

Bylaws

of the Wisconsin Transit Riders Alliance

as adopted on February 22, 2014



Article I — Name

The organization shall be called Wisconsin Transit Riders Alliance, Inc. and shall be referred to in this document as Wisconsin Transit Riders Alliance or the Alliance.

Article II — Purpose

Wisconsin Transit Riders Alliance 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 transit; to educate the community and its leaders about the benefits and importance of having high-quality transit in Wisconsin; to encourage increased transit ridership; and to promote improvements in the State's transit systems.

Article III — Membership

Section 1. Eligibility criteria. Membership in Wisconsin Transit Riders Alliance is open to any person who supports public transit in Wisconsin and the purposes of the organization as described in Article II of these Bylaws, and who takes an active interest in advancing those purposes by attending membership meetings, participating in designated electronic forums, volunteering on behalf of the organization, and/or contributing financially to the organization. Dues are addressed more fully in a separate document.

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 the Wisconsin Transit Riders Alliance 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 serve on standing or ad hoc committees created by the Board of Directors;
- To be nominated as a candidate for the Board of Directors; and
- To vote on nominees for the Board of Directors whenever the number of nominations exceeds the number of open positions.

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 Wisconsin Transit Riders Alliance 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 ninety (90) days and no fewer than thirty (30) 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 fifteen (15) Directors. Between meetings of the board, the affairs of the Alliance excluding matters of policy shall be conducted by an executive committee composed in the manner

outlined in Section 1 of Article V.

Section 2. Appointment and removal of Directors. Any member in good standing of the Wisconsin Transit Riders Alliance is eligible to serve as a Director. The nominating committee described in Section 1 Article V identifies candidates for Director. If the number of nominations equals the number of vacancies, appointment as a Director shall be by majority vote of all Directors at a duly convened meeting. If the number of nominations exceeds the number of vacancies, appointments as a Director shall be those with the top number of membership votes cast electronically or in person at the Annual meeting. Any Director may resign from the Board by submitting a letter of resignation to the President at any time. Any Director may be removed from the Board by being absent without notification for two consecutive meetings or for four (4) meetings out of eight (8) consecutive meetings.

Section 3. Terms and vacancies of Directors. Directors shall serve for terms of four 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 President. A majority of the Directors shall constitute a quorum.

The President shall give notice of Board meetings no less than fourteen (14) 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 fourteen 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: President, Vice-President, Treasurer, and Secretary. The duties of each of these Officers are as follows.

The President 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-President shall preside over meetings of the Board in the President's absence, shall temporarily assume the duties of President in the event the President is unable to discharge those duties, and shall become President (completing the remainder of the vacating President's term) if the office of President 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 President, or, if it is the President who is resigning, to the Vice-President. 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 President shall appoint an officer to fulfill the remainder of the vacating officer's term. In the event the position of President is vacant, the Vice-President shall fulfill the remainder of the vacating President's term and appoint another Director to serve as Vice-President 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. All committees may consist of a combination of Directors and other Members. Two standing committees shall be:

(1) **Nominating Committee** The Board of Directors shall appoint a nominating committee of three (3) or more whose purpose is to nominate members for election to the board of directors. The Nominating Committee shall provide notice through the Alliance's standard communication mechanisms (e.g. website, email listserve) that suggestions are being sought for nominees and that nominations can also be made through petition. The nominating committee shall place in nomination, in addition to its nominees, the name of any member presented to it not less than sixty (60) days before the election by a petition signed by twenty-five (25) members provided that the signatures are gathered in a thirty (30) day period prior to the due date of the petition. Any member seeking to prepare such a petition shall be provided access to the names and email addresses of members upon request.

(2) Executive Committee The Board shall appoint an executive committee of three (3) board members in addition to the president and treasurer who can conduct the affairs of the Alliance with all the powers of the board when the latter is not in session for a period of one year, except that it shall not be authorized to make policy or fill a vacancy created by the resignation, incapacity, or death of a director. The committee shall report all actions taken by it at the next board meeting.

The executive committee shall meet on call of the president, or whichever available officer is senior in rank, should the president be unavailable or the office vacant.

Other 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.

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 — Local Chapters

Members of the Alliance who live in the same area may, with the approval of the Board, form a chapter for the purpose of focusing on local transit issues. A chapter must have a minimum of three (3) members, must have a president and vice-president, and must have an organizing document such as a set of bylaws or a constitution. It may or may not be incorporated but it must have the same accounting period as the Alliance and it must keep records detailing all activities, both financial and nonfinancial, if it is to be eligible for 501(c)(3) status.

Chapters can have 501(c)(3) status and web hosting privileges as subordinates of the Alliance.

If a local chapter in an existing group exemption wishes to apply for an individual exemption, it should notify the Alliance of its intention to leave the group ruling before filing a Form 1023.

Article VII — 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 VIII — Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the Alliance 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 IX — 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 X — 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 of all Directors at a duly convened meeting of the Board.



Approved and Published by the
Board of Directors of the Wisconsin Transit Riders Alliance