

BYLAWS OF THE OREGON TRANSIT ASSOCIATION

PREAMBLE

The transportation of people is a vital public service that provides many economic, social, and environmental benefits. A wide variety of organizations deliver accessible transportation services to Oregon's residents and visitors, thereby creating mobility in different but effective ways. Cooperation among providers, funding entities, and advocates for public transportation facilitates solutions and benefits the public.

Article I NAME AND PURPOSE

Section 1 – NAME

The name of this organization is the Oregon Transit Association.

Section 2 – PURPOSE

The purpose of the Association is to assist members in the development and improvement of efficient, safe and convenient transportation services, techniques and methods, facilities and equipment.

- (a) To develop and disseminate information and assistance in connection with administrative and judicial actions and decisions of common interest to all transportation providers.
- (b) To cooperate in the development of professional growth and the maintenance of high professional standards among members of the Association.
- (c) To conduct and/or assist in research and investigation to improve public transportation.
- (d) To formulate and promote state legislation of common interest to transportation providers of this state and to oppose legislation detrimental thereto.
- (e) To promote effective communication among governmental bodies and agencies and transportation providers and assist in the development of statewide and local policies on public transit and support adoption and implementation of such policies.
- (f) To cooperate with and contribute recommendations to the Oregon congressional delegation, the American Public Transportation Association, and the Community Transportation Association of America regarding items of common interest to transportation providers in matters of national legislative actions.
- (g) To promote the development of and cooperation with organizations defined in Article II.
- (h) To do any and all things necessary and proper for the benefit of transportation providers within the state.

**Article II
GENERAL MEMBERSHIP**

Section 1 – ELIGIBILITY

The following classes of transportation providers are eligible for general membership in the Association.

- (a) Any unit of local government authorized and regulated by statute known as a Mass Transit District.
- (b) Any unit of local government authorized and regulated by statute as a Transportation District.
- (c) Any City or County in Oregon that provides transportation services.
- (d) Any federally recognized Indian tribe in Oregon that provides transportation services.
- (e) Any organization designated by the State of Oregon whose function includes the planning or providing of transportation services.
- (f) Any organization designated by the State of Oregon as a privately owned, or a partnership-owned, profit-centered business whose primary function is the transportation of the public or special categories of the public.

Section 2 – MEMBERSHIP ACQUIRED

Any eligible transit provider may become a member by notifying the Association of its decision to do so and by paying in advance the membership dues for the current year. Membership can only be continued from year-to-year by payment of the membership dues when due.

**Article III
ASSOCIATE MEMBERSHIP**

Section 1 – ELIGIBILITY

- (a) Any person, partnership, limited partnership, public or private corporation, or governmental entity not eligible for full membership.
- (b) A business or an association thereof engaged in production, sales or distribution of transit related equipment, services, or supplies, or a business or association thereof supporting and encouraging transit use among its employees.
- (c) A nonprofit organization that advocates for expanded or improved public transportation service.
- (d) Divisions of local, state, or federal government

Section 2 – VOTING

Associate members shall not have voting privileges unless elected to the Board of Directors and only on matters requiring a vote by the Board of Directors.

Section 3 – MEMBERSHIP ACQUIRED

Any applicant for associate membership may become an associate member by notifying the Association and by paying in advance appropriate membership dues established in

Section 3 for the current year. Membership can only be continued from year-to-year by payment of the membership dues when due.

Article IV BOARD OF DIRECTORS

Section 1- MEMBERSHIP

The Board of Directors shall consist of a representative from the following dues paying members as shown.

- (a) One (1) from Tri-Met
- (b) One (1) from Salem-Keizer Transit
- (c) One (1) from Lane Transit District
- (d) One (1) from Rogue Valley Transportation District
- (e) One (1) from Basin Transit Service Transportation District
- (f) One (1) from Cascades East Transit
- (g) Two (2) from transportation districts with population less than 50,000.
- (h) Two (2) from City, County, Municipal Government or federally recognized Indian tribe in Oregon.
- (i) Two (2) from a Private, Non-Profit Organization
- (j) One (1) from a Private, For-Profit Organization
- (k) One (1) from a Rural Transportation Provider
- (l) One (1) member at large
- (m) One (1) from the Transportation Options Group of Oregon
- (n) The Administrator of the Oregon Public Transit Division

If there is no representative willing to serve as a Director in any of those members listed in this section, the position or positions may be filled by the Board of Directors from members at large until the next election. Board of Directors terms shall be for a period of two years and there is no limit on the number of terms that a Director may serve.

An Associate member may be elected to the Board of Directors and may have voting privileges only on matters requiring a vote by the Board of Directors.

Section 1.1 – EXECUTIVE DIRECTOR

The Executive Director of the Association shall serve as an ex-officio member of the Board of Directors.

Section 2 – HOW ELECTED

Directors for membership categories (a) through (f), (m), and (n) shall be appointed by their organizations to serve. Directors for membership categories (g) through (l) shall be selected by an election of the voting membership of the Oregon Transit Association. The election shall be held at the annual meeting in odd numbered years. Directors can be either elected or appointed officials of transportation providers as defined in Section 1- Membership.

A policy determining how membership is nominated and elected to serve on the Board of Directors should be drafted and kept current with all other Oregon Transit Association Policies and Procedures.

Section 3 – DISQUALIFICATION

In the event a Director leaves his or her position as an official of a member organization, his or her position shall be declared vacant.

Section 4 – VACANCIES

- (a) Vacancies on the Board shall be filled by appointment by the Board of a representative from the category of membership vacated within sixty (60) days of vacancy.
- (b) A position on the Board of Directors shall be declared vacant when a person holding such a position fails to attend in person or by phone two consecutive duly called meetings for which such person has received notification except when a person is prevented from attendance due to illness, absence from the state, or previously excused by the President.
- (c) A Director may resign in writing, at any time, to the President thereby creating a vacancy.

Section 5 – MEETINGS AND QUORUM

Regular meetings of the Board shall be held no less than quarterly at a time and place to be determined by the Board. A quorum exists when 50% of the voting members of the Board of Directors are present and accounted for. The President shall vote only in the event of an even (tie) vote. Special meetings of the Board may be held at the call of the President or at the request of any three members by giving not less than five (5) days' notice.

Section 6 – CONFERENCE CALL MEETINGS

Notwithstanding any other Section under this Article, a meeting of the Board of Directors may be held by telephone conference call if the notice and quorum limitations are met.

Section 7 – DUTIES AND POWERS

The Board of Directors shall have general supervision over all affairs of the Association subject to the will of the Association expressed at any duly called meeting. The Board of Directors shall appoint the Executive Director who shall hold office at the pleasure of the Board. The Board of Directors shall formulate policies of the Association subject to the expressed will of the Association and shall direct the activities of the Executive Director. The Board of Directors shall do any and all things necessary to accomplish the purpose of the Association.

Article V
OFFICERS AND EXECUTIVE COMMITTEE

Section 1 – OFFICERS

The officers of the Association shall be the President, Vice President and Treasurer, each of whom shall be elected by and from the Board of Directors. The officers, Immediate Past President, and the Director representing TriMet, if not an active officer, shall comprise the Executive Committee.

Section 2 – TERMS OF OFFICE

All officer terms shall be for a period of two years or until a successor is elected. Elections will take place at the January Board Meeting of even-numbered years. An officer may not serve more than two consecutive full terms in any given office.

Section 3 – VACANCIES

Except for vacancy in the office of the President, any vacancy in office shall be filled by the President subject to the approval of the Board of Directors within sixty (60) days of the vacancy. If the office of President becomes vacant, the Vice President shall immediately succeed to the office of President and complete that term. Whenever an individual is appointed to complete a term or the Vice President succeeds to the office of President and less than 50% of the term remains, this individual may serve two full consecutive terms following this term.

Section 4 – EXECUTIVE COMMITTEE

The Executive Committee shall have the power to act on behalf of the Board of Directors consistent with direction given by the Board of Directors.

Article VI
COMMITTEES

The Board of Directors shall select active members of the Association for membership to the various committees needed for the business of the Association.

Section 1 – LEGISLATIVE COMMITTEE

The Legislative Committee shall consist of the Executive Committee and any number of active members as the Board determines. The Board of Directors shall formulate legislative policies and shall direct the legislative activities of the Executive Director. The Legislative Committee may request members to attend legislative hearings for the benefit of the Association and its members.

Section 2 – NOMINATING COMMITTEE

The President of the Association shall appoint a Nominating Committee for the purpose of nominating a slate of Directors. Nominations will be submitted to the Board of Directors prior to the annual meeting.

Section 6 – OTHER COMMITTEES

The President may, with the approval of the Board of Directors, appoint such other committees as necessary.

**Article VII
FINANCES**

Section 1 – BUDGET

- (a) The Executive Committee shall prepare and submit to the Board of Directors prior to the April Board Meeting a proposed budget for the Association for the ensuing fiscal year which shall adequately provide for all activities of the Association.
- (b) An annual financial review shall be conducted by an external accounting firm and results distributed to the Board of Directors. The Board of Directors shall have discretion to determine how rigorous the financial review shall be each year.

Section 2 – GENERAL AND ASSOCIATE MEMBERSHIP DUES

The membership dues shall be based upon the Association’s approved budgetary requirements and will be assessed to the membership. The Board shall determine the dues structure for all categories of membership and may adjust dues in exceptional circumstances.

Section 3 – BILLING

Billing for the annual membership dues for the fiscal year July 1 through June 30 will be sent out by June 30 of each year and dues are to be paid by August 1 of each year. Billing may be prorated for new members and is to be paid within thirty (30) days of membership.

Section 4 – ACCOUNTING

Annual dues shall be accounted for and shall not be expended unless authorized by the adopted budget and only for the purposes of the Association.

Section 5 – EXPENDITURES

Detailed reports of receipts and expenditures shall be made to the Board of Directors at their regularly scheduled meetings.

Section 6 – OPERATING RESERVES

The Oregon Transit Association shall maintain a minimum cash reserve of 25% of the annual budget to cover any unexpected budgetary problems of the Association. This reserve can be increased from any source such as, budget year end surpluses or conference revenues. Any expenditure that is not part of the approved annual budget must be approved by the OTA Board and shall come from budget reserves in excess of a minimum 25% budget reserve. A reduction of the reserve below 25% shall only be by a super majority or 2/3 majority vote of the current OTA Board of Directors.

**Article VIII
ASSOCIATION OFFICE & EXECUTIVE DIRECTOR**

Section 1 – ASSOCIATION OFFICE

There shall be maintained an Oregon Transit Association office at which all pertinent Association papers, files and property are to be kept. The Association office will be staffed by the Executive Director and other employees of the Executive Director's choosing. Office staff shall be accessible to members and to the public by phone, fax and electronic communications.

Section 2 – EXECUTIVE DIRECTOR

- (a) The Executive Director shall be a qualified individual and a resident of or operate a business entity registered in the State of Oregon. Educational and experience requirements shall be determined by the Board of Directors.
- (b) The Executive Director is responsible for the maintenance of the Association office and staff and for Association communication, membership, finances, public relations/marketing, legislative activities and all other activities as determined by the Board of Directors.
- (c) The Executive Director shall be either a contractor or employee of the Board of Directors and shall serve at the pleasure of the Board.

Section 3 – SALARY

The Executive Director shall receive a salary or contracted monthly amount, which shall be fixed by the Board of Directors, and may be adjusted annually during the performance evaluation period. Any merit adjustments will be based upon performance, as determined by an annual review by the Executive Committee. This annual evaluation will be developed by the Executive Committee with the approval of the Board of Directors.

Section 4 – OFFICE EXPENSES

All budgeted expenses connected with the operation of the Association office and all budgeted travel expenses incurred by the Executive Director shall be paid by the Association.

**Article IX
MISCELLANEOUS**

Section 1 – ANNUAL MEETING

The annual meeting of the Association shall be held at the discretion of the Board of Directors prior to the first day of November. The place of the meeting shall be determined by the Board of Directors. The program of the meeting shall be arranged by or under the direction of the Board of Directors.

Section 2 – SPECIAL MEETINGS

Special meetings for the entire Association may be called by an affirmative vote of two-thirds of the Board of Directors.

Section 3 – SEMINAR/TRAINING MEETINGS

Seminar or training meetings may be called any time by the Board of Directors for the benefit of one or more categories of transportation providers as describes in ARTICLE IV, Section 1 or for transportation providers interested in a particular subject.

Section 4 – PARLIAMENTARY RULES

All questions of parliamentary procedure shall be decided according to Robert's Rules of Order, Newly Revised.

Section 5 – VOTING

Each member transit provider represented will be entitled to one vote at all meetings at which the vote of the membership is appropriate. The vote shall be cast by the official representative of the transportation provider. The voting member shall be noted during the registration at the annual meeting. Alternate delegates may be named to vote during the absence of the official Representative, as described in Article II, Section 1.

Section 6 – PROPERTY

This Association is authorized to purchase, receive, hold and manage property, both real and personal, and may lease, sell or otherwise dispose of the same.

Section 7 – NOTICES

All notices herein shall be in writing and delivered via mail, email, or fax.

Article X
BYLAWS

Section 1 – AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors at a regular meeting of the Board or at a special meeting of the Board duly called and held.

Section 2 – DISTRIBUTION OF AMENDMENT TO BYLAWS

All members of the Board of Directors and all members of the Association shall be mailed or e-mailed a written copy of the proposed amendment(s) with statement of reason not less than fourteen (14) days before the matter is voted upon by the Board of Directors. Any amendment to these bylaws shall become effective immediately upon approval by the Board of Directors.

Adopted 10/28/86
Revised 06/25/90
Revised 05/15/91
Revised 06/03/91
Revised 06/12/91
Revised 01/17/95
Revised 10/28/97
Revised 02/08/00
Revised 01/08/02
Revised 11/08/04
Revised 4/11/06
Revised 2/12/08
Revised 2/5/09
Revised 10/11/11
Revised 10/9/13