



Rural Community Transportation, Inc.

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"COMMUNITY IS OUR MIDDLE NAME"

Rural Community Transportation, Inc.

Board of Directors By-Laws

(Adopted 2018)

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

Our **Mission** is to provide public transportation services for everyone that are safe, reliable, accessible and affordable to enhance the economic, social and environmental health of the communities we serve.

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 counties served by the Corporation, and may be designated and changed by resolution adopted at any regular or special meeting of the Board of Directors.

ARTICLE III. MEMBERS AND NONPROFIT

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

SECTION 2. Nonprofit. The Corporation shall be operated as a nonprofit corporation under Vermont and other applicable law, including 24 V.S.A. Ch. 126 and Title 11B of the V.S.A., as amended and superseded.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Directors. The Corporation shall have a Board of Directors consisting of nine Directors.

SECTION 2. Municipal Representatives. Of the nine Directors on the Board of Directors, five shall be appointed by the legislative bodies of municipalities, preferably at least one municipal Director from 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 municipalities 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 Directors for the vacancies that will occur. Municipal representatives shall serve for three years and may succeed themselves if their municipality 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.

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

SECTION 4. Alternates. There shall be two alternate Directors of the Board of Directors. One shall be appointed under Section 2 and one under Section 3 of this Article. An Alternate shall exercise the full authority of a Director when a Director is absent from a meeting of the Board of Directors.

SECTION 5. Staggered Terms. The rotation of Directors shall be staggered as provided in Section 2 above.

SECTION 6. Board Meetings – Rules of Order. Any and all Board meetings will be conducted in accordance with “Robert’s Rules of Order” and its special rules for small boards.

SECTION 7. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on the first Thursday of June or as otherwise designated by the Board of Directors. The Annual Meeting shall be held for the purpose (in this order) of seating municipal 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 municipalities in the four county areas by mailing notice of said meeting to the legislative body of each municipality in care of the Clerk of each municipality.

SECTION 8. 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 9. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, 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. Notice may be provided by electronic or telephonic means, in person, or by first class mail.

SECTION 10. Quorum. Five directors, including alternates, shall constitute a quorum at all meetings of the Board.

SECTION 11. 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 12. Telephone conferences. Meetings of the Board may be conducted by means of a telephone conference or other communications equipment whereby all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 13. Absenteeism. Any Director who is absent from three or more consecutive regular meetings without satisfactory excuse may, upon act of the Board of Directors, be removed as a Director. If a representative of a municipality is removed as a Director pursuant to

the terms of this section, the legislative body of the municipality shall be so notified and shall have 30 days within which to appoint another representative of that municipality and to notify the Executive Director of such action, or the Board of Directors may seek a representative from another municipality.

SECTION 14. Removal from Office. A Director may be removed from office for cause by a majority vote of the Board of Directors.

SECTION 15. Vacancies. Any vacancy on the Board of Directors shall be filled within 90 days after such vacancy occurs. An appointee to a vacancy shall serve until the expiration of the term of the Director being replaced. An At-Large Representative can be appointed by the Board of Directors. A Municipal Representative shall be appointed by the Board of Directors in coordination with the appropriate legislative body.

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 meeting 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.

(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 disability 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.

(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, financial reports to the Board of Directors at each of its regular meetings.

ARTICLE VI. COMMITTEES

SECTION 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee, upon the attendance of its 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 Directors, and up to three other persons from Counties served by the Corporation, 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.

SECTION 3. Personnel Committee. The Personnel Committee shall consist of three Directors as elected by the Board of Directors at a regular meeting of the Board. The Personnel Committee shall be responsible for making recommendations to the Board of Directors for the hiring, probationary supervision, and regular evaluation of the Executive Director. This committee shall also review the Personnel Policies and make recommendations to the Board of Director for changes to the Personnel Policies.

SECTION 4. 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 Directors and, as desired, other interested and knowledgeable people, not necessarily on the Board of Directors.

SECTION 5. Committee Mandates. By act or resolution, the Board of Directors shall specify any further duties to be performed by the Personnel or Nominating Committees. By act or resolution, the Board of Directors shall mandate the duties of other Committees created under this Article.

SECTION 6. Director Service on Committees. Each Director shall serve on at least one Committee established or created under this Article.

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, and others, 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; grants; and other appropriate sources. 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, the Executive Director, or agent or agents 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 act or resolution of the majority of the Board of Directors. Such authority may be subject to limitations set by the Board of Directors, or confined to specific instances.

SECTION 4. Deposits, Checks, Loans, Contracts. 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 authorize.

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.

The Board of Directors shall, consistent with accepted accounting practices, institute protocols for receipt and expenditure of funds, and conduct regular audits.

ARTICLE IX. CONFLICT OF INTEREST

SECTION 1. Conflict of Interest. A Director, or an organization of which a Director is an owner, officer, employee, director, or member shall not be a party to a contract for profit with the Corporation that differs in any way from the business relations accorded to other persons, or upon terms differing from those generally accorded to other persons.

No employee of RCT may be a Director. No Federal or State employee whose duties relate to RCT, its funding, or its functions may be a Director.

SECTION 2. Conflict of Interest Policy. “Conflict of Interest” means a significant interest of a Director, a member of his or her immediate family or household, or of a business associate, in the outcome of a particular matter before the Board of Directors or the Corporation.

Any possible conflict of interest on the part of any Director shall be disclosed to the Board and made a matter of record. No Director shall vote on issues representing a possible conflict of interest and such Director shall not be counted in determining the quorum for the matter being considered.

Directors shall not vote on issues relating to their personal or professional interests, or the interests of any organization of which the Director is a part or member.

When doubt arises as to the potential conflict of interest situation, the elected Board, excluding those possibly in conflict, shall decide whether the potential for conflict exists.

The foregoing policy shall not be construed as preventing a Director 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.

A conflict of interest does not exist when a Director’s interest is no greater than that of any resident of the municipality where the Director resides, or of a member of the general public.

The Board of Directors may adopt a conflict of interest policy consistent with this Article and these bylaws.

SECTION 3. Compensation. Directors shall not be compensated. Directors may be reimbursed for reasonable expenses incurred in performance of their duties.

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.

The Board of Directors may authorize the purchase of reasonable directors' and officers' liability insurance.

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 Bylaws or amendments thereto may be presented and discussed at any meeting of the Board of Directors. After discussion, the proposed Bylaws 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 the quorum present and voting. Notice requirements may be waived by unanimous consent of the Board of Directors in writing.

SECTION 2. Dissolution. Dissolution procedure shall be in accordance with the laws of the State of Vermont for this form of corporation.



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"COMMUNITY IS OUR MIDDLE NAME"

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

Signature

Date

Name