



**BYLAWS
OF
WISCONSIN PUBLIC TRANSPORTATION ASSOCIATION, INC.**

**ARTICLE 1
NAME AND PURPOSE**

The name of this Corporation is Wisconsin Public Transportation Association, Inc., and the purposes for which this Corporation is formed shall be as provided in its Articles of Incorporation. The Corporation shall engage only in those activities permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE 2
MEMBERS**

Section 2.1 Members. The Association shall have two classes of Members with the following qualifications and rights:

(a) Voting Membership. Wisconsin municipalities or agencies directly involved in the daily operation of a public transportation system, whether publicly or privately operated, shall be eligible to become Voting Members of the Corporation. Each transportation system shall be considered as one Member with one vote but transportation systems may designate multiple representatives to attend meetings or exercise membership rights in the Corporation. The Board of Directors may establish application procedures and other qualifications as the Board deems necessary or advisable in connection with the admission of Voting Members.

(b) Non-Voting Membership. The following individuals and organizations will be eligible for Non-Voting Membership in the Corporation:

1. Representatives of shared ride taxi cabs or transportation systems receiving operating assistance funds under Wisconsin statute section 85.20;
2. Individuals or organizations engaged in the business of manufacturing equipment for, supplying materials to or rendering services to transportation systems in the state of Wisconsin;
3. Transportation related publications, individuals or organizations involved in planning, funding or oversight of public transportation, or individuals or organizations interested in the advancement of public transportation; and
4. Retired employees of any organization which is a Voting or Non-Voting Member of the Corporation or which is eligible to become a Voting or Non-Voting Member of the Corporation.

The Board of Directors may establish such application procedures or qualifications for Non-Voting Membership as the Board deems necessary or advisable in connection with the admission of Non-Voting Members.

ARTICLE 3 MEETINGS OF MEMBERS, DUES AND VOTING

Section 3.1 Annual Meetings. The annual meeting of the Members of the Corporation shall be at such time and place as may be designated by the Board of Directors. At each annual meeting, the Voting Members shall elect Directors if any Directors' terms of office expire and shall conduct such other business as is appropriate or necessary. The Members shall also elect a Director to the offices of Chairperson, Vice Chairperson, a Secretary, and a Treasurer, if any of such officers' terms have expired.

Section 3.2 Membership Dues. The Board of Directors shall establish, at least annually, the membership dues for Voting Members and Non-Voting Members. Such dues need not be the same amount for each category of Member, and may be based on the size of the transportation system in part or in whole, measured by such characteristics as the Board may select. Dues may be different for the four listed categories of Non-Voting Members. Any Member, whether Voting or Non-Voting, which fails to pay membership dues within sixty (60) days of the date of notice from the Board of Directors of the amount of such dues for the upcoming year shall not be in good standing and shall forfeit all rights and privileges of membership, unless and until such dues are paid in full.

Section 3.3 Voting. Each Voting Member in good standing shall be entitled to vote on each matter submitted to a vote of the Members. Only one vote may be cast for each Voting Member. Where Voting Members designate multiple representatives to attend membership meetings, such Member shall designate only one representative to cast their vote and shall notify the Secretary at the time of such meeting or in advance of such meeting of the designated representative. If only a single vote is cast for a Member the vote will count, regardless of the designation. If more than one vote is cast for the Member, only votes cast by the designated representative shall be counted as the vote of the Voting Member.

Section 3.4 Special Meetings. Special meetings of the Members may be called by the President or the Board of Directors or upon a call of at least fifty percent (50%) of the Voting members. All calls shall be directed to the Secretary. Special meetings shall be conducted within sixty (60) days of the date of receipt of the request unless such request specifies a longer period. No business may be transacted at a special meeting except as is set forth in the call for the meeting.

Section 3.5 Notice of Meetings. Notice of any annual meeting or special meeting of the Members shall be given by the Secretary to such Members by delivery to the Members personally or by electronic or regular mail at the address of such Members as shown in the records of the Corporation, not more than sixty (60) nor less than ten (10) days before such meeting. The notice of any special meeting shall include the place, date, and time of any such meeting and shall generally state the agenda of business to be transacted at such meeting. Notice may be waived in writing by such Members.

Section 3.6 Quorum of Members. The Voting Members holding fifty percent (50%)

of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the Members. In the absence of a quorum, a majority of the Voting Members present may adjourn the meeting without further notice.

Section 3.7 Attendance and Proxies. At any meeting, any Voting Member may vote in person or by general or special proxy executed in writing by the Voting Member and filed with the Secretary. No general proxy shall be valid after eleven (11) months from the date of its execution.

ARTICLE 4 REGISTERED OFFICE/AGENT

Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Wisconsin in accordance with the provisions of the Wisconsin Non-stock Corporation Law, Chapter 181 of the Wisconsin Statutes (the “Act”).

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 Powers And Responsibility. The powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property and affairs of the Corporation. The members of the Board of Directors shall not be compensated for their service.

Section 5.2 Number and Qualifications. The Board of Directors shall consist of not less than three (3) members, the exact number to be determined by the Board of Directors. When, because of death, resignation, retirement or removal, there shall be less than three (3) Directors remaining, the remaining Directors shall constitute the Board of Directors until the vacancy(ies) are filled as hereinafter provided. In such event, said vacancy(ies) shall be filled as soon as reasonably possible. One member of the Board of Directors shall be an employee or representative of each of the Tier A1, Tier A2, Tier B and Tier C transit systems as defined in Section 85.20, Wisconsin Statutes.

Section 5.3 Election of Directors. Individuals shall be elected to the Board of Directors by vote of the Voting Members, at the annual meeting of the Corporation.

Section 5.4 Term. Each Director shall hold office for a term of two years or until his or her successor has been elected. A Director may be re-elected to membership on the Board. The term of office for all Directors shall expire every other year.

Section 5.5 Voting Rights. Each Director shall be entitled to one vote on all matters coming before the Board. There shall be no voting by proxy.

Section 5.6 Vacancies and Removal. The unexpired term created by any vacancy on the Board of Directors, whether by reason of death, resignation, or removal, shall be filled by appointment by the remaining Board of Directors. No Director may be removed from office,

with or without cause, by the vote of the Voting Members. A Director may be removed by a majority vote of the Board of Directors with or without cause.

Section 5.7 Non-Voting Members. The Board of Directors may designate one or more persons to receive notice of, attend, and participate in, meetings of the Board of Directors, but not to vote. Such persons shall have qualifications as the Board of Directors may determine and shall not be considered as members of the Board of Directors for purposes of determining a quorum, the number of filled or vacant Board positions or the adequacy of notice of Board meetings.

ARTICLE 6 MEETINGS OF DIRECTORS

Section 6.1 Annual Meetings. The annual meeting of the Board of Directors shall be held at such time and place beginning with the year 2017 as may be designated by the Board. The Board shall meet for the purpose of organizing the Board, electing the officers of the Corporation and transacting such other business as may come before the meeting.

Section 6.2 Regular Meetings. The Board of Directors shall hold regular meetings, at least as often as quarterly, at such locations as the Board may determine.

Section 6.3 Special Meetings. Special meetings of the Board of Directors may be called and held at any time upon the written request of the Chairperson or by a majority of the Directors. Such request shall be addressed to the Secretary.

Section 6.4 Notice of Meeting. Written notice of any meeting shall be given by the Secretary to each Director at least seven days prior to said meeting. The notice of any special meeting shall state as much as practicable the agenda of business to be transacted at such meeting. Whenever any notice whatsoever is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.5 Quorum. A majority of the number of Directors fixed by Section 5.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 6.6 Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 6.7 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.8 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors then in office.

Section 6.9 Meeting By Conference Telephone Or Other Communications Technology.

(a) Members of the Board of Directors, or members of any committee of the Board, may participate in any meeting of the Board of Directors or committee of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:

1. All participating Directors or committee members may simultaneously hear or read each other's communications during the meeting; or
2. All communication during the meeting is immediately transmitted to each participating Director or committee member, and each participating Director or committee member is able to immediately send messages to all other participating Directors and committee members.

(b) If a meeting will be conducted through the use of any means described in paragraph (a) hereof, all participating Directors or committee members shall be informed, either in the notice of meeting or by the presiding officer at the commencement of the meeting, that a meeting is taking place at which official business may be transacted. A Director or committee member participating in a meeting by any means described in paragraph (a) is deemed to be present in person at the meeting. If requested by a Director or committee member, minutes of the meeting shall be prepared and distributed to each Director or committee member, as the case may be.

ARTICLE 7 COMMITTEES

Section 7.1 Appointment of Committees. The Board of Directors may appoint committees, either special or standing, to perform such tasks or duties as the Board may assign to the committee. The Board may appoint each member of a committee or may appoint a single member of the committee and authorize such single member to designate additional members or

the Board may delegate the selection of one or more of the committee members to the Voting Members. All committee members, regardless of how appointed, may be removed by the Board of Directors.

Section 7.2 Committee Procedures. Each committee shall select a chairperson unless such chairperson is designated by the Board or elected by the Voting Members. Each chairperson shall be responsible for conducting the business and affairs of his or her committee which shall include the keeping of minutes of each meeting and reporting on the activities of the committee to the Board. Committees shall inform the Board of meeting dates at least ten (10) days in advance of all meetings and must submit minutes of meetings to the Secretary within ten (10) days of such meetings.

Section 7.3 Committee Powers. Committees shall be responsible for implementing the programs and activities of the Corporation entrusted to such committee by the Board. No committee may carry out a power reserved to the Board of Directors unless such committee consists solely of Directors of the Corporation. Committees may carry out powers otherwise entrusted to an officer of the Corporation if authorized by the Board. Committees shall not have the authority to spend funds of the Corporation or obligate the Corporation to spend funds without approval from the Board and shall only have such authority to the extent of such approval.

ARTICLE 8 OFFICERS

Section 8.1 Number and Qualifications. The principal officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, each of whom shall be a member of the Board of Directors and shall be elected by the Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary and the offices of Chairperson and Vice Chairperson. Assistant officers need not be members of the Board of Directors or of the Corporation.

Section 8.2 Election and Term of Office. The officers of the Corporation to be elected shall be elected every two years by the Members at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for two (2) years or until his/her successor shall have been duly elected, or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. The Chairperson may serve only one consecutive term.

Section 8.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not itself create contract rights, except as provided for in Article 9 hereof.

Section 8.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 8.5 Chairperson. The Chairperson shall be the chief executive officer of the Corporation and, shall in general supervise, direct, and control all of the business and affairs of the Corporation. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors, provided, however, that the Chairperson may expend funds only as authorized in an annual budget adopted by the Board of Directors, and expenditures in addition to budgeted amounts must be authorized by the Board of Directors.. He/she may authorize the Vice Chairperson or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the Corporation. In general he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8.6 Vice Chairperson. In the absence of the Chairperson or in the event of his/her death, inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 8.7 Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and in general perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chairperson or by the Board of Directors.

Section 8.8 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) collect and account for membership dues of the Members; have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chairperson or by the Board of Directors.

Section 8.9 Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries as the Board of Directors may from time to time authorize. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform

such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the Chairperson or the Board of Directors.

Section 8.10 Other Assistant and Acting Officers. The Board of Directors shall have the power to appoint any person to act as an assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 8.11 Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of the Corporation.

ARTICLE 9 INDEMNIFICATION OF DIRECTOR, OFFICER OR COMMITTEE MEMBER

Section 9.1 Definitions.

(a) “Expenses” include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

(b) “Liability” includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, plus costs, fees and surcharges imposed under ch. 814, and reasonable expenses.

(c) “Proceeding” means any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state, or local law and which is brought by or in the right of the Corporation or by any other person.

Section 9.2 Indemnification. The Corporation shall indemnify each present, former, and future director, officer, or member of a committee appointed by the Board of Directors (herein the “committee member”) of the Corporation, to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the person was a party because he or she is or was a director, officer, or committee member of the Corporation. This provision is intended to indemnify all such persons to the fullest extent provided under Sections 181.0871 to 181.0889 of the Wisconsin Statutes.

Section 9.3 Other Indemnification.

(a) In cases not included under Section 9.2 hereof, the Corporation shall indemnify each present, former, and future director, officer, or committee member against Liability incurred by such person in a Proceeding to which the person was a party because such person is or was a director, officer, or committee member of the Corporation, unless Liability was incurred because

the person breached or failed to perform a duty such person owes to the Corporation and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the Corporation in connection with a matter in which the person has a material conflict of interest.
2. A violation of criminal law, unless the Director, officer, or committee member had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
3. A transaction from which the Director, officer, or committee member derived an improper personal profit or benefit.
4. Willful misconduct.
5. Determination of whether indemnification is required under this subsection shall be made under Section 9.4.

(b) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, does not by itself create a presumption that indemnification of the director, officer, or committee member is not required under this subsection.

(c) Indemnification under this section is not required if the Director, officer, or committee member has previously received indemnification or allowance of Expenses from any person, including the Corporation, in connection with the same Proceeding.

Section 9.4 Determination of Right to Indemnification. The Director, officer, or committee member seeking indemnification under Section 9.3 shall seek one of the methods for determining his or her right to indemnification pursuant to the provisions of sec. 181.0873, Stats.; and such selection shall be made within sixty (60) days after the commencement of any Proceeding. Such selection shall be made in writing and delivered to the Secretary of the corporation.

Section 9.5 Death. In the event of the death of any person entitled to indemnification under this Article, the benefits provided for in this Article shall extend to such person's heirs and legal representatives.

Section 9.6 Not Exclusive. The foregoing right to indemnification as set forth in this Article shall not be exclusive of any other rights to which any Director, officer or committee member of the Corporation may otherwise be entitled to under the laws of the State of Wisconsin, in effect from time to time.

Section 9.7 Contract. This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a Director, officer or committee member; and the indemnification provided herein shall be in addition to any other

compensation which each such person may receive from the Corporation for such person's services as a Director, officer or committee member.

Section 9.8 Advance Payment of Expenses as Incurred. Upon written request by the person seeking indemnification under Section 9.3 hereof, the Corporation may pay or reimburse such person's reasonable Expenses as incurred if the person requesting such indemnification provides the Corporation with all of the following: (a) a written affirmation of such person's good faith belief that such person's has not breached or failed to perform such person's duties to the Corporation and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that indemnification is not required or permitted as a matter of law.

ARTICLE 10 CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 10.1 Contracts. In addition to the Chairperson, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 10.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current expenses of the Corporation.

Section 10.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 10.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 12 CORPORATE SEAL

The Corporation shall have no corporate seal.

ARTICLE 13 AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors or by the Voting Members at any meeting of the members. Any Bylaw adopted by the Board of Directors shall be subject to subsequent amendment or repeal by the Voting Members, as well as by the Directors.