

**BYLAWS OF THE NORTH CENTRAL MASSACHUSETTS RIDES
TRANSPORTATION MANAGEMENT ASSOCIATION, INC.**

ARTICLE I. NAME AND PURPOSE, LOCATION, LEGAL AUTHORITY

The name of the Corporation is the **North Central Massachusetts Rides Transportation Management Association** (“TMA” or “corporation”). It has been formed as a social welfare group for the purpose of enhancing mobility, reducing traffic congestion, improving air quality, promoting economic development, and coordinating transportation resources within the North Central Massachusetts region.

The principal office and the resident agent of the Corporation will be located in Fitchburg, Massachusetts. The service area has been defined as including Ashburnham, Ashby, Athol, Ayer, Barre, Berlin, Bolton, Clinton, Devens, Fitchburg, Gardner, Groton, Hardwick, Harvard, Hubbardston, Lancaster, Leominster, Lunenburg, New Braintree, Oakham, Orange, Pepperell, Petersham, Phillipston, Princeton, Royalston, Rutland, Shirley, Sterling, Templeton, Townsend, Westminster, Winchendon.

The Corporation will carry out activities and programs in alignment with its mission as allowed by the laws of the State of Massachusetts and Section 501 (c) (4) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

Section 1 - Classes of Membership

The TMA has two classes of membership, **Full Members** and **Advisory Members**.

A **Full Member** is any business, building, residential complex, institution, or municipality with a principal place of business located within the designated service area of the TMA who pays dues to the corporation. Full Members are categorized and assessed membership dues based on the type and size of their corporation.

FULL MEMBERSHIP CATEGORIES	DUES ASSESSMENT BASIS
Businesses/Employers/Institutions (office, laboratory, retail)	Number of employees
Property Owners/Developers (commercial, retail, multi-use)	Square footage
Residential (rental, condominium)	Number of units
Municipal	Number of residents

Advisory Members are individuals who act as trusted advisors to the corporation. They are

selected to participate based on their valuable knowledge and expertise and may attend meetings of the corporation. **Advisory Members** do not pay membership dues to the corporation, do not receive services from the corporation, may not be elected to serve on the Board of Directors or as an Officer of the Corporation, and do not vote at meetings. Their primary role is to provide guidance and support to the TMA.

Section 2 – Joining the Corporation and Termination of Membership

Full Members may submit an application for membership to the Board of Directors along with their dues payment. The Board of Directors will vote on the membership application at their next meeting and once approved the eligible applicant will become a member.

Advisory Members may submit an application for membership to the Board of Directors. Advisory Members do not pay dues to the corporation. The Board of Directors will vote on the membership application at their next meeting, and once approved the eligible applicant will become a member.

Any member may terminate their membership by submitting a notification to the Clerk in writing. Any membership dues already paid to the TMA will not be refunded if a member terminates their membership.

Section 3 – Dues

Membership dues are set by the Board of Directors and voted on by the membership of the corporation at the annual meeting. They are due at the commencement of membership and are then paid to the corporation annually on a schedule to be determined by the Board. Membership dues may be reviewed by the Board of Directors and changed by vote of the membership of the corporation from time to time as needed. Any member who fails to pay their dues within 90 days of the due date and has not established a written alternative payment plan with approval from the TMA will have their membership terminated.

Section 3 – Voting Rights

Full Members are eligible to serve as voting members on the TMA's Board of Directors and may designate a natural person who is an employee, agent, or officer of the Full Member to exercise their voting privileges. A Full Member may change their designee by providing written notice to the Clerk. A Full Member is entitled to one (1) vote.

The President & CEO of the North Central Massachusetts Chamber of Commerce, serving as President of the TMA, shall have full voting rights as a member of the Board of Directors.

Advisory Members do not have voting rights, fiduciary responsibilities, or the legal authority to govern the corporation.

Section 4 – Nonliability of Members

No Member will be liable for any debts or obligations of the Corporation by virtue of being a Member of the corporation.

Article III. GOVERNANCE

Section 1 – Board of Directors

The TMA will have a Board of Directors of at least five (5) members, one of which shall be the President of the North Central Massachusetts Chamber of Commerce, and the remainder elected by the membership of the corporation at the annual meeting to be held each year on a date determined by the Board of Directors. The membership of the corporation is comprised of all Full Members of the corporation who are members in good standing. The Board of Directors will manage and be responsible for the oversight of the affairs of the Corporation.

The Board of Directors will elect remaining Officers at their annual meeting including a Chair of the Board, Vice Chair of the Board, Treasurer, and Clerk. All Officers are members of the Board of Directors.

The Board of Directors shall be divided into three classes of directors, each class serving a term of two years. To establish staggered terms, at the first annual meeting, one-third of the board shall be elected to serve for a term of one year, one-third shall be elected to serve for a term of two years, and one-third shall be elected to serve for a term of three years. Thereafter, at each annual meeting, directors shall be elected for a two year term to replace those whose terms have expired. Once elected, all Directors will serve in their role until their successor has been elected and qualified.

The President of the North Central Massachusetts Chamber of Commerce, serving as President of the TMA, serves by virtue of their Chamber position and is not subject to the term limitations of the class structure.

Once elected, all Directors and Officers will serve in their role until their successor has been elected and qualified.

Additional Directors may be elected by a majority vote of all Full Members at a meeting at any time during the year.

A Director may resign at any time by providing written notice to any Officer of the corporation.

A Director may be removed from their role at any time for any reason or for no reason by a majority vote of all Full Members, except that the President of the North Central Massachusetts Chamber of Commerce serves by virtue of their Chamber position. Open positions may be filled for the remainder of the term by a vote of the Board of Directors.

The Board of Directors may continue to do its work despite a vacancy.

No Director has the right to any compensation for their role as a Director of the TMA. However, the TMA may compensate or reimburse individuals for professional services actually rendered to the corporation, including services provided through affiliate organizational relationships.

All Directors are required to disclose any conflicts of interest with regard to any matters related to the business of the TMA in writing to either the Chair of the Board, Vice Chair or President of the TMA. Any Director who has disclosed a conflict of interest on a matter is required to withdraw from any discussion and leave the meeting and abstain from any voting related to that matter.

Section 2 – Officers

The Directors of the TMA will elect officers at the annual meeting for the following roles and with the following duties:

Chair of the Board

- Serves as the chief volunteer officer of the corporation
- Presides over and leads all Board Meetings
- Works with the President and Executive Director to set meeting agendas
- Acts as primary liaison between the Board and management
- Leads the annual performance review process
- Serves as primary Board spokesperson when the President is unavailable

Vice-Chair of the Board

- Leads Board Meetings when the Chair of the Board can't attend
- Acts as the alternate leader of the Board when the Chair is not available
- May be designated or assigned to lead special efforts of the board when the Chair is not available

President

- The President & CEO of the North Central Massachusetts Chamber of Commerce serves as President and chief executive officer of the corporation and shall have general supervision and control of the business of the Corporation subject to the direction of the Board of Directors
- When authorized by the Board of Directors, may execute agreements, vote shares, or consent to actions on behalf of the corporation in connection with any interest the TMA may hold in other entities, and may appoint proxies or attorneys-in-fact with or without power of substitution.
- Supervises and directs the Executive Director on the management of the corporation
- Ensures alignment between TMA activities and Chamber's strategic priorities and economic development goals
- Assists in recruiting new Officers and Directors for the corporation

Treasurer

- Oversees the corporation's finances
- Works with the President and Executive Director to update financial documents for the corporation
- Assists with any audits
- Reviews and approves annual tax returns

Clerk

- Takes attendance at Board Meetings
- Reviews and approves meeting notes prepared by the Executive Director
- Oversees President and Executive Director in the keeping of records of books, members and meeting minutes
- Monitors legal compliance

The Officers of the corporation may form and dissolve committees from time to time as needed to carry out the purposes of the corporation.

Section 3 - Staff

The Board of Directors of the Corporation may designate a natural person to serve as the Executive Director of the corporation. The Executive Director shall report directly to the President and shall be responsible for the day-to-day management and operations of the corporation under the President's supervision and direction.

The Executive Director may be employed under contract, or as an employee at will of the Corporation. The President, with approval of the Board of Directors, shall have authority to hire, evaluate, and terminate the Executive Director. The Board is responsible for ensuring, either under contract or by obtaining it, that the Executive Director is covered by unemployment insurance and worker's compensation insurance in amounts that comply with all Massachusetts state laws.

All staff of the Corporation shall report through the Executive Director to the President. Any staff of the TMA either by contract or as an employee at will is subject to all employment laws of the Commonwealth of Massachusetts.

Section 4 - Meetings

Meetings of the TMA may be called by either the Chair of the Board or by a majority of the Directors. All meetings may be held either in-person or electronically, provided that all participants can communicate with each other during the meeting.

The annual meeting shall be held within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the directors or an officer designated by the directors shall determine. In the event that no date for the annual meeting is established or

such meeting has not been held on the date determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting. Regular or Special meetings will be held not less than twice per year to discuss the business of the corporation.

The President or Executive Director, at the direction of the Clerk, will send out meeting notices by email that include the time and location of the meeting to the designated representative for all Full Members and Advisory Members with at least a 7-day notice.

Any action that can be taken at a meeting can be taken with an electronic (email) vote provided that all Directors provide a response in writing and all records are kept.

Section 5 – Quorum

A simple majority of Directors will constitute a quorum for the purposes of voting.

A meeting may still be adjourned if some Directors have left and a quorum is not present as long as a quorum was established during the meeting.

Section 6 – Indemnification

Except as provided below, any member, Director or officer of the corporation, and any member, Director or officer who serves at its request as Director, officer, employee or other agent of another corporation in which the corporation directly or indirectly owns shares or of which it is a creditor, shall be indemnified in full by the corporation against expenses, including attorneys' fees, and against the amount of any settlement deemed reasonable by the Board of Directors, necessarily paid or incurred by such person in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against such person, or in which such person is made a party, or in which such person is otherwise involved, by reason of being or having been such member, Director, officer, employee or other agent of or for the corporation. Such indemnification shall apply to any such person even though at the time of such claim, action, suit or proceeding such person is no longer a member, Director, officer, employee or other agent of or for the corporation.

No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the corporation. If such person has not been so adjudicated such person shall be entitled to indemnification unless the Board of Directors decides that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of the corporation. Expenses incurred of the

character described in the preceding paragraph may, with the approval of the Board of Directors, be advanced by the corporation in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances in the event such person is adjudged not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the corporation or in the event the Board of Directors decides that such person is not entitled to indemnification.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or other agent of another corporation in which the corporation owns shares or of which it is a creditor, against any liability incurred by such person in an such capacity.

Section 7 – Chamber Coordination

As an affiliate of the North Central Massachusetts Chamber of Commerce, the Corporation shall coordinate major initiatives with Chamber leadership; provide an annual report on activities, finances and progress towards strategic goals to the Chamber's Board of Directors; avoid activities that directly compete with or duplicate existing Chamber programs and services; and ensure alignment with Chamber priorities and regional economic development goals.

ARTICLE IV. FINANCES

The financial management activities of the TMA are meant to fulfill the corporation's mission in a cost-effective manner while remaining accountable to all members.

The Board of Directors of the TMA is responsible for the financial management of the corporation. The Treasurer acts on behalf of the Board and has responsibility for the overall fiscal management of the corporation. The Treasurer is authorized to pay bills, receive funds, and maintain bank accounts. The Treasurer is responsible for ensuring that all obligations are paid and that all reports and tax returns are filed in a timely manner.

The Board of Directors may delegate fiscal responsibility for the day-to-day activities of the corporation to the President and Executive Director who are authorized to work under the oversight of the Treasurer to manage expenses, make purchases, and file reports, within the context of the approved annual budget and Scope of Work for the corporation.

Section 1- Fiscal Year

The fiscal year for the TMA will be July 1 through June 30.

V. AMENDMENTS, DISSOLUTION, AND INUREMENT

Section 1 – Amendments

These by-laws may be amended by an affirmative vote of the majority of the Board of Directors at any duly convened meeting, provided that the notice of the meeting includes an item on the agenda signifying the vote, and text of the proposed amendment.

Section 2- Liquidation

If the corporation is liquidated or dissolved, all liabilities of the corporation will be paid and all assets will be distributed to one or more corporations with similar purpose and exemption from Federal Income Tax as determined by a vote of the Board of Directors of the corporation.

Section 4 - Inurement

No part of the assets or the net earnings of the TMA shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered, (ii) to reimburse reasonable expenses incurred on behalf of and for the benefit of the corporation.