

**OAKLAND COUNTY PUBLIC
TRANSPORTATION AUTHORITY**

BY-LAWS

TABLE OF CONTENTS

	Page
ARTICLE I – OFFICES	1
Section 1.01 OFFICES	1
Section 1.02 REGISTERED OFFICE	1
ARTICLE II – GENERAL	1
Section 2.01 PURPOSES, POWERS, DUTIES AND LIMITATIONS	1
ARTICLE III – MEMBERS	1
Section 3.01 MEMBERS	1
Section 3.02 RELEASE OF MEMBERS	1
ARTICLE IV – DIRECTORS	2
Section 4.01 DEFINED	2
Section 4.02 POWERS	2
Section 4.03 TERM	2
Section 4.04 NON-VOTING DIRECTOR	2
ARTICLE V – MEETINGS OF DIRECTORS	2
Section 5.01 GENERAL REQUIREMENTS OF MEETINGS	2
Section 5.02 ANNUAL MEETING	3
Section 5.03 REGULAR MEETINGS	3
Section 5.04 SPECIAL MEETINGS	3
Section 5.05 PURPOSE NEED NOT BE STATED	3
Section 5.06 QUORUM	3
Section 5.07 WAIVER OF NOTICE	3
Section 5.08 VOTING	3
Section 5.09 MINUTES	3
Section 5.10 CLOSED MEETINGS	4
Section 5.11 CONDUCT OF MEETINGS	4
ARTICLE VI – OFFICERS	4
Section 6.01 OFFICERS	4
Section 6.02 CHAIRPERSON	4
Section 6.03 SECRETARY	4
Section 6.04 TREASURER	4
Section 6.05 CHIEF OPERATING OFFICER	4
Section 6.06 OTHER OFFICERS	4
Section 6.07 ABSENCE OF OFFICER	5

ARTICLE VII – COMMITTEES OF MEMBERS	5
Section 7.01 EXECUTIVE COMMITTEE	5
Section 7.02 OTHER COMMITTEES	5
Section 7.03 MEETINGS	5
ARTICLE VIII – INDEMNIFICATION AND DEFENSE OF PARTIES	5
Section 8.01 INDEMNIFICATION: THIRD PARTY ACTIONS	5
Section 8.02 INDEMNIFICATION: ACTIONS IN THE RIGHT OF THE AUTHORITY	6
Section 8.03 INDEMNIFICATION: PAYMENT REQUIREMENTS	6
Section 8.04 DEFENSE OF ACTIONS	7
Section 8.05 SAVINGS CLAUSE	7
ARTICLE IX – GENERAL PROVISIONS	7
Section 9.01 CHECKS	7
Section 9.02 FISCAL YEAR	7
Section 9.03 SEAL	8
ARTICLE X – AMENDMENTS	8
Section 10.01	8

BY-LAWS

OF

**OAKLAND COUNTY PUBLIC
TRANSPORTATION AUTHORITY**

These Bylaws of the Oakland County Public Transportation Authority (the "Authority"), are executed and adopted pursuant to and in accordance with the provisions of Act 196, Public Acts of Michigan, 1986, as amended, MCL 124.425 et seq. (the "Act"), and the Authority's Articles of Incorporation, as amended, to provide for the governance and operation of the Authority.

ARTICLE I – OFFICES

Section 1.01 OFFICES. The Authority may have offices and facilities at such places both within and without its service area as its Board of Directors (as detailed below) may from time-to-time determine. The addresses of all such offices shall be kept on file with the Oakland County Clerk, 1200 N. Telegraph Road, Pontiac, Michigan, and notice of such addresses shall be sent to the Clerk of each public agency participating in the Authority.

Section 1.02 REGISTERED OFFICE. The registered office of the Authority shall be 1200 N. Telegraph Road, Pontiac, Michigan 48341-0419, or such other location as may be established from time-to-time by the Board of Directors.

ARTICLE II – GENERAL

Section 2.01 PURPOSES, POWERS, DUTIES AND LIMITATIONS. The Authority's purposes, powers, duties and limitations thereon shall be set forth in the Authority's Articles of Incorporation, as they may be amended from time to time (the "Articles").

ARTICLE III – MEMBERS

Section 3.01 MEMBERS. As provided in the Articles, the Authority's Members (the "Members" and each a "Member") shall be comprised of the County of Oakland, together with any political subdivision or portion of a city, village or township which may be added to the Authority after its incorporation.

Section 3.02 RELEASE OF MEMBERS. A Member located within the boundaries of Oakland County may be released from the Authority and withdraw from the Metropolitan Area of the Authority by utilizing the procedures set forth in Section 8 of the Act, MCL 124.458. The provisions of Section 8 of the Act shall apply to a Member seeking release

and withdrawal to the same extent they would apply to a political subdivision that is an incorporating member of a public authority.

ARTICLE IV – DIRECTORS

For purposes of in these Bylaws, the term "Director" is equivalent to the term "voting member" pursuant to Article VII of the Articles.

Section 4.01 DEFINED. The Authority's Board of Directors (the "Board") shall be composed of the following:

a. Five (5) primary Directors who shall be appointed by the Chairperson of the Oakland County Board of Commissioners (the "Board of Commissioners"), subject to the consent of the Board of Commissioners, who shall serve as a Director at the Board of Commissioners' sole discretion. At least one (1) appointee shall be a member of a political party not in the majority.

b. The Chairperson of the Board of Commissioners shall also appoint persons to serve as an alternate Director(s) for each of the primary Directors appointed pursuant to Section 4.01(a) hereof. Each such alternate Director shall be allocated specifically to one or more designated primary Director(s). An alternate Director appointed pursuant to this Section may serve as a Director for his or her corresponding primary Director at any time such corresponding primary Director is absent or when a vacancy exists in such corresponding primary Director's seat on the Board. Without limiting the generality of the foregoing, the alternate Director appointed for the primary Director who is a member of a political party not in the majority shall serve as a Director when such primary Director is absent or whose seat is vacant; and such alternate Director shall be from the same political party as such primary Director.

c. Directors and alternate Directors appointed pursuant to this Section 4.01 shall be persons who are residents of the Metropolitan Area of the Authority.

Section 4.02 POWERS. All of the business, operations, activities, and transactions of the Authority shall be managed by the Board, which shall have all those specific, implied and inherent powers as granted by the Articles, these Bylaws or conferred by law.

Section 4.03 TERM. Except upon the resignation/withdrawal from the Board of a Director or an alternate Director, each Director or alternate Director appointed pursuant to Section 4.01 hereto shall serve as a Director or alternate Director until his or her term is ended by action of the Board of Commissioners.

Section 4.04 NON-VOTING DIRECTOR. The Oakland County Treasurer shall be a non-voting Director (the "Non-Voting Director") and shall act as the Treasurer of the Authority.

ARTICLE V – MEETINGS OF DIRECTORS

Section 5.01 GENERAL REQUIREMENTS OF MEETINGS. All meetings of the Board and its designated committees shall be conducted in a manner consistent with the provisions and requirements of Act No. 267 of the Public Acts of 1976, MCL 15.261 et seq., as amended, being hereinafter referred to as the "Open Meetings Act".

Section 5.02 ANNUAL MEETING. The Board shall hold an annual meeting in each February, at a time and place as established by the Board. At least thirty (30) days' notice of the time and place of each annual meeting shall be given to each Director and each Officer (as defined below). Notice shall also be provided to the public as required by the Open Meetings Act.

Section 5.03 REGULAR MEETINGS. Regular meetings of the Board may be held at such times and places as may be established from time to time by the Board without notice other than such public notice as is required by the Open Meetings Act.

Section 5.04 SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairperson (as defined below) or any three (3) Directors, on two (2) days' notice delivered to each Director. Such notice to Directors may be delivered personally or by mail, and shall include an agenda of those items to be discussed at the Special Meeting. Public notice of such special meetings shall be given as required by the Open Meetings Act.

Section 5.05 PURPOSE NEED NOT BE STATED. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice of such meeting, other than as required by the Open Meetings Act.

Section 5.06 QUORUM. A majority of the total number of Directors serving on the Board shall constitute a quorum for the transaction of business. A majority of the Directors present at any meeting at which there is a quorum may conduct any business. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time-to-time, without notice other than announcement at the meeting and such public notice as is required by the Open Meetings Act.

Section 5.07 WAIVER OF NOTICE. Attendance of a Director at a meeting of the Board or any committee shall constitute a waiver of notice of the 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 called or convened. Notice of any meeting of the Board or a committee need not be given to any Director who waives notice in writing, either before or after the meeting.

Section 5.08 VOTING. Each Director shall have one (1) vote as to all matters coming before the Board. Each vote shall be of equal weight. Voting shall be allowed in person only, and voting by proxy shall not be permitted. The Non-Voting Director shall have no voting rights.

Section 5.09 MINUTES. Minutes shall be kept of such meetings of the Board showing the date, time, place, Directors present, Directors absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting and shall be public records and available for inspection as required by the Open Meetings Act.

Section 5.10 CLOSED MEETINGS. Closed meetings of the Board and its committees may be held, provided such closed sessions are authorized in strict accordance with the provisions of the Open Meetings Act.

Section 5.11 CONDUCT OF MEETINGS. All questions of meeting procedures not covered by these Bylaws will be determined according to *Robert's Rules of Order*.

ARTICLE VI – OFFICERS

Section 6.01 OFFICERS. The Board shall elect, by a vote of the majority of the Directors serving pursuant to Section 5.01 hereof, a Director to serve as Chairperson of the Board (the "Chairperson") and a Director to serve as Secretary of the Authority (the "Secretary"). Except as specifically set forth in these Bylaws, the qualifications, powers, duties and terms of office of the Chairperson and Secretary shall be as set forth in the Articles.

Section 6.02 CHAIRPERSON. The Chairperson shall preside at all meetings of the Board. The Chairperson shall, under the direction of the Board, have the power, on behalf of the Board, to perform all acts, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable in order to effectuate the actions and policies of the Board.

Section 6.03 SECRETARY. The Secretary shall keep the minutes of all meetings of the Board and committees thereof in books provided for that purpose. The Secretary shall do and perform such other duties as may be fixed by or incidental to these Bylaws or the Articles of the Authority, or as may be from time to time assigned by the Board.

Section 6.04 TREASURER. The Treasurer shall perform all acts incidental to the position of Treasurer as fixed by or incidental to these Bylaws or the Articles of the Authority or as may be from time to time assigned by the Board as required by law.

Section 6.05 CHIEF OPERATING OFFICER. The Board may appoint a Chief Operating Officer of the Authority, who may sign and execute all bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The Chief Operating Officer shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules and regulations of the Board. The Chief Operating Officer shall have the authority to appoint such officers, employees and agents as necessary to carry out the purposes of the Authority under the general policy direction of the Board. The Chief Operating Officer shall do and perform such other duties as may be fixed by or incidental to these

Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board. The Chief Operating Officer shall serve at the discretion of the Board.

Section 6.06 OTHER OFFICERS. All other officers, as may be appointed by the Board, shall perform such duties and exercise such authority as the Board shall prescribe.

Section 6.07 ABSENCE OF OFFICER. In the case of the absence of any officer, or for any other reason that the Board may deem sufficient, the Chairperson or the Board may delegate the powers or duties of such officer to any other Officer or to any Director.

ARTICLE VII – COMMITTEES OF MEMBERS

Section 7.01 EXECUTIVE COMMITTEE. The Board may appoint an Executive Committee whose membership shall consist of such Directors of the Board as it may deem advisable, to serve at the discretion of the Board. The Board may fill any vacancies in the Executive Committee as they occur. The Executive Committee, if there be one, shall have the authority to exercise whatever powers the Board deems necessary to manage the business affairs and property of the Authority during the intervals between meetings of the Board, subject to law and to such limitations and control as the Board may impose from time-to-time.

Section 7.02 OTHER COMMITTEES. The Board may designate such other committees as it may deem appropriate, which committees shall exercise the authority delegated to them.

Section 7.03 MEETINGS. Each committee shall meet as often as its business may require. Such meetings shall be conducted in a manner consistent with the provisions and requirements of the Open Meetings Act. Regular meetings of committees do not require notice to committee members ("Committee Members" and each a "Committee Member"). Special meetings of committees may be called by any Committee Member provided notice is given to each of the other Committee Members, in person, by telephone or letter. Notice of Regular and Special meetings shall be provided to the public as required by the Open Meetings Act. A majority of the Committee Members shall constitute a quorum for the transaction of the business of any of the committees. Minutes of each committee meeting shall be kept and made available to the public in the same manner as the Board meeting minutes.

ARTICLE VIII – INDEMNIFICATION AND DEFENSE OF PARTIES

Section 8.01 INDEMNIFICATION: THIRD PARTY ACTIONS. The Authority shall have the power to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with any threatened, pending or completed action whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority), if:

a) that person was or is a party, or is threatened to be made a party to any such action because that person is or was a Member, Director, Officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a Director, Officer, employee or agent of another entity;

b) that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Authority; and

c) with respect to any criminal action or proceeding, had no reasonable cause to believe that person's conduct was unlawful.

The termination of any action by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, by itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action or proceeding, had reasonable cause to believe that person's conduct was lawful.

Section 8.02 INDEMNIFICATION: ACTIONS IN THE RIGHT OF THE AUTHORITY. The Authority shall have power to indemnify any person against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection with the defense or settlement of any threatened, pending or completed action by or in the right of the Authority to procure a judgment in its favor if:

a) that person was or is a party to, or is threatened to be made a party to, any such action because that person is or was a Director, Officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a Director, Officer, employee or agent of any entity; and

b) that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Authority.

However, no indemnification under this Section 8.02 shall be made relating to any matter on which that person was found liable for negligence or misconduct in the performance of that person's duty to the Authority, unless and only to the extent that the court in which the action was brought determines that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for expenses that the court finds proper.

Section 8.03 INDEMNIFICATION: PAYMENT REQUIREMENTS

a) To the extent that a Director, Officer, employee or agent of the Authority has been successful on the merits or otherwise in defense of any action referred to in Section 8.01 or 8.02 hereof, or in defense of any matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection with that action or issue.

b) Any indemnification under Section 8.01 or 8.02 hereof (unless ordered by a court) shall be made by the Authority only after the Board's determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct in either Section 8.01 or 8.02. That determination shall be made either:

(i) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, or

(ii) If that quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 8.04 DEFENSE OF ACTIONS. If an action described in Sections 8.01 or 8.02 is commenced against any Director, Officer, employee or agent of the Authority, and that action is for injuries to persons or property caused by negligence of the Director, Officer, employee or agent of the Authority while in the course of employment and while acting within the scope of that person's authority, the Authority may, in its discretion:

a) Pay for, engage or furnish the services of an attorney to advise the Director, Officer, employee or agent as to the claim and to appear for, defend and represent that person in that action; and

b) Pay, settle or compromise the judgment on behalf of that person.

The Authority may act under this Section 8.04 only after the Authority has determined that the person was acting in the course of employment and within the scope of that person's authority with regard to the specific conduct giving rise to the claim. This determination shall be made either:

a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, or

b) If that quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 8.05 SAVINGS CLAUSE. If any authority to indemnify or defend under this Article VII is held invalid, that invalidity shall not affect the validity of the remaining indemnification and defense provisions in these Bylaws. Nothing contained in these Bylaws shall affect any rights or indemnification or defense that persons may be entitled to by contract, insurance policy, or otherwise by law. The indemnification and defense provisions in these Bylaws continue as to a person who has ceased to be a Director, Officer, employee or agent.

ARTICLE IX – GENERAL PROVISIONS

Section 9.01 CHECKS. All checks or demands for money and notes of the Authority shall be signed by such persons as the Board may designate.

Section 9.02 FISCAL YEAR. The fiscal year of the Authority shall be fixed by resolution of the Board.

Section 9.03 SEAL. The corporate seal, if any, shall have inscribed thereon the name of the Authority. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

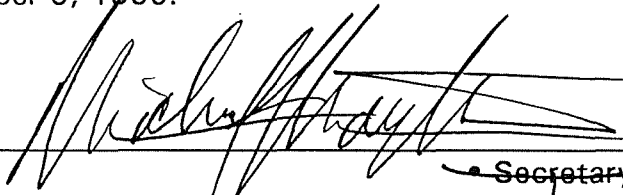
ARTICLE X – AMENDMENTS

Section 10.01 These Bylaws may be amended, altered, changed, added to, or repealed by a majority vote of the Directors then in the office.

ENDORSEMENT

The foregoing Bylaws were adopted by an affirmative vote of a majority of the Directors at a meeting duly held on December 5, 1996.

Dated: December 5, 1996



CHAIRMAN
~~Secretary~~

**OAKLAND COUNTY PUBLIC TRANSPORTATION AUTHORITY
FIRST AMENDMENT TO BYLAWS**

2, 2007, by the **Oakland County Public Transportation Authority** (the "OCPTA").

RECITALS

WHEREAS, the OCPTA desires to amend its corporate Bylaws that the OCPTA enacted on December 5, 1996.

NOW THEREFORE, the OCPTA hereby amends the Bylaws as follows:

1. New Section 4.05 is hereby added to the Bylaws to read as follows:

Section 4.05: Unexcused Absences from Meetings. If an OCPTA Director has three (3) or more unexcused absences during his or her appointed term, the OCPTA Board will recommend in writing to the Oakland County Commissioners that the Director be removed from the Board.

2. New Section 5.12 is hereby added to the Bylaws to read as follows:

Section 5.12: Political Commentary. Any political commentary delivered to the Board during a Board meeting by attendees who are not Directors will be conducted during the Public Comment portion of the meeting.

3. New Section 5.13 is hereby added to the Bylaws to read as follows:

Section 5.13: Cancellation of Meetings. The Board will not cancel any previously scheduled Board meeting except for emergencies or severe weather circumstances, such events to be determined by the OCPTA Chairperson in his or her reasonable discretion.

This First Amendment to Bylaws was adopted by an affirmative vote of a majority of the OCPTA Directors at a meeting held on 6/7, 2007.



STEVE BROCK, SECRETARY

Date: JUNE 7, 2007