

NEW YORK SCHOOL BUS CONTRACTORS ASSOCIATION CONSTITUTION and BYLAWS

Constitution

ARTICLE I – Name and Principal Place of Business

Section 1. This organization shall be known as the New York School Bus Contractors Association, Inc.

Section 2. The location of the principal office of the organization shall be PO Box 755, Latham, New York 12110.

ARTICLE II - Purpose

Section 1. The objects and purposes of this Association shall be:

- (1) To promote and foster the highest degree of safety in the transportation of school children.
- (2) To work for the preservation and extension of transportation of school pupils by private contract rather than under government monopoly.
- (3) To consider and deal with common intra-industry problems.
- (4) To foster better understanding among contract-operators of school buses.
- (5) To promote the general welfare of its members.

ARTICLE III - Membership

Section 1. Any organization engaged in the contract-transportation of school children in the State of New York is eligible for regular membership.

Section 2. Any organization engaged in services necessary to the operation, manufacture or production of school buses, is eligible for supplier or vendor membership.

Section 3. Any person or organization engaged in the transportation of school children or the promotion thereof (association, school district, private school or B.O.C.E.S.) is eligible for associate membership.

Section 4. Any individual who has been a regular member of this Association, but is no longer eligible for regular membership, is eligible for emeritus membership.

Section 5. All membership applications are subject to the approval of the Board of Directors.

Section 6. The directors shall have the power to suspend any member of the Association by the affirmative vote of at least two-thirds of a quorum vote of the Board if in their judgment the conduct of the member organization has been prejudicial to the interests and goals of the Association.

Section 7. Any member may terminate his or her membership in the organization with written notice to the Board of Directors. At that time he or she will cease to have any rights of membership and there shall be no refund of dues.

ARTICLE IV - Nominations and Voting

Section 1. A three (3) member committee on nominations shall be appointed by the President and shall meet at least sixty (60) days before each annual meeting at which general officers and directors are to be elected. Nominations proposed by the committee shall be made known to the Board of Directors before the annual meeting.

Section 2. Independent nominations for board members and general officers may be made from the floor by individual members at the annual meeting.

Section 3. Each paid up member organization shall have one vote at the general meeting and each director and general officer shall have one vote at any directors meeting.

Section 4. Supplier or vendor, associate and emeritus members shall not have a vote, and may not attend closed board meetings unless invited by the President.

Section 5. In the event of the death, resignation, removal, or retirement of a director or officer, or if for any other reason there is a vacancy among directors, or officers, the Board of Directors shall immediately fill the vacancy or vacancies so created, by the election of a director or officer to hold office until the next annual meeting of the corporation at which the election of director or officer is in the regular order of business and until his or her successor has been elected.

Section 6. The general officers and Board of Directors shall be elected from the slate of candidates by the members present at the annual meeting.

ARTICLE V - Board of Directors

Section 1. The affairs of this Association shall be managed by a Board of Directors which in addition to the officers specified in Article VI, shall comprise eighteen (18) voting representatives elected from the general membership. Elected directors shall serve a three (3) year term beginning at the annual meeting of the year in which they are elected. By a majority vote of the Board of Directors, life members may be appointed to the Board as deemed appropriate. Life members shall serve as long as they continue to actively be involved in a private school bus contract business operating in New York State.

Section 2. A quorum to conduct business shall consist of ten (10) members including officers.

Section 3. The Board of Directors shall have power to:

- (1) Authorize the expenditure of money for Association purposes; and
- (2) Appoint an Executive Secretary, elect or appoint assistants to the officers, and to employ such servants and agent, as are necessary to conduct Association business.

Section 4. The Board shall meet regularly during the year, the location and dates to be decided by the President.

Section 5. All Board members shall receive proper notification of Board meetings.

Section 6. The President and, in his absence, the Vice President shall preside at meetings of the Board of Directors and the Secretary shall act as Secretary thereof; but in the absence of either, their functions may be performed by any members of the Board elected by those present.

Section 7. The President and/or the Board shall screen and approve any statements released on behalf of the Association.

Article VI – Officers

Section 1. Effective October 1, 1993, the general officers of this Association shall be a President, Vice President, Secretary and Treasurer.

Section 2. The President, Vice President, Secretary and Treasurer shall be elected annually by the general membership at the annual meeting. Their term shall be one year, more or less, running from the annual meeting in which they are elected to the next regular annual meeting. The President and the Vice President may not serve longer than three consecutive terms in the same position.

Section 3. Each officer shall have one vote on the Board of Directors.

Section 4. The Vice President shall assume the duties of the President if the President is incapacitated in any way.

Section 5. The past President shall be a member of the Board of directors for the duration of the term of the incumbent President.

Section 6. The Treasurer shall file with the Board of Directors such fidelity bond with corporate surety, as shall be determined by the Board of Directors, the cost of such bond to be borne by the Association.

Section 7. It shall be the duty of the President to convene a meeting of the Board of Directors.

ARTICLE VII - Removal or Suspension of Officers and Directors

Section 1. Any officer, director, or past president who fails to attend at least fifty percent of all duly called meetings or who acts in a manner that is contrary to the interests and goals of this Association may be suspended from the rights and privileges of his office by the affirmative vote of two-thirds of a quorum of the Board. A suspended officer, director, or past president shall be reinstated upon submission to the Board of the duly notarized signatures of no less than two-thirds of all regular members.

Section 2. A life member of the Board may be removed by the affirmative vote of a majority of a quorum of the Board if he or she no longer satisfies the requirements for life membership as specified in Article V, or as provided for in section one of this Article.

ARTICLE VIII - Dues and Assessments

Section 1. Dues of members of this Association shall be fixed from time to time by the Board of Directors, subject to membership approval at the next regular meeting of the Association. Proper notice of the change shall be given before such meeting. Such dues schedule shall be specified in the Bylaws.

Section 2. Assessments: At any meeting of the Board, an assessment may be proposed. However, a majority of the board must give their approval before it becomes effective.

ARTICLE IX - General Membership Meetings

Section 1. The Board of Directors shall designate the date and location of the annual meeting and any special meetings it deems necessary to convene.

Section 2. The membership shall be given ample notice of the date and location of such meetings. At such meetings any business may be transacted not requiring a special notice.

Section 3. Presence at any general membership meeting of twenty (20) members shall constitute a quorum.

Section 4. The President or in his or her absence the Vice President shall preside and the Secretary shall act as Secretary thereof; but should such officers not be present their functions may be performed by any member so chosen from those present.

ARTICLE X - Rules of Order

Section 1. Robert's Rules of Order shall be the parliamentary authority of this Association.

Article XI – Mode of Amendment

Section 1. These articles may be amended at any time by an affirmative vote of two-thirds of the members present at any annual or regular meeting.

By Laws

Section 1. Membership

Membership shall not be limited by number.

Section 2. Dues (Effective January 1, 2008)

A. Regular members dues are based on the total number of vehicles (units). Companies with up to 25 units dues are \$500, 26-50 units are \$1000, 51-100 units are \$1500, 101-250 units are \$2500, 251-500 units are \$4500, 501-750 units are \$6000, 751-1000 units are \$7000, 1001-1500 units are \$8000 and 1501 or more units are \$9000 per year.

B. Supplier or vendor members' dues are five hundred dollars (\$500.00) per year.

C. Associate members' dues are two hundred fifty dollars (\$250.00) per year.

D. Emeritus members' dues are twenty-five dollars (\$25.00) per year. Dues which are unpaid 30 days after their due date shall be assessed an eighteen percent (18%) per annum late charge. Any member whose dues remain unpaid 90 days after the due date shall be deemed suspended from membership in the Association.

Section 3. Committees

The President shall upon election appoint the following standing committees:

1. Awards
 - a. Contractor of the Year
 - b. Heart of the Industry
 - c. Distinguished Service
2. Finance
 - a. Insurance
3. Legislation
 - a. Regulator Agencies (DOT, DMV, SED)
 - b. Unfair Competition
4. Long Range Planning
5. Membership
6. Nominating of Officers and Directors (consists of the Past President, President and Vice President).
7. Public Policy/Relations
8. Safety & Maintenance
 - a. Rodeo
 - b. Safety & Maintenance Conference and meetings

The President shall also be empowered to create any special committees he or she deems necessary and to appoint the necessary members to such committees:

Section 4. Amendments

These bylaws may be amended by a majority vote of those members present at any regular or special meeting of the Association.

(As last amended at the October 14, 2007. NYSBCA General Membership Meeting)