BY - LAWS
OF THE
AMERICAN BUS ASSOCIATION
Amended as of January 13, 2017

ARTICLE I
OFFICES

Section 1. The place of business of the Association and the office of its statutory agent shall be the City of Washington, DC. The Association may change the location of its place of business or its statutory agent, or both.

ARTICLE II
MISSION, OBJECTS AND PURPOSES

Section 1. The American Bus Association represents the business concerns of both U.S. and Canadian privately owned motorcoach and tour operators. ABA represents the U.S. bus industry in Washington, DC, and supports the government affairs activities of its Canadian members and counterpart associations. ABA facilitates relationships between the North American motorcoach industry and all related segments of the travel and supplier industry. In addition, ABA creates awareness of the motorcoach industry among consumers in North America (USA, Canada and Mexico), and communicates publicly on important issues like motorcoach and highway safety.

Section 2. The objects and purposes of the Association are:
   a) To promote and develop the services provided by tour-charter bus service, fixed route bus service, and the tour and travel segments of the industry.
   b) To advocate the enactment of uniform, just and proper laws and cooperate with public officials in securing the enforcement of all laws, rules and regulations applicable to the bus transportation industry.
   c) To promote the highest possible ethical standards by companies engaged in providing bus transportation to the public and by those providing equipment, accommodations and other services to such companies and their passengers by promoting compliance with the American Bus Association's Code of Ethics and other actions.
   d) To promote closer relations and cooperation among all Association members and membership segments.
   e) To promote friendly relations with, and to secure the cooperation and good will, of the public.
   f) To improve the transportation service rendered by its members, including adequate connecting and through services.
   g) To promote the construction, maintenance, repair and improvement of all roads used for bus transportation.
   h) To promote the construction and maintenance of bus terminals and related facilities.
   i) To promote the safety, convenience, and betterment of bus operations and serve the interest and welfare of the members of the American Bus Association and the public at large.
   j) To work with government to create a climate for growth of the private sector motor vehicle passenger transportation industry.
k) To provide forums where various segments of the tour and travel community can establish relationships and business opportunities.
l) To enable members the opportunity to participate in the privatization of motor vehicle passenger transportation.
m) To provide educational opportunities to all members.

ARTICLE III
MEMBERSHIP

Section 1. Membership in the Association shall be divided into six classes:
a) Bus Operators.
b) Associations of Bus Operators.
c) State, Regional and Provincial Associations.
d) Associates.
e) Travel Industry.
f) Tour Operators.

Section 2. As used in Section 1 of this Article:
a) "Bus Operators" include any individual, partnership, company, corporation or group of such companies engaged in the business of transporting persons for hire in vehicles over the public highways as a common or contract carrier, either directly or as a managing agent except that "Bus Operator" does not include any entity which is owned or operated by a State, municipality, public agency, public corporation, or any local public body or any other entity which is not operated for profit.
b) "Associations of Bus Operators" means any association of motor bus operators, other than a State association, with members whose qualifications for membership are the same as those set forth in paragraph (a) of this section for bus operator members of the Association.
c) "State, Regional and Provincial Association" means any State, Regional or Provincial association of motor vehicle operators in which bus operators are individually eligible for membership.
d) "Associates" means any organization which supplies equipment, material and services to the industry such as buses, engines, tires, accessories, petroleum products, publications, advertising and public relations firms, and the like, any entity which is not eligible for membership as a "Bus Operator" under paragraph (a) of this section because of its public ownership or operation, and other organizations which have business dealings of a general nature with bus operator members but does not include any persons eligible for membership solely as a travel industry member.
e) “Travel Industry” members include hotels, motels, attractions, conventions and visitor bureaus, official State and provincial tourism offices, regional promotion agencies, Federal travel promotion agencies, retail travel agencies, tour brokers, food service organizations, and other firms or suppliers providing travel goods and services to bus operator members but does not include any entity which provides accommodations or goods and which is not operated for profit.
f) "Tour Operators" includes any person or organization, other than a bus operator or an employee or agent of a bus operator, who, for compensation, assists or arranges for the transportation of passengers by bus in sightseeing or pleasure tours or other
special operations, who have been in the business of arranging for bus tours for at least two years, and commission agents but does not include any governmental or other entity which is not operated for profit.

Section 3.

a) Any eligible person or organization may become a member by furnishing such information as may be required by the President/CEO demonstrating its willingness and ability to comply with the Association's Code of Ethics, payment of dues, and upon approval by the Board of Directors or by the President/CEO acting on behalf of the Board. In addition, an applicant for membership as a bus operator must demonstrate its compliance with the membership requirements of the Association as set forth in Section 4 of Article III.

b) No tour operator affiliated with a bus operator shall be eligible for membership unless the affiliated carrier is a bus operator member of the Association.

c) A bus operator who owns or controls one or more bus operators or one or more tour operators may file a joint application for membership on behalf of all such operators or each bus operator or tour operator may file a separate application.

d) An association of bus operators may become a member upon approval by the Board of Directors and upon the payment of such dues as may be prescribed by the Board.

e) A bus operator may not hold any other class of membership in the Association unless dues applicable to membership as a bus operator are paid.

Section 4.

a) No person or organization may become or remain a bus operator member --

1) Unless it is in compliance with the applicable U.S., Canadian, state and/or provincial laws and regulations respecting the registration and operation of a bus operator business, or in the absence of such a verifiable compliance standard, then the appropriate national/state/provincial requirements for establishing and operating a bus operator business.

b) No person or organization may become or remain a tour operator member --

1) Unless it is in compliance with the applicable U.S., Canadian, state and/or provincial laws and regulations respecting the registration and operation of a tour operator business, or in the absence of such a verifiable compliance standard, then the appropriate national/state/provincial requirements for establishing and operating a tour operator business.

Section 5.

a) All applications for membership as a bus operator or as a tour operator shall be published and members given an opportunity to submit specific comments to the President/CEO respecting the applicant's eligibility for membership, including, in the light of specific evidence, its willingness and ability to comply with the Association's Code of Ethics.

b) The Board, or the President/CEO acting for the Board, shall review all comments or objections filed pursuant to paragraph (a) respecting an applicant's eligibility for membership in the Association to determine whether
such comments or objections are legitimate and substantiated.

2) If the comments or objections filed pursuant to paragraph (a) are found to be legitimate or to be substantiated, the applicant shall be treated as a probationary member until such time as its eligibility for membership is determined in accordance with the provisions of paragraph (c) of this section.

c) Objections to an application which raise a serious question with respect to an applicant's eligibility for membership or to the probability of its compliance with the Association's Code of Ethics and appeals by members from finding of ineligibility for membership shall be handled as complaints and determined in accordance with the procedure provided in Section 3 of Article XIV of the Bylaws.

ARTICLE IV
MEMBERSHIP DUES

Section 1. The annual dues for the various classes of membership in the Association shall be determined by the Board of Directors but the annual dues for any individual operator member shall not exceed $50,000.

Section 2. Members, which are under common control or management or are members of an association of bus operators whose membership has been approved by the Board of Directors, may pay their annual dues separately.

Section 3. Annual dues for all classes of membership are payable according to a dues schedule, as established by the Board of Directors, each year. When necessary, payment schedules may be discussed with the CEO.

ARTICLE V
VOTING RIGHTS AND PRIVILEGES

Section 1. Each bus operator member, each association of bus operators, and each tour operator member shall have the right to participate and vote in the election of directors.

Section 2. Each bus operator member, association of such members, and each tour operator member shall be entitled to exercise the right of one vote. In addition, bus operator and/or tour operator members that are under common control or management shall be entitled to exercise the right of one vote for the entire group of affiliated entities; for purposes of this section, “common control” means owning or controlling a majority of the voting stock of a member.

Section 3. The Board of Directors may restrict participation in Association programs to certain categories of members.

ARTICLE VI
MEETINGS OF MEMBERS OF ASSOCIATION

Section 1. Meetings of the Association shall be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
Section 2. The Board of Directors shall provide for one or more annual meetings of the members of the Association and shall determine the time and place of such meetings. The Board may provide for different annual meetings for different classes of members.

Section 3. Special meetings of the Association may be called by the Board of Directors or by the Chair of the Board on such notice as the Board or the Chair deems proper and shall be called upon the request of twenty (20) members of the Association. Notice of any such special meeting shall specify the purpose for which the meeting is called.

Section 4. With respect to each annual or special meeting called by the Board of Directors, the Board shall determine the class or classes of members eligible to attend. Written or printed notice of each annual or special meeting of the Association stating the time, place and object thereof, shall be given to each eligible member in good standing as shown by the records of the Secretary of the Association by such methods as allowed by law at least fifteen (15) days before the date on which the meeting is to be held. No publication of any notice of a meeting of the Association shall be required. If any member shall sign a written waiver of notice of any meeting, either before or after the meeting, such waiver shall be deemed equivalent to notice.

Section 5. All eligible members in good standing, present at any annual meeting or special meeting, shall be entitled to vote. At all meetings of the Association, the presence of one-tenth of the eligible votes shall constitute a quorum for the transaction of business. If such quorum shall not be present, the members entitled to vote thereat, represented in person, and shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, or until a quorum shall be represented. At such adjourned meetings at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. When a quorum is present at any meeting, the majority of votes cast by the members having voting power present in person at the meeting shall decide any question brought before such meeting.

Section 7. At every meeting of the Association, the Chair of the Board or, in the absence of the Chair, persons designated by the Chair or, in their absence, a Chair chosen by a majority of the members of the Association present and entitled to vote, shall act as the Chair, whereas the Secretary-Treasurer of the Association shall act as secretary at all meetings of the Association. In the absence of the Secretary-Treasurer from any such meeting, the Chair may appoint a person to act as secretary of the meeting.

ARTICLE VII
DIRECTORS

Section 1. The Governance Committee shall present to the annual meeting nominations for the Board of Directors, and shall present to the Board of Directors nominations for members of the Executive Committee. The Governance Committee shall consist of such members as specified in Section 3(a) of Article X.

Section 2.
a) Persons who desire to be nominated for a seat on the Board of Directors or to renew such term, or who desire to nominate another member for such a seat, shall submit to the Governance Committee in writing, not less than fifteen (15) days after a call for such nominations, a statement of the candidate's qualifications and other pertinent information, including a statement of the candidate's willingness to serve, if nominated.

b) Nominations for Directors from the floor shall not be permitted.

c) To be eligible to be elected as a Director, an individual must be a full-time employee, director or corporate officer of a member of the Association. If a Director is no longer a full-time employee, director or corporate officer of a member, that individual shall resign from the Board of Directors.

d) The number of Directors, which shall constitute the Board, shall not be fewer than thirty-five (35) and shall not exceed fifty (50). The Directors shall be elected by the members and shall hold office until their successors have been elected and qualified or until their prior resignation or removal. Directors, other than the President/CEO, up to six (6) associate members, up to six (6) travel industry members, and up to six (6) tour operator members, shall be bus operator members or members of an association of bus operators. These terms shall be staggered so that approximately one-third of the seats shall expire each year.

e) One permanent seat on the Board shall be reserved for the President/CEO and one seat shall be reserved for the person currently serving as the Chair of the Association’s Marketplace Committee

f) A minimum of six (6) seats on the Board of Directors shall be held by Enterprise members. A minimum of six (6) seats on the Board shall be held by Large Non-Fixed Route Bus Operators. A minimum of six (6) seats on the Board shall be held by Fixed Route Bus Operators. In addition, up to six (6) seats on the Board of Directors shall be filled by Associate members, and up to four (4) of those six (6) seats shall be filled by Associate members engaged in the manufacturing of buses. Also, up to six (6) seats on the Board of Directors shall be filled by members in the Travel Industry and up to six (6) seats on the Board of Directors shall be filled by Tour Operator members. The remaining seats on the Board of Directors may be held by any member who is a bus operator. The Governance Committee shall be directed to make reasonable efforts to meet these target figures for member group representation on the Board.

g) Other than the President/CEO and the Chair of the Marketplace Committee, the term for each of these seats shall be three (3) years, which term may be renewed.

h) By a majority vote, the Board of Directors may appoint one or more non-voting honorary directors.

i) Up to four additional non-voting seats may be filled by members that are part of an entity that commonly controls more than one member; for the purposes of this subsection, “commonly controls” means owning or controlling a majority of the voting stock of a member. These additional seats, along with the President/CEO, the Marketplace Chair and any honorary directors, shall not count against the limit on the number of seats set out in subsection 2(c), above.

Section 3. No member, including members affiliated with or commonly controlled by such members, shall have more than one seat on the Board of Directors, with the following
exceptions:

a) The seat held by the Chair of the Marketplace Committee; and  
b) Those members that are part of an entity that commonly controls more than one member as set out in section 2(i) above, provided that a commonly controlled entity may have members with no more than one (1) voting and two (2) non-voting seats on the Board of Directors. If the voting Director of such an entity is unable to attend a Board meeting, the voting Director may provide notice to the Chairman and designate a non-voting Director of the same entity to attend the Board meeting and to vote for the member entity.

Section 4. Any vacancy in the offices of the Association may be filled by the Board of Directors at any regular or special meeting of the Board. In the event of a vacancy on the Board of Directors, the Executive Committee may elect a person to fill such vacancy until the next annual meeting.

Section 5. The business of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised by the members.

Section 6.

a) The Board of Directors of the Association may hold meetings, both regular and special, as the Board of Directors from time to time may determine.  
b) A meeting of the Board of Directors shall be held during or immediately following the Annual Meeting of the Association for the purpose of electing an Executive Committee and officers of the Association. There shall also be at least one other regular meeting during the year and such other meetings, as the Board deems necessary. Meetings may be called by the Chair of the Board and shall be called by the Secretary-Treasurer upon the written request of six members of the Board of Directors. At least ten (10) days notice of each regular meeting, and five (5) days notice of each special meeting, including the purpose for which it is called, shall be sent to each member of the Board of Directors.  
c) The notice shall be sent by United States mail, email or facsimile transmission or otherwise as allowed by law.  
d) Notice of any meeting need not be given to any director, however if waived by him in writing. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all Directors shall be present there at.

Section 7.

a) At all meetings of the Board of Directors, one third of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Except as provided in section 3(b) of this Article, no proxies will be accepted on behalf of absent members.  
b) If a quorum shall not be present there at, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
c) Except as provided in section 3(b) of this Article, Board members may not appoint substitutes to attend Board meetings in the absence of the Board member.

Section 8. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken by notation or voice vote if, in the opinion of the Chair of the Board, it is not feasible or practicable to convene a special meeting of the Board.

Section 9. Any Director may be removed either with or without cause, at any time, by the affirmative vote of a majority of the members of record of the Association entitled to a vote, at a special meeting of the Association called for the purpose; and the vacancy in the Board caused by such removal may be filled by the members at such meeting. Any Director may resign at any time by giving written notice of such resignation to the Chair of the Board, the Secretary-Treasurer, or the President/CEO of the Association and such resignation shall take effect at the time specified in such notice.

a) Each seat held by a Director on the ABA Board of Directors is specific to that person as an individual member company representative, but is also governed by their company’s membership status and membership eligibility, and is conditional on the company remaining a member in good standing. Any vacancy as a result of a Director’s removal or resignation will be filled by a vote of the membership through the annual election process; member companies may not substitute Directors at the company’s request.

b) Any Director whose company’s membership status changes (e.g. transitioning from a non-fixed route bus operator to a tour operator that operates no vehicles; or transitioning from a tour operator to a travel industry attraction; or if the company is no longer an ABA member) will be asked to resign from the Board. Any Director who does so resign as a result of the company’s membership status change, and whose respective company remains in good standing as an ABA member, may seek election for a new seat on the Board under the appropriate membership category during the following year’s election cycle.

Section 10. The Board of Directors, other than the President/CEO, shall serve without salary.

Section 11.

a) The Executive Committee shall consist of thirteen (13) Directors: the Chair of the Board, who shall serve as the Chair of the Executive Committee; the Immediate Past Chair of the Board; the Vice Chair of the Board; the Secretary-Treasurer; the President/CEO; and, eight (8) additional members of the Board.

b) The Directors, who hold the positions of Chair of the Board, Vice Chair, Immediate Past Chair, and Secretary-Treasurer, while serving in such positions, shall serve on the Executive Committee as Officers.

c) A series of succession shall be established to ensure the continuity of the leadership of the Executive Committee and the Board of Directors. At the expiration of their term of office, the Chair shall transfer the position of Chair to the then Vice Chair, and shall assume the position of Immediate Past Chair.

d) The Chair, Vice Chair and Immediate Past Chair shall each serve for a term of three (3) years, but shall not be eligible for reelection to the same position at the expiration of their term. If for any reason any such member of the Executive Committee is
unable to complete their term, the Board of Directors shall elect a replacement who may complete the unexpired term and then may serve an additional three-year term.

e) The Secretary-Treasurer and the President/CEO shall each serve on the Executive Committee for a term of one (1) year and shall be eligible for reelection.

f) Three (3) members of the Executive Committee, other than those identified in paragraph (a) above, shall be bus operator members, shall serve for a term of two (2) years and shall be eligible for reelection for a maximum of three (3) consecutive terms. If for any reason any such member of the Executive Committee is unable to complete their term, the Board of Directors shall elect a replacement whom may complete the unexpired term and then may serve up to three (3) additional terms. At least one (1) of these three (3) Executive Committee members shall be from each of the three (3) bus operator member categories set out in Section 13 of Article VII herein.

g) One (1) seat on the Executive Committee shall be reserved for the Chair of the Association’s Policy Committee or if that person otherwise occupies another designated seat, an active member of the Policy Committee shall serve in their place while the terms overlap. The person serving in the seat reserved for the Chair of the Policy Committee shall serve for a term of two (2) years and may be eligible for reelection without restriction. If for any reason this member of the Executive Committee is unable to complete their term, the Board of Directors shall elect a replacement to complete the unexpired term.

h) Three (3) At-Large seats on the Executive Committee shall be reserved for bus operator members, and one (1) At-Large seat shall be reserved for a Travel Industry member. These At-Large members of the Executive Committee shall serve for a term of two (2) years, and may be eligible for reelection to serve a maximum of three (3) consecutive terms. If for any reason any such member of the Executive Committee is unable to complete their term, the Board of Directors shall elect a replacement to complete the unexpired term.

Section 12. The Board of Directors shall establish minimum duties and performance standards for all Directors to meet while they serve on the Board. Failure to meet such duties or standards may subject a director to appropriate discipline by the Board, including dismissal from the Board before the end of the director’s term.

Section 13. For purposes of this Article,

a) “Enterprise Member” means: (i) a bus operator that operates fewer than twenty-five (25) buses, including but not limited to charter, tour, fixed route, commuter and special operations service; (ii) a member that provides passenger transportation service primarily using passenger vans; or (iii) a Tour Operator;

b) “Large Non-Fixed Route Operator” means a motorcoach operator that operates twenty-five (25) or more buses and that primarily provides non-fixed route service, including but not limited to charter, tour, commuter and special operations service;

c) “Fixed Route Operator” means a bus operator that operates twenty-five (25) or more buses and that primarily provides intercity bus service over fixed routes on set schedules.

ARTICLE VIII
NOTICES

Section 1. Notices to the Board of Directors and the membership shall be in writing and delivered by such method as allowed by law. Notice by mail shall be deemed to be given at the time when the same shall be mailed.

Section 2. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IX
OFFICERS

Section 1.

a) The Officers of the Association shall be chosen by the Board of Directors and shall be a Chair of the Board, a Vice Chair of the Board, and a Secretary-Treasurer, all of whom shall be bus operator members of the Board, a President/CEO, and such other officers as the Board of Directors may deem advisable from time to time.

b) The Board of Directors shall choose a Chair for a term not to exceed three (3) years but who shall not be eligible to succeed himself as Chair of the Board. During or immediately following each annual meeting of the Association the Board of Directors shall appoint a slate of other officers for such term as it deems desirable. Each officer so chosen shall hold office until a successor shall have been duly chosen and qualified or until the officer shall resign or shall have been removed from office.

c) The hiring, salary, and salary increases of the employees of the Association shall be subject to the approval of the Chair of the Board.

CHAIR

Section 2.

a) The Chair of the Board of Directors shall preside at all meetings of the members and at all meetings of the Board, and shall have general supervision over the officers of the Association subject, however, to the control of the Board of Directors.

b) The Chair shall direct that all accounts of the Association be audited at least once per year by a certified public accountant and shall transmit such audit report to the Board of Directors.

c) The Chair may delegate to another officer such of their authority, as they deem necessary. In case of the disability of the Chair or a vacancy in the office, the Vice Chair of the Board shall perform the duties of the Chair until the sitting Chair returns to office or until another Chair may be qualified and selected.

VICE CHAIR

Section 3. The Vice Chair shall serve as Chair of the Audit Committee and as a member of the Bylaws Committee, shall chair the meetings of the Board of Directors in the absence of the Chair, and shall perform such other duties as directed by the Chair as necessary or desirable to discharge the functions of the Association.
PRESIDENT/CEO

Section 4.

a) The President/CEO shall be the chief executive officer of the Association and shall assist the Chair of the Board in supervising the employees of the Association.

b) The President/CEO may sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts, or other instruments, subject to the provisions of these Bylaws, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association; and, in general, he shall perform all duties incident to the office, and such other duties as from time to time may be assigned by the Board of Directors.

c) The President/CEO shall see that all notices are given in accordance with the provisions of these Bylaws or as required by law; and shall be the custodian of the records and of the seal of the Association. The President/CEO shall see that the seal is affixed to all documents when use of the seal is required and authorized in accordance with the provisions of these Bylaws.

d) The President/CEO shall have general responsibility for the financial transactions of the Association and shall render a statement of the conditions of the finances of the Association at all regular meetings of the Board of Directors and a full financial report at the annual meeting of the Association, if called upon so to do. The President/CEO shall have access to the books and records of the Association and may order a special audit of the accounts of the Association at any time deemed necessary.

SECRETARY – TREASURER

Section 5. The Secretary-Treasurer shall arrange for minutes of the meetings of the Association and of the Board of Directors to be kept and shall have general oversight over the financial transactions of the Association.

ARTICLE X
COMMITTEES

Section 1. The Chair of the Board shall have authority to appoint, with the advice and consent of the Executive Committee, such committees as are deemed necessary for the proper functioning of the Association. The members, including the chair, of each committee shall serve until relieved by order of the Chair of the Board. The Chair of the Board shall be ex-officio a member of each committee and shall be entitled to vote.

Section 2. The duties of all committees shall be specified by the Board of Directors or the Chair. In performing their functions, such committees shall be subject to the directions and control of the Chair.

Section 3. In addition to the Executive Committee, the Association shall have six (6) standing committees constituted as follows:

a) Governance Committee -- Comprised of the Chair of the Board, the Vice Chair and the Immediate Past Chair of the Board who shall serve as the Chair of the Committee,
and at least four (4) members of the Board appointed by the incumbent Board Chair. A majority of the committee members should have experience in the position of ABA Association Chair or Vice Chair;

b) **Audit Committee** -- Comprised of the Vice Chair of the Board, who shall serve as the Chair of the Committee, and at least two (2) members of the Board appointed by the Chair of the Board;

c) **Time and Place Committee** -- Comprised of the Chair of the Board, and at least two (2) members of the Board appointed by the Chair;

d) **Bylaws Committee** -- Comprised of the Vice Chair of the Board, at least three (3) members of the Board appointed by the Chair of the Board, and the Association's General Counsel. The Chair of the Board will appoint a member of the Committee as the Committee Chair;

e) **Ethics Committee** -- Comprised of a member of the Executive Committee who shall serve as Chair of the Committee, at least three (3) members of the Board appointed by the Chair of the Board, and the Association's General Counsel;

f) **Finance and Budget Committee** -- Comprised of a member of the Executive Committee who shall serve as Chair of the Committee, the Association’s Secretary-Treasurer, and at least three (3) members of the Board appointed by the Chair of the Board. The Chair of the Committee shall also serve as a member of the Executive Committee, either as the Association’s Secretary-Treasurer or in another seat.
ARTICLE XI
CONTRACTS, CHECKS, BANK ACCOUNTS, AND EXPENDITURES

Section 1. The President/CEO and any person designated by the President/CEO may make or authorize to be made capital expenditures, investments or advances, execute contracts or leases, establish or increase salaries, and make or authorize retirements and sales of capital items, write-offs of accounts and settlements of claims in such manner and subject to such limitations as shall be determined from time to time by resolution of the Board of Directors.

Section 2. All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, bankers, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents or the Association to whom such power may be delegated from time to time by the Board of Directors.

ARTICLE XII
SEAL

Section 1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Association and the words "District of Columbia" and the year of its incorporation.

ARTICLE XIII
FISCAL YEAR

Section 1. The fiscal year of the Association shall end on the 31st day of December of each year.

ARTICLE XIV
SANCTIONS FOR VIOLATIONS OF THE ASSOCIATION'S CODE OF ETHICS AND ASSOCIATION POLICIES

Section 1. Subject to the provisions of Section 3 of this article, any member of the Association may be censured, fined, suspended, or expelled, or any of the privileges of membership may be withdrawn, for the following violations of the Association's Code of Ethics and Association policies:

a) Misappropriation of funds deposited with or entrusted to a member of the Association by another member or by a person having a business relationship with the bus industry;

b) Willful and wrongful refusal to pay for services rendered by another member or by a person having a business relationship with the bus industry, or a willful refusal to make arrangements for payment of such services;

c) Wrongful failure to provide transportation or related services, as promised, and failure to make prompt restitution for any breach of a contractual obligation;

d) Willful violation of Federal or State laws pertaining to the regulation of the intercity bus industry, including rules and regulations promulgated by the U.S. Department of Transportation, or applicable country laws, or;

e) Systematic violation of rules, regulations, and policies of the Association.
Section 2. Charges of violation of the Association's Code of Ethics shall be presented to and reviewed by the Ethics Committee.

Section 3. The charges shall be referred to the Association's Ethics Committee, and the respondent shall be informed of the nature of the charges. Such notice shall be given by registered mail and shall advise the respondent of their right to appear and to be represented in person or by counsel before the Ethics Committee. The Committee, under procedures prescribed by the Board of Directors, and with opportunity for the respondent to be heard orally and in writing, shall determine the appropriate disciplinary action, if any, to be taken and shall explain its reasons in writing. The action of the Ethics Committee may be appealed within fifteen (15) days to the Board of Directors. Either the Board or the Executive Committee acting in its stead may decide the appeal, and such decision shall be final.

The provisions of this section shall also govern the disposition of objections or complaints to applications for membership and complaints alleging that a member is no longer eligible for membership.

Section 4. When disputes among members and between members and the general public cannot be resolved by agreement, the President/CEO shall encourage the parties involved to submit the matter to arbitration by the American Arbitration Association.

ARTICLE XV
SUSPENSION OR EXPULSION OF MEMBERS

Section 1. The President/CEO shall have authority to suspend or expel any member for non-payment of dues, lack of compliance with the applicable or prescribed national/state/provincial regulations, and enforcement of violations of the code of ethics, these bylaws and association policies.

ARTICLE XVI
AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors present at any regular or special meeting at which there is a quorum, provided notice of proposed alteration, amendment or repeal of the proposed Bylaw be included in the notice of such meeting.

ARTICLE XVII
SUPREMACY OF LAWS AND ARTICLES OF INCORPORATION

Section 1. Nothing in these Bylaws shall be deemed to contravene any applicable provision of law or of the Articles of Incorporation.