

BYLAWS
of the
WYOMING PUBLIC TRANSIT ASSOCIATION

Originally adopted: 12-9-90
First Revisions approved: 11-2-98
Second Revisions approved: 8-15-2003
Revisions approved: 3-6-2012

CHAPTER I – GENERAL PROVISIONS

Section 1. Organization. These rules and regulations shall regulate and govern the affairs of the Wyoming Public Transit Association, hereinafter referred to as the Association.

Section 2. Authority. These rules and regulations for the Wyoming Public Transit Association were promulgated under the provisions of the Wyoming Nonprofit Corporation Act, Wyo. Statutes 17-6-100 through 17-6-117.

Section 3. Adoption. These rules and regulations shall become effective upon formal adoption of the Board of Directors of the Association.

Section 4. Amendment. Changes or amendments of these rules and regulations shall require a majority vote of the members currently entitled to full membership privileges. Voting shall be by written ballot or other technical media deemed appropriate by the board.

CHAPTER II – COMPOSITION OF ASSOCIATION

Section 1. Membership. The Association shall be composed of all persons, including but not limited to, public and private sector providers of public passenger transportation; agencies providing transportation as part of human service activities, public officials, those involved in related transportation fields, and others with an interest in supporting public passenger transit.

Section 2. Classes of Membership. The Association will have two classes of membership, Agency and Associate.

- a. Agency Member. An agency member is a transit provider operating a transit program funded by WYDOT, who pays prescribed dues and has one vote, to be cast by a designated representative of the agency; and further said member shall have honored his/her obligations for dues of this Association as prescribed by the rules and regulations herein provided. Each member under this class shall be entitled to full membership privileges.

- b. Associate Member. An Associate member shall be a vendor, consultant, governmental entity, or an individual interested in public transit. Said associate member shall have honored his/her obligation for dues of this Association as prescribed by the rules and regulations herein provided.

CHAPTER III – PURPOSES – FUNCTIONS AND POWERS

Section 1. Purpose and Functions. The Association shall be an independent, nonprofit, non-political corporation created and established for the following purposes and functions:

Purpose. The purpose of the corporation is to support public passenger transportation (transit) in Wyoming, including the following functions:

- a. Advocate. To advocate for the development and use of transit within Wyoming, and to develop moral and financial support for transit at state and local levels while continuing to advocate for high levels of federal support.
- b. Coordinate. To assist transit providers and those needing transit services to coordinate their efforts to maximize use of resources and provide the most efficient and effective service possible.
- c. Educate. To educate the public and decision makers in Wyoming as to the critical need for public transit service in Wyoming, the critical role now played by transit in provision of human services in the state, and the role transit will play in economic development of Wyoming and its communities.

Section 2. Powers. The Association shall have the power to:

- a. Sue and be sued, complain and defend, in its corporate name.
- b. Have a corporate seal.
- c. Purchase, take receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- d. Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property, franchises and income.
- e. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

- f. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, including the right to invest and reinvest its funds in shares of stock of corporation if the certificate of incorporation so provides.
- g. Conduct its affairs, carry on its operations, and have offices and exercise the power granted by Statues Section 17-222.9 in any state, territory, district or possession of the United States, or in any foreign country.
- h. Make donations for the public welfare or for charitable, scientific or educational purposes.
- i. Indemnify any director or officer or former director or officer of the corporation against liability and expense actually and necessarily incurred by him in connections with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suite or proceeding to be liable for misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the board of directors, members, or otherwise.

CHAPTER IV – BOARD OF DIRECTORS

Section 1. Directors. The Directors of the Association shall consist of nine members of the Association; five members representing the areas of the State covered by the (FTA) Rural Transit Program –

Regional

- | | |
|---|--|
| <ul style="list-style-type: none"> (1) <u>Region I</u>
Weston County
Crook County
Campbell County
Sheridan County
Johnson County | <ul style="list-style-type: none"> (2) <u>Region II</u>
Washakie County
Hot Springs County
Fremont County
Park County
Big Horn County |
| <ul style="list-style-type: none"> (3) <u>Region III</u>
Lincoln County
Teton County
Uinta County
Sublette County | <ul style="list-style-type: none"> (4) <u>Region IV</u>
Sweetwater County
Carbon County
Albany County
Natrona County |
| <ul style="list-style-type: none"> (5) <u>Region V</u>
Laramie County
Platte County
Goshen County | |

Niobrara County
Converse County

Section 9 and At-Large

- (6) One member representing the (FTA) Section (5307) Program in Cheyenne and Casper; and
- (7) (8) (9) Three At-Large members.

Three Ex Officio Member positions will include

- (1) The Governor of Wyoming or appointed representative.
- (2) The Director of the Wyoming Department of Transportation/Wyoming State Highway Department or appointed representative.
- (3) The State Manager of the Wyoming Rural Transit Program.

Section 2. Terms.

- a. The term of each director shall be two years, from January 1st of the calendar year following election to December 31st of the second year.
- b. The first election after adoption of these bylaws shall elect the regional directors from Regions 1, 3, 5, and the Section (5307) director to two year terms, and the directors from Regions 2, 4, and all three At-Large directors to one year terms.
- c. The subsequent annual elections shall elect directors to full two year terms, such that four positions are elected in one year, five the next.

Section 3. Election of Directors.

- a. Board of Directors. The election of members of the Board of Directors shall be by written ballot in December of each year.
- b. Eligibility. Only members of the association may be elected as directors. Each regional representative shall reside in the region he/she represents.
- c. Region election. Each of the regional representatives shall be elected by members who reside in their particular region through a separate ballot for that region only. Section-(5307) directors shall be elected by association members from the Section (5307) areas of Casper and Cheyenne. At-Large Directors shall be elected by a vote of all the members.
- d. Nomination Committee. The Board of Directors shall appoint a nomination committee who shall be responsible to place in the nomination candidates for the position of each of the directors whose term expires that calendar year. Members may also submit nominations, in writing, to the secretary or nominating committee chair.

- e. Nomination Procedures. All names placed in nomination by the committee or members shall be submitted to the secretary at least one month prior to the election. The secretary shall then prepare ballots and mail the ballots, and information on each nominee, to the membership by December 1st of each year.
- f. Voting. Each member shall vote using the ballots provided which will include a ballot for the member's one regional position (or the Section 5307 representative for Section 5307 members), and a ballot for each of the three At-Large positions. The executed ballots shall be returned to the secretary no later than December 15th.
- g. Election Results. The Nomination Committee shall count the ballots after the deadline, certify the results, and notify the membership of the results. The nominee who obtains the highest number of total votes cast for each position shall be elected.
- h. Duties. The duties of the Directors of the Association shall be as follows:
 - 1 The directors shall, by majority vote establish and conduct the affairs of the Association subject to the adopted policies and these rules and regulations of the Association.
 - 2 The directors shall appoint members of the Association to any vacancies among the officers or Board of Directors. Any appointments by the Board shall be interim until formal action has been taken by the Association at a regular meeting.
 - 3 The directors shall approve each calendar year's budget of the Association and shall expend funds of the Association within adopted guidelines by the Board or as amended by the Association.
 - 4 The directors shall approve by majority vote any appointments to the committees of the association, as submitted by the president.
 - 5 The directors shall approve or disapprove, by majority vote, recommendations from the committees of the Association.

CHAPTER V – OFFICERS

Section 1. Board Election of Officers. The Board of Directors shall elect officers of the Association at the first board meeting after the election of new Board members.

Section 2. Officer Positions. The officers of the Association shall consist of a president, vice-president, secretary, and treasurer.

Section 3. Terms. The term of each officer of the Association shall be one calendar year, January 1st to December 31st.

Section 4. Duties. The duties of each officer of the Association shall be as follows:

- a. The President shall have the general authority and responsibility in the administration of the Association consistent with the Articles of Incorporation and these rules and regulations. The president shall coordinate the work of committees, act as chair of the board of directors, call special meetings, and be the official spokesman for the Association.
- b. The Vice President shall advise and assist the president in performance of his duties and responsibilities. The vice president shall perform the duties of the president in the event of the president's absence or incapacity; and shall have the power to call special meetings.
- c. The Secretary shall keep an accurate record of all the proceedings of the Association, maintain proper records of membership and collect and forward dues to the treasurer.
- d. The Treasurer shall maintain proper records of revenue, pursue interest bearing bank accounts, and invest the revenues with terms most beneficial to the Association. The Treasurer shall sign all legitimate warrants of the Association.

CHAPTER VI – MEETINGS

Section 1. Annual Meetings. The annual meeting of the Association shall be the first meeting of the calendar year after the December election. Such meeting shall be devoted to the election of directors for terms beginning in the ensuing calendar year; and such other business as shall be scheduled by the directors.

Section 2. Regular Meetings. The Association shall have one regular meeting at the annual conference each calendar year. At such meetings, the Association shall consider all matters properly brought before the Association. A regular meeting may be cancelled and rescheduled by the Association at a prior regular meeting; and each member shall be notified at least four weeks in advance by the secretary of the time and place of the regular meeting of the Association. The Board may hold a meeting and vote on issues discussed utilizing a conference call or other technical media deemed appropriate by the board.

Section 3. Special Meetings. Special meetings may be called by the president or vice president of the Association by giving notice thereof to the secretary, who shall immediately notify each member in writing of the time, place and agenda of the special meeting. Notice of two weeks in advance of any special meeting shall be provided to all members.

Section 4. Executive Sessions. The Board of Directors shall meet at the office of the Association, or at a designated meeting time and place as the Board of Directors shall determine within each calendar quarter, and further provided that one of the quarterly meetings of the Board may be at the same time as the general meeting of the Association.

CHAPTER VII – GENERAL PROCEDURES

Section 1. Quorum. Five Directors of the Association shall constitute a quorum for the transaction of business.

Section 2. Voting. Each member of the Association shall be entitled to one vote. Voting on all business brought before the membership, except the election of directors shall be by voice and shall be cast in person by members. Voting for the election of directors shall be by written ballot. An affirmative vote of a quorum of the Association shall be necessary for the adoption of any resolution or other voting matter.

Section 3. Abstention. Any member of the Association may abstain from voting on any matter. The member shall disclose his abstention and the secretary shall so record in the minutes that no vote was cast by such member.

Section 4. Proxy. Any member of the Association in good standing may, by written letter, authorize any other member in good standing to represent him at any meeting of the Association. Said proxy shall have voting powers, and must submit the written proxy to the secretary at the beginning of the meeting.

Section 5. Rules of Procedures. All meetings of the Association shall be conducted in accordance with the current edition of “Robert’s Rules of Order Revised” by General Henry M. Roberts, copyright 1971, William Morrow Company, Inc., as amended by these rules and regulations.

Section 6. Proceedings. At any regular meeting of the Association, the following shall be the regular order of business:

- a. Roll call
- b. Minutes of the Preceding Meeting
- c. Communications
- d. Report of the President
- e. Report of the Secretary
- f. Report of the Committees
- g. Old Business
- h. New Business
- i. Adjournment

Section 7. Meeting Agenda. All items of business to be placed on the agenda shall be approved by the President. The agenda shall be mailed to the membership two weeks prior to the meeting.

CHAPTER VIII – FISCAL AFFAIRS

Section 1. Dues. The dues for a member shall be established by the Board of Directors. Members will receive an invoice for membership dues annually in October at the beginning of the WYDOT fiscal year. Dues for members who join in the middle of the year will be prorated on a monthly basis. Full membership or associate membership shall be awarded upon payment of dues subject to the following provisions:

- a. New Agency member voting privileges shall begin upon payment of dues.
- b. Membership dues shall become delinquent if not paid within thirty (30) days of billing.
- c. Failure to pay dues within sixty (60) days of billing shall terminate the membership. Members who are delinquent in paying dues and are dropped from membership will be charged a reinstatement fee to be set by the Board of Directors.

CHAPTER IX – COMMITTEES

Section 1. Recommended Committees. The Association may have seven committees as appointed by the Board. The members of the committees shall be appointed by the president for one calendar year of service subject to approval of the Board of Directors. Committees may be combined as needed. **Recommended** committees are as follows:

- a. **Transit Issues Committee**: Purpose is to study major non-legislative transit issues and transit regulations, to develop statewide programs to deal with these issues, and support for local transit agencies in dealing with these issues.
- b. **Continuing Education Committee**: Purpose is to develop and conduct training courses, training and education programs for Association members and other interested persons.
- c. **Legislative Committee**: Purpose is to propose transit legislation, to review transit related legislation proposals; to recommend modifications to proposed legislation from the perspective of public transit to provide membership with copies of proposed legislation, recommended modifications, and summarizing analysis of legislation; to poll the membership as to its position concerning proposed legislation, and to keep the membership informed about the progress of transit related bills in the state legislature.
- d. **Conference Committee**: Purpose is to arrange locations, dates, topics, and speakers for the fall conference; to publicize the conference, to provide information about the conference to members and other interested people; to develop a conference packet; to set conference registration fees with approval of the Board.
- e. **Public Information Committee**: Purpose is to provide an Association newsletter; to publicize the Association, its members and activities through Wyoming media, and to research questions addressed to the Association.

- f. **Nomination Committee:** Purpose is to develop a procedure for nomination of Board Members; to verify candidacy with nominees; to supervise the election process of Board Members; and to tabulate ballots.
- g. **Membership Committee:** Purpose is to keep accurate records of Association membership; to distribute a list of members to the membership; to encourage and promote membership in the Association; and, to provide membership materials to potential members of the Association.

Section 2. Temporary Committees. The president, subject to the approval of the Board of Directors, may establish additional committees to undertake additional tasks necessary to the Association. The members of these temporary committees shall be appointed by the president for no longer than one year of service subject to the approval of the Board of Directors.

Section 3. Committee Operation.

- a. Each committee chairperson shall be appointed by the president, and if possible, shall have served one year previously on the committee.
- b. Each committee shall have no less than three members. Individuals who are nonmembers may be appointed to committees.
- c. The president shall assign one board member to be liaison to each committee.
- d. The chairman of the conference committee shall be from the Host City for the subject conference, if possible.

CHAPTER X – DISSOLUTION

Section 1. The Association may be dissolved by resolution adopted by the affirmative vote of two-thirds (2/3) of the members by **written** (mail) ballot called for by resolution of the directors. If the corporation has no members, then it may be dissolved by resolution adopted by the Directors.

CHAPTER XII – ADOPTION

The original bylaws of the Wyoming Public Transit Association were officially adopted on the 9th day of December 1990 and signed by Geraldine Vincent-Haas, President of the WYTRANS Board of Directors and Hazel Chapin Secretary of the WYTRANS Board of Directors at that time.