

**BYLAWS**  
**INTERURBAN TRANSIT PARTNERSHIP**  
**(a public transportation authority**  
**under Act 196, Public Acts of 1986, as amended (“Act 196”))**

**ARTICLE I**

**BOARD OF DIRECTORS**

Section 1.1 Powers. The business of the Interurban Transit Partnership (the “Authority”) shall be managed by the Board of Directors (the “Board”) of the Authority as described in its Articles of Incorporation.

Section 1.2. Number, Terms, Etc. The number of Directors, qualifications, terms of office, voting rules and other governance matters shall be as described in the Articles of Incorporation.

Section 1.3 Meetings. Regular meetings of the Board of the Authority shall be held at such time and place as the Board may designate. Special meetings of the Board for any purposes shall be held whenever requested in writing by the Chairperson of the Board, the Executive Director, or any two (2) Directors. The request shall be delivered to the Executive Director of the Authority and shall state the purpose or purposes of the proposed meeting. Meetings of the Board shall be held at any place designated from time to time by resolution of the Board. Meetings shall be held in accordance with the Michigan Open Meetings Act.

Section 1.4 Notices. Notice of regular meetings of the Board need not be given to each Director. At least three (3) days' written notice of the time, place, and day of any special meeting of the Board shall be given by the Executive Director to each Director. Notice shall be deemed given upon personal delivery, facsimile delivery, or two (2) business days after mailing the notice, postage prepaid, to the Director at the most recent address that the Director has given to the Executive Director. The notice need not state the business to be transacted at, nor the purpose of, the special meeting. Notice of all meetings shall be given in accordance with the Michigan Open Meetings Act.

Section 1.5 Waiver of Notice. Notice of the time, date and place of any special meeting of the Board may be waived in writing delivered to the Executive Director before the meeting has been held. Attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting except where the Director attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 1.6 Robert's Rules of Order and Procedure. The rules contained in the most recently published edition of Robert's Rules of Order shall govern all meetings of the Authority, except as modified by a majority of the Directors present at any meeting. Any disputes as to rules of order and procedure at Board meetings shall be resolved by the Chairperson.

Section 1.7 Committees. The Board may appoint committees as the Board determines necessary. Committee members must be at least 18 years of age but need not meet any other qualifications. These committees shall work on the matters as directed by the Board and may make recommendations to the entire Board for appropriate action.

## ARTICLE II

### OFFICERS AND EMPLOYEES

Section 2.1 Offices of Chairperson and Vice Chairperson. The Board shall have a Chairperson and a Vice Chairperson, to be selected from among the Directors by plurality vote. These officers shall be elected annually and shall hold office until that officer's successor is elected and qualified, or until that officer's resignation or removal by the Board for any reason. The Chairperson shall be the chief elected officer of the Board, shall preside at all Board meetings and shall be an ex-officio member of all Board Committees. The Vice-Chairperson shall perform the duties and exercise the power of the Chairperson during the absence or disability of the Chairperson.

Section 2.2 Other Officers. The Board may appoint other officers from time to time. Unless otherwise determined by the Board, the officers of the Authority shall be chosen annually by the Board, and each shall hold office until a successor shall have been duly elected and qualified, or until the officer's death, resignation or removal.

Section 2.3 Removal or Resignation. The Board may remove any officer at any time with or without cause. Any officer may resign from office at any time, to be effective upon the Chairperson's receipt of written notice of resignation unless otherwise specified in the notice of resignation.

Section 2.4 Vacancies. The Board may fill any officer vacancy for the unexpired portion of the term of that office.

Section 2.5 Absence or Disability of Officer. In the case of the absence or disability of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of that officer to any other officer or to any Director.

Section 2.6 No Limit on Officer Terms. Officers may be reappointed to an unlimited number of terms as may be determined by the Board.

Section 2.7 Executive Director. The Board shall employ an Executive Director on terms acceptable to the Board. The Executive Director shall be the chief executive officer of the Authority, shall be responsible for the Authority's day-to-day operations, shall have the authority to appoint, employ, hire, fire and discipline all other Authority employees, and shall perform all other duties incident to that position or as directed by the Board. The Executive Director shall at all times be subject to the policies, control and direction of the Board.

### ARTICLE III

#### CONFLICTS OF INTEREST AND DISCLOSURE

Section 3.1 Conflicts of Interest. No Director, officer or employee of the Authority shall have any financial interest, directly or indirectly, in any contract or other dealing with the Authority, unless all material facts relating to that interest are disclosed to the Board and the Board authorizes the contract or other dealing. For purposes of this vote, the interested Director shall be treated as a Director then in office, and that Director's presence at a meeting where the vote is taken shall count toward establishing a quorum, but the interested Director shall not be entitled to vote on the matter. Directors, officers, and employees shall also comply with all applicable laws relating to conflicts of interest of public officials.

Section 3.2 Duty to Disclose. It is the responsibility of the interested Director, officer or employee to promptly inform the Board or their supervisor, as the case may be, of any potential conflict of interest.

### ARTICLE IV

#### FINANCES AND RECORDS

Section 4.1 Depository. The funds and accounts of the Authority shall be deposited in a bank or other depository as designated by the Board.

Section 4.2 Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Authority, shall be signed or endorsed by the person or persons designated by the Board. Each person with authority over finances of the Authority shall be bonded as may be required by law or the Board.

Section 4.3 Execution of Contracts. The Board may authorize the Executive Director or any officer, agent or employee, to enter into any contract or execute any instrument in the name and on behalf of the Authority. That authorization may be general or

confined to specific instances. Unless so authorized by the Board, no person shall have any power or right to bind the Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4.4 Preparation of Budget. The Executive Director shall prepare and present a budget for consideration by the Board for the upcoming fiscal year at the time as designated by the Board.

Section 4.5 Fiscal Year. The fiscal year of the Authority shall commence on October 1 of each year and end on the following September 30.

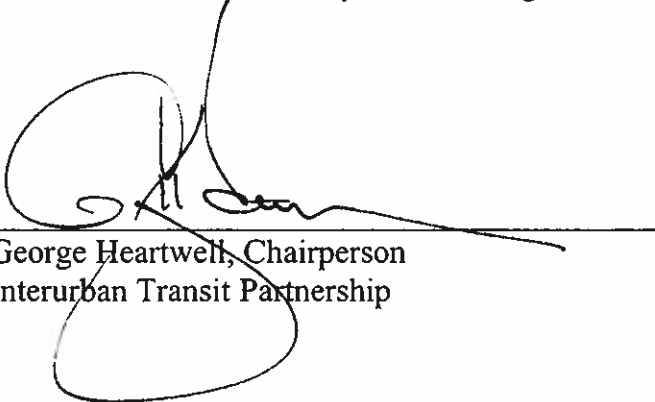
Section 4.6 Freedom of Information Act. The Authority shall comply with all applicable provisions of the Michigan Freedom of Information Act.

## ARTICLE V

### AMENDMENTS

These Bylaws may be amended only by a majority vote of the Directors then in office at any meeting of the Board.

I, George Heartwell, Chairperson of the Authority, certify that the above Bylaws were duly adopted by a majority vote of the Directors at a duly held meeting of the Board on the 13th day of January 2000.



George Heartwell, Chairperson  
Interurban Transit Partnership