

KENTUCKY PUBLIC TRANSIT ASSOCIATION, INC.

BYLAWS

ARTICLE I

The name of the Corporation shall be:

KENTUCKY PUBLIC TRANSIT ASSOCIATION, INC. heretofore referred to as **KPTA**.

ARTICLE II

Purposes

The purposes for which KPTA is formed are those set forth in its certificate of incorporation, as it may be from time to time amended, including:

- a. To disseminate information to the public and to officials of government agencies at all levels concerning the capability of public transportation to assist in the solution of pressing social problems including, but not by way of limitation, energy conservation, economic inflation, environmental pollution, and urban congestion;
- b. To sponsor, administer, and report upon projects and programs of all types designed to improve the efficiency, economy, and utility of public transportation systems;
- c. To coordinate research and investigations and to provide a forum for the sharing of the results of such research and investigations;
- d. To promote the further development and use of all forms of public transportation facilities and services;
- e. To establish and maintain cooperative relations with federal, state, and local government agencies, officials and employees;
- f. To otherwise promote the interests of public transportation systems

ARTICLE III

Basic Policies

- Section 1 - KPTA shall be non-profit and non-partisan.
- Section 2 - The KPTA name or the names of any directors in their official capacities shall not be used in connection with any commercial concern or with any political campaign on behalf of or in opposition to any candidate for public office or for any purposes not appropriately related to the promotion of the objects of KPTA.
- Section 3 - KPTA is not formed for securing a financial gain, and no part of the assets, income or profit of KPTA is to be distributed to or to inure to the benefit of its members, directors, or officers except to the extent of payment of compensation in a reasonable amount for services rendered, as permitted under the applicable law of Kentucky.
- Section 4 - KPTA shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office; nor shall KPTA engage in any activities that are unlawful under applicable federal, state, or local laws.
- Section 5 - Subject to the foregoing limitations and any other limitations imposed by law, KPTA shall have the power to represent the interests of public transportation systems through contacts with federal, state, and local government agencies, officials, and employees.
- Section 6 - KPTA shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from federal income taxation as a Corporation described in Section 501(c) (6) of the Internal Revenue Code of 1954, as amended, or (2) cause it to lose tax exempt status.
- Section 7 - Representation without Authorization: No officer, member, party or individual shall verbally or in writing without duly authorization of the Board of Directors of such appointment, claim or engage in any activities as a representative of KPTA.
- Section 8 - Membership is open to anyone regardless of age, sex, race, color, religion or national origin.
- Section 9 - The fiscal year of the Corporation shall be July 1 of each year through June 30 of the following year.

ARTICLE IV

Membership

Applicants for KPTA membership shall make application to the Treasurer in writing, enclosing payment for current dues as listed in Article XI of these Bylaws. All applications for membership shall be presented for approval to the Board of Directors at the next regular meeting following receipt of the application.

Classification of Membership

KPTA is to have members of the following classes:

- a. Larger System Members (voting): This class shall consist of agencies with authority to operate any form of organized public general transportation service through Section 5307 funds of the Federal Transit Administration within the boundaries of the Commonwealth of Kentucky. Members of this class shall have the privileges and services of KPTA and shall name a representative, with alternate, to be the voting delegate. Each large system membership in good standing shall have four (4) votes, upon the floor of the KPTA biannual membership meeting.
- b. Small System/Paratransit Members (voting): This class shall consist of entities operating a government sponsored program, including entities funded under Sections 5310 and 5311 of the Federal Transit Administration, who provide transportation services to the public and to special clientele (elderly, disabled, indigent, etc.). Each small system/paratransit membership shall have all the privileges of KPTA and shall name a representative, with alternate, to be the voting delegate. Each small system/paratransit member entity, in good standing, shall have one vote, upon the floor of the KPTA biannual membership meeting.
- c. Governmental and Regional Members (voting): This class shall consist of metropolitan planning organizations, lead agencies, designated applicants, universities, or other bodies receiving federal assistance and engaged in transportation planning, technical assistance, training, and support services to public transit operators. This class shall include the Director, or designated staff person, of the Kentucky Transportation Cabinet Office of Transportation Delivery as an Ex officio member. Each governmental and regional member entity shall have all the privileges of KPTA and shall name a representative, with alternate, to be the voting delegate. Each member entity in good standing shall have one vote upon the floor of the KPTA biannual membership meeting.
- d. Associate Members (nonvoting): This class is for individuals who are interested in promoting the purpose and function of KPTA, but cannot participate in its activities. This membership class shall have all privileges of KPTA except the right to vote.

ARTICLE V

Board of Directors

The governing body of KPTA shall be a Board of Directors that shall have the full power to do any and all things necessary or desirable in conducting the business of the KPTA, within the limits of the Bylaws. The number of voting directors shall be nineteen (19); five (5) of which shall be elected from the large system membership of KPTA; four (4) of which shall be elected from the small/paratransit membership of KPTA; five (5) of which one shall be elected from each region of the Rural Transit Assistance Program (RTAP); two (2) of which shall be elected from the governmental/regional membership; and three (3) of which shall be elected at large from among the voting membership classes without regard to membership affiliation. The officers of the Board shall be elected in accordance with Article VIII herein.

Attendance: Board meeting attendance is required. Any board member missing three unexcused consecutive Board meetings will be asked of their interest in maintaining Board membership. Upon a fourth-unexcused absence, the Board member will be asked to appoint an alternate or step down. In the event that a board member appoints an alternate to attend a meeting, that alternate must have the board member's express written consent in order to vote on any issue before the board. If no alternate is named and a fourth absence occurs, the Board member will be removed. The Board will then appoint a new Board member from the same classification as the member being replaced, for confirmation at the next Board meeting.

Vacancy: At any time, should a member of the Board of Directors be unable to complete their term, The Board of Directors shall appoint a replacement at the next Board meeting for the balance of the term in accordance with Article VIII.

Biannual Membership Meeting: The biannual meeting of the Board of Directors will be held during the biannual membership meeting, but following the election of Directors during every second year. At such meeting the Directors shall, elect officers, adopt a budget for KPTA for the ensuing year and shall transact such other business as may be appropriate. The Board shall submit to the membership of KPTA, at least one (1) month prior to the biannual meeting, the proposed budget for KPTA for the coming fiscal year, for review and comment.

Regular Meetings: Regular meetings of the Directors shall be held bimonthly on or at such time and at such place as the Board of Directors may decide. The President shall give notices of all Board meetings called by the Board or by the President at least two (2) weeks before the time of the meeting. All such notices shall, as far as practical, specify the business to be brought to the attention of the meeting. Robert's Rules of Orders shall govern the conduct of all meetings of KPTA and the Board of Directors.

Quorum: A majority of the Directors shall constitute a quorum at any regular or special meeting. If less than a majority of the Directors is represented at the meeting, they may adjourn the meeting without further notice.

Compensation: Directors shall not receive any compensation for service on the Board of Directors. The KPTA Board of Directors may authorize reimbursement for a reasonable amount of expenses incurred for meetings, whether it is a regular or special meeting of the Board or a committee meeting, subject to approval of the Board.

ARTICLE VI

Committees

Committees are to be determined and appointed by the President from time to time as need arises. The committees may include, but are not limited to:

- a. Nominating Committee: Three (3) members

The immediate Past President shall take the Chair. In the event the immediate Past President is deceased or unable to perform this function, the President shall nominate an alternate. The function of the committee is to nominate new full Board appointments in accordance to Article VII herein.

- b. Fiscal/Financial Committee: Three (3) members

The Treasurer shall take the Chair. The primary function of the committee is to report the general and specific financial viability of KPTA to the Board of Directors at each Board meeting.

- c. Executive Committee: Five (5) members

The President shall take the Chair. The Board of Directors may appoint an Executive Committee to conduct such business of KPTA as may be directed by approved motion of the full Board in accordance with the bylaws and Articles of Incorporation.

It shall be the duty of the Executive Committee to report all such business so directed to the full Board at the next official meeting of the full Board following the meeting at which the motion was approved. The full Board shall retain the right to amend or set in motion such change in the Executive Committee's action as it may find appropriate unless the original motion to the Executive Committee specifically states that the Executive Committee is granted authority to act on behalf of the full Board for a business matter raised in the original motion.

The Executive Committee shall be composed of the officers of the Corporation, plus one non-officer member of the full Board, appointed by the Board of Directors. The

length of service of the Committee shall be equal to that of the term of the Board members.

- d. Ad-hoc Committees: Five (5) members

Following Board recommendations the President shall at any time appoint ad-hoc committees to address issues stemming from functions or advocacy.

ARTICLE VII

Election of Board of Directors

Elections of members of the Board of Directors shall be held every second year at the biannual meeting of KPTA.

At least thirty (30) days prior to the biannual meeting, at which members of the Board of Directors are elected, the Nominating Committee shall convene to establish a slate of Board members for the forthcoming election. These nominations shall be announced to the voting members not less than ten (10) days prior to the opening day of the biannual meeting. Any voting member may make individual nominations to the Board at any time before the actual election or at the time of the election. Board members shall begin their terms immediately upon election and shall serve for two (2) years or until a successor is elected.

ARTICLE VIII

Elections and Duties of Directors

Officers and Election

The officers of KPTA shall be elected from the members of the newly elected Board of Directors. Election of officers will be held at the first meeting of the new Board following the biannual meeting of KPTA, or as soon thereafter as conveniently possible. A majority of the votes cast for an office shall be necessary for an election. In the event a single candidate fails to receive a majority on the first ballot, the two candidates receiving the highest number of votes shall participate in a run-off election.

Election and Term of Office

Officers shall consist of a President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the office of President.

All officers and directors shall begin their new term of office immediately after election and shall serve for two (2) years. Officers, however, shall continue in office until successors have been duly elected and have qualified. All officers are eligible for re-election to no more than three (3) consecutive terms a total of six (6) consecutive years. Appointment or succession to an office is not considered an elected term.

Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in their judgment the best interest of KPTA would be served thereby.

Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of such office. The new Board member shall be elected from the same membership class as the member being replaced, in accordance with Article V herein.

President

The President shall preside at the meetings of KPTA and of the Board of Directors and shall be an ex officio member of all committees. The President shall have the general supervision and management of the affairs of KPTA with the guidance, approval and cooperation of the Board of Directors and shall preside at all meetings of the Board of Directors. The president shall make the deciding vote when an action of the Board results in a tie.

Vice President

The Vice President shall act in the absence or disability of the President during KPTA meetings. If the Vice President is absent, the Board of Directors may select a presiding officer.

Secretary

The Secretary shall establish a quorum for each meeting, keep the minutes of the meetings of the Board of Directors, maintain a register of the members, their addresses, and such other records as is necessary to have concerning the affairs of KPTA. The Secretary shall be custodian of the Corporate records and see that all notices are duly given (when directed by the President) in accordance with the provisions of the by laws as required by law. In general the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board or Directors.

Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of KPTA and shall receive and give receipts for moneys due and payable to KPTA from any source whatsoever. The Treasurer shall deposit all such moneys in the name of KPTA in such banks, trust companies, or other depositories as approved by the Board. In general, the Treasurer will perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

All officers shall:

- (a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- (b) Deliver to their successors all official material not later than ten (10) days following the election of their successors.

ARTICLE IX

Appointive Officers

Executive Officer

An executive officer may be appointed by the Board of Directors with duties as prescribed by the Board and shall continue to hold such appointive office at the discretion of the Board.

Governmental Affairs Director

A Governmental Affairs Director may be appointed by the Board of Directors with duties as prescribed by the Board and shall continue to hold such appointive office at the discretion of the Board or pursuant to the terms of any contract entered into between the Board and such persons.

The Positions of Governmental Affairs Director and General Counsel may be combined and one attorney-at-law firm may perform the duties and responsibilities of both offices.

The office of General Counsel shall be appointed by the Board of Directors, following the submission of a Request for Proposal to select an attorney or Law Firm to perform such duties as prescribed by the Board of Directors. The Board of Directors shall direct such Counsel to conduct legal matters and represent the interest in Governmental Affairs, at the discretion of the Board.

ARTICLE X

Membership Meetings

Biannual Membership Meeting: A biannual meeting of KPTA shall be held at such time and at such place as the Board of Directors may decide. Each member shall be given reasonable notice thereof by the President. The President shall give notices of all Board meetings called by the Board or by the President at least two (2) weeks before the time of the meeting. All such notices shall, as far as practical, specify the business to be brought to the attention of the meeting. Robert's Rules of Order shall govern the conduct of all meetings of KPTA and the Board of Directors.

Regular Meetings: Regular membership meetings may be held prior to the regular meeting of the Board of Directors at a time and place as the Board of Directors may decide. Each member shall be given reasonable notice thereof by the President. The President shall give notices of all meetings at least two (2) weeks before the time of the meeting. All such notices shall, as far as practical, specify the business to be brought to the attention of the meeting. Robert's Rules of Orders shall govern the conduct of all meetings of KPTA and the Board of Directors.

At such meetings, the President shall preside. It shall be the duty of the President to report all such business to the full Board at the next official meeting of the full Board following the meeting at which the motion was approved. The full Board shall retain the right to amend or set in motion such change in the action of the membership, as it may find appropriate.

Quorum: The KPTA members present shall constitute a quorum at a biannual membership meeting. Whenever, in the judgment of the Board of Directors, it is advisable to submit a question to the membership for formal decision without conveying a special meeting for the purpose. The Board of Directors may direct the President to submit such question to the voting members of KPTA by mail ballot. A reasonable time shall be given for return of the ballots and a simple majority of the vote's cast shall be decisive upon the question except for an amendment to the Bylaws.

ARTICLE XI

Dues and Fees

All members, of whatever class, shall be required to pay annual membership dues in the amount specified in these Bylaws in order to remain in good standing and to be permitted to exercise the privileges of membership.

Dues shall be solicited annually for the upcoming fiscal year. Upon application by a member, the Board of Directors may extend the payment date or adjust the amount of the annual membership dues.

Upon affirmative votes of a majority of the entire Board of Directors, KPTA may, at any time, levy a special membership assessment in an amount deemed necessary or desirable. Such assessment may vary among the different classes and may, through the use of an appropriate formula, vary among individual members. Members shall be notified of any such assessment by notice mailed to each member's address as listed on KPTA's records. Such notice shall specify the amount of the assessment and the formula or other basis used to compute such amount.

Dues Schedule

Large System Members – Annual membership dues in the amount of \$20.00 per active bus with an effective date of July 1 each year.

Small System/Paratransit Members - Annual membership dues in the amount of \$325.00.

Government and Regional Members – Annual membership dues in the amount of \$325.00.

Associate Members – Annual membership dues in the amount of \$300.00.

ARTICLE XII

Withdrawal, Suspension and Expulsion of Members

Any member may withdraw from membership by giving written notice to that effect to the Treasurer prior to the payment of dues for the next fiscal year. A member may be suspended or expelled from KPTA by a two-thirds vote of the entire Board of Directors for violation of the Bylaws and for non-conformance to current standards of business ethics and practice. However, such member shall be given an opportunity to be heard. A suspended member may be reinstated by a two-thirds vote of the members present at a meeting of the Board of Directors.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given to any officer or Director of KPTA under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of Chapter 271A of the Kentucky Revised Statutes, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the term stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any annual or special meeting by a vote of the majority of the Directors present at such meeting. Any proposed amendments or changes in the Bylaws must be submitted to a regular or special meeting of the Board held at least one month prior to the meeting of the Board of Directors at which the proposed amendments or changes will be voted on.

ARTICLE XV

Adoption of KPTA Bylaws

This is to certify that the above Constitution and Bylaws were adopted at a regular meeting of the Kentucky Public Transit Association, Inc. held and hereto witnessed on this date.

ADOPTED:

Beecher Hudson, President Date

ATTEST:

Pam Shepherd, Secretary Date