

BYLAWS of ENO TRANSPORTATION FOUNDATION, INC. as amended and approved on March 2, 2017:

ARTICLE I – OBJECTS AND PURPOSES

The Eno Transportation Foundation, Inc. (the “Corporation”) is not-for-profit, and all of its business and other activities shall be conducted in promotion of its not-for-profit purposes, as outlined in its certificate of incorporation.

ARTICLE II – OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be located in the District of Columbia. The Board of Directors may establish additional offices in other locations from time to time.

Section 2. Registered Office and Registered Agent

The Corporation’s Registered offices are located at One Corporate Center, Hartford, CT 06103-3220, and 1015 15th Street NW Suite 1000, Washington, DC 20005. The registered agent at those addresses is Business Filings Incorporated.

ARTICLE III – MEMBERS

Section 1. Classes of Members

The Board of Directors may create one or more classes of members.

Section 2. Voting Rights

No member of any class shall be entitled to any voting rights on any matter related to or affecting the Corporation.

Section 3. Rights of Associate Members

The rights and privileges of members shall be determined by the Board of Directors at the time such class of membership is created. In no event, however, shall such rights and privileges include voting rights on any matter related to or affecting the Corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers

The Corporation's affairs will be managed by its Board of Directors.

Section 2. Number, Term, and Election

(a) The Board of Directors shall consist of twelve (12) persons. The number of directors may be increased or decreased by the Board, but may not be less than three (3).

(b) The Board of Directors shall elect from its membership the following corporate officers: the Chairman of the Board, the Vice Chair, Secretary and Treasurer. The balance of the Board of Directors shall be elected at any point at which the Board decides to fill a vacancy or to add additional members.

(c) Each director shall hold office for a term of three (3) years. In the event of a vacancy, a new director may be appointed to serve out the remainder of a term. To maintain full and continuous understanding of the Foundation's affairs, members of the Board of Directors may be reappointed for additional terms, up to a maximum of three consecutive terms.

Section 3. Removal

Any director of the Corporation may be removed from the Board for cause by a majority vote of all of the Corporation's directors.

Section 4. Regular Meetings

Regular meetings of the Board of Directors shall be held at such times and places as the Board may determine.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called at any time or place, (1) by the Chairman of the Board or the President, or (2) by any two (2) members of the Board.

Section 6. Notice of Regular and Special Meetings

Each director shall be given at least two (2) days written, oral, or electronic notice of any regular or special meeting of the Board of Directors. If a purpose of the meeting is the adoption, amendment, or repeal of the certificate of incorporation or the bylaws, the meeting notice must so state. In all other cases, the notice need not specify the purpose of a regular or special meeting, unless required by law or required elsewhere in these bylaws.

Section 7. Waiver of Notice of Meeting

(a) Any director may waive notice of any meeting by executing a written waiver.

(b) Any director who attends a meeting shall be deemed to have received timely and proper notice of the meeting, unless the director attends the meeting for the purpose of objecting to the transaction of business at the meeting because it was not lawfully called or convened.

Section 8. Quorum

No business shall be conducted at any directors' meeting unless a quorum is present. The presence of the majority of the member of the Board as constituted at the time of a given directors' meeting, but in any event no less than five (5) directors, shall constitute a quorum for the transaction of business at any Board meeting, unless a greater number is required by any other provision of these bylaws. However, if the Board votes or otherwise takes action, or conducts business with respect to any matter related to the corporation's dissolution, seven (7) directors must be present to constitute a quorum.

Section 9. Conduct of Meetings

Board meetings shall be called to order as soon as a quorum is present. The Chairman of the board shall be the presiding officer at Board meetings. If the Chairman is absent, the Vice Chair shall preside over the meeting. If the Vice Chair is absent from the meeting, the Secretary shall preside over the meeting. If none of these persons is present, another director who is present at the meeting shall be selected to preside over the meeting.

Section 10. Adjournment

The directors present at any Board meeting which has been properly called on due notice, but at which a quorum is not present, may adjourn the meeting from time to time without further notice until a quorum shall attend such meeting. When a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Voting

At all directors' meetings, each director shall have one vote. Proxy votes will not be permitted.

Section 12. Vacancies on the Board of Directors

Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors, even if vacancies on the Board leave less than a quorum. The replacement director shall serve only the remainder of the unexpired term.

Section 13. Compensation of Directors

The directors may be reimbursed reasonable travel expenses connected with attending the Board meeting. Nothing in these bylaws shall be construed as precluding any director from receiving compensation for serving the Corporation in any other capacity as an officer, employee, agent, or otherwise.

Section 14. Manner of Acting

(a) Meetings. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specified by these bylaws. Any director may participate in a meeting of the Board or a committee of the Board by means of conference call or similar communications arrangement. The Board of Directors may schedule and conduct entire meetings by means of conference call as it sees fit. Such participation by any director shall constitute presence in person at the meeting.

(b) Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by means of unanimous written consent setting forth the action taken and signed by all of the directors. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE V – OFFICERS

Section 1. Description of Officers

The Corporation's officers shall be the Chairman of the Board, President, Vice Chair, Secretary, Treasurer, and Assistant Treasurer. The Board of Directors shall elect the Chairman of the Board, the President, the Vice Chair, the Secretary, and the Treasurer. The President shall select and appoint the Assistant Treasurer. The Board of Directors may elect such other officers as they shall deem necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors.

Section 2. Qualification

The Board of Directors may, from time to time, specify qualifications for officers of the Corporation. One person may hold two offices, except that the same person may not be President and Secretary, nor can the same person be Chair and Vice Chair.

Section 3. Selection

The Chairman of the Board, the President, the Vice Chair, the Secretary, and the Treasurer shall be elected each year by the Board of Directors at a meeting of the Board. The President shall select and appoint the Assistant Treasurer.

Section 4. Term

Each officer elected by the Board shall hold office for a term of one (1) year, or until the next annual election, or until a successor is elected, or the officer dies, resigns, or is removed.

Section 5. Removal

Any officer elected by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in the Board's judgment the best interests of the Corporation would be served thereby.

Section 6. Vacancies

Any vacancy in the offices of Chairman of the Board, President, Vice Chair, Secretary, or Treasurer because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. Any vacancy in the offices of Assistant Treasurer shall be filled by the President.

Section 7. Chairman of the Board

The Chairman of the Board shall preside over meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. President

The President shall be the Corporation's chief executive officer, and, subject to the control of the Board of Directors, shall supervise and control the affairs and property of the Corporation. The President may sign checks in the name and on behalf of the Corporation and may also designate appropriate staff of the Corporation to sign checks in his or her absence. With the Secretary, the President may sign, in the name and on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in such cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In general, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. Vice Chair

The Vice Chair shall chair committees on special subjects as designated by the board. The Vice Chair shall (i) ensure that minutes of the proceedings of the Board of Directors are created and kept in one (1) or more books provided for that purpose, and shall oversee the production of such minutes; (ii) ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (iii) see that the seal of the Corporation is affixed to documents when necessary, the execution of which on behalf of the Corporation under its seal is duly authorized. The Vice Chair shall also carry out special assignments as requested by the board chair, understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

Section 10. Secretary

The Secretary shall (i) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; (ii) approve expenses incurred by the President, (iii) and in general perform all duties as from time to time may be assigned to him or her by the

Board of Directors.

Section 11. Treasurer

The Treasurer shall be available to consult with members of the Corporation's staff, as well as outside consultants, regarding the Corporation's finances. The Treasurer shall be responsible for (i) ensuring regular audits of the organization's financial statements; (ii) serving as a co-signer on endowed Corporation fund accounts; (iii) overseeing the management of the endowed funds and the adherence to the Board-designated investment policy; (iv) guiding of the Corporation's annual budget process; (v) ensuring that the Corporation is managed in a way that is fiscally responsible and is adhering to the budget approved by the Board; and (vi) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 12. Assistant Treasurer

The Assistant Treasurer shall be designed by the President and shall be a paid staff member of the Corporation. The Assistant Treasurer is not a voting officer of the Board of Directors. The Assistant Treasurer shall: (i) have charge and custody of and be responsible for all funds of the Corporation; (ii) receive and give receipts for any money due and payable to the Corporation from any source whatsoever and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be maintained by the Corporation; (iii) disburse money on behalf of the Corporation; and (iv) in general perform all of the duties incident to the office of Assistant Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. The Assistant Treasurer shall annually render to the Board of Directors, or whenever they may require it, an account of all his or her transactions as Assistant Treasurer and of the financial condition of the Corporation.

ARTICLE VI – BOARD OF ADVISORS

Section 1. Purpose

The members of the Board of Advisors shall confer on research and related matters and any other issues which the Board of Directors wishes to charge to the Board of Advisors.

Section 2. Number, Term, and Election

(a) The Board of Advisors shall be evenly divided into three (3) classes. Each member shall serve a three-year term, but the terms of the members of each class of members shall expire in successive years.

(b) All members of the Board of Advisors shall be elected by the Board of Directors. Any vacancies on the Board of Advisors shall be filled, for the balance of their unexpired term, by the Board of Directors at any regular or special meeting of that Board.

Section 3. Compensation of Members of the Board of Advisors

The members of the Board of Advisors may receive reasonable reimbursement for expenses incurred in the course of serving on the Board of Advisors. Nothing contained in these bylaws shall be construed to preclude any member from serving the Corporation in any other capacity as an officer, employee, agent, or otherwise, and receiving compensation therefor.

ARTICLE VII – HONORARY BOARD OF DIRECTORS

Section 1. Powers

Honorary Board Members are encouraged to provide perspective and advice on Eno initiatives, policies and other activities designed to strengthen its policy and people development activities. The Honorary Board of Directors shall have no vote on the Corporation's Board of Directors.

Section 2. Number, Term, and Election

There is no limitation on the number of members of the Corporation's Honorary Board of Directors. The Board of Directors may elect, in its sole discretion, any of its former members to the Honorary Board of Directors. Such members of the Honorary Board shall serve indefinitely, at the pleasure of the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1. Executive Committee

The Board of Directors, by resolution adopted by a majority of the entire Board, may appoint one or more directors to join in an Executive Committee to act along with the Chairman, Vice Chair, Secretary, and Treasurer in the name and with full power of the Board during intervals between meetings of the Board on any matter requiring action by the Board. The Executive Committee shall fully report to the Board any and all actions it undertakes with respect to the Corporation. The Chairman may appoint a fifth member of the Executive Committee as an at-large member.

Section 2. Other Committees of the Board

The Board of Directors may appoint one or more other committees to consist of not fewer than three (3) members. The powers of such committees shall not include any power specially conferred on the Board of Directors by law or the certificate of incorporation.

Section 3. Term

Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed with or without cause from such committee or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman

The Executive Committee may appoint up to two (2) members of each committee as the committee's chair or co-chairs.

Section 5. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of a committee. Committee members may meet in any manner if the subject of the discussion is informational only.

Section 6. Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules promulgated by the Board of Directors. Each committee shall report on its activities at each meeting of the Board of Directors.

ARTICLE IX – MISCELLANEOUS

Section 1. Fiscal Year

The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December of each year.

Section 2. Seal

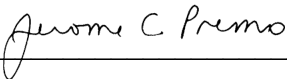
The seal of the Corporation shall bear the Corporation's name and the year of its incorporation.

Section 3. Amendment of Bylaws

These bylaws may be amended by a majority vote of the Board of Directors at a meeting at which a quorum is present, or by the unanimous written consent of all members of the Board of Directors.

The undersigned hereby certifies that he or she is the duly appointed and acting Vice Chair of the Eno Transportation Foundation, Inc. and that these bylaws, consisting of eight (8) pages were duly adopted as of March 2, 2017, and that they constitute the corporate bylaws of the Corporation in effect as of that date.

Dated: March 2, 2017



Vice Chair