

Revised May 12, 2014

BY-LAWS
OF
INDIANA TRANSPORTATION ASSOCIATION, INC.

ARTICLE I

Name and Purpose

Section 1. Name

The name of this Association is INDIANA TRANSPORTATION ASSOCIATION, INC.

Section 2. Purpose

The purpose of the Indiana Transportation Association is:

- To carry out the general functions of a trade organization and to provide information for its members through publications and the sponsorship of meetings and conferences.
- To help promote the interests of its members through programs of education and information outreach for its members, the general public, and special publics in Indiana and elsewhere.
- To disseminate Association information to local, state, and federal levels of government to protect, advocate, and advance the interests of its members.
- To act as a liaison with government on the state and local level in Indiana and with key governmental agencies, such as the Indiana Department of Transportation, the U.S. Department of Transportation, and the Federal Transit Administration.
- To act as a liaison with other trade organizations in Indiana, such as AARP Indiana, the Indiana Association of Cities and Towns, AARP the Indiana Citizen's Alliance for Transit, and the State Chamber of Commerce; to work with trade organizations in other states; and to act as a liaison with such national organizations such as the American Bus Association, the United Motorcoach Association, the American Association of State Highway and Transportation Officials, and the American Public Transportation Association.

ARTICLE II

Seal

Section 1. Seal

The corporate seal shall be in the form of a circle and shall set forth the full name of the Association, the word "Indiana", and the year of its incorporation.

ARTICLE III

Membership

Section 1. Admission to Membership

Membership in this association is open to those parties operating vehicles for the transportation of passengers and activities connected with, or having a community of interest with, passenger transportation; included may be private firms, co-partnerships, corporations, public transportation corporations, city departments, human service agencies, consulting firms, manufacturers, vendors, planning agencies, and governmental agencies. Membership is granted to organizations, not individuals. After favorable review by the Executive Director, membership may be granted.

Section 2. Classes of Membership

The membership shall be divided in the following divisions:

A. Operating Members

1. Private Operators

The members of this division shall consist of common and private operators engaged in charter and/or special operations and other carriers of passengers operating service between cities and towns.

2. Public Transportation Operators

The members of this division shall consist of publicly owned common carriers of passengers operating within cities and/or suburban territory in the State of Indiana, including carriers operating in multi-state urbanized areas. Any operator receiving funding from the Public Mass Transportation Fund (PMTF) shall be included in this division, but receipt of PMTF funding is not a prerequisite.

B. Associate Members

Associate membership shall be open in the following categories:

1. Governmental Agencies

This includes universities, cities, towns, counties, townships, chambers of commerce, and other associations.

2. Planning Agencies

This includes metropolitan planning organizations and other agencies involved with planning.

3. Service Providers

Members of this division shall include, but not be limited to human service agencies engaged in transportation of passengers for their own programs, university shuttle services, taxicab companies, medical transportation providers and others. Agencies providing service to the general public are also members of this division as long as it is not-for-profit and does not receive funding from the Indiana Public Mass Transportation Fund.

C. Business Members

This includes manufacturers, suppliers, consultants, or other vendors of services or materials supporting the operation of carrier members, and other members.

ARTICLE IV

Dues

Section 1. Initiation fee

There shall be no initiation fee.

Section 2. Operating Members

A. Private Operators

1 The minimum annual dues for Private Operators operating in or through Indiana shall be \$500.00.

2. The annual dues for Private Operator members shall be based on the number of revenue vehicles owned and/or operated by the member in or through the State of Indiana. Such dues shall be based upon the following schedule:

One (1) to Five (5) buses	\$500.00
Six (6) to Fifteen (15) buses	\$750.00

Sixteen (16) to One-hundred (100) buses	\$1,000.00
Over One-hundred buses (100) buses	\$2,500.00

B. Public Transportation Operators

1. The minimum annual dues for Public Transportation Operators shall be two hundred fifty dollars (\$250.00). The maximum annual dues for Public Transportation Operators shall be eight thousand five hundred dollars (\$8,500.00.)

2. The annual dues of Public Transportation Operators shall be computed as .25% (1//4 of one percent) of the amount of Public Mass Transportation Fund funding allocated to that operator by the Indiana Department of Transportation in the current state fiscal year.

3. If an operator does not receive funding from the Public Mass Transportation Fund but still qualifies as a Public Transportation Operator, its dues shall be computed at .1% of operating expenses experienced in its fiscal year immediately before the year billed.

Section 3. Associate Members

A. The minimum annual dues for an Associate Member shall be four hundred dollars (\$400.00). The maximum dues for an Associate Member shall be one thousand dollars (\$1,000.00).

B. The annual dues for the Associate Members shall be as follows:

1. Governmental Agencies	\$400.00
2. Planning Agencies	\$400.00

3. Service Provider: The annual dues of a Service provider shall be computed at .1% of operating expenses experienced in its fiscal year immediately before the year billed.

Section 4. Business Members

The annual dues of a Business Member shall be \$400.00.

Section 5. Payment of Dues

Dues should be paid in full to the Executive Director within sixty (60) days of receipt of the invoice. Dues of new members who join the Association after the 1st of January but before July 1st shall pay full dues. Those who join July 1st through December 31st shall pay one-half the annual rate.

Section 6. Late Dues

The Executive Director shall report to the Board of Directors at every meeting those members whose dues are not paid and the Board of Directors shall determine the appropriate action. When a Business Member is two years behind in dues payment, the Executive Director may remove them from the official list of active members without consulting the Board of Directors. An operating Member can also be removed from the Roster of Members by its own request or by an act of the Board of Directors. Delinquent dues shall cause the loss of voting privileges at board meetings and in votes by the General Membership and may be used by the Board of Directors as cause for the loss of membership. Delinquent dues shall be defined as dues not paid within six (6) months from the date of the invoice.

Section 7. Changes in Dues

Changes in the dues structure must be approved by majority vote of the General Membership.

ARTICLE V

Government

Section 1. Board of Directors

The general business and property of this Association shall be conducted and controlled by a Board of Directors consisting of Members to be elected as follows: all members that contribute over \$2,000.00 in annual dues, three (3) to be elected by the Private Operators from the ranks of the Private Operators, five (5) to be elected by the Public Transportation Operators from the ranks of the Public Transportation Operators, three (3) to be elected by the Associate Members from the ranks of the Associate Members, and one to be elected by the Business Members from the ranks of the Business Members. In no event shall any member organization have more than one employee on the Board of Directors.

Section 2. Terms of Office.

Board Members shall serve two (2) year terms which shall be set to begin and end at the Annual Meeting in every odd number calendar year.

Section 3. Voting Rights

A. In General Membership votes, all Members in good standing of the Association shall have one (1) vote. Each member organization shall designate one (1) employee to vote in General Membership votes and to serve as the primary contact to the Association. In Board of Director votes, all Members in good standing who are on the Board of Directors shall have one vote.

B. A quorum for the purpose of conducting official General Membership and Board of Director business shall consist of one-third of the eligible voters, plus one (1).

- C. A simple majority of those Directors present at an official Board meeting is required to establish a decision by the Board of Directors.
- D. All Members shall have voting rights in General Membership votes except for Business Members.
- E. Votes of the General Membership and of the Board of Directors can be considered official without a meeting as long as the Executive Director or President distributes and receives written or electronic ballots with a majority of the eligible voters either in favor or opposed to the proposal.

Section 4. Voting by Proxy

A. In General Membership votes, any employee of the organization may vote on behalf of the Member as long as the designated representative of the Member notifies the President or Executive Director before the meeting. If no representative can attend, the Member may vote by written ballot on a specific issue only if the Member has notified the President or Executive Director of their desired vote before the meeting.

B. In Board of Director votes, any employee of the Board Member's organization may attend and vote on behalf of the designated Board Member as long as the designated Board Member has notified the Executive Director or President before the meeting. This designated representative will count in determining a quorum. If no one can attend on behalf of the Board Member, the Board Member may vote by written ballot on a specific issue as long as they notify the President or Executive Director of their desired vote before the meeting.

Section 5. Special Assessments

The Board of Directors may choose, by majority vote, to levy a special assessment for the express purpose of funding a project to benefit a sub-group of ITA members if they determine that the project is not of mutual benefit to a majority of members. Payment of the special assessment is voluntary but the Board of Directors shall retain the power to terminate the project if the funds are not available.

ARTICLE VI

Officers

Section 1. Officers

The officers of the Association shall consist of a President, an Executive Director, a First Vice-President, a Second Vice-President, and a Treasurer.

Section 2. Elections and Appointments

The President, First Vice-President, Second Vice-President, and Treasurer shall be elected for two (2) year terms by majority vote of the Board of Directors. The Executive

Director shall be appointed by the Board of Directors. Upon agreement between the Board and the Executive Director, an employment contract of no more than three (3) years duration may be negotiated between the Executive Director and the Board of Directors.

Section 3. Standing Committees

The President may appoint the following principal standing committees, of which membership of each will consist of at least three members and the Executive Director.

Finance Committee
Legislative Committee

The Chairman of each of the committees shall be appointed by the President. The Executive Director shall be an ex-officio member of each committee. The President, on the advice of the Executive Director or the Board of Directors, may name other committees for specific purposes.

Section 4. Removal of Officers

Any officer or director of this Association may be removed from office by majority vote of the Board of Directors, for cause.

ARTICLE VII

Duties of Officers

Section 1. President

It shall be the duty of the President to call for meetings of the Board of Directors, to preside at all meetings of the Association, and at all meetings of the Board of Directors. The President shall appoint the chairmen and members of the standing committees and all other additional necessary committees and shall perform all other duties usually pertaining to this office.

Section 2. Vice-Presidents

It shall be the duty of the First Vice-President to preside at all meetings of the Association and at all meeting of the Board of Directors during the absence of the President, and to perform all the duties pertaining to that office. Upon the absence of the First Vice-President, the Second Vice-President shall assume these duties.

Section 3. Treasurer

The Treasurer shall account for the financial affairs of the Association as directed by the Board of Directors. The Treasurer shall report to the Board of Directors at each regular Board meeting.

Section 4. Executive Director

The Executive Director, under the direction of the Board of Directors, shall be the principal operating officer of the Association, and in that position shall serve as an ex-officio member of the Board of Directors. The Executive Director shall manage all business affairs of the Association, including all contractual obligations, expenditures, and receipts of funds. The Executive Director will work closely with the Treasurer and the Finance Committee on all financial matters. Each year, working in conjunction with the Treasurer and the Finance Committee, the Executive Director will present an annual operating budget for the Association to the Board of Directors for their approval. A quarterly report to the board on business and legislative matters will be presented by the Executive Director at each quarterly Board of Directors meeting.

The Executive Director shall initiate and be responsible for all official outside contacts of the Association, shall coordinate all legislative efforts, and shall act as the principal legislative contact-person. In line with the purposes of the Association, the Executive Director will maintain contact with all other associations, groups, public officials and governmental bodies that will help foster the goals of the Association.

The Executive Director will also be responsible for maintaining the web site, developing public information, and all mailings and outreach efforts; to this end, the membership list and mailing list will be kept up to date and made available upon request to all members of the Association. The Executive Director will also be responsible for keeping minutes of all board meetings.

The Executive Director shall also be responsible for coordinating and arranging for all meetings of the Board of Directors and standing committees, and shall have responsibility for coordinating all arrangements for the Annual Meeting and any other public or quasi-public meetings of the Association.

ARTICLE VIII

Duties of Committees

Section 1. Executive Committee

The officers of the Association and the Immediate Past President shall serve as an Executive Committee. The President of the Association shall serve as Chairman. The Executive Director shall serve as an ex-officio member.

The Executive Committee shall act on behalf of the Board of Directors to provide policy guidance and advice to the Executive Director when it is impractical to call meetings of the entire Board of Directors. The Executive Committee shall also be responsible for reviewing, negotiating, and providing advice to the entire Board of Directors concerning the Association's contract with the Executive Director and the Association's lobbyist.

Section 2. Finance Committee

The Finance Committee shall monitor the financial situation of the Association and shall work closely with the Executive Director and the Treasurer. A special task of the committee shall be to monitor the fiscal condition of the association and recommend the dues structure for the forthcoming year to the Board of Directors at each annual meeting of the Association. The President, or his/her designee, shall appoint members of the Finance Committee. The Treasurer shall be an automatic member.

Section 3. Legislative Committee

The Legislative Committee will work with the Executive Director in establishing the Association's annual legislative program and in promoting that program with elected officials. The Legislative Committee will be open to all members in good standing.

Section 5. Other Committees

The duties of other committees shall be prescribed by, or approved by, the Board of Directors.

ARTICLE IX

Meetings

Section 1. Annual Meeting

The annual meeting of this Association shall be held on the date at the time and place to be fixed by the Board of Directors.

Section 2. Special Meetings

Special meetings of Association members may also be held at such time as fixed by the Board of Directors, provided that not less than ten (10) days notice shall be given to each members of any such special meeting. Special Meetings of the Board of Directors may be held upon call of the President or the Executive Director, or shall be called upon the written request of at least fifty percent (50%) of the members of the Board of Directors, on not less than seventy-two (72) hours notice.

Section 3. Regular Meetings

The Board of Directors shall hold four (4) regular meetings each year, during or near the months of February, May, August and November, on the call of the President or the Executive Director, with at least ten (10) days prior notice.

ARTICLE X

Amendments

Section 1. By-Laws

The by-laws of the Association may be adopted, amended or repealed at any meeting of the Board of Directors or at the Annual Meeting by a majority vote of the General Membership, after notification has been given to all members of the Association at least thirty (30) days before this meeting.

ARTICLE XI

Suspension and Expulsion

Section 1. Members

The Board of Directors, shall have the power by majority vote, to expel, or suspend, for cause, any of its members.

ARTICLE XII

Rules of Order

Section 1. Rules of Order

Roberts Rules of Order shall be the Parliamentary authority of this Association.