

**BYLAWS OF
TOMPKINS CONSOLIDATED AREA TRANSIT, INC.**

1. MEMBERS

SECTION 1.01. Tompkins Consolidated Area Transit, Inc. ("TCAT") shall have no members.

2. BOARD OF DIRECTORS

SECTION 2.01. BOARD POWERS AND NUMBER. The Board of Directors shall have general power to control and manage TCAT's affairs and property in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors constituting the entire Board after the first Annual Meeting of the Board of Directors shall be nine (9). Each Director shall be at least eighteen (18) years old.

SECTION 2.02. ELECTION AND TERM OF OFFICE OF DIRECTORS.

A. The initial Directors shall be the persons named in the Certificate of Incorporation. They shall serve until January 1 after the first Annual Meeting of the Board.

B. Directors shall be elected at Annual Meetings to hold office for three-year terms, with their terms beginning on January 1 after the Annual Meeting. Three of the Directors on the Board shall be elected from candidates recommended by the City of Ithaca, three from candidates recommended by Tompkins County, and three from candidates recommended by Cornell University. (The City of Ithaca, Tompkins County and Cornell University are hereafter collectively referred to as the "recommending parties.") To become a Director, a recommended candidate must be elected by a majority of the Board then in office.

C. Directors shall be elected on a rotating schedule so that one-third of the terms shall expire each year. For the terms filled at the first Annual Meeting only, each recommending party shall recommend one Director candidate for a one-year term, a second candidate for a two-year term, and a third candidate for a three-year term, and the initial Directors shall elect their successors with these staggered terms.

D. Directors may be elected to any number of consecutive terms.

E. A Director may be elected at a regular or special meeting to fill an unexpired term and shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his or her successor to fill the remainder of the unexpired term is elected and qualified. The Director elected to fill an unexpired term shall be an individual recommended by the departing Director's recommending party.

F. No individual may be elected as a Director if he or she is an employee or agent of TCAT or is related to an employee, officer, or agent of TCAT. For the purposes of these Bylaws, "employee of TCAT" is defined as any individual, regardless of his/her actual employer of record (including contract operators) who is assigned to work under the direction of the General Manager of TCAT. "Relative" is defined as spouse, domestic partner, parent, child, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, grandchild, grandparent, or legal guardian of an employee of TCAT as defined herein.

SECTION 2.03. RESIGNATIONS. Any Director may resign from office at any time by submitting a written resignation to a TCAT Officer.

SECTION 2.04. REMOVAL. Any Director may be removed at any time for cause at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board. Cause shall include neglect of duty or misconduct in office. The votes of at least six (6) Directors, including the votes of at least two (2) of the three (3) Directors who represent each recommending party, shall be required to remove a Director.

SECTION 2.05. BOARD MEMBER COMPENSATION. All members of the Board shall serve without compensation from TCAT, but may be reimbursed by TCAT for actual and reasonable expenses incurred in the discharge of their duties.

3. OFFICERS

SECTION 3.01. OFFICERS. The officers of the Board shall include a chairperson, a vice-chairperson and a secretary/treasurer, who shall be elected from among its members. The method of election shall be as follows.

SECTION 3.02. ELECTION AND TERM OF OFFICE. The officers shall be elected from among the Directors by the Board at its Annual Meeting, or shall automatically succeed to their positions, as the case may be and as further described below. Each officer shall hold office until the first day of the calendar year following the next Annual Meeting, and in any event until his or her successor is elected and qualified, unless subject to earlier removal for cause. One officer shall be elected from the Directors recommended by the City of Ithaca, one officer shall be elected from the Directors recommended by Tompkins County, and one officer shall be elected from the Directors recommended by Cornell University. At the beginning of each calendar year, the previous year's vice-chairperson shall become the chairperson and the secretary/treasurer shall become the vice-chairperson for the new year. A nominating committee appointed by the chairperson will nominate an individual to become secretary/treasurer from the Directors recommended by the recommending party whose representative is the current chairperson. The election for this board officer shall take place at the Annual Meeting of the Board.

This procedure shall be followed except for the first election of officers following the adoption of these Bylaws. At this election, it will be necessary for the nominating committee to nominate

individuals from the Board members to fill all three officer positions. Each recommending entity shall have one of its recommended Directors serve as an officer.

SECTION 3.03. VACANCIES. Should any office become vacant, the Board shall elect a successor at a regular or special meeting from among the Directors recommended by the departing officer's recommending party, and such election shall be for the unexpired term of the office. The Board shall have discretion to determine whether the successor shall serve in the same position as the departing officer, or whether to invoke the automatic succession of Section 3.02 above and elect the successor to the Secretary/Treasurer office.

SECTION 3.04. CHAIRPERSON. The Chairperson of the Board shall be its presiding officer. The Chairperson has the right to propose motions and to vote on all policies, resolutions, and motions. The Chairperson shall co-sign, in accordance with Board policy, along with the General Manager in the name of TCAT, all deeds, mortgages, notes and other instruments of indebtedness as set forth by Board policy and approved by the Board.

SECTION 3.05. VICE-CHAIRPERSON. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall perform all 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 assigned by the Board.

SECTION 3.06. SECRETARY/TREASURER. The Secretary/Treasurer shall present a financial report to the Board at each regularly scheduled meeting showing revenues and expenditures. The Treasurer shall at all reasonable times make available for inspection the corporation's books and accounts to any TCAT Officer or Director. The Secretary/Treasurer shall sign all proceedings and official actions of the Board. The Secretary/Treasurer shall perform other duties as assigned by the Board.

SECTION 3.07. RECORDING SECRETARY. An employee of TCAT shall be appointed by the Board to act as Recording Secretary. The Recording Secretary shall record all the minutes of the meetings of the Board and record all the votes of the Board. The Recording Secretary shall ensure that all minutes, records and reports are properly maintained and that all minutes are made available to the public; shall perform all duties incidental to the office of Recording Secretary and such other duties as may be assigned by the Board. The Recording Secretary shall ensure that notices of all meetings of the Board are given in accordance with these Bylaws. Minutes shall be forwarded by the Recording Secretary to the Secretary/Treasurer for his/her signature upon approval by the Board.

SECTION 3.08. GENERAL MANAGER. The General Manager is TCAT's chief executive and operating officer who is appointed by and directly responsible to the Board. A Board Committee shall annually review the performance and salary of the General Manager and report its recommendations to the full Board during the third quarter of TCAT's fiscal year.

SECTION 3.09 PUBLIC INFORMATION: The Chairperson, or the General Manager if designated, will be the official spokesperson of the Board to the general public, to public and private agencies, and to the press. When speaking in public, individual members of the Board

will represent their own viewpoints or those of the applicable recommending party.

4. MEETINGS

SECTION 4.01. ANNUAL MEETING. Unless changed by resolution of the Board, the Annual Meeting of the Board for the election of its Directors and officers and the transaction of any other business shall be held in the month of November or December at a date, time and place to be established by the Board.

SECTION 4.02. REGULAR MEETINGS. Regular meetings of the Board shall be held at such times and places as established by the Board at its Annual Meeting, but no less than once each quarter. At such meetings the Board may transact such business as may be brought before the meeting.

SECTION 4.03. SPECIAL MEETINGS. Special meetings of the Board may be called by providing the Board members a notice, as authorized by the Chairperson or any three members of the Board, of the purpose, time, and place of the special meeting. Where possible, written notice shall be served on each Board member at least twenty-four (24) hours prior to the meeting. Where twenty-four hour advance notice is not possible, notice may be given personally or by telephone with as much advance notice as possible.

SECTION 4.04. NOTICE OF REGULAR MEETINGS. Notice of regular meetings shall be given by mail, electronic mail, or facsimile transmission to each member of the Board at least one week prior to the day named for such meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, not less than seven (7) days prior to the meeting date, postage prepaid, and addressed to the last known address of each Board member. E-mail or facsimile transmissions shall be deemed given on the date and time at which they are transmitted to the Board member.

SECTION 4.05. WAIVER OF NOTICE. Attendance of a Board member at a meeting, in person, constitutes a waiver of notice of the meeting, except when the Board member attends a Board meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4.06. QUORUM. Unless a greater proportion is required by law, a majority of the Directors then appointed and serving shall constitute a quorum, except in no case shall a quorum be fewer than three (3) Directors. No business except to adjourn and/or reschedule the meeting may be conducted by the Board without a quorum being present. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

SECTION 4.07. DECISION MAKING BY THE BOARD. A roll call vote for official actions by the Board may be required by any Board member and such request shall be honored. Except as specified below or as otherwise provided by statute, on all voting issues coming before the

Board, a majority of the full possible strength of the Board (five members) shall be required for the adoption of any resolutions or motions. The votes of at least six (6) of the Directors, including the votes of at least two (2) of the three (3) Directors who represent each recommending party, shall be required for approval of Operating and Capital Budgets for the twelve-month period ending in December of each year.

SECTION 4.08. RULES. All meetings shall be conducted according to Robert's Rules of Order.

SECTION 4.09. ORDER OF BUSINESS. The order of business at regular meetings shall be set by the Chairperson.

SECTION 4.10 MEETINGS OF THE BOARD AND COMMITTEES. Meetings of the Board and its committees will be conducted as open meetings, as set forth in sections 103, 105 and 108 of the New York State Open Meetings Law (OML). In addition to the grounds for executive session set forth in section 105 of the OML, the Board may enter into executive session to discuss personnel matters, and contract negotiations or disputes which, if discussed in public, could compromise the position of TCAT. Nothing contained in this Section shall be construed to create any third party enforcement rights or remedies other than those existing under statutory or common law to enforce corporate bylaws.

5. COMMITTEES

SECTION 5.01. ESTABLISHMENT. The Board shall establish all committees as are deemed necessary to carry out the purposes of TCAT. The Chairperson shall appoint all committee members and chairs of the committees, subject to the approval of the Board. The committees shall include, but not be limited to, the following standing committees: Executive, Budget, Audit, Transit Service, and Human Resource Committee. Each of the recommending parties shall be represented by at least one Director on each of the standing committees. Each committee so appointed shall consist of no less than three (3) and no more than five (5) Directors. A quorum for each committee shall consist of a majority of the Directors appointed to that committee. Decisions of each committee shall be made by a majority vote of all committee members in attendance.

SECTION 5.02 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Board's Officers and immediate past Chairperson. The Executive Committee shall review and evaluate issues and refer issues to the Board that warrant Board attention. The Executive Committee may act on behalf of the Board in those circumstances in which the Board has specifically authorized the Executive Committee to so act. The Executive Committee may also act on behalf of the Board on issues that require action that can not wait until the next Board meeting, and such action shall be considered as ratified by the Board unless it is expressly revoked by the Board within thirty (30) days of the Board's notification of the action. Notwithstanding the foregoing, the Executive Committee shall not have the power to act on behalf of the Board as to the following matters:

- a. the filling of vacancies on the Board or on any committee;
- b. the amendment or repeal of the bylaws or the adoption of new bylaws;
- c. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- d. the fixing of compensation of the Directors for serving on the Board or any committee (in the event these bylaws are amended to permit such Director compensation).

SECTION 5.03. BUDGET COMMITTEE. The Budget Committee shall consist of Directors. It shall consider the annual plan of financial operation for TCAT, as prepared by the General Manager. The Committee shall transmit such plan, together with such recommendations for modification as it may deem appropriate, to the full Board for final action prior to the commencement of the fiscal year. Working in cooperation with the Secretary/Treasurer, the Budget Committee shall oversee the regular financial reporting activities of TCAT, including the development of a plan for the appropriate custody and control of TCAT's funds, securities, real estate and other property and resources.

SECTION 5.04. AUDIT COMMITTEE. The Audit Committee shall consist of Directors, not more than one of whom may simultaneously be a member of the Budget Committee. The Audit Committee shall oversee the adequacy of TCAT's system of internal controls, and administration of TCAT's policy on conflicts of interest. The Audit Committee shall recommend to the Board the names of certified public accountants for appointment as auditors to examine TCAT's accounts, receive and study the reports of such auditors as may be appointed by the Board, and make its report and recommendations thereon to the Board in a timely manner.

SECTION 5.05. TRANSIT SERVICE COMMITTEE. The Transit Service Committee shall consist of Directors and any other persons deemed appropriate by the Board. The Committee shall be responsible for overseeing the delivery of transportation services by TCAT. The Committee shall review the long-range transportation plans of TCAT and of relevant local governments and agencies and shall consider changes in federal, state and local legislation and regulations that may affect the provision of such services. The Committee shall recommend the modification or revision of such services as may be required by changing circumstances to best meet the needs of the transportation public. The Committee shall receive regular reports from the General Manager concerning the provision of these services by TCAT, and shall periodically receive comments from the public on the quality and quantity of such services.

SECTION 5.06. HUMAN RESOURCE COMMITTEE. The Human Resource Committee shall consist of Directors. It shall review human resource issues, including staffing levels, recruitment and hiring, retention, discipline, grievances, and labor-management issues. It shall also review human resource projects and refer them to the Board for approval where appropriate. The General Manager and Human Resource Manager shall provide regular reports to the Committee about human resource matters.

SECTION 5.07. APPROVAL. All committee actions are subject to approval by the Board.

6. BANK ACCOUNTS, CONTRACTS AND CHECKS

SECTION 6.01. The Board is authorized to select such depositories as it shall deem proper for TCAT's funds and shall determine who shall be authorized on TCAT's behalf to sign checks, contracts and other documents.

7. OFFICE, BOOKS AND FISCAL YEAR

SECTION 7.01. OFFICE. The office of the corporation shall be located at such place as the Board may determine.

SECTION 7.02. BOOKS. There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation, including a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Board.

SECTION 7.03. FISCAL YEAR. TCAT's fiscal year shall begin on January 1 of each year.

8. INDEMNIFICATION

SECTION 8.01. TCAT may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the New York Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate was a TCAT Director, Officer, employee or agent, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

9. AMENDMENT

SECTION 9.01. Except as otherwise provided by statute, these bylaws may be amended or repealed at any meeting of the Board. Such action may be taken, however, only after the substance of the proposed amendment or repeal has been presented in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered. The votes of at least six (6) Directors, including at least two (2) of the three (3) Directors who represent each recommending party, shall be required to amend these bylaws.

Adopted: 12/02/04

Revised: 07/26/07
09/27/07
04/25/13