

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

The Board of Directors of the Advanced Transit Association has adopted the following Bylaws to regulate the affairs of the Association.

**BYLAW ONE---Name**

The name of the corporation is Advanced Transit Association, hereinafter referred to as the "Association."

***BYLAW TWO---Purposes***

- A The Advanced Transit Association is a not-for-profit, non-stock, membership corporation organized exclusively for educational purposes to further the following objectives:
1. To improve the quality of urban life through the judicious application of advanced transit technology and planning concepts to transit service.
  2. To disseminate information on advanced transit to the members, to the interested professions, to the public, and to representatives of all levels of government.
  3. To improve the quality of transit-system analysis, planning, design, and implementation.
- B. No substantial part of the activities of the Association shall involve carrying on propaganda on behalf of, or otherwise attempting to influence legislation, and the Association shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

***BYLAW THREE---Membership***

The Association shall have two classes of members, active and retired. Both classes shall have the right to participate in all Association activities and to vote on matters reserved for decision by the full membership. The only distinction shall be that the retired class shall be eligible for a discount in the annual dues paid by members. Members over age 65 have the option of requesting the discount, which shall be \$ 10.00, unless the membership shall establish another amount. The Board may grant emeritus status to retired officers, who shall be considered *Life* members, with no further obligation to pay annual dues if they so request.

***BYLAW FOUR---Board of Directors***

The affairs of the Association shall be managed by a Board of Directors (hereinafter referred to as the "Board" or as "Directors") numbering no more than twenty-five (25) persons elected or appointed from the full membership of the Association for terms of three years. Directors may be

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

reelected. Should a vacancy occur on the Board or in any other elective office through death, resignation, or other cause, the Board is empowered to fill the unexpired term in the vacant office. The appointee shall be nominated by the Nominating Committee from among the voting members of the Association.

***BYLAW FIVE---Powers***

The Association may exercise all power or authority granted to it under law and relevant regulations, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated. All such powers and authority are vested in the Board.

***BYLAW SIX---Governance of the Association***

A. **Bylaws**

For the further regulation of Association affairs, the Board may, by a two-thirds vote of its members, adopt Bylaws. The Board may amend the Bylaws, provided that the Association Secretary shall have sent to each member of the Board a copy of such proposed amendment at least thirty (30) days in advance of the Board meeting at which action on the amendment is to be considered. An amendment shall take effect immediately on its passage by the Board, unless otherwise provided. The Secretary shall send a copy of approved amendments to each member of the Association.

B. **Officers**

1. The Association shall have the following officer: Chairman of the Board, ***President, Vice President, Secretary, and Treasurer***. They shall be chosen annually and may be re-elected. The Association's full membership shall choose the President, Vice President, and Treasurer through a mail or e-mail ballot. The Chairman and Secretary shall be elected by the Board. The Secretary and Treasurer shall be elected to office by the means described above. However, these positions, for reason of their strong functional linkage, will be considered a combined office.
2. (a) The ***President*** shall be the chief executive officer, with responsibilities for guiding development of the Association's program activities in furtherance of Article III. (b) The ***Chairman*** shall be responsible for guiding officer, board and member actions to maintain continuity of the Association, including, among other things, initiating the process of conducting the annual membership ballots for choice of Board memberships and officers and for calling and presiding over Board meetings to consider and make decisions relative to Association affairs. (c) The ***Vice President*** shall assist the President in furthering the program activities of the Association, and shall become President in the event that the President shall die, resign, or otherwise become unable to continue in office. (d) The

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

*Secretary/Treasurer*, as *Treasurer*, shall be responsible for safeguarding the financial resources of the Association; keeping its financial accounts in good order, paying its expenses; making reports, as necessary, concerning the status of its financial accounts; making such reports and paying such fees as are required to keep the corporation in good standing under the laws and regulations of the Commonwealth of Virginia relative to non-stock corporations given 501 (c) (3) status by the U.S. Internal Revenue Service; and collecting annual dues from members. The *Secretary/Treasurer*, as *Secretary*, shall be responsible for keeping an accurate record of decisions of the Board and of the officers acting pursuant to such decisions; keeping accurate minutes of Board and officers' meetings; making and keeping an accurate list of Association members in good standing; preparing up-to-date rosters showing the terms of office of officers and directors; preparing corporation reports required by the Commonwealth of Virginia and other documents as may be necessary from time to time; and for assuring safeguard of the official records of the Association.

C. **Executive Committee**

The Board may by resolution delegate specific powers to an Executive Committee, which shall include the elected officers and, at their discretion, other Board members. The Executive Committee shall not have authority to amend the Articles or the Bylaws; replace any officers, expel Board or Association members, nor take any action that contravenes decisions taken by the Board, such matters being reserved for decision by the Directors or the Association membership.

D. **Nominating Committee**

The Executive Committee, each year, shall appoint a Nominating Committee that will select nominees as necessary to fill vacancies that may develop in officer and Board positions. Annually, the Nominating Committee shall nominate Association members to fill expiring positions on the Board. At the same time, the Nominating Committee shall nominate Board members for the officer positions. The Chairman of the Nominating Committee shall advise the Secretary/Treasurer of the nominations to be placed upon mail or e-mail ballots, and the Secretary/Treasurer shall prepare and send to all Association members ballots that provide them opportunity to cast votes for nominees for positions to be filled. All ballots shall provide spaces for members to add names of additional persons not listed on the printed ballots. The Chairman of the Nominating Committee shall conduct the canvases of the final results of member voting and report the election results to the Board. The Secretary/Treasurer shall advise the Association membership of the results of said elections.

E. **Meetings of the Board**

Board meetings may be called at any time by the Chairman, with advice from the Executive Committee. However, the Board shall meet not less than once a year. The

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

Secretary shall send the call for such meetings to the Directors at least ten (10) days prior to the meeting date, and such notice shall declare the matters to be considered. However, with advice of the Executive Committee, the Chairman may add additional matters for Board consideration and at the meeting. Board members also may propose that additional matters be considered. The quorum for action votes shall be a majority of the total number of Board members, excluding vacancies.

**F. Meetings of Membership**

The Association membership shall meet at least once a year to discuss its affairs, at a time and place determined by the officers. However, the Board may call additional membership meetings, or meetings shall be called by the Chairman if ten (10) percent of the members in good standing petition in writing for a special meeting. The Secretary/Treasurer shall send notices for membership meetings by mail or e-mail to all active and retired members in good standing, along with a statement of the matters to be considered, at least thirty (30) days prior to the dates for which they have been called. At such meetings, ten (10) percent of the membership in good standing shall constitute a quorum for decisions taken by votes. In such votes, decisions shall be made if fifty-one (51) percent of members present and voting agree or disagree with the matter(s) voted upon. For purposes of convenience and time, the officers or the Board may ask members to vote on matters of importance to the Association through mail or e-mail ballots. In such votes, decisions shall be made if fifty-one (51) percent of members in good standing agree or disagree with the matter(s) voted upon.

**G. Membership Dues**

The Board may, by a two-thirds mail or e-mail vote, or vote in plenary session, establish or change any schedule of dues for membership in the Association. Approved dues changes shall be announced in writing by notice from the Secretary/Treasurer at least sixty (60) days before the beginning of the next annual dues period.

**H. Annual Report**

Annually, the officers shall report to the membership on the status of the Association's finances, membership enrollment, and activities.

**I. Membership Status**

Members who, after receiving the annual call for dues payments, and one reminder, fail to make payment of their dues in a period of ninety (90) days after the annual dues call shall no longer be considered in good standing. As such, they will not be entitled to vote or eligible to hold Association office until they pay their dues. Members also may be expelled from membership (and the right to hold Association office) if they have been convicted of committing a felony, or have misappropriated Association property and/or funds, or have engaged in conduct that, in the judgment of the Board, would bring, or

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

has brought discredit to the Association. No member may be expelled for such cause without first having been given (a) written notice from the officers of planned expulsion and the reasons therefore, and (b) an opportunity to reply in writing to such charges no later than thirty (30) days before the Board shall act on the matter. At

least two weeks before Board members consider expulsion, the Secretary/Treasurer shall make such written response available to them. An expulsion decision shall require a two thirds vote of the Board membership, less vacancies. For purposes of communications and voting relative to expulsion, the Board may authorize use of mail or e-mail.

**J. Limits on Use and Disposition of Corporation Assets**

1. Officers and Board members shall not receive compensation for the service they perform as such for the Association, and no part of the net income of the Association shall inure to the benefit of, or be distributed to its members, officers, or directors, or anyone in their immediate families. However, it shall be a proper corporation expense to make fair reimbursements to officers or other members for their actual cash outlays directly related to carrying out their duties, or for activities approved by the Board and claimed in writing by activity and amount and submitted by the claimant to the Secretary/Treasurer for payment.
2. No payment may be made to private persons except as reasonable compensation for services performed pursuant to written orders by Association officers in furtherance of activities approved by the Board and billed for in writing by the provider of services.
3. No financial or other asset of the Association may be appropriated or used by or loaned to any officer or member for his or her personal use or convenience or financial gain.

**K. Dissolution**

If the Board determines to dissolve the Association, the Board, through its officers, shall, before final dissolution, assure that the assets remaining are used to pay or make provision for paying all liabilities of the Association. As necessary, assets may be sold at fair value to provide cash for this purpose. Any remaining assets, or cash from sale thereof, shall be disposed of exclusively for the purposes of the Association or be donated to such organization or organizations accorded Section 501(c)(3) status under the U.S. Internal Revenue Code, as the Board shall determine.

***BYLAW SEVEN---Protection of officers and Directors***

The private property of the officers, Board members, and Executive Committee members of the Association shall not be subject to payment of Association debts to any extent whatever.

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

***BYLAW EIGHT---Amendment of the Articles of Incorporation***

Amendment to the Articles of Incorporation of the Association may be proposed by a majority vote of the Board membership, less vacancies. Or any member of the Association in good standing may propose an amendment, provided that such member shall have brought forward a petition in favor of such amendment showing the signatures of at least twenty (20) members in good standing. In either case, the Secretary/Treasurer shall send such amendment to each Association member in good standing by mail or e-mail. After thirty (30) days, and no later than thirty-five (35) after the ballot was sent, returned ballots shall be counted and the Secretary/-Treasurer shall determine whether two-thirds of the members in good standing have voted to adopt the amendment. If not, the amendment shall have failed. If the amendment is approved, the Secretary/Treasurer shall inform all members of this fact by mail or e-mail, and provide the State Corporation Commission of the Commonwealth of Virginia with a certified copy of the amendment so that the Commission can have a fully correct current version of the Association's Articles of Incorporation on file, as required by the Code of Virginia.

***BYLAW NINE---Registered Agent***

The Association's initial registered agent and the address of its initial registered office in the Commonwealth of Virginia are as follows:

Jarold A. Kieffer  
9019 Hamilton Drive  
Fairfax, VA 22031-3075

***Certification by Notary Public of True Copy of Association Bylaws :***

I \_\_\_\_\_, a Notary Public, herewith certify that on the \_\_\_\_\_ day  
of \_\_\_\_\_, 2000 etc., etc.....

**BYLAWS**  
of the  
**ADVANCED TRANSIT ASSOCIATION**  
(January 31, 2000)

**February 15, 1999**

**MEMORANDUM FOR ATRA OFFICERS**

**From:** Jerry Kieffer

**Subject:** Revised ATRA Bylaws

Enclosed for your consideration are revised Bylaws.

It turned out that Virginia permits organizations filing for incorporation under Virginia law to use a simple one-two page format. The state apparently doesn't want a lot of detail in articles of incorporation. So, following a simple format supplied by the State Corporation Commission I filed the enclosed Articles, along with the necessary fees. Sometime, during the spring I should get an approval or advice on what further might be necessary to square us as a Virginia corporation.

However, this brief document provides ATRA no real detail on many matters related to the *purposes* and **governance** of the Association. We have to have a system of regulation of our affairs that can be a guide to everyone concerned, in order that we don't drift into a free-wheeling state of affairs. Therefore, I went back over both the existing Articles of Incorporation and the existing Bylaws. As I indicated in an e-mail to you, I found many features that were obsolete or unrealistic and others that clearly don't square with the way we have been doing business for years. I also found gaps and mysterious provisions.

It occurred to me that we could combine stuff from both the existing Articles and Bylaws and evolve a solid, up-to-date set of Bylaws that confirms the way we really do our business. Yet, in the way it is done, the whole new version doesn't depart from any of the basic purposes and characteristics of the current documents, which seemed to have several parts, old amendments and other features that make them hard to follow and understand. So, in effect, the new version codifies the current documentation and makes the resulting Bylaws a better and more readable document that will be more useful, because readers will be able to find our ground rules more easily.

Under our existing rules, changes in the Bylaws must be approved by the Board. So, we have two options: We can save the subject for the January, 2000 Board meeting; or we can mail the document to the Board on a mail ballot. I have no trouble waiting until January, except that I hate to take the precious Board meeting time for housekeeping stuff.

*Your advice and ideas would be most welcome, both on the revision itself, and on the matter of how we bring the subject forward for decision. Let me hear from you.*