AMENDED AND RESTATED BYLAWS

OF THE

DETROIT TRANSPORTATION CORPORATION

A Michigan Public Body Corporate

Adopted on September 26, 2013

AMENDED AND RESTATED BYLAWS

OF THE

DETROIT TRANSPORTATION CORPORATION

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OF

DETROIT TRANSPORTATION CORPORATION

These Bylaws are hereby adopted subject to and in conformance with the authority and power given to the Corporation by Act No. 7 of Michigan Public Acts of 1967 (Extra Session), as amended (the "Act"), and the Interlocal Agreement executed by and between the Southeastern Michigan Transportation Authority (SEMTA) and the City of Detroit (City), dated October 3, 1985, and effective October 4, 1985.

ARTICLE I
Offices

Section 1. Registered Office. The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical to such registered office, as may be required by the statutes of the State of Michigan. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office and the registered agent may be changed from time to time by the Board of Directors ("Board").

Section 2. Other Offices. The Corporation may have such other offices as the Board may determine from time to time.

ARTICLE II
Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board.

Section 2. Annual Meeting. An annual meeting of the Board shall be held on the second Thursday in the month of October in each year at 9:30 a.m., or such other date and time as the Board determines, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meeting. Regular meetings of the Board shall be held quarterly on such dates and at such times as the Board determines at its annual meeting. Except as otherwise provided in these Bylaws, no further notice of the regular meetings of the Board shall be required to be given to the Directors.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chairperson plus at least one other Director.

Section 5. Notice of Special Meetings. Except as otherwise provided in these Bylaws, notice of special meetings of the Board shall be given to each Director in one of the following ways: (a) notice delivered to the Director via telephone not less than twenty-four (24) hours prior to the time of the special meeting, or (b) written notice delivered to the Director by electronic transmission not less than twenty-four (24) hours prior to the time of the special meeting. The person giving notice of a special meeting shall execute an affidavit confirming the method by which such notice was given to each Director, and such affidavit shall be filed with the minutes of the meeting. For purposes of this section, "electronic transmission" shall mean electronic mail and any other form of communication that satisfies all of the following: (i) it does not directly involve the physical transmission of paper, (ii) it creates a record that may be retained and retrieved by the recipient, and (iii) it may be directly reproduced in paper form by the recipient through an automated process.

Section 6. Waiver. Any Director may waive notice of any meeting either before or after such meeting. Attendance of a Director at a meeting constitutes waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by these Bylaws.

Section 7. Public Notice. In addition to the notice of Board meetings required under other provisions of these Bylaws, public notice of Board meetings shall be given in accordance with the Open Meetings Act, MCL 15.261 *et seq.*, as amended from time to time (the "OMA"), including compliance with the following requirements:

(a) No meeting of the Board shall be held unless public notice of the meeting is given by a person designated by the Corporation.

(b) A public notice of a Board meeting shall always contain the name of the Corporation, its telephone number, its address, and the date, time and place of every meeting announced in the notice.

(c) A public notice of a Board meeting shall always be posted at the Corporation's principal office, and may be posted at any other location considered appropriate by the Board, including but not limited to the Corporation's website. .

(d) Within ten (10) days after the first Board meeting in each calendar or fiscal year, the Corporation shall post a public notice stating the dates, times, and places of the Board's regular meetings. If there is a change in the schedule of the regular meetings, the Corporation, within three (3) days after the meeting at which the change is made, shall post a public notice stating the new dates, times, and places of the Board's regular meetings.

(e) The Corporation shall post public notice of a rescheduled regular meeting, a special meeting, or a rescheduled special meeting at least eighteen (18) hours before the meeting.

(f) Any Board meeting that is recessed for more than thirty-six (36) hours shall be reconvened only after public notice equivalent to that required in subsection (e) of this section is posted.

(g) Upon the written request of an individual, organization, firm or corporation, and upon the requesting party's payment of a yearly fee of not more than the reasonable estimated cost for printing and postage of such notices, the Corporation shall send to the requesting party by first class mail a copy of any notice required to be posted pursuant to this Section 7.

(h) Upon written request, the Corporation, at the same time a public notice of a meeting is posted pursuant to this Section 7, shall provide a copy of the public notice of that meeting to any newspaper published in Michigan and to any radio and television station located in Michigan, free of charge;

(i) Nothing in this section shall bar the Board from meeting in emergency session in the event of occurrences, acts of a severe and imminent threat to the health, safety, and welfare of the public when at least two-thirds (2/3) of the Directors serving on the Board decide that delay would be detrimental to efforts to lessen or respond to the threat.

Section 8. Public Meetings.

(a) All meetings of the Directors shall be open to the public and shall be held at the Corporation's offices or at such other place or places available to the public as the Board may from time to time designate. All persons shall be permitted to attend any meeting except as otherwise provided in Section 9. The right of a person to attend a Board meeting includes the right to tape-record, videotape, broadcast live on radio, and telecast live on television the proceedings at the meeting. The exercise of this right shall not be dependent upon the prior approval of the Corporation. However, the Corporation may establish reasonable rules and regulations in order to minimize the possibility of disrupting the meeting.

(b) All decisions of the Directors shall be made at a Board meeting open to the public, except as otherwise provided herein.

(c) All deliberations of the Directors constituting a quorum of its members shall take place at a meeting open to the public except as otherwise provided in Section 9 of this Article II.

(d) A person shall not be required as a condition of attendance at a meeting of the Directors to register or otherwise provide his or her name or other information or otherwise to fulfill a condition precedent to attendance.

(e) A person shall be permitted to address a meeting of the Directors under rules to be established and recorded by the Directors.

(f) A person shall not be excluded from a meeting of the Directors except for a breach of the peace actually committed at the meeting.

Section 9. Closed Meetings. The Directors may hold a meeting or part of a meeting that is closed to the public ("closed session") only for the following purposes:

(a) To consider the dismissal, suspension or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a Corporation officer, employee, staff member, or individual agent , if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time, in which case the matter at issue shall be considered after the recession only in open sessions.

(b) For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.

(c) To consider the condemnation, purchase or lease of real property up to the time a decision to condemn is made or an option to purchase or lease that real property is obtained.

(d) To consult with the Corporation's attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the Corporation;

(e) To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential. However, all interviews by the Corporation for employment or appointment to a public office shall be held in an open meeting;

(f) To consider material exempt from discussion or disclosure by state or federal statute.

A two-thirds (2/3) roll call vote of Directors appointed and serving shall be required to call a closed session except when it involves a matter described in Section 9(a) or 9(b) of this Article II.

Section 10. Minutes of Meetings.

(a) The Corporation shall keep minutes of each meeting showing the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting. The Corporation shall make any corrections to the minutes at the next meeting after the meeting to which the minutes refer. The Corporation shall make corrected minutes available at or before the next subsequent meeting after correction. The corrected minutes shall show both the original entry and the correction.

(b) Minutes shall be public records open to public inspection and shall be available at the address designated on posted public notices pursuant to Section 7. Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying.

(c) Proposed minutes shall be available for public inspection not more than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved by the Directors.

(d) A separate set of minutes shall be taken by the designated secretary of the Corporation at a closed session. These minutes shall be retained by the secretary and shall only be disclosed if required by order of a Court pursuant to civil action filed under applicable sections of the OMA. These minutes may be destroyed one year and one day after approval of the minutes of the regular or special meeting at which the closed session was approved.

Section 11. Quorum, Attendance and Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. Members may attend a meeting in person, or by teleconference provided the interactive medium employed permits the off-site member(s) to hear, and be heard by, the other members and all others in attendance. The vote of a majority of the members present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless the vote of a larger number is required by statute, the Corporation's Articles of Incorporation ("Articles"), or elsewhere in these Bylaws. All actions of the Board shall be governed by Roberts Rules of Order.

ARTICLE III
Committees of Directors

The Board may designate and appoint one or more committees to assist the Board in the discharge of its duties, each of which shall consist of two or more Directors. A committee shall have the powers and authority granted to it in the Board resolution designating the committee; provided, no committee shall have any power or authority to (1) amend the Articles , (2) adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all or substantially all of the Corporation's property and assets, (3) dissolve the Corporation, (4) amend the Bylaws of the Corporation, (5) fill vacancies in the Board, or (6) fix compensation of the Directors for serving on the Board or on a committee of the Board. All actions by the committee shall be subject to approval by the Board.

The Board may, by resolution, establish an advisory committee which shall state the names of the committee members, their terms of office and the committee's function.

ARTICLE IV
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or employee of the Corporation, in addition to the officers so authorized by the Articles or these Bylaws, to enter

into, execute and deliver any contract or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Bonds. All checks, drafts or orders for the payment of money, bonds, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or employee of the Corporation and in such manner as shall from time to time be determined by the Board and if applicable, in accordance with the Articles . In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chairperson or Vice-Chairperson of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE V
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VII
Seal

The Board of Directors shall provide for and adopt a corporate seal, which shall be the official seal of the Corporation.

ARTICLE VIII
Conflicts of Interest and Disclosure

Section 1. Restrictions. Subject to Section 2 of this Article, a Director, officer or employee of the Corporation shall not:

(a) Be a party, directly or indirectly to any contract between himself or herself and the Corporation; or

(b) Directly or indirectly solicit any contract between the Corporation and (1) himself or herself; (2) any firm (meaning a co-partnership or other unincorporated association) of which he or she is a partner, member or employee; (3) any private corporation in which he or she is a stockholder owning more than 1% of the total outstanding stock of any class where such stock is not listed on a stock exchange or stock with a present total market value in excess of $25,000.00 where such stock is listed on a stock exchange or of which he or she is a director, officer or employee; or (4) any trust of which he or she is a beneficiary or trustee; nor shall he or she take any part in the negotiations for such a contract or the renegotiation thereof or amendment thereto or in the approval thereof; nor shall he or she represent either party in the transaction.

Section 2. Exceptions. A Director, officer or employee of the Corporation shall not be subject to Section 1 of this Article with respect to any contract described in Section 1, provided:

(a) The Director, officer or employee is not paid for working more than an average of 25 hours per week for any public entity, including the State of Michigan, all agencies thereof, any public body corporate within the State, including all agencies thereof, or any non-incorporated public body within the State of whatever nature, including all agencies thereof;

(b) The Director, officer or employee discloses his or her pecuniary interest in the contract to the Corporation; and

(c) The contract is approved by a vote of two-thirds (2/3) of the full membership of the Board of Directors without inclusion of the vote of any interested Director.

Section 3. Disclosure/Participation in Voting. A Director shall:

(a) Promptly disclose to the Corporation any direct interest or indirect interest of which he or she has actual knowledge in any matter before the Corporation prior to the Corporation taking any action with respect to such matter; and

(b) Refrain from participation in the Corporation's proceedings relating to the matter.

Section 4. Records. All disclosures pursuant to Sections 2 and 3 of this Article shall be made a matter of record in the official proceedings of the Corporation.

ARTICLE IX
Reporting, Public Access to Records

Section 1. Reporting. The Corporation shall prepare an annual report after its annual meeting, which report shall fully describe the activities of the Corporation including a statement of all revenues and expenditures since the previous report.

Section 2. Public Access. The financial records, accountings, audit reports, and other reports of public monies under the control of the Corporation shall be public records and open to inspection.

ARTICLE X

Indemnification

The Corporation, to the full extent permitted by law, at its expense, shall indemnify and save harmless, of, from and against, any and all claims, damages, demands, expenses to include all attorney fees and legal costs, liabilities and losses any person made, or threatened to be made, a party to any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding and any appeal therein (and any injury or. investigation which could lead to such action, suit or proceeding) by reason of the fact that he or she is or was a director, officer or employee of the Corporation, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his or her duties or acted in an unreasonable manner or not in good faith. Such right of indemnification shall inure to the benefit of the legal representative of such person in any such action.

ARTICLE XI

Amendments to Bylaws

The Board shall have the power to adopt, amend or repeal Bylaws of the Corporation by the vote of not less than a majority of the Directors then in office at any regular or special meeting, provided that at least five (5) days notice thereof is given to each Director by electronic transmission, which notice shall include a copy of the proposed Bylaw changes. At all times, the Corporation's Bylaws shall comply with the Act.

These Amended and Restated Bylaws were adopted on September 26, 2013, to be effective immediately.

YEAS: **5**

NAYS: **0**

ABSTENTIONS: **0**

BYLAWS DECLARED ADOPTED.

Dated this 26th day of September, 2013.

Secretary