

Bylaws for Taxi Driver's Association of Austin

ARTICLE I

These bylaws constitute the code of rules adopted by **Taxi Driver's Association of Austin** for the regulation and management of its affairs.

ARTICLE II

Purpose

The purpose and mission of the Taxi Driver's Association of Austin is to improve the welfare of Austin taxi drivers, educate the public about issues of concern to workers, and coordinate with others to ensure just working conditions.

ARTICLE III

Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directors (1) must be residents of the Greater Austin Area, (2) must be 25 years of age or older, (3) cannot have a criminal record of a felony, (4) must have been a dues paying member for at least one year unless otherwise selected by a majority of the Board of Directors, (5) cannot be a member of management or owner of any cab company, unless the company is formed as a worker-owned cooperative, and (6) must have held a hack license and driven a cab in Austin at one time. However, the Board of Directors can waive any/all of these requirements with a two-thirds vote. Directorships shall not be denied to any person on the basis of race, creed, gender, sexual orientation, religion, or national origin.

(3) Number of Directors

The Board of Directors will consist of up to 15 Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors.

(4) Term of Directors

The term of office for the Board of Directors will be two years. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

(5) Election of Directors

Elections for Directors shall be held every year by written ballot of members, with the seats up for election being staggered. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. If a Director misses three meetings in a row without an approved excuse, the Director has resigned and no further action is needed.

(7) Removal

Any Director may be removed for conduct detrimental to the organization by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV

Committees

(1) Executive Committee

The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Standing Committees

The Corporation may have standing committees that shall assist the Board of Directors in carrying out the management of the Corporation: Ground Transportation Staging Area Working Group, Organizing Committee, and Communications Committee. The Board of Directors shall appoint the members of each committee. Each standing committee shall have at least one Director as a member. Employees of the Corporation and members of the community may also be appointed to serve as committee members. The term of office of a committee member will be one year. A committee member may be removed by a majority vote by the Board of Directors; any vacancy will be filled at the Board's discretion. Committees shall review the activities of the Corporation in the Committee's respective areas and make recommendations to the Board of Directors for the Board's final approval. Standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

(3) Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V

Code of Ethics and Conflicts of Interest

(1) Code of Ethics

It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Executive Committee and Board. To accomplish this end, all Board members shall conduct themselves at all times in the best interest of the Corporation. In this regard, each Board member shall abide by the following "Code of Ethics" which shall serve as a general guide.

(2) Conflicts of Interest

- (a) Financial interests. Each director, officer, and committee member shall fully disclose all financial interests involving themselves or one of their family members in regard to any matter that is presented to the board or a committee for a vote and shall abstain from voting on such matters. “Financial interests” include, but are not limited to, current and potential ownership, investment interests, or compensation arrangements with any entity with which the corporation has a transaction or arrangement.
- (b) Family relationships. The term “family member” as used herein includes: parents, in-laws, children, siblings, spouses, aunts, uncles, nieces, and nephews.
- (c) Duty to disclose. In connection with the actual or potential conflict of interest, an interested person must disclose the existence of his financial interest and all material facts to the Board of Directors.
- (d) If a conflict of interests exists, and if a more advantageous transaction or arrangement is not reasonably attainable, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation’s best interest and whether the transaction is fair and reasonable to the corporation.
- (e) Violations of the conflict of interest policy. If, after hearing the response of a person deemed to have failed to disclose actual or possible conflicts of interest, and making such further investigation, and if the board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (f) Recordings and Proceedings. The minutes of the board and committees with board-delegated powers shall contain the names of the persons who disclosed or were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any actions taken to determine if a conflict of interest existed, the board’s decision as to whether a conflict of interest in fact existed; the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection therewith.

(3) Gifts

Directors and employees of the corporation may not receive a gift, or a series of gifts, valued at more than \$25 from contractors or businesses who have performed services for the corporation within the past 12 months without prior approval of a majority vote of disinterested directors. Directors and employees of the corporation shall also gain approval by majority vote of disinterested directors to personally employ contractors and businesses that have performed services for the corporation within the past 12 months.

(4) Additional provisions

- (a) Directors shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession. No director shall use confidential information gained by reason of being a member of the board of directors for personal gain or to the detriment of the corporation.
- (b) Except for voting at properly called meetings of the board of directors, board members shall refrain from entering into the direct day-to-day administration of the corporation unless they are doing so upon express authority given to them by resolution of the board of directors.
- (c) The executive committee shall be charged with the responsibility of reviewing any allegations of directors violating this Code of Ethics or acting in any way which is detrimental to the success of the corporation and make recommendations to the full board for final action.

ARTICLE VI

Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at the corporation's registered office or at any other place that the President may designate.

(2) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held monthly, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors.

(3) Notice of Board Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voicemail), facsimile, or e-mail no less than 2 days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 2 days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 10-day written notice by mail or facsimile shall be required specifying the proposed amendment.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Voting and Proxy

When it is necessary to vote on any matter before the Board, directors shall be present in person to vote, provided that with reasonable notice to the Board President, a director may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting is not permitted.

(7) Attendance

With reasonable notice to the President, directors may attend any meeting by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. Electronic participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(8) Open Meetings

Meetings shall be open to the general membership, except when personnel, real estate, or litigation matters are being discussed.

(9) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Business Organizations Code, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing or by email, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE VII

Officers

(1) Roster of Officers

The Corporation shall have a President, Vice President, Treasurer, and Secretary. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

(2) Election and Removal of Officers

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election and removal of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) President

- * The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given her by the Board of Directors.
- * The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall set the agenda for each meeting of the Board of Directors, preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

(5) Vice President

- * The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- * The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
- * The Vice President shall perform the functions of the Secretary in the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary.

(6) Treasurer

- * The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render monthly reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such as may be required by law, by the Certificate of Formation, or by these bylaws.
- * The Treasurer may give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation--in the case of his or her death, resignation, retirement, or removal from office--all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors.

- * The Treasurer's signature and one other director shall be the authorized signatures for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement. The afore mentioned accounts shall have three directors as signatories on the account, and shall require two signatures on all financial transactions involving these accounts.
- * The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the TDAA during regular business hours for inspection and copying.

(7) Secretary

- * The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- * The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- * The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.
- * The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- * The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- * The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

ARTICLE VIII
Members

(1) Eligibility

By invitation, any Austin area cab driver who drives for a cab company licensed through the city of Austin, or former cab driver who has driven in the city of Austin, and who has paid current dues is eligible for membership in the Taxi Driver's Association of Austin if approved by the secretary.

(2) Rights of Members

Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at the Annual meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation,

sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation and bylaws. Members shall have the right to attend regular meetings of the Board of Directors.

(3) How the Membership can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation and bylaws. The attendance of 51% of members shall constitute a quorum for the conduct of business at the Annual Meeting.

(4) Annual Membership Meeting

The Membership shall meet at least once a year at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the members. Regular Meetings shall take place at the corporation's registered office or at any other place that the President may designate.

(5) Notice of Regular Meetings

Written notice of the Regular Meeting shall be given no less than 3 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by email, by mail, in person, or by facsimile, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, GTSA bulletins, or such additional means as the Board of Directors shall deem effective.

(6) Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of 51% of the members.

(7) Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

(8) Enrollment, Resignation, and Removal of Members

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon receipt of dues and the secretary's signature on the application form. The secretary shall keep an up-to-date membership list. A member may resign at anytime by letter or email. A member may be

removed for non-payment of dues, any illegal conduct, or for any other reason, and at any time, by a majority of the Board of Directors attending the meeting.

ARTICLE IX **Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE X **Indemnification**

(1) Insurance

The Corporation may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII **Operations**

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President and the Vice President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances

of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

Financial Transactions which have a value of \$100 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Corporation's accounts shall require the signatures of the Treasurer, and one board member who is an authorized signatory on the account.

(3) Procurement Policy

The Corporation shall abide by its procurement policy. The following policies and procedures shall be followed when the corporation purchases equipment, materials, supplies, property, or services from an outside source.

(a) General Policy

- (i) No Conflict of Interest. All who participate in the selection or acceptance of a contract for equipment, materials, supplies, or services must comply with the corporation conflict of interest policy.
- (ii) No Receipt of Gratuities. No one shall solicit or accept gratuities, favors, or anything of value from contractors, potential contractors, or parties to sub-agreements.
- (iii) Documentation of prices. The corporation may request competitive quotes, orally or in writing from at least three different sources. The corporation shall maintain files on all quotations solicited and offers or bids received and any criteria for selection. In all instances in which the lowest bid is not awarded in the contract, justification for the selection must be contained in the file.
- (iv) Contract with Winning Bidder. If a contract is competitively bid, the corporation will enter into a contract with the winning bidder that specifies the equipment, materials, supplies, property, or services to be purchased and the payment terms.
- (v) Evaluate each Contractor. The corporation will evaluate each contractor at the completion of each contract. The evaluation will be utilized to make decisions to award future contracts.

(b) Property and Equipment Policy

When purchasing property (both real estate and equipment), the following procedures must be followed:

- (i) Title in Corporation. All property purchased belongs to the corporation and title vests with the corporation.
- (ii) Property Inventory. A list of all property owned by the corporation shall be kept showing the type of property, identification number, original cost,

and depreciated value. The inventory list must be completed at the time of purchase and annually at the end of the corporation's fiscal year.

- (iii) Insurance Coverage. The corporation may maintain insurance coverage for all property owned by the corporation.

(4) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees having Board authority. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation and a membership roster giving the names and addresses of members.

(5) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(6) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(7) Amendments

The Certificate of Formation may be amended by a vote of two-thirds of members present at a meeting where a quorum is present. Members must vote on most amendments to the Certificate of Formation. The bylaws may be amended at any time by a vote of a majority of Directors at a meeting where a quorum is present.

(8) Fiscal Year

The fiscal year for the Corporation will be begin June 1st and end May 31st, and may be changed from time to time, by resolution of the Board of Directors.

(9) Audit

The Corporation shall have an annual audit once the revenue of the Corporation exceeds \$50,000 annually. The audit is to be completed by July 31st of each year for the previous fiscal year.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Taxi Driver's Association of Austin at its meeting held on the _____ day of _____, 20____.

Secretary