

**MADISON AREA BUS ADVOCATES
BYLAWS**

ARTICLE I - NAME

The organization shall be called Madison Area Bus Advocates, Inc. and shall be referred to in this document as Madison Area Bus Advocates.

ARTICLE II - PURPOSE

Madison Area Bus Advocates is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows: To conduct non-partisan research concerning bus transit; to educate the community and its leaders about the benefits and importance of having high-quality bus transit in and around the Greater Madison Area of Wisconsin; to encourage increased bus ridership; and to promote improvements in the area bus system.

ARTICLE III - MEMBERSHIP

Section 1. *Eligibility criteria.* Membership in Madison Area Bus Advocates is open to any person who supports the purposes of the organization as described in Article II of these Bylaws and who takes an active interest in advancing those purposes by one of the following means: attending membership meetings, participating in designated electronic forums, volunteering on behalf of the organization, or contributing financially to the organization.

Section 2. *Term and renewal of membership.* Membership shall be for one year from the date of initial enrollment or renewal. Members who continue to meet at least one of the membership criteria may renew their membership on an annual basis.

Section 3 *Member rights:* Members of Madison Area Bus Advocates will have the following rights:

- To receive periodic communications from the Board of Directors about activities by, or events of interest to, the organization;
- To recommend actions to be taken by the organization through action of the Board of Directors;
- To nominate and be nominated as candidates for election to the Board of Directors; and
- To serve on standing or ad hoc committees created by the Board of Directors.

Section 4 *Termination of membership.* The Chair must terminate the membership of any member who submits a written or electronic request for such termination. The Board of Directors may at any time terminate the membership of any member who, in the Board's sole judgment as expressed by a majority vote of the Board, no longer meets eligibility criteria.

Section 5. *Membership meetings.* The membership of Madison Area Bus Advocates shall meet at least once a year, on a date and at a time and place to be determined by the Board of Directors. The Board of Directors will notify all members in writing or electronically of any membership meeting no more than sixty (60) days and no fewer than fourteen (14) days in advance of the meeting. The Board of Directors will set the agenda for membership meetings.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. *Duties of Directors.* All decisions on policy, membership, administration, and finance of the organization shall be the responsibility of a Board of Directors. The Board shall have no less than five (5) but no more than nine (9) Directors.

Section 2. *Appointment and removal of Directors.* Any member in good standing of Madison Area Bus Advocates is eligible to serve as a Director or to nominate another member to so serve. Appointment as a Director shall be by majority vote of all Directors at a duly convened meeting. Any Director may be removed from the Board by a majority vote of all Directors at a duly convened meeting. Any Director may resign from the Board by submitting a letter of resignation to the Chair.

Section 3. *Terms and vacancies of Directors.* Directors shall serve for terms of three years, and Directors are eligible to serve consecutive terms.

Section 4. *Board meetings.* The Board of Directors shall meet at least twice a year, on dates and at times and places designated by the Chair. A majority of the Directors shall constitute a quorum.

The Chair shall give notice of Board meetings no less than seven (7) days prior to the meeting. Notice may be by phone, email, or regular mail. Board meetings may also be called by a petition signed by at least three Directors. The petition shall be sent to all Directors and indicate the purpose of the meeting.

An emergency Board meeting may be held with less than seven days' notice provided a quorum is present. Any Emergency Board meeting must be noticed and recorded as such, and may take action on no more than one non-procedural agenda item.

Under extraordinary circumstances, action on a single issue, except for the appointment or removal of Directors, the election or removal of Officers, or amendments to these Bylaws, may be taken by electronic communication among a quorum of Board members, subject to ratification at the next Board meeting.

Section 5. *Officers and their duties.* The Board of Directors shall elect Directors to serve in each of the following four offices: Chair, Vice-Chair, Treasurer, and Secretary. The duties of each of these Officers are as follows.

The *Chair* shall convene and preside over all meetings of the Board or arrange for another officer to preside, shall represent the Board and the organization before the public, and shall appoint Directors and Members to committees as necessary and appropriate.

The *Vice-Chair* shall preside over meetings of the Board in the Chair's absence, shall temporarily assume the duties of Chair in the event the Chair is unable to discharge those duties, and shall become Chair (completing the remainder of the vacating Chair's term) if the office of Chair becomes vacant.

The *Treasurer* shall manage the finances of the organization, including the receipt and disbursement of all funds to and from the organization and maintenance of all accounts with financial institutions; report to the Board of Directors concerning the organization's finances; and assist in preparing the budget for the organization.

The *Secretary* shall ensure all Board and Membership meetings are noticed in a timely manner, document the proceedings of all such meetings, and maintain accurate records of the organization.

Section 6. *Terms and election of officers.* Each officer shall serve for a term of one year and may serve consecutive terms.

Election of officers will take place every year at a duly noticed meeting of the Board of Directors. Any Director may nominate another Director or him/herself for election to any office. Election to any office shall be by the vote, at a duly convened meeting, of a majority of all Directors.

An officer may resign by submitting a letter of resignation to the Chair, or, if it is the Chair who is resigning, to the Vice-Chair. The Board of Directors may remove any officer by the vote, at a duly convened meeting, of a majority of all Directors.

Section 7. *Officer vacancies.* In the event an office becomes vacant, the Chair shall appoint an officer to fulfill the remainder of the vacating officer's term. In the event the position of Chair is vacant, the Vice-Chair shall fulfill the remainder of the vacating Chair's term and appoint another Director to serve as Vice-Chair for the remainder of that term.

ARTICLE V - COMMITTEES AND STAFF

Section 1. *Committees.* The Board of Directors shall have the authority to appoint committees for various purposes and to define the purposes, functions, and powers of those committees.

Standing committees may be created by amendment to these Bylaws, as provided for in Article VIII of these Bylaws.

Ad hoc committees may be created as needed by a majority vote of the Board of Directors.

All committees may consist of any combination of Directors and Members.

Section 2. *Executive Director.* The Board of Directors shall have the authority to appoint and compensate an Executive Director to conduct the day-to-day administration of the organization and implement policies enacted by the Board of Directors, within guidelines set by the Board. In the event an Executive Director is appointed, the Executive Director will become an ex-officio member of the Board of Directors.

Section 3. *Staff:* The Executive Director shall have the authority, with the approval of the Board of Directors, to hire additional staff for purposes to be specified in job descriptions approved by the Board.

Section 4. *Bonding:* The Board of Directors may, at its discretion, require a bond for any officer or staff member whose financial responsibilities, in the judgment of the Board, warrant such bonding. The amount of the respective bonds shall be determined by the Board of Directors and the cost shall be defrayed by the organization.

ARTICLE VI - LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes to promote mass transit as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

ARTICLE VII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which the rules contained in the current edition are not inconsistent with these Bylaws and any special rules of order the Membership Assembly may adopt.

ARTICLE VIII - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX - AMENDMENTS TO THE BYLAWS

Any member may propose an amendment or amendments to these bylaws. Proposed amendments shall be submitted to the Board of Directors for consideration and must be approved by a majority vote, at a duly convened meeting of the Board, of all Directors.

Certification: These Bylaws were approved by the directors of Madison Area Bus Advocates on July 17, 2006.

_____ [Signature of initial registered agent]

_____ [Signature of additional director]

_____ [Signature of additional director]