

**BY-LAWS OF THE
SAN LEANDRO TRANSPORTATION MANAGEMENT ORGANIZATION
A Non-Profit Corporation**

ARTICLE I – NAME

The names of this organization shall be the San Leandro Transportation Management Organization (hereinafter called the TMO).

ARTICLE II – AUTHORITY AND PURPOSE

The Corporation is organized exclusively for social welfare and educational purposes as those terms are defined and limited by Section 501(c)(4) of the Internal Revenue Code (1954), as amended, or any corresponding provisions of a subsequent federal law. The purpose of the Corporation is to improve traffic conditions by coordinating the business community's efforts and working cooperatively with local government to address common transportation concerns, improve accessibility and mobility, and provide transportation services. The Corporation will advocate and promote Transportation System and Demand Management strategies for the purpose of, but not limited to, such goals as 1) reducing traffic congestion, 2) reducing air pollution, 3) reducing commuting costs, 4) generating joint public/private sector approaches to solving transportation problems to/from the area served as the TMO, and 5) creating a central information service for ridesharing, public transportation and other transportation-related subjects. The Corporation shall engage in activities necessary and proper to accomplish the purpose in accordance with the law working with the business community which includes but is not limited to developers, Corporations, commercial property owners and employers.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number

The Corporation shall have Directors and collectively they shall be known as the Board of Directors. The number of Directors shall be the same as the number of members in the TMO, and may be changed by amendment of these By-Laws, or by respect of these By-Laws and adoption of new By-Laws as provided in the By-Laws to include two (2) members from the City of San Leandro and four (4) members who are TMO business partners.

Section 2 – Powers of Directors

Subject to the limitations provided by law, the Articles of Incorporation, or these By-Laws, all corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a. To select and remove any or all of the officers agents and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the

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Articles of Incorporation or the By-Laws; fix their compensation and require from them security for faithful service.

- b. Conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with laws, with the Articles of Incorporation, or the By-Laws, as they deem best.
- c. To change the principal office for the transaction of business of the Corporation from one location to another within the area surveyed by the San Leandro TMO; to designate any Directors or members meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provision of law.
- d. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and securities therefore.
- e. To solicit, collect, receive acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed.
- f. To act as trustee under any trust created to furnish funds for the principal objectives of this Corporation and receive, hold, administer, and expend funds and property subject to such trust.
- g. To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of mortgage, pledge or otherwise hypothecate or encumber, and to deal in with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, Corporation of association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.
- h. To enter into, make, perform and carry out contracts for every kind for any lawful purpose without limit as to amount, with any person, firm, association or Corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

Section 3 – Qualifications of Directors

Directors are open to any person, natural or corporate, partnership or association, who is a developer of land (in any stage of development); owner of either commercial or retail project; a tenant; public agency; or an employer of business located within the area served by the San Leandro TMO. Minimum financial support levels shall be set by the Board of Directors and may vary based upon the size or type of organization.

Section 4 – Number of Directors

The Board of Directors shall consist of not less than five (5) nor more than nine (9), the exact number of which may be fixed by the Board of Directors from time to time.

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Section 5 – Terms of Office

Each Director may hold office for as long as the organization, business, or agency they represent is a member in good standing of the Corporation.

Section 6 – Compensation

Directors shall serve without compensation for the services but may fix reasonable allowance for expenses actually incurred in connection with their duties.

Section 7 – Resignation or Removal

Any Director may resign by giving written notice to the Secretary. Any qualified Director may be removed from the Board for failure to remain current in their financial commitment as established by the Board. A Board member will be designated as delinquent for failure to meet financial obligations with 60 days of the established due date.

Section 8 – Place of Meeting

The Board may hold its meetings, annual, regular or special, at such place as determined by the Board of Directors.

Section 9 – Annual and Regular Meetings

An annual meeting of the Board shall be held in the month of January each year for the election of officers, for the appointment of committees, for the receipt of reports from committees and officers, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held on the date and at the time and place as shall be stated in the notice of the meeting, which notice shall be in writing and shall be mailed at least 72 hours before the annual meeting.

Regular meetings of the Board shall be held monthly, as needed. Meetings shall be noticed 72 hours in advance by mailing of the agenda, either electronically or by U.S. mail, to Directors.

Section 10 – Special Meetings, Notice and Waiver

Special meetings of the Board shall be held at the desire of the Chair or Secretary of the Corporation, or any four Directors. At least 72 hours written or oral notice of each such special meeting stating the time and place of the meeting shall be given to each Director. Neither the business to be transacted nor the purpose of any of the Board need be specified in the notice unless required by the Bay-Laws.

Section 11 – Quorum, Adjournment, and Manner of Acting

A majority of the total number of voting members shall constitute a quorum for the transaction of business. The vote of a majority of the total number of Directors shall be the act of the Board, except as may be otherwise specifically provided by statute or these By-Laws. If all the voting members collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board. The super majority consent of the Board shall be required for major route changes and schedule changes for the shuttle service of the San Leandro TMO.

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ARTICLE IV – OFFICERS, AGENTS, AND EMPLOYEES

Section 1 – Number, Qualifications, Term, and Election of Officers

The officers of the Corporation shall be the Chair, Vice Chair, Treasurer, and Secretary, each of whom shall be elected by the Board from among their members. There shall be an Executive Director appointed by the Board. A director may jointly hold the offices of Treasurer and Secretary. Each officer shall hold office for a term January through December from the time he or she is elected in November until the next succeeding annual meeting of the Board and until his or her successor shall have been duly elected and qualified. The Board may from time to time, appoint such other officers, agents and employees as the Board may deem necessary or advisable, each of whom shall hold office or employment for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 2 – Removal from Office

Any officer of the Corporation may be removed with or without cause at any time by the act of the Board.

Section 3 – Chair of the Board

The Chair shall be the chief executive officer for the Corporation. The Chair shall preside at each meeting of the Board and at each meeting of the Executive Committee. The Chair shall be entitled to notice of and to attend meetings of all committees. The Chair shall see that all orders and resolutions of the Board and of committees of the Board are carried into effect.

Section 4 – Vice Chair of the Board

The Vice Chair of the Board (hereinafter called the Vice Chair), will assist the Chair in carrying out his or her duties as set forth in Section 3 of this Article. He or she shall preside in the Chair's absence at meetings of the Board of Directors, Executive Committee, and the members when such are called for under these By-Laws. With the Chair and the Board of Directors, the Vice Chair shall be responsible for the formation and implementation of the general policies of the Corporation. He or she shall also perform other duties as requested of him from time to time by the Chair or the Board. In case of the Chair's absence or inability to act, the Vice Chair shall perform the duties of the Chair and when so acting, shall have all the authority of and be subject to all restrictions upon the Chair.

Section 5 – Treasurer

The Executive Director/staff may act as Treasurer and shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall keep full and accurate accounts of assets, liabilities, receipts and disbursement and other transactions of the Corporation in books belonging to the Corporation; shall cause regular audits of such books to be made under the guidance and direction of the Board; and shall deposit or cause to be deposited all monies and other valuable effects in the name of and the credit of the Corporation in such banks or other valuable effects in the

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name of the credit of the Corporation in such banks or other depositories as may be designated by the Board. The Treasurer, with the authority of the Chair, shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements. He or she shall render whenever the Board of Chair requires it a statement of all transactions as Treasurer and an account of the financial condition of the Corporation.

Section 6 – Secretary

The Executive Director/staff may act as Secretary and shall be responsible for supervising the recording and keeping minutes of all meetings of the Board and of the Executive Committee. The Secretary shall keep a register of the post office address of each member which shall be furnished to him or her by such members, and shall cause to be given notice of all meetings of the Board and Executive Committee. He or she shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed to all documents to execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board. He or she shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that the reports, statements and other documents required by law are properly kept or filed. He or she shall perform all duties incident to office of secretary and such other duties as may from time to time be assigned to him or her by the Board of the Chair.

Section 7 – Vacancies

Except as otherwise provided in these By-Laws, in case the office of the Chair, Vice Chair, Treasurer, Secretary or other person appointed by the Board becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term by action of the sole remaining Directors in office.

Section 8 – Resignations

Any officer, agent or employee appointed by the Board may resign his or her office at any time by giving written notice of his or her resignation to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time of its receipt and the acceptance of the resignation shall not be necessary to make it effective. In such cases, the Company member shall designate another representative to the TMO and the Board of Directors shall elect a new officer.

Section 9 – Non-Liability of Officers and Directors

The Officers and Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE V – PERSONNEL

Section 1 – Executive Director

The Board of Directors may employ an Executive Director who shall be the chief operating and administrative officer of the Corporation, subject to the direction of the Board. He or she shall be responsible for the Corporation's day to day operations, organization and staff. In general, he or she

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shall perform all duties incident to the position of administrative officer and such other duties as may from time to time be assigned to him by these By-Laws or by the Chair of the Board. The Board shall fix the compensation for such office and approve a salary structure.

Section 2 – Other Personnel

The Board of Directors may also employ such other office and professional personnel and retain consultants as may be deemed necessary to attain the objectives of the Corporation.

ARTICLE VI – CONTRACTS, INCOME AND DISBURSEMENTS

Section 1 – Contracts

The Board may authorize Executive Director or Chair, in addition to the officers so authorized by these By-Laws to enter into any contract or service agreement or to execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2 – Payment (Rev. 4-13-23)

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation for any amount and shall be signed or otherwise transacted by the Executive Director of the Corporation or their designee. Expenditures or payments in excess of \$5,000 must be co-approved by two of the following: Chair, Treasurer, or Executive Director or their designee, unless such expenditures or vendors have been pre-approved by board action.

Section 3 – Service Fees

The Board of Directors may set and collect fees and charges to be paid by Corporations, agencies, partnerships, joint ventures, other organizations or individuals for services performed or to be performed by the Corporation in accordance with the Articles of Incorporation and these By-Laws. Such fees and charges may vary in amount based upon the type and quantity of the services and the type and size of organization receiving said services. The fair market value of in-kind services provided by such organizations may be counted against the total amount of fees or charges owed.

Section 4 – Gifts

The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequest, or devices for the general purposes or for any special purpose of the Corporation.

ARTICLE VII – BOARD AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep summaries of the proceedings of the meetings of its members, Board of Directors and Committees having any of the authority of the Board of Directors and shall keep a record of names and addresses of members entitled to vote. At intervals of not more than twelve months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a statement of receipts and disbursements for the proceeding twelve month period. All

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books and records shall be kept at a location designated by the Board and may be inspected by any member or his/her agent for any proper purpose during usual business hours.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of the month of July.

ARTICLE IX – NON-LIABILITY

No members of the Corporation and no contributor to the Corporation shall be liable for the acts of the Corporation, its Board of Directors, its agents or its representatives. The Corporation shall indemnify any person who was or is a party, or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding civil, criminal administrative or investigative when the person is/was a member, Director, officer, employee or agent of the Corporation, except that to the extent that such claims suits, etc., shall arise by virtue of willful misconduct or gross negligence.

ARTICLE X – AMENDMENTS

The By-Laws may be amended, altered or repealed or new By-Laws adopted by a two-thirds (2/3) vote of the Directors at any meeting provided that the proposed action was stated in specific terms in the notice of the meeting.

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