

BYLAWS
OF
MOUNTAIN EXPRESS, A TRANSPORTATION SYSTEM
ADOPTED JUNE 2, 2003, REVISED NOVEMBER 1, 2004

ARTICLE I

TRANSPORTATION SYSTEM

1. Office. The principal office of Mountain Express shall be at such place in the County of Gunnison, State of Colorado, as shall be designated by the board from time to time.
2. Seal. The board may adopt a seal for Mountain Express.

ARTICLE II

BOARD, OFFICERS, AND PERSONNEL

1. Board. The governing and legislative body of Mountain Express, which shall have the full power to conduct, manage, and direct the business of Mountain Express, shall be the “board of directors,” as defined in the Amended intergovernmental Agreement for Mountain Express Transportation System dated April 21, 2003, and hereinafter referred to as the “Agreement.” The board of directors may utilize the services of a general manager or managing agent to operate the transportation system on a day-to-day basis.
2. Officers. The officers of Mountain Express shall include a chairperson, vice-chairperson, and secretary, and may include such other officers that the board may, from time to time, appoint. The chairperson and vice-chairperson shall be selected from the members of the board. Other officers may or may not be members of the board.
3. Election and Term of Office. The chairperson, vice-chairperson, and secretary shall be elected by the board at the regular meeting held on the first Monday in July of each year, and subject to earlier termination, each such officer shall hold office for one year and until his/her successor shall have been duly elected and qualified. Other officers of the board may be appointed by the board at any meeting, and will serve at the pleasure of the board. The chairperson and vice-chairperson shall not be members of the board nominated to the board by the same entity pursuant to paragraph 2 (b) (I) of the Agreement.
4. Vacancies. Should the office of the chairperson or vice-chairperson become vacant, the board shall elect a successor from among its members at a regular or special meeting of the board. Such elections shall be for the unexpired term of said office. Should a vacancy occur in any other office, the board shall appoint a successor at a regular or special meeting of the board. Should a vacancy on the board result through

resignation, death, or otherwise, the chairperson shall promptly notify the nominating entity in order that such vacancy may be filled in accordance with the Agreement.

5. Chairperson. The chairperson shall preside at all meetings of the board and shall perform all duties usually incident to the office of chairperson and such other duties as from time to time may be assigned to him/her by the board. S/he shall sign, execute, and acknowledge in the name of Mountain Express deeds, mortgages, contracts, and other instruments authorized by the board, except in case where the signing and execution thereof shall be expressly delegated by the board to some other officer or agent of Mountain Express.

6. Vice-chairperson. In the absence or disability of the chairperson, the vice-chairperson shall have all of the powers and be subject to all of the restrictions upon the chairperson. The vice-chairperson shall perform such other duties as from time to time may be assigned to him/her by the board or the chairperson.

7. Secretary. The secretary of the board of directors need not be a member of the board. The secretary shall keep and prepare minutes of the regular and special meetings of the board of directors and perform such other duties as the board may determine.

8. Personnel. The board may appoint such other officers and employ such attorneys, agents, consultants, engineers, and other employees as it deems necessary for the proper exercise of its powers, duties, and functions as prescribed by the Agreement.

9. Bonding. Those having the care and custody of funds of Mountain Express, and those having the authority to sign checks, shall give bond for the faithful performance of duties as the board may determine, and as may be required by law. The cost of the premium for such bond or bonds shall be paid for by Mountain Express.

10. Indemnification and Insurance. Mountain Express shall indemnify its board and officers against claims and the cost of defense arising by virtue of alleged errors and omissions in the performance of their duties on behalf of Mountain Express. Mountain Express shall carry sufficient liability insurance to cover the actions of Mountain Express, as well as the indemnified actions of the board and officers.

11. Fifth Member of Board. The fifth member of the board of directors shall be appointed by the affirmative vote of three of the four other voting members of the board of directors at the regular meeting held in July. The term of office of the fifth member of the board shall be two years. The fifth member of the board shall be required to be a resident of the County of Gunnison, State of Colorado, and shall not be a current employee or member of the Town Council of either the Town of Mt. Crested Butte, Colorado, or the Town of Crested Butte, Colorado, or a current employee of Mountain Express. Prior to the nomination of the fifth member of the board, the board shall advertise the opening and solicit written applications therefor in a newspaper of general

circulation in the County of Gunnison, State of Colorado, for a period of two consecutive weeks prior to the July regular meeting.

ARTICLE III

VOTING REQUIREMENTS

1. Actions Approved by Majority. Except when specifically required otherwise, either by the bylaws, the Agreement, or by law, actions shall be authorized and approved by the affirmative vote of three of the voting members of the board.

2. Non-voting Members. In addition to the voting members of the board, the Town Manager of the Town of Crested Butte, the Town Manager of the Town of Mt. Crested Butte, and the Mountain Express transit manager shall be ex-officio non-voting members of the board of directors.

ARTICLE IV

MEETINGS

1. Regular Meetings. Regular meetings of the board shall be held on the third Monday of each calendar month at the hour of 9:00 a.m. at the Mt. Crested Butte Town Hall, 911 Gothic Road, Mt. Crested Butte, Colorado 81225, provided that the board may, from time to time, resolve not to hold a regular meeting if the same is not necessary. Provided further, that with the prior consent of three members of the board then in office, after notice, the regular meeting for any month may be held on a day other than the day on which the meeting is regularly scheduled. If the date fixed for any regular meeting is a holiday under the laws of Colorado, then the same shall be held on the following Monday not a legal holiday under the laws of Colorado, or at any such time within the month as may be determined by the board. At such regular meetings, the board may transact such business as may be brought before the meeting, provided that the agenda for each regular meeting of the board shall be prepared by the transit manager and distributed to each board member no later than the Wednesday next prior to the regularly-scheduled board meeting.

2. Special Meetings. A special meeting of the board may be called by the chairperson or upon the written request of two members of the board of directors. Notice of each special meeting of the board, together with the agenda for such special meeting, shall be delivered to each member of the board not less than 48 hours prior to the time of said special meeting; in addition, notice of such special meeting shall be posted in the Town Hall of the Town of Crested Butte and the Town Hall of the Town of Mt. Crested Butte no less than 48 hours in advance of said meeting. The board of directors may waive the 48-hour notice of a special meeting in situations deemed to be an emergency, provided that a written waiver of such notice is signed by three voting members of the board of directors at or before the time of said special meeting.

3. Public Hearings. The board shall hold properly noticed public hearings upon the following subjects:

- (a) Annual budget adoption.
- (b) Capital improvement plan adoption.
- (c) Establishment of service plans, which shall include route configurations and schedules.
- (d) Establishment of fees and fares, if any
- (e) Hearings required by State and Federal law or regulation in the pursuit of grants.
- (f) Any other matter which the board desires to be discussed at a public hearing.

Proper notice of hearing and its subject matter shall be published once in a newspaper of general circulation in Gunnison County, Colorado, at least ten days prior to any public hearing, unless otherwise provided by law.

4. Order of Business. At regular meetings of the board, the following shall be the order of business.

- (a) Roll call.
- (b) Reading and approval of minutes of previous meeting.
- (c) Transit Manager's operational and financial report.
- (d) Unfinished business.
- (e) New business.
- (f) Unscheduled business.
- (g) Adjournment.

5. Quorum. Three voting members of the board of directors shall be necessary to constitute a quorum for the transaction of business.

6. Manner of Voting. Voting shall be by voice vote, unless a roll call vote is requested by a voting member of the board.

7. Budget Meeting. The board shall consider the budget for Mountain Express prepared by the transit manager at the October regular meeting. The budget for the next fiscal year of Mountain Express shall be approved and recommended to the Town Councils of the Towns of Mt. Crested Butte and Crested Butte at their regular November meeting.

8. Official Action. It is the policy of the Mountain Express board that formation of transit policy and administration of a safe, reliable, and financially sound transit system are matters of public business not to be conducted in secret. Meetings of the board shall be public meetings, open to the general public in compliance with the requirements of C.R.S. 29-9-101, as it may be amended from time to time.

ARTICLE V

COMMITTEES

1. Committees. The board shall appoint such temporary and permanent committees as the board deems necessary and appropriate.

2. Parliamentary Procedure. The rules contained in the current edition of “Robert’s Rules of Order” shall govern the board in all cases to which there are applicable, and in which they are not inconsistent with these bylaws, any special rules of order adopted by the board, or applicable law.

ARTICLE VI

AMENDMENTS

1. Amendments to Bylaws. The bylaws of the board of Mountain Express may be amended only with the approval of four voting members of the board, at a regular or special meeting of the board.

ADOPTED at a regular meeting of the board of directors of Mountain Express held on the 2nd day of June, 2003, and revised at a regular meeting of the board of directors of Mountain Express held on this 1st day of November, 2004.

Chairperson