

**BY-LAWS
OF
ECONOMIC TRANSPORTATION ALLIANCE**

**ARTICLE I
No Members; Corporate Rights and Interests**

1.1 No Members. The Corporation shall have no members.

1.2 Corporate Rights and Interests. All rights and interests of this Corporation as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercisable solely by the Board of Directors of this Corporation, except to the extent such authority is delegated by the Board of Directors to one or more of its officers either generally or with respect to specific matters.

**ARTICLE II
Corporate Officers**

2.1 Principle Office. The principle office of this corporation shall be located in such place or places as determined by the Board of Directors. The Corporation may have such offices as the Board of Directors may determine from time to time.

2.2 Registered Office. The Registered Office of the corporation required by the Oregon Nonprofit Corporation Act to be maintained in the State of Oregon may be, but need not be, identical with the principle office in the State of Oregon, and the address of the registered office and registered agent may be changed from time to time as determined by the Board of Directors.

**ARTICLE III
Board of Directors**

3.1 Management. The affairs of the Corporation shall be managed by the Board of Directors (the "Board"), and each member thereof individually shall be known as a Director.

3.2 Number. The Board shall consist of not less than three (3) nor more than seven (7) Directors. The exact number of Directors shall be fixed from time to time by resolution of the Board of Directors.

3.3 Selection, Term, and Removal

3.3.1 Selection and Term. The Directors shall be nominated and elected annually by the Board of Directors by a majority of votes cast. Directors may succeed

themselves in office. Each person elected a Director shall continue in office until the annual meeting next after his/her election, and until his/her successor shall have been duly elected and qualified, or until his/her earlier death, resignation or removal in accordance with the By-Laws.

3.3.2 Resignation and Removal. Any Director may be removed at any time with or without cause by a vote of not less than two-thirds (2/3) of the Directors of the Corporation at a meeting called for that purpose. Any Director may resign at any time.

3.4 Vacancies. A vacancy on the Board of Directors shall exist upon the death, resignation or removal of a Director or upon the creation of an additional directorship. The Board of Directors acting at any meeting may fill a vacancy on the Board of Directors for the unexpired portion of the term in the manner provided herein for the election of such Director.

3.5 Annual Meetings. The annual meetings shall be held each year during the month of January. At the annual meeting, the Board of Directors shall elect the Board of Directors and officers. Notice of the annual meeting shall be given not less than two (2) days before the date of the meeting. Such notice may be given in any reasonable manner.

3.6 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may determine by resolution. The Secretary shall mail or otherwise deliver a copy of such resolution to any Director who was not present when it was adopted, but no further notice of such regular meetings need be given.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by any Director or officer of the Corporation only with the consent of the Board President pursuant to a notice of the meeting describing the purpose of the meeting given not less than two (2) days prior to the meeting. Such notice may be given in any reasonable manner.

3.8 Place of Meetings; Other Means of Communication. All meetings of the Board of Directors shall be held at such place as is designated in the notice of the meeting. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed present at the meeting.

3.9 Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business. A minority of the Directors in the absence of a quorum may adjourn the meeting but may not transact any business.

3.10 Action. The act of a majority of the Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, unless otherwise provided in

the Articles of Incorporation, these By-Laws, or by law. Each Director shall have one (1) vote. Directors shall not vote by proxy.

3.11 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV Officers

4.1 Officers. The officers of the Corporation shall be a President, Secretary, Treasurer and such Vice-Presidents as determined appropriate or necessary by the Directors. The President shall be designated by the Directors to carry out the duties and responsibilities as outlined in section 4.5 below. Any two offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office. All officers of the Corporation shall be elected by the Board of Directors and, except as otherwise provided in section 4.3, each shall hold office until his successor is elected. The officers shall have such duties, in addition to those expressed herein, as the Board of Directors shall specify from time to time.

4.3 Resignation and Removal. Any officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any elected or appointed officer may be removed at any time by the Board of Directors.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4.5 Duties of Officers.

4.5.1 President. The President shall be the principal corporate officer of the Corporation and shall preside at all meetings of the Board of Directors, and shall be an ex-officio member.

4.5.2 Vice-President. In case of the death or absence of the President, or of his inability for any cause to act, one of the Vice-Presidents, in the order of their seniority, shall

perform the duties of his office.

4.5.3 Secretary. The Secretary shall provide for the keeping of the minutes of all meetings of the Board of Directors, shall send or cause to be sent appropriate notices, prepare an agenda for all meetings of the Board of Directors, shall act as custodian of all records and reports, and shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

4.5.4 Treasurer. The Treasurer shall keep or cause to be kept correct and accurate accounts of the property and financial transactions of the Corporation and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President.

ARTICLE V Committees

5.1 Board Committees. The Board of Directors may, by resolution adopted by a majority of Directors in office, designate Board Committees each of which shall consist of two (2) or more Directors. To the extent permitted by law, these By-Laws and provided in such resolution, Board Committees shall have and exercise the authority of the Board of Directors in the management of the Corporation. Unless otherwise provided in these By-Laws, the Board of Directors shall appoint the chair and all members of Board Committees.

5.2 Meetings, Quorum, Notice, Tenure, Resignation, Removal, and Vacancy. All other rules and procedures relating to the meetings of committees, notices of such meetings, quorum, tenure, resignation, removal, and vacancy as to Committee Members shall be as set forth in Article III herein governing Directors.

ARTICLE VI Staff

The Board may employ such personnel as are necessary to carry on the purposes of the Corporation. Board members may also be employees of the Corporation.

ARTICLE VII Contracts, Loans, Checks, and Deposits

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

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

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

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

ARTICLE VIII Miscellaneous Provisions

8.1 Waiver of Notice of Meetings. Whenever any notice is required to be given to any Board member of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporations Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8.2 Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceeds of its Board of Directors.

8.3 Amendment of By-Laws. These By-Laws may be amended or repealed or new By-Laws adopted by the affirmative vote of a majority of the Directors in office (with the consent of the President/CEO) at a regular, special or annual meeting of the Directors, as to which written notice has been provided to all Directors not less than two (2) days prior to the meeting, which notice sets forth the proposed amendment, repeal or new By-Laws.

8.4 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE IX Indemnification, Insurance and Limitation of Liability

9.1 Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereinafter defined) who was or is a party or

is threatened to be made a party to and Proceeding (as hereinafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

9.2 Advancement of Expenses. Expenses incurred by an Indemnified Person in defending a Proceeding shall, in all cases, be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the Corporation:

9.2.1 A written affirmation of the Indemnified Person's good faith belief that such Indemnified Person is entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such Indemnified Person; and

9.2.2 A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court that such Indemnified Person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such Indemnified Person

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

9.3 Definitions.

9.3.1 The term “**Indemnified Person**” shall mean any person who is or was (a) a Director, officer, member of a committee, employee or, to the extent authorized by the Board in the specific case, an agent of the Corporation, (b) or a fiduciary within the meaning of the Employee Retirement Security Act of 1974 with respect to any employee benefit plan of the Corporation, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

9.3.2 The term “**Proceeding**” shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise, and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

9.4 Non-Exclusivity and Continuity of Rights. The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation

or any statute, agreement, general or specific action of the Board, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this Article. The Corporation may enter into agreements to indemnify any Indemnified Person.

9.5 Amendments. Any repeal of this Article IX shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article IX in effect at the time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

9.6 Limitation of Liability. The civil liability of Directors and officers shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

9.7 Insurance. The Corporation shall be authorized but not obligated except pursuant to Board resolution to purchase and maintain in effect a policy or policies of insurance covering any liability of Directors, officers, committee members, employees and agents of the Corporation, regardless of whether the Corporation would have the power to indemnify such persons against the liability so insured.

CLARIFICATION

The undersigned President of the corporation known as Economic Transportation Alliance does hereby certify that the foregoing By-Laws were duly adopted by the Members and Board of Directors of said corporation, as of the 31 day of March, 2011, and that they do now constitute the By-Laws of the corporation.

Dated this 31 day of March, 2011.

Sharon Nasset
Printed Name - President

Sharon Nasset
Signature - President