



## BY-LAW COMMITTEE

### MINUTES DRAFT

December 12, 2022  
10:00 AM – 11:00 AM

- A. **Call to order:** Michael Dutton (Bridgewater), Committee Chair called the meeting to order at 10:02 AM via zoom.
- B. **Minutes of the 06/07/2022 and 06/22/22 meetings.** The draft minutes having been distributed previously, Steve Olanoff (Westwood) made a motion to approve the minutes as presented. M. Dutton seconded this motion, which was approved by a vote of 2-0-2, Tina Cassidy (Woburn) and Mike Serino (Saugus) abstaining.
- C. **Consideration of adding an appointments section to the By Laws.** B. Kane presented this, and mentioned that there is a possibility of the Advisory Board being called upon to make additional appointments to other Boards and Commissions in the future. The organization already appoints one member of the 7-person MBTA Board of Directors. He elaborated that a draft appointments section was distributed and requested feedback on it, noting that he is seeking feedback from the organization's general counsel as well.
- M. Serino suggested that the proposed section is too complicated, and that simpler is better in these cases.
  - S. Olanoff agreed, and suggested that it be much more generic, and be entitled "External Appointments and Nominations". He elaborated



that the specifics about the current appointee be moved to a memo and not in the section itself.

- M. Dutton agreed, noting that the by law should be simple and that a policy document can be more specific. Any by law change must be simple and predictable.
- S. Olanoff, with respect to qualifications, suggested that language in the by law simply note that the person nominated must comply with the qualifications listed in the statute creating the appointment.
- M. Serino noted that a qualification should be that the nominee is at least a registered voter.
- T. Cassidy suggested that she should check with the Woburn City Counsel to see if they have any regulations or policy around appointees.
- S. Olanoff suggested that a further qualifier be that anyone nominated must be a resident of the 176 cities and towns in the MBTA Service District, and/or a member or designee of a city or town in the Service District. He elaborated that any member or designee of the MBTA Advisory Board should be able to nominate a qualified person for an appointment or nomination; that the Executive Committee should review all such nominations, and make a recommendation to the full board for its final consideration and approval. The Executive Committee can forward as many or as few recommendations to the full board as it deems suitable.

- T. Cassidy mentioned that in the removals section, the term “in writing” be added to any requirement to notify anyone else about an action. She elaborated that there should also be language noting that appointments for a partial term or to fill a vacancy are for the duration of the original term, and should be appointed using the same process.
- S. Olanoff mentioned that the part of the document around notifying appointees and others of Board action should be moved to the end of the section.

D. **Old/New Business:** The Committee’s next meeting will be on January 13, 2023 at 10AM via zoom.

E. **Adjourn:** With all things considered, M. Serino moved to adjourn the meeting. This was seconded by T. Cassidy, and approved unanimously 4-0-0. The meeting adjourned at 10:31 AM.

Members Present:

Town of Bridgewater	Michael Dutton (Chair)
Town of Saugus	Michael Serino
Town of Westwood	Steve Olanoff
City of Woburn	Tina Cassidy

Others Present:

Brian Kane	Executive Director
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