

**Access Advisory Committee
to the Massachusetts Bay Transportation Authority
(AACT)
Revised March 2002
BYLAWS**

ARTICLE I. PREAMBLE

Section I. Name

This organization shall be known as the Access Advisory Committee to the Massachusetts Bay Transportation Authority (AACT). The AACT shall consist of such individuals, affiliated organizations, chapters, and other supporting groups as shall subscribe to the principles of the AACT and the provisions adopted herein.

Section II. Purpose

The purpose of the Access Advisory Committee to the Massachusetts Bay Transportation Authority (AACT) is to present advice and comment to the Massachusetts Bay Transportation Authority (MBTA) on all transportation related matters that may affect persons with disabilities. The relationship between the AACT and the MBTA shall be further defined through the use of a mutually endorsed Memorandum of Understanding (MOU).

The AACT is committed to maintaining, improving, and expanding accessible transportation services for persons with disabilities. In order to achieve this purpose, we offer all persons, regardless of disability, the opportunity for their opinion to be respectfully considered.

For this purpose we adopt the following articles as the bylaws of the AACT.

ARTICLE II. MEMBERSHIP

Section I. Membership

1. Participation is open to all interested persons regardless of age, race, gender, ethnicity, income, religion, disability, sexual orientation or political view.
2. All persons who attend at least two meetings per year will be considered members of the AACT. All members will remain on the AACT mailing list for at least one year after the date of the last meeting attended.
3. All persons attending two meetings of the AACT, within a four- (4) month period shall be considered voting members of the AACT. Each voting member shall be required to attend two meetings of the AACT during each succeeding four- (4) month period in order to maintain voting eligibility prior to the voting taking place.

ARTICLE III. AFFILIATION

Section 1. Chapters

A. Chapter Definition and Requirements

A chapter is a group consisting of at least six (6) members from a defined geographic area served by the MBTA, who carry out specified activities as follows:

1. Building local presence

- a) Contact AACT members who live in the geographic area at least annually to invite them to meetings and events.
- b) Contact groups or organizations in a chapter's geographic area who may be interested in affiliating and/or cooperating with AACT.

2. Generate local action

- a) Take on local transportation related issues affecting individuals with disabilities.

3. Hold regular local meetings

- a) Hold at least ten (10) monthly meetings during each calendar year
- b) Democratically elect local chapter officers at least every two (2) years. Officers will include, at a minimum, Chair, Vice Chair, and Secretary.

B. Chapter Procedures and Authority

- 1. Every chapter has the authority to establish its own by-laws to govern its activities as long as these chapter by-laws are consistent with the by-laws of AACT.
- 2. Every chapter has the right to organize on local or regional issues as long as chapter positions do not conflict with positions of the AACT.
- 3. Disputes about the authority of local chapters shall be resolved by the AACT board of directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

- A. The board shall consist of three (3) elected officers, 3 (three) elected members at large, the chapter representatives, and the immediate *past chair exificio* and shall not exceed a total of twelve (12).

1. Elected Officers:

The AACT membership shall elect three (3) officers. These elected positions are Chair, Vice-Chair, and Secretary/Clerk and each shall be held for a two-year term. The *Chair* may not hold the same office for more than two consecutive terms.

2. At Large Members:

The AACT membership shall elect four at-large board members who shall serve two-year terms.

3. Chapter Members:

- a) The elected Chair of each chapter, or his/her designee, shall represent the chapter members as a voting member of the AACT board. Each chapter may also elect an alternate who may attend board meetings and vote in the absence of the Chair or appointed designee.
- b) It is the responsibility of each chapter to ensure that it is fully represented on the board of the AACT.
- c) In no case shall chapter representatives comprise more than 50% of total board membership.

Section 2. Powers and Responsibilities

- A. The powers and responsibilities of the Board of Directors include:
1. Making and overseeing policy decisions to carry out AACT's mission
 2. Taking positions on issues and developing action plans to address those issues when warranted
 3. Approving new chapters
 4. Any other responsibilities related to carrying out the mission of AACT as determined by the Board.

Section 3. Function

- A. The Board of Directors shall hold a minimum of ten (10) monthly meetings in each calendar year.
- B. Board meetings will be conducted in accordance with the most recently published version of the Robert's Rules of Order.
- C. A quorum shall be composed of 50% of all Board members plus one.
- D. The at-large board will be increased to four (4) members.

Section 4. Attendance

All Board Members shall make every effort to attend all Board of Directors meetings. If a member is unable to attend a meeting, s/he shall notify the AACT Secretary on or before the date of the meeting in question. Failure to report as described will result in an unexcused absence.

Section 5. Removal from Office

1. The Board has the responsibility and authority to replace members who have three unexcused absences in any twelve- (12) month period. The Board also has the responsibility and authority to remove any Board Member if it has been determined that said Member has not performed his/her duties as described in Article V. In the case of Chapter representatives, the Board will request that the Chapter appoint replacements for members who are not participating actively.
2. The Board may remove any member for just cause by a vote of two-thirds majority of those present and eligible to vote. Written notice must be given to all Board members at least fourteen (14) days prior to the vote.
3. Any officer removed pursuant to this section shall be replaced as described in Section 6 of this article.

Section 6. Replacement of Officers

- a) If the chair becomes vacant, the Vice-Chairperson shall become interim chairperson until such time as an interim election or the bi-ennial election fills the chair. When the vice-chairperson assumes the duties of the Chairperson, no vacancy is created in the Vice-Chairpersons position. Upon election of a new Chair, the Interim-Chair will return to their vacated position of Vice-Chair for the remainder, if any, of their two-year term. Time spent, as Interim-Chair will be considered as part of their two-year term as Vice-Chair.
- b) If any other elected office becomes vacant the Chairperson, with the approval of the Board of Directors, may appoint an interim officer from among the voting members of the AACT until such time as the

vacancy is filled by an interim election or the bi-ennial election. If elected, they will be eligible to run again for two consecutive full terms of their own.

ARTICLE V. OFFICERS

Section 1. Duties

A. Chairperson

The chairperson of the AACT shall be the principal officer with the authority to:

- be the principal spokesperson for the AACT,
- prepare agendas and conduct meetings of the Board of Directors and the AACT,
- establish standing and ad hoc committees,
- appoint committee/coordinators with the approval of the Board of Directors,
- Fill vacancies as noted in Article IV, Section 6,
- Call emergency meetings when necessary, and
- Delegate representative authority.

B. Vice-Chairperson

The vice-chairperson shall assist the chairperson in carrying out his or her duties and shall conduct Board and committee meetings in the absence of the chairperson.

C. Secretary/Clerk

The secretary shall be responsible for overseeing the recording of minutes of regularly scheduled meetings, AACT correspondence as assigned by Chair, and appropriate filing and storage of all AACT correspondence and documents. The secretary shall be assisted with all

duties and responsibilities of this office by a C.T.P.S. staff person appointed by the Sub-Signatory Committee to the Metropolitan Planning Organization with the approval of the AACT Board.

ARTICLE VI. ELECTIONS

Section 1. Elections

- a) Elections shall be held bi-ennial at the regularly scheduled May AACT meeting.
- b) A simple majority of those eligible to vote, both present and by absentee ballot, shall determine the winner of each office. In the case of a tie, a tie-breaking vote shall be held immediately and shall be restricted to those candidates who are tied.
- c) Newly elected Officers will assume their duties and responsibilities on July 1.
- d) Voting shall be by secret ballot.
- e) Special care shall be taken to ensure that each member's vote is duly recorded. If the voting tally is in question, *a secret ballot shall take place.*
- f) Reasonable accommodations will be made to assist all voting members in casting their ballots. The methods of voting shall vary according to the needs of the individual members.

Section 2. Interim Elections

Interim elections may be called at any time upon a 2/3 (two-thirds) majority vote of those present and eligible to vote and must be passed at two consecutive meetings. At the time that the interim election is approved (after the second vote) nominations will open and will remain open up until the time

set for the interim election. Any officer or board member elected in the interim election will serve until the next regularly scheduled election.

Section 3. Voting

A. Eligibility

All members of the AACT who have attended at least two meetings of the full AACT within a four- (4) month period preceding the date of the vote shall be eligible to vote at meetings of the AACT and in elections.

B. Exemptions

Staff members of the MBTA, contractors and subcontractors to the MBTA and their employees and people holding policy-making positions in the Executive Office of Transportation and Construction (EOTC) or in the Central Transportation Planning Staff (CTPS) shall be exempted from voting and holding office in the AACT, except those members of AACT providing consumer input to the aforementioned organizations, subject to the review of the AACT Board of Directors.

C. Members Eligible to Hold Office

1. In order to run for positions of Secretary/Clerk and at-large board member, candidates must be eligible voting members for at least six (6) months prior to the date of election.
2. In order to run for position of Vice Chair, candidates must be eligible voting members for at least one (1) year prior to the date of election.
3. In order to run for position of Chair, candidates must be eligible voting members for at least *one (1) year* prior to the date of election.

Section 4. Quorum

- A. In AACT a quorum will consist of 33% of eligible voters in that organization. Members will be notified prior to the vote. If a quorum is not present at a full AACT meeting, the meeting can be held as an informational or reporting meeting only, no motions may be put or voted upon.
- B. All business before the AACT, except hereinafter specified, will be decided by a simple majority of those present and eligible to vote.

Section 5. Nominations

- A. Nominations for elected positions will be opened biennial at the January AACT meeting, and remain open until the adjournment of the April AACT meeting. During this period, nominations can be made by anyone whose membership status is current.
- B. To be nominated, all candidates for office must meet the requirements set forth in Section 3, C of this Article.
- C. Nomination papers must be signed by at least five (5) eligible voting members and must be received by the Secretary/Clerk, or his/her designee, at a date, time, and place to be determined by the Board of Directors. Nomination papers must also be submitted in a standard format as determined by the Board of Directors.

Section 6. Absentee Ballots

- A. All requests for absentee ballots must be received in writing, or by audio-tape, by the date of the April AACT meeting.

- B. Absentee ballots, written or taped, must be received by mail no later than the day before this meeting. All written ballots must be enclosed in a sealed envelope signed by the voter.

ARTICLE VII. AMENDMENTS TO THESE BYLAWS

- A. Amendments to these bylaws must first be endorsed by a two-thirds (2/3) vote of the members of the Board present and eligible to vote.
- B. Upon endorsement, the Board will specify a meeting at which a vote of affirmation of two-thirds (2/3) of the voting membership of AACT will be required to accept the adoption of any bylaw amendments.
- C. All proposed amendments to the bylaws are to be submitted in writing or audio tape to members of the Board and the AACT voting membership at least fourteen (14) calendar days prior to any vote. The AACT will have two voting periods on the bylaws.

ARTICLE VIII. ROBERT'S RULES OF ORDER

All proceedings shall be governed in accordance with these bylaws. Procedures not stated in these bylaws shall be in accordance with the most recently published version of the Robert's Rules of Order.