

**Bylaws
of
Connecticut River Transit Incorporated**

ARTICLE I: Name and Location

The name of the Corporation shall be Connecticut River Transit Incorporated.

ARTICLE II: Form and Purposes

Section 1. The Corporation is organized as a non-profit corporation. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time may be amended; namely, to provide public transit service for Windham County and Windsor County and to qualify as a non-profit transportation provider in accordance with 24 VSA Chapter 126.

Section 2. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the non-profit Corporation Law of the State of Vermont. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of any candidate for public office.

Section 3. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE III: Basic Policies

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian and nonpartisan.

2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.
3. The Corporation shall be only bound by commitments approved by the Board of Directors or Executive Committee.
4. The Corporation shall follow Vermont's Public Meeting Law requirement found in VSA 1 V.S.A. § 310 et seq.
5. Each member in good standing shall be entitled to one vote on each issue submitted to a vote of the members.

ARTICLE IV: Offices

Section 1. The principal offices of this Corporation shall be located within Windsor or Windham County and shall be designated, and from time to time may be changed, by resolution adopted at any regular or special meeting of the Board of Directors.

ARTICLE V: Members

Section 1. The Corporation shall have no general members.

ARTICLE VI: Board of Directors

Section 1. Membership. The Corporation shall have a Board of Directors consisting of a minimum of seven members and not more than fifteen. As long as the ratio of the majority of municipal representatives is maintained as described in Section 2, any vacancy on the Board may be filled by either a municipal representative or an at-large representative as described in sections 2 and 3 below. Employees are prohibited from serving as Board members, as provided in Section 4 of Article XII.

Section 2. Municipal Representatives. Of the seven minimum positions on the Board of Directors, four (or a majority if the board membership is greater than seven) shall be filled by appointments from the legislative bodies of participating municipalities. Each municipality may submit the name of a representative, who may serve for one year and may succeed him or herself, upon reappointment by their respective town. It shall be the responsibility of the Corporation's Executive Director or Secretary to inform municipalities of the need for annual reappointment. A municipality may have one representative to the Board.

Section 3. At-Large Representatives. A minority of board members shall be at-large representatives. At-large representatives shall be persons with special knowledge, able to speak for an areawide interest, and should be sensitive to the interest of consumers of the Corporation's services. At-large representatives may serve for one year and may succeed themselves if reappointed by their organization's Board of Directors or a majority vote of the Corporation.

Section 4. Annual Meeting. The annual meeting of the Board of Directors shall be held in June. The annual meeting shall be held for the purpose, in this order, of: seating municipal representatives for the ensuing year; electing officers; appointing at-large representatives and Board and advisory committee members; designating the independent auditor, legal counsel, and official banks and depositories; receiving reports on the organization's yearly activities and finances; and performing such other business that is proper to come to the annual meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held in accordance with a schedule of regular meetings to be adopted by a resolution of the Board at the annual meeting and amended as needed.

Section 6 Notice of Regular Meeting. Written notice stating the place, day, hour, and purpose(s) of regular meetings shall be made in writing or by telephone, whichever is more convenient, at least five days in advance of the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by written request to the President of a majority of the filled positions. Notice of a special meeting shall be conveyed to all Board Members at least three days in advance of the meeting.

Section 8. Quorum. One half of the total Board membership, excluding existing vacancies, shall constitute a quorum at all meetings of the Board.

Section 9. Proxies. At all meetings of Board members, a member may not vote by proxy.

Section 10. Manner of Acting. The act of the majority of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board.

Section 11. Absenteeism. Any Board Member who is absent for three or more consecutive meetings without satisfactory excuse shall upon act of the Board of Directors be recommended to the authority which appointed the Board Member for removal from the Board.

Section 12. Removal from Office. A Board Member may be removed from office, for cause, only by the authority that made the appointment.

Section 13. Vacancies. Any vacancy on the Board of Directors shall be filled within thirty days after such vacancy occurs. An appointee to a vacancy shall serve until the expiration of the term of the representative who has created the vacancy.

ARTICLE VII: Officers

Section 1. Number. The Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer.

Section 2. Election. The Officers of the Corporation shall be elected by the Board of Directors at its annual meeting.

Section 3. Term. The term of office of each of the Officers shall be for one year or until his or her successor is elected and qualified. Each officer may serve a maximum of three years.

Section 4. Duties. The duties and powers of the Officers shall be as follows:

(A) President. The President shall preside at all meetings of the Board of Directors at which he/she may be present. The President shall coordinate the work of the Board Members and committees of the Corporation in order that the purposes of the Corporation may be promoted. With approval of the Board, the President shall sign and make all contracts and agreements in the name of the Corporation.

(B) Vice-President. The Vice President shall act as aide to the President and shall perform all duties of the President in the absence or inability of the President to act.

(C) Secretary. The Secretary shall keep, or cause to be kept, a written record of the minutes of all meetings of the Board of Directors. Further, the Secretary shall perform other duties as may be required by the bylaws, the President, or the Board. The original of all corporate records and minutes shall be kept in the office of the Corporation.

(D) Treasurer. The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and expenditures authorized by the Board of Directors. The Treasurer will furnish, or cause to be furnished, regular financial reports to the Board of Directors.

ARTICLE VIII: Committees

Section 1. Executive Committee. Membership in the Executive Committee shall include the President, Vice President, Secretary, and Treasurer. The Executive Committee, upon the attendance of its four members, may with a simple majority, have the authority to make interim decisions in cases requiring immediate action, subject to ratification by the Board of Directors at its next meeting.

Section 2. Nominating Committee. The Nominating Committee shall consist of two or more members of the Board. The President and Executive Director shall serve as Ex-Officio non-voting members. The Committee shall meet from time to time as necessary for the purpose of recruiting and recommending to the Board qualified Board members to fill Board vacancies, and also submit to the annual meeting a full slate of officers, potential at-large representatives for the Board of Directors, and committee membership.

Section 3. Finance Committee. The Finance Committee shall consist of three or more Board members, chaired by the Treasurer. The Finance Committee shall meet at least quarterly to review the Corporation's financial status and plans, and shall recommend annual budgets and any required budget amendments to the Board of Directors. The Finance Committee shall cause

an annual independent audit of the Corporation's affairs to be conducted and shall report same to the Board of Directors.

Section 4. Other Committees. By the Act of the Board of Directors, other committees may be created from time to time, as needed, for the purposes of the Corporation. Membership on special committees shall include at least two members of the Board of Directors and, as desired, other interested and knowledgeable people, not necessarily on the Board of Directors. The President and the Executive Director shall serve as Ex-Officio non-voting members of all committees.

Section 5. Quorum. A majority of filled positions on a committee shall constitute a quorum

ARTICLE IX: Advisory Committee

Section 1. Advisory Committee. The Advisory Committee members shall be appointed by the Board, and shall serve for one year and may succeed themselves if re-appointed by the Board of Directors. Advisory Committee members may not serve for more than three consecutive years. At least two regular meetings of the Board of Directors shall be designated as joint meetings with the Advisory Committee each year. Members on the Advisory Committee may serve on standing or special committees.

Section 2. Purpose. The Advisory Committee shall provide advice and consultation to the Executive Director and to the Board of Directors regarding the needs of various client populations and the Corporation's success in meeting those needs, proposals for future services or activities, and similar issues related to the cost, quantity and quality of services to be provided.

ARTICLE X: Staff

Section 1. Executive Director. The Board of Directors shall hire an Executive Director. The Executive Director shall be the chief operating officer, work toward the goals of the Corporation, and be responsible to the Corporation in general and Board of Directors specifically for action taken. The Executive Director serves at the pleasure of the Board of Directors. The Board of Directors will establish the qualifications required for the position and will conduct a nationwide search when filling the position. Annually in June, the Board of Directors will review the performance of the Executive Director.

Section 2. Other Staff. The Board of Directors shall approve an organization chart and authorize other staff positions upon recommendation of the Executive Director.

Section 3. Compensation. The salary of the Executive Director shall be set by the Board of Directors and subject to annual review. Wages and salaries of other employees shall be set by the Executive Director, subject to approval of the Board.

Section 4. Equal Opportunity Employment Policy. It is the policy of the Corporation that no person seeking employment or having business with the Corporation shall be discriminated against for reasons of race, religion, color, sex, age, place of national origin, sexual orientation, and if otherwise qualified, handicap or disability.

ARTICLE XI: Accountability of Funds

Section 1. Appropriations. The Corporation may receive and expend funds from any legal source for the stated purposes of the Corporation.

Section 2. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a majority vote of the Board of Directors. Such authority may be confined to specific instances.

Section 4. Checks, Drafts, etc. The Executive Director and his/her staff designee are authorized to sign all checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation up to an amount authorized by resolution of the Board of Directors. Checks, drafts or other orders over the set limit shall be signed by at least one Officer of the Board. All checks shall bear the signatures of two authorized signers, the list of whom shall be approved by the Board of Directors.

Section 5. Deposit. All funds of the Corporation, except a minimal amount of petty cash, shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE XII: Conflict of Interest

Section 1. Disclosure. Any conflict of interest on the part of any Board member, or the appearance thereof, shall be disclosed to the Board and made part of the record.

Section 2. Voting. No member of the Board may vote on any action or issue that presents a possible conflict of interest, and the member may not be counted in determining a quorum for the vote being considered. The minutes shall reflect that a disclosure was made, that the member's presence was not considered in determining a quorum for the vote, and that the member abstained from voting on the issue. Where doubt as to the conflict exists, Board members, excluding those potentially in conflict, shall decide whether a conflict exists.

Section 3. General Conduct. All members of the Corporation and all of its employees are required to conduct their affairs in a manner that avoids conflict of interest and the appearance thereof. Employees shall disclose real or perceived conflicts to the Executive Director who shall inform the Board appropriately.

Section 4. Staff. Because of the clear and significant potential for conflict of interest, no employee of the Corporation may serve as a Board member.

ARTICLE XIII: Amendments

Section 1. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds vote of the Board of Directors at any annual or special meeting. Proposed changes shall be mailed to each member of the Board of Directors at least seven days prior to the meeting.

ARTICLE XIV: Dissolution

Section 1. Activities. The Corporation is organized for transportation purposes within section 501(c)(3) of the Internal Revenue Code of 1954. The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1954.

Section 2. Assets. In the event that the Corporation shall be dissolved, its assets shall be distributed to one or more organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1954 as the then Board of Directors shall determine.

Section 3. Vote to dissolve. The Corporation may be dissolved by a two-thirds vote of members present at a duly warned annual meeting, or a special meeting properly warned for the purpose.

Approved by the Board on January 27, 2005.

Amended by the Board on November 18, 2008.

January 27, 2005

Shane O'Keefe, President

David Wilcox, Vice President

Linda Stowell, Secretary

David Saladino, Treasurer

Robert Forguites

Erron Carey

Glenn Smith

November 18, 2008

Ted Reeves, President

Bob Stevens, Vice President

Linda Stowell, Secretary

Rose Fowler, Treasurer

Robert Forguites

Ann DiBernardo

Chris Ryan

Roderick Francis