

MICHIGAN PUBLIC TRANSIT ASSOCIATION

BYLAWS

ARTICLE ~~ONE~~

NAME AND LOCATION

- (A) The name of this organization is the Michigan Public Transit Association, Inc. (the "Association").
- (B) The Association's principal office shall be located in the City of Lansing, Michigan or any other place designed by the Board of Directors.

ARTICLE ~~ONE~~~~TWO~~

ADMISSION TO MEMBERSHIP

- (A) Every applicant for membership in the Association shall make application to the Secretary/Treasurer in writing.
- (B) All applications for membership shall be presented for approval to the Board at the next regular meeting following receipt of the application. Upon an affirmative vote of not less than two-thirds of the Board, the same shall be approved.
- (C) Dues will be invoiced after board approval of the application for membership, and prorated as appropriate.

ARTICLE ~~TWO~~~~THREE~~

DUES

- (A) The dues for all classes of membership shall be determined by the Board on an annual basis, consistent with the Association's fiscal year.
- (B) Unless prior authorization is received from the board, dues are payable not later than 120 days after the start of the Association's fiscal year.
- (C) In the event a member withdraws or is removed from the Association, dues shall be prorated through the end of the month in which the member formally withdraws or is removed from the Association, and are payable, along with any outstanding fees, by the end of the month in which the resignation or removal occurs.

ARTICLE ~~THREE~~~~FOUR~~ ~~RIGHTS~~~~CLASSES~~

MEMBER

~~Regular members shall have privileges and services of the Association as established by the Board of Directors and shall be entitled to vote on all issues as prescribed by the Constitution and Bylaws.~~

~~Associate members shall have the right to attend all general meetings and shall have the privileges of the floor at such meetings and shall have such services as may be prescribed by the Board of Directors. Associate members shall not have a right to vote.~~

~~FOR A DEFINITION OF REGULAR MEMBERS AND ASSOCIATE MEMBERS, SEE MPTA CONSTITUTION, ARTICLE III, SECTIONS A AND B.~~

There shall be three classes of membership within the Association, each with the respective rights, privileges, and qualifications as follows:

- (A) Transit Members: Transit Members are organizations that provide organized public transportation services to the general public within the State of Michigan. Each Transit Member shall be entitled to one (1) vote on each matter submitted to the members for a vote. Transit Members shall be entitled to hold office within the Association.
- (B) Other Transportation Provider Members: Other Transportation Provider Members are organizations that operate transportation services but are not public transit agencies (e.g., nonprofit, specialized, contracted, or non-emergency medical transportation providers). Other Transportation Provider Members shall not be entitled to vote but may hold office within the Association.
- (C) Business Members: Business Members are organizations that provide products or services to transportation providers. Business members shall not be entitled to vote but may hold office within the Association.

Each member shall be placed into one of the above membership classes based on the member's primary function or funding sources, as determined by the Board of Directors in its sole discretion.

ARTICLE FIVE

DESIGNEES

Each member may from time to time designate in writing one or more individuals to act as the member's designee(s) for matters relating to the Association. All acts of such designee(s) shall be the acts of the member for all purposes relating to the Association, and the Association's Board of Directors, Officers, and agents are entitled to rely thereon.

ARTICLE SIX

ARREARS

Any member who shall become in arrears pursuant to these By-laws in the payment of fees or dues may be suspended and may forfeit all rights to vote and to the services of this Association until all such indebtedness has been paid, unless a payment schedule has been agreed upon by the Executive Committee, or otherwise ordered by a two-thirds vote of the members present at the meeting of the Board.

ARTICLE FIVESEVEN

WITHDRAWAL, SUSPENSION, AND EXPULSION

- (A) **Withdrawal:** Any member may withdraw from membership by giving written notice to that effect to the President. Such notice should be accompanied by the payment of any dues and fees owed through the end of the month in which the resignation occurred.
- (B) **Suspension:** A member may be suspended from the Association by a two-thirds vote of the members present at a meeting of the Board for violations of the ~~Constitution~~ Association's policies and/or these Bylaws, including failure to pay dues; provided however, that the member has been given an opportunity to be heard at the time suspension is proposed to the Board.
- (C) **Expulsion:** A member may be expelled from the Association by a two-thirds vote of the members present at a meeting of the Board, for violation of the ~~Constitution~~ Association's policies and/or these Bylaws, including failure to pay dues; provided, however, that the member has been given an opportunity to be heard at the time expulsion is proposed to the Board.
- (D) **Reinstatement:** A member who has withdrawn, been suspended or expelled may apply for reinstatement at any time. Reinstatement shall require a two-thirds vote of the members present at the next scheduled meeting of the board, and then only upon presentation of satisfactory evidence to the board of the member's intention to abide by the constitution and bylaws, and payment of any dues or fees outstanding at the time of the member's withdrawal, suspension or expulsion.

ARTICLE SIXEIGHT

VOTING

- (A) **Procedure:** At annual or special meetings of the Association, viva voce voting by the membership may be used with each transit system eligible to vote being entitled to one vote.
- (B) **Voting Certification:** Each transit system shall appoint, and certify in writing to the Secretary/Treasurer of the Association, its voting representative. Such written certification shall occur at least annually, or more often as required whenever the transit system designates a new voting representative. Certification must be made by a transit system's general manager, or other person designated by the general manager.
- (C) **Substitute Voting:** A substitute for a transit system's certified representative may cast a vote or ballot upon designation to do so in writing by the transit system's general manager, or other person designated by the general manager. A substitute may cast a maximum of two votes in any election, including one vote for the transit system employing the substitute.
- (D) Whenever, in the judgment of the Board, it is advisable to submit any questions to the membership for formal decision, without convening a special meeting for that purpose, the Board may direct the President to submit such questions to the voting members of the Association by a mail ballot. A reasonable time shall be given for the return of the ballots and a majority of the votes received of the Association, cast by plural voting, shall be decisive on any question thus submitted, except an amendment to these ~~Constitution~~ Bylaws. The President shall certify to the Board at its next meeting, the result of any such mail ballot and thereupon shall notify the voting members of the Association of the decision.

ARTICLE SEVENNINE

MEETINGS

- (A) An annual meeting of the Association shall be held at a predetermined location and time as the Board may decide; provided, however, that each member shall be given reasonable notice thereof. Special meetings of the Association may be held upon the order of the Board. Notice of special meetings shall be given by the President at least ten (10) days prior to the meeting and all such notices shall,

as far as practical, specify the business to be brought to the attention of the meeting. A simple majority of the accredited representatives of voting members shall constitute a quorum at any meeting.

- (B) Robert's Rules of Order shall govern the conduct of all meetings of the Association and the Board whenever specific provisions of these ~~Constitution and~~ Bylaws are not applicable.
- (C) Privileges of the floor shall be available to all members of the Association, but the presiding officer, in his or her discretion, may allow any person the courtesy of the floor.
- (D) The regular order of business at meetings of the Association shall be fixed by the Board in advance of the meetings, and shall be prepared and made available to all voting members prior to the time of said meeting.

ARTICLE ~~EIGHT~~TEN

BOARD OF DIRECTORS

- (A) The governing body of the Association shall be a Board of Directors who shall have full power to do any and all things necessary or desirable in conducting the business of the Association, ~~within the limitations provided in this Constitution and Bylaws.~~

~~(B)~~ The Board of Directors (~~hereinafter known as~~ the "Board") shall consist of eleven at-large members, the immediate past President of the Board, and three officers of the Association, who each are employed by a different member transit system, provided the transit systems are regular members in good standing as to dues and assessments. In addition, one representative from the ~~associate-business~~ members shall be an ex-officio member of the board. The statements of policy regarding the Association shall be formulated at the regular meetings of the Board, together with all other functions and duties regarding membership previously enumerated herein, and must be approved by a two-thirds vote of the Board prior to the issuance of any public policy statements.

- ~~(C)~~(B) Directors, except the ex officio directors, shall be nominated and elected as provided for in Article ~~Fifteen~~ Seventeen and shall serve for a term of one year and may be re-elected.

- ~~(D)~~(C) In case of vacancy in any officer position, the Board shall elect a member of the Board to fill the office for the remainder of the term.

- ~~(E)~~(D) Board meetings shall take place monthly at a place to be designated by the Board. The time of the meeting shall be determined by the President. Special meetings may be called by the President, or by any two members of the Board. A majority of voting members of the Board shall constitute a quorum at all meetings.

- ~~(F)~~(E) The President shall give reasonable notice of all meetings and all such notices of special meetings shall specify the business to be brought to the attention of the Board at such meetings. The President shall have the responsibility for preparing the meeting agenda.

- ~~(G)~~(F) Each voting member of the Board of Directors shall be entitled to one vote. In the event a Board member is absent and unable to vote on a matter before the Board, a designated representative of the Board member may cast a proxy vote. The designated representative may be any member of the Association in good standing whose transit property is not already represented on the Board. No transit member shall possess more than one vote on any matter before the Board.

To cast a proxy vote, a representative of the Board member must be so designated by a written document signed by said Board member. In the event that more than one person has been designated as a proxy, the vote shall be assigned to the person most recently designated as a proxy. If the Board is unable to determine if a proxy vote has been assigned, said member's proxy vote shall be denied.

- ~~(H)~~(G) If a meeting is held without quorum present, the action taken at such meeting may be ratified as legal and binding the same as if a quorum were present, if the minutes are approved by the majority of the Board in attendance at the next subsequent meeting at which a quorum is present.

- ~~(I)~~(H) A Director of the Association shall not be personally liable to the Association or its members for monetary damages for a breach of the Director's fiduciary duty, except for liability incurred as follows:

1. For breach of the Director's duty of loyalty to the Association or its members;
2. For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
3. For a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;

4. For a transaction from which the Director derived an improper benefit; or
5. For an act or omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of this Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this article by the members of this Association shall not adversely affect any right of protection of a Director of this Association existing at the time of such repeal or modification. The Board may purchase Directors and Officers liability insurance with the approval by a two-thirds vote of the Board.

(I) The President of the Association may appoint a nominating committee to select candidates for any Board seat which becomes vacant due to death or resignation. The vacancy shall be filled in accordance with ~~this Article Eight (I) and Article 15 (E)~~ Seventeen.

(J) If a Board member misses three or more consecutive meetings, the President shall report this fact to the Board with any supporting information. The Board, by simple majority vote, shall determine whether the Board seat in question is considered vacant. In the event that the Board should declare the seat vacant, the vacancy shall be filled in accordance with ~~this Article Eight (I) and Article 15 (E)~~ Seventeen.

ARTICLE ~~NINE~~ ELEVEN

ASSOCIATION OFFICERS

(A) Persons employed by a member transit authority or other public transit operator in good standing with the Association shall be eligible for an elective office. ~~Elected~~ Officers of the Association shall be:

1. President
2. Vice-President
3. Secretary/Treasurer
4. Immediate Past President

(B) The President, Vice-President and Secretary/Treasurer shall serve for a term of one year and may be re-elected. Newly elected officers shall assume their duties at the beginning of the Association's fiscal year.

ARTICLE ~~TEN~~ TWELVE

DUTIES OF OFFICERS

(A) President

1. The President shall serve as chair of the Board and shall preside at the meetings of the Association and of the Board.
2. The President shall have the power to appoint committee assignments and committee chairs.

(B) Vice President

1. The Vice President is empowered to act, in the absence or disability of the President, on behalf of the President in all Association matters.

(C) Secretary/Treasurer

1. The Secretary/Treasurer shall be in charge of all the records, books and official documents of the Association meetings, and shall record and maintain a permanent record of the minutes and proceedings of the Board.
2. The Secretary/Treasurer shall prepare an annual report and such other reports as may be prescribed by the Board.
3. The Secretary/Treasurer shall be in charge of all financial records, books and official documents of the Association, and shall receive in that official capacity, all moneys, dues, and assessments of the Association, to be disbursed in the manner hereinafter specifically provided.
4. The Secretary/Treasurer shall be in charge, under the direction of the President and Board, of any and all funds and securities of the Association; and shall invest such funds as may be ordered by the Board and in such manner as it may approve. Except as the Board may otherwise provide, the Secretary/Treasurer shall pay all the bills when approved by the President or Vice President; all checks shall be signed by the President or Vice President and Secretary/Treasurer of the Association or as otherwise designated by the Board. The Secretary/Treasurer shall present an annual budget for review and approval by the Board at least three months prior to the beginning of the fiscal year.

~~5. (D)~~ In the absence of the President and Vice-President, the Secretary/Treasurer shall preside at meetings of the Association and the Board.

ARTICLE ~~ELEVEN~~THIRTEEN**FINANCIAL AFFAIRS**

All moneys and funds and accounts of the Association received by the Secretary/Treasurer, as stated in Article Six, shall be deposited in a commercial checking account for further disposition. Checks may be drawn upon the account only with the signature of the President or Vice President and the Secretary/Treasurer, or as otherwise directed by the Board. An annual audit of the Association's financial statements shall be conducted by an outside auditor and oversight of the audit shall be done by an audit committee appointed by the President, which may certify or note exceptions to the annual report of the Secretary/Treasurer. Upon completion of such an audit, with no exceptions noted, the Secretary/Treasurer for the year covering such audit, shall be relieved of any and all liability and responsibility regarding the funds of the Association for the period of time covered by the annual report. The Secretary/Treasurer, or other individual as designated by the Board, may utilize electronic fund transfers (EFTs), automated teller machine (ATM) systems, or any other electronic funds process in order to facilitate deposits and maintenance of association accounts, as approved and offered by the association's banking institutions.

ARTICLE FOURTEEN**COMMITTEES**

All committees shall be designated by the Board of the Association. Committee chairs will prepare appropriate reports to the Board as directed by the President.

(A) Executive Committee

1. The Executive Committee will be a standing committee of the Board, to be convened as needed.
2. The Executive Committee membership shall include the President, Vice-President, Secretary/Treasurer and the immediate past President of the Board.
3. If the committee does not include at least one member each from a transit system representing a large urban, small urban and rural property, the Association members of the non-represented group(s) will select a current member of the Board to serve on the Executive Committee.
4. If a non-represented group is unable to select a representative by group consensus, said representative will be appointed by the Board.
5. The role of the Executive Committee is to:
 - a. Provide advice and guidance to the Executive Director;
 - b. Act in the absence or incapacitation of the Executive Director until such time as the full Board can be convened in a regular or special meeting of the Board;
 - c. Make urgent, time-critical decisions concerning legislation in the best interest of the Association.
 - d. Other duties as assigned by the Board.
6. All actions of the Executive Committee shall be presented to the full Board for ratification at the next scheduled meeting of the Board.

ARTICLE ~~THIRTEEN~~FIFTEEN**EXECUTIVE DIRECTOR**

1. The Board may contract for the services of an Executive Director. The terms and conditions of the contract shall be approved by the Board.
2. The Executive Director shall have general supervision and management of the affairs of the Association under the direction of the President and the Board.
3. The primary responsibilities of the Executive Director will be detailed in the contract and work program adopted by the Board.

ARTICLE ~~FOURTEEN~~SIXTEEN**SURETY BONDS**

The President, Vice President, Secretary/Treasurer and Executive Director, and any other officer or employee handling or having access to the funds or securities of the Association may be bonded in such amount and with such securities as the Board may from time to time prescribe.

ARTICLE ~~FIFTEEN~~SEVENTEEN**ELECTIONS**

- (A) Elections of officers and members of the Board shall be held at the annual meeting of the Association. If for any reason whatever it becomes impossible or impractical to hold an annual meeting in any year, the Board may order an election by mail ballot of the members of the Association.

- (B) At least sixty (60) days prior to the annual meeting of the Association, the President, with the approval of the Board, shall appoint a Nominating Committee of three transit system members who shall nominate candidates for the offices of President, Vice-President, Secretary/Treasurer, eleven (11) Directors and one ~~associate-business~~ member who shall serve as an ex-officio director, who upon election at the next annual meeting, will serve for a one-year term. The Nominating Committee shall strive to achieve an equitable balance of representation among the various sizes and characteristics of the voting transit system members.
- (C) The aforesaid nominations shall be announced to the voting members not less than thirty (30) days prior to the opening day of the annual meeting of the Association. Individual nominations to any of these positions may be made by any voting member from the floor prior to the actual election at the annual meeting.
- (D) Election to office at the annual meeting may be by viva voce vote or by written ballot. A majority of the votes cast for each office shall be necessary to win an election.
- (E) In the case of a vacancy created and following the procedures as stated in Article Eight (I) and Article Eight (J), the Board shall consider a recommendation from the Nominating Committee and may elect a new board member by a simple majority vote of those present. If the Board rejects the Nominating Committee recommendation, the issue shall be returned to the Nominating Committee for a further recommendation.

ARTICLE ~~SIXTEEN~~EIGHTEEN

FEES FOR SPECIAL SERVICES

The Board may set such fee or charges as are just and reasonable for special services rendered to the Association, and may, from time to time, review the schedule of dues and fees and establish such changes and modifications, effective the first of January of the next succeeding year, as deemed necessary in the exercise of their discretion.

ARTICLE ~~SEVENTEEN~~NINETEEN

FISCAL YEAR

The Association's fiscal year for dues payments by members, preparation of the annual financial report and otherwise, shall begin October 1 of each year.

ARTICLE ~~EIGHTEEN~~TWENTY

AMENDMENTS

- (A) These Bylaws, unless otherwise provided in other Articles hereof, may be amended at any meeting of the Board by a two-thirds vote of the members present at such meeting; provided that all voting members of the Board have been furnished, at least five days in advance of the meeting, a copy of any proposed amendments to be acted upon at such a meeting.
- (B) These Bylaws may also be amended at any meeting of the Association, duly called, by a majority vote of the voting members present at such meeting.

ARTICLE ~~NINETEEN~~TWENTY-ONE

DISSOLUTION

On the dissolution of the Michigan Public Transit Association, a Michigan non-profit corporation, the assets in possession of the corporation shall be forfeited and transferred to a Michigan charity. The charity shall be selected upon two-thirds majority vote of the members of the Board. The transfer costs, attorney's fees, and liquidation costs of the dissolution and transfer of the assets shall be born as a normal and natural expense of the dissolution. The Board members upon two-thirds majority vote shall approve the dissolution and transfer of assets to the specified charity within thirty days after notice of selection of said charity.

ARTICLE TWENTY-TWO

CONFLICTS OF INTEREST

- (A) **Purpose:** Michigan Public Transit Association recognizes that vendor/supplier relationships exist between agencies and members. This policy is not intended to lessen competition, obstruct purchasing procedures, nor otherwise interfere with relationships established in the normal course of business. MPTA further recognizes that having a broad range of members, particularly ~~Associate~~ business members, is a necessary and healthy part of our members' ability to conduct their business effectively, provide financial support to the Association, and encourage best practices in the procurement and provision of goods and services within the industry. The intent of this provision is to protect the interests of the Association when a member is affiliated with an organization seeking to provide services to the Association, or when a member has any duality of interest or possible conflict of interest. Members should avoid activities or relationships that conflict with Association interests or adversely affect the Association's reputation. Although the Association recognizes that members must maintain relations with other entities in order to continue as viable businesses, it will take this reality into account as it evaluates the appropriateness of proposed measures to mitigate potential conflicts. It is not the intent to disqualify members based merely on the existence of a business relationship with another entity, but rather only when such relationship causes a conflict that potentially impairs the member's ability to provide objective input to the Association.

~~(A)~~(B) **Definitions:**

1. Interested Person. Any member who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A member has a financial interest if the member has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Association has a transaction, arrangement, or legal dispute; (b) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction, arrangement, or legal dispute; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict of interest. Under paragraph (C), a member who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.
3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

~~(B)~~(C) **Procedures:**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the determination of a conflict of interest shall be discussed and voted upon by the disinterested Directors of the Board. If necessary, the disinterested Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. The Board may also, if required, suspend or forfeit an interested person's rights of membership and to the services of the Association.

~~(C)~~(D) **Violations of the Conflicts of Interest Policy.** If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

MICHIGAN PUBLIC TRANSIT ASSOCIATION CONSTITUTION

ARTICLE ONE

NAME AND LOCATION

- (A) The name of this organization shall be the "Michigan Public Transit Association, Incorporated".
- (B) Its office shall be located in the City of Lansing, Michigan or any other place designated by the Board of Directors.

ARTICLE TWO

PURPOSES

The Michigan Public Transit Association, Incorporated, hereinafter known as the ASSOCIATION, is comprised of organizations and individuals committed to advancement of public transportation in Michigan. Public transportation is defined to be transportation services provided within urban and rural areas, and made available to all persons for any reason other than that transportation provided by local school boards solely for the purpose of transporting students between home and school.

The purposes of this ASSOCIATION are:

- (A) To promote the necessity for public transit to the people of Michigan and their elected and appointed representatives, and the concurrent need for the improvement and expansion of public transit systems, regardless of structure and ownership, operating with the State of Michigan.
- (B) To study, analyze, investigate and make recommendations, and to adopt resolutions promoting and endorsing any and all activity by local, county and state government involving the regulation, operation, and public support of public transit systems, and to participate in such activities nationally at the discretion of the Board of Directors.
- (C) To enhance the utility and effectiveness of public transit within Michigan through new and revised legislative and regulatory provisions governing how public transit systems are to operate.
- (D) To provide a medium for exchange of experiences, as well as discussion and comparative study of industry problems.
- (E) To promote research, study and innovative approaches for public transit use and operation.
- (F) To engage in activities which will serve members and promote the public transit industry.
- (G) To encourage cooperation among its members, their employees, and the general public in pursuing a common goal of continued and improved public transit.
- (H) To encourage industry-wide compliance with the letter and spirit of equal opportunity principles, as well as all state and federal requirements regarding transportation of elderly and disabled persons.
- (I) To represent in the State of Michigan the common policies, requirements, and purposes of public transportation.
- (J) To perform any and all duties and enter into any agreements, and sign any and all documents necessary and incidental to achieve the foregoing purposes consistent with the provisions of this Constitution and Bylaws and the direction of the ASSOCIATION membership.

ARTICLE THREE

MEMBERSHIP

Membership in this ASSOCIATION shall be in accordance with the provisions of this Constitution and Bylaws, and shall consist of:

- (A) **Regular Members:** Persons, firms or corporations, trustees or receivers, municipal or other governmental agencies, operating any form of organized public transportation service within the boundaries of the State of Michigan.
- (B) **Associate Members:** Persons, firms or corporations engaged in manufacturing for, supplying materials or rendering service to any type of public transportation agency; agencies of local or regional levels of government having responsibility for the planning and/or development of public transit systems; private firms retained by public transit agencies to manage and operate transit service under contract to the public board or other authorizing body.

ARTICLE FOUR

AMENDMENTS

- (A) This Constitution may be amended at an annual meeting or special meeting of the ASSOCIATION by a two-thirds vote of the total voting membership.
- (B) Any proposed amendment shall be submitted to the Board, and if approved by a two-thirds vote of the voting members present at a meeting of the Board, shall then be submitted to the regular members of the ASSOCIATION. A minimum of thirty days notice of the proposed amendments must be given to the regular members of the ASSOCIATION.