



JAUNT, Inc.  
104 Keystone Place  
Charlottesville, VA 22902-6200

*Resolution# 2018061304*

**Resolution of Amending  
the JAUNT Board of Director's Bylaws**

**WHEREAS**, JAUNT's Board of Directors is governed by its corporate bylaws, which outline the Board authority, procedures, and responsibilities; and

**WHEREAS**, it is recommended by the Virginia Department of Rail and Public Transportation that the Board of Directors adopt a "Conflict of Interest" section for its bylaws; and

**WHEREAS**, the bylaw language to be added is outlined below;

SECTION 3.17. **Statement of Conflict of Interest.** No Director shall use his or her position, or the knowledge gained there from, in such a manner that a conflict between the interest of the organization or any of its affiliates and his or her personal interest arises. Each Director has a duty to place the interest of the organization foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of these bylaws. If a Director has an interest in a proposed transaction with the organization in the form of any personal or professional financial interest in the transaction or in any organization involved in the transaction, or holds a position as a trustee, director, or officer in any such organization, he or she must make full disclosure to the President 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 may be present for any discussion of or vote in connection with the matter, unless otherwise decided by a majority vote of the Board. If a Director has a conflict of interest, and chooses to participate in a vote related to the transaction, then the Director should disclose their conflict prior to their vote so that it is recorded in the official minutes of the meeting.

**NOW, THEREFORE**, the JAUNT Board of Directors hereby amends its bylaws to include the above noted section.

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J. Randolph Parker, *President*