

AMERICAN BUS ASSOCIATION BYLAWS

ARTICLE I NAME, POWERS, AND OFFICES

Section 1. The name of the corporation is the “American Bus Association” hereinafter sometimes referred to as the ABA or the Association.

Section 2. The ABA shall have all the powers of a not-for-profit corporation as are now or shall hereafter be conferred by the statutes of the District of Columbia.

Section 3. The “principal” place of business of the ABA is the District of Columbia, and the office of its statutory agent shall be in the District of Columbia. The Association may change the location of its principal place of business.

ARTICLE II MISSION, OBJECTIVES, AND PURPOSES

Section 1. ABA’s mission is to advance North American (United States, Canada and Mexico) motorcoach and bus travel to fulfill the transportation and travel needs of the public. ABA promotes and represents the professional and business interests of North American privately owned motorcoach, bus, and tour operators. ABA facilitates relationships among the North American motorcoach, bus, and tour industry and all related segments of the travel and supplier industry. In addition, ABA creates awareness of the motorcoach, bus, and tour industry among consumers in North America. It establishes and promotes policy positions on issues affecting its members.

Section 2. The objectives and purposes of the Association are:

- a) To promote and develop the services provided by tour and charter bus service, fixed route and scheduled bus service, tour and packaged travel, and motorcoach service and supplier 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 motorcoach, bus transportation and tour industry.
- c) To promote the highest possible ethical standards and compliance with the American Bus Association's Code of Ethics by companies engaged in providing motorcoach and bus transportation and tours to the public; and

- by companies that provide equipment, accommodations, and support services to such companies and their customers.
- d) To promote closer relations and cooperation among Association members.
 - e) To promote friendly relations with, and to secure the cooperation and good will, of the public.
 - f) To improve the transportation and tour services rendered by ABA's members, including adequate connecting and through services.
 - g) To promote the construction, maintenance, repair and improvement of all infrastructure related to motorcoach and bus transportation.
 - h) To work with governments to create a climate for growth of the private sector motorcoach and bus industry and the tour and packaged travel industry.
 - i) To provide forums where various segments of the tour and travel community can establish relationships and business opportunities.
 - j) To encourage public-private transportation partnerships.
 - k) To provide educational opportunities for members.

ARTICLE III MEMBERSHIP

Section 1. Membership in the Association shall be divided into five classes:

- a) Motorcoach and Bus Operators
- b) Tour Operators
- c) Associates
- d) Travel Industry
- e) Other organizations and businesses that help advance the purpose and mission of the Association

Section 2. As used in Section 1 of this Article: "Motorcoach and Bus Operators" are defined as 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.

- a) "Tour Operators" are defined as any person or organization, other than a motorcoach or bus operator or an employee or agent of a motorcoach or bus operator, who, for compensation, assists or arranges for the transportation of passengers, pleasure tours, or other special operations
- b) "Associates" are defined as any organization that supplies equipment, material and services to the industry including but not limited to buses, engines, tires, accessories, petroleum products; publications; advertising

and public relations firms; any such entity not eligible for membership as a "Motorcoach and Bus Operator or Tour Operator".

- c) "Travel Industry" is defined as hotels, motels, attractions, theaters, restaurants, theme parks, conventions and visitor bureaus, official State and Provincial tourism offices, regional promotion agencies, Federal travel promotion agencies, retail travel agencies, food service organizations, and other firms or suppliers providing travel goods and services to Motorcoach and Bus Operators or Tour Operators.
- d) "Other related organizations are defined as, but not limited to, State and Provincial Associations, government agencies, private companies that are a collection or motorcoach, bus, travel and Tour Operator organizations, and other businesses or entities that support and advance the purpose and mission of the motorcoach, bus, tour and packaged travel industry.

Section 3.

- a) Any eligible person or organization may apply to become a member by submitting a completed application, agreeing to abide by the Association's Code of Ethics, and providing any additional information as may be required by the President/CEO including but not limited to information demonstrating the ability to pay dues. All applications for membership are subject to the 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 Motorcoach and Bus Operator or a Tour Operator must demonstrate compliance with the membership requirements as set forth in Article III, Section 4 a) and b). No Tour Operator affiliated with a Motorcoach or Bus Operator shall be eligible for membership unless the affiliated carrier is a Motorcoach or Bus Operator member of the Association.
- b) A Motorcoach or Bus Operator who owns or controls one or more Motorcoach or Bus Operators or one or more Tour Operators may file a joint application for membership on behalf of all such operators. Alternatively, each Motorcoach or Bus Operator or Tour Operator may file a separate application.

Section 4.

- a) No person or organization may become or remain a Motorcoach or Bus Operator member unless the person or organization complies with all applicable U.S., Canadian, Mexican, state and/or provincial laws and regulations respecting the registration and operation of a Motorcoach or

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 and Motorcoach Operator business. A member shall immediately notify the ABA if the person or organization is out of compliance or if there has been any adverse action taken against the member in any jurisdiction.

- b) No person or organization may become or remain a Tour Operator member unless they have been in business for a minimum of two years. Unless the person or organization complies with all the applicable U.S., Canadian, Mexican, state and/or provincial, or other country laws and regulations regarding 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. A member shall immediately notify the ABA if the person or organization is out of compliance or if there has been any adverse action taken against the member in any jurisdiction. All members are required to abide by the Code of Ethics or other rules and regulations that govern their operations.
- c) Appeals by members from a finding of ineligibility for membership or a member's failure to abide by the Code of Ethics shall be handled as a complaint and resolved in accordance with the procedures provided in Article XIV, Section 3, a) and b).

Section 5.

- a) The names of all applicants for membership as a Motorcoach and Bus or Tour Operator shall be published and all ABA members shall be given an opportunity to submit specific written comments within 30 days of the notice being published, to the President/CEO regarding the applicant's eligibility and qualifications for membership, including, information regarding the applicant's 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 written comments or objections filed pursuant to paragraph (a) regarding an applicant's eligibility for membership in the Association to determine whether such comments or objections are legitimate and properly substantiated.
- c) Properly substantiated objections to an application which raise a serious question with respect to an applicant's eligibility or qualifications for membership or to the probability of compliance with the Association's

Code of Ethics, shall be handled as complaints and resolved in accordance with the procedures provided in Article XIV, Section 3 of the Bylaws.

Section 6. As used herein,

- 1) “Motorcoach” means a bus characterized by an elevated passenger deck located over a baggage compartment.
- 2) “Bus” means a motor vehicle designed for carrying more than 10 persons.

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.

Section 2. Members which are under common control or common management whose membership has been approved by the Board of Directors, may pay their annual dues collectively or individually.

Section 3. Annual dues for all classes of membership are payable according to a dues schedule, as established by the Board of Directors. When necessary, payment schedules may be discussed with the President/CEO. Members who fail to pay dues within 30 days after they become due, unless a payment schedule is approved, shall be given notice of the delinquency and shall be terminated immediately from membership in the ABA.

ARTICLE V VOTING RIGHTS AND PRIVILEGES

Section 1. Each Motorcoach and Bus Operator member, and each Tour Operator member shall have the right to participate and vote in the election of Directors to the Board.

Section 2. Each Motorcoach and Bus Operator member, and each Tour Operator member shall be entitled to exercise the right of one vote. In addition, Motorcoach and Bus Operators and/or Tour Operator members that are under common control or management and pay dues as one entity, 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. The Board of Directors shall provide for one annual meeting of the members of the Association and shall determine the time and place of such meeting. Meetings may be held in person or by means of the Internet or other electronic communications technology where the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 2. 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. Notice of any such special meeting shall specify the purpose for which the meeting is called.

Section 3. 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 and vote. Notice of each annual or special meetings of the Association stating the time, place and purpose, 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 provided in Article VII, Section 6 b) and c) allowed by law.

Section 4. All eligible members in good standing, present at any annual meeting or special meeting, shall be entitled to attend and may be eligible 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 shall have power to adjourn the meeting until a quorum shall be represented.

Section 5. When a quorum is present at any meeting, the majority of votes cast by the members having voting power shall decide any question brought before such meeting.

Section 6. 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 Article X, Section 3(a).

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, 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 during the Annual Meeting.
- c) To be eligible to be elected as a Director, an individual must be a full-time employee, director or corporate officer, in good standing, 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 not be eligible for election and, if elected, shall immediately resign from the Board of Directors.
- d) The number of Directors, which shall constitute the Board, shall not exceed thirty-five (35). The Directors shall be elected by the Bus, Motorcoach and Tour Operator 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, may include a maximum of six (6) Associate members, a maximum of six (6) Travel Industry members, and a maximum of six (6) tour operator members, the remaining directors shall be Motorcoach or Bus Operator members. 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) Motorcoach and Bus Operator members as defined in Article VII; section 13 will include:
 - A minimum of four (4) seats on the Board of Directors shall be held by Enterprise members.
 - A minimum of four (4) seats on the Board shall be held by Large Non-Fixed Route Bus Operators.
 - A minimum of four (4) seats on the Board shall be held by Fixed Route Bus Operators.
- g) The Governance Committee shall be directed to make reasonable efforts to meet these target figures for member group representation on the Board and to ensure that Board members represent the diversity of the industry, considering size, geography, and ethnicity and other factors that are reflective of the Association's membership.
- h) 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.
- i) 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(d), 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 exception of the seat held by the Marketplace Chair.

Section 4. Any vacancy in the officers of the Association may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 5. The business of the Association shall be managed by its Board of Directors, which may exercise all such powers and duties as those ordinarily held and performed by the board of directors of a corporation.

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 before or 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 upon the written request of six (6) 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) Any meeting of the Board of Directors shall be a legal meeting.

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.
- 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) Board members may not appoint substitutes to attend Board meetings as voting members, in the absence of the Board member.

Section 8. Any Director may be removed with cause, at any time, by the affirmative vote of a two-thirds majority of the Board of Directors at a special meeting of the Board, called for such purpose. The vacancy on the Board caused by such removal may be filled by the members at the next Annual 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 9. The Board of Directors, other than the President/CEO, shall serve without compensation.

Section 10.

- a) The Executive Committee shall consist of twelve (12) 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, who shall be a non-voting member and seven (7) 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 successions 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 as an officer on the Board and Executive Committee the Chair shall transfer from the position Chair to the position of Past Chair. The Vice Chair shall assume the position of Chair and a new Vice Chair shall be elected.
- d) The Chair, Vice Chair and Immediate Past Chair shall each serve for a term of two (2) years but shall not be eligible for reelection to the same position at the expiration of their term. If for any reason a 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 two-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) Five (5) members of the Executive Committee, other than those identified in paragraph (a) above, shall be Motorcoach or Bus Operator members, shall serve for a term of two (2) years and shall be eligible for reelection for a maximum of two (2) 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 who may complete

- the unexpired term. 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 Article VII, Section 13.
- 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 for a total of two (2) terms. 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) One (1) At-Large seat shall be reserved for a Travel Industry or Tour Operator member. 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.
 - i) The Chairman may invite one or more members to participate in the Executive Committee meetings in a non-voting capacity.
 - j) The Executive Committee serves as a Committee of the Board and shall exercise all of the authority of the Board of Directors in between meetings of the Board except that the Executive Committee may not fill vacancies on the Board, authorize distribution of funds, or adopt, amend or repeal bylaws, without submitting such action to the full Board of Directors for ratification.

Section 11. 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 12. For purposes of this Article, "Enterprise Member" means: (i) a Bus or Motorcoach Operator that operates twenty (20) or fewer motorcoaches, including but not limited to charter, tour, fixed route, commuter and special operations service; or (ii) a tour operator;

- a) "Large Non-Fixed Route Operator" means a Motorcoach Operator that operates 21 or twenty-one (21) or more motorcoaches and/or buses and

- that primarily provides non-fixed route service, including but not limited to charter, tour, commuter and special operations service.
- b) “Fixed Route Operator” means a Bus Operator that that primarily provides intercity or scheduled 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 Motorcoach or Bus Operator members, the 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 two (2) years but who shall not be eligible to succeed him or herself 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, salary increases, and bonuses of the employees of the Association, except for the President/CEO, shall be subject to the approval of the President/CEO.

CHAIR

Section 2.

- a) The Chair of the Board of Directors shall preside 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) 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 supervise 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/she 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.
- 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. 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 the 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 and Vice Chair of the Board shall be ex-officio members of each standing committee of the Board 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 of the Board.

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 current Board Chair. A majority of the committee members should have served as the Association's Chair or Vice Chair.
- b) Audit Committee -- Comprised of the Secretary Treasurer and 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.
- e) Ethics Committee -- Comprised of at least three (3) members of the Board appointed by the Chair of the Board.
- f) Finance and Budget Committee – Comprised of the Association's

Secretary-Treasurer, and at least three (3) members of the Board appointed by the Chair of the Board.

- g) Policy Committee – Comprised of members of the Board of Directors and other members of the Association that would like to participate.

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 and financial institutions 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 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, 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 or applicable country laws;
- 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, email or other communications 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 and lack of compliance with the applicable or prescribed national/state/provincial regulations. If the member has violated the Association Code of Ethics or bylaws the member may come before the Ethics Committee for consideration.

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 meetings 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.

Section 2. The Association meetings shall follow procedures outlined in Roberts Rules of Order.

Amended: May 2, 2023
September 20, 2023