

BYLAWS FOR THE CITIZENS ADVISORY COMMITTEE

Article I GENERAL PROVISIONS

§1.1 Purpose

These Bylaws govern the proceedings of the Citizens Advisory Committee (CAC), an advisory committee established by the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).

§1.2 Construction of Bylaws

Unless the provisions or the context of these Bylaws otherwise require, the general provisions, rules of construction and definitions set forth in Chapter 1 of the VTA Administrative Code shall govern the construction of these Bylaws. As used in these Bylaws, "Committee" means the Citizens Advisory Committee. These Bylaws shall govern the Committee's proceedings to the extent they are not inconsistent with VTA's Administrative Code or law.

§1.3 Definitions

- a. As used in these Bylaws, "chairperson" means the chairperson of the Committee.
- b. As used in these Bylaws, "secretary" means the secretary of the Committee.
- c. As used in these Bylaws, "Member Agency" means the County of Santa Clara or a city within the County.

Article II DUTIES AND AUTHORITY

§2.1 Duties

- a. The Committee shall advise the Board of Directors on matters of VTA policy referred to the Committee by the Board or General Manager and perform such additional duties as assigned by the Board.
- b. The Committee shall also serve as the Independent Citizens Watchdog Committee for the 2000 Measure A Transit Sales Tax ("2000 Measure A") during its term (April 2006 – March 2036). As the Citizens Watchdog Committee, the Committee shall review all 2000 Measure A expenditures and shall:

- **Public Hearings and Reports:** Hold public hearings and issue reports on at least an annual basis to inform Santa Clara County residents how the funds are being spent. The hearings shall be held in full compliance with the Brown Act, with information announcing the hearings well-publicized and posted in advance.
- **Annual Independent Audits:** Direct VTA staff to commission an annual audit conducted by an Independent Auditor each fiscal year to ensure tax dollars are being spent in accordance with the intent of 2000 Measure A.
- **Published Results of Audits and Annual reports:** Direct VTA staff to publish the results of the Independent Audit and the Annual Report in local newspapers and make copies of these documents available to the public.

In its capacity as the 2000 Measure A Citizens Watchdog Committee, the Committee shall review and comment on the Independent Audits prior to their publication and release to the public.

As specified in the 2008 Measure D ballot, the 2000 Measure A Citizens Watchdog Committee further shall review and comment on a comprehensive transit program submitted by VTA.

§2.2 Limitations on Authority

Except when acting in its capacity as the Citizens Watchdog Committee as specified in the 2000 Measure A Transit Sales Tax ballot, the Committee shall serve in an advisory capacity to the Board of Directors. It shall have no independent duties and no authority to take actions that bind VTA or the Board of Directors. The Committee shall not have the authority to communicate externally and all communications by the Committee shall be to and through the Board of Directors. No expenditures or requisitions for services and supplies shall be made by the Committee and no individual member thereof shall be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors.

Article III MEMBERSHIP

§3.1 Membership

The Committee shall be composed of 17 members. All members shall be residents of Santa Clara County during their term. No member of the Board of Directors or alternate, Policy Advisory Committee member or alternate, or other elected public official shall be appointed to the Committee. Committee members may not be employed by a Member Agency they represent. VTA employees are not eligible for membership.

Members shall be appointed as follows, with effort made to reflect the ethnic, gender, and geographic diversity of the County:

a. City and County Groupings

Six citizens at large shall be appointed by the city and County groupings, as defined in the VTA Administrative Code, as follows:

(1) Two from Group 1:

San Jose

(2) One from Group 2:

Los Altos

Los Altos Hills

Mountain View

Palo Alto

Santa Clara

Sunnyvale

(3) One from Group 3:

Campbell

Cupertino

Los Gatos

Monte Sereno

Saratoga

(4) One from Group 4:

Gilroy

Milpitas

Morgan Hill

(5) One from the County of Santa Clara:

b. Community Interests

Six citizens representing the following community interests, appointed by the Administration & Finance Committee from nominations submitted by advocacy groups or received at large, one for each category:

- Senior citizens
- Disabled persons
- Mass transit users
- Environmentalists
- Bicyclists
- Pedestrians

c. Business and Labor Groups

Five citizens representing the following business and labor groups, one appointed by each organization:

- Silicon Valley Leadership Group
- Homebuilders Association of Northern California
- Building Owners and Managers Association - Silicon Valley (BOMA-SV)
- South Bay AFL-CIO Labor Council
- Santa Clara County Chamber of Commerce Coalition

The Board of Directors shall ratify the appointments of all members of the Committee.

§3.2 Members' Terms

Committee members shall be appointed for a continuous term, serving until resignation or replacement by their appointing organization or the Board of Directors.

§3.3 Vacancies

Vacancies shall be filled by the body which made the original appointment.

**Article IV
OFFICERS**

§4.1 Chairperson and Vice Chairperson

The Committee shall elect from its membership a chairperson and a vice chairperson at its last meeting of the calendar year, to serve for a one-year term effective January 1 of the next calendar year. In the event of a vacancy in the chairperson's position, the vice chairperson shall succeed as chairperson for the balance of the chairperson's term and the Committee shall elect a successor to fill the vacancy in the vice chairperson's position as provided below. In the event of a vacancy in the vice chairperson's position, the Committee shall elect a successor from its membership to fill the vice chairperson's position for the remainder of the vice chairperson's term.

The chairperson shall preside at all meetings of the Committee and represent the Committee before the Board of Directors. The CAC chairperson shall provide to the Board at each of its meetings a verbal report of the previous CAC meeting and any concerns of the Committee. The chairperson, in consultation with the Committee staff liaison, may identify items of interest for future committee agendas that are relevant to the Committee's duties and responsibilities.

The vice chairperson shall perform the duties of the chairperson when the chairperson is absent.

The Committee shall appoint a nominating committee to nominate Committee members for the positions of chairperson and vice chairperson. Members willing to serve in either of these positions may submit their names to the nominating committee for nomination. Members may also submit names of other members for nomination. The nominating committee shall verify that members whose names have been submitted are willing serve in those positions. The nominating committee shall submit to the Committee the names of those members whom it has nominated and recommends for election. Notwithstanding these procedures, any member may nominate a member from the floor.

4.2 Secretary

The Secretary of the Board of Directors shall furnish clerical services to prepare and distribute the Committee's agendas, notices, minutes, correspondence and other documents and shall assign an employee to attend each meeting of the Committee to serve in the capacity as the Committee's secretary. The secretary shall maintain a record of all proceedings of the Committee as required by law and shall perform other duties as provided in these Bylaws.

Article V MEETINGS

§5.1 Regular Meetings

Regular meetings of the Committee shall be held on the Wednesday following the first Thursday of each month. The Committee meeting shall commence at 4:30 p.m. at the VTA Administrative Offices, 3331 North First Street, San Jose, California. Whenever a regular meeting falls on a holiday observed by VTA, the meeting shall be held on another day or canceled at the direction of the Committee. A rescheduled regular meeting shall be designated a regular meeting.

§5.2 Special Meetings

A special meeting may be called by the chairperson with the approval of the General Manager. The meeting shall be called and noticed as provided in Section 5.3 below. (For a general description of the noticing procedures, see the Rules of Procedure of the Board of Directors.)

§5.3 Calling and Noticing of Meetings

All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). The General Manager and General Counsel shall be given notice of all meetings. The Committee shall meet at least once every three months, unless the Committee's activities are suspended.

§5.4 Quorum; Vote; Committee of the Whole

The presence of nine members shall constitute a quorum for the transaction of business. All acts of the Committee shall require the presence of a quorum and the affirmative vote of a majority of the total membership. At any regularly called meeting not held because of a lack of a quorum, the members present may constitute themselves a "committee of the whole" for the purpose of discussing matters on the agenda of interest to the committee members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

§5.5 [Reserved]

§5.6 Thirty Minute Rule

If a quorum has not been established within thirty minutes of the noticed starting time for the meeting, the secretary and clerical support staff may be excused from further attendance at the meeting.

§5.7 Absences

A member is allowed to be absent from three regular Committee meetings in any twelve-month period. The position shall automatically be vacated upon a fourth absence unless a waiver is granted by the Committee Chairperson.

A member may request a temporary waiver of the absence limitation for significant reasons such as maternity, serious medical condition, or urgent family care. A written request must be sent to the VTA Board Secretary prior to the fourth absence and indicate the reason for the requested waiver and the expected duration of absence.

The Chairperson shall, in consultation with the Committee Staff Liaison, grant or deny the request. The Chairperson may grant a waiver for a maximum of six additional, but not necessarily consecutive, regular meetings. No member shall be granted more than one absence waiver in a 36-month period.

The decision to grant or deny the request shall be announced at the next scheduled Committee meeting. The requestor or any member of the Committee may appeal the Chairperson's decision to the Committee. If appealed, the decision shall be made by Committee vote at the next scheduled meeting. This vote shall be governed by the provisions of §5.4.

§5.8 Matters Not Listed On the Agenda Requiring Committee Action

Except as provided below, a matter requiring Committee action shall be listed on the posted agenda before the Committee may act upon it. The Committee may take action on items not appearing on the posted agenda only upon a determination by a two-thirds vote of the Committee, or if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action AND the need to take action came to the attention of the Committee subsequent to the agenda being posted.

§5.9 Time Limits for Speakers

Each member of the public appearing at a Committee meeting shall be limited to two minutes in his or her presentation, unless the chairperson, at his or her discretion, permits further remarks to be made. Any person addressing the Committee may submit written statements, petitions or other documents to complement his or her presentation.

§5.10 Impertinence; Disturbance of Meeting

Any person making personal, impertinent or indecorous remarks while addressing the Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of the Committee. The chairperson may order any person removed from the Committee meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.

§5.11 Access to Public Records Distributed at Meeting

Writings which are public records and which are distributed during a Committee meeting shall be made available for public inspection at the meeting if prepared by VTA or a member of the Committee, or after the meeting if prepared by some other person.

Article VI

AGENDAS AND MEETING NOTICES

§6.1 Agenda Format and Content

The agenda shall specify the starting time and location of the meeting and shall contain a brief general description of each item of business to be transacted or discussed at the meeting. The description shall be reasonably calculated to adequately inform the public of the subject matter of each agenda item.

Items may be referred for inclusion on an agenda by: (1) the Board of Directors; (2) the General Manager; (3) the Committee Chairperson; and (4) the Committee, with a quorum present and upon the affirmative vote of a majority of the members present. The order of business shall be established by the secretary with the approval of the chairperson.

§6.2 Public Presentations

Each agenda for a regular meeting shall provide an opportunity for members of the public to address the Committee on matters of interest to the public either before or during the Committee's consideration of the item, if it is listed on the agenda, or, if it is not listed on the agenda but is within the jurisdiction of the Committee, under the agenda item heading "Public Presentations." The Committee shall not act upon an item that is not listed on the agenda except as provided under Section 5.8. Each notice for a special meeting shall provide an opportunity for members of the public to directly address the Committee concerning any item that has been described in the notice for the meeting before or during consideration of that item.

§6.3 Agenda Preparation

The secretary shall prepare the agenda for each meeting in consultation with VTA staff and the chairperson. Material intended for placement on the agenda shall be delivered to the secretary on or before 12:00 Noon on the date established as the agenda deadline for the forthcoming meeting. The secretary may withhold placement on the agenda of any matter which is not timely received, lacks sufficient information or is in need of staff review and report prior to Committee consideration.

§6.4 Agenda Posting and Delivery

The written agenda for each regular meeting and each meeting continued for more than five calendar days shall be posted by the secretary at least 72 hours before the meeting is scheduled to begin. The written agenda for every special meeting shall be posted by the secretary at least 24 hours before the special meeting is scheduled to begin. The agenda shall be posted in a location that is freely accessible to members of the public. The agenda together with supporting documents shall be delivered to each Committee member, the General Manager and General Counsel at least five days before each regular meeting and at least 24 hours before each special meeting.

§6.5 Meeting Notices

The secretary shall mail notice of every regular meeting, and every special meeting which is called at least one week prior to the date set for the meeting, to each person which has filed with VTA a written request for notice as provided in Section 54954.1 of the Government Code. The notice shall be mailed at least one week prior to the date set for the meeting. Notice of special meetings called less than seven days prior to the date set for the meeting shall be given as the secretary deems practical.

Article VII
MISCELLANEOUS

§7.1 Adoption and Amendment of Bylaws

These Bylaws shall be adopted and amended by the Committee by the affirmative vote of a majority of its total membership and with the approval of the Board of Directors.

§7.2 Robert's Rules

All rules of order not herein provided for shall be determined in accordance with *Robert's Rules of Order*, latest edition.

Adopted by Board of Directors: May 2, 1996

Amended by Board of Directors: September 7, 2000

Amended by Board of Directors: September 5, 2002

Amended by Board of Directors: March 4, 2004

Amended by Board of Directors: December 9, 2004

Amended by Board of Directors: September 1, 2005

Amended by Board of Directors: June 1, 2006

Amended by Board of Directors: March 1, 2007

Amended by Board of Directors: September 4, 2008

Amended by Board of Directors: October 2, 2008

Amended by Board of Directors: October 1, 2009