

BYLAWS
of Bus Association of New York State, Inc.
(As Amended February 10, 1995)

Article I.
MEMBERSHIP

Section 1. Membership Qualifications.

1. Regular Membership: Any privately owned company authorized to and actively engaged in the transport of passengers for hire in bus vehicles of thirty (30) or more passengers as a common carrier within the State of New York, may become a voting member of the Association provided the company is under the supervision and jurisdiction of, and has received operating authority from, the New York State Department of Transportation (NYSDOT).
2. Associate Membership: In addition, anyone not eligible for regular membership may qualify for an associate membership, according to one of the following categories:
 - (a) Tour and travel members - Those engaged in the business of promoting travel arrangements who are normally referred to as travel agents and tour operators.
 - (b) Supplier members - Those who supply services or goods to the industry, including equipment and accessory manufacturers, lodging enterprises, and all others who participate in the general well being and continuance of the industry.

An associate member from each of the two categories above shall be selected by a process acceptable to the President to serve as a delegate to the Board of Directors, and shall participate in the activities of the Board as the President deems appropriate. Such delegates shall promote the best interests of their category of membership and shall have access to any scheduled meeting of the Board for this purpose. The views and recommendations of such delegates shall be sought on any issue or matter where the interests of the associate membership is affected.

Section 2. Approval of Members. An individual, partnership, or corporation may become a regular member upon being proposed for membership by a current member through written application to the President or Secretary, and being favorably passed upon by a majority vote of the membership of the Board of Directors.

Section 3. Resignation. Any member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 4. Suspension. A member may be suspended for a period, or expelled for cause such as violation of any of the BYLAWS or Rules of the Association, or for conduct prejudicial to the best interests of the Association. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least 15 days before the final action is taken thereon; this statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

Article II.
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article III. DUES

Section 1. **Annual Dues.** The Board of Directors may determine from time to time the amount of dues and assessments payable to the Association by members.

Section 2. **Payment of Dues.** Dues shall be payable in advance whether on a monthly or yearly basis.

Section 3. **Default and Termination of Membership.**

When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article I, Section 4, of these BYLAWS.

Article IV. MEETINGS

Section 1. **Annual Meeting.** There shall be an annual meeting on a date approved by the Board in each year, for election of members of the Board of Directors, for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary shall be mailed, except as herein or by statute otherwise provided; to the last recorded address of each member at least ten days and not more than 50 days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 2. **Special Meetings.** Special meetings may be called by the Board of Directors at its discretion. Notice for any special meeting is to be given in the same manner as for the annual meeting.

Section 3. **Quorum.** The presence in person or by proxy of seven of the members of the Association entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 4. **Voting.** Any firm or corporation may be represented at any meeting by any member of its staff delegated by it for that purpose; but each firm or corporation shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 5. **Proxies.** Every member of the Association entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

Section 6. **Order of Business.** The order of business shall be as follows at all meetings of the Association, Board of Directors and Executive Committee:

- (a) Calling of the roll
- (b) Reading of the Minutes
- (c) Receiving communications
- (d) Elections
- (e) Reports of Officers
- (f) Reports of Committees
- (g) Unfinished Business
- (h) New Business

Any question as to the priority of business shall be decided by the Chair without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article V. DIRECTORS

Section 1. **Number.** The property, affairs, funds, activities and concerns of the Association shall be vested in a Board of Directors, consisting of the representatives of not more than twenty-one (21) regular members of the Association, who shall be elected for a period of one year in the manner provided in Article IV. In addition, the President, Vice-Presidents and the Secretary of the Association shall be ex-officio members of the Board of Directors and shall have the right to vote. At least eighteen (18) of the members comprising the Board and the Officers must be qualified as having regular route operating authority granted by NYSDOT. At any given time, the Board shall not include more than one representative of any single operator member except that a Board Member and an officer as ex-officio Board member may be from the same company but in such event, that company will be allowed only one vote.

Section 2. **Duties of Directors.** The Board of Directors may:

- (1) hold meetings at such times and places as it thinks proper;
- (2) admit members and suspend or expel them by ballot;
- (3) appoint committees on particular subjects from the members of the Board, or from other members of the Association;
- (4) audit bills and disburse the funds of the Association;
- (5) provide for funding of any unusually large expenditure over and above normal operating expenses;
- (6) print and circulate documents and publish articles;
- (7) carry on correspondence and communicate with other associations interested in the bus transportation industry;
- (8) appoint such employees as may be necessary to conduct the business of the Association;
- (9) employ agents;
- (10) between meetings of the Association, act for and in behalf of the Association. However, the Association may at any subsequent meeting thereof rescind, revoke, supplement or amend any acts of the Board of Directors taken prior thereto;
- (11) fill any vacancy in the office of the Association at any regular or special meeting of the Board. In the event of a vacancy on the Board of Directors, the Board shall elect a Director to fill any vacancy and such Director shall hold office until the next meeting of the Association or until a successor is elected;
- (12) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Association and to best protect the interest and welfare of the members.

Section 3. **Meetings of the Board.** Regular meetings of the Board of Directors shall be held immediately before or after the annual meeting each year.

Notice of the meeting signed by the Secretary, shall be mailed to the last recorded address of each member at least ten days before the time appointed for the meeting. The president may, when he deems necessary, or the Secretary shall, at the request in writing of three members of the Board, issue a call for a special meeting of the Board.

Section 4. **Quorum.** Nine (9) officers and members of the Board of Directors, not less than six (6) of which have regular route operating authority granted by NYSDOT, shall constitute a quorum for the transaction of business. In the absence of the President and Vice-Presidents, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day.

Section 5. **Absence.** Should any member of the Board of Directors absent himself unreasonably from two consecutive meetings of the Board without sending a communication to the President or Secretary

stating his reason for so doing, or if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant pursuant to a vote of the Board as provided in section 7 of this article.

Section 6. **Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise it may be filled by a majority vote of the ballots of the remaining members of the Board at a regular or special meeting which may be called for that purpose. The person so chosen shall hold office until the next annual meeting or until his successor shall have been chosen at a special meeting of the members.

Section 7. **Removal of Directors.** Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the Board members present at any regular or special meeting called for that purpose.

Section 8. **Compensation.** The Board of Directors shall serve without compensation.

Section 9. **Salaries.** The salary of the Executive Secretary and other employees of the Association, and all of their expenses shall be determined by a majority vote of the Board of Directors.

Section 10. **Determination of Questions.** A majority vote of the directors present and voting at any regular or special meeting of the Board shall, except as herein provided to the contrary, conclusively determine any question before it.

Section 11. **Appointments.** The Directors may appoint an Executive Secretary of the Association and fix the duties, term and salary of such Executive Secretary. Such duties may include the designated duties of the offices of the Association as may be determined by the Directors. The Directors may appoint such other assistants to any officers of the Association as in their judgment may be required.

Section 12. **Proxies.** Every voting member of the board, including the officers, may designate in writing, on a form provided by the Association, a person from the company the board member represents to attend and vote at board meetings specified by and on behalf of such board member.

Article VI. **OFFICERS**

Section 1. **Number.** The officers of this Association shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer.

Section 2. **Method of Election.** The President, Vice-Presidents, Secretary and Treasurer shall be elected for a period of one year in the manner described in Article IV.

Section 3. **Duties of Officers.** The duties and powers of the Officers of the Association shall be as follows:

PRESIDENT

The President shall, when present, preside at all meetings of the Board of Directors. He shall be the Executive Officer of this Association and shall have general supervision of its business and affairs, and shall be an ex-officio member of all committees, with the right to vote.

All accounts of the Association shall be audited at the direction of the President, and a report thereon transmitted to the Board of Directors. The report may be made through a committee appointed annually for the purpose of auditing the Association's accounts. The auditing committee may be composed of accounting officers of operator members. The President shall also, at the annual meeting of the

Association and such other times as he deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

VICE-PRESIDENT

In case of the death of or absence of the President, or of his inability from any cause to act, one of the Vice-Presidents, in order of their seniority, shall perform the duties of his office. In addition, one or more of the Vice-Presidents when requested by the President, may assist the President in the performance of his duties.

SECRETARY

It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Association, to collect the fees, annual dues and subscriptions and pay them over to the Treasurer; to notify the officers and members of the Association of their election; to notify members of their appointment on committees; to give notice of the meetings of the committees upon the Chairman's request; to prepare an annual report of the transactions and condition of the Association, and generally to devote his best efforts to forwarding the business and advancing the interests of the Association. It shall be the duty of the Secretary to keep a list of operator and interstate members entitled to vote at any meetings of the Association and the role of the members entitled to vote shall be called and the votes recorded of the members as appear from such role, whenever a role call is requested by any member. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem.

TREASURER

The Treasurer shall supervise and be responsible for all monies received and expended for the use of the Association. He shall, when called upon by the President, make a report on the financial status of the Association at the annual meeting. Funds may be drawn only upon the signature of the Treasurer or the President.

Section 4. **Vacancies.** All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 5. **Compensation of Officers.** The officers shall receive such salary or compensation as the Board of Directors determines.

Article VII. COMMITTEES

Section 1. **Nominating Committee.** The President shall appoint a Nominating Committee of three members, none of whom need be a member of the Board, whose duty it shall be to nominate candidates for directors and officers for consideration at the next annual election. The Chairman of the Committee shall make his report at the annual meeting prior to the election. This Committee may, at its discretion, present the names of two or more individuals for any one of these elective offices.

Section 2. **Independent nominations.** Nominations for officers, directors and advisory board may also be made from the floor before the election.

Section 3. **Other committees.** At the first meeting of the Board of Directors after its election, or as soon thereafter as practicable, the President shall, subject to its approval, appoint the following committees to consist of as many members as seems advisable:

(a) Committee on Legislation,

(b) Committee on the Future of the Association,
(c) Time and Place Committee,
and such others as may be required from time to time. The members of such committees shall hold office until the appointment of their successors.

Section 4. **Special Committees.** The President may, at any time, appoint other committees on any subject for which there are not standing committees.

Section 5. **Committee quorum.** A majority of members of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 6. **Committee vacancies.** The various committees shall have the power to fill vacancies in their membership.

Section 7. **Duties of committees.** The duties of all committees shall be those usually performed by such committees, and such committees at all times shall be subject to the instruction and direction of the President or Board of Directors. The Chairman of each committee shall be appointed by the President of the Association and the Chairman of each committee so appointed shall, subject to the approval of the President, appoint the remaining members of each committee. All committees shall hold office at the pleasure of the President and the Board of Directors. The Secretary shall be an ex-officio member of each of the committees and under instructions from the Chairman, shall call all meetings. The Chairman of each committee shall see that a record of his committee's proceedings is kept and shall report the same to the Board of Directors at its regular or special meetings, or by mail, and also at any time upon request of the President of the Association. The President and/or the Board of Directors shall have the power to create other committees, the personnel of which the President may appoint from among the directors, from the members, or from employees of operator members.

Article VIII.

Whenever a male noun, pronoun, adjective or adverb shall appear in these BYLAWS it shall be interpreted to encompass both the male and female gender.

Article IX. AMENDMENTS

These BYLAWS, with the exception of Article V, Section I, may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Association. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.

Article V, Section I may only be altered, amended, or repealed by a two-thirds (2/3) majority vote of those members having regular route operating authority granted by the NYSDOT.