

NATIONAL SCHOOL
TRANSPORTATION ASSOCIATION, INC.
BYLAWS
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NATIONAL SCHOOL
TRANSPORTATION ASSOCIATION, INC.
BYLAWS

ARTICLE I NAME

Section 1: The name of this organization shall be the National School Transportation Association, Inc. (hereafter referred to as the Association), a not-for-profit corporation incorporated in the Commonwealth of Virginia.

ARTICLE II: OBJECTIVES, POSITIONS, POWERS

Section 1: Objectives of the Association

- a) To promote and foster the highest degree of safety in the transportation of school children through appropriate education and training of personnel within the industry.
- b) To work for the preservation and extension of the transportation of children on the yellow school bus by private contract operators as well as protecting the interests of the members of the Association.
- c) To advise and inform Association members relative to industry problems and changes in laws and regulations of local and federal bodies pertaining to school buses and their operation, to further communicate and disseminate information to the public, legislators, government administrators, other allied industries and/or associations in the advancement of school bus transportation.
- d) To promote and foster the interests and general welfare of the members of the Association.
- e) To obtain a national recognition of the Association and improve the public's knowledge and image of school transportation in general.
- f) To assist in the organization of state contract- operator school bus associations in states where such associations do not presently exist and communicate and disseminate information among all existing associations and their members in order to raise the standards of this industry throughout the United States.
- g) To promote standardization of school bus specifications.
- h) To engage in any lawful business incidental to or of a nature similar to these listed objectives which may be deemed advisable and to perform all lawful acts and things which may be deemed necessary or convenient in the conduct of the business of the Association.

Section 2: Powers

The governing body of this Association is the Board of Directors which retains the inherent powers to pursue the above objectives.

ARTICLE III: MEMBERSHIP

Section 1: Voting Membership

The voting membership in this Association shall be limited to independent school bus contract-operators which are any persons, firms, partnerships, or corporations operating as owners or lessees of one or more vehicles engaged primarily in the transportation of school children. If any person, firm or partnership, or corporation owns and controls one or more subsidiaries operating as owners or lessees of one or more vehicles engaged primarily in the transportation of school children, then the voting membership shall reside with the parent company and the dues basis shall include all vehicles commonly owned and controlled by the parent. The membership year runs from April 1 to March 31.

Section 2: Non U.S. Contractor Members

A Non U.S. Contractor Member is any school bus contractor operator providing school bus service under contract exclusively outside of the United States. Annual Dues will be discounted 40% of the total number of vehicles they operate. For example, a Canadian company operating 100 school buses in Canada and no buses in the United States would pay dues as if they were operating 60 school buses in the United States. If that same company was awarded a contract within the United States for 30 school buses the company would pay dues for all 30 school buses as well as 60% of the school buses they operate outside of the U.S.; in this case 60 for a total of 90 dues vehicles. The membership year runs from April 1 to March 31.

These companies have voting privileges except on government relations issues.

Section 3: Non-Voting Membership

Policies governing the participation of Non-Voting Members described in the following categories shall be determined by the Board of Directors. Non-Voting members may serve on committees other than Nominating, Executive, or Finance.

a) Associate Member

Any state school bus contract-operators' association having duly elected officers. The membership year runs from January 1 to December 31.

b) Vendor Partner Member

Any person, firm, partnership, or corporation engaged in the manufacturing or production of school buses, school bus bodies, or school bus chassis and those engaged in providing services or equipment necessary to the operation of school buses. The membership year runs

- from January 1 to December 31.
- c) Public Member
Federal, State, County and Local school district officials responsible for or concerned with pupil transportation. The membership year runs from January 1 to December 31.
 - d) Press Member
Any member of the press concerned with or interested in pupil transportation.

Section 4: Honorary Life Membership
An Honorary Life Membership without voting rights may be conferred upon a person at such time and under such terms as the Board of Directors shall determine. Such memberships shall be complimentary.

Section 5: Suspension, Expulsion or Termination
Any member may be suspended or expelled for non- payment of membership dues, breach of terms or conditions of these Bylaws or violations of a provision or provisions of the Code of Ethics of the Association, if adopted.

ARTICLE IV: DUES AND ASSESSMENTS

Section 1: Establishment of Dues
Dues of all categories of members of this Association shall be fixed from time to time by vote of the Board of Directors adopted at any regular or special meeting, provided notice is given pursuant to these Bylaws that such subject shall be considered at such regular or special meeting.

Section 2: Special Voluntary Assessments
At any annual or special meeting of the Board of Directors, called for the purpose of making an assessment, a two-thirds vote of the entire Board shall be required to approve such assessments and for this purpose the members of the Board may vote in person or by ballot transmitted by mail or email.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The annual meeting of the membership shall be held in June, July, or August. It shall be the duty of the Secretary to give at least thirty (30), but not more than sixty (60) days prior notice of such meeting to all Voting Members by mail.

Section 2: Special Meeting

Special meetings of the membership may be held upon the call of the President, , or upon the direction in writing of the majority of the Directors or upon the written direction of a majority of the members qualified to vote. The Secretary shall give at least thirty (30) but not more than sixty (60) days notice of any such meeting, which shall indicate the purpose of the meeting.

Section 3: Voting

At all membership meetings of the Association each Voting Member shall have one (1) vote and may vote in person only, unless otherwise stated in these Bylaws. A majority vote of these Voting Members present and voting shall govern.

Section 4: Quorum of Members

A quorum shall consist of a majority of those Voting Members registered at an annual membership meeting in order to legally transact Association business.

Section 5: Cancellation of Meetings

The Board of Directors may cancel any Association meeting for a just cause and promptly call for an adjourned meeting.

Section 6: Rules of Order

The meetings and proceedings of the Association shall be regulated and controlled according to the current edition of Robert's Rules of Order (Newly Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 7: Anti-trust Statement

The Association's anti-trust statement will be included with all meeting materials and recognized at the beginning of each Association meeting.

ARTICLE VI: OFFICERS

Section 1: Elected Officers

The elected officers of the Association shall be a President, a President-elect, and a Secretary/ Treasurer, and they shall be elected as provided in the Bylaws.

Section 2: Qualifications for Office

Any Voting Member in good standing or officer(s) or employee(s) of such Voting Member shall be eligible for nomination and election to any elective office of this Association. No member shall hold more than one elective office at a time.

Section 3: Nomination of Officers

In compliance with the Bylaws, the Nominating Committee shall prepare and submit to the members a nomination for President, President-elect, and Secretary/Treasurer at the annual membership meeting. Nominations for elective offices may also be made by Voting Members by transmitting a written nomination to the Secretary/Treasurer of the Association or any other person he or she designates, which nomination must be received at least thirty (30) days before the meeting of the Membership of the Association at which the election is to take place, and which nomination must be signed by Voting Members representing at least five percent (5%) of the Voting Members of the Association.

Section 4: Election and Term of Office

Voting by ballot will be required when more than one nominee seeks an elected office, otherwise a voice vote is permissible. Each officer shall serve a one year term or until their successor is elected and the term of each office shall begin at the close of the annual general membership meeting at which they are elected or re-elected. Each officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5: Re-Election

No person shall serve as President, President- elect, or Secretary/Treasurer of the Association for a period of more than two consecutive years.

Section 6: Vacancies - Removal

Vacancies may be filled for the balance of the term thereof by the Board of Directors upon recommendation of the Nominating Committee at any regular or special meeting. The Board of Directors, at its discretion, by two-thirds vote of all of its members present may remove any officer from office for just cause.

Section 7: Succession of Officers due to Vacancy

A vacancy in the office of President shall be filled by the immediate succession of the President-elect until the next annual meeting. A vacancy in the office of the President-elect shall be filled by the Secretary/Treasurer until the next annual meeting. A vacancy in the office of Secretary/Treasurer shall be filled by a

majority vote of the Board of Directors for the unexpired term.

ARTICLE VII: DUTIES OF OFFICERS

Section 1: President

The President shall be the chief elected officer of the Association and serve as Chairman of both the Board of Directors and Executive Committee. He shall also serve as a member, ex officio, of all standing committees.

He shall make all required appointments of standing and special committees, and he may appoint such study groups, task forces or other groups to address issues and matters of interest to the Association.

Section 2: President-elect

The President-elect shall, in the absence or disability of or failure to act by the President, exercise the powers and perform the duties of the President. The President-elect shall perform other such duties as may be delegated to him by the President or Board of Directors.

Section 3: Secretary/Treasurer

The Secretary/Treasurer shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors and compiling of nominations to the Board of Directors. He shall ensure that accurate records are kept of all members. The Secretary/Treasurer shall oversee the Association's funds and shall oversee the collection of member dues and/or assessments and the establishment of proper accounting procedures for the handling of the Association's funds. He shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. The Secretary/Treasurer shall also perform such similar or related duties as the President may delegate from time to time.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1: Nomination of Board of Directors

In compliance with the Bylaws, the Nominating Committee shall prepare and submit to the members nominations for Board of Directors. Nominations for elective office may also be made by Voting Members by transmitting a written nomination to the Secretary/Treasurer of the Association or any other person he or she designates, which nomination must be received at least thirty (30) days before the meeting of the Membership of the Association at which the election is to take place, and which nomination must be signed by Voting Members representing at least five percent (5) of the Voting Members of the Association.

Section 2: Authority and Responsibility

The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules, regulations and policies for the conduct of its and the Association's business as the Board shall deem advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee

Section 3: Composition

The Board of Directors shall consist of twenty-one (21) directors and shall be composed of the following:

- a) The Officers of the Association.
- b) One (1) Voting Member in good standing representing each of the four (4) geographical regions who operate in such region at the time of their election and who shall serve for a term of three (3) years (Regional Delegates).
- c) Fourteen (14) Voting Members elected at-large from the general membership of the Association who shall serve for a term of three (3) years (At-Large Delegates).

Section 4: Regions

The Association shall consist of four regions, which shall be made up as follows:

- | | |
|---------------|----------------------|
| REGION 1 | REGION 2 |
| Connecticut | Alaska |
| Indiana | Idaho |
| Maine | Minnesota |
| Massachusetts | Montana |
| Michigan | North Dakota |
| New Hampshire | Oregon |
| New York | South Dakota |
| Ohio | Washington |
| Pennsylvania | Wisconsin |
| Rhode Island | Wyoming |
| Vermont | U.S. Territories |
| | Canada |
|
 | |
| REGION 3 | REGION 4 |
| Arizona | Alabama |
| Arkansas | Delaware |
| California | District of Columbia |
| Colorado | Florida |
| Hawaii | Georgia |
| Illinois | Kentucky |
| Iowa | Maryland |

Kansas	Mississippi
Louisiana	New Jersey
Missouri	North Carolina
Oklahoma	South Carolina
Nebraska	Tennessee
Nevada	Virginia
New Mexico	West Virginia
Texas	
Utah	

Section 5: Condition
 No member of the Board of Directors shall serve in more than one (1) voting capacity.

The number of individuals serving on the Board of Directors as it relates to a parent company shall be limited to a maximum of five (5) persons. In the event of an acquisition affecting these limitations, the Board member would be allowed to complete the term he/she was elected.

Section 6: Quorum of the Board
 At any meeting of the Board of Directors, eight (8) members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present. Without a quorum, the Board cannot legally transact any Association business.

Section 7: Meetings of the Board

- a) The Board of Directors shall meet at least semi-annually and from time to time as herein provided.
- b) The annual meeting of the Board of Directors shall be held immediately preceding the annual membership meeting. At such meeting, any Association business may be transacted.
- c) Special meetings of the Board shall be held upon call of the President or upon the written request of five (5) of the Directors; it shall be the duty of the Secretary to give each Director at least thirty (30) days notice of such meeting.

Section 8: Voting
 The voting rights of a Director shall not be delegated to another nor exercised by proxy unless these Bylaws so specify.

Section 9: Voting by Mail
 Action taken by a mail ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board, with the exception of removal of Officers, Directors or amending the

Bylaws.

Section 10: Vacancies, Absence and Removal

Unexcused absence from two (2) consecutive regular meetings of the Board of Directors in the course of one calendar year may be subject to dismissal for just cause from their seat on the Board of Directors. The Board of Directors, but not the Executive Committee, may in its discretion, by an affirmative vote of two-thirds of its members present, remove any Director for a just cause.

Section 11: Compensation

Directors and elected Officers shall not be compensated for their services, except upon approval in advance by the Board of Directors, for ordinary and necessary expenses incurred in the conduct of Association business.

Section 12: Indemnification

Every Director, Officer and employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding in which they may be made a party or in which they may become involved by reason of being or having been a Director, Officer or employee of the Association, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Section 13: Filling a Vacancy

The Board of Directors shall appoint an individual to a regional or at-large vacancy on the board until the next annual meeting.

ARTICLE IX: EXECUTIVE COMMITTEE

Section 1: Authority and Responsibility

There shall be an Executive Committee which may act in place and instead of the Board of Directors between Board meetings on all matters including setting Association policies, except those otherwise specifically reserved exclusively to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board via email within 15 business days. If an Ethics Committee has not been appointed, the Executive Committee shall also serve as the Ethics Committee.

Section 2: Composition

The Executive Committee shall be composed of the President, President-Elect,

Secretary/Treasurer and the Immediate Past President.

Section 3: Quorum and Call of Meetings

The presence of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business. Meetings may be called at any time by the President or upon the call of two (2) members of the Executive Committee

ARTICLE X: COMMITTEES AND STUDY GROUPS

Section 1: Appointment, Service, Removal, and Reports

- a) Upon induction into office at the annual meeting, the President shall recommend to the Board of Directors the committees and committee chairmen for his term of office. There shall be three standing committees: Executive Committee, Finance Committee, and Nominating Committee.
- b) At the time of his induction or at such other times as the President deems appropriate, he may appoint such study groups, task forces or other groups to address issues and matters of interest to the Association as he deems appropriate.
- c) Members of study groups, task forces and groups appointed by the President, other than committees, shall serve for the duration of group or task force, or until the member's resignation. Committee members shall serve for one (1) year or until their respective successors have been appointed.
- d) The President shall have the power to remove any member of a committee, group or task force upon the President's sole authority and discretion. The Board of Directors, by a majority vote of those present at a meeting, shall have the power to remove any member from any committee, group or task force.
- e) All periodic or annual reports of the committees shall be presented to the Board of Directors for approval before presentation to the membership.

Section 2: Nominating Committee

A committee on nominations is to consist of its chair, the Immediate Past President and no less than six (6) active past presidents.

The Nominating Committee shall provide all members of the Board of Directors a list of candidates for nomination, in writing, at least sixty (60) days before a scheduled election. The Nominating Committee shall also provide a copy of their nominations to the Secretary/Treasurer.

Section 3: Finance Committee

The Finance Committee shall oversee the finances of the Association and carry out the obligations described herein at Article XII, Section 3 (regarding the recommendation of a budget to the Board); Article XII, Section 4 (regarding the

evaluation and recommendation to the Board concerning a CPA audits).

ARTICLE XI: ASSOCIATION-OWNED FINANCIAL ENTITIES

Section 1: Institute for School Bus Safety, Inc.

- a) The Board of Directors of the National School Transportation Association shall have the authority by virtue of a simple majority vote to establish an Association-owned stock corporation for the purposes of conducting programs which encourage school bus safety and to assure the availability of reasonable liability insurance to school bus transportation companies and to transact any and all lawful business not required to be specifically stated in this article.
- b) The name of the corporation authorized in Article XI, Section 1, subsection a) shall be "Institute for School Bus Safety, Inc.," or such other name as the Board of Directors may select from time to time.
- c) The President with the approval of the NSTA Board of Directors shall have the authority to vote the stock of the Association in the Institute for School Bus Safety Inc., to elect directors of said corporation and for such other purposes as he deems advisable.

ARTICLE XII: OPERATIONS MANAGER AND STAFF

Section 1: Appointment and Job Description

The Board of Directors shall employ or contract with such third parties for the purpose of assisting in the day to day operation of the association as it shall determine and shall have the authority to establish specific terms of any such employment or engagement.

ARTICLE XIII: FINANCE

Section 1: Fiscal Year

The fiscal year of the Association shall be July 1 through June 30.

Section 2: Bonding

Trust or surety bonds shall be furnished for the Treasurer and such other officers or employees of the Association as the Board of Directors shall direct and the cost shall be paid by the Association.

Section 3: Budget

With recommendations of the Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the Association. The budget should be presented and approved at the Association's annual meeting.

Section 4: Audit

The Finance Committee shall annually evaluate and recommend to the Board of Directors the practicality and necessity of an annual CPA audit.

ARTICLE XIV: DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected exclusively by the Board of Directors.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended or repealed only by a two-thirds vote of the Board of Directors present at any Board meeting duly called and regularly held, provided that such proposed changes have been sent in writing to the Board members thirty (30) days before such meeting. No changes other than those proposed shall be amended at the meeting.

Changes in the Bylaws shall be ratified by the Voting Members at the annual membership meeting.

[END]