

Bylaws of Transportation Riders United, Inc.

As amended by the Board of Directors:

Date: October 5, 2026

Secretary: Kristen Milefchik

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Bylaws of Transportation Riders United, Inc.

1. Article - Organization

A. Name.

The name of the Corporation shall be "Transportation Riders United, Inc."

B. Organization.

The purposes of the corporation shall be exclusively nonprofit and charitable within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code as the same may be amended.

C. Place of Business.

The corporation shall have the principal place of business located in the County of Wayne in the state of Michigan, and may have other such places of business as the Board of Directors may determine.

D. Mission.

TRU is Detroit's transit advocate. TRU works to improve and promote transit in greater Detroit in order to restore urban vitality, ensure transportation equity and improve quality of life. TRU believes the Detroit region needs a balanced transportation network because transportation investments shape our future.

E. Purposes

Specifically TRU's purpose is to:

1. Improve understanding and perception towards transit.
2. Engage and involve the public in important transportation decisions.
3. Watchdog transportation processes and provide transportation expertise to decision makers.
4. Be the public's voice to ensure transportation investments support the public's interest in accessibility, affordability, accountability and sustainability.

F. Office.

The registered office of the corporation shall be located in the city of Detroit, Michigan, at a location approved by the Board of Directors.

G. Non-Discrimination.

TRU will not discriminate against any person who applies for membership, employment or directorship on the basis of race, creed, national heritage, religion, age, sex, sexual orientation or income level. TRU embraces and celebrates the diversity of our community.

2. Article – General Members

A. Membership.

Any person who supports the mission of the Corporation may become a member of the corporation by making a donation of \$5 or more. Said membership lasts 12 months unless terminated as detailed below.

B. Categories and Dues of Members.

The Board of Directors will establish categories and dues of general members.

C. Voting Rights.

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

D. Termination of Membership.

The board of directors, by majority affirmative vote, may terminate the membership of any member. The process shall be carried out in good faith.

E. Resignation.

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

F. Annual Meeting.

The annual meeting of the members shall be held in the first quarter of the year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

G. Place of meeting.

The board of directors may designate any place within the State of Michigan as the place of meeting for any annual meeting, regular, special meeting called by the board of directors.

H. Notice of Meeting.

Written notice stating the place, day, and hour of the annual meeting. Notice shall be given to all members in good standing as of December 31 of the previous year. If the member has valid email, written notice may be sent electronically. All members without valid email addresses shall receive notice by first class mail. In the case of a special meeting, the purpose or purposes for which the meeting is called, shall be made by email, first class mail or telephone, at least ten (10) days in advance of said meeting.

I. Quorum.

A majority of the total number of members in attendance at the annual or special meeting of the general membership shall constitute a quorum.

J. Proxies.

Proxy voting will not be permitted.

K. Rules.

Robert's Rules of Order, Newly Revised (1990), shall govern meetings of members.

3. Article - Board of Directors

A. Powers.

The board of directors shall manage the business and affairs of the corporation.

B. Number, Tenure, and Qualifications.

The board of directors of the Corporation shall consist of not less than nine (9) directors and not more than twenty-five (25) directors. Directors shall be elected at the annual meeting of members. The term of office of each director shall be three (3) years. Directors must be residents of Michigan and members in good standing of the Corporation at the time of their election.

C. Regular Meetings.

A regular meeting of the board of directors shall be held a minimum of four (4) times during the year.

D. Special Meetings.

Special meetings of the board of directors may be called by or at the request of the Executive Director or any officer of the corporation. The purpose or purposes for which the special meeting is to be held must be in writing and follow all rules of notice as prescribed in the bylaws.

E. Notice.

Notice of any special meeting shall be given at least ten (10) day via postal delivery or five (5) days before the time fixed for the meeting, by written notice delivered personally to each director at his preferred address, by email notice, or by fax.

F. Quorum

A majority of the number of directors shall constitute a quorum for the

transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

G. Electronic Voting.

In the event that Board action is considered desirable at a time between regularly scheduled meetings or a quorum is not present at a formal meeting, voting by electronic mail (e-mail) is permitted. In such cases, all Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). The President or any three (3) Directors may request a vote via e-mail. Directors shall have three (3) options regarding their vote:

1. Vote to pass the motion
2. Vote to reject the motion
3. Object to the method of electronic voting.

If any Director objects to the method of electronic vote, the board will meet in person and “in person” quorum rules will apply. If no objections are received within the specified time period, a simple majority of all Board Directors is required to pass the vote.

All Directors must have access to electronic mail, and it is the responsibility of each Director to inform the Executive Director of the correct e-mail address for purposes of correspondence and e-mail voting.

H. Proxy Voting.

Proxy voting will not be permitted.

I. Speaker Phone.

Directors will be considered present at a meeting of the Board of Directors, if available by speakerphone.

J. Conference Call.

Conference calls or similar devices may be used to conduct business, providing notice and quorum requirements are met; all parties may hear one another; and are advised of all persons participating in the meeting.

K. Removal of directors.

Directors may be removed from office for cause by majority vote at a meeting of the Board where a quorum has been established, provided ten (10) days advance notice of the action is provided in writing to the Director.

Any Director who does not attend, and fails to provide notice of intention to not attend, three (3) consecutive meetings of the Board of Directors, will be considered to have offered their resignation from the Board. The resignation will be confirmed by a letter from the President to the Board member in question. All potential Directors will be informed of these requirements before they accept a

nomination to the Board.

If the Director affirmatively requests and the Board votes to approve it due to extenuating circumstances, this rule can be suspended, and the Board member can remain. After missing two (2) consecutive meetings, the member in question will be notified via a written warning.

L. Vacancies.

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

M. Fees.

The board of directors shall establish the annual membership fee and other fees as needed to be assessed from the members.

N. Rules.

Robert's Rules of Order, Newly Revised (1990), shall govern meetings of the board of directors.

O. Conflicts of Interest.

Board members shall declare a conflict of interest in any action of the Board of Directors in which they may financially benefit either directly, indirectly or may have other collateral interest, and then shall refrain from voting on the action. Failure to do so may be cause for removal from membership.

P. Nepotism.

Nepotism is defined as a situation where a family member directly supervises another. If there is an appearance of nepotism, the director shall refrain from voting on any action of a supervisory nature.

Q. Laws Controlling.

These bylaws, and any rules or regulations made pursuant thereto, which are not consistent with the laws of the United States of America or the State of Michigan are null and void.

4. Article - Officers

A. Number

The officers of the Corporation shall be a president, vice-president, secretary, and treasurer.

B. Election and Term of Office.

The officers of the Corporation shall be elected annually at the first meeting of the board of directors held after each annual meeting of the members. If the election is not held at such a meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office for one (1) year and may be re-elected, or until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

C. Succession.

The order of succession to the Board of Directors for chairing of meetings and all other purposes shall be Vice-President, Secretary and then Treasurer.

D. Removal.

The board of directors for cause and non-participation may remove any officer or agent elected or appointed by the board of directors. Removal from office requires a majority vote of all Directors.

E. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

F. Powers and Duties.

The powers and duties of the officers shall be as provided by resolution of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The secretary shall prepare minutes of all meetings of the members and the board, and shall authenticate the records of the corporation upon request.

G. Salaries.

There shall be no right to a salary for service on the Board of Directors.

H. Public Notices and Publications.

All public notices and publications of any nature issued by the corporation shall have prior approval by the President of the Board of Directors or the Executive Director.

5. Article - Committees

A. Standing Committees.

There shall be three (3) standing committees of the Board of Directors – Executive, Finance, and Public Policies. The Board of Directors shall assign the duties and activities of the committees as detailed in the Board Policy & Operations manual and annual plans.

B. Executive Committee.

There shall be an Executive Committee comprised of the officers of the corporation and chairpersons of the standing committees. The same person, except the president, may hold any two positions on the Executive Committee. The executive committee has all of the powers to act on behalf of the full Board between meetings with majority assent and reporting all actions at the next full meeting of the Board of Directors.

C. Other Committees.

The Board of Directors may from time to time establish ad hoc committees, task forces or other committees as deemed appropriate and prudent.

D. Chairpeople.

The Board President shall appoint the Chairpeople of the committees.

6. Article - Advisory / Honorary Committee

A. Composition.

Individuals who are interested in promoting the purposes of the corporation, but cannot or do not wish to become Board members may be nominated to be Advisory or Honorary members of the Board. These individuals may accept committee or other assignments, attend Board meetings, and participate in Board discussions at the pleasure of the presiding officer.

B. Voting Privileges.

Advisory and Honorary Board members will not have voting privileges.

C. Membership.

Advisory or Honorary membership shall be open to any individual by written request to the Executive Committee followed by acceptance by the Board.

7. Article - Contracts, Loans, Checks, and Deposits

A. Contracts.

The board of directors may authorize any officer or officers, agent or agents, 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 business.

B. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. Credit cards that are paid off each month shall not constitute loans.

C. Checks, Drafts, or Orders.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by an officer or officers, agent or agents of the Corporation. The payment shall be made in such manner as from time to time shall be determined by resolution of the board of directors.

D. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories, as the board of directors shall select.

8. Article - Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

9. Article - Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or these bylaws, 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.

10. Article – Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board. Bylaw amendments require a minimum of two-thirds vote of the full Board of Directors.

11. Article - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors. The minutes shall be kept at the principal office 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 or attorney, for any proper purpose at any reasonable time.

12. Article – Limits to Board Member Liability

To the fullest extent permitted by statute, a member shall not be personally liable to the Corporation or its members, for monetary damages for a breach of his or her member's fiduciary duty.

The corporation shall assume all liability to any person, other than the Corporation, or its members, for all acts or omissions of any member occurring on or after incorporation.

To the extent permitted by law, the Corporation shall indemnify any member or officer who is a party, or is threatened to be made a party, to a threatened, pending or completed action or suit. Said indemnification shall include, without limitation, all costs and expenses of said person, including actual and reasonable attorney's fees, to the extent permitted by law.

The provisions of this Article IX shall apply to any present or past member, officer or member of any committee or subcommittee of the Board.

Expenses incurred in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the board member, officer, employee or agent to repay such amount, unless it shall ultimately be

determined that he is entitled to be indemnified by the Corporation.

13. Article – Amendment and Restatement of the Articles of Incorporation

The Corporation may amend its Articles of Incorporation if the amendment contains only such provisions as might be contained in the original Articles of Incorporation by a majority vote of the Board of Directors.

14. Article - Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

15. Article - Exceptions

A. To Bylaws and Rules

The Board of Directors may grant a member an exception to the rules or bylaws of the Corporation. Such exceptions may be granted when in the opinion of the Board it would be appropriate and equitable considering the circumstances of the requesting member and other members who are similarly situated and/or when, in the opinion of the Board, the circumstances peculiar to the requesting member are such that enforcing the rule or bylaw will not accomplish the intended purpose or will work a substantial hardship on the requesting member or the Corporation.

B. Procedure

A request for an exception to the By-Laws or Rules of the Corporation must be filed

in writing by the requesting member at the headquarters of the Corporation not less than five (5) business days prior to the Board of Directors meeting at which the request is to be considered. All facts and circumstances supporting the request shall be included in the filing. Additionally, any such request for an exception must include the term or time limitation for the request. Any such exception shall be recorded in the minutes of the Board of Directors of the Corporation, and a copy maintained in the official records of the Corporation at the Corporate Offices. The request must be approved and signed by the Board Secretary or another member of the Executive Management Team (President, Vice President, or Treasurer) prior to submission for a vote to the full board of Directors.

C. Vote Required

An affirmative vote of two-thirds of all the directors present at the Board meeting at which the exception is presented shall be required to grant any requested exception to the bylaws or rules of the Corporation.

These Bylaws were drafted at a meeting of the Board of Directors of Transportation Riders United, Inc. on December 2, 2000 and adopted by resolution at the Board of Directors meeting of February 20, 2001.

Amendments to these Bylaws are as follows:

- 1) Amended by resolution at the Board of Directors meeting of July 16, 2001 and adopted on that date.
- 2) Amended by resolution at the Board of Directors meeting of February 6, 2002 and adopted on that date.
- 3) Amended by resolution at the Board of Directors meeting of March 9, 2009 and adopted on that date.
- 4) Amended by resolution at the Board of Directors meeting of December 9, 2014 and adopted on that date.
- 5) Amended (3.G) by resolution at the Board of Directors meeting of November 12, 2018 and adopted on that date.
- 6) Amended (3.K) by resolution at the Board of Directors meeting of January 7, 2019 and adopted on that date.
- 7) Last amended (2.A,D,F, 5.A, 7.B) by resolution at the Board of Directors meeting of October 5, 2026 and adopted on that date.