

Illinois Public Transportation Association By-Laws

Article I – Name and Location

- A. The name of this organization shall be the “Illinois Public Transportation Association”.
- B. Its office address shall be designated by the Board of Directors.

Article II – Mission Statement

The Illinois Public Transportation Association is dedicated to achieving the best public transportation service possible. We will accomplish this through:

- Advocating the value of public transportation
- Representing the legislative, regulatory and administrative interests of members
- Providing a forum for the exchange of information, ideas and experiences

Article III – Goals

1. To aid members in dealing with special issues and legislation pertaining to public transportation;
2. To represent the interests, policies, requirements and purposes of operators of public transportation in Illinois;
3. To improve the image of public transportation throughout the state;
4. To provide a medium for exchange of experience, discussion and comparative study of industry affairs;
5. To collect, compile and make available to members, data and information relative to public transportation;
6. To encourage cooperation among its members, their employees and the general public;
7. To promote research and investigation to the end of improving public transportation in Illinois;
8. To facilitate professionalism in public transportation by promoting training and technical assistance opportunities throughout the State of Illinois; and
9. To encourage increased participation by public transportation providers in Association activities.

This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer, or member; and any balance of money or assets remaining after the full payment corporate obligations of all and any kinds shall be devoted solely to the charitable, educational, and benevolent purposes of the corporation.

Article IV – Membership

Qualifications for membership in this Association and the contributions to be paid by the different categories of the membership shall be in accordance with the provisions of the By-Laws. Members shall be classified as follows:

- A. **Regular Members:** This category shall consist of persons, firms or corporations, trustees or receivers, municipal or other governmental agencies, operating directly or indirectly or having direct regional financial oversight over any form of organized public transportation service within the boundaries of the State of Illinois. Regular members shall have privileges and services of this Association as prescribed from time to time by the Board of Directors and shall be entitled to vote for the election of regular Board Members.

- B. **Associate Members:** This category shall consist of six groups as follows:
 - 1. Corporate: Persons, firms or corporations, trustees or receivers engaged in manufacturing for, or supplying materials or rendering service to, any type of public transportation agency within the State of Illinois.
 - 2. Professional: Professional consultants or consulting firms, educational institutions affiliated with or interested in public transportation.
 - 3. Individual: Individuals interested in public transportation.
 - 4. Publishers: Publishers of publications dealing with public transportation matters.
 - 5. Government/Planning: this category shall consist of departments, bureaus, agencies or commissions duly created and recognized by the State of Illinois, organized to deal with public transportation and whose objectives are to plan, improve or assist public transportation on a state-wide basis.

Association membership shall also consist of agencies of local or regional levels of government having responsibility for planning and/or development of urban public transportation systems. This category shall exclude all agencies or governmental units which are primarily responsible for operating public transportation systems or whose functions are solely regulatory.

- 6. Honorary: This category shall consist of former members of this Association who have retired, left the employment of the respective operating member company and who have not become affiliated with a company eligible for admission to the Association as Regular or Associate Members, but desire to lend their continued support to

the objectives and activities of the Association, or any person who has performed outstanding services to the public transportation industry.

Associate Members shall have the right (a) to attend all meetings, (b) to the privileges of the floor, and (c) such services of the Association as may be prescribed from time to time by the Board of Directors.

- C. **Admission to Membership:** Every applicant for membership shall complete a form provided by the Association. The form shall contain a certification that the applicant will abide by the By-laws and will conform to such standards of business practices as may be adopted from time to time by the Association. The designated representative of the Association shall ensure that the individual or entity is eligible for membership, shall determine the appropriate category, and assess the appropriate dues. Regular members must provide documentation of expenses.

Article V – Voting

In ordinary Association procedure at annual or special meetings of the membership of the Association, voice voting shall be used unless at least one member requests voting by ballot on any question. Each regular member shall be entitled to one vote. A majority vote of those Board Members present shall be necessary to transact business.

Article VI – Officers - Qualifications

- A. The officers shall be members of the Board of Directors.
- B. Officers to be elected, as provided for in Article XIII, shall be President, First Vice-President, Second Vice-President, and Secretary. These positions will be two-year obligations. Serving more than two years in succession requires a two-thirds approval from the Board of Directors. After having served their respective term, those individuals shall be ineligible for a two-year period of holding the same office. Officers shall continue in office until their successors have been elected and qualified.

Article VII – Board of Directors

- A. The Board of Directors shall be composed of fourteen (14) members in good standing from the regular category of membership. Seven (7) shall represent public transportation systems that serve an urbanized area, receive federal and state funding and do not serve a targeted population. No more than two (2) shall be from the Regional Transportation Authority (RTA) region. The remaining seven (7) seats shall represent all other non-urbanized areas and/or serve a targeted population. Each term served shall be three (3) years.

- B. The statements of policy of the Association shall be formulated at the regular meetings of the Board of Directors, together with all other functions and duties regarding membership previously enumerated herein, and brought before the membership at its regular meetings for adoption. The President shall serve as Chair of the Board of Directors.
- C. The Board, at its discretion, may employ or appoint administrative staff, treasurer, lobbyists, general counsel or other professionals for the benefit of the organization.
- D. There shall be constituted an Executive Committee consisting of six (6) officers; President, First Vice-President, Second Vice-President, Secretary, Immediate Past President, and Recipient of the Association's grant from the Illinois Department of Transportation. The President shall serve as Chair of the Executive Committee. The Executive Committee shall have the full power to act for the Board between its meetings. All actions taken by the Executive Committee shall be ratified by the full Board of Directors at its next regular meeting.
- E. Vacancies as officers and members of the Board shall be filled in the following manner, all to serve the balance of the fiscal year:
 - 1. Vacancy in the office of the President shall be filled by the First Vice-President.
 - 2. Vacancy in the office of First Vice-President shall be filled by the Second Vice-President
 - 3. Vacancy in the office of the Second Vice-President shall be filled by the Secretary.
 - 4. Vacancy in the office of Secretary shall be selected by the Executive Committee from the sitting Directors.
 - 5. Vacancy in a Director's chair shall be filled by selection of the Board, as needed.
- F. The Board of Directors shall hold regular meetings not less often than quarterly during the Association Year, and shall hold such special meetings as may be necessary. The time and place of the meetings shall be fixed by the Board of Directors. Special meetings may be called by the President, or by any eight (8) members of the Board of Directors. Four (4) members from each of the rural and urban board member categories shall constitute a quorum at all Board meetings.
- G. The President shall give reasonable notice of all meetings and all notices of special meetings shall, as far as practicable, specify the business to be brought to the attention of the Board of Directors at such meetings.
- H. Each member of the Board of Directors shall be entitled to one vote at all meetings. A minimum of four (4) members from each of the rural and urban board member categories is necessary to transact business. If a meeting is held without a quorum present, the action taken at such meeting shall be deemed legal and binding the same as if a quorum were present, if the minutes are approved by the majority of the Board of Directors by a mail vote or at the next regular meeting.
- I. Upon accepting a seat on the Board of Directors, one is expected to attend all meetings. Board members

who fail to attend two (2) consecutive meetings shall automatically be removed from the Board. A replacement shall be selected from the same category of membership as the removed director. However, an absence is considered excused if the board member designates another employee from the same transportation agency to attend in one's place for a single meeting. Such designees shall have the right to fully participate in the meeting including voting on all matters.

Article VIII – Duties of Officers

A. President

1. The President shall preside at the meetings of the Association and of the Board of Directors and shall be an ex officio member of all committees.
2. The President shall supervise the management of business and the affairs of the Association and shall see that all orders and resolutions of the Board, committees and members are carried into effect.
3. The President shall provide day-to-day direction to the Executive Director.
4. The President shall oversee the annual evaluation and salary adjustment for the Executive Director.
5. The President shall appoint all standing and ad hoc committees and shall appoint members to monitor Federal & State legislative issues.

B. First Vice-President

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

C. Second Vice-President

1. If neither the President nor the First Vice-President is able to act, the Second Vice-President shall perform the duties of the President during the period of the absence or disability of the President and the First Vice-President.

D. Secretary

1. The Secretary shall ensure that a permanent written record of all officially called meetings is made and maintained.
2. The Secretary shall assume responsibility for all the records, books, and official documents of the Association.

Article IX – Executive Director

- A. The Board shall appoint an executive director, who shall have general supervision and management of the affairs of the Association under the direction of the President and Board of Directors.
- B. The Executive Director shall seek approval from the Board of Directors for all procurements or contracts for goods or services of more than \$1,000.00.

Article X – Financial Affairs and Finance Committee

The Finance Committee shall be responsible for the development of policies and procedures, for Board approval, to protect the funds and assets of the Association. This would include, but not be limited to, on-going analyses of the dues structure, investment policies, internal controls and budget.

All monies, funds, and accounts of the Association shall be deposited in a commercial checking account. Checks may be drawn upon said account upon the signature of the Secretary, President, First Vice-President, Second Vice-President or any individual or individuals appointed by the Board of Directors. The affixing of the signature of any one of the above is the legal authority necessary for the depository bank to pay said check.

An annual audit of the said checking account shall be conducted by a Certified Public Accountant, or at the discretion of the Board of Directors, by an Audit Committee appointed by the Board comprised of non-Board Members. They shall certify said audit and approve or note exceptions to the annual report.

Upon completion of such annual audit the Executive Director, Signatories and the Board of Directors 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.

Article XI – Committees

The President shall have the power and authority to appoint such committees, chairs and membership thereof, and delegate specifically to the committees such powers and authorities necessary and incidental to the performance of the committees' duties and functions, including the authority of the chair to appoint members to the committee.

The Chair shall report back to the President, at or before the convening of a regular meeting, the progress of the deliberation and recommendations of said committee, in writing. The President shall place this report before the membership for action and/or consideration.

Article XII – Surety Bonds

Any officer or employee handling or having access to the funds or securities of this Association shall be bonded in such amount and with such securities as the Board of Directors may from time to time prescribe.

Article XIII – Elections

- A. Election of members of the Board of Directors shall be held at the annual meeting of the Association. Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors held directly after the election of the Board at the annual meeting of the Association. If, for any reason whatsoever, it becomes impracticable to hold an annual meeting in any year, the Board of Directors may order an election by mail ballot of the members of the Association.
- B. At least ninety (90) days prior to the annual meeting of the Association, the President with the approval of the Board of Directors, shall appoint a Nominating Committee of two (2) Directors from each category and one (1) regular member in good standing from each category who is not a member of the Board of Directors.
- 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 at any time before the actual election.
- D. Election to office at the annual meeting may be voice vote or written ballot. A majority of the votes cast shall be necessary to an election.

Article XIV – Meetings

- A. An annual meeting of the Association shall be held in such place and at such time in each year as the Board of Directors 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 of Directors. Notice of special meetings shall be given by the President at least twenty-one (21) days before the time of the meeting and all such notices shall, as far as practicable, specify the business to be brought to the attention of the members at this meeting. Four (4) members from each category of voting members shall constitute a quorum at any meeting.

- B. Whenever, in the judgment of the Board of Directors, it is advisable to submit any question to the membership for formal decision, without convening a special meeting for the purpose, the Board of Directors may direct the President to submit such question to the voting members of the Association by mail ballot.

A reasonable time, not to exceed twenty-one (21) days, shall be given for the return of the ballots. A majority of the votes of the members of the Association, in accordance with the provisions of Article IV, shall decide any question thus submitted. The President shall certify to the Board of Directors at its next meeting the results of any such mail ballot and thereupon shall notify the voting members of the Association of the decision reached.

- C. “Robert’s Rules of Order” shall govern the conduct of all meetings of the Association and Board of Directors whenever specific provisions of the By-Laws are not applicable.
- D. Privileges of the floor at meetings of the Association shall be governed by the provision of Article IV of the By-Laws, but the presiding officer at his or her discretion may allow any person the courtesy of the floor.
- E. The regular order of business at meetings of the Association shall be fixed by the Board of Directors in advance of the meetings and the programs shall be prepared and made available to all delegates representing voting members prior to the time of said meeting.

Article XV – Conflict of Interest

- A. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the Association. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Association.
- B. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Association and the Board member's personal, business or other interests.
- C. All conflicts of interest are not necessarily prohibited or harmful to the Association. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members with the interested Board member(s) recused from participating in debates and voting on the matter are required.
- D. All actual and potential conflicts of interests shall be disclosed by Board members to the Executive Committee in writing whenever a conflict arises. The disinterested members of the Executive Committee shall make a determination as to whether the conflict exists and what subsequent action is appropriate, if any. The Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Article XVI – Fiscal Year

The fiscal year shall begin on July 1 of each year and terminate on June 30 of each year.

Article-XVII – Contributions and Fees

Regular members’ contributions shall be based upon actual transportation expenses excluding capital from the previous fiscal year as follows:

Over \$5,000,000	\$ 8,500.00
\$2,500,000 - \$5,000,000	\$ 4,400.00
\$1,000,000 - \$2,500,000	\$ 2,400.00
\$ 500,000 - \$1,000.000	\$ 900.00
\$ 250,000 - \$ 500,000	\$ 450.00
\$ 100.000 - \$ 250,000	\$ 350.00
Under \$100,000	\$ 300.00

Associate members’ contributions shall be fixed for the following categories:

- a. Corporate \$500
- b. Professional \$200
- c. Government/Planning \$150
- d. Individual \$ 25
- e. Honorary Membership’s No Charge

However, new associate members joining on or after any January 1 of any fiscal year shall be assessed a pro-rated contribution for that fiscal year.

Article XVIII – Fees for Special Services

Board of Directors may fix such fees or charges as are just and reasonable for special services rendered to the Association, and may, from time to time, review the schedule of contributions and fees in Article XVI and establish such changes and modifications, effective July 1 of the next year, as deemed necessary in the exercise of their discretion.

Article XIX – Arrears

- A. Any member who shall become nine (9) months in arrears in the payments of fees or contributions shall be suspended and shall forfeit all right to vote and to the services of this Association until all such indebtedness has been paid, unless otherwise ordered by a two-thirds vote of the members present at a meeting of the Board of Directors.

- B. Any member in default of payment of fees or contributions for two (2) years after same become due and payable shall be automatically dropped from membership unless express action to the contrary is taken by a two-thirds vote of the members present at a meeting of the Board of Directors.
- C. Invoices for dues shall be issued by July 1 of each year, payable by July 31. Requests for an exemption for an alternate payment schedule must be presented by the member in writing and may be approved by the Executive Committee.

Article XX - Suspension and Expulsion

- A. Any member may be suspended from the Association by a two-thirds vote of the members present at a meeting of the Board of Directors for violation of the By-Laws, for non-conformance to standards of business practice adopted in accordance with Article IV, Section C of these By-Laws; provided, however, that the member has been given an opportunity to be heard. A suspended member shall not be reinstated except by a two-thirds vote of the members present at a meeting of the Board of Directors.
- B. Upon a two-thirds vote of the members of the Board of Directors, a member may be expelled from the Association for violation of the By-Laws, or for non-conformance to standards of business practice adopted in accordance with Article IV, Section C of these By-Laws; provided, however, that the member has been given an opportunity to be heard.

An expelled member shall not be reinstated except by a two-thirds vote of the member of the Board of Directors, and then only upon furnishing satisfactory evidence to the Board of Directors of intention to abide by the Constitution and By-Laws, including such standards of business practice as have been adopted by the Association.

Article XXI – Amendments

- A. These By-laws may be amended at an annual meeting or special meeting of the Association by a two-thirds vote of the voting members present, or in a mail ballot by a two-thirds vote of the voting members of the Association, all in accordance with Article IV of these By-laws.
- B. Any proposed amendment shall first be submitted to the Board of Directors and if approved by a two-thirds vote of the voting members present at a meeting of the Board, or by a two-thirds vote of its members by mail, shall then be submitted to the members of the Association. If submitted to the members of the Association at a meeting, at least thirty (30) days notice of the proposed amendment shall be given.

Constitution Amended March 21, 1977 by Board verification of amendments adopted by membership in mail balloting.
By-Laws Amended September 19, 1978
By-Laws Amended January 19, 1981
Constitution Amended March 30, 1982 at the Annual Meeting.
Constitution Amended December 10, 1982 by mail balloting of Regular Members.
By-Laws Amended July 19, 1984
Constitution Amended July 19, 1984 by Board verification of amendments.
Constitution Amended September 12, 1986 by Board verification of amendments.
Constitution Amended September 20, 1991 by Board verification of amendments.
Constitution Amended July 28, 1993 by Board verification of amendments.
By-Laws Amended July 28, 1993
By-Laws Amended September 1, 1998
By-Laws Amended July 1, 2000
Constitution Amended July 1, 2000 by Board verification of amendments.
Constitution Amended September 12, 2002 at the Annual Meeting