

WISCONSIN TRANSIT RIDERS ALLIANCE

BYLAWS

ARTICLE I - NAME

The organization shall be called Wisconsin Transit Riders Alliance, Inc. and shall be referred to in this document as Wisconsin Transit Riders Alliance or the Alliance.

ARTICLE II - PURPOSE

Wisconsin Transit Riders Alliance is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows: To conduct non-partisan research concerning transit; to educate the community and its leaders about the benefits and importance of having high-quality transit in Wisconsin; to encourage increased transit ridership; and to promote improvements in the State's transit systems.

ARTICLE III - MEMBERSHIP

Section 3.1. *Eligibility criteria.* Membership in Wisconsin Transit Riders Alliance is open to any individual or organization that supports public transit in Wisconsin, the purposes described in Article II of these Bylaws, and who takes an active interest in advancing those purposes by contributing to the organization. Dues are addressed more fully in a separate document.

Section 3.2. *Membership Types.* There are four types of members: Chapters and their members, at-large individuals, organizations (including non-stock corporations) and businesses (including stock corporations).

- a) Chapters (or Subordinates). Organizations advocating for public transit locally and their individual members.
- b) At-Large individuals. People who do not belong to a subordinate organization but who support and contribute toward achieving the purposes described in Article II of these bylaws.
- c) Organizations (including non-profit, non-stock or cooperative corporations) These organizations have one vote.

- d) Businesses (including for-profit or stock corporations) Supportive businesses also have one vote.

Section 3.3. *Term and renewal of membership.* Membership shall be for up to one year, beginning January 1 and ending no later than December 31 of the same year. Renewals must be made by April 1. Renewal reminders can be sent by email.

Section 3.4 *Member rights:* Members in good standing of the Wisconsin Transit Riders Alliance have the following rights:

1. Any member may be nominated to be a candidate for the Board of Directors;
2. Any member may serve on a standing or ad hoc committee created by the Board of Directors.
3. Any member may recommend actions to be taken by the organization through action of the Board of Directors;
4. Any member may vote on such organizational matters as revisions to the bylaws or nominees for the Board of Directors;
5. Additional member benefits may be defined by the Board annually.

Section 3.5 *Termination of membership.* The Chair must terminate the membership of any member who submits a written or electronic request for such termination. The Board of Directors may at any time terminate the membership of any member who, in the Board's judgment as expressed by a majority vote of the Board, no longer meets eligibility criteria because of a conflict of interest, disruptive behavior or not being in compliance with the goals of the membership.

Section 3.6. *Membership meetings.* The membership of Wisconsin Transit Riders Alliance shall meet at least once a year. There is an annual membership meeting in the Spring, on a date and at a time and place to be determined by the Board of Directors. Additional special meetings can be called by the President, the Board of Directors or five members. The Board of Directors shall notify all members in writing or electronically of the annual membership meeting no more than ninety (90) days and no fewer than thirty (30) days in advance of the meeting. Notice for special meetings require 48 hours notice.

Section 3.6.a *Purpose of membership meetings.* The main purpose of the **Spring** membership meeting is to conduct business that reviews activity and management in the past year and authorizes activity and management in the following year. This may include receiving a report on the fiduciary well-being of the organization, modifying its bylaws, amending articles of incorporation or electing members to the Board of Directors and any other business determined by the Board. Sometimes, a special membership meeting is called to deal with an issue that must be dealt with by the whole membership before the next Spring meeting.

Section 3.6.b. *Attendance at membership meetings.* Attendance at membership meetings can be in-person, **by proxy** or virtual (by telephone, an electronic device such as a computer, tablet, notebook or smartphone. Quorum is a minimum of 5 people.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. *Duties of Directors.* All decisions on policy, membership, administration, and finance of the organization shall be the responsibility of a Board of Directors. Directors have an obligation to (a) disclose any potential conflict of interest on an issue, and to (b) abstain from participation in FINAL deliberations and decisions concerning that issue.

Section 4.2 *Composition of the Board of Directors* The Board shall have no less than five (5) Directors. Each local transit advocacy chapter has a seat. At least five (5) additional Board seats can come from the general membership. Overall composition should reflect the diversity of interest in public transit in Wisconsin.

Section 4.3. *Appointment and removal of Directors.* Any member in good standing of the Wisconsin Transit Riders Alliance is eligible to serve as a Director. Directors are elected by members at the annual membership meeting. The nominating committee described in Section 1 Article V identifies candidates for Director. Any Director may resign from the Board by submitting a letter of resignation to the President or an officer of the Board at any time. Any Director may be removed from the Board by being absent without notification for two consecutive meetings.

Section 4.4. *Terms and vacancies of Directors.* Directors shall serve for terms of two years. Directors are eligible to serve consecutive terms. Half the Board seats are up for election each year. Vacancies between membership meetings can be filled by Board appointment.

Section 4.5 *Board meetings.* The Board of Directors shall meet as needed, at least twice a year, on dates and at times and places approved by the Board. A special or emergency Board meeting may be called by a minimum of three Board of Directors provided it be noticed and recorded. In all cases, notice may be by phone, text message, email, or regular mail. Board meetings can take place in-person, virtually (by phone or video) or by a combination (hybrid) of the two. Quorum is a majority of Board members and a minimum of three.

- a) *Alternative Meeting Discussions.* Under extraordinary circumstances, if there is unanimous consent by phone, postcard, or email, action on a single issue may be taken by electronic communication among a quorum of Board members, subject to ratification at the next Board meeting.

Section 4.6 *Officers and their duties* The Board of Directors elect four officers annually at the first Board meeting after the annual membership meeting: President, Vice-President, Treasurer and Secretary. Each officer shall serve for a term of one year and may serve consecutive terms. One individual may serve in two positions at the same time. Any Director may nominate another Director or him/herself for election to any office. An officer may resign by submitting a letter of resignation to the President, or, if it is the President who is resigning, to the Vice-President. The Board of Directors may remove any officer by the vote, at a duly convened meeting, of a majority of all Directors.

The *President* shall convene and preside over all meetings of the Board or arrange for another officer to preside and shall represent the Board and the organization before the public.

The *Vice-President* shall preside over meetings of the Board in the President's absence, shall temporarily assume the duties of President in the event the President is unable to discharge those duties, and shall become President (completing the remainder of the vacating President's term) if the office of President becomes vacant.

The *Treasurer* shall manage the finances of the organization, including the receipt and disbursement of all funds to and from the organization and maintenance of all accounts with financial institutions; report to the Board of Directors concerning the organization's finances; and assist in preparing the budget for the organization.

The *Secretary* shall ensure all Board and Membership meetings are noticed in a timely manner, document the proceedings of all such meetings, and maintain accurate records of the organization.

Section 4.7. *Officer vacancies.* In the event an office becomes vacant, the Board votes to appoint a replacement to fulfill the remainder of the vacating officer's term.

ARTICLE V - COMMITTEES

The Board of Directors shall have the authority to appoint committees for various purposes and to define the purposes, functions, and powers of those committees. There will be five (5) standing committees and an indefinite number of temporary *ad hoc* committees. *Ad hoc* committees may be created as needed by a majority vote of the Board of Directors. All committees may consist of a combination of Directors and other Members.

The five standing committees shall be:

Nominating Committee The Board of Directors shall appoint a nominating committee of two (2) or more Alliance members whose purpose is to nominate members for election to the board of directors.

The term of office shall be until the next elections. Nominations for the Board and officers shall be solicited openly, include people with a vested interest in public transit, include people up for re-election and shall demonstrate an effort for the slate to reflect the diversity of public transit riders in Wisconsin.

At-Large Statewide Committee This committee provides a forum for Alliance members who do not belong to a subordinate organization but who support and contribute toward achieving the purposes described in Article II of these bylaws. Similar to local subordinates, this committee has a seat on the Board of Directors.

Liaison Committee The Liaison and Outreach Committee is tasked with establishing and maintaining connections with other organizations and their members whose interests overlap with those of the Alliance. They include both governmental and nongovernmental committees focused on rail, bicycling, walking or rolling, committees focused on enfranchising underrepresented groups and committees focused on enhancing the provision of basic community services.

Outreach Committee The purpose of an outreach committee is to foster membership among people with like-minded goals who either did not know we existed or did not know how to join. Special effort will be made to reach underrepresented communities.

Event Committee - This committee is tasked with planning the Annual membership meeting and other events that alert others to WTRA's existence and interest in furthering its goals. The Annual membership meeting has two components: 1) a public component in which one or more speakers talk about a public transit-related topic applicable to Wisconsin, and 2) a business component in which members launch another year of activity.

ARTICLE VI - STAFF

Section 6.1 *Executive Director*. The Board of Directors shall have the authority to appoint and compensate an Executive Director to conduct the day-to-day administration of the organization and implement policies enacted by the Board of Directors, within guidelines set by the Board. In the event an Executive Director is appointed, the Executive Director will become an ex-officio member of the Board of Directors.

Section 6.2 *Staff*. The Executive Director shall have the authority, with the approval of the Board of Directors, to hire additional staff for purposes to be specified in job descriptions approved by the Board.

Section 4. *Bonding*: The Board of Directors may, at its discretion, require a bond for any officer or staff member whose financial responsibilities, in the judgment of the Board, warrant such bonding. The amount of the respective bonds shall be determined by the Board of Directors and the cost shall be defrayed by the organization.

ARTICLE VII - LOCAL CHAPTERS

People advocating for public transit in the same location can be a local chapter of WTRA. A chapter must have a minimum of two (2) members, must have a president and a financial officer, and must have a contact name and an email address.

Local chapters are covered by the Wisconsin Transit Riders Alliance's state and federal tax status as a Charitable Organization and a 501(c)(3). For a local chapter to be recognized as a "subordinate" by the IRS however, it need not be incorporated but it must have a president and vice-president, an organizing document such as a set of bylaws or constitution, it must keep records detailing financial and nonfinancial activities, and it must have the same accounting period as the Alliance.

If a local chapter in an existing group exemption wishes to apply for its own tax exemption, it should notify the Alliance of its intention to leave the group ruling before filing a Form 1023.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes to promote mass transit as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Alliance in all cases to which the rules contained in the current edition are not inconsistent with these Bylaws and any special rules of order the Membership Assembly may adopt.

ARTICLE X - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) .

ARTICLE XI - AMENDMENTS TO THE BYLAWS

Any member may propose an amendment or amendments to these bylaws. Proposed amendments shall be submitted to the Board of Directors for discussion and possible recommendation. All proposed amendments then go on the agenda of the next Annual or special membership meeting. Amendments are approved by majority vote.

Approved by Wisconsin Transit Riders Alliance membership on March 9, 2024

AMENDMENTS

1. 2025-03-08 Added "by proxy" in Section 3.6.b as a legitimate way to be counted as attending meeting.