



**AMERICAN
PUBLIC
TRANSPORTATION
ASSOCIATION**

M E M O R A N D U M

TO: Business Member Board of Governors
Business Members on APTA Board of Directors
Business Members attending the January Meeting

From: Frank DiGacomo, Chair
BMBG Bylaws Committee

DATE: December 28, 2010

SUBJECT: PROPOSED REVISIONS TO THE BMBG BYLAWS

In the last year the Business Member Board of Governors has had two discussions about possible changes to the Board's bylaws, changes that were initiated in light of the need to reflect APTA's new governance structure. In accordance with the existing BMBG bylaws, the bylaws committee was directed to provide proposed changes to the BMBG for their review and consideration at the January meeting. The committee's proposal covers changes needed to reflect the governance changes and also bylaws issues that have been discussed by the BMBG in the last couple of years.

Attached for your review are two copies of the committee's recommended changes to the current bylaws – one that tracks the recommended changes and one that is a clean copy of the proposed changes. A copy of the current BMBG bylaws is also provided in this package.

The changes that are reflected in the committee's recommendations related to APTA's governance changes include:

- References to the Vice Chair – business members and Vice Chair – business members at-large and the BMBG chair and immediate past chair serving on the Executive Committee (EC) have been deleted.
- Membership on the Board of Directors for the BMBG chair is noted and the proposal provides for having the first or second vice chair serve in that capacity if the BMBG Chair is serving on the EC.
- The reference to the business members' determining which business members will serve on the APTA board of directors has been deleted but text has been added to note that the

BMBG will recommend candidates for the APTA board of directors to the APTA Nominations Committee for their consideration.

- The proposal moves the business member election from the bus or rail conference to the APTA Annual Conference in October. This change puts our election process in synch with the APTA process, and permits the BMBG Nominating Committee to consider recommendations to the APTA Nominations Committee for business members to serve on the EC and the APTA board of directors at the same time that they develop the slate of candidates for the BMBG.
- The proposal requires that the BMBG chair insure that an annual work program is developed and communicated to the business members.

The proposal makes wording changes that update the BMBG bylaws to reflect current APTA and BMBG practice including such things as updating the name of the association and the current title of various APTA meetings. It also deletes the reference to a business member steering committee that has not existed for many years and refers to electronic voting rather than telephone or letter votes.

There have been several bylaws issues that the BMBG has talked about in recent years but which have never been formally discussed in conjunction with changes to the bylaws. As directed by the BMBG in October these issues have also been addressed by the committee in the proposed bylaws changes as follows:

- The proposed changes to the bylaws makes all past chairs of the BMBG voting members as long as they are working for APTA member companies.
- The number of elected members of the BMBG remains at 25. However the provision that business members on the Executive Committee (EC) shall be voting members of the BMBG during their term on the EC, which is in the current bylaws, and having all past chairs be voting members, expands the size of the BMBG membership.
- The proposal clarifies that if a company has more than one employee on the BMBG, the company will only have one vote.
- The proposal clarifies the reasons for dismissal section by adding language that failure to meet the attendance requirements will end an individual's term on the BMBG and that the BMBG nominating committee will select a candidate to fill the remainder of their term.
- It clarifies that when a member of the BMBG leaves a member firm, the firm may select a replacement but if they don't do so, the Nominating Committee will consider selecting the individual to complete their term if they have joined another firm that is not already represented on the BMBG. It does not require that the Nominating Committee select that individual. The proposal also recommends that if a BMBG officer changes companies but is still employed by a member company the officer can continue to serve the remainder of their current term.
- It indicates that the BMBG Nominating Committee should develop a slate of candidates for the BMBG that is diverse and provides representation for all sectors of the industry, including DBEs and small businesses. It does not establish specific numbers or quotas for the various elements that the Nominating Committee will need to consider in developing its slate of nominees.

And finally you will note that the committee recommends changes in the order of a few of the sections of the current bylaws to enhance the document's clarity. For example the Bylaws Change Process section has been moved down so that it is the next to the last section, the Attendance Policy section (which discusses non-BMBG member participation in BMBG meetings) has been incorporated within the meetings section. A paragraph regarding honorary members on the BMBG which appears twice in the current bylaws has been deleted and the original text in the Special Provisions section has been retained.

As you review the committee's recommendations prior to the BMBG meeting on January 13, I urge you to send in your questions and comments to Fran Hooper in advance of the meeting. Hearing from you in advance of the meeting will help the committee understand if there are areas that still need greater clarification and if there are important issues that we did not deal with. We look forward to a full discussion of the bylaws issues at our upcoming meeting and providing clear direction for the work of the Board of Governors in the future.

In closing I want to thank the members of the committee who worked on this assignment including Kim Green, who was the primary author of the revised document, Alan Wulkan, Delon Hampton, Angela Iannuzziello, Bob Brownstein, Janet Rogers, Paul Skoutelas, Al Engel and Tom Barron.

**AMERICAN PUBLIC ~~TRANSIT~~ TRANSPORTATION ASSOCIATION
BUSINESS MEMBER BOARD OF GOVERNORS
BY-LAWS**

(As amended January ~~2006~~2010)

BASIS

The interests of the Business Members of APTA will be represented by the Business Member Board of Governors.

OBJECTIVES

The objectives of the Business Member Board of Governors are:

- A. To represent the interests of all Business Members as relating to the policies and direction of the American Public ~~Transit~~ Transportation Association (APTA).
- B. To develop greater Business Member participation in APTA.
- C. To develop better communication between governmental bodies and APTA Business Members.
- D. To provide APTA with continuing Business Member support in its efforts to represent the American public ~~transit-~~ transportation industry.

COMPOSITION OF BOARD

The Business Member Board of Governors shall be made up of 25 standing members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, ~~the two most recent~~ Past Chairs of the Business Member Board of Governors (~~and of the Business Member Steering Committee~~) shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

~~**Special Note:** Current Past Chairs of the Business Member Board of Governors (and of the Business Member Steering Committee) serving on the Board shall remain as voting members as long as they remain senior management officials of an APTA Business Member in good standing. As future Past Chairs are replaced by the most recent Past Chair, the Past Chair being replaced will remain as a non-voting Ex-Officio member on the Board. (adopted 1/95)~~

The term of office for the 25 standing members shall begin immediately at the conclusion of the APTA Annual Meeting. The term shall conclude two years later immediately at the conclusion of that year's Annual Meeting. One half of the Business Member Board will become vacant each year and will be subject to reelection to the Board of Governors according to section "ELECTION GUIDELINES." Thirteen members shall be elected in even years and twelve shall be elected in odd years.

Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

With the exception of ~~past~~ Past Chairs and any business member on the APTA Executive Committee, an APTA Business Member may only be represented by one employee on the Business Member Board of Governors. A member may be reelected to succeeding terms of office.

~~Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.~~

VOTING RIGHTS

Each member of the Board of Governors shall have one vote on all issues. When a business member company has more than one employee seated on the Board of Governors as provided above, that company shall have only one vote on the Board of Governors. No proxy votes are permitted. ~~Telephone and letter~~ Electronic votes are permissible when deemed necessary by the Chair.

A quorum is established when a simple majority of the Members of the Board of Governors are present at a meeting. Except as specifically provided in these Bylaws or in "Robert's Rules of Order," all motions must be approved by a majority of the members present at a meeting.

REASONS FOR DISMISSAL

A member shall be dismissed from membership on the Board of Governors for the following reasons:

- A. Company drops membership.
- B. Individual no longer employed by company represented at time of election.
- C. Members of the Board of Governors including Past Chairs will be expected to be active participants. Active participation is attendance at the Annual Board of Governors Business Meeting and one other meeting or three other meetings called by the Chair in the same calendar year. Failure to meet attendance requirements will result in dismissal of the member for the remainder of their term and the Nominating Committee selecting a member to complete the term.

NOTE:

If an individual on the Board of Governors is no longer employed by a company with current APTA membership, that company will have first opportunity to fill the vacancy for the remainder of the term. If that company does not nominate a qualified successor, the individual who is no longer employed by that company will be considered by the Nominating Committee to complete their term provided that they have joined another APTA member company and their reappointment is in accordance with all other provisions of the BMBG bylaws. If the individual joins another APTA member company, he or she will be considered by the Nominating Committee for the next available position according to the Board of Governors Bylaws.

OFFICERS

The Business Member Board of Governors shall be headed by the Chair of the Board of Governors. The Chair of the Board shall preside at the general meetings of the Business Members and at meetings of the Business Member Board of Governors ~~and shall be a member of the APTA Executive Committee and a member of the APTA Board of Directors.~~ The Chair shall appoint the members of all committees, except as hereinafter provided, and shall establish all ad hoc committees and task forces and appoint the members thereof.

The Chair shall perform such other duties as may be provided for in the Bylaws, or by vote of the Board of Governors or of the General Business Membership and shall, at the APTA Annual Meeting ~~Bus Conference or Rapid Transit Conference~~, report to the membership on the Business Member affairs occurring during the Chair's term. ~~The Chair shall also prepare and distribute to all General Business Members a Governing Board's annual report.~~

The Chair will insure that a work program for the BMBG is developed and that the progress on the plan is communicated to the business members from time to time.

The First Vice Chair shall serve as Chair in the absence of the Chair and will, under the direct guidance of the Chair, be responsible for all areas of APTA that affect the General Business Member organizations and other specific duties given to the First Vice Chair by the Chair.

The Second Vice Chair shall serve as Chair in the absence of the Chair and First Vice Chair and will be responsible for other specific duties given to the Second Vice Chair by the Chair.

The terms of the Chair, First and Second Vice Chair shall be for two (2) years. In the event of a vacancy in the office of Chair, the First Vice Chair shall fill that vacancy for the remainder of the term.

If an officer of the BMBG should change companies and continues to be employed by a company with current APTA membership, the officer shall be allowed to complete their current term of office on the BMBG.

The Chair shall be a member of the APTA Board of Directors as long as the BMBG is a designated committee. If the BMBG Chair is elected to the APTA Executive Committee, then the BMBG's seat on the APTA Board of Directors will be held by the First Vice Chair. If the Chair and First Vice Chair of the BMBG hold seats on the APTA Board of Directors, then the Second Vice Chair will hold the BMBG seat.

~~The Business Member Board of Governors may provide honorary membership but such honorary members will not have voting rights. A candidate for consideration as an honorary member must be submitted to and approved by the current Nominating Committee. As appropriate, the Nominating Committee will prepare a written notice/recommendation that shall be mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting. Honorary memberships shall only be voted on at the Annual Board of Governors Business Meeting, and will be bestowed following a majority vote of the attending BMBG members.~~

~~BUSINESS MEMBER REPRESENTATION ON APTA BOARD OF DIRECTORS~~

~~The Chair of the Business Member Board of Governors shall automatically be nominated to serve as the Vice Chair—Business Members on the APTA Board of Directors and Executive Committee. An additional Business Member (not necessarily a member of the Board of Governors) shall be nominated to serve as the Vice Chair—Business Member at Large on the APTA Board of Directors and Executive Committee. As members of the Executive Committee, the Vice Chairs shall:~~

- ~~A. Ensure Business Member participation on APTA committees.~~
- ~~B. Monitor Executive Committee actions.~~
- ~~C. Bring to the attention of the Executive Committee those matters of importance to Business Members.~~

~~Further, the Vice Chair—Business Members shall advise the Executive Committee of Business Member Board of Governors actions and objectives.~~

~~In addition to the Vice Chairs, 15 Business Members (not necessarily members of the Board of Governors) shall serve as Directors on the APTA Board of Directors. Of the 17 Business Members on the APTA Board of Directors:~~

- ~~A. Two Business Member Directors shall represent the major bus manufacturers. A major bus manufacturer is defined as a manufacturer that is currently paying the maximum APTA dues.~~
- ~~B. One Business Member Director shall represent the rail supply industry.~~
- ~~C. One Business Member Director shall represent the consultant/contractor members.~~
- ~~D. Two Business Member Directors shall represent the transit industry's OEM/subsupplier/after market members.~~
- ~~E. 11 Business Member Directors shall represent the remaining varied interests and geographic locations of the Business Members, provided that there shall be one Business Member Director from each of APTA's seven (7) designated regions. These 11 Business Members may include representatives as noted above in A—D above.~~

~~All APTA Business Member Directors shall be elected for nomination in accordance with criteria set forth by the BMBG and provided to the BMBG Nominating Committee.~~

~~In accordance with the APTA bylaws, at large Business Member Directors shall be representatives of separate Business Member companies and shall serve two (2) year terms; Business Member Directors from APTA's seven (7) designated regions shall serve four (4) year terms; a member of the Executive Committee shall not at the same time serve as a regional director on the APTA Board of Directors; and, a vacancy in the position of Vice Chair—Business Members or Vice Chair—Business Members at large shall be filled upon the recommendation of the BMBG.~~

COMMITTEES

The Chair of the Business Member Board of Governors shall be able to appoint committees. The chairs of these committees shall be drawn from APTA business members who have a record of active involvement with the business member committees and the BMBG, and be staffed by individuals from APTA's Business Members.

ELECTION GUIDELINES

A. **Schedule of Elections:** The slate of officers and Board Members, proposed by the BMBG Nominating Committee, shall be presented to the entire Business Membership by mail at least 30 days prior to the election. At the APTA ~~Annual Meeting Bus Conference or Rapid Transit Conference~~, during the General Meeting of the Business Members, the slate will be presented to the General Business Membership for vote. Nominations will be accepted from the floor immediately prior to voting for all positions. An APTA Business Member can have his/her name placed on the ballot for any BMBG position by requesting same, in writing, by email, fax, or certified mail arriving at APTA headquarters at least five (5) working days prior to the ~~APTA Annual Meeting~~ mid-year conference.

~~B.A.~~ **Nominating Committee:** The Nominating Committee shall consist of five (5) BMBG members in good standing. The Immediate Past Chair of the Business Member Board of Governors shall chair the Nominating Committee. The other (4) members shall be appointed by the BMBG Chair subject to the approval of the BMBG. If the Past Chair is no longer active, he shall be replaced by a member of the Business Member Board of Governors appointed by the BMBG Chair with first consideration to other past Chairs, if available to serve.

~~With the exception of the immediate Past Chair, no~~ No appointed member of the Nominating Committee can be nominated for a position in APTA, including the BMBG, while serving on the Nominating Committee.

The Nominating Committee shall nominate for General Business Membership approval:

1. Chair (~~Vice Chair—Business Members~~)
2. First and Second Vice Chair
3. Business Member Representatives to the Business Member Board of Governors
4. ~~Business Member Directors of the APTA Board of Directors~~
5. ~~Vice Chair—Business Members at Large~~

~~The Nominating Committee shall submit to the APTA Nominating Committee for their consideration a short list of candidates for the positions of Secretary Treasurer and/or the Vice Chairs for Research and Development, Management and Finance, Human Resources, Marketing and Communications and Canadian Members.~~

The Nominating Committee shall endeavor to select Business Members to serve on the BMBG that have diverse backgrounds and are representative of all business segments in APTA. The Nominating Committee shall insure that they select candidates in accordance

with APTA's Diversity Policy. The Nominating Committee shall attempt to balance the BMBG with representation from all business member categories including, but not limited to, bus and rail vehicle manufacturers, bus and rail suppliers, consultants, contract service providers, architects and engineers, industry publications and other member categories. The Nominating Committee shall also insure that there is balanced representation on the BMBG for Disadvantaged Business Enterprises and small businesses. The Nominating Committee shall also balance the selected candidates to assure geographical representation across the BMBG.

The Nominating Committee shall propose recommendations for approval by the BMBG that will be submitted to the APTA Nominations Committee for their consideration in selecting a slate of candidates for open positions on the APTA Executive Committee and Board of Directors. The BMBG Nominating Committee will use the same general guidelines in selecting candidates for recommendation to the APTA Nominations Committee as those selecting candidates for the BMBG.

C. Voting Procedures:

1. All Business Member organizations (~~manufacturers, consultants, other suppliers~~) in good standing with APTA at the time of the APTA Annual Meeting~~Bus Conference or Rapid Transit Conference~~, shall have one vote per membership.
2. In the case of no floor nominations at the APTA Annual Meeting~~Bus Conference or Rapid Transit Conference~~:
 - a. A majority of those votes present shall be required for election to the Board of Governors, and to any office of the Board. Only one vote per membership shall be allowed.
 - b. All voting shall be by voice vote. If a voice vote is challenged, the Chair shall call for a secret ballot at a time and place designated by the Chair giving two week prior notice to all the General Business Member organizations.
3. In the case when floor nominations are made and seconded at the APTA Annual Meeting~~Bus Conference or Rapid Transit Conference~~:
 - a. Within two weeks of the date of the APTA Annual Meeting ~~mid-year meeting, APTA staff the Director of Business Member Services~~, following review and approval of the Chair of the BMBG, will distribute to all eligible business member organizations a ballot containing all the names of those persons nominated by the BMBG Nominating Committee as well as those persons nominated from the floor at the APTA Annual Meeting ~~Bus Conference or Rapid Transit Conference~~.
 - b. The ballots will be forwarded by first class mail to all eligible voters with notification that the completed ballots must reach APTA headquarters on or before a date four weeks from the date of mailing of the ballots from APTA headquarters to be counted.

- c. Within 5 working days after the close of the ballot period a Teller's Committee, consisting of APTA's Chief Counsel and ~~BMBG staff advisor Vice President for Government Affairs and the Director Business Member Services~~, will count the ballots and report the results to the Business Members.

NOMINATING COMMITTEE GUIDELINES

- A. The incoming First Vice Chair nominated shall have been a member in good standing of the Business Member Board of Governors for a minimum of two years before assuming the office of Vice Chair.
- B. The incoming Chair nominated shall normally be the First Vice Chair so long as the First Vice Chair has been a member of the Board of Governors in good standing and is re-nominated by the Committee. The Chair shall have served a minimum of four years.
- ~~C. The Nominating Committee shall nominate Business Members to the APTA Board of Directors. Normally these nominations will be made at the first quarter meeting and promulgated to the full Board of Governors at the APTA Bus Conference or Rapid Transit Conference.~~
- ~~CD.~~ The Nominating Committee shall nominate Business Members to the Business Member Board of Governors. Except as provided in these Bylaws, all nominations to the Business Member Board of Governors shall be promulgated to the General Business Membership at least 30 days prior to the election at the APTA ~~Annual Meeting Bus Conference or Rapid Transit Conference~~.
- ~~DE.~~ Whenever one or more vacancies occur on the Board of Governors, the Nominating Committee shall present to the Board of Governors at its next scheduled meeting, nominations to fill the vacancies. If approved for membership, each new member will begin serving on the Board of Governors immediately and will serve out the unexpired term of the vacancy.
- ~~EF.~~ When deliberating open positions on the Business Member Board of Governors, the Nominating Committee shall consider increasing its diversity through the addition of minority and women members and small business representatives (DBE's).

BYLAWS CHANGE PROCESS

- ~~A. Member requests for Bylaws changes must be brought to the attention of the BMBG at a BMBG meeting.~~
- ~~B. Upon due consideration and consensus of the BMBG members present at the meeting, the Chair shall request that the Bylaws Subcommittee consider the recommended change and report back to the BMBG at the next scheduled Annual Board of Governors Business Meeting.~~
- ~~C. After consideration, the Bylaws Subcommittee shall prepare a written recommendation that shall be included with the meeting notice and agenda mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting.~~
- ~~D. Bylaw changes shall only be voted on at the Annual Board of Governors Business Meeting. Bylaw changes must receive a two thirds vote of the quorum present.~~

MEETINGS

- A. The Business Member Board of Governors shall hold its Annual Board of Governors Business Meeting meet during the first quarter of each year at a site selected by the individual who will serve as Chair at the meeting. Additional meetings of the BMBG will be held at each APTA Annual Meeting and, Legislative Conference, and at either the APTA Bus and Paratransit Conference or Rail Rapid Transit Conference, or as called by the Chair.
- B. Notice of the meeting agenda shall be provided to all at least fifteen days prior to the meeting when reasonable and practical.
- C. "Robert's Rules of Order" as revised, shall govern the conduct of all meetings.
- D. A General Meeting of the Business Members will be held once a year at the APTA Annual Meeting, alternating between the APTA Bus Conference and the Rapid Transit Conference. The agenda for this meeting will include consideration of the Nominating Committee's report and receipt of the report of the BMBG Chair.
- E. Business Members other than members of the Board of Governors are welcome to attend sessions of the Board of Governors and may be called upon by the Chair to participate in discussion, but will not have a vote. The Chair retains the option to convene an executive session when necessary. An executive session may only be attended by members of the Business Member Board of Governors.

BYLAWS CHANGE PROCESS

- A. Member requests for Bylaws changes must be brought to the attention of the BMBG at a BMBG meeting.
- B. Upon due consideration and consensus of the BMBG members present at the meeting, the Chair shall request that the Bylaws Subcommittee consider the recommended change and report back to the BMBG at the next scheduled Annual Board of Governors Business Meeting.
- C. After consideration, the Bylaws Subcommittee shall prepare a written recommendation that shall be included with the meeting notice and agenda mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting.
- D. Bylaw changes shall only be voted on at the Annual Board of Governors Business Meeting. Bylaw changes must receive a two thirds vote of the quorum present.

SPECIAL PROVISIONS

- A. The Business Member Board of Governors may recognize individuals who have made special contributions and who have utilized their talents to further the cause of the Business Member Board of Governors.
- B. The Business Member Board of Governors may provide honorary membership but such honorary members will not have voting rights. A candidate for consideration as an honorary member must be submitted to and approved by the current Nominating Committee. As appropriate, the Nominating Committee will prepare a written notice/recommendation that shall be mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting. Honorary memberships shall only be voted on at the Annual Board of Governors Business Meeting, and will be bestowed following a majority vote of the attending BMBG members.

- C. Each Business Member of the Board of Governors shall be responsible for regular communications and liaison with ~~a proportionate number of~~ Business Member companies, ~~not selected by type of membership. Assignment to be made by the Chair of the Board of Governors.~~ Board members shall be responsible for communicating the views and concerns of his/her constituency companies to the full Board of Governors.

~~ATTENDANCE POLICY~~

~~Business Members other than members of the Board of Governors are welcome to attend sessions of the Board of Governors and may be called upon by the Chair to participate in discussion, but, of course, will not have a vote. The Chair retains the option to convene an executive session when necessary. An executive session may only be attended by members of the Business Member Board of Governors.~~

**AMERICAN PUBLIC TRANSPORTATION ASSOCIATION
BUSINESS MEMBER BOARD OF GOVERNORS
BY-LAWS**

(As amended January 2010)

BASIS

The interests of the Business Members of APTA will be represented by the Business Member Board of Governors.

OBJECTIVES

The objectives of the Business Member Board of Governors are:

- A. To represent the interests of all Business Members as relating to the policies and direction of the American Public Transportation Association (APTA).
- B. To develop greater Business Member participation in APTA.
- C. To develop better communication between governmental bodies and APTA Business Members.
- D. To provide APTA with continuing Business Member support in its efforts to represent the American public transportation industry.

COMPOSITION OF BOARD

The Business Member Board of Governors shall be made up of 25 standing members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, Past Chairs of the Business Member Board of Governors shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

The term of office for the 25 standing members shall begin immediately at the conclusion of the APTA Annual Meeting. The term shall conclude two years later immediately at the conclusion of that year's Annual Meeting. One half of the Business Member Board will become vacant each year and will be subject to reelection to the Board of Governors according to section "ELECTION GUIDELINES." Thirteen members shall be elected in even years and twelve shall be elected in odd years.

Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

With the exception of Past Chairs and any business member on the APTA Executive Committee, an APTA Business Member may only be represented by one employee on the Business Member Board of Governors. A member may be reelected to succeeding terms of office.

VOTING RIGHTS

Each member of the Board of Governors shall have one vote on all issues. When a business member company has more than one employee seated on the Board of Governors as provided above, that company shall have only one vote on the Board of Governors.

No proxy votes are permitted. Electronic votes are permissible when deemed necessary by the Chair.

A quorum is established when a simple majority of the Members of the Board of Governors are present at a meeting. Except as specifically provided in these Bylaws or in "Robert's Rules of Order," all motions must be approved by a majority of the members present at a meeting.

REASONS FOR DISMISSAL

A member shall be dismissed from membership on the Board of Governors for the following reasons:

- A. Company drops membership.
- B. Individual no longer employed by company represented at time of election.
- C. Members of the Board of Governors including Past Chairs will be expected to be active participants. Active participation is attendance at the Annual Board of Governors Business Meeting and one other meeting or three other meetings called by the Chair in the same calendar year. Failure to meet attendance requirements will result in dismissal of the member for the remainder of their term and the Nominating Committee selecting a member to complete the term.

NOTE:

If an individual on the Board of Governors is no longer employed by a company with current APTA membership, that company will have first opportunity to fill the vacancy for the remainder of the term. If that company does not nominate a qualified successor, the individual who is no longer employed by that company will be considered by the Nominating Committee to complete their term provided that they have joined another APTA member company and their reappointment is in accordance with all other provisions of the BMBG bylaws.

OFFICERS

The Business Member Board of Governors shall be headed by the Chair of the Board of Governors. The Chair of the Board shall preside at the general meetings of the Business Members and at meetings of the Business Member Board of Governors. The Chair shall appoint the members of all committees, except as hereinafter provided, and shall establish all ad hoc committees and task forces and appoint the members thereof.

The Chair shall perform such other duties as may be provided for in the Bylaws, or by vote of the

Board of Governors or of the General Business Membership and shall, at the APTA Annual Meeting, report to the membership on the Business Member affairs occurring during the Chair's term.

The Chair will insure that a work program for the BMBG is developed and that the progress on the plan is communicated to the business members from time to time.

The First Vice Chair shall serve as Chair in the absence of the Chair and will, under the direct guidance of the Chair, be responsible for all areas of APTA that affect the General Business Member organizations and other specific duties given to the First Vice Chair by the Chair.

The Second Vice Chair shall serve as Chair in the absence of the Chair and First Vice Chair and will be responsible for other specific duties given to the Second Vice Chair by the Chair.

The terms of the Chair, First and Second Vice Chair shall be for two (2) years. In the event of a vacancy in the office of Chair, the First Vice Chair shall fill that vacancy for the remainder of the term.

If an officer of the BMBG should change companies and continues to be employed by a company with current APTA membership, the officer shall be allowed to complete their current term of office on the BMBG.

The Chair shall be a member of the APTA Board of Directors as long as the BMBG is a designated committee. If the BMBG Chair is elected to the APTA Executive Committee, then the BMBG's seat on the APTA Board of Directors will be held by the First Vice Chair. If the Chair and First Vice Chair of the BMBG hold seats on the APTA Board of Directors, then the Second Vice Chair will hold the BMBG seat.

COMMITTEES

The Chair of the Business Member Board of Governors shall be able to appoint committees. The chairs of these committees shall be drawn from APTA business members who have a record of active involvement with the business member committees and the BMBG, and be staffed by individuals from APTA's Business Members.

ELECTION GUIDELINES

A. **Schedule of Elections:** The slate of officers and Board Members, proposed by the BMBG Nominating Committee, shall be presented to the entire Business Membership by mail at least 30 days prior to the election. At the APTA Annual Meeting, during the General Meeting of the Business Members, the slate will be presented to the General Business Membership for vote. Nominations will be accepted from the floor immediately prior to voting for all positions. An APTA Business Member can have his/her name placed on the ballot for any BMBG position by requesting same in writing, by email, fax, or certified mail arriving at APTA headquarters at least five (5) working days prior to the APTA Annual Meeting.

- A. **Nominating Committee:** The Nominating Committee shall consist of five (5) BMBG members in good standing. The Immediate Past Chair of the Business Member Board of Governors shall chair the Nominating Committee. The other (4) members shall be appointed by the BMBG Chair subject to the approval of the BMBG. If the Past Chair is no longer active, he shall be replaced by a member of the Business Member Board of Governors appointed by the BMBG Chair with first consideration to other past Chairs, if available to serve.

No appointed member of the Nominating Committee can be nominated for a position in APTA, including the BMBG, while serving on the Nominating Committee.

The Nominating Committee shall nominate for General Business Membership approval:

1. Chair
2. First and Second Vice Chair
3. Business Member Representatives to the Business Member Board of Governors

The Nominating Committee shall endeavor to select Business Members to serve on the BMBG that have diverse backgrounds and are representative of all business segments in APTA. The Nominating Committee shall insure that they select candidates in accordance with APTA's Diversity Policy. The Nominating Committee shall attempt to balance the BMBG with representation from all business member categories including, but not limited to, bus and rail vehicle manufacturers, bus and rail suppliers, consultants, contract service providers, architects and engineers, industry publications and other member categories. The Nominating Committee shall also insure that there is balanced representation on the BMBG for Disadvantaged Business Enterprises and small businesses. The Nominating Committee shall also balance the selected candidates to assure geographical representation across the BMBG.

The Nominating Committee shall propose recommendations for approval by the BMBG that will be submitted to the APTA Nominations Committee for their consideration in selecting a slate of candidates for open positions on the APTA Executive Committee and Board of Directors. The BMBG Nominating Committee will use the same general guidelines in selecting candidates for recommendation to the APTA Nominations Committee as those selecting candidates for the BMBG.

C. **Voting Procedures:**

1. All Business Member organizations in good standing with APTA at the time of the APTA Annual Meeting, shall have one vote per membership.
2. In the case of no floor nominations at the APTA Annual Meeting :
 - a. A majority of those votes present shall be required for election to the Board of Governors, and to any office of the Board. Only one vote per membership shall be allowed.
 - b. All voting shall be by voice vote. If a voice vote is challenged, the Chair

shall call for a secret ballot at a time and place designated by the Chair giving two week prior notice to all the General Business Member organizations.

3. In the case when floor nominations are made and seconded at the APTA Annual Meeting:
 - a. Within two weeks of the date of the APTA Annual Meeting APTA staff , following review and approval of the Chair of the BMBG, will distribute to all eligible business member organizations a ballot containing all the names of those persons nominated by the BMBG Nominating Committee as well as those persons nominated from the floor at the APTA Annual Meeting .
 - b. The ballots will be forwarded by first class mail to all eligible voters with notification that the completed ballots must reach APTA headquarters on or before a date four weeks from the date of mailing of the ballots from APTA headquarters to be counted.
 - c. Within 5 working days after the close of the ballot period a Teller's Committee, consisting of APTA's Chief Counsel and BMBG staff advisor will count the ballots and report the results to the Business Members.

NOMINATING COMMITTEE GUIDELINES

- A. The incoming First Vice Chair nominated shall have been a member in good standing of the Business Member Board of Governors for a minimum of two years before assuming the office of Vice Chair.
- B. The incoming Chair nominated shall normally be the First Vice Chair so long as the First Vice Chair has been a member of the Board of Governors in good standing and is re-nominated by the Committee. The Chair shall have served a minimum of four years.
- C. The Nominating Committee shall nominate Business Members to the Business Member Board of Governors. Except as provided in these Bylaws, all nominations to the Business Member Board of Governors shall be promulgated to the General Business Membership at least 30 days prior to the election at the APTA Annual Meeting .
- D. Whenever one or more vacancies occur on the Board of Governors, the Nominating Committee shall present to the Board of Governors at its next scheduled meeting, nominations to fill the vacancies. If approved for membership, each new member will begin serving on the Board of Governors immediately and will serve out the unexpired term of the vacancy.
- E. When deliberating open positions on the Business Member Board of Governors, the Nominating Committee shall consider increasing its diversity through the addition of minority and women members and small business representatives (DBE's).

MEETINGS

- A. The Business Member Board of Governors shall hold its Annual Board of Governors Business Meeting during the first quarter of each year at a site selected by the individual who will serve as Chair at the meeting. Additional meetings of the BMBG will be held at each APTA Annual Meeting and Legislative Conference, and at either the APTA Bus and Paratransit Conference or Rail Transit Conference, or as called by the Chair.
- B. Notice of the meeting agenda shall be provided to all at least fifteen days prior to the meeting when reasonable and practical.

- C. "Robert's Rules of Order" as revised, shall govern the conduct of all meetings.
- D. A General Meeting of the Business Members will be held once a year at the APTA Annual Meeting. The agenda for this meeting will include consideration of the Nominating Committee's report and receipt of the report of the BMBG Chair.
- E. Business Members other than members of the Board of Governors are welcome to attend sessions of the Board of Governors and may be called upon by the Chair to participate in discussion, but will not have a vote. The Chair retains the option to convene an executive session when necessary. An executive session may only be attended by members of the Business Member Board of Governors.

BYLAWS CHANGE PROCESS

- A. Member requests for Bylaws changes must be brought to the attention of the BMBG at a BMBG meeting.
- B. Upon due consideration and consensus of the BMBG members present at the meeting, the Chair shall request that the Bylaws Subcommittee consider the recommended change and report back to the BMBG at the next scheduled Annual Board of Governors Business Meeting.
- C. After consideration, the Bylaws Subcommittee shall prepare a written recommendation that shall be included with the meeting notice and agenda mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting.
- D. Bylaw changes shall only be voted on at the Annual Board of Governors Business Meeting. Bylaw changes must receive a two thirds vote of the quorum present.

SPECIAL PROVISIONS

- A. The Business Member Board of Governors may recognize individuals who have made special contributions and who have utilized their talents to further the cause of the Business Member Board of Governors.
- B. The Business Member Board of Governors may provide honorary membership but such honorary members will not have voting rights. A candidate for consideration as an honorary member must be submitted to and approved by the current Nominating Committee. As appropriate, the Nominating Committee will prepare a written notice/recommendation that shall be mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting. Honorary memberships shall only be voted on at the Annual Board of Governors Business Meeting, and will be bestowed following a majority vote of the attending BMBG members.
- C. Each Business Member of the Board of Governors shall be responsible for regular communications and liaison with Business Member companies. Board members shall be responsible for communicating the views and concerns of his/her constituency companies to the full Board of Governors.

**AMERICAN PUBLIC TRANSIT ASSOCIATION
BUSINESS MEMBER BOARD OF GOVERNORS
BY-LAWS**

(As amended January 2006)

BASIS

The interests of the Business Members of APTA will be represented by the Business Member Board of Governors.

OBJECTIVES

The objectives of the Business Member Board of Governors are:

- A. To represent the interests of all Business Members as relating to the policies and direction of the American Public Transit Association (APTA).
- B. To develop greater Business Member participation in APTA.
- C. To develop better communication between governmental bodies and APTA Business Members.
- D. To provide APTA with continuing Business Member support in its efforts to represent the American public transit industry.

COMPOSITION OF BOARD

The Business Member Board of Governors shall be made up of 25 standing members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, the two most recent Past Chair of the Business Member Board of Governors (and of the Business Member Steering Committee) shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

Special Note: Current Past Chairs of the Business Member Board of Governors (and of the Business Member Steering Committee) serving on the Board shall remain as voting members as long as they remain senior management officials of an APTA Business Member in good standing. As future Past Chairs are replaced by the most recent Past Chair, the Past Chair being replaced will remain as a non-voting Ex Officio member on the Board. (adopted 1/95)

The term of office for the 25 standing members shall begin immediately at the conclusion of the APTA Annual Meeting. The term shall conclude two years later immediately at the conclusion of that year's Annual Meeting. One half of the Business Member Board will become vacant each year and will be subject to reelection to the Board of Governors according to section "ELECTION GUIDELINES." Thirteen members shall be elected in even years and twelve shall be elected in odd years.

With the exception of past Chairs, an APTA Business Member may only be represented by one employee on the Business Member Board of Governors. A member may be reelected to succeeding terms of office.

Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

VOTING RIGHTS

Each member of the Board of Governors shall have one vote on all issues. No proxy votes are permitted. Telephone and letter votes are permissible when deemed necessary by the Chair.

A quorum is established when a simple majority of the Members of the Board of Governors are present at a meeting. Except as specifically provided in these Bylaws or in "Robert's Rules of Order," all motions must be approved by a majority of the members present at a meeting.

REASONS FOR DISMISSAL

A member shall be dismissed from membership on the Board of Governors for the following reasons:

- A. Company drops membership.
- B. Individual no longer employed by company represented at time of election.
- C. Members of the Board of Governors including Past Chairs will be expected to be active participants. Active participation is attendance at the Annual Board of Governors Business Meeting and one other meeting or three other meetings called by the Chair in the same calendar year.

NOTE:

If an individual on the Board of Governors is no longer employed by a company with current APTA membership, that company will have first opportunity to fill the vacancy for the remainder of the term. If the individual joins another APTA member company, he or she will be considered by the Nominating Committee for the next available position according to the Board of Governors Bylaws.

OFFICERS

The Business Member Board of Governors shall be headed by the Chair of the Board of Governors. The Chair of the Board shall preside at the general meetings of the Business Members and at meetings of the Business Member Board of Governors and shall be a member of the APTA Executive Committee and a member of the APTA Board of Directors. The Chair shall appoint the members of all committees, except as hereinafter provided, and shall establish all ad hoc committees and task forces and appoint the members thereof.

The Chair shall perform such other duties as may be provided for in the Bylaws, or by vote of the Board of Governors or of the General Business Membership and shall, at the APTA Bus Conference or Rapid Transit Conference, report to the membership on the Business Member affairs occurring during the Chair's term. The Chair shall also prepare and distribute to all General Business Members a Governing Board's annual report.

The First Vice Chair shall serve as Chair in the absence of the Chair and will, under the direct guidance of the Chair, be responsible for all areas of APTA that affect the General Business Member organizations and other specific duties given to the First Vice Chair by the Chair.

The Second Vice Chair shall serve as Chair in the absence of the Chair and First Vice Chair and will be responsible for other specific duties given to the Second Vice Chair by the Chair.

The terms of the Chair, First and Second Vice Chair shall be for two (2) years. In the event of a vacancy in the office of Chair, the First Vice Chair shall fill that vacancy for the remainder of the term.

The Business Member Board of Governors may provide honorary membership but such honorary members will not have voting rights. A candidate for consideration as an honorary member must be submitted to and approved by the current Nominating Committee. As appropriate, the Nominating Committee will prepare a written notice/recommendation that shall be mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting. Honorary memberships shall only be voted on at the Annual Board of Governors Business Meeting, and will be bestowed following a majority vote of the attending BMBG members.

BUSINESS MEMBER REPRESENTATION ON APTA BOARD OF DIRECTORS

The Chair of the Business Member Board of Governors shall automatically be nominated to serve as the Vice Chair - Business Members on the APTA Board of Directors and Executive Committee. An additional Business Member (not necessarily a member of the Board of Governors) shall be nominated to serve as the Vice Chair - Business Member at Large on the APTA Board of Directors and Executive Committee. As members of the Executive Committee, the Vice Chairs shall:

- A. Ensure Business Member participation on APTA committees.
- B. Monitor Executive Committee actions.
- C. Bring to the attention of the Executive Committee those matters of importance to Business Members.

Further, the Vice Chair - Business Members shall advise the Executive Committee of Business Member Board of Governors actions and objectives.

In addition to the Vice Chairs, 15 Business Members (not necessarily members of the Board of Governors) shall serve as Directors on the APTA Board of Directors. Of the 17 Business Members on the APTA Board of Directors:

- A. Two Business Member Directors shall represent the major bus manufacturers. A major bus manufacturer is defined as a manufacturer that is currently paying the maximum APTA dues.
- B. One Business Member Director shall represent the rail supply industry.
- C. One Business Member Director shall represent the consultant/contractor members.
- D. Two Business Member Directors shall represent the transit industry's OEM/subsupplier/after market members.
- E. 11 Business Member Directors shall represent the remaining varied interests and geographic locations of the Business Members, provided that there shall be one Business Member Director from each of APTA's seven (7) designated regions. These 11 Business Members may include representatives as noted above in A – D above.

All APTA Business Member Directors shall be elected for nomination in accordance with criteria set forth by the BMBG and provided to the BMBG Nominating Committee.

In accordance with the APTA bylaws, at large Business Member Directors shall be representatives of separate Business Member companies and shall serve two (2) year terms; Business Member Directors from APTA's seven (7) designated regions shall serve four (4) year terms; a member of the Executive Committee shall not at the same time serve as a regional director on the APTA Board of Directors; and, a vacancy in the position of Vice Chair - Business Members or Vice Chair - Business Members at large shall be filled upon the recommendation of the BMBG.

COMMITTEES

The Chair of the Business Member Board of Governors shall be able to appoint committees. The chairs of these committees shall be drawn from APTA business members who have a record of active involvement with the business member committees and the BMBG, and be staffed by individuals from APTA's Business Members.

ELECTION GUIDELINES

- A. **Schedule of Elections:** The slate of officers and Board Members, proposed by the BMBG Nominating Committee, shall be presented to the entire Business Membership by mail at least 30 days prior to the election. At the APTA Bus Conference or Rapid Transit Conference, during the General Meeting of the Business Members, the slate will be presented to the General Business Membership for vote. Nominations will be accepted from the floor immediately prior to voting for all positions. An APTA Business Member can have his/her name placed on the ballot for any BMBG position by requesting same, in writing, by fax, or certified mail arriving at APTA headquarters at least five (5) working days prior to the mid-year conference.
- B. **Nominating Committee:** The Nominating Committee shall consist of five (5) BMBG members in good standing. The Immediate Past Chair of the Business Member Board of Governors shall chair the Nominating Committee. The other (4) members shall be appointed by the BMBG Chair subject to the approval of the BMBG. If the Past Chair is no longer

active, he shall be replaced by a member of the Business Member Board of Governors appointed by the BMBG Chair with first consideration to other past Chairs, if available to serve.

With the exception of the immediate Past Chair, no appointed member of the Nominating Committee can be nominated for a position in APTA, including the BMBG, while serving on the Nominating Committee.

The Nominating Committee shall nominate for General Business Membership approval:

1. Chair (Vice Chair - Business Members)
2. First and Second Vice Chair
3. Business Member Representatives to the Business Member Board of Governors
4. Business Member Directors of the APTA Board of Directors
5. Vice Chair - Business Members at Large

The Nominating Committee shall submit to the APTA Nominating Committee for their consideration a short list of candidates for the positions of Secretary-Treasurer and/or the Vice Chairs for Research and Development, Management and Finance, Human Resources, Marketing and Communications and Canadian Members.

C. Voting Procedures:

1. All Business Member organizations (manufacturers, consultants, other suppliers) in good standing with APTA at the time of the APTA Bus Conference or Rapid Transit Conference, shall have one vote per membership.
2. In the case of no floor nominations at the APTA Bus Conference or Rapid Transit Conference:
 - a. A majority of those votes present shall be required for election to the Board of Governors, and to any office of the Board. Only one vote per membership shall be allowed.
 - b. All voting shall be by voice vote. If a voice vote is challenged, the Chair shall call for a secret ballot at a time and place designated by the Chair giving two week prior notice to all the General Business Member organizations.
3. In the case when floor nominations are made and seconded at the APTA Bus Conference or Rapid Transit Conference:
 - a. Within two weeks of the date of the mid-year meeting, the Director of Business Member Services, following review and approval of the Chair BMBG, will distribute to all eligible business member organizations a ballot containing all the names of those persons nominated by the BMBG Nominating Committee as well as those persons nominated from the floor at the APTA Bus Conference or Rapid Transit Conference.
 - b. The ballots will be forwarded by first class mail to all eligible voters with notification that the completed ballots must reach APTA headquarters on or before a date four weeks from the date of mailing of the ballots from APTA headquarters to be counted.

- c. Within 5 working days after the close of the ballot period a Teller's Committee, consisting of APTA's Chief Counsel and Vice President for Government Affairs and the Director-Business Member Services, will count the ballot and report the results to the Business Members.

NOMINATING COMMITTEE GUIDELINES

- A. The incoming First Vice Chair nominated shall have been a member in good standing of the Business Member Board of Governors for a minimum of two years before assuming the office of Vice Chair.
- B. The incoming Chair nominated shall normally be the First Vice Chair so long as the First Vice Chair has been a member of the Board of Governors in good standing and is re-nominated by the Committee. The Chair shall have served a minimum of four years.
- C. The Nominating Committee shall nominate Business Members to the APTA Board of Directors. Normally these nominations will be made at the first quarter meeting and promulgated to the full Board of Governors at the APTA Bus Conference or Rapid Transit Conference.
- D. The Nominating Committee shall nominate Business Members to the Business Member Board of Governors. Except as provided in these Bylaws, all nominations to the Business Member Board of Governors shall be promulgated to the General Business Membership at least 30 days prior to the election at the APTA Bus Conference or Rapid Transit Conference.
- E. Whenever one or more vacancies occur on the Board of Governors, the Nominating Committee shall present to the Board of Governors at its next scheduled meeting, nominations to fill the vacancies. If approved for membership, each new member will begin serving on the Board of Governors immediately and will serve out the unexpired term of the vacancy.
- F. When deliberating open positions on the Business Member Board of Governors, the Nominating Committee shall consider increasing its diversity through the addition of minority and women members and small business representatives (DBE's).

BYLAWS CHANGE PROCESS

- A. Member requests for Bylaws changes must be brought to the attention of the BMBG at a BMBG meeting.
- B. Upon due consideration and consensus of the BMBG members present at the meeting, the Chair shall request that the Bylaws Subcommittee consider the recommended change and report back to the BMBG at the next scheduled Annual Board of Governors Business Meeting.
- C. After consideration, the Bylaws Subcommittee shall prepare a written recommendation that shall be included with the meeting notice and agenda mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting.
- D. Bylaw changes shall only be voted on at the Annual Board of Governors Business Meeting. Bylaw changes must receive a two thirds vote of the quorum present.

MEETINGS

- A. The Business Member Board of Governors shall meet during the first quarter of each year at a site selected by the individual who will serve as Chair at the meeting. Additional meetings of the BMBG will be held at each APTA Annual Meeting, Legislative Conference and at either the APTA Bus Conference or Rapid Transit Conference, or as called by the Chair.
- B. Notice of meeting agenda shall be provided to all at least fifteen days prior to the meeting.
- C. "Robert's Rules of Order" as revised, shall govern the conduct of all meetings.
- D. A General Meeting of the Business Members will be held once a year, alternating between the APTA Bus Conference and the Rapid Transit Conference. The agenda for this meeting will include consideration of the Nominating Committee's report and receipt of the report of the BMBG Chair.

SPECIAL PROVISIONS

- A. The Business Member Board of Governors may recognize individuals who have made special contributions and who have utilized their talents to further the cause of the Business Member Board of Governors.
- B. The Business Member Board of Governors may provide honorary membership but such honorary members will not have voting rights. A candidate for consideration as an honorary member must be submitted to and approved by the current Nominating Committee. As appropriate, the Nominating Committee will prepare a written notice/recommendation that shall be mailed to the BMBG members in advance of the Annual Board of Governors Business Meeting. Honorary memberships shall only be voted on at the Annual Board of Governors Business Meeting, and will be bestowed following a majority vote of the attending BMBG members.
- C. Each Business Member of the Board of Governors shall be responsible for regular communications and liaison with a proportionate number of Business Member companies, not selected by type of membership. Assignment to be made by the Chair of the Board of Governors. Board members shall be responsible for communicating the views and concerns of his/her constituency companies to the full Board of Governors.

ATTENDANCE POLICY

Business Members other than members of the Board of Governors are welcome to attend sessions of the Board of Governors and may be called upon by the Chair to participate in discussion, but, of course, will not have a vote. The Chair retains the option to convene an executive session when necessary. An executive session may only be attended by members of the Business Member Board of Governors.