

**New Mexico Transit Association  
Board Meeting  
September 17, 2020 at 12:00 p.m.  
Conference Call**

**Standing Items:**

1. Call to Order
2. Roll Call

**Board Members:**

Joe Hardin (President), representing 5310 programs	Present / Absent / Called In
Elizabeth Carter (Vice President), Director at Large	Present / Absent / Called In
Ed Powers (Treasurer), Director at Large	Present / Absent / Called In
Stan Cooper, (Secretary) Professional Member	Present / Absent / Called In
David Harris (Ex-Officio)	Present / Absent / Called In
James Barela, Director at Large	Present / Absent / Called In
Mike Bartholomew, representing 5307 programs	Present / Absent / Called In
Mary Collins, representing 5311 programs	Present / Absent / Called In
Gary Guinn, Business Member	Present / Absent / Called In
Christy Ladd, Director at Large	Present / Absent / Called In
Anthony Mortillaro, representing Regional Transit Districts (RTD)	Present / Absent / Called In
Guests: _____	Present / Called In
_____	Present / Called In

3. Approval of the Agenda
4. Approval of Meeting minutes – June 18<sup>th</sup> Meeting Minutes were approved by email on July 9, 2020
5. Approval of Treasurer’s Monthly Financial Report for June, July, August 2020

**Presentations:**

**Action Items:**

1. Suggested use of \$600,000 allocated in NMDOT budget for Public Transportation (Tabled from June 18<sup>th</sup> meeting)
2. Discussion and Approval of Training Topics for the FY2021 Training Calendar
3. Approve to extend J.D. Bullington’s Professional Service Agreement for the 2021 legislative session
4. Discussion and Approval of draft of Bylaws adding the following Board Seats to represent: Tribal Transit, Senior Affairs, Non-Emergency Medical Transportation

**Subcommittee Updates:**

- Conference, Road-eo and Training  
(Liz Carter, Mary Collins and Joe Hardin)
- Legislative and Communications  
(Stan Cooper, Tony Mortillaro, Christy Ladd)
- Membership and Sponsors  
(Gary Guinn, Mike Bartholomew and James Barela)

**Discussion Items:**

1. 2021 NM Transit Road-eo, Conference and Expo
2. FY2020 Financial Audit update

**Board Member Announcements:**

**Next Meeting Date/Time/Location:**

Thursday, November 19, 2020 at 12:00 p.m., Conference/Video Call

NMTA Monthly Activity Report

June 2020

Line Item	Credits	Debits	Comments
<b>Income:</b>			
<b>NMTA Deposits:</b>			
NMDOT Reimbursements	3,140.00		
Member Dues Deposits	600.00		Lou Go's \$200.00 & Laguna \$400.00 FY2020 renewals
Conference/Road-eo deposits:	0.00		
Misc. Deposits			
Total Deposits:	3,740.00		
<b>Expenses:</b>			
<b>NMDOT Reimbursable Expenses:</b>			
Administrator - 1		2,073.17	
Employment Taxes - 1		488.53	
Postage - 1		0.00	
Cell Phone - 1		640.18	
Audit - 1		0.00	
Contract Services - 1		1,501.22	GoDaddy Website Revamp and website builder, Hinkle + Landers payroll service
Dues and Subscriptions - 1		485.26	Adobe Acrobat, CTAA Member Dues, Efax subscription
Insurance - 1		478.00	Liability Insurance Renewal
Occupancy Cost		0.00	
Office Supplies - 1		196.61	
Training - 1		0.00	
Travel - 1		0.00	
Roadeo/Conference - 1		0.00	
Total NMDOT Reimbursable Expenses:		5,862.97	
<b>NMTA Expenses:</b>			
Administrator - 2		518.30	
Employment Taxes - 2		122.13	
Postage - 2		0.00	
Cell Phone - 2		160.04	
Audit - 2		0.00	
Contract Services - 2		1,501.22	See note above for contract services 1
Insurance - 2		478.00	Liability Insurance Renewal
Office Supplies - 2		49.15	
Travel - 2		0.00	
Roadeo/Conference - 2		0.00	
NMTA Meetings		0.00	
APTA Local Transit Coalition Grant			
Legislative Services		0.00	
Legislative Advocacy Plan		0.00	
Total NMTA Expenses:		2,828.84	

NMTA Monthly Activity Report

July 2020

Line Item	Credits	Debits	Comments
<b>Income:</b>			
<b>NMTA Deposits:</b>			
NMDOT Reimbursements	10,386.32		May & June FY20 Reimbursement
Member Dues Deposits	200.00		Ohkay Owingeh Membership
Conference/Road-eo deposits:	5,125.00		Santa Ana Conf. Dep. Refund (\$5,000), Fall Conf. fee for Los Alamos (\$125)
			Winter Training Breakfast Sponsor: Creative Bus (\$150), Gusto account test amounts for payroll service (\$3.45)
Misc. Deposits	<u>153.45</u>		
<b>Total Deposits:</b>	<b>15,864.77</b>		
<b>Expenses:</b>			
<b>NMDOT Reimbursable Expenses:</b>			
Administrator - 1		3,182.09	
Employment Taxes - 1		963.03	
Postage - 1			
Cell Phone - 1		69.07	
Audit - 1		0.00	
Contract Services - 1		0.00	
Dues and Subscriptions - 1		155.74	Adobe Acrobat, Kapersky Total Security 2 year subscription
Insurance - 1		0.00	
Occupancy Cost		80.00	
Office Supplies - 1		0.00	
Training - 1		0.00	
Travel - 1		0.00	
Roadeo/Conference - 1		0.00	
<b>Total NMDOT Reimbursable Expenses:</b>		<b>4,449.93</b>	
<b>NMTA Expenses:</b>			
Administrator - 2		795.53	
Employment Taxes - 2		240.76	
Postage - 2			
Cell Phone - 2		17.27	
Audit - 2		0.00	
Contract Services - 2		0.00	
Insurance - 2		0.00	
Office Supplies - 2		0.00	
Travel - 2		0.00	
Roadeo/Conference - 2		0.00	
NMTA Meetings		0.00	
APTA Local Transit Coalition Grant			
Legislative Services		0.00	
Legislative Advocacy Plan		0.00	
<b>Total NMTA Expenses:</b>		<b>1,053.56</b>	

NMTA Monthly Activity Report

August 2020

Line Item	Credits	Debits	Comments
<b>Income:</b>			
<b>NMTA Deposits:</b>			
NMDOT Reimbursements			
Member Dues Deposits	6,100.00		
Conference/Road-eo deposits:	0.00		
Misc. Deposits	<u>4,497.20</u>		Refund from Gusto for payroll tax draft error
Total Deposits:	10,597.20		
<b>Expenses:</b>			
<b>NMDOT Reimbursable Expenses:</b>			
Administrator - 1		2,144.36	
Employment Taxes - 1		641.27	
Postage - 1		0.00	
Cell Phone - 1		69.07	
Audit - 1		0.00	
Contract Services - 1		0.00	
Dues and Subscriptions - 1		15.76	Adobe Acrobat
Insurance - 1		0.00	
Occupancy Cost		160.00	
Office Supplies - 1		0.00	
Training - 1		0.00	
Travel - 1		0.00	
Roadeo/Conference - 1		0.00	
Total NMDOT Reimbursable Expenses:		<u>3,030.46</u>	
<b>NMTA Expenses:</b>			
Administrator - 2		536.09	
Employment Taxes - 2		160.32	
Postage - 2		50.96	
Cell Phone - 2		17.27	
Audit - 2		0.00	
Contract Services - 2		0.00	
Insurance - 2		0.00	
Office Supplies - 2		0.00	
Travel - 2		0.00	
Roadeo/Conference - 2		0.00	
National Roadeo Winners Sponsorship		5,000.00	Santa Ana Dep. Refund - NMDOT Reimbursement
NMTA Meetings		0.00	
Legislative Services		0.00	
Legislative Advocacy Plan		<u>0.00</u>	
Total NMTA Expenses:		5,764.64	

BUDGET TOTALS	ESTIMATED	YTD ACTUAL	DIFFERENCE
Membership Revenue	17,000.00	13,000.00	(4,000.00)
Conference/Roadeo Revenue	35,000.00	24,760.00	(10,240.00)
NMDOT Revenue	140,250.00	65,465.26	(74,784.74)
APTA Local Transit Coalition Grant	4,169.38	4,169.38	0.00
NMDOT Expenses	(140,250.00)	(65,465.26)	74,784.74
NMTA Expenses	(55,130.00)	(41,812.24)	13,317.76
Balance (Income minus Expenses)	1,039.38	117.14	(922.24)

BUDGET OVERVIEW



Bank Reconciled Balances:

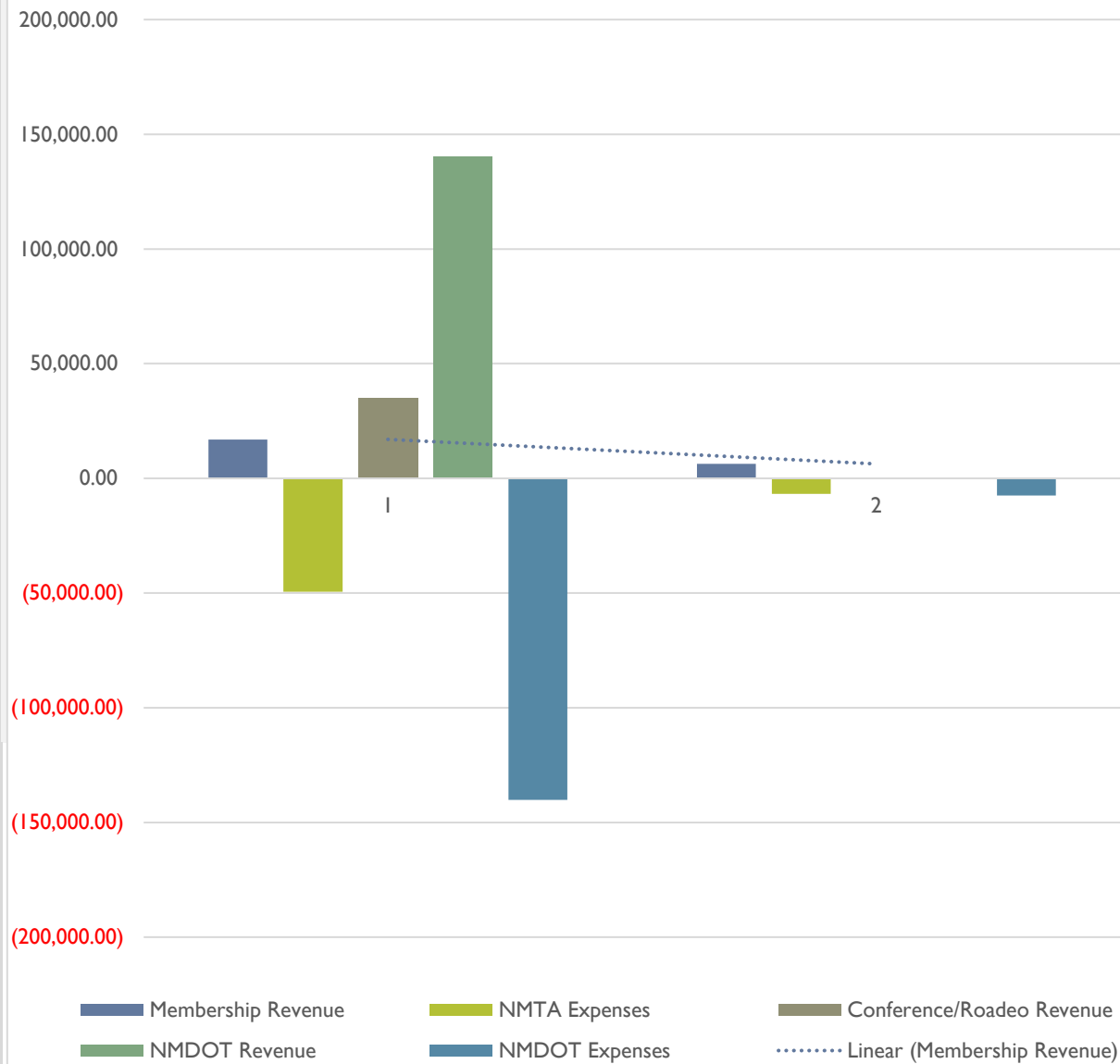
B of A Checking	\$17,921.32
B of A Savings	\$48,085.40
Combined total:	\$66,006.72

INCOME	ESTIMATED	YTD ACTUAL	DIFFERENCE	VARIANCE %
Membership Revenue	17,000.00	13,000.00	(4,000.00)	-23.53%
Conference/Roadeo Revenue	35,000.00	24,760.00	(10,240.00)	-29.26%
NMDOT Revenue	140,250.00	65,465.26	(74,784.74)	-53.32%
APTA Local Transit Coalition Grant	4,169.38	4,169.38	0.00	0.00%
Total	196,419.38	107,394.64	(89,024.74)	-45.32%

NMDOT OPERATING EXPENSES	Annual Budget	YTD ACTUAL	DIFFERENCE	VARIANCE %
Administrator	26,883.91	26,883.91	0.00	0.00%
Administrative Prof. Development	0.00	0.00	0.00	#DIV/0!
Employment Taxes	7,210.07	7,210.07	0.00	0.00%
Internet Subscription Service	0.00	0.00	0.00	#DIV/0!
Postage	203.84	203.84	0.00	0.00%
Cell Phone	1,429.48	1,429.48	0.00	0.00%
Audit	3,020.50	3,020.50	0.00	0.00%
Advertisement	0.00	0.00	0.00	#DIV/0!
Contract Services	2,846.79	2,846.79	0.00	0.00%
Dues and Subscriptions	2,931.45	2,931.45	0.00	0.00%
Equipment	0.00	0.00	0.00	#DIV/0!
Insurance	675.50	675.50	0.00	0.00%
Occupancy Costs	960.00	960.00	0.00	0.00%
Printing/Copying	0.00	0.00	0.00	#DIV/0!
Office Supplies	850.90	850.90	0.00	0.00%
Office Furniture	0.00	0.00	0.00	#DIV/0!
Travel	978.45	978.45	0.00	0.00%
Trainings	39,654.56	8,217.76	31,436.80	79.28%
Rodeo and Conference	52,604.55	9,256.61	43,347.94	82.40%
Total Operating	140,250.00	65,465.26	74,784.74	53.32%
NMTA OPERATING EXPENSES	Annual Budget	YTD ACTUAL	DIFFERENCE	VARIANCE %
Administrator - 2	7,280.00	6,721.02	558.98	7.68%
Employment Taxes - 2	2,000.00	1,802.54	197.46	9.87%
Postage - 2	50.00	50.96	-0.96	-1.92%
Cell Phone - 2	250.00	357.37	-107.37	-42.95%
Audit - 2	3,050.00	3,020.50	29.50	0.97%
Contract Services - 2	3,000.00	4,326.76	-1,326.76	-44.23%
Insurance - 2	900.00	675.50	224.50	24.94%
Office Supplies - 2	180.00	212.72	-32.72	-18.18%
Travel - 2	1,075.00	244.61	830.39	77.25%
NMTA Meetings/Retreat	1,800.00	385.95	1,414.05	78.56%
Rodeo & Conference	3,500.00	3,216.38	283.62	8.10%
National Rodeo Winners Sponsorshi	7,045.00		7,045.00	100.00%
Legislative Services	15,000.00	13,020.16	1,979.84	13.20%
Legislative Advocacy	10,000.00	7,777.77	2,222.23	22.22%
APTA Local Transit Coalition Grant	0.00	0.00	0.00	0.00%
Total Operating	55,130.00	41,812.24	13,317.76	24.16%

BUDGET TOTALS	ESTIMATED	YTD ACTUAL	DIFFERENCE
Membership Revenue	17,000.00	6,300.00	(10,700.00)
Conference/Roadeo Revenue	35,000.00	0.00	(35,000.00)
NMDOT Revenue	140,250.00	0.00	(140,250.00)
NMDOT Expenses	(140,250.00)	(7,480.39)	132,769.61
NMTA Expenses	(49,430.00)	(6,767.24)	42,662.76
Balance (Income minus Expenses)	2,570.00	(7,947.63)	(10,517.63)

## BUDGET OVERVIEW



### Bank Reconciled Balances:

B of A Checking	\$25,429.30
B of A Savings	\$48,086.22
Combined total:	\$73,515.52

INCOME	ESTIMATED	YTD ACTUAL	DIFFERENCE	VARIANCE %
Membership Revenue	17,000.00	6,300.00	(10,700.00)	-62.94%
Conference/Roadeo Revenue	35,000.00	0.00	(35,000.00)	-100.00%
NMDOT Revenue	140,250.00	0.00	(140,250.00)	-100.00%
Total	192,250.00	6,300.00	(185,950.00)	-96.72%

NMDOT OPERATING EXPENSES	Annual Budget	YTD ACTUAL	DIFFERENCE	VARIANCE %
Administrator	29,120.00	5,326.45	23,793.55	81.71%
Administrative Prof. Development	0.00	0.00	0.00	#DIV/0!
Employment Taxes	8,000.00	1,604.30	6,395.70	79.95%
Internet Subscription Service	0.00	0.00	0.00	#DIV/0!
Postage	200.00	0.00	200.00	100.00%
Cell Phone	1,000.00	138.14	861.86	86.19%
Audit	3,050.00	0.00	3,050.00	100.00%
Advertisement	0.00	0.00	0.00	#DIV/0!
Contract Services	3,000.00	0.00	3,000.00	100.00%
Dues and Subscriptions	1,500.00	171.50	1,328.50	88.57%
Equipment	0.00	0.00	0.00	#DIV/0!
Insurance	900.00	0.00	900.00	100.00%
Occupancy Costs	960.00	240.00	720.00	75.00%
Printing/Copying	2,550.00	0.00	2,550.00	100.00%
Office Supplies	720.00	0.00	720.00	100.00%
Office Furniture	0.00	0.00	0.00	#DIV/0!
Travel	4,300.00	0.00	4,300.00	100.00%
Trainings	36,000.00	0.00	36,000.00	100.00%
Roadeo and Conference	48,950.00	0.00	48,950.00	100.00%
<b>Total Operating</b>	<b>140,250.00</b>	<b>7,480.39</b>	<b>132,769.61</b>	<b>94.67%</b>

NMTA OPERATING EXPENSES	Annual Budget	YTD ACTUAL	DIFFERENCE	VARIANCE %
Administrator - 2	7,280.00	1,331.62	5,948.38	81.71%
Employment Taxes - 2	2,000.00	401.08	1,598.92	79.95%
Postage - 2	50.00	0.00	50.00	100.00%
Cell Phone - 2	250.00	34.54	215.46	86.18%
Audit - 2	3,050.00	0.00	3,050.00	100.00%
Contract Services - 2	3,000.00	0.00	3,000.00	100.00%
Insurance - 2	900.00	0.00	900.00	100.00%
Office Supplies - 2	180.00	0.00	180.00	100.00%
Travel - 2	1,075.00	0.00	1,075.00	100.00%
NMTA Meetings/Retreat	1,100.00	0.00	1,100.00	100.00%
Roadeo & Conference	3,500.00	0.00	3,500.00	100.00%
National Roadeo Winners Sponsorshi	7,045.00	5,000.00	2,045.00	29.03%
Legislative Services	12,000.00	0.00	12,000.00	100.00%
Legislative Advocacy	8,000.00	0.00	8,000.00	100.00%
<b>Total Operating</b>	<b>49,430.00</b>	<b>6,767.24</b>	<b>42,662.76</b>	<b>86.31%</b>

**FY 2021 Training Proposed Topics**

<b>Quarterly Training Suggested Topics</b>	<b>Suggested Trainer &amp; Sponsor</b>	<b>Descriptions</b>	<b>Notes</b>
Stress Management in Transit/De-escalation	Check with Kristen Joyner, SWTA, Ream?	Stress Management Techniques dealing with COVID	NMDOT 1st choice
Best/New Practices on Handling a Pandemic (Policies and Procedures for Transit Systems)	Check with Ream Lazaro and possibly Roberta Yegedis		NMDOT 2nd choice
Planning for the Next Catastrophe (Will this cover Fleet Management: Operational Covid Best Practices?)	Walt Diangson, SWTA	What is our new normal environment of COVID-19? What happened, lessons learned and steps transit professionals will need to take to meet the needs of our customers in planning and preparation for the next catastrophe, pandemic or disaster.	Verify with Walt if this will cover Fleet Management: Operational Covid Best Practices?
Virtual Expo on Cleaning Products and How To Use			Can Be Done Anytime
<b>Managers Conference/Training Suggested Topic(s)</b>	<b>Suggested Trainer &amp; Sponsor</b>	<b>Descriptions</b>	
Managers on the Move	Laura Putnam? (author of Workplace Wellness That Works)	How to decompress? (1 - 2 hours)	
Attracting and Retaining Employees	Patrick Ibarra?		
Diversity and Inclusion	Aida Berry ? (LA Metro and Latinos in Transit)		

Annual Conference Suggested Trainig Topic(s)			
Usage of BlackCat: step by step class on how to navigate and use specific pages/process - NMDOT Transit User Guide			2020 Conference Topic
National Incident Management System	FEMA		2020 Conference Topic
Transit Asset Management (TAM) Plan Review	Dan Wagner & Deborah Bach		2020 Conference Topic
5310 & 5311 Compliance Review	Dan Wagner		Standing Conference Training
Attracting and Retaining employees (incentive ideas being used)			
How will current ridership affect grant funding?			
Crisis Communications in the COVID Era	SWTA	What's new in communicating during these challenging times, which aspects of a good crisis communications plan remain key foundations of any response.	
Creating a Positive Transit Safety Culture	Ream Lazaro		
Employee Morale & Perceptions	SWTA (Annette Granillo with Atomic City assisted with presenting for this tranining.)	How can transit marking professionals take the lead addressing and improving morale amongst employees across their organizations?	
New Ways of Collecting Fares	SWTA	Hear about the types of technology available for electronic fare collection & payment. Factors to consider as your organization assesses and improves its fare collection options will be included	



How To Measure Success	SWTA/Carol Kochhar-Bryant, National Center for Mobility Management (NCMM)	The presentation demonstrates how to build a conceptual bridge from values to customer-focused measures to target customer-focused outcomes. This is not a 'how-to' for conducting performance measurement, but rather building a framework to determine what should be measured, and are these measures in the best interests of our customers?	
Emergency Preparedness, Response and Recovery	Ream Lazaro		This was held as a quarterly training in January 2020. Due to low attendance because of a snow storm it has been requested again.
Fleet Management: Operational COVID Best Practices		How has COVID affected the operational management of your fleet?	
Safety Culture			
Sanitization/decontamination			
How to Prepare for Pandemics			
Job Hazard Analysis			
RTAP training			
Info on Air Filtration System on Buses			
Post Pandemic Training (what to expect once the pandemic is over)			
Customer Services Update to accommodate our new normal?			

FIFTH AMENDMENT TO PROFESSIONAL  
SERVICES AGREEMENT BETWEEN  
THE NEW MEXICO TRANSIT ASSOCIATION

AND

J.D. BULLINGTON GOVERNMENT RELATIONS, LLC

The Professional Service Agreement dated, August 15, 2014 (The "Agreement") between New Mexico Transit Association ("NMTA") and J.D. Bullington Government Relations, LLC. (JDBGR) is hereby amended by mutual agreement of the parties as follows.

The Parties mutually agree to amend Article One (1) (a) reducing the compensation from \$1,800.00 per month (second amendment dated June 22, 2016, third amendment dated July 2, 2018) to \$1,300.00 per month including gross receipts tax, with a limit of \$9,100.00 for the term of this amendment.

Furthermore, the Parties mutually agree to extend the term and effective date. The new Effective Date is September 1, 2020 and the new Term Date in this agreement is March 30, 2021, unless terminated sooner, pursuant to Article Five (5) of the Professional Services agreement dated August 15, 2014. All other provisions in the August 15, 2014 Professional Services Agreement remain applicable.

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Joseph Hardin  
President, New Mexico Transit Association

Date: \_\_\_\_\_

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J.D. Bullington  
J.D. Bullington Government Relations, LLC

Date: \_\_\_\_\_

## **BY-LAWS**

### **NEW MEXICO TRANSIT ASSOCIATION**

#### **ARTICLE I. OFFICES**

The principal address of the New Mexico Transit Association (NMTA) in the State of New Mexico is PO Box 15272, Rio Rancho 87174. The Association may have offices, within the State of New Mexico, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of New Mexico a registered agent whose address is identical with such registered office, as required by the New Mexico Non-Profit Corporation Act. The registered address may be, but not need be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

#### **ARTICLE II. MEMBERS**

**SECTION 1. Qualifications.** Any person, firm, corporation, Indian tribal, pueblo, municipality or other governmental agency operating or providing, directly or indirectly, transportation services, or allied thereto, may become a member of this corporation. An individual may be eligible for more than one class of membership; however, an individual may be a member of only one class.

**SECTION 2. Classes of Members. Members shall be classified as follows:**

1. Regular members shall consist of a person(s) representing a public or private organization identified under "Categories of Members" in Section 9. Regular members in good standing (current on paid dues) shall have the privileges and services of this Association as prescribed from time to time by the Board of Directors and shall be entitled to vote. The publicly funded transit providers may be represented by more than one person, but shall be limited to one vote per grantee.
2. Associate members shall consist of people affiliated with those private or public organizations which have designated a representative to NMTA as an Associate Member; "Categories of Members" found in Section 9. Associate members shall not be entitled to vote or hold any office in the organization. Associate members in good standing (current on paid dues) can, however, serve on committees.
3. A parent organization who joins the NMTA as a member does not entitle each sub unit membership status. I.e. Area Agency on Aging as a member does not entitle sub grantees membership status.
4. The Board of Directors may create additional classes of membership by specifying the qualifications and rights (other than voting rights) of, and limitations upon, the members of such class.

SECTION 3. **Applicants.** Any qualified applicant may become a member, without vote of the Board of Directors or the membership, in form prescribed by the Secretary, and upon paying the first year's dues.

SECTION 4. **Voting Rights.** All members in good standing shall be eligible to vote on matters coming before the association. Each member has one vote, and a majority of votes cast by members present at any regular or special meeting shall be required to determine matters coming before the association, unless further requirements are imposed by these bylaws

SECTION 5. **Termination of Membership.** The Board of Directors, by affirmative vote of a majority of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

SECTION 6. **Resignation.** Any member may resign by submitting a letter of resignation to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 7. **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8. **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

#### SECTION 9. **Categories of Members**

The following are defined as Regular Members:

1. Regional Transit District (RTD)
2. New Mexico Department of Transportation
3. Public Transit
  - a. Rural Transit Programs (5311 Programs)
  - b. Enhanced Mobility for Seniors and Individuals with Disabilities (5310 Programs)
  - c. Tribal Agencies
  - d. Large Urban
  - e. Small Urban
4. State, County, Municipal Agency (non-transit), including Metropolitan Planning Organizations not affiliated with Regional Planning Organizations
5. Professional Consultant, Vendor, or Contractor

The following are defined as an Associate Member:

6. Area Agencies on Aging or similar types of Agencies

7. Educational Institution
8. Non-Profit /Individual/Small Business
9. Community Supporter: (Non Transit)
10. Exhibitor
11. Affiliate

### **ARTICLE III. MEMBERSHIP MEETINGS**

**SECTION 1. Annual Meeting.** An annual meeting shall be held at the same time as the annual New Mexico Transit Association Conference, at a time determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as decided by the board. If the election of Directors shall not be held on the day designated, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

**SECTION 2. Special Meetings.** The President, the Board of Directors, or not less than one-tenth of the members having voting rights may call special meetings.

**SECTION 3. Place of Meeting.** The annual meeting shall be held in the same city or general location as the annual transportation conference with the exact location determined by the Board of Directors. The Board of Directors may designate any place in the State of New Mexico, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of New Mexico; but if all of the members shall meet at any time and place, either within or without the State of New Mexico, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION 4. Notice of Meeting.** Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by fax, U.S. mail, or E-mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**SECTION 5. Informal Action by Members.** Any action required by law or deemed necessary to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the matter thereof.

**SECTION 6. Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

SECTION 7. **Manner of Acting.** A majority of the votes present at a meeting at which a quorum is reached shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 8. **Voting by Mail/Email.** Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail/ **Email** in such manner, as the Board of Directors shall determine.

#### ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors, and they need not be residents of the State of New Mexico, but must be members of the corporation.

SECTION 2. **Number, Tenure and Qualifications.** The Board of Directors shall be comprised of no more than (12) twelve voting members. Directors must be members in good standing of the Association, and conduct Business within the State of New Mexico. Three directors shall be representatives of federally classified transit programs; one representing a Section 5311 (rural) program, one representing a Section 5310 (elderly & disabled) program, one representing a Section 5307 (urban) program, one representing regional transit districts, one representing professional members, one representing a Tribal Transit Program, one from a Municipal/County/State Senior Affairs Program, one from a Non-Emergency Medical Transportation Company, one representing business member, The remaining three directors shall be at-large members.

No more than one director can be from the same member agency or business. Directors are elected for three-year consecutive terms expiring three years after the date they were first elected. In addition to the twelve official directors, a representative from the New Mexico Department of Transportation is reserved an ex officio position on the board, this representative does not have any voting powers or rights therein.

SECTION 3. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, at the same place as the annual meeting of members. The Board of Directors may, by mutual agreement set, the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings of the Board without other notice. Board members are encouraged to attend meetings in person. If unable to attend in person, they may attend telephonically. It is the Board member's responsibility to notify the President or the Administrative Coordinator, of their absence from a scheduled meeting. Board member attendance problems will be governed by NMTA Board Policy.

SECTION 4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place in the State of New Mexico, as the place for holding any special meeting of the Board called by them.

SECTION 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by email, mail, or facsimile transmission to each Director at the address as shown by the records of the corporation. If mailed, such

notice shall be deemed to be delivered two days following being deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed delivered when transmission is confirmed, either by phone or otherwise. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**SECTION 6. Quorum.** A majority of the current board of directors either present or by phone shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**SECTION 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**SECTION 8. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase of the number of directors, death, resignation, removal, disqualification, or otherwise may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**SECTION 9. Compensation.** Directors shall not receive any stated salaries or compensation for their services.'

**SECTION 10. Informal Action by Directors.** Any action required by law or deemed necessary to be taken at a meeting of directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**SECTION 11. Telephonic Meetings.** Directors may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting. As in all meetings of the Board, detailed minutes must be transcribed and delivered to Board members for review before the next scheduled Board meeting.

## **ARTICLE V. OFFICERS**

**SECTION 1. Officers.** The officers of the corporation shall be a President, one Vice President who would be next in line for the position of President (if the position is vacant), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**SECTION 2. Election and Term of Office.** The officers of the corporation shall be elected annually by

the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

**SECTION 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by a 2/3 majority vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6. Vice President.** In the absence of the President or in event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors who would be next in line for the position of President (if the position is vacant)

**SECTION 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and be responsible for all funds and securities of the corporation. He/she shall approve the monthly and annual financial statements, he/she shall review the annual roadeo and conference budget. He/she shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**SECTION 8. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**SECTION 9. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such



sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE VI. COMMITTEES

**SECTION 1. Committees of Directors.** For the purpose of defining a “committee”, any and all committee (s) shall act only in an advisory capacity to the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings there for; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**SECTION 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**SECTION 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

**SECTION 4. Chairmen.** The person or persons authorized to appoint the committee members thereof shall appoint one member of each committee as the chair.

**SECTION 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designated a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. **Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer or by the President in the absence of the Treasurer or by the Vice President of the corporation in the absence of the Treasurer and President.

Section 3. **NMTA Administrative Coordinator.** The NMTA Administrative Coordinator is authorized to receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as approved by the Board. The NMTA Administrative Coordinator, shall be able to utilize the NMTA debit card for daily routine business expenses in an amount not to exceed \$750, however this amount may be exceeded if necessary with the emailed or written permission from the Treasurer and in the absence of the Treasurer the President.

SECTION 4. **Deposits.** All funds of the corporation shall be deposited by the Administrative Coordinator or the Treasurer from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 5. **Gifts.** The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office and in a virtual site available by permission of the board of directors a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

## ARTICLE IX. THE FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of the following year.

## ARTICLE X. DUES

SECTION 1. **Annual Dues.** The Board of Directors may determine from time to time the amount of the membership fees, if any, and annual dues payable to the corporation by members of each class through the adoption of a Board Resolution setting such annual dues.

SECTION 2. **Payment of Dues.** Annual dues shall be payable before the first day of July in each fiscal year. Dues may be pro-rated for partial year memberships.

SECTION 3. **Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of twelve (12) months from the beginning of the fiscal year or period for which such dues became payable, the membership may thereupon be terminated by the Board of Directors in the manner provide in Article III of these by-laws.

## ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Non- Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least two days' written notice is given of intention to alter, amend, repeal, or to adopt new by-laws at such meeting.

### NMTA Definitions of Board Position Categories

**5310 Board Position:** Open to any employee of a 5310 Federally Classified Agency

**5311 Board Position:** Open to any employee of a 5311 Federally Classified Agency

**5307 Board Position:** Open to any employee of a 5307 Federally Classified Agency

**Regional Transit District Position:** Open to any employee of a recognized Regional Transit District or RTD

**Professional Member Position:** Open to any Employee of a Business that connects people to, offers alternative, and/or Creates positive awareness to Public Transportation not limited to Vendors of or on behalf of Public Transportation.

**Tribal Transit Board Position:** Open to any TTP (Tribal Transit Program) subgrantee employee or volunteer that belongs to any Federally Recognized Tribe who operates a fixed or demand response transit agency.

**Senior Affairs Board Position:** Open to any employee or volunteer of a State, county, city, village, or tribal Senior Citizens Center to include Area of Ageing Centers and Elder Centers.

**Non-Emergency Medical Transportation Board Position:** Open to any employee or volunteer of a For-Profit, Non-Profit, Or Government operated Non-Emergency Transportation Service Provider.

**Business Member:** Open to any employee of a For-Profit, Non-Profit, Business that provides Parts, Sales, or Service to Transportation Providers.

**At Large Board Member:** Open to any employee or volunteer of any category listed as an Official Board position.