

**NEW YORK ASSOCIATION FOR PUPIL TRANSPORTATION
BY-LAWS**

**AS ADOPTED BY VOTE OF THE MEMBER OF
THE NEW YORK ASSOCIATION FOR PUPIL TRANSPORTATION**

Amended July 15, 2008

Amended July 12, 2010

Amended July 18, 2011

Amended July 13, 2015

Amended July 10, 2023

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.

1.13 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 of our students;
- (b) Offer a wide range of member services and programs that fully meets the needs of all of its members;
- (c) Have a strong associational structure that is governed by an active, well informed, and prepared Executive Board, Board of Directors and Membership at large;
- (d) Be comprised of a diverse membership with active representation from school Transportation professionals 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.

1.14 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 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.

1.15 Dissolution

(a) Dissolution.

This Association may be dissolved by a two-thirds vote of a 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.

1.16 Conflict of Interest

(a) Duty of Care, Loyalty and Obedience

All members of the Board of Directors shall exercise the 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.

1.17 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 By-laws 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.

1.18 Offices.

The Association may have offices located where the Board of Directors feels it best serves the Association.

ARTICLE II – Membership

2.10 Individual Member

(a) Active – any person who is principally engaged in the administration or supervision of pupil transportation.

(b) Associate – any person not eligible as an Active individual member, who is interested in, engaged in or associated with any phase of pupil transportation.

(c) Life -

(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.

(2) Any individual who has served as President of the Association is automatically granted Life Member status.

(d) Retired - any person who has previously held Active or Associate membership but has officially retired from the active practice of school transportation management.

(e) Honorary Member – any person who has contributed meritorious service to pupil transportation. Eligibility for Honorary Member may be bestowed by majority vote of the Board of Directors

2.11 Industry Partner 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 Board and Board of Directors.

2.12 Rights and Privileges of Membership

(a) Active Members shall have all the Rights and Privileges of the Association, including the right to vote, serve on Committees and offer amendments to the By-laws. The right to vote is contingent on being a member in good standing for at least 30 days. The right to hold office on the Executive Board shall be limited to Active Individual members who are employed by a public or non-public school, college, or university.

(b) Associate Members shall have all the Rights and Privileges of the Association, except for the rights to vote and hold office on the Executive Board.

(c) Life Members shall retain all the Rights and Privileges of their prior member status, except do not pay dues.

(d) Retired Members shall enjoy the benefits of membership except the right to vote, hold office on the Executive Board or offer amendments to By-laws.

(e) Honorary Members shall be entitled to enjoy the social benefits of membership, and any other individual involvement as approved by the Board of Directors.

2.13 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. No individual may be denied membership on the basis of race, age, national origin, gender, religion or sexual orientation.

2.14 Dues

(a) Dues for all membership categories shall be established by the Board of Directors, except Life Members and Honorary Members do not pay dues.

(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) New members, and renewing members submitting applications after August 31st, must be reviewed and approved by the Board of Directors as provided in Section 2.13 above.

2.15 Meetings

(a) Regular Meetings. The Association shall hold at least one regular meeting each year at such a place and time determined by the Board of Directors. The meeting shall be designated the Annual Membership 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 Board, 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 electronic notifications. The results of any voting at such meeting shall be binding to the Association.

(b) Other Member 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 active individual members of the Association. Votes taken at such meetings may be conducted by telephone, fax, e-mail, electronic polling, or conference call. The results of said voting shall be binding to the Association.

2.16 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.

2.17 Quorum. For membership meetings a quorum shall consist of a majority of voting members present.

ARTICLE III – Chapters

3.10 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 Article.

3.11 Certification.

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

(b) Chapters of the Association shall be re-certified every five years by a majority vote of the Board of Directors in accordance with the provisions of this Article. To be certified and/or re-certified Chapters should continually meet the following criteria:

- (1) Submit copy of their Chapter's current By-laws.
- (2) Elect a Director and Alternate Director to NYAPT's Board of Directors in a timely manner consistent with the NYAPT By-Laws, that will fulfill the duties as described in Article IV of NYAPT's By-Laws.
- (3) Actively promote membership in the State Association.
- (4) Promote the goals and objectives of the State Association.
- (5) Respond to such surveys and requests for information as are authorized by the Board of Directors.

(c) Representation. Each Chapter shall be entitled to representation on the NYAPT Board of Directors as defined in Article IV.

ARTICLE IV – Board of Directors

4.10 Composition.

(a) The Board of Directors shall consist of the Executive Board 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.

(c) Each principal Director, and in the absence of same, the Alternate Director, shall hereinafter be called a "Director."

(d) One seat on the Board of Directors shall be allocated for an Industry Representative.

4.11 Selection.

(a) Directors and/or Alternate Directors are elected or appointed by their Chapter. Each duly authorized Chapter is free to determine how its Director and its Alternate Director shall be chosen; however, only Active, Associate, or Life individual members as outlined in these By-laws are eligible to serve as a Principal Director or Alternate Director on the Board.

(b) The Industry Representative Director shall be appointed annually by the current President from among the Industry Partner Membership and shall be a voting member of the Board.

4.12 Terms.

(a) Directors and Alternate Directors serve at the discretion of their Chapter. It shall be the Duty of the Chapter President to advise the Association President and/or Executive Director of any change in Chapter Representatives.

(b) The Industry Representative Director serves at the discretion of the current President.

4.13 Transferability.

Membership on the Board of Directors is determined by the Chapters as outlined in Article III. If a Director or Alternate Director is no longer an Active, Associate, or Life NYAPT member as defined in Section II, or is no longer a member of the Chapter he/she shall forfeit the seat and the Chapter shall be responsible for selecting a successor and advising the Association President.

4.14 General Powers.

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

- (a) Oversee 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.

4.15 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) Approve the certification/re-certification of Chapters per Article 3.11.
- 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 or eliminate 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.

4.16 Meetings.

(a) Regular Board of Directors Meetings.

At least four (4) regular meetings of the Board of Directors (aka Quarterly meetings) should be held each year as scheduled by the Executive Board and approved by the Board of Directors. Another Board of Director's meeting can be scheduled before and/or after the Annual Conference.

(b) 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 other means of electronic communication, or upon written request of at least 25% of the Active individual members of the Association. These meetings may be held in person or by telephone conference call or other means of electronic communication where each member of said board can be clearly identified, heard and understood by all taking part. The results of any vote taken shall be binding to the Association. When meetings are not in person, voting shall be by roll-call.

4.17 Notice of Meetings.

A notice of every meeting, except a special 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 other means of electronic communication, 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.

4.18 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.

4.19 Quorum.

For any meeting of the Board of Directors a quorum shall consist of a majority of the current Board.

4.20 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. Likewise, each member of the Executive Board and the Industry Representative Board Member shall be entitled to one vote. Typically, the chair has the option of voting to make or break a tie vote. Voting may be by roll-call if and when requested by the chair, or any member of the Board with a 2nd.

4.21 Removal of Directors or Alternate Directors.

Any local Director or Alternate Director may be removed from office by an affirmative vote of two thirds of the Board of Directors present at any regular, or special 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 day’s 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 for that vote should he/she wish. The vote shall be by a roll-call vote and ordered and taken at the direction of a member of the Executive Board beginning with the President, President-Elect, Vice President, Treasurer or Secretary as is deemed necessary.

ARTICLE V – Executive Board

5.10 The Executive Board shall be the administrative body of the Association. The Executive Board 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.

5.11 Composition.

The Executive Board of the Association shall be comprised of the President, President-elect, Vice-President, Treasurer, Secretary, and the Immediate Past-President. These positions shall have been filled through an election process, including absentee ballot, of the membership at the annual meeting.

5.12 Administrative Responsibilities.

The Executive Board shall be responsible for overseeing the personnel affairs of the Association, including, but not limited to, developing, and reviewing personnel policies for, and evaluating of the Association's Executive Director and other staff. The Executive Board 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.

5.13 Meetings.

Meetings of the Executive Board may be called at any time convenient to, and mutually agreed upon, by the members of the Executive Board. The meeting may be called by the Chair or by any three (3) members of the Executive Board. These meetings may be held in person or by telephone conference call or other means of electronic communication where each member of said board can be clearly identified, heard and understood by all taking part. The results of any vote taken shall be binding to the Association. When meetings are not in person, voting shall be by roll-call.

5.14 Quorum.

A quorum for meetings of the Executive Board shall be a majority of the current Executive Board members.

5.15 Officers and Duties.

(a) 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 Board. 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 standing 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.

(b) 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 Board 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 Board and of the Board of Directors in the absence of the President.

(c) 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 Board and Board of Directors in the absence of the both the President and President-elect.

(d) 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 Board and the Board of Directors with such other duties as may be required from time to time.

(e) 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, respond to 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.

(f) Past-President

The Past-President shall be a member of the Executive Board and shall serve as the official recipient of nominations for the offices of the Association, and be responsible to chair the committee for any and all official review of, and presenting to the Board, the proposed amendments to these By-laws as prescribed in Article IX herein.

5.16 Selection.

The President-elect shall become the President at the end of each President's term of office, as the President assumes the office of Immediate Past-President. The other officers shall be selected by majority 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.

5.17 Terms.

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.

5.18 Vacancies.

A vacancy in an elected office shall be declared if more than one year remains in the term. Any vacancy shall be filled for the remainder of the term by appointment by majority vote of the Board of Directors at their next regular meeting per the following guidelines:

- (a) Past-President: Any former Past-President shall be considered for appointment. If none are available or willing to serve, the duties of the Past-President may be assumed by the President, or assigned to a designee pro-tem, with approval of the Board of Directors.
- (b) President: The duly elected President-elect shall assume the duties of President pro-tem, if able and willing to do so, for the unexpired term prior to serving their own term. If not, letters of interest shall be requested from any former Past-President starting with most recent. If more than one is received, an interview process shall precede appointment.
- (c) President-elect: first consideration to fill this unexpired term pro-tem shall be given to appointing the duly elected Vice-President. If he/she is not able or willing to move up to this vacant office, letters of interest shall be solicited from the general membership, with an interview process to precede appointment. In either case, the person serving in this pro-

tem position for the unexpired term will need to run for election in the next general election if they so desire.

- (d) Vice-President: To fill a vacancy in this office, letters of interest shall be solicited from the general membership, with an interview process to precede appointment. The appointee will be filling the unexpired term pro-tem and need to run for election in the next general election if they so desire.
- (e) Treasurer: A vacancy in this office shall be filled in the same manner as (d) above.
- (f) Secretary: A vacancy in this office shall be filled in the same manner as (d) above.
- (g) The interview referred to in this section shall be conducted by a committee appointed by the President, which will present their recommendations to the Board of Directors at the next regular meeting.
- (h) If an officer is "Acting" "Pro-Tem" for an unexpired term, they are not necessarily vacating their current office.

5.19 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 or special 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 for that vote should he/she wish. The vote shall be by a roll-call vote and ordered and taken at the direction of a member of the Executive Board not directly affected by the action beginning with the President, President-elect, Vice-President, Treasurer, Secretary, or Past-President.

ARTICLE VI – Standing Committees

6.10 General Responsibilities of Committees.

(a) The Association shall have, at a minimum, the permanent standing committees which are defined in this Article.

(1) Such standing 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 as deemed appropriate to the mission of the Association.

(2) Each Committee Chairman or his/her designee should attend and report quarterly to the Board of Directors by the chairman or his/her designee, as requested.

(3) Each Committee Chairman or his/her designee shall assist as requested with the preparation of an Annual Report to the membership.

(4) Each Committee Chairman or his/her designee shall assist the Treasurer as requested with preparing an Annual budget reflecting any financial needs of the Committee.

6.11 Composition.

(a) Each standing Committee should be comprised of at least five (5) Committee members and the Chairman.

(b) The President shall appoint the Chair of each standing Committee from among the Active members in good standing of the Association, and may remove/replace appointments at his/her discretion. The Committee Chair or his/her designee should attend and report quarterly to the Board of Directors meetings of the Association and may participate in discussion when called upon to do so.

(c) The President shall appoint the members of each Committee from among the Active, Associate and Life members in good standing of the Association, and may remove such members at his/her discretion. The Chairman may recommend members to be on the Committee.

6.12 Standing Committees and Specific Responsibilities.

(1) Awards Committee

The charge of the Awards Committee is to oversee the various awards presented by or through the Association including the application processes, criteria, selection, and presentation. This should include working with other award sponsors that want to recognize their winners via the Association functions. This Committee should include a Sub-Committee to specifically oversee the Annual Art Schock Award due to the confidential nature of this award and its presentation.

(2) Finance

The charge of the Finance Committee is to manage, analyze, audit and oversee the financial affairs of the Association and make recommendations for its future growth and stability,.

(3) Legislative

The charge of the Legislative Committee is to develop a legislative program and promote that program as related to the positions of the Association on various legislative, budgetary and regulatory matters as adopted by the Board of Directors.

(4) Long Range Planning

The charge of the Long Range Planning Committee is to develop a strategic plan and long-range goals for the Association, assist committees and others in the implementation of the plan, and assist with the development of the Annual report to the membership. The Long-Range Planning committee shall include all standing committee chairs.

(5) Member Services

The charge of the Member Services Committee is to 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.

(6) Professional Development

The charge of the Professional Development Committee is to 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.

(7) Pupil Safety

The charge of the Pupil Safety Committee is to identify issues that warrant attention from the Association and develop positions on such issues as needed and appropriate and recommend them to the Board of Directors for adoption.

(8) Scholarship Committee

The charge of the Scholarship Committee is to oversee the annual scholarship and to ensure the timely and fair disposition of scholarship funds. The Committee is charged with publicizing and soliciting applications and making decisions based on the applicants' responses.

6.13 Sub Committees.

(a) The Chairman of a standing Committee may appoint a sub-committee comprised of members of their Standing Committee, and charge any such sub-committee with a specific task if and when it will help expedite the responsibilities of the full standing Committee.

(b) The work of any such sub-committee shall be directly related to the goals of the Standing Committee, and reported back to the full Committee by the sub-committee chair.

(c) Sub-committees shall exist only until their specific charge is accomplished and reported, and are subject to re-appointment (or not) by succeeding chairs of the Standing Committee.

6.14 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 chairperson and the members of such ad hoc committees from among the Active, Associate and Life members in good standing of the Association and the President may remove/replace such chairpersons or members at his/her discretion.
- (c) Each ad hoc Committee should be comprised of at least five (5) members.
- (d) Each ad hoc Committee should attend and report quarterly to the Board of Directors, if requested.
- (e) Each ad hoc Committee should assist in the preparation of an annual report of activities to the membership if requested.
- (f) Each ad hoc committee should further consult with the Treasurer in preparing an annual budget that reflects the financial needs and activities of such committee.
- (g) Every ad hoc Committee Chair, or designated Representative should attend and report quarterly to the Board of Directors and may participate as necessary or appropriate.

ARTICLE VII – Agents and Representatives

7.10 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.

7.11 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 VIII – Fiscal Year

8.10 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 IX – Amendments

9.10 Authority.

Any Active or Associate member of the Association, as defined in Article II, Section 2.10(a) and (b) of these By-laws, may propose amendments to these By-laws.

9.11 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 February 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 March 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 a 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 days before the first day of the Annual Meeting.

9.12 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, including the Active members voting by Absentee Ballot in accordance with the written policy adopted by Board of Directors of the Association.

9.13 Effective Date.

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