BYLAWS

OF THE

AMERICAN BUS ASSOCIATION FOUNDATION, INC.

Adopted: April 16, 1997
Amended: November 28, 2018, May 1, 2007

ARTICLE I

NAME

The name of this corporation shall be known and designated as the American Bus Association Foundation, Inc. (hereinafter “the ABA Foundation” or “the Foundation”).

ARTICLE II

PURPOSE

The ABA Foundation is established for educational, research and charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. The mission of the ABA Foundation shall be to advance the quality and development of the motorcoach transportation, tour and travel industries (hereinafter referred to as “the industry”) for its members and the public it serves. The ABA Foundation shall support, conduct research and disseminate knowledge about the motorcoach travel industry. The ABA Foundation will provide scholarships to develop human resources capacity for the industry.

ARTICLE III

CONTRIBUTIONS AND GRANTS

1. The Board of Governors of the ABA Foundation has the power to authorize by resolution the solicitation of, acceptance of, contributions and grants to the Foundation.

2. The Board of Governors may establish by resolution rules and procedures for the solicitation, levy or collection of contributions and grants as it deems necessary or desirable.

ARTICLE IV
LEADERSHIP AND MANAGEMENT OF CORPORATION

The direction and leadership of the ABA Foundation shall be vested in the Board of Governors.

The administration of the ABA Foundation shall be vested in the staff of the American Bus Association.

ARTICLE V

BOARD OF GOVERNORS

1. **Number:** The Board of Governors shall consist of a minimum of twelve (12) members and may determine a maximum number of governors by two-thirds vote. The Board of Governors shall elect officers from among its members.

2. **Composition:** The members of the Board of Governors, shall serve without compensation and shall be chosen from among the members of the American Bus Association, Inc. Members of the Board of Governors of the Foundation shall be elected by the Board of Directors of the American Bus Association, Inc. as provided in this Article.

3. **Terms of Governors:** Each Governor shall serve a three (3) year term and shall be eligible for reelection. Effective January 2019, each Governor will be limited to four (4) consecutive terms.

4. **Elections:** Each year, the ABA Governance Committee shall accept nominations for the membership of the Foundation Board of Governors and shall propose to the ABA Board of Directors a slate of nominations for the Foundation Board of Governors. The ABA Board of Directors shall elect members of the Board of Governors by a simple majority vote. In the case of a vacancy by other than ordinary circumstances a new governor shall be elected by the ABA Board of Directors to complete the three-year term being vacated.

5. **Reimbursement for Expenses:** The Board of Governors may authorize reimbursement of expenses of governors who attend special meetings, appearances, or presentations on behalf of the ABA Foundation.

6. **Attendance at Board Meetings:** All governors shall be expected to attend all regularly scheduled Board meetings.

7. **Resignation and Vacancies:**

   a. A Governor whose employer is no longer a member of the American Bus Association, Inc. must immediately resign from the Board.
b. A Governor must remain a full-time employee, director or corporate officer of an ABA member company to retain his or her individual seat or resign from the board.

8. **Performance Standards:** The Board of Governors shall establish minimum duties and standards for all governors to meet while they serve on the Board. Failure to meet such duties or standards may subject a governor to appropriate discipline by the Board, including dismissal from the Board before the end of the governor’s term.

9. **Conflicts of Interest:**
   a. All governors have an affirmative duty to avoid conflicts of interest which may occur during their tenure.
   b. No governor shall receive compensation from the Foundation. Reimbursement of reasonable expenses paid or incurred by a governor while on Foundation business shall not be treated as compensation and shall be paid in accordance with paragraph 5. of this Article.
   c. Unless the terms are fully disclosed and agreed to by the Board prior to the consummation of an agreement to sell, supply or furnish for compensation goods, services or facilities, the ABA Foundation shall not enter into any agreement with a governor or an entity controlled by a governor for the furnishing of goods, services or facilities relating to the Foundation’s operations.
   d. All governors have a fiduciary relationship to the ABA Foundation and must act in accordance with the common law and the law of the District of Columbia relating to fiduciary duties.

**ARTICLE VI**

**OFFICERS**

1. **Designation:** The officers of this corporation who, with the exception of the Foundation President, shall serve without salary, shall be a Chairman, Vice Chairman, Treasurer and President. The Board of Governors may create such other officer positions as it may deem necessary and shall specify their duties at that time.

2. **Eligibility:** Except for the Foundation President, only governors are eligible to serve as officers of the Foundation.
3. **Elections:** Officers of the Foundation shall be elected by a majority vote of the Board of Governors. The President of the American Bus Association shall serve as the Foundation President.

4. **Terms:**
   
a. The Chairman, Vice Chairman and Treasurer shall each serve terms of three (3) years, or until their respective successors are elected.

b. Officers, including those created pursuant to paragraph 1. of this Article, shall not serve more than three (3) consecutive terms.

5. **Reimbursement for Expenses:** The Board may authorize reimbursement of the expenses of officers who attend special meetings, appearances, or presentations on behalf of the Foundation.

6. **Attendance at Board Meetings:** Officers shall be expected to attend all regularly scheduled Board meetings.

7. **Resignation and Vacancies:**
   
a. In the event of a resignation or vacancy created by other than the ordinary expiration of a duly-elected officer’s term, the Board of Governors may at a regular or special meeting, elect by majority vote a qualified person to fill the vacancy. Persons so elected shall serve until a successor is elected for a full term at the next meeting of the Board at which an election is held.

b. An Officer whose employer is no longer a member of the American Bus Association, Inc., must immediately resign the position.

8. **Conflicts of Interest:** The officers of the Foundation are subject to the conflicts of interest requirements of Article V, paragraph 8. of these Bylaws.

**ARTICLE VII**

**DUTIES OF OFFICERS AND STAFF**

1. **Chairman:** The Chairman shall be the executive head of the ABA Foundation, subject to control by a majority vote of the Board of Governors. The Chairman shall perform the executive and administrative functions usual to such office, including presiding at all meetings of the Board, and shall promote and foster objectives and activities of the Foundation. The Chairman shall be a member ex officio of all committees of the Foundation.

2. **Vice Chairman:** The Vice Chairman shall assist the Chairman in performing the executive and administrative functions usual to such office, including attending all
meetings of the Board, presiding over meetings of the Board in the Chairman’s absence and shall promote and foster objectives and activities of the Foundation.

3. **Foundation President**: The Foundation President shall be the chief operating officer of the ABA Foundation, under the authority and direction of the Chairman and Board, and shall supervise, coordinate and direct the day-to-day activities and programs of the Foundation.

   The responsibilities of the Foundation President shall include, but are not limited to: hiring, managing and terminating employees, agents, and independent contractors; setting the cost of all services provided by the Foundation; preparing an annual budget to be submitted to the Treasurer; and, performing such other duties as the Board or Chairman may assign. The Foundation President is authorized to incur on behalf of the Foundation ordinary and usual expenses. Extraordinary or unusual expenses shall be authorized by the Board or Treasurer in accordance with procedures adopted by the Foundation Board. The Foundation President may appoint an Executive Director to serve as the administrator of the Foundation.

4. **Treasurer**: The Treasurer shall have responsibility for the financial records of the ABA Foundation, which shall be kept at the Foundation’s headquarters and shall at all times remain the property of the Foundation and be open to inspection of any governor. The Treasurer shall be responsible for the receipt, custody and disbursement of the Foundation’s funds, under procedures, rules, and orders established by the Board. The Treasurer shall report on the financial condition of the Foundation at meetings of the Board.

5. **Other Officers**: If any person is appointed to an office created pursuant to paragraph 1. of Article VII, the terms and duties shall be as prescribed by the Board.

6. **Staff**: The staff positions of the ABA Foundation shall be appointed by the Foundation President. Staff shall perform such duties and have such responsibilities as the President of the Foundation shall decide.

**ARTICLE VIII**

**COMMITTEES OF THE FOUNDATION**

1. **Authority of the Committees of the Foundation**: Except as otherwise authorized by these Bylaws, all actions of any duly constituted committee of the Foundation shall be binding on the Foundation unless the action is revoked or canceled by the Board of Governors.

2. **Scholarship Committee**: 


(a) The Scholarship Committee shall be comprised of at least three (3) members. The Board of Governors shall appoint the members of the Committee.

(b) **Duties** - The Scholarship Committee shall administer the Scholarship Fund (hereinafter “the Fund”) and any other scholarship programs created by the Board of Governors. These duties shall include development of criteria for scholarships to be granted from the Fund; publication of notice of scholarship availability and application procedures; and review of applications and awarding of scholarships.

(c) **Reports** - The Scholarship Committee shall make periodic reports to the Board of Governors on its activities.

3. **Budget/Finance Committee**:

   (a) The Budget Committee shall be comprised of at least three (3) members. The Board of Governors shall appoint the members of the Committee, including the Treasurer, who shall serve as chair of the committee.

   (b) **Duties** - The Budget Committee shall review the budget as presented by the President of the Foundation each year to ensure accuracy and legitimacy.

   (c) **Reports** – The Budget Committee shall present a yearly budget to the Board of Governors for approval and shall recommend policies for the receipt and investment of contributions to the Foundation.

4. **Fundraising Committee**:

   (a) The Fundraising Committee shall be comprised of at least three (3) members. The Board of Governors shall appoint the members of the Committee.

   (b) **Duties** - The Fundraising Committee shall design and implement fundraising activities for the Foundation.

   (c) **Reports** – The Fundraising Committee shall report to the Board of Governors the state of the fundraising efforts for the Foundation at each annual meeting.

5. **Bylaws Committee**:
(a) The Bylaws Committee shall be comprised of at least three (3) members. The Board of Governors shall appoint the members of the Committee.

(b) Duties - The Bylaws Committee shall review the bylaws and make recommendations for changes as appropriate.

(c) Reports – The Bylaw Committee shall recommend any changes to the Board of Governors for adoption.

6. Research Committee:

   (a) The Research Committee shall be comprised of at least three (3) members. The Board of Governors shall appoint the members of the Committee.

   (b) Duties - The Research Committee shall review all academic and professional research proposals as part of the ABA Foundation’s mission to enhance industry knowledge.

   (c) Reports – The Research Committee shall make periodic recommendations to the Board of Governors on research proposals.

7. Other Committees: The Chairman may designate, appoint a chairman and members to, and terminate committees of the Foundation as is deemed necessary.

8. Quorum: The quorum required for the transaction of official business of the committees of the Foundation shall be in accordance with the requirements of Article X of these Bylaws.

ARTICLE IX

INDEMNIFICATION AND ASSUMPTION OF LIABILITY OF GOVERNORS, OFFICERS AND OTHERS

1. Indemnification and Assumption of Liability: The Board is authorized to indemnify, reimburse, assume the liability of, or otherwise provide for the payment of expenses paid or incurred by any present or past governor, officer, employee, committee member, or any other individual designated by the Board in connection with services rendered by that individual for the Foundation’s use or benefit. The Board may create a separate fund into which designated contributions may be paid in support of such indemnification, reimbursement, assumption of liability or other payment provided for by this Article.
2. **Insurance:** The Foundation may purchase and maintain insurance on behalf of any individual(s) entitled to relief under this Article.

**ARTICLE X**

**MEETINGS, QUORUM, AND VOTING**

1. **Meetings:** The Board shall meet at least once each calendar year meetings of the Board, or of any committee of the Foundation, may be convened in person, or by telephonic conference or similar communication, and participation by such means by a governor, officer, or committee member shall constitute presence in person at such meeting for quorum and voting purposes and may be stated as such in any minutes of such meeting.

2. **Notice:**
   
a. Whenever, under the provisions of the ABA Foundation’s ‘-Articles of Incorporation, or these Bylaws, or of any law, notice is required to be given to any governor or committee member, it shall not be construed to mean personal notice, but such notice may be given in writing, addressed to such governor or member at the address appearing on the records of the Foundation, Notice may be given by facsimile communication, telephone, electronic mail or other electronic means.

   b. Whenever any notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or any law, a waiver thereof in writing or by electronic communication, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed the equivalent thereto.

3. **Quorum:**
   
a. A quorum for the transaction of official business of the Board, and meetings of the committees of the Foundation, is required and shall be no less than one-half of the members eligible to vote, provided that the requirements of these Bylaws for notice of such meetings have been properly observed.

   b. If a quorum shall not be present at any meeting, the meeting may be adjourned without notice other than an announcement at the meeting, until a quorum shall be present.

4. **Voting:**
a. **Number.** Except as otherwise provided herein, a quorum being present at any meeting properly called and assembled, a majority of those voting will prevail on any question.

b. **Procedure at Board Meetings.** Voting on any matter may be conducted during the meeting, or other appropriate means. Votes cast shall be so signified in the minutes of the meeting.

c. **Procedure at Committee Meetings.** Voting on any matter may be conducted during the meeting or other appropriate means. Votes cast shall be so signified in the minutes of the meeting.

**ARTICLE XI**

**RULES OF ORDER**

All proceedings are to be governed by Robert’s Rules of Order unless otherwise specified herein.

**ARTICLE XII**

**DISTRIBUTION OF ASSETS ON DISSOLUTION**

The Board is authorized to adopt a plan of distribution as provided for in the District of Columbia Nonprofit Corporation Act which plan shall be approved by more than two-thirds (2/3) of the governors casting votes. However, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be used or distributed exclusively for purposes within the intent of Section 501(c) (3) of the Internal Revenue Code and none of the property or funds of the corporation shall be divided among or paid to its contributors, Board of Governors, officers, or other private person(s).

**ARTICLE XIII**

**AMENDMENTS**

The Board of Governors may approve amendments to the Bylaws by a two-thirds (2/3) vote either electronically or at any regular or special meeting of the governors called in conformity with the provisions of these Bylaws, provided that the governors have received a copy of the proposed amendment and written explanation therefore at least ten (10) days prior to the meeting.