

access

16th ANNUAL MEMBERSHIP MEETING

THURSDAY, MARCH 31, 2011

11:00 - 1:30 P.M.

The California Endowment Centers

For Health Communities

1000 North Alameda Street

Los Angeles CA 90012

MISSION STATEMENT

Access Services promotes access to all modes of transportation and provides quality and safe ADA paratransit service on behalf of public transit agencies in Los Angeles County.

	<u>DISPOSITION</u>
1. CALL TO ORDER	ACTION
2. WELCOME/INTRODUCTIONS	PRESENTATION
3. REVIEW & APPROVAL OF MARCH 11, 2010 ANNUAL MEETING MINUTES (page 4) [Staff Recommendation: Approve]	ACTION [Vote Required: majority of each of the two classes by voice vote]
4. GENERAL PUBLIC COMMENT	INFORMATION
5. RATIFICATION OF AMENDED BY-LAWS (page 13) [Staff Recommendation: Ratify the amended Agency By-Laws]	ACTION [Vote required: majority of each of the two classes by roll call]
6. ESTABLISHMENT OF NOMINATIONS COMMITTEE - BOARD ELECTIONS (page 35) [Staff Recommendation: 1) Appoint Shirley Hsiao (Long Beach Transit) to the Nominating Committee for the selection of one Director to represent the Municipal Fixed Route Operators, 2) Appoint Deborah Moraza (City of El Monte) and Jose Barrios (City of Santa Fe Springs) to the Nominating Committee for the selection of two Directors to represent the Local Fixed Route	ACTION [Vote required: majority of each of the two classes by voice vote]

Operators, 3) Allow additional members to volunteer until April 15, 2011]

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|-----|--|-----------------|
| 7. | 2010 SPIRIT OF ACCESSIBILITY AWARD | PRESENTATION |
| 8. | 2010 JERRY WALKER COMMITMENT TO QUALITY SERVICE AWARD | PRESENTATION |
| 9. | GUEST SPEAKER (Mark Aesch, CEO Rochester Genesee Regional Transportation Authority) | PRESENTATION |
| 10. | NEW BUSINESS RAISED SUBSEQUENT OF THE POSTING OF THE AGENDA | POSSIBLE ACTION |
| 1. | ADJOURNMENT | ACTION |

Access Services does not discriminate on the basis of disability. Accordingly, Access Services seeks to ensure that individuals with disabilities will have an equal opportunity to participate in the range of Access Services events and programs by providing appropriate auxiliary aids and services to facilitate communication. In determining the type of auxiliary aids and services for communication that will be provided, primary consideration is given to the request of the individual with disabilities. However, the final decision belongs to Access Services. To help ensure availability of those auxiliary aids and services you require, please make every effort to notify Access Services of your request at least three (3) business days (72 hours) prior to the meeting in which you wish to utilize those aids or services. You may do so by contacting (213) 270-6000.

Note: ASI board meetings are held pursuant to the Ralph M. Brown Act [Cal. Gov. Code §54950] and are open to the public. The public may view and obtain all written information supporting this agenda provided to the board both initially and supplementally prior to the meeting at the agency's offices located at 707 Wilshire Blvd., 9th Floor, Los Angeles California and on its website at <http://asila.org>. Documents, including Power Point handouts distributed to Board Members by staff or Board members at the meeting will simultaneously be made available to the public. Three opportunities are available for the public to address the board during a board meeting: (1) before closed session regarding matters to be discussed in closed session, (2) before a specific agenda item is debated and voted upon regarding that item and (3) general public comment. The exercise of the right to address the board is subject to restriction as to time and appropriate decorum. All persons wishing to make public comment must fill out a yellow Public Comment Form and submit it to the Secretary to the Board. Public comment is generally limited to three (3) minutes per speaker and the total time available for public comment may be limited at the discretion of the Chairperson. Persons whose speech is impaired such that they are unable to address the board at a normal rate of speed may request the

accommodation of a limited amount of additional time from the Chair but only by checking the appropriate box on the Public Comment Form. Granting such an accommodation is in the discretion of the Chair.

The Board of Directors will not and cannot respond during the meeting to matters raised under general public comment. Pursuant to provisions of the Brown Act governing these proceedings, no discussion or action may be taken on these matters unless they are listed on the agenda, or unless certain emergency or special circumstances exist. However, the board may direct staff to investigate and/or schedule certain matters for consideration at a future Board of Directors Meeting and the staff will respond to all public comment in writing prior to the next board meeting.

["Alternative accessible formats available upon request."](#)

MINUTES
ACCESS SERVICES
15TH ANNUAL MEMBERSHIP MEETING
THURSDAY, MARCH 11, 2010

CALL TO ORDER/INTRODUCTIONS

The Access Services 15th Annual Membership meeting convened at 10:15 a.m. on Thursday, March 11, 2010, Metro Division 9 Council Chamber Room located at 3449 Santa Anita Avenue, 3rd Floor, El Monte, California. The presiding Board Member was Chairperson Dolores Nason. The following Members of Access Services were present, constituting a quorum of the Membership of Access Services:

LOCAL FIXED ROUTE OPERATORS

Representatives and Proxies

Agencies

Joyce Rooney - Proxy	City of Baldwin Park
Joyce Rooney - Proxy	City of Bell Gardens
Adam Emmer	City of Burbank
Joyce Rooney - Proxy	City fo Carson
Joyce Rooney - Proxy	City of Cerritos
Joyce Rooney - Proxy	City of Downey
Deborah Moraza	City of El Monte
Katherine Engle	City of Glendale
Joyce Rooney - Proxy	City of Huntington Park
Katherine Engle - Proxy	City of La Canada Flintridge
Joyce Rooney - Proxy	City of Lawndale
Joyce Rooney - Proxy	City of Lynwood

Martin Gombert	Palos Verdes Peninsula Transit Authority
Joyce Rooney - Proxy	City of Paramount
Catherine Cole	City of Pasadena
Joyce Rooney - Proxy	City of Santa Fe Springs
Joyce Rooney - Proxy	City of West Covina
Joyce Rooney	City of West Hollywood
Joyce Rooney - Proxy	City of Westlake Village

MUNICIPAL FIXED ROUTE OPERATORS

John Fong - Proxy	Antelope Valley Transit Authority
Diane Amaya	Beach Cities Transit
Martin Gombert	City of Commerce
Sarah Allen	Norwalk Transit
Doran Barnes	Foothill Transit
Ian Dailey - Proxy	Gardena Municipal Bus Lines
John Fong - Proxy	Long Beach Transit
John Fong	Los Angeles Department of Transportation
Elizabeth Carter	METRO
John Fong - Proxy	Santa Clarita Transit
Joseph Stitche	Santa Monica's Big Blue Bus
Ian Dailey	Torrance Transit

BOARD MEMBERS

Dolores Nason, Chair	L.A. County Board of Supervisors
Joseph Stitcher, Treasurer	ASI Transportation Professional Advisory Committee
Theresa De Vera, Secretary	City of Los Angeles Mayor's Office
Doran Barnes	Municipal Fixed Route Operators
Marlen Garcia	City Selection Committee Corridor Transportation Services Representative
Kurt Hagen	L.A. County Commission on Disabilities
Sandy Varga	Southern California Independent Living Center Collaborative
Michael Greenwood	METRO
Jesse Valdez - Ex-Officio	Chair, Access Services Transportation Professional Advisory Committee
Michael Williams, Ex-Officio	Chair, Access Services Community Advisory Committee

The following Local Fixed Route Operators were not in attendance: City of Alhambra, City of Bellflower, City of Calabasas, City of Compton, City of Cudahy, City of Duarte, City of Inglewood, City of Monrovia, City of Rosemead, City of Sierra Madre, Los Angeles County Department of Public Works.

The following Municipal Fixed Route Operators were not in attendance: City of Claremont, Culver City Bus, Montebello Bus Lines.

The following Board member was not in attendance: Jano Baghdanian, Vice Chair of the Board of Directors.

WELCOME/INTRODUCTIONS

Access Services Executive Director, Shelly Verrinder welcomed everyone to the 15th Annual Membership Meeting for Access Services. Ms. Verrinder announced that the Access Services administrative offices would be relocating to Metro's Division 9 building in El Monte on April 16, 2010. She explained that with the consolidation of Metro's service sectors back to Metro headquarters in downtown Los Angeles, two floors of office space became available and in an effort to save funds, Access Services would be occupying the space over the next five years.

Ms. Verrinder introduced the members of the Access Services Board of Directors: Chairperson Dolores Nason representing the Los Angeles County Board of Supervisors, Vice Chairperson Jano Baghdanian from the City of Glendale, was unable to attend, however he represents the Local Fixed Route Operators, Treasurer Joseph Stitcher representing the Los Angeles Municipal Operators, Secretary Theresa De Vera representing the City of Los Angeles Mayor's Office, Director Doran Barnes representing the Los Angeles Municipal Operators, Director Marlen Garcia representing the City Selection Committee Corridor Transportation Representatives, Director Michael Greenwood representing the Los Angeles County Metropolitan Transit Authority, Director Kurt Hagen representing the Los Angeles County Commission on Disabilities and Director Sandy Varga representing the Los Angeles County Independent Living Centers.

She also introduced the two Ex-Officio members of the Board of Directors Michael Williams, Chair of the Community Advisory Committee (CAC), Jesse Valdez, Chair of the Transportation Professionals Advisory Committee (TPAC) and Access Services Legal Counsel Jim Jones.

Ms. Verrinder reviewed two major issues that the Access Services Board of Directors and staff focused on over the past year. She stated that the first and probably most difficult issue was the Access Services Identity program, which would be discussed later in the meeting. The second issue was the restructuring of the Access Services Auto Liability program.

Ms. Verrinder described, with the help of Access' new broker Mark Nimmo from SullivanCurtisMonroe, the revised auto insurance program that was implemented on June 21, 2009. She explained that under the previous structure, the contractors were the primary insurance carriers, but with the new policy changes Access Services was now the first named insured, and all contracted taxi services were included.

Ms. Verrinder made a comparison of the previous and current coverage amounts and stated that as the service grows, so did the need for additional coverage which now was increasing from eleven million to twenty-six million dollars. She also reviewed the changes to the claims process, stating that Access Services now had a self insured

retention and was responsible for processing all claims filed up to \$50,000 through the Corvell Corporation, a third party claims administrator. Ms. Verrinder stated that the cost savings related to that program would be used towards the development and implementation of various safety projects. She thanked the contractors and Access Services staff for their hard work.

Ms. Verrinder concluded her introduction by stating that safety would continue to be this year's focus, and encouraged everyone to read the Access Services biweekly newsletter "Behind the Scenes." She then introduced Access Services Director of Administration, Mr. F Scott Jewell who would provide an overview of the 2008/2009 Financial Report.

FISCAL YEAR 2008/2009 FINANCIAL REPORT

Mr. F Scott Jewell provided a brief presentation on the Access Services Fiscal Year 2008/2009 Financial Report. He explained that the majority of this year's budget was received through FTA/STP/5310 funds and matching funds through Prop C. He reviewed the expenditures for each program and stated that the majority of the budget was used for Paratransit Operations. He concluded his presentation by stating that this year Access Services began the implementation of the Centralized Software project and the Rider 360 program, which allowed riders to communicate with the agency via the internet.

Ms. Verrinder introduced Access Services Board of Directors Chairperson, Dolores Nason for some opening remarks.

Chairperson Nason announced that this year marked the ADA's 20th Anniversary. She thanked everyone for their hard work and dedication to helping provide quality ADA paratransit service. Chairperson Nason introduced Access Services Director of Contract Services, Mr. Steve Chang who was providing a presentation on a new Access Services program called "Helping Hands."

CUSTOMER RECOGNITION

Mr. Chang began his presentation by stating that over the past few years Access Services had worked hard towards exceeding performance expectations in delivering safe and reliable service and improving the customer's overall ride experience. He thanked the providers and everyone involved for their efforts and stated that the goal moving forward was to continue to improve the customer perception of the service.

Mr. Chang also stated that the focus of today's presentation was to introduce the "Helping Hands" program, which was developed to show appreciation to riders whose contributions have helped Access Services improve the service for others. Mr. Chang announced that this month's Helping Hands recipient was being awarded to a very special lady who had been a rider since 2006. He explained that this rider had not received any no-shows or cancellations in the past six months and had called in

numerous commendations for drivers and call takers. Mr. Chang introduced the March 2010 award recipient as Ms. Rose Ducain.

Ms. Ducain stated that thanks to Access Services she was able to “go places” and had a life that was “worth living.” She expressed her gratitude to the providers and staff for doing a wonderful job and thanked the Board of Directors and Access Services for the award. Mr. Chang presented Ms. Ducain with the official “Helping Hands” pin, balloons, and flowers.

Chairperson Nason thanked Mr. Chang for his presentation and congratulated Ms. Ducain.

REVIEW AND APPROVAL OF NOVEMBER 20, 2008 ANNUAL MEETING MINUTES

Motion: Martin Gombert, Local Fixed Route representative for Palos Verdes Peninsula Transit Authority moved approval of the minutes from the November 20, 2008 14th Annual Membership Meeting.

Second: Debra Moraza, Local Fixed Route Representative for the City of El Monte seconded the motion.

Discussion: None.

Vote: Via Voice Vote.

In Favor: All were in favor.

Abstention: Director Marlen Garcia, Ian Dailey Proxy, Gardena Municipal Bus Lines, Joyce Rooney Proxy, City of Bell Gardens, City of Huntington Park, City of Westlake Village.

Pass/Fail: The motion carried.

GENERAL PUBLIC COMMENT

Mr. Gary Jansen congratulated Access Services on their upcoming move to Metro’s Division 9 Building in El Monte.

2009 SPIRIT OF ACCESSIBILITY AWARD

Access Services Board of Directors Chairperson Dolores Nason introduced and turned the floor over to Access Services Director of Governmental Services Andre Colaiace. Mr. Colaiace announced that the 2009 “Spirit of Accessibility Award” recipient was Mr. Larry Rolon, ADA program coordinator at the Los Angeles International Airport (LAX). He stated that Mr. Rolon had played an instrumental role in the safe and easy accessibility for riders with disabilities travelling through LAX. Mr. Rolon also worked with Access Services staff on the installation of ADA pickup & drop off signage at every terminal. Mr. Colaiace stated that before presenting Mr.

Rolon with the award, a video presentation prepared by Access Services Customer Care Representative, Mr. Torrance Johnson would be presented.

Mr. Colaiace thanked Mr. Rolon for his dedication to serving the disabled community and presented him with the 2009 Spirit of Accessibility Award.

Mr. Rolon thanked Access Services staff and the Board of Directors for honoring him with the award and also thanked the airport staff who assisted with the Access stand process. He stated that the Los Angeles International Airport (LAX) commission and staff were committed to doing their best to make accessibility easier for individuals with disabilities.

2008 JERRY WALKER COMMITMENT TO QUALITY SERVICE AWARD

Access Services Director of Contract Services, Steve Chang provided a brief presentation on the 2009 Jerry Walker Commitment to Quality Service Award. He stated that this award was established in 2008 to honor the memory of one of Access Services longest standing provider General Managers, whose contributions continue to help Access Services improve the quality of service. Mr. Chang stated that he was pleased to present the 2nd Annual Jerry Walker Commitment to Quality Service Award to MV Transportation Driver Trainer, Ms. Elaine Dias. He proceeded to introduce Ms. Elaine Dias.

Ms. Dias thanked the Access Services Board of Directors and staff and MV Transportation Van Nuys division for their support.

ACCESS SERVICES IDENTITY PROGRAM

Mr. Michael Lejeune, Creative Director for Metro Design Studio provided a brief presentation on the Access Services Identity Program. Mr. Lejeune stated that the Metro design group was very excited to work with Access on creating a brand that connected with the customers. He gave a brief review of some current and future projects. He then introduced Ms. Michelle Moore, the design team member leading the Access Services brand transformation project.

Mr. Lejeune stated that Ms. Moore began the project by reaching out to the community to obtain the customer's perception of the service. He explained that the rider's feedback was essential to the brand development in order to portray Access Services in the way that customers viewed the agency. He also added since Access Services was an information driven program, effective and clear communication was also a key aspect in the brand development.

A new logo was created along with a photo library with over 100 images of customers and staff displaying different aspects of the service. Mr. Lejeune mentioned that some of the images were used in the 2008-2009 Annual Report, which received an award for "Best Annual Reports." An "Eligibility Book" was created to provide key information about the service for new riders and the design team will continue to

work on several other projects including a safety campaign and redesigning the appearance of the vehicles. He concluded his presentation by stating that the Metro design team looked forward to working with Access Services on these projects.

AGENCY NAME CHANGE

Access Services Director of Government Services, Andre Colaiace provided a brief presentation on the Access Services name change.

Mr. Colaiace stated that in 2008 Access Services sponsored an amendment to clarify the agency was a public entity under California State Law. He stated that this issue had been litigated previously and the courts ruled that Access Services was a public entity. In order to minimize confusion about whether Access Services was a public entity or a private corporation, Access Legal Counsel recommended that the "Incorporated" be removed from the Agency's legal name.

Motion: Director Barnes moved approval of Access Services name change as recommended by staff.

Second: Joyce Rooney, Local Fixed Route Representative for the City of West Hollywood seconded the motion.

Discussion: None.

Vote: Via Voice Vote.

In Favor: All were in favor.

Abstention: Ian Dailey Proxy, Gardena Municipal Bus Lines, Joyce Rooney Proxy, City of Bell Gardens and City of Westlake Village.

Pass/Fail: The motion carried.

NEW BUSINESS RAISED SUBSEQUENT TO THE POSTING OF THE AGENDA

There was no new business heard subsequent to the posting of the agenda.

ADJOURNMENT

Motion: Director Garcia moved to adjourn the meeting.

Second: Director DeVera seconded the motion.

Vote: Via Voice Vote.

Pass/Fail: All were in favor and the meeting adjourned at 11:45 a.m.

Approval

Director Theresa DeVera, Secretary

Date

MARCH 24, 2011

TO: MEMBER AGENCY REPRESENTATIVES

FROM: ANDRE COLAIACE, DEPUTY EXECUTIVE DIRECTOR OF PLANNING
AND GOVERNMENTAL AFFAIRS

RE: RATIFICATION OF AMENDED BY-LAWS

ISSUES:

Ratification of the amended Access Services Bylaws (attached) by our Member Agencies is necessary to reflect a change made in 2010 to drop the "Incorporated" from Access Services' legal name, and to change the official business address of the organization's headquarters.

RECOMMENDATION:

Ratify the amended Agency By-Laws.

IMPACT ON THE BUDGET:

None.

BACKGROUND:

In 2008, Access sponsored language in the Local Government Omnibus Act (SB 1124), to clarify that the agency was a public entity under California state law. (This issue had previously been litigated and the courts had ruled that Access was, indeed, a public entity.) Among other benefits, this change has saved the agency money in legal costs since the question of Access' status under state law has now been put to rest and does not need to be litigated again.

At the last Annual Meeting in 2010, the Member Agencies approved a motion to change the agency's legal name from "Access Services Incorporated" to "Access Services." This change was subsequently registered with the Secretary of State and now needs to be incorporated into the Agency's by-laws.

In addition, in April 2010, Access Services relocated its administrative offices from downtown Los Angeles to Metro's Division 9 facility in El Monte, which resulted to a change in its official business address.

**Amended and Restated Bylaws of
ACCESS SERVICES**
A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

The name of this agency is Access Services.

ARTICLE II. OFFICES OF THE CORPORATION

A. Principal Office.

The principal office for the transaction of the activities and affairs of the agency ("principal office") is located at 3449 Santa Anita Avenue 3rd Floor, El Monte, California 91731. The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

B. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the agency is qualified to conduct business.

ARTICLE III. PURPOSES AND LIMITATIONS

A. General Purposes.

This agency is organized as a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Law for public and charitable purposes and is a public entity within the meaning of Government Code § 811.2 pursuant to Government Code §15975(f).

This agency is organized exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this agency, and the agency shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of

the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

B. Specific Purposes.

Within the context of the general purposes stated above, the specific public purposes of this agency are:

1. Improve the quality and effectiveness of transportation services to elderly and disabled persons in Los Angeles County through coordination of transportation services with social service agencies and other charitable organizations.
2. Provide transportation services to severely disabled individuals to meet their daily life needs.

ARTICLE IV. MEMBERS

A. Qualifications and Rights of Membership.

Membership is limited to those fixed route transit operators that have committed to participate in the Los Angeles County Coordinated Paratransit Plan by passing a resolution of participation and abiding by the provisions of the resolution. Membership shall also include each of the nine members of this agency's Board. All members shall be voting members.

1. Classes and Qualifications:

This agency shall have three (3) classes of members, designated as follows:

- a. the Los Angeles County municipal fixed route transit operators ("Municipal Operators"),
- b. the Los Angeles County local fixed route transit operators ("Local Operators"), and
- c. the individual members of the Board of Directors of ASI.

B. Member Representatives.

1. Member organizations shall designate one individual as its voting representative and one individual to serve as an official alternate to the voting representative. Only the officially designated voting member representative or the representative's alternate shall be permitted to vote. Member agencies shall forward the designation of these two individuals in writing on agency letterhead to Access Services.

C. New Members.

The Board of Directors shall approve any potential new members to the Municipal Operators and Local Operators classes.

D. Termination and Suspension of Membership.

1. Causes of Termination:

A membership shall terminate on occurrence of any of the following events:

- a. Termination of the operation of a fixed route transit system by the member, if applicable.
- b. Resignation of the member.
- c. Expiration of a director's term of office, if applicable.
- d. Failure to comply with the terms of the member's participation resolution, including, without limitation:
 1. Failure after written notice to timely provide to this agency current information and schedules for a member's fixed route service in acceptable electronic format. This provision may be satisfied by a member providing such information to "Metro.net" or its equivalent for inclusion in the travel planner."
 2. Failure to notify this agency in advance as early as reasonably possible of an intended material reduction in paratransit service from the member's current levels of paratransit service."

2. Suspension of Membership:

A member of the Local Operator or Municipal Operators may be suspended, under this section of the bylaws based on the good faith

determination by the Board that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the agency.

An entity which is suspended shall not be a member during the period of suspension.

3. Procedure for Termination or Suspension:

If grounds appear to exist for termination or suspension of a member under Section D 1 or 2 of this article, the procedure set forth below shall be followed:

- a. The board shall give the member at least 15 days' prior notice of the proposed termination or suspension and the reasons for the proposed termination or suspension. Notice shall be provided in writing and by registered mail to the member's last address as shown on the corporate records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination or suspension. A hearing shall be held by the Board or a committee or person authorized by the Board to determine whether the termination or suspension should take place.
- c. The Board shall decide whether the member should be suspended or terminated or a committee or person authorized by the Board. The decision of the Board, committee or person shall be final.

E. Transfer of Memberships.

No membership or right arising from membership shall be transferred.

ARTICLE V. MEETINGS OF MEMBERS

A. Open Meetings.

All meetings of the members shall be conducted in accordance with the provisions of The Ralph M. Brown Act (California Government Code Section 54950 et seq.).

B. Place of Meetings.

Meeting of the members shall be held at any place within Los Angeles County, California designated by the Board. In the absence of any such designation, members, meetings shall be held at the principal office of the agency.

C. Purposes of Meetings.

Meetings of members shall be held for the following purposes only:

1. Review and advice for the Annual Plan Update,
2. Revision of these bylaws which shall require a majority of the members of two of the three classes of members present at the meeting voting affirmatively, and
3. Establishment of the nominating committees for the local and municipal board members elections.

All other business activities shall be conducted by the Board of Directors.

D. Annual Meeting.

An annual meeting of members shall be held during the second quarter of each fiscal year prior to the public release of the Annual Update to the Los Angeles County Coordinated Paratransit Plan, unless the Board establishes another time and so notifies members as provided in this article of these bylaws. At this meeting, the paratransit plan shall be reviewed, advice to the Board shall be provided and any other proper business may be transacted, subject to Articles IV and V of these bylaws.

E. Special Meetings.

A special meeting of the members may be called at any time by the Board, the chairman of the Board, or by 5 percent or more of the total membership of all classes of members.

1. Calling Special Meetings By Members:

The members may call a special meeting by written request, specifying the general nature of the business proposed to be transacted to the chairman of the Board or any other officer of the agency. The officer receiving the request shall cause notice to be given promptly to the members, in accordance with this article of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board,

provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Article shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

2. Proper Business of Special Meeting:

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

F. Notice Requirements for Members' Meetings.

1. General Notice Requirements:

A written notice of all meeting shall be posted publicly and shall specify the place, date and hour of the meeting and the specific nature of the business to be transacted, and

2. Manner of Giving Notice:

Notice of any meeting of members shall be in writing and shall be given to each member at least 10 but no more than 90 days before the meeting date. The notice shall be given by first class mail, to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. Notice shall also be posted at the Corporations' primary office at least 72 hours in advance of the Annual Meeting and 24 hours in advance of special meetings.

G. Quorum.

1. At least one third of the total members constitutes a quorum, provided that at least one member of each category is present.

2. Loss of Quorum:

Subject to this article of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business as long as any action taken (other than adjournment) is approved by a majority of the members required for a quorum.

H. Adjournment and Notice of Adjourned Meetings.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

I. Voting.

1. Manner of Casting Votes:

Members may vote in person or by proxy.

2. Voting:

Each member's representative shall be entitled to cast one vote on each matter submitted to a vote of the members.

3. Approval by Majority Vote of the Classes:

If a quorum is present, the affirmative vote of a majority of the members of two of the three classes of membership is required to approve any matter submitted to the members.

ARTICLE VI. DIRECTORS

A. Powers.

1. General Agency Powers:

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding action that require approval of the members, the agency's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers:

Without prejudice to the general powers set forth in Section A.1 of this article of these bylaws, but subject to the same limitations, the directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, all of the agency's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b. Change the principal office of the principal business office in California from one location to another.
- c. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- d. Borrow money and incur indebtedness on behalf of the agency and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- e. Merge the agency with another entity, determine the principal terms of the merger and any amendment to those terms.
- f. Dissolve the agency and determine the distribution of the assets of the corporation. The assets shall be distributed either to a public fixed route operator, Los Angeles County, or other agencies similar to this agency deemed appropriate by the Board of Directors.

B. Number and Qualifications of Directors.

The authorized number of directors shall be nine. The selecting authorities and qualifications for directors are:

1. One director shall be appointed by the County of Los Angeles Board of Supervisors.
2. One director shall be appointed by the City Selection Committee's Corridor Transportation Representatives representing the Los Angeles County Metropolitan Transportation Authority ("LACMTA").
3. One director shall be appointed by the Mayor of the City of Los Angeles.
4. One director shall be elected under the authority of the governing boards of the municipal fixed route operators and shall be a governing

board member or staff person of any municipal operator that is a member of the corporation.

5. One director shall be elected by the governing boards of the local fixed route operators and shall be a governing board member or staff person of any local operator that is a member of the corporation.
6. One director with a disability within the meaning of the Americans with Disabilities Act shall be appointed by the Los Angeles County Commission on Disabilities through an open public process. "Open public process" shall be defined as follows. The process: a) is one undertaken in the public view and a reasonable effort is made to publicize the opening; b) is open to all qualified candidates; c) and is structured so that the qualifications of the respective candidates are weighed by the appointing agency before it makes its appointment.
7. One director with a disability within the meaning of the American with Disabilities Act shall be appointed by the Los Angeles County Independent Living Centers through an open public process. "Open public process" shall be defined as follows. The process: a) is one undertaken in the public view and a reasonable effort is made to publicize the opening; b) is open to all qualified candidates; c) and is structured so that the qualifications of the respective candidates are weighed by the appointing agency before it makes its appointment
8. One director shall be appointed by the Board of Directors of the LACMTA and shall be a governing board member or staff person of that organization familiar with transit finance or operations.
9. One director shall be appointed first by the local fixed route operators and then by the municipal fixed route operators and such appointment shall thereafter successively alternate between them. The first appointment of such a director by the local fixed route operators shall be for the period commencing with the appointment and ending June 30, 2005 and shall not require a nominating committee or the timing set forth in Article VI, Section D of these Bylaws. Thereafter the appointment of a director under this provision shall be for the term and in accordance with the procedures set forth in Article VI Section D of Bylaws.
10. Directors may only be removed by the action of the selecting authority.

C. Restriction on Interested Persons as Directors.

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the agency.

D. Appointment, Election and Term of Office.

1. Within thirty (30) days prior to the expiration of a director's term of office, the County of Los Angeles, the Los Angeles County City Selection Committee (excluding the City of Los Angeles), the City of Los Angeles, the Los Angeles County Commission on Disabilities, LACMTA and the Los Angeles County Independent Living Center shall notify ASI of their respective appointments to the Board. These directors shall be appointed by the appropriate process in each of these entities.
2. Except as otherwise provide in Section B of this Article VI, the Directors for the Municipal Operators and Local Operators shall be elected through a written ballot and nominating committees shall be selected at the annual meeting. The nominating committees shall prepare a list of all qualified nominees, which shall be distributed to the governing boards of the member representatives in March of each year for election of directors before July 1st of each year.

All directors shall serve two year terms beginning on July 1st and terminating on June 30th.

The directors shall serve alternate terms as follows:

Terms beginning and ending in even-numbered years:

County of Los Angeles
City Selection Committee's Corridor
Transportation Representative
City of Los Angeles
Los Angeles County Commission on Disabilities.

Terms beginning and ending in odd-numbered years:

LACMTA
Municipal Operators

Local Operators
Los Angeles County Independent Living Center
Alternating seat between Local and Municipal Operators

There shall be no limit on the numbers of terms of office of directors.

E. Vacancies on Board.

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgement of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) removal of a director; (d) the expiration of a director(s) term; and (e) an increase in the authorized number of directors.

Vacancies on the Board of Directors shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that in the event the selecting authority fails to make a timely appointment, its representative to the Board shall continue to serve on an interim basis until such time as the selecting authority acts. However, in the event the representative is unwilling or unable to continue to serve on an interim basis, a majority of the directors then in office, (even though less than a quorum), or a sole remaining director may fill the Board vacancy until such time as the appropriate selecting authority makes an appointment.

F. Resignations.

Except as provided below, any director may resign by giving written notice to the chairperson of the Board or to the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

G. No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

H. Open Meetings.

All meetings of the Board shall be conducted in accordance with the provisions of The Ralph M. Brown Act (California Government Code Section 54950 et seq.).

I. Regular Directors' Meetings.

The Board shall designate, by resolution, a regular time for holding meetings. Meeting may be held at any place that has been designated in the notice of the meetings, or, if not so designated, at the principal office of the corporation.

The Board shall require that the meeting agenda be posted at least 72 hours before a regular meeting in a location that is freely accessible to members of the public.

J. Special Meetings.

A special meeting may be called at any time by the chairperson of the Board or by a majority of the Board members.

K. Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each director by one of the following methods: by first-class mail, postage prepaid, facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the director's address or facsimile number as shown on the records of the agency. Notice shall be delivered 24 hours in advance of the meetings. The notice shall state the time of the meeting, the place and purpose of the meeting. The notice shall be publicly posted at a location that is freely accessible to members of the public.

L. Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, and (b) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

M. Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

N. Compensation and Reimbursement.

Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

O. Meetings by Telephone or Other Telecommunications Equipment. Any board meeting may be held by conference telephone, video screen communications, or other communications equipment. Participating in a meeting under this Section shall constitute prescience in person at the meeting if all of the following apply:

1. Each director participating in the meeting can communicate concurrently with all other members.
2. Each director is provided the means of participating in all matters before the Board including the capacity to propose, or to interpose an objection to, a specific action to be taken by the agency.
3. The Board has adopted and implemented a means of verifying both of the following:
 - a. A person communicating by telephone, video screen, or other communications equipment is a director entitled to participate in the Board meeting.
 - b. All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.
4. The meeting is noticed, posted and conducted in accordance with the requirements of Government Code §54953(b) or its successor.

ARTICLE VII. OFFICERS OF THE AGENCY

A. Officers of the Agency.

The officers of the agency shall be a Chairperson, Vice Chairperson, Executive Director, Secretary and Treasurer. The agency may also have, at the Board's

discretion, such other officers as may be appointed in accordance with this article of these bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chairperson.

B. Election of Officers.

The officers of the agency, except those appointed under Article VII, Section C of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

C. Other Officers.

The Board may appoint and may authorize the Executive Director to appoint any other officers that the corporation may require, including, without limitation, a Deputy Executive Director. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

D. Removal of Officers.

Without prejudice to any rights or an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

E. Resignation of Officers.

Any officer may resign at any time by giving written notice to the agency. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the agency under any contract to which the officer is a party.

F. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

G. Responsibilities of the Officers.

1. Chairperson of the Board:

The chairperson shall preside at meetings of the Board and at meetings of the members and shall exercise such other powers and duties as the Board of Directors shall assign from time to time. In the absence of an Executive Director or Deputy Executive Director, the chairperson shall become the chief executive officer of the corporation and, subject to such supervisory powers as the Board may give to the chairperson of the Board, if any, and subject to the control of the Board, shall direct, supervise and control the agency's activities, affairs and officers until such time as an Executive Director is elected.

2. Vice Chairperson of the Board:

If the chairperson is absent or unable to perform the duties of the chair, the vice chairperson shall perform all of the duties of the chairperson. When so acting, the vice chairperson shall have the powers of and be subject to all the restrictions applied on the chairperson. The vice chairperson shall have such other powers and perform such other duties as the Board may prescribe.

3. Executive Director:

The Executive Director shall be the Chief Executive Officer of the agency and, subject to such limits as the Board may place on the supervisory powers of the Executive Director, if any, and subject to the control of the Board, shall direct, supervise and control the agency's day-to-day activities, affairs and non-board appointed officers.

4. Deputy Executive Director:

In the absence or disability of the Executive Director, the Deputy Executive Director, if any, shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon the Executive Director. The Deputy Executive Director shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, the Bylaws or the Executive Director.

5. Secretary:

a. Book of Minutes:

The secretary shall keep, or cause to be kept, at the corporation's principal office or other such place as the Board may direct, a book of minutes of all meetings,

proceedings, and actions of the Board, of committees of the Board and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

b. Membership Records:

The secretary shall keep or cause to be kept, at the agency's principal office or at a place determined by resolution of the Board, a record of the agency's members, showing each member's name, address, and class of membership.

c. Notices, Seal and Other Duties:

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

6. Treasurer:

a. Books of Account:

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the agency's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables:

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the chairperson of the Board and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the agency, and shall have such other

powers and perform such other duties as the Board or the bylaws may prescribe.

c. Disbursement of Funds:

The following signatures shall be required on corporate checks:

- (i) The Board of Directors may from time to time open an account or accounts with banks or other financial institutions and shall designate which officers or other designees shall have the authority to execute checks and other items for an on behalf of the agency.
- (ii) The Treasurer shall disburse or cause to disburse the funds of the agency with such banks or the financial institutions as designated by the Board of Directors. The Treasurer shall periodically review or cause to be reviewed the disbursements of funds to ensure that all disbursements are undertaken in a manner consistent with procedures established by or under the authority of the Board of Directors.

ARTICLE VIII. INDEMNIFICATION

A. Right of Indemnity.

To the fullest extent permitted by law, this agency shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in the Section, and including an action by or in the right of the agency by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 3238(a) of the California Corporations Code.

B. Request for Indemnity.

On written request of the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the

number of directors who are parties to the proceeding with respect to which indemnification is sought prevent the formation of a quorum of directors who are not parties to the proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person shall authorize indemnification.

C. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this article, Sections A and B in defending any proceeding covered by those Sections shall be advanced by the agency before final disposition of the proceeding, on receipt by the agency of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the agency for those expenses.

The agency shall purchase officers and directors and general liability insurance to mitigate the incurrence of the aforementioned expenses by the corporation as directed by the Board of Directors.

ARTICLE IX. INSURANCE

The agency shall have the right to purchase and maintain insurance to the full extent permitted on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's directors, employee's or agent's status as such.

ARTICLE X. RECORDS AND REPORTING

A. The agency shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its members, Board, and committees of the Board and advisory committees to the Board; and
3. A record of each member's name, address, and class of membership.

B. Open Records:

All records of the corporation are subject to the provision of the California Open Records Law requirements specified in California Code 6250 et. seq.

ARTICLE XI. ANNUAL REPORT

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the agency's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- A. The assets and liabilities, including the trust funds, of the agency as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds.
- C. The revenue or receipts of the agency, both unrestricted and restricted to particular purposes.
- D. The expenses or disbursements of the agency for both general and restricted purposes.
- E. An annual statement for the following types of transactions and indemnifications:
 - 1. Any transaction (a) in which the agency, its parent, or its subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, and "interested person" is either of the following:
 - a. Any director or officer of the agency, its parent, or subsidiary (but a mere common directorship shall not be considered such an interest); or
 - b. Any holder of more than 10 percent of the voting power of the agency, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the agency under Article VIII of these bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

ARTICLE XII. AMENDMENTS TO THE BYLAWS

The Board may recommend changes in the bylaws to the members.

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members; however, any amendment that would materially and adversely affect the rights of a class of members as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Access Services, a California nonprofit public benefit corporation, that the above bylaws, as amended in its entirety, consisting of pages, are the amended bylaws of this corporation as adopted by the members at the Annual Meeting of Members, held on March 11, 2010, and that they have not been amended or modified since that date.

Executed on _____, 2010 at Los Angeles, California.

Secretary of the Board

MARCH 24, 2011

TO: MEMBER AGENCY REPRESENTATIVES

FROM: ANDRE COLAIACE, DEPUTY EXECUTIVE DIRECTOR OF PLANNING
AND GOVERNMENTAL SERVICES

RE: ESTABLISHMENT OF NOMINATING COMMITTEES – BOARD
ELECTIONS

ISSUE:

The Access Services bylaws [Art.VI D] require the establishment of Nominating Committees at the annual Membership Meeting in order to develop a list of candidates for the Municipal and Local Fixed Route Transit Operators' Board Member elections.

RECOMMENDATION:

- 1) Appoint Shirley Hsiao (Long Beach Transit) to the Nominating Committee for the selection of one Director to represent the Municipal Fixed Route Operators.
- 2) Appoint Deborah Moraza (City of El Monte) and Jose Barrios (City of Santa Fe Springs) to the Nominating Committee for the selection of two Directors to represent the Local Fixed Route Operators.
- 3) Allow additional members to volunteer until April 15, 2011.

BACKGROUND:

The Access Services' bylaws stipulate that nominating committees be established at the Annual Membership Meeting. The committees' responsibilities include: a) sending out a letter to their member agencies publicizing the Board opening and asking members to nominate Board candidates; and b) presenting a list of candidates to the member agencies to vote on. Access staff will handle the administrative tasks for the committees and expects elections to be held in May.

To be qualified to be a director appointed by the municipal fixed route operators or the local fixed route operators, the nominee must be a governing board member or

staff person of a municipal fixed route operator or local fixed route operator, as the case may be.

The current terms of office for the directors representing the Los Angeles County Municipal and Local Fixed Route Operators end on June 30, 2011. The new term begins July 1, 2011 and ends June 30, 2013. The rotating seat on the Board will be held by the Local Fixed Route Operators until June 30, 2013.