

**AMERICAN PUBLIC
TRANSPORTATION FOUNDATION
BYLAWS**

Adopted June 10, 2001

ARTICLE I

Name and Location

- A. The name of the Corporation shall be the “American Public Transportation Foundation” (hereafter called the “Foundation”).
- B. Its main office shall be located in Washington, D.C., or at any other place designated by the Board of Directors. Additional offices may be established at other places by the Board of Directors.

ARTICLE II

Purposes and Objectives

The Foundation is organized and will be operated to increase the number of young professionals entering the transit field as a career in order to sustain growth and improvement in the industry and to provide training, education and professional development opportunities for persons involved in the public transit industry. Some of the specific purposes and objectives of the foundation are:

- A. To establish and operate a scholarship program to assist students interested in pursuing a career in the public transit industry;
- B. To plan and conduct training, educational, and professional development activities for persons involved in the public transit industry;
- C. To sponsor and support research into scientific, technical engineering and safety matters related to the transit industry;

- D. To solicit funds to accomplish any of the aforesaid purposes and to accept funds from federal, state and local governments, corporations, trade associations, other foundations, trusts and individuals;
- E. To engage in any other lawful activities in furtherance of the above purposes and not otherwise prohibited in its Articles of Incorporation or herein, provided that such activities are permitted for organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III

Membership

The Foundation shall not have any members.

ARTICLE IV

Board of Directors

A. Governing Body

The Governing Body of the Foundation shall be the APTF Board of Directors, which shall have full power to do any and all things necessary or desirable in conducting the business of this foundation, within the limitations provided in the Articles of Incorporation, and the Bylaws.

B. Membership of the APTF Board of Directors

1. The initial APTF Board of Directors shall be those individuals named in the Foundation's Articles of Incorporation. The initial APTF Board of Directors shall not be subject to the requirements of paragraphs 2 and 3 below.

2. All members of the APTF Board of Directors (hereinafter referred to as Directors), including any past Chairs of the American Public Transportation Association (APTA), must be officers or officials of APTA members at the time they are elected and shall be eligible to continue in office while serving as an officer or official of an APTA member.
3. The APTF Board of Directors shall be composed of twenty-five members. The Secretary-Treasurer of APTA shall always be a voting ex-officio APTF Director and is included in the total of twenty-five APTF Directors. The four immediate Past Chairs of APTA shall always be voting ex-officio APTF Directors, and are included in the total of twenty-five APTF Directors. The remaining twenty APTF Directors shall be elected in accordance with Article VII, Paragraph A. Such election shall normally be held at the time of the APTA Annual Meeting. Newly elected APTF Directors shall assume their duties immediately following their election.

C. Terms

1. The initial APTF Directors named in the Articles of Incorporation shall serve until their successors are elected and qualified.
2. The Secretary-Treasurer of APTA shall serve as an APTF Director while holding such position with APTA.
3. Except as provided in this subparagraph, elected APTF Directors shall serve staggered terms of four (4) years. At the time of the election of the first APTF Board, five APTF Directors (one of whom shall be the immediate past Chair of APTA) shall be elected to a four-year term to replace those APTF Directors

whose terms are expiring; provided, however, that in each case APTF Directors shall continue to serve until their successors shall be elected and shall qualify.

Any APTF Director who no longer qualifies as an officer or official of an APTA member must resign from the APTF Board. Vacancies on the APTF Board shall be filled in accordance with Article VII Paragraph D of these Bylaws. APTF Directors elected to fill a vacancy shall serve out the term of the person they are replacing.

ARTICLE V

Meetings

A. Annual and Special Meetings

The APTF Board will have at least one regular meeting each year, with the time and place of the meeting set by the APTF Chair. Special meetings of the APTF Board may be held upon the call of the APTF Chair or the request of at least one-half of the APTF Directors. Notice of meetings shall be given by the Chair of the APTF Board.

B. Quorum: Voting Majority

A quorum shall consist of at least nine APTF Directors. A voting majority shall be a majority of votes at any meeting at which a quorum is present. In the event of a tie, or failure of a motion requiring two-thirds vote otherwise to carry, the Chair of the APTF Board shall cast the deciding vote.

C. Ratification

If a meeting is held without a quorum present, the action taken at such meeting will be deemed legal and binding the same as if a quorum were present, but only if the minutes are

approved by the majority of the APTF Board of Directors in attendance at the next subsequent meeting at which a quorum is present

D. Action By Written Consent

Any action that might be taken at a meeting of the APTF Board of Directors may be taken without a meeting if the action is authorized by a writing or writings signed by all of the APTF Directors. The writing or writings shall contain a statement as to the effective date of the action and shall be filed with the minutes of the APTF Board of Director's meetings.

E. Notice: Agenda

Ten days' written notice shall be provided for meetings of the APTF Board of Directors; however, a 48-hour telephone notice shall suffice when circumstances so require. Such notice may be waived by two-thirds vote of the APTF Board. Written notice shall be accompanied by the agenda and by available and appropriate supporting information. The annual budget must be forwarded to the APTF Directors ten days in advance of the meeting where it is offered for approval. The agenda as forwarded shall be followed unless changed by a two-thirds vote of those APTF Directors in attendance.

F. Robert's Rules

"Robert's Rules of Order," as revised, shall govern the conduct of all meetings of the APTF Board of Directors whenever specific provisions of the Bylaws are not applicable.

G. Attendance

If an APTF Director (except for an ex-officio member) misses three successive meetings, the APTF Director will no longer be eligible to remain on the APTF Board and a vacancy will exist. In this event, the APTF Chair shall notify the APTA Chair of the vacancy. The ex-

officio APTF Directors are the APTA Secretary-Treasurer and the four immediate Past Chairs of APTA.

ARTICLE VI

Organization

A. Committee

The APTF Board of Directors is authorized and empowered to create, organize, reorganize, or dissolve, from time to time in its discretion, in accordance with these Bylaws, and under such conditions as it may prescribe, standing committees of this Foundation.

B. Committee Membership

The appointment of and membership on committees shall be the responsibility of the Chair of the APTF Board, subject to such action as may be taken from time to time by the APTF Board of Directors.

C. Ad hoc Committees

The establishment of and membership on ad hoc committees and task forces shall be the responsibility of the Chair of the APTF Board.

ARTICLE VII

Officers

A. Corporation Officers

The officers of the Foundation shall be a Chair of the APTF Board, a Vice-Chair of the APTF Board, an APTF Secretary-Treasurer, and an APTF President. The APTF President shall exercise the powers normally held by the President of a non-profit corporation. The initial Chair of the APTF Board and APTF Vice-Chair shall be appointed by the Chair of the Board of APTA and approved by a majority vote of the APTA Board of Directors or its

Executive Committee. Thereafter, the Chair of the APTF Board and APTF Vice-Chair of the Board shall be nominated by majority vote of the APTA Board of Directors or its Executive Committee upon the recommendation of the Chair of the Board of APTA and elected by majority vote of the APTF Board of Directors at their regular meeting. The APTF Secretary-Treasurer shall be the individual holding the office of Secretary-Treasurer of APTA. The APTF President shall be the individual holding the office of President of APTA. Newly-elected APTF officers shall assume their duties immediately following their election. Each APTF officer shall continue in office until his or her successor has been elected or until his or her death or until she or he shall resign or shall have been removed in the manner hereafter provided.

B. Term of Office

The Chair of the APTF Board and the Vice-Chair of the APTF Board shall serve terms of one year, and shall be eligible to serve a second, and a third, one-year term. The APTF Secretary-Treasurer and the APTF President shall serve as long as they hold the corresponding offices in APTA.

C. Other Officers

The APTF Board of Directors may, in its discretion, appoint such other officers and invest them with such authority as it deems necessary.

D. Vacancies

In the event of a vacancy in the office of the Chair of the APTF Board, the Vice-Chair of the APTF Board shall serve out the remainder of the unexpired term as Chair of the APTF Board. A vacancy in the office of Vice-Chair of the APTF Board shall be filled by the APTF Board of Directors from among the APTF Directors. Vacancies in the Office of APTF

Secretary-Treasurer or APTF President shall be filled by the APTA Board of Directors pursuant to the bylaws of that Association. Vacancies among the APTF Board of Directors may be filled by a majority vote of the APTA Board of Directors or its executive Committee upon the recommendation of the APTA Chair of the Board. An APTF Director may resign at any time by delivering written notice to the APTF Secretary-Treasurer. The APTF Board of Directors shall have power by majority vote to fill a vacancy in any other office for the remainder of the unexpired term. Any officer or agent elected or appointed by the APTF Board of Directors may be removed by the APTF Board of Directors, upon a majority vote of the APTF Board, whenever in its judgment the best interests of the Foundation would be served thereby.

ARTICLE VIII

Duties of Officers

A. Chair of the APTF Board

1. The Chair of the APTF Board shall preside at the meetings of the APTF Board of Directors and shall be an ex-officio member of all committees of the Foundation. He or she shall appoint the members of all committees, and shall establish all ad hoc committees and task forces and appoint the members thereof. He or she shall perform such other duties as may be provided for in the Bylaws, or by vote of the APTF Board of Directors and shall at each regular meeting report to the APTF Board of Directors on Foundation affairs occurring since the previous meeting. The APTF Chair shall give notice of all meetings of the APTF Board.

2. In the absence of the Chair of the APTF Board at a meeting of the APTF Board of Directors, the Vice-Chair of the APTF Board or in his or her absence, one of the APTF Directors, shall be selected by the APTF Board of Directors to preside at that meeting.

B. Vice-Chair of the APTF Board

The Vice-Chair of the APTF Board is empowered to act, in the absence or disability of the Chair of the APTF Board, on behalf of the Chair of the APTF Board, in all Foundation matters and shall be an ex-officio member of all committees of the Foundation. If neither the Chair of the APTF Board nor the Vice-Chair of the APTF Board is able to act, one of the APTF Directors shall be selected by majority vote of the APTF Board to perform the duties of the Chair of the APTF Board during the period of the absence or disability of the Chair of the APTF Board and the Vice-Chair of the APTF Board.

C. APTF President

1. The APTF President shall have general supervision and management of the affairs of the Foundation between meetings of the APTF Board under the direction of the Chair of the APTF Board and the APTF Board of Directors. She or he shall also be invested with all powers normally held by the President of a non-profit corporation and shall execute any documents that would normally require the President's signature.
2. The APTF President or his or her designee shall attend all meetings of the APTF Board and record the proceedings thereof. He or she shall maintain and be responsible for minutes of all meetings of the APTF Board of Directors and all other documents and records of the Foundation. He or she shall be responsible, under the advice of the APTF Secretary-Treasurer, for all routine financial transactions.

3. The APTF President shall keep full records of the affairs of the Foundation and shall furnish the APTF Board of Directors, from time to time, such statements as it may require. He or she shall be responsible for all property of the Foundation except as otherwise herein provided. He or she shall employ such staff members as may be necessary and shall supervise their work. He or she shall perform such other duties as may be assigned to him or her by other provisions of the Bylaws, or the Chair of the APTF Board, or the APTF Board of Directors
4. The APTF President shall have authority to approve and execute contracts that have a monetary value of \$50,000.00 or less. The APTF Board of Directors shall approve all contracts with a monetary value in excess of \$50,000.00.
5. The APTF President shall, with the assistance of the APTF Secretary-Treasurer, prepare the annual budget to be submitted to the APTA Board of Directors for approval.

D. Secretary-Treasurer

1. The APTF Secretary-Treasurer, consistent with his/her role on APTA's Investment Committee and the APTF President, shall be responsible for all funds and securities of the Foundation. The APTF Secretary-Treasurer shall make an annual financial report to the APTF Board and such other reports as may be prescribed by the APTF Board of Directors. The APTF Secretary-Treasurer shall also make an annual financial report to the APTA Board of Directors at APTA's Annual Meeting.
2. The APTF Secretary-Treasurer may appoint an Assistant-Treasurer, subject to the approval of the APTF Board of Directors, who thereupon may act in all matters for and on behalf of the APTF Secretary-Treasurer.

E. General Counsel

The APTA Chief Counsel shall be the legal advisory officer of the Foundation. He or she shall report to the APTF Board of Directors and the APTF President and shall perform such duties as may be assigned by him or her by the Chair of the APTF Board, the APTF Board of Directors, or the APTF President.

ARTICLE IX

Surety Bonds

The APTF President, Secretary-Treasurer, and any other officer or employee handling or having access to the funds or securities of this Foundation shall be bonded at the expense of the Foundation, in such amount, and with such sureties, as the APTF Board of Directors may from time to time prescribe.

ARTICLE X

Fiscal Year

The fiscal year shall begin on July 1 of each year and terminate on June 30 of each year unless otherwise prescribed by the APTF Board of Directors.

ARTICLE XI

A. Contracts

The APTF Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the APTF Board of Directors.

ARTICLE XII

Indemnification

A. Definitions

An Indemnified Person shall mean any individual who presently holds or at any time in the past has held an Indemnified Position. An Indemnified Position shall mean any of the following positions:

- a. A Director of the Foundation;
- b. An officer of the Foundation, whether elected or appointed;
- c. An employee of the Foundation;
- d. A director, officer, or employee of any other corporation, partnership, joint venture, trust or other entity who serves in such position at the request of the Foundation.

B. Indemnity

The Foundation shall indemnify and hold harmless an Indemnified Person against any and all claims, liabilities and expenses (including reasonable attorneys' fees) arising by virtue of such person's actions or alleged actions, whether of commission or omission, in an Indemnified Position, except as excluded in paragraph C below. Without limiting the generality of the foregoing, the Foundation shall indemnify all Indemnified Persons against

all expenses (including reasonable attorney's fees) actually and reasonably incurred by them in connection with the defense or settlement of any existing or threatened action, suit or proceeding in which they, or any of them, are made parties or a party by reason of being or having been in an Indemnified Position.

C. Exclusions

No otherwise Indemnified Person shall be entitled to indemnification under paragraph B above if the act or omission giving rise to the claim for indemnification was either:

1. Committed in bad faith;
2. Resulted from such Indemnified Person's dishonesty or gross negligence; or
3. Resulted in such Indemnified Person's receipt of improper personal benefit in money, property or services.

Provided however, that such exclusion shall be limited to liabilities, claims and expenses directly related to the acts enumerated in subparagraphs 1, 2 and 3 above and shall not operate to disallow indemnification of such Indemnified Person for any claims, liabilities or expenses not directly related to such acts.

D. Exclusivity

Indemnification under this section shall not be deemed exclusive of any other rights to which any Indemnified Person might be entitled under the Articles of Incorporation or Bylaws of the Foundation, any resolution of the directors of the Foundation, any agreement, applicable law or otherwise.

ARTICLE XIII

Amendments

These Bylaws may be amended at an APTA Annual Meeting or special meeting of the APTF Board of Directors by a two-thirds vote of all the APTF Directors, provided that the substance of said amendment shall have been disclosed in the written notice of said meeting given pursuant to Article V of these Bylaws.