

## Utah Transit Riders Union Bylaws

Adopted August 19, 2014

Amended January 8, 2023

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### Mission

Utah Transit Riders Union advocates for transit users statewide. We strive to make transit reliable, accessible, comfortable, efficient, and affordable for all—and to foster a transit-affirming culture.

UTRU welcomes people of all ages and from all social, cultural, and economic backgrounds who use public transit out of necessity, convenience, or for the common good. Together, we advocate for the best transit system — for today and for the future.

### Principles

Utah Transit Riders Union recognizes that change is best effected by concerted effort and that concerted effort is obtained through principled choices. Choosing to invest effort in backing one proposal frequently necessitates bypassing others. A principled approach to prioritizing competing interests assures that our voice is unified and our efforts are multiplied.

The following Principles are the platform by which UTRU’s direction is guided. UTRU will attempt to focus the energies of the Union upon efforts that best represent its Principles. As is the case with all platforms it is a living document that can be amended as outlined in our bylaws.

We recognize that there are issues beyond the ones listed below — such as environmental stewardship and social justice — that dovetail with our overall mission, but are being adequately addressed by other organizations. To the extent practicable, we’ll work with such organizations as we further our shared goals.

Affordable transit systems understand their roles as community infrastructure. Transit isn’t an amenity, it’s a necessity.

#### **Affordable transit:**

- Is demonstrably less expensive than private vehicle use.
- Becomes less expensive for frequent users.
- Recognizes that low-income individuals frequently make shorter transit trips and uses fare policies such as distance-based fares to make transit more affordable and equitable.
- Advocates for low-income and disadvantaged users.

- Makes customer service available beyond the 9am-5pm/Monday-Friday/English-only box.

Accessible transit systems actively serve the needs of minority or disadvantaged communities who, in turn, become fundamental to the system's long term strategic and financial health. When accessibility is a priority, all transit users are better served.

### **Accessible transit:**

- remembers that nearly all transit trips start or end with a walk or bike trip, and therefore pursues projects and policy initiatives that foster bike and pedestrian movement.
- embraces our youngest and oldest riders through acts of deliberate accommodation — mindful of the needs their caregivers.
- deploys best practices with regards to technology and personnel training to alleviate common difficulties for those with disabilities.
- trains transit users on best practices to encourage compliance and supportive behavior.
- seeks out and serves minority and disadvantaged communities in ways that recognize that such communities are often under-represented in the traditional public input process
- is aggressive in making information (including routing, scheduling, and system/policy changes) available to current and potential riders through a variety of media and in a way that treats point-of-use information sharing as a minimum standard—this includes making all data easily and freely available to third parties, in compliance with current best practices

A transit-affirming culture legitimizes transit and reinforces the dignity of the transit rider. In so doing, it greatly increases transit use and inoculates riders against the occasional inconveniences they bare. Put another way, transit affirmation grows and empowers a loyal user base.

### **Transit Affirmation:**

- Avoids transit-shaming language and imagery in all of its communications.
- Uses architecture, design, and lighting to: inspire, delight, ennoble, and foster a feeling of comfort and safety.
- Builds transit amenities to last—and removes unused amenities quickly.
- Prioritizes education and way finding, ensuring that prospective and current riders have the knowledge needed to use and recommend transit with confidence.
- Plans, funds, and executes with the first and last mile in view.
- Prioritizes riders who have few or no other transit options.

- Recognizes the inherent dignity of all transit users.

Efficient transit systems are able to accomplish more with limited resources. This includes not only serving more riders but serving them better. Efficient transit systems honor their host communities by being resource aware and resource wise.

### **Efficient transit:**

- Understands that maintaining assets in a state of good repair is always more cost effective than replacement of those assets.
- Prioritizes keeping current ridership and increasing the frequency of their transit use over trying to attract new riders.
- Prioritizes incremental improvements to transit facilities and services over investments in locations where transit demand has not been demonstrated and supporting development is only planned or proposed.
- Encourages complete streets policies at all levels of government.
- Requires that new major transit investments are predicated upon high demonstrated rider demand or high forecasts of near-term increases to regional transit ridership.
- Avoids new major transit investments that have high forecasts for "drive to transit" (as a short drive-to-transit can be nearly as bad for air quality as a longer drive to the final destination).
- Advocates for holistic and inter-local approaches to corridor preservation.
- Maintains low administrative overhead.

Comfortable transit systems encourage widespread adoption by the community, resulting in increased ridership and more political capital. Comfortable transit systems achieve these goals by reinforcing the dignity and safety of the rider.

### **Comfortable transit:**

- Adopts system-wide minimum standards for passenger waiting amenities (for example, eliminating puddle stops).
- Provides high-frequency and high use bus routes with amenities similar to those associated with rail.
- Improves access to stops for people with disabilities.
- Tracks and reduces standing loads—especially on buses.

- Prioritizes fleet and amenity maintenance.
- Uses language, marketing materials, and design standards to advance a transit-affirming culture.
- Curbs anti-social and criminal behavior on transit and at/near transit stops.

Reliable transit systems allow people to make life-changing decisions about where and how to live—confident that their decisions will remain valid over the long term. Reliable transit systems also re-enfranchise disadvantaged persons by offering them a way to be vibrant members of their immediate and extended communities.

**Reliable transit:**

- is consistent in transit routing.
- continues to operate at or above current service levels.
- avoids excess modifications to routing and scheduling.
- features high-frequency transit corridors with 24/7 service—including Sundays and holidays.
- uses transit signal priority to ensure the best chances of riders arriving at their final destinations on time.

**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Utah Transit Riders Union.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

Utah Transit Riders Union advocates for transit users, statewide. We strive to make transit reliable, accessible, comfortable, efficient, and affordable for all.

UTRU welcomes people from all social, cultural, and economic backgrounds who use public transit out of necessity, convenience, or for the common good. Together, we advocate for the best transit system — for today and for the future.



The specific objectives and purpose of this organization shall be found in the Vision, Mission and Principles document adopted by the Board of Directors on June 7th, 2014 and as amended by 2/3 vote of the membership.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current resident of the state of Utah that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Board of Directors.

### **Section 2. Annual Dues**

The amount required for annual dues shall be based on a sliding income schedule adopted by the Board of Directors each year. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Rights of Members**

Each member shall be eligible to appoint one voting representative to cast the member's vote at any meeting of members. Members shall have the right to present resolutions at any membership meeting.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a 2/3 majority vote of the membership.

### **Section 5. Non-voting Membership**

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held quarterly, at a time and place designated by the Executive Committee.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the executive committee. At the annual meeting the members shall elect Directors, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting, however, no less than two members may call a special meeting.

### **Section 4 Notice of Meetings**

Notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting. Members without email addresses will be notified by regular mail or text message.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership, but no fewer than five active members. Active members shall be defined as members in good standing.

### **Section 6. Voting**

All issues to be voted on shall be decided by a 2/3 majority of those present at the meeting in which the vote takes place. Directors shall be elected by majority vote of the membership.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the Corporation. The Board of Directors shall elect a Director as Chair who shall conduct meetings of the Board.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be no less than five (5) and no more than nine (9), and shall include the following officers: the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer.

Each nominee for Director shall be a member of the Corporation whose membership dues are paid in full by September 30 no later than thirty (30) days prior of the upcoming election. Each nominee for Director shall notify the Secretary no later than thirty (30) days prior of the upcoming election of their intent to be a nominee for office. Nominations from the floor can be

made at the annual membership meeting as long as the member is in good standing.

Each Director shall hold office for a two year term beginning November 1<sup>st</sup>. A Director may not hold office for more than two consecutive terms and may not be elected or appointed more than four times. Each Director shall attend at least nine (9) regular meetings of the Board per year. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each Director shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Director, and received by the Corporation. No contribution credit shall be given for in-kind donations. This contribution shall be prorated for any Director who is installed after November 1<sup>st</sup>. This requirement may be waived by a 2/3 vote of the Board based on individual financial circumstances.

The Permanent Member shall make initial appointments of Directors, four of which will serve through October 31<sup>st</sup> 2014, and three of which will serve through October 31<sup>st</sup> 2015. Three Directors will be elected in even years and four Directors will be elected in odd years.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of November of each calendar year and at a location designated by the previous Executive Committee. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or Chair, or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, 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 (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. 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 meeting of the Board of Directors 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**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of 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 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

## **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and



the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board, with the exception of the Permanent Member. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Robert's Rules of Order shall be used during all meetings.

### **Section 14. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

### **Section 15. Permanent Member**

Christopher Stout, as Co-Founder and Incorporator of the Corporation shall be a Permanent Member of the Board of Directors and Advisory Council. The Permanent Member shall have the authority to appoint one member to the Board of Directors. This appointment shall serve until October 31<sup>st</sup> of each year, with no limit to terms and the appointment shall not count towards term limits in Section 2 of this Article.

Section 7 and Section 14 of this Article does not apply to the Permanent Member or his appointment, and Section 15 of this Article may not be amended. The Permanent Member has

the sole authority to remove the appointment for any reason, with or without cause. The Permanent Member may not vote if membership dues have not been paid.

Upon death or resignation from the Board of Directors of the Permanent Member, the positions of Permanent Member and appointment will become vacant and regular positions to be filled according to Section 8 of this Article. The term for the replacement for the Permanent Member shall expire next October 31st with the replacement for the appointment expiring a year after that.

### **Section 16. Tie Votes**

In the event of a tie vote among the Board of Directors, the topic being discussed will be considered to have failed.

## **ARTICLE VI. OFFICERS**

The officers of the Corporation shall be chosen from the Directors at the annual Board of Directors meeting and shall consist of the President, the First Vice-President, The Second Vice-President, Secretary and Treasurer.

### **Section 1. President**

The President shall:

1. Preside at all meetings of the membership.
2. Preside at all meetings of the Executive Committee
3. Have general and active management of the business of this Advisory Council.
4. See that all resolutions of the membership are brought to the Board of Directors and Advisory Council.
5. Have general supervision and direction of all other officers of this Corporation and see that their duties are properly performed.
6. Shall submit a report of the operations of the corporation for the fiscal year to the Advisory Council and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this corporation.
7. Be an Ex-officio member of all committees or local chapters.

### **Section 2. First and Second Vice-President**

The First and Second Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

### **Section 3. Secretary**

The Secretary shall:

1. Attend all meetings of the Executive Committee, Board of Directors, Advisory Council and membership, or if unable to attend, shall appoint a member to attend and perform the duties of the Secretary.
2. Record all votes and minutes of all proceedings.
3. Certify the standing of all nominees.
4. Perform all official correspondence from the Advisory Council as may be prescribed by the Advisory Council or the President.

#### **Section 4. Treasurer**

The Treasurer shall:

1. Chair the Finance Committee.
2. Maintain the corporation bank accounts and with the President, shall be a signatory on said accounts.
3. Ensure that membership dues are properly assessed and collected.
4. Present a complete and accurate report of the finances at each meeting of the members, or at any other time upon request of the Advisory Council or Board of Directors.
5. Assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.

#### **Section 5. Election of Officers**

Officers will be nominated and elected at during the first meeting following general elections. Officers shall serve until until the first meeting following general elections of the subsequent year. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for three (3) terms only. The Permanent Member shall appoint the initial Executive Committee and this term will not count towards succession.

#### **Section 6. Removal of Officers**

Any officer may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors and Advisory Council, if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors and Advisory Council must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

#### **Section 7. Vacancies**

Upon a vacancy to the office of President, the First Vice-President shall succeed. Upon a vacancy to the office of First Vice-President, the Second-Vice President shall succeed.

Vacancies to the Board of Directors will be filled prior to filling vacancies of Officers.

Vacancies to the office of Second Vice-President, Secretary or Treasurer shall be appointed by a majority vote of the Board of Directors within ten (10) days.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation and Local Chapters**

The Board of Directors may create committees as needed. The Board of Directors may create local chapters that shall focus on needs as directed by the Vision, Mission and Principles document.

### **Section 2. Executive Committee**

The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of directors, and is subject to the direction and control of the full board.

### **Section 3. Finance Committee**

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall end September 30th. An annual report is required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## **ARTICLE VIII. CORPORATE STAFF**

### **Section 1: Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such

removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the members, Executive Committee, Board of Directors, and Advisory Council.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws with six votes (2/3 vote) at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF BYLAWS**

The undersigned, an incorporator of this corporation, consents to, and hereby does, adopt the foregoing Bylaws, consisting of the nine preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED on this 19th day of August, 2014.

/s/ \_\_\_\_\_  
Christopher Stout

Incorporator and Co-founder – Utah Transit Riders Union

