

SOUTHEAST VERMONT TRANSIT, INC. BYLAWS

Article I Name and Location

1. The name of the corporation shall be Southeast Vermont Transit, Inc., hereinafter "SEVT" or the Corporation. The location and principal office of the Corporation shall be 45 Mill Street, Wilmington, Vermont 05363.

Article II Form and Purpose

1. The form of the Corporation shall be a voluntary, private, not-for-profit corporation, incorporated under the laws of the State of Vermont (11 V.S.A. Chapter 19) and shall act as a "Non-profit public transit system" as defined by 24 V.S.A. Section 5088(4) organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1954, as amended
2. The purpose of the Corporation is to provide local, regional and interregional public transit service in Windham and southern Windsor Counties, and other geographic locations as approved by a majority of the board (hereinafter "the Service Area"). The Corporation is a public benefit corporation.
3. The company shall comply with Vermont's Open Meeting Law 1 V.S.A. §§ 310-3141.

Article III Membership

1. There shall be no Members or Memberships in the Corporation.

Article IV Board of Directors of the Corporation

1. There shall be eight people on the Board of Directors of the Corporation (the Board). The Board of Directors shall be made of four Directors from the Deerfield Valley region and four from the Connecticut River Valley region. The number of directors shall not be increased or decreased without the prior approval of two-thirds of the Board.
2. The Board is vested with the power and authority to conduct all business of the Corporation, to determine policy, and to set uniform standards for the Corporation. The actions of the Directors shall be the actions of the Corporation.

3. The Board may enter into contracts, negotiate mortgages and loans, apply for and accept grants and funding, and conduct any fund drives necessary for the financial stability of the Corporation.
4. The Board shall have the right to receive, acquire, own, lease, hold, dispose of, exchange, or transfer property in the name of the Corporation.
5. The Board shall, in regard to the Corporation:
 - a. Appoint, support, and advise a Chief Executive Officer (CEO) in the administration and affairs of the Corporation
 - b. Review and approve all applications for grants and ensure adherence to all grant and contract requirements.
 - c. Review and evaluate all on-going and proposed programs of the Corporation.
 - d. Approve all contracts and non-budgeted expenditures in excess of a monetary limit set by the Board each year in its approval of the annual budget.
 - e. Serve as legal representative of the Corporation before the towns, the Vermont State Government and the United States Government.
 - f. Evaluate the CEO's work performance annually.
 - g. The CEO shall review the General Managers annually and provide that review to the Board of Directors.
6. The members of the Board of Directors shall take office immediately upon appointment or election. The term of office shall be for one, two, or three years. The Board of Directors shall appoint Board members to any vacancies that arise. The vacancy shall attempt to be filled within 30 days after the vacancy and the appointee shall serve until the expiration of the term of the representative who has created the vacancy. It shall be appointed or selected as prescribed in these By-laws and shall serve without compensation.
7. In addition to the powers and authorities conferred upon it by these By-laws, the Board of Directors shall exercise all such powers of the Corporation and do such acts and services that are required or vested by state and/or federal law to be exercised or done by the Directors.
8. The Board of Directors shall be the legal agent of the Corporation, be responsible for creating policies for the proper operation of the Corporation and its mission. Implementation of these policies may be

delegated to the CEO. The CEO is a non-voting ex officio member of the Board of Directors.

ARTICLE V Officers of the Corporation

1. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and any other officers designated by the Board of Directors. The officers of the Corporation shall also be members of the Board of Directors and selected pursuant to Article VI hereof.
2. The officers shall be elected at the Annual Meeting.
3. The term of office of the Corporation officers shall be for one year. Any Board Member not personally present at three (3) consecutive regular meetings of the Board without cause acceptable to the Board, shall be considered to have resigned as a member of the Board.
4. The duties of the officers shall be as follows:
 - a. The President shall preside at all business meetings of the Corporation, the Board of Directors and the Executive Committee; shall present a written report to the Annual Meeting of the Corporation; shall sign all legal papers of the Corporation as authorized by the Board of Directors unless otherwise directed; and shall represent the Corporation at all functions deemed necessary by the Board of Directors.
 - b. The Vice-President shall perform the duties of President in the absence of or inability of that officer to serve; shall share with the President the responsibility of acting as the official representative of the Corporation; and shall perform such other duties as may be requested by the President.
 - c. The Secretary shall maintain a record of all meetings of the Board of Directors and the Corporation; shall be responsible for issuing notices of meetings and agenda thereof; shall ensure that the records of the Corporation are on file in two (2) places, one of which shall be the principal office of the Corporation;
 - d. The Treasurer shall be the fiscal officer of the Corporation; shall have access to any and all fiscal records necessary to perform that office;

shall be responsible for an accurate record of all financial transactions; shall report in writing to the Corporation at its Annual Meeting; and shall be the Chair of the Finance and Administration Committee.

ARTICLE VI Committees of the Board of Directors

1. The Board of Directors shall function through a committee structure. The Committees shall be:
 - a. Finance and Administration (Chaired by Treasurer)
 - b. Personnel
 - c. Executive (Chaired by President)
 - d. Nominating Committee
2. Committees shall meet as often as necessary at the call of the chair of the committee to conduct such business as required by the Board of Directors. Written reports from each committee shall be submitted to the Board of Directors at a future Board meeting.
3. The Finance and Administration Committee shall review the fiscal operations of the Corporation on a regular basis and report its findings and long-term recommendations to the Board regularly.
4. The Personnel Committee shall develop and maintain SEVT's Personnel Policies and shall perform such other duties as the Board may direct, or as may be assigned elsewhere in these Bylaws.
5. The Executive Committee shall have the authority to make interim decisions in cases requiring immediate action, subject to ratification by the Board of Directors at its next meeting.
6. The Nominating Committee shall prepare a report annually nominating one or more person(s) for each office and vacancy on the Board as limited by Article IV section 6 above.
7. Ad-hoc committees may be created and dissolved by the Board of Directors as deemed necessary.
8. A majority of a committee's appointed members shall be considered a quorum.

9. Members of the committees shall be appointed by the Board of Directors and need not be officers or employees of the Corporation.
10. Goals and assignments for each committee will be reviewed annually and as needed by the Board of Directors. Their goals and assignments will be reflected in the meeting minutes.
11. The CEO shall be an ex officio member of all committees.

ARTICLE VII Meetings of the Corporation

1. The Annual Meeting of the Corporation shall be held on such date and at such time and place as the Board of Directors shall determine. The required business of the Annual Meeting shall be hearing the annual reports of the:
 - a. President
 - b. Treasurer
 - c. Secretary
 - d. Committees
 - e. CEO, and
 - f. Any other business that is legally presented at the meeting that the Board approves
2. Notice of the Annual Meeting shall be posted on the company's website(s); the Public Notice Board in the Town Clerk's Office of Dover, Wilmington, Rockingham, Springfield, and Brattleboro; and published in a local newspaper of known circulation in the area served, at least thirty (30) days prior to the meeting. The notice shall include the agenda and the purpose of the meeting. A majority of Board members shall constitute a quorum for an Annual or special meeting.
3. Regular meetings of the Board will be held at a time and place designated by the Board, at least quarterly.
4. Special meetings of the Corporation may be held at the call of the President or a majority of the Board of Directors. Notice of regular and special meetings shall be posted on the Public Notice Board in the Town Clerk's Office of each town listed above plus on the company's website(s) and in a local newspaper approved by the Board.
5. All meetings of the Board of Directors can be conducted by or through the

use of phone, electronic, or video communications whereby any or all members of the Board are able to listen, respond, and vote to the Board proceedings in real time. In the event documents or other visual communications and exhibits are being discussed or examined, the Board member attending via electronic means shall be provided copies of said documents prior to the meeting.

6. With advanced written or e-mail notice to the CEO, a Board member may name another Board member as proxy who may vote in his /her stead. The proxy shall not count towards constituting a quorum.
7. The presence of a majority of elected Board Members shall constitute a quorum for the conduct of business.

ARTICLE VIII Management of the Corporation

1. The Chief Executor Officer (CEO) shall be the chief executive officer of the entire corporation and shall report directly to the Board. The CEO shall require that all policies, orders and resolutions of the Board of Directors are carried into effect, subject to the rights of the Directors to delegate any specific powers, except such as are specifically conferred by these by-laws, to any other officer or officers of the Corporation. The CEO shall be responsible for the daily operation SEVT's work as set out in the annual budget. The CEO shall be responsible for the supervision of both SEVT general managers.
2. There are two operation divisions of the Corporation. One division is located in Rockingham, Vermont and the other division is located in Wilmington, Vermont. Each division shall have separate general managers. Each general manager shall have the general and active management of their assigned division. The CEO and General Managers' performance and pay shall be reviewed annually.
3. Two (2) signatories shall be required on all checks and electronic payment transfers disbursed. The GM or CEO may constitute one signatory, while any member of the Board shall act as the second. Two Board members may also sign checks in lieu of a CEO or GM signature.
4. The fiscal year of the Corporation shall be from July 1st to June 30th.

5. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its staff, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.
6. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise to attempt to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Service Code of 1954, as amended) or to participate in or intervene in (including the publication and/or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX Indemnification of Officers and Directors

1. Each Board Member and Officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation through insurance, against any and all claims and liabilities to which he or she has or shall become liable by reason of serving or having served as such Board Member, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Board Member; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.
2. The amount paid or reimbursed to any Board Member by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved.
3. The right of indemnification hereinabove provided for shall not be exclusive or any other rights to which any Board Member of the Corporation may otherwise be entitled by law.

ARTICLE X Conflict of Interest

1. Any possible conflict of interest on the part of any Board Member shall be disclosed to other members of the Board of Directors and made a matter of

record and also when the interest involves a specific action of the Board of Directors.

2. No Board Member shall vote on issues representing a possible conflict of interest and the Board Member shall not be counted in determining the quorum for the vote being considered. The minutes of the meeting shall reflect that a disclosure was made, the Board Member abstained from the vote, and that his or her presence for the vote was not considered in determining the quorum. A Board Member shall
3. not vote on issues relating to his or her personal interests when the outcome of such a vote would accrue benefits to him or her only. When doubt arises to a possible
4. conflict of interest, the Board Members, excluding those potentially in conflict, shall decide whether a conflict exists.
5. The foregoing section should not be construed as preventing a Board Member from providing expertise or opinions when such information may be of use to the Board in making its decision.
6. Due to the significant potential for conflicts of interest, no employee of SEVT shall be permitted to serve as a Board Member of the Corporation. No Board member may be an employee of the company.

ARTICLE XI Dissolution of the Corporation

1. The Corporation may be dissolved by a two-thirds vote of the Board of directors at a Special Meeting of the Corporation called under the provisions of Section 4 of Article VI of these by-laws.
2. Upon dissolution, the Board, after paying or making provision for the payment of all liabilities and necessary expenses of the Corporation, shall dispose of the remaining assets of the Corporation to such an organization or organizations operating exclusively for purposes similar to the purposes of the Corporation and, at the time, qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1954, as amended, or to the state, local or federal government as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

3. No part of the earnings of the Corporation shall inure to the benefit of any staff member of the Corporation or to any private individuals except that reasonable compensation may be made for services rendered to or for the Corporation.
4. No staff member of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

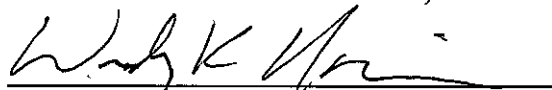
ARTICLE XII Amendment of the By-laws

These by-laws may be amended, revised or repealed by a vote at a regular or Special Meeting of the Board called under the provisions of Article VII.

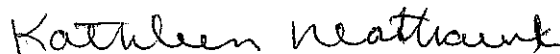
ARTICLE XIII Certification of Amendment to Bylaws

The undersigned Secretary of the SEVT hereby certifies that the Bylaws of Association were amended at a duly noticed Board Meeting of the Association at the office of the SEVT in Wilmington, Vermont on January 28, 2016 and that the amendments were adopted by unanimous vote of the Board of Directors and that a quorum of the Directors was present at said meeting.

Southeast Vermont Transit, Inc.



By Wendy K. Harrison as
SEVT Secretary



KATHLEEN NEATHAWK
Notary Public in the State of Vermont
WINDHAM COUNTY
Commission Expires Feb. 10, 2019