



## AGENDA

### Meeting of the Board of Directors

October 12, 2022 at 10:00 AM EDT

PUBLIC ARE ENCOURAGED TO ATTEND REMOTELY USING THE BELOW LINKS

Webinar: <https://link.edgепilot.com/s/e31f9b2d/ufS7iBAGeEys-KGdDJn-KQ?u=https://us02web.zoom.us/j/84989484769>

Or One tap mobile: +13092053325,,84989484769# US

Or Telephone Only: +1 309 205 3325

Webinar ID: 849 8948 4769

*Do not use both computer and phone audio together: use one only to avoid audio distortion.*

I. **Call to Order** — Bill Wuensch, President

II. **Roll Call** — Christine Appert, Secretary

III. **Introductions** — Bill Wuensch, President

IV. **Public Comments** — Bill Wuensch, President

The public may address the board by first contacting Nancy Hunt to the start of the meeting. Comments are limited to three minutes at the discretion of the board president. Contact Nancy Hunt at [nancyh@ridejaunt.org](mailto:nancyh@ridejaunt.org) or (434) 296-3184, extension 114.

V. **Action Items**

A. September 14, 2022 Board of Directors Meeting Minutes— Christine Appert, Secretary **page 2 of 59**

B. Jaunt Bylaws –Randy Parker/Ted Rieck **page 6 of 59**

VI. **Standing Committee Reports**

A. Finance Committee--Jacob Sumner, Treasurer & Robin Munson, CFO **page 40 of 59**

1. FY2024 Budget Update

B. Operations and Safety Reports—Kyle Trissel, Safety Manager **page 46 of 59**

C. Regional Transit Partnership Update-- Christine Jacobs/Hal Morgan/Lucas Ames

D. Executive Director Report--Ted Rieck, CEO **page 59 of 59**

VII. **New Business**

VIII. **Announcements and Board Member comments**

IX. **Closed Session**

Closed meeting as authorized by Virginia Code Section 2.2-3711(A)(1) to discuss and consider the assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of Jaunt.

**Adjourn to next meeting: November 9, 2022 at 10:00 AM EST**

## MINUTES

Water Street Center, 407 E. Water Street, Charlottesville, VA 22902

Meeting of the Board of Directors

September 14, 2022 at 10:00 AM EDT

Voting Member	Present In person	Present virtual	Absent
William Wuensch [President], Albemarle			X
Hal Morgan [Vice President], Fluvanna	X (at 10:30am)		
Christine Appert [Secretary], Charlottesville	X (left 11am)		
Jacob Sumner [Treasurer], Albemarle	X		
Ray East, Albemarle	X		
Fran Hooper, Albemarle			X
Lucas Ames, Charlottesville	X		
Erik Larson, Charlottesville	X		
Ray Heron, Charlottesville	X		
Willie Gentry, Louisa	X		
Randy Parker [Immediate Past President], Louisa	X		
Brad Burdette, Nelson		X	
Dian McNaught, Nelson	X		
Leslie Woodfolk			X
<b>Non-voting Members</b>			
Christine Jacobs, TJPDC		X	
Kevin Hickman, Buckingham		X	
Garland Williams, CAT		X	
Michael Mucha, DRPT		X	
Steve Bowman, Greene	X		
<b>Staff</b>			
Ted Rieck, CEO	X		
Karen Davis, Deputy CEO	X		
Robin Munson, CFO	X		
Mike Mills, Procurement Specialist		X	
Stephen Johnson, Planning Director		X	
Kyle Trissel, Transportation Safety Manager		X	
<b>Public</b>			

**I. Call to Order — Randy Parker, Immediate Past President**

Called to order 10:15am. Randy served as chair until Hal arrived (Bill was unable to make the meeting due to a family emergency).

**II. Roll Call — Christine Appert, Secretary**

Ted called the roll for Christine.

**III. Introductions — Hal Morgan, Vice President**

Presentation of service recognitions to Randy Parker as president of board and Ray East as treasurer.

**IV. Public Comments — Hal Morgan, Vice President**

No public.

**V. Action Items**

A. July 13, 2022 Board of Directors Meeting Minutes — Christine Appert, Secretary  
No comments. **Motion to accept: Jacob; seconded: Dian. Passed unanimously.**

B. Jaunt Articles of Incorporation Amendment — *Nancy Schlichtling (Flora & Pettit), Ted Rieck, Randy Parker*

Ted said that Randy Parker, in 2021, initiated a review of Jaunt's governing documents to make sure they are consistent with Virginia statutes as well as are in sync with Jaunt's practice. Further, we want stronger conflict of interest provisions in the bylaws. Nancy reviewed the revised article of incorporation. Article IV, identifying the registered agent, can be struck. **Motion to accept with change: Randy; seconded: Dian. Passed unanimously.**

C. Jaunt Stock Purchase Third Amendment — *Nancy Schlichtling (Flora & Pettit), Ted Rieck, Randy Parker*

The stock purchase agreement determines, among other things, allocation of voting director seats on the board. Strike out the last "whereas" on page 1. Erik asked if the documents were being offered to stockholders by staff or board. Response was the board. He also requested a clearer presentation of the changes in the documents as the redlining is jumbled. Nancy offered to do a "comparison" version of the document to better show the changes before and after. **Motion to accept with change: Randy; seconded: Dian. Passed unanimously.**

D. Annual Shareholder Meeting October 12, 2022 9:30 am — *Hal Morgan, Vice President*

This item called for an annual shareholder meeting to be held October 12th.

**Motion to accept: Randy; seconded: Lucas. Passed unanimously.**

**VI. Standing Committee Reports**

A. Finance Committee — *Jacob Sumner, Treasurer and Robin Munson, CFO*

Robin presented the financials, which included FY2022 ending (June 30) and the first month of FY2023 (July). FY2022 finished as expected with a surplus of approximately \$2.5 million. FY2023 one month in has a \$101,000 budget surplus. This is partially due to below budget actuals for labor expenses due to lower-than-expected service levels and open positions.

1. FY2024 Budget Preparation—Ted informed the board that the staff has begun work on the FY2024 budget. Our goal is to have pre-submission meetings with funding sources early in the process. Ted mentioned that there are two significant budgetary challenges looming. The first is insufficient federal capital funding for the urban portions of our service area. The second is a cross-subsidy of services from one jurisdiction to another. Staff will be working to identify them and clearly delineate the flow of funds.

B. Operations and Safety Reports — *Karen Davis, DCEO*

Kyle Trissel made a report regarding the trend in safety. He mentioned an upcoming Safety and Operations Committee meeting when these will be discussed in more detail.

Karen mentioned that a draft transit terminology glossary and common abbreviations were included for Board directors' reactions.

C. Regional Transit Partnership Update — *Christine Jacobs TJPDC*

Christine gave an overview of the August RTP meeting when a presentation was made about the Central Virginia Regional Transit Authority.

D. Executive Director Report — *Ted Rieck, CEO*

Ted reported on community presentations he has made, including one for Greene County. The Greene County presentation was part of Jaunt's obligation under the Memorandum of Understanding (MOU) governing the funding of services for FY2023. Jaunt has met or exceeded all of the metrics established, including receiving highly favorable responses from a customer satisfaction survey of Greene riders.

Greene County Supervisor Steve Bowman expressed thanks for the presentation and the progress made by Jaunt.

E. Executive Committee — *Hal Morgan, Vice President*

Jaunt Board of Directors Revised By-laws — *Nancy Schlichtling (Flora & Pettit), Ted Rieck, Randy Parker*

Nancy reviewed proposed changes to the Board's bylaws. It is expected that the new bylaws will be presented to the Board for adoption at the October meeting. Erik asked about Jaunt's classification as a public service corporation.

## VII. New Business

The Jaunt Board adopted a policy governing remote electronic meeting participation in October of 2021. That policy was to be reviewed in September 2022. Jaunt's legal counsel, Jordan Bowman developed a revised policy that is similar to the October 2021 policy. Jordan reviewed the revised policy highlights.

**Motion to accept: Randy; seconded: Lucas. Passed unanimously.**

**VIII. Announcements and Board Member comments**

None.

**IX. Closed Session**

With time running short, and in the absence of Bill Wuensch, the proposed closed session was tabled until October 2022.

**Motion to accept: Willie; seconded: Dian. Passed unanimously.**

**X. Adjourn to next meeting: *October 12, 2022 at 10:00 a.m. EDT***

Action: Item V.B.: Jaunt Board of Directors Bylaws

This seeks Board approval of its revised bylaws. Draft bylaws were presented for information at the Board's September 14, 2022 meeting.

In 2021, Randy Parker, then president of the Jaunt Board of Directors, asked Nancy Schlichting of the law firm of Flora & Pettit to review and revise Jaunt's governing documents. One of the purposes of the review was to ensure that the documents reflected Jaunt's actual practices. The review was also done to address conflict of interest issues that can occur on the Board.

There are two key documents relating to Jaunt's governance as a public service corporation:

1. Articles of Incorporation (AOI) establishing Jaunt as a public service corporation.
2. Stock Purchase Agreement (SPA) governing buying into the corporation by shareholders.

Both of these were presented at Jaunt's Stockholders' Annual Meeting held just before the October Board of Directors meeting.

Following the adoption of the AOI and SPA, the Board is asked to approve of revisions to its bylaws to ensure consistency with the new governing documents. Attached is a "clean" version (with no track changes or edits) of the bylaws followed by a "comparison" of the new bylaws with the current bylaws (adopted in 2007).



# AMENDED AND RESTATED BYLAWS

## OF

### JAUNT, INC.

**DRAFT: 9 20 2022**

*Bylaws Adopted: December 7, 1989*

*Revised Bylaws Adopted: July 10, 1996*

*Amended and Restated Bylaws Adopted: July 23, 1997*

*Amended and Restated Bylaws Adopted: July 8, 1998*

*Amended and Restated Bylaws Adopted: July 11, 2007*

*These Amended and Restated Bylaws Adopted: \_\_\_\_\_*

## ARTICLE I.

### Offices

1.1 Principal Office. The principal office of Jaunt, Inc. (the “Corporation”) shall be at 104 Keystone Place, Charlottesville, Virginia 22902-6200 or at such other location designated by the Board of Directors.

1.2 Registered Office. The Registered Office of the Corporation in Virginia (as required by law) shall be at such place as the Board of Directors shall from time to time by resolution determine, and may, but need not be at the principal office of the Corporation.

1.3 Other Offices. The Corporation may, in addition to its principal office, have offices at such other places either within or without the Commonwealth of Virginia as the business of the Corporation may require from time to time.

## ARTICLE II

### Board of Directors

2.1. **General Powers.** The business and affairs of the JAUNT, Inc. shall be managed by the Board of Directors. Except as otherwise expressly provided by applicable law, the Corporation’s Articles of Incorporation or these Amended and Restated Bylaws (“Bylaws” all the powers of the Corporation shall be vested in its Board of Directors. The powers of the Board of Directors shall include the following powers: (a) to initiate and approve plans and programs for the welfare of the Corporation; (b) to maintain, acquire and manage land, buildings, vehicles, equipment, and all other property of the Corporation; (c) to adopt an annual budget, apply for federal, state and local grants, borrow money, raise and disburse funds, invest and reinvest funds of the Corporation, and to buy and exchange property for the Corporation; (d) to execute contracts in the name of the Corporation; (e) to create committees and delegate such authority to the committees as the Board deems expedient in order to carry out the mission and objectives of the Corporation; (f) to appoint an Executive Director to serve at the pleasure of the Board with such duties as it deems appropriate in order to carry out the operations, programs, and objectives of the Corporation in accordance with the Corporation’s mission; (g) to appoint, or delegate the power to appoint, other employees of the Corporation, including setting the compensation of all

employees of the Corporation; and (f) to perform all other duties and discharge such other powers as may be necessary to carry out the purpose and mission of the Corporation.

2.2 Executive Director. The Corporation's Executive Director shall be in charge of the operations of the Corporation, and shall serve at the pleasure of the Board which shall direct their duties and set compensation.

2.3 The number of directors elected by the Stockholders ("Directors") constituting the Board of Directors shall be fixed or changed by the Stockholders at any regular or special meeting, provided at all times the minimum number of Directors shall be twelve (12) and the maximum number of Directors shall be twenty (20). No amendment decreasing the number of Directors shall have the effect of shortening the term of any incumbent Director. There are currently fourteen (14) Directors serving on the Board.

2.4 Qualification of Directors. There shall be no specific requirements for an individual to be eligible to serve on the Board of Directors, and a Director need not be Stockholder of the Corporation. No individual shall serve as a Director of the Corporation until the Corporation has completed any and all background checks that are satisfactory to the Board of Directors and such individual has complied to the satisfaction of the Board of Directors with all requirements, policies and procedures promulgated by the Board.

2.5 Election of Directors. Directors shall be elected by the Stockholders to the Board of Directors at the annual meeting or at a special meeting of the Stockholders noticed for such purpose. The number of Directors nominated by and elected to serve on the Board shall correspond with the number of shares held by the respective Stockholders as set forth herein and as more fully set forth in the Stock Purchase Agreement.

2.6 Appointment of *ex officio* Directors. The Directors elected by the Stockholders shall have the power to appoint *ex officio* Directors to serve on the Board, as non-voting members, for a term to be of a duration determined by the Board. The Directors elected by the Stockholders shall also have the power to remove such *ex officio* Directors.

2.7 Term; Seating. All Directors elected by the Stockholders shall serve for terms each of three (3) years duration. At the end of each three (3) year term served by a Director, the Stockholders shall consider whether to extend the term of such Director for an additional three (3) year term. If the Stockholders decides to extend the term of a Director and the Director agrees to such extension, the term of such Director shall continue for another term of three (3) years. All newly appointed Directors shall be seated at the next meeting directly following the meeting at which they were elected, and shall be participating members upon seating. The Stockholders shall have the authority at any time and for any reason, to change the duration of any term served by the Directors as they deem necessary and in the best interest of the Corporation.

2.9 **Removal.** A Director may be removed at any time, either with or without cause, by an affirmative vote of a majority of the Stockholders where a quorum is present for a special meeting called expressly for that purpose.



2.11 Regular Meetings. The Board of Directors shall hold regular meetings at such intervals and places within the Commonwealth of Virginia determined by the President. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operation of the Corporation at any regular meeting of the Board of Directors.

2.13 **Annual Meeting.** The Board of Directors shall hold an annual meeting each year on such date and at such location within the Commonwealth of Virginia as shall be designated by the President. At the annual or any other meeting of the Board of Directors, if there is a need to elect any or all officers, the Board shall nominate and elect Officers of the Corporation. The terms of such officers shall commence as of the first day of the Corporation's next fiscal year. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operations of the Corporation at any annual meeting of the Board of Directors.

2.12 **Special Meetings.** A special meeting of the Board of Directors shall be called by the President or if a written request for a special meeting of the Board of Directors, which states the purposes of such special meeting and is signed by at least two of the members of the Board of Directors. The Board of Directors shall limit all action at a special meeting to those actions that are necessary or reasonably incidental to the purpose or purposes specified in the notice of such special meeting.

2.14 **Notice.**

a. *Regular Meetings.* Notice of the date, time, and location of each regular meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such meeting. The notice of the date, time and location of a regular meeting need not state the purpose or purposes of such regular meeting, except as expressly required by these Bylaws. At each meeting of the Board of Directors, the President of the Corporation, or, in the President's absence, the Vice President shall preside. The Secretary of the Corporation, or, in the discretion of the President, any person appointed thereby, shall act as secretary of the meeting

b. *Special Meetings.* The President or his designee shall provide written notice of the date, time, location and purpose of each special meeting of the Board of Directors at least twenty-four (24) hours prior to each such special meeting if such notice is given by email transmission, facsimile, in person, or by telephone. The notice of special meeting shall include details by which the Directors may participate in such meeting as provided in these Bylaws and as permitted under Virginia law. The notice need not state the purpose(s) of such special meeting.

c. *Annual Meeting.* Notice of the date, time, and location of each annual meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such annual meeting. The notice of the date, time and location of an annual meeting need not state the purpose or purposes of such annual meeting.

d. *Form of Notice.* All notices of regular, special and annual meetings may be provided to the Directors by either (a) first class mail to the address provided by a Director for communication of such notices (in which case the notice shall be sent three (3) days prior to the meeting); (ii) electronic transmission, by either (i) facsimile telecommunication directed to a facsimile number provided by a Director for communication of such notices; or (ii) electronic mail to an electronic mail address provided by a Director for communication of such notices; or (b) such other means as may be adopted and approved by the Board of Directors. If notice of a regular, special or annual meeting is made by facsimile telecommunication or electronic mail, it shall be deemed to have been delivered as of the time and date it is transmitted by facsimile or electronic mail, as applicable.

**2.15. Waiver of Notice of Meetings.** Anything in these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by such director in writing (including facsimile or electronic mail) before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless such person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**2.16. Quorum.**

Quorum. For each regular, special or annual meeting, a quorum shall consist of at least a majority of the number of Directors in office immediately before such meeting begins. Where there is an odd number of current Directors, one half of the next lowest number shall constitute a “majority” for the purpose of establishing a quorum. The Board of Directors shall not vote or act on any matter unless a quorum is present. If a quorum is present at any meeting, the act or vote of a majority of the Directors who are present at such meeting shall constitute the act or vote of the Board of Directors unless a higher vote is required by the Corporation’s Articles of Incorporation, these Bylaws or applicable law. If less than a quorum is present at a meeting, the majority of the Directors attending such meeting may adjourn the meeting without further notice until a quorum is obtained.

**2.8 Resignation.** A Director may resign at any time by delivering written notice of resignation to the President of the Corporation. A Director’s resignation shall become effective immediately upon the President’s receipt of their notice, or such date specified in such notice, or as may be agreed by the President and the resigning Director. Upon receipt of such resignation, the President shall notify the Stockholder whose jurisdiction such Director represented and the Board of Directors.

**2.10 Vacancies.** If a vacancy occurs on the Board of Directors for any reason, including any vacancy caused by an increase in the number of Directors by two (2) or less within the range set forth in these Bylaws, the vacancy may be filled for the unexpired term by the Stockholder whose jurisdiction was represented by the departing Director. For *ex officio* Directors, the vacancy may be filled by the Board of Directors. Any vacancy occurring on the Board of Directors shall not be required to be filled immediately provided that the minimum number of Directors remaining following such vacancy is not less than the minimum number of Directors specified in these Bylaws.

**2.20. Compensation.** All Directors shall serve in a volunteer capacity and there shall be no compensation paid to any Director for service on the Board of Directors. Directors may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.

**2.17 Voting** Voting at all meetings of the Board of Directors shall be "in person" which, in the event of Director participation at a meeting conducted by telephonic, video, electronic or other communication means where the Directors are not physically present so long as those participating may simultaneously hear each other during the meeting as permitted under these Bylaws and by Virginia law, shall include all votes cast by Directors who are participating in that manner. No voting shall be made by secret or written ballot, and there shall be no proxy voting. Each Director shall be entitled to one (1) vote on all matters coming before the Board of Directors. Except as otherwise required by the Corporation's Articles of Incorporation, these Bylaws, or applicable law, if a quorum is present, a majority vote of the Board of Directors present at a meeting shall be required to take or approve any action coming before the Board of Directors for a vote during such meeting.

**2.18 Minutes.** The Board of Directors shall keep written minutes of each meeting, which shall include a record of votes on all motions and matters coming before the Board of Directors for a vote. The minutes of all meetings shall be available to the Directors and officers of the Corporation upon request. Prior to any regular meeting of the Board of Directors, minutes of the previous regular meeting shall be distributed to the Directors and approved at the next meeting.

**2.19 Telephone or Virtual Meetings.** A Director may participate in any regular or special meeting of the Board of Directors by any means allowed by law for a meeting of a public body. A Director participating in a regular or special meeting by such means is deemed to be present in person at the meeting.

**2.20 Compensation.** All Directors shall serve in a volunteer capacity and there shall be no compensation paid to any Director for service on the Board of Directors. Directors may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.

**2.21 Director Conduct and Statement Regarding Conflict of Interest.** In addition to complying with all legal and ethical standards of conduct governing directors under applicable law and rules and requirements promulgated by the Board of Directors, each Director shall comply with the Corporation's Code of Ethics and Business Practices. No board member shall use their position, or the knowledge gained there from, in such a manner that a conflict between the interest of the Corporation or any of its affiliates and their personal interest arises. Each Board member has a duty to place the interest of the Corporation foremost in any dealings with the Corporation and has a continuing responsibility to comply with the requirements of this policy. The conduct of

personal business between any Board or committee member and the Corporation and any of its affiliates is prohibited. Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the Corporation. If a Board member has an interest in a proposed transaction with the Corporation in the form of any personal financial interest in the transaction or in any entity involved in the transaction, or holds a position as a trustee, director, or officer in any such entity, they must make full disclosure of such interest before any discussion or negotiation of such transaction. Any Board or Committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board or committee shall not be present for any discussion of or vote in connection with the matter. To implement the policy, Board Members of the Corporation will submit annual reports and, if not previously disclosed, will make disclosure before any relevant Board or committee action. These reports will be reviewed by the Executive Committee, which will attempt to resolve actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

### ARTICLE III. STOCKHOLDERS

**3.1. Annual Meetings.** The annual meeting of the Stockholders of the Corporation, for the purpose of nominating and electing Directors for any unfilled seats as provided herein, and for the transaction of such other business as may properly come before the meeting, shall be held in July of each year at the principal office of the Corporation or at such place and on such a date as the Board of Directors may designate in calling such meeting.

**3.2. Special Meetings.** A special meeting of the Stockholders may be called at any time by the President, by the Board of Directors, or by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at such meeting.

**3.3. Notice of Meetings.** Written notices of each annual and each special meeting of the Stockholders shall be given by, or at the direction of, the President or other persons calling the meeting. Such notice shall state the place and time of the meeting, the purpose or purposes for which the meeting is called, and such other information as may be required by law. Except as otherwise required by law, such notices shall be delivered personally or mailed in a postage prepaid envelope, but not less than ten business (10) days, nor more than fifty (50) days before such meeting, to each Stockholder of record entitled to vote at such meeting; and, if mailed, it shall be directed to such Stockholder at this Stockholder's address as it appears on the stock transfer books of the Corporation, unless such stockholder shall have filed with the Secretary of the Corporation a written request that notices intended for such stockholder be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notwithstanding the foregoing, a waiver of any notice herein or by law required, if in writing and signed by the person entitled to such notice, whether before or after the time of the event for which notice was required to be given, shall be the equivalent of the giving of such notice. A stockholder who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless said stockholder attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No notice of the

reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

**3.4. Quorum.** Except as otherwise provided by law, at any meeting of the Stockholders of the Corporation, a majority of the outstanding shares of stock entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in voting power of the stockholders present in person or represented by proxy and entitled to vote may adjourn the meeting from time to time without further notice until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

**3.5. Business and Order of Business.** At every meeting of the Stockholders, a person chosen by a majority vote of the Stockholders present in person or by proxy and entitled to vote, shall act as Chairman of the meeting. The Secretary of the Corporation, or, in the discretion of the Chairman, any person designated by the President or the Chairman, shall act as Secretary of the meeting. At each meeting of the Stockholders such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of meeting or in the waiver of notice thereof, except as otherwise by law or by these Bylaws expressly provided. The order of business of all meetings of Stockholders shall be as determined by the Chairman, but such order of business may be changed by a majority in voting power of the Stockholders present in person or by proxy and entitled to vote at the meeting.

**3.6. Voting.** Except as otherwise provided by law, each Stockholder shall be entitled to vote according to the shares and their respective voting rights provided in the Articles of Incorporation, upon matters to be voted upon by the stockholders. Except for the election of Directors, the holders of shares permitted to vote shall be entitled to one vote for each outstanding share held on each matter submitted to a vote at a meeting of stockholders, and if a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders, unless the vote of a greater number is required by law or the Articles of Incorporation.

Unless not permitted by Virginia law, a stockholder may vote either in person, by telephone, teleconference, virtually, or by proxy executed in writing by the Stockholder or the Stockholder's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall valid after eleven (11) months from its date, unless otherwise provided for in the proxy.

**3.7 Election of Directors.** For every two (2) shares held, such Stockholder shall be entitled to nominate two (2) Directors for election to the Board. For Stockholders owning an odd number of shares, the number of Directors to be nominated shall be rounded down to the nearest even whole number. For example, Stockholders with 5 shares rounds down to 4 Directors to be nominated. For the election of Directors, each Stockholder shall be entitled to the number of votes represented by the number of shares held. Notwithstanding the foregoing, the Stockholders agree to elect the Directors nominated by each Stockholder except for good cause shown.

**3.8. Voting List.** At least ten

(10) days before each meeting of Stockholders, the Secretary of the Corporation shall make a complete list of the Stockholders entitled to vote at any such meeting or any adjournment thereof, with the address of and the number of shares held by each. Such list shall be kept on file at the Registered Office of the Corporation for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Stockholder at any time during usual business hours for such ten day period. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Stockholder during the whole time of the meeting.

3.9. **No Action by Stockholders Without a Meeting.** Unless otherwise specifically provided by law, no vote of any kind of the Stockholders shall be taken to authorize the transaction of any business of the Corporation, other than a vote taken at a meeting of the Stockholders. No vote of the Stockholders shall be by secret or written ballot. Unless prohibited by law, meetings of the Stockholders may be conducted through telephonic, video, electronic or other communication means where the Stockholders are not physically present so long as those participating may simultaneously hear each other during the meeting. Stockholders may vote by telephone or other electronic means.

3.10 Current Stockholders. There are currently sixteen (16) shares of stock issued to the Stockholders as follows:

Albemarle County	5
City of Charlottesville	5
Fluvanna County	2
Louisa County	2
Nelson County	2

#### ARTICLE IV Officers

4.1 Officers. The officers (“Officers”) of the Corporation shall consist of (a) a President, (b) a Vice-President, (c) a Secretary, (d) a Treasurer; and (e) such other officers or assistant officers as may be elected by the Board of Directors from time to time, whose title, seniority and duties shall be specified by the Board of Directors.

4.2 Election Procedure. Prior to the annual meeting or at any other meeting of the Board of Directors, a Nominating Committee consisting of not less than two (2) Board members shall be appointed to consider nominations for each office to be filled. At least ten (10) days prior to the annual meeting (at which the election is to be held), the Nominating Committee shall provide a list to each Board member containing the name of at least one (1) nominee for each office to be filled. Additional nominations may be made from the floor during the meeting which the election is held.

4.3 Election of Officers; Term. Officers shall be elected by a majority vote of the Board of Directors at the annual meeting or a duly convened regular meeting of the Board of Directors. Only members of the Board of Directors are eligible to be elected as an Officer of the Corporation.

All Officers shall hold office until the next annual meeting of the Board of Directors following their election or until their death, resignation or removal, and/or their successors are elected by the Board of Directors.

4.4 Removal of Officers; Resignations; Vacancies. Any Officer may be removed summarily, either with or without cause, at any time, by a resolution declaring such removal to be in the Corporation's best interest, which is adopted by the majority vote of the Board of Directors at any properly convened regular or special meeting or by written action taken in accordance with these Bylaws. An Officer may resign their office at any time by delivering written notice of resignation to the President or the Board of Directors. An Officer's resignation shall become effective immediately upon receipt by the President or Board of Directors of their notice of resignation, or such other date specified in such notice as may be agreed by the President or Board.

If an Officer is also a Director and resigns or is removed as a Director, such resignation or removal shall, as of the effective date of their resignation or removal as a Director, automatically constitute the resignation or removal of such Officer's office. All vacancies in offices shall be filled by the Board of Directors for the unexpired term at a regular or special meeting following the occurrence of the vacancy. An officer elected to fill an unexpired term is eligible to be elected to a successive full term in that or any other office.

4.5. **Compensation.** All officers shall serve in a volunteer capacity and there shall be no compensation paid to any Officer for service to the Corporation. Officers may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.

4.6 Officers' Duties. Officers shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided, or as from time to time may be conferred by the Board of Directors.

4.7. Duties of the **President.**

Consistent with the Articles of Incorporation, as amended, these Bylaws, and applicable laws, the President shall (a) preside at all meetings of the members of the Corporation and of the Board of Directors; (b) chair the Executive Committee; (c) appoint the members of all Committees, or delegate such appointment powers to Committee chairpersons; (d) perform all duties as may be incidental to the office of President, together with all duties as may be assigned by the Board of Directors from time to time; (e) execute such contracts, instruments, documents and papers as may be required or authorized by the Board of Directors; (f) make such reports and recommendations to the Board of Directors at any regular or special meeting concerning the work and affairs of the Corporation as in their judgment may be necessary or appropriate; (g) delegate any of the President's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time, (h) request reports from other Officers and the Executive Director as in their judgment are necessary or appropriate; and (i) provide leadership to promote the implementation of the plans and policies of the Corporation that are adopted by the Board of Directors.

4.8. **Vice President.** The Vice President shall perform of the duties of the President in the absence of the President, as may be expressly delegated or authorized by the President or the Board of Directors, or in the event of the inability or refusal of the President to act. When

acting in the stead of the President, the Vice-President shall have all of the powers of the President and shall be subject to all of the restrictions imposed on the President. The Vice-President shall also perform such duties as may be authorized or assigned by the Board of Directors from time to time.

4.9 Duties of the Treasurer. The Treasurer shall (a) at each regular meeting of the Board of Directors, present financial reports concerning the activities of the Corporation during the preceding month, together with such other financial reports as may be requested by the President or the Board of Directors; (b) serve as the Chairman of the Finance Committee; (c) have primary responsibility for custody of all monies and securities of the Corporation, for depositing funds of the Corporation in one or more banks or other depositories selected by the Board of Directors to be disbursed in accordance with directions of, and upon the signatures of, persons designated by the Board of Directors; (d) have primary responsibility for keeping a full and accurate accounting of all monies received and paid out by the Corporation, and all deeds, securities, notes and financial papers of the Corporation; (e) assist the chief financial officer of the Corporation with maintaining the custody and safekeeping of, and accounting for all monies, deeds, securities, notes and other financial papers of the Corporation in accordance with all relevant policies and procedures adopted by the Board of Directors; (f) assist an independent certified public accountant selected by the Board of Directors in connection with an annual audit of the Corporation's financial accounts; (g) sign and execute in the name of the Corporation share certificates, deeds, mortgages, bonds, and other financial instruments and papers as may be authorized by the President or the Board of Directors; and (h) perform such duties incident to the office of Treasurer as may be assigned from time to time by the President or the Board of Directors. The Treasurer may delegate any of the Treasurer's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time.

4.10. Duties of the **Secretary.** The Secretary shall (a) act as secretary of all meetings of the Board of Directors; (b) except as may otherwise be specifically provided herein, The Secretary shall act as Secretary at the meetings of Stockholders; (c) keep and preserve the minutes of all meetings of the Board of Directors in the corporate records of the Corporation; (d) have primary responsibility for ensuring that all notices required to be given by the Corporation to the Board of Directors are duly given and served; (e) be the custodian of and affix the seal of the Corporation, or cause the seal of the Corporation to be affixed, to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized or required; (f) have primary responsibility for the books, records and papers of the Corporation relating to its organization and management as a Corporation and to ensure that any reports or statements required by law or otherwise, are properly kept and filed; (g) assist the Corporation with the filing of all reports, statements and other documents required by law (except tax returns); and (g) perform such duties incident to the office of Secretary as may be assigned from time to time by the President or the Board of Directors.

4.11. **Certain Officers to Give Bonds.** Every officer, agent or employee of the Corporation, who may receive, handle or disburse money for its account or who may have any of the Corporation's property in such person's custody or be responsible for its safety or preservation, may be required, in the discretion of the Board of Directors, to give bond, in such sum and with such sureties and in such form as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of office and for the restoration to the Corporation, in the event of death, resignation, or



removal from office, of all books, papers, vouchers, monies and other property of whatsoever kind in such person's custody belonging to the Corporation.

## ARTICLE V Committees

5.1 Committees. The Board of Directors may establish committees ("Committees"), each having specific areas of responsibility, duties, and authority as shall be established by the Board of Directors. In addition to other Committees that may be established from time to time by the Board of Directors, there shall be two (2) standing committees: an Executive Committee and a Finance Committee.

5.2 Committee Appointments and Vacancies. The Board of Directors shall assist the President in the appointment of the members of the Committees, but may delegate authority to appoint Committee members to the chairperson of such Committee. Committee members shall serve at the pleasure of the Board of Directors and may be removed by the President or the Board of Directors at any time. The President, or an authorized delegate of the President, shall add to the committee membership or fill vacancies on established Committees as needed. Individuals who are not Directors may serve on Committees.

5.3 Executive Committee. The Executive Committee shall consist of the following members: the President, the Vice President, the Secretary, the Treasurer, Immediate Past President, the Executive Director, and at the option of the Board, the chairs of the various sub-committees and such other Directors or Corporation employees as may be appointed by the President. The Immediate Past President, the Executive Director and any Corporation employees appointed to the Executive Committee shall be non-voting members. The Executive Committee may exercise all routine and ordinary powers of the Board of Directors during intervals between meetings of the Board of Directors, but shall have no power of authority to fill vacancies on the Board of Directors, to amend the Articles of Incorporation of the Corporation, to adopt, amend or repeal the Bylaws of the Corporation, to approve a plan of merger to which the Corporation is a party, or to take any action that the Board of Directors has expressly precluded or limited the Executive Committee from taking. The duties of the Executive Committee shall include (a) transacting business of an urgent matter in a timely manner between meetings of the Board of Directors, and to report all actions taken to the Board of Directors for its ratification; (b) developing and maintaining organizational structure and operating procedures of the Board of Directors and its Committees; (c) consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation; (d) ensuring compliance with these Bylaws, and all applicable requirements of funding agencies and governmental entities; and (e) supporting the Executive Director in their efforts to manage the Corporation. The President shall chair the Executive Committee. The Executive Committee shall meet at the call of the President or the Vice President between regular meeting of the Board of Directors and shall report on any actions taken at the next meeting of the Board of Directors following any meeting of the Executive Committee. The Executive Committee shall keep an accurate record of its meetings.

5.4 Finance Committee. The Finance Committee shall consist of the following members: the Treasurer, and at least two (2) other members of the Board chosen by the Board of Directors. The Finance Committee shall be responsible for the financial oversight and management of the Corporation

## ARTICLE VI Executive Director

6.1 Executive Director. The Board of Directors shall appoint an Executive Director who shall serve as a full-time paid employee of the Corporation pursuant to terms of employment that are approved by the Board of Directors.

6.2 Powers; Duties. The Executive Director shall (a) exercise executive and administrative control over the activities and personnel of the Corporation in accordance with policies and procedures established by the Board of Directors; (b) manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board of Directors; (c) prepare budgets of expense for the approval of the Finance Committee; (d) incur expenses on behalf the Corporation in accordance with approved budgets, or as directed by the Board of Directors; and (e) perform all duties as may be assigned from time to time by the Board of Directors or the President.

6.3 Meetings. The Executive Director shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors.

6.4 Reports. The Executive Director shall from time to time, as may be requested by the President or the Board of Directors, make reports of the work and affairs of the Corporation at meetings of the Executive Committee and at any meeting of the Board of Directors.

6.5 Appointment and Removal of Executive Director. The Executive Director shall be appointed by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the appointment of an Executive Director. The Executive Director may be removed for any reason by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the removal of the Executive Director.

## Article VII Financial Matters

7.1 Fiscal Year. The books of account of the Corporation shall be kept and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June. The fiscal year of the Corporation shall end on the 30th day of June of each year, on such other date as determined by the Board of Directors.

7.2 Books and Accounts. The books and accounts of the Corporation shall be kept in accordance with generally accepted accounting principles under the direction of the Treasurer, the Chief Financial Officer, and the Executive Director, and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June.

7.3 Audit. At the close of each fiscal year, the books and records of the Corporation shall be audited by an independent certified public accountant and shall be submitted to the Finance Committee and the Board of Directors.

7.4 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to those Officers and agents authorized by these Bylaws, to enter into and execute contracts, documents and instruments on behalf of the Corporation.

7.5 Checks. All checks, money orders, draft, promissory notes, and other financial instruments shall be signed in such manner as shall be authorized from time to time by resolutions of the Board of Directors.

7.6 Inspection of Books. Any person who shall have been a Stockholder of record for at least six (6) months immediately preceding said person's demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the Corporation's books and records of accounts, minutes and record of Stockholders.

7.7 Limitation or Elimination of Liability. To the maximum extent that the Virginia Stock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, no Director or Officer of the Corporation shall be liable to the Corporation, its members, or any third party.

7.8 Indemnification for Liability. to the maximum extent that the Virginia Stock Corporation Act, as amended, permits the limitation or elimination of the liability of directors, or officers, no Director or Officer of the Corporation shall be liable to the Corporation, its members, or any third party.

#### ARTICLE VIII Miscellaneous meeting.

8.1 Amendments. These Bylaws may be amended by a two thirds (2/3) vote of the duly elected Directors in office at any regular or special meeting called for such purpose, provided that notice of the proposed amendments is stated in the notice of such meeting and such notice is delivered at least fourteen (14) days prior to the meeting.

8.2 Emergency Bylaws. In the event that a quorum of the Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors may, consistent with the provisions of Section 13.1-625 of the Virginia Stock Corporation Act, adopt other bylaws to be effective only in such an emergency, which bylaws shall provide procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional or substitute directors as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken by the Corporation in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.

**AMENDED AND RESTATED BYLAWS**  
**~~BY-LAWS~~**

**OF**

**JAUNT, INC.**

**~~(Herein called the "Corporation")~~**

**DRAFT: 8 31 2022**

*Bylaws Adopted: December 7, 1989*

*Revised Bylaws Adopted: July 10, 1996*

*Amended and Restated Bylaws Adopted: July 23, 1997*

*Amended and Restated Bylaws Adopted: July 8, 1998*

*Amended and Restated Bylaws Adopted: July 11, 2007*

*These Amended and Restated Bylaws Adopted:*

**ARTICLE I.**

**Offices**

~~SECTION 1.01.1~~ **Principal Office.** The principal office of JAUNT, Inc. (the "Corporation") shall be at 104 Keystone Place, Charlottesville, Virginia 22902-6200 or at such other location designated by the Board of Directors.

~~SECTION 1.02.2~~ **Registered Office.** The Registered Office of the Corporation in Virginia (as required by law) shall be at such place as the Board of Directors shall from time to time by resolution determine, and may, but need not be at the principal office of the Corporation.

~~SECTION 1.03.3~~ **Other Offices.** The Corporation may, in addition to its principal office, have offices at such other places either within or without the Commonwealth of Virginia as the business of the Corporation may require from time to time.

**ARTICLE II ~~STOCKHOLDERS' MEETING~~**

**Board of Directors**

~~SECTION 3.012.1~~ **General Powers.** The business and affairs of the ~~Corporation~~ JAUNT, Inc. shall be managed by the Board of Directors, ~~and all corporate powers shall be exercised by the Board of Directors, except~~ Except as otherwise expressly ~~required~~ provided by applicable law, the Corporation's Articles of Incorporation or by these Amended and Restated Bylaws ~~By-Laws ("Bylaws", by the Articles of Incorporation, or by law~~ all the powers of the Corporation shall be vested in its Board of Directors. The powers of the Board of Directors shall include the following powers: (a) to initiate and approve plans and programs for the welfare of the Corporation; (b) to maintain, acquire and manage land, buildings, vehicles, equipment, and all other property of the Corporation; (c) to adopt an annual budget, apply for federal, state and local grants, borrow money, raise and disburse funds, invest and reinvest funds of the Corporation, and to buy and exchange property for the Corporation; (d) to execute contracts in the name of the Corporation; (e) to create committees and delegate such authority to the committees as the Board

deems expedient in order to carry out the mission and objectives of the Corporation; (f) to appoint an Executive Director to serve at the pleasure of the Board with such duties as it deems appropriate in order to carry out the operations, programs, and objectives of the Corporation in accordance with the Corporation's mission; (g) to appoint, or delegate the power to appoint, other employees of the Corporation, including setting the compensation of all employees of the Corporation; and (f) to perform all other duties and discharge such other powers as may be necessary to carry out the purpose and mission of the Corporation.

~~The Board of Directors shall adopt such rules for the transaction of its business as may be deemed necessary; at its discretion appoint such personnel as determined necessary for the proper functioning of the Corporation; exercise general responsibility in the formulation of programs of research and action; create such committees and delegate such authority to these committees as it may deem expedient for carrying out the objectives of the Corporation; in general, take such action, adopt such policies and cause the execution of such documents as might be reasonably in accordance with the purposes of the Corporation.~~

2.2 Executive Director. The Board shall appoint an Executive Director who will serve at the pleasure of the Board. The duties and compensation of the Executive Director shall be established by the Board. The Executive Director shall be an Ex-Officio member of the Board and all Board committees provided that the Executive Director shall be a non-voting member of the Board. The Executive Director shall be the Chief Administrative Officer of the Corporation. The Corporation's Executive Director shall be in charge of the operations of the Corporation, and shall serve at the pleasure of the Board which shall direct his or her duties and set compensation.

~~SECTION 3.02. Number, Term of Office and Qualifications~~2.3. The number of directors elected by the Stockholders ("Directors") constituting the Board of Directors of the Corporation shall be fixed or changed by the Stockholders at any regular or special meeting, provided at all times the minimum number of Directors shall be twelve (12) and the maximum number of Directors shall be no more than 16twenty (20). The Board of Directors shall be elected at the annual meeting of stockholders. No amendment decreasing the number of Directors shall have the effect of shortening the term of any incumbent Director. There are currently fourteen (14) Directors serving on the Board.

~~The number of Directors may be changed by amendment to these by-laws, but no decrease in the number of directors by such amendment shall have the effect of shortening the term by any incumbent director.~~

2.4 Qualification of Directors. There shall be no specific requirements for an individual to be eligible to serve on the Board of Directors, and a Directors need not be Stockholderstockholders of the Corporation. No individual shall serve as a Director of the Corporation until the Corporation has completed any and all background checks that are satisfactory to the Board of Directors and such individual has complied to the satisfaction of the Board of Directors with all requirements, policies and procedures promulgated by the Board.

~~SECTION 3.03.2.5 Election of Directors.~~Directors shall be elected by the Stockholders to the Board of Directors at the annual meeting or at a special meeting of the Stockholders noticed for such purpose. The number of Directors nominated by and elected to serve on the Board shall

correspond with the number of shares held by the respective Stockholders as set forth herein and as more fully set forth in the Stock Purchase Agreement. ~~At each meeting of the stockholders for the election of directors, a quorum being present, every stockholder entitled to vote on the election of directors shall have the right to vote in person or by proxy the number of shares owned by the stockholder for as many persons as there are directors to be elected at that time and for whose election the stockholder has a right to vote, or to cumulate such votes by giving one candidate as many votes as the number of such directors multiplied by the number of the stockholder's shares shall equal, or by distributing such votes on the same principle among any number of such candidates. The persons receiving the greatest number of votes shall be the directors even though not receiving a majority.~~

~~If the election of directors shall not be held on the day designated for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon as convenient thereafter.~~

2.6 Appointment of *ex officio* Directors. The Directors elected by the Stockholders shall have the power to appoint *ex officio* Directors to serve on the Board, as non-voting members, for a term to be of a duration determined by the Board. The Directors elected by the Stockholders shall also have the power to remove such *ex officio* Directors.

2.7 Term; Seating. All Directors elected by the Stockholders shall serve for terms each of three (3) years duration. At the end of each three (3) year term served by a Director, the Stockholders shall consider whether to extend the term of such Director for an additional three (3) year term. If the Stockholders decides to extend the term of a Director and the Director agrees to such extension, the term of such Director shall continue for another term of three (3) years. All newly appointed Directors shall be seated at the next meeting directly following the meeting at which they were elected, and shall be participating members upon seating. The Stockholders shall have the authority at any time and for any reason, to change the duration of any term served by the Directors as they deem necessary and in the best interest of the Corporation.

2.9 ~~SECTION 3.04. Removal of Directors.~~ Any director~~A Director~~ may be removed at any time, either with or without cause, by ~~the an~~ affirmative vote of a majority ~~in voting power of the stockholders, given in person or by proxy at a special meeting of such of the Stockholders stockholders where a quorum is present for a special meeting~~ called expressly for that purpose, ~~at which a quorum shall be present. Stockholders will be notified at least annually of the attendance records of their representative directors.~~

~~SECTION 3.05. Organization.~~ At each meeting of the Board of Directors, the President of the Corporation, or, in the President's absence, a director chosen by the majority of the directors present, shall preside. The Secretary of the Corporation, or, in the discretion of the President, any person appointed thereby, shall act as secretary of the meeting.

~~SECTION 3.06.~~2.11 Regular Meetings. ~~Place of Meeting, etc.~~ The Board of Directors ~~may~~ shall hold ~~its~~ regular meetings at such intervals and place or places within ~~or without~~ the Commonwealth of Virginia determined by the President. ~~as the Board of Directors may from time to time by resolution determine, or (unless contrary to resolution of the Board of Directors), at such place as~~

~~shall be specified in the respective notices or waivers of notice thereof. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operation of the Corporation at any regular meeting of the Board of Directors.~~

~~2.13~~**SECTION 3.07. Annual Meeting.** The Board of Directors shall hold an annual meeting each year on such date and at such location within the Commonwealth of Virginia as shall be designated by the President. At the annual or any other meeting of the Board of Directors, if there is a need to elect any or all officers, the Board shall nominate and elect Officers of the Corporation. The terms of such officers shall commence as of the first day of the Corporation's next fiscal year. Except as otherwise expressly required under applicable law, the Corporation's Articles of Incorporation or these Bylaws, the Board of Directors may consider and vote on any matter pertaining to the business or operations of the Corporation at any annual meeting of the Board of Directors. ~~may be held immediately after, and at the same place as, the annual meeting of stockholders or at any other time or place specified in a notice given as hereinafter provided for special meetings of the Board of Directors~~

~~SECTION 3.08. Regular Meetings.~~ Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by action of the Board of Directors.

~~SECTION 3.09.~~**2.12 Special Meetings.** ~~Special meetings~~A special meeting of the Board of Directors shall be ~~held whenever~~ called by the President or if a written request for a special meeting of the Board of Directors, which states the purposes of such special meeting and is signed by at least by any two of the members of the Board of Directors. ~~or more directors or, at the direction of any of the foregoing, by the Secretary.~~ The Board of Directors shall limit all action at a special meeting to those actions that are necessary or reasonably incidental to the purpose or purposes specified in the notice of such special meeting.

~~SECTION 3.10.~~**2.14 Notice of Meetings.** Unless required by resolution of the Board of Directors, notice of any regular meeting of the Board need not be given. Notice of each special meeting shall be ~~a) mailed at least three (3) days before the date on which the meeting is to be held, to each Director at the address of such Director on record with the Corporation, or b) given by, facsimile, e-mail transmission in person or by telephone not later than twenty four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes of the special meeting. No notice of the reconvening of any adjourned or recessed regular or special meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.~~

a. Regular Meetings. Notice of the date, time, and location of each regular meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such meeting. The notice of the date, time and location of a regular meeting need not state the purpose or purposes of such regular meeting, except as expressly required by these Bylaws. At each meeting of the Board of Directors, the President of the Corporation, or, in the President's absence, the Vice President shall preside. The Secretary of the Corporation, or, in the discretion of the President, any person appointed thereby, shall act as secretary of the meeting



b. Special Meetings. The President or his designee shall provide written notice of the date, time, location and purpose of each special meeting of the Board of Directors at least twenty-four (24) hours prior to each such special meeting if such notice is given by email transmission, facsimile, in person, or by telephone. The notice of special meeting shall include details by which the Directors may participate in such meeting as provided in these Bylaws and as permitted under Virginia law. The notice need not state the purpose(s) of such special meeting.

c. Annual Meeting. Notice of the date, time, and location of each annual meeting of the Board of Directors shall be provided to each Director by the Secretary or the Executive Director at least three (3) days prior to each such annual meeting. The notice of the date, time and location of an annual meeting need not state the purpose or purposes of such annual meeting.

d. Form of Notice. All notices of regular, special and annual meetings may be provided to the Directors by either (a) first class mail to the address provided by a Director for communication of such notices (in which case the notice shall be sent three (3) days prior to the meeting); (ii) electronic transmission, by either (i) facsimile telecommunication directed to a facsimile number provided by a Director for communication of such notices; or (ii) electronic mail to an electronic mail address provided by a Director for communication of such notices; or (b) such other means as may be adopted and approved by the Board of Directors. If notice of a regular, special or annual meeting is made by facsimile telecommunication or electronic mail, it shall be deemed to have been delivered as of the time and date it is transmitted by facsimile or electronic mail, as applicable.

~~SECTION 3.11~~**2.15. Waiver of Notice of Meetings.** Anything in these ~~by-laws~~Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by such director in writing (including facsimile or electronic mail) before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless such person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

~~SECTION 3.12~~**2.16. Quorum and Manner of Acting.** ~~A majority of the number of directors currently elected and serving shall constitute a quorum for the transaction of business. Where there is an odd number of current directors the term "majority" shall mean one half of the next lower number. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The directors shall act only as a Board and the individual directors shall have no power as such.~~

Quorum. For each regular, special or annual meeting, a quorum shall consist of at least a majority of the number of Directors in office immediately before such meeting begins. Where there is an odd number of current Directors, one half of the next lowest number shall constitute a "majority" for the purpose of establishing a quorum. The Board of Directors shall not vote or act on any matter unless a quorum is present. If a quorum is present at any meeting, the act or vote of a majority of the Directors who are present at such meeting shall constitute the act or vote of the Board of Directors unless a higher vote is required by the Corporation's Articles of Incorporation,



these Bylaws or applicable law. If less than a quorum is present at a meeting, the majority of the Directors attending such meeting may adjourn the meeting without further notice until a quorum is obtained.

~~SECTION 3.13-2.8 Resignations. Any director~~A Director of the Corporation may resign at any time, ~~orally or in writing, by notifying~~delivering written notice of resignation to the President or the Secretary of the Corporation. SuchA Director's resignation shall become effective immediately upon the President's receipt of his or her notice, or such date specified in such notice, or as may be agreed by the President and the resigning Director~~take effect at the time therein specified; and, unless otherwise specified, the receipt of such resignation shall be necessary to make it effective.~~ Upon receipt of such resignation, the ~~Corporation~~President shall notify the Stockholder whose jurisdiction such ~~director~~Director represented and the Board of Directors.

2.10 SECTION 3.14. Vacancies. If a vacancy occurs on~~Any vacancy in~~ the Board of Directors for any reason, caused by death, resignation, removal, disqualification, or any other cause (other than~~including any vacancy caused by~~ an increase in the number of Directors by ~~more than~~ two (2) or less within the range set forth in these Bylaws, the vacancy~~in the number of directors~~), may be filled for the unexpired term by the ~~majority vote of the remaining directors then in office, though less than a quorum, at any regular or special meeting of the Board of Directors~~Stockholder whose jurisdiction was represented by the departing Director. For ex officio Directors, the vacancy may be filled by the Board of Directors. Any vacancy occurring on the Board of Directors shall not be required to be filled immediately provided that the minimum number of Directors remaining following such vacancy is not less than the minimum number of Directors specified in these Bylaws.

~~SECTION 3.15~~2.20. Compensation. All ~~directors~~Directors shall serve ~~without compensation;~~in a volunteer capacity and there shall be no compensation paid to any Director for service on the Board of Directors. Directors may be compensated by the Corporation for~~provided, however, that a director shall be entitled to reimbursement for any~~ reasonable and justifiable expenses incurred ~~by such director~~ in connection with the ~~performance of such director's duties~~business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.

~~SECTION 3.16. Action by~~2.17 Voting ~~Unless otherwise specifically provided by law, no vote of any kind of the directors shall be taken to authorize the transaction of any business of the Corporation, other than a vote taken at a meeting of the directors. No vote of the directors shall be by secret or written ballot, and the directors shall not vote by telephonic, video, electronic or other communications means where the directors are not physically present. Proxy votes are not permitted.~~Voting at all meetings of the Board of Directors shall be "in person" which, in the event of Director participation at a meeting conducted by telephonic, video, electronic or other communication means where the Directors are not physically present so long as those participating may simultaneously hear each other during the meeting as permitted under these Bylaws and by Virginia law, shall include all votes cast by Directors who are participating in that manner. No voting shall be made by secret or written ballot, and there shall be no proxy voting. Each Director shall be entitled to one (1) vote on all matters coming before the Board of Directors. Except as

otherwise required by the Corporation's Articles of Incorporation, these Bylaws, or applicable law, if a quorum is present, a majority vote of the Board of Directors present at a meeting shall be required to take or approve any action coming before the Board of Directors for a vote during such meeting.

2.18 Minutes. The Board of Directors shall keep written minutes of each meeting, which shall include a record of votes on all motions and matters coming before the Board of Directors for a vote. The minutes of all meetings shall be available to the Directors and officers of the Corporation upon request. Prior to any regular meeting of the Board of Directors, minutes of the previous regular meeting shall be distributed to the Directors and approved at the next meeting.

2.19 Telephone or Virtual Meetings. A Director may participate in any regular or special meeting of the Board of Directors by any means allowed by law for a meeting of a public body. A Director participating in a regular or special meeting by such means is deemed to be present in person at the meeting.

2.20 Compensation. All Directors shall serve in a volunteer capacity and there shall be no compensation paid to any Director for service on the Board of Directors. Directors may be compensated by the Corporation for reasonable and justifiable expenses incurred in connection with the business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.

2.21 Director Conduct and Statement Regarding Conflict of Interest. In addition to complying with all legal and ethical standards of conduct governing directors under applicable law and rules and requirements promulgated by the Board of Directors, each Director shall comply with the Corporation's Code of Ethics and Business Practices. No board member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the Corporation or any of its affiliates and his or her personal interest arises. Each board member has a duty to place the interest of the Corporation foremost in any dealings with the Corporation and has a continuing responsibility to comply with the requirements of this policy. The conduct of personal business between any board or committee member and the Corporation and any of its affiliates is prohibited. Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the Corporation. If a board member has an interest in a proposed transaction with the Corporation in the form of any personal financial interest in the transaction or in any entity involved in the transaction, or holds a position as a trustee, director, or officer in any such entity, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction. Any Board or Committee member who is aware of a potential conflict of interest with respect to any matter coming before the board or committee shall not be present for any discussion of or vote in connection with the matter. To implement the policy, Board Members of the Corporation will submit annual reports and, if not previously disclosed, will make disclosure before any relevant board or committee action. These reports will be reviewed by the Executive Committee, which will attempt to resolve actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

## ~~ARTICLE II~~ARTICLE III. STOCKHOLDERS' MEETING

~~SECTION 2.01~~3.1. **Annual Meetings.** The annual meeting of the ~~stockholders~~Stockholders of the Corporation, for the purpose of nominating and electing ~~directors~~Directors for ~~the ensuing year~~any unfilled seats as provided herein, and for the transaction of such other business as may properly come before the meeting, shall be held in July of each year at the principal office of the Corporation or at such a time place and on such a date as the Board of Directors may designate in calling such meeting.

~~SECTION 2.02~~3.2. **Special Meetings.** A special meeting of the ~~stockholders~~Stockholders may be called at any time by the President, by the Board of Directors, or by the holders of not less than one-tenth (1/10) of all the shares entitled to vote at such meeting.

~~SECTION 2.03. Place of Meeting. Each annual meeting of the stockholders shall be held at the principal office of the Corporation, or at such other place, within or without the Commonwealth of Virginia, as the Board of Directors may designate in calling such meeting.~~

~~SECTION 2.04~~3.3. **Notice of Meetings.** Written notices of each annual and each special meeting of the ~~stockholders~~Stockholders shall be given by, or at the direction of, the ~~officer~~President or other persons calling the meeting. Such notice shall state the place and time of the meeting, the purpose or purposes for which the meeting is called, and such other information as may be required by law. Except as otherwise required by law, such notices shall be delivered personally or mailed in a postage prepaid envelope, but not less than ten business (10) days, nor more than fifty (50) days before such meeting, to each ~~stockholder~~Stockholder of record entitled to vote at such meeting; and, if mailed, it shall be directed to such ~~stockholder~~Stockholder at this ~~stockholder's~~Stockholder's address as it appears on the stock transfer books of the Corporation, unless such stockholder shall have filed with the Secretary of the Corporation a written request that notices intended for such stockholder be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notwithstanding the foregoing, a waiver of any notice herein or by law required, if in writing and signed by the person entitled to such notice, whether before or after the time of the event for which notice was required to be given, shall be the equivalent of the giving of such notice. A stockholder who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless said stockholder attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

~~SECTION 2.05~~3.4. **Quorum.** Except as otherwise provided by law, at any meeting of the ~~stockholders~~Stockholders of the Corporation, a majority of the outstanding shares of stock entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in voting power of the stockholders present in person or represented by proxy and entitled to vote may adjourn the meeting from time to time without further notice until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

~~SECTION 2.06. **Organization.** At every meeting of the stockholders, the President, or some person appointed by the President or, in the absence of the President, a person chosen by a majority vote of the stockholders present in person or by proxy and entitled to vote, shall act as Chairman of the meeting. The Secretary, or, in the discretion of the Chairman, any person designated by the Secretary or the Chairman, shall act as Secretary of the meeting.~~

~~SECTION 2.07~~3.5. **Business and Order of Business.** At ~~each~~every meeting of the ~~stockholders~~Stockholders, a person chosen by a majority vote of the Stockholders present in person or by proxy and entitled to vote, shall act as Chairman of the meeting. The Secretary of the Corporation, or, in the discretion of the Chairman, any person designated by the President or the Chairman, shall act as Secretary of the meeting. At each meeting of the Stockholders such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of meeting or in the waiver of notice thereof, except as otherwise by law or by these ~~by-laws~~Bylaws expressly provided. The order of business of all meetings of ~~stockholders~~Stockholders shall be as determined by the Chairman, but such order of business may be changed by a majority in voting power of the ~~stockholders~~Stockholders present in person or by proxy and entitled to vote at the meeting.

~~SECTION 2.08~~3.6. **Voting.** Except as otherwise provided by law, ~~only the holders of shares given voting power by and as each~~Stockholder shall be entitled to vote according to the shares and their respective voting rights provided in the Articles of Incorporation, ~~shall be entitled to vote~~upon matters to be voted upon by the stockholders. At all meetings of stockholders, each stockholder of record of stock entitled to vote thereat shall be entitled to vote the shares of such stock standing in the stockholder's name on the books of the Corporation on the date determined in accordance with Section 2.09. Except for the election of ~~directors~~Directors, the holders of shares permitted to vote shall be entitled to one vote for each outstanding share held on each matter submitted to a vote at a meeting of stockholders, and if a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the ~~stockholders~~Stockholders, unless the vote of a greater number, ~~or voting by classes,~~ is required by law or the ~~articles of incorporation~~Articles of Incorporation. ~~Except as may be set forth in one or more written agreements among all of the stockholders, Directors shall be elected upon the vote provided in Section 3.03 of these by-laws. Unless not permitted by Virginia law, a~~A stockholder may vote either in person, by telephone, teleconference, virtually, or by proxy executed in writing by the ~~stockholder~~Stockholder or the ~~stockholder's~~Stockholder's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation ~~or the Secretary of the meeting~~ before or at the time of the meeting. No proxy shall ~~be voted on~~valid after eleven (11) months from its date, unless otherwise provided for in the proxy.

3.7 Election of Directors. For every two (2) shares held, such Stockholder shall be entitled to nominate two (2) Directors for election to the Board. For Stockholders owning an odd number of shares, the number of Directors to be nominated shall be rounded down to the nearest even whole number. For example, Stockholders with 5 shares rounds down to 4 Directors to be nominated. For the election of Directors, each Stockholder shall be entitled to the number of votes represented by the number of shares held. Notwithstanding the foregoing, the Stockholders agree to elect the Directors nominated by each Stockholder except for good cause shown.

~~SECTION 2.09~~3.8. Voting List. ~~The Secretary of the Corporation shall make, at~~At least ten (10) days before each meeting of ~~stockholders~~Stockholders, ~~the Secretary of the Corporation shall make~~ a complete list of the ~~stockholders~~Stockholders entitled to vote at any such meeting or any adjournment thereof, with the address of and the number of shares held by each. Such list shall be kept on file at the Registered Office of the Corporation for a period of ten (10) days prior to such meeting and shall be subject to inspection by any ~~stockholder~~Stockholder at any time during usual business hours for such ten day period. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any ~~stockholder~~Stockholder during the whole time of the meeting. ~~The original stock transfer books shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at any meeting of stockholders. The books shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any stockholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at any meeting of stockholders.~~

~~If the requirements of this section have not been substantially complied with, the meeting shall, on the demand of any stockholder in person or by proxy, be adjourned until such requirements are complied with.~~

~~SECTION 2.10~~3.9. No Action by Stockholders Without a Meeting. Unless otherwise specifically provided by law, no vote of any kind of the ~~stockholders~~Stockholders shall be taken to authorize the transaction of any business of the Corporation, other than a vote taken at a meeting of the ~~stockholders~~Stockholders. No vote of the ~~stockholders~~Stockholders shall be by secret of written ballot, ~~and the stockholders shall not vote by telephone or other electronic means, and no meeting of the stockholders shall be conducted through telephonic, video, electronic or other communication means where the stockholders are not physically present.~~Unless prohibited by law, meetings of the Stockholders may be conducted through telephonic, video, electronic or other communication means where the Stockholders are not physically present so long as those participating may simultaneously hear each other during the meeting. Stockholders may vote by telephone or other electronic means.

3.10 Current Stockholders. There are currently sixteen (16) shares of stock issued to the Stockholders as follows:

<u>Albemarle County</u>	<u>5</u>
<u>City of Charlottesville</u>	<u>5</u>
<u>Fluvanna County</u>	<u>2</u>
<u>Louisa County</u>	<u>2</u>
<u>Nelson County</u>	<u>2</u>

#### ~~ARTICLE IV. OFFICERS~~ Officers



~~SECTION 4.01-4.1~~ Officers. The officers (“Officers”) of the Corporation shall ~~be~~consist of (a) a President, (b) a Vice-President, (c) a Secretary, (d) a Treasurer; and (e) such other officers or ~~assistant officers~~ as may be elected or appointed by the Board of Directors. Officers must from ~~time to time, whose title, seniority and duties shall~~ be members of specified by the Board of ~~Directors.~~

~~SECTION 4.02. Election, Term of Office and Qualifications.~~ ~~The officers shall be elected at the annual meeting of Directors. Each officer shall hold office until a successor shall have been duly elected and shall qualify, or until death, resignation or removal in the manner hereinafter provided. Only Directors of the Corporation shall be eligible for election as officers of the Corporation.~~

~~SECTION 4.03.~~ 4.2 Election Procedure. Prior to the annual meeting or at any other meeting of the Board of Directors, a Nominating Committee consisting of not less than ~~three~~two (2) Board members shall be appointed to consider nominations for each office to be filled. At least ten (10) days prior to the annual meeting (at which the election is to be held), the Nominating Committee shall ~~give notice to each Board member of provide~~ a list to each Board member containing the name of at least one (1) nominee for each office to be filled. Additional nominations may be made from the floor during the meeting which the election is held.

4.3 Election of Officers; Term. Officers shall be elected by a majority vote of the Board of Directors at the annual meeting or a duly convened regular meeting of the Board of Directors. Only members of the Board of Directors are eligible to be elected as an Officer of the Corporation. All Officers shall hold office until the next annual meeting of the Board of Directors following their election or until their death, resignation or removal, and/or their successors are elected by the Board of Directors.

~~SECTION 4.04. Subordinate Officers.~~ ~~The Board of Directors may from time to time establish officers in addition to those expressly designated in Section 4.01 with such duties as are provided in these by-laws, or as they may from time to time determine.~~

~~SECTION 4.05. Removal.~~ ~~Any officer may be removed, either with or without cause, by resolution declaring such removal to be in the best interests of the Corporation and adopted by any regular or special meeting of the Board of Directors by a majority of the directors then in office.~~

~~SECTION 4.06. Resignations.~~ ~~Any officer may resign at any time by giving oral or written notice to the Board of Directors, the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.~~

~~SECTION 4.07. Vacancies.~~ ~~A vacancy in any office (including because of the establishment of any new, but unbilled, office pursuant to Section 4.04 hereof) may be filled for the unexpired term by the Board at its next regular meeting following occurrence of the vacancy. An officer elected to fill an m-expired term may be elected to a successive full term in that~~

~~office.~~

4.4 Removal of Officers; Resignations; Vacancies. Any Officer may be removed summarily, either with or without cause, at any time, by a resolution declaring such removal to be in the Corporation's best interest, which is adopted by the majority vote of the Board of Directors at any properly convened regular or special meeting or by written action taken in accordance with these Bylaws. An Officer may resign his or her office at any time by delivering written notice of resignation to the President or the Board of Directors. An Officer's resignation shall become effective immediately upon receipt by the President or Board of Directors of his or her notice of resignation, or such other date specified in such notice as may be agreed by the President or Board. If an Officer is also a Director and resigns or is removed as a Director, such resignation or removal shall, as of the effective date of his or her resignation or removal as a Director, automatically constitute the resignation or removal of such Officer's office. All vacancies in offices shall be filled by the Board of Directors for the unexpired term at a regular or special meeting following the occurrence of the vacancy. An officer elected to fill an unexpired term is eligible to be elected to a successive full term in that or any other office.

~~SECTION 4.08~~4.5. Compensation. All officers ~~of~~ shall serve in a volunteer capacity and there shall be no compensation paid to any Officer for service to the Corporation. ~~shall serve without compensation; provided, however, that an officer shall be entitled to reimbursement~~Officers may be compensated by the Corporation for any reasonable and justifiable expenses incurred by such officer in connection with the performance of such officer's duties~~business of the Corporation provided that such expenses have been approved in advance by the Executive Director, and such reimbursement is made in compliance with the Corporation's policies concerning reimbursement of expenses.~~

4.6 Officers' Duties. Officers shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided, or as from time to time may be conferred by the Board of Directors.

~~4.7 SECTION 4.09. Duties of the President. The President shall be the chief executive officer of the Corporation and have general supervision of the business of the Corporation, subject, however, to the control of the Board of Directors. The President may delegate any of the President's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time. The President may sign, on behalf of the Board, deeds, mortgages, bond, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board to some other officer or agent of the Board.~~

Consistent with the Articles of Incorporation, as amended, these Bylaws, and applicable laws, the President shall (a) preside at all meetings of the members of the Corporation and of the Board of Directors; (b) chair the Executive Committee; (c) appoint the members of all Committees, or delegate such appointment powers to Committee chairpersons; (d) perform all duties as may be incidental to the office of President, together with all duties as may be assigned by the Board of Directors from time to time; (e) execute such contracts, instruments, documents and papers as may be required or authorized by the Board of Directors; (f) make such reports and

recommendations to the Board of Directors at any regular or special meeting concerning the work and affairs of the Corporation as in his or her judgment may be necessary or appropriate; (g) delegate any of the President's duties to the Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time, (h) request reports from other Officers and the Executive Director as in his or her judgment are necessary or appropriate; and (i) provide leadership to promote the implementation of the plans and policies of the Corporation that are adopted by the Board of Directors.

**SECTION 4.104.8. Vice President.** The Vice President shall perform ~~such duties as from time to time as may be assigned by the Board of Directors or by the President. In case of~~ the duties of the President in the absence ~~or disability~~ of the President, ~~the duties of the office of the President shall be performed by the Vice President, unless and until the Board of Directors shall otherwise direct~~ as may be expressly delegated or authorized by the President or the Board of Directors, or in the event of the inability or refusal of the President to act. When acting in the stead of the President, the Vice-President shall have all of the powers of the President and shall be subject to all of the restrictions imposed on the President. The Vice-President shall also perform such duties as may be authorized or assigned by the Board of Directors from time to time.

**SECTION 4.11. 4.9 Duties of the Treasurer.** ~~Except as may otherwise be specifically provided by the Board of Directors, The Treasurer shall have the~~ (a) at each regular meeting of the Board of Directors, present financial reports concerning the activities of the Corporation during the preceding month, together with such other financial reports as may be requested by the President or the Board of Directors; (b) serve as the Chairman of the Finance Committee; (c) have primary responsibility for custody of, and be responsible for, all funds monies and securities of the Corporation from any source whatsoever; deposit all such monies, for depositing funds of the Corporation in one or more banks or other depositories selected by the Board of Directors to be disbursed in accordance with directions of, and upon the signatures of, persons designated by the Board of Directors; (d) have primary responsibility for keeping a full and accurate accounting of all monies received and paid out by the Corporation, and all deeds, securities, notes and financial papers of the Corporation; (e) assist the chief financial officer of the Corporation with maintaining the custody and safekeeping of, and accounting for all monies, deeds, securities, notes and other financial papers of the Corporation in accordance with all relevant policies and procedures adopted by the Board of Directors; (f) assist an independent certified public accountant selected by the Board of Directors in connection with an annual audit of the Corporation's financial accounts; (g) sign and execute in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these by-laws; against proper vouchers, cause such funds to be disbursed by check or draft on the authorized depositories of the Corporation signed in such manner as shall be determined in accordance with the provisions of these by-laws; regularly enter or cause to be entered in books to be kept by or under the direction of the Treasurer, full and accurate accounts of all money received and paid for account of the Corporation; and, in general, perform all the duties share certificates, deeds, mortgages, bonds, and other financial instruments and papers as may be authorized by the President or the Board of Directors; and (h) perform such duties incident to the office of Treasurer and such other duties as may be assigned from time to time ~~may be assigned by the President or the Board of Directors or by the President.~~ The Treasurer may delegate any of the Treasurer's Treasurer's duties to the



Executive Director of the Corporation, or to such other employees of the Corporation as permitted by the Board of Directors from time to time.

**SECTION 4.124.10. Duties of the Secretary.** The Secretary shall (a) act as secretary of all meetings of the Board of Directors; (b) except as may otherwise be specifically provided by the Board of Directors herein, The Secretary shall act as Secretary of all at the meetings of Stockholders and of the Board of Directors of the Corporation; shall; (c) keep and preserve the minutes thereof of all meetings of the Board of Directors in the proper book or books to be provided corporate records of the Corporation; (d) have primary responsibility for that purpose; shall see ensuring that all notices required to be given by the Corporation to the Board of Directors are duly given and served; shall (e) be the custodian of the seal of the Corporation and shall and affix the seal of the Corporation, or cause it the seal of the Corporation to be affixed, to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these by laws; shall have charge of or required; (f) have primary responsibility for the books, records and papers of the Corporation relating to its organization and management as a Corporation; and shall see to ensure that any reports or statements relating thereto, required by law or otherwise, are properly kept and filed; and shall, in general, (g) assist the Corporation with the filing of all reports, statements and other documents required by law (except tax returns); and (g) perform all the such duties incident to the office of Secretary and such other duties as may be assigned from time to time may be assigned by the President or the Board of Directors or by the President.

**SECTION 4.134.11. Certain Officers to Give Bonds.** Every officer, agent or employee of the Corporation, who may receive, handle or disburse money for its account or who may have any of the Corporation's property in such person's custody or be responsible for its safety or preservation, may be required, in the discretion of the Board of Directors, to give bond, in such sum and with such sureties and in such form as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of office and for the restoration to the Corporation, in the event of death, resignation, or removal from office, of all books, papers, vouchers, monies and other property of whatsoever kind in such person's custody belonging to the Corporation.

## ARTICLE V. ~~COMMITTEES~~ Committees

**SECTION 5.01-5.1 Establishment of Standing and Committees.** The Board of Directors may appoint from their own number, or others not members of the Board, any committee or Committees for any purpose, which shall have the powers and duties specified in the resolution or appointment may establish committees ("Committees"), each having specific areas of responsibility, duties, and authority as shall be established by the Board of Directors. Committees.

**SECTION 5.02. Standing Committees.** In addition to other Committees that may be established from time to time by the Board of Directors, there shall be two (2) standing committees: an Executive Committee and a Finance Committee. All committee members shall be determined by the Board of Directors unless specified otherwise.

5.2 Committee Appointments and Vacancies. The Board of Directors shall assist the President in the appointment of the members of the Committees, but may delegate authority to appoint Committee members to the chairperson of such Committee. Committee members shall

serve at the pleasure of the Board of Directors and may be removed by the President or the Board of Directors at any time. The President, or an authorized delegate of the President, shall add to the committee membership or fill vacancies on established Committees as needed. Individuals who are not Directors may serve on Committees.

~~SECTION 5.03.~~ 5.3 Executive Committee. The Executive Committee shall consist of the following members: the President, the Vice -President(s), the Secretary, the Treasurer, Immediate Past President, the Executive Director, and, at the option of the Board, two (2) additional members of the Board chosen by the Board, shall constitute the Executive Committee. the chairs of the various sub-committees and such other Directors or Corporation employees as may be appointed by the President. The Immediate Past President, the Executive Director shall be a nonvoting member of the and any Corporation employees appointed to the Executive Committee. Subject to the oversight of the Board, shall be non-voting members. The Executive Committee may exercise all routine and ordinary powers of the Board of Directors during intervals between meetings of the Board of Directors, but shall have the full no power and of authority to conduct the business fill vacancies on the Board of Directors, to amend the Articles of Incorporation of the Corporation., to adopt, amend or repeal the Bylaws of the Corporation, to approve a plan of merger to which the Corporation is a party, or to take any action that the Board of Directors has expressly precluded or limited the Executive Committee shall report to the Board, from time to time, as to the activities taking. The duties of the Executive Committee. ~~The Executive Committee shall also have other duties as may from time to time be assigned by the Board~~ shall include (a) transacting business of an urgent matter in a timely manner between meetings of the Board of Directors, and to report all actions taken to the Board of Directors for its ratification; (b) developing and maintaining organizational structure and operating procedures of the Board of Directors and its Committees; (c) consulting legal counsel on matters requiring interpretation of legal or quasi- legal documents or which may involve litigation; (d) ensuring compliance with these Bylaws, and all applicable requirements of funding agencies and governmental entities; and (e) supporting the Executive Director in his or her efforts to manage the Corporation. The President shall chair the Executive Committee. The Executive Committee shall meet at the call of the President or the Vice President between regular meeting of the Board of Directors and shall report on any actions taken at the next meeting of the Board of Directors following any meeting of the Executive Committee. The Executive Committee shall keep an accurate record of its meetings.

~~SECTION 5.04.~~ 5.4 Finance Committee. The Finance Committee shall consist of the following members: the Treasurer, with the addition of and at least two (2) other members of the Board chosen by the Board of Directors, shall constitute the Finance Committee of which the Treasurer shall be Chair. The Finance Committee shall review budgets and make recommendations for all grant applications presented to the Board, be responsible for monitoring the fiscal soundness the financial oversight and management of the Corporation on a monthly basis and perform such other duties as may from time to time be prescribed by the President.

## ~~ARTICLE VI. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.~~

~~SECTION 6.01. Execution of Contracts and other Documents.~~ The Board of Directors, except as otherwise required by law or by these By Laws, may authorize any officer or

~~officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Whenever the Board of Directors, in authorizing or directing the execution of any contract or other instrument, shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract or other instrument shall be executed on behalf of the Corporation by the President, any Vice President or the Executive Director and, where necessary or appropriate, the corporate seal shall be affixed thereto and attested by the Secretary.~~

~~SECTION 6.02. **Loans.** Any officer or officers, or agent or agents of the Corporation thereunto authorized by the Board of Directors, may effect loans or advances at any time for the Corporation, in the ordinary course of the Corporation's business from any bank, trust company or other institution or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and when authorized so to do may pledge or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances.~~

~~SECTION 6.03. **Deposits.** The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.~~

## ARTICLE VI

### Executive Director

6.1 Executive Director. The Board of Directors shall appoint an Executive Director who shall serve as a full-time paid employee of the Corporation pursuant to terms of employment that are approved by the Board of Directors.

6.2 Powers; Duties. The Executive Director shall (a) exercise executive and administrative control over the activities and personnel of the Corporation in accordance with policies and procedures established by the Board of Directors; (b) manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board of Directors; (c) prepare budgets of expense for the approval of the Finance Committee; (d) incur expenses on behalf the Corporation in accordance with approved budgets, or as directed by the Board of Directors; and (e) perform all duties as may be assigned from time to time by the Board of Directors or the President.

6.3 Meetings. The Executive Director shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors.

6.4 Reports. The Executive Director shall from time to time, as may be requested by the President or the Board of Directors, make reports of the work and affairs of the Corporation at meetings of the Executive Committee and at any meeting of the Board of Directors.

6.5 Appointment and Removal of Executive Director. The Executive Director shall be appointed by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the appointment of an Executive Director. The Executive Director may be removed for any reason by the vote of at least a majority of the Directors in office at a properly convened meeting of the Board of Directors provided that the notice of such meeting includes notice that the Board of Directors would consider and vote on the removal of the Executive Director.

## ~~ARTICLE VII. CAPITAL STOCK~~

~~SECTION 7.01 **Stock Certificates.** Every stockholder of the Corporation shall be entitled to a certificate or certificates in form approved by the Board of Directors, certifying the number and class of shares of the stock of the Corporation owned by said stockholder. The President or Vice President and either the Treasurer or the Secretary, or any two officers of the Corporation designated by the Board of Directors, shall sign such certificates. If any stock certificate is countersigned by either a transfer agent (other than the Corporation or its employee) or a registrar (other than the Corporation or its employee), any other signature thereon may be a facsimile. If any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a stock certificate shall cease to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. All stock certificates of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor in accordance with Section 7.06. No fractional shares shall be issued.~~

~~SECTION 7.02. **Record Dates.** The Board of Directors may fix in advance a date not exceeding fifty (50) days preceding the date of any meeting of stockholders, or the date for payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to notice of, and to vote at any such meeting and any adjournment thereof, or entitled to receive payment of any such dividend, or to receive such allotment of rights, or to exercise such rights, or give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date fixed as aforesaid.~~

~~If no record date is fixed for the determination of stockholders entitled to notice of or to vote~~

~~at any meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as herein provided, such determination shall apply to any adjournment thereof.~~

~~SECTION 7.03. **Transfer of Stock.** The Board of Directors may by resolution make such regulations as it may deem expedient concerning the issue, transfer and registration of stock.~~

~~SECTION 7.04. **Registered Stockholders.** The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Virginia.~~

~~SECTION 7.05. **Lost Certificates.** Any person claiming a certificate of stock to be lost, stolen or destroyed shall furnish proof of that fact satisfactory to an officer of the Corporation, and shall agree to indemnify the Corporation from and against all liabilities, damages, costs and expenses arising out of the loss, theft or destruction, whereupon a new certificate may be issued for a like number of shares as the one alleged to be lost, stolen or destroyed. The Board of Directors may at any time authorize the issuance of a new certificate to replace a certificate alleged to be lost, stolen or destroyed upon such other terms and conditions as it may prescribe.~~

#### ~~ARTICLES VIII. MISCELLANEOUS~~ Article VII Financial Matters

~~SECTION 8.01. **Seal.** The corporate seal of the Corporation shall contain the name of the Corporation, the year of its creation, and the words "Corporate Seal, Virginia", and shall be in such form as may be approved by the Board of Directors.~~

~~SECTION 8.02.~~ 7.1 Fiscal Year. The books of account of the Corporation shall be kept and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June. The fiscal year of the Corporation shall end on the 30th day of June of each year, on such other date as determined by the Board of Directors.

7.2 Books and Accounts. The books and accounts of the Corporation shall be kept in accordance with generally accepted accounting principles under the direction of the Treasurer, the Chief Financial Officer, and the Executive Director, and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June.

7.3 Audit. At the close of each fiscal year, the books and records of the Corporation shall be audited by an independent certified public accountant and shall be submitted to the Finance Committee and the Board of Directors.

7.4 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to those Officers and agents authorized by these Bylaws, to enter into and execute

contracts, documents and instruments on behalf of the Corporation.

7.5 Checks. All checks, money orders, draft, promissory notes, and other financial instruments shall be signed in such manner as shall be authorized from time to time by resolutions of the Board of Directors.

~~SECTION 8.03-7.6~~ **Inspection of Books.** Any person who shall have been a Stockholder of record for at least six (6) months immediately preceding said person's demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the Corporation's books and records of accounts, minutes and record of Stockholders.

7.7 Limitation or Elimination of Liability. To the maximum extent that the Virginia Stock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, no Director or Officer of the Corporation shall be liable to the Corporation, its members, or any third party.

~~SECTION 8.04-7.8~~ **Indemnification for Liability.** ~~The Corporation shall indemnify any to the maximum extent that the Virginia Stock Corporation Act, as amended, permits the limitation or elimination of the liability of directors, or officers, no Director of Officer of the Corporation shall be liable to the Corporation, its members, or any third party. employee or agent as provided by the laws of Virginia and the Articles of Incorporation.~~

~~SECTION 8.05. Rules of Order.~~ Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure as

#### ~~ARTICLES IX. AMENDMENTS.~~ ARTICLE VIII Miscellaneous

~~SECTION 9.01. By the Directors.~~ The Board of Directors may alter, amend or repeal these by-laws or adopt new by-laws of the Corporation upon the affirmative vote of at least two-thirds in number of the duly elected Directors of the Corporation. Such action may be taken at any regular or special meeting of the Board, provided that notice of such proposed change in the by-laws, and fully stating the text of any such proposed change, shall have been mailed at least fourteen (14) days prior to the date of such meeting.

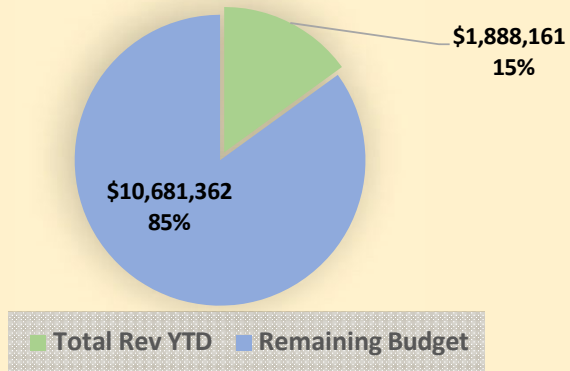
~~SECTION 9.02. By the Stockholders.~~ All by-laws shall be subject to amendment, alteration or repeal by the stockholders entitled to vote at any annual or at any special meeting. The stockholders, at any annual or special meeting, may provide that certain by-laws by them adopted, approved or designated may not be amended, altered or repealed, except by a certain specified percentage in interest of the stockholders or by a certain specified percentage in interest of a particular class of stockholders.

8.1 Amendments. These Bylaws may be amended by a two thirds (2/3) vote of the duly elected Directors in office at any regular or special meeting called for such purpose, provided that notice of the proposed amendments is stated in the notice of such meeting and such notice is delivered at least fourteen (14) days prior to the meeting.

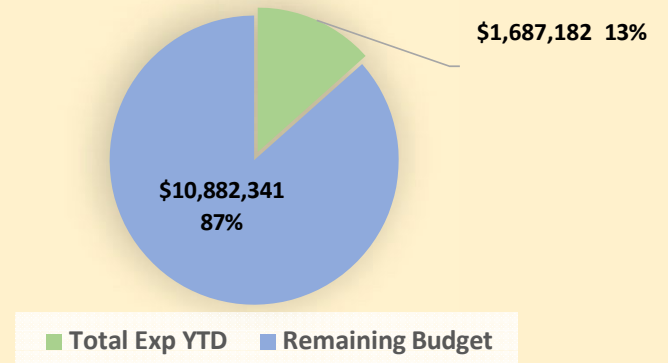


8.2 Emergency Bylaws. In the event that a quorum of the Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors may, consistent with the provisions of Section 13.1-625 of the Virginia Stock Corporation Act, adopt other bylaws to be effective only in such an emergency, which bylaws shall provide procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional or substitute directors as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken by the Corporation in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.

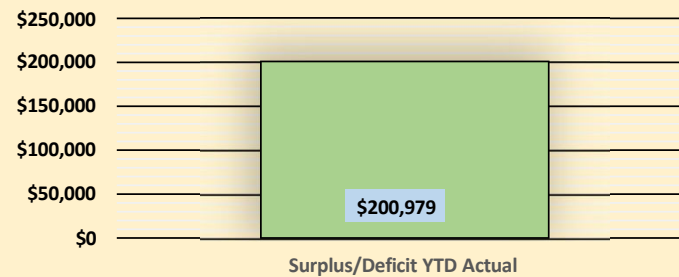
**FY23 YTD Budget v Actual Revenue  
August 31, 2022**



**FY23 YTD Budget v Actual Expenses  
August 31, 2022**



**FY23 YTD Surplus/Deficit  
August 31, 2022**





## Jaunt, Inc. FY2023 Monthly Financial Summary

August 2022										
Sources of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012, 050)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
<b>Fee Revenue:</b>										
Farebox Fee	\$ -	\$ -	\$ -	\$ -	\$ -					
Contract Revenue	\$ 49,132	\$ 24,399	\$ (24,733)	\$ -	\$ -	\$ -	\$ 24,399	\$ -	\$ -	
<b>Governmental Revenue:</b>										
Federal Operating Grants	\$ 339,925	\$ 313,885	\$ (26,040)	\$ 78,254	\$ 235,631	\$ -				
Federal Capital Grants	\$ 53,668	\$ 3,240	\$ (50,428)						\$ 3,240	
Virginia DRPT Operating	\$ 212,655	\$ 211,529	\$ (1,126)	\$ 52,736	\$ 158,793	\$ -				
Virginia DRPT Capital	\$ 4,689	\$ 648	\$ (4,041)						\$ 648	
Local Government	\$ 387,391	\$ 385,745	\$ (1,646)	\$ 95,196	\$ 286,647	\$ 3,091			\$ 810	
In Lieu of Local	\$ -	\$ -	\$ -	\$ -	\$ -					
Other Revenue	\$ -	\$ 1,111	\$ 1,111				\$ 1,111	\$ -		
<b>Total Revenue</b>	\$ 1,047,460	\$ 940,557	\$ (106,903)	\$ 226,186	\$ 681,072	\$ 3,091	\$ 25,510	\$ -	\$ 4,698	
Uses of Financial Resources	Total Budgeted	Total Actual	Budget Variance	Admin (011)	Operations (012)	Special Grants (015, 017, 019)	Agency Program (040)	Accident Fund (041)	Capital (020)	
Salaries & Wages	\$ 509,823	\$ 489,927	\$ (19,897)	\$ 85,324	\$ 404,603	\$ -	\$ -	\$ -	\$ -	
Fringe Benefits/Staff Development	\$ 218,035	\$ 153,536	\$ (64,499)	\$ 16,750	\$ 133,432	\$ 3,091	\$ 263	\$ -	\$ -	
Travel/Business Meals/Meetings	\$ 1,608	\$ 3,671	\$ 2,062	\$ 891	\$ -	\$ -	\$ 2,779	\$ -	\$ -	
Facility/Equipment Maintenance/Utilities	\$ 13,359	\$ 13,436	\$ 76	\$ 12,061	\$ 1,375	\$ -	\$ -	\$ -	\$ -	
Supplies & Materials	\$ 140,590	\$ 85,839	\$ (54,751)	\$ 2,999	\$ 82,840	\$ -	\$ -	\$ -	\$ -	
Marketing & Advertising	\$ 9,167	\$ 17,442	\$ 8,275	\$ 17,442	\$ -	\$ -	\$ -	\$ -	\$ -	
Insurance & Bonding	\$ 32,375	\$ 32,926	\$ 551	\$ 32,926	\$ -	\$ -	\$ -	\$ -	\$ -	
Professional Services	\$ 60,741	\$ 38,080	\$ (22,661)	\$ 35,435	\$ 1,832	\$ -	\$ 813	\$ -	\$ -	
Miscellaneous	\$ 2,233	\$ 1,443	\$ (790)	\$ 1,226	\$ -	\$ -	\$ 217	\$ -	\$ -	
Equipment (Capital)	\$ 59,530	\$ 4,050	\$ (55,480)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,050	
<b>Total Expenditure</b>	\$ 1,047,460	\$ 840,348	\$ (207,113)	\$ 192,032	\$ 578,230	\$ 3,091	\$ 62,944	\$ -	\$ 4,050	
<b>Net change in fund balance</b>	\$ (0)	\$ 100,210	\$ 100,210	\$ 34,154	\$ 102,841	\$ -	\$ (37,434)	\$ -	\$ 648	

Negative Variance  Positive Variance

## Jaunt, Inc. FY2023 Monthly Financial Summary

August 2022 Year To Date						
Sources of Financial Resources	YTD Budgeted	YTD Actual	Budget Variance	Total Budget	Budget Realized	Comments
<b>Fee Revenue:</b>						
Farebox Fee	\$ -	\$ -	\$ -	\$ -		
Contract Revenue	\$ 98,265	\$ 46,093	\$ (52,171)	\$ 589,587	8%	Ridership lower than expected
<b>Governmental Revenue:</b>						
Federal Operating Grants	\$ 679,850	\$ 612,110	\$ (67,740)	\$ 4,079,100	15%	Reimbursable: operating expenses lower
Federal Capital Grants	\$ 107,337	\$ 27,833	\$ (79,504)	\$ 644,021	4%	Reimbursable: capital expenses lower
Virginia DRPT Operating	\$ 425,310	\$ 423,058	\$ (2,252)	\$ 2,551,858	17%	
Virginia DRPT Capital	\$ 9,378	\$ 5,567	\$ (3,811)	\$ 56,268	10%	Reimbursable: capital expenses lower
Local Government	\$ 774,782	\$ 771,490	\$ (3,292)	\$ 4,648,689	17%	
In Lieu of Local	\$ -	\$ -	\$ -	\$ -		
Other Revenue	\$ -	\$ 2,010	\$ 2,010	\$ -		
<b>Total Revenue</b>	\$ 2,094,921	\$ 1,888,161	\$ (206,760)	\$ 12,569,523	15%	
<b>Uses of Financial Resources</b>	<b>YTD Budgeted</b>	<b>YTD Actual</b>	<b>Budget Variance</b>	<b>Total Budget</b>	<b>Budget Used</b>	<b>Comments</b>
Salaries & Wages	\$ 1,019,647	\$ 944,995	\$ (74,651)	\$ 6,117,880	15%	Not at full staffing level
Fringe Benefits/Staff Development	\$ 436,069	\$ 305,325	\$ (130,745)	\$ 2,616,417	12%	Not at full staffing level
Travel/Business Meals/Meetings	\$ 3,217	\$ 4,149	\$ 932	\$ 19,300	21%	Employee Banquet
Facility/Equipment Maintenance/Utilities	\$ 26,718	\$ 24,937	\$ (1,782)	\$ 160,310	16%	
Supplies & Materials	\$ 281,179	\$ 164,870	\$ (116,310)	\$ 1,687,077	10%	Fuel prices dropping, actual half of budgeted amount
Marketing & Advertising	\$ 18,333	\$ 38,511	\$ 20,178	\$ 110,000	35%	Market research and TV ads front loaded
Insurance & Bonding	\$ 64,750	\$ 66,128	\$ 1,378	\$ 388,500	17%	
Professional Services	\$ 121,482	\$ 79,568	\$ (41,914)	\$ 728,889	11%	Large projects not started yet
Miscellaneous	\$ 4,466	\$ 3,909	\$ (557)	\$ 26,794	15%	
Equipment (Capital)	\$ 119,059	\$ 54,791	\$ (64,268)	\$ 714,356	8%	Supply chain delay, other projects in planning stage
<b>Total Expenditure</b>	\$ 2,094,921	\$ 1,687,182	\$ (407,739)	\$ 12,569,523	13%	
<b>Net change in fund balance</b>	\$ (0)	\$ 200,979	\$ 200,979	\$ (0)		



**JAUNT, Inc.**  
**Balance**  
**Sheet**  
**Summary**

9/29/2022

5:58 PM

	<u>8/31/2022</u>	<u>8/31/2021</u>
<b>Assets</b>		
Cash and Cash Equivalents	6,576,615.96	5,687,574.94
Receivables, Net of Allowances	80,527.61	77,128.04
Due From Other Governmental Units	1,648,118.68	1,419,447.63
Prepaid Items	63,757.35	85,730.34
Capital Assets	5,921,310.84	7,237,496.74
<b>Total Assets</b>	<b><u>14,290,330.44</u></b>	<b><u>14,507,377.69</u></b>
Accounts Payable	148,829.11	1,059,425.97
Accrued Payroll & Related Liabilities	439,047.90	367,645.20
Deferred Revenue	175,598.16	395,468.32
<b>Total Liabilities</b>	<b><u>763,475.17</u></b>	<b><u>1,822,539.49</u></b>
<b>Fund Balance/Net Position</b>		
JAUNT Inc. Stock	16.00	16.00
Fund Balance:		
Nonspendable:		
Prepaid Items	63,757.35	85,730.34
Committed:		
Capital/Operations/Fuel Reserve	531,000.00	531,000.00
Assigned:		
Capital Reserve	450,600.00	450,600.00
Unassigned	6,715,015.09	4,536,997.37
Total Fund Balance	<u>7,760,372.44</u>	<u>5,604,327.71</u>
Total Equity	<u>7,760,388.44</u>	<u>5,604,343.71</u>
<b>Total Liabilities and Equity</b>	<b><u>8,523,863.61</u></b>	<b><u>7,426,883.20</u></b>
Net Position:		
Investment in Capital Assets	5,921,310.84	7,237,496.74
Unrestricted	7,605,512.43	5,447,309.46
Total Net Position	<u>13,526,823.27</u>	<u>12,684,806.20</u>
Total Net Position and Equity	<u>13,526,823.27</u>	<u>12,684,806.20</u>
<b>Total Liabilities and Net Position</b>	<b><u>14,290,330.44</u></b>	<b><u>14,507,377.69</u></b>

## Jaunt, Inc.

### Statement of Cash Flows for month ended August 31, 2022

#### Cash flows from Operations for August 2022

Local Match	\$	451,071
DRPT/CAT		253,018
Agency		4,978
Other		-
Payroll		(449,451)
Capital Payments		-
Other Payments		<u>(351,454)</u>
Total cash flows from Operations		(91,837)

#### Cash flows from Investing for August 2022

Interest	<u>1,136</u>
Total cash flows from Investing	1,136

Net change in cash (90,701)

Beginning cash balance 8/1/2022 6,655,861

Ending cash balance 8/31/2022 \$ 6,565,160

Days of cash on hand 271.28

Months of cash on hand 9.04

**Ted Rieck Monthly Expenses**  
**Paid between 8/1/22 - 8/31/22**

**Direct Reimbursement**

Date	Check #	Amount	Purpose
8/25/2022	52605	60.00	Gym Fee Reimbursement - July + Aug 2022
		<b>60.00</b>	<b>Total Reimbursement</b>

**Credit Card Charges**

Date	Check #		Purpose
8/11/2022	52573	3.35	Parking - RTP meeting
		37.05	Lunch Meeting - Robin Munson
		859.02	Microphones for Greene/Louisa vehicles
		55.07	Lunch Meeting - Karen Davis
		36.07	Lunch Meeting - Jody Saunders
		<b>990.56</b>	<b>Total Monthly Charges</b>

<b>1,050.56</b>	<b>Total Expenses</b>
-----------------	-----------------------

## Safety Report August 2022:

### Preventable vehicle accident(s): 4

- One clearance accident where a new operator made contact with a local health facility's overhang. The operator was retrained and more emphasis has been placed on this topic in future trainings. Minor damage occurred to the overhang.
  - Insurance claim: Yes, claim is open.
- A bus contacted a parked car's mirror in Charlottesville. This caused minor damage to the parked vehicle.
  - Insurance claim: Yes, opened but the other party has yet to act.
- Another accident occurred in Louisa at a health facility where an operator hit a gate. There was minor damage caused to the gate.
  - Insurance claim: Yes, and closed.
- The last accident was a backing accident in Louisa where our bus hit a vehicle that was parked. Very minimal damage
  - Insurance claim: Yes, and is currently open.

### Non-preventable vehicle accident(s): 0

### Customer related incident(s): 1

- A passenger fell while entering the bus. Our operator was there to assist and prevent any injuries from occurring.
  - Insurance claim: No

### Staff related incident(s): 0

Jaunt traveled 127,220 revenue miles and had 4 preventable accidents from 8/1/22 to 8/31/22. Jaunt has a goal of less than 1 preventable accident every 100,000 revenue miles driven. Jaunt has had 7 preventable accidents since 7/1/21 and recorded 240,964 revenue miles travelled. We are currently trailing the goal.

## Safety Concerns Shared and Investigated

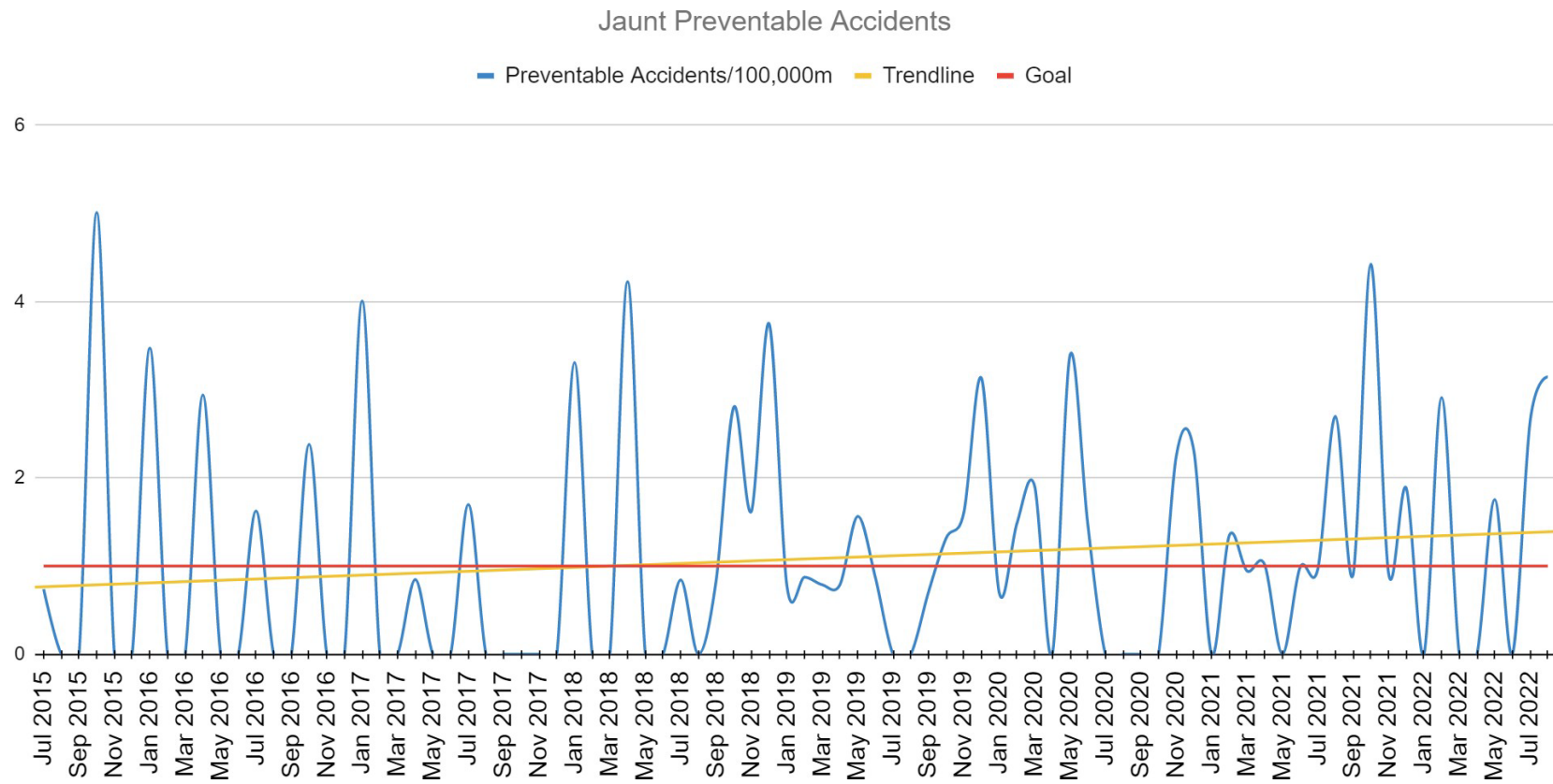
Jaunt is responsive to safety concerns brought forth by staff and members of the community.

During the month of August 2022, the team did not have any safety concerns to investigate.

## National Transit Database Reporting

Jaunt had 0 NTD reportable safety events for the month of August 2022.







## Meeting of the Board of Directors

October 12, 2022 at 10:00 A.M. EST

### September 2022 ADA Report

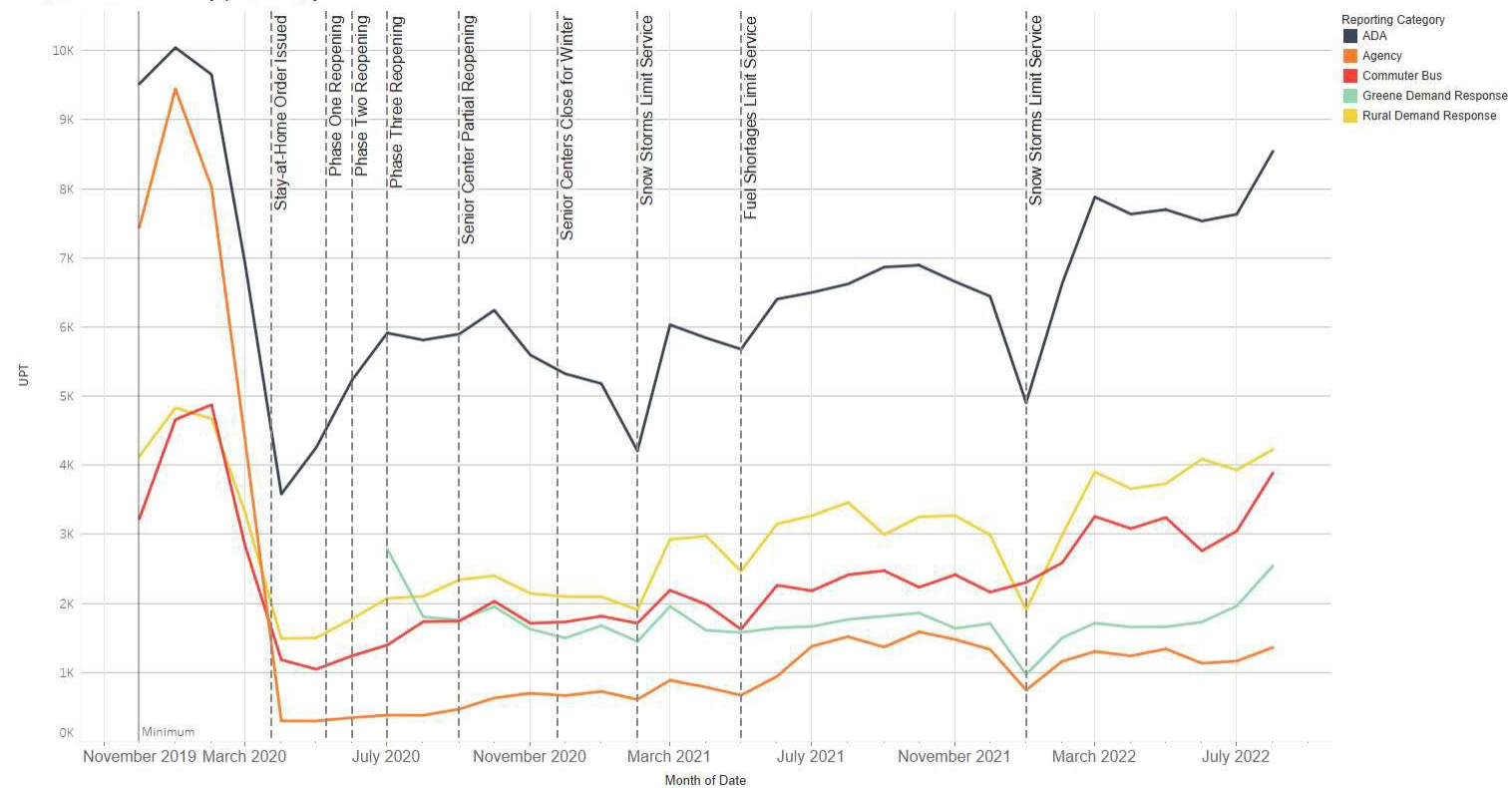
	FY 2022												FY 2023		
	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	FY22 Year End	Jul-22	Aug-22	FY23 YTD
ADA Unlinked Passenger Trips	6,622	6,866	6,893	6,655	6,444	4,904	6,631	7,880	7,633	7,698	7,533	82,258	7,631	8,535	16,166
All Demand Response UPT	15,816	15,625	15,937	13,040	12,550	8,522	12,283	14,798	14,187	14,431	14,482	166,692	14,846	16,794	31,640
ADA Revenue Miles	30,545	32,431	31,982	30,667	29,629	24,319	31,265	35,473	34,022	33,667	33,395	377,149	33,425	37,494	70,919
All Demand Response Revenue Miles	112,298	112,435	113,377	90,135	87,437	62,284	85,658	101,433	96,176	95,270	95,787	1,156,398	96,096	107,542	203,638
ADA Revenue Hours	2,921	3,132	2,897	2,755	2,627	2,287	2,827	3,223	3,084	3,172	3,232	34,836	3,102	3,388	6,490
All Demand Response Revenue Hours	6,925	7,121	6,939	5,953	5,666	4,390	5,782	6,801	6,435	6,545	6,483	75,397	6,602	7,213	13,815
ADA No Shows	137	166	191	166	188	152	166	189	202	202	186	2,082	197	210	407
All Demand Responses No Shows	369	357	411	361	397	314	347	385	381	435	427	4,522	461	460	921
ADA Missed Trips	0	0	0	0	0	0	0	0	1	0	1	2	0	0	0
All Demand Responses Missed Trips	0	0	0	0	0	0	0	0	0	1	3	4	1	5	6
ADA Denials	22	18	43	29	71	26	0	1	0	0	0	247	0	1	1
All Demand Responses Denials	184	90	122	92	121	67	29	70	39	102	168	1,216	30	88	118
ADA On Time Performance	92%	92%	90%	93%	92%	94%	95%	96%	95%	93%	94%	93%	95%	94%	94%
All Demand Responses OTP	92%	93%	91%	93%	92%	95%	95%	96%	95%	92%	93%	93%	94%	94%	94%
ADA Passenger Complaints	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
ADA Lifts Determined Inoperable	0	0	1	0	0	0	0	0	0	0	0	1	0	0	0
ADA Passenger Incidents/Accidents	0	0	0	0	0	0	0	0	0	1	0	1	0	1	1
ADA Vehicle Accidents	0	0	0	0	0	0	1	0	3	1	1	6	1	1	2
Excessively Long ADA Trips	7	9	13	5	9	6	3	8	5	14	6	92	7	17	24
Demand Response Reservations Hold Times	2:13	2:11	2:24	2:23	2:12	2:40	2:37	2:12	2:32	1:57	2:04	2:17	2:15	2:09	2:12



COVID-19 hit Central Virginia in March 2020, resulting in the closure of many human service agencies and businesses, which in turn caused a dramatic decrease in public transit ridership. Jaunt's agency services were hardest hit by this impact, with a 90-95% reduction in service. Public services fared better, with only a 50-75% reduction in service.

Jaunt ridership continues to recover from COVID service impacts. Many of Jaunt's rural services have returned to pre-pandemic passenger counts, while Charlottesville and Albemarle are nearing 80% of pre-pandemic levels. Ridership has remained steady from last month to this month. The long-term effect of remote work on commuting patterns after COVID-19 is still unknown.

Jaunt COVID Recovery per County



The trend of sum of UPT for Date Month. Color shows details about Reporting Category. The data is filtered on Date, which includes dates on or after 12/1/2019. The view is filtered on Reporting Category and Exclusions (MONTH(Date),Reporting Category). The Reporting Category filter keeps ADA, Agency, Commuter Bus, Greene Demand Response and Rural Demand Response. The Exclusions (MONTH(Date),Reporting Category) filter keeps 223 members.





434.296.3184

[www.ridejaunt.org](http://www.ridejaunt.org)

104 Keystone Place  
Charlottesville, VA 22902



## ACRONYMS AND DEFINITIONS

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- **ACFR:** Albemarle County Fire Rescue
- **ADA:** Americans with Disabilities Act
- **AE:** Accountable Executive
- **AED:** Automated External Defibrillator
- **AHS:** Albemarle High School
- **APTA:** American Public Transportation Association
- **APC:** Automated Passenger Counter
- **ARC:** Arc of the Piedmont
- **AV:** Autonomous vehicle
- **BMP:** Best Management Practice
- **BOC:** Body-on-Chassis
- **BOS:** Board of Supervisors
- **BRT:** Bus Rapid Transit
- **BRHD:** Blue Ridge Health District
- **CARS:** Charlottesville-Albemarle Rescue Squad
- **CAT:** Charlottesville Area Transit
- **CB:** Commuter Bus
- **CCTV:** Closed-Circuit Television
- **CDL:** Commercial Driver's License

- **CEO:** Chief Executive Officer
- **CFD:** Charlottesville Fire Department
- **CHO:** Charlottesville-Albemarle Airport
- **CHS:** Charlottesville High School
- **CIP:** Capital Improvement Program
- **CFR:** Code of Federal Regulations
- **CLRP:** Constrained Long-Range Plan
- **CMAQ:** Congestion Mitigation and Air Quality
- **COOP:** Continuity of Operations Plan
- **CPR:** Cardio-Pulmonary Resuscitation
- **CSO:** Chief Safety Officer
- **CTAA:** Community Transportation Association of America
- **CTAC:** Citizen's Transportation Advisory Committee
- **CTAV:** Community Transportation Association of Virginia
- **CTB:** Commonwealth Transportation Board
- **CTF:** Commonwealth Transportation Fund
- **D&A:** Drug and Alcohol
- **DDI:** Diverging Diamond Interchange
- **DMV:** Department of Motor Vehicles
- **DO:** Directly Operated
- **DOT:** Department of Transportation
- **DR:** Demand Response
- **DRPT:** Virginia Department of Rail and Public Transit

- **DVIR:** Daily Vehicle Inspection Report
- **DVR:** Digital Video Recorder
- **EOP:** Emergency Operations Plan
- **EPA:** Environmental Protection Agency
- **ESF:** Emergency Support Function
- **ETA:** Estimated Time of Arrival
- **EV:** Electric Vehicle
- **FEMA:** Federal Emergency Management Agency
- **FHWA:** Federal Highway Administration
- **FMCSA:** Federal Motor Carrier Administration
- **FR:** Fixed Route Service
- **FTA:** Federal Transit Administration
- **FY:** Fiscal Year
- **HOS:** Hours of Service
- **HUD:** Housing and Urban Development, U.S. Department of
- **ICS:** Incident Command System
- **ISR:** Internal Safety Review
- **IT:** Information Technology
- **JARC:** FTA Job Access and Reverse Commute Program
- **Jaunt:** not an acronym, just Jaunt
- **JPA:** Jefferson Park Avenue
- **LEPC:** Local Emergency Planning Committee
- **LMS:** Learning Management System

- **LRTP:** Long Range Transportation Plan
- **LR:** Light Rail Transit
- **MAACA:** Monticello Area Community Action Agency
- **MAP-21:** Moving Ahead for Progress in the 21<sup>st</sup> Century
- **MDC:** Mobile Data Computer
- **MDT:** Mobile Data Terminal
- **MJH:** Martha Jefferson Hospital
- **MMIS:** Maintenance Management Information System
- **MPO:** Metropolitan Planning Organization
- **NGIC:** National Ground Intelligence Center
- **NIMS:** National Incident Management System
- **NS:** No Show
- **NTD:** National Transit Database
- **OE:** Operating Expense
- **OJT:** On-the-Job Training
- **OSHA:** Occupational Safety and Health Administration
- **OTP:** On-time Performance
- **PACE:** Program of All-Inclusive Care for the Elderly
- **PASS:** Passenger Service and Safety; for fire extinguisher use – point-aim-squeeze-sweep
- **PASS:** Passenger Assistance, Safety and Sensitivity
- **PCA:** Personal Care Attendant
- **PM:** Preventative Maintenance
- **PMT:** Passenger Miles Traveled
- **POV:** Personally Owned/Operated Vehicle

- **PT:** Purchased Transportation
- **PTASP:** Public Transportation Agency Safety Plan
- **PTSCTP:** Public Transportation Safety Certification Training Program
- **RideShare:** Free carpool matching service for the City of Charlottesville and Albemarle, Fluvanna, Louisa, Nelson, and Greene counties
- **RLRP:** Rural Long Range Transportation Plan
- **RTA:** Regional Transit Authority; also Rail Transit Agency
- **RTP:** Regional Transit Partnership
- **SA:** Safety Assurance
- **SAFETEA-LU:** Safe, Accountable, Flexible, Efficient, Transportation Equity Act: A Legacy for Users (legislation governing the metropolitan planning process)
- **Section 5307:** FTA Urbanized Area Formula Grants
- **Section 5310:** FTA Enhanced Mobility of Seniors and Individuals with Disabilities Grants
- **Section 5311:** FTA Formula Grants for Rural Areas
- **Section 5337:** FTA State of Good Repair Program
- **SGR:** State of Good Repair
- **SMP:** Safety Management Policy
- **SMS:** Safety Management System
- **SP:** Safety Promotion
- **SRM:** Safety Risk Management
- **SOV:** Single Occupant Vehicle
- **STIC:** FTA Small Transit Intensive Cities Formula (Section 5307)
- **STIP:** Statewide Transportation Improvement Plan
- **SYIP:** Six-Year Improvement Plan

- **TAM:** Transit Asset Management
- **TCRP:** Transit Cooperative Research Program
- **TDP** – Transportation Development Plan
- **TIP:** Transportation Improvement Plan
- **TJPD:** Thomas Jefferson Planning District
- **TRB:** Transportation Research Board
- **TSA:** Transportation Security Administration
- **TSSP:** Transportation Safety and Security Professional
- **TWG:** Technical Working Group
- **UPT:** Unlinked Passenger Trips
- **UTS:** University Transit System
- **UVA:** University of Virginia
- **UZA:** Urbanized Area
- **VAMS** - Vehicles Available for Maximum Service
- **VEC:** Virginia Employment Commission
- **VGA:** Virginia General Assembly
- **VIB:** Virginia Industries for the Blind
- **VMT** – Vehicle Miles Traveled
- **VP:** Vanpool
- **VRH:** Vehicle Revenue Hours
- **VRM:** Vehicle Revenue Miles
- **VOMS:** Vehicles Operated in Annual Maximum Service
- **VTA:** Virginia Transit Association
- **WC:** Wheelchair



## **Glossary for Jaunt's ADA Monthly Performance Summary**

**The Americans with Disabilities Act (ADA)** The [Americans with Disabilities Act \(ADA\)](#) prohibits discrimination against people with disabilities in several areas, including employment, transportation, public accommodations, communications and access to state and local government' programs and services. Source: US Department of Labor

**Jaunt's ADA Monthly Performance Summary report** includes metrics for both Jaunt's ADA Service and the sum of all Demand Response services Jaunt performs (including ADA). Rows labeled as "ADA" are those pertinent to Jaunt's ADA Service.

**Unlinked Passenger Trip** – Passenger travels one-way; picked up from one destination, transported, and dropped off at a different destination. If a passenger books round-trip transportation to a destination and back home, that is two unlinked passenger trips. If the passenger transfers as part of their trip, each time they transfer marks the beginning of a new unlinked trip (this is more common for fixed-route transit). Source: National Transit Database

**Revenue Miles** – The miles that a vehicle is available to the general public and there is an expectation of carrying passengers (NTD Glossary). Vehicle revenue miles are calculated as the miles traveled between the first pickup after leaving the depot and the last drop-off before returning to the depot, excluding breaks and travel to/from breaks. Vehicle revenue miles are allocated to individual demand response trips in proportion to passenger ride distance. Source: Jaunt

**Revenue Hours** - The hours that a vehicle travels while in revenue service. Source: NTD Glossary

Vehicle revenue hours are calculated as the time between the first pickup after leaving the depot, or starting location, and the last drop-off before returning to the depot, excluding breaks and travel to/from breaks. Vehicle revenue hours are allocated to individual demand response trips in proportion to passenger ride time. Source: Jaunt

**No-Show:** A no-show occurs when a Jaunt vehicle arrives at the scheduled location, per GPS/AVL, within the 25-minute pickup window (15 minutes before the scheduled time to 10 minutes after the scheduled time) and the rider fails to appear to board the vehicle within a five-minute wait time. Source: Jaunt

**Missed Trips** – A missed trip occurs when a Jaunt bus arrives outside of the 25-minute pick up window\* and the passenger chooses not to ride. (\*15 minutes before the scheduled time to 10 minutes after the scheduled time) A missed trip is not counted against a passenger because it was Jaunt's error. If the passenger is unavailable or no longer wishes to ride, a "Missed Trip No-Show" is recorded. If the passenger rides with Jaunt regardless of the arrival time, or finds alternative transportation, a "Missed Trip but Transported" is recorded. When a passenger has additional trips scheduled after a missed trip, Jaunt will work with the customer to see if they still plan to take those trips. Jaunt strives to minimize Missed Trips to the greatest extent possible.

Missed trips, which are caused by agencies and not by riders, result from trips that are requested, confirmed, and scheduled, but do not take place

because:

- The vehicle arrives and leaves before the beginning of the pickup window without picking up the rider and without any indication from the rider that he or she no longer wants to make the trip. Note that a rider is not obligated to board until the beginning of the pickup window or—for transit agencies that have a 5-minute wait-time policy—from the start of the pickup window until 5 minutes have elapsed.
- The vehicle does not wait the required time within the pickup window, there is no contact with the rider, and the vehicle departs without the rider. Note that if during the wait time the rider indicates he or she no longer wants to take the trip, this is typically recorded as a “cancel at the door.”
- The vehicle arrives after the end of the pickup window and departs without picking up the rider (either because the rider is not there or declines to take the trip because it is now late).
- The vehicle does not arrive at the pickup location.

Source: FTAC 4710.1

A transit agency cannot have substantial numbers of trip denials and missed trips, as they are also considered capacity constraints and are not permitted under FTA ADA Circular § 37.131 (f) (3) (i) (B).

**Denials**—Trip denials result when agencies do not accept trip requests.

Examples of trip denials include:

- A rider requests a next-day trip and the transit agency says it cannot provide that trip.
- A rider requests a next-day trip and the transit agency can only offer a trip that is outside of the 1-hour negotiating window. This represents a denial regardless of whether the rider accepts such an offer.
- A rider requests a round-trip and the agency can only provide one leg of the trip. If the rider does not take the offered one-way trip, both portions of the trip are denials. Source: 8.5.4 of the FTA ADA Circular C\_4710.1:

Per § 37.131 (b) (2), while a transit agency may negotiate pickup times with the individual, it may not require an ADA paratransit eligible individual to schedule a trip to begin more than 1 hour before or after the individual’s desired departure time.

If Jaunt is unable to provide an ADA trip at the requested time, an alternative time will be offered 60 minutes before or after the requested time. Source: Jaunt

**On-Time Performance** – The percentage of passenger events performed where a rider arrived within the customer’s established time window(s). For most trips, this just refers to the 25-minute pickup window, but some trips also have a specified drop-off window, such as to reach a medical appointment on-time. In those cases, the pickup and drop-off are counted as two separate events for calculating on-time performance.

Note: FTA considers pickups as on time when a driver arrives at the pickup location within the established pickup window.

- Early – FTA considers pickups early if a driver arrives and departs with the rider before the established pickup window begins.
- Late – FTA considers pickups late if a driver arrives after the end of the established pickup window and the rider boards the

vehicle. Source: 8.5.4 of the FTA ADA Circular C\_4710.1:

**ADA Passenger Complaints** – An ADA complaint is when an individual (verbal or written) who has been certified as an ADA rider, indicates that the service provided is inaccessible to someone with a disability or someone with a disability has been denied service due to discrimination of the disability. This measures Jaunt’s adherence to the ADA regulations. Source: Jaunt

**Lifts Determined Inoperable** – The number of times a vehicle was put into service with a lift that was inoperable that prevented Jaunt from providing service to a rider that required the lift for transport. Source: Jaunt

**ADA Passenger Incidents/Accidents** – Accidents or incidents that result in an injury to a passenger who is ADA certified. Source: Jaunt

**ADA Vehicle Accidents** – Accidents that resulted in monetary damage of any size or a service disruption to a vehicle being used for ADA service. Source: Jaunt

**Excessively Long ADA Trips** – It is important to understand that “excessive” is in comparison to the time required to make a similar trip using the fixed route system; while a 1-hour travel time for a 5-mile complementary paratransit trip may seem excessive in the abstract, if the same trip takes an hour using the fixed route system, it is comparable, not excessive. Complementary paratransit service is by nature a shared-ride service. The standard of service is not intended to reflect that of a taxi service, which typically transports passengers directly to their destination Source: Section 8.5.5 of ADA circular C\_4710.1:

**Call Hold Times** – Average length of time a caller is placed on hold while scheduling a demand response trip. Source: Jaunt

**Executive Director Report**

1. Staff made Jaunt update presentations to the Charlottesville City Council on September 16 and Fluvanna Board of Supervisors on September 21.
2. Jaunt is reviewing proposals in response to our Request for Proposals (RFP) soliciting teaming partners for microtransit.
3. Jaunt staff participated in the United Way Day of Caring in Greene County on September 21.
4. Jaunt held its second Alternative Fuels Advisory Committee meeting on September 22.
5. Ted attended the TJPDC MPO Policy meeting on September 28<sup>th</sup>. The committee discussed the process for developing the region's updated long range transportation plan.
6. On October 8, Jaunt celebrated the accomplishments of its employees at its annual meeting at the Center at Belvedere.
7. This week, Jaunt is hosting the Texas A&M Transportation Institute to review our operational efficiency and make recommendations regarding how we manage our bus operator staffing and vehicle fleet size.
8. We are currently recruiting for a Chief Operations Officer, Call Center Manager, and Planning Manager.

