



*AMERICAN PUBLIC TRANSPORTATION ASSOCIATION*  
**TRANSIT BOARD MEMBERS COMMITTEE MEETING**  
The Grand Hyatt • Denver, CO • Mt. Elbert, 2<sup>nd</sup> Floor  
Saturday, July 18, 2015 • 2:30 – 4:30 p.m.

**MEETING AGENDA**

1. Welcome - Dr. Valarie J. McCall, committee chair
2. Vice Chair Report – David J. Stackrow
3. Approval of minutes, March 8 meeting – Carol Herrera, committee secretary
4. Election of Officers – Frederick L. Daniels, Jr.  
Slate: Chair – Dr. Valarie J. McCall, Vice Chair – David J. Stackrow, Secretary – Carol Herrera
5. Board Support Subcommittee Activities – Beth Vidaurri, chair
6. ADA Subcommittee & Accessibility-Related Activities – Doug Lecato, chair
7. Legislative Subcommittee Updates – David M. Stackrow, chair
8. Safety Subcommittee Updates – John R. Plante, chair
9. Engagement & Membership Subcommittee – Andre Gibson, chair
10. Nomination Committee Updates – Fred Daniels, chair
11. 2015 Seminar Overview – Jeff Walker, host
12. Other Business
  - New APTA Diversity/Inclusion Policies
  - Bylaws Update – System Size replacing Regional Representatives
  - 2015 – 2016 APTA Chair Initiatives



AMERICAN PUBLIC TRANSPORTATION ASSOCIATION  
**TRANSIT BOARD MEMBERS COMMITTEE**  
JW Marriott • Washington, DC • Salon G  
Sunday, March 8, 2015 • 3 – 4:45 p.m.

## Minutes of Meeting

Chair, Valarie J. McCall opened the meeting, asked for self-introductions, and asked for the approval of the minutes from the October 5 meeting in Houston. So approved, no opposed.

Valarie reviewed briefly the legislative conference program and highlighted some of the sessions for board members and encouraged everyone to network with their local representatives. She discussed our newly adopted strategic plan and how we should touch on these items within the board member seminar.

Bylaws – a request to revisit the current bylaws and make revisions to the representatives by system size

Jeff Walker our host of the 2015 Transit Board Members & Board Support Seminar shared details of the preliminary program. He asked for any volunteers to help coordinate sessions and solicited ideas for topics. There is an overview, topics and preliminary speakers selected and Denver is working on technical tours and other logistics. RTD is extremely excited to host the event and looks forward to our visit

Beth Vidaurri shared some information about the board support topics at the upcoming seminar. Highlighted the webinars that are hosted several times per year and encouraged everyone to participate. Also board support has put in place an aggressive effort to increase their membership numbers.

2016 Transit Board Members & Board Support Seminar - Sharon McBride discussed Peoria's desire to host the 2016 seminar and shared some brief highlights of what her city has to offer. The location for the 2016 seminar is still in discussion and more details will be shared in the coming months. There are possible summer conflicts with the 2016 Republican National Convention that will be held in Cleveland so this will be part of a future discussion. Valarie discussed having more collaboration with COMTO in preventing conflicts with their national conference since many of our board members attend their events.

Doug Lecato and Donna McNamee highlighted the 25<sup>th</sup> anniversary of the ADA. There was a taskforce created in conjunction with the Access committee and they have been tasked with coordinating ADA related sessions at all the major meetings – bus, rail, annual. There is also coordination on a possible joint reception or mixer at the annual meeting to commemorate the anniversary of the ADA.

Governance Discussion – discussion surrounding available vacancies for the upcoming year 2015-2016 on the APTA board of directors and executive committee. Valarie encouraged anyone interested in serving to reach out to her personally.

Next meetings – will schedule a program planning call for late March and we will meet in person at the 2015 seminar in Denver, CO.

**APTA staff:** Cheryl Pyatt



*AMERICAN PUBLIC TRANSPORTATION ASSOCIATION*  
**TRANSIT BOARD MEMBERS COMMITTEE**  
**ELECTION OF OFFICERS**  
**JULY 18, 2015**

**BALLOT – ONE VOTE PER TRANSIT SYSTEM**

**CHAIR:**            **Dr. Valarie J. McCall**            \_\_\_\_\_

**VICE CHAIR:**    **David M. Stackrow, CPA**            \_\_\_\_\_

**SECRETARY:**    **Carol Herrera**            \_\_\_\_\_

**TRANSIT AGENCY:** \_\_\_\_\_

**CITY AND STATE:** \_\_\_\_\_



*AMERICAN PUBLIC TRANSPORTATION ASSOCIATION*  
**TRANSIT BOARD MEMBERS COMMITTEE BYLAWS**  
 June 2013

**ARTICLE I: NAME OF COMMITTEE AND PURPOSE OF GUIDELINES**

The name of this committee is the Transit Board Members Committee of the American Public Transportation Association (APTA.) The purpose of these guidelines is to set forth the objectives of the committee and to establish guidelines to assist the committee in achieving these objectives.

**ARTICLE II: COMMITTEE OBJECTIVES**

The objectives of the Transit Board Members Committee are to:

1. Aid the members of transit boards and commissions in carrying out their obligations as policy makers for public transportation systems in an efficient and effective manner.
2. Provide a forum through which the members of all transit boards and commissions may express their views on the policy and direction of APTA, to which it is expected and desired that APTA will expend every reasonable effort in implementation.
3. Guide and encourage the talents of the APTA staff to support and enhance the goals of the individual members of APTA and the boards that they represent.
4. Act as a spokesman and ombudsman for the interests of all properties represented by APTA in the functions of their boards; be responsible to the reasonable requests of transit system members for support in their local functions; and monitor and report on the fiscal responsibility of the operation of APTA.
5. Develop and implement strategies that promote members of the Transit Board Members Committee for key positions on the APTA Executive Committee, the APTA Board of Directors, and other policy groups of APTA.

**ARTICLE III: MEMBERSHIP**

- A. **Eligibility.** A transit board member or commissioner of either an APTA transit system member or an APTA government agency member in good standing is eligible for membership in the committee and is eligible to remain as a member while serving as a governing board member of the APTA member.

- B. **Procedure.** To join the committee, an eligible transit board member shall send a letter, fax, or e-mail requesting committee membership to the staff advisor of the transit board members committee. As a courtesy, transit board members should notify their board chair and/or CEO as to their intent to join the committee. This letter, fax or e-mail must include the mailing address, telephone number, fax number, and e-mail address to which communications pertaining to the committee are to be sent.

#### **ARTICLE IV: OFFICERS AND EXECUTIVE COUNCIL**

- A. **Officers.** The officers of the committee shall include a chair, vice chair, secretary, and up to eight regional representatives (one from each of the eight APTA regions.)
- B. **Duties and Responsibilities.** The duties and responsibilities of each officer are:
1. **Chair.** The chair shall have overall responsibility for the committee subject to the APTA bylaws and the direction provided by the committee members. He/she shall preside at all committee meetings; create, rename or discontinue subcommittees and other working groups – except for the Board Support Subcommittee; appoint the chairs – except for the Board Support Subcommittee; and serve as an ex-officio member of all subcommittees and working groups. Through membership on the APTA Board of Directors in a designated position for the chair of the Transit Board Members Committee, the chair shall ensure that the interests of transit board members are communicated to the APTA Board of Directors and Executive Committee. Two other designated positions for the Transit Board Members (TBM) Committee chair are memberships on APTA’s Procurement Steering Committee and Diversity Council. For these two positions, the TBM Committee chair may take the seat or appoint another TBM Committee member to participate.
  2. **Vice Chair.** The vice chair shall, in the event of the absence, disability, or resignation of the chair, act for the chair and also carry out other responsibilities as may be assigned.
  3. **Secretary.** The secretary shall be responsible for keeping adequate minutes of all committee meetings. The secretary shall report on executive council actions at meetings of the committee.
  4. **Regional Representatives.** The regional representatives shall be responsible for representing before the committee the interests of transit board members serving transit systems in the APTA region they represent. They shall also be responsible for increasing the participation in committee activities of transit board members in

the APTA region they represent.

- C. **Eligibility.** All members of the Transit Board Members Committee, who have served at least one year as a transit system board member, shall be eligible for office and shall be eligible to continue in office while serving as a transit board member. Each regional representative must be a transit board member of a transit system located in the region he or she represents. A member elected to one of the offices or to the regional representative positions must be a policy maker/board member in good standing. No emeritus status membership shall apply.
- D. **Terms of Office.** The terms of office are as follows:
1. **The chair, vice chair, and secretary** shall serve one-year terms and shall be eligible for election to a second term. After serving two successive terms, each shall be ineligible for election to that office for two years.
  2. **Regional representatives** shall serve two-year terms and shall be eligible for election to a second term. After serving two successive terms, each shall be ineligible for election to that office for two years.
- E. **Executive Council.** The executive council for the committee shall be made up of all officers and ex-officio members. Ex-officio members are: the Immediate Past Chair of the Transit Board Members Committee and subcommittee chairs, including the Board Support Subcommittee Chair.
1. **Responsibilities.**
    - a. The executive council shall be responsible for planning the activities of the committee to ensure that its objectives are met and for recommending to the committee the creation of all subcommittees. The executive council shall meet at the call of the committee chair or upon the written request of any three members of the executive council at least 15 days prior to the requested meeting date.
    - b. The immediate past chair of the transit board members committee shall serve in an advisory capacity.
    - c. Subcommittees include:
      - **Engagement & Membership:** Develop outreach activities to increase committee membership.
      - **Program:** Help develop seminar and webinar programs and other educational activities.
      - **ADA:** Foster a greater understanding of the transportation needs of and resources for people with disabilities. Work with APTA's Access Committee.



- Legislative: Help board members to become better advocates for public transportation. Coordinate with APTA's Legislative Committee and government affairs staff.
- Board Support: Professional development for clerks of the board and board support staff members of APTA member transit systems.
- Small & Mid-Sized Systems: Provide a forum for board members to identify study topics for the July seminar and webinars.
- Nominating: Agree on a slate to put forth for APTA Nominating Committee for APTA Board of Directors and Executive Committee positions.

## 2. Terms of Service for Ex-officio Members.

The immediate past chair of the Transit Board Members Committee shall serve until a successor is in place.

### ARTICLE V: COMMITTEE MEETINGS AND VOTING

- A. **Meetings.** The Committee shall meet at least three times year — at APTA's Legislative Conference, Transit Board Members Seminar, and Annual Meeting — upon the call of the committee chair or the written request of any three members of the Executive Council at least 15 days prior to the requested meeting date. To minimize travel expense, meetings shall be scheduled so as to coincide with major APTA conferences.
- B. **Voting.** Each transit system member of APTA may have one or more transit board members on the committee; each committee member may make and second motions and have the privilege of the floor. However, voting on matters brought before the committee shall be by transit system, with each transit system represented on the committee accorded one vote. Fractional votes may not be cast.

Where the results of any oral vote are questioned by any member of the committee, a roll call vote by transit system shall be taken. A majority (50 percent plus one) of the eligible votes at a meeting of the committee shall constitute a voting majority. No proxy votes shall be permitted.

C. **Voting Procedure for Election of Officers.**

Candidates for the office will be invited to make a presentation of up to three minutes in length. After the candidates have spoken, questions will be taken from the floor. After the questions are over, the voting procedure shall be as follows:

- APTA staff will distribute ballots, one per transit system present.
- **Each transit system will have one vote.** The voting will not be weighted by

system size. Each system will be allowed sufficient time to caucus and reach a decision.

- The secretary (if not running for office), other elected officers not running for office, the chair of the Board Support Subcommittee, and APTA staff shall oversee the voting procedures and elections. This group shall collect the ballots and tally the results.
- **A majority of the casted ballots will constitute a winning candidate.** This is 50 percent plus one vote.

#### **ARTICLE VI: ELECTION OF OFFICERS AND VACANCIES**

- A. **Elections.** Committee officers shall be elected by majority vote at a committee meeting held during the annual APTA Transit Board Members Seminar, usually in July. Voting for regional representatives shall be limited to transit systems within the respective region. Newly elected officers shall assume their duties at the conclusion of the APTA seminar at which they were elected and, subject to Article IV Section D, shall continue in office until their successors are elected.
- B. **Certification of Candidates.** APTA staff shall produce a list of all candidates who satisfy the eligibility requirements of Articles III A and IV C.
- C. **Vacancies.** In the event of a vacancy in the office of chair, the vice chair shall fill that vacancy. The secretary shall fill the vacancy in the office of vice chair. Vacancies in any other office, including the regional representatives, may be filled by the chair, and that person will serve until the next Transit Board Members Seminar at which an election will be held at the business meeting. In the absence of a chair and vice chair, the regional representatives will vote to appoint a chair who will serve until the next election.
- Appointed members to the offices or to the regional representative positions will fill out the term until the next business/election meeting of the Transit Board Members Committee; their time in that appointed position does not count against any subsequent term (if that person chooses to run and is elected.)
- D. **Time Frame for Elections.** Candidates interested in running for office must announce their intentions at least one month (30 days) prior to the business/election meeting. Candidates must submit both a letter of intent and a letter of support from their board chair to the APTA committee staff advisor. At the business/election meeting, no nominations will be taken from the floor unless that individual has submitted his or her letters of intent and support 30 days prior to the meeting. If the candidate is the board chair, then no additional letter of support is necessary.
- E. **Suspension of Election Procedures.** Should events warrant, these or any procedures specifically described in the bylaws may be suspended by a two-thirds vote of those voting transit systems present.

- F. **Attendance Requirements.** In order to remain an officer of the committee, a member must attend at least two committee meetings a year unless excused by the chair, or in the case of the chair, by a motion of the executive council. The excuse shall be in writing.

## **ARTICLE VII: COMMUNICATIONS GUIDELINES**

In the interest of effective communication within the committee and with all transit board members on matters related to the committee and its activities, the following guidelines shall be followed:

- A. **Committee Communications.** APTA will continue to maintain a roster of committee members and their preferred mailing addresses. The APTA staff advisor to the committee is responsible for maintaining the roster and mailing information at the request of the committee chair to all committee members.
  
- B. **Communications of Interest to All Transit Board Members.** A transit system may request by the adoption of a resolution that APTA send information of genuine interest related to the Transit Board Members Committee to a specifically designated employee (such as the transit board secretary) or a transit board member. The employee or transit board member so designated would have the responsibility for distributing this information to the system's transit board members. Upon receiving such a resolution, APTA will regularly e-mail information related to the Transit Board Members Committee to the specially designated employee or transit board member as well as to the designated correspondent. In the alternative, a transit system may direct APTA to continue with the designated correspondent system for mailing this type of information to transit board members. The designated correspondent, who is listed in the APTA Directory for each system, has the responsibility for distributing the information to the system's transit board members.

## **ARTICLE VIII: MEETINGS — PROCESS AND PROCEDURES**

*Roberts Rules of Order*, as revised, shall govern the conduct of all meetings of the Transit Board Members Committee.

## **ARTICLE IX: AMENDMENTS/CONFLICT WITH APTA BYLAWS OR D.C. LAW**

- A. **Amendments.** These bylaws may be amended at a committee meeting by a two-thirds vote (one vote per transit system) or by a mail ballot authorized by the executive council and approved by a two-thirds vote of those transit systems voting.
  
- B. **Conflict with APTA Bylaws or D.C. Law.** In the case of any conflict between these guidelines and either the APTA Bylaws or the laws of the District of Columbia pertaining to non-profit associations, the APTA Bylaws and laws of the District of Columbia shall prevail.