



Rural Community Transportation, Inc.



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“The Ruby in the Kingdom”

It is the vision of RCT to establish a solid foundation for regional development of a safe efficient public transportation system.

Rural Community Transportation, Inc.

Board of Directors By-Laws

Revised **03/01/2002**
 01/02/2004
 12/04/2014

It is the Mission of RCT to:

1. Encourage the use, development and support of safe public transportation.
2. Provide Coordinated, consolidated, non-duplicative transportation services.
3. To promote the planning and development of public transportation.

RURAL COMMUNITY TRANSPORTATION, INC.

BY-LAWS

ARTICLE I. NAME

SECTION 1. Name. The name of this corporation is Rural Community Transportation, Inc.

ARTICLE II. OFFICES

SECTION 1. Offices. The principal office of the corporation shall be located within one of the area towns and may be designated and changed by resolution adopted at any regular or special meeting of the Board of Directors.

ARTICLE III. MEMBERS

SECTION 1. Members. The corporation shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Membership. The corporation shall have a Board of Directors consisting of nine members.

SECTION 2. Town Representatives. Of the nine members on the Board of Directors, five shall be filled by appointments by the Select Boards of area towns, preferable at least one town member in each of the four counties (Caledonia, Essex, Orleans and Lamoille) served by the corporation. By May 1 of each year, the Board of Directors shall determine which towns shall have

representatives appointed to serve on the Board of Directors for the following fiscal year of the corporation and will also nominate at large members for the vacancies that will occur. Town representatives shall serve for three years and may succeed themselves if their town retains a seat on the Board. The initial Board will serve for staggered terms as follows: three to serve for a period of one year, three to serve for a period of two years; and three to serve for a period of three years.

Replacements will serve for a period of three years each (thus staggering the rotation of Directors).

SECTION 3. At-Large Representatives. Of the nine members on the Board of Directors, four at-large members; to include 2 regional planning commission members; shall be selected by the Board to serve three year terms beginning as of the date of the annual of meeting. At-Large Directors may succeed themselves if re-appointed by the Board of Directors.

SECTION 4. Board Meetings – Rules of Order. Any and all Board meetings will be conducted in accordance with “Robert’s Rules of Order”.

SECTION 5. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on the first Thursday of October. The Annual Meeting shall be held for the purpose (in this order) of seating town representatives for the ensuing year, electing officers, receiving reports on the organization’s yearly activities and finances, and such other business that is proper to come before the Annual Meeting. Notice of the Annual Meeting shall be provided to all towns in the four county areas by mailing notice of said meeting to the Select Board of each town in care of the Town Clerk of each town.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors shall be held in accordance with a schedule of regular meetings to be adopted annually by resolution of the Board.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Executive Director or by written request of a majority of the Board of Directors to the President. Notice of any special meeting shall be given to all Directors at least three days in advance of the meeting.

SECTION 8. Quorum. One half of the total Board membership, excluding vacancies but in no event less than three members shall constitute a quorum at all meetings of the Board.

SECTION 9. Manner of Acting. The acts 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 10. Absenteeism. Any Director who is absent from three or more consecutive meetings without satisfactory excuse may upon act of the Board of Directors be removed as a Director. If a representative of a town is removed as a Director pursuant to the terms of this section, the Select Board of the town shall be so notified and shall have 60 days within which to appoint another representative of that town and to notify the Executive Director of such action. If no such action is taken by the town within said time period, the Board of Director may seek a representative from another town.

SECTION 11. Removal from Office. A director may be removed from office by the Board of Directors for just and sufficient cause and by a majority vote of the Board of Directors.

SECTION 12. Vacancies. Any vacancy on the Board of Directors shall be filled within ninety days after such vacancy occurs. An appointee to a vacancy shall serve until the expiration of the term of the representative to whose position the appointment was made. An At-Large Representative can be appointed by the Board of Directors. The Town Representative shall be appointed by the Board of Directors in coordination with the appropriate select board.

ARTICLE V. OFFICERS

SECTION 1. Number. The officers of the corporation shall be President, Vice President, and Secretary/Treasurer.

SECTION 2. Election. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting to be held immediately prior to the annual meeting of the corporation.

SECTION 3. Term. The terms of office of each of the officers shall be for one year or until his or her successor is elected and qualified.

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 Directors 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 aid to the President and shall perform all duties of the President in the absence or disability or the President to act.

(C) Secretary/Treasurer. The Secretary/Treasurer shall keep, or cause to be kept, a written record of the minutes of all meetings of the Board of Directors. The Secretary/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 VI. COMMITTEES

SECTION 1. Executive Committee. Membership on the Executive Committee shall include the President, Vice President, and Secretary/Treasurer. The Executive Committee, upon the attendance of its three 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 include the President and two or more additional members of the Board **as elected by the Board of Directors at a regular meeting of the Board of Directors.** The committee shall meet from time to time as necessary for the purpose of recruiting and recommending to the Board qualified people to fill vacancies on the Board of Directors. The Nominating Committee shall, also,

submit to the Annual Meeting a full slate of candidates for the Executive Committee.

SECTION 3. Other Committees. By the act of the Board of Directors other committees may be created from time to time, as needed, to carry out 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.

All members shall be elected at a regular meeting of the Board of Directors to serve on any committee of the Board of Directors.

The Board shall create the Personnel Committee for the hiring of the Executive Director and the evaluation of the Executive Director after 6 months probation and annually. This committee shall also review the Personnel Policies and make recommendations to the Board of Director for changes to the Personnel Policies. The committee shall consist of three Board Members as elected by the Board of Directors at a regular meeting of the Board.

ARTICLE VII. STAFF

SECTION 1. General. The staff of the corporation shall include an Executive Director, and other necessary administrative and technical staff, Driver-Escorts, mechanics, **schedulers/dispatchers**, etc., as determined by the Board of Directors.

The duties and compensation of each position will be determined by the Board and subject to review by the Board by November 1 each year.

SECTION 2. 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, sexual preference, sex, age, family status, place of national origin, and, if otherwise qualified, handicap, or as required by federal or state law.

ARTICLE VIII. ACCOUNTABILITY OF FUNDS

SECTION 1. Appropriations. The corporation may receive and expend funds from any legal source for the stated purposes of the corporation. Receipts can include, but are not limited to: government funds; fare and contract revenue; compensation for services and facilities provided; donations; etc. Expenditures by the corporation will be solely towards the stated purposes of the corporation including, but not limited to: all required taxes; lease cost; compensation for services received; purchase of capital equipment; and all indebtedness developed through the operation of the corporation.

SECTION 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, or 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 the majority of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 4. Deposits, Checks, Loans, Contracts, etc. . All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may from time to time determine or as may be determined by any officer or agent authorized to so determine by the Board.

All checks, drafts, endorsements, notes and evidences of indebtedness of the corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors may from time to time determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board may from time to time determine.

Subject to the limitations and conditions contained in any gift, devise, bequest or grant, the Corporation may invest its funds in such real or personal property, including such mortgages, bonds, debentures, shares of preferred and common stock and other securities, as the Board of Directors shall deem advisable.

No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease its real property, unless such purchase, sale, mortgage or lease is authorized by the Board of Directors. The Board of Directors may require any officer or agent to execute a bond, in such amount and with such surety or sureties as the Board may determine, for the faithful discharge of duties of such officer or agent. The cost of such bond shall be borne by the Corporation.

ARTICLE IX. CONFLICT OF INTEREST

SECTION 1. Conflict of Interest. No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the RCT program operations.

No employee of RCT may serve on the Board: and no Federal or State employee may serve on the Board and no Federal or state employee may serve on the Board in a capacity, which will require him/her to act as an agent of or as an attorney for RCT in its dealings with any Federal or state agency which provides the Corporation with funding.

Any possible conflict of interest on the part of any member of the Board shall be disclosed to the other members of the Board and made a matter of record. No Board member shall vote on issues representing a possible conflict of interest and such member(s) shall not be counted in determining the quorum for the being considered. Board members shall not vote on issues relating to their personal interests or when the outcome of such a vote would apply to their organization and not to all member organizations. When doubt arises as to the potential conflict of interest situation, the elected Board, excluding those possible in conflict, shall decide whether the potential for conflict exists. The foregoing policy shall not be construed as preventing a Board member from providing expertise or opinions when such information may be helpful to the Board making its decisions. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

SECTION 2. Compensation. Although allowances for low-income members and reimbursements to all members of the Board for expenses are permitted, regular compensation to all members for their service on the Board is not permitted.

The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize payment by the Corporation of the reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director.

The directors and officers of the Corporation shall be indemnified by the Corporation to the full extent permitted by applicable law. Other agents of the Corporation shall be entitled to indemnification to the same extent as directors and officers. This right of indemnification is not exclusive and shall not affect any other rights to indemnification to which such director, officer or other agent may at the time be entitled by contract or otherwise by law.

ARTICLE X. AMENDMENTS AND DISSOLUTION

SECTION 1. Amendments. These Bylaws may be amended or repealed or a new Bylaw or new Bylaws may be adopted by a majority of the entire Board of Directors at any meeting the notice or waiver of notice of which shall have specified or summarized the proposed amendment, repeal or new Bylaw or new Bylaws.

Proposals for adoption of by-laws or amendments thereto may be presented and discussed at any meeting of the Board of Directors. After discussion, the proposed by-laws or amendments thereto will lie over until the next regular meeting of the Board at which time they may be adopted by a two-thirds vote of those present and voting. Notice requirements may be waived by unanimous consent of members of the Board in writing.

SECTION 2. Dissolution. Dissolution procedure shall be in accordance with the law of the State of Vermont.

Revised 03/01/02, Revised 01/02/04, Revised 12/4/14



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I declare, that as a member of the Board of Directors for Rural Community Transportation, Inc., I have read and agree abide by these By-Laws.

Signature

Date

Witness Signature

Date

