

New Jersey Council on Special Transportation, Inc.

By-Laws (Adopted 1993) (Last Amended November 22, 2013)

ARTICLE I

Name

This not for profit corporation, organized under the New Jersey Nonprofit Corporation Act, Title 15 A of the New Jersey Revised Statutes, shall be known as the New Jersey Council on Special Transportation, Incorporated, hereafter referred to as the Council.

ARTICLE II

Principal Office

The Council may have such offices as the Board of Directors may authorize. Members and appropriate agencies must be notified within three (3) business days of a change of address.

ARTICLE III

Purpose

The purpose of this Council is to:

1. Provide a forum for the exchange of knowledge, expertise, and experience among transportation and other professionals in matters pertaining to the provision of community transportation, which includes but is not limited to fixed route bus service, shuttles, dial-a-ride service, and other local, regional, and county transportation services operated on a municipal, regional, or county basis.
2. Seek and share information and advice from experts in the provision of these services.
3. Promote and conduct seminars, workshops, conferences, expositions, and other educational activities that enhance professionalism, management techniques, awareness, efficiency, safety, and coordination of transportation services provided by local, regional, county, and state entities.
4. Work closely with and serve as a resource center to educate governmental and non-profit agencies, suppliers, and others on matters pertaining to the Council's purposes.

ARTICLE IV

Membership and Dues

Section 1: Membership:

Membership shall be open to agencies, organizations, and companies who are affiliated with the planning and/or operation of community transportation in New Jersey. There are four categories of membership:

Active Members shall be county or municipal government representatives or staff of non-profit organizations engaged in the planning and/or operation of community transportation. Each active member organization shall designate one voting representative and one or more alternate(s). Each active member organization shall have one vote, unless that organization has members holding two elected offices, then each would have one vote.

Associate Members shall be agencies, organizations, or individuals employed in the community transportation industry (including former members that are now retired). It also includes staff of for profit companies who are involved with the direct daily operation of municipal or county community transportation services.

Employees of a parent company not involved with the daily operations as noted must join as corporate members.

Corporate Members shall be for profit corporations or other entities that may or may not offer goods or services to the transportation industry. A corporate membership shall be valid for one spokesperson from that corporation. Additional staff may join as associate members only after the corporate membership fee is paid in full.

Ex-Officio Members shall be those New Jersey state agencies and/or Federal agencies that have been invited by the Council to participate in an advisory capacity. Ex-officio members may attend regular Council meetings without special invitation. Participation in Board of Directors, special, emergency, or executive committee meetings will be by invitation only. A mailed, FAX'ed, or E-mailed meeting notice shall constitute an invitation. Ex-officio members are not subject to paying dues. Ex-officio members shall be reviewed annually by the Council on an individual basis.

Honorary Members shall be recommended by any member to be bestowed upon an individual or organization for extraordinary accomplishments in the community transportation industry, including former members who have retired or left their transportation job. Retired members may request the Board appoint them to this special category of membership. Only the Board of Directors may designate an Honorary Member.

Section 2: Voting Rights

Only active members, associate members acting as their agency's alternate designate and associate members holding an elected office whose annual dues are paid shall have the right to vote. Other associate members and all corporate, ex-officio, and honorary members have no voting rights.

Section 3: Annual Dues:

Annual dues shall be levied to meet the expenses of the Council by the voting members. The annual dues amount may be changed by the voting members at any regular meeting. A change in dues shall be introduced at one meeting and voted upon at the next meeting.

If any member's dues remain unpaid for two months after delinquent notices are sent, their membership shall be forfeited unless there are extenuating circumstances at which time the Board of Directors shall make a determination on a case by case basis.

ARTICLE V

Officers

Section 1 - There shall be five (5) officers:

The President and Vice President must be held by Active Members. The offices of Second Vice President, Recording Secretary, and Treasurer may be held by Active or Associate members. No more than one (1) representative from a member organization may hold an elected office at any time.

Section 2: Duties:**The President shall:**

- Convene regular, special, and emergency meetings of the Council;
- Chair all Council and Board of Directors meetings;
- Develop agendas for meetings;
- Appoint chairpersons and members of all committees;
- With the advice and consent of the Board of Directors, make all public statements on behalf of the Council, or designate another member to make such statements; and
- Represent the Council, or designate another active member(s) to represent the Council, on all boards, committees, etc., requiring Council representation.

The Vice President shall:

- Perform duties of the President in his/her absence or incapacity;
- Assist the President upon request;
- Assume all duties of the President for the remainder of the term if the President's position should become vacant; and
- Chair the program/meeting committee and arrange for meeting presentations, facilities, refreshments, etc.

The Second Vice President shall:

- Assume all duties of the President in the event that the President's and Vice-President's position should become vacant at the same time; and continue those duties until the vacant positions are filled through an election held by the Council.
- Handle all Council and Board of Directors correspondence and maintain a file of same;
- Distribute Council meeting minutes to members and Directors minutes to Directors;
- Notify all members of regular and special meetings.
- Notify all directors and invited guests of directors meetings.
- Assume the duties of the Recording Secretary at COST meetings in the absence of the Recording Secretary.

The Recording Secretary shall:

- Record all Council and Board of Directors meetings indicating all formal actions and all areas of significant discussion as well as maintain a minutes file of these meetings;
- Maintain lists of all committees and committee members.

The Treasurer shall:

- Be custodian of all moneys, financial records, books, and accounts of the Council.
- Maintain and supervise any and all financial accounts in the name of the Council, depositing therein all moneys received and making such disbursements as authorized by the Council or the Board of Directors;
- Prepare a monthly financial statement for distribution to the Council and produce other financial reports as requested by the Council or the Board of Directors;
- Solicit and collect annual membership dues as set forth in these By-laws, and
- Maintain and produce annually membership lists with accurate mailing addresses, telephone numbers, fax numbers, and membership classes.

Section 3: Signatories

The five elected officers shall be designated signatories for Council financial accounts as well as other matters requiring Council signatures. Two signatures, one of which shall be the Treasurer's, is required for all financial transactions in excess of \$1,500 and must have prior approval of the Council or the Board of Directors.

Section 4: Terms of Office

A. All Officers shall serve terms of four years with no term limits. Or until their successors are elected, beginning January 1 and ending December 31.

B. No person shall hold more than one elected office at the same time.

C. No more than one (1) representative from an organization may hold office at any one time.

Section 5: Vacancies:

Vacancies among officers shall be filled through appointment by the President, with the approval of the Board of Directors, except if the President's position is vacant. Then the Vice President shall become the President and make the necessary appointments with the approval of the Board of Directors.

Section 6: Elections

Elections of officers and regional directors shall be held at the Annual Meeting each year. The Annual Meeting will be held each December.

A. A single slate of nominees submitted by the Nominating Committee shall be distributed at the Regular Meeting in November and shall also be distributed to all voting members prior to the Annual Meeting in December.

B. Nominations from the floor are permitted at the December Annual Meeting. Permission from the proposed nominee must be obtained before placing the name in nomination.

ARTICLE VI**Board of Directors**

The Trustees shall be known as Directors and the Board of Trustees shall be known as the Board of Directors. This name modification is because in the transportation industry the word trustee is given to the chief executive officer of bankrupt companies.

Section 1: Board of Directors Membership

The Board of Directors shall consist of the five (5) elected officers, the immediate past Council President and three elected Regional Directors (if possible, one from each of the three geographic regions as established by NJ Transit. They shall be voting and/or alternative voting members.

Section 2: Board Officers

The officers of the Council shall hold the same positions on the Board as they hold in the Council.

Section 3: General Powers of the Board

The Board of Directors shall oversee the financial, contractual, and policy affairs of the Council, as well as provide guidance and administrative direction.

Section 4: Regular Meetings

The Board of Directors shall hold their annual meeting during the same month as the Council's annual meeting. The Board may conduct regular meetings without notice to the Council membership. The Board may invite non-Board members to their meetings as they require.

Section 5: Special Meetings

The President or any three other members of the Board of Directors may call for a special meeting of the Board and fix the time and place for said meeting.

Section 6: Meeting Notices

Board members shall be notified of all regular and special Board meetings in writing at least five (5) days before the time set for the meeting. The notices, if mailed, shall be sent to the addresses as shown on the records of the Council. FAX and E-mail transmittals represent written notice. Members without an E-mail require a FAX or written communication.

Section 7: Quorum

A majority of the Board, five of the eight, must be present to conduct business.

Section 8: Board Vacancies

Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum is present. A person elected to fill a vacancy shall complete the unexpired term of his or her predecessor.

Section 9: Compensation

The Board may provide by resolution that any Active, Associate, ex-official, or Honorary Member, including officers and directors, may be indemnified for expenses, costs, and labor as authorized by the Board. In addition, legal fees that were incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent may be paid. No indemnification shall be allotted if the agent or member is found to be guilty of misconduct regarding the matter in which indemnity is sought.

Section 10: Removal

Directors may be removed only by action of the Council voting members at a meeting in which the agenda includes the intent to consider such action.

ARTICLE VII

General Membership Meetings

Section 1: Types of Meetings

- A. Regular Meetings: There shall be at least six (6) meetings per year.
- B. Annual Meeting: The Annual Meeting shall be held each December.
- C. Special Meetings: Special or emergency meetings may be called by the President or the Vice President in the President's absence, or upon written request to the President by at least five voting member petitioners. The purpose of any special meeting must be stated in the meeting notice, whether written, by telephone, or by electronic communication. Notices of special or emergency meetings must be sent to active members no less than seven (7) days in advance by mail, fax, and/or email. If notice is given by telephone then it must be followed immediately by a written communication (including FAX) and/or E-mail notice. If no E-mail is available, then it must be followed in writing.
- D. Board of Directors Meetings: Refer to Article VI, Sections 4, 5, and 6.
- E. Location: Council meetings shall be held at accessible facilities. Meetings should be either in a central location or rotated around the state so that the burden of travel is equitably distributed among the active membership.
- F. The President with the approval of 5 members of the Board of Directors has the authority to cancel any scheduled meeting in the event of inclement weather, lack of an agenda, scheduling conflicts, etc. Polling of the Board Members may be done via: mail, phone or electronic communication.
- G. In the event that the November meeting is canceled, the Nominating Committee's report must be communicated to the entire membership either via mail or electronic communication.

Section 2: Quorum

- A. The quorum for the election of officers and regional directors as well as for the transaction of resolutions, for amending the by-laws, and for other business shall be at least seven (7) different active member organizations, except for a vote on dissolution, then refer to the Dissolution Article.
- B. Regular meetings may be conducted with no quorum present, but no business may be enacted without a quorum.

ARTICLE VIII

Committees

Section 1: Nominating Committee

Members shall be appointed by the President with consent of the Board of Directors and consist of a Committee Chairperson and two other active members. This committee shall:

1. Prepare a single slate of nominees for officers and regional directors.
2. Obtain permission from members before their names are placed in nomination
3. Select nominees from current list of eligible members.
4. Present the slate of nominees to the general membership at the November meeting.
5. Conduct the elections of officers and regional directors at the Annual Meeting in December.

Section 2: Other Committees

Standing and ad hoc committees may be established by the President with the consent of the Board of Directors. The President shall appoint committee chairpersons and members. All committees shall be accountable to the Board of Directors.

ARTICLE IX

Parliamentary Authority

Robert's Rules of Order, most recent edition, shall govern the conduct of all meetings, so long as they are not inconsistent with these By-laws.

ARTICLE X

Amendment of the By-Laws

These By-laws should be reviewed periodically by a committee established by the President for that purpose. Amendments may be proposed by the committee or any active member. Amendment proposals must be in writing and must be presented at a full meeting of the organization for discussion and comment before being presented for a vote at a subsequent meeting. In addition, proposed changes must be sent via US Mail, electronic communication to all active members and elected officers with the notice of the Council meeting at which voting on the amendments are to take place. A vote to amend these By-laws must be on the meeting agenda. A quorum as defined in Article VII, Section 2 must be present when voting to amend these By-laws. By-law amendments become effective immediately after final vote of approval.

ARTICLE XI**Corporate Seal**

The corporate seal shall be in the form affixed immediately below on the copy of this document found in the official files of this corporation.

ARTICLE XII**Dissolution**

Dissolution of the Council may take place at any regular, special, or emergency meeting of the Council called for that purpose. Notice of a vote on dissolution must be sent to all active members in writing at least ten (10) days prior to the meeting. The quorum for a vote on dissolution shall be 10% of the active member organizations. In the event of dissolution of the Council, outstanding debt must be addressed and any funds remaining shall be donated to another non-profit New Jersey organization specializing in transportation or to a non-profit national or regional transportation organization, such as the Community Transportation Association of America (CTAA), the recipient to be determined by a majority of the voting members.

NJ COST Seal

Michael M. Vieira
President

Date

Approved as Voted upon by the Members of the NJ Council on Special Transportation on
November 22, 2013