

By-Laws Of



ARTICLE I NAME-PURPOSE

Section 1. The name of the organization shall be Mobility Alliance of Northwest Ohio.

Section 2. The mission and purpose of the Mobility Alliance of Northwest Ohio is to support public transportation and raise the awareness of its importance. The Mobility Alliance of Northwest Ohio shall be formed in three categories; Education, Access and Environment. The Mobility Alliance of Northwest Ohio works with transportation and transit users, taxpayers, business community, stakeholders, and media outlets to bring about a positive understanding of the mobility options and the commitment to provide the best possible service to the community.

Section 3. Position. Mobility Alliance of Northwest Ohio cannot take a position on public issues or policy that affects our region; however, the Board of Directors shall reserve the rights to issue a concern on public issues or policy that is detrimental to our region. The Board of Directors shall network, discuss, inform, and encourage positions among the members of Mobility Alliance of Northwest Ohio to take back to their respective representation. The members can individually present an opinion, a concern, or information on an issue to the general assembly meeting. The steadfast goal of Mobility Alliance of Northwest Ohio as a group is to educate and network with other members and local officials on a position to our concerns.

ARTICLE II MEMBERSHIP

Section 1. Mobility Alliance of Northwest Ohio is a non profit organization whose membership includes social service agencies, transportation providers and business, community and citizen representatives collaborating for the purpose of promoting a network of mobility choices for persons living in Northwest Ohio. The Mobility Alliance of Northwest Ohio believes a full range of mobility options improves quality of life, economic vitality, accessibility, and the environment.

Section 2. The general assembly shall consist of an unlimited number of members.
Members of the general assembly may represent the following:

- Elected Officials;
- Institutions;
- Social Services Agencies;
- Transportation providers;
- Businesses;
- General public/Interested persons

ARTICLE III MEETINGS OF MEMBERSHIP

Section 1. Executive Meetings. Executive meetings shall be comprised of the Board of Directors meeting and occur just prior the general assembly meetings or as necessary.
The date and place will be set by the Board of Directors.

Section 2. General Assembly Meetings. The meeting shall occur monthly at a time, date, and place to be set by the Board of Directors.

Section 3. Committee Meetings. The date, time, and place shall be set by the Chair of the committee when necessary.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the direction and management of the business, funds, and property of the organization. The Board shall also have the responsibility of determining policy, standards, and procedures for the Mobility Alliance of Northwest Ohio. The Board shall handle the regular business of the organization and shall delegate some of the responsibilities of the organization to the committees of the Mobility Alliance of Northwest Ohio.

Section 2. Expenditures. The Board of Directors shall receive no compensation other than expenses below \$25.00. If any expenses either operational or capital are above \$25.00, the receipts must be presented by a board member and it must be approved unanimously by the board. All approved receipts shall be submitted to the Treasurer in order to be reimbursed. The Board of Directors shall reserve the rights that neither petty cash nor advancements on any expenses will be made available to all members.

Section 3. Meetings. Executive meetings shall be comprised of the Board of Directors meeting and occur just prior the general assembly meetings or as necessary. The date and place will be set by the Board of Directors.

Section 4. Board Elections. The election of directors will occur as the first item of business at the annual meeting of the non-profit organization. The annual meeting takes place in the month of November which the date shall be established by the Board of Directors. Nominations for directors shall submit nominations to the nominating committee by the general assembly members. The nominating committee is responsible for recruitment, screening, and proposition of Board candidates. A list of Board candidates shall be announced and mailed/e-mailed to the general assembly members two weeks prior the election.

Section 5. Terms. All Board members shall serve one year term, but are eligible for re-election with no term limits.

Section 6. Quorum. A quorum for conducting the business of the Board shall be no less than three of the five board members.

Section 7. Notice. An official Board meeting requires that each Board member have written notice two weeks in advance via mail or e-mail.

Section 8. Officers and Duties. There shall be five officers of the Board consisting of a President, Vice-President, Secretary, Treasurer, and Compliance Officer. Their duties are as follows:

The President shall convene Board and General Assembly meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer, and Compliance Officer. The President is responsible for meeting agenda development, budget preparation, and committee chair appointments. The President shall serve as vice chair of the Education Committee.

The Vice-President will chair committees on any special subjects as designated by the board, shall perform the duties of the President in his/her absence and other duties as assigned by President. The Vice-President shall serve as vice chair of the Nominating Committee and any special committee meetings.

The Secretary shall be responsible for maintaining the non-fiscal records of Board actions, including overseeing the taking of minutes and attendance records at all board and general assembly meetings, sending out announcements of the meetings, distributing copies of minutes and the agenda to all members. The Secretary shall serve as vice chair of the Marketing Committee.

The Treasurer shall make a financial report at each Board meeting. The treasurer shall assist in the preparation of the budget and development of fundraising plans, and make financial information available to Board and general assembly members and the public annually. The Treasurer shall be responsible for all funds of the organization, filing of all appropriate tax information, assisting with audits, fiscal reports, and maintenance of accurate records. The Treasurer shall serve as vice chair of the Grants Committee.

The Compliance Officer shall be responsible for reviewing all regulations federal, state, and local laws that pertain to the non-profit organization. The Compliance Officer shall be responsible of maintaining policy, standards, procedures, and organization's glossary of the non-profit organization; and also be knowledgeable of the organization's by-laws when Board of Directors and general assembly members seek assistance. The Compliance Officer shall serve as chair of the Grants Committee and serve as vice-chair of the Technology Committee.

Section 8. Vacancies. The Board of Directors shall have the power to fill vacancies resulting from resignation or removals. The Board shall hold elections to fill vacancies for the remainder of the term at the next general assembly meeting.

Section 9. Removal. The Board may remove from office any member of the Board who violates the terms of these By-Laws, explicit instructions of the Board for the conduct of the non-profit organization's business, or who publicly acts to thwart or obstruct the organization's objectives. Removals must be approved by a two-thirds majority vote of the directors present following a thirty day written notice to all Board members of the intent to do so. The Board may also declare a vacancy of the office of any Director who has had three or more unexcused absences from meetings of the Board during the Director's term in office, provided that such Director has been given written notice of proposed action. The Director may respond by letter, e-mail, or in person if they wish to oppose the action or explain the reason for their absences.

Section 10. Special Meetings. Special meetings of the Board shall be called at the request of President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked or e-mailed two weeks in advance.

ARTICLE V

GENERAL ASSEMBLY MEMBERS

Section 1. The General Assembly shall have the purpose of discussing the national, state, and local mobility options and issues. The monthly meeting provide opportunities in-depth discussions of mobility issues. Ideas and issues expressed by the general assembly members will be considered by the Board of Directors who shall have the responsibility of determining the platform and agenda for the Mobility Alliance of Northwest Ohio.

Section 2. Expenditures. The general assembly members receive no compensation. If any expenses either operational or capital are above \$0.01, the members of the General Assembly must present the proposed expenses with a reasonable statement to the board and it must be approved unanimously by the board. All approved receipts shall be submitted to the Treasurer in order to be reimbursed. The Board of Directors shall reserve the rights that neither petty cash nor advancements on any expenses will be made available to all members.

Section 3. Meetings. The meeting shall occur monthly at a time, date, and place to be set by the Board of Directors.

Section 4. The general assembly shall consist of an unlimited number of members.

Members of the general assembly may represent the following:

Elected Officials;
Institutions;
Social Services Agencies;
Transportation providers;
Businesses;
General public/Interested persons

Section 5. Terms. There are no terms for the General Assembly members.

Section 6. Quorum. A quorum for conducting the business of the General Assembly meeting shall be no less than two members.

Section 7. Notice. An official General Assembly meeting requires no written notice as the meeting is an open forum to discuss issues and news about mobility options.

Section 8. Members. The Board of Directors shall have the power to recruit new and past members of the Mobility Alliance of Northwest Ohio. The Mobility Alliance of Northwest Ohio is a non-profit organization that advocates mobility options so therefore anyone from the general public or agencies is welcome to be part of the general assembly forum.

Section 9. Removal. The Board of Directors may remove any member of the general assembly member who violates the terms of these By-Laws, explicit instructions of the Board for the conduct of the non-profit organization's business, or who publicly acts to thwart or obstruct the organization's objectives. Removals must be approved by a two-thirds vote majority of directors present following a thirty day written notice to all Board members and the affected general assembly member of the proposed action. The General Assembly member may respond by letter, e-mail, or in person.

Section 10. Special Meetings. Special meetings of the General Assembly shall be called by the President or two-thirds majority of the Board. Notices of special meetings shall be mailed or e-mailed by the Secretary to each general assembly member two weeks in advance.

ARTICLE VI COMMITTEE

Section 1. The committees' purposes are to address special mobility issues or aspects of the operation of the Mobility Alliance of Northwest Ohio and report back to the board and general assembly as appropriate. Established committees are able to provide an opportunity to research and discuss mobility issues more in greater detail.

Section 2. Expenditures. The committee members receive no compensation other than reasonable expenses which will be decided and approved by the Board of Directors. If any expenses either operational or capital are above \$0.01, the members of the General Assembly must present the proposed expenses with a reasonable statement to the board and it must be approved unanimously. All approved receipts shall be submitted to the Treasurer in order to be reimbursed by the board. The Board of Directors shall reserve the rights that neither petty cash nor advancements on any expenses will be made available to all members.

Section 3a. Established Committees. The Board of Directors shall establish and maintain ongoing committees as necessary to conduct the business of the Mobility Alliance of Northwest Ohio. Established committees include Education, Grants, Technology, Marketing, and Nominating. The date, time, and place of committee meetings shall be set by the committee chair and vice-chair as necessary. Committees shall report to the Board.

Section 3b. Special Committees. The Board of Directors shall reserve the right to establish special committees it deems appropriate. Special committees shall be established by a two-thirds vote of the Directors present. Special committees may deal with time sensitive issues and will be chaired by the Vice President of the board.

Section 4. Committee Chairs. The Board President appoints all committee chairs. Committee chairs must be members of the general assembly except for the Grants Committee which shall be chaired by the Compliance Officer. Board members shall not hold chair positions except on an interim basis. The Board of Directors shall assume the vice chair of the standing committees.

Section 5. Terms. The standing committee chairpersons are appointed by the Board President for a one-year term and can be reappointed without any limit.

Section 6. Quorum. A quorum for conducting the business of the committee meeting shall be no less than half of the members. Committee members need not be members of the Board of general assembly.

Section 7. Notice. An official committee meeting are required that each committee member have written notice two weeks in advance.

Section 8. Members. The Board President shall have the power to assign general assembly members of the organization to designated committees with certain background of expertise. There is no limit on the total number of members that can be assigned to each committee.

Section 9. Removal. The Board of Directors may remove any committee member who violates the terms of these By-Laws, explicit instructions of the Board for the conduct of the non-profit organization's business, or who publicly acts to thwart or obstruct the

organization's objectives. Removals must be approved by a two-thirds vote majority of directors present following a thirty day written notice to all Board members and the affected committee member of the proposed action. The committee member may respond by letter, e-mail, or in person.

Section 10. Special Meetings. The date, time, and place shall be set by the chair and vice-chair when necessary.

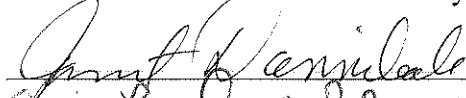
**ARTICLE VI
DISSOLUTION**

In the event of dissolution of the Mobility Alliance of Northwest Ohio, remaining assets after the satisfaction of all obligations shall be distributed for purposes within the scope of Internal Revenue Services 501 © (3), or amendments thereof.

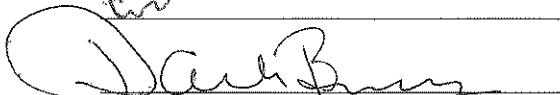
**ARTICLE VII
AMENDMENTS**

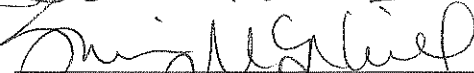
The By-laws may be amended at any meeting of the Board of Directors, provided that a copy of the proposed amendments are mailed or e-mailed to all directors at least two weeks before such meeting. A two-thirds vote of the Directors present shall be necessary to amend the By-Laws.

These By-Laws were approved at a meeting of the Board of Directors of Mobility Alliance of Northwest Ohio on May 5th, 2008.

 President

 Vice-President

 Secretary

 Treasurer

 Compliance Officer

Revised on May 5, 2008