

# **SOUTHWEST PARKING & TRANSPORTATION ASSOCIATION BYLAWS**

*(As amended and approved by the Board, March 17, 2017)*

## **ARTICLE I – NAME & ASSOCIATION**

The name of the organization shall be the Southwest Parking & Transportation Association, herein after referred to as “SWPTA”. SWPTA is a nonprofit association for the public benefit and is chartered under the provisions of the Arizona Nonprofit Corporation Act as set forth in Section 10 of the Arizona Revised Statutes. SWPTA shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c) (6) of the Internal Revenue Code. SWPTA shall maintain an affiliation with the International Parking Institute and other organizations deemed beneficial to its purpose.

## **ARTICLE II – PURPOSE**

The purpose of SWPTA shall be to provide a mutual support network and environment for the professional interaction, growth and development of individuals directly involved in the operation of parking and transportation programs, to include colleges and universities, municipalities, transit agencies, airport authorities, medical centers, civic centers and other owner-operated providers of public parking generally in the states of Arizona, Nevada, New Mexico, Colorado, Utah and contiguous areas of the Southwest. It is the specific intent of SWPTA to provide an open forum for discussion of common problems, sharing information and technical know-how, and staying abreast of parking-related legislation. Notwithstanding the above sections, SWPTA shall be nonpartisan and nonsectarian; shall take no part in, or lend its support to, the election of any candidate for public office; and in compliance with anti-trust laws, shall not endorse competing models of parking equipment, supplies or services; and shall not tender preference for, or endorse any specific management professional or consultation service provider or agent.

## **ARTICLE III - MEMBERSHIP**

### ***Section 1. Classes***

There shall be three classes of membership: A. Institutional / Corporate Member, B. Regular Member and C. Associate (Student/Retiree/Unemployed) Member. To be eligible in any class, the purpose of a member must not be in conflict with the objectives of SWPTA as set forth in these bylaws.

#### **A. Institutional / Corporate Membership**

Institutional Members shall be municipalities and other government bodies, parking authorities, boards, bureaus, commissions, departments, colleges, universities, airports, hospitals, individual owner-operators and transit agencies or other institutions having similar responsibility for the establishment, operations, maintenance, control or direction of public or private parking or transportation operations.

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Corporate Members shall be associations, consultants, contract-operators, and other businesses engaged in supplying goods or services in the parking and transportation fields or interested in, or connected with the operation and development of public parking or transportation, whether for-profit or otherwise, and who support the objectives of SWPTA.

## **B. Regular Membership**

A Regular Member shall be an employee or owner of an Institutional / Corporate Member organization.

## **C. Associate Membership (Student / Retiree / Unemployed)**

Student Associate Members shall be individuals who meet one of the two following sets of criteria:

1. The individual is engaged in an educational two or four year degree program and
2. The individual is not presently employed in the parking, transportation, or supporting industries, or
3. The individual is employed in the parking, transportation, or supporting industries in a position classified as "student employment" by his/her institution.

Retiree Associate Members shall be individuals who have retired from employment from an Institutional / Corporate Member organization and who support the objectives of SWPTA.

Unemployed Associate Members shall be individuals who are currently unemployed from an Institutional / Corporate Member organization and who support the objectives of SWPTA.

## **Section 2. Voting Rights**

Only Regular Members shall have the right to vote on any matter submitted to a vote of the membership. Each Regular Member shall have one vote which may be delegated to another member for execution by proxy.

## **Section 3. Motions**

Only Regular Members shall have the right to move a proposal at the annual or special meetings of SWPTA. Any member may participate in discussion at annual or special meetings of SWPTA unless the voting members shall determine by a majority vote that discussion on a particular matter shall be limited to voting members.

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## **Section 4. Dues**

Annual dues shall be as established by the Board of Directors. All Institutional / Corporate Members and Associate Members shall pay dues annually. Membership shall be free (no annual membership dues) to individual Regular Members.

## **Section 5. Admission**

Application for membership shall be submitted to the SWPTA Secretary. Admission to any membership class shall be subject to the approval of the Board of Directors. The Board of Directors shall report to the annual meeting on those applications accepted for membership.

## **Section 6. Termination**

### **A. Resignation**

Membership of any class may be terminated by the member upon written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid. The failure of an Institutional/Corporate Member or Associate Member to pay dues indicates that entity's resignation from SWPTA. Membership would be reinstated upon payment of dues.

### **B. Expulsion**

The Board of Directors may, by vote of two-thirds of all members of the Board, suspend or expel a member for cause after an appropriate hearing. Cause shall include, but not be limited to, circumstances where a member is found to have acted in a manner as to be prejudicial to the objectives or successful operation of SWPTA. Suspension shall be for such period of time as the Board of Directors deems appropriate. The Board of Directors may, by majority vote, terminate the membership of any member for nonpayment of dues.

### **C. Reinstatement**

The Board of Directors may, by a vote of two-thirds of all members of the Board, reinstate a former member to membership upon such terms as the Board of Directors deems appropriate.

## **Section 7. Transfer of Membership**

Membership in SWPTA is not transferable or assignable.

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## **ARTICLE IV - MEETINGS OF MEMBERS**

### ***Section 1. Annual Meeting***

The membership shall meet at least once a year at such time and such place as may be determined by the Board of Directors. The membership shall be advised either by assembly, via the SWPTA website, by email, or by mail a reasonable time in advance of the site and time of the annual meeting.

### ***Section 2. Special Meetings***

The Board of Directors may call special meetings of the members at such time and place as may be deemed necessary. Written notice of the place, date, and house of a special meeting shall be delivered (either by email or mail) to each member entitled to vote at such meeting not less than thirty days before the date of such meeting. The purpose for which the special meeting is called shall be stated in notice.

### ***Section 3. Notice of Meetings***

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association. Emails are deemed delivered when sent to the email address as it appears on the records of the Association.

## **ARTICLE V - BOARD OF DIRECTORS**

### ***Section 1. General Powers***

The Board of Directors shall manage the affairs of SWPTA.

### ***Section 2. Composition***

#### ***A. Number***

The number of Directors shall be (11) eleven. Of the eleven, the Immediate Past President and President shall be ex officio members. Consequently, a Director elected to the office of Vice President (President Elect) in the final year of his or her term shall be reappointed to the Board of Directors for a term of two years without standing for reelection.

No more than two members representing the same Institutional / Corporate Member organization shall serve concurrently as a member of the Board of Directors. If the results of an election would result in more than two members representing the same Institutional / Corporate Member serving concurrently, the two-seat allowance shall be

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allocated first to a sitting Board member from that employer who has not completed his or her term and then to the highest vote earner among the candidates affiliated with that employer. In the event of a tie, the outgoing Board of Directors will break the tie as dictated in the section of the Bylaws governing election of Board members.

## **Section 3. Term of Office**

Except as hereinafter provided, each Board of Director shall be elected for a term of two years. Elections shall be conducted in such manner that the terms of at least two directors expire each year. A Director may be elected for only one year if required to fill an unexpired term or to otherwise ensure the alternation of terms of two elected directors each year. For the purpose of this section, a year shall correspond to the SWPTA fiscal year.

## **Section 4. Election of Board Members**

### **A. Nominations**

At least sixty days before the election, the Secretary shall determine the number of vacancies to be filled. The Secretary shall advise Regular Members of the number of vacancies to the Board and solicit nominations to fill said vacancies. Only Regular Members may be nominated. Self-nominations will be accepted.

The Nominating Committee shall augment member nominations as necessary to prepare a list of nominees including at least two more nominees than vacancies, and, when feasible, two nominees for each vacancy, and shall secure the consent of each nominee. In preparation of the list of nominees, the Nominating Committee shall take into consideration and attempt to reflect in its selection of nominees from the membership the ratio of Institutional / Corporate organizations to the total membership. The Nominating Committee's final report shall be subject to approval of the Board of Directors.

### **B. Ballots**

On or before the second Tuesday of November the Secretary shall forward to each member a ballot listing those Regular Members nominated according to the Bylaws.

### **C. Return of Ballots**

Ballots shall be returned to the appropriate Board member and received on or before December first.

### **D. Required Votes**

Those candidates receiving the highest number of votes sufficient to fill the vacancies declared under Section 4(A) of this Article, shall be declared elected. In the event of a tie for the final vacancy, the outgoing Board of Directors shall decide by a majority vote between the tied candidates and declare the candidate elected.

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## **E. Additional Items on the Ballot**

The Board of Directors may instruct the Secretary to include a ballot on such issue or issues which the Board deems advisable to refer to the membership.

## **F. Certification of Results**

The Board shall meet in December of each year for the purpose of certifying election results.

## **Section 6. Meetings**

### **A. Frequency of Meeting**

There shall be at least one meeting of the Board of Directors to be held in conjunction with the annual meeting. No notice other than these bylaws is required.

Special meetings may be called by majority of the Board of Directors and/or by the President.

### **B. Notice of Meetings**

Notice of special meetings of the Board of Directors shall be given at least ten days previously thereto by written notice to each director at the address shown by the records of SWPTA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If notice is given by electronic mail (e-mail), such notice shall be deemed to be delivered when the e-mail is posted by the originator to the address shown by the records of SWPTA. Notice of any special meeting of the Board of Directors may be waived in writing by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except where otherwise provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws. Notice of meetings shall also be provided to the general membership at least ten days previously thereto by electronic mail.

## **Section 7. Manner of Acting**

Each Director shall have one vote. Except where otherwise provided, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; however, in no case shall a motion be passed unless there are at least six affirmative votes.

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Votes may be cast by proxy for a member absent from the meeting at which the proxy vote is cast. Such proxy votes as the absent member may wish to cast must be specified in writing and shall be limited to items appearing on the formal agenda of that meeting. Such proxy votes must be submitted to the Secretary who shall cast the votes in accordance with the written instructions of the absent member.

## ***Section 8. Quorum***

Six directors shall constitute a quorum.

## ***Section 9. Vacancies***

When a vacancy on the Board of Directors occurs, it may be filled for the balance of the unexpired term by a Regular Member selected by the Board. At no time shall the Board allow more than one vacancy at a time.

## **ARTICLE VI - OFFICERS**

### ***Section 1. General***

The officers of SWPTA shall be: President, Vice President, Secretary, Treasurer, and Immediate Past President. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. Any two offices may be held by the same person except the offices of the President and Treasurer.

### ***Section 2. Election and Term of Office***

The Board of Directors shall elect from its Board the President, Vice President, the Secretary and the Treasurer of the Association. The election of the officers shall be at the first meeting of the newly elected Board of Directors which shall be called by the Immediate Past President during January of each year. All officers may be reelected to the same office or any other office which they have previously held, with the exceptions of the President, who may not be elected to that office for more than three consecutive one-year terms and Treasurer, who may not be elected to that office for more than four consecutive one-year terms. Officers shall serve for a term of one year, until the first meeting of the Board of Directors following the next annual election.

The Office of the Immediate Past President is to be filled by the outgoing President. In the event that the President should not continue to serve on the Board in the following year, the Board shall elect a Director to carry out the duties assigned to the Immediate Past President herein.

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## ***Section 3. Removal***

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of SWPTA will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

## ***Section 4. President***

The President shall be the principal officer of SWPTA. Subject to the direction and control of the Board of Directors, the President shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Bylaws and the Board of Directors.

## ***Section 5. Vice President***

The Vice President shall assist the President in the discharge of the duties of the office as the President may direct and shall perform such other duties as may be assigned by the President, the Board of Directors or these bylaws. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

## ***Section 6. Secretary***

The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President, the Board of Directors, or these bylaws. In the absence of the President and Vice President, the Secretary shall preside. Additionally, the Secretary shall be responsible for overseeing the election process. The Secretary may delegate responsibility for the elections process to the Immediate Past President or another Director who is not standing for election.

## ***Section 7. Treasurer***

The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the President, by the Board of Directors or by these bylaws.

## ***Section 8. Immediate Past President***

The Immediate Past President shall assist the President in the discharge of the duties of the office as the President may direct and shall perform such other duties as from time-to-time may be assigned by the President, by the Board of Directors or by these bylaws. The Immediate Past President will chair the Past Presidents Council.



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## **ARTICLE VII – COMMITTEES & COUNCILS**

### ***Section 1. General***

Committees shall be established as provided in these bylaws. Except as otherwise provided, the President shall name the Chairperson of all committees, subject to the approval of the Board. Committee chairpersons are responsible for the appointment of members for their respective committees and for forwarding a list of appointments and resignations to their respective committees for inclusion in the minutes of next meeting of the Board of Directors. If a person specified by the Bylaws to act as Chairperson of a committee is unable or unwilling to act, the President shall appoint another member of SWPTA subject to the approval of the Board of Directors. Except as otherwise provided in the Bylaws, members of any class may be appointed to a committee.

### ***Section 2. Executive Committee***

The Executive Committee, comprised of the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President, shall meet as necessary at the call of the President for the purpose of conducting business between meetings of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of SWPTA, but all actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting and may be subject to confirmation by the Board of Directors.

### ***Section 3. Nominating Committee***

The Chairperson of the Nominating Committee shall be the Immediate Past President. Additional members shall consist of the Vice President, and a first-year member. The Nominating Committee shall make nominations for the Board of Directors in accordance with Article V, Section 4.

### ***Section 4. Rules Committee***

The Rules Committee shall regularly review the Articles and Bylaws of the Association and recommend changes or amendments to the Board of Directors. Any proposed business, which affects the Articles or Bylaws, shall be referred to the Rules Committee for report.

### ***Section 5. Membership Committee***

The Membership Committee shall conduct an annual and ongoing campaign to solicit new members from among the parking and transportation industry's eligible and interested Institutional / Corporate organizations.

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## ***Section 6. Communications Committee***

The Communications Committee shall be responsible for maintaining the SWPTA web site and other information associated with promoting SWPTA. The Communications Committee chair shall work closely with other committee chairs as necessary to support the work of their committees.

## ***Section 7. Events Committee***

The Events Committee shall be responsible for all matters as they relate to the SWPTA Annual Conference and other annual events. The Events Committee chair shall work closely with other committee chairs as necessary as the SWPTA Annual Conference and other events are indeed collaborative in content and effort with the other committees.

## ***Section 8. Sponsorship Committee***

The Sponsorship Committee shall be responsible for soliciting and managing the SWPTA Annual Sponsorship programs. Sponsorship dollars are actively sought by SWPTA to help fund the SWPTA Annual Conference, mid-year Education Summit and other annual events and programs.

## ***Section 9. Professional Development Committee***

The Professional Development Committee shall be responsible for planning and coordination of the educational content of the SWPTA Annual Conference and other annual events. This committee shall also be responsible for the administration of SWPTA Scholarship Fund.

## ***Section 10. Other Committees***

Additional standing committees may be established by Bylaw. Ad-hoc committees may be established by resolution of the membership, by resolution of the Board of Directors, or by the President subject to the approval of the Board of Directors. Subcommittees may be established by any committee chair as necessary to support the work of the committee.

## ***Section 11. Past Presidents' Council***

In an ongoing effort to continually engage Past Presidents of SWPTA, the Past Presidents' Council has been formed. Chaired by the Immediate Past President, the Council will meet as necessary at the call of the Immediate Past President, for the purpose of providing insight and advise to the standing Board of Directors.

## **ARTICLE VIII - AMENDMENTS**

Except as otherwise provided, the power to alter, amend, or repeal the Bylaws and adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular meeting, or at a special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provision for the regulation and management of the affairs of SWPTA not inconsistent with law or the Articles of Incorporation.

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## **ARTICLE IX - RULES AND PROCEDURES**

The rules contained in “Roberts Rules of Order, Revised” shall govern meetings of the Board of Directors and the membership in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

## **ARTICLE X - FISCAL YEAR**

The Fiscal Year of the Association shall be from the first day of January to the thirty-first day of December. The Board of Directors shall appoint a Certified Public Accountant independent of SWPTA to audit the financial records and accounts of SWPTA and prepare an annual financial report. The SWPTA Annual Financial Report shall be read at the next annual meeting.

## **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the State of Arizona Code for Nonprofit Associations or under the provisions of the Articles or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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## **SWPTA**

*Anti-Trust & Risk Management*

### **Sherman Anti-Trust Guidelines Statement**

**Board members of SWPTA recognize, endorse, and adhere to the following guidelines:**

Under the Sherman Anti-Trust Act, it is illegal for competing businesses to discuss prices, terms or conditions of sale, allocations of customers or territories, or any other subject affecting competition.

Discussing boycott or refusal to deal with any supplier or customer or attending meetings where either is discussed is prohibited.

Board Members are prohibited, except with express approval of legal counsel, from discussing with any customer or supplier any action, including action on prices, that the customer or supplier might take with respect to third parties.

Be careful of what you say and even more careful of what you write. In general, do not write or say anything you would not be willing to say in the presence of a judge or jury.