

# **Florida Association for Pupil Transportation**

## **BY - LAWS**

### ARTICLE I

#### IDENTIFICATION

##### Section 1 - Name

The name of the corporation shall be Florida Association for Pupil Transportation (hereinafter referred to as the "corporation").

##### Section 2 - Seal

The corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporate name and State of Incorporation, with the words "Corporate Seal" through the center, so mounted that it may be used to impress these words in raised letters upon paper. The seal shall be in the charge of the Executive Director.

##### Section 3 - Fiscal Year

The Fiscal Year of the corporation shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

### ARTICLE II

#### REGULATION AND MANAGEMENT OF THE CORPORATION

##### Section 1 - By Laws

The corporation shall have these By-Laws which shall set forth provisions for the regulation and management of the corporation. These By-Laws shall have priority over any other instrument of regulation in case of conflicting provisions, excepting the Articles of Incorporation.

### ARTICLE III

#### Membership

##### Section 1 - Types

Adopted, January 4, 2011

1. General - General members shall be restricted to school officials, supervisors, or persons specifically assigned a major responsibility for directing any part of the regular pupil transportation program in any Florida school system.
2. Association or Institutional (two delegates) - any district or institution interested in the improvement of pupil transportation.
3. Honorary Life - honorary life membership may be awarded to one outstanding person in the field of pupil transportation at the annual meeting, provided such honorary life membership has approval of the Executive Committee and majority approval of the membership in attendance at the annual meeting.
4. Associate (Vendor) - affiliated or engaged in any commercial aspect of pupil transportation. This membership category includes any supplier of school buses, components, other equipment or services to public school district and charter school transportation programs, including contracted transportation providers that own and/or operate school buses serving districts or charter schools.
5. Retired Member - any person who is a former member of the Association and is actively interested in any phase of pupil transportation.

## Section 2 - Dues

1. General Member - \$20.00 per year
2. Association or Institutional (two delegates) - \$40.00 per year.
3. Honorary Life - No dues required.
4. Associate (Vendor) - \$20.00 per year.
5. Retired Member - \$10.00 per year.

There shall be a registration fee for all members attending the annual summer conference, as determined by the Executive Committee.

## ARTICLE IV

### MEETINGS OF THE MEMBERS

#### Section 1 - Annual Meetings

The annual meeting of the members for the election of the officers and the Executive Committee and for the transaction of such other business as may properly come before the meeting, shall be held during a day period beginning June 15th and ending August 15th of each year upon written notice to the members. If for any

Adopted, January 4, 2011

reason the annual meeting of the members shall not be held at the time and place herein provided, the same may be held at any time thereafter, but not later than six months after the close of each fiscal year of the corporation.

### Section 2 - Mid-Year Meetings

There will be a mid-year Legislative Meeting at a time and place to be determined by the Executive Committee.

### Section 3 - Special Meetings

Special meetings of the members may be called by the President, by a majority of the Executive Committee, or by written petition signed by not less than one-tenth of all members authorized to vote by the Articles of Incorporation. Such meetings may be held electronically, such as by email or web conferencing, when properly noticed as required in Section 4 - Notice of Meetings.

### Section 4 - Notice of Meetings

A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the Executive Director of the Executive Committee, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, by the Articles of Incorporation, at the address which appears on the records of the corporation, at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing filed with the Executive Director or by attendance in person. Notwithstanding these provisions, such notice of meetings may be provided to each member of record by electronic means, including email communications.

### Section 5 - Voting of Meetings

All general members in good standing shall have the right to one vote each on matters of general business. A majority vote of general members present or voting by email shall be necessary to carry any matter concerning business. Election of officers shall be by secret ballot unless waived by the membership by voice vote. For matters of business relating to Association recommendations on State Board of Education Rules or Legislation, voting shall be only one vote per school district by the transportation director or a representative authorized by the school district.

### Section 6 - Proxies

No member may vote by proxy.

Adopted, January 4, 2011

## Section 7 - Electronic Voting

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

## Section 8 - Quorum

A quorum shall be assumed unless challenged from the floor. The number required for a quorum shall be forty percent (40%) of the members shown on the general membership list.

## Section 9 - Voting List

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

## Section 10 - Organization

The President, and in his/her absence any other member chosen by the members present, shall call business meetings of the members to order and shall act as chairman of such meetings, and the Recording Secretary shall act as Secretary of all business meetings of the members. In the absence of the Recording Secretary, the presiding officer may appoint a member to act as Secretary of the business meeting. All governance of the corporation shall be conducted in an orderly manner, by parliamentary procedure, using Robert's Rules of Order.

## ARTICLE V

### EXECUTIVE COMMITTEE

#### Section 1 - Executive Committee

The Executive Committee shall consist of eleven (11) members. The members of the Executive Committee and their terms of office shall be as follows:

President- two years, automatic succession from President-Elect  
President-Elect- two years, elected by general membership

Adopted, January 4, 2011

Executive Director- (non-voting), appointed by Executive Committee  
Recording Secretary- two years (non-voting), appointed by the President  
Immediate Past President- two years, automatic  
DOE Director- Administrator of School Transportation Management Section,  
automatic.  
Area Director, Region I (South) - two years, elected by general membership (starting  
odd-numbered years)  
Area Director, Region II (West Central) - two years, elected by general membership  
(starting even-numbered years)  
Area Director, Region III (Central) - two years, elected by general membership  
(starting even-numbered years)  
Area Director, Region IV (North Central, Northeast) - two years, elected by general  
membership (starting odd-numbered years)  
Area Director, Region V (Panhandle) - two years, elected by general membership  
(starting even-numbered years)

For Region Membership go to the web link for the FAPT at [www.faptflorida.org](http://www.faptflorida.org).

### Section 2 – Treasurer

A member of the corporation shall be appointed by the Executive Committee to serve as Treasurer of the Corporation. The Treasurer's duties shall include but not be limited to: shall keep complete and accurate accounts, showing accurately at all times the financial condition of the corporation. He/she shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the corporation. He/she shall immediately deposit all funds of the corporation coming into his/her hands in some reliable bank or other depository to be designated by the Executive Committee and shall keep such bank account in the name of the corporation. He/she shall furnish whenever requested, a statement of the financial condition of the corporation and shall perform such other duties as this code of the By-Laws may require or the Executive Committee may prescribe. There will be minimally two (2) people on the appropriate signature cards for access to FAPT funds. The Treasurer is primary with a back-up person appointed by the Executive Committee. A financial report will be provided to the Executive Committee at least annually. Upon a change in the Treasurer position, an independent audit will be conducted within six (6) months of the transfer of duties. The annual Federal Tax report will be completed by the treasurer. Every two (2) years, an independent audit will take place to ensure all records are in order.

### Section 3 – Duties of the Executive Committee

It is the duty of the Executive Committee to manage the affairs of the corporation. These duties include the following, to wit:

Adopted, January 4, 2011

Have care of the physical properties of the corporation and have custody of all legal papers pertaining to the property of the corporation such as deeds, abstracts, insurance policies, etc.

#### Section 4 - Resignation

A member of the Executive Committee may resign at any time by filing his/her written resignation with the Executive Director.

#### Section 5 - Removal

At a meeting of the members of the corporation, expressly called for that purpose, any or all Executive Committee members may be removed, with or without cause, by a vote of the majority of the general members then entitled to vote at an election of officers.

#### Section 6 - Vacancies

Any vacancy occurring on the Executive Committee caused by death, resignation or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Executive Committee. If the vote of the remaining members of the Executive Committee shall result in a tie, the vacancy shall be filled by a vote of the corporation general members at the annual meeting or a special meeting called for that purpose. Members shall be notified of the name, address, principal occupation and other pertinent information about any person elected by the Executive Committee to fill any vacancy.

#### Section 7 - Annual Meetings

The Executive Committee shall meet at least each year immediately after the annual business meeting of the corporation members, at the place where such meeting of the corporation members has been held, for the purpose or organization and consideration of any other business that may be brought before the meeting. No notice will be necessary for the holding of this annual meeting.

#### Section 8 - Other Meetings

Other meetings of the Executive Committee may be held upon the call of the President, or of five (5) or more Executive Committee members, at any place within the State of Florida, upon forty-eight (48) hours written notice, specifying the time, place and general purposes of the meeting, given to each Executive Committee member either personally, by mailing or by electronic communication. At any meeting at which all Executive Committee members are present, notice of the time, place and

purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent member, either by written instrument or by electronic communication.

### Section 9 - Quorum

At any meeting of the Executive Committee, the presence of a majority of the members of the Executive Committee elected and qualified shall constitute a quorum for the transaction of any business except the filling of vacancies.

When filling vacancies, a majority of the existing Executive Committee members shall be required for a quorum.

### Section 10 - Organization

The President, and in his/her absence any member of the Executive Committee chosen by the other members present, shall call meetings of the Executive Committee to order, and shall act as chairman of such meetings. In the absence of the Recording Secretary of the corporation, the presiding officer may appoint any member to act as Secretary of the meeting.

### Section 11 - Order of Business

The order of business at all meetings of the Executive Committee shall be as follows:

- Roll call
- Reading of the minutes of the preceding meeting and action thereon
- Reports of officers
- Reports of committees
- Unfinished business
- Miscellaneous business
- New business

## ARTICLE VI

### OFFICERS OF THE CORPORATION

#### Section 1 - Officers

The officers of the corporation shall consist of a President, a President Elect, an Executive Director and a Recording Secretary. Any two or more offices may be held by the same person, except that the duties of the President and Executive Director shall not be performed by the same person.

Adopted, January 4, 2011

## Section 2 - Vacancies

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled as provided for in the By-Laws of the corporation, and the officer so elected shall hold office until his/her successor is chosen and qualified.

## Section 3 - President

The President shall discharge all duties as this code of By-Laws provides, as the Constitution provides, or as the Executive Committee may provide.

## Section 4 - President Elect

The President Elect shall perform the duties of the elected President in the absence of the President.

## Section 5 - Executive Director

The Association shall appoint an Executive Director to perform duties related to recording of proceedings, communications, and other duties as assigned in an approved job description. The compensation, duties, and responsibilities of the Executive Director shall be determined by the Executive Committee. The Executive Director shall be non-voting.

## Section 7 - Recording Secretary

The President shall appoint a Recording Secretary whose duties shall be related to official recording of minutes of all meetings of the Executive Committee and the Association, notices of elections, communicating announcements of meetings, and other such duties as assigned.

## Section -8 - Delegation of Authority

In case of the absence of any officer of the corporation, or for any other reason that the Executive Committee may deem sufficient, the Executive Committee may delegate the powers or duties of such officer to any other member of the Executive Committee, for the time being, provided a majority of the entire Executive Committee concur therein.

## Section 9- Execution of Documents

Adopted, January 4, 2011



Unless otherwise provided by the Executive Committee, all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the President and attested by the Executive Director. All bonds, deeds and mortgages shall be signed by the President and attested by the Executive Director. All certificates of membership shall be signed by the President and attested by the Executive Director.

All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the corporation as the Executive Committee may from time to time designate.

## ARTICLE VII

### CORPORATE BOOKS

#### Section 1 - Place of Keeping. In General

Except as otherwise provided by the laws of the State of Florida, by the Articles of Incorporation, or by these By-Laws, the books and records of the corporation may be kept at such place or places, within the State of Florida, as the Executive Committee may from time to time by resolution determine.

#### Section 2 - Membership List

The membership list shall contain a complete and accurate record, alphabetically arranged, giving the names and addresses of all members, designating the class of each such member, and shall be kept at the principal office of the corporation in the State of Florida.

## ARTICLE VIII

### Section 1 – Amendments

These By-Laws may be adopted, amended, or repealed at any time, by a two thirds vote of those general members present and voting, at a regularly called business meeting upon notice as provided in Article IV, Section 3 hereof.

## Article IX

Association funds will not be generated, allocated or expended for the purpose of purchasing alcohol or alcoholic beverages.