ANNUAL MEMBERSHIP MEETING
FRIDAY, APRIL 17, 2015
11:00 – 1:30 P.M.

Southern California Association of Governments
Board Room
818 West 7th Street, 12th Floor
Los Angeles California 20017

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.

1. CALL TO ORDER

2. WELCOME/INTRODUCTIONS

3. REVIEW & APPROVAL OF MARCH 26, 2014 ANNUAL MEETING MINUTES (page 4)
   [Staff Recommendation: Approve]

4. GENERAL PUBLIC COMMENT

5. RATIFICATION OF AMENDED BY-LAWS (page 13)
   [Staff Recommendation: Ratify the amended Agency By-Laws]

6. ESTABLISHMENT OF NOMINATIONS COMMITTEE – BOARD ELECTIONS (page 36)
   [Staff Recommendation: 1) Appoint Joyce Rooney from Beach Cities Transit to the Nominating Committee for the selection of one Director to represent the Municipal

DISPOSITION

ACTION

PRESENTATION

ACTION

[Vote Required: Majority of members present in person or proxy of two of the three classes by voice vote]

INFORMATION

ACTION

[Vote required: Majority of members present in person or proxy of two of the three classes by roll call]

ACTION

[Vote Required: Majority of members present in person or proxy of two of the three classes by roll call]
Fixed Route Operators 2) Appoint Kathryn Engel from the City of Glendale 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 24

7. CONSIDERATION TO APPROVE TRIENNIAL FINDING ACTION PLAN: ORIGIN TO DESTINATION (page 44)

[Staff Recommendation: Amend the Los Angeles County Coordinated Paratransit Plan to include the attached Origin to Destination (“Beyond the Curb”) Policy.]

ACTION
[Vote required: Majority of members present in person or proxy of two of the three classes by roll call]

8. INFORMATION TRIENNIAL FINDING: DYNAMIC FARES

PRESENTATION

9. FISCAL YEAR 2014/2015 FINANCIAL REPORT

PRESENTATION

10. 2014 JERRY WALKER COMMITMENT TO QUALITY

PRESENTATION

11. NEW BUSINESS SUBSEQUENT TO THE POSTING OF THE AGENDA

DISCUSSION/POSSIBLE ACTION

10. 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: Access Services 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 3449 Santa Anita Avenue, El Monte 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 agendized 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."
CALL TO ORDER/INTRODUCTIONS

The Access Services 19th Annual Membership meeting convened at 11:28 a.m. on Wednesday, March 26, 2014, at the California Endowment Center for Healthy Communities, 1000 North Alameda Street, Los Angeles, California. The presiding Board Member was Chairperson Doran Barnes. The following Members of Access Services were present, constituting a quorum of the Membership of Access Services:

**LOCAL FIXED ROUTE OPERATORS**

<table>
<thead>
<tr>
<th>Representatives and Proxies</th>
<th>Agencies</th>
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<tbody>
<tr>
<td>Adam Emmer</td>
<td>City of Burbank</td>
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<td>Kathryn Engel</td>
<td>City of Glendale</td>
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<td>Valerie Gibson</td>
<td>City of Pasadena</td>
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<td>Martin Gombert</td>
<td>Palos Verdes Peninsula Transit Authority</td>
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<td>Perri Sloane Goodman</td>
<td>City of West Hollywood</td>
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<td>John Huang</td>
<td>L.A. County Department of Public Works</td>
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<td>Ryan Thompson</td>
<td>City of Calabasas</td>
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<td>Thomas Uwal</td>
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<td>Eduardo Vega</td>
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<td>Chau L Vu</td>
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<td>Pamela Yugar</td>
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# MUNICIPAL FIXED ROUTE OPERATORS

## Representatives and Proxies

<table>
<thead>
<tr>
<th>Name</th>
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<tr>
<td>Adrian Aguilar</td>
<td>Santa Clarita Transit</td>
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<tr>
<td>Diane Amaya</td>
<td>Beach Cities Transit</td>
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<td>Doran Barnes</td>
<td>Foothill Transit</td>
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<td>Linda Evans</td>
<td>Los Angeles Department of Transportation</td>
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<tr>
<td>David Feinberg</td>
<td>Santa Monica’s Big Blue Bus</td>
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<td>Shirley Hsiao</td>
<td>Long Beach Transit</td>
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<td>Ashley Koger</td>
<td>Torrance Transit</td>
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<td>Jose Medrano</td>
<td>Montebello Bus Lines</td>
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<td>Jim Parker</td>
<td>Norwalk Transit</td>
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<tr>
<td>Joyce Rooney</td>
<td>Redondo Beach Cities Transit</td>
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<td>Jess Segovia</td>
<td>Metro</td>
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<tr>
<td>Joseph Stitcher</td>
<td>Santa Monica’s Big Blue Bus</td>
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<tr>
<td>Alicia Walker</td>
<td>Gardena Municipal Bus Lines</td>
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## BOARD MEMBERS

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<tr>
<th>Name</th>
<th>Role</th>
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<tr>
<td>Doran Barnes, Chair</td>
<td>City Selection Committee Corridor Transportation Services Representative</td>
</tr>
<tr>
<td>Dolores Nason, Vice Chair</td>
<td>L.A. County Board of Supervisors</td>
</tr>
<tr>
<td>Martin Gombert, Treasurer</td>
<td>Los Angeles Local Fixed Route Operators</td>
</tr>
</tbody>
</table>
The following Local Fixed Route Operators were not in attendance: City of Lynwood, City of Monterey Park, City of Rosemead, City of Cudahy, City of Downey, City of Alhambra, City of Compton, City of Baldwin Park, City of Pasadena, City of El Monte, City of Huntington Park, City of Bellflower, City of Sierra Madre, City of West Covina, City of La Canada Flintridge, City of Paramount, City of Lawndale, City of Westlake Village, City of Carson, and the City of Duarte.

The following Municipal Fixed Route Operators were not in attendance: Antelope Valley Transit Authority, Culver City Bus and City of Commerce.

The following Board members were not in attendance: Art Ida, Los Angeles Municipal Fixed Route Operators.

WELCOME/INTRODUCTIONS

Access Services Board of Directors Chair, Doran Barnes welcomed everyone to the 19th Annual Membership meeting which was also Access Services’ 20th Anniversary. He stated that Access Services has grown from a small provider to a premier organization that continued to work hard to meet the needs of the disabled community.

Chairperson Barnes introduced the members of the Access Services Board of Directors: Vice Chair, Dolores Nason, representing the Los Angeles County Board of Supervisors, Treasurer, Martin Gombert from Palos Verdes Peninsula Transit Authority, representing the Los Angeles Local Fixed Route Operators, Secretary, Theresa DeVera representing the City of Los Angeles Mayor’s Office. Director Kim Turner from Torrance Transit, representing the Los Angeles Municipal Fixed Route Operators, Director Art Ida from Culver City Bus, representing the Municipal Fixed
Route Operators who was unable to join us but sent his greetings; Director John Troost, representing the Los Angeles County Commission on Disability, Director Angela Nwokike, representing the Los Angeles County Independent Living Centers Collaboration of the Seven ILC’s in the county, Director Daniel Levy, representing the Los Angeles County Metropolitan Transit Authority, Jim Jones, Access Services Legal Counsel and Access Services Executive Director, Shelly Verrinder.

Chairperson Barnes also introduced the two Ex-Officio members of the Board, Michael Anthony Arrigo, Chair, of the Community Advisory Committee (CAC) and Kathryn Engel Chair, of the Transportation Professionals Advisory Committee (TPAC).

**REVIEW AND APPROVAL OF MARCH 27, 2013 ANNUAL MEETING MINUTES**

**Motion:** Dolores Nason, Vice Chair of the Access Services Board of Directors moved approval of the minutes from the March 27, 2013 Annual Membership Meeting.

**Second:** Perri Sloane Goodman, representative for the City of West Hollywood seconded the motion.

**Discussion:** None.

**Vote:** Via Voice Vote.

**In Favor:** All were in favor.

**Abstention:** Theresa DeVera, Access Services Board of Directors Secretary

**Pass/Fail:** The motion carried.

**GENERAL PUBLIC COMMENT**

Chaplain Dove Cohen stated that he was honored to serve as a member of the CAC. He also introduced a few special guests from the Veteran’s Home of California; World War II Veterans Bob Zinze and Sadi Sonenrieff; Korean War Veteran, Karri McNeel; Vietnam Veteran, Darrell Thermon, and special guest from South Africa, Linda Jackson; Administrator of the Veterans Home of California and Brenda Manke. Mr. Cohen added that he was also a Veteran that served in the Vietnam War.

Brenda Manke stated that she was happy to be present and she thanked Access Services, the Board of Directors and the membership for the service they provide. She also stated that she had been a Nursing Home Administrator for over thirty years and recalled a time prior to Access Services when nursing home residents were unable to travel unless a family member offered transportation. Ms. Manke concluded her public comment by stating how proud she was of Access Services and how they have grown.
Michael Arrigo stated that the CAC represented the ridership and was actively working to ensure that service animal users and their dogs were treated with respect. He concluded his public comment by stating that the CAC was currently working on creating a new Tap ID Card that would be more accessible for riders. He asked that the members in the audience stand and be commended for their hard work.

Patricia Hyland thanked the drivers and dispatchers for doing a wonderful job.

Terri Lantz thanked Access Services for all the improvements they had made throughout the year. She concluded her public comment by stating that the CAC had grown under the leadership of Mr. Arrigo which was due to his knowledge and ability to encourage the members to tackle issues and provide good recommendations to staff and the Access Board.

Chairperson Barnes stated that it took all the members of a committee to accomplish a job and great leadership to ensure that it got done. He thanked Mr. Arrigo and Ms. Lantz for their hard work. Chairperson Barnes also thanked the TPAC members for the level of support and engagement they provided. He also recognized and thanked Jonathan Klein and the Federal Transit Administration for their ongoing support and attendance at today’s meeting.

ACCESS SERVICES 20TH ANNIVERSARY PART ONE

Access Services Deputy Executive Director of Planning and Governmental Affairs, Andre Colaiace stated that the former Executive Director, Richard DeRock who essentially created Access Services and served as the first Executive Director of Access Services, sent his regrets that he was not able to be here. Mr. Colaiace read a letter on behalf of Mr. DeRock.

Access Services Executive Director, Shelly Verrinder welcomed everyone to Access Services 20th Anniversary. Ms. Verrinder introduced her daughters Liz and Grace and stated that Access had played a significant role in both their lives. She added that both of her daughters had spent a majority of their childhood in and around Access Services.

Ms. Verrinder quoted Walt Whitman’s “Oh me! Oh life!” She recognized former Access Board Chair, James Parker and spoke of San Gabriel Transit being one of the original transportation service providers that started with twenty five taxi cabs and a few Dial-A-Ride vehicles in a dispatch room. Currently, San Gabriel Transit has an annual revenue of $100,000,000 and they operate 600 taxi cabs and 600 Dial-A-Ride vehicles.

Ms. Verrinder also recognized Timmy Mardirossian, President of San Gabriel Transit as a visionary leader who was on the forefront of technological innovation and over time he had been able to deliver on things that Access had never even dreamed possible; Petros Keshishian who was the best operations person in transit today; Nadi Ayromlou and Gary DeLong from RTP who had been working on the phone network
systems since before Access was founded. Ms. Ayromlou has been available 24/7, 365 days a year for the last 20 years.

Ms. Verrinder also recognized Gary Ishkhanov, a computer programmer from TSS Wireless, for his brilliance and creativeness in writing every back office program used by Access.

Ms. Verrinder asked everyone to think about what their verse was and how it would help future leaders of Access Services. She also stated that cards were left on each of the tables for everyone to write down their verse and place it in the box to be saved in a time capsule and opened at Access Services 40th Anniversary. She added how important it was to pass on to our future leaders what had been learned over the last 20 years.

Ms. Verrinder concluded her welcoming presentation by asking those who had been involved with Access over the last 15 years to stand up and be recognized. She was amazed at the number of people standing and stated how amazing it was that an organization that started in a two bedroom house would have so many of the same people who were still dedicated and contributing their verse to Access.

**FISCAL YEAR 2012/2013 FINANCIAL REPORT**

Access Services Chief Operating Officer, F Scott Jewell provided the 2012/13 Financial Report by stating that Access Services $123 million budget allowed Access to provide transportation to over 3.5 million passengers at the same cost per trip as the prior fiscal year. Furthermore, 2,600 Pasadena residents took over 50,000 trips last year and a 170 Ranchos Palos Verdes residents took over 3,000 trips, so Access was moving more people to more places than they could have ever dreamed of twenty years ago. Mr. Jewell conclude his presentation by stating that Access Services financial data could be found on Page 19 of the Annual Report.

**2013 SPIRIT OF ACCESSIBILITY AWARD**

Access Services Manager of Planning and Coordination, Matthew Avancena provided a brief introduction of Richard Devylder, Access Services 2013 Spirit of Accessibility Award recipient. He stated that he could only think of two words that would describe Mr. Devylder, courage and persistence. Not only did Mr. Devylder master the difficulties in his day to day life, but he was also a very accomplished man. Mr. Devylder was appointed by Governor Jerry Brown to lead the Office for Access and Functional Needs at the Governor’s Office of Emergency Services. In 2010 President Obama appointed him as the first Senior Advisor for accessible transportation at the U.S. Department of Transportation where he advised on effective policy strategies to ensure that all modes of transportation were accessible and integrated to meet the diverse functional needs of the public.

After a brief video presentation Mr. Avancena presented Mr. Devylder with the Access Services 2013 Spirit of Accessibility Award. Mr. Devylder stated that Ms.
Verrinder and Mr. Foster were the first two people that he met when Access was first starting up. He remembered when Mr. Foster visited the Center for Independent Living in Downey, California where he worked as the Program Director. He also recalled the vision that was discussed and the plan to bring the service on board. Mr. Devylder added that he always told others that he had been on a lot of paratransit systems across the country but there was no doubt that Access Services was the best.

Mr. Devylder concluded his acceptance speech by thanking Ms. Verrinder, staff, and everyone who nominated him for the Spirit of Accessibility Award.

### 2013 Jerry Walker Commitment to Quality Service Award

Access Services Operations Administrator, Jack Garate introduced the 2013 Jerry Walker Commitment to Quality Award recipient, Ricky Bachan, the General Manager of Santa Clarita Adrian Aguilar and the 2012 Jerry Walker Award winner Amednor Ali.

Mr. Aguilar thanked the Board for their vision of leadership, he also thanked Ms. Verrinder, staff and stated that it had been a pleasure to work with them. He added that Mr. Bachan always had a smile on his face, was always willing to help and was a part of the Santa Clarita family and they appreciated his 20 years of service and dedication.

Mr. Bachan wished Access a Happy 20th Anniversary and thanked Access for selecting him for the 2013 Jerry Walker Award. He stated that receiving the award was an honor because he took pride in his work and enjoyed helping others. He thanked everyone from the bottom of his heart.

### Access Services 20th Anniversary Part Two

Access Services Executive Director, Shelly Verrinder stated that twenty years from now Access will be transporting over 20,000 passengers per day. She asked how we would prepare for that challenge because there had to be a clear vision and a clear direction in order to move forward. Ms. Verrinder announced that Access Services would be launching “Access 20/20” a plan for the future. She stated that it would be a yearlong initiative in which will involve all stake holders, riders, consumers, social service agencies, funding partners and elect officials. It will be led by the Board of Directors, Community Advisory Committee, Transportation Professionals Advisory Committee and the Quality Service Subcommittee.

Ms. Verrinder introduced Access Services Executive Management Team: F Scott Jewel, Chief Operations Officer; Andre Colaiace, Deputy Executive Director of Planning and Government Affairs; Steve Chang, Deputy Executive Director of Operations; Faye Moseley, Deputy Executive Director of Administration; Hector Rodriguez, Controller; Mike Greenwood, Director of Safety and Risk Management, and her right hand, Donna Cisco, Administrative Manager/Board Liaison.
Ms. Verrinder stated that Access had a very robust internship program. She introduced Access' first intern, Richard Bout who recently graduated from UC Santa Barbara and was instrumental in the planning and coordination of all the materials presented at today's meeting. Access also had a number of recently graduated college students that contributed to the company's success, Melissa Thompson from Cal Poly Pomona, Kenny Anthony from San Bernardino State, Michael Tobin and Ramon Garcia who will both graduate from Cal State LA. She added that Access Services partnered with Foothill Transit to offer an opportunity for staff to complete their Bachelor's Degree and Master's Degree in Public Administration and currently Access has eight employees that have begun the journey of completing their Bachelor's Degree through the program and another that just began the journey of completing their Masters.

Ms. Verrinder stated that the people are in place to take us into the future and Access was training the leaders of tomorrow. All that was needed now was a vehicle to move Access Services forward. Ms. Verrinder stated that since the beginning Access Services had utilized an all-white, very government looking minivan, and every vehicle we had was white. The white vans that Access used blended into the similar commercial vehicles one saw throughout LA County and it often makes it difficult for Access riders to identify.

Ms. Verrinder concluded her presentation by stating that there were so many people to thank, individuals that start work at 10:00 p.m. to get ready for the first pullout at 4:30 in the morning. TSS Wireless, StrataGen and The RTP Group which allowed Access to handle 17,000 phone calls on any given day. Ms. Verrinder thanked Josh Fong for being instrumental in creating the videos. She also thanked Peter and Josh who were the photographers that took all of the photographs in the annual report and other Access publications and Michelle Moore for being the creative genius behind what we do.

Access Services Board Chair, Doran Barnes stated that on behalf of the Board of Directors and staff he thanked everyone for attending today's meeting and hoped that everyone had enjoyed the experience. Most importantly he hoped that everyone would walk away proud of being part of the Access family and that it took everyone working together to do the great things that the organization had accomplished. He also thanked everyone for the incredible journey and for continuing to be a part of the journey that was Access Services.

**NEW BUSINESS SUBSEQUENT TO THE POSTING OF THE AGENDA**

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

**ADJOURNMENT**

Motion: Martin Gombert, Access Services Board of Director Treasurer, moved to adjourn the meeting.
Second: Kim Turner, Access Services Board of Director seconded the motion.

Vote: Via Voice Vote.

Pass/Fail: All were in favor and the meeting adjourned at 12:45 p.m.

Approval

____________________________________  ________________________
Director Theresa DeVera, Secretary      Date
APRIL 10, 2015

TO: MEMBER AGENCY REPRESENTATIVES

FROM: F SCOTT J EWELL, CHIEF OPERATING OFFICER

RE: RATIFICATION OF AMENDED BY-LAWS

______________________________

ISSUES:

Ratification of the amended and restated Access Services Bylaws (attached) by our Member Agencies is necessary to change Article VII, which outlines the roles and responsibilities of the Officers of Access Services and Article V, which outlines how meetings of the Members should be conducted, for what purposes they can be convened and how notice can be given.

RECOMMENDATION:

Ratify the amended Agency By-Laws.

IMPACT ON THE BUDGET:

None.

BACKGROUND:

Purpose of the proposed amendment to Article VII: In this Article, Officers of the Agency refers and outlines the responsibilities of the Deputy Executive Director. Given that this title no longer exists and a similar role is fulfilled by the Chief Operating Officer, staff is recommending that references to the title of Deputy Executive Director be replaced by Chief Operating Officer.

Purpose of the proposed amendments to Article V: Recently, Dan Levy, the Metro CEO’s appointee to the Access Services Board of Directors, objected to the calling of a special meeting of Access members by the Board for the purpose of informing and obtaining input and advice from Access members regarding the regional Triennial Review findings related to No Shows, Origin to Destination Service and Fares. In doing so Director Levy pointed out that Article V Section C of Access Bylaws limits the purposes for which membership meetings can be held to:

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.*

To the extent that these provisions can be read as prohibiting the Board from calling a meeting of Members to inform and seek advice and/or consent from the membership, they are too restrictive and should be amended as laid out in the attached by-laws.

In addition to the change noted above, the purpose of this additional proposed amendment to Article V is to modernize the Access Bylaws regarding the manner of giving notice to members of membership meetings and conform them to the current provisions of Corporations Code §5511 while maintaining compliance with Brown Act requirements.
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.

4. If called by the Access Board or Chairman of the Board pursuant to Article V Sections D or E1, informing and/or obtaining the advice and/or consent of the members on matters the Board elects to refer to them for such purpose.

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.

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. Notice of a meeting of members or any report shall be given personally, by electronic transmission by the corporation as defined in §20 of the corporations Code or its successor, or by mail or other means of written communication, addressed to the member at the address of such members appearing on the books of the corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. If any notice or report addressed to a member at the
address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members. Notice shall also be posted at the corporation’s primary office at least 72 hours in advance of the Annual Meeting and 24 hours in advance of special meetings.

Notice given by electronic transmission by the corporation under the provision shall be valid only if it complies with Section 20 of the Corporations Code. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation under the subdivision after either of the following:

(1) The corporation is unable to deliver two consecutive notices to the member by that means.

(2) The inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

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, Chief Operating Officer. 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 Chief Operating Officer, 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 Chief Operating Officer:

In the absence or disability of the Executive Director, the Deputy Executive Director Chief Operating Officer, 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 Chief Operating Officer 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
APRIL 10, 2015

TO: MEMBER AGENCY REPRESENTATIVES

FROM: MATTHEW AVANCENA, MANAGER OF PLANNING AND COORDINATION

RE: ESTABLISHMENT OF NOMINATIONS COMMITTEE – BOARD ELECTIONS

ISSUES:

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 Joyce Rooney from Beach Cities Transit to the Nominating Committee for the selection of one Director to represent the Municipal Fixed Route Operators.

2) Appoint Kathryn Engel from the city of Glendale 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 24.

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 late May or early June.

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, 2015. The new term begins July 1, 2015 and ends June 30, 2017. The rotating seat on the Board will be held by the Local Fixed Route Operators until June 30, 2017.
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 presence in person at the meeting if all of the following apply:

5. Each director participating in the meeting can communicate concurrently with all other members.

6. 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.

7. 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.

8. The meeting is noticed, posted and conducted in accordance with the requirements of Government Code §54953(b) or its successor.
APRIL 10, 2015

TO: MEMBERSY AGENCY REPRESENTATIVES

FROM: ANDRE COLAIACE, DEPUTY EXECUTIVE DIRECTOR OF PLANNING AND GOVERNMENT AFFAIRS
ALFREDO TORALES, SPECIAL PROJECTS ADMINISTRATOR

RE: CONSIDERATION TO APPROVE ORIGIN TO DESTINATION POLICY

ISSUES:

In 2013 and 2014, Access Services and 10 Access Services member agencies (Gardena Bus Lines, Long Beach Transit, Beach Cities Transit, Torrance Transit, Santa Monica's Big Blue Bus, Antelope Valley Transit Authority, Santa Clarita Transit, Culver City Bus, Foothill Transit, and Metro) received a Federal Transit Administration (FTA) finding that Access is not providing Origin to Destination service.

RECOMMENDATION:

Amend the Los Angeles County Coordinated Paratransit Plan to include the attached Origin to Destination (“Beyond the Curb”) Policy, which will be implemented on July 1, 2015.

IMPACT ON BUDGET:

Access expects the costs for Origin to Destination service in the next fiscal year to be approximately $6.33 million. HDR, Access’ economics forecasting firm, recently completed a study of the operational impact of Origin to Destination and its associated costs. According to HDR, the median transportation cost for implementation of Origin to Destination is $2.85 million. In addition, staff has estimated that additional insurance, vehicles, certification, legal, information technology and training costs will add $3.48 million to the total for a total first year cost of $6.33 million.

BACKGROUND:

Every year, the Federal Transit Administration (FTA) conducts Triennial Reviews of certain transit agencies who receive federal funds to ensure they are complying with various federal laws and regulations. During the 2013 and 2014 Triennial Review
cycles and, in the case of Access, the 2013 State Management Review cycle, the FTA found that Access did not provide “Origin to Destination” service to its customers.

While Access has always operated a curb-to-curb, paratransit system and its FTA approved paratransit plan provides for that form of service, the FTA now maintains, based on a September, 2005 DOT guidance, that service must be provided beyond the curb for passengers whose disabilities may require such assistance in order to reach their destination or leave their point of origin. Access and other transit agencies challenged the validity of the Origin to Destination guidance and proposed to the FTA to await changes until the 2006 NPRM regarding reasonable modification, which subsumes “origin to destination” was determined. (As discussed below, this has now occurred.)

Recently, Access Services and 10 Access Services member agencies (Gardena Bus Lines, Long Beach Transit, Beach Cities Transit, Torrance Transit, Santa Monica’s Big Blue Bus, Antelope Valley Transit Authority, Santa Clarita Transit, Culver City Bus, Foothill Transit, and Metro) have received an FTA finding that Access is not providing Origin to Destination service. Given this, it has been necessary for the region to once again have a dialogue regarding curb-to-curb versus origin-to-destination and then follow a public participation process.

In January and February, staff worked with the Origin to Destination Ad Hoc Working Group on developing a policy on Origin to Destination. The Ad Hoc Working Group was comprised of customers, advocates, contractors and member agency representatives. The group met on three separate occasions and had excellent discussions about how this new service should be implemented. A draft policy on Origin to Destination was developed from these meetings and was presented to the Board of Directors on February 23, 2015. The Board asked that a draft policy be forwarded to a Public Hearing, the Community Advisory Committee (CAC), the Transportation Professionals Advisory Committee (TPAC), and various community and transportation committees for input and discussion. The Board advised staff to present a revised policy at the March 2015 Board of Director’s Meeting.

A Public Hearing on the draft Origin to Destination Policy was conducted on March 9, 2015. The public had several comments. Those in favor of the service cited greater assistance at pick-up locations; eliminating the need to wait at curbside; minimizing no-shows; and it being a safer service for older and severely disabled customers as reasons for supporting the policy. Those against the proposed service cited additional delays in service; air and heating issues for customers and service animals because the vehicle has to be turned off; and safety concerns when left alone in the vehicle, as reasons against the service.

The CAC reviewed the policy on March 10, 2015. Overall, the group was in favor of the policy because they felt that more customers’ transportation needs would be met. The CAC approved the draft policy with an amendment to review some of the
concerns they had with the draft policy at a future date. Some of those topics to be reviewed included:

- How will eligibility evaluations determine whether or not customers are “prevented” from using the curb-to-curb system;
- How will Access notify customers of the service;
- Policies on customers that cannot be left alone;
- Policies on drivers not being allowed to enter gates, courtyards, building vestibules etc.
- Look at a better definition of “under appropriate circumstance” in the draft policy;
- Issues regarding air and heating for customers and service animals on the vehicle;
- Concerns about being left alone on the vehicles, especially for women at night.

TPAC reviewed the policy on March 12, 2015. TPAC approved the draft policy and recommended Access staff to review the policy after a year of implementation to ensure it is meeting the needs of the community and consistent with the DOT Guidance on Origin to Destination.

Some of the comments and feedback at the meeting included:

- Ensuring adequate materials and time for driver training;
- Tracking “special” requests that are out of scope with the policy;
- Making sure eligibility evaluations are consistent.

In addition to receiving feedback at the Public Hearing and at the Advisory Committee meetings, the Fairfax Research Group conducted a survey of frequent Access users. A total of 300 customers were surveyed on questions related to their interest in the proposed Beyond the Curb service. Some of the highlights of the survey include:

- 63% do not feel they need beyond the curb service;
- 35% feel they need beyond the curb service;
- 10% feel they need the service even if they had a PCA;
- The top reasons customers feel they need the service are disability (72%), assistance with bags (30%), home is inaccessible (20%); convenience (20%);
- 52% currently receive ad hoc assistance from driver;
- 56% of customers are very likely (39%) or somewhat likely (17%) to apply;
• 70% are very likely (55%) or somewhat likely (15%) to apply if they had to return to the eligibility center;
• 73% are very likely (55%) or somewhat likely (18%) to apply if they had to fill out a paper application;
• If the driver were to leave the vehicle to assist a customer, 86% would feel comfortable being left alone while 82% would feel comfortable being left with others;
• 49% of customers would be bothered a little or a lot if their travel times were longer due to the service;
• The top concerns for turning off the vehicles are no concerns (37%), no air conditioner (34%), and personal safety (19%).

The Access Board of Directors approved the Origin to Destination (“Beyond the Curb”) Policy at the March 23, 2015 Board of Directors Meeting.

REASONABLE MODIFICATION

After almost 9 years, on March 13, 2015, the DOT announced the adoption of its 2006 Reasonable Modification rule making. This was made possible through a DOT finding that the rulemaking was not significant and thus did not need OMB approval. Reasonable Modification requires that as to both fixed route and complementary ADA paratransit, “reasonable modifications” of their policies, practices and procedures be made upon request in order to ensure that the services are actually useable by a qualified person with disabilities unless it can be demonstrated that doing so (i) would fundamentally alter the nature of the service, program or activity, (ii) would result in a direct threat to the health or safety of others, or (iii) without the requested modification, the individual with a disability is able to fully use the entities services, programs or activities, or (iv) to grant the request would create an undue financial or administrative burden.

“Origin to destination” service is in this regulation specifically required but is only one aspect of reasonable modification and its new definition is now contained in 49 CFR §37.3.

Under this new schema, one or more employees must be designated to coordinate compliance efforts. In addition the entity must adopt procedures that incorporate appropriate due process standards and provide for prompt and equitable resolution of complaints meeting specified criteria. 49 CFR§§37.17, 37.169
ACCESS SERVICES ORIGIN-TO-DESTINATION POLICY

The primary mode of transportation for Access ADA paratransit is curb-to-curb service. Access will provide assistance beyond the curb to eligible customers or at eligible locations. This Origin to Destination service will be known as “Beyond the Curb” service to differentiate it from the baseline ADA paratransit service.

Although we will provide additional assistance beyond the curb, it is important to remember that Access is not a medical transportation service. If a customer’s medical condition prevents them from independently navigating public transit systems such as Access Services, we strongly recommend that a Personal Care Assistant accompany the customer. Personal Care Assistants do not have to pay a fare on Access Services.

Eligibility

Customers who require Beyond the Curb service regularly or occasionally must be found eligible for the service during the eligibility process. Eligibility will be based upon whether or not the rider is, because of their disability, prevented from using the curb-to-curb paratransit system for a ride they wish to take.

For new Access applicants, customers will be evaluated for Beyond the Curb service during the initial eligibility process.

Current customers can apply for Beyond the Curb service by calling Customer Service and requesting an application. The customer’s application will be reviewed by an Access eligibility contractor. On occasion, after submitting the paper application, the customer may be asked to go to the eligibility center to be evaluated in person for Beyond the Curb service. Current customers will receive a grace period to use Beyond the Curb service while their application is being reviewed and can, during this period, merely request it during the trip reservation process.

Operations

Eligible customers should request Beyond the Curb service during reservations. Contractors will make their best effort to accommodate requests not made during reservations (e.g. on the vehicle) by any customer, whether eligible or not eligible. This includes situations with changing environments caused by weather and construction. Access cannot fulfill requests that fundamentally alter the nature of the service (e.g. door through door service).

The safety of our customers and our drivers is of primary importance and Access will not provide Beyond the Curb service if the driver determines that it is unsafe to do so. While providing assistance beyond the curb, drivers are required to maintain visual contact of the vehicle at all times and must be able to legally park and secure...
the vehicle safely (e.g. no parking on red curbs, no double parking). This service does not change Access’ current policy related to alleys, driveways, and gated communities.

The driver is NOT allowed to:

- Leave the vehicle beyond 60 feet;
- Enter any doors, private residences or buildings;
- Assist with packages that exceed the current package policy;
- Assist beyond the ground level of any building or apartment;

To continue to provide efficient service to all of our customers, Access requests that customers meet the driver outside of their residence or building. Per current policy, the driver will dwell for no more than five (5) minutes once arriving at a pick-up or drop-off location.