

CODE OF REGULATIONS

OF

SENIOR TRANSPORTATION CONNECTION

Article I Name
and Offices

1. Name. The name of this Corporation is "Senior Transportation Connection".
2. Offices. The principal office of the Corporation shall be in the City of Cleveland, Cuyahoga County, Ohio. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Article II
Membership

The members of the Corporation at any time shall consist of the persons who are then Directors of the Corporation. Any person elected and qualified as such Director shall automatically become a member of the Corporation, and upon his or her ceasing to be a Director his or her membership in the Corporation shall automatically terminate. No member shall be required to pay any dues, membership fee or similar payment to the Corporation. Whenever these Regulations or the Nonprofit Corporation Law of Ohio requires the vote or approval of members, the members shall be permitted to vote or act by written proxy.

Article III
Directors

1. Board of Directors. Except as otherwise provided by law, in the Articles of Incorporation of the Corporation or in these Regulations, the business and property of the Corporation shall be managed and controlled by a Board of Directors, duly appointed in the manner set forth in Article III, Section 2 hereof. Except as otherwise provided in these Regulations, the Directors shall serve for a term of three (3) years, or until the appointment and qualification of their respective successors.

2. Number and Appointment of Directors. The number of Directors of the Corporation shall be not less than sixteen (16) and no more than twenty-six (26), sixteen (16) of which shall be nominated by the Appointing Authorities (defined below) and up to ten (10) of which shall be nominated and elected by the members of the Corporation.

(a) Appointing Authorities. The following entities and organizations or their respective successors ("Appointing Authorities") shall designate sixteen (16) persons for nomination to the Board of Directors, each such Appointing Authority designating the number of Directors set forth opposite its name below:

Appointing Authority	Number of Directors
Cuyahoga County, Ohio	4
City of Cleveland, Ohio	3
Cuyahoga County Mayors and City Managers Association	4
Western Reserve Area Agency on Aging	1
The Greater Cleveland Regional Transit Authority	1
Northeast Ohio Areawide Coordinating Agency	1
United Way Services	1
Mt. Sinai Healthcare Foundation, on behalf of Ohio's Hospital Conversion Foundations, a collaboration of certain healthcare foundations in Ohio	1

Of the Directors appointed by Cuyahoga County, the Mayor of the City of Cleveland and the Cuyahoga County Mayors and City Managers Association, one of the Directors nominated by each of said three (3) Appointing Authorities shall be a senior citizen age 60 or older residing in Cuyahoga County ("Community Representatives").

The appointments of Directors made by Cuyahoga County will consist of two (2) Directors appointed by the County Executive (one of which shall be a Community Representative) and two (2) Directors appointed by the President of Council (at least one of which will be a resident of the City of Cleveland).

The appointments of Directors made by the City of Cleveland will consist of two (2) Directors appointed by the Mayor (one of which shall be a Community Representative) and one Director appointed by the President of City Council.

Each Director appointed by an Appointing Authority shall serve at the pleasure of the Appointing Authority nominating him or her.

An Appointing Authority may voluntarily withdraw its authority under this Article III to appoint Directors by serving written notice to the Board of Directors at least thirty (30) days in advance of such withdrawal. In such event, the Board of Directors shall take whatever action it deems appropriate, which may include, without limitation, filling the vacancies on the Board created by such withdrawal and amending these Regulations accordingly. Unless the withdrawing Appointing Authority's appointees to the Board are re-appointed by the Board pursuant to the foregoing sentence, on the effective date of the withdrawal such appointees shall be deemed to have resigned from the Board and shall no longer serve on the Board and shall not be entitled to vote on any matter before the members or the Board of Directors.

(b) At Large Directors. The members of the Corporation, being those persons who are then Directors of the Corporation, may elect up to ten (10) persons to the Board of Directors.

3. Vacancies. The office of any Director shall become vacant upon his or her death, failure to qualify, or resignation as Director. Except as provided in Article III, Section 2(a) above, any vacancy or vacancies among the Directors appointed by an Appointing Authority, however caused, may be filled for the unexpired term by an individual nominated by the same Appointing Authority which nominated the Director to the position which becomes vacant pursuant to a written appointment delivered to the Board of Directors by the respective Appointing Authorities. Any vacancy or vacancies among the Directors elected by the members of the Corporation in accordance with Article III, Section 2(b) above, however caused, may be filled for the unexpired term by majority vote of the members.

4. Annual Meeting. All annual meeting of the members and Directors shall be held each year at a time and date and place as shall be designated by the Board of Directors. The annual meeting shall be for the purpose of electing Directors and officers, the consideration of reports to be laid before such meeting and any other matter which is necessary or appropriate for action by the members and Directors of the Corporation.

5. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such time and date as shall be determined from time to time by the Chairman. The meetings shall be held at such places within Cuyahoga County, Ohio as may be fixed from time to time by the Chairman. The purpose of regular meetings shall be to appropriate funds available for the purposes of the Corporation, receive reports and recommendations from officers and committees of the Corporation, and to consider and act upon any other matter which is necessary or appropriate for action by the Board of Directors of the Corporation.

6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors and must be called by the Chairman upon the written request of one-third (1/3) of the members of the Board of Directors.

7. Notice of Meetings. Notice of all meetings of the Board of Directors, except as otherwise provided, shall be given to the Board by mail at least three (3) days or by facsimile transmission or telephone at least one (1) day before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. All notices of meetings shall set forth the place, date and time and, in the case of a special meeting, the purpose of the meeting. Except as otherwise provided in these Regulations, any business of the Corporation may be transacted at any Directors' meeting. The attendance of any Director at any meeting of the Board of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of such meeting.

8. Public Notice of Meetings. The Secretary of the Corporation shall maintain a record of all persons, including the news media, requesting notice of meetings of the Board of Directors and shall notify all such interested persons of the time and place of all regularly scheduled meetings and the time, place and purpose of all special meetings.

9. Conduct of Meetings. Meetings of the Board of Directors shall be open to the public. The members of the Board of Directors may, however, hold an executive session after a majority of a quorum of the Board determines to hold such a session and only at a regular or special meeting for the purpose of the consideration of any of the following matters:

- (a) To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of any employee or officer of the Corporation, or the investigation of charges or complaints against any employee, official, or licensee unless the employee, official, or licensee requests a public hearing.
- (b) To consider the sale, purchase, lease or other disposition of property by the Corporation.
- (c) Conferences with an attorney for the Corporation.
- (d) Preparing for, conducting, or reviewing negotiations or bargaining sessions with employees concerning their compensation or other terms and conditions of their employment.
- (e) Matters required to be kept confidential by federal law or rules, state statutes or policies of the Board of Directors.

- (f) Details relative to security arrangements and emergency response protocols for the security of the Corporation, its officers, employees, agents or the public served thereby.
- (g) Such other matters that the Board determines are necessary or appropriate to discuss in executive session.

Failure to comply with the provisions of Article III, Sections 8 and 9, shall not serve as the basis to invalidate or void any action taken by the Directors at any Board of Directors meeting.

10. Use of Communication Devices Constitutes Presence at Meetings. Meetings of the Directors may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting held through communications equipment shall constitute presence at such meeting.

11. Chairman. At all meetings of the Board of Directors, the Chairman, or in his or her absence, the Vice-Chairman shall preside.

12. Meeting Procedures. At all meetings of the Board of Directors parliamentary procedure shall be observed as provided in the current edition of Robert's Rules of Order Newly Revised, subject only to the provisions of these Regulations.

13. Quorum; Voting. At all meetings of the Board of Directors, the presence of one-half of the Directors then in office shall be sufficient to constitute a quorum for the transaction of business, except as may be otherwise specifically provided by statute or by these Regulations. In the absence of a quorum, a meeting may be adjourned from time to time by vote of a majority of the Directors present, without notice other than by announcement at the meeting and without further notice to any absent Director. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally notified. Any matters coming before the Board must meet the approval of a majority of the Directors present. Directors shall not be entitled to vote by proxy.

14. Reimbursement of Expenses. Directors shall not receive any salary for their services, but by resolution of the Board of Directors pre-approved expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, as well as pre-approved expenses incurred by the Directors in the performance of their duties.

Article IV Officers

1. Number. The officers of the Corporation shall be the Chairman, Vice-Chairman, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these

Regulations as may be appointed and determined by the Board of Directors. Any two offices, except that of Chairman and Vice-Chairman, may be held by the same person.

2. Election, Term of Office and Qualifications. The officers of the Corporation shall be elected at the first meeting of Board of Directors, from among their number, at which election of such officers is considered, and, thereafter, annually by the Board of Directors from among their number. The officers shall serve until their respective successors have been elected.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, removal, or any other cause, the Board of Directors may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the first meeting of the Board of Directors for the election and qualification of his/her successor.

4. Chairman. The Chairman, who shall serve as statutory President of the Corporation, shall preside at all meetings of members and the Board of Directors. He or she shall have general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board of Directors.

5. Vice-Chairman. The Vice-Chairman shall preside at all meetings of members and the Board of Directors where the Chairman is absent. He or she shall have general charge and supervision of the affairs of the Corporation in the absence of the Chairman and shall perform such other duties as may be assigned by the Board of Directors.

6. Secretary. The Secretary shall have charge of books, documents and papers as the Board of Directors may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation. He or she shall keep a record, containing the names, addresses and the date of admission to membership of all persons who are members of the Corporation. He or she may sign with the Chairman or Vice-Chairman, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. He or she shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. When necessary, he/she may endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He or she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution shall be expressly designated by the Board of Directors or by

these Regulations to some other officer or agent of the Corporation. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him/her for the purpose full and accurate account of all monies and obligations received and paid or incurred by him/her for on account of the Corporation and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Corporation. He or she shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

8. Removal. Any officer may be removed at any time, with or without cause, by the Directors at a meeting called for that purpose by the affirmative vote of two-thirds (2/3) of the whole authorized number of Directors. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Any vacancy created by the removal of any such officer shall be filled in the manner prescribed in Article IV, Section 3 hereof.

Article V Agents and Representatives

1. The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Regulations, to the extent authorized by law.

2. There shall be an Executive Director of the Corporation who shall be responsible for the day to day operations of the Corporation in carrying out the purposes for which it was formed, subject to the direction of the Board of Directors. The Board of Directors shall appoint and fix the compensation and other employment terms of the Executive Director.

Article VI Contracts

The Board of Directors, except as otherwise provided in these Regulations, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Article VII Committees

1. Standing Committees. The Board of Directors may create one or more standing committees, the members and chair persons of which shall be appointed by the Chairman of the

Board of Directors from its number. The Board may, by a majority vote of all the Directors then serving, authorize the delegation to any such committee of any of the authority of the Directors, however conferred, Each such standing committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. In addition to any other standing committees created by the Board, the Board shall establish and maintain the following standing committees of the Corporation for the following purposes:

(a) The Operations Committee. There shall be an Operations Committee to formulate and advise the Board on all personnel practices and policies of the Corporation, proposed standards and testing criteria for designated service providers, and other operational matters assigned by the Board.

(b) The Finance Committee. There shall be a Finance Committee to review and make recommendations on the Corporation's annual budget, to develop and recommend long term financial objectives for the Corporation and to coordinate and oversee audit functions for the Corporation.

(c) Community and Governmental Relations Committee. There shall be a Community and Governmental Relations Committee to advise the Board with respect to community initiatives, governmental programs, policies and legislative initiatives impacting the purposes of the Corporation, and to educate and assist lawmakers and policymakers in governmental initiatives and programs designed to provide, improve or enhance senior transportation.

(d) Nominating Committee. There shall be a Nominating Committee to facilitate nominations from the Appointing Authorities and the members of the Corporation, as appropriate, for the purposes of: (i) electing Directors; (ii) filling vacancies on the Board; and (iii) adding Directors to the Board. The Nominating Committee shall also facilitate nominations from the Board for the purpose of electing officers and filling vacancies among officers. The Nominating Committee shall conduct the election at the annual meeting of the members and the elections of officers.

2. Executive Committee. There shall be an Executive Committee consisting of the officers of the Corporation. The Executive Committee shall meet upon the call of the Chair or two (2) other members of the Executive Committee. Between meetings of the Board of Directors, the members of the Executive Committee shall exercise the powers of the Board, and bring recommendations to the Board for action or ratification. Unless otherwise determined or directed by the Board, the Executive Committee may act at a meeting by a majority of its members or without a meeting by a writing or writings signed by all of its members.

3. Advisory Committees. The Chairman of the Board of Directors may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members; provided, however, that no such committee shall be composed of a majority of the members of the Board; and, provided further any member of such committee who is not a Director shall be deemed a non-voting, ex-officio member only. The members of any such committees shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors, but shall have no decision making authority on behalf of the Corporation. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

3. Reimbursement of Expenses. The members of any committee shall not receive any salary for their services, but by resolution of the Board of Directors pre-approved expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such committee, as well as pre-approved expenses incurred by members in the performance of their duties.

Article VIII Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

Article IX Prohibition Against Sharing in Corporate Earnings

No member, Director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may be amended or to a governmental body or agency to be used exclusively for the purposes of the Corporation as stated in its Articles of Incorporation, or in the event such purposes cannot be fulfilled, designated public purposes.

Article X
Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, not permitted by the terms of applicable restrictions established by the source of such funds, or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may be amended.

Article XI Amendments;
Dissolution

1. Amendments to Regulations. The Regulations may be altered, amended or repealed at any meeting of members of the Corporation by a two-thirds majority vote of all the members then in office; provided, however, that any action to alter, amend or repeal the Regulations must be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting.

2. Amendments to Articles of Incorporation. Any amendment to the Articles of Incorporation of the Corporation must be adopted at a meeting of members of the Corporation by a two-thirds majority vote of all the members then in office.

3. Voluntary Dissolution. The Board of Directors, by resolution, may dissolve the Corporation upon the occurrence of any of the circumstances set forth in Section 1702.47(C) of the Ohio Revised Code. The members at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of at least two-thirds of the members then serving and present at such meeting in person or by mail or by proxy. Notice of the meeting of the members shall be given to all members entitled to vote thereat.

Article XII
Exempt Activities

Notwithstanding any other provision of these Regulations, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Article XIII Indemnification and Insurance

1. The Corporation shall indemnify, to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, domestic or foreign, non profit or for profit, partnership, joint venture, trust or other enterprise against allowable costs, fees, and expenses as permitted by law, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful; and provided, that the Corporation's authority to indemnify shall be subject to all other limitations as provided by law; and further provided, however, that the Corporation may indemnify any such agent (as opposed to any Director, officer or employee) of this Corporation to an extent greater than that allowed by law only if and to the extent that the Directors may, in their discretion, so determine. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the Articles of Incorporation or any agreement, vote of members or of disinterested Directors or otherwise, both as to action in official capacities and as to action in another capacity while he or she is a Director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

2. The Corporation may, to the full extent then permitted by law and authorized by the Directors, purchase and maintain insurance on behalf of any persons described in section one of this Article XIII against any liability asserted against and incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Article XN Miscellaneous

1. The Board of Directors shall adopt written policies with respect to ethics training, conflict of interest, the procurement of goods and services and travel and expense reimbursements for Directors, officers and employees, not inconsistent with these Regulations, which policies shall be approved by majority of the Board of Directors.

2. The Corporate Record Book of the Corporation, which shall include the Articles of Incorporation, these Regulations, the minutes of meetings of the members and the Board of Directors, and its membership book, as well as, financial reports presented at meetings of the Board of Directors, and other records designated by the Board of Directors shall be promptly prepared and

made available for inspection to any member or Director of the Corporation for any reasonable and proper purpose and at all reasonable times during regular business hours. Upon request, the Executive Director shall make copies available, at cost, within a reasonable period of time.

3. No person or organization, being or claiming to be a beneficiary of any of the purposes of the Corporation, shall, as such, have or be given any claim or right of action against the Corporation by reason thereof, nor shall any person have or be given at any time any authority to bind or commit the Corporation to make any future advance, gift or contribution, to render any assistance or to take any other action in the future in any manner whatever, excepting only such engagements as shall be necessary or expedient for the proper fiscal management of the assets of the Corporation, and any advance, gift or contribution made, assistance rendered or any other action taken in furtherance of the purposes of the Corporation shall be made or done solely in the exercise of the discretion of the person or persons duly authorized thereto and when so made or done shall be and remain the voluntary act of the Corporation.