

**BY-LAWS OF
CHITTENDEN COUNTY TRANSPORTATION AUTHORITY**

ARTICLE 1 - THE AUTHORITY

Section 1. Seal of the Authority. The seal of this Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 2. Office of the Authority. The office of the Authority shall be located within one of the member municipalities, and shall be designated and may from time to time be changed by resolution adopted at any regular or special meeting of the Board of Commissioners.

ARTICLE 2 - OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, Vice Chairperson, Past Chair, Treasurer and Secretary and such other officers necessary for the conduct of its business.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations as she/he may consider proper, and all relevant information concerning the business, affairs and policies of the Authority.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall select a new Chairperson.

Section 4. Treasurer. The Treasurer may have the custody of funds, property and securities of the Authority, as designated by the Board of Commissioners, subject to such regulations as may be imposed by the Board of Commissioners. She/he may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Commissioners may require. When deemed necessary or appropriate by the Board of Commissioners she/he may endorse on behalf of the Authority for collection checks, notes and other obligations, and may deposit the same to the credit of the Authority at such bank or banks or depository as the Board of Commissioners may designate. The Board may designate the Treasurer or other parties to sign receipts, vouchers, checks, bills of exchange and promissory notes. The Treasurer shall cause to be made such payments as shall be necessary on behalf of the Authority.

Section 5. Secretary. The Secretary may review all records of the Authority; shall act as secretary of the meetings recording, or delegating the responsibility for the recording of minutes and votes; shall cause a record to be kept of the proceedings of the Authority in a journal designated for such purpose as requested by the Board; may affix the seal of the executed as requested by the Board; and shall perform all duties incident to his/her office, subject to the control of the Board of Commissioners.

Section 6. Past Chair: A Chairperson becomes the Past Chair at the end of his/her term. If such position becomes vacant, the position will be filled by the most immediate past chair who is on the Board of Commissioners. The Past Chair shall perform the duties of Vice Chairperson in his/her absence or incapacity.

Section 7. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the By-laws or rules and regulations of the Authority.

Section 8. Election of Officers. With the exception of the Past Chair, the above officers shall be elected at the annual meeting of the Authority from among the members of the Board of Commissioners.

Section 9. Term of Office. The term of office for each officer of the Authority shall be one year. The Chairperson is limited to serving in that capacity to no more than two consecutive terms. A Board member who has previously served as Chairperson may serve again as Chairperson after a break in service.

Section 10. Vacancies. Should any of the above offices become vacant, the Authority shall elect a successor at the next regular meeting of the Board of Commissioners, and such election shall be for the unexpired term of said office.

Section 11. Additional Personnel. The Board of the Commissioners may appoint a general manager. The Board of Commissioners shall have the power to prescribe his/her duties, fix his/her compensation, and delegate to him/her such responsibilities for the management and control of the administration and operations of the Authority as its interest may require.

Section 12. Alternates. The legislative body of any member municipality may appoint one alternate for each Board member it appoints to the Board of Commissioners. The appointed alternate may attend meetings and vote in the Board member's absence but will not have the ability to run as an Officer. Alternates attending meetings in the absence of a voting Board member will count toward fulfilling the definition of quorum as outlined in Article 3, Section of the CCTA By-Laws. The term for alternates shall run concurrently with the term of the Board member for whom they were appointed.

ARTICLE 3 - MEETINGS

Section 1. Public Notice of Meetings. Public notice shall be given for the meetings of the Board of Commissioners pursuant to the State of Vermont Open Meeting Law.

Section 2. Annual Meeting. The annual meeting of the Board of Commissioners shall be held at the office of the Authority (or at such other place as may be designated by the Chairperson) on the fourth Wednesday of July in each year (or on such other date as may be designated by the Chairperson). At the meeting, the officers for the ensuing year shall be elected, the Chairperson or other officers shall submit their annual reports, and any other business proper to come before said meeting shall be conducted.

Section 3. Regular Meetings. Regular meetings of the Board of Commissioners shall be held at least once in each calendar month for the transaction of the business of the Authority unless otherwise determined by the Board

of Commissioners. The date and time of said regular meetings shall be fixed, and may be subsequently changed, by the resolution of the Board at any regular or special meeting, and shall be held at the office of the Authority unless otherwise designated by resolution.

Section 4. Special Meetings. The Chairperson of the Authority may, when she/he deems it expedient, and shall, upon written request of any member of the Board of Commissioners, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered personally to each member of the Board by messenger or telephone at least 48 hours before the meeting, or may be mailed to such member at least five days prior to the date of such special meeting. However, if all members of the Board then in office are present at a special meeting and waive notice thereof, any all business may be transacted at such special meeting, provided however that all requirements of the Vermont Open Meeting Law shall have been met.

Section 5. Emergency Meetings. Emergency meetings may be called by the Chairman when she/he deems it expedient. Emergency meetings may be held without public announcement, without posting notices and without 24 hour notice to members, provided some public notice is given as soon as possible before any such meeting. Emergency meetings may be held only when necessary to respond to an unforeseen occurrence or condition requiring immediate attention.

Section 6. Adjourned Meetings. Any adjourned meeting shall be considered a new meeting unless the time and place for the adjourned meeting is announced before the meeting adjourns.

Section 7. Quorum and voting. A majority of the existing members of the Board of Commissioners then in office representing a majority of the member communities shall constitute a quorum, for the purpose of conducting the business of the Authority and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken upon a vote of the majority of the Commissioners present, unless otherwise designated by law.

ARTICLE 4 - AMENDMENTS

These by-laws may be amended at any regular or special meeting of the Board of Commissioners, by affirmative vote of a majority of its members, provided that a text of the proposed amendment is delivered or mailed to each of the members of the Board of Commissioners at least one week before the date of the meeting.

Approved by the Board of Commissioners on March 13, 1973.

Revised by the Board of Commissioners on March 17, 1982.

Revised by the Board of Commissioners on August 22, 1984.

Revised by the Board of Commissioners on December 20, 1989.

Revised by the Board of Commissioners on September 24, 2003.

Revised by the Board of Commissioners on October 22, 2008.