

BY-LAWS
OF THE
NORTHWESTERN CONNECTICUT TRANSIT DISTRICT
REVISED MAY 12, 2004

Article 1 - Name

Section 1 : The name of this organization shall be the Northwestern Connecticut Transit District.

Article 2 - Statement of Purpose

Section 1 : Purpose. The purpose of the Transit District is to coordinate and insure an adequate level of modern and efficient public transportation services for residents and businesses in Northwestern Connecticut.

Section 2 : Objectives. The objectives of the Transit District actions regarding public transportation shall be to improve the mobility of residents, provide alternatives to the privately owned automobile as the only means of transportation, reduce pollution caused by exhaust emissions from automobiles, and/or to conserve energy.

Article 111 - Membership.

Section 1 : Joining. Any municipality may join the Transit District if the legislative body of the municipality votes to join the District, and if the municipality's request for membership is accepted by a majority vote of the Board of Directors.

Section 2 : Withdrawal. Any member municipality of the Transit District may withdraw from the District if the municipality's legislative body votes to do so. In such a case, the Board of Director, working through the Executive Director of NWCTD, including the Director from the withdrawing municipality shall determine the share of the District's expenses and obligations remaining due from the municipality. The municipality shall pay or secure such amount to the District before the withdrawal shall become effective.

Section 3 : Expulsion. The Board of Directors, by a three-quarter vote, may terminate the membership of a municipality due to the failure of the municipality to meet its financial obligations to the District.

Article 1V - Municipal Appropriations to the District

Section 1: Request Procedures. If financial assistance is needed from member municipalities the Board of Directors shall request the municipalities to appropriate the necessary funds. Appropriations shall be subject to the municipalities > normal budgetary process and the approvals contained therein.

Section 2 : Apportioning Costs. Each time municipal appropriations are needed, the Board of Directors, working through the Executive Director of NWCTD, shall determine how the total costs shall be appropriated among the municipalities. When the costs in question are for the provision of a transportation service, the costs shall be apportioned on the basis of the amount of service provided to the municipality.

Article V - Board of Directors

Section 1: The affairs of the transit district shall be managed by a Board of Directors.

Section 2: Appointments . Each member municipality shall have one or more Directors as provided by Chapter 103a of Connecticut General Statutes. Directors shall be appointed in accordance with said Chapter 103a.

Section 3: Term of Duty. The Directors shall be appointed to terms of four years.

Section 4: Vacancies. If a vacancy occurs on the Board of Directors the respective municipality shall fill it for the unexpired portion of the term.

Section 5: Rules and Regulations. The directors shall in all cases act as a Board, regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Transit District as they deem proper. The rules and regulations shall be consistent with these By-Laws and the Laws of the State of Connecticut.

Section 6: Powers and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate for the plenary administration of the affairs of the Transit District and may do all such acts and things as are permitted by law in order to carry out the affairs of the District.

Section 7: Votes Per Director. Each director shall be entitled to cast the number of votes which equals the population he or she represents (rounded to the nearest one hundred) divided by the smallest population represented by a Director (rounded to the nearest hundred.) The population estimates shall be those from the most recent U.S. Census.

Section 8: Majority Vote Rule A majority of votes cast by the Directors present and voting is necessary for the adoption of any proposals, resolutions, or other matters to come before the Directors (except as otherwise provided for in these By-Laws).

Article V1 - Alternatives

Section 1: Appointments. Each member municipality shall appoint one alternative for each Director appointed in the same manner as the Director.

Section 2: Term of Duty. Alternates shall be appointed to terms of four years that shall be coterminous with that of the Director from the same municipality.

Section 3: Vacancies. If an Alternate position becomes vacant the respective municipality shall fill it for the unexpired portion of the term.

Section 4: Powers and Duties. An Alternate shall assume the powers and duties of a Director under the following conditions:

(a) At any meeting of the Board of Directors at which the regular Director is absent.

(b) Whenever the regular Director=s position becomes vacant and until such times as it is filled.

An Alternate shall not assume the powers and duties of an officer.

Article V11 - Officers,

Section 1: The officers of the Transit District shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2: Chairman. The Chairman shall preside at all meetings except in his absence when the Vice-Chairman shall preside. The Chairman,

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when so authorized, shall sign contracts in the name of the District. During the absence of the Treasurer the Chairman shall assume the

powers and duties of the Treasurer.

Section 3 : Vice-Chairman. In the absence of the Chairman, the Vice-Chairman shall assume the powers and duties of the Chairman,

Section 4: Secretary. The Secretary shall keep the minutes of the meetings of The Board of Directors in appropriate books. He or she shall cause to be given and served all notices of the Transit District. The Secretary shall be the custodian of all records and seals, and affix the seal of the Transit District when authorized and required. In the absence of the Chairman and Vice-Chairman the Secretary shall assume the duties of the Chairman. He or she shall perform such other duties as required of him by the Board of Directors.

Section 5: Treasurer. The Treasurer shall have the care and custody and be responsible for the funds and securities, if any, of the Directors as to depositories. He or she shall sign, make and endorse in the name of the Transit District, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the Chairman and the Board of Directors. The Treasurer shall make a full and complete report at the Annual Meeting and whenever requested by the Board of Directors.

Article V11 - Election of Officers.

Section 1: Election Date. Officers shall be elected at the Annual Meeting.

Section 2: Nominations. Nominations of the officers shall be made from the floor at the Annual Meeting.

Section 3: Election. A candidate receiving a majority of votes from those present and voting shall be declared elected.

Section 4: Term of Office. An officer shall serve for one year or until his or her successor takes office.

Section 5: Vacancies. Vacancies in offices shall be filled by a majority vote of the Directors at the regular meeting immediately following the date of vacancy.

Section 6: Removal. Officers of the District may be removed by a vote of 75 percent of the entire Board of Directors.

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Article 1X - Meetings

* Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Wednesday each month for which there is business to conduct. The Board of Directors shall meet a minimum of four times each year.

Section 2: Special Meetings. The Chairman or any three Directors may call Special Meetings of the Board. Notice of the time, place and purpose of the meeting shall be provided to each Director at least twenty-four hours in advance.

* Section 3: Annual Meeting. The Annual Meeting shall be held on the third Tuesday of September.

Section 4: Quorum. For the conduct of business a quorum of Directors must be present. Directors from at least one-half of the member municipalities and representing at least one-half of the votes shall constitute a quorum. * Unfulfilled vacancies from a town will not be recognized to make a quorum.

Section 5: Procedures. Except as provided by these By-Laws, Roberts Rules Order shall govern the parliamentary procedures. In no case shall a meeting agenda be changed except by a majority vote of the Board of Directors.

*Revised and Adopted at NWCTD Board Meeting May 12, 2004

Section 6; Meeting Notices. Each Director shall be mailed a notice and agenda of each Regular Meeting and Annual Meeting. The correspondence shall be postmarked at least seven days in advance of the meeting.

Article X - Amending By-Laws

Section 1. These By-Laws may be amended by a two-thirds vote of the Directors present and voting at a meeting, provides that notice of the complete text of the proposed amendment shall have been mailed with the call of the meeting to all members.

Article X1 - General

Section 1: These by-Laws shall become effective immediately upon their adoption. Officers shall be appointed or elected after adoption.

* Amended and Readopted on February 11, 1998

Article 1X - Meetings

Regular Meetings. Regular meetings of the Board of Directors shall be scheduled annually. The Board of Directors shall meet a minimum of four times a year.

Section 3: Annual Meeting. The Annual Meeting shall be held in September.