

BYLAWS OF THE MINNESOTA PUBLIC TRANSIT ASSOCIATION (MPTA)

The Minnesota Public Transit Association was organized as a non-profit corporation under the provisions of the Minnesota Non-profit Corporation Act, Minnesota Statutes, Chapter 317, September 2, 1983. The Minnesota Public Transit Association received 501 (C) (6) status on March 29, 2004.

ARTICLE I - Name/Location

Section 1.1

The name of the corporation shall be the Minnesota Public Transit Association (MPTA).

Section 1.2

The registered office or registered agent of MPTA required by the Minnesota Non-profit Corporation Act to be maintained in the State of Minnesota may be, but not be, identical with the principal office in the State of Minnesota, and the address of the registered office or the name of the registered agent may be changed from time to time, and its meetings may be held at any location as determined by the members.

ARTICLE II - Purposes

Section 2.1

The purposes of the association are as follows:

- A. To represent to the people of Minnesota, and to their elected and appointed representatives, the importance of public transportation, and the necessity of encouraging the improvement of and the use of public transit systems, irrespective of its structure and ownership, operating within the State of Minnesota.
- B. To study, analyze, investigate and make recommendations, and to adopt resolutions promoting and endorsing, any and all activity by local, county and state government involving the regulations and operations of public transit systems, or to participate in such activities nationally at the discretion of the Board of Directors.
- C. To actively engage in the design and improvement of legislative and regulatory provisions under which public transit systems operate, with a view of assuring the utility and effectiveness of public transit.
- D. To provide a medium of exchange of experiences, discussion and comparative study of industry problems.
- E. To promote research and investigation to the end of improving public transportation.
- F. To aid members in dealing with special problems.
- G. To encourage cooperation among its members, their employees and the general public.

- H. To represent in the State of Minnesota the common policies, requirements and purposes of public transportation.
- I. To perform any and all duties and enter into any agreements, and sign any and all documents necessary and incidental to achieve the foregoing purposes.

ARTICLE III -Membership

Section 3.1

Membership shall include: Member, Associate, Participating, Social Service Agency and Individual. Membership shall be assessed annual dues or fees as outlined under Article IV. Classes of membership may be added, changed, or deleted by amending these bylaws.

- A. Member organizations shall include operators of transportation service to the public within the State of Minnesota or, alternatively, a governmental entity or agency that contracts for or subsidizes the provision of such service.
- B. Associate members shall include companies or individuals doing business relative to public transit.
- C. Participating members shall include transit systems from any state outside of Minnesota, group or organization which lends their support to the objectives and activities of the association.
- D. Individual members shall include any individual who lends their support to the objectives and activities of the association.
- E. Section 5310 or Social Service Agency members shall include any Section 5310 or Social Service Agency which lends their support to the objectives and activities of the association.

Section 3.2

Qualification for membership, voting and rights of members of MPTA may be added, changed, or deleted, by amending these bylaws.

- A. Members may have no more than one representative elected to the Board; may serve on any standing or ad hoc committee of MPTA; and shall be entitled to one vote for each member company or organization he/she represents. At each annual meeting, each member shall designate an official representative to exercise its power to vote. The vote of a member may be cast either by its official representative or by its proxy executed in writing. No proxy shall be valid after eleven months from the date of its execution. The election of officers and the directors may be conducted by mail.
- B. Associate members may elect one member to serve on the Board. Associate members have the right to attend all meetings, privileges of the floor, and such services of the association as may be prescribed from time to time by the Board, and shall be entitled to one vote for each member company or organization he/she represents. At each annual

meeting, each associate member shall designate an official representative to exercise its power to vote. The vote of an associate member may be cast either by its official representative or by its proxy executed in writing. No proxy shall be valid after eleven months from the date of its execution. The election of officers and the directors may be conducted by mail.

- C. Participating members have the right to attend all meetings, privileges of the floor, and such services of the association as may be prescribed from time to time by the Board, but shall be non-voting members.
- D. Individual members have the right to attend all meetings, privileges of the floor, and such services of the association as may be prescribed from time to time by the Board, but shall be non-voting members. Individuals that work for an operator may join as an individual member provided they do not represent the interests of the operator or join at this level to avoid operator dues.
- E. Section 5310 or Social Service Agency members have the right to attend all meeting, privileges of the floor, and such services of the association as may be prescribed from time to time by the Board, but shall be non-voting members. A Section 5310 or Social Service Agency may become a voting member simply by paying dues as an operator.

ARTICLE IV-Dues and Assessments

Section 4.1

The Board shall determine and assess annual membership dues at a level consistent with funds needed to accomplish Association business, to attract new members and retain existing members. Dues for members shall be on a graduated scale based on their operating budgets or other methods as deemed appropriate by the Board.

Section 4.2

When in the opinion of the Board, it is necessary to assess members to accomplish mutually beneficial purposes such assessment shall be levied against members only and shall be prorated on basis equal to the percentage of annual dues for each such member as it compares to the total annual dues of all members. Such assessment, however, shall be made only after approval of not less than two thirds (2/3) vote of the members of the corporation. Such approval may be indicated by mail vote and shall be entered on the minutes of the corporation.

Section 4.3

To be in good standing and entitled to vote, a member's dues and assessments must be fully paid.

Section 4.4

Dues for each calendar year are payable no later than March 31st of each year. Dues are collected based on the calendar year.

Section 4.5

New members joining on or after October 1st shall pay full annual dues which shall apply to the following calendar year.

ARTICLE V- Board of Directors

Section 5.1

The number of voting members on the Board shall be 16 members, composed of four (4) officers to include President, Vice President, Secretary and Treasurer, and twelve (12) directors. The Past President and a representative of MnDOT serve as ex-officio non-voting members of the Board. In the event that the Met Council does not have an elected member to the Board, they may serve as an ex-officio non-voting member of the Board.

- A. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors, and shall serve until the next regular election.
- B. The Board shall be comprised of elected members, the immediate past president, a representative of MnDOT, and one elected representative from the Associate Members, all in good standing with the Minnesota Public Transit Association.
- C. Directors missing four consecutive Board meetings within a calendar year may be removed from the Board.

Section 5.2

The Board shall have the powers usually possessed and exercised by like directors of non-profit corporations in the State of Minnesota, and shall have such powers as are expressly conferred on them by the membership of the Minnesota Public Transit Association.

- A. A majority of the number of voting directors shall constitute a quorum for the transaction of business.
- B. The Board may employ or contract for an executive assistant and/or other professional, personnel as are necessary to carry out the functions, goals, and objectives of MPTA. The Board shall approve all employment agreements and contracts. In the event an Executive Assistant is employed by MPTA, that person shall serve as an ex-officio, non-voting member of the board.
- C. The Board shall hold regular meetings at least one each quarter of the year, for the purpose of conducting necessary business of MPTA, and to provide guidance and direction to employees or contractors employed by the association. Said meetings may be held at any location within or without of the State of Minnesota, by conference telephone or other such electronic media available to all board members, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.
- D. Any member in good standing may attend a meeting of the Board, and shall be allowed the opportunity to provide input.

- E. The President calls meetings of the board. Any four members of the board may compel the President to call a special meeting. Notice of meetings shall be in writing, by telephone or electronic mail, at least seven days prior to the meeting time.

Section 5.3

Director conflict of interest. No contract or other transaction between the MPTA and one or more of its directors, or between the MPTA and any other corporation, firm, association, or entity in which one or more of the directors are directors or officers or have material financial interest, shall be entered into by the corporation, unless the fact of such relationship or interest is disclosed to the Board of Directors.

Section 5.4

Duties of Officers and Committees. Members of the Board shall serve concurrently as officers of MPTA, to include President, Vice President, Secretary, and Treasurer. Officers shall serve a term of two years with election at the annual meeting on odd numbered years.

- A. The President shall serve as Chairperson of all meetings of the association or the Board; shall have general supervision and management of the affairs of the association; shall appoint all committees, either standing or ad hoc; and shall represent or designate a representative of MPTA to act on its behalf for the mutual benefit of the members. The designation of any such committee shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law. The President shall perform such other duties as ordinarily pertain to this office.
- B. The Vice President is empowered to act, in the absence or disability of the President, on behalf of the President in all association matters. If neither the President nor the Vice President is able to act, a member of the Board of Directors to be selected by the Board at a meeting or by mail ballot or electronic mail ballot, shall perform the duties of the President during the period of the absence or disability of the President and the Vice President.
- C. The Secretary shall take minutes, to include a record of those present, at all meetings of the membership and the Board, and shall provide copies to all members as soon as conveniently possible. In the absence of the secretary at any meeting, the President shall appoint a Secretary pro-tem. The Secretary shall maintain a complete and correct record of all minutes, correspondence, and business transactions for MPTA
- D. The Treasurer shall collect all annual dues and meeting fees, and shall authorize all budgeted disbursements. Any non-budgeted items must receive prior approval by the President. Each check shall be signed by the Treasurer or another designated Board member or President. The Treasurer shall maintain complete and correct records of all financial transactions to include, but not limited to, a listing of all paid members, revenues and expenditures. The Treasurer shall make regular reports to the membership on the financial status of MPTA, and shall make available all financial records for the purpose of audit or inspection by the members, or designated committees.

ARTICLE VI – Board Resolutions

Section 6.1

The Board may adopt resolutions to guide its operations and the operations of any committee appointed by the Board.

Section 6.2

The Board shall, each calendar year prior to the start of the Legislative session, pass a resolution adopting a legislative agenda which states MPTA's position on issues that may come before the Legislature. Upon adoption, the Board shall distribute the legislative agenda to the membership. Any subsequent amendments or changes to the adopted legislative agenda must be adopted by a vote of the Board.

Section 6.3

The Board shall each year adopt a resolution appointing a conference planning committee and chairperson.

ARTICLE VII- Financial Affairs

All monies and funds and accounts of the Association received by the Treasurer, as stated in Article V, shall be deposited in a commercial checking or savings account. Checks may be drawn upon said account upon the signature of the Treasurer or another duly appointed representative from the Board. The affixing of the signature of any one of the above is the legal authority necessary for the depository bank to pay said check. The Board may at its discretion establish policies and procedures for the management of MPTA's financial affairs, including periodic audits.

ARTICLE VIII- Vacancies

If the office of any director or officer becomes vacant by any reason whatsoever, the directors by a majority vote may choose a successor who shall hold office for the unexpired term. Any director or officer may resign his office at any time. Such resignation to be made in writing.

ARTICLE IX- Meetings

The annual membership meeting of MPTA shall be in the fall of each year or at such other time as determined by the Board. Members shall be notified in writing, by phone or other electronic media of any meeting of the general membership at least ten days prior to the meeting, giving the location, time, and proposed purpose. All meetings shall include, as part of the agenda, a business meeting for the purpose of transacting MPTA business. A simple majority vote of the voting members in attendance in person or by proxy at any meeting shall be sufficient to carry any motion. The method of voting may be by voice, show of hands, or by ballot.

ARTICLE X - Elections

Section 10.1

Elections for president, vice president, secretary, treasurer and associate member representative to the board shall be held in odd numbered years at the Association's annual meeting, or the Board may order an election by mail ballot of the members of the Association. These individuals shall serve two-year terms.

Section 10.2

Members of the Board, excluding those holding the offices of president, vice president, secretary and treasurer, shall be elected to three-year terms of office, staggered in such a way that elections are held each year for approximately one-third of the non-officer board seats.

Section 10.3

Nothing in these by-laws should be construed to impose term limits on any member's service to the Association. Members can serve in elected office for as many consecutive or non-consecutive terms as the general membership deems appropriate through the election process.

Section 10.4

At least thirty days prior to said annual meeting of the association the President, with the approval of the Board, shall appoint a nominating committee of three members which shall solicit nominations for elections at the next annual meeting.

The nominations shall be announced to the voting members not less than thirty days prior to the opening day of the annual meeting of the association. Any voting member may make individual nominations to any of these positions at any time before the actual election.

Election to office at the annual meeting may be by voice vote or by written ballot. A majority of the votes cast shall be necessary to an election.

Section 10.5

At least thirty days prior to said annual meeting of the association, the nominating committee shall solicit nominations for the Associate Member representative on the Board from all Associate Members. Only Associate Members shall vote on the Associate Member representative, and such election shall be carried out consistent with the procedures of Section 10.1.

ARTICLE XI - Amendments

These bylaws may be altered, amended or repealed at any regular meeting of the Minnesota Public Transit Association or by mail ballot of the members of the Association by a majority (2/3) vote of members present or represented by proxy, provided that any change in the bylaws has been submitted in writing at least thirty days prior to a regular MPTA meeting or mail ballot.

ARTICLE XII - Fiscal Year

The fiscal year of the association shall end on the 31st day of December in each year.

ARTICLE XIII - Parliamentary Manual

The meeting of this corporation shall be conducted in accordance with the current edition of Robert's Rules of Order in all matters not specified in these bylaws.

ARTICLE XIV - Dissolution of Association

The Association may be dissolved upon a two thirds (2/3) majority vote of regular association members. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, return each member's current year membership dues or a portion thereof based on a pro-rate share.

All remaining assets in the possession of the corporation shall be forfeited and transferred to a charity as shall at the time qualify as an exempt organization under the Section 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The charity shall be selected upon a majority vote of the members of the Board of Directors. The transfer cost, attorney's fees, and liquidation costs of the dissolution and transfer of assets shall be borne as a normal and natural expense of dissolution. The Board of Directors, upon two-thirds majority vote, shall approve the liquidation and transfer of assets to the specified charity within thirty days after notice of selection of said charity.