

1 **BY-LAWS**
2 **OF THE**
3 **ASSOCIATION FOR PUBLIC TRANSPORTATION, INC.**

4 (Revised through 12 June 1996)

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7 **ARTICLE I**

8 **Name, Principal Office, Corporate Seal, Purposes and Fiscal Year**

9 Section 1. Name. The name of the corporation is the Association for Public Transportation, Inc.

10 Section 2. Principal Office. The principal place of the corporation in the Commonwealth shall initially
11 be located at the place set forth on the form of the articles of organization. The Board of Directors may change the
12 location of the principal office in the Commonwealth effective upon a certificate being filed with the State
13 Secretary.

14 Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the corporation.

15 Section 4. Purposes. The purpose of the Association for Public Transportation is to promote and support
16 public transportation in all viable modes in Boston and its immediate surroundings for economic, environmental,
17 safety, quality-of-life and equity reasons.

18 Section 5. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Board of
19 Directors, end on December 31.

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21 **ARTICLE II**

22 **Membership**

23 Section 1. Membership. The initial members of the corporation shall be all of the persons elected as
24 Directors of the corporation by the sole incorporator. Thereafter any person who is familiar with the purposes of
25 the corporation and shares its goals shall, subject only to the payment of the annual membership dues, if any, be
26 added as a new member after giving notice to the Clerk of a desire to be a member of the corporation. Any person
27 elected as a Director of the corporation shall automatically become a member upon payment of the annual dues, if
28 any.

29 The Clerk shall keep a list of the names and addresses of all members of the corporation and such other
30 records and information relating thereto as the Board of Directors shall determine.

1 Section 6. Voting and Proxies. Each member shall have one vote to be executed in person or by proxy.
2 Proxies must be in writing and filed with the secretary of the meeting before being voted. The person named in the
3 proxy may vote at any adjournment of the meeting for which the proxy was given, but the proxy shall terminate
4 after the adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it
5 shall be valid.

6 Section 7. Presiding and Recording Officers. Meeting of the members shall be presided over by the
7 President of the corporation or, in his or her absence, by the Vice-President, or in his or her absence, a person shall
8 be chosen at the meeting to preside over the meeting. The Clerk of the corporation shall act as Secretary of the
9 meeting, and in his or her absence, a Temporary Secretary shall be chosen at the meeting.

10 Section 8. Action by Consent. Any action to be taken by the members may be taken without a meeting if
11 all of the members entitled to vote on the matter consent in writing to the action. The Clerk shall file the written
12 consent with the records of the meetings of the members. Such consent shall be treated for all purposes as a vote at
13 a meeting of the members at which a quorum was present.

14 15 ARTICLE IV

16 Board of Directors

17 Section 1. Composition. The Board of Directors shall consist of a number, not less than five (5) and not to
18 exceed fifteen (15). A Director shall be a member of the corporation upon the payment of the annual membership
19 dues, if any. Each director shall attend a minimum of eight of any twelve consecutive meetings, participate in one
20 or more committees of the Association, and demonstrate ongoing, active participation in selected area(s) of
21 responsibility.

22 Section 2. Election and Terms. Directors shall be elected by the members of the corporation at the annual
23 meeting of the members. The Directors shall hold office until their successors are chosen and qualified.

24 Section 3. Powers. The affairs of the corporation shall be managed by the Board of Directors which shall
25 have and may exercise all the powers of the corporation to effectuate the purposes of the corporation.

26 Section 4. Meetings and Notice. Meetings of the Board of Directors may be held within or without the
27 Commonwealth of Massachusetts.

28 The annual meeting of the Board of Directors shall be held immediately after and at the same place as the
29 annual meeting of the members without call or notice.

30 Regular meetings of the Board of Directors may be held without call or notice at a time and place
31 determined by the Board of Directors, provided that any Director who is absent when such determination is made
32 shall be given written notice by the Clerk of the time and place of such regular meeting.

1 Special meetings of the Board of Directors may be called by the President or two (2) or more of the
2 Directors then in office. Written notice of any special meeting shall be given by the Clerk to each Director (a) in
3 person or by telegram sent to his or her business or home address at least twenty-four hours before such meeting or
4 (b) mailed to his or her business or home address or his or her last known address at least seventy-two hours before
5 such meeting. Notice of a meeting need not be given to any Director if he or she executes a written waiver of notice
6 before or after the meeting or if he or she attends the meeting without protesting either prior thereto or at its
7 commencement of the lack of notice to him or her.

8 A notice or waiver of notice of any meeting of the Board of Directors need not specify the purpose of the
9 meeting.

10 Section 5. Quorum and Voting. Each Director shall have one vote which may only be exercised in person.
11 The number of Director required to constitute a quorum at any meeting of the Board of Directors shall be a
12 majority of the Directors then in office. Though less than a quorum be present, any meeting may without further
13 notice be adjourned to a different time or place. At any adjourned meeting at which a quorum is present, any
14 business may be transacted which could have been transacted at the original meeting. If a quorum is present at any
15 meeting, a majority of the Directors present may decide ant question unless otherwise provided by law, by the
16 article of organization or by the By-Laws. Actions may be taken by general consent, provided, however, that any
17 Director present may call for a vote on any such action.

18 Section 6. Vacancy. A vacancy in the Board of Directors may be filled by the remaining Directors then in
19 office by the election of a successor to hold office for the unexpired term of the Director whose place is vacant and
20 until his or her successor is chosen and qualified, provided, however, that the members have not previously filled
21 such vacancy.

22 Section 7. Resignation. Any Director may at any time resign as a Director by delivering his or her
23 resignation in writing to the corporation at its principal office or to the President or Clerk. Such resignation shall
24 be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

25 Section 8. Removal. Any Director may be removed from his or her office at any time with or without
26 cause at any meeting of the Board of Directors by a vote of two-thirds of the Directors then in office.

27 Section 9. Action by Consent. Any action to be taken by the Directors may be taken without a meeting if
28 all of the Directors entitled to vote on the matter consent in writing to the action. The Clerk shall file the written
29 consent with the records of the meeting of the Directors. Such consent shall be treated for all purposes as a vote at
30 a meeting of the Board of Directors at which a quorum was present and voting.

31 Section 10. Staff. The Board of Directors may hire employees and independent contractors, including an
32 Executive Director. The Board shall determine the duties, tenure, and compensation of any independent contractor,
33 Executive Director, and senior staff.

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ARTICLE VII

Amendments

The Board of Directors of the corporation may amend the By-Laws by a vote of a majority of the Directors then in office. A proposed amendment shall be discussed at a meeting of the Board for which notice of the proposed amendment shall have been given. The vote shall be taken at the next Board meeting for which notice of the proposed vote on the amendment shall have been given.

1 **FROM APT ARTICLES OF ORGANIZATION**

2 CONTINUATION SHEET 2A

3 The purposes for which the corporation is formed are as follows:

- 4 (1) To engage in education, citizen involvement, planning and research in problems and issues relating to
5 public transportation.
- 6 (2) To have, and exercise in furtherance of the purposes of the corporation, the following specified
7 powers:
- 8 (a) To have perpetual succession in its corporate name; to sue; to have a corporate seal; to elect or
9 appoint directors, officers, employees and other agents, to fix their compensation and define their
10 duties and obligations, and to indemnify such corporate personnel; to convey land to which the
11 corporation has legal title;
- 12 (b) To hold real and personal property to an unlimited amount, which property or its income shall be
13 devoted by the corporation to the purposes of the corporation;
- 14 (c) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire,
15 own, hold, improve, employ, use and otherwise deal in and with, real and personal property, or
16 any interest therein, wherever situated;
- 17 (d) To solicit and receive contributions of money and gifts from any and all sources; and to receive
18 and hold, in trust or otherwise, funds received by gift or bequest;
- 19 (e) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber
20 or create a security interest in, all or any of its property, or any interest therein, wherever
21 situated;
- 22 (f) To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as
23 the corporation may determine, issue its notes and other obligations, and secure any of its
24 obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its
25 property or any interest therein, wherever situated;
- 26 (g) To lend money and invest and reinvest its funds;
- 27 (h) To pay pensions, establish and carry out pension and other retirement and benefit plans, trusts
28 and provisions for any or all its directors, officers and employees; and
- 29 (i) To have and exercise all powers necessary or convenient to effect any or all of the purposes for
30 which the corporation is formed; provided that no such power shall be exercised in a manner
31 inconsistent with Chapter 180 of the Massachusetts General Laws or the General Laws of the
32 Commonwealth of Massachusetts.
- 33 (j) The corporation is organized and shall be operated exclusively for charitable, scientific and
34 educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of
35 1954, as it may from time to time be amended, and it is only in furtherance of those purposes that
36 it shall utilize the powers hereinbefore enumerated; no part of any net earnings of the corporation
37 shall inure to the benefit of any private member of [sic] individual; no substantial part of the
38 activities of the corporation shall be in the carrying on of propaganda, or otherwise attempting, to
39 influence legislation; and the corporation shall not participate in, or intervene in (including the
40 publishing or distribution of statements), any political campaign of any candidate for public
41 office.