

BYLAWS

of the



**Amended and Approved
March 5, 2018**

**BYLAWS OF THE SOUTH WEST TRANSIT ASSOCIATION
AS AMENDED, March 5, 2018**

**ARTICLE I
GENERALLY**

A. Name. The name of this organization shall be the South West Transit Association, representing the region encompassing the states of Arizona, Arkansas, Colorado, Kansas, Louisiana, New Mexico, Oklahoma, Texas, and other states as approved by the Board of Directors.

B. Location. The principal business office and address of the Association shall be at the location designated by the Board of Directors.

C. Registered Office and Registered Agent. The Association shall maintain a registered office and registered agent in Texas.

D. Governing Body. The governing body of the Association shall be a Board of Directors constituted as provided in these Bylaws. The Board of Directors shall have full power to do any and all things necessary or desirable in conducting the business of the Association, consistent with limitations in the Articles of Incorporation and these Bylaws.

**ARTICLE II
PURPOSE**

A. Mission.

The Association provides a community of education, communication, and advocacy to strengthen our members and their ability to better provide public transportation services and products in the communities they serve. The Association will be the foremost advocate for the public transit industry in the region, promote the interests of Members in their provision of public transit services, and educate Members and the public about regional and national issues affecting public transportation.

B. Goals.

1. Promote communication with federal, state and local governments to represent the legislative, regulatory and administrative interests of Members.
2. Advocate for greater public conviction in the benefits of public transit and greater investment in transit infrastructure, equipment and services.

3. Collect, compile and disseminate to Members data and information relevant to the planning and operation of public transit, and provide and promote training and technical assistance amongst Members.
4. Provide a forum for discussion and Member exchange of ideas, information and experiences, and promote industry research and the comparative study of public transportation issues.
5. Assist Members in building public understanding, appreciation and support for the value of public transportation in their communities by helping Members fit regional transportation ideas and solutions in a local framework.
6. Fairly represent all Members, provide responsive member services, and promote greater participation in coordinated activities and planning by all regional constituents of the public transit industry.

ARTICLE III ORGANIZATION

A. Classes of Members. Members shall be classified as follows:

1. **Regular Members.** This class shall consist of publicly funded transit providers operating any form of public transit service within the region encompassing the states of Arizona, Arkansas, Colorado, Kansas, Louisiana, New Mexico, Oklahoma and Texas, or any state requesting membership with transportation issues similar to those of the above states and approved by the board of directors.

2. **Professional Members.** This class shall consist of

(a) persons, non-profit organizations and groups, and public agencies active in the development and promotion of public transit; and municipalities or transit authorities contemplating the operation of an urban transit system not yet in service; and

(b) representatives of publications dealing with public transit matters.

This class shall include, but not by way of limitation, both incorporated and unincorporated statewide transit associations.

3. **Business Members.** This class shall consist of:

(a) persons, firms or corporations engaged in manufacturing for, or supplying materials or rendering services to, the public transit industry within the region of the Association; and

(b) professional public transportation consultants or consultant firms.

B. Privileges and Responsibilities of Membership. Members shall have the privileges and benefits of, and responsibilities to, this Association as prescribed from time to time by the Board of Directors. A Member may be represented by more than one person officially associated with the Member, but a Member shall be limited to one vote. Membership in this Association is not transferable or assignable.

C. Admission to Membership. Every applicant for membership shall make application in writing, enclosing payment for fees and dues. Applications shall be presented for approval to the Board of Directors at the next regular meeting following receipt of the application.

D. Member in Good Standing. A Member that is current with all fees and dues owed to the Association that has not withdrawn or been suspended is a Member in Good Standing.

E. Member Voting Rights.

1. All Members in Good Standing shall have one vote and shall be eligible to vote on all matters coming before the Association. Voting may be by voice or by written ballot.

2. Unless otherwise provided in these Bylaws, a majority of the votes of the Members in Good Standing present at any regular or special meeting, or responding to a written ballot, shall determine all matters coming before the Association, including the election of Officers and Directors.

F. Member Withdrawal and Suspension.

1. A Member may withdraw from membership at any time.

2. A Member may be suspended by a two-thirds vote of the entire Board of Directors for violating the Articles of Incorporation or these Bylaws, for non-payment of fees and dues, or for not conforming to current standards of business ethics and practice as determined by the board in its discretion. Prior to a vote of suspension, the Member shall be given notice and an opportunity to be heard.

3. A suspended Member that has no arrearage of fees or dues owed to the Association may be reinstated by two-thirds vote of the entire Board of Directors.

4. A Member that withdraws or is suspended is not entitled to a refund of any fees or dues. A Member that is reinstated is not entitled to credit for previously paid fees and dues.

**ARTICLE IV
OFFICERS AND DIRECTORS**

A. Officers. Officers shall be elected by the Regular Members in Good Standing at the Annual Meeting and shall be as follows:

1. Chair
2. Vice Chair
3. Secretary-Treasurer

B. Directors.

1. The Board of Directors shall consist of eighteen persons:

- (a) the three elected Officers,
- (b) one non-elected person representing each Member statewide transit association in the eight states within the region of the Association,
- (c) one elected person representing Member state departments of transportation,
- (d) three elected persons representing Business Members,
- (e) two elected persons representing Members at large, and
- (f) the immediate Past Chair, ex officio.

2. The non-elected Directors representing statewide transit associations shall be the president or such other officer or person as the state association designates. The elected Directors shall be elected by the membership at the Annual Meeting.

C. Qualifications for Officers and Directors. Officers and Directors must be officially associated with a Member. Persons officially associated with Regular Members in Good Standing shall be eligible for the positions of Chair, Vice Chair, Secretary-Treasurer and Director at large. Representatives of Member state departments of transportation and Business Members shall not be eligible for Officer positions or the position of Director at large.

D. Elections.

1. Election of Officers and Directors shall be held at the Annual Meeting of the Association. If it becomes impractical to hold an Annual Meeting, the Board may direct an election by mail or email ballot.

2. Prior to the Annual Meeting and with approval of the Board, the Chair shall appoint a nominating committee of three Regular Members that shall nominate for election at the next Annual Meeting a Chair, a Vice Chair, a Secretary-Treasurer, and one Director at Large. Every odd-numbered year, the nominating committee shall also nominate a representative from a Member state department of transportation and one Business Member representative. Every even-numbered year, the nominating committee shall also nominate two Business Member representatives.

3. Nominations shall be announced to Members by email at least fourteen days prior to the opening day of the Annual Meeting or fourteen days prior to sending ballots to Members. For elections held during a meeting, individual nominations may be made by a Member in Good Standing at any time before the vote. For elections by mail or email ballot, nominations may be made by a Member in Good Standing up to ten days before ballots are sent to Members.

4. Any contest or other conflict regarding the nomination or election of Officers or Directors shall be resolved by the current Directors.

E. Terms. Officers shall serve a term of one year. Elected Directors shall serve a term of two years. Officers may serve two consecutive terms. Elected Directors may not serve consecutive terms.

F. Duties of Officers.

1. The Chair shall preside at the Association meetings and shall be an ex-officio member of all committees. The Chair may sign contracts, resolutions and other official documents on behalf of the Association. The Chair, with input from Officers and Directors and with the assistance of the Executive Director, shall develop agendas for meetings of the Board.

2. The Vice-Chair shall preside at meetings in the absence of the Chair and may perform all other duties of the Chair as designee or in the Chair's absence

3. The Secretary-Treasurer may perform the duties of the Chair and Vice Chair as designee or in their absence. The Secretary-Treasurer shall oversee the records, books, and official documents of the Association and shall record and maintain a permanent record of the minutes and proceedings of all meetings. The Secretary-Treasurer shall receive and deposit all monies of the Association, shall be responsible for all Association funds and shall prepare a financial report for presentation at each Annual Meeting and meetings of the Board of Directors. These duties may be delegated to the Executive Director.

G. Duties of Board of Directors. The Board shall formulate statements of policy of the Association conforming with the Goals set out in these Bylaws and

present them for Member approval. The Board shall provide input to the Chair in developing agendas for meetings that benefit Member interests and advance the Mission of the Association. The Board shall assist the Executive Director and staff in their efforts to achieve the Goals of the Association. The Board shall have full power to do any other thing necessary or desirable in the conduct of Association affairs consistent with limitations in the Articles of Incorporation and these Bylaws.

H. Vacancies. A vacancy occurring among the Officers or on the Board of Directors shall be filled by vote of the Board of Directors. An Officer or Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office and such interim service shall not reduce the term or terms of service otherwise available under these Bylaws. The Board of Directors, in its discretion, shall determine the existence of a vacancy.

I. Compensation. Directors shall not receive a salary. Under special circumstances determined by the Board in its discretion, a fixed sum may be allowed by the Board to reimburse a Director for the expense of attending a meeting of the Board or performing other Association duties.

ARTICLE V MEETINGS

A. Meetings of the Association.

1. There shall be an Annual Meeting of the Association, the date and location of which shall be set by the Board of Directors. Notice of the Annual Meeting, together with an Agenda, shall be provided to all members.
2. A question concerning the conduct of the Annual Meeting not otherwise answered by the Articles of Incorporation or these Bylaws shall be governed by the current version of Robert's Rules of Order.

B. Meetings of the Board of Directors and Voting.

1. An in-person meeting of the Board of Directors shall be held at the same location and immediately prior to the Annual Meeting.
2. The Board of Directors shall convene for the first meeting of each newly-elected Board within thirty days of the Annual Meeting.
3. An in-person meeting of the Board shall be held in September, prior to the end of the fiscal year, to approve the budget for the following fiscal year.

4. Meetings of the Board may be called by the Chair or any two Directors. Notice of meetings, together with an agenda, shall be provided by the Executive Director to all Directors in writing at least two days before the meeting.

5. Unless otherwise provided in these Bylaws, the presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business and, when a quorum is present at a duly-called meeting for which notice has been given, action may be taken by the Board by majority vote.

6. An action required or permitted to be taken at a meeting of the Board or a committee may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by the entire Board or committee.

7. A Director may attend a meeting of the Board or a committee by telephone or other electronic means and the meeting may be conducted, in whole or in part, by such means.

8. A Director who is not an Officer may designate an alternate to vote and to participate in Board meetings. The alternate shall be officially associated with the same Member as the Director or, in the case of a statewide transit association, officially associated with it or one of its members.

9. A Director may give a voting proxy to another Director, with prior notice to the Chair or Executive Director. The proxy shall designate the meeting at which the proxy will be exercised or the question to be voted on. A proxy is valid only for the meeting or question designated in the proxy at the time given.

10. A question concerning the conduct of a meeting of the Board of Directors not otherwise answered by the Articles of Incorporation or these Bylaws shall be governed by the current version of Robert's Rules of Order.

ARTICLE VI COMMITTEES

A. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the Officers, the immediate Past Chair and the Executive Director. The Board Chair shall be chair of the Executive Committee. The Executive Committee shall have those powers, duties and functions delegated to it by the Board.

B. Finance Committee. There shall be a Finance Committee of the Board of Directors. The Secretary-Treasurer shall serve as chair. Annually, the Board Chair shall appoint at least two other Directors to serve on the committee. If none of the Committee members has a finance background, the Chair shall appoint another person with a finance background to serve on the Committee; this

person shall be a Member representative but need not be a Director. The Finance Committee shall assist the Secretary-Treasurer to oversee the financial affairs of the Association and prepare reports to the Board and Members. The Finance Committee shall have such other powers, duties and functions as may be delegated to it by the Board.

C. Other Committees. The Chair, with Board approval, shall have the power and authority to appoint other committees, assign duties and functions to such committees, and delegate to them any power and authority necessary or incidental to the performance of their assignments. Reports of these committees may be placed before the Members for consideration.

ARTICLE VII EXECUTIVE DIRECTOR

A. The Board shall appoint an Executive Director who will serve at the will and pleasure of the Board in accordance with a contract for services.

B. The Executive Director shall perform those duties delegated by the Officers and Board, and shall have general supervision and management of the affairs of the Association under the direction and oversight of the Officers and Board.

C. The Executive Director shall keep the Board advised as to Association business. The Executive Director, with the assistance of the Secretary-Treasurer, shall keep the board advised as to Association finances.

ARTICLE VIII FINANCES

A. Fiscal Year. The fiscal year of the Association shall begin on October 1.

B. Annual Budget. The Board of Directors shall adopt a budget for each fiscal year prior to the beginning of that year.

C. Receipt and Expenditure of Funds. All monies and funds received by the Association shall be deposited in FDIC insured accounts, unless otherwise directed by 3/4 vote of the entire Board of Directors. An Officer or the Executive Director shall be able to write checks for routine business expenses of the Association. The Board shall adopt appropriate policies further governing the receipt and expenditure of Association funds.

D. Surety Bonds. All Officers and the Executive Director shall be bonded with such securities and in such amount as may be approved by the Board, payable to the Association and conditioned upon the faithful performance of their duties.

The Board may require similar bonding of other employees and agents of the Association handling or having access to Association funds. The surety bonds shall be kept on file in the registered office of the Association.

E. Contracts. The Board shall adopt appropriate policies governing the execution of contracts on behalf of the Association.

F. Loans. No loan or other instrument of indebtedness shall be contracted by or on behalf of the Association by any officer or agent of the Association unless it has been authorized by 3/4 vote of the entire Board of Directors.

G. Operating Stabilization Fund. The Board of Directors, by a 3/4 vote of the entire Board, may dedicate a portion of Association monies to the creation of a stabilization fund to maintain a prudent level of financial resources to protect against fluctuations in revenue.

H. Investments. The Board of Directors, by a 3/4 vote of the entire Board, may authorize the investment of Association monies not needed to meet current cash requirements. The Board's primary objective in selecting an investment shall be the preservation and safety of the principal, with growth as a secondary objective and liquidity as an overall consideration.

ARTICLE IX FEES AND DUES

A. The Board shall maintain a schedule of Association dues. The Board shall review the schedule at least every three years and make any adjustments deemed necessary or appropriate.

B. Dues shall be paid annually by all Members.

C. The Association may charge registration fees for meetings, seminars, events and other activities as approved by the Board.

ARTICLE X INDEMNIFICATION

A. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which such person may become involved by reason of the person's service in

such capacity; provided that no indemnification shall be provided for any person with respect to any matter in which the person was finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

B. This right of indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.

C. This Article constitutes a contract between the Association and the persons indemnified under this Article. No amendment or repeal of any provision of this Article that adversely affects a right of an indemnified person shall apply to such person with respect to those acts or omissions that occurred prior to such amendment or repeal, unless the amendment or repeal was voted in favor by or made with the written consent of such indemnified person.

**ARTICLE XI
AMENDMENT TO BYLAWS**

These Bylaws may be amended at the Annual Meeting by a 2/3 vote of the Members in Good Standing present at the meeting



3/5/2018

Susan Duffy, Secretary-Treasurer March 5, 2018

