

BYLAWS

THE COALITION FOR THE ADVANCEMENT OF REGIONAL TRANSPORTATION, INC.

Transcribed July 2002 to incorporate amendments through May 2000

Retranscribed to incorporate July 2011 amendments

ARTICLE 1

MEMBERSHIP

There shall be two (2) classes of membership, Organizational and Individual. Organizational membership allows a not-for-profit organization to become a member of the corporation, and to exercise as an organization those privileges and rights as would be accorded an individual member. The participation of Organizational members, in voting and in participation in corporation meetings, shall be by representative, and the representative designated by the Organizational member as voting representative shall have the authority to cast one vote per organization on any matter put before the body for a vote.

A representative of an Organizational member may be elected to the Board. If this director leaves the Board, the vacancy will be filled as per Article 4, with no presumption that the Organization is entitled to a seat.

Individual membership accords each individual member those rights and privileges as set forth in these bylaws. Those rights include the right to attend and participate in discussions and deliberations at the general membership meetings, and to cast a vote on any matters put before the body for a vote. Voting shall be undertaken in person, and the use of a proxy is disallowed.

If the dues structure allows for Family membership, each immediate family member over the age of 12 is entitled to vote as an individual at general, special, or annual meetings.

For-profit organizations may petition to the general membership of the Coalition for the Advancement of Regional Transportation, Inc., for affiliate membership in the organization. Such affiliate membership shall confer upon the affiliate member all rights of individual membership except that affiliate membership confers no voting privileges.

Recognizing that consensus is the goal of deliberation among the membership, these bylaws acknowledge that in instances where consensus cannot be achieved after reasonable discussion, the vote of the majority of members present and voting shall decide a matter before the membership. Each Individual and each Organizational member shall have the right to present business to the membership for consideration, to comment on any business presented to the membership, and to otherwise participate in membership meetings. Membership shall be renewable annually.

ARTICLE 2
AMENDMENT OF BYLAWS

These bylaws may be amended by a vote of a two-thirds (2/3) majority of the voting members of the Board of Directors present at a regular or special meeting, provided, however, that no such vote shall be had unless written notice of the proposed change and of the meeting at which such changes will be considered, has been mailed, hand-delivered, or sent via electronic mail (e-mail) to each Director at least thirty (30) days in advance of the meeting. All proposed amendments shall be submitted to the Secretary of the Board of Directors for distribution to the Board of Directors as provided herein.

ARTICLE 3
MEETINGS

There shall be a general membership meeting of the Corporation at least semi-annually. The annual meeting of the Corporation shall be scheduled during the 2nd or 3rd quarters of the calendar year.

There shall be a meeting of the Board of Directors at least quarterly. The location of any meeting shall not be fixed, and will be identified in the notice. Notice for general membership meetings and meetings of the Board of Directors shall be mailed, hand-delivered, or sent via e-mail to the general membership at least seven (7) calendar days in advance of the meeting date. Notice of the annual meeting shall be mailed, hand-delivered, or sent via e-mail at least fifteen (15) calendar days prior to the meeting date. For those members for which CART does not have an e-mail address, notification must be mailed or hand-delivered. CART is under no obligation to notify a member for whom the e-mail address or address on record is no longer valid. The notice shall state the place, day, hour, and for a special meeting, the purpose, of the meeting.

The President may direct that notices of regular, general, or special meetings shall be posted on the Corporation's website and on social media sites, along with the date of the posting.

Special meetings of the Board of Directors or general membership may be called by the President, or by a vote of the majority of the Board of Directors.

The quorum for conducting business at a general membership meeting shall be 9 people. The quorum for conducting business at a meeting of the Board of Directors shall be one half (1/2) of the number of Directors then appointed. Unless otherwise specified in these bylaws, decisions which are submitted for a vote shall be determined by a simple majority of those persons present and voting.

Any proposed intervention or participation in legal action by CART shall be approved by a 2/3 majority vote of the board members present at a board meeting. The board must vote on the specific proposed language of the action for approval to be valid. The specific proposed action must be submitted to the Secretary for distribution to the Board.

On time-sensitive matters, the President may call for a vote of the Board by e-mail. The subject line

must say "vote needed" and the voter must "reply to all." A quorum must be established by e-mail response for a vote to be valid. Final wording and count must be e-mailed by the President to the Board, and incorporated by the Secretary into the minutes of the next Board meeting. In the initial and subsequent e-mails, the President must show the efforts made to inform Directors who do not have e-mail access.

At any regular or special Board meeting, but not at a general membership meeting, Directors may participate and vote by means of telephone conferencing, videoconferencing, or other computer-enabled live chat. Such attendance may count towards a quorum. All Directors must be able to hear and address all other attendees in such a case.

ARTICLE 4

BOARD OF DIRECTORS

The Board of Directors shall consist of no more than 12 members, nor less than 3 members. Directors shall hold office for the term elected. The initial Board of Directors identified in the Articles of Incorporation will hold office until the first election, which shall occur within three months after adoption of these bylaws. Thereafter elections shall occur annually at the annual membership meeting.

Board members shall serve two- (2-) year terms, with one-half of the seats available for candidates up for election each year. Any vacancies among the Board members shall be filled by a majority vote of the remaining Board members. An explicit, recorded vote at a Board meeting shall specify the beginning of a director's term. Any Board vote to add a director shall be conducted without the presence of the potential director or of a director related to that potential Board member.

New director(s) shall take seat(s) left vacant for the longest time, either by resignation or by the end of a term when a director was not re-elected.

If a director misses one-half of scheduled Board meetings or one-half of scheduled assigned Committee meetings, that seat shall be considered vacant on the one-year anniversary of the vote at which they were elected to the Board.

Board members must not be in arrears on dues.

ARTICLE 5

COMMITTEES

The Board of Directors may appoint committee(s) of two or more directors to exercise specified authority of the Board, as allowed under KRS 273.221. The Board may appoint individuals from the general membership to serve on ad-hoc committees, provided that such committees shall be advisory

in nature.

The Index of Resolutions shall record the formation of committees and their purposes. If committees are appointed for membership outreach, nominations, legal action, or general membership meeting planning, each committee must include either the President or one of the Vice Presidents. A Membership committee must include the Secretary.

The Board may direct a committee to maintain minutes of proceedings to submit to the Secretary for inclusion in the Index of Resolutions. A committee chair may be directed by the Board to maintain a file of e-mail correspondence pertaining to committee action.

A majority vote of the Board may remove a member of a committee.

ARTICLE 6

OFFICERS AND DUTIES

The officers of the Corporation shall consist of a President, Two Vice-Presidents, Secretary, and Treasurer.

The President shall preside over meetings, calling meetings to order for all business, recognizing members who are entitled to the floor, placing motions before the body, announcing the results of votes and otherwise conducting official business. The President may also call special meetings, providing notice in a manner consistent with Article 3 with four days notice to the membership. The President must call a special meeting upon receiving a petition signed by ten (10) or more members, with an agenda limited to items specified in such petition. The President shall be the official spokesperson for the Corporation and shall appoint committee chairs. In appointing committee chairs, the President shall limit appointment to members of the Board of Directors.

The President shall maintain oversight concerning members of the Corporation who identify themselves as speaking on its behalf on public occasions, in print, on the website, or on social media sites.

The First Vice-President shall perform the duties of the President in his or her absence. The Vice-Presidents shall have duties as prescribed by the Board.

The Secretary shall keep records of the proceedings of all meetings and issue notices after consulting with the President. The Secretary shall maintain all non-financial records of the Corporation including board rosters and membership lists. The Secretary and the Treasurer shall cooperate on required State corporation filings. The Secretary shall maintain electronic files of e-mail correspondence on Corporation business. The Secretary shall oversee maintenance of electronic databases such as a volunteer list. The Secretary shall maintain an Index of Resolutions of the Board.

All requests to the Secretary shall be made through the President.

The Treasurer shall keep all financial records of the Corporation. The Treasurer shall also secure and hold in a Federally insured bank all monies belonging to the Corporation. The Treasurer shall also collect and record all monies received and expended on behalf of the Corporation, and shall prepare

an annual budget, regular financial reports and tax report forms. All requests to the Treasurer, except for reimbursements approved by the Board, shall be made by either the Secretary or the President. The Treasurer shall advise the Board as to verification required for payment of Corporation funds. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation.

ARTICLE 7
SELECTION OF OFFICERS AND DIRECTORS

The election of Directors shall take place during the Annual Meeting of the organization after the presentation of a slate by the Board and nominations from the floor. The Officers of the organization shall be elected by and from the Directors at the next scheduled Board of Directors meeting.

ARTICLE 8
DUES

The Board of Directors shall develop a schedule for dues for membership, and may differentiate dues based on such factors as, but not limited to, organizational or individual membership status, ability to pay, etc. The schedule shall be presented for adoption by the voting members of the Corporation at a general membership meeting.

Donations or grants to special purpose ad hoc committees shall not constitute dues for membership unless the Secretary determines the intention of the donor.

ARTICLE 9
CONDUCT OF MEETINGS

Robert's Rules of Order, with a publication date after 2005, shall be used for all parliamentary purposes except to the extent that such rules are inconsistent with these bylaws.

ARTICLE 10
DISSOLUTION

Dissolution shall be accomplished in the manner provided by statute. On dissolution, assets shall be distributed in a manner consistent with the Internal Revenue Code Section 501(c)(3) and in a manner consistent with state law.

Adopted this 10th day of February, 1994 by the Board of Directors of the Coalition for the Advancement of Regional Transportation, Inc.

Michael Dunn, Director
Margaret Killmer, Director

William Dakan, Director
Jenifer L. Royer, Director

Ethel S. White, Director

Owen Hardy, Director

David Coyte, Director

Dated: 2/10/94