a Fraud, Abuse and Waste Hotline. Questions or concerns that involve suspected fraud and/or abuse of Authority property may be reported to this Hotline at (877) 222-2606. Complaints may be filed anonymously. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Authority's Offices of Internal Audit and Legal Services will strictly enforce this prohibition.

## SECTION 19. BOARD OF ETHICS

The MARTA Board of Directors shall establish and create an advisory Board of Ethics. In accordance with its Bylaws, MARTA's General Manager and Management shall retain responsibility and authority over the affairs of its operations including but not limited to the resolution of employee conflict of interest matters. The advisory Board of Ethics shall be a separate body utilized for the purpose of resolving conflict of interest and related Code matters which, by way of this Code, allow affected employees to seek a second level of review of the matter at issue. All Code matters shall, in the first instance, be reviewed and resolved by MARTA Management or by the MARTA Ethics Committee.

- (1) Creation, membership** - The advisory Board of Ethics shall consist of the following members:
- (a) One (1) member to be selected from the membership of the Atlanta Bar Association by the President of said Association;
  - (b) One (1) member to be selected from the membership of the DeKalb Bar Association by the President of said Association;

- (c) One (1) member to be selected from the membership of the Gate City Bar Association by the President of said Association;
- (d) One (1) member to be selected from the membership of the Metropolitan Atlanta Chamber of Commerce by the President of said organization;
- (e) One (1) member to be selected from the membership of DeKalb Chamber of Commerce by the President of said organization;
- (f) One (1) member to be selected from the membership of the Board of Directors of the Authority by the Chairman of said Board;
- (g) One (1) member to be selected from the membership of the Metropolitan Atlanta Rapid Transit Overview Committee (MARTOC) by the Chairman of said Committee.

The members shall serve without compensation and shall elect a chairman and their actions will be governed by the By-Laws of the Board of Ethics as passed by the MARTA Board of Directors.

**(2) Vacancies**

Any vacancy on the Board of Ethics caused otherwise than by expiration shall be filled for the unexpired portion thereof by a person or organization which made the original selection or appointment to the vacant position.

**(3) Duties** – The Board of Ethics shall have the following duties:

- (a) To establish procedures, rules, and regulations governing its internal organization and conduct of its affairs.
- (b) To render advisory opinions with respect to the interpretation and application of this Code, as needed by MARTA management in its administration and application of the Code. Such advisory opinions will be requested for any matters certified by MARTA Chief Counsel as benefiting from a review by the Board of Ethics as well as matters requiring a second level of review after the MARTA Ethics Committee has rendered an initial finding and the persons affected by such initial finding who, after receiving such initial finding, elect to request a second level of review.
- (c) To make recommendations to the MARTA Board of Directors in relation to matters brought before the Board of Ethics.