

BY-LAWS  
OF  
ACTION COMMITTEE FOR TRANSIT, INC.  
(a Maryland nonstock corporation)

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ARTICLE I  
NAME

The name of the Corporation is Action Committee for Transit, Inc.

ARTICLE II  
PURPOSE

The Corporation shall promote public transit in Montgomery County, Maryland, and, in connection therewith, encourage favorable land use, transportation, and other governmental policies.

ARTICLE III  
MEMBERS

1. MEMBERSHIP. The Corporation shall have one class of members. The qualifications for membership shall be interest in furthering the purpose of the Corporation and the payment of the prescribed dues. Notwithstanding the foregoing, all members of the Action Committee for Transit, an unincorporated association, shall be members of the Corporation through June 30, 2001 without payment of dues.

2. DUES. Except as otherwise set forth in this Article III, the Board of Directors shall prescribe the amount of, and manner of imposing and collecting, any dues, assessments, fines, and penalties; the manner of suspension, termination, or reinstatement of membership; and the rights, liabilities, and other incidents of membership.

3. RECORD DATE FOR MEMBERS. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the directors may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than sixty days and not fewer than ten days before the date of such meeting or such consent or dissent or other action by the members, as the case may be.

#### 4. MEMBERSHIP MEETINGS.

A. TIME. An annual meeting shall be held within thirteen months from the date of each prior annual meeting. A special meeting shall be held on the date fixed by the directors except when the general laws of the State of Maryland confer the right to call a special meeting upon the members.

B. PLACE. Annual and special meetings shall be held at such place, within or outside the State of Maryland, as the directors may, from time to time, fix. Each annual or special meeting may be conducted by telephonic or telecopier communication or by means of other electronic communication permitted by law.

C. CALL. Annual meetings may be called by the directors or by any officer instructed by a majority of directors to call the meeting. Special meetings may be called by the directors, the President, the Secretary, or such other officers or persons as a majority of directors shall designate, or by members having at least one-tenth of the votes entitled to be cast at such meeting.

D. NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written or printed notice must be provided to each member stating the place, day, and hour of each meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called, and shall be delivered not less than ten days and not more than ninety days before the date of such meeting, either personally or by mail, by or at the direction of the President or Secretary or by the other officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. The notice of any annual or special meeting shall include, or be accompanied by, any additional statements or information prescribed by the general laws of the State of Maryland. Whenever any notice is required to be given any member, a waiver thereof in writing signed by such member, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence of a member at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such member.

E. CONDUCT OF MEETING. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting: the President, a Vice President, if any, or, if none of the foregoing is in office and present and acting, by a chairman chosen by the members. The Secretary of the Corporation, or in the absence of the Secretary, a member chosen by the chair of the meeting shall act as secretary of the meeting.

F. PROXY REPRESENTATION - VOTING BY MAIL. There shall be no voting by proxy, except that specific matters may be voted by proxy provided that the Board of Directors has determined that such matters may be voted by proxy prior to such vote and further provided that the proxy is in written form and sets forth the specific issues and positions that may be voted by proxy. Voting on all matters, including the election of directors, may, at the discretion of the Board of Directors, be conducted by mail, by telephonic or telecopier communication, or by means of other electronic communication to the extent permitted by law.

G. QUORUM. The fewer of twenty-five members or the number of members entitled to cast ten percent (10%) of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, whereupon any business may be transacted that may have been transacted at the meeting as originally called.

H. VOTING. Each membership shall entitle the holder thereof to one vote in all matters which are required or permitted to be submitted to the membership, including the election of the directors and officers of the Corporation. In the election of directors and officers, a plurality of the votes cast at a meeting at which a quorum is present shall elect such directors. Except as may otherwise be provided by the general laws of the State of Maryland, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members; provided that the members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

I. WRITTEN ACTION. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all of the members

J. REMOVAL OF DIRECTORS AND OFFICERS; VACANCIES. The members may remove any director or officer without cause by a two-thirds vote at a meeting of the members called for that purpose. Vacancies resulting from the removal or resignation of directors or from the creation of new directorships may be filled by the members at any meeting called for that purpose.

ARTICLE IV  
GOVERNING BOARD

1. FUNCTIONS AND DEFINITIONS. The corporation shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "directors". The word "director" or "directors" likewise herein refers to a member or to members of the governing board. The use of the phrase "entire board" herein refers to the total number of directors which the corporation would have if there were not vacancies.

2. QUALIFICATIONS AND NUMBER. Each director shall be at least eighteen years of age. A director need not be a citizen of the United States, or a resident of the State of Maryland. The initial Board of Directors shall consist of eight persons, consisting of five officers of the corporation, serving ex officiis, and two other persons, all as named in the Articles of Incorporation, and one other Vice President to be elected at the first meeting of members. Thereafter, the Board of Directors shall consist of the six officers of the corporation, serving ex officiis, and two other persons, all elected by the members at the annual meeting of members.

3. ELECTION AND TERM. The initial Board of Directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. Thereafter, directors who are elected at an annual meeting, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting and until their successors have been elected and qualified.

4. MEETINGS.

A. TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

B. PLACE. Meetings shall be held at such place within or without the State of Maryland as shall be fixed by the Board.

C. CALL. No call shall be required for regular or annual meetings for which the time and place have been fixed. Special meetings may be called by the President or a Vice-President.

D. NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Notice of any adjournment of a meeting of the Board of

Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment, unless such time and place are announced at the meeting to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

E. QUORUM AND ACTION. Except as hereinafter provided, a majority of the entire Board shall constitute a quorum. Whenever a vacancy or vacancies in the Board shall prevent a quorum from consisting of a majority of the entire Board as aforesaid, a quorum shall consist of a majority of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by statute or these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of any such committee, as the case may be, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; and participation by such means shall constitute presence in person at a meeting.

F. CHAIR OF THE MEETING. The President, if present and acting, shall preside at all meetings. Otherwise, any other director chosen by the Board shall preside.

5. COMMITTEES. Whenever the Board of Directors shall consist of more than three members, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their number three or more directors to constitute an Executive Committee and other standing committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Directors with the exception of any authority the delegation of which is prohibited by statute.

6. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or of a committee thereof consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors or of a committee thereof shall be filed with the minutes of the proceedings of the Board of Directors or of a committee thereof, as the case may be.

## ARTICLE V

### OFFICERS

The officers shall consist of a President, three Vice-Presidents, a Secretary, and a Treasurer. The officers shall be elected by the members at the annual meeting of the members. An officer shall be a member of the Corporation. Any two or more offices may be held by the same person except the offices of President and Vice-President. Each officer shall hold office until the next annual meeting and until his or her successor has been elected and qualified. Officers shall have the powers and duties which usually inhere in their offices. The members may remove any officer with or without cause by a two-thirds vote at a meeting of the members called for that purpose.

## ARTICLE VI

### BOOKS AND RECORDS

The corporation shall keep at the office of the corporation within the State of Maryland correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and/or any committee which the directors may appoint; provided that the books and records of account may be kept at an office without the State of Maryland if the Certificate of Incorporation shall so provide. Any of the foregoing books or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

## ARTICLE VII

### CORPORATE SEAL

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

## ARTICLE IX

### CONTROL OVER BY-LAWS

The members upon compliance with any statutory requisite may amend or repeal the By-Laws and may adopt new By-laws.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the By-Laws of Action Committee for Transit, Inc., a Maryland nonstock corporation, as in effect on the date hereof.

WITNESS my hand and seal of the corporation.  
Dated: October \_\_, 2000.

(SEAL)

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Harry Sanders, Secretary