**Guidance to the 2018 APTA Nominating Committee**

The APTA Executive Committee has compiled and adopted this guidance to ensure the 2018 Nominating Committee benefits from the ongoing work of the Board of Directors and its Executive Committee, the collective experience of earlier nominating cycles, and the current needs and priorities of APTA.

The general guidance to the Nominating Committee is contained in the attached excerpts from APTA’s bylaws. While the entire excerpt is important, the Nominating Committee should pay attention to Article X.B.4.g. The six goals in that passage directly support the sense of inclusiveness that is essential to APTA’s strength and credibility. As discussed in Article X.B.4.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.”

Demonstrating commitment to APTA and selecting those best qualified to serve leads to the general conclusion that bona fide service on APTA committees should serve as a gateway consideration for service on our Board of Directors. Similarly, service on the Board of Directors should normally serve as a gateway to service on the Executive Committee. While these principles are subject to exception, the Nominating Committee should, absent compelling circumstances, seek to observe them.

In addition, for the seats on the Executive Committee that are designated, the Nominating Committee is encouraged to consider the nominations by the Designated Committees. Designating seats on the Executive Committee was one cornerstone of the updated bylaws and every consideration should be given to the Designated Committee’s selection.

The concept of broad participation leads to a general conclusion that no two members of the Executive Committee should come from the same organization. Again, this principle is not absolute, but exceptions should be made under compelling circumstances only.

APTA’s overarching need for inclusiveness means the Nominating Committee should try to ensure that the Executive Committee members represent the broad spectrum of our Association’s core functions and membership. Given the expanded Executive Committee, the Nominating Committee should pay special attention to the at-large seats to ensure that portfolios/interests not represented by Designated Committees should receive due consideration for at-large seats, which will ensure the Executive Committee is a true reflection of APTA’s diverse membership.

Finally, the nominating committee must select the vice chair for the post of chair unless there is a “compelling reason” that the person serving as vice chair should not be nominated. Also, candidates for the Executive Committee must be “officers or officials of APTA members in good standing.”

**Excerpt from APTA Bylaws**

**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 duties immediately at the conclusion of the annual meeting at which they are elected and shall continue in office until their successors are elected and seated.

**B. Nominating Committee**

1. At least ninety days but no more than one hundred five days prior to each annual meeting, the chair shall appoint, upon advice of the executive committee, a nominating committee which shall conduct itself in accordance with these bylaws and guidelines that may be issued from time to time by the board of directors. *The board of directors may provide direction to the executive committee as it develops guidelines for the Nominating Committee.*
2. The nominating committee shall be chaired by APTA’s immediate past chair and include eighteen additional members. Among those eighteen shall be a member of the diversity council should a diversity council be established by the board of directors, at least two committee chair directors, at least two designated transit system directors, at least one designated business member director, at least three at-large directors (of which, at least one shall be a business member), and additional members drawn from among APTA’s members in good standing reflecting the breadth of APTA membership and participation and deemed qualified by the chair and executive committee.
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:
   1. 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.
   2. 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.
   3. 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.
   4. Notwithstanding any other requirement of these bylaws, the nominating committee is prohibited from nominating any member of the nominating committee for any office.
   5. 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 make every effort to nominate an eligible transit board member for the position of vice chair.
   6. *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.*
   7. The nominating committee shall make every effort to select nominees for the executive committee or board of directors:
      1. that have demonstrated their commitment to the Association and its objectives;
      2. that reflect the diversity of the Association’s membership in all respects;
      3. 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;
      4. that will encourage broad participation throughout the Association membership;
      5. whose skills and experience best ensure the continuity of the Association’s objectives, plans, and programs; and
      6. who are best qualified for the positions for which they are nominated.
   8. 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.
   9. 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.