

**WISCONSIN ASSOCIATION OF MOBILITY MANAGERS, INC.
BYLAWS**

The name of this Association shall be the Wisconsin Association of Mobility Managers, Inc., and shall be referred to in this document as WAMM or the Association. WAMM is incorporated as a Wisconsin nonstock corporation, which is recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE I
PURPOSE**

The purpose of WAMM is to lead in coordinated mobility solutions and to support the systems and professionals working in the field. WAMM's mission is to provide opportunities for professional growth through education and networking events, ongoing support, and peer-to-peer and resource sharing.

**ARTICLE II
MEMBERSHIP AND DUES**

2.1. Members. The Association has three levels of membership: full membership, retired membership, and public/private organization membership. The membership of the Association shall be composed of those individuals and groups who meet the qualifications of 2.2, agree to support the purposes of WAMM, and meet other criteria that the Board of Directors may designate from time to time.

2.2. Eligibility. Any mobility manager or group that renders service to transit transportation and related agencies is eligible for membership in the Association. An eligible individual or group may become a Member by requesting membership and paying membership fees consistent with these Bylaws. The Board shall have the power to designate additional requirements for membership.

2.3. Dues Assessment.

(a) Dues for Full Members and Public/Private Organization Members shall be determined annually by the Board. Additional dues may be assessed by the Board of Directors to cover additional costs related to specific activities that are undertaken by the Association throughout the year.

(b) Dues are payable upon receipt of the dues statement.

(c) Dues are not pro-rated.

(d) Dues paid by new members only in the fourth quarter of the year shall be effective for the remainder of the current year and the full following calendar year.

2.4. Rights of Members.

(a) Full Members. Full Members are comprised of mobility managers and other personnel involved in the operation, planning and support of transportation systems. Each Full Member is entitled to one vote. A Full Member's right to vote and to hold a position on the Board shall cease upon lapse of membership for failure to pay dues by May 1 of each fiscal year or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats. Full Members may serve on committees and be involved with planning and helping with the activities of the Association.

(b) Public/Private Organization Members. Public/Private Organization Members are comprised of public/private transportation providers, non-profit agencies, and/or vendors/groups that render services to any transportation agency. Public/Private Organization Members are entitled to one representative or one vote per organization and may hold a position on the Board. Public/Private Organization Members may serve on committees and be involved with planning and helping with the activities of the Association.

(c) Retired Members. Retired Members are comprised of individuals who have retired from formerly held positions of mobility managers and other personnel involved in the operation, planning and support of transportation systems who wish to continue their membership on a personal basis. Each Retired Member is entitled to one vote. A Retired Member's right to vote shall cease upon lapse of membership for failure to pay dues or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats. Retired Members are eligible to hold a position on the Board of Directors. Retired Members may serve on committees and be involved with planning and helping with the activities of the Association.

ARTICLE III MEETINGS OF MEMBERS

3.1. Annual Meeting. The Association shall hold an Annual Meeting of Members during the first or second quarter of the calendar year at a place to be fixed by the Board of Directors. The agenda for the Annual Meeting of Members shall include but not be limited to the following:

- Determination of overall program plans and priorities for the following year;
- Report of training and educational events;
- Report from committees;
- Amendment of bylaws, if any;
- Election of directors, as appropriate.

3.2. Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or the request of at least twenty percent (20%) of the Full Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

3.3. Attendance and Voting. Attendance at the Annual Meetings and any Special Meeting is open to all Members, Full and Corporate. Each Full Member has one vote on any matter submitted to the Members. All matters submitted to the Members are determined by a majority vote of those Full Members present and voting.

3.4. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy or alternative format as approved by the board of directors of Full Members who have at least twenty-five (25%) percent of the total voting power of the Full Members constitutes a quorum at all meetings of the Members.

3.5. Proxies. At all meetings of Members, each Full Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary within the guidelines set by the board of directors before the appointed time of each meeting.

3.6. Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in an electronic minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

3.7. Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by Full Members holding at least two-thirds of the voting power of the Association. Any such consent signed by two-thirds of the Full Members has the same effect as a two thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

3.8. Notice of Meetings.

(a) The Secretary shall mail or email to each Member a notice of each Annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.

(b) Notice of a member meeting shall be given not less than five (5) days, nor more than thirty (30) days, before the date scheduled for the meeting referred to in the notice.

(c) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Association Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Association, 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 IV BOARD OF DIRECTORS

4.1. General Powers. The management, control and operation of the affairs and properties of this Association are vested in the Board of Directors of the Association, which shall be called the Board. The Board is responsible for planning, coordinating, communicating and managing all Association activities.

4.2. Number of and Criteria for Directors. The Board shall consist of no fewer than five (5) and no more than twelve (12) persons who shall be elected pursuant to Article 4.4 (the "Directors"). Only Full Members are eligible to become Directors. Directors shall be sought who bring different expertise and perspective to the Board. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Members.

4.3. Term. Directors shall be elected for two-year terms. There is no limit for successive terms of office. Director terms shall expire at the Annual Meeting of Directors, in conformance with Article 4.4. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the Board to fill the unexpired term. At no time will the number of Directors be fewer than three.

4.4. Nominations and Election. Recommendations for directors may be submitted by Members, incumbent directors, or any other interested persons, unless otherwise determined by the Board. The slate of directors shall be presented to the Members at least 10 days in advance of the Association's Annual Meeting of Members. Full Members shall elect the Board of Directors from this slate of nominees.

4.5. Annual Meeting. The Association shall hold an Annual Meeting of Directors after the Annual Meeting of Members, at a time and place to be fixed by the Board of Directors. The agenda for the Annual Meeting of Directors shall include but not be limited to the following:

- Election of officers;
- Appointment of Legislative & Advocacy Chair
- Determination of general and fiscal programs and all other policies of the Association;
- Approval of the Treasurer's annual report;
- Establishment of the next fiscal year's annual dues.

4.6. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and at such place as the President may designate. Special meetings of the Board may be called by the President, or by at least two Directors of the Association at such time and place as the Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are

present, those Directors present may adjourn the meeting from time to time without further notice.

4.8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.9. Informal Action. In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be agreed to in writing by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent agreed to in writing by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

4.10. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Association in another capacity.

4.11. Meetings by Electronic Means of Communication. Members of the Board of Directors or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.12. Notice. Meetings must be preceded by at least forty-eight hours' notice to each Director, or seventy-two hours' notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by E-mail.

4.13. Conflict of Interest. The Board shall adopt and abide by a Conflict of Interest Policy.

4.14. Action by Written Ballot. An action that may be taken on a regular, annual or special meeting of the Board may be taken by written ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

ARTICLE V OFFICERS

5.1. Officers. The officers of the Association are a President, a Vice-President, a Secretary, and a Treasurer of the Association (the “Officers”). Officers must be Directors.

5.2. Election. Positions of President, Vice-President, Secretary, and Treasurer shall be elected positions filled by vote by the Board at the Annual Meeting. A majority vote wins for each position. A Director shall not be eligible to vote for himself or herself.

5.3. Term of Office. Officers shall be elected for two-year terms, president, and vice president elected on alternating years with president elected in even years. The terms shall be staggered such that no more than two officer terms expire each year. Officers shall serve until their successors are elected.

5.4. Removal. Any Officer of the Association may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors.

5.5. President. The President will preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Association. The President may sign with the Secretary or other proper officer of the Association authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President will help prepare the Vice President for position of President.

5.6. Vice-President. The Vice-President will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections. The Vice-President will serve with presumption of progression to President.

5.7. Secretary. The Secretary will sign documents of the Association from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings 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 Bylaws, or as required by law; and be custodian of the corporate records. The Secretary shall provide a copy of the minutes to each Board member following a Board meeting and to the general membership after the Annual Meeting of Members. The Secretary shall keep a record of past and current Officers, Board members, committee members, and the general membership.

5.8. Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Association which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Treasurer shall provide to the Secretary a list of Members who have paid annual dues at least 12 days in advance of the Annual Meeting of Members.

5.9 Past President. The past President becomes an advisor of the Board of Directors. They will have the right to general membership voting. They will not retain Board of Director voting rights.

ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

The Association may have an Executive Committee and such other committees as determined by the Board. If the Executive Committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. The Executive Committee shall have and may exercise, in the event that Board action must be taken without adequate time for notification and decision making by the full board, all of the powers of the Board in the management of the affairs of the Association, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many Members or volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board. The Chair of the Legislative and Advocacy Committee will be appointed by the Board at the annual meeting and must be a member of the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

7.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, will be signed by such officer or officers, agent or agents of the Association and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or a Vice-President of the Association.

7.3. Deposits. All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

7.5. Books and Accounts. The Association will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Association will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE VIII INDEMNIFICATION

The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify any employee who is not a Director or officer of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association is the calendar year.

ARTICLE X OFFICES

The Association shall have and continuously maintain in this state, a registered office and

registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE XI AMENDMENTS

11.1. By Directors. The Board of Directors may recommend amendments to these Bylaws for Member action per section 11.2, upon the vote of two-thirds (2/3) of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

11.2. By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Members present at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

ARTICLE XII DISSOLUTION

This Association shall be dissolved upon the affirmative vote of two-thirds (2/3) of all Full Members of the Association. The assets shall be distributed consistent with the Association's Articles of Incorporation.

In the event of the dissolution of the organization, the assets shall be distributed to comparable organizations in accordance with governmental regulations and as determined by the membership of the organization at a special meeting.

Adopted this 16th day of April, 2013.

Printed Name: Jeff Segebrecht
Officer Title: Treasurer

Article V amended at all member meeting on 3/27/2024.