

**BYLAWS OF THE  
COLORADO ASSOCIATION OF TRANSIT AGENCIES  
(CASTA)**

ARTICLE I: Principal Office

- 1.1 Principal Office: The principal office of the Colorado Association of Transit Agencies (the "Association") shall be in the Denver metropolitan area. The Association may have other offices as may be designated by the board of directors.

ARTICLE II: Membership

- 2.1 Classes of Membership. There shall be three (3) classes of membership as follows:
- A. Full Member. Public, private, nonprofit transportation providers; businesses and providers of goods and services to the passenger transportation service industry; and government entities shall be entitled to full membership. Full members shall be entitled to vote, hold office and serve on committees through their designated representatives.
  - B. Sustaining Member. Individuals, entities, governmental organizations and businesses involved in or interested in passenger transportation services shall be entitled to sustaining membership. Sustaining members shall not be entitled to vote or hold office, but may serve on committees through their designated representatives.
  - C. Honorary/Emeritus members. Individuals who have provided outstanding contributions or support to the passenger transportation service industry shall be entitled to honorary/emergitus membership. Individuals must be nominated by a member and are subject to approval by the board of directors. Honorary/emergitus members shall not be entitled to vote or hold office but may serve on committees.
- 2.2 Transfer of Interest Prohibited. Membership interests in the Association may not be sold, assigned or transferred by the member.

ARTICLE III: Membership Dues

- 3.1 Full Members and Sustaining Members. Full members and sustaining members shall pay dues in the amounts and at the times determined by the board of directors. The directors, in the discretion, may submit the matter of a dues increase to a vote of the membership.
- 3.2 Honorary/Emeritus Members. Honorary/emergitus members shall not be required to pay any dues.
- 3.3 Nonpayment of Dues. Any delinquency in the payment of dues for a period of sixty (60) days after notice of dues has been mailed to the member shall cause the

member's membership to be suspended or terminated, upon action of the board of directors.

#### ARTICLE IV: Meetings of Members

- 4.1 Annual Meeting. An annual meeting of the members shall be held each year at a date, time and place fixed by the Board of Directors. The annual meetings shall be for the purpose of electing directors and for the transaction of other business as may come before the meeting. If the election of directors shall not be held on the date designated for the annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.
- 4.2 Special Meetings. Special meetings of the members may be called by the President at the direction of the Board. Written notice of the time and place of the meeting shall be mailed to the members, together with the agenda of business to be conducted, at least fifteen (15) days prior to the meeting, unless otherwise required by these bylaws. No action binding on the Association may be taken at a special meeting unless the subject matter thereof is included in the agenda.
- 4.3 Designated Representatives. Each full member shall have one vote, to be cast by one of its designated representatives. Full members shall hold office and serve on committees through one or more designated representatives.
- 4.4 Quorum. At any meeting of the membership, one-fourth (1/4) of the full members shall constitute a quorum, and a majority of the quorum shall be necessary to transact business, unless otherwise provided by these bylaws.
- 4.5 Meeting Procedures. All questions of order shall be decided by the presiding officer, subject to appeal by any full member of the Association. When no other provision has been made, meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

#### ARTICLE V: Board of Directors

- 5.1 Size of Board. The Association shall have a Board of Directors consisting of not less than seven (7) members and not more than eleven (11) members, the exact number to be fixed or changed, within the range, by action of the Directors. There shall be an odd number of directors.
- 5.2 Composition of Board. The board of directors shall consist of the Past President, President, Vice President, Secretary, Treasurer, and up to six (6) other board members at large. The Past President shall automatically be a member of the board.- The remainder of directors shall be elected by the membership.
- 5.3 Terms of Directors. Directors shall serve a term of three (3) years. The terms of the Directors may be staggered so that not all of the directors are elected in the same year.
- 5.4 Duties. The board of directors shall be the governing body of the Association and shall have the authority to take all appropriate measures and perform all

duties required to accomplish the objectives of the Association. The Board may appoint, remove, and prescribe duties for an Executive Director and other assistants necessary to carry on the work of the Association.

#### ARTICLE VI: Meetings of Directors

- 6.1 Regular Meetings. The board shall meet at least quarterly at a time specified by the President. One (1) of these meetings shall coincide with the annual membership meeting of the Association.
- 6.2 Special Meetings. Special meetings may be called at the discretion of the President or by a majority of Board members. Board members shall be informed ten (10) days prior to special meetings of the agenda, date, time, and place of the meeting.
- 6.3 Quorum. A quorum of the board consists of a majority of the number of directors in office immediately before the meeting begins. The affirmative vote of a majority of directors present is the act of the board, unless otherwise required by these bylaws.
- 6.4 Action Without Meeting. Any action required or permitted to be taken at a board meeting may be taken without a meeting if each and every member of the board in writing either: a) votes for the action; or b) votes against the action or abstains, and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the directors then in office were present and voted.
- 6.5 Meetings by Telecommunication. The board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means by which all directors participating may hear each other during the meeting. Any director participating in a meeting by this means is deemed to be present in person at the meeting.

#### ARTICLE VII: Officers.

- 7.1 Officers. The officers shall consist of the Past President, President, Vice President, Secretary and Treasurer. Officers shall serve a term of two (2) years.
- 7.2 Election of Officers. At the first meeting of the Board of Directors after the election of new board members, the outgoing President shall preside over the election of officers. Nominations for the individual officer positions shall be taken by the outgoing President and submitted to the board. The Board shall elect and approve the officers by a majority vote of those Board members present at the meeting. Immediately following the election of officers, the new President of the Board will assume the responsibilities of the office.
- 7.3 Duties of the Officers. The duties of the officers shall be as follows
  - A. President. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the membership and the

- board of directors. The President shall have the general management and control of the affairs of the Association. The Board of Directors authorizes all contracts and instruments. The President shall have the authority to sign with the Secretary all contracts and other instruments on behalf of the Association. The President shall perform all other duties as may be assigned by the Board of Directors.
- B. Vice President. The Vice President, in the absence or disability of the President, shall have and exercise all powers and perform the duties of the President. The Vice President shall also perform such other duties as may be assigned by the President or the board of directors.
  - C. Secretary. The Secretary shall have the responsibility for the preparation and maintenance of minutes of the directors' and members' meetings and other records and information required to be kept by the Association and authenticating records of the Association. The Secretary shall file all corporate reports required by the State of Colorado and shall perform all other duties incident to the office of Secretary not specifically enumerated herein.
  - D. Treasurer. The Treasurer shall perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President or board of directors.
  - E. Past President The Past President shall chair the nominating committee and perform other duties as may be assigned by the President.

7.4 Vacancies. In the event any officer of the Association ceases to be a representative of a full member, the board of directors shall declare the office vacant. If the vacancy occurs in the office of President, the Vice President shall become President and shall serve the remainder of the term. When a vacancy occurs in the office of the Vice President, Secretary or Treasurer, or among board members at large, the board of directors may appoint a representative of any full member to fill the position for the remainder of the term.

7.5 Removal of Officer. If the President, Vice President, Secretary or Treasurer, becomes unable to properly fulfill the duties and responsibilities of their office, or becomes derelict in the performance of their duties and responsibilities as an officer; or, becomes involved in professional misconduct to the extent that continuation in office could cause embarrassment to the Association, or jeopardize its reputation; it is the duty and responsibility of the officer to resign their position as officer of the Association. Upon receipt of the resignation, the Board of Directors will determine by majority vote whether to accept the resignation and announce their decision to the membership as soon as possible following their decision. If in the opinion of at least two members of the board of directors, one of the conditions described above exists and a resignation has not been submitted to the Board of Directors, any two Board members may request a special meeting of the Board of Directors to investigate, discuss and evaluate the issue. Upon a motion approved by at least two-thirds (2/3) of the Board

members present at the meeting, the Board of Directors may terminate the officer.

## ARTICLE VIII: Nominating Committee and Elections

### 8.1 Nominating Committee.

- A. Composition of Committee. There shall be a nominating committee composed of the immediate Past President as chairman, one (1) board member and the designated representative of a member who is not already a board member.
- B. Duties. The nominating committee shall inform the membership of the ~~officer~~ and director positions to be filled, the election process and rules, candidate qualifications and expectations at least sixty (60) days prior to the election. The committee shall also 1) encourage and accept membership nominations for directors from a variety of membership categories and ensure that there is at least one qualified candidate for each position; 2) determine that all candidates are representatives of full members who have been members for at least one (1) year; 3) distribute a list of the candidates to the membership at least thirty (30) days prior to the election; 4) arrange for candidate presentations (if desired) and membership questions at the annual meeting; and 5) oversee the election.
- C. Elections. Elections for directors shall be held at the annual meeting of the members or at a special meeting called for that purpose. Elections shall be conducted by written ballot of full members, who shall vote through a designated representative. Candidates receiving the majority of votes for each ~~office~~ position of director will be declared elected and shall hold office for three (3) years or until their successors are qualified and elected. In the event no candidate receives a majority of the votes, another ballot shall be taken. All prospective directors must have been representatives of full members of the Association for at least one (1) year prior to the election. Directors must remain representatives of full members during their term of office.

## ARTICLE IX: Association Staff

- 9.1 Administration and Management. Administration and management of the Association may be performed by a salaried staff head or management company who shall manage and coordinate the various functions and activities of the Association and shall be directly responsible to the board of directors. It is expected that the salaried staff head will remain current and knowledgeable in all areas affecting the position, even when reimbursement for the cost of seminars, courses, and publications cannot be paid through the Association.
- 9.2 Executive Director. The salaried staff head shall be known as the Executive Director.

- 9.3 Other Positions. The board of directors shall authorize the Executive Director to hire and supervise additional staff as appropriate for the proper functioning of the Association. The Executive Director shall be responsible for establishing job descriptions and for recommending salary levels and candidates for any approved positions. The board shall approve candidates, salary levels and benefits recommended by the Executive Director.
- 9.4 Delegation of Duties. Certain duties of the officers of the Association may be delegated to the Executive Director and/or other staff as appropriate.

#### ARTICLE X: Indebtedness and Compensation

- 10.1 Payment of Indebtedness. All checks, orders for payment, notes, or other evidences of indebtedness in the name of the Association and over \$5000 in amount shall require the signature of the Executive Director and one board member of the Association. In the absence of the Executive Director, the signatures of any two (2) board members will be required.
- 10.2 Prohibited Compensation. Officers, board members and members of committees of the Association shall not receive compensation or remuneration for their services as officer, board or committee member but shall be entitled to reimbursement of any expenditures authorized by the board and incurred or expended for and on behalf of the Association.

#### ARTICLE XI: Amendments

- 11.1 Amendments. These bylaws may be amended by a two-thirds (2/3) vote of the full members present at any annual or special meeting, provided that the proposed amendments have been submitted to the board not less than sixty (60) days prior to the meeting. The board shall then report its recommendations to the members of the Association at least thirty (30) days prior to the meeting where they will be voted on.
- 11.2 Amendments by ~~Mailed~~ Written Ballot. The board may also recommend that the proposed amendment be presented to the membership by written ballot *via email or mail*, in which case a two-thirds (2/3) vote of those ballots returned within thirty (30) days from the date of mailing the ballots to members will determine the acceptance or rejection of the proposed amendment.
- 11.3 Increased Amount of Payment of Indebtedness. This amendment increases the amount specified in Article 10.1 that requires a signature from the Executive Director and one officer of the Association from \$2000 to \$5000.
- 11.4 Membership Voting by Electronic Means, Definition of Written Ballot. This amendment amends Article 11.2 of the bylaws by striking the word Mailed from the title of the article and adding the word Written in its place. Additionally, this amendment expands the means by which votes to amend the bylaws by the membership may be completed to include emailed and mailed written ballots. Furthermore, a Written Ballot is defined as any ballot that records a vote in a way that can be captured physically or electronically in private.