

BY-LAWS

NEW MEXICO TRANSIT ASSOCIATION

ARTICLE I. OFFICES

The principal address of the New Mexico Transit Association (NMTA) in the State of New Mexico is PO Box 15272, Rio Rancho 87174. The Association may have offices, within the State of New Mexico, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of New Mexico a registered agent whose address is identical with such registered office, as required by the New Mexico Non-Profit Corporation Act. The registered address may be, but not need be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

SECTION 1. Qualifications. Any person, firm, corporation, Indian tribal, pueblo, municipality or other governmental agency operating or providing, directly or indirectly, transportation services, or allied thereto, may become a member of this corporation. An individual may be eligible for more than one class of membership; however, an individual may be a member of only one class.

SECTION 2. Classes of Members. Members shall be classified as follows:

1. Regular Members. This class shall consist of publicly funded transit providers operating any form of public transportation service and approved by the board of directors. Regular members shall have the privileges and services of this Association as prescribed from time to time by the Board of Directors and shall be entitled to vote. The publicly funded transit providers may be represented by more than one person, but shall be limited to one vote per grantee.

2. Professional Members. This class shall consist of (1) persons, non-profit organizations, groups or public agencies active in the development, promotion of operation of public transportation. This class shall consist of persons, non-profit organizations, groups or public agencies active in the development or promotion of public transportation. Such members shall have the privileges and services of this Association as prescribed from time to time by the Board of Directors and shall be entitled to vote. Professional members may be represented by more than one person, but shall be limited to one vote per agency member.

3. Business Members. This class shall consist of (1) persons, firms or corporations engaged in manufacturing for, or supplying materials or rendering services to, the public transportation field within the areas of the regular members New Mexico Transit Association; and (2) professional consultants or consultant firms that are engaged in professional transportation work. Such members shall have the privileges and services of this Association as prescribed from time to time by the Board of Directors and shall be entitled to vote. Business members may be represented by more than one person, but shall be limited to one vote per company member.

4. A parent organization who joins the NMTA as a member does not entitle each sub unit membership status. I.e. Area Agency on aging as a member does not entitle sub grantees membership status

SECTION 3. **Applicants.** Any qualified applicant may become a member, without vote of the Board of Directors or the membership, in form prescribed by the Secretary, and upon paying the first year's dues.

SECTION 4. **Voting Rights.** All members in good standing shall be eligible to vote on matters coming before the association. Each member has one vote, and a majority of votes cast by members present at any regular or special meeting shall be required to determine matters coming before the association, unless further requirements are imposed by these bylaws

SECTION 5. **Termination of Membership.** The Board of Directors, by affirmative vote of a majority of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

SECTION 6. **Resignation.** Any member may resign by submitting a letter of resignation to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 7. **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8. **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

ARTICLE III. MEMBERSHIP MEETINGS

SECTION 1. **Annual Meeting.** An annual meeting shall be held at the same time as the annual New Mexico Transit Association Conference, at a time determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as decided by the board. If the election of Directors shall not be held on the day designated, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

SECTION 2. **Special Meetings.** The President, the Board of Directors, or not less than one-tenth of the members having voting rights may call special meetings.

SECTION 3. **Place of Meeting.** The annual meeting shall be held in the same city or general location as the annual transportation conference with the exact location determined by the Board of Directors. The Board of Directors may designate any place in the State of New Mexico, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of New Mexico; but if all of the members shall meet at any time and place, either within or without the State of New Mexico, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. **Notice of Meeting.** Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by fax, U.S. mail, or E-mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. **Informal Action by Members.** Any action required by law or deemed necessary to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the matter thereof.

SECTION 6. **Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

SECTION 7. **Manner of Acting.** A majority of the votes present at a meeting at which a quorum is reached shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 8. **Voting by Mail/Email.** Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail/ **Email** in such manner, as the Board of Directors shall determine.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors, and they need not be residents of the State of New Mexico, but must be members of the corporation.

SECTION 2. **Number, Tenure and Qualifications.** The Board of Directors shall be comprised of no more than (10) ten voting members. Directors must be members in good standing of the Association. Three directors shall be representatives of federally classified transit programs; one representing a Section 5311 (rural) program, one representing a Section 5310 (elderly & disabled) program, one representing a Section 5307 (urban) program, one representing regional transit districts, one representing professional members, one representing business members. The remaining four directors shall be at-large members. No more than one director can be from the same member agency or business. Directors are elected for three-year consecutive terms expiring three years after the date they were first elected. In addition to the ten official directors, a representative from the New Mexico Department of Transportation is reserved an ex officio position on the board, this representative does not have any voting powers or rights therein.

SECTION 3. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, at the same place as the annual meeting of members. The Board of Directors may, by mutual agreement set, the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings of the Board without other notice. Board members are encouraged to attend meetings in person. If unable to attend in person, they may attend telephonically. It is the Board members responsibility to notify the President or the Administrative Coordinator, of their absence from a scheduled meeting. Board member attendance problems will be governed by NMTA Board Policy.

SECTION 4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place in the State of New Mexico, as the place for holding any special meeting of the Board called by them.

SECTION 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by email, mail, or facsimile transmission to each Director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered two days following being deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed delivered when transmission is confirmed, either by phone or otherwise.. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. Quorum. A majority of the current board of directors either present or by phone shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

SECTION 7. Manner of Acting. The act of a majority of the 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 these by-laws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase of the number of directors, death, resignation, removal, disqualification, or otherwise may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. Compensation. Directors shall not receive any stated salaries or compensation for their services.'

SECTION 10. Informal Action by Directors. Any action required by law or deemed necessary to be taken at a meeting of directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

SECTION 11. Telephonic Meetings. Directors may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting. As in all meetings of the Board, detailed minutes must be transcribed and delivered to Board members for review before the next scheduled Board meeting.

ARTICLE V. OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, one Vice President who would be next in line for the position of President (if the position is vacant), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a 2/3 majority vote of the Board of Directors whenever in its judgment the best interest of the corporation

would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the President or in event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors who would be next in line for the position of President (if the position is vacant)

SECTION 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and be responsible for all funds and securities of the corporation. He/she shall approve the monthly and annual financial statements, he/she shall review the annual rodeo and conference budget. He/she shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall 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 Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. Committees of Directors. For the purpose of defining a “committee”, any and all committee (s) shall act only in an advisory capacity to the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing

any member of any such committee or any Director or officer of the corporation; amending the articles of Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings there for; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 4. Chairmen. The person or persons authorized to appoint the committee members thereof shall appoint one member of each committee as the chair.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designated a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidence 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 resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer or by the President in the absence of the Treasurer or by the Vice President of the corporation in the absence of the Treasurer and President.

Section 3 NMTA Administrative Coordinator. The NMTA Administrative Coordinator is authorized to 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 approved by the Board. The NMTA Administrative Coordinator, shall be able to utilize the NMTA debit card for daily routine business expenses in an amount not to exceed \$750, however this amount may be exceeded if necessary with the emailed or written permission from the Treasurer and in the absence of the Treasurer the President.

SECTION 4. Deposits. All funds of the corporation shall be deposited by the Administrative Coordinator or the Treasurer from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 5. Gifts. The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office and in a virtual site available by permission of the board of directors a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

ARTICLE IX. THE FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE X. DUES

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of the membership fees, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. Payment of Dues. Annual dues shall be payable before the first day of July in each fiscal year. Dues may be pro-rated for partial year memberships.

SECTION 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of twelve (12) months from the beginning of the fiscal year or period for which such dues became payable, the membership may thereupon be terminated by the Board of Directors in the manner provide in Article III of these by-laws.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Non- Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least two days written notice is given of intention to alter, amend, repeal, or to adopt new by-laws at such meeting.