

By-laws
of the
Citizen Advisory Committee
to the
Southeastern Pennsylvania Transportation Authority

Adopted November 11, 1981

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Amended as of 11/13/1984
Amended and restated as of 6/21/1994
Amended and restated as of 1/1/1995
Amended and restated as of 3/28/2006
Amended and restated as of 9/24/2013

§1. NAME

§1.1. The name of the organization shall be the Citizen Advisory Committee to the Southeastern Pennsylvania Transportation Authority, and shall be referred to hereinafter as the Advisory Committee.

§2. PURPOSE

§2.1. The Advisory Committee, established under the Pennsylvania Urban Mass Transportation Law of 1967, P.L. 42, No. 8, as amended most recently by Act No. 3 of 1994, P.L. 20, No. 3, acts as an independent representative and advocate on behalf of the users and potential users of public transportation in the five county region of Southeastern Pennsylvania and contiguous areas served by the Southeastern Pennsylvania Transportation Authority, also known as SEPTA.

§2.2. The major concerns of the Advisory Committee are the quality of SEPTA service, including reliability and frequency, speed, cleanliness, safety and security, as well as fares, policies, financing and planning, and accountability of SEPTA and other governmental agencies that affect public transportation for the region served by SEPTA.

§2.3. To carry out the purpose described herein, the Advisory Committee shall receive and review comprehensive transit plans, rate structures, and other matters of concern to all persons served by SEPTA.

§2.4. The Advisory Committee will seek to advise the General Manager of SEPTA in a timely manner prior to scheduled actions being taken on the foregoing.

§2.4.1. Pursuant to the enabling legislation for the Advisory Committee, as amended, the General Manager shall endeavor to submit items for review by the Advisory Committee in sufficient time and detail for it to review, deliberate, and respond to the General Manager with its advisory opinions prior to final action taken by the General Manager or Board.

§2.5. The Advisory Committee is authorized to formulate proposals, suggestions and plans to be submitted to SEPTA with the goal of stimulating and improving public transportation in the region.

§2.6. The Advisory Committee is authorized to solicit and receive public comment concerning SEPTA.

§2.7. The Advisory Committee may testify before or submit written comments to any public or private body.

§2.8. The Advisory Committee is authorized to take or refrain from taking all such other actions as shall be consistent with the foregoing purpose and not in contravention of law.

§3. MEMBERSHIP

§3.1. The membership of the Advisory Committee shall consist of:

§3.1.1. between fourteen and twenty-four members, the specific number to be as determined by the General Manager of SEPTA by formula, from time to time, appointed by the county commissioners, county

council or mayor, as the case may be, of Bucks, Chester, Delaware, Montgomery and Philadelphia counties, and

- §3.1.2. five members, one resident from each such county, appointed by the General Manager of SEPTA. The composition of the membership of the Advisory Committee appointed pursuant to §3.1.1 and Appendix A shall reflect the proportionate distribution of total ridership among the five counties listed in §3.1.1 above.
- §3.2. Each member, at the time of appointment and during his or her term of service, shall be a regular user of SEPTA.
- §3.3. Each member shall communicate with his or her respective appointing officials, as described in §3.1 above, or their designees, on a periodic basis in order that they remain informed of transportation issues affecting the public.
- §3.4. Each member shall serve as a member of at least one standing subcommittee at all times during his or her term.
- §3.5. Each member shall be subject to the Attendance and Leave of Absence Policy set forth in §8.5.
- §3.6. No person shall be admitted as a member who is concurrently serving as an employee, contractor, or consultant of SEPTA.
 - §3.6.1. Any member who obtains such employment subsequent to Advisory Committee appointment shall be required to disclose this fact to the Chair of the Advisory Committee and to his/her respective appointing authority.
 - §3.6.2. This prohibition does not extend to individuals whose employers or companies conduct business with SEPTA, as long as they themselves are not employees, contractors, or consultants of SEPTA.
 - §3.6.3. Upon passage of this amendment, any Advisory Committee member who is already serving as an employee or contractor of SEPTA shall be permitted to complete his/her term.
- §3.7. Membership on the Advisory Committee shall be subject to term limits, as follows:
 - §3.7.1. The terms of the members shall be two years from the date of appointment, and may be renewed by the respective appointing officials for a period of no more than two renewals, for a total term of six years.
 - §3.7.2. No member shall serve more than three consecutive terms.
 - §3.7.3. At the discretion of the appointing officials, a former Advisory Committee member may be appointed for an additional three consecutive two-year terms, provided that he or she has not served for at least two years since his or her last term.
- §3.8. Members who wish to resign should provide written notice (letter or email) of their intent to resign to their respective appointing agency and the Chair of the CAC.
- §3.9. The aforementioned criteria for Advisory Committee membership are subject to modifications or revisions that may come from time to time

from the appointing agencies, which shall be noticed to the Advisory Committee.

§4. OFFICERS

§4.1. General

§4.1.1. The officers of the Advisory Committee shall be a Chair, two Vice Chairs, one of whom shall be chair of the Transit Subcommittee and one of whom shall be chair of the Railroad Subcommittee, and a Secretary.

§4.2. Election of Officers

§4.2.1. Officers shall be elected annually at a scheduled plenary meeting of the Advisory Committee by a majority of those members (who are in good standing) in attendance and voting.

§4.2.2. A vacancy in an office shall be filled by special election at a scheduled plenary meeting of the Advisory Committee by a majority of those members in attendance and voting, and the officer so elected shall serve for the unexpired term of the office to which elected.

§4.3. Chair

§4.3.1. The Chair shall call and conduct all plenary meetings of the Advisory Committee and may call and conduct special meetings of the Advisory Committee.

§4.3.2. The Chair, or a member designated by the Chair, shall be the official spokesperson for the Advisory Committee.

§4.4. Vice Chairs

§4.4.1. A Vice Chair designated by the Chair shall assume the duties of the Chair in the absence of the latter, and shall perform functions as directed by the Chair or the Executive Subcommittee.

§4.5. Secretary

§4.5.1. The Secretary shall maintain the minutes of all meetings of the Advisory Committee and the Executive Subcommittee, and receive and distribute minutes of the meetings of the subcommittees.

§4.5.2. The secretary shall be responsible for permitting public inspection of any and all written proposals, resolutions, minutes, or comments maintained by the Advisory Committee, the Executive Subcommittee and the subcommittees.

§4.6. An Officer may resign after written notice is given to the Advisory Committee, the designated SEPTA liaison, and the respective appointing agency. Officers may continue to serve as members after their resignation, with the concurrence of the appointing agency.

§5. EXECUTIVE SUBCOMMITTEE

§5.1. The Executive Subcommittee shall consist of the officers of the Advisory Committee and the chairs of all other standing subcommittees.

- §5.2. The Executive Subcommittee shall act in place of the Advisory Committee when, because of time constraints, it is not possible to call a meeting of the Advisory Committee.
- §5.3. The Executive Subcommittee shall meet regularly to perform administrative functions for the Advisory Committee, including, but not limited to, preparing and mailing meeting notices and agendas and establishing and monitoring any financial resources of the Advisory Committee.
- §5.4. The Executive Subcommittee may establish, amend and revoke policies to facilitate the purposes of the Advisory Committee. Any such policy, or an amendment thereof, shall only be effective with the advice and consent of a simple majority of general members of the Advisory Committee and shall be attached hereto and made a part hereof.
- §5.5. The Executive Subcommittee shall report on its activities to the Advisory Committee on a regular basis, either in writing or at each plenary meeting of the Advisory Committee.
- §5.6. To the extent practical, all Advisory Committee members shall receive the written notices of Executive Subcommittee meetings.

§6. SUBCOMMITTEES

- §6.1. The standing subcommittees of the Advisory Committee shall be the Transit Subcommittee and the Railroad Subcommittee.
- §6.2. The Transit Subcommittee and Railroad Subcommittee shall each study and report, on a regular basis, to the Advisory Committee on matters relating to bus and rail transit and railroad operations, respectively, of SEPTA.
- §6.3. Such subcommittees shall recommend action to the Advisory Committee and, at the Executive Subcommittee's direction, take action if due to time constraints it is not practical to call and hold a meeting of the Advisory Committee to take action.
- §6.3.1. If such a standing subcommittee takes action in lieu of action by the Advisory Committee, the chair of the subcommittee taking the action must request that the Advisory Committee ratify that action.
- §6.4. The Executive Subcommittee may establish other standing subcommittees or ad hoc committees in accordance with §5.4 above.
- §6.4.1. The charge of any such regular subcommittee shall be as set forth in the directive of the Executive Subcommittee establishing such subcommittee.
- §6.4.2. Each such standing subcommittee shall operate in a fashion similar to that described above with respect to matters for which it is responsible, unless otherwise provided by the Executive Subcommittee.
- §6.5. There shall be a special Nominating Subcommittee of the Advisory Committee, which shall be charged with nominating officers to serve on the Advisory Committee for the ensuing year. The Nominating

Subcommittee shall operate under the Nominating Subcommittee Policy set forth in Appendix B, attached hereto and made a part hereof.

§6.6. Each standing subcommittee shall meet regularly throughout the year, except that a subcommittee may, by a majority vote of its members, choose to recess during the month of August, provided that such a recess does not impair its ability to meet scheduled deadlines, transact scheduled business, or render opinions on pressing issues affecting the riding public.

§6.6.1. Each member of a standing subcommittee shall be sent a meeting notice and agenda at least one day in advance of the meeting.

§6.6.2. In the case that a subcommittee exercises its option to recess, it shall be the responsibility of its respective chair to inform all members and the Chair of the Advisory Committee of the cancellation.

§6.6.3. Each other subcommittee shall meet as necessary or appropriate to carry out its function.

§6.7. It shall be the responsibility of each subcommittee chair to ensure that a designated subcommittee member prepares the minutes of its meetings and such reports as shall be necessary or appropriate to inform the Advisory Committee of its activities. Copies of minutes and reports shall be sent to the Secretary for inclusion with the minutes of the Advisory Committee.

§6.8. All subcommittee meetings shall be open to the members of the Advisory Committee and the public, unless the subcommittee chair formally declares a session closed to the public according to the criteria described in §7.5 below.

§7. PLENARY MEETING

§7.1. The Advisory Committee shall hold a plenary meeting twelve times a year. Each member shall be sent a written notice and agenda at least one day in advance of the meeting.

§7.2. Special plenary meetings may be called at the discretion of the Chair. Reasonable notice shall be given to each member.

§7.3. As a general rule, all plenary meetings shall be open to the public, unless the Chair formally declares a closed session according to the criteria described in §7.5 below. To the extent possible, consistent with the orderly conduct of the meeting, members of the public may comment on issues before the Advisory Committee.

§7.4. The Chair may limit debate or discussion or determine and enforce time limitations that provide for an orderly progression of the meeting. The Chair's discretion is subject to review by a majority of members present at a meeting.

§7.5. In order that the Advisory Committee may fully execute its purpose by hearing and reviewing information of a confidential nature, the Chair may declare a meeting, or a part of a meeting, to be closed to the general public.

§7.5.1. The Chair may declare a meeting, or a part of a meeting, closed to the public when discussions regarding procurement, labor unions, or similar topics would render it contrary to the public interest or a violation of the law to disclose the information publicly.

§7.5.2. SEPTA will advise the CAC when information is of a confidential nature and that presentation of the information is contingent on the meeting being closed to the public.

§7.6. The Advisory Committee may act at a scheduled plenary meeting while a quorum is present. A quorum shall consist of fifty-one percent of the membership in good standing.

§7.7. All decisions made at a plenary meeting, except as otherwise noted herein, shall be by a majority of those members present, after opportunity for discussion.

§8. ADMINISTRATIVE POLICIES

§8.1. The structure and procedures of the Advisory Committee shall be subordinate to the goals and purposes of the organization. To this end, the rules for meetings and these Bylaws assume good will on the part of all members. Members have a common interest in stimulating and improving public transportation for the residents of the tri-state SEPTA region. Therefore, reasonable and appropriate discussion shall take place on each issue with the goal of joining each member in the Advisory Committee's decisions. As a guideline, meetings shall be conducted according to Roberts Rules of Order, or as revised, provided that parliamentary procedure that might tend to inhibit the orderly conduct of the meeting shall be kept to a minimum.

§8.2. Misconduct and Disciplinary Policy

§8.2.1. All allegations of misconduct by an Advisory Committee member shall be investigated by the Executive Subcommittee, reported to the designated SEPTA staff liaison to the Advisory Committee, and, if necessary, referred to the member's respective appointing agency representative for further action.

§8.2.2. Failure to comply with these policies may result in similar action under §8.2.1. If three-fourths of the Advisory Committee membership believes a member is no longer in good standing for lack of attendance and participation representing their appointing agency, they may vote to recommend a formal investigation as described in §8.2.1.

§8.2.3. Officers may be removed from office by a vote of three-fourths of the membership for neglect of duties or poor performance upon reasonable notice to the officer, other members, and after sufficient discussion at no less than two consecutive plenary meetings of the Advisory Committee.

§8.3. Media and Communications Policy

§8.3.1. As the officially-designated representative of public transportation users in the SEPTA service area, it is essential that the Advisory

Committee communicate information about its services, projects, events, and issues accurately, clearly, uniformly, and openly.

§8.3.2. For purposes of this policy “media” means any representative of the communications (electronic and/or print) media including, but not limited to, television, radio, newspaper organizations, and online publications. “Communications” refers to any verbal or written form of communications including, but not limited to, writing, telecommunications, and electronic communications.

§8.3.3. As stated in §4.3.2, only the Chair, or a person designated by the Chair, may serve as the spokesperson of the Advisory Committee. The Executive Subcommittee determines what issues deserve media attention. If the Chair is unavailable, or has not designated a spokesperson for a specific term, the Executive Subcommittee may designate a spokesperson.

§8.3.4. Members of the Advisory Committee are not authorized to speak on the behalf of SEPTA, and should refer all requests for SEPTA comment and official policies to SEPTA’s Public and Government Affairs Division.

§8.3.5. This section shall not be construed to limit any individual’s right to free expression as guaranteed by law, provided that, whenever an Advisory Committee member is identified as such while speaking to the media or testifying in public, that individual states that he or she is not speaking on behalf of the Advisory Committee, and that his or her opinion is not necessarily that of the Advisory Committee.

§8.3.6. The Executive Subcommittee shall authorize or amend Advisory Committee media policy with respect to specific procedures to announce Advisory Committee actions involving the riding public.

§8.4. Confidentiality Obligations

§8.4.1. While acting in accordance with the authorized role of the Advisory Committee, Advisory Committee members may on occasion receive, view or have access to information pertaining to SEPTA that may be deemed to be of a confidential, sensitive or proprietary nature. Each Advisory Committee member must respect the rights of SEPTA, SEPTA officers and employees, the public, SEPTA vendors, bidders, and contractors, and related public agencies and governments, in the identification of and in a member’s proper handling of any information that may reasonably be deemed to be confidential information.

§8.4.2. Any request by a member for SEPTA information, shall be referred to SEPTA’s Public and Government Affairs Division. Any SEPTA information received by an Advisory Committee member as a result of a request or by any other means shall be handled in accordance with these confidentiality obligations, as well as any other applicable section contained herein.

§8.4.3. With respect to the confidentiality obligations of the Advisory Committee members, the term “Confidential Information” shall

mean information (oral, written, electronic or other form) that could reasonably be deemed to be of a private, personal, sensitive or proprietary nature, and which is not to be disclosed to any other person or entity, except as such disclosure is necessary to the handling of business matters.

8.4.3.1. Examples of confidential information include, but are not limited to, some types of SEPTA personnel information, SEPTA labor relations information, information gathered, compiled, calculated, discovered or submitted in connection with procurement, and identifying information about SEPTA customers.

8.4.3.2. SEPTA has the sole and unquestionable right to determine what is SEPTA Confidential Information. The Advisory Committee does not have the right to question or challenge SEPTA's determination as to what it deems to be Confidential Information. Regardless of the Advisory Committee's opinion, if SEPTA deems information to be Confidential Information, Advisory Committee members must accept this determination and handle that information in complete compliance with these confidentiality obligations.

§8.4.4. Any Advisory Committee member who has access to, comes in contact with, receives, is provided, or handles Confidential Information must respect, protect and maintain the confidentiality, sensitivity, proprietary rights, and/or privacy of that Confidential Information. When accessing, viewing, receiving, accepting, using, handling or divulging any information that SEPTA may reasonably deem to be Confidential information, each member also shall be subject to terms of SEPTA's Confidentiality Policy, even though SEPTA's Confidentiality Policy may state that it applies to SEPTA employees. The application of the SEPTA Confidentiality Policy to the actions of the Advisory Committee members does not create, confer, invoke or grant any other rights or status on any member at any time or for any reason.

8.4.4.1. A member may not request, seek, access, or use, any Confidential Information that he/she does not need to fulfill his/her duties as part of the Advisory Committee.

8.4.4.2. A member may not disclose, divulge, keep, release or improperly use any Confidential Information for his/her own or another's personal, financial, or other purpose, or for any reason that exceeds or is outside of the limited use associated strictly with the authorized duties and activities of the Advisory Committee.

§8.4.5. Any request made to a member, whether made by an individual or by any public, private or media entity, seeking information about or from SEPTA, whether such information may or may not contain

Confidential Information, shall be referred to SEPTA's Public and Government Affairs Division, pursuant to §8.3.4 above.

§8.4.6. In addition to complying with all the provisions of this Policy, all Advisory Committee members who have business dealings with SEPTA must comply with SEPTA's Confidentiality Policy in and as part of those dealings, and in the case of attorneys, with the confidentiality and ethical provisions of the Rules of Professional Conduct as promulgated by the Supreme Court of the Commonwealth of Pennsylvania.

§8.4.7. To assist in ensuring the proper handling of Confidential Information in accordance with this policy, SEPTA staff shall notify the Advisory Committee that certain information being provided to it contains what SEPTA deems to be Confidential Information. The Advisory Committee members are expected to handle all information that could reasonably be deemed to be Confidential Information as such, in accordance with these confidentiality obligations. Furthermore, Advisory Committee members are expected to make inquiry to SEPTA for a determination if they feel there is a valid question as to the confidentiality of certain information.

§8.4.8. In the event that the Advisory committee must discuss Confidential Information at one (or more) of its meetings, the Chair of the Advisory Committee shall invoke a closed session for that meeting or for that part of a meeting when the Confidential Information is to be discussed, in accordance with §7.5.

§8.5. Attendance and Leave of Absence Policy

§8.5.1. For any given Advisory Committee year, it is expected that each member will attend at least two-thirds (rounded to the next highest whole number) of all scheduled plenary meetings of the Advisory Committee and at least two-thirds (rounded to the next highest whole number) of all scheduled meetings of the standing subcommittee of which he or she is a member.

§8.5.2. A member may be excused from attendance at a meeting for good cause shown by the Chair of the Advisory Committee in the case of plenary meeting, or by the appropriate Vice Chair in the case of a standing subcommittee meeting. An excused absence shall be counted as attendance at a meeting for the purpose of §8.5.1 above.

§8.5.3. The attendance requirements may be waived by the Executive Subcommittee in the event that a member for compelling reasons requests a leave of absence for a specific period of time from the Advisory Committee or a standing subcommittee.

8.5.3.1. A member granted a leave of absence of more than two months shall notify the county, mayor or General Manager, as the case may be, responsible for his or her appointment in writing of the granting of such leave, with a copy to the Secretary of the Advisory Committee.

§8.5.4. If a member fails to meet the requirements of this policy, it shall result in action by the Executive Subcommittee, through the office of the Chair, to:

8.5.4.1. Notify the member of the consequences of such failure, including suspension of mailings and other Advisory Committee communications and revocation of the TrailPass privilege.

8.5.4.2. Initiate action to suspend the membership of the member and recommend to the county, mayor or General Manager, as the case may be, responsible for his or her appointment, that the appointment of the member should be terminated

§8.5.5. The Advisory Committee may develop and enforce performance evaluation criteria to measure the effectiveness and participation of its members.

§9. AMENDMENTS

§9.1. Amendments to these Bylaws must be represented at one plenary meeting of the Advisory Committee and approved by a two-thirds vote of those present at the next plenary meeting in order to take effect.

APPENDIX A
to the Bylaws of the Citizen Advisory Committee to the Southeastern
Pennsylvania Transportation Authority

MEMBERSHIP

Appointed by Counties or The Mayor of Philadelphia

Bucks County	1
Chester County	1
Delaware County	3
Montgomery County	2
Philadelphia County	17
Total	24

Appointed by the General Manager of SEPTA

Bucks County	1
Chester County	1
Delaware County	1
Montgomery County	1
Philadelphia County	1
Total	5

APPENDIX B
to the Bylaws of the Citizen Advisory Committee to the Southeastern
Pennsylvania Transportation Authority

NOMINATING SUBCOMMITTEE POLICY

1. The Nominating Subcommittee will be comprised of those members in good standing who volunteer to serve on this Subcommittee.
2. The Subcommittee members will select a chairperson from among their members. The chairperson will conduct such meetings as are necessary to accomplish the tasks before the Nominating Subcommittee.
3. A call for recommendations for consideration as candidates for election will be made by the Advisory Committee Chairperson at the March plenary meeting of the Advisory Committee. Recommendations will be referred to the members of the Nominating Subcommittee for their consideration.
4. The Nominating Subcommittee will develop a slate of candidates for officers of the Advisory Committee (Chairperson, Vice Chairperson (Railroad), Vice Chairperson (Transit), and Secretary). The Nominating Subcommittee will present their "slate" of candidates to the membership at the June plenary meeting of Advisory Committee.
5. At the June plenary meeting, any Advisory Committee member in good standing may nominate any other member in good standing as a candidate for a specific office. Within one (1) week after the June meeting, the Nominating Subcommittee will confirm acceptance of any candidate nominated and seconded by the Subcommittee or by any other Advisory Committee members.
6. A ballot will be prepared, identifying each office and the candidates for that office as nominated by the Subcommittee or by the membership. Ballots will be sent to every member in good standing at least two (2) weeks prior to the July plenary meeting.
7. Ballots will be accepted by the Secretary, and his/her designee, up to the time during the July plenary meeting when the Chairperson calls for a count of the ballots. The vote count will be conducted by the Secretary and the Chair of the Nominating Subcommittee.
8. In the event that no candidate receives a majority of votes by the membership, a run-off election will be held immediately between the two candidates with the largest number of initial votes.
9. The members elected take office immediately upon certification of the election results by Nominating Subcommittee.
10. Those candidates who were appointed by the County Commissioners or the Mayor of Philadelphia, but who have not yet formally received their appointments, may be elected to office, but may not begin to serve until their final appointment has been forwarded to SEPTA.