ARTICLE I – NAME AND PURPOSE

Section 1: Name
The name of the organization shall be Capital Carshare, Inc.

Section 2: Purpose
Capital Carshare, Inc. was formed to operate a not-for-profit carsharing service to prevent damage to the environment from transportation, reduce air pollution, lessen the burdens of government to provide transportation infrastructure and services, and provide convenient private vehicle access to persons who either cannot afford to or prefer not to purchase and/or maintain their own private vehicles. Capital Carshare, Inc. shall operate within the meaning of charitable under the Internal Revenue Code Section 501(c)(3). Capital Carshare, Inc. will heighten the level of consciousness of the social, environmental, and financial effects of personal transportation choices, reducing the carbon footprint resulting from those choices by increasing the use, awareness of, and emphasis on public transportation and walking and bicycling.

ARTICLE II – MEMBERS

The corporation shall have no members.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Powers and Duties
The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of at least (5) and no more than nine (9) persons. Except where otherwise noted in these Bylaws, decisions shall be made by a simple majority of seated members of the Board of Directors.

Section 2. Seating of Members and Terms
At a minimum, the Board of Directors shall be composed as follows:

- 1 Person Affiliated with a Municipality
- 1 Person Affiliated with the Capital District Transportation Committee
- 1 Capital Carshare, Inc. user
- 1 Person Affiliated with an Institution

The Capital Carshare user position may be filled by a potential user for the first year after initial implementation of the service. The Executive Director shall sit as an ex officio non-voting Member of the Board of Directors and shall participate in all regular meetings of the Board of Directors. All other
Directors will be elected upon majority vote of seated Directors at the Annual Meeting, to be seated at the close of the Annual Meeting. All Directors shall serve three-year terms, but are eligible for re-election. However, no Director shall serve more than two consecutive three-year terms except by two-thirds majority vote of seated Directors. The initial Directors shall be the persons named in the Certificate of Incorporation. The first elected Board will include Directors with partial terms to begin staggered terms such that approximately one-third of the Directors’ terms will expire each year.

Section 3. Resignation, Termination, and Absences
Resignation from the Board must be in writing and received by the Secretary. The Board may terminate a Director if he or she has three unexcused absences from Board meetings in a year by a two-thirds majority vote of the remaining seated Directors. The Board shall have the right to terminate the membership of any Director with or without cause by a two-thirds majority vote of remaining seated Directors.

Section 4. Vacancies
A Director may be elected at any Board meeting to fill an unexpired vacant term or newly created directorship and shall hold office until the next Annual Meeting, at which an election will be held for the remainder of the term, which shall be two years in the case of a newly created directorship.

Section 5. Delegation of Duties
The Board may delegate specific duties, including the day-to-day management of the affairs of the corporation, to one or more persons or one or more committees, including persons who are not Directors of Capital Carshare, Inc. The Board may enter into payment for services and employment agreements with these and other persons. At least annually, the Board shall review and approve a budget, and may review and approve other policies, and shall review actual performance as measured against such budget or other Board policy covering the performance of the corporation against other than financial measures. Board oversight of day-to-day management of the activities of Capital Carshare, Inc. may also include a requirement for advance Board approval of actions that deviate from Board policy or annual plans such as the annual budget by an amount set by the Board.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting
The date, time, place, and agenda of the regular Annual Meeting shall be set by the Board, to occur no less than once each year in which Capital Carshare, Inc. provides carshare services. The annual meeting shall be open to the public and all customers and vendors of Capital Carshare, Inc. shall be notified personally, electronically, or by mail of the date, time, place, and agenda of the Annual Meeting at least two weeks in advance. Customers, vendors, and members of the public shall be given the opportunity to be heard by the Board at the annual meeting.

Section 2. Meetings and Quorum
The Board shall meet at least quarterly, on a regular schedule made available personally, electronically, or by mail to all Directors as well as customers and vendors of Capital Carshare, Inc. A quorum is required for the Board to act. A quorum shall consist of a majority of seated Directors. The Board
reserves the right to enter executive session on majority vote of seated Directors during any meeting to discuss any matter the Board deems confidential.

Section 3. Special Meetings
Special meetings of the Board, outside of the regular schedule or with less than two weeks advance notice, may be called upon the request of the Chair or one-third of seated Directors. All Directors shall be notified personally, electronically, or by mail of special meetings.

Section 4. Notice of Meetings
Each Director will be notified personally, electronically, or by mail at least two weeks in advance of any Board meeting.

Section 5. Meeting Procedure.
The Board may take action without a meeting provided that written consent for any action taken is obtained from all Directors, and that said written consent for action without a meeting is filed with the record of minutes of Board meetings. Any one or more members of the Board or any committee thereof may participate in a meeting of such board or committee by means of communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V – OFFICERS, COMMITTEES, AND DUTIES

Section 1. Officers
There shall be four officers of the Board: Chair, Vice Chair, Secretary, and Treasurer. Only Directors are eligible to be elected as Officers. All Officers shall have the usual powers associated with Directors and with their offices, including, but not limited to those powers noted specifically in this article. The Board may delegate the duties of Officers to other persons, retaining oversight as it sees appropriate.

Section 2. Terms
Officers shall be elected for three-year terms at the Annual Meeting, with terms beginning at the close of the Annual Meeting. Officer elections may also be held at any regular meeting. No Director may serve more than two consecutive terms holding the same office except by election by two-thirds majority of seated Directors. Officers serve until replacement, resignation, or removal, whichever comes first. The Board may remove any Officer at any regular meeting by a two-thirds majority vote of seated Directors.

Section 3. Chair
The Chair shall convene and preside at Board meetings, or delegate these duties as s/he sees fit, and shall perform such other duties as are incident to the office of Chair or designated by the Board.

Section 4. Vice Chair
In the absence of the Chair, the Vice Chair will exercise the duties of the Chair. The Vice Chair will also support the Chair as the Chair sees fit and take on other duties as designated by the Board.

Section 5. Secretary
The Secretary shall be responsible for assuring that appropriate corporate records are maintained. Corporate records overseen by the Secretary shall include accurate minutes of all Board meetings including the decision made by each member of the Board of Directors on any vote, appropriate notice of meetings, the distribution of minutes and agendas to each Director, an accurate roster including name and dates of service for each current and former Director, contact information for each current Director, date and terms of all approved compensation arrangements, and disclosure to the Board of any potential conflicts of interest. The Secretary shall make the required report on bylaws amendments made during each year at the Annual Meeting. The Secretary shall make these and other corporate records available to Directors, customers, and vendors of Capital Carshare, Inc. and the public, as deemed appropriate by the Board.

Section 6. Treasurer
The Treasurer shall assure that appropriate corporate financial records are maintained, assist in preparation of the budget, and make financial information available to Directors. Financial information shall also be made available to customers and vendors of Capital Carshare Inc. and the public, as deemed appropriate by the Board. The Treasurer shall make a report at each Board meeting regarding the financial condition of the organization.

Section 7. Committees
The Board may establish standing or ad hoc committees. Unless the Board specifies otherwise, the Chair shall appoint the members and chairs of committees, subject to the approval of the Board. Persons who are not Directors may be appointed to serve as members and chairs of committees. All committee actions are subject to approval by the Board.

ARTICLE VI – RIGHTS, LIABILITIES, COMPENSATION, CONFLICTS OF INTEREST, PROPAGANDA, AND INDEMNIFICATION

Section 1. Rights and Liabilities of Directors
The Directors shall hold no right or interest in the income, property, or assets of the corporation, and no portion of these shall be distributed to any Director at any time, including such time as the corporation may be dissolved. Directors shall not be personally liable for the debts, obligations, or liabilities of the corporation.

Section 2. Compensation and Reimbursement
The Directors shall approve compensation arrangements in advance of paying compensation. The prohibition of distributing income, property, or assets of the corporation to Directors shall not preclude the corporation entering into an agreement to compensate or reimburse any Director for reasonable expenses or for serving the corporation in any other capacity. No person, whether a Director of Capital Carshare, Inc. or not, shall vote on their own compensation and/or reimbursement.

Section 3. Conflicts of Interest
A transaction in which a director has a conflict of interest may be approved by the Board if the material facts of the transaction and the director’s interest are disclosed to the board of directors, and the Director with the conflict of interest does not cast a vote with respect to the matter. For purposes of this Section, a Director has an interest in a transaction if he/she is a party to the transaction; or if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or if another entity of which the director is a director, officer or trustee is a party to the transaction. The conflict of interest transaction must be approved by the affirmative vote of a majority of the directors on the board who have no direct or indirect interest in the transaction. The board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by directors. Nothing in this Section shall restrict the board from adopting a conflict of interest policy which is stricter than this Section, and in that event, the policy shall control.

Section 4. Propaganda

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the New York 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, or his or her testator or intestate, was a Director, Officer, employee, or agent of Capital Carshare, Inc. against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys’ fees.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended by a two-thirds majority of seated members of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. A report of all bylaws amendments made during the previous year shall be made at the Annual Meeting.