

Riders' Transportation Access Group (RTAG)

Bylaws: 11/29/18

I. Purpose

This organization shall be known as Riders' Transportation Access Group ("RTAG" or "the Group"). The purpose of the Group is to advise the Massachusetts Bay Transportation Authority ("MBTA") on transportation matters affecting people with disabilities and seniors.

II. Mission Statement

The Group shall advise the MBTA on transportation matters impacting people with disabilities and seniors. Our goal is to ensure that all people with disabilities and seniors have every opportunity to be fully participating members of our community, noting that fundamental to this opportunity is the right and ability to use public transportation in an equal, effective, and dignified manner. In order to achieve this goal, the Group shall engage on a regular basis with members of the disability and senior communities, the MBTA, and the Fiscal Management Control Board ("FMCB"), succeeding MBTA Board of Directors or other governing body. The relationship between the Group and the MBTA shall be further defined through a mutually endorsed Memorandum of Understanding ("MOU").

III. Roles and Responsibilities

In carrying out its purpose and mission, the Group shall:

- A. Provide a public forum for the discussion of MBTA services, maintaining communication with people with disabilities and seniors, as well as groups representing people with disabilities and seniors.
- B. Advocate for and advise the MBTA on transportation matters that impact people with disabilities and seniors.
- C. Review and provide recommendations for short- and long-term plans regarding accessible transportation, including but not limited to compliance with local, state, and federal requirements.
- D. Oversee compliance with the obligations undertaken by the MBTA in the Memorandum of Understanding with the Group, dated 11/29/18 as may be amended from time to time.

IV. Executive Board

A. Membership

1. During its first year, the Executive Board shall consist of no more than nine (9) members of the disability and senior communities. Following its first year, the Board will expand to no more than eleven (11) members. Members shall be recommended and recruited annually through procedures established within these Bylaws.

2. Membership of the Executive Board shall consist of:

- a. No more than five (5) consumers who are people with disabilities and seniors who use and are familiar with the MBTA's public transportation services during the Board's first year. Following the first year, this number will increase to six (6).
- b. Four (4) members who represent community organizations that represent people with disabilities and seniors who use and are familiar with the MBTA's public transportation services during the Board's first year. Following the first year, this number will increase to five (5). The Executive Director (or equivalent) of each community organization will determine and designate the representative that will serve on the Executive Board.
- c. Individuals may not simultaneously serve as a consumer and organization representative on the Executive Board.

B. *Terms of Office*

1. The initial Executive Board shall be comprised of members serving staggered terms.
 - a. Specifically, during the first round of elections, two (2) individual members shall serve an initial two (2) year term and three (3) individual members shall serve an initial one (1) year term.
 - b. During the first round of elections, two (2) organizational members shall serve an initial two (2) year term and two (2) shall serve an initial one (1) year term; and
 - c. Selection for each tenure of initial term shall be by a random draw of the members' names.
2. For each year thereafter, the terms of office for each member shall be two (2) years. This includes the two (2) additional members who are elected in the Group's second year when the Executive Board expands from nine (9) to eleven (11) members, one (1) new consumer member and one (1) new community organization member.
3. Each Executive Board member will have a term limit of two (2) consecutive terms. (Members may reapply after a year away.) On a case-

by-case basis a waiver to this term limit may be granted by a majority vote of the Executive Board after notice and a written public comment period of thirty (30) days is held. Note: This term limit provision only applies to individuals and individuals representing organizational members. It does not apply to community organizations that appoint individuals to the Executive Board.

4. Members may apply and be considered for reappointment to the Executive Board through the nomination and appointment procedures as described in Section (IV)(C) of these Bylaws, subject to the requirements herein.

C. Nomination and Appointment Procedures

1. Executive Board Members:

The initial Executive Board will be chosen by the existing ad hoc transition committee and the MBTA. After the initial year, the available positions will be filled through the following voting procedures:

- a. Candidates who meet the qualifications set forth herein for available positions shall be nominated by members of the General Membership (as described in Section V below). If a nominee chooses to accept the nomination, the nominee will submit their resume and a letter of intent to the Executive Board and the MBTA.
- b. Candidates may be contacted by the Executive Board for an informational interview as deemed necessary by the Executive Board.
- c. After providing written notice of not less than thirty (30) days to the General Membership and the MBTA, the Executive Board will accept comments on all nominations. The Executive Board will then vote by majority on which Candidate(s) fills the vacancies.
- d. RTAG and its Executive Board will diligently encourage and seek to ensure a diverse representation of individuals serving on its Executive Board across a number of factors such as age, disability, race/color, gender, sexual orientation, religion, socioeconomic status, paratransit or fixed-route usage, age and geographic location.
- e. Individuals who are employed by any regulatory body with oversight of the MBTA are not eligible to serve as Members of the Group or the Executive Committee.

2. Co-Chairs:

One Executive Board community organization representative and one Executive Board consumer representative will be chosen by the Executive

Board to serve as Co-Chairs of the Executive Board. The Co-Chair positions will be filled annually by a majority vote of the Executive Board. The Co-Chairs shall alternate presiding over meetings.

D. Executive Member Participation

1. Executive Board Members are expected to attend at least 75% of the regularly scheduled General Membership meetings and Executive Board meetings and shall attend additional Executive Board working meetings in any calendar year as necessary and appropriate. When necessary, Executive Board members may participate via conference call.
2. In the case that an Executive Board Member is unable to attend a meeting, Members shall notify the Co-Chairs or Facilitator in writing at least twenty-four (24) hours prior to the meeting, if possible. In an emergency situation, Members shall notify the Facilitator or the Co-Chairs as soon as is reasonably possible. Failure to notify shall be counted as an unexcused absence. The Co-Chairs and Facilitator have discretion to excuse absences for good cause, which shall not be counted against Members' records.
3. Subject to the foregoing, in the event that a Member fails to satisfy the attendance standards above, the Co-Chairs and Facilitator will review the circumstances and make a recommendation to the Executive Board as a whole on whether or not the Member's position should be considered vacant. The Executive Board will then vote by a majority whether or not the seat is vacant. The Member at issue must recuse oneself from this vote.
4. In addition, either of the Co-Chairs may ask the Executive Committee to remove a Member for good cause. Good cause shall include, without limitation: (a) an undisclosed conflict of interest or a conflict of interest which is prohibited by this MOU or is otherwise deemed impermissible by the Executive Committee following disclosure; (b) engaging in activities that are illegal or otherwise harmful to the Group and its mission; (c) otherwise bringing disrepute to the Group and/or interfering with its functioning and mission, all as may be determined by the Executive Committee in its good faith; and (d) disrupting the Group's activities. The Co-Chairs and Facilitator will review the circumstances and make a recommendation to the Executive Board as a whole on whether or not the Member's position should be considered vacant. The Executive Board will then vote by a majority whether or not the seat is vacant. The Member at issue must recuse oneself from this vote.

E. Unplanned Vacancies

When a vacancy occurs by resignation, one's failure to attend meetings or for other good cause, the Executive Committee, by majority, shall determine whether to fill the position through the regular annual nominating process or to make an interim appointment prior to that time. When the decision is to fill the vacancy prior to the annual nominating process, the intent shall be to fill vacancies as expeditiously as practicable. Appointments to fill vacancies that occur during a membership term shall be for the remaining duration of the term being filled.

F. *Quorum*

A quorum for Executive Board votes shall require participation by a simple majority of the Executive Board Members. A quorum must be present to conduct any vote. However, a quorum does not need to be present for discussions or to hold a meeting. In between meetings, the Executive Board may vote by unanimous written consent of all Members.

G. *Executive Board Members' Responsibilities*

1. Members of the Executive Board will be responsible to attend and participate in regularly scheduled General Membership meetings, Executive Board meeting and Executive Board working meetings as detailed in Section IV(D)(1) above. In addition, Executive Board Members shall participate on Subcommittees of the Executive Board on an as-needed basis, as determined by the Executive Board as a whole.
2. The Executive Board, in consultation with the MBTA and the Facilitator, will identify the issues to be addressed and the priorities for the Group's work during the upcoming year. Based upon the priorities identified by the Executive Board, the Facilitator shall draft an annual Accessibility Work Plan. The MBTA and the Executive Board will reach an agreement on the annual Accessibility Work Plan, which will guide the work of the Executive Board and its Committees for the upcoming year.

H. *Executive Board Meetings*

1. Executive Board meetings may be held on an as-needed basis. However, the Executive Board must meet at a minimum of six (6) times per year. The Co-Chairs of the Executive Board and the Facilitator may reschedule an Executive Board meeting, as necessary and practical.
2. Meeting agendas shall be distributed by the Facilitator to the Executive Board Members at least forty-eight (48) hours in advance of the Executive Board meetings.
3. The Executive Board may establish Subcommittees of the Executive Board in their discretion and may appoint individuals to join such Subcommittees, also in their discretion.

4. Meeting minutes shall be prepared by the Facilitator or a designee of the Executive Board and distributed within a timely manner.

I. Conflict of Interest

Executive Board Members shall provide written notice to the Executive Board and Facilitator of any current or potential conflicts of interest for any issue being discussed. In the case of a current conflict, the Member shall withdraw from all discussion and voting. In the case of a potential conflict, the Member may participate in discussion and voting following disclosure of the potential conflict and concurrence of a majority of the disinterested Executive Board Members.

V. General Membership

A. Eligibility

1. The Group will seek to foster a general membership that reflects the diversity of MBTA ridership and will encourage participation from customers of varying age, race, gender, ethnicity, income, religion, disability, sexual orientation and political views.
2. Every General Member will fill out a membership form annually and submit it to the Facilitator in order to be considered a member in good standing. This membership form will be available online and at all public meetings.
3. General Members in good standing will be eligible to nominate members to the Executive Board seats, periodically vote on issues presented by the Executive Board, participate in a variety working groups, and remain on the group's mailing list.
4. Individuals who are employed by any regulatory body with oversight of the MBTA are not eligible to serve as Members of the Group or the Executive Committee.

B. Membership Responsibilities

1. Each General Member is expected to have a general working knowledge of the MBTA's policies, plans, and programs in order to actively participate in regularly scheduled public meetings.
2. The Executive Board will proactively engage with the General Membership to solicit feedback and gather ideas. As necessary, the Executive Board will call upon the General Members to participate in various ad hoc committees, trainings, or feedback sessions for the MBTA.
3. During elections of the Executive Board, each General Member may nominate one person per open board seat on the Executive Committee.

C. *General Membership Meetings*

The General Membership will meet every other month. All meetings of the General Membership shall be open to the public. Timely and appropriate notices will be given to all Members at least forty-eight (48) hours in advance of General Membership meetings.

D. *Minutes*

Meeting minutes shall be prepared by the Facilitator or a designee of the Executive Board and distributed within a timely manner.

VI. **Facilitator**

- A. The Facilitator will be responsible for organizing the day-to-day business of the Group and maintaining the books and records of the Group. The Facilitator will also organize meetings and distribute notices and will prepare agendas with input from the Co-Chairs. The Facilitator will prepare and maintain the minutes of all meetings.
- B. The Facilitator will be the primary point of contact and liaison between the Group and the MBTA, in accordance with the terms of the MOU and the MBTA.

VII. **Amendments**

- A. These Bylaws may be amended by a two-thirds vote of the General Membership of individuals in attendance at a meeting and at least seven (7) votes of the Executive Board Members. Amendments will be reviewed by the MBTA prior to action from the Executive Board and General Membership. Upon request, the MBTA will be given the opportunity to discuss any proposed amendments with the Executive Board.
- B. Each Member of the Committee has a single vote for purposes of voting on any action items. Each community organization and its employees, agents, and staff are collectively limited to a single vote.

VIII. Signatures*

Signed by the R-TAG Planning Committee on November 29, 2018.

Joanne Daniels-Finegold

Jessica Podesva

Andrew Forman

Carolyn Villars

Bill Henning

Lisa Weber

Rick Morin

James White

*Signed copy available upon request.