

By Laws of Transportation Alternatives

As Amended June 9, 2011

Article 1

Members

Transportation Alternatives, Inc. (the "Corporation") shall have an unlimited number of members consisting of those individuals and organizations that support the mission and purposes of the Corporation. To be in good standing, each member shall pay the annual dues of the Corporation as determined by the Board of Directors. The members of the Corporation shall not have the right to vote, nor shall they be considered members within the meaning of Article 6 of the New York Not-For-Profit Corporation Law ("NPCL") or have any of the rights or powers specified therein.

Article 2

Board of Directors

Section 1. Powers and Number. The Board of Directors shall have the general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation, and the policies and procedures adopted by the Board of Directors from time to time. The number of directors constituting the entire Board shall consist of no more than twenty five and no less than ten. Each director shall be at least eighteen years of age, and shall be a member in good standing of the Corporation. The Executive Director of the Corporation shall serve as an ex officio, non-voting member of the Board of Directors.

Section 2. Election and Term of Office. The directors shall be elected to hold office for two-year terms; provided, however, that any director elected to fill an unexpired term (whether resulting from the death, resignation or removal of a director) shall hold office until the next election of directors. Directors shall be elected at the annual meeting of the Board of Directors by a vote of a majority of the directors present thereat. Each director so elected shall continue in office until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal. Directors may be re-elected to any number of consecutive terms upon nomination by the Nominating Committee.

Section 3. Nominations. At the regular meeting of the Board of Directors that precedes its annual meeting, the Nominating Committee shall submit to the Board of Directors a list of candidates for Board membership. The Board may elect or re-elect some, all, or none of these nominees at the annual meeting of the Board. The Nominating Committee shall consider potential nominees each year proposed by members of the Board, the Corporation's staff, and the members of the Corporation in good standing.

Section 4. Removal. Any director may be removed at any time for cause by a vote of 2/3rds of the entire Board at any regular meeting, or at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors.

Section 5. Resignation. Any director may resign from the Board at any time. Such resignation shall be made in writing (including e-mail) to the Chair, and shall take effect at the time specified therein, or if no time is specified, at the time determined by the Chair.

Section 6. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the directors then in office, regardless of their number, and the directors so elected shall serve until the next annual meeting.

Section 7. Place and Time of meetings. Meetings of the Board of Directors may be held at any place within the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waiver of notice thereof. The annual meeting of the Board shall be held in November of each year at a time and place fixed by the Board. Other regular meetings of the Board shall be held no less than three times during the year. The number of regular meetings for the upcoming year shall be determined by the Board each year at the annual meeting. Special meetings of the Board shall be held whenever called by the Chair or by a majority of the Board of Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 8. Notice of Meetings. Notice of the time and place of each regular, special or annual meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be sent by facsimile, or other means of electronic communication including e-mail, or mailed to each director at his or her residence or usual place of business (or at such other physical or electronic address as he or she designates), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally, by e-mail or by telephone, no less than forty-eight hours before the time at which such meeting is to be held.

Section 9. Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. The Board shall attempt to resolve questions by consensus. Where a vote is required, the vote by the Directors present at the time of the vote shall be considered the act of the Board, except as otherwise provided by applicable law or by these by-laws. In the event a quorum is not present, the directors present may adjourn the meeting until a quorum is obtained. Any member of the Board or a committee may participate in and act at a meeting thereof through the use of a conference telephone or communications equipment by means of which all persons participating in the meeting can hear all other persons at the same time, and such participation will constitute attendance in person. Any Board or committee action may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such written consents will be filed with the minutes of the Board or the committee.

Section 10. Duties and Responsibilities for Directors. Directors shall be responsible for promoting the purposes and mission of the Corporation. Directors shall assist in raising funds for the Corporation, and shall also be actively involved in fulfilling such duties and responsibilities as are determined from time by a majority vote of the Board of Directors.

Section 11. Committees of the Board. The Board may create, by a resolution adopted by a majority of the entire Board, a Nominating Committee and such other standing or ad hoc committees as the Board may from time to time deem appropriate. The Board shall designate at least three (3) of its members to serve on each such committee. Between meetings of the Board, such committees shall have and may exercise all the power and authority of the Board, as provided by resolution or in these Bylaws. However, no committee shall have the authority to:

- (a) fill vacancies in the Board or in any committee;
- (b) fix the compensation of the directors for serving on the Board or on any committee;
- (c) amend or repeal the Bylaws or adopt new Bylaws; or
- (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

The chairperson and members of each such committee shall be designated by the Board or by the Chair, if so specified in the resolution authorizing the committee. Only a member of a committee may serve as its chairperson; provided, however, that the Chair may serve as chairperson of any committee. Any action taken by a committee between meetings of the Board shall be reported to the Board at its next meeting.

Section 12. Committees of the Corporation. The Board, by vote of a majority, the Chair or the Executive Director with the approval of the Chair may establish and appoint Committees of the Corporation or Advisory Boards not having and exercising the authority of the Board of Directors. Committees of the Corporation or Advisory Boards may consist of directors and individuals who are not directors. The Board, Chair or Executive Director (as the case may be) shall specify the term of the Committee of the Corporation's or Advisory Board's existence, and will define its powers and duties. The Chair shall appoint the chairperson of each Committee of the Corporation or Advisory Board and the members thereof and may remove or replace the chairperson or members at any time.

Section 13. Compensation. Directors shall not receive any salary or compensation for their services as directors.

Article 3

Officers, Employees and Agents

Section 1. Officers. The Officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and a Vice Chair. Each officer shall be a member of the Board of Directors. One person may hold more than one office in the Corporation, except that no one person may hold the offices of Chair and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The Board of Directors shall have the authority to elect such additional officers as it deems necessary.

Section 2. Election, Term of Office and Removal. At the annual meeting of the Board of Directors, the Nominating Committee shall submit to the Board of Directors names of potential officers for election or re-election. The officers of the Corporation shall be elected for one-year terms at the regular meeting of the Board of Directors that follows the annual meeting. Each officer shall assume his or her office immediately after the election, and continue in office until his or her successor shall have been elected and qualified, or his or her earlier death, resignation or removal. No officer shall be eligible to serve more than three consecutive one-year terms in any one office; provided, however, that the Board may waive such restriction upon a majority vote thereof.

Section 3. Removal. Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of two thirds of the entire Board.

Section 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpected portion of the term may be appointed by the Chair. Any officer so elected shall hold the office until his or her successor shall have been elected and qualified. In case a vacancy occurs in the office of the Chair, the Vice Chair, shall fill the office of the Chair until an election can be held at the next regular meeting of the Board of Directors.

Section 5. Chair: Powers and Duties. The Chair shall give notice of, and preside at, all meetings of the Board of Directors. The Chair shall give general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign and execute alone in the name of the Corporation all contracts authorized, or to delegate this authority to the Executive Director. The Chair shall also have such other powers and perform such other duties as the Board of Directors may prescribe.

Section 6. Vice Chair: Powers and Duties. A Vice Chair shall act as aide to the Chair and have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the Chair to act, a Vice Chair selected by vote of the Board shall perform the duties of the Chair.

Section 7. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meetings of the Board of Directors in books provided for that purpose, and perform such other duties as the Board may prescribe.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have general oversight with respect to, and shall approve, the annual budget prepared by the Executive Director. The Treasurer shall also retain an independent auditor to conduct audit report, if required by law or requested by the

Board of Directors. The Treasurer shall also have oversight responsibility for all financial matters (as the Board of Directors may prescribe).

Section 9. The Executive Director. The Board of Directors may retain an Executive Director as an employee to manage the day to day business and affairs of the Corporation. The duties and responsibilities of the Executive Director shall include those described in this Section 9, the Executive Director's written job description, and such other duties as the Board may from time to time prescribe. Subject to the authority of the Treasurer, the Executive Director shall have custody of all the funds of the Corporation, and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Executive Director shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all such other duties as the Board may from time to time prescribe. At the annual meeting of the Board of Directors, the Executive Director shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting; (2) the principal changes in assets and liabilities during that fiscal period; and (3) the revenues or receipts of the Corporation, both general and restricted to particular purposes, the Corporation, for that fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of the annual meeting of the Board.

Section 10. Other Employees and Agents. The Executive Director may from time to time hire, consistent with the policies of the Board of Directors, other employees, who serve at the pleasure of the Corporation, and shall have such authority and perform such duties as the Executive Director may determine. No such employee or agent shall be a director of the Corporation.

Section 11. Delegation of Powers. The Executive Director shall have the authority to sign and execute alone in the name of the Corporation all contracts of less than \$50,000 or to approve any expenditure of less than \$50,000, which are in the ordinary course of business and consistent with or contemplated by the budget adopted by the Board. The written approval of two officers shall be required for any commitment in excess of \$50,000.

Section 12. Compensation. The Executive Director and other employees or agents of the Corporation may receive reasonable compensation for services rendered to the Corporation when authorized by a majority vote of the Board of Directors. Officers shall receive no salary or compensation for their service as such.

Article 4

Contracts, Checks, Bank Accounts And Investments.

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized in the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested as the Board of Directors may deem desirable.

Article 5

Office And Books

Section 1. Office. The principle office of the Corporation shall be located in the County of New York and State of New York. The Corporation may also have offices as such other Directors may from time to time determine or the business of the Corporation may require.

Section 2. Books. There shall be kept at the principal office of the Corporation correct and complete books of account of the activities and transactions of the Corporation; a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors and any committee thereof; and a current list or record containing the names and addresses of all directors and officers of the Corporation.

Article 6

Fiscal Year

The fiscal year of the Corporation shall be on a calendar-year basis, commencing on the 1st day of January and ending on the 31st day of December.

Article 7

Corporate Seal

The seal of the Corporation shall be circular in form and shall contain the words "Transportation Alternatives, Inc. 1974-New York" or similar expression of a design approved by the Board of Directors.

Article 8

Indemnification

Section 1. In General. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, a committee member who is not a director of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2. Advancement of Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding will be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it ultimately is determined that such indemnified party is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 3. Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

Article 9

Amendments

These by-laws may be amended or repealed at any meeting of the Board of Directors by a vote of two-thirds of the entire Board.