



Rural Community Transportation, Inc.

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"COMMUNITY IS OUR MIDDLE NAME"

Rural Community Transportation, Inc.

Board of Directors By-Laws (Adopted 2023)

MISSION

Improving the lives and communities we serve, one ride at a time.

Vision

Connecting and enhancing rural Vermont through innovative transportation solutions.

Values

At RCT, we are...

Compassionate: We Deliver our services with empathy, non-judgment, kindness, and a genuine concern for other's well-being.

Supportive: We assist and encourage each other, fostering a positive and respectful work environment as we strive to achieve our shared goals.

Resourceful: We seek practical solutions with an open mind and a positive approach to overcome challenges and navigate change.

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Corporation shall be operated as a nonprofit corporation under Title 11B of Vermont Statutes Annotated, as amended and superseded, and other applicable law.

SECTION 3. Public Transit. The Corporation shall be also be operated as a nonprofit public transit system pursuant to 24 V.S.A. § 5088 for the purpose of providing a public transit service to the municipalities served by the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. Directors. The Corporation shall have a Board of Directors consisting of nine Directors who shall exercise all corporate powers and manage the affairs of the Corporation.

SECTION 2. Municipal Representatives. Of the nine Directors on the Board of Directors, five shall be appointed by Board of Directors in coordination with the legislative bodies of municipalities served by the Corporation, preferably with at least one municipal Director from each of the four counties (Caledonia, Essex, Orleans and Lamoille) served by the Corporation. 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 and are reappointed by the Board of Directors.

SECTION 3. At-Large Representatives. Of the nine Directors on the Board of Directors, four at-large Directors, 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. Regional Planning Commission Representatives. Given the important intersections of Regional Planning Commissions and transportation, the Board of Directors shall invite the regional planning commissions within the RCT service area to appoint a Director or professional staff to regularly attend open sessions of the Board in a non-voting capacity to provide technical input and consultation.

SECTION 5. 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 6. Staggered Terms. The Board of Directors shall strive to have staggered terms so that no more than approximately one-third of the Board Directors turn over in a single year. To help achieve this, the Board may appoint Directors for a term less than 3 years from time to time as needed.

SECTION 7. Board Meetings – Rules of Order & Transparency. Any and all Board meetings will be conducted in accordance with “Robert’s Rules of Order” and its special rules for small boards. The Board is committed to transparency and all Board meetings will be open to the public with the exception of any executive sessions. Any documents presented in the open session of Board meetings will be made available to the public. Additionally, if any email votes are called by the President, the item voted on as well as the results of the vote will be added as an addendum to that month’s meeting minutes.

SECTION 8. 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 9. 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 10. 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 11. Quorum. Five directors, including alternates should any Directors be absent, shall constitute a quorum at all meetings of the Board.

SECTION 12. 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 13. Virtual Meetings. Meetings of the Board may be conducted by means of a web-based virtual conference, telephone conference, and/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 14. Email voting. From time to time, Board action may be needed between meetings. In these instances, the President may ask for an email vote of the Board. However, for the email vote to pass, unanimous approval is needed by all Board Directors.

SECTION 15. 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 16. Removal from Office. A Director may be removed from office for cause by a majority vote of the Board of Directors. A Director may also be removed without cause by the vote of two-thirds of the Directors then in office.

SECTION 17. Vacancies. Any vacancy on the Board of Directors shall be filled 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 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 they may be present. The President shall coordinate the work of the Directors and committees of the Corporation in order to promote the purposes 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 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.

SECTION 5. Resignation. An officer may resign at any time by delivering notice to the Corporation, which notice shall be effective upon delivery unless it specifies a future effective time.

SECTION 6. Removal. The Board of Directors may remove any officer at any time with or without cause using the parameters outlined in Article IV Section 16.

ARTICLE VI. COMMITTEES

The Executive Director or their delegate shall serve as a non-voting, ex officio member of all committees. All voting Board Directors, including alternates, are expected to serve on at least one committee.

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. The Executive Committee shall also be responsible for making recommendations to the Board of Directors for the evaluation of the Executive Director. When hiring a new Executive Director, the Board may decide to form an ad hoc search committee or may delegate this to the Executive Committee.

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 review the Personnel Policies and make recommendations to the Board of Directors for changes to the Personnel Policies.

SECTION 4. Finance Committee. The Finance Committee shall consist of the Treasurer and two or more additional Directors as elected by the Board of Directors at a regular meeting of the Board of Directors. The committee shall meet regularly to review organizational financial statements, to review and recommend changes to financial policies, and to ensure the audit is completed in a timely fashion. The committee may also support the Executive Director in areas of development and/or investing.

SECTION 5. 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 6. Committee Mandates. By act or resolution, the Board of Directors shall specify any further duties to be performed by the Executive, Personnel, Nominating, or Finance Committees. By act or resolution, the Board of Directors shall mandate the duties of other Committees created under this Article.

SECTION 7. 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 Executive Director.

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. The Board of Directors may place limits on the types of donations or the types of entities from which donations are received by adopting an appropriate policy. 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 transaction in which a Director has a conflict of interest may be approved by the board if the material facts of the transaction and the Director's interest are disclosed to the Board of Directors, and the Director with the conflict of interest does not cast a vote with respect to the matter. For purposes of this Section 2.15, a Director has an interest in a transaction if he/she is a party to the transaction, or if another entity in which the Director has a material interest or of which the Director is a general partner is a party to the transaction, or another entity of which the Director is a Director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the Directors on the board who have no direct or indirect interest in the transaction. The board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by Directors. Nothing in this Section shall restrict the board from adopting a conflict of interest policy which is stricter than this Section, and in that event, the policy shall control.

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 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 of which shall have specified or summarized the proposed amendment, repeal or new Bylaw or new Bylaws and specifically stated the purpose or one of the purposes of the meeting is the consideration of such amendment or repeal.

SECTION 2. Dissolution. Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes under Section 501(c)(3)..



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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 to abide by these By-Laws.

Signature

Date

Name