



BYLAWS OF

**SOUTHERN CALIFORNIA CHAPTER**

Association for Commuter Transportation

A California Non-profit Mutual Benefit Corporation

**BYLAWS OF  
ASSOCIATION FOR COMMUTER TRANSPORTATION**

**SOUTHERN CALIFORNIA CHAPTER  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**I. NAME**

The name of this corporation is Association For Commuter Transportation, Southern California Chapter.

**II. CORRESPONDENCE OF THE CORPORATION**

Written communication of the chapter shall be mailed (via US Mail or electronic mail) to the Secretary of recorded the address of said officer holder. Records will be retained by the Secretary.

**III. PURPOSES, LIMITATIONS AND TERRITORY**

1. **General Purposes.** This corporation is a nonprofit mutual benefit corporation 501c(6) organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in lawful acts or activities for which a corporation may be organized under such law.
2. This specific purpose of this corporation shall be in accordance with those of the ACT National organization and expanded as follows:
  - a. To provide and exchange information and other services and products, such as advocacy, communication and education to, among, and on behalf of its members;
  - b. To support cooperation between the public and private sectors regarding efficient transportation demand management programs, services and educational opportunities; and
  - c. To promote actions and encourage solutions to reduce transportation related congestion and improve transportation alternatives to the traveling public.
3. **Activities.** Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.
4. **Benefits to Shareholders.** No part of the corporation's net earnings will be used to the benefit of any private shareholder or individual as the corporation is not organized for profit or organized to engage in an activity ordinarily carried out for profit.
5. **Boundary.** The boundary of the Southern California Chapter shall be the northern borders of San Luis Obispo and Kern Counties; eastern border of San Bernardino County and southern border of San Diego County. The State of Hawaii membership shall be within the Southern California Chapter boundary.

**IV. MEMBERS**

1. **Classes and Qualifications.** This corporation shall have three classes of members, designated as follows: Organizational, Individual and Student:

- a. **Organizational.** Organizational Members is available to public agencies, private business enterprises, educational institutions, sol proprietorships, non-profit organizations, and other enterprises and organizations. Each organizational membership shall be entitled to two representatives. In the event of a vacancy or an employee relocation outside of the chapter area, the organization may appoint someone else to complete the membership term.
  - b. **Individual.** Individual membership is open to any individual who desires membership in ACT. Individual membership can be purchased by employers on behalf of their employees or obtained by individuals directly. The individual, regardless of his/her place of employment, retains the membership. Individual membership is also available to private owner-operated (single vanpool), individual professionals in the transportation field (representing themselves as an individual rather than a company or an agency). This class shall also be available to employees of Organizational membership not serving as two representatives of their firm/agency.
  - c. **Student Members.** This membership is available to full-time students only.
2. **Voting Members.** Individual and organizational members, in good standing, shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially of all the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, the members shall have all rights afforded by membership under the California Nonprofit Mutual Benefit or provision of the obligations and debts of the corporation put into a trust account pending a vote of the members as to final distribution or the members shall receive a prorated distribution of all assets, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.
  3. **Dues, Fees and Assessments.** Each member shall pay, within the time and on the conditions set by the National ACT Board of Directors, the dues, fees and assessments in amounts to be fixed from time to time by the National ACT Board. Dues, fees, delinquencies, cancellations and refunds shall be defined in the current ACT National bylaws and policies. The Southern California Chapter Board may assess additional Chapter dues or fees. Those members who have paid the required dues, fees and assessments, in accordance with these bylaws and who are not suspended shall be considered members in good standing.
  4. **Termination of Membership.** A membership shall be terminated on occurrence of any of the following events:
    - a. Resignation of the member upon reasonable notice to the corporation;
    - b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
    - c. Failure to pay dues, fees, or assessments as set by the board within 30 days after they become due and liable;
    - d. Occurrence of an event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
    - e. Expulsion of the member based on the good faith determination of the board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or

has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

5. **Suspension of Membership.** A member may be suspended based on the good faith determination by the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.
6. **Procedure for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member the procedure shall be as follows:
  - a. The member shall be given 15 days prior notice of the notice of the proposed suspension or expulsion and the reasons. Notice shall be given by any reasonable method;
  - b. The member shall be given an opportunity to be heard;
  - c. The Board, committee or person shall decide whether or not the member shall be suspended, expelled or sanctioned in some other way. The decision of the board, committee or person shall be final;
  - d. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of expulsion, suspension or termination.
7. **Transfer of Memberships.** No membership or right arising from membership shall be transferable. Subject to the Section on Revocability of these bylaws, all membership rights cease on the member's death or dissolution.
8. **Place of Meetings of Members.** Meetings of the members shall be held at a place within or outside California designated by the board or by the written consent of those members entitled to vote at the meetings, given before or after the meeting.
9. **Annual Meeting.** The annual meeting shall be held before January 30 of each year unless the board fixes another date or time and so notifies members as provided in these bylaws. At this meeting directors shall be sworn in (election having taken place by US or electronic mail prior to the December meeting and any other proper business may be transacted, subject to all provisions of these bylaws. Those elected to serve and sworn in at this meeting will take office on the first day of the fiscal year (January 1)
10. **Persons Authorized to Call Special Meetings.** A special meeting of the members for any lawful purpose may be called at any time by the board or the Chair Person of the Board, if any, or by the President or by 5% or more of the members.
11. **Calling a Meeting.** A special meeting called by any person (other than the board) entitled to call a meeting, shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair Person of the Board, if any, or the President, Vice President Secretary, or Treasurer of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided however that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If

the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

12. **Proper Business of Special Meetings.** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
13. **General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with the provisions of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and:
  - a. For a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
  - b. For the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but except as provided in these bylaws, any proper matter may be presented at the meeting.
  - c. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
14. **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the written notice states the general nature of the proposal of proposals:
  - a. Removing a director without cause;
  - b. Amending the articles of incorporation; or
  - c. Electing to wind up and dissolve the corporation
15. **Manner of Certain Agenda Items.** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office or notice is published at least once in a newspaper of general circulation in the county which the principal office is located.
16. **Quorum.**
  - a. **Percentage Required.** Five (5%) percent of the members present shall constitute a quorum for the transaction of business at any meeting of members.
  - b. **Loss of Quorum.** Subject to the provisions of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment is approved by at least a majority of the members-required to constitute a quorum).

17. **Adjournment and Notice of Adjourned Meetings.** Any members' meetings whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not to be given of the adjourned meeting if the time and adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the adjourned meetings, the corporation may transact any business that might have been transacted at the original meeting.

18. **Voting.**

- a. **Eligibility to Vote.** Subject to the provisions of California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be in good standing as of the record date determined under the provisions of these bylaws.
- b. **Manner of Casting Votes.** All votes pertaining to election of directors will be taken by Ballot and counted by the Executive Director or other such non-benefited person agreed on by a majority of the board. Voting not pertaining to election of a director may be taken by voice or ballot.
- c. **Voting.** Each member eligible to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- d. **Approval by Majority Vote.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, Corporation Law or by the Articles of Incorporation.

19. **Waiver of Notice or Consent by Absent Members.**

- a. **Written Waiver or Consent.** The transactions of any meeting of members however called or noticed and whatever held, shall be as valid as though taken at a meeting duly held after regular call and notice; if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meetings. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of the members, except that if action is taken or proposed to be taken or approval of any of those matters specified in the paragraph concerning Notice of Certain Agenda Items, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- b. **Waiver of Attendance.** A member's attendance at a meeting shall also constitute a waiver of notice of the presence at the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a wave of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included if that objection is expressly made at the meeting.

20. **Action Without a Meeting.**

- a. **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The

written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effects as the unanimous vote of the members.

- b. **Action by Written Ballot Without a Meeting.** Any action that may be taken at any meeting of members may be taken without a meeting complying with **Sections 4.o.** of these bylaws:
- c. **Solicitation of Written Ballots.** The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.o. of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors; state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide, subject to reasonable specified conditions, that if the person solicited specified a choice with respect to any such matter, the vote shall be cast in accordance with the specified action. In any election of directors, a written ballot that a member marks "withhold", or otherwise marks in a manner indicated that authority to vote is withheld, shall not be voted either for or against the election of a director.
- d. **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots which are marked "withhold") or otherwise indicate that authority to vote is withheld the time specified equals or exceeds quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting in which the total number of votes cast by written ballot without a meeting.

**21. Revocation. A written ballot may not be revoked.**

**22. Filing.** All written ballots shall be filed with Secretary of the corporation and maintained in the corporate records for at least three years.

**23. Record Date for Notice, Voting Written Ballots, and other Actions.**

- a. **Record Date Determined by Board.** For purposes of determining members entitled to notice any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any so fixed (a) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting; (b) for voting at a meeting shall not be more than 60 days before the date of the meeting; (c) for voting at a written Ballot is mailed or solicited; and (d) for any other action shall not be more than 60 days before that action.
- b. **Record Date Not Determined by Board.** (a) Board Date of Notice of Voting. If not otherwise fixed by the board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held. (b) Record date of Action by Written Ballot. If not otherwise fixed by the board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. (c) Record Date or Other Actions. If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the

board adopts its resolution relating to that action, or the 60<sup>th</sup> day before the date of that action, whichever is later.

- c. **Members of Record.** For purposes concerning record dates of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

#### 24. Proxies

- a. **Right of Members.** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, electronic mail, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.
- b. **Form of Solicited Proxies.** If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group or related matters and shall provide, subject to reasonable specified conditions, that when the persons solicited specified a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold" or otherwise marks in manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.
- c. **Requirement That General Nature of Subject of Proxy Be Stated.** Any proxy covering matters for which a vote of the members is required including certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the unusual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation; shall not be valid unless the proxy sets for the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have nominated at the time the notice of the vote is given to the members.
- d. **Revocability.** A validity executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy (i) by a writing delivered to the corporation stating the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting; (iii) as to any meeting, by the member's personal attendance and voting at the meeting; or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted, provided however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

- 25. **Minimum Numbers of Meetings.** The Chapter shall hold a minimum of four membership meetings per year. A membership meeting shall be considered a meeting that all members receive notice of, including but not limited to professional forums which memberships may from time to time receive notice of.

- 26. **Chapter Meetings.** All Chapter Meetings shall be conducted according to Robert's Rules of Order.

## V. DIRECTORS

### 1. Powers.

- a. **General Corporate Powers.** Subject to the provisions and limitations of the California Mutual Public Benefits Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- b. **Specific Powers.** Without prejudice to the general powers set forth in **Section 5.a.1.** of these bylaws, but subjected to the same limitations, the directors shall have the power to:
  - i. Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws, the vote required by the Board to appoint and remove officers shall be no less than 75% and require from them security for faithful performance of their duties.
  - ii. Appoint a proxy with the same power as afforded to the Director. All proxies must be members in good standing
  - iii. Change the principal office or the principal business office in California from one location to another.
  - iv. Adopt and use a corporate seal and alter the forms of the seal.
  - v. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

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2. **Numbers and Qualifications of Directors.** Authorized Number and Qualifications. The Board of Directors shall consist of at least five but no more than fifteen directors until changed by amendment to these bylaws. The exact number of directors shall be fixed within those limits, by a resolution adopted by the Board of Directors. The Board of Directors shall be composed of only those persons who are individual or organizational members in good standing.

3. **Election, Designation, and Term of Office.** Directors shall serve an alternating 2-year term.

### 4. Vacancies on the Board

- a. **Events Causing Vacancy.** Vacancy or vacancies on the Board shall exist on the occurrence of the following:
  - i. The death or resignation of a director;
  - ii. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of the court, convicted of a felony, or

found by final order or judgment of any court to have breached a duty under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law; or

- iii. The increase of the authorized number of directors;
  - iv. Any director may be removed from the office by the Chapter Board if, after due and proper hearing he/she is found guilty of neglect of duty, improper conduct
- b. **Vacancies due to Resignation.** Except as provided below, any director may resign by giving written notice to the Chair Person of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective;
- c. **Filling Vacancies.** Vacancies on the board may be filled by a majority of the directors in office, whether or not less than quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors;
- d. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### 5. **Director's Meetings.**

- a. **Place of Meetings.** Meetings of the Board shall be held at any place within the territory that has been designated by resolution of the board or in the notice of the meetings or, if not so designated, at the principal office of the corporation.
- b. **Meetings by Telephone.** Any meeting may be held by conference telephone or similar communication equipment.
- c. **Annual and Other Meetings.** Before each annual meeting of members, the Board shall hold a regular annual meeting for purposes of organization, election of officers, and transaction of other business. The Board shall meet at least quarterly and shall try to meet once a month including the annual meeting and annual conference (if conducted).
- d. **Other Regular Meetings.** Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

#### 6. **Special Meetings.**

- a. **Authority to call.** Special meetings of the Board for any purpose may be called at any time by the Chair Person of the Board, if any, the President, Vice President, or the Secretary, or the Secretary or any two directors.

#### 7. **Notice:**

- a. **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each director by one of the following methods:
  - i. By personal delivery of written notice;

- ii. By first-class mail, postage prepaid; (c) by telephone either directly to the director or to the person at the director's office who would reasonably be expected to communicate that notice promptly to the director;
    - iii. By fax; or
    - iv. By electronic mail
  - b. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
  - c. **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mail at least four days before time for the meetings. Notices given by personal Delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph Company at least 48 hours before the time set for the meeting.
  - d. **Notice Contents.** The notice shall state the time of the meeting, and the place if other than the principal office of the corporation, it need not specify the purpose of the meeting.
8. **Quorum.** A majority of the authorized number of directors shall constitute a quorum of the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) creation of and appointments to committees of the Board, and (c ) indemnifications of the directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
9. **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minute of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
10. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
11. **Notice of Adjourned Meeting.** Notice of the time and place of holding and adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given before time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
12. **Action without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing, prior, to the action. Such action by written consent shall have the same force and effect as any other validity approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. Electronic mail (E-Mail) may also constitute consent in writing.
13. **Compensation and Reimbursement.** No directors may receive any compensation for their services. They may receive reimbursement of expenses, as may be determined by Board resolution, policies and procedures, to be just and reasonable as to the corporation at the time the resolution is adopted.

#### 14. Committees.

- a. **Committees of the Board.** The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one or more directors as a liaison and committee chairperson to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting, Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:
    - b. Take any final action on any matter that, under the California Non-profit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
    - c. Fill vacancies on the Board or on any committee that has the authority of the Board;
    - d. Amend or repeal bylaws or adopt new bylaws;
    - e. Amend or repeal any resolution of the Board that by its express terms is not so amendable repealable;
    - f. Create any other committees of the Board or appoint the members of committees of the Board;
    - g. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233 (d)(3) of the California Corporations Code.
15. **Meetings and Action of Committees.** Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or if there is not, by resolution of the committee of the Board. Minutes of each meeting of any committee of the shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of a committee, provided they are consistent with these bylaws or, in the absence of rules adopted by Board, the committee may adopt such rules.
16. **Standing Committees.** There shall be standing committees appointed by the President and approved by the Board in the following areas: Awards, Communications, Conference, Advertising, Membership, Program, Public Policy, Vanpool and those created as needed.
17. **Committees' Budgets.** Committees will submit an annual budget and work plan to the Board within a reasonable time and not later than the first quarter after the committee's first meeting.

#### VI. OFFICERS

1. **Officers of the Corporation.** The officers of the corporation shall be a President who will also serve. As Chairman of the Board, Immediate Past President, a Vice President, a Secretary, and a Chief Financial Officer (Treasurer). The corporation may also have, at the Board's discretion more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with these bylaws. Any number of offices may be held by the same person, except that

neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

2. **Elections of Officers.** The officers of the corporation, except those appointed under Section 6.c of these bylaws, shall be chosen annually by the Board and shall serve for two years at the pleasure of the Board, subject to the rights, if any of any officer under any contract of employment.
3. **Other Officers.** The Board may appoint and may authorize the Chairman of the Board, the President or other officer, to appoint any other officers that the corporation may require, each officer so appointed shall have the title, hold office for the period and have the authority and perform the duties specified in the bylaws or determined by the Board.
4. **Removal of Officers.** Any officer may be removed from the office by the Chapter Board if, after due and proper hearing he/she is found guilty of neglect of duty, improper conduct, violation of these bylaws or other causes. Removal of an officer requires a 2/3 vote of the Chapter Board of Directors.
5. **Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the office is a party.
6. **Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.
7. **Responsibilities of Officers:**
  - a. **President.** President: Shall be a member in good standing for the year previous to election and have prior experience either serving on a Board of Directors or chairing an ACT committee. Will conduct all business meetings, prepare agendas, communicate with National Executive Committee and National Directors, attend at least two National Board Meetings, and take responsibility for Board decisions and activities. The president shall serve as Chairman of the Board of Directors subject to the control of the Board. The President shall be the general manager of the Chapter and shall supervise, direct and control the Chapter's activities, affairs and officers. The President shall preside at all meetings including the Annual Meeting of the Chapter. The president shall have such other powers and duties as the Board may prescribe.
  - b. **Vice President:** Shall be a member in good standing for at least one year. Will conduct business meetings in the absence of President, communicate with National Executive Committee and National Directors, and take responsibility for Board decisions and activities. Assists President with preparation of Agenda.
  - c. **Secretary.** Secretary: Shall be a member in good standing for at least one year. Responsible for taking detailed minutes of business meetings and produce a copy of the minutes in a timely manner to all Board members. Responsible for keeping Board Manual current with Board approved changes, additions or deletions to policies and procedures, minutes and other pertinent documents. The Secretary shall keep or cause to be kept, at the corporation's principal office such other place as the Board may direct, a book of minutes of all meetings, proceedings, passwords and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meetings were held, whether, the meeting was annual, regular or special, and, if special, how authorized, the notice given and names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California:

- i. A copy of the Articles of Incorporation and bylaws, as amended to date. The Secretary shall send copies of all minutes to the National office of ACT or to such other place designated by the Board of Directors of ACT.
  - ii. Notices, Seal and Other Duties the Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties at the Board of the bylaws may prescribe.
  - iii. All passwords to the Organizations bank accounts and other pertinent corporate records
- d. **Treasurer.** Treasurer: Shall be a member in good standing for at least one year. Responsible for making banking transition from previous year's Treasurer, preparing annual financial reports including Revenue and Expense Summary, Revenue and Expense Detail Monthly Balance Sheet, Statement of Revenues and Expenses, Detail of Revenues and Expenses, Cash Receipts and Cash Disbursements. Responsible for filing annual tax return and insure an annual independent audit is completed. The Treasurer shall keep and maintain, or cause to be kept and maintained adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given the Directors such financial statements and reports as are required to be given by law, these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall send copies of all financial reports to ACT as soon as possible. b) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or use to be deposited. All money and other valuables in the name and to the credit of the corporation with such Depositories as the Board may designate, shall disburse the corporation's funds as the Board May order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe. c) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties for the office and for restoration to the corporation of all Corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- e. **Immediate Past President:** Shall be a member in good standing and shall have served as Chapter President the previous year. Shall provide continuity during Board transition and support newly elected Board member, if and as needed. May act as Board liaison to committees

## VII. ELECTIONS

1. **Campaigning Guidelines.** Southern California Chapter staff (Executive Director, Assistants) shall not campaign on behalf of or assist in the campaign of any candidate for a position on Southern California Chapter ACT's Board of Directors. Campaign assistance is prohibited on both work and personal time. Advice or assistance of any type other than communicating election policies or other information necessary for administration of a fair election is prohibited. ACT staff shall not provide mailing list, ACT stationary, or other supplies or resources.
2. **Directors:** Shall be a members in good standing. Should demonstrate leadership ability, organization and commitment to contribute necessary time to adequately perform all duties of office. Will act as Board liaison committees and handle special projects as required. Appoint a proxy, with full rights and responsibilities of the Director and represent Director in full capacity in cases when Director is not able to attend meeting(s). Proxy shall be a member in good standing and shall have the right to cast a vote on behalf of the Director.

3. **Conduct of Elections.** Nominations shall be solicited from the Chapter membership:
  - a. Nominees must meet all eligibility requirements and agree to run for office before the nomination process is completed. Chapter members may only run for one position. If a member is nominated for more than one office, he/she must accept the nomination for one office only, and may not decide to run for another office at a later date.
  - b. Each nominee must run on his/her own merit. Joining with other nominees to form a "ticket" is not permitted.
  - c. Elections will be held by secret ballot and be completed by November 30<sup>th</sup>. Only members in good financial standing with ACT National office address. Electronic voting is permissible
  - d. Nomination statements shall be limited to the distribution of a personal biography and a proposed platform.

#### **VIII. INDEMNIFICATION**

1. **Right to Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 7237 (a) of the California Corporations Code, including persons, formerly occupying any such position, against all expenses, judgments, fines settlements and other amounts actually and reasonably incurred by them in Connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in the bylaws, shall have the same meaning as in Section 7237 (a) of the California Corporations Code.
2. **Approved of Indemnity.** On written request to the Board by any person seeking indemnification Under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall Promptly determine under Section 7237(e) of the California Corporations Code whether the Applicable standard of conduct set forth in Section 7237(b) of Section 7237(c) has been met and If so, the Board shall authorize indemnification.

#### **IX. INSURANCE**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the Officer's, director's, employee's, or agent's status as such.

#### **X. RECORDS AND REPORTS.**

1. **Maintenance of Corporate Records.** The corporation shall keep:
  - a. Adequate and correct books and records of account
  - b. Written minutes of the proceedings of its Board and committees of the Board
  - c. A record of each member's name, address and class of membership

#### **XI. INSPECTION OF DIRECTORS.**

Every director shall have the absolute right at any reasonable time to Inspect the corporation's books, records, documents of every kind, physical properties, and the Records of each of its subsidiaries. The inspection maybe made in person or by the director's Agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**XII. ANNUAL REPORT.**

1. The Board shall cause an annual report to be sent to the members within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
  - a. The assets liabilities of the corporation as of the end of the fiscal year.
  - b. The principal changes in assets and liabilities
  - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
  - d. The expense or disbursements of the corporation for both general and restricted purposes.
  - e. Any information required by Section 9d of these bylaws. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

**XIII. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.**

1. As a part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year.
  - a. Any transaction in which:
    - i. The corporation, its parent, or its subsidiary was a party;
    - ii. An "interested person" had a direct or indirect material financial interest, and
    - iii. Involved more than \$1,000, or was one of a number of transactions with the same interested person involving, in aggregate, more than \$1,000. For this purpose, an "interested person" is any of the following: Any director or officer of this corporation, its parent or subsidiary.

**XIV. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Lay shall be given the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and term "person" includes both a legal entity and a natural person.

**Inspection of Bylaws.** The original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by all Members at all reasonable times.

**Singular Includes Plural.** Wherever the context of these Bylaws requires same, the singular shall include the plural, and the masculine shall include the feminine.

**Conflicts.** In the case of any conflict between the Articles and these Bylaws, the Articles shall control; in case between National ACT and Southern California ACT Chapter, National ACT by-laws shall control; in the case of any conflict between the Rules and these Bylaws, the Bylaws shall control.

**XV. AMENDMENTS**

1. **Amendment By Board.** These bylaws may be altered, amended or repealed and new bylaws may be adopted by a 2/3 vote of the directors at any duly constituted meeting of the Board, except that a bylaw

fixing or changing the number of directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum of the members of the Association.

2. **Amendment by Members.** These bylaws may be amended, modified or repealed, in whole or in part by a majority vote of the membership. Notice of proposed action by the members must be distributed to the membership at least 10 days in advance of being of a vote.
3. **Effective Date.** Whenever an amendment or new Bylaw is adopted, the amendment or new Bylaw shall take effect immediately upon adoption, unless a later date is stated in the motion or other action adopting the amendment or new Bylaw. Whenever a Bylaw is repealed, the repealed Bylaw shall cease to be effective immediately upon repeal, unless otherwise stated in the motion or other action affecting the repeal.
4. **Record of Amendments.** Whenever an amendment or new Bylaw is adopted it shall, together with its effective date, be placed in the book of Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent was filed, and the effective date of the repeal, shall be stated in said book.
5. **Biennial Review of Bylaws.** At any Annual or Special Meeting of the Members, the Board may present its recommendations for additions, repeals and other amendments to the Bylaws, and the Members shall vote on each proposed addition, repeal and other amendment. Amendments may also be proposed by any Member at any Annual or Special Meeting of the Members and may be adopted at the same Meeting or at an adjourned Regular Meeting, provided adequate notice is provided consistent with the Brown Act.

#### **XVI. LIMIT AND AUTHORITY**

Neither the Chapter nor any member thereof shall have the power to act on behalf of or commit or obligate the National Association for Commuter Transportation (the "National Office") in any matter or for any reason unless given express prior written authority by the National Association for Commuter Transportation (by the Board of Executive Committee). The Chapter must adhere to the ACT National bylaws or risk loss of its charter. Use of the ACT name or ACT National logo must be with the permission of the ACT National Board of Directors.

#### **XVII. AFFILIATION**

This chapter is an affiliate of the National Association for Commuter Transportation (ACT).

#### **XVIII. CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Officer of the ASSOCIATION FOR COMMUTER TRANSPORTATION, Southern California Chapter, A California nonprofit mutual benefit corporation, that the above bylaws, consisting of sixteen pages including this page, are the bylaws of this corporation as adopted by the Board of Directors in June 11, 1992, and they have not been amended or modified since that date.

Executed on June 11, 1992, Los Angeles, California.	John Lenz, Secretary
Amended and modified on January 27, 1998 Los Angeles, California	Lynn Sommer, Secretary
Amended and modified on May 10, 2001 Los Angeles, California	Brian Thiele, Secretary
Amended and modified in 2004, Los Angeles, California	Astrid Logan, Secretary
Amended and modified on December 5, 2012, Anaheim, CA	Devon Deminnig, President