

**BYLAWS OF
ITHACA CARSHARE, INC.**

A NEW YORK NOT-FOR-PROFIT CORPORATION

ADOPTED ON JANUARY 2, 2007

ARTICLE I – NAME AND PURPOSE

Section 1: Name

The name of the organization shall be Ithaca Carshare, Inc.

Section 2: Purpose

Ithaca Carshare, Inc., was formed to operate a not-for-profit carsharing service for the charitable purposes of lessening the burdens of government and promoting social welfare, as well as for educating the general public about the financial, social, health, and environmental effects of automobile use and the availability and benefits of transportation modes beyond the private automobile.

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 five (5) and no more than nine (9) persons.

Section 2: Seating of Members and Terms

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 one- and two-year 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 seated Directors.

Section 4: Vacancies

A Director may be elected at any Board meeting to fill an unexpired vacant term or a newly created directorship and shall hold office until the next Annual Meeting.

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 Ithaca Carshare, Inc. The Board may enter into payment for service and employment agreements with these and other persons. At least annually, the Board shall review and approve a budget or 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 the Ithaca 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. The annual meeting shall be open to the public and all customers and vendors of Ithaca 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 the organization. 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

Unless otherwise unanimously agreed by the Board, Robert's Rules of Order shall be used at meetings of Ithaca Carshare, Inc. 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 a conference telephone or similar 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 one-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 vote 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 2: 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 3: 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 4: 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, 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, and contact information for each current Director. 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 Ithaca Carshare, Inc., and the public, as deemed appropriate by the Board.

Section 5: Treasurer

The Treasurer shall also assure that appropriate corporate financial records are maintained, assist in the preparation of the budget, and make financial information available to Directors. Financial information shall also be made available to customers and vendors of Ithaca 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 6: 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 of Ithaca Carshare, Inc., 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, AND INDEMNIFICATION

Section 1: Rights and Liabilities of Directors

The Directors of Ithaca Carshare, Inc., 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 prohibition of distributing income, property, or assets of the corporation to Directors shall not preclude the corporation entering into an agreement(s) to compensate or reimburse any Director(s) for reasonable expenses or for serving the corporation in any other capacity. No person, whether a Director of Ithaca Carshare, Inc., or not, shall vote on their own compensation and/or reimbursement.

Section 3: 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 the Corporation, 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.