



# California Bus Association

Promoting Professionalism, Safety & Integrity in the Motorcoach Industry

## BYLAWS OF THE CALIFORNIA BUS ASSOCIATION

*As amended April 22, 1998*

### ARTICLE I – NAME AND OFFICE

**Section 1. Name.** The name of this not-for-profit association shall be the California Bus Association, Inc. (hereafter known as “CBA”).

**Section 2. Office.** The principal office of the association shall be in the State of California. The association shall have such other offices as may, from time to time, be designated by the Board of Directors.

### ARTICLE II – OBJECTIVES

The objectives of the association shall be to consider issues common to the bus industry and to advise its members concerning laws and regulations of federal, state and local governmental bodies; to disseminate information and to encourage equality and uniformity relative to legislative and regulatory action; to promote better understanding among owners and operators of bus companies through conferences, educational programs and social activities; and to bring about a greater awareness of bus operation on the part of the general public.

### ARTICLE III – MEMBERSHIP

**Section 1. Classes of Members.** The association shall have several classifications of membership, defined as follows:

A. **Operator Member:** Any corporation, partnership or individual holding authority from the Public Utilities Commission of the State of California to conduct operations as a passenger-stage corporation under a Certificate of Public Convenience and Necessity, or holding a Class A or B Certificate authorizing operation as a charter-party carrier of passengers; provided, however, that as a condition of eligibility, any such certificate must authorize the operation of passenger-carrying vehicles having a capacity of ten (10) passengers or more.

Said Operator Members shall be entitled to all rights and privileges conferred hereunder, as long as membership is held in good standing. Members may be represented by a shareholder, officer, director, employee or other designated representative of said Operator Member.

**B. Associate Member:** Any person, firm or corporation engaged in the business of manufacturing, selling or servicing buses or allied equipment may be entitled to become an Associate Member of the association. In addition, any person, firm or corporation engaged in providing products or professional services to the bus industry may be entitled to become an Associate Member of the association.

**C. Allied Members:** Any person, firm or corporation involved in providing tour and travel services and/or travel-related ancillary services to charter-party carriers and/or passenger-stage corporations may be entitled to become an Allied Member of the association. Allied Members shall not be entitled to hold office in the corporation. Reference Article VI, Section 1.

**D. Affiliate Members:** Those operator companies, not headquartered in California. This is a non-voting membership category. Affiliate Members shall not be entitled to hold office in the corporation

The board of Directors may create new or additional classes or subclasses of membership not in conflict with paragraphs A - C above.

**Section 2.** Application for Membership. Application for membership shall be made in the manner prescribed by the Board of Directors. Acceptance or rejection of such application shall be by majority vote of the Board of Directors.

**Section 3.** Right to Vote. Each Operator Member in good standing is eligible to vote in the affairs of the association. Associate and Allied Members are not eligible to vote.

**Section 4.** Duration of membership and Resignation. Membership in this association may terminate by death, voluntary withdrawal as herein provided, or otherwise in accordance with these Bylaws. The right of a member to vote and all other rights and privileges shall cease on the termination of membership. Any member may withdraw from membership by giving thirty (30) days advance written notice of such intention. Such shall be presented to the Board of Directors at its next succeeding meeting, and withdrawal shall be effective upon fulfillment of any obligations to the date of withdrawal.

**Section 5.** Withdrawal of Membership Privileges. Membership rights and privileges may be suspended or withdrawn for good cause; e.g., non-payment of dues, violation of Bylaws or any rule or practice properly adopted by the association, or any other conduct prejudicial to the interests of the association. Such suspension or withdrawal shall be by majority vote of the Board of Directors; PROVIDED that a statement of the charges shall have been mailed by registered mail (with return receipt) to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting at which such suspension or withdrawal shall be considered, and the member shall have the opportunity to appear in person and present any defense before action is taken thereon.

**Section 6.** Reinstatement and Transfer of Membership. Upon written application signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of the majority of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Membership into the association is not transferable or assignable, except by majority vote of the Board of Directors.

**Section 7.** Code of Ethics. The members of the California Bus Association recognize the need to provide services in a professional manner and to act toward the public and colleagues with the highest degree of integrity. Accordingly, we adopt the following creed which shall govern our endeavors to fulfill our obligations:

- To adhere to the professional standards of the California Bus Association and to work to further its goals and objectives.
- To conduct all business affairs with integrity, sincerity, and accuracy in an open and forthright manner.
- To act with integrity in financial dealing with the public and with entities utilized to help arrange or provide services and accommodations to motorcoach travelers.
- To conduct our business and operations in a safe manner in order to protect the public and to promote the image of the industry.
- To work to instill consumer and public confidence in the industry avoiding any action conducive to discrediting it or membership in the Association.

## ARTICLE IV – ANNUAL DUES

**Section 1.** Amount. The annual dues for each classification of membership shall be determined by resolution of the Board of Directors.

**Section 2.** Failure to Pay. Members who fail to pay their dues within thirty (30) days from the time they become due shall be notified by the Treasurer; and if payment is not made within the next succeeding thirty (30) days, shall be subject to termination, and thereupon forfeit all rights and privileges of membership. Members who have failed to pay their dues shall not be eligible for election to the Board of Directors, and the membership will be held to not be in good standing until all dues and past-due obligations owed are paid.

## ARTICLE V – MEETING OF MEMBERS

**Section 1.** Annual Meeting. There shall be an annual meeting of the association in the fall, unless otherwise ordered by the Board of Directors, for election of members of the Board of Directors, for receiving the annual reports, and for the transaction of other business. Notice of such meeting shall be mailed to the last recorded address of each member at least thirty (30) days before the date of the meeting.

**Section 2.** Special Meetings. Special meetings may be called at any time by the President of the association or by any four (4) members of the Board of Directors. Notice of any special meeting shall be given at least ten (10) days in advance, along with a statement of time and place and information as to the subject or subjects to be considered.

**Section 3.** Quorum. A simple majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

**Section 4.** Mail Vote. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail for vote and decision. Any and all action taken in pursuance of a majority mail

vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting.

## ARTICLE VI – BOARD OF DIRECTORS

**Section 1. Members.** The Board of Directors shall consist of a total of eleven (11) members. The board will be comprised of ten (10) operator members, who are the elected representatives of the Operator Members in good standing, four (4) of whom shall be the President, Vice President, Secretary, Treasurer, six (6) Directors, and one (1) Associate/Allied Steering Council member. The Associate/Allied Steering Council shall designate a member to represent its interests at the Board of Directors meetings, in a voting capacity. An exception will exist when, at the conclusion of the President's term, an ex-officio voting position will exist on the Board of Directors for the Past President, duration to be one year.

**Section 2. Duties.** The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulation for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.

**Section 3. Term of Office.** The Board of Directors shall be installed in office at the annual general meeting of the association, and shall serve for a period of two (2) years as long as all membership requirements are met. Terms shall be staggered, with half of the Board being elected each year. Any director shall be eligible for re-election.

**Section 4. Meetings.** Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. No notice of such organizational meeting need be given. Thereafter, the Board of Directors shall meet upon call of the President at such times and places as he or she may designate, and shall be called to meet upon demand of a majority of its members.

**Section 5. Action Without a Meeting.** Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or

collectively consent in writing to this action. Such written consents shall be filed with the minutes of the proceeding of the Board.

**Section 6. Quorum.** A simple majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

**Section 7. Absence.** Any member of the Board of Directors unable to attend a meeting shall notify the President or Secretary of the reason for his or her absence. If a member is absent from three (3) consecutive meeting for reasons which the Board has failed to declare to be sufficient, his or her resignation shall be deemed to have been rendered and accepted.

**Section 8. Compensation.** Members of the Board shall not receive any compensation for their services on the Board, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a Board member from serving the association in any other capacity and receiving compensation for such services.

**Section 9. Resignation or Removal.** Any Director may resign at any time by giving written notice to the President, the Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

Any director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.

**Section 10. Vacancies.** Any vacancies that may occur on the Board by reason of death, resignation or otherwise may be filled by the remaining members of the Board for the unexpired term.

## ARTICLE VII – OFFICERS

**Section 1. Composition.** The elective officers of this association shall be a President, a Vice President, a Secretary, and a Treasurer. These officers shall be elected every two (2) years by the Board of Directors at the annual

meeting, and shall serve for a term of two (2) years or until his/her successor is duly elected and qualified.

**Section 2.** Vacancies. Vacancies in any office due to death, resignation or as otherwise provided in these Bylaws shall be filled by the Board of Directors.

**Section 3.** President. The President shall be the principal elective officer of the organization and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the association. He/she shall preside at all meetings of the members and Board of Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

**Section 4.** Vice President. In the absence or disability of the president, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 5.** Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

**Section 6.** Treasurer. The Treasurer shall have custody of and be responsible for all the funds and securities of the association, keeping a full and accurate account of all receipts and disbursements, and shall deposit such monies in the name of the association in such banks, trust companies or other depositories as the Board of Directors shall from time to time select. The Board of Directors shall designate the authorized signatories upon which funds of the association may be disbursed. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 7.** Assignment. The duties of the Secretary and/or Treasurer may be assigned in whole or in part, by the approval of the Board of Directors.

At all times, the full responsibilities of the duties remain in the hands of the Secretary and/or Treasurer.

## ARTICLE VIII – COMMITTEES

**Section 1.** General. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as he or she may deem necessary.

**Section 2.** Associate/ Allied Steering Council. There shall be established an Associate/Allied Steering Council composed of a Chairman, Vice Chairman, and such other members as deemed appropriate by the Chairman with the concurrence of the President. Members of this Council shall be elected by a majority vote of the Associate and Allied Members of the association, and must be Associate or Allied Members in good standing of the association. Council members shall serve for a term of one (1) year, or until their successors have been duly elected and qualified.

The Associate/Allied Steering Council shall be charged with reviewing applications for Associate or Allied membership prior to submission to the Board of Directors for approval; representing the views of the Associate and Allied Members to the Board of Directors and membership; in general promoting the welfare of the Associate and Allied Members of the association; and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 3.** Nominating Committee. At least ninety (90) days before the annual meeting, the President shall appoint a Nominating Committee of three (3) persons to nominate candidates for the Board of Directors. The Committee shall notify the Secretary, in writing, at least sixty (60) days before the date of the annual meeting, of the names of the candidates it proposes, and the Secretary shall mail a copy thereof to the last recorded address of each member eligible to vote at least thirty (30) days before the annual meeting. Independent nominations may be made on the mail ballot, providing that the nomination has the consent of the nominee. Ballots shall be returned to the association office no later than ten (10) days prior to the annual meeting; and the votes shall be tallied in the presence of at least two (2) Board members and the Executive Administrator. Election will be by a majority of votes cast. Results of the election shall be reported to the membership at the annual meeting.

## ARTICLE IX – INDEMNIFICATION

Every person now and hereafter serving as an officer or director of the association shall be indemnified in accordance with the laws of the State of California. The Board of Directors shall determine finally and conclusively by majority vote the reasonableness and propriety of any indemnity claimed by any such person. Indemnification shall not be deemed exclusive of any other right to which those indemnified may be entitled.

## ARTICLE X – WORKERS’ COMPENSATION GROUP PROGRAM

**Section 1.** Name. The program shall be known as the CBA Group Workers’ Compensation Program

**Section 2.** Objects and Purposes of Group Program. To reduce and eliminate business related accidents, injuries and losses, and the causes thereof, to insure and promote the safety of the Operator Members, their employees and property. To create, promote, conduct, coordinate, and effect among Operator Members a program designed to identify, reduce, and eliminate such business related accidents, injuries and losses, and the causes thereof. To assist Operator Members in all proper and lawful ways to identify, reduce, and eliminate hazardous work conditions.

**Section 3.** Eligibility. Eligibility of CBA Operator Members in good standing shall be determined by the underwriting company, Republic Indemnity Company of America.

**Section 4.** Premiums and Dividends. No distribution of funds to any member of this group program derived from a Workers’ Compensation dividend shall be reduced or forfeited except to the extent that the group has guaranteed payment of premiums to the insurance carrier. The group guarantees the payment of all premiums to the extent of policyholder dividends that are or may become due to this group or its members from the insurer upon the condition that the insuring company notify the association of the non-payment of a premium by an insured member of the group within sixty (60) days after the premium is past due. Each member of the group, prior to inception of any Workers’ Compensation policy of insurance, shall be notified in writing that there may be such a reduction or forfeiture of the dividend in accordance with this Section.

## ARTICLE XI – DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## ARTICLE XII – AMENDMENTS

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed or altered, in whole or in part, (a) by a majority vote at any meeting of the association; PROVIDED that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member eligible to vote at least thirty (30) days prior to the date of the meeting; or (b) by approval of the members through mail vote in accordance with the provision of Article V, Section 4.