

BYLAWS  
OF  
TRANSPORTATION OPTIONS GROUP OF OREGON



Adopted: December 20, 2005  
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. For assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

**BYLAWS**  
**OF**  
**TRANSPORTATION OPTIONS GROUP OF OREGON**

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Transportation Options Group of Oregon (TO-GO) are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Transportation Options Group of Oregon include the following:

To promote transportation options and balanced transportation systems.

To create a greater awareness of transportation options.

To provide a format for transportation options professionals and/or other interested entities or individuals to exchange and distribute information at the local/regional level.

Transportation options include but are not limited to: Transit (bus and light rail), car/vanpooling, walking, bicycling, teleworking, use of telecenters, creative work schedules, and commuter and passenger rail.

ARTICLE II. NONVOTING MEMBERS

Section 1. Non Voting Members. TO-GO shall have NON VOTING MEMBERS, which will be known as Associate members.

Section 2. Rights and Obligations of Non Voting Members. The Board of Directors may by resolution establish categories of non Voting Membership and determine any dues, obligations and privileges of members in those categories. The non Voting Members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

ARTICLE III. VOTING MEMBERS

Section 1. Powers of Voting Members. Voting Members have the power to elect and also to remove the members of the Board of Directors of TO-GO, to elect and remove Voting Members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the Voting

Members, and to vote on any other matters properly put before them by the Board of Directors.

Section 2. Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses, dues payments and status of Voting Members and non-Voting Members.

Section 3. Dues. There may be annual dues required for Voting Membership. The Board of Directors may by resolution set or alter the amount of membership dues for Voting Members, and may waive or reduce dues for low income members or for members who make some other form of contribution to the organization.

Section 4. Selection and Tenure of Voting Members. Voting Membership shall be automatic if dues are paid and qualifications are met.

Voting Membership shall continue so long as the required dues are paid or waived, any other requirements are met, and the member has not resigned, been removed or suspended. Voting Membership in this corporation is not transferable.

Section 5. Number of Voting Members. The number of Voting Members shall at least be as large as the Board of Directors.

Section 6. Qualifications of Voting Members. Anyone who or any entity that supports the purpose of TO-GO shall be eligible to become a member of TO-GO. All questions relating to eligibility and status of membership shall be subject to review by the TO-GO Board of Directors. Voting Members may be individuals or organizations/legal entities; and organizations shall have the right to appoint a person to represent them and cast the organization's vote at meetings. The Board of Directors may establish different classifications of membership with different voting rights.

Section 7. Suspension or Removal of Voting Members. A voting member's voting privileges will be suspended if his or her dues are delinquent and may be reinstated if payment of the overdue dues is received. A voting member may be expelled by the Voting Members for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the Voting Members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion, to the Voting Members, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the Voting Members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 8. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 9. Quorum for Voting Membership Meetings. A quorum will consist of the presence, participation by conference call, or voting by mail, where that is allowed, of at least ten percent (10%) of the Voting Members.

Section 10. Decision-Making by Voting Members. The affirmative vote of at least a majority of the Voting Members present at or participating by phone, mail or e-mail in a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the Voting Members, unless a greater proportion is required by law, the Articles or Bylaws. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 11. Proxy Voting. Proxy voting will not be allowed at any meeting of the Voting Members or as part of reaching any decision by the Voting Members.

Section 12. Voting by Mail, Fax or E-mail. Unless prohibited or limited by the Articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the Voting Members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax, or e-mail, as directed by the individual member. The written ballot will: a) set forth each nominee or proposed action; and b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

Section 13. Annual Voting Membership Meeting. There must be an annual meeting of the Voting Members each year which will be held to elect new members to the Board of Directors. It will be held during the fourth quarter of the calendar year at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all Voting Members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting Voting Members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting Members will then elect persons nominated to fill any vacancies on the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. Members may be given the option to vote by mail, fax, or e-mail rather than in person. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 14. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the Voting Members at times and locations set by the Board of Directors. A single notice sent by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special Meetings of the Voting Members may be called by the President, by the Board of Directors or by a quorum of the Voting Members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 15. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 16. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 17. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of

Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Transportation Options Group of Oregon. All Directors must be Voting Members in good standing. The Corporation shall strive to include Board Members from all geographical regions of Oregon.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than five and no more than fifteen members. The specific number of directors within this range will be set and may be changed by resolutions passed by the Voting Members.

The Voting Members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve one year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

A) Nominations. The initial members of the Board of Directors shall be appointed by the Incorporator. Subsequent directors shall be elected by the then-current Voting Members at an annual meeting of the Voting Members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by Voting Members, or by non Voting Members.

B) Election Process. Each member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C) Election Policy and Procedures. The Board shall prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D) Annual Meeting. The election of directors will take place at the annual meeting of the Voting Members, which will be held during the fourth quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the Voting Members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the Board of Directors or the Voting Members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the Voting Members, or as required for a special meeting of the Voting Members, whichever is appropriate, stating that the removal of a director is to be considered (See Article III, Sections 12 and 13).

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The Board of Directors may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the Voting Members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a majority of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken instead. The affirmative vote of at least two-thirds of all of the Directors in office or participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions Without Meetings. The Board may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken and is signed by all the directors then in office. The resolution is effective when the last director signs a copy of the unanimous consent resolution. The unanimous consent resolution may be sent or transmitted by mail, fax or email. The unanimous consent resolution must be filed with the corporate records.

Section 15. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by phone or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 16. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 17. Authority of Directors. No Director may speak or act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

#### ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of TO-GO must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must be Voting Members in good standing. The officers must include a president, secretary and treasurer. The Board may also elect one or more vice-presidents, a chairperson, and other officers as desired. The same person may not hold the offices of president and secretary at the

same time, but the same person may hold any other two offices. Officers must serve simultaneously as members of the Board of Directors.

Section 2. Election and Term of Office. The officers of TO-GO will be elected by the Board of Directors. As soon as possible following the election of directors, the Board of Directors will meet to elect new officers of the corporation. Each officer will hold office for one year or until her/his successor has been properly elected and has taken office, unless she or he resigns or is removed.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, through the amendment of this section of these bylaws.

Section 7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may appoint a chair and determine his or her duties. The Board may delegate the appointment of the chair to the Board President.

Section 10. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

## ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for the corporation. Such committees must be established by the affirmative vote of a majority of all directors then in office. Board committees must consist of two or more directors, and must not have any members who are not members of the Board of Directors.

Executive Committee: The Board may elect an Executive Committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, secretary, and treasurer of the organization, so long as they are simultaneously members of the Board of Directors. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

Section 3. Non-Board Committees. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Members. The Board will appoint the members of every Board committee. The President or the Board or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee must be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee, subject to later confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 3. Tax Year. The tax year of the corporation is July 1<sup>st</sup> through June 30<sup>th</sup>.

Section 4. No Discrimination. TO-GO does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

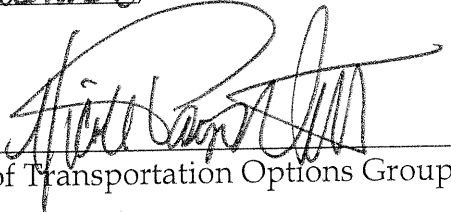
ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of all Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, approval by two-thirds of all Voting Members present at a properly called meeting, at which a quorum is present, is also required for any amendments that alters the rights, powers, or obligation of Voting Members, or that alters the process for the selection or removal of Voting Members or Directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Transportation Options Group of Oregon, as duly adopted by the Board of Directors on the 20 day of December, 2005.

Signed this 20 day of December, 2005.

A handwritten signature in black ink, appearing to read "Steve [unclear]", written over a horizontal line.

Secretary of Transportation Options Group of Oregon