

**AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA TRANSIT ASSOCIATION
A California Nonprofit Mutual Benefit Corporation**

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CERTIFICATION OF SECRETARY

**AMENDED AND RESTATED BYLAWS
OF
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ARTICLE 1. NAME.

The name of this corporation is CALIFORNIA TRANSIT ASSOCIATION.

ARTICLE 2. PRINCIPAL OFFICE.

The principal office for the transaction of the activities and affairs of the corporation (the "principal office") is located in Sacramento County, California. The executive committee may change the principal office from one location to another within the State of California.

ARTICLE 3. PURPOSES AND LIMITATIONS.

3.01. General Purposes. This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law, following a change in status from an unincorporated association to a corporation. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

3.02. Specific Purposes. Within the context of the foregoing general purposes, the corporation's specific purposes are to:

- A. Better enable the transit industry to serve the general public;
- B. Act as the primary advocate for public transportation by providing leadership in shaping public policy affecting transportation in the State of California; and
- C. Provide a forum for the exchange of information within the transit industry.

3.03. Consensus-Based Decision Making. It is the policy and intention of the corporation and its members that the executive committee and the officers strive to achieve consensus in all of their decisions.

ARTICLE 4. MEMBERSHIP.

4.01. Qualifications and Rights of Membership.

A. Classes and Qualifications. This corporation shall have two (2) classes of memberships designated as follows:

(1) Voting: All transit systems in the State of California owned or operated by a city, city and county, authority, district or nonprofit corporation, a majority of whose stock is owned by a city, city and county, authority or district shall be eligible to become voting members. The policy-making body of the voting member transit system shall designate one person to serve as a member representative for the purposes of voting on behalf of the member, as set forth in Section 5.06. The policy-making body of the voting member shall also designate one alternate member representative with authority to vote if the member representative is absent or unable to vote for any reason. In the absence of such designation, the member representative shall be the general manager of the voting member, or the general manager's designee. The voting member may change its member representative or alternate member representative at any time by submitting written notice of the change to the executive committee; such change to be effective as of the date set forth in the written notice, or, if no effective date is stated, upon receipt of the written notice by the executive committee.

(2) Associate: To advance the cause of public transit in California, persons in the following categories are eligible to become associate members:

(a) Transit system suppliers, which shall include any person or organization that provides services to the transit industry; and

(b) Transportation support agencies, which shall include, but not be limited to, regional transportation planning agencies and councils of governments.

The executive committee shall have the authority to identify other persons or categories of persons who are eligible to become associate members.

B. Voting Members. Member representatives of voting members in good standing shall have the right to vote, as set forth in Section 5.06, on behalf of the voting member, on the election of executive committee members, on the disposition of all or substantially all of the assets of the corporation, on a merger and its principal terms or an amendment thereof and on an election to dissolve the corporation. Additionally, voting members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. In the event of a dissolution of the corporation, each voting member shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment of or provision for the obligations and debts of the corporation and the provisions for any other payment required under applicable law.

C. Other "Members". The corporation may refer to persons of the associate class of membership or to other persons as "members" even though such persons are not voting members as set forth in Section 4.01B; however, no such reference shall make anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. References in these bylaws to "members" shall mean voting members. Notwithstanding the foregoing, such associate members shall have the right to vote only on the election of executive committee members as set forth in Section 7.03D and E. Voting shall be governed by Section 5.06 with such changes in the context as are necessary to substitute associate members for voting members.

D. Member Contact. Each member, including associate members, shall designate one (1) individual affiliated with its organization as its primary contact with the corporation for purposes of notice, voting and other communications.

4.02. Dues; Good Standing. Dues for each calendar year will be invoiced as soon as practicable after Controller data becomes available and are due and payable one (1) month after invoice date ("due date") and delinquent two (2) months after due date. Voting members shall pay annual dues in an amount based on the member's annual operating budget obtained from the office of the California State Controller at a percentage to be fixed from time to time by the executive committee. Associate members shall pay annual dues in an amount to be fixed by the executive committee. A written schedule setting forth the method for calculating dues shall be available to all members or interested persons at the principal office of the corporation. The executive committee shall give written notice to all members of any change in the method for calculating dues. Members who have submitted an application for membership and paid the required dues in accordance with this section shall be members in good standing.

4.03. Termination of Membership. A membership shall terminate upon occurrence of any of the following events: (a) resignation of a member, upon reasonable notice to the corporation; (b) expiration of the period of membership, unless the membership is renewed; or (c) occurrence of any event which renders a member ineligible for membership. At the option of the executive committee, a membership may terminate upon failure of a member to pay the annual dues within sixty (60) days following the due date. Prior to termination of membership for failure to pay dues as provided herein, the corporation shall give written notice of the pending termination to the member at least fifteen (15) days prior to termination of membership, giving the member an opportunity to cure the delinquency.

ARTICLE 5. MEETING OF MEMBERS.

5.01. Place of Meeting. Meetings of the members shall be held at any place within the State of California designated by the executive committee in accordance with Section 5.02.

5.02. Annual and Other Regular Meetings. The annual meeting and convention of the members shall be held in the fall of each calendar year at a hotel or conference center and at a date and time to be designated by the executive committee. The executive committee shall fix the date and time of the annual meeting no later than one hundred thirty (130) days in advance of the meeting; however, the executive committee shall give notice in accordance with the notice provisions set forth in Section 5.04. At the annual meeting, any proper business may be transacted, subject to Sections 5.04B and 5.05A.

The members shall hold a regular meeting and legislative convention in the spring of each calendar year at a hotel or conference center in Sacramento, California, at a date and time to be set by the executive committee. The regular spring meeting shall be held for the purpose of providing an opportunity for the members to become involved in legislative activities. The executive committee shall notify the members of regular meetings as provided in Section 5.04.

Meetings of the members shall be open to voting members and associate members, but only member representatives designated to vote on behalf of voting members shall have voting privileges.

5.03. Special Meeting.

A. Persons Authorized to Call. A special meeting of the members may be called for any lawful purpose by the executive committee or the chairman or the president or by written request of five percent (5%) or more of the member representatives.

B. Calling Meetings. If a special meeting is called by any person (other than the executive committee) entitled to call a meeting, the request, specifying the general nature of the business proposed to be transacted, shall be submitted in writing to the chairman or the vice chairman or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of Section 5.04, stating that a meeting will be held at a specified time and date fixed by the executive committee; provided, however, that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the executive committee.

5.04. Notice Requirements for Meetings of Members.

A. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with Section 5.04C to each voting member and to each member representative of record entitled to vote. The notice shall specify the place, date and hour of the meeting and, (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (ii) in the case of a regular or annual meeting, those matters which the executive committee, at the time the notice is given, intends to present for action by the members, but, except as provided in Section 5.04A, any proper matter may be presented at such meeting. The notice of the meeting at which written ballots for executive committee members may be cast shall include the names of all persons who are nominees at the time notice is given.

B. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those members entitled to vote, is valid only if the notice or written waiver of notice states the general nature of these proposals: (i) removing an executive committee member without cause; (ii) filling vacancies on the executive committee; (iii) amending the articles of incorporation.

C. Time/Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given to voting members of record personally or by mail or other means of written communication addressed to the member at the address appearing on the books of the corporation or given by the member to the corporation for the purpose of notice not less

than ten (10) nor more than ninety (90) days before the date of the meeting; provided, however, that if notice is given by mail and if the notice is not mailed by first-class, registered or certified mail, notice shall be given not less than twenty (20) days before the date of the meeting. The notice of the meeting at which written ballots for executive committee members may be cast, which shall contain the slate of nominees, shall be given not less than twenty-one (21) days before the date of the meeting.

5.05. Quorum.

A. Number Required. Sixty percent (60%) of the total number of voting members in good standing as of the close of business on the business day preceding the meeting shall constitute a quorum for the transaction of business at any meeting of members.

B. Loss of Quorum. The member representatives present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment provided that a quorum remains present when any action is taken (other than adjournment). If withdrawal of member representatives leaves less than a quorum, member representatives present may only conduct business not requiring a vote though action may be taken to adjourn.

5.06. Voting.

A. Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, persons entitled to vote at any meeting of members shall be member representatives or alternate member representatives designated by voting members in good standing.

B. Manner of Casting Votes. Voting may be by voice or ballot; provided, however, that any election of executive committee members must be by written ballot.

C. Voting. Each member entitled to vote shall be entitled to have one member representative or one alternate member representative cast one (1) vote on its behalf on each matter submitted to a vote of the members. Voting for executive committee members shall be by caucus group as described in Section 7.03.

D. Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless voting by classes or the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law. When voting by caucus for the election of a particular designated group of executive committee members, the affirmative vote of the majority of the particular voting group shall be the act of the members.

5.07. Action by Written Ballot Without a Meeting.

A. General. Any action that may be taken by the member representatives at any meeting of members, may be taken without a meeting upon compliance with the provisions of this Section 5.07. The election of executive committee members by written ballot shall be in compliance with this Section 5.07 and Article 6.

B. Solicitation of Written Ballots. Written ballots shall be mailed or delivered in the manner required by Section 5.04C to all voting members. All solicitations of votes and distributions by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); (iii) specify the time by which the ballot must be received in order to be counted; (iv) set forth the proposed action; (v) provide the members an opportunity to specify approval or disapproval of any proposal; (vi) provide a reasonable time within which to return the ballot to the corporation, specifying the address to which the ballot is to be sent. The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. A written ballot which includes the election of executive committee membership shall indicate which designated group(s) of candidates the member may vote for as described in Section 7.03.

C. Quorum; Approval by Majority Vote. Approval by written ballot shall be valid only when the number of votes cast by ballot, within the time specified, equals or exceeds the quorum required to be present at a meeting at which the action is authorized, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. Revocation. A written ballot may not be revoked.

E. Retention of Ballots. All written ballots shall be filed with the secretary of the corporation and retained in the corporate records for a period of two (2) years.

5.08. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall serve as guidelines for proceedings of the members in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which the executive committee or the members may adopt.

ARTICLE 6. NOMINATION AND ELECTION OF EXECUTIVE COMMITTEE MEMBERS.

6.01. Nomination Process. Not less than ninety (90) days prior to the fall annual meeting in odd numbered years, the executive committee shall solicit qualified nominations in writing from the voting members, the associate members and the groups of members specified in Section 7.03. All individuals self-nominating for a specific position on the executive committee shall meet the qualifications for that position as set forth in Section 7.03. In order to be considered, nominations shall be submitted to the executive committee not less than sixty (60) days prior to the fall annual meeting in odd numbered years. The executive committee shall meet no later than forty-five (45) days prior to the fall annual meeting in odd numbered years for the purpose of preparing the slate of nominees from the qualified candidates for election to the executive committee.

6.02. Self-Nomination. Any individuals affiliated with any member shall submit a candidate self-nomination form to the executive committee to be considered a candidate for the executive committee. The form shall include (a) the nominee's name; (b) the member agency

name with which the nominee is affiliated; (c) a statement indicating the person's desire to run for a position on the executive committee and an acknowledgment that the individual understands and agrees to the expectations the corporation and its members have for each executive committee member, including regular participation, informed participation and respectful participation; and (d) such other information as the executive committee deems necessary or appropriate. An individual may self-nominate for any executive committee position to which his or her member transit system, supplier group, support group or commuter rail agency belongs as identified in Section 7.03, or for a governing board group position as identified in Section 7.03C. Persons who serve on the policy-making board or council of a voting member transit system may self-nominate for any executive committee position which is available to its particular transit system (whether Permanent Group, Rotating Group or Governing Board Group as described below).

6.03. One Nomination per Member. Only one (1) nominee will be accepted from each voting member. If more than one (1) nomination is received, the primary contact at the member with whom the nominees are affiliated will be asked to choose which nomination is to be sent forward.

6.04. Solicitation of Votes. The slate of nominees and ballot shall be mailed to the primary contact at each member not less than thirty (30) days before the fall annual meeting in odd numbered years. The slate of nominees shall include the name of the voting member transit system, supplier group, support group or commuter rail agency with whom the nominee is affiliated and shall be grouped into caucuses, one each for commuter rail agencies, medium size operators, small size operators, governing board nominees, transit supplier members and transit support members. The slate shall also include the names of individuals who will be elected as a result of their affiliation with a Permanent Group member as described in Section 7.03A. Pursuant to Section 7.03, members shall only vote for candidates within their caucus, except that Permanent Group members, medium size operators and small size operators may also vote for governing board candidates. In order to be counted, members shall return the ballot not less than ten (10) days prior to the fall annual meeting, and the persons elected to serve on the executive committee shall be announced at the fall annual meeting.

ARTICLE 7. EXECUTIVE COMMITTEE.

7.01. Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws and any limitations in the articles of incorporation and these bylaws relating to actions required to be approved by the members, the activities and affairs of the corporation shall be managed, and all corporate power shall be exercised, by or under the direction of the executive committee. The executive committee shall have all the powers ascribed to a board of directors pursuant to the California Nonprofit Mutual Benefit Law and the executive committee members shall be equivalent to directors pursuant to said Law.

7.02. Executive Committee — Additional Dues. A member who has an individual elected to the executive committee may be subject to additional dues for the privilege of holding a seat on the executive committee. Such additional dues shall be determined by executive committee Administrative Policy.

7.03. Number and Qualification of Executive Committee Members. The authorized number of executive committee members shall be not less than twenty-five (25) nor more than twenty-eight (28) unless changed by amendment to these bylaws. The exact number of executive committee members shall be twenty-six (26) until changed within those limits by a resolution adopted by the executive committee. Members of the executive committee shall not be authorized to designate an alternate to act or vote on his/her behalf. Each member of the executive committee shall be from a separate member agency. Members of the executive committee shall be selected as follows:

A. Permanent Group.

(1) The Permanent Group shall consist of the following ten (10) transit system members:

Alameda – Contra Costa Transit District
Bay Area Rapid Transit District
Golden Gate Bridge, Highway & Transportation District
Los Angeles County Metropolitan Transportation Authority
Orange County Transportation Authority
Sacramento Regional Transit District
San Diego Transit Corporation
San Francisco Municipal Railway
San Mateo County Transit District
Santa Clara Valley Transportation Authority

(2) Each member of the Permanent Group may designate an individual affiliated with the member to serve on the executive committee. That individual shall submit a self-nomination form to the executive committee as provided in Section 6.01 and indicate on the form that the individual has been selected by its Permanent Group member to serve on the executive committee.

(3) Each member of the Permanent Group shall pay additional dues for the privilege of holding a seat on the Permanent Group, as determined by executive committee Administrative Policy.

(4) A member of the Permanent Group may resign from the Permanent Group at any time. Such member shall no longer pay dues in accordance with Section 7.02, and shall thereafter be re-categorized and pay dues in accordance with Section 4.02. The individual serving on the executive committee designated by the resigning member shall be deemed to have resigned effective upon the member's resignation from the Permanent Group.

(5) The vacancy created by the resignation of the individual designated by the member resigning from the Permanent Group or termination of the member's membership shall be filled by invitation to the next largest transit system member based on dues paid as set forth in Section 4.02. Should the next largest member decline the vacant seat, the

vacant seat shall be offered to the remaining transit system members in declining size order from largest to smallest until the vacant seat is filled.

(6) If a transit system that was formerly a member of the Permanent Group rejoins the corporation or otherwise becomes eligible to be a member of the Permanent Group, such member may rejoin the Permanent Group upon payment of all applicable dues. The transit system which is the smallest Permanent Group member shall be displaced and the individual serving on the executive committee shall be replaced by an individual designated by the rejoining Permanent Group member that filled that Permanent Group member's seat.

B. Rotating Group.

(1) One (1) member of the executive committee shall be designated by a majority vote of the caucus of those member transit systems determined by the executive committee to be "commuter rail agencies." A transit system member that has been categorized by the executive committee as a "commuter rail agency" may not also be categorized as either a "medium size operator" as defined in Section 7.03(B)(2) or a "small size operator" as defined in Section 7.03(B)(3).

(2) Four (4) members of the executive committee shall be designated by a majority vote of the caucus of those member transit systems determined to be "medium size operators." "Medium size operators" shall be those member transit systems that are not (a) one of the members of the "Permanent Group" referred to in Section 7.03(A), or (b) one of the "small size operators" referred to in Section 7.03(B)(3).

(3) Five (5) members of the executive committee shall be designated by a majority vote of the caucus of those member transit systems determined to be "small size operators." "Small size operators" shall be those member transit systems that had total 1990-91 revenues or total 1990-91 expenses as determined annually by the executive director for the purpose of setting dues, of less than \$10,000,000, or new members designated as "small size operators" by resolution of the executive committee. For years after the fiscal year ending June 30, 1993, the amount of \$10,000,000 shall be increased annually by a percentage equal to the increase in transit budgets as otherwise required to be determined annually by the executive director for the purpose of setting dues.

C. Governing Board Group. Two (2) members of the executive committee shall be selected from persons who serve on the policy-making board or council of a voting member transit system by members of the Permanent Group, medium size operators, small size operators and commuter rail agencies.

D. Supplier Group. Two (2) members of the executive committee shall be selected by a majority of the associate members of the transit supplier category (as described in Section 4.01A(2)(a)).

E. Transit Support Group. One (1) member of the executive committee shall be selected by a majority of the associate members of the transit support category (as described in Section 4.01A(2)(b)). An individual serving in this capacity shall be from a

metropolitan planning organization or regional transportation planning agency as determined by the Intermodal Surface Transportation Efficiency Act or its successor.

F. Other Members. To the extent the exact number of executive committee members exceeds twenty-five (25), additional members of the executive committee shall be selected by a majority of the executive committee.

7.04. Election and Term of Office of Executive Committee Members. Each executive committee member shall be elected by written ballot preceding the fall annual meeting of members held in odd numbered years as described in Section 7.03 to hold office for a term of two (2) years or until a successor has been elected and qualified. No write-in votes shall be permitted. Any ties in voting for an executive committee position shall be determined by a run-off election involving those members entitled to vote for the particular position. The election shall occur by written ballot as expeditiously as possible once the first written ballot results are known and members shall have no less than twenty (20) days to return the second written ballot.

7.05. Vacancies.

A. Events Causing Vacancy. A vacancy or vacancies on the executive committee shall exist on the occurrence of any of the following: (i) the failure of any executive committee member to attend two (2) consecutive executive committee meetings, unless the member who will be absent requests, prior to the meeting, that he/she be excused for cause; (ii) the death or resignation of any executive committee member; (iii) the termination of any executive committee member's association or employment with the voting member transit system or associate member transit supplier which he/she represents; (iv) the vote of the members to remove any executive committee member; (v) the increase of the authorized number of executive committee members; (vi) any other event causing a vacancy on the board of directors under the California Nonprofit Mutual Benefit Corporation Law. Notwithstanding the foregoing, if an executive committee member changes his or her association or employment to another voting member transit system, associate member transit supplier or transit support agency within the same caucus, i.e., medium size operators, small size operators or transit supplier, and the member is not represented on the executive committee, the individual may retain the executive committee position; provided however, if another individual affiliated with the same member is already an executive committee member, the member shall determine which individual will remain on the executive committee.

B. Resignations. Any executive committee member may resign effective upon giving written notice to the chairman, the vice chairman, the secretary or the executive committee, unless the notice specifies a later time for the resignation to become effective. If the resignation of an executive committee member is effective at a later time, a successor may be elected to take office when the resignation becomes effective.

C. Filling Vacancies. Except for vacancies created by removal of an executive committee member by the members, vacancies on the executive committee may be filled by a majority of the executive committee members then in office, whether or not less than a quorum, or by a sole remaining executive committee member. The executive committee shall fill the vacancy with an individual from a member within the caucus where the vacancy was

created or the members of the affected caucus may fill any vacancy or vacancies not filled by the executive committee in accordance with the qualifications set forth in Section 7.03. The term of an executive committee member so elected shall be the unexpired term of the executive committee member being replaced.

7.06. Place of Meetings; Meeting by Telephone. Meetings of the executive committee shall be held at any place that has been designated by resolution of the executive committee or in the notice of the meeting. Any meeting may be held by conference telephone or similar communication equipment, so long as all executive committee members participating in the meeting can hear one another, and all such executive committee members shall be deemed to be present in person at such meeting.

7.07. Regular Meetings. A regular meeting of the executive committee shall be held semi-annually in conjunction with the regular spring meeting and convention of the members, and the annual fall meeting and convention of the members immediately preceding said meetings and on such other dates as may be called by the chairman, the vice chairman, the secretary or any two (2) members of the executive committee.

7.08. Special Meetings.

A. Authority to Call. Special meetings of the executive committee for any purpose may be called at any time by the chairman, the vice chairman, the secretary or any two (2) executive committee members.

B. Notice.

(1) Manner of Giving Notice. Notice of the time and place of meetings shall be given to each executive committee member by personal delivery of written notice, by first-class mail, by telegram or by telephone communication, either directly to the executive committee member or to a person at the executive committee member's office who would reasonably be expected to communicate such notice promptly to the executive committee member.

(2) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails, postage prepaid, at least four (4) days before the time set for the meeting. Notices by personal delivery, telephone, telegraph, facsimile, electronic mail or other electronic means shall be given at least forty-eight (48) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time and place of the meeting. The notice need not state the purpose of the meeting.

7.09. Quorum. A majority of the authorized number of executive committee members shall constitute a quorum for the transaction of business except to adjourn. Every act or decision done or made by a majority of the authorized executive committee members at a meeting duly held at which a quorum is present shall be regarded as the act of the executive committee subject to the provisions of these bylaws or the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact

business, notwithstanding the withdrawal of executive committee members; provided that, any action taken other than adjournment is approved by at least a majority of the authorized number of executive committee members.

7.10. Referral of Matters to Membership. The executive committee may, but is not required to, refer a matter upon which the vote of the executive committee is split to the membership for a vote in order to affirm the decision made by the executive committee. Such a vote shall comply with the requirements of Article 5. If the membership affirms the executive committee's vote, the action or decisions affirmed shall be regarded as the act of the executive committee affirmed by the membership. If the membership does not affirm the vote, the action or decision of the executive committee shall be considered rescinded or may be otherwise modified as voted upon by the membership. Nothing herein is intended to preclude the executive committee from reconsidering the matter at a future time.

7.11. Waiver of Notice. Notice of a meeting need not be given to any executive committee member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any executive committee member who attends the meeting without protesting before or at its commencement.

7.12. Action Without Meeting. Any action required or permitted to be taken by the executive committee may be taken without a meeting, if all members of the executive committee shall individually or collectively consent in writing to such action. Such consent or consents shall have the same force and effect as a unanimous vote of the executive committee and shall be filed with the minutes of the proceedings of the executive committee.

7.13. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall serve as guidelines for proceedings of the executive committee in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which the executive committee may adopt.

ARTICLE 8. COMMITTEES.

8.01. Committees. The executive committee may create one or more committees, each consisting of two or more executive committee members, to serve at the pleasure of the executive committee, with such powers and authority as may be delegated by the executive committee subject to any limitations set forth in the California Nonprofit Mutual Benefit Law. A committee may elect its chairman, and, in the absence of action, the chairman of the executive committee may appoint a committee chairman.

8.02. Advisory Committees. The chairman may create one or more advisory committees to be composed of voting and/or associate members or representatives of such members for the purpose of advising the executive committee from time to time, and the chairman may set the number and qualifications of persons on such advisory committees. Any advisory committee created by this section shall have no authority to make decisions on behalf of

the corporation or to manage any activities of the corporation. A committee may elect its chairman, and, in the absence of such action, the chairman of the executive committee may appoint a committee chairman.

ARTICLE 9. OFFICERS.

9.01. Election and Term of Office. The officers shall be elected by the executive committee at its fall annual meeting in odd-numbered years to serve a two (2) year term until the next, biannual meeting and until successors are elected and qualified. The position of Chairman shall be alternated between a member of the executive committee whose member is in the "permanent group" (as described in Section 7.03A) and a member of the executive committee whose member is in the "rotating group" (as described in Section 7.03B). The executive director and the secretary may be elected under the authority of a contract to provide management services to the corporation at such compensation as may be approved by the executive committee.

9.02. Officers. The officers of the corporation shall be a chairman of the executive committee, a vice chairman, an executive director, a secretary and a chief financial officer. The officers shall have the following duties:

A. Chairman. The chairman shall preside at all meetings of the executive committee and the members, and perform all other customary duties of a chairman. The chairman shall, subject to the control of the executive committee, be the chief executive officer of the corporation and generally supervise, direct and control the activities and affairs of the corporation. The chairman shall have such other powers and duties as may be prescribed by the executive committee or the bylaws. The chairman shall be a member of the executive committee. The chairman of the executive committee shall have all the powers ascribed to a chairman of the board pursuant to the California Nonprofit Mutual Benefit Law and the chairman of the executive committee shall be equivalent to the chairman of the board pursuant to said law.

B. Vice Chairman. The vice chairman shall preside in the absence of the chairman at a meeting of the executive committee or the members, and is empowered to act in the absence or in the event of a disability of the chairman in all matters. The vice chairman shall be a member of the executive committee.

C. Executive Director. The executive director shall carry out the decisions and policies of the executive committee, prepare position papers on major transit issues, serve as an information clearing house to state agencies, assist in the coordination and presentation of the annual meeting of the members, assist in the membership recruitment, prepare a newsletter to the members, report to the executive committee on the corporation's activities and organizational and administrative needs, and perform such other duties as may be prescribed by the executive committee. The executive director shall, whenever possible, attend all meetings of the executive committee. However, the executive director shall not be a member of the executive committee.

(1) Books of Account. The executive director shall keep and maintain adequate and correct books and accounts of the properties and transactions of the

corporation. The books of account shall be open to inspection by any executive committee member at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The executive director shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the executive committee, shall disburse the funds of the corporation as may be ordered by the executive committee, shall render to the chief financial officer account of all transactions as chief financial officer and of the financial condition of the corporation. The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the executive committee of the bylaws.

D. Secretary.

(1) Book of Minutes. The secretary shall keep a book of minutes of all meetings and actions of the executive committee and of members, with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at executive committee meetings and the number of members present at members' meetings. The secretary shall keep a copy of the articles of incorporation and bylaws, as amended to date.

(2) Attendance at Meetings. The secretary shall, whenever possible, attend all meetings of the executive committee. However, the secretary shall not be a member of the executive committee.

(3) Membership Records. The secretary shall keep, or cause to be kept, at a place determined by resolution of the executive committee, a record of the corporation's voting and associate members, showing the names of all members, their addresses, the names of all member representatives and alternate member representatives, their addresses and the class/category of membership held by each.

(4) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of members, and notice, together with an agenda, of all meetings of the executive committee required by these bylaws to be given. The secretary shall be responsible for the correspondence of the corporation and shall be the historian of the corporation. The secretary shall assist with the mailing of the corporation's newsletter to its members and other reports. The secretary shall have such other powers and perform such other duties as may be prescribed by the executive committee or the bylaws.

E. Chief Financial Officer.

(1) Books of Account. The chief financial officer shall oversee the executive director in keeping and maintaining adequate and correct books and accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the members and executive committee members such financial statements and reports as are required by law or these bylaws to be given. The books of account shall be open to inspection by any executive committee member at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The chief financial officer shall oversee the executive director in depositing all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the executive committee, shall oversee the executive director in disbursing the funds of the corporation as may be ordered by the executive committee, shall render to the chairman and the executive committee when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation. The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the executive committee or the bylaws.

(3) Attendance at Meetings. The chief financial officer shall, whenever possible, attend all meetings of the executive committee. However, the chief financial officer shall not be required to be a voting member of the executive committee.

ARTICLE 10. MISCELLANEOUS.

10.01. Annual Reports. The corporation shall notify each member yearly of the member's right to receive a financial report pursuant to this section. Upon written request of a member, the executive committee shall promptly cause the most recent annual report to be sent to the requesting member. An annual report shall be prepared not later than one hundred twenty (120) days after the close of the corporation's fiscal year. Such report shall contain the following information in appropriate detail: (a) a balance sheet as of the end of such fiscal year; (b) a statement of the place where the names and addresses of the current members are located; and (c) any information required by Corporations Code Section 8322 regarding indemnification and certain transactions. This report shall be accompanied by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. In addition, if the corporation engages in transactions or indemnifications as set forth in Corporations Code Section 8322, it shall furnish annually to its members and its executive committee a statement of such transaction or indemnification.

10.02. Construction. Unless the context otherwise requires, and except as stated in Sections 7.01 and 8.01, the general provisions, rules of construction and definitions of the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these bylaws.

ARTICLE 11. AMENDMENTS.

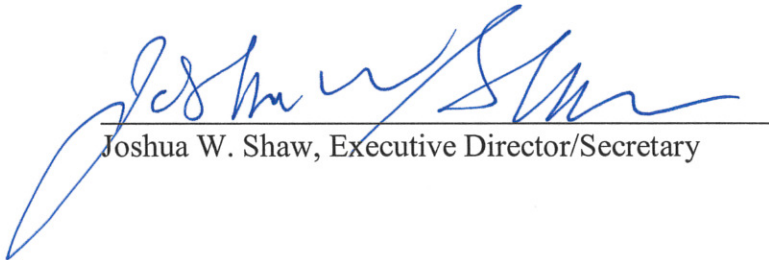
Except as otherwise required by law or by the articles of incorporation, new bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of a majority of the executive committee or by the approval of the voting members as defined in Section 5034 of California Nonprofit Mutual Benefit Law, which approval may be by written ballot mailed to the members. The application or effect of any bylaw may be suspended or waived by the approval of the voting members.

CERTIFICATION OF SECRETARY

I certify that:

1. I am the presently elected and acting secretary of the corporation;
2. The foregoing Amended and Restated Bylaws has been duly approved by the executive committee of the corporation; and
3. The foregoing Amended and Restated Bylaws has been duly approved by the affirmative vote of a majority of the voting members of the corporation as required by Article 11 of the Amended and Restated Bylaws of the corporation.

Dated October 30, 2012.



Joshua W. Shaw, Executive Director/Secretary