

BY-LAWS
Of the
ADVISORY BOARD
To the
FRANKLIN REGIONAL TRANSIT AUTHORITY

ARTICLE I – INTRODUCTION

Section 1 – Pursuant to the Chapter 161B of the Massachusetts General Laws, the Franklin Regional Transit Authority was established to provide mass transportation services throughout its service area that currently encompasses 41 Towns in Franklin, Hamden, Hampshire, and Worcester Counties. An Advisory Board, comprised of elected, or appointed, members and designees, represent all towns within the Authority’s service area. While the day to day affairs of the Authority shall be managed by the Administrator, the Advisory Board shall have, and may execute, all powers as set forth in Chapter 161B of the Massachusetts General Laws. For all other matters, the Advisory Board shall provide support to the Administrator on items including, but not limited to, transit policies, procedures, and other special projects.

Section 2 – The purpose of these By-Laws is to outline the rules and conduct of the Advisory Board and its members and designees over the affairs of the Franklin Regional Transit Authority as established in Chapter 161B of the Massachusetts General Laws.

ARTICLE II – MEMBERS

Section 1 – The members of the Advisory Board are defined by Section 5 of Chapter 161B of the Massachusetts General Laws as follows:

<p>There shall be an advisory board to each authority consisting of the city manager, in the case of a Plan D or Plan E city, or the mayor of each other city, and the chairman of the board of selectmen of each town having such board, or the town manager or town administrator of each other town. Each mayor or city manager and each chairman, may, by writing filed with the authority, from time to time appoint a designee to act for him on the advisory board.</p>
--

Section 2 – The Advisory Board shall also include a representative of the disabled commuter population defined by Section 5 of Chapter 161B of the Massachusetts General Laws as follows:

<p>One representative of the disabled commuter population shall serve on the advisory board as a voting member for a term of 1 year. Each city and town in the region, on a rotating</p>
--

basis as determined by the board, shall appoint a representative successively; provided, however, that the representative of the disabled commuter population and the representative of the rider community shall not be appointed by the same city or town in the region. The mayor or city manager and the chairman, town manager or town administrator shall appoint a resident of the city or town for this purpose. This representative shall be mobility impaired, have a family member who is mobility impaired, be a caretaker of a person who is mobility impaired or work for an organization that serves the needs of the physically disabled. The representative of a city or town may be reappointed after representatives from the other cities and towns within the region have served their 1-year terms.

The FRTA will maintain a listing of successive order for the disabled commuter population by town. Such list will be made available for review by the Advisory Board and/or individual Towns upon request.

Section 3 – The Advisory Board shall also include a representative of the rider community population defined by Section 5 of Chapter 161B of the Massachusetts General Laws as follows:

One representative of the rider community population shall serve on the advisory board as a voting member for a term of 1 year. Each city and town in the region, on a rotating basis as determined by the board, shall appoint a representative successively; provided, however, that the representative of the disabled commuter population and the representative of the rider community shall not be appointed by the same city or town in the region. The mayor or city manager and the chairman, town manager or town administrator shall appoint a community rider for this purpose from a list of at least 5 persons nominated by the Massachusetts AFL-CIO and its regional councils. The representative of a city or town may be reappointed after representatives from the other cities and towns within the region have served their 1-year terms.

The FRTA will maintain a listing of successive order for the rider community population by town. Such list will be made available for review by the Advisory Board and/or individual Towns upon request. The Advisory Board shall request that the Transit Advisory Committee send recommendations of individuals to the FRTA to forward to the Massachusetts AFL-CIO for consideration to send to the appropriate town, based on the list.

ARTICLE III – DESIGNEES

Section 1 – In accordance with M.G.L. Chapter 161B Section 5 and Article II of these By-laws, each Advisory Board member may appoint one (1) individual (singular intended) as a designee to act in all matters before the Advisory Board in the absence of the member.

Section 2 – As required by Sections 5 of Chapter 161B of the Massachusetts General Laws, the appointment of a designee must be filed in writing to the Franklin

Regional Transit Authority and shall be construed as being for an indefinite period of time unless otherwise specifically provided in writing. Except as hereinafter provided, only a written notice filed with the Authority may revoke such designation. In the event that both a member of the Advisory Board and said member's designee are in attendance at a duly called meeting of the Advisory Board, only the Advisory board member shall be entitled to vote. The ineligibility of a person to serve on the Advisory Board shall constitute a revocation of any outstanding designation made by such person.

ARTICLE IV – OFFICERS

Section 1 – The officers of the Advisory Board shall be comprised of a chairman, vice-chairman and clerk. The Chairman, Vice-Chairman and Clerk shall be members (or member designees, as defined by Article III of these By-laws) of the Advisory Board. All officers shall be elected by a majority individual vote of the Advisory Board. No member, or designee, shall be deprived of his/her vote by virtue of holding a position of officer. Any designee elected to office shall perform their duties, as listed in the attached addendum to this document, regardless if the member is present during the same meeting.

Section 2 – Election of Officers –Beginning in Fiscal Year 2019 (July 1, 2018) the Advisory Board shall, at its May (2018) meeting, elect a member (or designee) as Chairman, Vice-Chairman, and Clerk to serve for a three (3) year term, after which the Advisory Board shall elect its officers from among its members or designees every three years at its regular May meeting.

The officers elected shall be entitled to serve their term beginning on July 1st of the first year and ending on June 30th of the third year. Election of officers will be completed by majority individual vote.

Section 3 – Vacancies – Vacancies in office, including those resulting from resignation, removal or an officer ceasing to hold the municipal office or by revocation of appointment upon which advisory board membership is based, shall be filled for the un-expired term by election by majority individual vote of the Advisory Board at its next regular or special meeting following the creation of such vacancy.

Section 4 – Removal – After showing just cause, any officer may be removed from office by a majority individual vote of the Advisory Board at any regular or special meeting after giving such officer written notice sent certified mail fifteen days prior to the meeting.

Section 5 – Duties and Powers – The Chairman, or in the event of his/her absence or his/her vacating the chair, the Vice-Chairman, or in the event of his/her absence, the Clerk shall preside at all meetings of the Advisory Board, but no officer shall thereby be deprived of the right to vote. The Clerk shall be responsible for the reviewing for accuracy all meeting minutes prior to presenting them to the Advisory Board for approval and to check for accuracy of archival copies. The Chairman, Vice-Chairman and Clerk shall also have such other powers and perform such other duties as may from time to time be voted by the Advisory Board or may be conferred or imposed by applicable law or these By-laws.

The Chairman, under the approval of the board shall have the power to establish and appoint committees. For a list of duties and powers for the Advisory Board Officers see attached Addendum

Section 6 – In the absence of the Clerk at any meeting, the Advisory Board may appoint “pro-tem” officers to act in their stead.

Section 7 – In the event that both the Advisory Board member and member designee from the same town attend an Advisory Board meeting where the member designee is also an officer the member designee would retain all powers and duties contained within these By-laws (with the exception of voting rights as defined by these By-laws).

ARTICLE V – MEETINGS

Section 1 – Regular Meetings – The Advisory Board shall hold at least one meeting each calendar quarter. The meetings will be held on the third Thursday in the month unless cancelled or rescheduled on the authority of the Chairman, or in his/her absence, the Vice-Chairman, or in his/her absence, the Clerk. The annual meeting in May will be to approve, revise or take other actions on the budget submitted to the Advisory Board by the Administrator, hold the election of officers and any other action necessary to bring before the board. In addition, the Chairman shall set the meeting dates for the upcoming fiscal year.

Section 2 – Special Meetings – The Chairman or Vice-Chairman may at anytime call a special meeting. The Clerk shall upon the written request of twenty-five percent of the member towns, call a special meeting of the Advisory Board without reference to a weighted vote.

Section 3 – Place of Meeting – All meetings of the Advisory Board shall be held at the FRTA office in the absence of a specific designation of some other meeting place in the notice of the meeting.

Section 4 – Notice of Meetings – All notices required by this section shall be sent either electronically or in writing and shall be mailed, postage prepaid, to each member town of the Advisory Board, addressed to the community’s town clerk and pursuant to Chapter 30A Section 18-25 of the Massachusetts General Laws. All notices and documents shall be sent electronically to all members and designees at least ten days, excluding Saturdays, Sundays, and Holidays, prior to the day designated for the meeting including all agenda items that can be reasonably anticipated. FRTA will provide hard copies of notices and documents for any member or designee who requests them.

Section 5 – Subject of Meetings – The Advisory Board may at its regular meeting deal with any matter upon which it is empowered to act by law or these By-laws. At a meeting, no action shall be considered other than items designated in the notice of the

meeting without a majority vote of the quorum made during the Advisory Board meeting. If an Executive Session is anticipated it will be included in the notice.

Section 6 – Quorum – A quorum of the Advisory Board shall be determined by such members and shall have a weighted majority vote greater than fifty percent (50%) of the of the entire Advisory Board as determined in accordance with Section 5 of Chapter 161B of the Massachusetts General Laws. In the event that a quorum is not attained for any regular or special meeting called to order for the Advisory Board it will be noted on record and unofficial meeting minutes shall be recorded and retained as a record of events.

Section 7 – Voting – All voting shall be cast and calculated using majority weighted voting. Majority weighted voting (as defined by Sections 5 of Chapter 161B of the Massachusetts General Laws) will be taken, and recorded as such, for any action of the Advisory Board when necessary (other than unanimous votes).

Voting of the Advisory Board is defined by Section 5 of Chapter 161B of the Massachusetts General Laws as follows:

Each city and town shall have one vote on the advisory board plus additional votes and fractions thereof determined by multiplying one and one half times the total number of cities and towns in the authority by a fraction of which the numerator shall be the total amount of all assessments made by the state treasurer to such city or town under this chapter and the denominator shall be the total amount of all such assessments made by the state treasurer to such cities and towns. The total vote of each city and town shall each year be determined by the authority and delivered in writing to the advisory board thirty days after the state treasurer has sent his warrants for payments to the cities and towns. The determination of votes shall be based upon the most recent annual assessment. Until the first such assessment, the fraction specified above shall be replaced by a fraction of which the numerator shall be the population of each such city or town and the denominator shall be the total population of all cities and towns in the authority. Population data shall be determined in accordance with the latest decennial census made by the United States Department of Commerce.

Section 8 – Remote Participation – The Advisory Board may vote to adopt the practice of remote participation for members, or designees, for meetings. Once adopted, any member, or designee, may participate remotely if the Chairman or, in his/her absence, the Vice-Chairman or, in his/her absence, the Clerk determines that one of the following factors makes the member's, or designee's, physical attendance unreasonably difficult:

- Personal illness;
- Personal disability;
- Emergency;
- Military service; or
- Geographic distance.

For the purposes of these by-laws, geographic distance that is determined to be an acceptable reason for remote participation includes Towns that don't participate in Fixed Route services **and** don't operate (or sign a contract for) Demand Response services.

Acceptable means of remote participation include telephone, internet, or satellite enabled audio or video conferencing, or any other technology that enables the remote participant and all persons present at the meeting location to be clearly audible to one another. Accommodations must be made for any member, or designee, who requires TTY service, video relay service, or other forms of adaptive telecommunications.

The Advisory Board must meet the following minimum requirements to use remote participation during a meeting:

- A quorum must be physically present at the meeting location;
- Members, or designees, who participate remotely, and all persons present at the meeting location must be clearly audible to each other; and
- All votes taken during a meeting in which a member, or designee, participates remotely must be made by role call vote.

At the start of any meeting during which a member, or designee, will participate remotely, the Chairman must announce the name of any member, or designee, who is participating remotely and which of the five reasons listed above requires that member's, or designee's, remote participation. The information must also be recorded in the meeting minutes.

Members, or designees, who participate remotely may vote. In addition, members, or designees, who participate remotely may participate in executive sessions but must state at the start of any such session that no other person is present or able to hear the discussion at that remote location, unless the Advisory Board has approved the presence of that individual.

If technical difficulties arise as a result of utilizing remote participation, the Chairman may decide how to address the situation. If a remote participant is disconnected from the meeting, the meeting minutes must note that fact and the time at which the disconnection occurred.

ARTICLE VI – COMMITTEES

Section 1 – Finance and Audit Committee – The Finance and Audit Committee must be comprised of at least three members, or member designees, of the Advisory Board. The Finance and Audit Committee shall appoint, by simple majority vote, a Chairman and a Clerk. All members of the Finance and Audit Committee shall serve only while a member, or designee, of the Advisory Board. The Finance and Audit Committee shall be appointed on an annual basis by the Advisory Board at the annual meeting in May.

The Advisory Board, at any time, may make a revocable delegation of its power of approval to the Finance and Audit Committee.

Section 2 – Other Committees – The Advisory Board Chairman may designate any committee(s), at his/her discretion, in which, such committee memberships are not limited to members or designees of the Advisory Board. Any committee formed under this section is for the purpose of advising and to make recommendations to the Advisory Board. The Advisory Board, at any time, may grant additional powers and/or duties to any committee. The Advisory Board, at any time, may revoke any powers or duties previously granted or dissolve any committee formed under this section.

ARTICLE VII – AMENDMENT OF BY-LAWS

Section 1 – These By-laws may be amended by the affirmative vote of the majority of the Advisory Board as defined in Article V, Section 7 of these by-laws at a duly called special meeting or regular meeting thereof after giving all Advisory Board members, and designees, notice mailed as defined in Article V, Section 4 of these by-laws.

ARTICLE VIII – PARTICIPATION IN SERVICE AND COSTS OF SERVICE

Section 1 – It being the intent of the Authority to enable each member town to determine the level and cost of service to such town, any town or towns desiring certain service and willing to bear the costs of such service may establish the service, with the approval of the Administrator and/or the Advisory Board as provided under Chapter 161B of the Massachusetts General Laws, and may determine the conditions of service including but not limited to schedules, routes, or “open-door / closed-door” policy, notwithstanding other member towns which are not participating in said service not incurring costs of said service.

Each member town, through its representative, shall be permitted to accept or reject participation and cost responsibility for any service within the said town. In the event that existing service or a suggested service involves a member town which does not desire to participate in the cost of such service, the member town’s representative shall so notify the Advisory Board in writing of rejection of the service and such town shall thereupon no longer be liable for the costs or any portion of the costs of such service.

The conditions of such service shall thereupon be determined for and received respectively by those remaining towns (or town) who have accepted cost responsibility for the service. Nothing in this section shall give any member town the right to deny operation of vehicles or the service through the said town by reason of its election not to participate in cost responsibility.

ARTICLE IX – COSTS OF ADMINISTRATION

Section 1 – All costs and expenses of the Authority relating to administration of its affairs, including but not limited to legal and accounting expense, administrator’s salary and benefits, staff salary and benefits, office supplies, equipment and rent and any

other related costs or expenses, shall be allocated to each member town which elects to participate in service by multiplying the net administrative cost (being gross administrative cost less federal, state or other administrative cost reimbursement) by a fraction the numerator of which represents the specific member town's share of gross operating costs of service (not including revenues) and the denominator of which represents the entire Authority's gross operating costs (not including revenues).

ARTICLE X – CAPITAL COSTS

Section 1 – All capital expenditures (as defined by the Authority's auditors and accountants) shall be amortized in accordance with the recommendations of the Authority's auditors and accountants, and the cost of capital items shall be allocated to each member town which elects to participate in service by multiplying the local share of such cost by a fraction, the numerator of which represents the specific member town's gross operating costs of service (not including revenues), and the denominator of which represents the entire Authority's gross operating costs (not including revenues) for the particular fiscal year in which an allocation must be made. Said allocation will be separately made for each type of service and for each operator within each town.

ARTICLE XI – PROCEDURAL QUESTIONS

Section 1 – All procedural questions of the Advisory Board not specifically treated by these By-laws shall be resolved in accordance with Town Meeting Time: A Handbook Of Parliamentary Law Prepared By A Committee Of The Massachusetts Moderators Association, Richard B. Johnson, Benjamin A. Trustman, and Charles Y. Wadsworth 3rd Edition, latest edition.

These By-laws operate in conjunction with Chapter 161B of the Massachusetts General Laws and these revised By-laws supersede all other previous By-laws.

VOTED: May 24, 1979
September 6, 1979
November 29, 1979
November 18, 1982
May 17, 2007
May 21, 2009
March 25, 2010
May 21, 2015
May 17, 2018

ADDENDUM
Advisory Board By-Laws
List of Duties for Advisory Board Officers

Chairman –

- Head all meetings
- Create meeting agendas
- Set, cancel, and reschedule meetings
- Provide second signature to all checks over \$5000 along with the Administrator
- Be available to attend legislative hearings in Boston when necessary
- Be available to attend local, state, and federal meetings
- Be available to attend transit conferences, as appropriate
- Be available for legal issues (meetings with attorney, litigation hearings, if any)
- Be available to the press
- Be available to meet with Management Company
- Keep Advisory Board informed of the operations
- Appoint committees as defined in Article V, Section 2
- All other authority provided by law
- (Reimbursement upon approval of Advisory Board for services)

Vice-Chairman –

- Provide any of the above in the absence of the Chairman.

Clerk –

- Head all meetings in the absence of the Chairman and Vice-Chairman
- Review meeting minutes for accuracy before submitted to the Advisory Board for approval and check accuracy of archival copies
- Sign resolution of the Advisory Board
- All other authority provided by law