

BUS INDUSTRY SAFETY COUNCIL
STANDING RULES OF OPERATION

The Bus Industry Safety Council (“the Council”) is an organization of safety professionals in the intercity bus and motorcoach industry in North America.

I. PURPOSES

The purposes of the Council are to:

- A. Review safety practices and available products in the bus and motorcoach industry;
- B. Advise members on best practices and methods to improve safety performance;
- C. Develop training and educational programs and materials on safety practices in the bus and motorcoach industry; and,
- D. Foster professionalism in providing safety services in the bus and motorcoach industry.

II. AFFILIATION, OVERSIGHT AND ADMINISTRATION

A. The Council is affiliated with the American Bus Association, Inc. (“ABA”), but membership in the Council is not limited to ABA member companies or their employees and is open to all persons who are interested in and employed in positions promoting safety in the bus and motorcoach industry.

B. The ABA Strategic Safety Committee, in its role in developing, reviewing and directing ABA strategic safety goals and initiatives, shall review and oversee the Council issues agenda, programs and activities for consistency with ABA strategic safety objectives.

C. ABA shall provide administrative support and pay the administrative expenses of the Council and shall maintain the administrative offices and records of the Council at ABA’s headquarters.

III. MEMBERSHIP

A. Membership in the Council is open to individual persons who are interested in and employed in positions promoting safety in the bus and motorcoach industry.

B. There are three (3) classes of membership in the Council:

- a. bus or motorcoach operator, and associations of bus or motorcoach operator members (herein referred to as “bus operator members”);
- b. suppliers of goods or services to the bus or motorcoach industry; and,
- c. government agency members.

C. Each bus operator member may have one vote in the affairs of the Council, including the nomination of Officers as provided herein. Only one individual member per each bus operator company may vote, however. The Executive Director shall compile and maintain a roster of voting members.

D. All members are required to commit to attend meetings regularly and to participate in the programs and activities of the Council. If a member fails to meet this standard, the Executive Committee in its sole discretion may revoke the membership privileges of that member.

IV. GOVERNANCE

A. The business of the Council shall be governed by an Executive Committee. All matters involving any expenditure of money, external affairs, or statements of policy, however, shall be subject to review and prior approval by the American Bus Association.

B. The Executive Committee shall be comprised of the three (3) Officers of the Council, the Chairmen of the three (3) Standing Committees, up to two (2) supplier members, one (1) additional supplier member whose company manufactures buses or motorcoaches, and the Executive Director of the Council. The three (3) supplier members of the Executive Committee shall be elected by the members of the Council at a regular meeting of the Council. The Executive Director of the Council shall be appointed by the ABA. In addition, the Immediate Past Chairman of the Executive Committee shall be a member ex officio of the Executive Committee.

V. OFFICERS

A. the Officers of the Council shall be:

1. A Chairman
2. A Vice Chairman; and,
3. A Secretary

B. The terms of the Officers shall be two years, and Officers may succeed themselves once their terms are completed.

C. A slate of nominees for Officers shall be established by a vote of the members of the Council at a regular meeting of the Council; candidates for such nominees for Officers may be submitted from the floor. Officers of the Council shall be limited to representatives of active bus or motorcoach operators. Association representatives shall not stand for appointment as officers of the Council. The nominations for Officers shall be submitted as a recommendation to the ABA Board of Directors, and the ABA Board of Directors shall consider such nominees in appointing a slate of Officers for the Council.

D. The Chairman shall chair all executive and general meetings of the Council, shall appoint committees with the advice of the Executive Committee as provided herein, and shall consult with the Executive Director on and oversee implementation of the agenda, priorities, budget, objectives and programs of the Council.

E. The Vice Chairman shall serve and execute the duties of the chairman in the absence of the Chairman.

F. The Secretary shall oversee the recordation and maintenance of all meeting minutes as provided herein and shall consult with the Executive Director on compiling and maintaining a roster of voting members. The Secretary shall assume the chairman's duties in the event of the absence of the Chairman and the Vice Chairman.

G. In the event that the Secretary must assume the Chairman's duties, the former Chairman, as ex-officio, will assume the duties of the Secretary.

VI. MEETINGS

A. The membership of the Council shall meet periodically at times and places set by the Executive Committee. Notice of the meeting and a proposed agenda shall be sent to the members in advance of the meeting. Meetings of the members may be in person or by teleconference, as necessary.

B. The Executive Committee may meet as needed either in person or by teleconference. As practicable, notices of Board meetings and a proposed agenda shall be sent in advance of the meeting to the Executive Committee members.

C. Minutes of all meetings of the Board, the Council membership, and any committees shall be recorded and maintained at the ABA headquarters office. In addition, legal counsel shall be present at meetings of the Council membership and the Executive Committee and shall conduct prior review of the agendas and minutes of such meetings.

D. All meetings shall be conducted under the procedures set out in Robert's Rules of Order.

VII. STANDARDS OF CONDUCT

As the professional safety organization of the bus and motorcoach industry the Bus Industry Safety Council expects its members to abide by the following standards of conduct:

A. BISC members will work for the best interests of the entire bus industry and its customers at all times. This includes providing information, both internally and externally, that is accurate, complete, objective, timely, relevant and understandable. Approval from the BISC Executive Committee must be obtained prior to the dissemination of any information to either BISC general members or outside parties under the BISC name or logo.

B. BISC members will work within and follow all laws, rules and regulations that govern the bus industry and business in general. If it is unclear whether an action or activity may constitute a legal or an ethical violation, contact the BISC Executive Director immediately for advice. Any incident or situation that could violate either law or sound ethical practices should be immediately reported to the Executive Director.

C. BISC members must avoid any and all conflicts of interest that could compromise the objectivity of the BISC or bring discredit on the mission, goals or reputation of the BISC.

D. BISC members shall not receive any remuneration from the BISC except for reimbursement of expenses as provided in the bylaws, and may not vote or participate in discussions regarding products or services in which the member or his or her employer or principal has any direct or indirect financial interest.

Violation of the BISC Standards of Conducts may subject a member to disciplinary review by the BISC Executive Committee and including and could be grounds for revocation of membership.

VIII. REIMBURSEMENT OF EXPENSES

A. Bus operator members shall be entitled to reimbursement of reasonable expenses incurred in attending Council and committee meetings, including airfare, hotel, ground transportation and meals, up to a maximum of \$400 for each meeting, or such other amount as established by the ABA. All expenses, including receipts, must be submitted for reimbursement to ABA on a form and pursuant to procedures established by the ABA. ABA reserves the right to deny reimbursement of expenses in whole or in part if ABA believes the expenses are not reasonable or are not directly related to the business of the Council.

B. Reimbursement for attendance shall be limited to one attendee for each company except in circumstances where two individuals, with prior approval, can provide separate and distinct knowledge on subjects of importance to the Council. Reimbursement to attendees shall not be limited to one attendee of any organization, which holds multiple companies in common, if the attendees are located in different geographical regions.

C. All expense requests, outside of normal budgeted items and which relate to meetings or Council other work, must be submitted to the Executive Director for discussion or approval prior to entering into any formal commitments on behalf of the Council.

IX. RECOMMENDATIONS ON PRODUCTS AND SERVICES

A. The Council shall not recommend or endorse any bus or motorcoach safety product, service, procedure, program or materials except after:

1. recommendation to the Council Executive Committee from a Council committee where such recommendation is established by an affirmative vote of a majority of such committee members: and,
2. consideration by the Council Executive Committee and an affirmative vote of the majority of the members present at a meeting for which notice was provided to the members.
3. approval by the ABA Board of Directors

B. ABA shall reserve the right to cancel, rescind or withdraw any recommendation or endorsement of any such bus or motorcoach safety product, service, procedure, program or materials by the Council upon consideration of advice of legal counsel or for other reasons.

X. INDEMNIFICATION AND INSURANCE

A. ABA shall provide and incur the expense of liability insurance for the Council Officers to cover the performance of their duties on behalf of the Council, and shall keep such insurance in effect during the term of each such Officer. The amount of such insurance coverage shall be sufficient to cover reasonable litigation claims, defense costs and liabilities for the work product of the Council.

B. Council members shall work with ABA, legal counsel and risk management professionals as necessary to minimize the liability risks posed by any matters under consideration by the Council.

C. ABA agrees to defend, indemnify and hold harmless any and all members of the Council, including the Officers, from any and all claims, lawsuits, demands, or requests for damages or attorney's fees based on injury to any party resulting from or relating to the work product of the Council.

XI. COMMITTEES

A. The Standing Committees of the Council shall be as follows:

- a. A Government Review Committee;
- b. A Vehicle Technical Operations Committee; and,
- c. A Human Performance Committee.

The Chairman of the Council, with the advice of the Executive Committee, shall appoint a Chairman, Vice Chairman and Secretary for each Standing Committee. Membership on each Standing Committee shall be open to all members of the Council, but each Standing Committee Chairman shall be a bus operator member.

B. In addition, the Chairman of the Council may appoint one or more committees as necessary to carry out any other specific tasks for the Council.

C. All committees may meet in person or by teleconference, as necessary, shall report their findings to the Council membership and may make recommendations for additional actions of the Council as appropriate.

XII. EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive and administrative officer of the Council, and shall direct, implement and execute the meetings, programs, policies and other work product of the Council. The Executive Director shall prepare the budget for the Council with the advice of the Chairman of the Council and subject to approval of the ABA Board of Directors. The Executive Director shall be an employee of ABA and shall work cooperatively with the Officers of the Council.

XIII. AMENDMENTS TO STANDING RULES

These Standing Rules may be amended by a majority vote of the Executive Committee at a meeting for which at least five days prior notice was provided, subject, however, to approval by ABA as provided herein.

Approved this 6th day of June, 2007, by majority vote of the members of the Bus Industry Safety Council at a meeting held at Reston, Virginia.

Signed,

ORIGINAL SIGNED BY ALEX GUARIENTO

Secretary-Designate

A handwritten signature in cursive script, appearing to read "Clyde J. West, Jr.", written in black ink.

BISC Legal Counsel