

NOTE: * All bracketed numbers refer to sections of Robert's Rules of Order. *****

The Oklahoma Association for Pupil Transportation Bylaws

Preamble

Pupil transportation is a basic contributor to an effective educational program. In furtherance of this precept, the Oklahoma Association for Pupil Transportation is organized for, and committed to, the continued improvement of all aspects of this important and specialized educational service. The Oklahoma Association for Pupil Transportation was established in 1975.

The Association shall have these bylaws, which shall set forth provisions for the regulation and management of the Association. These bylaws shall have priority over any other instrument of regulation in case of conflicting provisions.

Article I – Name, Legal Identity, Resident Agent, and Office

The name of this association is the Oklahoma Association for Pupil Transportation Inc., hereinafter referred to as "OAPT." It has a membership that represents the school transportation industry. The Association shall maintain a resident agent in the state of its incorporation, Oklahoma, and maintain its principal office as designated by the Executive Board.

The Association is organized exclusively as a professional association, not organized for profit, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No use of the OAPT name or logo may be incorporated into any document, media presentation or format without the expressed permission of the Executive Board.

In the event of dissolution, all assets remaining after the payment of all corporate liabilities of the Association shall be distributed as determined by the voting membership in accordance with applicable law, OAPT Articles of Incorporation, Bylaws, and policies adopted by the Executive Board.

Article II – Objective

The objective of this Association shall be educational and charitable, in furtherance thereof, to promote and to provide leadership for the improvement and advancement of pupil transportation in the State of Oklahoma and the Nation as a whole. The Association further pledges to work for the improvement of the economy, efficiency, and safety of pupil transportation; to serve as the spokesman for all who are engaged in pupil transportation; to serve as an agency for the collection and dissemination of information and to provide services such as publication, conference, research and other related services which promote the objectives of the Association.

Article III – Membership

3.1 Membership

Any person, partnership, or corporation who is directly or indirectly engaged in the school transportation industry may become a member of OAPT by executing and filing an application with the Association.

3.1.1 Active Membership (Voting Member)

Any person who a public or non-public school currently employs, college, technical institution, or university and actively employed in a titled position with job duties that are in management with supervisory responsibilities over pupil transportation. Active Members in good standing shall be entitled to attend all organization meetings and participate in discussions of the organization. They are entitled to hold office on the Executive Board and to vote.

3.1.2 Associate Membership (Non-Voting Member)

Any person not eligible as an active individual member who is interested in, engaged in, or associated with any phase of pupil transportation. In addition, a retired person who has paid annual dues for at least five consecutive years and is no longer principally engaged in the administration or supervision of pupil transportation. Examples would be, but not limited to, Support staff, Technicians, Bus Drivers, Bus Attendants, and Trainers. Associate Members in good standing shall be entitled to attend all organization meetings and participate in discussions of the organization. They are not entitled to hold office on the Executive Board or to vote.

3.1.3 Industry Membership (Non-Voting Member)

Any business, corporation, association, or other organization which is engaged in or associated with transportation that wishes to support the purpose of the association and pupil transportation industry. Examples would be, but not limited to, consulting businesses, manufacturer's representatives, sales persons, or industry-related safety associates/vendors and non-profit organizations relative to pupil transportation. Industry Members in good standing shall be

entitled to attend all organization meetings and participate in discussions of the organization. They are not entitled to hold office on the Executive Board or to vote.

3.1.4 Honorary Membership (Non-Voting Member)

Any member, past or present, who has contributed meritorious service to pupil transportation. Eligibility status shall be based upon nomination or recommendation to the Executive Board and a majority vote of all members present at the annual meeting. Honorary Members in good standing shall be entitled to attend all organization meetings and participate in discussions of the organization. They are not entitled to hold office on the Executive Board or to vote.

3.2 Voting

3.2.1 All eligible voting members are entitled to vote during the annual meeting.

3.2.2 All eligible voting members must be in good standing with OAPT and not in arrears on any dues or assessments at the time of the vote.

3.2.3 Board member positions where a ballot has been called for shall be conducted by secret ballot. A secret ballot may employ the use of traditional paper methods, mechanical, or electronic means.

3.2.4 At the Annual Conference, only one vote per school district is allowed for an election. If more than one active member is presently representing the same school district and is eligible to vote, then the member of representation that was appointed by the school district and documented in the membership registry will be eligible to cast the vote.

3.2.5 No member may vote by proxy.

3.2.6 At times, it may be necessary to vote on matters electronically. In these cases, each OAPT member will receive an email notification of the matter to be voted on with a 10-day deadline to vote on the item. Instructions on how to vote will be included in the email notification. After the deadline has expired, the results will be tallied and shared with all members. The vote will fall in favor of the majority of respondents.

3.2.7 The Executive Board shall keep, at all times, a complete and accurate list of all members entitled to vote by the Articles of the Bylaws, which may be inspected by any member for any proper purpose at any reasonable time.

Bylaws Adopted 4/5/23

3.2.8 On a tie vote, a motion requiring a majority vote for adoption is lost since a tie is not a majority. Thus, if there is a tie without the chair's vote, the presiding officer can vote in the affirmative, thereby causing the motion to be adopted; or, if there is one more in the affirmative than in the negative without the chair's vote (for example, if there are 72 votes in favor and 71 opposed), they can vote in the negative to create a tie, thus causing the motion to be rejected.

3.2.9 Similarly, in the case of a motion requiring a two-thirds vote, if, without the chair's vote, the number in the affirmative is one less than twice the number in the negative (for example, if there are 59 in the affirmative and 30 in the negative), the chair, can vote in the affirmative and thus cause the motion to be adopted; or, if there are precisely two thirds in the affirmative without their vote (for example, if there are 60 in the affirmative and 30 in the negative), the chair can vote in the negative, with the result that the motion is rejected. Similarly, the chair's vote might affect the result in cases where a majority of the members can decide on a question.

3.2.10 The chair cannot vote twice, once as a member, then again in their capacity as presiding officer.

3.2.11 When voting, except by ballot, the accepted procedure is for the President to call for all those in favor. After which, asking for those opposed. The winner is then announced. [45:13]

3.2.12 When a vote is taken, no interruption is permitted from the time that any member has voted until all have presumably voted unless, as sometimes occurs in ballot voting, No other business is transacted during voting. [45:6]

3.3 Rights of Members

3.3.1 Members of the Association are entitled to rights and privileges as determined by the Executive Board, except the right to vote and hold office, which shall be limited to active members as defined in Section 3.1.1.

3.3.2 Members in good standing with the Association shall be entitled to attend all organization meetings and participate in discussions of the organization.

3.3.3 Active Members in good standing with the Association shall be entitled to nominate a delegate for election.

3.4 Application for Membership

3.4.1 Application for membership or contact update shall be submitted to the Executive Board for review.

Bylaws Adopted 4/5/23

3.4.2 The Executive Board shall have the power to approve all applicants for membership, except that no individual may be denied membership based on race, national origin, religion, or sex.

3.4.3 Annual Membership will be from July 1st through June 30th of the following year.

3.4.4 Membership applications received in May will automatically remain in effect until June 30th of the following year as long as the membership dues are paid in full by July 1st of the beginning of the membership year.

3.4.5 Membership in the Association is not transferable or assignable.

3.4.6 The Executive Board shall have the power to remove a person from membership without a refund of membership dues in the occurrence of delinquent dues, district/employee disciplinary actions resulting in termination or temporary suspension of duties, unethical and/or immoral conduct, or conviction of a felony. All misdemeanor legal charges are discussed in the executive session, and the Executive Board will vote to determine continued membership.

3.5 Dues

3.5.1 The Executive Board shall establish dues for all membership types. Membership dues shall include the general registration for the individual's attendance at the Annual Conference.

3.5.2 Annual dues shall be due and payable by September 1st of each calendar year. Any member whose dues remain unpaid by January 1st shall cease to be a Member of the Association. Any member may resign from the Association, but no refund of dues will be paid. Designated speakers or guests may be excluded from membership requirements and the requirement to pay annual dues. Only Active Members in good standing will be eligible to serve on the Executive Board.

3.5.3 Any increase in dues must be voted on by a majority of the membership present at a regular annual meeting. Any increase will go into effect on July 1st of the following membership cycle.

3.5.4 Additional Association fees shall be determined and assessed by the Executive Board on an as-needed basis.

3.5.5 A written notice of delinquent dues shall be sent by the Treasurer to the member 30 days after the due date. The Treasurer shall send a second written notification to the member after 60

Bylaws Adopted 4/5/23

days of delinquency. The treasurer will notify the Executive Board of the delinquent status at the next meeting. A final written notification signed by the President of the Executive Board shall be sent to the member after six months of delinquency to notify them that their membership is null and void.

3.5.6 Any delinquent member who wants to return to good standing must pay any delinquent dues before their status is restored.

Article IV – Meetings

The Association shall conduct business according to Robert’s Rules of order, except as modified by membership vote and outlined in the Association’s bylaws.

4.1 Types of meetings

4.1.1 Annual Meetings [9:20]

The organization shall hold at least one annual meeting each year at such time and place as determined by the Executive Board. This will be posted by July 30th on the website. The meeting shall be designated the Annual Meeting/Conference and shall be held, among other things, to elect officers as required by the Association. The executive board may cancel the annual meeting by a majority vote in the event of a local or national crisis or disaster. In the event of an annual meeting cancellation, all board position terms shall be extended until the next annual meeting. Any elections due during the disaster or crisis will be held at the next annual meeting.

4.1.2 Regular Meetings [9:1]

The Executive Board shall meet at least once per month except in the instance that there are no business items on the agenda. Regular meetings will be held at a time and location voted on by the Executive Board, subject to being amended as the need arises. The meeting could also be held using virtual attendance.

4.1.3 Special Meetings [9:13]

Special Executive Board meetings shall be called by the President or when requested by any board member and approved by the majority of the Executive Board. Once requested, a special board meeting must be held before the next regularly scheduled meeting. A special meeting may also be called by written request of one-fourth of all members entitled to vote.

4.1.4 Committee Meetings [50:21]

Bylaws Adopted 4/5/23

Committees shall meet as often as needed to conduct the committee's business. The Chairman of each committee will set a reasonable meeting date and time and inform all committee members. Any two committee members may also call a meeting. If a meeting is called in this fashion, a meeting will be conducted at a reasonable time and date. The meeting could also be held using virtual attendance.

4.2 Notice of meetings

4.2.1 Call of Meeting annual schedule for all regular meetings voted upon during the July meeting will be posted on the OAPT website as notice to the membership by July 30th of the membership cycle.

4.2.2 Variance in the Call of Meeting schedule for regular meetings shall be posted a minimum of five business days before the change, if possible.

4.2.3 Special meetings will be posted at least two working days prior.

4.2.4 Agendas for all meetings will be posted at least two working days before the meeting. Such notice shall specify the place, day, and hour of the meetings and, in the case of a special meeting, the purpose of the meeting.

4.2.5 The Annual Meeting can be held in conjunction with a regular meeting.

4.3 Conducting of Business

4.3.1 Regular and Special meetings may be hosted by the Executive Board on a conference call/virtual attendance in such a manner that all members participating can hear each other at the same time.

4.3.2 No member of the Board, Committee Member, or Active member shall participate in any discussion or vote on any matter in which he or she or a member of his/her immediate family has a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his/her potential conflict, disqualify him/herself, and be excused from the meeting until the discussion is over on the matter involved. The President of the Board must inquire if such a conflict exists, and the board member has yet to make it known.

4.4 Quorum

Bylaws Adopted 4/5/23

4.4.1 A quorum to hold any meeting is equal to the number of persons present at the time. [40:1]

4.4.2 A quorum to vote at all meetings shall be the majority of voting board members present in attendance. A minimum of five Executive Board members must be present to conduct business. [40:2]

Article V – Executive Board

5.1 Duties of Executive Board

5.1.1 The officers of the Executive Board for OAPT shall consist of a President, President-Elect, Past-President, Secretary, Treasurer, Communications Director, Vendor Director, Training Director, Regional Directors (North West Director, North East Director, South West Director, South East Director, Oklahoma City Metro Director, Tulsa Metro Director), Oklahoma State Department of Education (OKSDE) Transportation Director(s) and the Service Oklahoma Representatives.

5.1.2 The Executive Board derives its authority from and shall be responsible to the membership of the Association. It shall have the corporate responsibility for the Association, including the authority to:

- A. Receive and implement the resolutions of the membership, provided said resolutions are legal, feasible, and not in conflict with the adopted By-Laws.
- B. Authorize the appointment of special commissions and committees as needed.
- C. Approve an agenda for the Annual Meeting.
- D. Adopt policies for the operation of the Association; produce and maintain the Executive Board Guidelines (EBG).
- E. Adopt the annual budget of the Association.
- F. Establish dates, locations, and fees for the Annual Meeting/Conference.

5.1.3 The Executive Board shall maintain staggering terms to offer the benefit of continuity in the functioning of the board.

5.1.4 The Executive Board shall effectively communicate and maintain current legal provisions ensuring the Association operates to the best of its ability and by the standards outlined in bylaws and state and federal laws.

5.2 Elected Officers of the Association, Terms

Bylaws Adopted 4/5/23

The Executive Board shall consist of: President, President-Elect, Past President, Secretary, Treasurer, Communications Director, Vendor Director, Training Director, and Regional Directors (North West Director, North East Director, South West Director, South East Director, Oklahoma City Metro Director, Tulsa Metro Director). The officers of the Association shall be as known as the Executive Board and their duties will be set by the Executive Board and kept in the EBG. No more than two board members can come from a single school district.

5.2.1 President [47:7]

The President shall hold office for a term of two years beginning on July 1st, immediately following their term as President-Elect.

5.2.2 President-Elect [47:21]

The President-Elect shall hold office for the term of two years beginning July 1st, following the election to the position at the Annual Meeting, and shall become President two years from the date of the election to President-Elect.

5.2.2 Past President

The Past President shall hold office for a term of two years beginning July 1st, immediately following their term as President.

5.2.3 Secretary [47:32]

The Secretary shall hold office for a term of four years beginning July 1st, following the election to the position at the Annual Meeting. The election to determine a successor to this office shall be conducted at such time to allow the incoming Secretary to serve one year concurrently with the outgoing officer. If the sitting Secretary runs for office and is reelected, they shall serve their remaining term and an additional four years.

5.2.4 Treasurer [47:38]

The Treasurer shall hold office for a term of four years beginning July 1st, following the election to the position at the Annual Meeting. The election to determine a successor to this office shall be conducted at such time so as to allow the incoming Treasurer to serve one year concurrently with the outgoing officer. If the sitting Treasurer runs for office and is reelected, they shall serve their remaining term and an additional four years.

5.2.5 Communications Director

The Communications Director shall hold office for a term of four years beginning July 1st, following the election to the position at the Annual Meeting. The election to determine a successor to this office shall be conducted at such time so as to allow the incoming Communications Director to serve one year concurrently with the outgoing officer. If the sitting

Communications Director runs for office and is reelected, they shall serve their remaining term and an additional four years.

5.2.6 Vendor Director

The Vendor Director shall hold office for a term of four years beginning July 1st, following the election to the position at the Annual Meeting. The election to determine a successor to this office shall be conducted at such time so as to allow the incoming Vendor Director to serve one year concurrently with the outgoing officer. If the sitting Vendor Director runs for office and is reelected, they shall serve their remaining term and an additional four years.

5.2.7 Training Director

The Training Director shall hold office for a term of four years beginning July 1st, following the election to the position at the Annual Meeting. The election to determine a successor to this office shall be conducted at such time so as to allow the incoming Training Director to serve one year concurrently with the outgoing officer. If the sitting Training Director runs for office and is reelected, they shall serve their remaining term and an additional four years.

5.2.8 Regional Directors

Regional Directors typically reside in the region they control. If a Regional Director is still vacant following the next annual conference, and no one has been appointed from that region, the board may approve a Director who resides outside the area to serve. All regional nominees at the annual conference must reside in the region they are nominated for unless no members are nominated from that region. It is generally agreed that the Regional Directors' areas are defined as follows: Interstate 40 for the North/South divide and Interstate 35 for the East/West divide. The Tulsa Metro is defined as a 25-mile radius extending from the United States Post Office located at 3rd and Denver. The Oklahoma City Metro is defined as a 25-mile radius extending from the Oklahoma State Capitol. The Regional Directors' positions shall hold office for a term beginning July 1st, following the election to the position at the Annual Meeting.

5.2.9 Oklahoma State Director: The Oklahoma State Department of Education, Transportation Officer/Director(s) is/are a permanent non-voting member(s) of the Executive Board.

5.2.10 Service Oklahoma Representatives: The Service Oklahoma Representative(s), is/are a permanent non-voting member(s) of the Executive Board.

5.2.11 Compensation of Members of the Executive Board: No officer shall receive compensation for any service he/she may render to the Association. However, any officer may be reimbursed for their actual expenses incurred in the performance of their duties. Additionally, in order to help ensure all officers are available to attend the Annual Meeting, officers' rooms will

Bylaws Adopted 4/5/23

be paid for during their stay at the Annual Meeting location if requested and explained by the officer and approved by a majority vote of the board. Any officers' room paid for will be the standard room offered to all members.

Article VI – Nominations and Elections

6.1 Nominations

6.1.1 A nomination is, in effect, a proposal to fill the blank in an assumed motion “that be elected” to the specified position. A candidate should be willing to accept a position before being placed on a ballot.[46:1]

6.1.2 Methods of nominations include: [46:2]

- A. By the President.
- B. By the Chair or body of the Nominating Committee.
- C. By ballot.
- D. By mail.
- E. By petition.
- F. From the floor.

6.1.3 The same person can be nominated for more than one office, even if voting for all offices is to take place simultaneously on a single ballot. If one person is elected to more than one office under these conditions, refer to 6.1.5.

6.1.4 A candidate will be selected by majority vote unless otherwise specified in these bylaws. [44.1]

6.1.5 A candidate who receives a majority for more than one office on a single ballot must, if present, choose which one of the offices he will accept; if absent, the assembly decides by a ballot vote the office be assigned to him. [46:31]

6.1.6 If a candidate received a majority of the votes in more than one office and subsequently chose which office to accept, the candidate with the next highest votes for the position not chosen is accepted.

Article VII – Vacancies and Discipline

7.1 Vacancies

The Executive Board has exclusive authority over the Association to fill vacancies, empowered to accept resignations and fill vacancies between Annual Meetings of the Associations assembly. [47:57]

7.1.1 Appointment of Executive Board Vacancies: The Executive Board may appoint an individual to fill an Officer vacancy on the Board until the next succeeding annual meeting, where a vote will take place to fill the position for the remainder of the original term. The Board may appoint an individual to maintain the composition of the Board as described in Section V. A vacancy in the office of President shall be filled by an immediate succession of the President-Elect until the term of the vacant President is fulfilled. In the case of vacancy in the office of President-Elect, the board shall appoint an elected Executive Board member to serve as acting President-Elect until the term of the vacant President-Elect is fulfilled. An individual who serves as acting President-Elect is entitled to serve his/her unexpired term as an Officer. An active Executive Board member may only fill the President-Elect position. All nominations must fulfill this requirement.

7.1.2 Absentee Members of the Executive Board: A member of the board can be declared vacant in the event such a member shall be absent from three consecutive regular meetings or more than five regular meetings during a school year (July 1st - June 30th). The President of the board shall notify the member of this happening before the meeting triggering said vacancy. This vacancy will be enforced only by a vote of two-thirds of the members of the Executive Board at the meeting to declare the vacancy.

7.1.3 Discipline/Removal of Members of the Executive Board: Any board officer may be removed from the board, with or without cause, by a majority vote of the members of the Association. Additionally, the Executive Board shall have the authority to discipline/remove members of the Executive Board for just cause. No member of the Board may be disciplined or removed except after notice, an opportunity to be heard at the board's next scheduled meeting, and agreement by a vote of two-thirds of the members of the Executive Board at the meeting.

Article VIII – Committees

8.1 Standing Committees: The standing committees of the Association shall consist of an Audit, Nominating, and By-Laws Committees of at least three members. The current President may appoint other committees as needed for the duration of their term. These committees must be approved by a majority of the Executive Board present at the time of the appointment.

8.2 Audit Committee: The Executive Board shall establish an Audit Committee to annually audit a representative sample of the financial transactions of the OAPT. The Audit Committee

Bylaws Adopted 4/5/23

shall consist of three non-board members. The Audit Committee shall be chaired by an active member of OAPT who is in good standing. The President of the Board shall appoint the Audit Committee Chair with the approval of the Board.

8.3 Nominating Committee: The Executive Board shall establish a Nominating Committee, consisting of the President-Elect, who serves as Chairman, and at least two additional board members in good standing. The Nominating Committee shall make nominations for election to the Executive Board and assist with the voting process at the Annual Conference. All interested candidates shall submit an information form before being placed on the ballot. Nominees from the floor shall provide the same information at the time of their nomination at the Annual Conference.

8.4 By-Laws Committee: The Executive Board shall establish a By-Laws Committee consisting of at least three board members. The By-Laws Committee shall annually review the By-Laws and make recommended changes to the Executive Board before the April regular meeting. The Board may reject entirely or modify the recommended changes. All proposed changes will be handled per Article IX of these By-Laws.

8.5 Leadership Team Committee: In order for the President of the Association to complete the tasks assigned, the President is authorized to appoint as Associate Members of the Executive Board, those individuals that it is felt can assist the organization. This is a 1-year term. The Executive Board has final approval of these appointments. A member of the Leadership Team may be removed by a majority vote of the Executive Board in the event such a member shall be absent from three consecutive regular meetings or more than five regular meetings during a school year (July 1st - June 30th). The President of the board shall notify the member of this happening before the meeting triggering said vacancy. This vacancy may be halted only by a vote of two-thirds of the members of the Executive Board at the meeting to declare the vacancy.

Article IX – Amendments to By-Laws

9.1 Authority: Upon approval of the Executive Board, a proposed amendment may be submitted by mail/email ballot to the active members of the Association. Said proposed amendment shall be declared passed by the Executive Board if a majority of those voting in the mail/email ballot shall have voted affirmative. At least five business days will be allotted to ensure members may reply to any mail/email proposal.

9.2 Procedure: An amendment to the By-Laws may be proposed at the Annual Meeting of the Association and, if approved by a majority of the active members present to vote at the

Bylaws Adopted 4/5/23

Annual Meeting, shall become effective immediately following the adjournment of the last session of the Annual Meeting at which the amendment was adopted.

9.3 Grammatical: Changes may be made to the By-Laws by a majority vote of the Executive Board at any meeting to correct grammatical mistakes. Grammatical changes may be fixed without prior notice to the members. All changes made in this manner will be announced in the agenda and discussed at a regular meeting and will become effective following the next regular meeting's vote. Additionally, all changes will be recorded and disclosed in the meeting minutes.