

BYLAWS OF THE Wisconsin School Bus Association

ARTICLE I. – NAME

A. NAME

The name of this organization shall be the Wisconsin School Bus Association Incorporated. This organization hereinafter shall be referred to as “WSBA”

B. LOCATION

The location of the principal office of the organization shall be within the corporate limits of the State of Wisconsin, at a place designated by the Board of Directors.

ARTICLE II. – PURPOSE

A. The WSBA is organized to:

1. Promote and encourage safety in school bus transportation in Wisconsin including working with the Department of Transportation to further the safety of the Wisconsin School Bus Industry.
2. Develop a clear understanding between the operators of school buses and representatives of school boards, districts or other school and educational authorities (i.e. Department of Public Instruction), parents and students.
3. Promote the general welfare of its members through and by such means as the Association shall determine from time to time.
4. Engage in any lawful business incidental to or of a similar nature to the foregoing, which may be deemed advisable to do and perform all of the lawful acts and tasks which may be deemed necessary or convenient to conduct the business of the WSBA.

ARTICLE III. – MEMBERSHIP STRUCTURE

A. MEMBERSHIP

1. Any person, partnership or corporation who is directly or indirectly engaged in the operation of a school bus in this state may become a member of WSBA by executing and filing with the Association an application agreeing to become bound to and to abide by the Bylaws of the Association and faithfully to discharge all duties and obligations imposed thereby, which application shall be accompanied by the necessary fee to cover such membership.
2. The membership year will be May 1 through April 30.

B. MEMBERSHIP CATEGORIES

1. Associates: An entity that is engaged in the business of buying, selling and/or servicing school buses or related equipment, supplies or services.
2. Contractors: People who own and/or operate school buses for the transportation of pupils in the State of Wisconsin.
3. Affiliates: Any person actively engaged in and concerned with the support of safety in pupil transportation.
 - a. School Districts that own and operate their buses
 - b. School Districts that contract their pupil transportation.

C. APPLICATION FOR MEMBERSHIP.

1. Application for membership shall be made in writing, or via the WSBA website at www.wi-sba.org, on a form approved by the Board of Directors, and signed by the applicant.
2. The application material shall be considered complete with payment in full for annual dues, and approval of the Board of Directors

D. DETERMINATION OF ELIGIBILITY

When necessary, the Executive Director, may review the eligibility of a member or applicant and report his/her findings to the Board of Directors, who shall then determine the membership eligibility of the member or applicant.

E. RIGHTS AND PRIVILEGES

1. Fully paid active members are permitted to vote.
2. All membership categories of the WSBA may enjoy the privileges enumerated in these Bylaws, participate in activities and services provided by the Association.

F. RESIGNATIONS

Any member in good standing may resign by presenting his or her resignation in writing to the Board of Directors, but no resignation shall be valid until acted upon by the Board. Such resignation will not relieve the member of the obligation to pay any previously incurred dues.

G. SUSPENSION AND EXPULSION

1. The Board of Directors, by an affirmative vote of two thirds (2/3) of the Board may suspend or expel any member. However, this can only be done after the Board of Directors:
 - a. Gives proper written notification to the member in question.
 - b. Conducts an investigation, and
 - c. Gives the member in question the opportunity to respond in person or in writing.
2. The Board of Directors can take the above actions against a member for:
 - a. Ceasing to qualify for membership under these Bylaws.
 - b. Conduct detrimental to the welfare and interests to WSBA
 - c. Unauthorized activities or statements in the name of or on behalf of WSBA, or any officer or committee thereof.
3. Any member shall be suspended automatically for nonpayment of dues after three (3) consecutive months from the due date, unless waived by the Board of Directors.
4. After suspension, a member will return to his/her previous membership status when the terms of the suspension are met.
5. After expulsion for any reason, a new application for membership must be submitted and the former member shall be reinstated only upon approval of a two-thirds (2/3) vote by the Board of Directors

ARTICLE IV. – DUES

A. DUES

1. Members shall pay the Annual Dues established by the Board of Directors.
2. Membership dues will be assessed according to the membership categories:
3. Membership renewal date will be determined by the Board of Directors.
4. The Board of Directors has the authority to recover the cost of reinstatement after suspension or expulsion and may assess an administrative charge.

ARTICLE V. – VOTING

A. VOTING

1. Each Active Membership shall be entitled to one vote on all matters presented to the membership of the Association at any official meeting.
2. At all meetings of the Board of Directors, the First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and Directors will be entitled to cast only one (1) vote each, even if holding multiple positions, on any motion.
3. At all meetings of the Board of Directors, in the event of a tie, the President will exercise his/her right to one (1) vote.

B. MAIL BALLOTS

1. All matters of business that require a vote of the membership of WSBA, except as otherwise specified in these Bylaws may be submitted to each member on a mail ballot, provided a thirty (30) day period shall be permitted for voting.
2. All matters of business that require a vote of the Board of Directors may be submitted to each board member on a mail ballot, provided a thirty (30) day period shall be permitted for voting.
3. If notice is given with the mail ballot, the thirty (30) day voting period may be waived upon receipt of ballots from the majority of the members, voting either for or against the issue.

4. All mail ballots shall provide for recording votes in the affirmative and negative. Votes of members not returning their ballots within the voting period shall not be counted. Members who expressly declined to vote shall be recorded as not voting, but counted on the specific issue in question.
5. On mail ballots a simple majority of the members voting shall prevail. When the Board of Directors uses mail balloting, a simple majority of the Directors voting shall prevail, however, the President and or President-Elect must cast a vote.

C. PROXY VOTING

Proxy voting will not be permitted.

D. QUORUM

1. A quorum for any Annual Business Meeting of WSBA shall consist of the President or First Vice President and at least five (5) other Active members who are in attendance at the meeting.
2. A quorum for any meeting of the Board of Directors shall consist of the President or First Vice President and an additional 50% of the voting members of the Board of Directors.
3. The President or First Vice President plus two (2) other members of the Executive Committee shall constitute a quorum for the transaction of business at a properly called meeting of the Executive Committee.
4. The majority of the members of a committee present at any committee meeting shall constitute a quorum.

ARTICLE VI. – MEETINGS

A. MEMBERSHIP MEETINGS

1. The Board of Directors shall meet at least once annually and shall report all of its actions to the membership, this meeting must take place in the state of Wisconsin.
2. A notice of the meeting shall be sent to all members at least ninety (90) days prior to the meeting and shall include: the time and place of the meeting, the agenda for the business meeting, and a list of the Officers and Directors of WSBA.
3. Only members and their spouses may attend any official meeting of WSBA. However, the President may authorize specific invitations to individuals for designated meetings.

B. WAIVER OF NOTICE

Any meeting of the membership can be held without the ninety (90) day notice, by written waiver of such notice signed by the majority of the persons entitled to such notice.

ARTICLE VII. – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the business proceedings of WSBA except when otherwise specified in these Bylaws.

ARTICLE VIII. – ELECTIONS

A. ELIGIBILITY

A fully paid Active Contractor member is eligible for election to the WSBA Board of Directors, only 1 member from each Active Contractor is eligible.

B. ELECTION OF OFFICERS

1. The Board of Directors shall set and annually review a policy for the nomination and election of officers: President, First Vice President, Second Vice President, Secretary, Treasurer and (6) Directors.
2. Newly elected officers and directors will assume their office at the close of the Annual Business Meeting.

C. TERM OF OFFICE.

1. The active term for Board of Director members is 3 years.
2. The active term for all officers: President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President is one (1) business year.

D. RESIGNATIONS

An Officer or Director may resign his/her position at any time. He/she must submit a letter of resignation to the Board of Directors. The resignation will become effective on the date therein specified.

1. The President shall nominate a replacement and a majority vote of the remaining Directors, even though they may constitute less than a quorum, will fill any vacancy on the Board of Directors. Those elected shall serve the balance of the unexpired term and the appointee shall be eligible to run for a full term.
2. If an Officer or Director resigns his/her position, he/she may seek future election to that position or another elected position.

ARTICLE IX – OFFICERS

A. OFFICERS

The officers of WSBA shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and the (6) Directors.

B. ELECTION

1. The officers elected by the membership of WSBA shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and the (6) Directors.
2. The candidates for the position of First Vice President, Second Vice President, Secretary, and Treasurer shall meet all the requirements of the President.

C. DUTIES

1. President
 - a. The President shall be the chief executive officer of WSBA and shall preside at all WSBA membership, Board of Directors and Executive Committee meetings. The President shall have the general powers and duties of management usually vested in the office of the president of a corporation. The President shall appoint various WSBA members to committees and also appoint chairpersons to these committees with the approval of the Board of Directors. The President shall serve as an *ex-officio* member of these committees.
 - b. Except as otherwise specifically provided, the President and the Secretary shall execute all deeds, bonds, and contracts of WSBA. With approval of the Executive Committee, the Executive Director of the WSBA, may execute deeds, bonds and contracts of WSBA.
2. First Vice President
 - a. In the absence of the President, the First Vice President shall act in the President's stead and shall have the powers and perform all the duties of the office of the President.
 - b. The First Vice President shall be responsible for giving or causing to be given all notices of the Board of Directors, Executive Committee, and membership meetings.
3. Second Vice President
 - a. Assumes the duties of the First Vice President in his/her absence.
4. Secretary
 - a. The Secretary shall be the official correspondent for WSBA responsible for supervising or causing to be supervised the custody of books, correspondence, and papers relating to the business of WSBA, except those overseen by the Treasurer.
 - b. The Secretary shall be responsible for taking and keeping or cause to be taken and the keeping of accurate minutes of all Annual, Board of Directors and Executive Committee Meetings.
 - c. The Secretary shall be responsible for seeing or causing to see that a current roster is maintained by member categories and that a membership count report is filed regularly with the Board of Directors.

5. Treasurer
 - a. The Treasurer will keep or cause to be kept a full and accurate account of all receipts and disbursements of WSBA. The Treasurer shall see that or cause to see that reports on the financial condition of WSBA are prepared monthly and for each meeting of the Board of Directors.
 - b. The Treasurer shall review the WSBA books annually, arrange for an audit or review when appropriate, and be responsible for or cause to see that all required government reports are filed. The books shall be open at all times for inspection by the Board of Directors.
6. Immediate Past-President.
 - a. The Immediate Past-President shall serve as a member of the Board and Chairperson of the Nominations Committee and shall not serve in any other capacity.
 - b. The Immediate Past-President shall fulfill various other duties for WSBA at the pleasure of the President by mutual agreement of both parties.

D. DELEGATION OF DUTIES

Officers and committee chairs, upon approval of the Board of Directors, may delegate to the WSBA administrative staff any of their assigned duties which will expedite the efficient operation of the affairs of the Association.

E. INDEMNITY

1. The WSBA will have the power to indemnify and hold harmless its directors, officers, or employees from any suit, damage, claim, judgement, or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or employee (except cases involving willful misconduct).
2. WSBA will have the power to purchase or procure insurance for such purposes.

ARTICLE X – BOARD OF DIRECTORS

A. COMPOSITION

1. The Board of Directors shall be comprised of a minimum of 5 officers and shall not exceed 5 individuals. The Officers on the Board of Directors are: President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and 6 Directors.
2. In the event of a vacancy on the Board, an interim appointee will be chosen by the President to serve until the official election for the office. The appointee must be approved by the majority of the Board of Directors. An interim appointee may be considered for election to the Board. (The time served in an interim position is not subject to any term of service restrictions.)
3. The President serves as the Chairperson of the Board of Directors.
3. The Board of directors may appoint additional Active members to serve a two-year term as a Director, and have Board voting privileges.

B. RESPONSIBILITIES

1. The management of WSBA shall be vested in the Board of Directors. The Board of Directors shall be responsible:
 - a. For the administration of the business affairs of this Association in accordance with these Bylaws.
 - b. To fix the principal office of WSBA, at which general business of WSBA will be transacted and where the records of WSBA will be kept.
 - c. To determine a bank, geographically accessible to the WSBA headquarters, that the Association will utilize. The Treasurer and/or the WSBA administrative staff shall see that all funds are deposited in the Association's accounts.
 - d. To set and approve a policy governing the management of WSBA funds, authorize who may withdraw funds to maintain the financial affairs of the Association and set the fiscal year of the WSBA.
 - e. Represent and have the responsibility for taking action on behalf of this Association.
 - f. Carry out the spirit and intent of the purpose of this Association, (Article II, Purpose).

- g. Receive reports from the Officers and Committees, and take action as necessary or desirable respecting such reports.

C. MEETINGS

1. The Board of Directors shall meet at least annually at the site of the Annual WSBA Meeting and shall report its actions to the membership.
2. Additional meetings may be held when the Board deems them necessary. A 10 days notice of such meetings is required.
3. The President or three members of the Board of Directors may initiate a request for a telephone conference of the Board. The telephone conference meeting shall occur as soon as is practical; however, it shall be held within twenty-one days of the date that the request is given to the executive director.
4. Any meeting, of the membership or of the Board of Directors, can be held without the 10 day notice, by written waiver of such notice signed by the majority of the persons entitled to such notice.

D. COMPENSATION

1. No salary or compensation for services shall be paid to any Director, Officer or Committee Member,
2. All expenses that are directly related to WSBA business and budgeted for, shall be reimbursed to the individual after properly submitted with receipts.

ARTICLE XI – EXECUTIVE COMMITTEE

1. The members of the Executive Committee shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and the Immediate Past-President.
2. The Executive Committee shall have and, in the interim between meetings of the Board of Directors, may exercise all of the powers and authority of the Board of Directors in the management of the activities and affairs of WSBA, its committees and publications.
3. The President or First Vice President plus two other members of the Executive Committee shall constitute a quorum for the transaction of business at a properly called meeting.
4. The Executive Committee shall record all its votes and all minutes of all proceedings, and shall make a full report thereof to the Board of Directors at its next meeting.
5. Notice of meetings shall be conveyed to all members of the committee by the President or the Executive Director.

ARTICLE XII – COMMITTEES

A. COMMITTEES

1. The President may appoint such committees as he/she deems advisable to assist in the advancement of the WSBA, if not otherwise stated in these Bylaws.
2. Committees will consist of a Chairperson, a Vice-Chairperson who is appointed by the chairperson, and at least one (1) other member. The Chairperson shall be an active member of WSBA but members of the committees are not required to be active members.
3. Each committee shall submit a written report to the Board of Directors. Some reports will be required monthly, quarterly and annually.
4. Committees shall follow Robert's Rules of Order, Newly Revised in conducting business; however, they may not be inconsistent with these Bylaws, the Articles of Incorporation, or State law.
5. Committee meetings shall be scheduled by the chairperson. The majority of committee members present at any committee meeting shall constitute a quorum.

B. NOMINATING COMMITTEE

1. The Nominating Committee shall consist of the Immediate Past-President as chairperson, a Vice Chairperson who is appointed by the Chairperson, and two (2) other members.
2. The Board of Directors shall set and annually review a policy for the nomination and election of officers: President, First Vice President, Second vice President, Secretary, Treasurer and 6 Directors.

C. **STRATEGIC PLANNING COMMITTEE**

1. This committee shall consist of a Chairperson, a Vice-Chairperson who is appointed by the Chairperson and three (3) additional members.
2. This committee will project, develop and review a concept for the advancement of the WSBA. All recommendations must be approved by the Board of Directors before any actions are taken.

D. **BYLAWS COMMITTEE**

This committee shall consist of one (1) Director who shall serve as chairperson and at least (2) other members of the Association. This committee must annually review the Bylaws and make recommendations or proposals to the Board of Directors for vote of the membership.

E. **EVENT AND CONVENTION COMMITTEE**

1. This committee shall consist of a Chairperson, A Vice Chairperson who is appointed by the chairperson and at least 2 other members of WSBA.
2. This committee will develop a program and budgets for WSBA sponsored events.

F. **COMMUNICATIONS COMMITTEE**

1. This committee shall consist of a Chairperson, A Vice Chairperson who is appointed by the chairperson and at least 2 other members of WSBA.
2. This committee will develop, implement and approve communications to WSBA membership through various methods (i.e. eblasts, enews, website fax, social networking, etc...)

G. **FINANCE COMMITTEE**

1. This committee will consist of the Treasurer as Chairperson, A Vice-Chairperson who is appointed by the Chairperson and one (1) additional member.
2. This committee shall counsel with the executive director in reviewing the yearly expenses, drafting an annual budget for the WSBA and preparing financial recommendations at the annual Board of Directors meeting.

H. **LEGISLATIVE COMMITTEE**

1. This committee shall consist of a Chairperson, Vice Chairperson and at least 10 other WSBA members.
2. This committee will monitor all industry related legislation, both statewide as well as nationwide.

ARTICLE XIV – ASSETS AND LIABILITIES

A. **INTEREST OF MEMBERS**

1. The interest each member has in the funds, investments, and other assets belonging to WSBA is held in common and shall immediately terminate when his/her membership terminates.
2. In the event of such termination, the member shall have no claim against the assets of WSBA, the members or their representatives.

B. **DISTRIBUTION OF ASSETS AND DISSOLUTION**

1. Upon the dissolution of WSBA, and after payment of all indebtedness of WSBA, and remaining funds, investments or other assets shall be distributed to such legally recognized charitable organizations as may be determined by the vote of the Board of Directors.
2. The court of jurisdiction in the county in which the principal office of WSBA is located will dispose of any assets not previously disposed.

ARTICLE XV – AMENDMENTS AND REVIEW

A. AMENDMENTS TO THE BYLAWS

1. Any active member of WSBA may propose an amendment to these Bylaws. It shall be submitted in writing to the Board of Directors no later than sixty (60) days prior to the Annual Meeting of WSBA at which it shall be considered.
2. Proposed amendments to the Bylaws will be presented to the Board of Directors for review; proposed amendments will then be presented to the membership at the annual meeting for discussion. Within ninety (90) days of the meeting a ballot containing the amendments will be mailed to all active members.
3. A two third (2/3) affirmative response of the Active members voting validates a Bylaw change.
4. A report of the results of this vote will be compiled by the Chairperson of the Bylaws Committee. The results will be reported to the Board of Directors and published in the WSBA newsletter. Such publication shall be deemed to be notification to the membership. Those amendments approved by the membership will take effect upon approval.

B. REVISION OF THE BYLAWS

When, in the opinion of the President, the Bylaws Committee, or the collective judgment of the Board of Directors, a revision of the Bylaws is necessary, the President shall appoint a task force to review and revise the Bylaws. At least once every ten (10) years, revision should be considered to ensure compliance with amended bylaws in accord with the policy of the Board of Directors.

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