

By Laws of Transportation Alternatives

Adopted December 3, 1998

Article I

Mission

Transportation Alternatives, Inc. (hereinafter referred to as the "Corporation") has been formed for the purposes set forth in its Certificate of Incorporation. The policies of the Corporation, as adopted by its Board of Directors, shall work to encourage bicycling, walking and public transit as alternatives to automobile use and reduce automobile use and its attendant environmental and social harms. The Corporation may achieve these policies through all methods not inconsistent with Article 7 of the New York Not-for-Profit Corporation Law. The name of the Corporation, or the names of any of its officers and directors, shall not be used for any purpose not related to the policies of the Corporation, as determined by the Board of Directors. The Corporation shall be non-commercial, non-sectarian and non-partisan.

Article 2

Members

The Corporation shall have unlimited number of members. To be in good standing, each member shall pay the annual dues of the Corporation as determined by the Board of Directors.

Article 3

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 the accordance with the purposes and limitations set forth in the Certificate of Incorporation, and the policies set forth in Article 1. The number of Directors constituting the entire Board shall consist of no more than fifteen directors and no less than ten directors. Each director shall be at least eighteen years of age, and shall be a member in good standing of the Corporation.

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 entire Board. That vote shall be conducted by a written ballot or by show of hands. Each director so elected shall continue in office until his or her death, resignation or removal. Directors may be re-elected to any number of consecutive terms, but re-election shall only be upon a showing by the nominating Committee that each director has met the duties and responsibilities for directors in an exemplary manner.

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. A director who misses three consecutive meetings shall be automatically removed, but may be reinstated by a vote of a majority of the entire Board for good cause shown.

Section 5. Resignation. Any director may resign from the Board at any time. Such resignation shall be made in writing or orally to the President, and shall take effect at the time specified therein, or if no time is specified, at the time determined by the President.

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. The Executive Director. The person holding the office of Executive Director of the Corporation shall serve as an ex officio, non-voting member of the Board of Directors.

Section 8. 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 waivers 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 President 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 9. 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 mailed to each director at his or her residence or usual place of business (or at such other 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 or by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Any meeting that is scheduled to take place outside of the New York City metropolitan area shall require at least four weeks prior notice to all Board members.

Section 10. Quorum and Voting. Unless greater proportion is required by law, 50 % 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 statute or by these by-laws. Such votes shall be taken by voice or by show of the Board, unless there is less than a quorum present. The directors present may adjourn the meeting until a quorum is obtained.

Section 11. Duties and Responsibilities for Directors. Directors shall be responsible for promoting the purposes of the Corporation set forth in Article 1. 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 to time by a majority vote of the Board of Directors.

Section 12. Committees of the Board. The Board, by vote of a majority, may establish and appoint a Nominating Committee, and any other standing or ad hoc committees which it deems appropriate. The President shall appoint the Chairperson of each committee and the members of that committee and may remove or replace the chairperson or members at any time. Each committee shall consist of two or more directors and shall have the authority delegated to it by the board.

The President may serve as chair of any committee. Board Committees are to be chaired only by members of that committee. Joint ad hoc committees consisting of members of the corporation and board members may be created by at any time by the President or by the Executive Director, with the approval of the President.

Section 13. Compensation. Directors shall not receive any salary or compensation for their services as directors. Except the Executive Director (Art. 3. Sec.7) who serves ex officio as a non-voting director.

Article 4

Officers, Employees and Agents

Section 1. Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice President. 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 President 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 by written ballot for one-year terms at the regular meeting of the Board of Directors that follows the annual meeting. Officers may be re-elected to any number of consecutive terms. 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 death, resignation or removal.

Section 3. The Executive Director. The Board of Directors may elect an Executive Director as an employee to manage the business and affairs of the Corporation. The duties and responsibilities of the Executive Director shall include those described in the Executive Director's written job description, those described in Article IV, Section 10, and such other duties as the Board may from time to time prescribe.

Section 4. Other Employees and Agents. The Executive Director may from time to time appoint, consistent with the policies of the Board of Directors, other employees, who serve at the pleasure of the Executive Director, 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 5. Removal. Any officer, employee or agent of the Corporation may be removed by a vote of two thirds of the entire Board.

Section 6. Vacancies. In case of any vacancy in any office, a successor to fill the unexpected portion of the term may be appointed by the President. 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 President, the Vice President, shall fill the office of the President until an election can be held at the next regular meeting of the Board of Directors.

Section 7. President: Powers and Duties. The President shall give notice of, and preside at, all meetings of the Board of Directors. The President shall have 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 President shall also have such other powers and perform such other duties as the Board of Directors may prescribe.

Section 8. Vice President: Powers and Duties. A Vice President shall act as aide to the President 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 President to act, a Vice President selected by vote of the Board shall perform the duties of the President.

Section 9. 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 10. 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). 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 11. Delegation of Powers. To the full extent allowed by law, the Board of Directors may delegate to the Executive Director or to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties. The President may delegate to the Executive Director the power to sign and execute alone in the name of the Corporation all contracts authorized generally or specifically by the Board, unless the Board shall specifically require an additional signature.

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

Article 5

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 6

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 7

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 8

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 9

Indemnification

The Corporation may to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by sections 721 through 726 of the Not-for-profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation is authorized to purchase and maintain insurance for the indemnification of itself and its directors and officers as provided in Article 7.

Article 10

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. Adoption of this set of By-laws completely supersedes all prior By-laws and Amendments.