

# JOINT COUNCIL ON TRANSIT WIRELESS COMMUNICATIONS

## BYLAWS

October 10, 2011

### ARTICLE I

#### Purposes of the Organization

**Section 1.01 Purposes.** The Joint Council on Transit Wireless Communications (hereafter, the “Council”) has the following mission statement and objective statement:

#### *MISSION STATEMENT*

To assure that the transit industry wireless communications needs are continuously met through information sharing.

#### OBJECTIVE STATEMENT

The Council’s objective is to fulfill the mission statement by implementation and periodic update of the Council’s Strategic Five-Year Plan and by implementation of an annually updated and adopted Action Plan which will guide the Council's activities for that year.

### ARTICLE II

#### Members

**Section 2.01 Members.** The Council shall be open to membership of with the following interests:

- Passenger surface transportation service organizations interested in participating on the Council.
- Passenger surface transportation service communication stakeholders that are interested in participating on the Council (e.g., government agencies and other spectrum user groups).
- Commercial manufacturers and providers in the wireless communications industries, wireless consulting entities, and academic and research institutions who are interested in participating on the Council in a manner where their participation is directed at wireless communications within or for the passenger surface transportation service industry.

Persons desiring membership shall submit a notice in writing or by e-mail, with the person's name, title, organization, address, phone, fax, and e-mail address to the Secretary for the Council.

### ARTICLE III

#### Officers

The Council shall have the following elected officers at a minimum:

- Chair,
- Vice-Chair,
- Secretary.

**Section 3.01. Power of the Officers.** The duties of the Officers of the Council shall be as follows:

- Chair: The Chair shall preside at all meetings of the Council and shall be responsible for calling all meetings of the Council. He/she shall be an ex-officio member of all regular and special Councils. He/she shall appoint, at his/her discretion, all ad-hoc sub-council and task force members, and submit for Council election all Committee Chairs and Vice-chairs. He/she shall be responsible for taking action necessary to ensure the Council achieves its objectives and shall perform all such other duties as usually pertaining to such office.

- Vice Chair: The Vice Chair shall preside at meetings in the absence of the Chair. He/she shall assist the Chair in the development and conduct of Council activities.
- Secretary: He/she shall report and maintain minutes of meetings of the Council, and other meetings when directed by the Chair or Vice Chair. He/she shall be responsible for the organization's correspondence as directed by the Chair or Vice Chair and shall provide all meeting notices. He/she shall also cause to be provided all ballots and coordinate the election procedure and shall maintain an up-to-date roster of all Council members. A report describing the Council's activities during the preceding year shall be presented annually to the Council membership. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she shall present to the membership at any meetings any communication addressed to the Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

**Section 3.02. Number of Officers.** The number of Officers of the Council shall be not less than three. The number of Officers may be increased or decreased from time to time by amendment to the Bylaws and subsequent election of the new Officer position. No decrease in any future Officer positions shall shorten the term of any incumbent Officer nor shall the number of Officers be decreased at any time to less than three.

**Section 3.03. Election and Term of Officers.**

(a) Upon adoption of the Bylaws for the first time by the Council, the current Officers shall complete one more year long term. One meeting prior to the expiration of that one year term, elections to establish the subsequent Officers shall be held. The term of all officers from that point shall be two year terms. All subsequent biannual elections of the Officers shall be conducted one meeting prior to the two year term completion. Officers may serve multiple terms if so elected.

(b) If a newly elected individual holds any of the Officer positions, the prior Officer for that position may, at the discretion of the newly elected Officer, preside in the role of the prior Officer position for up to two Council meetings to aid with the transition of the duties of the Officer positions and the continuity of the Council.

**Section 3.04. Qualifications.** The Officers may be elected from any member organization that has been represented in at least fifty percent of the prior Council meetings over the last year.

**Section 3.05. Vacancies.** If any elected Officer must resign or vacate from the role as an Officer, the Council shall hold elections for a replacement Officer which will serve the remainder of the original Officer's term. In the event the Office of Chair becomes vacant prior to the end of the term, the Vice Chair shall act in that position until the Council elects a new chair.

**Section 3.06. Removal of Officers.** An Officer may be removed by first passing a consensus vote to hold a new election for that Officer position at the next meeting.

**Section 3.07. Resignation.** An Officer may resign from the Council at any time by giving notice in writing to the Council membership. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. A resignation shall trigger the process for filling the vacancy for the Officer position.

**Section 3.08. Absence.** Each Officer is expected to communicate with the other Officers in advance of all Council meetings stating whether or not he/she is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Officer who is absent from three successive Council meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Council consensus votes affirmatively to retain that Officer.

**Section 3.09. Hiring for Services.** To perform the tasks required of it, the Council may find that services may need to be hired to complete specific service tasks. In addition to the variety of specific service tasks the Council may pursue such as reports or legal representation, the Council may, at the direction of the Chair, determine that the Officer position of Secretary be hired as a service but put to a vote in the manner described herein. The determination to hire for service shall be initiated by the Chair and subject to a consensus vote by the Council.

## **ARTICLE IV**

### **Committees**

**Section 4.01 Purposes.** As consensus voted by the membership, the Council should, as the need arises, maintain, disband, or create new committees (hereafter “committees”) who report to the Council. The purpose of the committees is to prepare and lead, on behalf of the Chair and Council, more narrowly and specifically directed activities on behalf of the Council and report back to the Council and Chair. The Chair of the Council may, through the Council election process at any meeting, call for a consensus vote to create a new committee and hold consensus vote based elections for that committee’s Chair and Vice-chair. Conversely, the Council Chair may also call for a consensus vote to disband a particular committee which has served its purpose for the Council.

### **Section 4.02 Committee Chair and Vice-chair Roles and Terms.**

The committees which were in existence as the Bylaws were adopted are to remain in existence until at such time they are disbanded. Any existing or newly created committee shall consist of an elected Chair and Vice-chair. The role of the Chair and Vice-chair of the respective committee shall follow the same roles as the Council Chair and Vice-chair specific to each committee with the exception that the committee Chairs do not have any appointing authorities. The term of the committee Chairs and Vice-chairs, in all other administrative matters shall follow the Bylaw rules as described in Article III for Officer of the Council.

### **Section 4.03 Committee Meetings.**

(a) All committee, task force, or other designated working group meetings shall be held with frequencies determined by the respective committee chair, and shall permit the group membership to join the meeting via a conference call.

(b) The chairs of committees, task forces, or other designated working groups shall have group-wide e-mail communication with their respective committee or task force members or working group volunteers at least three times per year, and more frequently if circumstances require.

## **ARTICLE V**

### **Meetings**

### **Section 5.01. Meetings of the Council.**

(a) Meetings of the Council, as scheduled or specially announced via notice to the membership and Officers and committee Chairs and Vice-chairs, may be held at such place identified by the Chair at the prior meeting but at a minimum such notice as made to the membership via electronic mail to the membership and posting of the annual meeting agendas on the Council’s website which should be posted a week in advance of the meetings. Specially announced meeting notices shall not be subject to the intended week in advance which applies only to the annual meeting agendas.

(b) The Council shall hold at least three annual meetings a year, but may meet more frequently if circumstances require.

(c) All Council meetings shall be held to permit membership to join the meeting via a conference call. When feasible, based on the meeting location, the ability for membership to connect via a video/audio

webinar shall be provided. The Secretary, or other Officer in the absence of the Secretary, shall obtain a tally of all participating members at the meeting and attending the meeting via a conference telephone call and/or webinar and upon acknowledgement of their participation, the membership participating in this manner shall be deemed present for the meeting. If a vote is to be taken at any meeting, members joining the meeting via a conference telephone call and/or webinar will be presumed to vote in favor of the measure unless they specifically identify their “no” vote or identify themselves as abstaining from the vote. The Secretary, or other Officer in the absence of the Secretary, shall specifically ask meeting participants who are not present at the meeting but attending via conference call and/or webinar if there are any votes of “no” or “abstain” to gain an accurate count of votes at any given meeting.

(d) Regular or special meetings of the Council can address topics that are not delineated in the meeting notice or agenda.

#### **Section 5.02. Informal Action by Officers; Meetings by Conference Telephone.**

(a) Unless otherwise restricted by the Charter or these Bylaws, any action required or permitted to be taken by the Officers may be taken without a meeting if a majority of the Officers and committee Chairs and Vice-chairs consent in writing through mail or by electronic mail to the adoption of an authorizing action. The written consents thereto by the Officers and committee Chairs and Vice-chairs shall be filed with the minutes of proceedings of the Council.

(b) Unless otherwise restricted by the Charter or these Bylaws, any or all Officers and committee Chairs and Vice-chairs may participate in a meeting of the Council or other formed subset of the Council, inclusive of a committee or task force, by means of conference telephone call or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

**Section 5.03. Voting By Officers.** Each Officer shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

**Section 5.04. Reimbursement for Travel Expenses.** Travel, lodging, transportation, and per diem expenses may be reimbursed for in person Council meeting attendees subject to the Secretary or other designated Officer indicating there are sufficient funds in place and that any reimbursement requirements at the time of the reimbursed meeting can be met by the attendee. The Secretary, or other designee, shall maintain and be the point of communication to all meeting attendees for travel expense reimbursement. Meeting attendees must provide a written communication request (e-mail or letter) to the Secretary or other designee to control reimbursement for travel expenses prior to the meeting and receive written communication from the Secretary or designee allowing reimbursement to be eligible for reimbursement. Reimbursement priority shall be given to passenger surface transportation providers, non-profit, and government agency attendees as opposed to commercial support industry attendees.

### **ARTICLE VI**

#### **Voting**

##### **Section 6.01. Voting Procedures of the Council.**

Voting procedures of the Council are divided into two levels of voting action as follows:

(a) Full Membership Voting: Votes shall be completed via electronic and/or written means as established by the Secretary. The Council membership shall have two weeks from the notification that voting is open for any of the following full membership voting matters. Only one individual per organization where multiple representatives of the same organization are present may vote under any full membership voting procedure. The Secretary shall administer the voting procedure preferably using electronic voting means via the Council website to tally and maintain voting records and all votes as they stand by the end of the two week period will be considered the official vote. Council members shall be notified via electronic mail as to the result of the vote and the vote results shall be made available on the Council website. An

organization which does not indicate a vote shall be considered to have abstained from voting. Unless the Bylaws are amended, only the following matters shall be subject to the vote and passage by the identified margins of the entire voting membership for the voting period:

- Adoption or modifications to the Charter, as determined by the affirmative passage of sixty percent (60%) or greater of the voting membership,
- Adoption or modifications to the Bylaws, as determined by the affirmative passage of sixty percent (60%) or greater of the voting membership,
- Election of the Officers for the Council, as determined by highest total votes for a particular Officer position,
- Adoption or modifications to the Strategic Plan, as determined by the affirmative passage of sixty percent (67%) or greater of the voting membership,
- At the discretion of the Officers for the Council, any Council actions that may significantly affect or change Joint Council goals, as determined by the affirmative passage of sixty percent (60%) or greater of the voting membership.

(b) **Consensus Voting:** Actionable matters deemed by the Chair to require a vote during the regular course of a planned or specially scheduled Council meeting shall be subject to a consensus vote of the Council membership deemed present for the meeting. For a vote to pass the consensus of the membership present for any given meeting there must be at least seventy percent (70%) of the membership voting in the affirmative. The Chair, at his/her discretion, may opt to take a straw vote prior to submitting any measure to a final vote and then postpone an official vote for the next scheduled meeting. Only members of the Council shall be eligible to vote on issues or matters before the Council. A consensus vote may be taken only when at least two of the Officers are deemed present for the meeting. Circumstances may compel the Chair to limit voting to one individual per organization where multiple representatives of the same organization are present. All consensus votes taken during the course of each meeting shall be made available on the Council website at least two weeks prior to the next scheduled Council meeting.

(c) **Membership Classifications and Voting Status:** Voting status of membership classifications as described in the Council Charter shall be as follows, with qualifications as prescribed in Section 6.01 (a) and (b):

- General Membership – Full membership voting and consensus voting
- Liaisons – Consensus voting
- Council Officers -- Full membership voting and consensus voting
- Committee Chairs and Vice Chairs -- Full membership voting and consensus voting
- At-Large Participants -- Full membership voting and consensus voting

### **Section 6.02. Proxy Voting.**

If an organization member cannot be considered present for Council meeting, the organization may, in anticipation of a consensus vote on a particular matter, utilize a proxy vote by communicating to the Chair their position with respect to the particular matter and the Chair shall be given the responsibility of indicating if their proxy vote is in the affirmative or not for the particular vote.

### **Section 6.03. Conflict of Interest Voting Procedures for Council Members.**

The Council is concerned about conflict of interest with matters which may be taken up for discussion, consideration, and, ultimately, consensus voting by the Council. The Chair (for each meeting) shall, at his/her discretion, either at the outset of every Council meeting, and/or in the normal discussion, and/or with the announcement of a consensus vote, reinforce the conflict of interest concern for any members

present at the meeting. It is the responsibility of the individual of an organization or the organization to identify to the membership present at the meeting that they have a conflict of interest in participating in the consensus voting process. The individual of an organization or the organization is not required or encouraged to disclose the nature of the conflict. The intent of the conflict of interest disclosure for members of the Council is to ensure that there are no voting matters which would or could be construed to have particular advantage, monetary or otherwise, to that organization, over any other organization member or even a non-organization member. Voting matters which concern the general Council membership as a whole, or particular sub- categories of members (e.g., hardware vendors or consulting firms) shall not be deemed to have a conflict of interest. The nature of the conflict shall be direct in nature but is ultimately up to the evaluation by the individual of an organization or the organization to disclose to the Council membership present at the meeting they perceive they have a conflict of interest and will not participate in the consensus vote.

# JOINT COUNCIL ON TRANSIT WIRELESS COMMUNICATIONS

## CHARTER

October 10, 2011

### 1. PRINCIPAL FUNCTIONS

The Joint Council on Transit Wireless Communications (hereafter “Council”) is an alliance of professionals and organizations created to do the following:

- 1) Develop and make recommendations to appropriate governmental bodies regarding issues and policies affecting the wireless communications of passenger surface transportation providers;
- 2) Serve as a standing forum for the exchange of ideas and information regarding passenger surface transportation provider wireless communications;
- 3) Conduct an outreach component bi-directionally with high-level officials and end users regarding passenger surface transportation provider wireless communications;
- 4) Develop tangible mediums to assist in the exchange of information between passenger surface transportation providers, associated organizations, government agencies, and transportation service and equipment suppliers;
- 5) Identify, support, and conduct studies and research on passenger surface transportation provider wireless communications;
- 6) Support and promote collaboration across disciplines through national leadership;
- 7) Monitor new technologies and/or projects that affect passenger surface transportation provider wireless communications;
- 8) Promote technology-neutral standards for wireless communications of passenger surface transportation providers;
- 9) Host a website for the Council activities, official records, meeting announcements and notifications, and other relevant information and communication to both members and non-members;
- 10) Participate in matters of concern to the passenger surface transportation provider community; and,
- 11) Perform such other functions as the Council deems appropriate, consistent with relevant law.

### 2. CLASSIFICATIONS OF PARTICIPANTS

There shall be four classifications of participation in the Council, with voting status as described in the Council Bylaws. Qualifications for each classification shall be as follows:

- 1) General membership: Shall consist of professionals, and company and agency representatives with interest in wireless communications of passenger surface transportation providers. The Council shall be open to membership of with the following interests:
  - a) Passenger surface transportation service organizations interested in participating on the Council.
  - b) Passenger surface transportation service communication stakeholders that are interested in participating on the Council (e.g., government agencies and other spectrum user groups).
  - c) Commercial manufacturers and providers in the wireless communications industries, wireless consulting entities, and academic and research institutions who are interested in participating on the Council in a manner where their participation is directed at wireless communications within or for the passenger surface transportation service industry.
- 2) Liaisons: Shall consist of one designated primary representative and one alternate representative of each officially participating federal agency.
- 3) Council Officers: Council elected by the full-voting Council membership Officer positions as described in the Council Bylaws.
- 4) Committee Chairs and Vice-chairs: Council elected by consensus voting Council membership positions for committee Chairs and Vice-chairs as described in the Council Bylaws.
- 5) At-large Participants (voting): Shall consist of one designated primary representative and one alternate representative of each at-large participating entity.

### 3. THE COUNCIL OFFICERS

The Council Officers shall govern the affairs of the Council, subject to the provisions in the ByLaws.

### 4. LIAISONS AND AT-LARGE PARTICIPANTS

Liaisons and At-Large Participants are eligible for participation in meetings of the Council and working groups under the following conditions.

- 1) Liaisons are Federal Government Representatives, as named below. The Council has not been created by any agency or department of the federal government and shall not take any action which would deem the Council to be subject to the Federal Advisory Committee Act (FACA). Federal agencies may participate in Council in a liaison capacity with the understanding that they are not voting members and that any assistance or comments they provide do not necessarily represent the official opinions of their respective organization. The Liaisons are comprised of the following:
  - a) Federal Communications Commission
  - b) Federal Transit Administration
  - c) Department of Homeland Security
- 2) At-Large Participants are non-government agencies and associations and may include:
  - a) Transportation Research Board (TRB)
  - b) American Public Transportation Association (APTA)
  - c) Community Transportation Association of America (CTAA)
  - d) Canadian Urban Transit Association (CUTA)
  - e) Taxicab, Limousine and Paratransit Association (TLPA)
  - f) American Association of State Highway and Transportation Officials (AASHTO)
  - g) Association of Public-Safety Communications Officials (APCO)
  - h) American Association of Railroads (AAR)
  - i) National Public Safety Telecommunications Council (NPSTC)
  - j) National Association of State Directors of Pupil Transportation Services (NASDPTS)
  - k) Personal Communication Industry Association (PCIA)
  - l) Other organizations.

### 6. CONDUCTING MEETINGS

The Council meetings shall be chaired by the elected Council membership and shall be held to allow for remote attendance of the membership.

### 7. AMENDMENT OF THE CHARTER

This Charter may be amended pursuant to the Bylaws.