

BYLAWS FOR THE POLICY ADVISORY COMMITTEE

Article I GENERAL PROVISIONS

§1.1 Purpose

These Bylaws govern the proceedings of the Policy Advisory Committee (PAC), 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 Policy 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.
- d. As used in these Bylaws, “policy” issues include questions of policy as generally described in Public Utilities Code (PUC) §100071 and excludes administrative issues as generally described in PUC §100100.

Article II DUTIES AND AUTHORITY

§2.1 Duties

The Committee shall advise the Board of Directors on:

- a. Policy issues referred to the Committee by either the Board or the General Manager;

- b. The countywide transportation plan (Valley Transportation Plan), the Short-Range Transit Plan (SRTP), development of the annual or biennial budget, and tariff and service modifications.

The Committee may also advise the Board of Directors with respect to any policy matter the members determine to be relevant to their Member Agency or to VTA.

It shall be the members' responsibility to keep their respective appointing agencies informed of key issues, facilitate communication between those agencies and VTA, and to help build the consensus necessary to make policy decisions.

§2.2 Limitations on Authority

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. 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 16 members and their alternates as follows: one member from each Member Agency governing board and an alternate for each member, who also shall be a Member Agency governing board member. Members and alternates shall be appointed by their respective governing boards. The alternate representing the County Board of Supervisors may be selected from a Member Agency city council. If a member or an alternate ceases to hold office on the governing board from which he or she was appointed, the appointing body shall appoint another member or alternate for the remainder of the term. No member of the Board of Directors shall be appointed to serve on the Committee, although Board alternates may be appointed to the Committee. VTA employees are not eligible for membership.

§3.2 Members' Terms

The term of membership of each Committee member and alternate shall be two years, commencing on January 1 and ending on December 31 of the following year. Members and alternates may be appointed to successive terms.

§3.3 Vacancies

A vacancy shall exist whenever a member or alternate ceases to hold elected office on the governing board from which he or she was appointed. Vacancies shall be filled for the remainder of the term 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 first meeting of the calendar year, to serve for one-year terms. 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 PAC chairperson shall consult and collaborate with the chairperson of the Board of Directors on a regular basis to coordinate and align the PAC Work Plan with the objectives and needs of the Board and shall provide to the Board at each of its meetings a verbal report on the previous PAC meeting and any concerns of that committee. If the number of votes approving a recommendation was less than a quorum, the Chairperson shall bring this to the attention of the Board.

The chairperson, in consultation with the Committee staff liaison, may identify items of interest for future 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 to 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 second Thursday of each month. The committee meeting shall commence at 4:00 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 cancelled 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 in accordance with the Ralph M. Brown Act. 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 a majority of appointed members or seven members, whichever is greater, 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 quorum. If the number of votes approving a recommendation is less than a quorum, the minutes of the meeting shall contain a notation that the item was passed by less than a majority of the total appointed membership.

§5.5 Alternates

If a Committee member is absent from all or a portion of a meeting, the alternate shall be seated in that Committee member's seat and vote in the place of the absent member. An alternate shall be counted as part of the Committee quorum only when seated in the place of an absent member. When not serving in place of the absent member, the alternate is a member of the public and accordingly shall sit with the audience and follow the procedures for the public to address the Committee, as provided under Sections 5.9 and 6.2

§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 [Reserved]

§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, 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, upon the affirmative vote of a majority of the total authorized membership. 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 for 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.

§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 who 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 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: December 12, 2002

Amended by Board of Directors: June 5, 2003

Amended by Board of Directors: March 30, 2005
Amended by Board of Directors: November 1, 2007
Amended by Board of Directors: October 2, 2008
Amended by Board of Directors: June 3, 2010