

BY LAWS
OF
CAPE COD REGIONAL TRANSIT AUTHORITY
ADVISORY BOARD

Section I. AUTHORITY

1.1 Authority. These By Laws are adopted pursuant to Massachusetts General Laws, Chapter 161B, Section 6, as amended. These By Laws, the powers of the Cape Cod Regional Transit Authority Advisory Board (the "Advisory Board") and of its officers and all matters concerning the conduct and regulation of the affairs of the Advisory Board shall be subject to such provisions in regard thereto, if any, as are set forth in Chapter 161B, paragraph 5, as from time to time amended and supplemented.

1.2 Gender. As used herein, the personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

**Section 2. ADVISORY BOARD MEMBERS
MEETINGS OF THE BOARD**

2.1 Number and Qualification. As provided in Chapter 161B, each member community of the Regional Transit Authority shall be entitled to one member or designee on the Advisory Board.

2.2 Designees. The designee of a member of the Advisory Board, appointed in accordance with Chapter 161B, Section 5, as amended, shall for all purposes be the member of the Advisory Board until his designation is suspended or revoked. The appointment of a designee by a member shall be in writing and shall be construed as being for an indefinite period of time unless otherwise specifically provided in the written designation. The ineligibility of a person to serve as a member of the Advisory Board shall constitute revocation of any written designation made by that person.

2.3 Powers. The affairs of the Cape Cod Regional Transit Authority shall be managed by the Administrator. The Advisory Board shall have and may exercise all powers of an Advisory Board as set forth in Chapter 161B.

2.4 Committees. The chairman of the Advisory Board may appoint one or more committees and the Advisory Board may delegate to any such committee or committees any or all of its powers, provided that any committee to which the powers of the members are delegated shall consist solely of members. Unless the members otherwise determine, an Executive Committee comprised of the chairman, vice chairman, clerk, and such other members of the Advisory Board as are from time to time elected by the Advisory Board, shall have the power to act on all matters requiring prompt action between Advisory Board meetings except as otherwise provided in Chapter 161B. Unless the members otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By Laws for the Advisory Board.

2.4.1 Ad Hoc Sub Committees. The Chairman of the Advisory Board may from time to time create sub committees to investigate and review specific subject matter as delineated by the Advisory Board and, further, to offer recommendations on their findings to the Advisory Board members present at a regular or special meeting. These Ad Hoc Committees shall report its findings and recommendations to the Advisory Board within sixty (60) days or such other time frame determined by the Advisory Board to be suitable.

2.4.2 Standing Committees. There shall be the following standing committees of the Advisory Board:

Executive: Chairman, Vice Chairman, Clerk. It shall be the responsibility of the Executive Committee to convene on a regular basis to hear reports of the Administrator and to act on matters coming before accordingly. All actions of the Executive Committee shall be reported to the full Advisory Board at its next regularly scheduled meeting. It shall be the responsibility of the Executive Committee to recommend the yearly goals of the Authority to the Advisory Board that may include budget, ridership, personnel, fare and service.

Budget: A Budget Committee of at least three members of the Advisory Board shall convene at least on a quarterly basis to hear reports of the Administrator and to act on matters coming before it accordingly. All actions of the Budget Committee shall be reported to the full Advisory Board at its next regularly scheduled meeting. The Budget Committee shall be responsible for the development of the fiscal year budget and shall report to the full Advisory Board a draft budget no later than March 31st and a final budget no later than May 31st of the prior fiscal year, unless such time frame is extended by a vote of the Advisory Board.

Personnel: A Personnel Committee of at least three members of the Advisory Board shall convene at least on a quarterly basis to hear reports of the Administrator and to act on matters coming before it accordingly. All actions of the Personnel Committee shall be reported to the full Advisory Board at its next regularly scheduled meeting. The Personnel Committee shall be responsible for the yearly evaluation of the Administrator based on the goals for the fiscal year set by the Advisory Board. The evaluation of the Administrator shall take place prior to the adoption of the yearly budget.

Fare & Service: A Fare & Service Committee of at least three members of the Advisory Board shall convene on an as-needed basis to review requests for new service or to hear reports of the Administrator and to act on matters coming before it accordingly. All actions of the Fare & Service Committee shall be reported to the full Advisory Board at its next regularly scheduled meeting. The Fare & Service Committee shall be responsible for meeting quarterly to assess the ridership goals of each route, as set by the Advisory Board, and to recommend further actions if necessary.

- 2.5 Regular Meetings. The Advisory Board shall meet on the third Wednesday of each month. In the event that said regular meeting date falls on a legal holiday, the meeting shall be held on the next succeeding day. The Board may, by majority vote, change the regular meeting date, as it sees fit.
- 2.6 Special Meetings. Special meetings of the Advisory Board may be held at any time and at any place when called by the Chairman of the Board (or in the absence of the chairman of the board, the vice chairman) or shall be called when requested in writing by four or more members.
- 2.7 Notice of Meetings. Notice of the time and place of each regular or special meeting of the members and the subject matter of the meeting shall be given to each member by hand delivery or by first class mail, postage prepaid, or via electronic mail at least Five (5) days, excluding Saturdays, Sundays and Holidays, before the meeting addressed to him at his usual or last known address on file with the Cape Cod Regional Transit Authority. Notice of each regular or special meeting of the Advisory Board shall be made available to any individual or organization requesting such, including all materials and subject matter to be discussed.
- 2.8 Quorum. At any meeting of the members of the Advisory Board a majority weighted vote as determined in accordance with Chapter 161B, Section 5, of the members then in office shall constitute a quorum for transaction of business. Any meeting may be adjourned to a date and time certain by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice, except such notice as may otherwise be required by law.
- 2.9 Subject of Meetings. The Advisory Board may at its regular monthly meeting deal with any matter upon which it is empowered to act by law or these By Laws. At a special meeting, no business shall be considered other than as designated in the notice of the meeting, unless all of the members of the Advisory Board present at the meeting agree to open the meeting to any other item or items of business.

Section 3. OFFICERS AND AGENTS

- 3.1 Number and Qualification. The officers of the Advisory Board shall be a chairman, vice chairman, clerk and such other officers, if any, as the members may determine from time to time. The Advisory Board may also have such agents, if any, as the members may from time to time appoint. An officer must be a member of the Advisory Board. No member may hold more than one office at the same time.

3.2 Election of Officers. The chairman, vice chairman, and clerk shall be elected annually by majority vote of the Advisory Board members at the Board's regular June meeting, or if there is no June meeting of the Advisory Board, officers shall be elected by the members at the next regular or special meeting of the Board. Other officers, if any, may be elected by the members at any time. No member shall hold more than one office on the Advisory Board at any time.

3.3 Term of officers. The Chairman, vice chairman, clerk shall each hold office until his successor is chosen and qualified as hereinabove provided, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

3.4 Removal. An officer may be removed with or without cause by the vote of a majority of the members of the Advisory Board constituting a quorum at a regular or special meeting of the Board. An officer may be removed for cause only after reasonable written notice specifying the cause, and after reasonable opportunity to be heard before the Advisory Board.

3.5 Vacancies. Vacancies in office, including those resulting from resignation, removal of an officer ceasing to hold municipal office or written designation upon which Advisory Board membership is based, shall be filled for the unexpired term by election by majority vote of the members of the Advisory Board at its next regular or special meeting following the creation of such vacancy.

3.6 Chairman and Vice chairman. The Chairman shall be the chief executive officer of the Advisory Board and, subject to the control of the members, shall have general charge and supervision of the affairs of the Advisory Board, and shall preside at all meetings of the Advisory Board and of its Executive Committee. The Chairman shall have a right to vote on all matters.

The Vice chairman shall have such duties and powers as the members shall determine. The Vice Chairman shall have and may exercise all the powers and duties of the chairman during the absence of the Chairman or in the event of his inability to act for any reason.

3.7 Clerk. The Clerk shall record and maintain records of all proceedings of the Advisory Board and its Executive Committee. If the Clerk is absent from any meeting, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Section 4. AMENDMENTS

These By Laws may be altered, amended or repealed at any regular or special meeting of the Advisory Board, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by majority vote of the members. No later than the time of giving of the notice of the meeting to the members, preceding the proposed amending or repealing by the members of any By Laws, notice thereof stating the substance of such change shall be given all members of the Advisory Board. Any by law so altered, amended or repealed by vote of the members of the Advisory Board may be further altered or amended or reinstated by the members of the Advisory Board in the above manner.

Section S. SEPARABILITY

If any provision of these By Laws or portion of such provision of the application thereof to any person or circumstance is held invalid by a Court of competent jurisdiction, the remainder of the By Laws (or the remainder of such provision) and the application thereof to other persons or circumstances shall be affected thereby.

Section 6. MISCELLANEOUS

6.1 Rules of Order. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure at a meeting of the Advisory Board, Executive Committee, or of any committee or sub committee, unless otherwise provided by these By Laws or by other specific rules of procedure adopted by the members.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that:

1. The undersigned is the duly elected and acting Clerk of the CAPE COD REGIONAL TRANSIT AUTHORITY ADVISORY BOARD, duly organized and existing under the laws of the Commonwealth of Massachusetts.
2. That the By Laws of the Advisory Board were duly adopted by vote of the Advisory Board on October 26, 2005.
3. That the foregoing By Laws constitute the By Laws of CAPE COD REGIONAL TRANSIT AUTHORITY ADVISORY BOARD as of the date of this certification.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his name as of the 26th day of October 2005.

A True Copy, Attest:

George H. Dunham, Clerk