

BYLAWS
OF
THE KALAMAZOO COUNTY TRANSPORTATION AUTHORITY

ARTICLE I

PURPOSE

The purpose of The Kalamazoo County Transportation Authority (Public Authority) is to plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace, and/or contract for public transportation service by means of 1 or more public transportation systems and public transportation facilities within the jurisdictional boundaries of the County of Kalamazoo.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Public Authority shall be managed by its Board of Directors (Board). The Board shall have such powers that are authorized in these Bylaws, the Articles of Incorporation that created the Public Authority and 1986 PA 196, as amended.

Section 2. Number, Tenure and Qualifications. The Board shall consist of nine (9) Directors who shall be residents of Kalamazoo County and should be representative of public transportation interests, as they exist in the County. The Directors shall be appointed for terms of three (3) years, except that of the Directors first appointed, three shall be appointed for one (1) year, three for two (2) years, and three for three (3) years.

Section 3. Selection of Directors. The Kalamazoo County Board of Commissioners (County Board) shall appoint the members of the Board of Directors. Subsequent Directors shall be appointed in the same manner as the original appointments at the expiration of each Director's term of office.

Section 4. Expiration of Term – Continuation in Office – Filling of Vacancy. A Director, whose term of office has expired, shall continue to hold office until that Director's successor has been appointed by the County Board. A Director may be reappointed. If a vacancy is created by the death, resignation or removal of a Director, a successor shall be appointed by the County Board to hold office for the remainder of the term so vacated.

Section 5. Removal from Office. The Kalamazoo County Board of Commissioners may, upon a 2/3 vote of the elected and serving members of the Board of Commissioners, remove a Board member prior to the expiration of that member's term of office. Subject to the provision of Section 4.02 of the Articles of Incorporation, a vacancy in office shall be filled by the appointing authority for the remainder of the unexpired term.

If, during any 12 month period, a Director has three unexcused absences from the regular or special meetings, then the Board, upon a 2/3 vote of all Directors, may request that the County Board remove that Director. An absence is considered excused only if it is approved by a majority vote of a quorum of the Board.

Section 6. Compensation and Expenses. A Director shall serve without compensation. The Board shall adopt a policy regarding the reimbursement of expenses to Directors for Board-related duties.

Section 7. Conflict of Interest. A Director, officer, or employee of the Public Authority shall not be a party, directly or indirectly, to any contract between that Director, officer, or employee and the Public Authority, unless all material facts relating to that interest are disclosed to the Board and the Board authorizes the contract.

For purposes of the authorization vote, if a Director is the interested party, that Director shall be treated as a Director then in office, and that Director shall not be entitled to vote on the matter.

A Director, officer, or employee of the Public Authority shall be required to disclose a potential conflict to the Chairperson of the Board no later than seven (7) days prior to the next, regularly scheduled meeting of the Board. If the conflicted party is the Chairperson, the Chairperson shall disclose the potential conflict to the Secretary no later than seven (7) days prior to the next, regularly scheduled meeting of the Board.

If the amount of potential direct benefit to the Director, officer, or employee is greater than \$5,000, that Director, officer, or employee shall be required to make a public disclosure at the first regularly scheduled public meeting after discovery of the potential direct benefit. Within seven (7) days of the Public Disclosure by a Director, officer, or employee of a potential direct benefit, the Board shall vote to approve the contract between the Public Authority and the Director, officer, or employee. The vote to approve the proposed contract shall require a two-thirds (2/3) vote of the entire Board, subject to the provisions of this Section.

This provision is subject to the provisions of Act 317 of the Public Acts of 1968, as amended (being MCL 15.321 et seq.).

Section 8. Annual Meeting. An Annual Meeting of the Board shall be held at the first meeting in the month of January of each year for the purpose of electing officers and for the transaction of such other business as may come before the Board.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board shall from time to time determine. Public notice of the time, date, and place of the meeting shall be given in the manner required by the Open Meetings Act (1976 PA 267, as amended).

Section 10. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairperson or any two (2) Directors, subject to the Open Meetings Act (1976 PA 267, as amended).

Section 11. Notice of Special Meetings. Notice of a special meeting, regarding business other than bylaw amendments as discussed in Article VIII of these Bylaws, shall be given to each Director at least 48 hours before the holding thereof. Such notice may be given by telephone to a number indicated by each Director as the one to be used for such purposes, or by any other means of communication. The Secretary shall keep a written record of the method of notification for each Director.

Notice may be waived in a writing delivered to the Chairperson before or after the meeting is held. Attendance of a Director at the meeting shall constitute a waiver of notice of that meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened and does not otherwise participate in the meeting.

Section 12. Quorum and Voting. Five (5) Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board, unless the vote of a larger number is required by statute or these Bylaws.

Section 13. Public Meetings. The business that the Board may perform shall be conducted at a public meeting of the Board held in compliance with the Open Meetings Act (1976 PA 267, as amended).

Section 14. Writing. A writing prepared, owned, used, in the possession of, or retained by the Public Authority in the performance of an official function shall be made available to the public in compliance with the Freedom of Information Act (1976 PA 442, as amended).

Section 15. Public Participation. The Board shall establish an appropriate time during each meeting for any member of the public to address the Board. Speakers, other than Directors, after being recognized, shall identify themselves by name and address and shall ordinarily limit their presentation to four (4) minutes, unless the time is otherwise extended by the Chairperson or by vote of the Board. The Board shall adopt the rules and procedures provided under the Open Meetings Act (1976 PA 267, as amended) for the purpose of providing public participation.

Section 16. Rules of Order. The rules contained in the most recently published edition of Robert's Rules of Order shall govern all meetings of the Board and committees, except as modified by a majority of the Directors present at any meeting. Any disputes as to rules of order and procedure at either a Board or committee meeting shall be decided by the Board or committee Chairperson, whose decision shall be final.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Public Authority ("Officers") shall be a Chairperson, Vice-Chairperson, Secretary, and such other officers as may be elected in accordance with the provisions of this Article. These officers shall have the authority to perform

those duties prescribed by the Board. All Officers shall be Directors, except for the Executive Director and the Clerk.

Section 2. Election and Term of Office. The Officers shall be elected annually, by a majority of the Board, during the Annual Meeting. If the election of Officers is not held during the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. The Board may create and fill, at any meeting of the Board, any new office. Each Officer shall hold office until that Officer's successor is elected by the Board.

Section 3. Removal. Any Officer may be removed from that office by the Board, with or without cause, upon a 2/3 vote by the entire Board.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of the Public Authority and shall, in general, supervise and control all of the business and affairs of the Public Authority, but the Chairperson may, from time to time, delegate all or any part of the Chairperson's duties to the Vice-Chairperson. The Chairperson shall preside at all meetings of the Board. The Chairperson may sign and execute, with the Secretary or any other officer of the Public Authority authorized by the Board, any and all authorized deeds, mortgages, bonds, contracts, checks or other instruments and obligations and execute bonds and/or interest coupons with his/her facsimile signature in the name of the Public Authority (to be attested in the same manner by the Secretary) when so authorized by the Board; provided, however, that any bonds executed by facsimile shall be authenticated by an original signature of a duly appointed corporate trustee appointed to act on behalf of the bondholders; and, in general, The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board. The Chairperson shall be an ex officio member of all standing committees, and shall have the general power and duties of supervision and management of the Public Authority.

Section 6. Vice-Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned to Vice-Chairperson by the Chairperson or by the Board.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; sign with the Chairperson in the name of the Public Authority all contracts and other obligations and execute interest coupons and/or attest bonds with the Secretary's facsimile signature in the name of the Public Authority (to be executed in the same manner by the Chairperson) when so authorized by the Board; and when so ordered, the Secretary shall affix thereto or cause to be imprinted thereon the seal of the Public Authority; be custodian of the Public Authority records and of the seal of the Public Authority; keep a register of the post office address of each Director which shall be

furnished to the Secretary by such Director; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairperson or by the Board.

Section 8. Clerk. In the absence of the Secretary, or in the event of the Secretary's inability or refusal to act, the Clerk shall perform the duties of the Secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary. The Clerk shall perform such other duties as may be assigned to the Clerk by the Secretary or by the Board.

Section 9. Executive Director. The Board may employ an Executive Director on terms acceptable to the Board. The Executive Director shall be the chief executive officer of the Public Authority, shall be responsible for the Public Authority's day-to-day operations, shall have the authority to appoint, employ, hire, terminate, and discipline all other Public Authority employees, and shall perform all other duties incident to that position or as directed by the Board. The Executive Director shall be eligible to serve as Secretary of the Board, pursuant to the Articles of Incorporation. The Executive Director shall at all times be subject to the policies, control, and direction of the Board.

ARTICLE IV

COMMITTEES

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the Directors present at any meeting, may designate and appoint one or more committees, each of which shall consist of less than a quorum of the Board, as well as such other persons designated by the Board. Committees shall have only advisory authority as shall be granted to them by that resolution. No committee shall have any power or authority to render any final decision regarding the Public Authority.

Section 2. Term of Office. The terms of office for committee members shall be determined by the Board.

Section 3. Chairperson. One member of each committee shall be appointed Chairperson of that committee by the Board.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Public Authority, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

Public Authority. Unless otherwise specified by the Board, any document requiring signature on behalf of the Board, including, but not limited to, checks, drafts, contracts, and evidences of indebtedness, shall be signed by the Chairperson or Vice-Chairperson and countersigned by the Secretary or Clerk of the Public Authority. The Board may authorize any officer or officers, agent or agents of the Public authority, in addition to the officers so authorized by these Bylaws, to engage in any financing activity specifically enumerated in the Articles of Incorporation.

Section 2. Deposits. All funds of the Public Authority shall be deposited to the credit of the Public Authority in such banks, trust companies or other depositories as the Board may select.

Section 3. Gifts. The Board may accept on behalf of the Public Authority any contribution, gift, bequest or devise for a general purpose or for any special purpose of the Public Authority.

ARTICLE VI

BOOKS AND RECORDS

The Public Authority shall keep correct and complete books and records of account, shall keep minutes of its proceedings, and shall keep at its principal office a record giving the names and addresses of the Directors. All books and records of the Public Authority may be inspected by any Director, or the Director's agent, or attorney, for any proper purpose at any reasonable time.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Public Authority shall begin on the first day of January and end on the last day of December in each year.

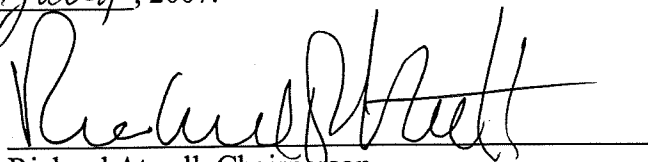
ARTICLE VIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of all Directors, if the changes are given to Directors at least eight (8) business days before the meeting. Written notice for that meeting shall be sent by first-class United States mail to the Directors' last known addresses and is effective when mailed. A Director may authorize the Clerk to send notice to that Director using electronic mail ("email"). Notice sent to that Director using an authorized email address shall be effective on the same day the email is sent.

Notice may be waived in a writing delivered to the Chairperson before or after the meeting is held. Attendance of a Director at the meeting shall constitute a waiver of notice of that meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened and does not otherwise participate in the meeting.

The foregoing Bylaws were adopted by the Kalamazoo County Transportation Authority at a meeting duly held on the 23rd day of July, 2007.

A handwritten signature in black ink, appearing to read "Richard Atwell", is written over a horizontal line.

Richard Atwell, Chairperson

AMENDMENT TO THE
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OF
KALAMAZOO COUNTY TRANSPORTATION AUTHORITY

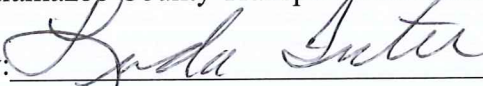
The Bylaws of the Kalamazoo County Transportation Authority, dated July 23, 2007, are amended by the Board of Directors, after approval by a majority of the Board of Directors at a meeting held on August 11, 2008, in the following manner:

1. Article VII of the Bylaws is deleted in its entirety and replaced with the following:

The fiscal year of the Public Authority shall begin on October 1st and shall end on September 30th of the following year.

2. Except as amended herein, the Bylaws, dated July 23, 2007, shall remain in full force and effect.

Kalamazoo County Transportation Authority

By: 

Its: Chairperson