

**CATC BYLAWS**  
**AMENDED AND RESTATED BYLAWS OF**  
**CAPITAL AREA TRANSPORTATION COALITION,**  
**A NON-PROFIT CORPORATION**

**ARTICLE I**

**NAME AND PURPOSE**

The name of the corporation is CAPITAL AREA TRANSPORTATION COALITION, herein called the Corporation. The purposes for which the Corporation is organized are as follows:

Subject to the provisions of Section 2.01 of the Texas Non-Profit Corporation Act (the "Act"), the Corporation is organized and shall be operated exclusively for the civic purpose of identifying, publicizing and advancing multi-modal transportation issues and projects that will improve and maintain stable economic growth and business conditions in Central Texas consistent with the Corporation's qualification as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any, future United States Internal Revenue Law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay, reasonable compensation for services rendered by members, officers and directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article 1. In no event shall the Corporation carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(6) of the Code.

**ARTICLE II**

**FUNDING**

**Section 1. Receipt of Property.** The Corporation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Bylaws and the Articles of Incorporation of the Corporation: provided that the Corporation shall be primarily supported by membership dues and other income from activities

substantially related to the Corporation's purposes set forth in Article 1; and provided further, that no gift, bequest or devise of any such property shall be received and accepted if such receipt and acceptance would, in the opinion of the Board of Directors of the Corporation (the "Board"), jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(6) of the Code.

**Section 2. Management of Property.** The principal and income of all property received and accepted by the Corporation shall be held in trust. The Board may make payments or distributions from such principal or income, or both, in such amounts and for such purposes as the Board shall, from time to time, select and determine which are in accordance with the Corporation's Articles of Incorporation and these Bylaws; provided that all such payments or distributions shall be used solely within the United States or its possessions.

### ARTICLE III

#### OFFICES

**Section 1. Principal Office.** The principal office of the Corporation is 5801 Tom Wooten Drive, Austin, TX 78731.

**Section 2. Other Offices.** The Corporation may have such other offices, either within or without the County of Travis, State of Texas, as the Board may determine or as the affairs of the Corporation may require from time to time.

### ARTICLE IV

#### MEMBERS

**Section 1. Qualification and Application for Membership.** Each person, business or other entity with an interest in advancing the purposes of the Corporation shall be eligible for membership in the Corporation. Any eligible person, business or entity may apply, to the Corporation for membership by providing such information about the applicant as the Board shall, from time to time, require and by tendering membership dues of not less than \$ 1,000 to the Corporation. The Board shall have complete and absolute discretion in determining whether or not to accept an application for membership and shall be entitled to decline the application of any person, business or entity whose membership it finds

would not be in the best interests of the Corporation. The Corporation shall return the membership dues tendered by any applicant who is not accepted for membership.

**Section 2. Term of Membership; Renewal.** Upon the Board's acceptance of an application for memberships the applicant shall become a member of the Corporation (each, a "Member" and collectively, the "Members") for a one-year term beginning on the date of such acceptance and ending on the first anniversary thereof (each, a "Term"). At the expiry of a Term, such Member shall be required to reapply for membership in accordance with Section I of this Article IV.

**Section 3. Classes of Members.** The Members shall be divided into four (4) classes. The first class, designated "Basic Members," shall be those Members who have contributed for their current Term less than \$2,500 but not less than \$1,000 in membership dues to the Corporation. The second class, designated "Regular Members," shall be those Members who have contributed for their current Term less than \$5,000 but not less than \$2,500 in membership dues to the Corporation. The third class, designated "Corporate Members," shall be those Members who have contributed for their current Term less than \$10,000 but not less than \$5,000 in membership dues to the Corporation. The fourth class, designated "Sustaining Members," shall be those Members who have contributed for their current Term \$10,000 or more in membership dues to the Corporation. .

**Section 4. Termination of Membership.** The Board, by the affirmative vote of at least two-thirds of the Board, may suspend or expel any Member, with or without cause. Any Member may resign by filing a written resignation with the Secretary of the Corporation. In no event shall any Member be entitled to the refund or return of any or all portion of such Member's membership dues. Any Member who has resigned or been expelled may reapply for membership in accordance with Section I of this Article IV.

**Section 5. Transfer of Membership.** Membership in the Corporation is not transferable.

**Section 6. Voting Rights of Members.** No Member shall have the right to vote on any matter except on such matters as the Act shall expressly require the approval of the Members and except to the extent provided in Sections 3 and 9 of Article V (relating to the election and removal of Directors).

**Section 7. Meetings of Members.**

- (a) **Annual Meeting.** An annual Meeting of all Members of the Corporation shall be held annually at such time and place as the Board shall determine. The Corporation shall not be required to provide notice of annual meetings.

The record date for determining the Members entitled to vote at an annual meeting of Members shall be the close of business on the business day immediately preceding the date of such meeting.

(b) Special Meetings. Special meetings of the Members may be called by the Executive Director (as hereafter defined), by the Board or by one-tenth (1/10) of the Members, and shall be held at such time and place and for such purposes as the person or persons calling such meeting shall determine. Written notice stating the place, day, hour, and purpose of a special meeting of Members shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission or by mail or at the direction of the person or persons calling such meeting, to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at such Member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile or electronic mail notice is deemed to be delivered on successful transmission of the facsimile or electronic mail. The Board shall fix the record date for determining the Members entitled to notice of, and to vote at, any special meeting of Members.

## ARTICLE V

### THE BOARD OF DIRECTORS

**Section 1.** General Powers. The management of the affairs of the Corporation shall be vested in the Board.

**Section 2.** Number and Tenure. The Board shall be comprised of not less than five (5) and not more than fifty (50) persons (each a "Director"), as determined from time to time in accordance with this Article V. The Board shall initially have seven (7) Directors and the initial Directors named in the Articles of Incorporation shall serve as the initial Board. Directors shall be elected to one (1) year terms, except that the initial Directors shall be appointed to a term beginning on October 1, 1998 and ending on the date of the Corporation's first annual meeting of Members. All Directors shall serve until their respective successors are duly appointed and qualified, or until their earlier death, resignation or removal.

**Section 3.** Classes of Directors. From and after the first annual meeting of Members, the Directors shall be divided into four (4) classes, to be designated "Regular Directors," "Corporate Directors," "Sustaining Directors" and "Officer Directors."

**Section 4.** Election of Directors.

(a) Sustaining Directors. At each annual meeting of Members, there shall be elected such number of Sustaining Directors as there are Sustaining Members at the record date for such meeting. Each such Sustaining Member shall be entitled to elect one (1) Sustaining Director.

(b) Corporate Directors. At each annual meeting of members, there shall be elected such number of Corporate Directors as there are Corporate Members at the record date for such meeting. Each such Corporate Member shall be entitled to elect one (1) Corporate Director.

(c) Regular and Basic Directors. At each annual meeting of Members, there shall be elected six (6) Basic and/or Regular Directors, provided that in the event that no Sustaining Directors and no Corporate Directors are elected at such meeting, then seven (7) Basic and/or Regular Directors shall be elected thereat. Each Basic and Regular Member shall have the right to cast one (1) vote, in person or by proxy, for as many nominees as there are Basic or Regular Directors to be elected and the nominees receiving the highest number of votes shall be elected. The presiding officer of the meeting shall specify reasonable procedures for the nomination of candidates for Basic and Regular Directorships and for the breaking of all ties in any election thereof.

(d) Officer Directors. If not already a member of the Board, each officer of the Corporation shall, upon election, be an Officer Director, and shall continue as such so long as an officer. Each Chair of the Board, upon completion of the term of office as Chair, shall be a Past Chair. The Board may elect any Past Chair as an Officer Director.

**Section 5. Annual Meetings of the Board**. The Board shall hold an annual meeting as soon as practicable after each annual meeting of Members, at such time and place, within or without the State of Texas, as the Board shall determinate. The first order of business at each annual meeting of the Board shall be the election of officers in accordance with Article VII, which persons shall take their place as members of the Board immediately after such election and shall be members of the Board for all purposes hereunder. The Board shall thereafter take action on such business as may come before the annual meeting in furtherance of the purposes of the Corporation, including the formation of the Executive Committee in accordance with Article VI. Annual meetings of the Board may be held without notice, other than an announcement at the conclusion of the annual meeting of Members.

**Section 6. Special Meetings of the Board**. Special meetings of the Board may be called by the Executive Director or the Executive Committee, to be held at such time and place, within or without the State of Texas, as the person or persons calling such meeting shall determine. At each special meeting, the Board shall take action on such business as may

come before the meeting in furtherance of the purposes of the Corporation, regardless of whether such business was described in the notice of such meeting. Notice of the time, date and place of each special meeting of the Board shall be given at least three (3) business days prior thereto by written notice delivered personally or sent by mail, facsimile transmission or electronic mail to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a scaled envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission or electronic mail, such notice shall be deemed to be delivered when transmitted. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

**Section 7. Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board: but if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time, without further notice.

**Section 8. Manner of Acting.** The act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board unless the act of a greater number of Directors is required by the Act, by the Articles of Incorporation or by these Bylaws.

**Section 9. Removal of Directors.**

(a) Sustaining Directors and Corporate Directors. A Sustaining Director or Corporate Director may be removed from office, with or without cause, by the Member who elected such Director, provided that such Member is either a Sustaining Member or a Corporate Member at the time of removal. A Sustaining Director or Corporate Director elected by a person or entity who is no longer a Sustaining Member or Corporate Member may be removed from office, with or without cause, by either (i) the affirmative vote of at least two-thirds of the other Directors or (ii) the affirmative vote of at least three-fifths of the Members.

(b) Regular Directors. A Regular Director may be removed from office, with or without cause, by either (i) the affirmative vote of at least two-thirds of the other Directors or (ii) the affirmative vote of at least three-fifths of the Members.

(c) Officer Directors. An Officer Director shall be removed from office as a member of the Board, immediately and without any further action by the Members or the other Directors upon his or her removal from office as an officer of the Corporation in accordance with Section 3 of Article VII.

**Section 10. Vacancies on the Board.**

(a) Sustaining Directors and Corporate Directors. Any vacancy on the Board resulting from the death, resignation or removal of a Sustaining Director or Corporate Director shall be filled by the Member who elected the vacating Director, provided that such Member is either a Sustaining Member or a Corporate Member at the time such vacancy is filled. Any vacancy on the Board resulting from the death, resignation or removal of a Sustaining Director or Corporate Director elected by a person or entity who is no longer a Sustaining Member or Corporate Member shall be filled by the affirmative vote of a majority of the other Directors.

(b) Regular Directors. Any vacancy on the Board resulting from the death, resignation or removal of a Regular Director shall be filled by the affirmative vote of a majority of the other Directors.

(c) Officer Directors. Any vacancy on the Board resulting from the death, resignation or removal of an Officer Director shall be filled by the person who is duly elected to succeed such Officer Director as an officer of the Corporation.

**Section 11. Compensation.** Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board any Director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

**Section 12. Discretionary Powers.** In the management of Corporation funds, the Board shall have the following discretionary powers, subject to the provisions of Article 11:

(a) To authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances;

(b) To accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose of the Corporation;

(c) To invest and reinvest the principal and income of the Corporation in such property, real, personal or mixed, and in such manner as it deems proper, and from time to time to change investments as it shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations or personal or real property (including without limitation any interest in or obligation of any corporation, association, business trust, investment trust, common trust fund or investment company) although some or all of the property so acquired or retained is of a kind or size which, but for this express authority, would not be considered proper and although all of the Corporation's funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any Director or any present or former Member, nor to anyone except on the basis of an adequate interest charge and with adequate security;

(d) To sell, lease or exchange any personal, mixed or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings as it considers advisable;

(e) To borrow money for such periods, at such rates of interest and upon such terms as it considers advisable (and as security for such loans, to mortgage or pledge any real or personal property with or without power of sale) and to acquire or hold any real or personal property subject to any mortgage on or pledge of property acquired or held by the Corporation;

(f) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction in which the Corporation engages.

(g) To vote, or give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition or distribution of its assets, to join with other security holders in acting through a committee, depository, voting Directors or otherwise, and in this connection to delegate authority to such committee, depository or Directors and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities;

(h) To employ a bank, trust company, brokerage firm, mutual fund company or other depository as custodian of any funds or securities and to delegate to it such powers as it deems appropriate, to hold Corporation property without indication of fiduciary capacity but only in the name of a registered nominee, provided the Corporation property is at all times identified as such on the books of the Corporation, to keep any or all of the Corporation property or funds in any place

or places in the United States of America; to employ, clerks, accountants, investment counsel, investment agents and any special services, and to pay the reasonable compensation and expenses of all such services; and

- (i) To delegate the above numerated powers to another officer or Member of the Corporation.

**Section 13.** **Restriction of Powers.** The Board's powers, and any delegation thereof, are exercisable solely in a fiduciary capacity consistent with and in furtherance of the permitted purposes of this Corporation.

## ARTICLE VI

### COMMITTEES

**Section 1.** **Executive Committee.** At its annual meeting, the Board shall designate an Executive Committee comprised of the Officer Directors, the Sustaining Directors, if any, and three (3) other Directors appointed by the Board; provided that any Sustaining Director may elect to appoint another Director to take his place on the Executive Committee. The Executive Committee shall have and exercise the authority of the Board in the management of the Corporation; but the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director, of any responsibility imposed on it or him by law. The Executive Committee may perform the functions of any officer and the functions of any two (2) or more officers may be performed by the Executive Committee, including the functions of both Executive Director and Secretary. Any member of the Executive Committee who is removed as a Director shall be automatically removed as a member of the Executive Committee. Any member of the Executive Committee may be removed as a member of the Executive Committee, without prejudice to his office as Director, by the affirmative vote of at least two-thirds of the other Directors. Any vacancy on the Executive Committee, whether caused by death, resignation or removal, shall be filled by a Director chosen by the affirmative vote of a majority of the remaining members of the Executive Committee.

**Section 2.** **Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. The term of any such committee shall expire upon the convening of the next annual meeting of the Board. Any member of any such committee may be removed, and any vacancy on any such committee filled, by resolution of the Board. One member of each such committee shall be appointed Chair thereof by the Board. Without limiting the foregoing, the Board shall, at least ten days prior to the annual meeting of the Members, designate a Nominating

Committee comprised of the Officer Directors and three (3) other Directors appointed by the Board. The Nominating Committee shall be charged with the identification, recruitment and nomination of qualified individuals to serve as officers of the Corporation, and the performance of such other duties and obligations as shall be delegated by resolution of the Board.

**Section 3. Quorum.** Unless otherwise provided by the Act, a majority of the whole Executive Committee or other committee shall constitute a quorum, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of such committee.

**Section 4. Rules.** The Executive Committee may, adopt rules for its own government not inconsistent with these Bylaws. The Board may adopt rules for the government of any other committee not inconsistent with these Bylaws.

## ARTICLE VII

### OFFICERS

**Section 1. Officers.** The Board shall appoint the following officers of the Corporation: a Chair, an Executive Director, a Secretary, and a Chair Elect; each of whom may be, but need not be, Members or Directors. No person may serve in more than one office at the same time. Each officer, if not already a Director, shall be an Officer Director.

**Section 2. Duties of Officers.**

(a) The Chair of the Board shall preside at all meetings of the Board and the Members, shall be the acting Executive Director in the event of the duly elected Executive Director's temporary absence or incapacity and shall perform such other duties as from time to time may be assigned to him by the Board.

(b) The Executive Director shall perform the functions of the principal executive officer of the Corporation. The Executive Director shall be given the necessary authority and held responsible for the administration of the Corporation in all its departments subject only to the policies enacted by the Board and the Executive Committee. The Executive Director shall act as the "duly authorized representative" of the Board for all matters for which the Board or the Executive Committee has not formally designated some other person for that specific purpose.

(c) The Secretary shall keep the minutes of the Board and each committee thereof in one or more books provided for that purpose; see that all notices are duly given in accordance

with the provisions of these Bylaws or as required by law; be custodian of the corporate records and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Executive Director or by the Board.

- (d) The Chair Elect shall be the acting Chair in the event of the Chair's absence or incapacity, shall automatically be nominated as Chair upon expiration of the term of office of the then-elected Chair, and shall perform such other duties as from time to time may be assigned by the Board.
- (e) No officer of the Corporation may hold office for a term exceeding three (3) years as provided by Art. 1396-2.20(A) of the Act. Except as otherwise provided by law, officers may serve an unlimited number of such terms, as the Board may determine.

**Section 3. Removals and Vacancies.** Any officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

## ARTICLE VIII

### CERTIFICATES OF MEMBERSHIP

**Section 1. Certificates of Membership.** The Board may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Executive Director and the Secretary of the Corporation.

**Section 2. Issuance of Certificates.** When a Member has been accepted for membership, a certificate of membership shall be issued in such Member's name, if the Board shall have provided for the issuance of certificates of membership under the provisions of Section I of this Article.

## ARTICLE IX

### MISCELLANEOUS

**Section 1. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board and each committee thereof, and shall keep at its registered or principal office in the State of Texas a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent, accountant or attorney for any proper purpose at any reasonable time, at the expense of such Member.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

**Section 3. Corporate Seal.** The Board may provide for a corporate seal, which shall be in the form selected by the Board.

**Section 4. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 5. Checks, Drafts or Orders for Payment.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary and countersigned by the Executive Director.

**Section 6. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 7. Indemnification.** The Corporation shall indemnify every Director and officer of the Corporation against, and reimburse for and advance to every Director and officer, all liabilities, costs and expenses incurred in connection with such trusteeship or office and actions taken or omitted in such capacity to the greatest extent permitted under the Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.

## **ARTICLE X**

### **AMENDMENTS**

The Bylaws of this Corporation may be amended, repealed or added to, or new bylaws may be adopted, by the affirmative vote of at least two-thirds of the Board, provided that no amendment shall authorize the Directors to conduct the affairs of this Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Code. An amendment of the provisions of this Article X (or any amendment to such amendment) shall not be valid to the extent that such amendment permits the amendment of these Bylaws by less than a two-thirds majority of the Board. All instruments amending these Bylaws shall be noted upon or kept attached to the executed original of these Bylaws held by the Secretary of the Corporation.