



NEW YORK ASSOCIATION FOR PUPIL TRANSPORTATION BY-LAWS

**AS ADOPTED BY VOTE OF THE MEMBERS OF
THE NEW YORK ASSOCIATION FOR PUPIL TRANSPORTATION
JULY 11, 2006**

Amended July 15, 2008

Amended July 12, 2010

Amended July 18,

Amended July 18, 2011

Amended July 13, 2015

ARTICLE I - Name and Purpose

1.10 Name

The name of this association shall be the New York Association for Pupil Transportation (NYAPT), hereinafter referred to as the “association.”

1.11 Construction.

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the certificate of incorporation shall govern.

1.12 Territory.

NYAPT shall conduct activities primarily in the State of New York subject to changes by the aforementioned Association.

1.20 Purpose

The purpose of this association shall be to promote safety, enhance professional development and provide representation for the pupil transportation industry. In furtherance thereof, the Association will:

- (a) Identify and advocate for sound policies and practices that lead to the safe and efficient transportation for our students,
- (b) Offer a wide range of member services and programs that fully meets the needs of its diverse membership,
- (c) Have a strong associational structure that is governed by an active, educated, well informed and prepared Executive Committee, Board of Directors and Membership at large,
- (d) Be comprised of a diverse membership with active representation from school districts across the state
- (e) Be recognized as the authoritative source for information on pupil transportation issues in New York State,
- (f) Conduct its business and act in accordance to Section 501(c)(6) of the Internal Revenue Code and its regulations as they exist or may hereafter be amended

1.21 Indemnification of Officers and Directors

- (a) Derivative Actions.

The association, by virtue of Section 22 of the Not-for-Profit Association law, shall indemnify any person made party to an action by or in the right of the association to procure a judgment in its favor by reason of the fact that (s)he, her/his testator, or in testate, is or was a director or officer of the association, against reasonable expenses, including attorney’s fees, actually and necessarily incurred by her/him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached her/his duty to the association under section 717 of the Not-for-Profit Association law. Such indemnification shall in no case include amounts paid in

settling or otherwise disposing of a threatened action, or a pending action with or without court approval, or expenses incurred in defending a threatened action, or a pending action, which is settled or otherwise disposed of without court approval.

(b) Other actions.

The association, by virtue of Section 723 of the Not-for-Profit Association Law, shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the association to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other association of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director or officer of the association served in any capacity at the request of the association, by reason of the fact that (s)he or her/his testator or in testate, was director, or officer of the association, or served such other association, partnership, joint venture, trust or other enterprise in any capacity, against judgments, fines, amount paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action and proceeding, or any appeal therein, if such director, officer or employee acted in good faith for a purpose that (s)he reasonably believed to be in the best interests of the association or that (s)he had no reasonable cause to believe that her/his conduct was unlawful.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of *nolo contendere*, or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith for a purpose that (s)he reasonably believed to be in the best interests of the association or that (s)he had reasonable cause to believe that her/his conduct was unlawful.

(c) Non-exclusivity.

Sections 1 and 2 of this article shall be exclusive but shall include, by implication, any and all rights and remedies available to the association, the directors, and officers by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-for-Profit Association Law.

1.22 Dissolution

(a) Dissolution.

This association may be dissolved by a two-thirds vote of the following dissolution plan submitted by the Board of Directors.

(b) Residual Assets.

Upon dissolution of the association, any residual assets shall be donated to a not-for-profit association(s) which is engaged in activities substantially similar to those of the association.

1.23 Conflict of Interest

(a) Duty of Care, Loyalty and Obedience

All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen and sensibilities, would under similar circumstances at all times. A director, an officer or employee will undertake to understand all, or substantially all, of the consequences of their actions or the omissions of their actions.

No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the association. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the association's best interest.

No officer, director or employee shall disobey a majority decision of the Board of Directors.

All members of the Board of Directors, all officers of the association and all employees of the association are hereby bound to fiduciary duty for and on behalf of the association, such that the interests of the association shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the association and all employees shall exercise their Fiduciary duty at all times, especially when making a decision on behalf of the association.

(b) Conflict of Interest

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any director of the Board, or business or agency from which such a director derives an income or has authority in governance.

(c) Abstention

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest. Said board member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

The Association is dedicated to the participation of low-income representatives on its Board of Directors and recognizes that such individuals may qualify for services offered by the Association. Participation as a member of the board does not preclude an individual from receiving services that he/she may be eligible for and need. The receipt of services or the potential for receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual's ability to represent the Association's best interest regarding a specific issue or action before the board, the procedures stated in this Article are in force.

1.24 Harassment: Sexual, Racial, Religious and Age

- (a) Harassment of any kind is not productive and will not be tolerated by the Association. Any individual bound by these bylaws who is subject to verbally abusive language relating to gender, race, religion, or age, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the President of the Board of Directors. In the event that the allegations concern the Board President, the report is to go to the President-elect. Any individual bound by these by-laws who is aware of such verbally or physically abusive conditions should report such activity immediately.
- (b) The general policy will be reflected in the personnel procedures and program procedures promulgated by the Association to cover its employees as appropriate. However, nothing in this article will bind the employees of the Association, who will instead be covered by the procedures contained in their personnel policies and program procedures.

1.30 Offices.

The principal office of the Association shall be in the County of Albany, New York. The association may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the association may require.

ARTICLE II - Membership

2.10 The association shall have the following membership categories:

2.11 Individual Member

- (a) Active - any person who is engaged in the direct supervision of pupil transportation service.
- (b) Associate -any person who is engaged in the administration or management of school transportation functions at the middle management levels
- (c) Team - any person who is engaged in the delivery of school transportation services, but has no supervisory or management responsibilities.
- (d) Retired - any person who has previously held active membership as defined in subsection (a) of this section but has officially retired from the active practice of school transportation management. Such

individuals shall enjoy all the benefits of membership but may not vote, run for office in the association, or submit amendments to the by-laws.

2.12 Industry Member

Any business, corporation, organization or other association which wishes to support the purpose of this association and the pupil transportation industry in New York State by sponsoring through monetary donations and receiving in return advertising and recognition at various functions of this association as deemed appropriate by the Executive Committee and Board of directors.

2.13 Life Member

- (a) (1) Any member, past or present, who has contributed meritorious service to pupil transportation. Eligibility for life member status shall be based upon nomination by majority vote of the appropriate standing committee and confirmation by a majority vote of the Board of Directors present at any regular or special meeting of the association.
- (2) Any individual who has served as President of the association is automatically granted Life Member status.
- (b) Life members shall be entitled to retain the benefits prescribed for active members in section 2.20 except that they may not be a candidate to serve as an officer of the association.

2.14 Honorary Member

Any person who has contributed meritorious service to pupil transportation. Eligibility for Honorary Member by majority vote of the Board of Directors present at any regular, special or emergency meeting of the association.

2.20 Rights of Members

- (a) Members of the Association are entitled to rights and privileges as defined by these By-laws. Additional benefits not defined herein shall be determined by vote of the Board of Directors.
- (b) The right to vote shall be limited to Active Individual members who have been members for at least thirty days prior to voting. The right to hold office as defined in Article VI of these by laws shall be limited to Active Individual members as defined in section 2.11(a) who are employed by a public or non-public school, college, university, or BOCES and are at the highest level of supervision within their transportation department.
- (c) Active members shall also have the right to offer amendments to the by-laws, call special meetings, elect through their Chapters one director and one alternate director to the Board of Directors and other such rights and privileges as outlined in these by-laws, policies and/or procedures of this association.
- (d) Members shall obtain the hereinbefore referenced rights and privileges only upon timely payment of the prescribed dues, as provided in section 2.40 of this article.
- (e) Team members shall be entitled to the same rights and privileges as Associate members.

2.30 Application for Membership

All applications for membership shall be submitted on an application form adopted by the board of directors. Each application submitted shall be reviewed by the Membership Committee to determine overall eligibility as well as to ascertain which membership category is appropriate to said applicant. Thereafter the application shall be forwarded to the Board of Directors for action pursuant to Section 5.60 of these by laws. No individual may be denied membership on the basis of race, age, national origin, gender, religion or sexual orientation.

2.40 Dues

- (a) Dues for all membership categories shall be established by the Board of Directors.
- (b) The membership of any member who does not pay annual dues by August 31st of each year shall be considered to have lapsed.
- (c) Active members (Section 2.11) whose dues are paid in full and whose membership ~~is~~ has been approved by the Board of Directors not later than thirty days prior to the annual meeting shall be eligible to vote during the annual conference.
- (d) New members and renewing members submitting applications after August 31st must be reviewed and approved by the Board of Directors as provided in Section 5.60.

ARTICLE III - Meetings

3.10 Regular Meetings.

The association shall hold at least one regular meeting each year at such place and time determined by the Board of Directors. The meeting shall be designated the Annual Meeting and shall be held to take up those matters properly presented by and to the overall Membership and among other things, to elect officers to the Executive Committee, to present the Annual Report to the membership, to report on the financial status of the association and to present plans and strategies for the year. Notice of such meeting shall be provided to the membership through official publications and other communication vehicles of the association, including by means of email notifications. The results of said vote shall be binding to the association.

3.20 Other Meetings

(a) Special Meetings.

Special meetings may be called at any time by the President, by a majority vote of the Board of Directors taken by telephone fax poll or conference call or upon written request of at least 25% of the individual members of the association. Votes taken at such meetings can be conducted by telephone, fax, e-mail, electronic polling, or conference call. The results of said vote shall be binding to the association.

(b) Emergency Meetings.

If it should be determined by the President of the association that a matter of utmost importance be decided by the Executive Committee and the Board of Directors, an Emergency Meeting and vote can be held. Said vote can be conducted by telephone fax, e-mail, electronic polling or conference call. The results of said vote shall be binding to the association.

3.30 Notice of Meetings.

A notice of every meeting, except an emergency meeting, shall be sent to the Board of Directors at least ten days prior to the date of the meeting. Notice by telephone, fax, e-mail or written notification sent via U.S. Postal Service shall be acceptable. If a majority of the members of the Board of Directors shall meet at any time and place and unanimously consent to the holding of a meeting, such meeting shall be valid without notice and at such meeting any association action may be taken and shall be binding to the association.

3.40 Conduct of Business

The latest edition of Robert's Rules of Order shall determine procedures to be followed at each meeting of the association, except where otherwise determined by the By-Laws or by resolution of the Board of Directors. The President may appoint a parliamentarian for these purposes.

3.50 Quorum.

- (a) A quorum for all regular, special and emergency meetings of the association shall consist of a majority of the members present.
- (b) A quorum for any standing committee meeting shall consist of a majority of the members of the committee.

Article IV - Governance

4.00 Chapters.

(a) Definition.

A chapter is a designated area or region of New York State that (1) is organized by and comprised of individuals that promote a mission and ideals consistent with those of the association; (2) has requested to be so designated; and (3) has been approved by the board of directors in accordance with the provisions of this section.

(b) Certification.

- (1) Newly formed chapters must be certified by a two-thirds vote of the Board of Directors in accordance with the provisions of this article.

- (2) Chapters of the Association shall be certified every five years by a majority vote of the Board of Directors in accordance with the provisions of this article.
- (c) Representation.
As provided in Article V of these by-laws, each chapter will be entitled to representation on the Board of Directors.
- (d) Chapters shall continuously meet the following criteria for certification:
 - (1) Adopt by-laws which are consistent with and do not conflict with the by-laws of the association;
 - (2) Actively promote membership in the state association;
 - (3) Elect a director and alternate director to the Board of Directors in a timely manner consistent with these by-laws;
 - (4) Promote the goals and objectives of the association;
 - (5) Respond to such surveys and requests for information as are authorized by the Board of Directors.

4.10 General Powers

The Board of Directors shall be the policy making body of the association and shall:

- (a) be in charge of the general management of the affairs of the association;
- (b) have control of the property of the association and shall determine its policies with the advice of its various committees;
- (c) have the authority to employ necessary staff and other help;
- (d) authorize expenditures and take all necessary and proper steps to carry out the purposes of the association and to promote its best interests.

4.11 Election.

The method of election to the Board of Directors shall be prescribed in these By-Laws.

4.20 Administration.

The Executive Committee shall be the administrative body of the association. The Executive Committee shall maintain surveillance of the business and affairs of the association and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors, unless authorized otherwise by the Board of Directors and/or by the By-Laws. The Committee shall be responsible for overseeing the personnel affairs of the association, including, but not limited to developing and reviewing personnel policies and evaluating the Association’s Executive Director and other staff. The Executive Committee cannot, without specific authorization by the Board of Directors, purchase real property, borrow money, amend the by-laws or hire or terminate the Executive Director. Meetings of the Committee may be called at any time convenient and mutually agreed upon by the members of the Committee. The meeting may be called by the Chair or by any three (3) members of the Committee. These meetings may be held face to face or by telephone conference call or other means of electronic communication where each member of said committee can be clearly identified, heard and understood by all taking part. The results of any vote taken shall be binding to the association.

Article V - Board of Directors

5.10 Composition.

- (a) The Board of Directors shall consist of the Executive Committee and one director from each of the duly authorized chapters of NYAPT as of the effective date of these by-laws and any other chapter subsequently certified by two-thirds vote pursuant to special power of the Board of Directors as prescribed in these by-laws.
- (b) In addition, each duly authorized chapter shall be entitled to an alternate director who shall, with the principal director be recognized at the Annual Meeting and at each meeting of the Board of Directors. Each duly authorized chapter is free to determine how its director and its alternate director shall be chosen; however, only active individual members as outlined in these By-Laws are eligible to serve as a principal director or alternate director on the Board.
- (c) Each principal director, and in the absence of same, the alternate director, shall hereinafter be called a “director”.

5.20 Terms of Office

- (a) The terms of office of elected officers of the association shall be as follows:
 - (1) The Association President, the President-elect, the Vice President and the immediate Past President shall be limited to a single two year term of office.
 - (2) The Association Treasurer and the Secretary shall serve two year terms of office without time limitation.
 - (3) Directors and alternate directors are eligible to serve without time limitation at the discretion of their local chapter, except as provided for under paragraph (b) titled Resignation.
- (b) Resignation.

A director or alternate director may resign at any time by giving written notice to the President of the chapter. It shall be the explicit duty of that person to advise the association President of that resignation. It shall further be the duty of the President of the chapter to advise the association President of the new director or alternate, as the case may be, on the Board of Directors. Such notification is to be completed in such a manner as to not disrupt the representation of said chapter on the Board of Directors or disrupt the work of said Board.

5.30 Voting

At every meeting of the Board of Directors each chapter, in the person of the director or alternate director as the need arises, shall be entitled to one vote on all matters properly coming before that body requiring a vote.

5.40 Transferability.

Membership on the Board of Directors is determined by the chapters as outlined in Article 5 Sub Section 5.10. If a director or alternate director moves from the chapter which he/she was representing or is no longer an active NYAPT member as defined in Section 2.11, he/she shall forfeit the seat and the chapter shall be responsible for selecting a successor and advising the association President as outlined in Section 5.20(b) of these By-Laws.

5.50 Meetings.

- (a) Meetings.

In addition to an Annual Meeting, the Board of Directors shall meet at least four times a year at such time and place as may be determined by a majority vote of the full Board. Consistent with provisions of Article 3, the Board may also meet at the call of the President as needed. Notification of these Regular Meetings, Special or Emergency Meetings shall be completed as outlined in Article 3.
- (b) Adjournment.

A majority of local directors present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all local directors who were absent at the time of adjournment, and the time and location of the next meeting shall be forwarded as well to all local directors.
- (c) Conference Calls.

The Executive Committee and the Board of Directors may participate in any Board Meeting or meeting of the Executive Committee via a teleconference telephone or similar means of electronic communication, provided that the means utilized allows all participants to be clearly heard, identified and understood by all taking part in said conference call. The results of any vote taken shall be binding to the association.
- (d) Parliamentary Law.

All meetings of the Board of Directors will be conducted as outlined in Section 3.40 of these By-Laws.
- (e) Chairperson.

All meetings of the Board Of Directors shall be chaired by the President, or in the absence of the President by the President-Elect, or in the absence of the president-elect by the Vice President or in their absence, a local director chosen by the majority of the Board present at such meeting or by such other person as may be outlined by these By-Laws.

- (f) Attendance.
It shall be the explicit duty of the director or alternate director from each duly authorized chapter to attend each Board of Directors meeting. Failure to be present may result in action being taken by the Board of Directors.

5.60 Special Powers.

In addition to its other powers as outlined in its Certificate of Incorporation, By-Laws and Internal Revenue Code Section 501(c)(6), the Board of Directors shall specifically have the authority to do the following:

- a) Adopt policies for the operation of the Association,
- b) Adopt the annual budget for the Association,
- c) Approve or otherwise take action upon applications for membership in the association;
- d) Approve an agenda for the annual meeting,
- e) Adopt and implement resolutions for membership,
- f) Adopt policies and procedures to certify/decertify chapters,
- g) Adopt policies and procedures to remove any executive officer, director or alternate director that was not acting in the best interests of the association,
- h) Adopt policies and procedures related to the hiring, evaluation and discharging of any person or persons employed by the association, including the Executive Director,
- i) Approve the hiring or termination of the Executive Director,
- j) Create additional employment positions and authorize the salary for such positions,
- k) Authorize to be executed, except where expressly forbidden by these by-laws, statute or other governmental entity, any deeds, mortgages, bonds, contracts or other instruments as are necessary to maintain the smooth management and operation of the association.

5.70 Removal of Directors or Alternate Directors

Any local director or alternate director may be removed from office by the affirmative votes of two thirds of the Board of Directors present at any regular, special or emergency meeting called for that purpose, for conduct detrimental to the interests of the association. Any Director or Alternate Director proposed to be removed shall be entitled to at least five days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting prior to the actual vote and shall be present should he/she wish for that vote. The vote shall be by a show of hands and ordered and taken at the direction of a member of the Executive Committee beginning with the President, President-elect, Vice President, Treasurer or Secretary as is deemed necessary.

ARTICLE VI - OFFICERS

6.10 Officers and Executive Committee

The Executive Committee of the association shall be comprised of the President, President Elect, Vice President, Treasurer, Secretary and the immediate Past President. Except for the Past President, these positions shall have been filled through an election process, including absentee ballot, of the membership at the annual meeting.

6.11 President

The President, subject to the direction and control of the Board of Directors, shall be the volunteer executive officer of the Association and shall have the general supervision and control of the activities of the other Executive Officers of the Association. The President shall be the sole spokesperson for the association, unless that authority shall be specifically delegated to another by the Board of Directors. Along with the Treasurer, the President shall have the responsibility to formulate and execute an annual evaluation of the Executive Director. The President shall be the presiding officer of the Board of Directors and Chairperson of the Executive Committee. The president shall appoint and may remove committee chairpersons and be an ex officio, non-voting member of all committees referenced in these by-laws and shall have the power to appoint members to ad hoc and program committees and shall appoint and may remove chairs to all committees that are deemed appropriate as hereinafter provided. In general, the President shall perform all duties as may be prescribed by the Board of Directors and these By-Laws.

6.12 President Elect

The President Elect shall serve as Vice Chair of the Finance Committee and shall have on hand at all meetings of the Executive Committee and Board of Directors the latest version of Robert's Rules of Order should the need

arise. The President-Elect shall perform such other duties as may be requested by the President and Board of Directors. The President Elect shall serve as acting chairperson for meetings of the Executive Committee and of the Board of Directors in the absence of the President.

6.13 Vice President

The Vice President shall serve as liaison to the general membership, and shall assist the President, President Elect and Board of Directors with such other duties as may be requested from time to time. The Vice President shall also serve as liaison to the Chapters and as acting chairperson for meetings of the Executive Committee and Board of Directors in the absence of the both the President and President Elect.

6.14 Treasurer

The treasurer shall serve as a member of the Finance Committee, review warrants and orders for payment of expenditures, oversee the deposit of monies in the name of the association, make reports at regular and special meetings of the Board of Directors and in a format prescribed by the Board of Directors on the financial status of the association, serve as the board's liaison with independent auditors when the need arises and coordinate the annual audit of the association, assist the President in formulating and completing the annual evaluation of the Executive Director. The Treasurer shall also assist the other members of the Executive Committee and the Board of Directors with such other duties as may be required from time to time. The treasurer shall also serve as acting chairperson for the Executive Committee meetings and Board of Director meetings in the absence of the President, President Elect and Vice President.

6.15 Secretary

The secretary shall keep a record of the order of business at all regular and special meetings of the Association, give notices in accordance with these By-Laws or as directed by law, dispose of all communications as directed by the Board of Directors, serve as custodian of association records, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President and Board of Directors from time to time.

6.16 Past President

The past president shall be a member of the Executive Committee and shall serve as the official recipient of nominations for the offices of the association as well as of proposed amendments to these by-laws as prescribed in Article X herein.

6.20 Terms of Office

Each of the elected officers shall serve for a two year term beginning at the close of the Annual Meeting and ending two years hence at the corresponding time. All officers, except the Treasurer and Secretary shall be limited to serving one term in each office.

6.21 Selection

The President Elect shall become the President at the end of each President's term of office. The other officers shall be selected by vote of all active members at the Annual Meeting in addition to the votes of those active members voting by mail ballot in accordance with the written policy adopted by the Board of Directors of the Association.

6.30 Vacancies

Any vacancy among the elected offices shall be filled by majority vote of the Board of Directors present for the unexpired term except that a vacancy in the office of President shall be filled by immediate succession in the following order: President Elect, Vice President, Treasurer, Secretary, immediate Past President. The vote to fill a vacancy shall occur at the discretion of the Board at any meeting held any time after the occurrence of the vacancy.

6.70 Removal of Officers

Any Officer may be removed from office by the affirmative vote of two-thirds of the Board of Directors present at any regular, special or emergency meeting called for that purpose, for conduct detrimental to the interests of the Association. Any Officer proposed to be removed shall be entitled to at least five days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting prior to the actual vote and shall be permitted to be present should he/she wish for that vote. The vote shall be by a show of hands and ordered and taken at the direction of a member of the Executive

Committee not directly effected by the action beginning with the President, President Elect, Vice President, Treasurer or Secretary.

ARTICLE VII - STANDING COMMITTEES

7.10 Composition and General Responsibilities.

(a) Appointment and Responsibilities.

The Association shall have, at a minimum, the permanent standing committees which are defined in this article. Such standing committees:

- (1) shall be comprised of at least five (5) committee members and the chair that shall have been appointed from among the members in good standing of the Association and may be removed at any time by the President;
- (2) shall carry out such activities as are assigned by the Board of Directors or the President in addition to those determined by the committee in consultation with the Board of Directors to be appropriate to the mission of the association;
- (3) shall report quarterly to the Board of Directors on activities;
- (4) shall assist in the preparation of an annual report to the membership;
- (5) shall prepare in consultation with the Treasurer an annual budget reflecting the financial needs of the committee.

(b) (1) Chairs and Members of Committees

Every Standing Committee Chair shall be appointed by the President from among the Active members in good standing in the association and such individual, or his or her designated Representative, shall attend meetings of the Association and may participate in discussion when called upon to do so.

(2) The President shall appoint the members the standing committees from among the members in good standing of the Association and the President may remove such members at his or her discretion.

(c) Committee Responsibilities.

The committees shall undertake the strategic and operational activities of the association and shall engage in the activities enumerated herein in consultation with and at the direction of the Board of Directors.

(1) Professional Development

Shall among other things, develop, implement and oversee programs, conferences, services and activities that will enhance leadership skills and expand professional growth and development among individuals engaged in pupil transportation services.

(2) Finance

Shall among other things, manage, analyze, audit and oversee the financial affairs of the Association and make recommendations for its future growth and stability.

(3) Legislative

Shall among other things, develop a legislative program and promote that program as well as related the positions of the association on various legislative, budgetary and regulatory matters as adopted by the Board of Directors.

(4) Member Services

Shall among other things, monitor the application and acceptance of individuals for membership in the association as well as devise the ways and means to expand membership in the association and develop and deliver services and resources for members.

- (5) **Pupil Safety**
Shall among other things, identify issues that warrant attention from the association and develop positions on such issues as needed and appropriate. The committee shall further disseminate such positions among other associations and interest groups.
- (6) **Long Range Planning**
Shall among other things, develop a strategic plan and long-range goals for the association, assist committees and others in the implementation of the plan, and oversee the development of the annual report to the membership.

7.30 Ad Hoc Committees.

- (a) The President shall have authority to appoint ad hoc committees as may be necessary from time to time.
- (b) The President shall appoint the members and the chairperson of such ad hoc committees from among the members in good standing of the Association and the President may remove such members or chairpersons at his or her discretion.
- (c) Each ad hoc committee shall be comprised of at least five (5) members.
- (d) Each ad hoc committee shall report quarterly to the Board of Directors and assist in the preparation of an annual report of activities for the membership.
- (e) Each ad hoc committee shall further consult with the Treasurer in preparing an annual budget that reflects the financial needs and activities of such committee.
- (f) Every ad hoc Committee Chair, or designated Representative, shall attend meetings of the Board of Directors and may participate as necessary or appropriate.

Article VIII - Agents and Representatives

8.10 Selection

The Board of Directors has the authority to appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the association as the Board of Directors may see fit, so far as may be consistent with these By-Laws and to the extent authorized or permitted by law.

8.20 Authority

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any duly authorized agent to enter into any contract in the name of and on behalf of the Association and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or representative shall have any power or authority to bind this Association by any contract.

Article IX - Fiscal Year

9.10 Fiscal Year Defined.

The fiscal year of the Association shall commence on the first day of July and end on the last day of June each year.

Article X - Amendments

10.10 Authority.

Any active member of the Association, as defined in Article II, Section 211(a) of these bylaws, may propose amendments to these By-Laws.

10.11 Procedure.

Proposed amendments must be submitted in writing to the Secretary or, in absence of such an officer, to an individual designated by the President, not later than March 1st of the year in which the amendment is proposed. The Secretary or, in absence of such officer, the individual designated by the President shall distribute copies of the proposed amendment(s) to the Board of Directors by not later than April 1st of the year in which the amendment is received. The Board of Directors shall review such proposed amendments and shall act to accept them for introduction to the Active Membership or decline their introduction to the Active Membership. In the event of such declination, the Board shall provide the individual offering the amendment with a reason for the declination. The Board of Directors shall act on such proposed amendments not later than 60 days prior to the start of the Annual Meeting. The Secretary or, in absence of such officer, the individual designated by the President, shall forward information about the by-laws amendments to the Membership no later than 45 business days before the first day of the Annual Meeting.

10.12 Voting.

Amendments to the By-Laws may only be adopted by affirmative vote of a majority of the active members present and voting at the Annual Business Meeting, in addition to the affirmative votes of a majority of the active members voting by mail ballot in accordance with the written policy adopted by Board of Directors of the Association.

10.13 Effective Date.

Approved amendments to these By-Laws shall take effect immediately following the Annual Meeting, unless otherwise provided by the proposed amendment.