



**Proposed Draft Changes 2019**

VIRGINIA ASSOCIATION FOR PUPIL TRANSPORTATION

CONSTITUTION AND BY-LAWS

APPROVED BY MEMBERSHIP

JUNE 25, 2015

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**VIRGINIA ASSOCIATION FOR PUPIL TRANSPORTATION (VAPT)**  
**CONSTITUTION AND BY-LAWS**

**CONSTITUTION:**

**ARTICLE I - PURPOSE**

In order to promote the principles and policies of pupil transportation at all levels; to assist pupil transportation personnel, public and private, throughout the Commonwealth in developing improved performance by advancing professional standards; and by constant and continuous emphasis on the nature of pupil transportation as an effective, supportive service in the education of the young people, we hereinafter provide for the unified effort in executing the purposes for which we stand.

**ARTICLE II - NAME**

The name of this organization shall be the VIRGINIA ASSOCIATION FOR PUPIL TRANSPORTATION (VAPT) hereinafter referred to as "the Association". No use of the VAPT name or logo may be incorporated into any document, media presentation or format without the expressed permission of the Executive Board.

**ARTICLE III - OBJECTIVES**

To establish a clearinghouse for exchanging ideas, techniques and procedures

To investigate common problems and determine the possibilities for joint effort toward solutions.

To study and recommend change or modifications in rules, regulations, procedures, techniques and laws for consideration and possible adoption or enactment.

To promote further recognition of pupil transportation services as an integral segment of the public and private school systems and to encourage endorsement of and active participation of division superintendents and private school administrators.

To promote the highest professional standards of ethics, efficiency, and economy in all matters pertaining to pupil transportation.

To promote the study, analysis, and dissemination of the most effective policies and practices relative to pupil transportation.

To cooperate with other professional organizations having transportation as all or part of their program emphasis.

To establish closer communication within the pupil transportation department of the public school systems throughout the Commonwealth.

**ARTICLE IV – MEMBERSHIP**

The VAPT Board of Director's has defined membership categories within two (2) types of membership: (A) Voting and (B) Nonvoting.

A. Voting membership shall contain three (3) categories with all rights and privileges of membership including holding office: **(1) Active; (2) Life; and (3) Emeritus.**

1. **Active Members:** The following are eligible for Active Membership with all rights and privileges of membership including holding office:

- a. An individual employed to perform administrative pupil transportation functions by any of the following located in the Commonwealth of Virginia.

School District Directors and Assistants

School District Supervisors and Assistants

School District Coordinators and Training Personnel Chief

Technicians

State Department of Education Personnel School

District Superintendents

2. **Life Members:** Life Members receive the same benefits as Active Members. Past Presidents of VAPT receive a Life Membership, and those meeting the established criteria as set forth in the bylaws are eligible for Life Membership. The criteria for Life Membership are:

The individual has held an Active/Individual membership in VAPT for a minimum of fifteen (15) years.

The individual meets the criteria for Active membership at the time of application.

The individual provided meritorious services to VAPT as a committee chair, officer or other noteworthy accomplishments.

3. **Emeritus Member:** Individuals who held an Active Membership in VAPT and contributed meritorious service to VAPT at the time of retirement for the field of pupil transportation are eligible to apply for and may be granted Emeritus Membership.

- B. Nonvoting Membership shall contain two (2) categories with all rights and privileges **excluding** the right to hold office in VAPT: **(1) Business Associate Members; and (2) Honorary Members.**

1. **Business Associate Members:** Individuals commercially interested in the field of pupil transportation, including exhibitors, business firms, advertisers, school bus manufacturing professionals, or other pupil transportation related for-profit or non-profit businesses are eligible for Business Associate Membership.
2. **Honorary Members:** Individuals who have contributed meritorious service to pupil transportation in Virginia may be offered this membership upon recommendation of the Executive Officers and approved by the Board of Directors.

## ARTICLE V - DUES

The annual Association dues of each member shall cover the fiscal year of July 1 to June 30. Annual dues shall be due and payable by July 1 of each calendar year. Any member whose dues remain unpaid for six months shall cease to be a Member of the Association. Any member may resign from the Association, but there shall be no refund of dues paid. Designated speakers or guests may be excluded from membership requirements and requirement to pay annual dues. Only members in good standing will be eligible to hold office or be a director of the Association.

## ARTICLE VI - OFFICERS AND DIRECTORS

The officers of the Association shall consist of a president, a vice-president, a secretary, and a treasurer, each of which shall be elected annually. Officers may serve two terms of office. **Any person who accepts nomination and is**

elected to serve in a position for which nominated, must, upon election immediately resign from previously elected position.

The representative body of the position vacated prior to term ending, must convene a Special Session to accept nomination and perform elections no more than 60 days from notification of resignation.

The treasurer may serve multiple terms of office at the discretion of the board and as annually nominated and elected by the membership. They shall perform the duties prescribed by the by-laws, standing rules, and by the parliamentary authority adopted by the Association. They shall hold office until their successors have been elected and qualified.

In addition to the officers, the Association Board will consist of a minimum of eight directors each representing a respective region of the Commonwealth of Virginia as defined by the Virginia State Department of Education. Each director will be nominated by a majority vote of that region's Association representatives and elected by Association membership. Director's will serve a two-year term and may serve one additional two-year term in succession. They may be nominated for additional two-year term(s) after rotating off for two years.

The officers, directors and the State DOE chief administrator for pupil transportation together with the immediate past president shall serve as the Executive Board. The Executive Board, at its discretion, may employ an individual, administrative secretary, or a contracted firm, to perform various functions of the Association as delineated in the job posting for the position. The Executive Board shall fill by appointment any vacancy occurring during a term in office. The term of office for all officers and director's shall be from July 1 through June 30.

The members of the Association shall have the power to remove any member of the Executive Board or any Officer of the Association by majority vote of the members present at a special meeting for which notice specifying the purpose thereof has been given. The Executive Board member or member of the Association concerned shall have prior notification and shall have the right to heard. Any member of the Board or member of the Association convicted of malfeasance in office shall be immediately suspended from any position until such time as the Board shall meet to render a permanent resolution.

#### ARTICLE VII - Standing Committees

Standing committees of the Association shall include but may not be limited to:

- Auditing
- Annual Conference
- Conference Site Selection
- Constitution and By-Laws
- Hall of Fame
- Historian
- Legislative
- Membership
- Newsletter
- Nominating
- Poster
- Resolution
- Roadeo
- Scholarship
- Website
- Technician Program

## ARTICLE VIII - Special Committee

Special committees may be appointed by the president to serve specific needs. Such committees shall not be permanent and shall cease to exist immediately upon completion of the temporary responsibilities or when a new president has been installed.

## ARTICLE IX - Meetings

There shall be at least one annual business meeting of the Association of such time and place as shall be determined by the Executive Board. Emergency or other meetings may be called if, in the judgment of the Executive Board, such meetings are necessary. Concurrence of the majority of the Board is mandatory before such meetings can be called.

Meetings of the Board shall be called by the president as frequently as the accumulation of business to be transacted shall demand and at places and times to be determined. A quorum of the Board shall consist of 5 members. The Executive Board shall meet at least four times a year in addition to the annual conference. Attendance is required. The Executive Board may remove any member of the Board who does not attend regularly.

Board meetings by conference call may be permitted provided such meetings are conducted in such a manner that all members participating can hear each other at the same time. A quorum of five participating board members is still required.

No member of the Board, Committee Members or Ad hoc Members shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is required to make inquiry if such conflict appears to exist and the board member has not made it known.

## ARTICLE X - Nominations and Elections

All officers and directors shall be elected during a business session of the annual meeting of the Association and will assume official duties July 1. A two-thirds majority of the voting members present is required for election. The nominee receiving the largest number of votes for each position shall be declared elected. If there is a tie in the number of votes cast for the candidates for any position, the Standing Executive Board shall by majority vote declare one of the candidates elected.

## ARTICLE XI - RULES OF ORDER

The Association shall conduct business according to Robert's Rules of Order, except as modified by membership vote.

## ARTICLE XII - Quorum

At all Meetings of the Association, a majority of members present and voting subject to the discretion of the presiding officer shall constitute a quorum.

## ARTICLE XIII - Changes in Constitution and By-Laws

Changes or additions to the constitution and by-laws may be proposed at any meeting of the Association or by a vote of the board at any time. Such proposals shall be referred to the committee on Constitution and By-Laws for study and recommendation. Any proposed changes to be considered for recommendation by the committee during business meetings of the same year must be received at least 30 days prior to the next business meeting. If approved, the committee shall inform the membership of the proposed change and submit the recommended changes additions at the first or next business meeting of the Association. Ratification shall be two-thirds of the members present and voting at the second or next business meeting.

## Article XIV – DISTRIBUTION OF FUNDS IF ASSOCIATION IS DISSOLVED

In the event of the dissolution of the Association, all existing funds, with the exception of the Scholarship Account, and property of the Association shall be donated to a charity or charities as determined by the membership at that time. All existing Association records and property at the time of the dissolution shall be offered to the Library of Virginia or the Virginia Historical Society.

The Clyde W. Morris Memorial Scholarship Account will be continued as a trust fund to provide at least one annual scholarship up to \$2500 paid by accumulated interest in the account for the fiscal year. The scholarship account will be managed by the individuals, banks, firms, or state departments as approved by the membership on the date of dissolution of the Association.

## Article XV - Conflict of Interest Policy

The Association shall adopt and place into practice a conflict of interest policy to protect this tax-exempt Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article XVI - Whistleblower Policy

The Association shall adopt and place into practice a Whistleblower policy to encourage Board members, members, and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution.

## **BYLAWS:**

### I - Dues

Active and associate members shall pay dues annually as set forth and approved by the executive board. Any active or associate member more than one year and one day in arrears shall forfeit all rights and privileges of membership. A structure for the establishment of dues for all categories of membership will be reviewed and approved as needed by the Board of Directors. Past Presidents of the Association are designated as Members for Life and are exempt from payment of dues. They retain active membership (voting) status as long as they remain in a pupil transportation related position.

## II - Duties of Officers

### President

The President shall preside at all meetings of the Association and the Executive Board. The President shall oversee the affairs of the Association and shall perform the duties normally expected of the Chief Executive of such an organization. The President shall have overall responsibility for preparing the programs for Association meetings and shall be empowered to modify or change the format and program if in his/her judgment, the best interest of the Association are served thereby, provided such changes do not conflict with the provisions of this Constitution and By-Laws and provided such changes receive the concurrence of a majority of the Executive Board present and voting. The President shall appoint all committee chairpersons not otherwise provided for and shall be an ex-officio member of all committees. The President shall have authority to appoint special and ad hoc committees as necessary. The President shall approve all reasonable legitimate expenses incurred by the Association or by any officials of the Association before claims for such obligations are paid. The President shall determine that all reports, papers, and addresses presented at meetings of the Executive Board and the Association be prepared in advance or recorded at moment of presentation and a copy of such report, paper or address be available to the secretary for filing with the records of the Association. The President shall be considered to be editor-in-chief and responsible for the contents of any publication circulated in the name of the Association.

The President, upon termination of office and following installation of a new president, shall assume the duties of immediate past president. Such duties shall consist of membership on and attendance at all meetings of the Executive Board, assist, upon direction of the President, in any capacity involving any publication of the Association, coordinating and disseminating information proposed by the Legislative Committee and any other discretionary duty demand advisable by the President with the concurrence of the Executive Board.

### Vice-President

The Vice-President shall exercise all the functions of the President in the event of the President's absence, incapacity or demise. The Vice-President shall be directly responsible for supervising the preparation of programs, the meetings and work with the President in their executions. The Vice- President shall work in conjunction and cooperate with the President in any publication circulated in the name of the Association. The Vice-President shall serve as co-chairperson for the Conference Committee exercising leadership in all aspects of the program's planning and implementation.

### Secretary

The Secretary shall maintain a full and accurate account or minutes of the proceedings and transactions of all meetings of the Association, the Executive Board, and any other official meeting relating to Association interest and business. The Secretary shall officially sign all accounts or minutes of meetings; certify one copy for Association records and one copy for the President. The

Secretary shall keep a file of all official Association correspondence serve all necessary notice after approval by the President and provide a full written report of all Association transactions at the regular meeting. The Secretary shall have all records pertinent to the Association present at all meeting of the Association and its Executive Board. The Secretary shall at the expiration of official duties immediately transfer all pertinent records, papers, books, and other Association property to the newly elected or appointed secretary. The Secretary shall perform any other duties not herein specified which may be assigned by the President.



## Treasurer

The Treasurer shall maintain an accurate financial accounting of all moneys received by and disbursed for the Association. A receipt for all moneys received shall be immediately provided. The Treasurer shall hold in safe keeping all Association funds in his or her possession. The Treasurer shall at each and every annual meeting furnish the Executive Board with a certified statement concerning the actual financial status of the Association. The Treasurer shall pay all claims certified and approved by the President. The Treasurer shall maintain a correct ledger account of all receipt and disbursements supported by proper voucher and shall close and balance the books as of June 30th each year. The Treasurer shall immediately furnish the incoming President with a complete financial statement. The Treasurer shall, at the expiration of official duties, immediately file with the Executive Board a report to include a statement of all financial accounts. The Treasurer shall at the expiration of official duties transfer to the successor all Association moneys, books, papers, records, and other property in his or her possession. The Treasurer shall perform any other duties not herein specified which may be assigned by the President.

## Immediate Past-President

The Immediate Past-President shall serve as co-chairperson for the Conference Committee exercising leadership in all aspects of the program's planning and implementation. The Immediate Past-President shall perform any other duties not herein specified which may be assigned by the President.

II - Standing Committees - Appointed by the president of the Association. Committee chairpersons will submit a listing of committee members to the executive board of the association by September

### 1. Duties

The Auditing Committee shall examine the accounts, papers, vouchers, and all financial records of the Treasurer and shall report its findings and comment thereon to the membership at the annual meeting.

The Annual Conference Committee shall coordinate all aspects of conference planning and implementation in conjunction with other committees and staff of the Virginia Department of Education, Pupil Transportation Service.

The Constitution and By-Laws Committee shall study all suggested changes and/or additions and determine recommending such changes and/or additions to the membership at the annual meeting for ratification.

The Legislative Committee shall be constantly aware of any and all Federal and State Legislation enacted or pending, pertaining to pupil transportation and/or related matters. The Committee shall keep the membership informed through the newsletter. The Legislative Committee shall determine the urgency of communicating with the membership on any enacted and/or pending Legislation and provide such information to the full membership in a manner it so chooses. The Legislative Committee is hereby empowered to: advise the membership on any pending Legislation pertaining to pupil transportation and/or related matters and urge contact with area legislators for approval or disapproval; represent the Association before the State Legislative bodies on issues pertaining to and/or related to pupil transportation.

The Membership Committee shall maintain a complete and current roster of Association members. It shall, by correspondence or personal contact, enlist all persons employed in the field of pupil transportation and/or related area commensurate with Article III membership as defined.

The Nominating Committee shall interview prospective officers and directors, receive their consent and place their names in nomination at the annual meeting of the Association. Further nominations may be made from the floor for each available office or directorship. The immediate past president shall serve as chairman of the nominating committee. Membership shall consist of at least three past officers of the Association.

The Resolutions Committee shall receive and consider all resolutions referred by the Association and/or the Executive Board and upon request shall hold itself available to hear proponents or Opponents of any resolution.

The Scholarship Committee shall receive and consider all applications for the Clyde Morris Memorial Scholarship. The Committee shall establish the criteria for application and selection of a winner, and shall report this to the membership at the annual meeting. No principal funds from the Scholarship account may be withdrawn or expended for any reason. Only interest from this account will be withdrawn to provide the annual Clyde Morris Memorial Scholarship in the amount and number determined by the Executive Board.

The Hall of Fame committee shall meet each calendar year to receive nominations and select not more than two outstanding member awards for the VAPT Hall of Fame. Membership of the committee shall consist of the Association President, a vendor representative, and at least 2 past recipients of the Hall of Fame Award.

The Rodeo Committee shall organize and conduct the annual VAPT School Bus Driver Rodeo in compliance with State and National School Bus Driver Rodeo specifications.

The Site Selection Committee will make recommendations to the Executive Board for the location of the VAPT Annual Conference.

The Poster Committee will promote and organize the poster contest depicting the themes provided by the National Association for Pupil Transportation (NAPT).

The Historian will collect, assemble, and maintain the historical aspects of the Association.

The Newsletter Committee will be responsible for developing a newsletter to keep the membership informed on Association and related news and business.

The Website Committee will be responsible for developing and maintaining the Association website containing pertinent information for the membership and public.

The Technician Program Committee will be responsible for organizing and conducting the annual Virginia's "Best" School Bus Technician Competition and the technician training program for the VAPT Conference.

#### IV - Publication

There shall be published at least quarterly and made available to each active, associate and honorary member a newsletter to contain matters of interest consistent with the objectives and purposes of the Association.

#### V - Scholarship Fund

A separate scholarship fund shall be established and maintained for the purposes of supporting and ultimately perpetuating scholarships from the interest derived from this account. All designated funding

or donations made to this account can only be used to provide scholarships. Funds may not be transferred or reallocated to support other needs.

## VI - Conflict of Interest

### Section I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Association interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section II - Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b. A compensation arrangement with the Association or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section III, number 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section III

#### Procedures

##### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Section IV

### Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Section V

### Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Section VI

### Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Section VII

### Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Section VIII

### Use of Outside Experts

When conducting the periodic reviews as provided for in Section VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## VII - Whistleblower Policy

This policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution.

1. The Whistleblower should promptly report the suspected or actual event to any member of the Executive Board.
2. The Whistleblower can report the event with his/her identity or anonymously.
3. The Whistle blower shall receive no retaliation or retribution for a report that was provided in good faith – that was not done primarily with malice to damage another or the Association.
4. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination of membership or other legal means to protect the reputation of the Association and members of its Board and staff.
5. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination of position and membership.
6. Members of the Executive Board who receive the reports must promptly act to investigate and/or resolve the issue.
7. The Whistleblower shall receive a report within a reasonable time regarding the investigation, disposition or resolution of the issue.
8. If the investigation of a report, that was done in good faith and investigated by the Executive Board, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
9. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the Association are subject to subpoena.

#### VIII - Standing Rules

The board may adopt Standing Rules to be recorded as direction and guidance for future officers and committees. These are to be recorded in meeting minutes and subsequently added to the Procedural Manual. Changes to such rules would require a vote by the board or the Association.