



## **BY-LAWS**

### **TRANSPORTATION ASSOCIATION OF SOUTH CAROLINA (TASC) CONSTITUTION AND BY-LAWS**

#### **ARTICLE I**

##### **Name and Location**

The name of this Association shall be the "Transportation Association of South Carolina, Inc." and is hereby referred to as "The Association."

The official address shall be that of the President or Executive Official or any place as designated by the Board of Directors.

#### **ARTICLE II**

##### **Purpose**

The general nature and purpose for which the Association has been organized is to:

1. Act as a force in the State of South Carolina to foster common policies, requirements, and educational efforts concerned with public transportation;
2. To serve as an advocate for public and human service transportation by representing the interest, policies, requirements and purposes of public transit and human service operators in South Carolina.
3. Provide a forum for the exchange of experiences, discussions, and study of public transportation opportunities;
4. Enhance improvements and coordination of the public transportation industry;
5. Provide technical assistance and training to members; and
6. To aid members in dealing with special issues pertaining to public and human service transportation.
7. Receive and maintain funds and apply the same to promote the general nature and purpose for which this Association is organized.



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## **ARTICLE III** **Membership**

Any individual or organization supporting the purpose of the Association may become a member upon payment of appropriate annual dues based upon membership classification or upon special appointment by the Board of Directors.

### **Classification of Membership**

The Board of Directors shall determine the membership category of all members. The Association shall have the following classes of membership:

- 1. Transit System Members:** This class shall consist of (a) persons, firms or corporations, trustees or receivers, municipal or other governmental agencies, operating any form of organized public transit system within the boundaries of South Carolina, (b) a person, firm or corporation organized to provide professional management services to such transit systems within such boundaries provided that management company membership shall not take the place of the transit system membership.

This class will have 8 voting Board members.

- 2. Business Members:** This class shall consist of:
  - a. Manufacturers and Supplier Members:** organizations engaged in supplying goods and services to the public transit industry
  - b. Consultant Members:** organizations providing professional consultation services to the public transit industry
  - c. Publisher Members:** organizations publishing periodicals relating to the transit industry
  - d. Private Providers:** organizations engaged in providing transportation services for profit.

This class will have 2 voting Board members.

- 3. Non-Public Specialized:** This class is composed of any public or private entity that performs human service transportation but does not provide any public transportation.

This class will have 3 voting Board members.



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- 4. Associate Members:** Students, retirees and individuals not representing any specific agency or advocacy group.

This class may have one non-voting member on the Board of Directors

- 5. SC Department of Transportation:** This agency will have one ex-officio representative on the Board, who is a non-voting member.

- 6. Government Agency Members:** This class shall consist of agencies of local or regional levels of government having responsibility for the planning and/or development of agencies, which are primarily responsible for operating transit systems.

This class shall have 2 voting Board members.

- 7. Affiliates:** This class shall consist of associated railroads, public interest groups, legislative representatives, publishers, educational institutions and other organizations with an interest in transit.

This class will have 1 voting member.

- 8. At Large:** The Board of Directors, may, at their discretion, elect two (2) additional members annually for the At Large Class. These must be members in good standing and may be from any of the classes above. Each At Large member of the Board will have 1 vote.

### Membership Status

Any Member in Good Standing has the right to cast one vote in any association election.

### Membership Category

The TASC Membership Committee shall make recommendations to the TASC Board as to final determination of any issue involved with determination of the appropriate membership category of a member, in accordance with the By-Laws.



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### **ARTICLE IV** **Board of Directors**

The governing body of the Association shall be a Board of Directors, which shall have the power to establish policy and direct the management and business, property and affairs of the Association within the limits of the by-laws. The number of voting directors shall be a maximum of eighteen (18) and they will be elected in accordance with Article V. Ex-officio members shall be non-voting Board members. Any Board member missing three (3) unexcused board meetings may be removed from the Board upon a majority vote of the Board of Directors. The President shall rule on the validity of excused absences. At any time should a member of the Board of Directors be unable to complete his term, the Board of Directors shall appoint a replacement from the respective membership class at the next board meeting for the balance of the term in accordance with Article V.

The Board of Directors shall not meet less than once a quarter and all meetings shall be called in accordance with Article IX. At any meeting of the Board, one-third of the voting members shall constitute authorization to do and transact business of the Association. No official action may be taken without a quorum being present. Each voting member of the Board of Directors is entitled to one vote.

### **ARTICLE V** **Election of Board of Directors**

Election of members of the Board of Directors shall be made official at the annual meeting of the Association.

At least forty-five (45) days prior to the annual meeting, the President shall appoint a Nominating Committee and its chairman. The Nominating Committee shall solicit a list of nominations from the membership. This committee shall present a slate of board member nominees for the election. This nomination shall be announced to the voting members not less than twenty-one (21) days prior to the opening day of the annual meeting, except as noted in Article XIII. Individual write-in nominations to the board may be made by any voting member at the time of voting. The slate will be mailed to each voting member not less than (twenty-one) 21 days prior to the annual meeting. Members may complete, sign, certify and return their ballots to the nominating committee chair. Voting results will be tallied and announced at the annual meeting.

The Board of Directors shall serve for a term beginning July 1<sup>st</sup> and ending June 30<sup>th</sup> of



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the following year, except as stated in Article XIII.

### **ARTICLE VI** **Elections and Duties of Officers**

The officers of the Association shall be elected from the members of the newly elected Board of Directors. A meeting of the newly elected Board of Directors will convene immediately following their election at which time they will elect the officers for the coming fiscal year. Election of officers shall be by oral or written ballot. A majority of the votes cast for an office shall be necessary for an election. In the event a single candidate fails to receive a majority on the first ballot, the candidates receiving the highest number of votes shall participate in a run-off election.

Newly elected officers and members of the Board of Directors shall be introduced to the membership prior to the conclusion of the annual meeting.

Officers shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall begin their new term on July 1 and serve for one (1) year. Officers, however, shall continue in office until successors have taken office. All officers are eligible for re-election to no more than one additional successive term, for a total of two (2) successive terms. Election to fill an unexpired term of office shall not constitute a term. Officers may be removed in like manner as appointed.

President: The President shall preside at the meetings of the Association and of the Board of Directors and shall be an ex-officio member of all committees. The President shall be responsible for the general supervision and shall direct the management of the affairs of the Association with guidance and the cooperation of the Board of Directors; except for variances of expenditures not budgeted or over budget in which case Board's approval is required.

Vice-President: The Vice-President shall act in the absence of the President, and on behalf of the President on all Association matters. In the absence of the President at a Board of Directors meeting, the Vice-President shall preside. The Vice-President shall serve as chair of the TASC Annual Conference Committee. If the President and Vice-President are absent, the Board of Directors shall select a presiding officer.



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Secretary: The Secretary shall be responsible for minutes of all meetings and shall make them available to interested parties. The Secretary will ensure a record of all affairs of the Association is kept. The Secretary will retain the original version of the By-laws and reissue them at such times as they are officially amended. The Secretary is also responsible for voting certification and tabulation of all election ballots.

Treasurer: The Treasurer is responsible for all Association funds. The Treasurer shall monitor revenues and expenses and shall present a financial report to the board at each meeting and top the membership at the annual meeting. With the approval of the Board, the Treasurer shall ensure a certified Public Accounting firm performs a financial review submission to the Board within ninety (90) days of the end of the fiscal year.

### **ARTICLE VII** **Administrative Staff**

Staff may be selected by the Board of Directors with duties as prescribed by the Board. The staff shall continue to hold such positions as the discretion of the Board.

### **ARTICLE VIII** **Standing Committees**

The Board of Directors shall have full power to create, reorganize or dissolve such standing committees as it deems necessary and in accordance with such conditions as it may prescribe.

The appointment of and membership on standing committees and other committees deemed necessary shall be made by the President, subject to such action as may be taken by the Board of Directors. At a minimum, the President shall establish the following standing committees **and make appointment of committees as needed**

- Conference Committee
- Executive Committee
- Nominating Committee
- Membership Committee

The Executive Committee shall be composed of the Officers of the Board.

### **ARTICLE IX**



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## **Meetings**

An annual meeting of the Association shall be held at such time and at such place as the Board of Directors may decide. Each member shall be given reasonable notice thereof.

Notices of all Board meetings shall be given before the time of the meeting. All such Notices shall, as far as practical, specify the business to be brought before the attention of the meeting.

Roberts' Rules of Order shall govern all meetings of the Association and the Board of Directors except that the President is permitted to make motions, to second motions, and to vote on motions.

The Board of Directors may direct the President to submit a question to the voting members of the Association by mail ballot. A reasonable time shall be given for the return of the ballots and a simple majority of the votes cast shall be decisive upon the question. An amendment to the by-laws shall be amended in accordance with Article XIII. The President shall notify the Board of Directors at its next meeting and the voting members of the Association, in a timely manner, the results of any such mail ballot as to the decision.

## **ARTICLE X** **Financial Administration**

### **Section 1: Authority**

The Board of Directors shall direct the management of the business, property and affairs of the Association. The Board of Directors is empowered to acquire, hold and own property and capital assets. The Board of Directors shall have the authority to retain staff resources as necessary.

### **Sections 2: Dues and Fees**

The Board of Directors shall have the authority to levy, assess, charge, or collect dues/fees from the membership. The Board of Directors may adjust these dues in special situations such as organized promotions and membership drives. Ex-officio members of the Association will not be required to pay dues.

Members who shall become 60 days in arrears in payment of fees or dues shall be suspended and forfeit all rights and privileges of the Association.



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### **Section 3: Signature Authority**

The Treasurer, President or Vice President may sign all checks with properly approved written invoices. Two signatures will be required on all checks for over \$10,000.00.

### **Section 4: Fiscal year**

The Association's fiscal year shall be from July 1 to June 30. This shall govern member's dues and preparation of the annual financial report.

## **ARTICLE XI**

### **Withdrawal, Suspension and Expulsion of Members**

Any member may withdraw from membership by giving written notice to that effect to the Secretary prior to the payment of dues for the next Fiscal year.

A member may be suspended or expelled from the Association by a two-thirds vote of the entire Board of Directors for violation of the by-laws and for non-conformance to current standards of business ethics and practice. However, such member shall be given an opportunity to be heard by the Board. A suspended member may be reinstated by a two-thirds vote of members present at a meeting of the Board of Directors.

## **ARTICLE XII**

### **Amendments**

Any proposed amendment shall first be submitted to the Board of Directors; if approved by a majority vote of the voting members present at a meeting of the Board, or by a majority vote of the Board members by mail, the same shall be submitted to the members of the Association. These by-laws may be amended at an annual meeting or a special called meeting of the Association by a majority vote of the voting members of the Association prior to the Association meeting. At least thirty (30) days' notice of the proposed amendment shall be given.

If a by-law amendment changes the Board of Directors composition or size, an election shall be held immediately after the adoption of the amendment to fill "new positions" and nominations to fill these positions shall be made from the floor. The Board members elected to fill these new positions shall take office immediately. However, officers shall not change until the next July 1 unless the creation of new positions had resulted in the resignation of officers. In this case the Board of Directors shall fill any such vacancies immediately.



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