

**AMENDED AND RESTATED BYLAWS
OF
MILWAUKEE TRANSPORT SERVICES, INC.**

*Approved [_____] by Milwaukee Transport Services, Inc. Board of Directors
Approved [_____] by Board of Supervisors of Milwaukee County
Approved [_____] by County Executive of Milwaukee County
(as amended 11/07/79, 1/12/82, 1/11/83, 1/10/89 and 1/06/04)*

ARTICLE I.

OFFICES

The principal office of the Corporation in the State of Wisconsin shall be located at 1942 North 17th Street in the City of Milwaukee, County of Milwaukee, State of Wisconsin. The Corporation may have such other offices, either within or outside the State of Wisconsin, as the Board of Directors may designate from time to time.

ARTICLE II.

OPERATIONS OF THE CORPORATION

The operations of the corporation shall be carried on within the State of Wisconsin by application of corporate funds within the purposes for which the corporation was organized as set forth in the Articles of Incorporation of the Corporation. The Corporation is an instrumentality of Milwaukee County, performing the County's public and governmental function of managing and operating a public transportation system.

ARTICLE III.

MEMBERS

The Corporation shall have no members and shall be managed by its Board of Directors as set forth in Article IV of these Bylaws with oversight and supervision by Milwaukee County as set forth in Article XI of these Bylaws.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 General Powers.

Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Wisconsin, the business and affairs of the Corporation shall be managed by its Board of Directors with policy oversight by Milwaukee County pursuant to Article XI of these Bylaws.

4.02 Number, Term; Selection.

The number of Directors of the Corporation shall be five, including Ex-Officio Members (as defined below). Each of the five members shall be a voting member.

(a) **Ex-Officio.** The following four individuals shall serve ex-officio as the Directors of the Corporation: the Milwaukee County Director of Transportation; the Director of Administration of the Milwaukee County Department of Transportation; the Fiscal and Budget Administrator of the Milwaukee County Department of Transportation; and the President of the Corporation. If there is a vacancy in one of the underlying ex-officio positions due to resignation, termination or otherwise, the interim appointee filling the position shall serve as Director. If there is no interim appointee, the remaining Directors shall appoint an interim Director to serve until the position is filled or until an interim appointee is appointed. The term of an individual ex-officio Director ends at the time the individual no longer holds the underlying position.

(b) **Appointed.** The fifth Director of the Corporation shall be a member of the Milwaukee County Board of Supervisors and shall be appointed as a Director of the Corporation by the Chair of the Board of Supervisors. The Chair of the Board of Supervisors may appoint himself or herself. The appointment shall be for a term of two years beginning on May 1 of each even-numbered year (that is, following the biennial election of supervisors in April of even-numbered years). The position will become vacant at the expiration of the term, pending a new appointment. An incumbent may be reappointed. Should the incumbent Director cease to be a member of the Board of Supervisors during his or her term, or otherwise become unable to serve, that individual's appointment as a Director shall cease and the Chair of the Board of Supervisors shall appoint a member of the Board of Supervisors (which could be the Chair) as Director to fill the remainder of an unfilled term. If these Bylaws are amended to take effect at some point other than May 1 of an even-numbered year, the Chair of the Board of Supervisors shall make an initial appointment to fill the term that expires the next May 1 of an even-numbered year.

(c) **Conflict of Interest.** Each year the President shall distribute to each Board member and all senior staff of the Corporation the Conflict of Interest Policy of the Corporation.

(d) **Ethics Policy.** All members of the Board of Directors shall comply with the applicable Corporation Ethics Policy and Section 181.0831 of the Wisconsin

Statutes, or any similar successor provision thereto.

(e) **Qualifications.** All members of the Board of Directors, voting and non-voting, shall be residents of the State of Wisconsin at all times during their terms of office.

4.03 Annual Meeting.

The Annual Meeting of the Board of Directors shall be held at 9:30 a.m. on the second Tuesday in January of each year at the Corporation's principal offices, or such other time and place fixed by the Board of Directors.

4.04 Regular Meetings.

Regular Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 4.06 of this Article IV. The Board of Directors may consider and act upon any business of the Board of Directors which may come before the meeting.

4.05 Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place, within the County of Milwaukee, Wisconsin, as the time and place for holding any Special Meeting of the Board of Directors called by them. No business except that specified in the notice of the meeting shall be transacted at any special meeting, except on waiver of all of the Directors in writing.

4.06 Notice.

All notices of meetings shall be given in compliance with the Wisconsin Open Meetings Law (Sections 19.81 to 19.98 of the Wisconsin Statutes). Notice to Directors shall be given three days prior to each meeting, either personally or by written notice delivered personally or mailed to each Director at his or her business address or by e-mail to the address on file with the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereto to the transaction of any business because the meeting has not been lawfully called or convened.

4.07 Quorum.

A majority of the number of voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Although less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.08 Telephonic Participation in Meetings.

Unless the President shall stipulate otherwise, and provided compliance with the Wisconsin Open Meetings Law can be achieved, Directors and committee members may participate in any regular or special meeting of the Board and in any meeting of a committee of the Board by any means of communications by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communications during the meeting are immediately transmitted to each participant and each participant is able to immediately send messages to all other participants. If a meeting is conducted by one of the foregoing means, all participants must be informed that a meeting is taking place at which official business may be transacted and each participant in such a meeting shall be deemed present in person at such meeting.

4.09 Action Without a Meeting.

As provided in Section 181.0821 of the Wisconsin Statutes, any actions required or permitted by the Articles of Incorporation, these Bylaws or any provisions of Chapter 181 of the Wisconsin Statutes to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by at least two-thirds of the Directors then in office. Actions taken by written consent must be taken in compliance with the Wisconsin Open Meetings Law and the Wisconsin Open Records Law.

4.10 Vacancies.

Any vacancy in the Board of Directors shall be filled in accordance with Section 4.02 of these Bylaws.

4.11 Committees.

The Board of Directors may, by resolution adopted by a majority of the Board of Directors, designate one or more Committees of the Board as permitted by Section 181.0825 of the Wisconsin Statutes.

(a) **Committee Procedures.** Each Committee shall establish its own rules as to quorum and other procedures; provided that no committee may take any action constituting the exercise of a delegated power of the Board.

4.12 Open Meetings and Open Records.

The Corporation shall comply with the provisions of the Wisconsin Open Records Law (Sections 19.31 to 19.39 of the Wisconsin Statutes) and the Wisconsin Open Meetings Law (Sections 19.81 to 19.98 of the Wisconsin Statutes), except to the extent appropriate to protect the privacy of donors to the Corporation. Notwithstanding the foregoing, the County Executive and the Board of Supervisors of Milwaukee County shall have a right to access any records of the Corporation upon reasonable notice to the Corporation.

4.13 Compensation.

Directors shall receive no salaries for their services but, by resolution of the Board, may receive an amount sufficient to defray expenses incurred in performance of such services as may be required of them by the Board.

ARTICLE V.

OFFICERS

5.01 Number.

The principal elective Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary or the offices of President and Vice-President.

5.02 Election and Term of Office.

The Corporation's elective officers shall be elected by the Board of Directors at the annual meeting of the Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each Officer shall hold office for a term of one year, commencing on the day of his or her election, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation or removal from office in the manner hereinafter provided.

5.03 Resignation.

An Officer may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

5.04 Removal.

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

5.05 Vacancies.

A vacancy in any principal elective office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

5.06 President.

The principal duties of the President of the Corporation shall be to act as chief executive officer of the Corporation and Managing Director of the Milwaukee County public transportation

system. The President shall also, when present, preside at all meetings of the Board of Directors and shall be an ex-officio voting Director and an ex-officio member of all the committees of the Board, when choosing to attend a committee meeting

5.07 Vice President.

The principal duties of the Vice President shall be to manage the operation of the Milwaukee County public transportation system. In case of the absence or disability of the President, the Vice President, in the order of their priority if more than one, shall perform the duties of the President, and shall also perform such other duties as may be required by the Board of Directors.

5.08 Treasurer.

The Treasurer shall have general responsibility for overseeing the safekeeping of all moneys, valuable papers and property of the Corporation, accounting for all moneys, credits and property of the Corporation, rendering accounts, reports and statements of the receipts and disbursements, assets and financial condition of the Corporation to the Board of Directors and shall perform such duties as usually devolve upon such office. In general, the Treasurer shall perform such duties by supervising with the President of the Corporation.

5.09 Secretary.

The Secretary shall oversee: (a) the keeping of minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) custodianship of the Corporation records; (c) preparation and service of all notices of meetings required to be served under these Bylaws; (d) the countersignature on behalf of the Corporation of all documents executed by the Corporation that require the same, and where appropriate to affix the seal of the Corporation; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

5.10 Compensation.

Elected officers may receive fair market value compensation to be fixed from time to time by or under the authority of the Board of Directors, or a duly authorized committee thereof, and approved by Milwaukee County. No elected officer shall be prevented from receiving such fair market value compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE VI.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.01 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

6.02 Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. The Corporation shall provide Milwaukee County with written notice of any such loans within seven days of the authorization by the Board of Directors.

6.03 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

6.04 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VII.

INDEMNIFICATION

7.01 Mandatory Indemnification.

The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and officer against any and all liabilities, and advance any and all reasonable expenses as incurred by a Director or officer, arising out of or in connection with any proceeding to which such Director or officer is a party because he or she is a Director or officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, Board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section 7.01 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 7.01. The term "Statute," as used in this Article, shall mean Sections 181.0871 to 181.0889 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Sections 181.044 to 181.0871 of the Wisconsin Statutes. The right of identification shall be determined exclusively under Section 181.0873(1) or (2) of the Wisconsin Statutes.

7.02 Indemnification Limitations.

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes

under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0831 of the Wisconsin Statutes or any similar successor provision thereto.

ARTICLE VIII.

AMENDMENTS

The Board of Directors may from time to time, by vote of a majority of its voting members, adopt, amend or repeal any and all of the Bylaws of this Corporation.

ARTICLE IX.

CORPORATE SEAL

The Corporation shall have a seal which shall have engraved thereon the words:

“MILWAUKEE TRANSPORT SERVICES, INC.”

ARTICLE X.

FISCAL YEAR

The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

ARTICLE XI.

COUNTY OVERSIGHT

11.01 Oversight.

The Board of Directors hereby delegates to Milwaukee County the following policy oversight power of the Corporation, pursuant to Sections 59.58(3) and 181.0801 of the Wisconsin Statutes:

1. Responsibility to exercise the powers enumerated in Section 59.58(3) of the Wisconsin Statutes.
2. Responsibility to exercise the powers related to transit matters enumerated in the Milwaukee County Code of General Ordinances.
3. Responsibility to monitor the compliance of the Corporation with its budget.
4. Responsibility to review all records the Board of Supervisors of Milwaukee County or the Milwaukee County Executive may deem necessary to assess the Corporation's performance.

11.02 Annual Report to Milwaukee County.

The Corporation shall issue to Milwaukee County an annual report outlining the operations of the Corporation in the preceding fiscal year.