

BYLAWS OF TRANSIT ONE

Article I

Name and Principal Office

Section 1. Name. The name of transportation advocacy coalition shall be TRANSIT ONE (the “Coalition”).

Section 2. Principal Office. The principal office of the Coalition in the State of Florida shall be located in Brevard County. The address of the Coalition shall be 401 South Varr Avenue, Cocoa, Florida 32922.

Article II

Mission and Objectives

Section 1. Mission. The mission of The Coalition is to strengthen and expand public transportation and mobility options in Brevard County.

Section 2. Objectives. The objectives of The Coalition are as follows:

(a) To build public understanding and support for public transportation by promoting the value of public transportation and mobility services at every opportunity.

(b) To advocate investment in public transportation services, equipment and infrastructure.

(c) To provide a forum for members and other key stakeholders to interact, exchange information and ideas, and to continuously improve mobility services.

Article III

Coalition: Membership, Meetings, Quorum and Voting

Section 1. Membership. All persons residing or working within Brevard County or who are members of groups, organizations, companies or institutions working to accomplish the mission and objectives of the Coalition, whether on a local, regional, state or federal level, are eligible for membership. The Coalition shall endeavor to ensure a diverse group of members who have an interest in or knowledge of public transportation including, but not limited to, major employers, education professionals, elected/public officials, non-profit agencies, public

45 transportation users, disabled and disadvantaged groups, tourism advocates, developers,
46 transportation engineers/consultants, planners and economic development advocates.

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48 Section 2. Ex-Officio Members. Ex-Officio members shall be non-voting members
49 of the Coalition. Any attendance or participation requirements for Coalition members shall not
50 apply to Ex-Officio members. These members shall have all rights and privileges of the
51 Coalition except the right to vote or hold office.

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53 Section 3. Membership Application. Applications for Coalition membership shall be
54 submitted to the Chairman for consideration at the next regularly scheduled Board of Directors
55 meeting. All applications shall be voted on by the Board of Directors. Applications receiving a
56 majority vote shall be accepted.

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58 Section 4. Withdrawal, Suspension and Expulsion of Members. Any member may
59 withdraw from membership by giving written notice to that effect to the Chairman. A member
60 may be suspended or expelled from the Coalition by a two-thirds vote of the Board of Directors
61 for a violation of the Bylaws, for non-conformance to current standards of business ethics and
62 practice or for four (4) consecutive absences at member meetings. A suspended member may be
63 reinstated by a two-thirds vote of the Board of Directors.

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65 Section 5. Place of Meetings. Meetings of the Coalition shall be held at the principal
66 office of the Coalition or at such other suitable place as may be designated by the Chairman.

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68 Section 6. Notice of Meetings. Notice of Coalition member meetings shall be
69 distributed via electronic transmission (email) to all members. The Coalition shall endeavor to
70 coordinate the most convenient time for all members and provide notice no less than fifteen (15)
71 calendar days prior to the meeting.

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73 Section 7. Annual Member Meeting. An annual meeting of the Coalition members
74 shall be held in the spring at such place and time designated by the Board of Directors. Each
75 member shall be given reasonable notice thereof. A minimum of thirty percent (30%) of the
76 regular membership shall constitute a quorum for the purpose of conducting Coalition business.

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78 Section 8. Special Member Meetings. Special meetings of the membership may be
79 called by the Chairman for any reason. The Chairman shall call a special meeting upon receipt
80 of a written request from any six (6) members of the Coalition. The six (6) members shall notify
81 the Chairman in writing of the subject matter to be discussed at that special meeting. A
82 minimum of thirty percent (30%) of the regular membership shall constitute a quorum for the
83 purpose of conducting Coalition business at special meetings.

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85 Section 9. Voting. At annual and special meetings of the membership, voting shall
86 take place on the basis of one member, one vote. In ordinary Coalition procedure at annual or
87 special meetings of the membership of the Coalition, viva voce voting may be used and each
88 member shall be entitled to one vote. Any member entitled to vote at Coalition meetings may

89 demand a roll call vote (either viva voce or by ballot) on any question, and in such case, each
90 voting member shall be entitled to one vote. Proxy and absentee voting shall not be allowed at
91 any time.

93 Section 10. Majority. As used in these Bylaws, the term "majority" shall mean those
94 votes totaling more than fifty percent (50%) of the total number.

96 Section 11. Quorum. Except as otherwise provided in these Bylaws the presence in
97 person of the members representing thirty percent (30%) of the total votes in the Coalition shall
98 constitute a quorum at all meetings of the Coalition.

100 Section 12. Conduct of Meetings. The Chairman, or in his absence the Vice
101 Chairman, shall preside over all meetings of the Coalition, and the Secretary shall keep the
102 minutes of the meeting as well as a record of all transactions occurring at the meeting.

Article IV

Board of Directors: Number, Powers, Meetings

109 Section 1. Governing Body; Composition. The affairs of the Coalition shall be
110 governed by the Board of Directors, each of whom shall have one (1) vote.

112 Section 2. Authority. The governing body of the Coalition shall be the Board of
113 Directors, which shall have full power to do any and all things necessary or desirable in
114 conducting the business of the Coalition, within the limitations provided in the Bylaws. Any
115 statements of policy of the Coalition shall be formulated and approved at the meetings of the
116 Board of Directors. Any positions, policies or potentially binding actions of the Coalition must
117 be approved by the Board of Directors.

119 Section 3. Number of Directors. The initial Board of Directors shall consist of nine
120 (9) members. However, nothing herein prohibits the appointment of additional Directors as
121 approved by a majority of the Coalition members. The immediate past Chairman shall be a
122 member of the Board of Directors.

124 Section 4. Nomination of Directors. Nominations for election of Directors to the
125 Board of Directors shall be made by a Nominating Committee. The Nominating Committee
126 shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or
127 more members of the Coalition appointed by the Board of Directors. The Nominating
128 Committee shall be appointed by the Board of Directors not less than sixty (60) days prior to
129 such annual meeting of the members at which members are entitled to elect members to the
130 Board of Directors. Members of the Nominating Committee shall serve a term of one (1) year or
131 until their successors are appointed. The Nominating Committee shall make as many
132 nominations for election to the Board of Directors as it shall in its discretion determine, but in no

133 event less than the number of positions to be filled. Nominations shall also be permitted from
134 the floor. All candidates shall have a reasonable opportunity to communicate their qualifications
135 to the members and to solicit votes.

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137 Section 5. Election and Term of Office. At the annual members meeting, the
138 Coalition shall elect Directors all expiring terms. The initial term of office for Directors shall be
139 determined at the first organizational meeting of the Board of Directors where three (3) Directors
140 shall be appointed to one (1) year terms and four (4) Directors shall be appointed to two (2) year
141 terms. Upon the expiration of the initial term of office of each Director, a successor shall be
142 elected to serve a term of two (2) years.

143

144 At any election of Directors by members, each member shall be entitled to
145 cast with respect to each vacancy to be filled on the Board of Directors, one vote. The
146 candidates receiving the largest number of votes shall be elected to fill the positions for which
147 the election is held. Directors elected by the members shall hold office until their respective
148 successors have been elected. Directors may be elected to serve any number of consecutive
149 terms.

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151 Section 6. Removal of Directors and Vacancies. A Director may be removed, with
152 or without cause, by the vote of a majority of the Board of Directors. At such meeting where a
153 Director is removed, a successor shall be elected by the Directors to fill the vacancy for the
154 remainder of the term of such Director.

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156 Any Director elected by the members who has three (3) consecutive
157 absences from Board of Directors meetings may be removed by a majority of the Directors
158 present at a regular or special meeting at which a quorum is present, and a successor may be
159 appointed by the Board of Directors to fill the vacancy for the remainder of the term.

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161 In the event of the death or resignation of a Director, a vacancy may be
162 declared by the Board of Directors and it may appoint a successor. Any Director appointed by
163 the Board of Directors shall serve for the remainder of the term of the Director who vacated the
164 position.

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166 Section 7. Organizational Meetings. The first meeting of the Board of Directors to
167 elect officers following each annual meeting of the Coalition shall be held at such time and place
168 as shall be fixed by the Board of Directors but shall not be later than sixty (60) days following
169 the annual members meeting and board elections.

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171 Section 8. Regular Meetings. Regular meetings of the Board of Directors may be
172 held at such time and place as shall be determined from time to time by The Chairman. A
173 regular meeting may also be called by any three (3) Directors. The Chairman shall give
174 reasonable notice of all meetings to all members and, as far as practical, specify the business to
175 be brought to the attention to the Board of Directors at such meetings. All meetings of the Board

176 of Directors shall be open to any member who wishes to attend; however, only Board members
177 may vote at Board meetings.

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179 Whenever, in the judgment of the Board of Directors, it is advisable to
180 submit a question to the membership for formal decision without convening a special meeting for
181 that purpose, the Board of Directors may direct the Chair to submit such question to the voting
182 members of the Coalition by emailed ballot. A reasonable time shall be given for return of the
183 ballots and a simple majority of the votes cast shall determine the outcome of the question. At
184 the next meeting of the Board of Directors or members, whichever is sooner, the Chair shall
185 notify the Board and the voting members of the results of any such ballot.
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187 Section 9. Special Meetings. Special meetings of the Board of Directors shall be
188 held when called by the Chairman or by any three (3) Directors of the Board of Directors. The
189 notice shall specify the time and place of the meeting and the nature of any special business to be
190 considered.
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192 Section 10. Notice of Meetings. Notice of all Board meetings must be emailed at least
193 forty-eight (48) hours in advance of a meeting of the Board of Directors, except in an emergency.
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195 Section 11. Quorum of Board of Directors; Voting. At all meetings of the Board of
196 Directors, a majority of the Directors shall constitute a quorum for the transaction of business,
197 and the votes of a majority of the Directors present at a meeting at which a quorum is present
198 shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially
199 present may continue to transact business, notwithstanding the withdrawal of Directors, if any
200 action taken is approved by at least a majority of the required quorum for that meeting. If any
201 meeting of the Board of Directors cannot be held because a quorum is not present, a majority of
202 the Directors who are present at such meeting may adjourn the meeting to a time not less than
203 five (5) nor more than thirty (30) days from the date the original meeting was called. At the
204 reconvened meeting, if a quorum is present, any business which might have been transacted at
205 the meeting originally called may be transacted.
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207 Section 12. Compensation. No Director shall receive any compensation from the
208 Coalition for acting as such.
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210 Section 13. Conduct of Meetings. The Chairman shall preside over all meetings of the
211 Board of Directors, and the Secretary shall keep a minute book of meetings of the Board of
212 Directors, recording therein all resolutions adopted by the Board of Directors and all transactions
213 and proceedings occurring at such meetings. Meetings may be conducted by telephone or
214 internet and shall be considered as any other meeting, provided the Directors participating in the
215 meeting are able through telephone or internet connection to hear and to be heard.
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217 Section 14. Powers. The Board of Directors shall be responsible for the affairs of the
218 Coalition and shall have all of the powers and duties necessary for the administration of the
219 Coalition's affairs.

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Officers

226 Section 1. Officers. The officers of the Coalition shall be a Chairman, Vice-
227 Chairman and Secretary, to be elected from among the members of the Board of Directors. The
228 Board of Directors may appoint such other officers, including one or more Assistant Secretaries,
229 as it shall deem desirable and such officers shall have the authority to perform the duties
230 prescribed from time to time by the Board of Directors. Any two (2) or more offices may be
231 held by the same person, except that the offices of Chairman and Secretary may not be held by
232 the same person simultaneously.

233
234 (a) Chairman. The Chairman is the Chief Executive Officer of the
235 Coalition. He/She will preside at all meetings of the Coalition and the Board of Directors. The
236 Chairman shall develop the agenda for those meetings in consultation with the members of the
237 Board of Directors. He/She will be an ex-officio member of all committees. The Chairman shall
238 also be the Chairman of the Communications Committee and the Communications Officer of the
239 Coalition.

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241 (b) Vice-Chairman. The Vice-Chairman is empowered to act in the
242 resignation or absence of the Chairman in all Coalition matters. If the Vice-Chairman is called
243 upon to serve in the capacity of Chairman, he/she will continue to hold the office of Vice-
244 Chairman until the next annual election.

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246 (c) Secretary. The Secretary shall be in charge of all records and
247 official documents of the Coalition and shall maintain a permanent record of the minutes and
248 proceedings of the Coalition. The Secretary is responsible for tabulation of all ballots cast by the
249 members at members meetings, by directors at Board of Directors meetings or ballots cast via
250 electronic transmission.

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252 (d) Other Officers. The Board of Directors may, in its discretion,
253 appoint such other officers and invest in them with such authority as it deems necessary.

254 Section 2. Election, Term of Office and Vacancies. The officers of the Coalition
255 shall be elected annually by the Board of Directors at the first meeting of the Board of Directors
256 following each annual meeting of the Coalition. A vacancy in any office arising because of
257 death, resignation, removal, or otherwise may be filled by the Board of Directors for the
258 unexpired portion of the term.

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260 Section 3. Removal. Any officer may be removed by a majority of the Board of
261 Directors whenever in its judgment the best interests of the Coalition will be served thereby.
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264 Section 4. Powers and Duties. The officers of the Coalition shall each have such
265 powers and duties as generally pertain to their respective offices, as well as such powers and
266 duties as may from time to time, specifically be conferred or imposed by the Board of Directors.

268 Section 5. Resignation. Any officer may resign at any time by giving written notice
269 to the Board of Directors, the Chairman or the Secretary. Such resignation shall take effect on
270 the date of the receipt of such notice or at any later time specified therein, and unless otherwise
271 specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VI Committee

278 Section 1. General. The Coalition shall form and operate Committees as needed to
279 accomplish its goals and objectives. Such committees shall perform such duties as directed by
280 the Board of Directors. The Board of Directors is authorized and empowered to create, organize,
281 reorganize, or dissolve, from time to time in its discretion and in accordance with such
282 conditions as it may prescribe, standing and designated committees of the Coalition. Standing
283 Committee members must be approved by the Board of Directors. All standing committee
284 Chairmen shall be members of the Board. Committees have no inherent powers or authority
285 except those delegated by the Bylaws or a vote of the Board of Directors. Committees cannot act
286 autonomously and independently of the Coalition.

288 Section 2. Nominating Committee. The Nominating Committee shall be standing
289 committee with duties as described in Article IV of these Bylaws.

Section 3. Communications Committee. The Communications Committee shall be a standing committee of the Coalition. The Committee manages media requests; writes press releases; conducts surveys; and manages social media content.

295 Section 4. Legislative Committee. The Legislative Committee is a standing
296 committee and is responsible for drafting the Coalition's legislative agenda and talking points for
297 local, state and federal elected officials and legislative agencies. The legislative agenda shall
298 drive the decision-making priorities of the Coalition with regard to policies, positions and actions
299 of the Coalition. The Legislative Committee shall present an initial draft of the legislative
300 agenda to the Board of Directors. Once approved by the Board of Directors, the draft legislative
301 agenda shall be transmitted to the full membership for input and feedback. The final legislative
302 agenda shall be voted on by the members of the Coalition at a members meeting or by electronic
303 ballot as described in Article IV, Section 8 of these Bylaws.

305 Section 5. Action Committee. Meets with officials and agencies; attends community
306 functions to promote the goals and objectives of the Coalition; organizes and holds special events
307 promoting the goals and objectives of the Coalition.

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Section 6. Ad Hoc Committees. Ad Hoc Committees and task forces may be formed to accomplish a special goal or task as approved by the Board of Directors. The Ad Hoc Committee shall expire upon completion of the assigned task(s) or as determined by the Board of Directors.

Article VII

Books and Records

Section 1: Official Records. The Coalition shall maintain each of the following items, when applicable, which constitute the official records of the Coalition:

- (a) A copy of the Bylaws of the Coalition (as may be amended).
- (b) A copy of any policies or rules which may be adopted by the Coalition from time to time.
- (c) The minutes of all meetings of the Board of Directors and of the members.
- (d) A current roster of all members and their mailing addresses, email addresses and phone numbers.
- (e) All other written records of the Coalition not specifically included in the forgoing which are related to the operation of the Coalition.

Section 2: Access. Records and documents of the Coalition shall be available for inspection by any member of the Coalition by request to the Secretary. Records and documents shall be provided electronically to the requestor unless otherwise requested. If a hardcopy inspection is requested, the Secretary shall arrange a reasonable date, time and location agreeable to the requestor and the Secretary.

Article VIII

Miscellaneous

Section 1. Parliamentary Rules. Except as may be modified by Board of Directors' resolution, *Robert's Rules of Order* (current edition) shall govern the conduct of Coalition proceedings when not in conflict with these Bylaws with the exception that the Chairman is permitted to make motions, to second motions and to vote on motions.

351 Section 2. Amendment. These Bylaws may be amended by a majority of the
352 members of the Coalition present at a members meeting.

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354 Section 3. Dissolution. The Coalition may be dissolved upon two-thirds majority
355 vote of the members of the Coalition.

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357 IN WITNESS WHEREOF, the members of the Board of Directors have executed and
358 adopted these Bylaws of the Coalition, Inc. this ____ day of _____, 2016.

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