

APTA Bylaws

The bylaws, last revised on February 3, 2025, outline rules for the operation of APTA, covering topics such as membership requirements, meetings, dues, officers, and elections.

REVISIONS

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); March 14, 2010; May 7, 2017; February 3, 2025.

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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 transportation for all persons.
- B. To represent the interests, common policies, requirements, and purposes of public transportation.
- C. To provide a forum for exchange of ideas and best practices public transportation matters.
- D. To promote research intended to modernize and innovate public transportation.
- E. To assist its members managing special issues.
- F. To promote cooperation among its members, transportation-related organizations, and the general public.
- G. To reflect our core values by encouraging the letter and spirit of equal opportunity principles.
- H. To collect, compile, and make available to members' data and information relative to public transportation.
- I. To assist in the training, education, and professional development of all persons involved in public transportation.
- J. To engage in any lawful activities that serve the members and promote public transportation.

Article III: Membership

A. Admission to Membership

- 1. Every applicant for membership shall make application to the President/CEO on a prescribed form that shall contain a certification that the applicant will abide by the Bylaws and will conform to APTA's policies and procedures.
- 2. Applications for membership in the Association shall be presented for approval in a manner provided by the Board of Directors.

B. Classes of Members

All membership classes shall have the right to vote on Association matters and other such privileges and services as prescribed from time to time by the Board of Directors.

Membership in the Association shall be divided into classes, as follows:

- 1. **Transit System Members:** This class shall consist of (a) persons, firms or corporations, trustees or receivers, municipal or other governmental agencies, operating any form of organized public transit system within the boundaries of the United States of America or its territories and possessions, or the Commonwealth of Puerto Rico, or of Canada and

Mexico, or (b) a new transit enterprise organized to operate a transit system not previously in existence within such boundaries, or (c) a person, firm or corporation organized to provide professional management services to such transit systems within such boundaries provided that management company membership shall not take the place of the transit system membership.

2. **Business Members:** This class shall consist of:
 - a. **Manufacturers and Supplier Members:** organizations engaged in supplying goods and services to the public transit industry.
 - b. **Consultant Members:** organizations providing professional consultation services to the public transit industry.
 - c. **Publisher Members:** organizations publishing periodicals relating to the public transit industry.
 - 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 academic institutions, labor organizations, advocacy groups, and other organizations with an interest in transit. Affiliates are non-voting members of the Association and are not eligible to run for office for the Executive Committee or Board of Directors.

8. **Retirees:** This class shall consist of transit professionals who have retired but want to maintain contact with the industry.

The President and CEO may, in their discretion, revise the classes of membership as they deem necessary and appropriate, consistent with these Bylaws, in consultation with the Executive Committee and notice to the Board at its next meeting.

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

The APTA President/CEO may submit a question to the voting members of the Association by electronic or mail ballot, whenever, in the judgment of the Board of Directors or Executive Committee, it is advisable to receive a formal decision from the membership without the need of convening a special meeting for the purpose. Members of the association shall have 30-days to return the completed 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. This process does not apply to amendments to these Bylaws. The President/CEO shall certify to the Board of Directors at its next meeting, the result of any such electronic or 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 agenda and other supporting materials shall be prepared and made available to all delegates representing voting members at least 48 hours prior to the time of the 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.

E. Withdrawal, Suspension, and Expulsion

1. Any member may resign from membership by giving written notice to that effect to the President accompanied by the payment of dues and fees to the date of resignation.
2. Upon a majority vote of the Executive Committee, a member may be suspended or expelled from the Association for violation of these Bylaws, or for nonconformance with APTA's policies and procedures. The APTA Executive Committee will give written notice to the member outlining the reasons for suspension or expulsion. A member under consideration for suspension or expulsion will have thirty (30) days to respond to the

Executive Committee's notice. The suspended or expelled member shall not be reinstated except by a majority vote of the Executive Committee, and then only upon furnishing satisfactory evidence to the Executive Committee of their intention to abide by the Bylaws, including APTA's policies and procedures.

Article VI: Voting

Viva Voce and Plural Voting

In ordinary Association procedures at annual or special meetings of the membership of the Association, viva voce voting may be used and each member shall be entitled to one vote. A member may vote by proxy executed in writing and duly delivered to and held by the member exercising such proxy. Any member entitled to vote at Association meetings may demand plural voting (either viva voce or by ballot) on any question, and in such case each voting member shall be entitled to one vote for each one hundred dollars (\$100.00) or major fraction thereof, of last annual dues paid to the Association, with a minimum of one vote. Plural voting shall always be cast as a unit and shall always be used in balloting by mail.

Article VII: Organization

A. Committees

The Executive Committee 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 and designated committees of this Association.

B. Committee Membership

The appointment of and membership on committees shall be the responsibility of the respective committee's leadership, subject to such action as may be taken from time to time by the Executive Committee.

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.

D. Designated Committees

In determining which committees shall be designated committees, the Executive Committee shall consider the extent to which the work of the committee relates to the core activities of the Association; its Strategic Plan the committee has a clear statement of purpose related to the objectives of the Association; the committee plays a role in advancing the practice of public transportation; committee membership is open to all APTA members; the committee bylaws provide for elected leadership, set reasonable term limitations for committee leaders, and provide a pathway to leadership. The status of any committee as a designated committee shall be

reviewed no less frequently than every five years to ensure continuing status as a designated committee is warranted.

Article VIII: Board of Directors

A. General Authority

The board of directors shall serve as the governing and policy-making body of the Association. The board of directors oversees the administrative, financial, legal, health and welfare of the association, on behalf of its members, as contemplated by the Articles of these bylaws.

Specific responsibilities include:

- Approval of the strategic plan.
- Approval of the annual budget, including approval of member dues adjustments.
- Approval of legislative strategies, and financial and other policies.
- In accordance with Article XI of these bylaws, authority to hire (and extend), and, if necessary, dismiss the President/CEO.
- Such other matters specifically provided for in these Bylaws.

Such other matters separately identified that would remain with the Board include at Article I: to designate the location of the Association's office; at Article III: Board guidance on membership approval; at Article IV: Board authority on place and time of Annual Meeting or special meetings; at Article VIII: Board of Directors authorities; at Article IX: filling vacancies on Executive Committee; at Article X: timing of elections per Board, guidance to Nominating Committee; at Article XI: authority regarding President/CEO; at Article XII: to have in place a written policy on indemnification; at Article XIV: Board authority to approve by 2/3rds vote bylaws amendments to then be presented to Association for vote.

All other powers would be the responsibility of the Executive Committee.

B. Composition of the Board of Directors

The board of directors shall be comprised of the members of the executive committee; the designated committee directors, the designated transit system directors, the designated business member directors, the at-large directors, and a Leadership APTA and an Emerging Leader.

1. The terms of office for members of the executive committee shall coincide with their terms on the executive committee and not be otherwise limited.
2. Designated committee directors shall be the chairs or representative of each designated committee authorized under Article VII of these bylaws. Should the chair or representative of a designated committee serve as a member of the board of directors in another capacity, the vice chair or representative of the designated committee shall serve as the designated

committee director or representative from that committee. The terms of office for the designated committee directors shall coincide with the terms as committee chairs and not be otherwise limited. Designated committee directors must, throughout their tenure, serve as officers or officials of an APTA member organization in good standing but are elected in their personal capacities.

3. Designated transit system directors shall be the twenty transit system members, as defined in Article III of these bylaws, which pay the highest dues to the Association, and which includes at least two Canadian Transit System members, based on dues calculated and paid for the Association fiscal year preceding the annual election. In case of a tie in determining the twenty highest dues paying members, a lottery system shall be used to decide the tie. The terms of office for designated transit system directors shall start immediately at the conclusion of the APTA Annual Meeting, in conjunction with the terms of newly elected members of the board of directors and executive committee as provided in Article X, Section A of these bylaws and continue in annual increments until they are no longer among the twenty highest dues paying members as calculated herein and not be otherwise limited. Designated transit system directors are seated by virtue of their agency's status. They may be replaced at will by their agency.
4. Designated business member directors shall be the ten business members, as defined in Article III of these bylaws, which pay the highest dues to the Association, based on dues calculated and paid for the Association fiscal year preceding the annual election. In case of a tie in determining the ten highest dues paying members, a lottery system shall be used to decide the tie. The terms of office for designated business member directors shall start immediately at the conclusion of the APTA annual meeting, in conjunction with the terms of newly elected members of the board of directors and executive committee as provided in Article X, Section A of these bylaws and continue in annual increments until they are no longer among the ten highest dues paying members as calculated herein and not be otherwise limited. Designated business member directors are seated by virtue of their employing APTA member's status. They may be replaced at will by their employing APTA member.
5. At-large directors shall consist of thirty officers or officials of APTA members in good standing. The terms of office for at-large directors shall be three years. At-large directors shall serve no more than one consecutive full term as an at-large director (i.e., an at-large director must observe a break in service of at least one year between terms). Among the thirty at-large directors, ten shall be officers or officials of business members and twenty shall be officers or officials of transit system members. At-large directors from classes of membership other than transit system members or business members, as described in Article III of these bylaws, shall be counted as transit system or business member directors for purposes of balance based on the public or private nature of their organization. At-large directors may stand for election to a full term after filling a partial term through election or

appointment and may serve on the board of directors in any other capacity immediately prior to or after service as an at-large director. At-large directors must, throughout their tenure, serve as officers or officials of an APTA member organization in good standing but are elected in their personal capacities. The terms of office for at-large directors shall be three years, except that an at-large director who serves on the Executive Committee shall not be subject to such term limit.

6. An individual may serve on the Board of Directors in more than one capacity and multiple individuals from a single member organization may serve simultaneously.

C. Honorary Members

All past chairs and past presidents of the Association shall be honorary members of the board of directors and be authorized to participate in discussions.

D. Voting and Representation

Each member of the board of directors shall be entitled to a single vote. Voting by proxy is not authorized. Electronic voting is authorized when conducted in conjunction with an electronic meeting.

E. Meetings

1. The board of directors shall meet not less than twice during the Association's fiscal year, and shall hold such additional meetings as by the call of the Chair of the Board. Electronic meetings are authorized through the use of a conference telephone or other communications devices by means of which all participating in the meeting can communicate with each other at the same time. To ensure the actions of the board of directors reflect the consensus of APTA members and are fully informed by the unique knowledge and experience of individual directors, members of the board of directors are expected to meet the requirements of the APTA Board of Directors Attendance Policy.
2. A majority of the board of directors shall constitute a quorum and any act of the majority when a quorum is present shall constitute an act of the board of directors unless otherwise required by these bylaws.
3. Reasonable notice shall be provided for all meetings of the board of directors. Notice should be accompanied by the agenda and by available and appropriate supporting information. The agenda as forwarded shall be followed unless changed by a two-thirds vote of those in attendance.

F. Vacancies

The board of directors shall be authorized to fill such vacancies as may occur from time to time among the at-large directors, appointing qualified members to serve the remainder of unexpired terms.

Article IX: Executive Committee

A. Composition of The Executive Committee

1. Chair;
2. Vice Chair;
3. Immediate Past Chair;
4. Secretary-Treasurer;
5. Legacy System Representative;
6. Legislative Committee Chair;
7. Transit Board Members Committee Representative;
8. Business Member Board of Governors Representative;
9. Canadian Member Representative;
10. Transit CEO Representative from ten highest dues paying transit systems;
11. Representative from ten highest dues paying business members;
12. Bus and Paratransit CEOs Committee Representative;
13. Commuter Rail CEOs Committee Representative;
14. Rail Transit CEOs Committee Representative;
15. Mid-size Operations Committee Representative;
16. Small Operations Committee Representative;
17. Three At-Large Business members;
18. Three At-Large Transit Board members; and
19. Three At-Large members.

B. Authority

The executive committee shall serve as the decision making body of the board of directors, with authority on all matters involving the management and performance oversight of the Association and its leadership, except for the matters expressly reserved for the board of directors in these bylaws. In addition, the executive committee may, in its discretion, retain Special Counsel to address particular matters.

C. Positions

The executive committee shall consist of all members noted in Article IX, Section A.

D. Eligibility

1. **Chair**– The chair shall be an officer or official 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 in good standing. A candidate for the position of chair shall have completed a minimum of one year experience on the executive committee. For purposes of this article, an officer or official of a transit system member shall be deemed to include a transit governing board member, a chief executive officer or equivalent, or other high level individual approved by their respective transit system governing board or chief executive officer.
2. **Vice Chair**– The vice chair shall have the same qualifications as the chair.
3. **Immediate Past Chair**– The immediate past chair shall be eligible to continue in office while serving as an officer or official of an APTA member in good standing.
4. **Secretary-Treasurer**– The secretary-treasurer shall be an officer or official of a transit system member or business member in good standing. A candidate for the position of secretary-treasurer shall have completed a minimum of one year experience on the executive committee.
5. **Members** – Members of the Executive Committee as described in Article IX, Section A shall be officers or officials of APTA members in good standing. Members from classes of membership other than transit system members or business members, as described in Article III of these bylaws, shall be counted as transit system or business member directors for purposes of balance based on the public or private nature of their organization.
6. All members of the executive committee must, throughout their tenure, serve as officers or officials of APTA member organizations in good standing but are elected in their personal capacities.

E. Terms and Term Limits

1. The chair shall serve for a term of one year. A chair appointed to fulfill a partial term may stand for a full term thereafter. At the conclusion of the chair's term, he or she shall serve as immediate past chair if otherwise qualified.
2. The vice chair shall serve for a term of one year. A vice chair appointed to fulfill a partial term may stand for a full term thereafter. At the conclusion of the vice chair's one year term, he or she shall be eligible to serve as chair if otherwise qualified.
3. The immediate past chair shall serve for a term of one year. An immediate past chair may be appointed to fulfill a partial term during the year following his or her term should the incumbent be unable to serve for any reason and if otherwise eligible. Except for continued or resumed service as immediate past chair as contemplated in this provision, the

immediate past chair shall be barred from service on the executive committee in any role for one year following the conclusion of his or her term as immediate past chair.

4. The secretary-treasurer shall serve a term of three years and may serve no more than one consecutive term (i.e., the secretary-treasurer must observe a break in service of at least one year between terms) as a member of the executive committee, except that he or she may stand for a term as vice chair immediately following his or her three-year term.
5. The members shall serve staggered terms of three years and may serve no more than one consecutive term (i.e., a member at-large must observe a break in service of at least one year between terms) as a member of the executive committee, except that a member may stand for a term as secretary-treasurer or vice chair immediately following his or her three-year term.

F. Duties

1. The chair 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 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 these 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 or incapacity of the chair, the vice chair shall preside over meetings and otherwise carry out the duties of the chair. In the absence or incapacity of both the chair and vice chair, a member of the executive committee designated by the executive committee will do so.
3. The vice chair shall be an ex-officio member of all committees except the nominating committee. He or she shall be 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 should a diversity council be established by the board of directors.
4. The secretary-treasurer shall have responsible charge, under the direction of the chair and the 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. The secretary-treasurer shall maintain and be in responsible charge of the minutes of all meetings of the board of directors and the executive committee.

5. Voting – Each member of the executive committee shall be entitled to a single vote. Proxy voting is not authorized. Electronic voting is authorized when conducted in conjunction with an electronic meeting.

G. Meetings

The executive committee shall meet upon call of the chair.

1. A majority of the executive committee shall constitute a quorum and any act of the majority of the executive committee shall constitute an act of the executive committee unless otherwise required by these bylaws.
2. Reasonable notice shall be provided for all meetings of the executive committee, with at least ten calendar days' notice provided in advance of any in-person meeting and two calendar days' notice provided in advance of any electronic meeting. Such notice may be waived by a two-thirds vote of the executive committee. Notice should be accompanied by the agenda and by available and appropriate supporting information and the agenda as forwarded shall be followed unless changed by a two-thirds vote of those in attendance.

H. Vacancies

1. In the case of a vacancy in the office of chair, the vice chair shall serve as chair for the remainder of the term if otherwise qualified.
2. In the case of a vacancy in the office of vice chair, the board of directors shall be authorized to appoint any member of the board of directors who is otherwise qualified to serve the remainder of the term.
3. The board of directors shall be authorized to fill such other vacancies as may occur from time to time among the executive committee, appointing otherwise qualified members to serve the remainder of unexpired terms.

Article X: Elections

A. Timing

Unless otherwise provided for by the board of directors, election of board of directors and executive committee members shall be held at the annual meeting of the Association. Newly elected members of the board of directors and executive committee shall assume their duties immediately after the annual meeting of the members at which they are elected and shall continue in office until their successors are elected or appointed.

B. Nominating Committee

The board of directors may provide direction to the executive committee as it develops guidelines for the Nominating Committee.

1. In the month of June each year, prior to the annual meeting, the chair shall appoint, upon advice of the executive committee, a nominating committee which shall conduct itself in accordance with the Board approved policy governing the nominating committee. The nominating committee shall announce the slate of nominees at least 30 days before the annual meeting of the membership.
2. The nominating committee each year shall give every consideration to board members of APTA transit members for service as chair and vice chair. If a transit board member has not served as APTA chair in the previous two years, the nominating committee shall nominate an eligible transit board member for the position of vice chair. In the event no eligible transit board member applies, the nominating committee may nominate any other eligible applicant.
3. The nominating committee shall meet in person not less than thirty days after it has been announced to the membership.
4. Guidance to the nominating committee:
 - a. The nominating committee shall nominate the vice chair to stand for election as chair at the next annual meeting unless the vice chair is no longer qualified under Article IX of these bylaws or there is a compelling reason that the vice chair should not be nominated.
 - b. Should the vice chair assume the duties of the chair pursuant to Article IX, Section G of these bylaws, the nominating committee shall nominate him or her for election to a full term as chair at the next annual meeting unless he or she is no longer qualified under Article IX of these bylaws or there is a compelling reason that he or she should not be nominated.
 - c. Should a board member assume the duties of vice chair pursuant to Article IX, Section G of these bylaws, the nominating committee shall nominate him or her for election to a full term as vice chair at the next annual meeting unless he or she is no longer qualified under Article IX of these bylaws or there is a compelling reason that he or she should not be nominated.
 - d. Notwithstanding any other requirement of these bylaws, the nominating committee is prohibited from nominating any member of the nominating committee for any office.
 - e. The nominating committee each year shall give every consideration to board members of APTA transit members for service as chair and vice chair. If a transit board member has not served as APTA chair in the previous two years, the nominating committee shall nominate an eligible transit board member for the

position of vice chair. In the event no eligible transit board member applies, the nominating committee may nominate any other eligible applicant.

- f. The nominating committee shall seek to achieve balance among members of the Executive Committee when selecting nominees for the three at-large positions open to all as described in Article IX, Section C of these bylaws.
- g. The nominating committee shall make every effort to select nominees for the executive committee or board of directors:
 - a. that have demonstrated their commitment to the Association and its objectives;
 - b. that reflect the diversity of the Association's membership in all respects;
 - c. that will allow effective, balanced participation by all segments of the Association membership including, but not limited to, member category, geographic balance, system or business size, modal focus, and business sector segment;
 - d. that will encourage broad participation throughout the Association membership;
 - e. whose skills and experience best ensure the continuity of the Association's objectives, plans, and programs; and
 - f. who are best qualified for the positions for which they are nominated.
- h. Association members, committees, and other constituent groups are encouraged to submit advice to the nominating committee concerning potential nominees to assist the nominating committee's efforts to select candidates best qualified to fulfill the qualities envisioned in this Article X, Section B and elsewhere in these bylaws, as may be reasonably limited from time to time by the board of directors or executive committee to maintain the decorum and fairness of the election process.
- i. The board of directors shall provide guidance as it deems necessary to ensure the nominating committee notes and considers these or other aspects of diversity.

C. Election Procedures

1. The slate of nominees selected by the nominating committee shall be announced to the voting members not less than thirty days prior to the opening day of the annual meeting.
2. Any member of the Association in good standing may make an individual nomination to any open position.

3. The election at the annual meeting may be made by voice vote, but if requested by any voting member, plural voting (either by voice vote or ballot) in accordance with 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 days after the date upon which ballots are mailed to the members. A majority of the votes cast shall be necessary for election to office.

Article XI: Appointed Officers

A. President

The President/CEO shall be hired (and his or her position extended), and, as necessary, dismissed by the board of directors. His or her screening, recommendation to be hired, annual performance evaluation and compensation adjustments shall be performed by the Executive Committee, with the latter two responsibilities to be reported on each year to the Board of Directors. While holding such position, he or she shall be the chief executive officer of the Association and shall be referred to as the "President/CEO".

A decision to hire (or extend) a President/CEO shall be approved by a two-thirds vote of the board of directors, while a decision to dismiss a President/CEO shall be approved by a majority vote of the board of directors. In accordance with the quorum requirements in Article VIII (Board of Directors), Section E, a majority of the board of directors shall constitute a quorum and, according to the specific action above being taken, any act of the majority of directors present, or two-thirds present, when a quorum is present shall constitute an act of the board of directors.

1. 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 the 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 he or she shall be responsible for the accuracy of bills or vouchers on which money is to be paid.
3. He or she shall have charge of the books and accounts of the Association under the advice of the secretary-treasurer.
4. The president shall keep full records of the affairs of the Association and shall furnish the board of directors and the executive committee, from time to time, such statements as they 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 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 these bylaws, the chair, the board of directors, and the executive committee. The board of directors may authorize an alternate to act for and on behalf of the president.

B. 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 XII: Surety Bonds & Indemnification

A. Surety Bonds

The President, Secretary-Treasurer, 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

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 email, shall then be submitted to the members of the Association.

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 an email 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. A taskforce may also be established to consider amendment requests. The taskforce will use the following criteria:

An amendment proposed by a member who represents at least 1 percent of the total plural vote; the proposed amendment is supported, in writing, by at least 5 active members of APTA; or the amendment is proposed by the Bylaws taskforce with a majority vote of the taskforce members.

Any proposed amendments meeting the criteria above, will be forwarded to the Executive Committee for consideration and possible recommendation to the Board of Directors for

approval. The taskforce will be responsible for setting the schedule for APTA members to make bylaws amendment proposals.

Article XV: Conflicts with APTA Bylaws or Federal or D.C. Law

A. In the case of a conflict between these Bylaws and Federal or District of Columbia law, the Federal or District of Columbia law shall prevail.

B. If a committee's bylaws are silent on an issue that APTA bylaws address, then the APTA bylaws control.