



**TTA – Texas Transit Association, Inc.
Austin, Texas**

**Bylaws
As of February 23, 2022**

These Bylaws (referred to as the “Bylaws”) govern the affairs of TTA – Texas Transit Association, Inc., a 501(c)(6), non-profit corporation (referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

Article I

- 1.01. **Principal Offices.** The principal offices of the Corporation in the State of Texas shall be located in Austin, Texas. The Corporation may have other such offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.
- 1.02. **Registered Office and Registered Agent.** The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and registered agent as provided in the Act.

Article II

- 2.01. **Purpose.** The Corporation will promote and educate the people of Texas about issues affecting the importance of the public transit industry within the state. Additionally, the Corporation will actively support public transportation in the state of Texas and work with members of the state and federal, executive and legislative branches in the pursuit of additional resources to support public transportation.
- 2.02. **Mission.** The mission of the Texas Transit Association is to support the needs of Texas public transportation systems through statewide advocacy and education.
- 2.03. **Goals.**
 1. **Membership:** Grow & retain membership while maximizing membership potential
 2. **Comprehensive Service:** Clearly message TTA’s value-add for members

3. Communication: Clear & memorable marketing and branding campaigns
4. Organizational Structure: Manage internal operations, including succession planning and staffing
5. Financial Sustainability

Article III

- 3.01. Organization. The Corporation shall have six (6) classes of members, described more fully as:
1. Regular Members. This class shall consist of publicly funded transit providers operating any form of organized urban and/or rural public transportation services within the State of Texas, in good standing with the association and current on all dues and assessments. Publicly funded transit providers shall include public transportation agencies, even though actual services may be provided by others through contract. Regular Members shall have the privileges and services of the Corporation as prescribed from time to time by the Board of Directors and shall be entitled to vote.
 2. Associate Membership. This voting class shall consist of persons, non-profit organizations, groups or public agencies active in the development, promotion or operation of public transportation and municipalities or transit authorities contemplating the operation of a transit system not yet in operation, representatives of publications dealing with public transportation matters, and representatives from manufacturers, consultants, vendors, or contract providers of transit manufacturers, consultants, vendors or contract providers of transit services or products who have an interest in transit development in Texas. Associate Members in good standing with the association and current on all dues and assessments shall have the right to attend meetings and vote.
 3. Section 5310 (Elderly & Disabled) Members. This non-voting class shall consist of elderly and disabled transportation providers operating any form of organized public transportation services within the State of Texas, including those providers receiving public funds from Texas Department of Transportation Section 5310 funding. Members of this category cannot be in receipt of public funds designated for rural or municipally-owned transportation providers. Section 5310 (Elderly & Disabled) members shall have the right to attend meetings but shall not be entitled to vote. 5310 Members may serve in an advisory role on the board of directors, and will be entitled to all other privileges TTA offers.

4. Support Members. Consists of Universities, government entities such as MPOs, Councils of Government, Commissions, or other bodies not acting as a transit provider. This non-voting class shall have the right to attend meetings but shall not be entitled to vote, but will be entitled to all other privileges TTA offers.
 5. Individual Membership. Includes industry professionals who may be retired or who are starting their own small businesses, including professional consultants. This non-voting class shall have the right to attend meetings but shall not be entitled to vote, but will be entitled to all other privileges TTA offers.
 6. Student Membership. Any individual student currently enrolled in a high school or college program through graduate school. This non-voting class shall have the right to attend meetings but shall not be entitled to vote, but will be entitled to all other privileges TTA offers.
- 3.02. Admission to Membership. Every applicant for membership shall make application to the Corporation in writing, electronically or otherwise, enclosing payment of current dues and assessments. Thereafter, the applications shall be presented for approval to the Corporation's Board of Directors at the next meeting following receipt of application. Upon affirmation-vote of a majority of the Directors the same shall be approved.

3.03. Voting Rights

1. Only Regular and Associate Members as described in section 3.01.1, in good standing with the association and current on all dues and assessments shall be eligible to vote on matters submitted to a vote of the membership.
2. Each Regular or Associate Member shall have one vote. Entities may be represented by more than one person, but will be limited to one vote.
3. A majority of the votes cast by Regular Members electronically or present at any meeting shall be required to determine all matters submitted to a vote of the members, unless further requirements are imposed in these rules.

Article IV

4.01. Regular Meetings

1. The Board of Directors shall hold an annual meeting of all members each calendar year. Accredited representatives of one-fourth of the voting members shall constitute a quorum at any meeting.
2. At the annual meeting, the general membership shall transact any other business that may come before the membership. The order of business at any meeting shall be determined in advance of the meeting by the President of the Corporation.
3. The current edition of "Robert's Rule of Order" shall govern the conduct at all meetings whenever specific rules are not applicable except that the President is permitted to make motions, second motions, and to vote on motions.

4.02. Special Meetings. Special meetings of the members may be called by the President for any reason. President shall call a special meeting upon receipt of a written request from any 6 regular members of TTA. The 6 regular members shall notify the President in writing of the subject matter to be discussed at the special meeting. Notice of special meetings shall be given by the President or the Executive Director at least five (5) days before the time of the meeting and all such notices shall, as far as practical, specify the business to be brought to the attention of the meeting; the agenda shall be specified and limited to any item set forth on the notice of the special meeting. A minimum of 30% of the Regular Membership constitutes a quorum.

4.03 Voting by Ballot. Whenever in the judgment of the Board of Directors it is advisable to submit any question to the membership for formal decision without convening a special meeting for the purpose, the Board of Directors may direct the President or the Executive Director to submit such question to the voting members by ballot, either written or electronic. A reasonable time for returning ballots shall be no less than 5 working days and no more than 15 working days. The President shall certify to the Board of Directors at its next meeting the result of any such written ballot and thereupon shall notify the voting members of the decision reached.

4.04 Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

- 4.05 Notice of Meetings. Notice of any meeting of the members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting no fewer than (5), and no more than fifty (50) days before the date of the meeting by mail or by electronic means. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President of the Corporation, the Officers, or persons calling the meeting. If all of the voting members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.
- 4.06 Quorum. The voting members holding one-fourth of the votes that may be cast at a meeting who attend a meeting in person or by electronic means shall constitute a quorum at that meeting. The voting members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough voting members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting when a quorum is present.

Article V

- 5.01. Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have a Board of Directors composed of a maximum of eighteen General Managers, Executive Directors, or Agency Executive Leadership, and/or Board members of TTA-member transit system or their permanent designee(s).
1. Categories of Directors. All Directors shall represent the interests of the Corporation; however, they will be selected from the following categories defined by the Texas State Statute:
 - a. Five Directors will be selected by the Regular Membership which provides rural public transportation
 - b. Five Directors will be selected by the Regular Membership which provides urban transportation
 - c. Five Directors will be selected by the Regular Membership which provides metro public transportation
 - d. Five Associate members will be elected by the Board of Directors
 2. Length of Term. The terms of office for Board Members shall be for two years, beginning on the first day of July of the first year in which election is made and ending on the last day of June of the second year. Board

members may serve a maximum of four consecutive terms; board members who have served four consecutive terms may be re-elected to board for additional terms after a two-year break. In the event there is a lack of participation in the election process by interested candidates, there may be an exception to the two-year “break” period. These term limits will begin with the adoption of these revisions to the By-Laws.

3. Should any Director’s Regular Membership category be unable to elect that category’s full allotment of board positions, any such board position shall be filled at-large from the regular membership by a vote of the regular members of that category.
4. Membership dues in the Corporation must be current before a member can be elected to and/or serve on the Board of Directors.

5.02 Duties of Board of Directors. The Board of Directors shall have full power to do any and all things necessary or desirable in conducting the business of the Corporation, within the limitations provided in the Articles of Incorporation and in these Bylaws. The Board of Directors shall be responsible for selecting an Executive Director who has the duty to carry out the daily affairs of the Corporation.

1. Meeting Attendance. Upon accepting a seat on the Board of Directors, one is expected to attend all meetings. Board members who fail to attend 2 consecutive meetings may be removed from the Board by at 2/3 vote. A replacement shall be selected from the same category of membership as the removed Director. However, an absence is considered excused if the board member designates a proxy from the same transportation agency to attend in one’s place for a single meeting, or if the director calls into the meeting using the conference number. Designees shall have the right to fully participate in the meeting including voting on all matters. Proxy designation must be submitted in written form, electronically or otherwise.

5.03.1 Executive Committee- The Board of Directors shall annually elect from its membership a President, a President-elect, three Vice Presidents, and a Treasurer to comprise a six-member Executive Committee. Among the President and three Vice Presidents each Regular Membership category as described in Section 5.01 will be represented. Only members selected under Section 5.01.1 for membership on the Board of Directors are eligible for election to the Executive Committee. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions.

5.03.2 Duties of the Executive Committee. The Executive Committee shall be responsible for implementing the Corporation’s responsibilities as so directed by the President of the Board.

5.04 Presidency and Succession.

1. **President.** The President is the Chief Executive Officer of the Corporation. The President shall supervise and control all the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President shall not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. The President shall preside at Corporation meetings, and shall be responsible for seeing that the proceedings of all meetings are recorded and forwarded to the Executive Committee. The President may designate the Executive Director to perform any duties incident to the office of President as necessary.
2. **Limits on Term of Office of President, President-elect & Treasurer.** A person may be elected to the office of President, President-elect, Vice Presidents and Treasurer for two, but not three, consecutive terms. A person who has held an officer position shall not be restricted from holding that office after an intervening term of non-service. An individual who has already served four consecutive terms as a board member may be elected as an officer for TTA.

5.05 Nominations & Elections Process

1. **Nominations.**
 - At least 90 days prior to the annual meeting or the date set for the ballot, the Board shall appoint a nominating committee comprised of the most recently regularly elected representatives from each class in which elections will be held
 - The nominating committee shall issue a call for nominations to each class
 - Nominees must verify their willingness to serve on the Board of Directors in writing.
 - A slate of candidates shall be presented to the Board for approval at least 60 days prior to the annual meeting
 - Upon acceptance by the Board, the nominations shall be announced

to the voting members not less than 30 days prior to the opening day of the annual meeting

- Individual nominations may be made by a Regular Member within each voting class at any time before the actual election [L] [SEP]
- All ballots will allow write-in candidates [L] [SEP]
- Board members or officers seeking re-election [L] [SEP] are prohibited from serving on the nominating [L] [SEP] committee [L] [SEP]
- If there is a disqualified member of the [L] [SEP] nominating committee, the number of persons on the committee is reduced [L] [SEP]

2. Election to the Board of Directors.

- Election shall be by written or electronic ballot
- A simple majority shall be necessary to be [L] [SEP] elected
- The term shall be effective with the new fiscal year beginning on September 1
- Regular Membership consisting of transit providers shall nominate and elect board members to serve a two-year term
- Terms are staggered to create business continuity and succession planning
- Candidates may only run for election in their class system, (i.e. MTA, Urbanized, or Rural)
- No individual member can employ more than one Board member at any time

5.06. Meetings of the Board of Directors and Executive Committee.

1. A regular meeting of the Board of Directors shall be held prior to the annual meeting of the Corporation.
2. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of the special meeting shall be given to all Directors either by telephone or electronically at least two days before the meeting.

3. A majority of the Board of Directors who participate in a meeting in person or by electronic means shall constitute a quorum for the transaction of business at any meeting of the Board.
4. A Director may be represented at any meeting of the Board of Directors by a proxy designated by the Director. The proxy shall be entitled to vote on any issue before the Board of Directors.
5. Special meetings of the Executive Committee may be called by or at the request of any Executive Committee member. Notice of the special meeting shall be given to all members of the Executive Committee either telephonically or electronically at least two days before the meeting, or, if such a notice is not possible, as far in advance of the meeting as possible.
6. Statements of policy and legislative agenda shall be formulated at the meetings of the Board of Directors and then brought before the general membership at its meetings for adoption.
7. Any other provision of these Bylaws to the contrary notwithstanding, any action required or permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting by a consent in writing or electronically, setting forth the action so taken is signed in writing or electronically by all members of the Board of Directors or the Executive Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument. This provision shall not operate, however, to relieve the Directors of the duty to convene in person for the first meeting of each newly-elected Board of Directors.
8. Subject to the provisions of applicable statutes and these Rules, members of the Board of Directors or of the Executive Committee may participate in and hold a meeting of the Board of Directors or the Executive Committee by of conference telephone or similar communications by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.07 Executive Committee Functions.

The Executive Committee is responsible for developing or working with the Executive Director to develop an annual work plan which is consistent with the TTA Strategic Plan & Goals, and is Board approved. The Executive Committee is responsible for evaluating the Executive Director at least annually as per adopted

performance evaluation procedures and for making recommendations to the Board on pay adjustments or employee status. Additionally, the Executive Committee approves the agenda & budget for the Annual Board Retreat, and may enlist volunteer assistance from other board members and delegate tasks to the executive director.

5.07.1 Vacancies. A vacancy on the Board of Directors exists when any of the following circumstances exist:

1. A Board member becomes deceased.
2. A Board member can no longer fulfill their obligations due to illness or physical incapacitation, as so determined by vote of the Board of Directors.
3. A Board member is no longer an employee of a bona fide transit system member of the Corporation in the State of Texas.
4. A Board member is not employed by a transit system of the same category as that Board member had been elected, as described in Section 5.01.
5. A Board member submits a written resignation to the Board or the Executive Director.
6. A Board member resigns by verbal statement to either the President or the Executive Director and such resignation is confirmed by the other not in receipt of the original communication.
7. Any vacancy occurring in the Board of Directors or Executive Committee shall be filled by election of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.08. Compensation. Directors shall not receive any salaries for their services, but by majority vote of the Regular Members present at a regular or special meeting, a fixed sum for expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

5.09. Elections.

1. Election of members of the Board of Directors shall be held annually. Regular Members shall be eligible to vote only on candidates for the Board of Directors from within their category of public transportation as found in Section 5.01.

2. The President, with the approval of the Board of Directors, shall appoint an Elections Committee of three Regular Members representing each of the three Regular Membership categories described in Section 5.01 from the Board of Directors to oversee the election process.
 3. By May 1 of each year, the Executive Director shall contact current Board members whose terms expire with this election cycle in order to determine a member's desire to stand, or not stand for re-election. After such determination is made, Regular voting members shall be advised in writing of a call for candidates for the Board of Directors. Such notice shall reflect the names of those board members who have indicated their standing for re-election and their place. Those Regular Members desiring to declare themselves as candidates for a specific place shall be accepted until May 15. A ballot shall be sent to all Regular Members by June 1 and be returned to the offices of the Corporation by June 15 in order to be considered. Voting may also be conducted electronically.
 4. With the exception of the filling of a Board vacancy as per Section 5.07, election to office shall be by written or electronic ballot, in which the top vote receiver for each designated Board place within each Regular Member category, whose number is determined by the number of Board seats at the time eligible for election, shall be so elected.
- 5.10. Special Meetings of the Board. Special meetings shall be held at any time when called by the President, President-elect or Vice President, or by a majority of board members. President must insure document action of the meeting minutes.
- 5.12. Board Member Change in Status. The following items constitute a board member's change in status:
1. Change in Class: If a Board member's agency changes class, that Board member may stay on the Board and serve until the next election occurs.
 2. Change in Agency: If a Board member changes agencies who are TTA members, that member may serve out their election term
 3. Change in Employment: If a Board member changes employment to a non-TTA agency, his new employer must satisfy the criteria to join TTA and consummate membership. Employment by TTA member is prerequisite for continued Board service.
 4. Move from State: If a board member from a transit agency leaves the state, they are no longer eligible for Board member service. The seat shall be immediately vacant until the next election.

Article VI

- 6.01. Committees. The President may from time to time establish ad hoc committees as he or she may deem necessary to assist in carrying out the business and objectives of the Corporation.

Article VII

- 7.01. Treasurer. Shall be the principal financial and accounting officer of TTA and shall have general charge and supervision over and be responsible for the finances, monies, securities, receipts, and disbursements of TTA. This position shall exhibit the books of account of TTA and all securities, vouchers, papers, and documents in his/her custody to any director or designee of the board or the President upon request. The Treasurer shall make annual reports to the membership concerning assets to be administered for specific purposes and the use made of such assets and the income thereof.
- 7.0.2. Financial Responsibilities of the Executive Director. The Executive Director shall have charge of the disbursement and monies of TTA in accordance with the directions of the Board or President and consistent with the adopted Financial Policy of the organization. Additionally, the Executive Director will cause the monies and the valuable effects of TTA to be deposited in the name and to the credit of TTA in such banks, trust companies, or other depositories designated by the Board. Any officer of the Corporation may request the Executive Director provide an accounting of funds and the Executive Director shall fulfill such response within twenty-one business days.

Article VIII

- 8.01. Fiscal Year. The Board of Directors shall determine the starting date of the fiscal year.
- 8.02. Annual Budget. Prior to the beginning of the fiscal year, a proposed annual budget, including proposed expenditures of professional services, shall be prepared by the Board of Directors. The proposed budget shall be presented to the membership for adoption.
- 8.03. Surety Bonds. The President, President-elect Vice-Presidents, Treasurer and any other Officer or employee handling or having access to Corporate funds shall be bonded in such amount and with such securities as the Board of Directors may from time to time prescribe.

- 8.04 Books and Records. The Corporation shall keep correct and complete books and records.
- 8.05 Inspection and Copying. Any member, Director, Officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation.

Article IX

- 9.01. Dues. The Board of Directors shall assess and collect dues and establish a procedure for penalties for late or non-payment of dues. Dues should be remitted each year by January 1.
- 9.02. Non-Payment of Dues. Any member who becomes 6 months in arrears in the payment of dues or fees shall be suspended. Those members shall forfeit all rights to vote and to the services of TTA until debt has been paid, unless otherwise ordered by a two-thirds vote of the members. A member may apply for relief from dues due to funding deficiencies or other financial distress to the Executive Committee. Relief request must be submitted to the board prior to expiration of the initial 6-month delinquency period.

Article X

- 10.01 Amendment to Bylaws. These Bylaws may be amended at any Corporation meeting by a two-thirds vote of the voting members present at such meeting or by a two-thirds vote in a written or electronic ballot.

Article XI

- 11.01 Executive Director. May be employed by TTA, if deemed necessary, by the Board. Executive Director is responsible for the day to day operation of TTA. The Executive Director will report to the Board President and is accountable to the Board through the Board President. The responsibilities of the Executive Director shall be detailed in a job description. The Executive Director will receive annual compensation as established by the Executive Committee with Board approval, in addition to a benefits package also negotiable on an annual basis.

Article XII

- 12.01 Legal Authorities Governing Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- 12.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- 12.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 12.04 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the members, Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.