

## **DAKOTA TRANSIT ASSOCIATION BY-LAWS**

**Revised September 18, 2018**

**Revised November 11, 2016**

**September 24, 2014**

### **ARTICLE I Name and Location**

- A. The name of this organization shall be the “Dakota Transit Association”.
- B. The DTA office address shall be that of the Executive Director or any other place designated by the Board of Directors.

### **ARTICLE II Purpose**

- A. Encourage cooperation among Associations members in dealing with public transportation issues.
  - 1. Provide a medium for the exchange of ideas, information and experiences.
  - 2. Collect, compile and make available to members comparative data and information relative to public transportation in North and South Dakota.
  - 3. Promote training for the Associations members through joint development sponsorship and implementation of workshops, seminars, courses, employee exchanges, etc.
  - 4. Provide a forum for the voluntary discussion of mutual and individual Association member’s problems.
- B. Represent to the general public the importance of public transportation.
  - 1. Encourage the use and improvement of public transportation systems in North and South Dakota.

2. Keep the citizens of North and South Dakota informed on project plans and progress.
  3. Solicit public input on select issues affecting public transportation in North and South Dakota.
- C. Advise and counsel both executive and legislative branches of local, state and federal governments on public transportation issues.
1. Study and make recommendations on the design and improvement of legislative and regulatory provisions under which public transportation systems operate with a view of assuring the efficiency and effectiveness of operations.
  2. Keep elected and appointed representatives informed on the importance of public transportation in North and South Dakota such as transportation problems and its progress.
  3. Formally represent the collective interests and goals of Association members.
- D. This organization is organized exclusively for charitable, education, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

### ARTICLE III Membership

- A. Membership classes are as follows:
1. Regular Membership – composed of any governmental agency that provides transportation service and/or non-profit specialized transportation providers in North and South Dakota.
  2. Associate Member – composed of any governmental or professional agency that is indirectly involved with public transportation and/or any commercial public transportation

agency or other individuals interested in public transit **inside or outside of North and South Dakota.**

- B. Admission can be accomplished as follows:
  - 1. Every applicant for an Association membership shall make application to the Executive Director including payment for the dues effective on a calendar year.

#### **ARTICLE IV Voting Privileges**

- A. Voting privileges by membership class shall be as follows:
  - 1. Regular Membership – Only regular members in good standing (paid up membership) shall be entitled to vote at any election or on any motion. Transit providers may be represented by more than one person, but shall be limited to only one vote per transit system. Each regular member shall designate a voting representative to the Executive Director before any Association meeting.
  - 2. Associate Membership shall have no voting privileges.
- B. Voting Procedures shall be as follows:
  - 1. Issues to be voted upon by regular members can be presented at duly called Association meetings or by mail ballot.
  - 2. To pass an issue at a duly called Association meeting, a simple majority vote of regular Association members present shall be required.
  - 3. To pass an issue by mail ballot or electronic ballot, a simple majority vote of all regular Association members shall be required. All mail or electronic ballots must be returned by the date ascertained on the mail or electronic ballot.

## **ARTICLE V Dues and Payments**

- A. Dues by membership class shall be as follows:
  - 1. Regular Membership
    - a. Public and non-profit transportation systems shall pay annual dues as set by the Board of Directors.
  - 2. Associate Membership
    - a. Associate members shall pay annual dues as set by the Board of Directors.

## **ARTICLE VI Governing Board**

- A. The Governing Board will consist of a seven-member Board of Directors, elected from the Associations regular members. Three directors will be from North Dakota and three directors from South Dakota. The seventh director will be an At-Large regular member from either state. Members of the Governing Board must be Transit Professionals by trade.
- B. Term of Office – The term of office for elected board members will be three years with no director serving more than two consecutive terms. The term of office shall take effect at the next scheduled Board of Director’s meeting following the Association’s annual meeting.
- C. Directors shall not receive any salaries for their services, but may be reimbursed for designated expenses incurred while serving that office at rates established by the Board of Directors.
- D. Election of Directors
  - 1. The nominating committee shall present to the regular Association members, nominations for directors at the

Association's Annual Meeting. Additional nominees may be made from any regular Association members.

2. Directors shall be elected by a majority vote of eligible voters present at the Association's Annual Meeting
3. Any vacancy occurring on the governing board shall be filled by the Board of Directors by a majority vote. A director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.
4. Ex-Officio members may be appointed to the Board at the discretion of the Board of Directors. Ex-Officio members will not have voting privileges. If a board member has two (2) consecutive unexcused absences from board meetings to include conference calls, a replacement will be appointed by the board. Written request for reinstatement may be considered by the board.
5. The board terms are 3 years. We need to shift our elections to a 3-year schedule. With this change, one board member from each state, North and South Dakota, will be up for election each year. This will allow for continuity on the board so we don't run into having multiple new board members in one year.

## **ARTICLE VII Officers of the Board**

- A. The officers shall consist of a President, a Vice-President, Secretary and Treasurer. The term of office shall be for a period of one year and they may be re-elected to the same position for one additional term. The officers shall be elected from the membership of the Board of Directors.
- B. Officers shall be elected by a simple majority of the Board members present at the reorganizational meeting of the Board.

C. The officers of the Board shall form the Executive Committee on the Board.

D. Duties

1. President – The President shall serve as the leader of the Association and as Chairman of the Board of Directors. The duties of the President shall include but not limited to the calling and presiding at all Association and Board Meetings, directing the affairs of the Association not otherwise specified by these by-laws, signing of the contracts on the behalf of the Association and serving as an ex-officio member of all committees.
2. Vice-President – The Vice-President’s duties shall include, but not limited to, acting on behalf of the President in their absence and responsible with the committee to maintain a public and community relations program plus fulfilling the duties of the Secretary or Treasurer in their absence.
3. Treasurer – The Treasurer’s duties shall include, but not limited to, presenting financial documents as received by the contracted bookkeeper and present prepared budget to the association membership.
4. Secretary - The Secretary’s duties shall include, but not limited to, maintaining current and accurate minutes of all Board of Director’s and Association membership meetings. The Secretary will disseminate all necessary information to the Board Members and the Association Membership.
  - a. At the discretion of the Board of Directors, the offices of Secretary and Treasurer may be combined to be filled by one board member.
5. All officers authorized to sign checks shall be bonded as the Board deems necessary.

## **ARTICLE VIII**      **Committees**

- A. Committees shall be formed as deemed necessary by the Board. Committee members shall be appointed by the President subject to approval of a simple majority of the Board of Directors. Associates or Affiliate members can serve on committees as an ad hoc member.
- B. The Executive Committee shall meet to conduct necessary business of the Association on the interim between regular meetings of the Board.

## **ARTICLE IX**      **Meetings**

- A. The Annual Association's Meeting shall be held in the fall of each year. Other meetings shall be called by the President as deemed necessary. At least 30 days' notice of a meeting shall be provided to the membership. Robert's Rules of Order shall be used to conduct Association meetings.
- B. The Board of Directors shall meet at least four times a year. A regular meeting of the Board of Directors shall be held immediately prior to and at the same location as the Annual Meeting of the Association.
- C. Special meetings of the Board of Directors may be called at the request of the President of the Board or any four Board members. Notice of the Special meeting shall be given to all Board members at least ten days before the meeting date.
- D. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board and shall approve all issues, except where otherwise directed by a majority vote of those present.

## **ARTICLE X Amendments**

- A. Proposed amendments to the Association By-Laws shall be presented to the regular membership by the Board of Directors at or before the Annual Meeting of the Association. Regular members may present recommended by-law revisions to the Board of Directors.

## **ARTICLE XI Contracts**

- A. On occasion, Dakota Transit Association (DTA) will enter into contract for services to be provided to the Association. It is the policy of DTA to provide a set fee for services and to reimburse approved out-of-pocket expenses. DTA will only reimburse direct costs. No indirect costs will be paid by the Association.

These contracts include, but may not be limited to:

- Accounting Contract
  - Lobbyist Contract
  - Executive Director Contract
  - PASS/Training Contract
- B. The Dakota Transit Association Board of Directors will have the authority to enter into contract agreement on behalf of the Association. Either party of any contract involving the DTA may terminate such agreement by providing sixty (60) days written notice.

## **ARTICLE XII Contracts, Loans, Checks**

- A. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- B. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless

authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

- C. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such manner and shall, from time to time, be determined by resolution of the Board of Directors
- D. All funds of the Association, not otherwise employed, shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

### ARTICLE XIII Dissolution

- A. The Association may be dissolved upon a two-thirds majority vote of the regular Association members. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, return each members current year membership dues or a portion thereof based on a pro-rated share.
- B. All remaining assets in the possession of the Association shall be forfeited and transferred to a charity and shall qualify as a tax exempt organization under the Section 501 (c) (3) of the Internal Revenue Code. The charity shall be selected by the Board of Directors and liquidation and transfer of assets to be complete within thirty days after selection of said charity.
- C. \*\*When the term “public transportation” appears in these by-laws, it shall be understood to include specialized transportation.

