

Bylaws of the Better Bus Coalition

ARTICLE I. ESTABLISHMENT OF THE BETTER BUS COALITION

The name of the Organization is the Better Bus Coalition, shortened to BBC, for the purposes of this document.

ARTICLE II. ORGANIZATIONAL PURPOSE

Section 1. Organizational Purpose

This Organization is a social welfare organization, organized exclusively for the purpose of advocating and planning for improved public bus transportation in the Greater Cincinnati Area. All activities undertaken by the Organization shall be to further the mission of improved public bus transportation in the region.

Section 2. Specific Purpose

The BBC exists to mobilize riders, engage public and private entities, and activate the community to push for a revamped public bus system that provides true mobility and economic vitality for our region. The specific objectives and purpose of this organization shall be:

- a. To advocate for public bus riders and the wider community in order to increase public bus transportation options as well as to improve the reliability and viability of the system;
- b. To engage the Southwest Ohio Regional Transit Authority (SORTA) in improving existing service, while pushing for increased service throughout Hamilton County, Ohio;
- c. To provide opportunities for residents, business owners, property owners, communities, other stakeholders, and the general public to make their voices on public bus transportation issues heard; and,
- d. To engage in public activities that will increase the public's awareness of the problems SORTA is facing, why they are facing those problems, and what steps the region can take to fix these issues.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any person that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the Board of Directors.

Section 2. Annual Dues

Membership dues are two (2) dollars, due with membership application, and renewed on an annual basis. Continued membership is contingent upon continuing interaction with the BBC at meetings, community events, organizational events, or other events relating to the work of the BBC. A good faith effort to either attend organizational meetings and events or stay up to date with the workings of the Organization through others in the Organization is required for continued membership.

Section 3. Resignation and Termination

Any member may resign by filing an oral or written resignation with the Secretary. A member can have their membership terminated by a supermajority vote of the membership, or a unanimous vote of the Board of Directors.

Section 4. Non-voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held weekly at a time and place established by the Board of Directors. These meetings are open to the public, but only members may vote on organizational matters. These meetings shall be held at a time that is convenient to voting members and the Board of Directors in order to maximize attendance.

Section 2. Annual Meetings

An annual meeting of members shall take place in the month of August, the specific date, time and location of which will be designated by the Secretary. At the annual meeting, the members shall elect Directors and Officers, receive reports on the activities of the Organization, and determine the direction of the Organization for the coming year. This meeting is open to the public, but non-members may not speak or vote. While this meeting is not mandatory, members are heavily encouraged to attend this meeting.

Section 3. Special Meetings

Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.

Section 4. Notice of Meetings

Printed or electronic notice of annual or special meetings shall be given to each voting member not less than one (1) week prior to the meeting.

Section 5. Quorum

A quorum for a regular or special meeting of the members shall consist of three (3) members and three (3) Directors. A quorum for the annual meeting of the members shall consist of 25% of the active membership and three (3) Directors.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the BBC shall be managed by its Board of Directors, hereafter referred to as the Board. The Board shall have control of and be responsible for the management of the affairs and property of the Organization.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary, the Deputy Secretary, and the Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties. Members of the Board shall serve a one-year term.

Elections for the Board shall be held at the annual meeting of the members. All members of the Board must be approved by a majority vote of the members present and voting.

Any vacancies on the Board may be filled at a regular or special meeting of the members. Members of the Board not elected at the annual meeting of the members shall serve until the next annual meeting of the members.

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

Each member of the Board shall be a member of the Organization whose membership dues are paid in full.

Each member of the Board shall attend at least nine (9) of the monthly meetings of the Board per year.

Section 3. Regular and Annual Meetings

The Board shall meet every monthly at a time and day at a location designated by the Board. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than one (1) week prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 7. Forfeiture

Any member of the Board who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article within thirty (30) days of a notice of failure to comply shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the members of the Organization at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

Section 9. Compensation

Members of the Board shall not receive any compensation for their services as Directors. Reception of compensation from outside sources beyond standard reimbursements for materials, printing, travel, etc. is cause for immediate removal from the Board.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes, or can reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board. Violation of the confidentiality agreement is cause for immediate removal from the Board, as well as any other legal actions which may take place.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Organization by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Secretary by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-fourths (3/4) of the members of the Board if in their judgment the best interest of the Organization would be served thereby. Each member of the Board must receive written notice of the proposed removal at least one (1) week in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

Members of the Board who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary, Deputy Secretary, and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall see that all orders and resolutions of the Board are brought to the Board.
- d. He/She shall have general superintendence and direction of all other officers of this Organization and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at the annual meeting, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.
- b. He/She shall coordinate membership drives and work to increase membership through outreach and other methods.
- c. He/She shall present to the Board at each monthly meeting the changes in membership, and recommendations on increasing future membership.
- d. He/She may take on duties of other offices should an unforeseen event prevent another officer from doing their job.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the Organization.
- b. He/She shall take attendance at all meetings of the Board and of the Executive Committee, and all meetings of members.
- c. He/She shall upload minutes from the meetings of members to the Organization website within one (1) week of each meeting.
- d. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- e. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
- f. He/She shall be responsible for coordinating with another Board member to record the minutes of meetings in which the Secretary is unable to attend.
- g. He/She shall ensure that all meetings of the Board, of the Advisory Council, and of the membership are run according to the provisions of this document and to the general principles of Robert's Rules of Order.
- h. He/She shall take the official vote count of the Board, of the Advisory Council, and of the membership when a vote is held on any matter.
- i. He/She shall certify the results of every vote and be responsible should any discrepancies or problems in vote counting occur.
- j. He/She shall deliver accurate counts of votes to the Secretary to be recorded into the official minutes of each meeting.

- k. He/She shall remove people from a meeting if they attempt to interfere with the voting process without a legitimate cause or concern.
- l. He/She shall delegate any of the above actions to another Board member should he/she be unable to attend a meeting where a vote is taking place.
- m. He/She may conduct other business as directed by the rest of the Board.

Section 4. Deputy Secretary

The Deputy Secretary's duties shall be:

- a. He/She shall be responsible for the duties of the Secretary when the Secretary is not present.
- b. He/She may conduct other business as directed by the rest of the Board.

Section 5. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit to the Board approval of all expenditures of funds raised, proposed capital expenditures (equipment and furniture) by the staff of the agency, and of plans to increase revenue.
- b. He/She shall present a complete and accurate report of the finances raised by the Organization at each meeting of the Board, or at any other time upon request of the President.
- c. He/She shall have the right of inspection of all funds including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other financially-related duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

Section 6. Election of Officers

To be considered for election to a Board position, candidates must announce their intent to seek a Board position no less than one (1) week before a vote to elect is held by means of a verbal or written statement given to the membership. At the meeting where the election vote will take place, candidates for office shall give a statement conveying why they are qualified for the position and why members should vote for them. A simple majority is required to elect an officer. In the event of a tie, the Board shall choose the officer through a simple majority vote of the Board members.

In order to run for a Board position, a candidate must be a member of the BBC and in good standing. The candidate must have attended a majority of the meetings held since the candidate joined the group.

Section 7. Removal of Officer

The Board with the concurrence of three-fourths (3/4) of the members voting at the meeting may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing one (1) week prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8. Vacancies

Should a vacancy in the Board occur, the Board may nominate a replacement to fill out the remainder of the unexpired term. Nominations shall be sent in writing to the membership at least one (1) week prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. FINANCES

Section 1. Opening Depository Accounts

Each of the President, Treasurer, or Secretary of the Organization, acting singly or jointly, is authorized on behalf of the Organization to designate from time to time one or more banks or other financial institutions as authorized depositories of the funds of the Organization (each, a "Depository").

Section 2. Endorsing Items for Deposit and to Transfer, Withdraw, or Pay Funds from Depository Accounts

The President, Treasurer, or Secretary of the Organization, acting singly, is authorized on behalf of the Organization to endorse, either manually or by facsimile, for deposit or collection checks, drafts, notes, acceptances, and other instruments or electronic deposits payable to the Organization; and that each Depository is authorized to honor the endorsement of, and to receive and accept for deposit, checks, drafts, notes, acceptances, and other instruments or electronic deposits payable to the Organization, as so endorsed.

The President, Treasurer, or Secretary of the Organization, acting singly or jointly, is authorized on behalf of the Organization to sign, either manually or by facsimile, checks, drafts, orders or receipts issued in the name of the Organization, and to issue written, telephonic, electronic, internet-based or oral instructions and payment orders for the transfer, withdrawal, wire transfer, or payment of funds of the Organization on deposit with any Depository; and that

each Depository is authorized to honor and pay such checks, drafts, and other instructions and payment orders for the transfer, withdrawal, wire transfer, or payment of funds of the Organization on deposit with said Depository.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as outreach, data collection, etc. All committee chairs shall be elected by a majority vote of the members of the Organization. Any member of the Organization may chair a committee, unless otherwise specified in the Bylaws.

Section 2. Executive Committee

The President is the chair of the Executive Committee and the five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes a minimum of two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4. Outreach Committee

The Outreach Committee is responsible for coordinating all activities relating to public relations, marketing, and outreach to the community. The chair of the Outreach Committee shall be responsible for facilitating these efforts and will report monthly to the Board on activities underway or in planning.

Section 5. Data Collection Committee

The Data Collection Committee is responsible for the gathering, generation, and presentation of data related to the purposes and activities of the Organization. The chair of the Data Collection Committee is responsible for the accuracy of the data and facilitates all efforts to collect and present data. The efforts of the Committee shall be reported to the Board monthly.

Section 6. Procedure for Filing Committee Reports

Each committee shall designate a member to record proceedings at each meeting of the committee. Reports shall be filed with the Secretary within one (1) week of the committee meeting.

ARTICLE IX. ORGANIZATIONAL STAFF

Should the future need arise, the Board of Directors may hire or appoint additional staff to help run the day-to-day operations of the Organization.

Section 1: Executive Director

The Board may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Organization, and shall direct the day-to-day business of the Organization, maintain the properties of the Organization, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. No officer, Executive Committee member or member of the Board may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board or Advisory Council. The Executive Director may be hired at any meeting of the Board by a majority vote and shall serve until removed by the Board upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 2: Other Staff

Should the need arise, the Board may hire additional staff to assist the Executive Director in his/her efforts.

ARTICLE X. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private

interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article X, Section 3, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to

the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. No member of the Board, the Advisory Council, or the membership is to be compensated by the Organization in any way except for the reimbursement of costs related to activities and planning which the Organization has approved. This includes, but is not limited to, costs such as printing, travel expenses for official Organization business, and costs related to fundraising.
- b. Outside people such as lawyers, accountants, etc. who are hired by the Organization to perform specific work shall be compensated fairly for their work as approved by the Board.

Section 6. Annual Statements

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with its mission and values, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the goals of the Organization and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE XI. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Ohio, the Organization shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the organization, or any person who may have served at the

Organization's request as a director or officer of another organization (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Organization may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Organization would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XII. BOOKS AND RECORDS

The Organization shall keep complete books and records of account and minutes of the proceedings of the Board and of the meetings of the membership. This is the primary responsibility of the Secretary.

ARTICLE XIII. AMENDMENTS

Section 1. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 16 preceding pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the Board of Directors on this 9th day of August, 2017.

Cameron Hardy, President, 8/9/2017

Name, Title, Date

Rebecca Phemister, Vice President, 8/9/2017

Name, Title, Date

Mark Samaan, Secretary, 8/9/2017

Name, Title, Date

James Bongey, Deputy Secretary, 8/9/2017

Name, Title, Date

Andy Shenk, Treasurer, 8/9/2017

Name, Title, Date

AMENDMENTS approved on May 9, 2018 at a regular meeting of the Better Bus Coalition.

1) Art. II, Sec. 1

Original language: This Organization is organized exclusively for the purpose of advocating and planning for improved bus transportation in the Greater Cincinnati Area. All activities undertaken by the Organization shall be to further the Organization's mission of improved bus transportation in the region.

Amended language: This Organization is a social welfare organization, organized exclusively for the purpose of advocating and planning for improved public bus transportation in the Greater Cincinnati Area. All activities undertaken by the Organization shall be to further the mission of improved public bus transportation in the region.

2) Art. II, Sec. 2, b

Original language: To engage the Southwest Ohio Regional Transit Authority (SORTA) in improving existing service while pushing for increased service outside the City of Cincinnati's limits;

Amended language: To engage the Southwest Ohio Regional Transit Authority (SORTA) in improving existing service, while pushing for increased service throughout Hamilton County, Ohio;

3) Art. III, Sec. 2

Original language: Continued membership is contingent upon continuing interaction with the BBC at meetings, community events, organizational events, or other events relating to the work of the BBC. A good faith effort to either attend organizational meetings and events or stay up to date with the workings of the organization through others in the organization is required for continued membership.

Amended language: Membership dues are two (2) dollars, due with membership application, and renewed on an annual basis. Continued membership is contingent upon continuing interaction with the BBC at meetings, community events, organizational events, or other events relating to the work of the BBC. A good faith effort to either attend organizational meetings

and events or stay up to date with the workings of the Organization through others in the Organization is required for continued membership.

4) Art. IV, Sec. 2

Original language: An annual meeting of members shall take place in the month of August, the specific date, time and location of which will be designated by the chair. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. This meeting is open to the public, but non-members may not speak or vote. While this meeting is not mandatory, members are heavily encouraged to attend this meeting.

Amended language: An annual meeting of members shall take place in the month of August, the specific date, time and location of which will be designated by the Secretary. At the annual meeting, the members shall elect Directors and Officers, receive reports on the activities of the Organization, and determine the direction of the Organization for the coming year. This meeting is open to the public, but non-members may not speak or vote. While this meeting is not mandatory, members are heavily encouraged to attend this meeting.

5) Art. IV, Sec. 3

Original language: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors.

Amended language: Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.

6) Art. IV, Sec. 4

Original language: Printed or electronic notice of annual or special meetings shall be given to each voting member not less than two weeks prior to the meeting.

Amended language: Printed or electronic notice of annual or special meetings shall be given to each voting member not less than one (1) week prior to the meeting.

7) Art. IV, Sec. 5

Original language: A quorum for a weekly meeting of the members shall consist of a majority of the Board of Directors. A quorum for the annual meeting of the members shall consist of 25% of the active membership.

Amended language: A quorum for a regular or special meeting of the members shall consist of three (3) members and three (3) Directors. A quorum for the annual meeting of the members shall consist of 25% of the active membership and three (3) Directors.

8) Art. V, Sec. 1

Original language: The affairs of the BBC shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the organization.

Amended language: The affairs of the BBC shall be managed by its Board of Directors, hereafter referred to as the Board. The Board shall have control of and be responsible for the management of the affairs and property of the Organization.

9) Art. V, Sec. 2

Original language: The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary, the Deputy Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Organization whose membership dues are paid in full and shall hold office for up to a two-year term.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Board of Directors shall contribute at least ten cash dollars (\$10) to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member, and received by the Organization. No contribution credit shall be given for in-kind donations.

Amended language: The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary, the Deputy Secretary, and the Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties. Members of the Board shall serve a one-year term.

Elections for the Board shall be held at the annual meeting of the members. All members of the Board must be approved by a majority vote of the members present and voting.

Any vacancies on the Board may be filled at a regular or special meeting of the members. Members of the Board not elected at the annual meeting of the members shall serve until the next annual meeting of the members.

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

Each member of the Board shall be a member of the Organization whose membership dues are paid in full.

Each member of the Board shall attend at least nine (9) of the monthly meetings of the Board per year.

10) Art. V, Sec. 3

Original language: The Board of Directors shall meet monthly at a time and day at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Amended language: The Board shall meet every monthly at a time and day at a location designated by the Board. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than one (1) week prior to the meeting date.

11) Art. V, Sec. 8

Original language: Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Amended language: Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the members of the Organization at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

12) Art. V, Sec. 5

Original language: Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-fourths (3/4) of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Amended language: Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-fourths (3/4) of the members of the Board if in their judgment the best interest of the Organization would be served thereby. Each member of the Board must receive written notice of the proposed removal at least one (1) week in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

13) Art. VI, Sec. 3, b-c

Additional language: He/She shall take attendance at all meetings of the Board and of the Executive Committee, and all meetings of members.

He/She shall upload minutes from the meetings of members to the Organization website within one (1) week of each meeting.

14) Art. VII, Sec. 1

Original language: Each of the President, Vice President, Treasurer, or Secretary of the Organization, acting singly or jointly, is authorized on behalf of the Organization to designate from time to time one or more banks or other financial institutions as authorized depositories of the funds of the Organization (each, a “Depository”).

Amended language: Each of the President, Treasurer, or Secretary of the Organization, acting singly or jointly, is authorized on behalf of the Organization to designate from time to time one or more banks or other financial institutions as authorized depositories of the funds of the Organization (each, a “Depository”).

15) Art. VIII, Sec. 1

Original language: The board may create committees as needed, such as fundraising, public relations and outreach, data collection, etc. The Board of Directors appoints all committee chairs with a majority vote.

Amended language: The Board may create committees as needed, such as outreach, data collection, etc. All committee chairs shall be elected by a majority vote of the members of the Organization. Any member of the Organization may chair a committee, unless otherwise specified in the Bylaws.

16) Art. VIII, Sec. 6

Additional language: **Section 6. Procedure for Filing Committee Reports**

Each committee shall designate a member to record proceedings at each meeting of the committee. Reports shall be filed with the Secretary within one (1) week of the committee meeting.

17) Art. XIII, Sec. 1

Excised language: **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.