

**BY-LAWS
OF THE
TRI-STATE TRANSPORTATION CAMPAIGN**

Article 1: Name and Dedication of Assets

Name: This organization shall be known as the Tri-State Transportation Campaign, Inc., hereinafter referred to as "Tri-State."

Dedication of Assets: The properties and assets of Tri-State are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, trustee or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 2: Organizational Purpose

The purpose of Tri-State is to help create an economically efficient, environmentally sound, and socially equitable transportation system in the 32-county region in and surrounding New York City.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the forgoing specific and primary purposes. The corporation shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of its primary charitable purposes.

In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

Article 3: Board of Trustees

Section 1: Terms, Roles, Election and Authority. Trustees shall serve three-year terms. Individual trustees may be nominated, elected and renewed by a majority vote of the entire Board of Trustees. The Board shall nominate and elect one (1) Chair and (2) Vice Chair every three years by majority vote of the Board. The Board has the authority to choose priority projects, allocate financial and other resources, to hire and discharge the Executive Director, and

exercise such other powers as are inherent in the corporation. The Chair shall solicit annual contributions (financial or otherwise) to Tri-State from each individual Trustee.

Section 2: Number. The number of Trustees constituting the entire Board of Trustees shall not be less than five (5) not more than twenty (20). The Board of Trustees, by a two-thirds (2/3) vote of the entire Board, may resolve to increase or decrease the number of Trustees, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 3: Classes. For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) two (2) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire in regular rotation. A third separate class, "Emeritus," shall be created for Trustees who can no longer attend meetings but wish to maintain a formal connection with the organization. Trustees may become Emeritus with a majority vote of the board. Emeritus Trustees will be non-voting members, but may attend board meetings and support other Tri-State events.

Section 4: Removal. At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 5: Regular Meetings and Voting. The Board of Trustees shall meet three (3) times a year at a time and place to be determined by the Chair and Executive Director at the beginning of the calendar year and ratified by the Board. If a Trustee misses three consecutive meetings, the Executive Committee may automatically remove the Trustee from the Board. Special Meetings of the Board of Trustees shall be held at any time on a call by the Chair of the Board, or on the request in writing of any three (3) members of the Board. Voting shall be restricted to Trustees.

Section 6: Notice of Meetings. Notice of the time and place of every meeting of the Board shall be given, electronically or otherwise, not less than seven (7) days before the meeting, to each Trustee at his or her postal address or email address as set forth in the records of Tri-State.

Section 7: Waiver of Notice. Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 8: Quorum. One-third (1/3) of the entire Board of Trustees shall constitute a quorum at any meeting of the Board. Except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting.

Section 9: Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

Section 10: Section 13. Personal Attendance by Conference Communication Equipment. Conference calls may be held in lieu of in-person Board meetings. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11: Executive Committee. The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of four (4) Trustees, including the Chair, Vice Chair, and two (2)) other members of the Board.. The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee shall have and may exercise, between the meetings of the Board of Trustees and in emergency situations, the power to make decisions by unanimous vote on administrative, corporate and financial matters. The Executive Committee shall report all its actions to the next meeting of the Board of Trustees. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

Section 12: Other Committees. The Chair, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least three (3) Trustees and may include other persons who need not be Trustees, including members of the staff of the organization. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of this Article.

Article 4: Executive Director

Section 1: Election and Removal of Executive Director. The Board of Trustees shall hire an Executive Director of Tri-State by majority vote of the entire board after a formal application and interview process. At any meeting of the Board of Trustees duly called, the Executive Director may, by a vote of two-thirds (2/3) of the entire Board, be removed from office.

Section 2: Duties of Executive Director. The Board of Trustees may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been

adopted and approved by the Board. The Executive Director shall be the chief financial officer and chief executive officer of Tri-State, and shall hire, supervise and, when necessary, discharge individuals who occupy staff positions. The Director shall have such powers and duties as may be designated by the Board.

Selection 3: Executive Director Salary and Performance Reviews. The Board shall set the Executive Director's salary and the Chair shall conduct annual performance reviews.

Article 5: Amendments and Other Provisions

Section 1: Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least ten (10) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed and or emailed to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2: Financial Reporting. The executive director shall report the result of the annual audit from July 1st to June 30th of each year, and receive board approval for upcoming fiscal years.

Section 3: Interested Trustees and Officers. Each Trustee and Officer of Tri-State shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of Tri-State. No contract or other transaction between Tri-State and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer.