

**BYLAWS
OF THE
IOWA PUBLIC TRANSIT ASSOCIATION**
Adopted: July 6, 2022

**ARTICLE I
NAME, PURPOSE, OFFICES**

Section 1.1. Name. The name of the corporation shall be the Iowa Public Transit Association (“**IPTA**” or the “**Corporation**”).

Section 1.2. Purpose. The purpose of IPTA shall be to promote the transit industry in the State of Iowa; to promote the general welfare of the various individual members thereof; to unite the members of the public transportation industry within the State of Iowa in an effort to promote the welfare of each member in its individual community and in its dealings with state, municipal, and federal authorities to the end that the people of the State of Iowa may be provided with sound, well managed and well financed public transportation; to encourage the exchange of ideas concerning more efficient operations; and to strengthen the bonds of fellowship and understanding between the members thereof.

Section 1.3. Principal Office. The location of the principal office of the corporation in the State of Iowa will be identified in the corporation's biennial report filed with the Iowa Secretary of State.

Section 1.4. Registered Office and Registered Agent. The registered office or registered agent of IPTA required by the Revised Iowa Nonprofit Corporation Act (the “**Act**”) shall be selected by the Board and may be changed from time to time by appropriate filings with the Iowa Secretary of State.

**ARTICLE II
MEMBERS**

Section 2.1. Members. IPTA shall have two types of members: Operator Members and Associate Members. The Board shall have the authority to adopt processes, guidelines, applications, and similar rules regarding the admission and maintenance of membership in IPTA.

Section 2.2. Operator Members.

(a) *Qualification.* Operator Members shall include all public or private operators that are designated as public transit systems by the Iowa Department of Transportation.

(b) *Classification of Operator Members.* Operator Members shall be divided into the following classes:

- (i) Urban Operators. Operate transportation systems that are classified as urban transit systems by the Iowa Department of Transportation.
- (ii) Regional Operators. Operate transportation systems that are classified as a regional transit system by the Iowa Department of Transportation.

Section 2.3. Associate Members. Associate Members shall include all companies or individuals doing business relative to public transit, or all planning and funding agencies that do

not qualify as Operator Members.

Section 2.4. Voting Rights. Each Operator Member in good standing shall have one (1) vote on each matter submitted to a member vote as required by the Articles, these Bylaws, or the Act. Associate Members shall not have any right to vote on any matter that comes before the Members of IPTA.

Section 2.5. Membership Dues, Assessments, and Charges. Members of IPTA shall be assessed annual dues in amounts to be approved on an annual basis by the Board. The annual dues assessed to a particular Member may vary based on a number of variables in the Board's discretion, including but not limited to the Member's operating budget, fleet size, and member classification. IPTA shall have the right to charge registration fees for attendance at IPTA's member meetings, other meetings or events, or for other services it provides to members at such times and in such amounts determined by the Board. Nothing herein shall prohibit IPTA from accepting dues or contributions from a member in excess of its annual dues for the general use and welfare of IPTA.

Section 2.6. Member Liability. No Member is liable for the acts, debts, liabilities, or other obligations of IPTA.

Section 2.7. Member Compensation. Members are not compensated by IPTA for their services rendered to or on behalf of IPTA as Members, except that a Member may be reimbursed for expenses incurred in the performance of services rendered to or on behalf of IPTA in reasonable amounts based on policies approved by the Board. Nothing contained in these Bylaws is to be construed to preclude any member from serving IPTA in any other capacity and receiving compensation for such services.

Section 2.8. Termination of Membership. After considering all of the relevant facts and circumstances, the Board may terminate the membership of any Member, by a vote of two-thirds (2/3rds) of the Board, by delivering written notice to the Member, effective when the notice is delivered unless the notice specifies a later effective date. Terminating a Member does not relieve the Member of any obligation to pay any dues, assessments, fees, or charges owed but unpaid.

Section 2.9. Withdrawal of Membership. A Member may withdraw from membership at any time by delivering written notice to the President. A withdrawal is effective when the notice is delivered unless the notice specifies a later effective date. Unless otherwise specified in the notice, acceptance of the withdrawal is not necessary for the withdrawal to be effective. Withdrawing as a member does not relieve the member of any obligation to pay any due, assessment, or charge owed but unpaid.

Section 2.10. Reinstatement of Membership. Upon written request by a former member submitted to the President of the Association, the Board may reinstate the former member to membership, by a vote of two-thirds (2/3rds) of the Board, upon such terms and conditions as the Board of Directors deems appropriate.

ARTICLE III MEMBER MEETINGS

Section 3.1. Annual Meeting. The annual meeting of the Corporation shall be held annually on the date selected by the Board. The annual meeting shall include the election of the Board, a report on the activities and financial condition of the Corporation, and such other matters

that are required or may to be put before the Members pursuant to the Articles of Incorporation (the “**Articles**”), these Bylaws, or by the Board.

Section 3.2. Regular Meetings. Regular meetings of the Members may be scheduled by the Board at such other times the Board believes appropriate for the mutual benefit of the Members. Any business may be transacted at a regular meeting of the Member that could be transacted at the annual meeting, except for the election of directors or as otherwise expressly required in the Articles, these Bylaws, or the Act.

Section 3.3. Special Meetings. Special meetings of the Members may be scheduled by the Board at such other times as the Board believes appropriate for the mutual benefit of the Members. Only business specifically set forth in the notice of such meeting may be acted upon at such meeting.

Section 3.4. Education Meetings. Nothing herein is intended to prohibit the Board from scheduling a meeting for the purpose of providing information, education, or otherwise communicating and gathering input with respect to IPTA’s activities from its members at any interval and with any notice the Board deems appropriate, so long as no vote or action is required or requested of the Members at such meeting.

Section 3.5. Notice of Meetings. Notice of any annual, regular, or special meeting of the members must be given at least 10 days but no more than 60 days before the date of the meeting. Any member may waive notice of any meeting. A written waiver of notice of any meeting of the members signed by a member entitled to such notice, whether before or after the date and time stated in such notice for the holding of the meeting, is the same as giving notice to a member. The attendance of a member at any meeting constitutes a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the member need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.6. Place and Conduct of Meetings. The members may hold its meetings at such place or places within or without the State of Iowa as the Board may from time to time determine. A member may participate in any meeting by, or conduct the meeting through the use of, any means of communication, including, but not limited to a telephone or video conference call, by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.7. Quorum; Manner of Acting. Unless a greater proportion is required by law, a majority of the votes entitled to be cast on a matter shall constitute quorum for a meeting. If a quorum is present at the commencement of a meeting, a quorum is deemed present throughout such proceeding. Except as otherwise provided by law or by the Articles or these Bylaws, the act of a majority of the Operating Members present at a meeting at which a quorum is present is an act of the Members.

Section 3.7. Action by Unanimous Consent of Members. Unless otherwise restricted by the Articles, these Bylaws, or the Act, any action required or permitted to be taken by the members may be taken without a meeting if all of the members who would be entitled to vote on the action if taken at a meeting of the members consent in writing through fax, mail, or by electronic mail or other electronic transmission to the adoption of a resolution authorizing the action. The consent of a member may be transmitted electronically in accordance with these Bylaws. A

member's consent may be withdrawn by a revocation signed by the member and delivered to the Association before delivery to the Association of any unrevoked written consent signed by all of the members entitled to vote on the action. The resolution and the written consents thereto by the members are to be filed with the minutes of the proceedings of the members.

Section 3.8. Action by Ballot. Any action that could be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter consistent with the requirements of the Act.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the corporation shall be managed, governed, and otherwise administered by its board of directors (the "**Board**").

Section 4.2. Board Composition and Qualifications.

(a) *Number and Qualification.* The Board shall consist of seven (7) directors. Each director must be an individual and associated with an Operating Member in good standing. At least two (2) directors shall be associated with Urban Operators and two (2) directors shall be associated with Regional Operators. Directors need not be residents of the State of Iowa but must be associated with an Operating Member in good standing.

(b) *Term.* Each director shall be elected at the annual meeting for staggered terms of two (2) years. Each director shall hold office until such director's successor shall have been elected and qualified. The election of a director shall be by the affirmative vote of a majority of the Members quorum present and entitled to vote at the annual meeting. In the event of a vacant seat for a director or directors, the remaining directors may elect a successor or successors to fill the unexpired term or terms by majority vote.

Section 4.3. Annual and Regular Meetings. The annual meeting of the Board shall be held on such date and time as the Board shall by resolution specify. The Board may provide by resolution the time and place, either within or outside of the State of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4.4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the Board.

Section 4.5. Notice. Notice of any special meeting of the board of directors shall be given at least two (2) business days prior to such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a 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. 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 by these Bylaws.

Section 4.6. Place of Meetings, etc. The board of directors may hold its meetings at such place or places within or without the state of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may

simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these Bylaws.

Section 4.9. Resignation. Any director of the corporation may resign at any time by delivering written notice to the president, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4.10. Removal. Any director of the corporation may be removed by the Board whenever in its judgment the best interests of the Corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the director so removed. Such removal shall be require the affirmative vote of two-thirds (2/3rds) of the other directors then in office, provided that the director being removed shall not be allowed to vote nor shall such director be counted for determining the percentage of votes cast.

Section 4.11. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 4.12. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 4.13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with these Bylaws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the directors.

ARTICLE V EXECUTIVE OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a president, secretary, treasurer, and such other officers as shall be determined by the Board. The Board may elect or appoint other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board. Any two or more offices may be held by the same person.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board each year. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 5.3. Removal. Any officer elected or appointed by the board of directors may be removed by the affirmative vote of majority of the directors then in office and qualified to vote, whenever in the judgment of the directors the best interests of the corporation would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. President. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Members and of the Board. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

Section 5.6. Vice-President. If the Board has appointed a vice-president, in the absence of the president or in event of the president's inability or refusal to act, the vice-president (if any, or in the event there is more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned by the president or by the Board.

Section 5.7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the Board.

Section 5.8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 5.9. Executive Director. The Board shall have the authority to employ or contract with an executive director to assist in the day-to-day management of IPTA. Such executive director

shall have the authority delegated to them by the Board, and shall serve as an ex-officio, non-voting member of the Board.

ARTICLE VI COMMITTEES

Section 6.1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation, subject to the requirements of the Articles, these Bylaws, and the Act. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 6.2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of IPTA and the president and/or executive director shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE VII FINANCES

Section 7.1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, or other evidences of indebtedness issued in the name of the Corporation must be signed by those officers or agents of the Corporation in the manner determined by resolution of the Board. In the absence of this determination by the Board, the instruments must be signed or approved by the treasurer.

Section 7.3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board may select.

Section 7.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 7.5. Budget. The Board shall adopt a budget on an annual basis, which must be balanced.

Section 7.6. Use of Property. All income and properties of the Corporation will be devoted exclusively to the purposes provided in the Articles and these Bylaws. The Board may adopt such policies, regulations, and procedures governing the management and disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes.

ARTICLE VIII BOOKS AND RECORDS

Section 8.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board as well as other documents required to be maintained pursuant to the Act.

Section 8.2. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE IX INDEMNIFICATION

Section 9.1. Indemnification of Directors and Officers. The Corporation may indemnify any director or officer of this Corporation, and each director or officer of this Corporation who is serving or who has served at the request of this Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director or officer relating to his conduct as a director or officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that such indemnification shall not apply (i) to a breach of that person's duty of loyalty to the Corporation, (ii) to acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which that person derives an improper personal benefit.

Section 9.2. Determination to Indemnify. Any indemnification provided for in this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he had met the applicable standard of conduct set forth in this article above. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board by vote as set forth in (i) above, or, if the requisite quorum of the full board cannot be obtained therefor, by a majority vote of the full board, in which selection directors who are parties may participate.

Section 9.3. Indemnification Not Exclusive Remedy. The indemnification provided in this article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE X MISCELLANEOUS

Section 10.1. Fiscal Year. The fiscal year of the corporation shall begin on the July 1 and end of June 30 of the following year.

Section 10.2. Notices. Any notice required herein shall be in writing and delivered personally or sent by mail, fax, or other electronic transmission to each member at the member's address as shown by the records of IPTA. If notice is mailed, such notice is deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic transmission, it is deemed to be delivered when successfully transmitted to the recipient. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice.

Section 10.3. Amendments to Bylaws. These Bylaws may be amended or restated if such amendment or restatement is approved by (a) a majority of the Board present at any regular meeting or at any special meeting, if written notice of at least five (5) days is given of the intention to amend or restate at the meeting; and (b) a majority of the Operating Members present at the annual meeting, any regular meeting, or at any special meeting where quorum is present, if written notice of at least ten (10) days is given of the intention to amend or restate at the meeting.