

**TO: Members of the Association for Commuter Transportation**

**FROM: Peggy Schwartz, Chair  
Bylaws and Elections Committee**

**DATE: June 12, 2017**

**SUBJECT: ACT Board Elections and Call for Nominations**

It is once again time to begin the annual national election process for the board of directors of the Association. The board of directors includes the officers, directors at large, and directors elected by chapter area. This memo outlines in detail the elections process and provides background information associated with the process.

Nominations are open for the following positions:

- Cascade Chapter Director: two-year term expiring December 31, 2019
- Chesapeake Chapter Director: two-year term expiring December 31, 2019
- Mid-Atlantic Chapter Director: two-year term expiring December 31, 2019
- Midwest Chapter Director: two-year term expiring December 31, 2019
- Northern California Chapter Director: two-year term expiring December 31, 2019
- Patriot Chapter Director: two-year term expiring December 31, 2019
- Red River Chapter Director: two-year term expiring December 31, 2019
- Rocky Mountain Chapter Director: two-year term expiring December 31, 2019
- Sacramento Valley Chapter Director: two-year term expiring December 31, 2019
- SEACT Chapter Director: two-year term expiring December 31, 2019
- Southern California Chapter Director: two-year term expiring December 31, 2019
- Valley of the Sun Chapter Director: two-year term expiring December 31, 2019

The elections process provides every member with two excellent opportunities to become involved in the Association. One is by **running** for a position; the other is by **voting** in the election. As a volunteer organization, ACT members' active leadership and participation is critical to our ongoing success.

### **Volunteer Leadership**

The ACT board of directors includes the officers, directors at large and directors elected by chapter area. Please note that all ACT's board positions are **volunteer, unpaid** posts. The board has the ultimate responsibility for the direction, decisions, and all aspects of responsibility of the entire Association—including chapters, councils, committees and task forces. Each board member's service is highly appreciated, but is not compensated.

### **Board Election**

Board members are elected to two-year terms. Directors at large and directors elected by chapter area may be elected to three consecutive terms of office of two years each; provided, however, that no director shall serve on the board for more than six (6) consecutive years, unless serving as an officer or immediate past president.

### **Criteria for Nomination**

Nominees must satisfy all of the criteria listed below in order to be placed on the official ballot. The Bylaws and Elections Committee will determine compliance with these criteria.

1. All nominees must submit a fully completed Self-Nomination Form and a Candidate Qualifications Statement. Nominations must be submitted online **no later than 11:59pm Eastern on July 14, 2017 in order to be accepted**. A link to the online nomination form may be found on the ACT website: [www.actweb.org](http://www.actweb.org).
2. By completing this Self-Nomination Form and submitting it to ACT National headquarters, the nominee is stating that he/she will be able to participate in a manner appropriate to the position and has the financial resources to do so. ACT does not pay travel, meals, and lodging expenses to board meetings.
  - It is important and highly recommended that a nominee's **employer** support and understand the responsibilities of an ACT board member.
  - The ACT board meets in person four times annually. These meetings are held in the winter, spring during the Public Policy Summit, during the ACT International Conference, and in the Fall at the TDM Forum. Board members are required to attend (in person or by teleconference) three out of the four meetings each year, or may request absence with an excuse. Should electronic means of communication consistent with the bylaws not be available for a board meeting, a board member will be automatically excused if they are not in attendance. Board members who are absent from a board meeting without being excused will be sent a warning letter. After two unexcused absences from a board meeting, the board member will be brought to the attention of the Executive Committee and may be removed from the board of directors.
  - Up to four board conference calls are scheduled each year. Board members are required to participate in three of the four scheduled board conference calls. Board members who are absent from three board conference calls without being excused will be sent a warning. After three unexcused absences from board conference calls, the board member will be brought to the attention of the Executive Committee and may be removed from the board of directors.
  - Board meeting and board conference call dates for 2018 will be established and announced during the December 2017 board meeting but are typically scheduled for the second Monday of the month at 1:00pm (eastern time) for teleconference meetings and the day prior to the start of each conference/event for in-person meetings. The January meeting typically takes place during the third week of January.
3. All nominees must be ACT members in good standing on the date their nomination form is submitted to ACT National headquarters.
4. A nominee for a position to be elected from a chapter area position must have a primary business address located in the chapter area.

5. A nominee must sign and submit the Conflict of Interest Statement included in this packet. Because ACT pays “directors and officers insurance” for all board members, this is a requirement. Statements signed by nominees who are not elected will be destroyed following the election.
6. A nominee must read, understand, and agree to be bound by the [ACT bylaws](#) and [policies & procedures](#). (Note: Links to these PDF documents are available on the [Governance](#) page of the ACT website.)

All nominees will receive an email confirming that their nomination has been successfully submitted via the online form, subject to review and approval of the Bylaws & Elections Committee. Official notification confirming the nominee’s eligibility to stand for election will be sent via email by ACT’s executive director on behalf of the Bylaws & Elections Committee on or before July 19, 2017. However, candidates are responsible for checking that all required materials have been received by the ACT National office.

In the event that no nominations are received for a board position, the Bylaws and Elections Committee **Chairperson** will solicit nominees to stand for election. The Board shall hold an election for any Board seat that remains unfilled for a lack of candidates in the next available election cycle for the remainder of the term.

### **Campaign Statements**

**Nominees must provide a Candidate Qualifications Statement as part of the online nomination form.** No additional written campaign statements or materials may be distributed by any candidate.

Nominees who provide a Candidate Qualifications Statement must adhere to the guidelines for Qualifications Statements as outlined in the Election Procedures.

ACT will provide Qualifications Statements with the election ballot. Additional campaign materials may not be distributed by any candidate. Failure to comply with this rule will invalidate a nomination or a nominee's subsequent election.

### **Balloting**

Official ballots, including Candidate Qualifications Statements, will be made available electronically via the online voting process, and a notification with voting instructions will be emailed to all eligible voters on August 16, 2017. Ballots must be submitted online only (no facsimile or mailed votes), and must be submitted no later than September 15, 2017, 11:59 pm (Eastern). The Bylaws and Elections Committee will confirm election results.

In the case of a tie, nominees will be asked if they would consider withdrawing. If a tie still exists, the Bylaws and Elections Committee will conduct a fair and impartial coin toss.

### **Eligible Voters**

All ACT members in good standing as of June 12, 2017, are eligible to vote.

### **Additional Information**

An official announcement to the membership of the newly elected board members will be made no later than September 29, 2017.

All questions related to the election process should be directed to ACT National headquarters (info@actweb.org; 202-792-5801). No election information will be released to the membership prior to the official announcement.

## Timeline

June 12, 2017	Nomination and election information emailed to all members.
July 14, 2017	Deadline for submission of Self-Nomination Forms and Candidate Qualification Statements via SurveyMonkey, and Conflict of Interest Statements (must be received at ACT headquarters by 11:59pm Eastern).
July 19, 2017	Nominees notified of receipt and acceptance of nomination form. <b>(Nominees are responsible for contacting ACT headquarters to confirm receipt.)</b>
August 16, 2017	Official ballots and voting instructions made available to eligible voters.
September 15, 2017	Deadline for submittal of ballots. All ballots must be completed online by 11:59pm (Eastern). Official end of the election process.
September 22, 2017	Winners and losers notified. This information will remain confidential with the candidates.
September 29, 2017	Election results announced to the membership via an email notification from the executive director to all current members.

## POLICIES & PROCEDURES, ARTICLE II. BOARD OF DIRECTORS

### Section 1. Elections

1. An Elections Committee, to be chaired by the parliamentarian, will be appointed by the president and approved by the board to oversee the process of elections and to ensure that deadlines are met and protocol is observed. The chair and committee members cannot be candidates for election to the board while serving on the committee.
2. Elections for officers and directors of the association shall be conducted in accordance with the bylaws.
3. "Election" for the purposes of this document is the date that voting is closed on the electronic ballot sent to the membership.
4. All election activities will be completed by October 1<sup>st</sup> in any calendar year.
5. Notice of elections along with the solicitation of nominations shall be given, either by written mail or electronic means, to the membership no earlier than June 1st.
6. All nominees must meet/comply with the following criteria:
  - a. A fully completed Self-Nomination Form indicating the position of interest must be received at ACT National headquarters in advance of the election.

- b. Completion of the Self-Nomination Form by the nominee indicates that he/she is fully aware of the responsibilities of the position and will be able to participate in a manner appropriate to the position, and have the financial resources independent of the Association to do so.
  - c. Be a member on the date their nomination form is received by ACT.
  - d. Those seeking chapter director positions must have a primary business address located in the region which he/she is seeking to represent.
  - e. A nominee must read, understand, and agree to be bound by the ACT bylaws, policies and procedures, and any other documents put forward in the nomination package.
7. Nominees must include a Candidate Qualifications Statement with their self-nomination form.
- a. Candidate Qualifications Statements must be completed in their entirety.
  - b. The Elections Committee and ACT National cannot accept responsibility for the validity or accuracy of the information submitted by the candidates in their Qualifications Statements. The content of the statement is up to the professional discretion of the nominee. Blatant falsehoods contained in a Candidate Qualifications Statement are grounds for removal from the board of directors pursuant to the bylaws and policies & procedures of the Association.
  - c. Candidate Qualification Statements are included with the online ballots and these statements will be posted exactly as they were received from the nominee.
  - d. No additional written campaign statements or materials may be distributed by any candidate.
  - e. Failure to comply with any of the above-specified policies will invalidate a nomination.
  - f. All nominees must provide a signed ACT Conflict of Interest Statement to ACT National in order for their names to be placed on the official election ballot.
8. Nominees will be notified via email after their nomination has been received and accepted. However, candidates are also responsible for checking that all required materials have been received by the ACT National office.
9. Official ballots, including Candidate Qualifications Statements will be available online and an email notification with voting instructions will be sent to the eligible voting membership. The voting period will be open for no less than 21 days.
- a. Ballots must be submitted online only. (No faxed or mailed ballots are allowed.)
  - b. The election process will close at 11:59 pm (Eastern) on the last day of the election as a control measure.
  - c. Write-in votes are not permitted and will not be counted.

- d. A membership list will be made in advance of the election to provide documentation of those members who were sent ballots.
10. The Elections Committee will audit the process to ensure that all election procedures are followed, verify distribution of ballots, compare the number of returned ballots vs. number of ballots emailed, and verify counts and election results.
  11. The Elections Committee will notify winners and losers. (This information must remain confidential with the candidates until publically announced.) The official announcement of the ACT Election results will be made by the executive director no later than October 1.
  12. Any questions regarding candidate eligibility, adherence to Candidate Qualifications Statement guidelines, and voting procedures will be referred to the Elections Committee for resolution.
  13. ACT has 12 chapters as outlined below. If so directed by the Executive Committee and/or board of directors, the Elections Committee shall review and make recommendations regarding any changes to the number of chapters and/or chapter boundaries.

Cascade (WA, OR, AK)

Chesapeake (MD, VA, WV, DC)

Red River (AR, OK, TX)

Mid-Atlantic (DE, NJ, NY, PA, & Fairfield County, CT)

Midwest (IL, IN, IA, KS, MI, MN, MO, NE, ND, OH, SD, WI)

Northern California (Counties of Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Lassen, Mendocino, Lake Sonoma, Napa, Marin, Solano, Contra Costa, Alameda, San Francisco, San Mateo, Santa Cruz, Monterey, Santa Clara, San Benito, Stanislaus, Merced, Madera, Fresno, Kings, Tulare, Inyo, Mono, Tuolumne, Alpine, Calaveras, Amador, Mariposa)

Patriot (MA, CT other than Fairfield County, RI, VT, ME, NH)

Rocky Mountain [RMACT] (CO, UT, NM, ID, MT)

Sacramento Valley (Counties of Butte, Colusa, El Dorado, Glenn, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Sutter, Tehama, Yolo, Yuba)

Southeast [SEACT] (AL, FL, GA, KY, LA, MS, NC, SC, TN, PR)

Southern California (HI, Counties in Southern California: San Luis Obispo, Kern, Santa Barbara, Ventura, Los Angeles, San Bernardino, Riverside, Orange, San Diego, Imperial)

Valley of the Sun (AZ, NV)

## CONFLICT OF INTEREST POLICY

1. **Policy Statement.** Each officer and director should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to Association for Commuter Transportation (“ACT”). ACT encourages officers and directors to follow ethical standards, to be in compliance with all laws, and to avoid any conflict of interest, or appearance of such, including having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit). This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

2. **Conflict of Interest Defined.** The term “conflict of interest” includes, but is not limited to, circumstances where an officer or director, or a member of his or her immediate family (spouse, ancestors, siblings and descendants, as well as any spouse of any ancestor, sibling, or descendant) has, directly or indirectly, through business, investment or family:

- a. Ownership of any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to ACT;
- b. Receipt of any substantial benefit from a third party on account of that party’s past, present, or future business relationship with ACT;
- c. Receipt of any substantial financial benefit from a pending decision of ACT; or
- d. Served as an officer, director or committee member of any competing organization, i.e., any nonprofit or business enterprise whose purposes, products, and/or services compete with those of ACT, or whose interests may or do overlap with the interests of ACT and thus create competing interests with respect to an issue(s).

3. **Disclosure of the Existence of a Conflict.** If any officer or director of ACT knows, believes, or has reason to know or believe, that a conflict of interest exists with respect to any transaction involving ACT, or any decision of the board of directors, or any action taken by an officer, such person shall inform the board of directors of the existence of such conflict of interest or potential conflict of interest.

4. **Effect of the Existence of a Conflict of Interest.** In the event that it is determined that a conflict of interest exists, and the officer or director has made full disclosure of the facts surrounding the conflict, then the board of directors shall determine whether the officer or director may fully participate in the deliberations and vote on the proposed transaction. If the officer or director merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such officer or director shall be prohibited from participating in any manner or form in the deliberations or decisions regarding the affected transaction.

5. **Resignation.** No individual who has an actual conflict of interest shall be required to resign his or her position with ACT merely because of the existence of a conflict of interest. However, the remaining members of the board of directors may make a fair and full evaluation of all facts pertaining to the conflict of interest to determine its extent. If the remaining members of the board of directors make a determination in writing that the nature and extent of the conflict of interest is so substantial and of such a continuing nature that it would be impossible for the director or officer to discharge the duties of his or her

office with the requisite degree of loyalty and integrity, then the board of directors may require the resignation of the director or officer who is subject to the conflict of interest.

6. **Compensation.** A voting member of the board of directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from ACT for services is precluded from discussing and voting on matters pertaining to that member's compensation or the compensation of a member of that board member's immediate family. However, such a person is not prohibited from providing information to the board of directors or any committee regarding compensation of similarly situated persons.

**DISCLOSURE FORM**

I have reviewed ACT's Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term. I agree to inform ACT's president and/or board of directors of any reportable changes as soon as they occur.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
ACT Position

\_\_\_\_\_  
Current business address

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature