

6.1.24

CURRENT TEXT	PROPOSED TEXT	BACKGROUND
ARTICLE III: Membership		
A. Admission to Membership		
An applicant for membership in the Association shall present to the President/CEO a written application in such form as may be provided by the Board of Directors.	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.	Under this proposed revision, the admission to membership authority would rest with the APTA President and CEO. Further, applicants will affirm their commitment to APTA's bylaws and policies. Taskforce action: Accepted
B. Classes of Members		
The Board of Directors may, in its discretion, revise the classes of membership as it deems necessary and appropriate, consistent with the Bylaws.	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.	Under the current Bylaws, the classes of membership may only be changed by the Board of Directors. This proposed change offers more flexibility by allowing the President and CEO to make changes in consultation with the Executive Committee and notice to the Board at its next meeting. Taskforce action: Accepted
Affiliates: This class shall consist of associated railroads, public interest groups, legislative representatives, publishers, universities and academic institutions, labor organizations, advocacy groups, and other	Affiliates: This class shall consist of associated railroads, public interest groups, legislative representatives, publishers, universities and academic institutions, labor organizations,	Given the limited amount of dues paid by this class of membership, they should be non-voting and not eligible to run for office.

<p>organizations with an interest in transit.</p>	<p>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.</p>	<p>Taskforce action: Accepted</p>
<p>E. Suspension and Expulsion Upon a two-thirds vote of the members present at a meeting of the Board of Directors, a member may be suspended or expelled from the Association for violation of these Bylaws, or for nonconformance to standards of business practice adopted in accordance with Article III, Section A of these Bylaws and provided that the member has been given an opportunity to be heard. An expelled member shall not be reinstated except by a two-thirds vote of the members present at a meeting of the Board of Directors, and then only upon furnishing satisfactory evidence to the Board of Directors of intention to abide by the Bylaws, including such standards of business practices as have been adopted by the Association.</p>	<p>E. Suspension and Expulsion 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 fifteen (15) 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.</p>	<p>Transfers authority to suspend or expel members from the Board of Directors to the Executive Committee and outlines the procedure.</p> <p>Taskforce action: Accepted</p> <p>At the June 1 Board meeting a motion was made and approved to increase the response time from 15 days to 30 days.</p>

ARTICLE VI: VOTING

<p>A. Voting Authority – Designation</p> <p>Each Member shall appoint and certify to the President a person to be its voting representative.</p>	<p>Remove</p>	<p>Administratively difficult to track who should vote for an organization.</p> <p>Taskforce action: Accepted</p>
<p>ARTICLE VIII: Board of Directors</p>		
<p>B. Composition of the Board of Directors</p> <p>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.</p> <p>6. An individual may not serve on the Board of Directors in more than one capacity. However, multiple individuals from a single member organization may serve simultaneously.</p>	<p>B. Composition of the Board of Directors</p> <p>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.</p> <p>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.</p>	<p>Taskforce comment: This does not mean a member has two votes if they serve in more than one capacity on the Board—Accepted</p> <p>At the June 1 Board meeting, a motion was made and approved to add a Emerging Leader position on the Board in addition to the Leadership APTA position on the Board.</p>
<p>ARTICLE IX: EXECUTIVE COMMITTEE</p>	<p>ARTICLE IX: EXECUTIVE COMMITTEE</p>	<p>Five active members of the BMBG suggested having the BMBG Chair on the Executive Committee. Taskforce comment: TABLED-This issue can be</p>

<p>A. Composition of The Executive Committee</p> <ol style="list-style-type: none"> 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 (other than a transit legacy system); 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. 	<p>A. Composition of The Executive Committee</p> <ol style="list-style-type: none"> 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 Chair; 9. Canadian Member Representative; 10. Transit CEO Representative from ten highest dues paying transit systems (other than a transit legacy system); 11. Representative from ten highest dues paying business members; 12. CEO Coordinating Council 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 20. Leadership APTA Representative 	<p>addressed in the policy for the Nominating Committee.</p> <p>A member representing 1 percent of plural voting suggested having a non-voting representative from Leadership APTA or Emerging Leaders on the Executive Committee.</p> <p>Taskforce comment: Dedicate a seat on the Board not the Executive Committee for an alumni of Leadership APTA who has graduated in the last five years, and a policy will need to be created setting out the process for nomination and approval of the alumni to serve a one-year term on the Board. Taskforce action: Accepted</p> <p>At the June 1 Board meeting a motion was made and approved to add an Emerging Leader position on the Board in addition to the Leadership APTA position.</p> <p>A member representing 1 percent of plural voting suggested removing the language “other than a transit legacy system” removed from the description to #10, which would allow a legacy system to run for this seat.</p> <p>Taskforce comment: Discussed changing the seat from the top-10 dues paying agencies to the top-25 dues paying</p>
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	(non-voting member)	<p>agencies, remove “Transit CEO”, and remove language “other than a legacy system”. Taskforce action: TABLED until Legacy systems can be consulted.</p> <p>Taskforce comment: No consensus on adding top-25 dues paying. Taskforce voted and approved removing “(other than a transit legacy system)”.</p> <p>A member of the taskforce proposed removing the portfolio seat for Bus and Paratransit Representative in favor of having a CEO Coordinating Council Representative instead.</p> <p>Taskforce comment: TABLED until issue could be presented and discussed at next Bus and Paratransit Committee meeting.</p> <p>Person who suggested this change withdrew the request.</p>
<p>ARTICLE IX: EXECUTIVE COMMITTEE</p> <p>D. Eligibility</p> <p>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</p>	<p>ARTICLE IX: EXECUTIVE COMMITTEE</p> <p>D. Eligibility</p> <p>1. Chair--The chair shall be the Chief Executive Officer or official or a transit</p>	<p>Taskforce comment: Need to make clear that a transit board member can be the chair of APTA. Taskforce voted and approved the change.</p> <p>New recommendation: Limit who can serve as the APTA Chair to a CEO or the highest ranking transit official. Taskforce</p>

<p>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's 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.</p>	<p>board member of a transit system member in good standing and shall be eligible to continue in office while serving as the Chief Executive Officer an officer or official or transit board member of a transit system member in good standing. A candidate for the position of chair shall have completed a minimum of one year's 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.</p>	<p>action: Approved.</p> <p>At the June 1 Board meeting, a motion was made an approved to retain the original bylaws language regarding who can serve as the APTA chair.</p>
<p>ARTICLE X: ELECTIONS</p> <p>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.</p>	<p>ARTICLE X: ELECTIONS</p> <p>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</p>	<p>Minor clarification that newly elected members take their positions after the annual meeting of the members.</p> <p>Taskforce action: Accepted</p>

	or appointed.	
<p>B. Nominating Committee</p> <p>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 nominating committee shall meet in person not less than thirty days after it has been announced to the membership.</p> <p>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.</p>	<p>B. Nominating Committee</p> <p>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.</p> <p>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. In the event no eligible transit board member applies, the nominating committee may nominate any other</p>	<p>Clarifies that announcing the nominating committee will occur each year in June and that the slate is announced 30 days before the annual meeting of the membership. Removes the provision requiring a pre-meeting of the nominating committee.</p> <p>Taskforce action: Accepted</p> <p>Five active members of the Transit Board Member Committee suggested removing “make every effort to” from the nominating committee directions. Also suggested ensuring that a BMBG member is considered for secretary/treasurer every two years.</p> <p>Taskforce comment: Taskforce agreed to de-couple this proposal and considered the TBM position separately from the BMBG proposal. Taskforce agreed to additional language proposed by TBM</p>

	eligible applicant.	representatives. Taskforce action: Accepted as to TBM position. TABLED BMBG secretary/treasurer proposal for further discussion within BMBG.
<p>ARTICLE XVI: AMENDMENTS</p> <p>Any proposed amendment shall first be submitted to the Board of Directors and if approved by a two-thirds vote of the voting members present at a meeting of the Board, or by a two-thirds vote of its members by mail, shall then be submitted to the members of the Association.</p> <p>After approval by the Board of Directors in accordance with this Article, these Bylaws may be amended at an Annual Meeting or special meeting of the Association by a two-thirds vote of the voting members present, or in a mail ballot by a two-thirds vote of the voting members of the Association. The voting shall be in accordance with Article VI of these Bylaws.</p> <p>If submitted to the members of the Association at a meeting, at least thirty (30) days' notice of the proposed amendment shall be given.</p>	<p>ARTICLE XVI: AMENDMENTS</p> <p>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.</p> <p>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.</p> <p>A taskforce may also be established to consider amendment requests. The taskforce will use the following criteria:</p>	<p>This codifies the practice of establishing a taskforce to consider bylaws amendments.</p> <p>Taskforce action: Accepted</p>

	<p>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.</p> <p>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.</p>	
	<p>ARTICLE XVII: CONFLICTS WITH APTA BYLAWS OR FEDERAL OR D.C. LAW</p> <p>A. In the case of a conflict between these Bylaws and the APTA Bylaws or Federal or District of Columbia law, the APTA Bylaws and/or the Federal or District of Columbia law shall prevail.</p> <p>B. If a committee's bylaws are silent on an issue that APTA bylaws address, then the APTA bylaws control.</p>	<p>New provision that provides Federal or DC law would control if there is a conflict with APTA bylaws and would allow committees to rely on APTA bylaws if committee bylaws are silent on an issue and APTA bylaws address the issue.</p> <p>Taskforce comment: Need to clarify the language to ensure Federal or DC law controls over APTA bylaws. Taskforce voted and approved change with clarification.</p>