

BY-LAWS of
The Association for Commuter Transportation, Inc.
A Non-Profit Corporation
(As Amended through April 2017)

ARTICLE I
OFFICES

Section 1.

The principal office for the transaction of business of the Association (“Principal Office”) shall be located in the District of Columbia, or such other location as determined by the Board of Directors.

Section 2.

The Board of Directors (“the Board”) may at any time establish branch or subordinate offices at any place or places where the Association is qualified to do business.

ARTICLE II
PURPOSE

This Association is a non-profit public benefit Association organized under the District of Columbia Non-Profit Corporation Act. The general purpose of this Association is to engage in any lawful act or activity authorized under the Association’s Articles of Incorporation, including but not limited to providing interested parties and the public with information, services, and products aimed at solving commuter-related problems in the public interest.

ARTICLE III
MEMBERSHIP

Section 1.

The membership of the Association shall consist of such classifications and qualifications as the Board may from time to time establish.

ACT has four classifications of membership: Organizational, Self-Employed, Retiree, and Student.

A. The Organizational category is open to public agencies, private businesses, educational institutions, nonprofit organizations, and other enterprises with

multiple employees or representatives. Employees or other organizational representatives are entitled to membership privileges for event rates and subscriptions as specified by the Board.

B. The Self-Employed category is open to self-employed professionals who desire membership in ACT, including but not limited to the self-employed, sole proprietorships, and any other individual who does not fit another membership category.

C. The Retiree category is open to any individual that is no longer employed or working within the TDM or related industry.

D. The Student category is open to all full-time students. (Those applying for Student Membership may be asked to submit proof of full-time enrollment).

Section 2.

Applications for membership in the Association shall be made to the Board, or its designee, in writing and on forms provided for this purpose. Such forms shall indicate, at minimum, the type of membership, the amount of dues required for a membership, and what individuals shall have voting rights for the Association's elections.

Section 3.

Dues. The Board shall establish a schedule of fees for participation in the Association's activities. Payment of such fees or dues shall be a condition of membership and shall be payable initially upon submission of an application for membership and subsequently, in advance annually.

Section 4.

Voting Rights. Voting privileges are limited to those individuals who are named in membership applications to the Association and listed in the Association's membership database. Each named member of the Association shall be entitled to one vote.

Section 5.

A member may resign by written communications to the Board.

Section 6.

Reinstatement of a member who has resigned shall require a payment of any dues owed the Association and the submission of a new application.

Section 7.

The Board shall consider proceedings for the discipline, expulsion, suspension or admonition of any member upon written request of ten or more members, for cause set forth. If the circumstances appear to warrant further action, the Board shall advise the named member in writing of the request and of the date on which the cause set forth in

the request will be considered. The named member may present a defense or other information either in person or in writing on the date set forth in the letter from the Board. The final action shall be taken by the Board within a reasonable time after the matter has been considered by the Board. A two-thirds vote of the Board then serving in office shall be required for any action to discipline, expel, suspend or admonish such member. A member expelled from the Association by such a vote may only be re-admitted upon an approved application and by a two-thirds vote of the Board.

ARTICLE IV MEETINGS OF MEMBERS

Section 1.

Annual Meeting. The annual meeting of the members of the Association shall be held each year, upon such date, and at such time and place as may be set by the Board. Notice of the annual meeting shall be mailed by US mail or sent electronically to each member not less than thirty (30) days before such meeting. Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at the annual meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. The business to be transacted at the meeting shall be specified in the annual meeting notice.

Section 2.

Special Meetings. Special meetings of the members of the Association may be called in the same manner as special meetings of the Board.

Section 3.

Quorum. A quorum for a meeting of the members of the Association shall be 10 percent (10%) of the total voting membership.

ARTICLE V BOARD OF DIRECTORS

Section 1.

Board Membership. The Board shall consist of a duly elected President, Vice President, Secretary, Treasurer, Immediate Past President and sufficient other Directors elected in accordance with the provisions of the By-Laws. The Executive Director and

Parliamentarian shall serve as non-voting members of the Board by virtue of their position.

Section 2.

Election of Directors (other than Officers and the Immediate Past President). Elections of Directors shall take place during the calendar year prior to taking office, at a time designated by the Board. Directors may be elected to three consecutive terms of office of two years each, provided however, that no Director shall individually serve on the Board for more than six (6) consecutive years, unless serving as an officer or Immediate Past President, in which case they may exceed the term limit while serving as an officer or Immediate Past President. If a Director is appointed to a position to fulfill a portion or the remainder of a term, that appointment shall not count towards the individual term limit. The non-officer Directors shall be elected as follows:

A. One (1) Director shall be elected by members from each Chapter area recognized by the Board and with its Chapter By-Laws approved by the Board. Chapter Directors shall be elected in odd-numbered years.

B. Eight (8) Directors shall be elected from the membership at large in even-numbered years, in the same election as officers of the Association.

C. The Board shall hold an election for any Board seat that remains unfilled for a lack of candidates in the next available election cycle for the remainder of the term. The Board will appoint a member in good standing to serve in that unfilled position until a new election is finalized.

Section 3.

Authority of the Board. All corporate powers not inconsistent with law, with the Association's Articles of Incorporation, or with these By-Laws may be exercised by the Board in managing the Association's affairs.

Section 4.

Meetings. The Board shall hold at least two (2) meetings annually, the time and place for which shall be as provided by resolution of the Board. Meetings also may be called by or at the request of the President or any four (4) Board members. The President or any four (4) Board members calling a meeting shall specify the time and place thereof. Meetings may be conducted via conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 5.

Notice. Notice of any meeting of the Board shall be given in writing and sent by US mail or electronic mail to each Board member at his address as shown by the records of the Association. At least ten (10) days notice shall be given for each meeting. Such notice

shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid and/or if successfully sent electronically. Any Director may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to transaction of any business because the meeting has not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of any meeting of the Board.

Section 6.

Quorum. A majority of the Board then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. A meeting which has been duly noticed and for which a quorum has been duly established (a duly constituted meeting) may continue in the transactions of the affairs of the Association even if a quorum is lost thereafter, until properly adjourned: provided however that no meeting may continue when fewer than nine (9) Board members (including the officers) are present.

Section 7.

Manner of Acting. The act of a majority of the Board at a duly constituted meeting shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as action taken at a duly constituted meeting of the Board.

Section 8.

Vacancies. Any vacancy occurring in the Board shall be filled by the Board as soon as possible. A Director filling a vacant Board position by action of the Board shall be appointed consistent with Section 2, Part C above.

Section 9.

Compensation. Board members shall not receive any stated salaries for their services, but by resolution of the Board, expenses, if any, may be reimbursed for attendance at regular or special meetings of the Board; but nothing herein shall be construed to preclude any Director from performing services for the Association in any other capacity and receiving compensation therefore.

Section 10.

Removal. A Director may be removed from office, for cause, by the vote of two-thirds of the Board. No removal may occur, however, unless the procedural requirements set forth in Article III, Section 7, have been met by the Board.

Section 11.

Special Rule for Elections of 2012 and 2013. Pursuant to the adoption of these By-Laws at the Association's Annual Meeting of 2011, the makeup of the Board may not align between the previous voting areas of Regions to the current voting area of Chapters. Should the membership of the Board as a result of the 2011 election not align with the representational structure outlined in this document, the Board shall pass a resolution aligning itself to this structure as well as conduct elections as necessary and consistent with the laws of the District of Columbia to bring itself into conformity.

ARTICLE VI OFFICERS

Section 1.

Officers. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other subordinate officers as may be appointed from time to time by the Board. Any subordinate officers so appointed, however, shall not thereby become of member of the Board

Section 2.

Election and Term of Office. The officers of the Association shall be elected by the members. The election of officers shall be held in even numbered years as prescribed by the Board. Unless terminated earlier by death, resignation or removal as hereinafter provided, the term of each officer shall extend until his successor shall have been duly elected and qualified. Officers of the Association shall serve a two (2) year term and shall have the option of seeking and holding the same office for a second consecutive two year term.

Section 3.

Removal. Any officer may be removed at a duly constituted meeting of the Board by a two-thirds vote (2/3) of the Board (including Officers). Removal shall be solely for cause and only after the procedural requirements set forth in Article III, Section 7, have been met.

Section 4.

Vacancies. A vacancy in any office under this article because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board as soon as possible for the unexpired portion of the term.

Section 5.

President. The President shall be the principal executive officer of the Association and, subject to the authority of the Board, shall supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other

instruments which the Board have authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the Association and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6.

Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 7.

Treasurer. The Treasurer shall supervise, direct the custody of and be responsible for all funds and securities of the Association. He or she shall be responsible to the Board for supervising the giving of receipts for monies due and payable to the Association from any source whatsoever, and the deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be designed by the Board.

If required by the Board, any person having a check signing authority shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

The Treasurer shall render a statement of the condition of the finances of the Association at each meeting of the Board and render a financial report at the annual meeting of the Association.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 8.

Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; be responsible for the custody of the Association's records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions the By-Laws; keep a record of the post office address which shall be furnished to the Secretary by each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

ARTICLE VII INDEMNIFICATION

No Director, Officer, member, agent or employee of this Association now or hereafter elected or appointed shall be personally liable to the creditors of this Association for any indebtedness or liability thereof. Except as otherwise limited by state or federal law, this Association may pay all reasonable expenses incurred by, and satisfy any civil judgment or fine rendered or levied against, any persons who has been or is a Director, Officer, member, agent or employee of this Association in any civil action brought by a third party against such person, whether or not this Association is joined as a third party defendant, in connection with any act alleged to have been committed or omitted either by such person while a Director, Officer, member, agent or employee of this Association, or by the Association itself, or both, provided that the Board of this Association determines in its sole and unfettered discretion that such Director, Officer, member, agent or employee was acting in good faith within what he reasonably believed to be the scope of this employment or authority and for purpose which he reasonably believed to be in the best interest of the Association. Payments provided for herein shall include amounts paid and reasonable expenses incurred in settling any such action or threatened action. The provisions of the Article also shall apply in connection with any criminal actions or proceedings in which any Director, Officer, member, agent or employee had no reasonable cause to believe his or her conduct was unlawful. These provisions shall further apply to actions or proceedings commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption of these By-Laws, and shall insure to the benefit of the heirs, executors and administrators of any Director, Officer, member, agent or employee against whom such action or proceeding is brought.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1.

Composition of Committee. There shall be an executive committee of the Association, which shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President of the Association. In addition, the Executive Director, and Parliamentarian shall be non-voting members of the Executive Committee. A quorum of three (3) members and the concurrence of the majority of those members voting, but not less than two (2) shall be required for action of the Executive Committee. The committee shall convene at the call of the President. The composition, voting rights, and quorum requirements of the Executive Committee may be changed through a resolution of the Board.

Section 2.

Delegation. The Board may delegate to the Executive Committee any of the powers and authority of the Board except as reserved to Board by applicable law.

ARTICLE IX OTHER COMMITTEES

The Board or the Executive Committee may designate standing, Ad hoc or subcommittees as needed to accomplish a specific purpose or function.

ARTICLE X FINANCE AND CONTRACTS

Section 1.

Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year or as otherwise set by the Board.

Section 2.

Budgets. The concurrence of the simple majority of those Board members present at a duly constituted meeting of the Board shall be sufficient required for approval of the budget.

Section 3.

Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other repositories as approved by the Board.

Section 4.

Check Signing. The President, Treasurer and any other individual designated by the Board shall be authorized to sign all Corporate checks for payment due. The procedures for requiring multiple signatures shall be set by the Board.

Section 5.

Gifts. The Board may accept on behalf of the Association any contributions, gifts, bequests or devices for the designated purpose of the Association.

Section 6.

Contracts. The Board may designate officers or agents of the Association to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association and such authority may be general or confined to specific instances. The Board will establish policies regarding signature authority.

ARTICLE XI CHAPTERS

From time to time, the Board may authorize the formation of Association Chapters within specific geographic areas. Such Chapters shall be governed in accordance with the provisions of charters, which the Board shall issue to reflect such authorization. Chapters, as components of the Association, are subject to the requirements placed upon them by the Board.

ARTICLE XII BOOKS AND RECORDS

The Association shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All of the minutes, records and other documents described above shall be kept at one or more offices of the Association as specified by the Board and made known to the members. The books and records of the Association shall be reviewed each fiscal year by independent auditors selected by the Board. Said review shall be completed within 90 days after the end of the Association's fiscal year.

ARTICLE XIII AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Board members then serving in office at any duly constituted meeting of the Board, except that a By-Law fixing or changing the number or terms of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum of the members of the Association. This vote may be by paper ballot or electronic ballot. The required quorum for approving an amendment shall be 10 percent of the total voting membership.