

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2005 calendar year, or tax year beginning **JUL 1, 2005** and ending **JUN 30, 2006**

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization
AMERICAN PUBLIC TRANSPORTATION ASSOCIATION

D Employer identification number
52-1007647

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1666 K STREET, NW 1100

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20006

E Telephone number
202-496-4800

F Accounting method Cash Accrual
 Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

Hand and are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶ **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: ▶ **WWW.APTA.COM**

J Organization type (check only one) ▶ 501(c) (**6**) ◀ (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

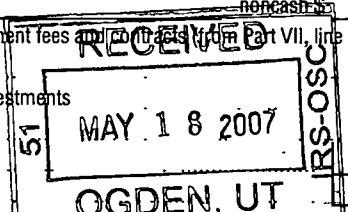
I Group Exemption Number ▶ **N/A**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **23,922,877.**

M Check if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a		
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ _____ non-cash \$ _____)	1d		0.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		12,893,759.
	3	Membership dues and assessments	3		10,068,447.
	4	Interest on savings and temporary cash investments	4		250,521.
	5	Dividends and interest from securities	5		122,628.
	6a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7	Other investment income (describe ▶ _____)	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities	8a		
		302,280.	8a		
		(B) Other	8b		
		207,730.	8b		
c	Gain or (loss) (attach schedule)	8c			
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d		94,550.	
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
b	Less: direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10a	Gross sales of inventory, less returns and allowances	10a			
		b	Less: cost of goods sold	10b	
		c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	
11	Other revenue (from Part VII, line 103)	11		285,242.	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		23,715,147.	
Expenses	13	Program services (from line 44, column (B))	13		
	14	Management and general (from line 44, column (C))	14		
	15	Fundraising (from line 44, column (D))	15		
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses (add lines 16 and 44, column (A))	17		21,551,133.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		2,164,014.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		2,026,612.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2	20		1,395,344.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		5,585,970.



523001 02-03-06

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

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**Part II Statement of
Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>0</u> • noncash \$ <u>0</u> • If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc.	25 1,576,124.			
26 Other salaries and wages	26 4,891,537.			
27 Pension plan contributions	27 2,104,385.			
28 Other employee benefits	28 768,240.			
29 Payroll taxes	29 453,140.			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33 76,591.			
34 Telephone	34 107,591.			
35 Postage and shipping	35 296,863.			
36 Occupancy	36 1,115,130.			
37 Equipment rental and maintenance	37 167,562.			
38 Printing and publications	38 782,460.			
39 Travel	39 923,499.			
40 Conferences, conventions, and meetings	40 2,540,898.			
41 Interest	41			
42 Depreciation, depletion, etc. (attach schedule)	42 260,124.			
43 Other expenses not covered above (itemize):				
a	43a			
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g SEE STATEMENT 3	43g 5,486,989.			
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 21,551,133.			

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

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Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► SEE STATEMENT 4	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a TRAINING AND DEVELOPMENT: INCLUDED TRAINING WORKSHOPS AND SEMINARS.	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
b MAJOR MEETINGS: INCLUDED 2005 ANNUAL MEETING.	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c MEMBER SERVICES; INCLUDED MEMBERSHIP AND MEETING SERVICES, GOVERNMENT RELATIONS, LEGAL, POLICY AND PLANNING AND STATISTICS.	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d PUBLICATIONS: INCLUDED GENERAL COMMUNICATIONS, "THE PASSENGER TRANSPORT," AND "THE APTA DIRECTORY."	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) .	►

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Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year		
Assets	45	Cash - non-interest-bearing	299.	45	600.	
	46	Savings and temporary cash investments	7,176,214.	46	9,360,749.	
	47 a	Accounts receivable	758,596.			
		b Less: allowance for doubtful accounts	88,215.	2,186,655.	47c	670,381.
	48 a	Pledges receivable			48c	
		b Less: allowance for doubtful accounts			48c	
	49	Grants receivable			49	2,191,540.
	50	Receivables from officers, directors, trustees, and key employees			50	
	51 a	Other notes and loans receivable			51c	
		b Less: allowance for doubtful accounts			51c	
	52	Inventories for sale or use			52	
	53	Prepaid expenses and deferred charges	520,853.	53	431,341.	
	54	Investments - securities STMT 5 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	6,416,736.	54	6,654,083.	
	55 a	Investments - land, buildings, and equipment: basis			55c	
		b Less: accumulated depreciation			55c	
56	Investments - other SEE STATEMENT 6	136,500.	56	136,500.		
57 a	Land, buildings, and equipment: basis	4,882,130.				
	b Less: accumulated depreciation	3,800,948.	1,361,268.	57c	1,081,182.	
58	Other assets (describe ▶ DUE FROM AFFILIATE)	623,286.	58	379,463.		
59	Total assets (must equal line 74). Add lines 45 through 58	18,421,811.	59	20,905,839.		
Liabilities	60	Accounts payable and accrued expenses	8,799,590.	60	7,487,947.	
	61	Grants payable		61		
	62	Deferred revenue	6,068,288.	62	3,274,507.	
	63	Loans from officers, directors, trustees, and key employees		63		
	64 a	Tax-exempt bond liabilities		64a		
		b Mortgages and other notes payable		64b		
	65	Other liabilities (describe ▶ SEE STATEMENT 7)	1,527,321.	65	4,557,415.	
66	Total liabilities. Add lines 60 through 65	16,395,199.	66	15,319,869.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted	2,026,612.	67	5,585,970.	
	68	Temporarily restricted		68		
	69	Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.					
	70	Capital stock, trust principal, or current funds		70		
	71	Paid-in or capital surplus, or land, building, and equipment fund		71		
	72	Retained earnings, endowment, accumulated income, or other funds		72		
73	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	2,026,612.	73	5,585,970.		
74	Total liabilities and net assets/fund balances. Add lines 66 and 73	18,421,811.	74	20,905,839.		

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Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	23897842.
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1	440,552.	
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify): SEE STATEMENT 8	b4	2,572,385.	
	Add lines b1 through b4			b 3,012,937.
c	Subtract line b from line a			c 20884905.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify): SEE STATEMENT 10	d2	2,830,242.	
	Add lines d1 and d2			d 2,830,242.
e	Total revenue (Part I, line 12). Add lines c and d			e 23715147.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	20904763.
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): SEE STATEMENT 9	b4	2,572,386.	
	Add lines b1 through b4			b 2,572,386.
c	Subtract line b from line a			c 18332377.
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify): SEE STATEMENT 11	d2	3,218,756.	
	Add lines d1 and d2			d 3,218,756.
e	Total expenses (Part I, line 17). Add lines c and d			e 21551133.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 12		1,414,939.	161185.	0.

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Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)		Yes	No
75 a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 97		
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b	X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? Note. Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.	75c	X
d	Does the organization have a written conflict of interest policy?	75d	X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)				
(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NONE				

Part VI Other Information (See the instructions.)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization SEE STATEMENT 13 and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct or indirect political expenditures. (See line 81 instructions.) 81a 0.	81a	
b	Did the organization file Form 1120-POL for this year?	81b	X

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Part VI Other Information (continued)		Yes	No
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b		
			N/A
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84 a Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		N/A
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a		X
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b		X
c Dues, assessments, and similar amounts from members	85c		10,068,447.
d Section 162(e) lobbying and political expenditures	85d		421,879.
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e		1,107,529.
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f		-685,650.
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		N/A
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a		N/A
b Gross receipts, included on line 12, for public use of club facilities	86b		N/A
87 501(c)(12) organizations Enter: a Gross income from members or shareholders	87a		N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b		N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X	
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> N/A; section 4912 <input type="checkbox"/> N/A; section 4955 <input type="checkbox"/> N/A			
b 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		N/A
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958			N/A
d Enter: Amount of tax on line 89c, above, reimbursed by the organization			N/A
90 a List the states with which a copy of this return is filed <input type="checkbox"/> DC			
b Number of employees employed in the pay period that includes March 12, 2005	90b		82
91 a The books are in care of <input type="checkbox"/> THE ASSOCIATION Telephone no. <input type="checkbox"/> (202) 496-4800 Located at <input type="checkbox"/> 1666 K STREET SUITE 1100 N.W., WASHINGTON DC, DC ZIP + 4 <input type="checkbox"/> 20006			
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <input type="checkbox"/> N/A See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b		X
c At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <input type="checkbox"/> N/A	91c		X
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> 92			N/A

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Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a SEE STATEMENT 14		916,628.		36,910.	11,940,221.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					10,068,447.
95 Interest on savings and temporary cash investments			14	250,521.	
96 Dividends and interest from securities			14	122,628.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	94,550.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a TRANSPORTMAX	900004	285,242.			
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		1,201,870.		504,609.	22,008,668.
105 Total (add line 104, columns (B), (D), and (E))					23,715,147.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 15

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
TRANSPORTMAX - 1666 K STREET NW WASHINGTON DC, DC 20006	%			
	%			
	%			
	100.00%	INTERNET PORTAL	285,242.	124,734.

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *Samuel Kerns* Date: 5/14/02 Type or print name and title: Samuel Kerns Vice President - Finance

Preparer's signature: *Mark Skinn* Date: 5/10/02 Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: LARSON ALLEN LLP
2900 SOUTH QUINCY ST., SUITE 150
ARLINGTON, VA 22206

EIN: _____ Phone no.: 703-998-5100

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT	1
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)	
INVESTMENTS	302,280.	207,730.	0.	94,550.	
TO FORM 990, PART I, LINE 8	302,280.	207,730.	0.	94,550.	

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES		STATEMENT	2
DESCRIPTION				AMOUNT
CHANGE IN MINIMUM PENSION LIABILITY				1,578,078.
ADJUSTMENT FOR OVERSTATEMENT OF PRIOR YEAR'S DUE FM AFFILIATE				-623,286.
UNREALIZED GAIN ON INVESTMENT				440,552.
TOTAL TO FORM 990, PART I, LINE 20				1,395,344.

FORM 990	OTHER EXPENSES				STATEMENT	3
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING		
PROFESSIONAL EXPENSES	1,681,758.					
BAD DEBT EXPENSE	15,387.					
CONTRIBUTIONS	166,700.					
DUES AND FEES	97,900.					
GENERAL INSURANCE	108,073.					
GENERAL TAXES & FEES	24,131.					
BANK CHARGES	139,412.					
MISC OTHER / SERVICES	31,306.					
OTHER COMPUTER SERVICES	70,247.					
SEMINAR / CONFERENCE	19,281.					
RECRUITING COSTS	25,283.					
TEMPORARY HELP	157,099.					
G & A ALLOCATION	-268,344.					
TRANSPORTMAX CONTRIBUTION TO PT2	2,545,000.					
TOTAL TO FM 990, LN 43	5,486,989.					

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 4
PART III

EXPLANATION

TO SERVE AND REPRESENT ITS MEMBERS IN MAKING PUBLIC TRANSPORTATION AN EFFECTIVE PATH TO ECONOMIC OPPORTUNITY, PERSONAL MOBILITY AND IMPROVING THE QUALITY OF LIFE THROUGH PARTNERSHIPS, COMMUNICATION, TECHNOLOGY AND ADVOCACY.

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 5

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
MUTUAL FUNDS	FMV			6,654,083.	6,654,083.
TOTAL TO FORM 990, LINE 54, COL B				6,654,083.	6,654,083.

FORM 990 OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	AMOUNT
TRANSPORTMAX	COST	136,500.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		136,500.

FORM 990 OTHER LIABILITIES STATEMENT 7

DESCRIPTION	AMOUNT
DEFERRED ASSESSMENTS	4,524,611.
DEFERRED LEASE CONCESSION	32,804.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	4,557,415.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 8

DESCRIPTION	AMOUNT
CONSOLIDATION OF PUBLIC TRANSPORTATION PARTNERSHIP FOR TOMORROW	2,572,385.
TOTAL TO FORM 990, PART IV-A	2,572,385.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 9

DESCRIPTION	AMOUNT
CONSOLIDATION OF PUBLIC TRANSPORTATION FOR TOMORROW FOUNDATION	2,572,386.
TOTAL TO FORM 990, PART IV-B	2,572,386.

FORM 990 OTHER REVENUE INCLUDED ON FORM 990 STATEMENT 10

DESCRIPTION	AMOUNT
TRANSPORTMAX, LLC PT2 DUES	285,242. 2,545,000.
TOTAL TO FORM 990, PART IV-A	2,830,242.

FORM 990 OTHER EXPENSES INCLUDED ON FORM 990 STATEMENT 11

DESCRIPTION	AMOUNT
TRANSPORTMAX, LLC CONTRIBUTION TO PT2	673,756. 2,545,000.
TOTAL TO FORM 990, PART IV-B	3,218,756.

FORM 990

PART V-A - LIST OF OFFICERS, DIRECTORS,
TRUSTEES AND KEY EMPLOYEES

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM MILLER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	PRESIDENT 40.00	388,862.	110459.	0.
KAROL J POPKIN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	CHIEF OF STAFF 40.00	157,480.	7,875.	0.
ANTHONY M KOUNESKI 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	VICE PRESIDENT MEMBER SERV 40.00	225,425.	10,692.	0.
DANIEL DUFF 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	CHIEF COUNSEL/VICE PRESIDE 40.00	190,719.	9,536.	0.
ROSEMARY SHERIDAN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	VICE PRESIDENT COMMUNICATI 40.00	164,006.	8,200.	0.
C SAMUEL KERNS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	VICE PRESIDENT FIN AND ADM 40.00	156,453.	7,823.	0.
PAM BOSWELL 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	VICE PRESIDENT PROG MGMT 40.00	131,994.	6,600.	0.
PAUL J BALLARD 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
J BARRY BARKER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DORAN J BARNES 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
BRUNO A BARREIRO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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STEPHEN R BEARD 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ALLEN D BIEHLER P.E 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CAROLYN G BIGGINS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
STEPHEN G BLAND 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CHRISTOPHER P BOYLAN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ROOSEVELT BRADLEY 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOHN A BROOKS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MICHAEL T BURNS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOSEPH A CALALORESE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DONNA K CARTER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MATTIE P CARTER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
FLORA M CASTILLO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DENIS CLEMENTS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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PASQUALE T DEON SR. 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MICHAEL P DEPALLO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
WILLIAM J DEVILLE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
LISA L DICKERSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GEORGE F DIXON III 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
SANDY DRAGGOO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RICHARD C DUCHARME 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
BEVERLY J DUFFY 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ALBRECHT P ENGEL P.E 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ROBERT L FLANGAN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
NATHANIEL P FORD SR. 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
IRENE FRENCH 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
PAUL GEISEL 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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FRED M GILLIAM 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DANIEL A GRABAUSKAS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
KIM R GREEN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
FRED HANSEN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
HUELON A HARRISON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GILBERT L HOLMES 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MARK E HUFFER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ANGELA S IANNUZZIELLO P.E 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOHN M INGLISH 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DANIEL G KELLEHER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOEL KELLER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RONALD J KILCOYNE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JEANNE KRIEG 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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WILLIAM D LOCHTE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GLADYS W MACK 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
THOMAS E MARGRO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RICHARD MARIN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CLARENCE W MARSELLA 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
FRANK T MARTIN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RICHARD J MCCRILLIS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GARY W MCNEIL 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOHN M MEISTER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DAVID W MIKORYAK 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
FAYE L M MOORE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MARY MORROW 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
HUGH A MOSE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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DONALD N NELSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JEFFREY A NELSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GORDON A NEVISON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
STEVE NEW 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOYCE F OLSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
FRANK OTERO 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CARL L PALMER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MELINDA K PERKINS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOE PIRZYNSKI 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
NICHOLAS E PROMPONAS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JAMES J REISS JR. 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOE MURRAY RIVERS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JANET S ROGERS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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IRWIN ROSENBERG 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RICHARD L RUDELL 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GHOSSAN SALAMEH 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
LARRY E SALCI 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MICHAEL A SANDERS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
STEPHEN E SCHILICKMAN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CARL G SEDORYK 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
VICKIE SHAFFER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
HOWARD SILVER 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JENNIFER SIMMONS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
PAUL P SKOUTELAS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
ROGER SNOBLE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DAN TANGHERLINI 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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GARY C THOMAS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MICHAEL S TOWNES 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CLAUDE TRUDEL 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
DAVID L TURNEY 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
PIERRE VANDELAC 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CLEOPATRA VAUGHNS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
MICHAEL WALLS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
KENNETH J WARREN 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
GEORGE D WARRINGTON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
KATHRYN D WATERS 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
LINDA S WATSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
RICHARD A WHITE 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
CURTIS A WILEY 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.

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FRANK J WILSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
JOHN L WILSON 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
W.RANDY WRIGHT 1666 K STREET NW SUITE 1100 WASHINGTON DC 20006	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		<u>1,414,939.</u>	<u>161185.</u>	<u>0.</u>

FORM 990 IDENTIFICATION OF RELATED ORGANIZATIONS STATEMENT 13
PART VI, LINE 80B

NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
AMERICAN PUBLIC TRANSPORTATION FOUNDATION	X	
PUBLIC TRANSPORTATION PARTNERSHIP FOR TOMORROW FOUNDATION	X	

FORM 990 PROGRAM SERVICE REVENUE STATEMENT 14

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
ADVERTISING & SUBSCRIPTIONS	541800				115,872.
REGISTRATION FEES		916,628.			3,812,684.
IPTE TRADE SHOW					3,710,502.
PROJECT REVENUE					1,303,775.
STANDARDS REVENUE					1,147,386.
SAFETY AUDITS					728,037.
BUSINESS SURVEY ROYALTY			15	36,910.	
SPONSORSHIPS					566,577.
PUBLICATION SALES					555,388.
TO FORM 990, PART VII, LINE 93		<u>916,628.</u>		<u>36,910.</u>	<u>11,940,221.</u>

FORM 990

PART VIII - RELATIONSHIP OF ACTIVITIES TO
ACCOMPLISHMENT OF EXEMPT PURPOSES

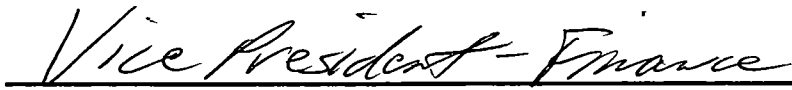
STATEMENT 15

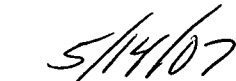
LINE EXPLANATION OF RELATIONSHIP OF ACTIVITIES

- 93A REGISTRATION AND SPONSOR FEES RECEIVED IN EXCHANGE FOR PARTICIPATING IN THE ASSOCIATION'S MAJOR MEETINGS DESIGNED TO DISSEMINATE INFORMATION, EDUCATE AND STIMULATE INTEREST IN CURRENT ISSUES AFFECTING THE TRASIT INDUSTRY.
MEMBER SUPPORT RECIEVED FOR SPECIAL PURPOSE MEMBER PROGRAMS SUCH AS "RAIL SAFETY AUDIT PROGRAM," "TCRP DISSEMINATION PROJECT," "FTA TRANSIT COMMUNCIATION INTERFACE PROTOCOL PROJECT" AND CONFERENCE SHOWCASES AND DISPLAYS.
PUBLICATION, SUBSCRIPTION AND ADVERTISING REVENUE RECEIVED FOR SUCH INFORMATIONAL COMMUNICATIONS AS "THE PASSENGER TRANSPORT," AND "THE APTA DIRECTORY."
- 94 REVENUE RECEIVED IN EXCHANGE FOR THE PROVISION OF GENERAL MEMBER-SHIP AND MEETING SERVICES, GOVERNMENT RELATIONS, LEGAL, POLICY AND PLANNING AND STATISTICS.

I certify that the attached copy of the bylaws of the American Public Transportation Association is a complete and accurate copy of the original as of June 30, 2006.


Signature of Officer


Title


Date



**AMERICAN PUBLIC
TRANSPORTATION ASSOCIATION
BYLAWS**

APTA's Mission Statement

**To strengthen and improve
public transportation, APTA serves and leads
its diverse membership through advocacy,
innovation, and information sharing.**

APTA

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ARTICLE I

Name and Location

- A. The name of this organization shall be the “American Public Transportation Association“ (hereafter called “Association”).
- B. Its main office shall be located in Washington, D. C., or at any other place designated by the Board of Directors. Additional offices may be established at other places by the Board of Directors.

ARTICLE II

Objectives

The objectives of this Association are:

- A. To represent the public interest in improving public transit for all persons.
- B. To represent the interests, common policies, requirements, and purposes of public transit.
- C. To provide a medium for exchange of experiences, discussion, and comparative study of public transit affairs.
- D. To promote research and investigation to the end of improving public transit.
- E. To aid members in dealing with special issues.
- F. To encourage cooperation among its members, their employees, and the general public.
- G. To encourage compliance with the letter and spirit of equal opportunity principles.
- H. To collect, compile, and make available to members data and information relative to public transit.
- I. To assist in the training, education, and professional development of all persons involved in public transit.
- J. To engage in any lawful activities which will serve the members and promote public transit.

- d. **Contractor Members:** organizations engaged in the construction of public transit facilities.
3. **International Members:** This class shall consist of persons, firms or corporations, trustees, or receivers, municipal or other governmental agencies, which would be eligible as transit system members but for the fact that they are located outside the boundaries of the United States of America or its territories and possessions, or of Canada and of Mexico and the Commonwealth of Puerto Rico.
4. **Association Members:** This class shall consist of state or sectional associations composed of or including public transit systems.
5. **Non-Operating State Department of Transportation Members:** This class shall consist of departments, bureaus, agencies, or commissions, duly created and recognized by the States or Provinces in which they are located, organized to deal with public transit and whose objectives are to plan, improve, or assist public transportation on a state or province-wide basis. Those departments of transportation whose functions are solely regulatory shall not be eligible for membership under this classification.
6. **Government Agency Members:** This class shall consist of agencies of local or regional levels of government having responsibility for the planning and/or development of agencies which are primarily responsible for operating transit systems.
7. **Affiliates:** This class shall consist of associated railroads, public interest groups, legislative representatives, publishers, universities, and other organizations with an interest in public transit.
8. **Retirees:** This class shall consist of transit professionals who have retired but want to maintain contact with the industry.

The Board of Directors may, in its discretion, revise the classes of membership as it deems necessary and appropriate, consistent with the Bylaws.

ARTICLE IV

Meetings

A. ANNUAL AND SPECIAL MEETINGS

An annual meeting of the Association shall be held at such place and at such time in each year as the Board of Directors may decide provided that each member is given reasonable notice thereof. Special meetings of the Association may be held upon the order of the Board of Directors.

Notice of special meetings shall be given by the President at least fifteen days before the time of the meeting and all such notices shall specify the business to be brought to the attention of the meeting. Fifty accredited representatives of voting members shall constitute a quorum at any meeting.

B. SPECIAL BALLOTING

Whenever, in the judgement of the Board of Directors or Executive Committee, it is advisable to submit any question to the membership for formal decision, without convening a special meeting for the purpose, the President may submit such question to the voting members of the Association by mail ballot. Thirty days shall be given for the return of the ballots and a majority of the votes of the Association, cast by plural voting in accordance with the provisions of Article VI, shall be decisive on any question thus submitted, except an amendment to these Bylaws. The President shall certify to the Board of Directors at its next meeting the result of any such mail ballot and shall notify the voting members of the Association of the decision reached.

C. ROBERT'S RULES

"Robert's Rules of Order," as revised, shall govern the conduct of all meetings of the Association and Board of Directors whenever specific provisions of the Bylaws are not applicable.

D. PRIVILEGE OF THE FLOOR

Privilege of the floor at meetings of the Association shall be governed by the provisions of these Bylaws but the presiding officer in his or her discretion may allow any person the courtesy of the floor.

E. ORDER OF BUSINESS AT MEMBERSHIP MEETING

The order of business at meetings of the Association shall be stated in advance of the meetings, and programs shall be prepared and made available to all delegates representing voting members prior to the time of said meeting.

F. EXECUTIVE SESSIONS

The Chair or Presiding Officer may, in his or her discretion, declare that the Board of Directors or Executive Committee shall go into Executive Session with only the voting members of those bodies in attendance.

ARTICLE V

Dues, Fees, Withdrawal, Suspension, and Expulsion

A. DUES SCHEDULE AND PAYMENT

The schedule and payment of membership dues shall be prescribed by the Board of Directors.

B. SPECIAL SITUATIONS

With respect to transit systems, or government agencies and State Departments of Transportation, which utilize the services of management firms, the dues of such properties shall be equal to those of individual transit systems. Individual transit systems which utilize the services of a management firm but are not members of the Association shall not be entitled to Association services. A governmental entity that provides funding and/or oversight to a transit system, but does not operate such system, may collectively pay dues for itself and on behalf of such system, in which case the entity and transit system will be treated as separate members.

C. FEES FOR SPECIAL SERVICES

The Executive Committee or President may fix such fees or charges as are just and reasonable for special services rendered by the Association.

D. ARREARS

To provide for those instances where a member becomes in arrears in the payment of fees or dues, the Executive Committee may establish such rules as are necessary for the suspension of a member, the forfeiture of the right to vote, and automatic expulsion.

ARTICLE VII

Organization

A. COMMITTEES

The Board of Directors is authorized and empowered to create, organize, reorganize, or dissolve, from time to time in its discretion and in accordance with such conditions as it may prescribe, standing committees of this Association.

B. COMMITTEE MEMBERSHIP

The appointment of and membership on committees shall be the responsibility of the Chair of the Board, subject to such action as may be taken from time to time by the Board of Directors.

C. AD HOC COMMITTEES

The establishment of and membership on ad hoc committees and task forces shall be the responsibility of the Chair of the Board.

ARTICLE VIII

Officers

A. ELECTIVE OFFICERS

The Association's elective officers shall be:

- Chair of the Board
- First Vice Chair of the Board
- Secretary-Treasurer
- Vice Chair - Government Affairs
- Vice Chair - Human Resources
- Vice Chair - Management & Finance
- Vice Chair - Rail Transit
- Vice Chair - Bus & Paratransit Operations
- Vice Chair - Canadian Members
- Vice Chair - Marketing & Communications
- Vice Chair - Small Operations
- Vice Chair - Transit Board Members
- Vice Chair - Research & Technology

Vice Chair - Commuter and Intercity Rail
Vice Chair - State Affairs
Vice Chair - Business Members
Vice Chair - Business Member-At-Large

1. **Eligibility**

An officer or official of a Transit System Member shall be eligible to be elected to each elective office under this Article except for the positions of Vice Chair-Business Members and Vice Chair-Business Member-At-Large.

An officer or official of a Business Member shall be eligible to be elected to each elective office under this Article except for the positions of Chair, First Vice Chair, Vice Chair-Government Affairs, Vice Chair-Rail Transit, Vice Chair-Bus & Paratransit Operations, Vice Chair-Small Operations, Vice Chair-Commuter & Intercity Rail, Vice Chair-State Affairs, and Vice Chair-Transit Board Members.

B. ELECTIVE OFFICERS - TRANSIT SYSTEM AND BUSINESS MEMBERS

The Chair of the Board and the First Vice Chair of the Board shall be officials or officers of a Transit System Member in good standing; and shall be eligible to continue in office while serving as an officer or official of a Transit System Member. A candidate for the position of Chair or First Vice Chair shall have a minimum of one year experience on the Executive Committee. An official or officer for purposes of this Article shall be a transit board member, CEO or equivalent or other high level individual approved by their respective transit system Board or CEO.

The **Secretary-Treasurer** shall be an official or officer of a Transit System or Business Member in good standing. A candidate for the position of Secretary-Treasurer shall have a minimum of one year of experience on the Executive Committee.

The Vice Chair - Canadian Members shall be an official or officer of a Canadian Transit System or Canadian Business Member in good standing; and if elected, shall be eligible to continue in office while serving as an official or officer of a Canadian Transit System or Business Member.

The Vice Chair - Small Operations shall be an official or officer of a Transit System Member organization in good standing which operates no more than one hundred buses in any peak period; and if elected, shall be eligible to continue in office while serving as an official or officer of a Transit System Member.

The Vice Chair - Transit Board Members shall be a member of a board of a Transit System Member organization in good standing; and if elected, shall be eligible to continue in office while serving as a board member of a Transit System Member.

The Vice Chair - State Affairs shall be a State chief administrative officer or deputy chief administrative officer responsible for public transportation of a Member in good standing, or the chief executive of an Association Member in good standing.

The Vice Chairs for Government Affairs, Rail Transit, Commuter & Intercity Rail, and Bus & Paratransit Operations shall be officials or officers of Transit System Members in good standing; and if elected, shall be eligible to continue in office while serving as officers or officials of a Transit System Member.

The Business Member Vice Chairs. There shall be two Association Business elective officers, the Vice Chair - Business Members and the Vice Chair - Business Member-At-Large. Business Member officers in good standing shall be eligible for elective office and if elected shall be eligible to continue in office while serving as an official or officer of that Business Member.

The Vice Chairs for Management & Finance, Research & Technology, Human Resources, Marketing & Communications, Canadian Members, and the office of Secretary-Treasurer shall be officials or officers of Transit System or Business Members in good standing subject to the eligibility requirements for such Members in this Article.

C. **TERM OF OFFICE**

All elective officers will serve terms of one year. The term of elective office for the Chair of the Board and the First Vice Chair of the Board is limited to one year. The Secretary-Treasurer shall be eligible for election to a second and third one-year term, but after having served three successive terms, shall be ineligible for reelection to that office for a period of three years. The Vice Chairs shall be eligible for election for no more than three successive terms to the same office.

D. **PRESIDENT**

The President shall be appointed by, and shall hold office at the discretion of the Board of Directors. While holding such position he or she shall be the chief executive officer of the Association. Should the President serve under contract to the Association that contract shall be approved by a two-thirds vote of the Board of Directors.

E. OTHER OFFICERS

The Board of Directors may, in its discretion, appoint such other officers and invest them with such authority as it deems necessary.

ARTICLE IX

Duties of Officers

A. CHAIR OF THE BOARD

1. The Chair of the Board shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee and shall be an ex-officio member of all committees except the Nominating Committee. He or she shall appoint the members of all committees, and shall establish all ad hoc committees and task forces and appoint the members thereof. He or she shall perform such other duties as may be provided for in the Bylaws, or by vote of the Board of Directors or of the Association and shall at the Annual Meeting report to the membership on Association affairs occurring during his or her term.
2. In the absence of the Chair of the Board at a meeting of the Association or the Board of Directors or Executive Committee, the First Vice Chair of the Board, or in his or her absence one of the Vice Chairs, shall be selected by the Executive Committee to preside at that meeting.

B. FIRST VICE CHAIR OF THE BOARD

The First Vice Chair of the Board is empowered to act, in the absence or disability of the Chair of the Board, on behalf of the Chair of the Board, in all Association matters and shall be an ex-officio member of all committees except the Nominating Committee. If neither the Chair of the Board nor the First Vice Chair of the Board is able to act, one of the Vice Chairs to be selected by the Board shall perform the duties of the Chair of the Board during the period of the absence or disability of the Chair of the Board and the First Vice Chair of the Board. The First Vice Chair is responsible for the Association's efforts to ensure diversity throughout its services, programs and meetings and shall serve as the chair of the Diversity Council as established by the Board of Directors.

C. VICE CHAIRS

The Vice Chair for Management and Finance, the Vice Chair for Canadian Members, the Vice Chair for Government Affairs, the Vice Chair for Human Resources, the Vice Chair for Rail Transit, the Vice Chair for Bus and Paratransit Operations, the Vice Chair for Marketing & Communications, the Vice Chair for Business Members, the Vice Chair for Business Member-at-Large, the Vice Chair for Small Operations, the Vice Chair for Research and Technology, the Vice Chair for Commuter and Intercity Rail, the Vice Chair for State Affairs and the Vice Chair for Transit Board Members shall act in an advisory capacity to the Board of Directors, the President, and the Association committees in their respective areas of concern. They shall also report, from time to time, to the Board of Directors and Executive Committee regarding activities in their areas of interest.

D. PRESIDENT

1. The President shall be the chief executive officer of the Association and shall have general supervision and management of the affairs of the Association under the direction of the Chair of the Board and the Board of Directors. His or her entire time shall be devoted to the affairs of the Association unless otherwise authorized by the Board of Directors. His or her office shall be maintained at the headquarters of the Association.
2. The President or his or her designee shall attend all meetings of the Association and the Board of Directors and its Executive Committee and record the proceedings thereof. He or she shall be responsible for the collection and depositing in a bank approved by the Board of Directors, subject to the order of the Secretary-Treasurer, all money due the Association, reporting such deposit to the Secretary-Treasurer and the Vice Chair - Management and Finance and he or she shall be responsible for the accuracy of bills or vouchers on which money is to be paid.

He or she shall have charge of the books and accounts of the Association under the advice of the Secretary-Treasurer.

3. The President shall keep full records of the affairs of the Association and shall furnish the Board of Directors or its Executive Committee, from time to time, such statements as it may require. He or she shall be in responsible charge of all property of the Association except as otherwise herein provided. He or she shall have full authority to hire, discipline and/or discharge staff members, and organize staff members as necessary to carry out the mission of the organization. He or she shall perform such other duties as may be assigned to him or her by other provisions of the Bylaws or the Chair of the Board or the Board of Directors and its Executive Committee. The Board of Directors may authorize an alternate to act for and on behalf of the President.

4. The President shall have authority to approve and execute contracts with a monetary value established under policies of the Board of Directors, which shall also require the Board of Directors to approve any contracts in excess of that amount.
5. The President shall, with the help of the Secretary-Treasurer, First Vice Chair and Vice Chair - Management and Finance, prepare the annual business plan and budget to be submitted to the Executive Committee for approval.

E. SECRETARY-TREASURER

1. The Secretary-Treasurer shall have responsible charge under the direction of the Chair of the Board and Board of Directors of all funds and securities of the Association, and shall invest such funds as may be ordered by the Board of Directors and in such a manner as it may approve. The Secretary-Treasurer shall make an annual report and such other reports as may be prescribed by the Board of Directors.
2. The Secretary-Treasurer may appoint an Assistant Treasurer, subject to the approval of the Board of Directors, who thereupon may act in all matters for and on behalf of the Secretary-Treasurer.
3. The Secretary-Treasurer shall maintain and be in responsible charge of the minutes of all meetings of the Board of Directors and of the Executive Committee.

F. GENERAL COUNSEL

The General Counsel, if there be one, shall be the legal advisory officer of the Association. He or she shall report to the Board of Directors and the President and shall perform such duties as may be assigned to him or her by the Chair of the Board, the Board of Directors, or the President.

ARTICLE X

Board of Directors

A. GOVERNING BODY

The Governing Body of the Association shall be the Board of Directors, which shall have full power to do any and all things necessary or desirable in conducting the business of this Association, within the limitations provided in the Articles of Incorporation, and the Bylaws.

B. MEMBERSHIP OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of the Chair of the Board, the First Vice Chair of the Board, the Immediate Past Chair, the Vice Chairs, the Secretary-Treasurer, the Designated Directors, the Regional Directors, the Business Member Directors, and the President.

The Immediate Past Chair shall be eligible to serve on the Board of Directors while serving as an official or officer of a Transit System Member or a Business Member. Each Transit System Member represented may have both a professional transit manager and a policy body official serve on the Board of Directors, but such Transit System Member shall be entitled to only one vote.

A member of the APTA Executive Committee shall not be eligible to also serve as a Regional Director.

C. REGIONAL DIRECTORS

For the purpose of ensuring representation to all modes and for the purpose of ensuring proper geographical representation in the selection of Directors representing Transit System and Business Members as hereinafter provided for in this section, the Association's membership shall be divided geographically into eight regions as follows:

REGION I Maine, Vermont, New Hampshire, Massachusetts, Connecticut, New York, Rhode Island

REGION II New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia, Washington, D.C., North Carolina, South Carolina

REGION III Kentucky, Tennessee, Georgia, Florida, Alabama, Mississippi, Arkansas, Louisiana, Puerto Rico, U.S. Virgin Islands

REGION IV Minnesota, Wisconsin, Illinois, Indiana, Ohio, Michigan, North Dakota, South Dakota

REGION V Iowa, Missouri, Nebraska, Kansas, Oklahoma, Texas, Montana, Wyoming, Colorado, Utah, New Mexico

REGION VI Idaho, Nevada, Arizona, Washington, Oregon, California, Alaska, Hawaii

REGION VII Canada

REGION VIII Mexico

The Board of Directors shall have the power to adjust the boundaries of the several regions, from time to time, as experience may indicate to be advisable.

Regions I through VII shall each have Regional Directors from four of their transit system members and Region VIII shall have a Regional Director from one of its Transit System Members. Except for Region VIII, at least one Regional Director in each Region shall represent a small transit system and each Region shall also have one Business Member Regional Director. Regional Directors shall serve four-year terms. Designated member transit systems shall not be eligible to hold a Regional Directorship.

Of the four Regional Directors representing Transit System Members, two shall be directly elected by the transit system members in the region under procedures established by the Board of Directors or the Executive Committee.

The terms of office of the Regional Directors from Region I through VII representing transit systems shall be staggered so that one-fourth of the Regional Directors from those regions shall be elected each year.

D. DESIGNATED DIRECTORS

The twenty Transit System Members which pay the highest dues to the Association, and which include at least two Canadian Transit System Members, shall each be represented on the Board of Directors. Their representatives shall be called Designated Directors. Said dues shall be based on dues calculated for the Association fiscal year preceding the Director's election.

E. BUSINESS MEMBER DIRECTORS

There shall be at least seventeen (17) Business Members represented on the Board of Directors. The representation shall consist at least of the two required Vice Chair offices, and eight (8) Business Member Directors, each of whom shall be representatives of separate Business member organizations and seven (7) Business Member Directors, one from each of Regions I through VII. Except as provided below, Business Member Directors shall serve two year terms and the terms shall be staggered so that four Business Member Directors are elected each year. Regional Business Member Directors shall be elected to four (4) year terms.

F. HONORARY MEMBERS

All past Chairs and past Presidents of the Association, past Presidents of the American Transit Association and the Institute for Rapid Transit shall be honorary members of the Board of Directors and shall have the right to make or second motions and to participate in discussions.

G. VOTING

Voting members of the Board of Directors shall be the Chair of the Board, the First Vice Chair of the Board, the Immediate Past Chair, the Vice Chairs, the Secretary-Treasurer, the Designated Directors, the Regional Directors and the Business Member Directors. In no event shall a member be entitled to more than one vote at meetings of the Board of Directors.

Mail voting will be permitted on any issue which may properly come before the Board of Directors or Executive Committee at its meetings.

In no event will proxy voting be permitted.

H. INITIAL MEETING OF THE BOARD OF DIRECTORS AND THE FORMATION OF THE EXECUTIVE COMMITTEE

The Board of Directors shall meet not later than thirty (30) days after taking office. At the initial meeting of the Board of Directors and at the first meeting of each succeeding Board of Directors, there shall be constituted an Executive Committee to consist of the Chair of the Board, the First Vice Chair of the Board, the Vice Chairs, the Secretary-Treasurer, and the Immediate Past Chair of the Board.

The Immediate Past Chair of the Board shall be eligible to serve on the Executive Committee while serving as an official or officer of a Transit System Member or a Business Member. Such Executive Committee when so constituted may exercise all powers of the Board of Directors when the Board of Directors is not in session.

A majority of the members of the Executive Committee shall constitute both a quorum and a voting majority.

Meetings of the Executive Committee shall be held upon the call of the Chair as provided for in Section L of this Article, or upon the written request of any three members of the Executive Committee ten days prior to the requested meeting date.

I. VACANCIES

In the event of a vacancy in the office of Chair of the Board, the First Vice Chair of the Board shall serve out the remainder of the unexpired term as Chair; the Nominating Committee must select this person to stand for election as Chair of the Board at the next Annual Meeting unless there is a compelling reason that the person serving as Chair should not be nominated. A vacancy in the office of First Vice Chair of the Board shall be filled by the Executive Committee from among the members of the Board of Directors; the Nominating Committee must select this person to stand for election as Chair of the Board at the next Annual Meeting unless there is a compelling reason that the person serving as First Vice Chair should not be nominated.

In the event of a vacancy in the office of Immediate Past Chair of the Board, the person who most recently has served as Immediate Past Chair and who is an officer or official of a Transit System Member or a Business Member shall serve out the remainder of the unexpired term as Immediate Past Chair.

A vacancy in the office of Vice Chair - Business Members or Vice Chair - Business Member-at-Large shall be filled by the APTA Executive Committee at the direction of the APTA Business Member Board of Governors.

The Board of Directors shall have power to fill vacancies in all other offices and Directorships for the remainder of the unexpired terms of such offices.

J. MEETINGS

The Board of Directors shall hold not less than two meetings during the Association year, and shall hold such additional meetings as may be necessary on call of the Chair of the Board.

K. QUORUM: VOTING MAJORITY

A majority of the Board of Directors shall constitute a quorum. A voting majority shall constitute a majority of votes at any meeting where a quorum is present. In the event of a tie, or failure of a motion requiring two-thirds vote otherwise to carry, the Chair of the Board shall cast the deciding vote.

L. NOTICE: AGENDA

Ten days written notice shall be provided for meetings of both the Board of Directors and the Executive Committee; however, 48-hour telephone notice shall suffice when such circumstances so require. Such notice may be waived by a two-thirds vote of the relevant body.

Written notice should be accompanied by the agenda and by available and appropriate supporting information.

The annual budget must be forwarded to Directors ten days in advance of the meeting where it is offered for approval.

The agenda as forwarded shall be followed unless changed by a two-thirds vote of those in attendance.

M. RATIFICATION

If a meeting is held without a quorum present, the actions taken at such meeting will be deemed legal and binding the same as if a quorum were present, if the minutes are approved by the majority of the Board of Directors by a mail vote, or by a majority of those in attendance at the next subsequent meeting at which a quorum is present.

N. ADDITIONAL DUTIES OF DIRECTORS

In addition to their other duties, the Directors, when called upon by the Board of Directors, the Chair of the Board, the First Vice Chair of the Board, or the President, shall assist in obtaining consideration of and action by members on matters of common interest to the membership, and shall assist in the organization and conduct of such regional and other activities in which the Association may engage.

ARTICLE XI

Elections

A. SCHEDULE OF ELECTIONS

Unless otherwise provided for, election of officers and members of the Board of Directors shall be held at the Annual Meeting of the Association. Newly elected officers and members of the Board of Directors shall assume their duties immediately at the conclusion of the Annual Meeting at which they are elected. They shall continue in office until their successors have been elected.

B. NOMINATING COMMITTEE

At least 90 days but no earlier than 105 days prior to each Annual Meeting, the Chair of the Board, with the approval of the Executive Committee, shall appoint a Nominating Committee which shall conduct itself in accordance with guidelines which may be issued

from time to time by the Board of Directors. It shall include a Chair, a member of the Diversity Council, eight Association Regional Directors -- one from each region, four Designated Directors, and five at-large officials or officers of Association members. The Nominating Committee must meet no sooner than 30 days after it is announced to the membership.

The immediate past Chair of the Association shall be an ex-officio member while serving as an official or officer of a Transit System Member or a Business Member. The Chair of the Board shall make every effort to constitute said Nominating Committee in accordance with guidelines which may from time to time be set by the Board of Directors.

The Nominating Committee shall choose the Business Member Directors and Vice Chair - Business Member-At-Large to be nominated and offered for election from a slate of nominees offered by the Business Member Board of Governors. The Nominating Committee shall select the Chair of the Business Member Board of Governors to serve as Vice President - Business Members.

The Nominating Committee shall nominate for election at the next Annual Meeting a Chair of the Board, a First Vice Chair of the Board, fourteen (14) Vice Chairs, and a Secretary-Treasurer, each to serve for a one-year term, and such Regional and Business Member Directors as shall be necessary to fill the Directorships expiring in that year.

The Nominating Committee shall nominate the First Vice Chair of the Board to stand for election as Chair of the Board at the next Annual Meeting unless there is a compelling reason that the person serving as First Vice Chair should not be nominated.

The Nominating Committee shall nominate the person chosen by the Small Operations Steering Committee to serve as Vice Chair for Small Operations.

Notwithstanding any other requirement of these Bylaws, the Nominating Committee is prohibited from nominating any member of the Nominating Committee for any elective office or the Board of Directors.

The Nominating Committee each year shall give every consideration to board members of APTA transit members for inclusion on the APTA Executive Committee and especially for the positions of First Vice Chair and Chair. If a transit board member has not served as APTA Chair in the previous two years, the Nominating Committee shall make every effort to nominate an eligible transit board member for the position of First Vice Chair.

The policy to be followed by the Nominating Committee in making recommendations for elective officers and the Board of Directors is to make every effort to seek nominees from APTA's committees and members and select from APTA members in good standing, persons who:

1. Have demonstrated their commitment to the Association and its objectives. Potential nominees shall submit a statement of qualification to the Nominating Committee, including any authorization as required by Article VIII B.
2. Represent all segments of the transit industry and all segments of the population at large. In this regard, nominees should reflect participation from small, medium, and large members; operators of buses and rail vehicles; and members from all geographic areas.
3. Will ensure effective participation from professional transit managers, transit policy board members and other members.
4. Will seek to involve effectively males, females, and individuals of all races in all the activities of the Association.
5. Will work to cause effective participation in the Association by both publicly and privately owned organizations.
6. Have experience to ensure continuity with the objectives, plans and programs of the Association.
7. Are qualified for the positions for which they are nominated.

C. ANNOUNCEMENT OF NOMINATIONS

The aforesaid nominations shall be announced to the voting members not less than thirty (30) days prior to the opening day of the Annual Meeting of the Association. Individual nominations to any of these positions may be made by any voting member at any time before the actual election.

D. ELECTION PROCEDURES

Election of officers at the Annual Meeting may be by viva voce vote, but if requested by any voting member, plural voting (either viva voce or by ballot) in accordance with the provisions of Article VI of these Bylaws, shall be used. In elections to office by mail ballot, plural voting shall always be used and balloting shall be closed thirty (30) days after the date upon which ballots are mailed to members. A majority of the votes cast shall be necessary for election to office.

ARTICLE XII

Surety Bonds & Indemnification

A. SURETY BONDS

The President, Secretary-Treasurer, Assistant Treasurer, Vice Chair - Management and Finance, and any other officer or employee handling or having access to the funds or securities of this Association shall be bonded at the expense of the Association, in such amount, and with such sureties, as the Board of Directors may from time to time prescribe.

B. INDEMNIFICATION

The Board of Directors shall have in place a written policy on indemnification of officers, Directors and employees.

ARTICLE XIII

Fiscal Year

The fiscal year shall begin on July 1 of each year and terminate on June 30 of each year unless otherwise prescribed by the Board of Directors.

ARTICLE XIV

Amendments

- A. Any proposed amendment shall first be submitted to the Board of Directors and if approved by a two-thirds vote of the voting members present at a meeting of the Board, or by a two-thirds vote of its members by mail, shall then be submitted to the members of the Association.
- B. After approval by the Board of Directors in accordance with this Article, these Bylaws may be amended at an Annual Meeting or special meeting of the Association by a two-thirds vote of the voting members present, or in a mail ballot by a two-thirds vote of the voting members of the Association. The voting shall be in accordance with Article VI of these Bylaws.

If submitted to the members of the Association at a meeting, at least thirty (30) days' notice of the proposed amendment shall be given.

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**As Revised Effective October 1, 1997;
January 1, 2000 (Name Change);
September 1, 2001 (Vice Chair Title Changes)
November 1, 2005 (Vice Chair Title Change; Transit Board
Members Consideration For First Vice Chair Position;
Two Technical Changes)**

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time – Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization American Public Transportation Association	Employer identification number 52-1007647
	Number, street, and room or suite number If a P O box, see instructions 1666 K Street, NW, #1100	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions Washington DC 20006	

Check type of return to be filed (File a separate application for each return).

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of **The Associaton**
Telephone No. **(202) 496-4800** FAX No. _____
- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organizations four digit Group Exemption Number (GEN) _____ If this is for the **whole group**, check this box . If it is **part** of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **May 15**, 20 **07**.

5 For calendar year _____, or other tax year beginning **Jul 1**, 20 **05**, and ending **Jun 30**, 20 **06**

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension **The information necessary to ensure the filing of a proper return has not yet been obtained. Once this information is made available the return will be filed.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ **0.**

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ **0.**

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **0.**

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Amy Joy** Title **CPA** Date **02/08/07**

Notice to Applicant – To be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely filed return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other: _____

Director _____ By _____ Date _____

Alternate Mailing Address – Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name Larson, Allen, Weishair & Co., LLP
	Number and street (include suite, room, or apartment number) or a P.O. box number 2900 South Quincy Street, Suite 150
	City or town, province or state, and country (including postal or ZIP code) Arlington VA 22206

Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time – Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	American Public Transportation Association	52-1007647
	Number, street, and room or suite number If a P O box, see instructions	
	1666 K Street, NW, #1100	
	City, town or post office For a foreign address, see instructions	state ZIP code
	Washington	DC 20006

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ The Associaton -----

Telephone No. ▶ (202) 496-4800 FAX No. ▶ -----

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until Feb 15, 20 07, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20__ or

▶ tax year beginning Jul 1, 20 05, and ending Jun 30, 20 06.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 0.

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.