

BYLAWS FOR THE 2016 MEASURE B CITIZENS' OVERSIGHT COMMITTEE

Article I GENERAL PROVISIONS

§1.1 Purpose

These Bylaws govern the proceedings of the 2016 Measure B Citizens' Oversight Committee, an independent oversight committee established by provision of the 2016 Measure B ballot approved by Santa Clara County voters on November 8, 2016.

The 2016 Measure B ballot specified that "*an independent citizens' oversight committee shall be appointed to ensure that the funds are being expended consistent with the approved Program.*" The ballot also listed the Committee's specific duties and responsibilities, which are incorporated into these bylaws (§2.1).

§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 will govern the construction of these Bylaws. As used in these Bylaws, "Committee" means the 2016 Measure B Citizens' Oversight Committee. These Bylaws will 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, "Board of Directors" means the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).
- b. As used in these Bylaws, "chairperson" means the chairperson of the Committee.
- c. As used in these Bylaws, "secretary" means the secretary of the Committee.
- d. As used in these Bylaws, "Member Agency" means the County of Santa Clara or a city within Santa Clara County.
- e. As used in these Bylaws, "2016 Measure B" or "Measure B" means the 2016 Measure B Transportation Sales Tax approved by Santa Clara County voters on November 8, 2016.
- f. As used in these Bylaws, "General Manager" means the General Manager (GM)/Chief Executive Officer (CEO) of VTA.
- g. As used in these Bylaws, "ballot" or "ballot measure" means the 2016 Measure B ballot approved by Santa Clara County voters on November 8, 2016.

Article II
DUTIES AND AUTHORITY

§2.1 Mission and Duties

The Committee is an independent body, established by the VTA Board of Directors in accordance with the provisions and intent of the 2016 Measure B ballot. Its purpose is to ensure that 2016 Measure B funds are being expended consistent with the approved programs.

The Committee does not advise, report to, or take direction from the VTA Board of Directors. Instead, it reports to the residents of Santa Clara County and derives its authority from the ballot measure.

Policy-related decisions for the 2016 Measure B Program, including the composition, implementation, completion schedule, and funding level of specific projects in the Program Categories specified in the ballot are the responsibility of the VTA Board of Directors.

The mission and duties of the Committee are:

MISSION:

To ensure that 2016 Measure B funds are being expended consistent with the approved Measure B Program.

DUTIES:

The Committee will serve as the independent Citizens' Oversight Committee for the 2016 Measure B Transportation Sales Tax during the term of the sales tax (April 2017 – March 2047) and for a reasonable period thereafter necessary for the Committee to complete its work.

The Committee will provide independent verification that the tax revenue collected under the 2016 Measure B Transportation Sales Tax is being expended appropriately to deliver the projects and programs described in the ballot measure. The specific duties of the Committee, as specified in the 2016 Measure B ballot, are:

- Select a qualified, independent professional audit firm to conduct an audit of the revenues and expenditures.
- Direct the independent auditor to conduct an annual audit that will review the receipt of revenue and expenditure of funds.
- Hold at least one public hearing prior to issuing the Committee's annual report, which hearing(s) will be subject to the Brown Act and may be part of the Committee's regular or special meetings.

- Issue an annual report to inform the residents of Santa Clara County how the funds are being spent. The report will indicate, based upon the independent audit, whether the public's money is being expended for the purposes described in the ballot measure or adjusted as circumstances warrant through the required approval process. The report will indicate the results of the independent audit, public hearing, and any additional findings the Committee may have.
- Request periodic status reports and/or presentations from project sponsors responsible for delivering the various projects under 2016 Measure B on their progress and expenditures.

In addition, the Committee is responsible for:

- Providing to the VTA Board of Directors, in a timely manner: (A) the results of the annual performance audit of 2016 Measure B revenues and expenditures commissioned by the MBCOC; and (B) the MBCOC's annual report. These items can be provided either through the committee chair or another method.
- Identifying and recommending for VTA Administration consideration best practices for optimal delivery of the 2016 Measure B program. This may include program transparency, delivery of capital projects and programs, reporting, budgeting, and/or forecasting revenue and expenditures.
- Independently assessing appeals from project applicants/sponsors regarding disagreements or differences in interpretation of project awards, program or project requirements, or other 2016 Measure B matters. After conducting a public hearing, the committee will provide a written communication to the project applicant/sponsor and affected VTA staff regarding the Committee's finding on the matter.

In the event project applicants/sponsors disagree with the findings of the Committee, they have the ability to appeal the results of the Committee's independent assessment to the Board. Included in the information provided to the Board on the appeal will be the Committee's written assessment and finding(s) on the matter, and any other records relating to the Committee's public hearing.

§2.2 Limitations on Authority

The Committee will have no independent duties other than those specified in these bylaws. The Committee has no authority to take actions that bind VTA or the Board of Directors. No expenditures or requisitions for services and supplies will be authorized by the Committee except for reasonable expenditures and requisitions in fulfillment of 2016 Measure B ballot duties. No individual member of the Committee will be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors or General Manager.

Article III MEMBERSHIP

§3.1 Membership

The Committee is composed of nine (9) voting members. All members must be registered voters of Santa Clara County during their term. The Committee does not have alternate members due to its need for relevant knowledge, specific experience, and continuity of knowledge.

To ensure the Committee's independence, the following are ineligible to serve on the Committee: member or alternate member of the Board; member or alternate member of any VTA board or committee; VTA employees; or Member Agency employees.

If applicants for the Committee hold such office or position, he or she may apply for this Committee subject to his or her commitment to resign from that office or position prior to serving on the Committee.

The membership will be comprised of individuals with relevant knowledge and experience needed to assist the Committee in its task of evaluating 2016 Measure B revenues and project expenditures to determine compliance with the commitments made to voters in the ballot. The membership will consist of individuals that fulfill the following areas of knowledge and experience:

Community Interests:

- (1) Community Organization – an individual with relevant experience with a regional community organization.
- (2) Educational Administration -- an individual with relevant experience with educational administration at the high school or college level.
- (3) Legal Community -- a retired federal or state judge or administrative law judge, or an individual with experience as a mediator or arbitrator, or an individual with relevant experience in providing legal services.
- (4) At-Large – an individual with strong community ties and a background that meets all the other eligibility requirements.

Business, Labor, and Civic:

- (5) Finance – an individual with relevant experience in finance, with a preference for experience in municipal and/or public finance.
- (6) Management/Administration – an individual with relevant experience in management and administration of financial policies, performance measurement, and reviews.
- (7) Construction Management – an individual with relevant experience in the management and/or delivery of large-scale construction projects.
- (8) Organized Labor – an individual with relevant experience in organized labor.
- (9) Business Organization – an individual with relevant experience with a regional business organization.

Each member will represent only one (1) of the nine (9) specified areas of knowledge and experience. If, after a good-faith effort this is not achieved, then no more than two members may be selected from the same category. In addition, reasonable effort will be made where possible in appointments to balance the geographic regions of the County. The Board of Directors may, with reasonable cause, redefine these areas of knowledge and experience.

Committee members will be subject to VTA’s Conflict of Interest policies as specified in the VTA Administrative Code. Members are prohibited from acting in any commercial activity directly or indirectly involving VTA, such as being a consultant to VTA or to any party with pending legal action against VTA during their tenure. Members must not have direct commercial interest or employment with any public or private entity which receives sales tax funds authorized by this Measure. Members will be required to complete and submit the California Fair Political Practices Commission’s Form 700 – *Statement of Economic Interests* at the required intervals.

The application process shall be open to provide qualified citizens the opportunity to participate. Applications for vacant positions shall be submitted online at a dedicated site administered by VTA or by alternative submittal if the dedicated site is unavailable.

Applications received will be reviewed by an Evaluation Subcommittee comprised of: (1) Committee Staff Liaison; (2) VTA Board Secretary or his/her designee; and (3) Committee Chairperson or Vice Chairperson. The evaluation process will include an evaluation of the membership application and an interview of the top candidate(s). The panel will recommend candidates to the Board Chairperson, who will then decide which individual(s) will be submitted for Governance & Audit Committee approval.

§3.2 Members’ Terms

Committee members shall be appointed for a four (4) year term, commencing on January 1. Terms shall be staggered to ensure continuity of knowledge and relevant expertise; half (four (4)) of the terms will be offset, where feasible, by a one or two-year interval from the remaining ones in accordance with the schedule for staggered terms established at initial appointment of Committee members. Members are limited to two consecutive terms.

§3.3 Vacancies

Vacancies shall be filled from the same category of expertise that the original appointment was from, where reasonably possible, in accordance with the criteria defined in §3.1.

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, where feasible, to serve for a one-year term effective January 1 of the next calendar year. Members are eligible to serve multiple terms.

In the event of a vacancy in the chairperson's position, the vice chairperson will succeed as chairperson for the remainder of the term. The Committee will then elect a successor to fill the vacant vice chairperson position.

In the event of a vacancy in the vice chairperson's position, the Committee will elect a successor from its membership to fill the vice chairperson's position for the remainder of the term.

The chairperson will preside at all meetings of the Committee, ensuring order and smooth proceedings. The chairperson will also represent the Committee before the Board of Directors or its committees as needed. 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 mission and duties.

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

The Committee will appoint a nomination subcommittee to identify Committee members interested in serving as chairperson and/or vice chairperson. Any member can submit their name or another member's name to the nomination subcommittee. The nomination subcommittee will verify that nominees that were submitted are willing to serve in those positions. The nomination committee will submit to the Committee the names of qualified and interested nominees for either or both of the positions. In addition, the nomination subcommittee may make a recommendation for election of any Committee member indicating his/her willingness to serve. Notwithstanding these procedures, any member may nominate a member from the floor.

4.2 Secretary

The Secretary of the Board will furnish administrative support services to prepare and distribute the Committee's agendas, notices, minutes, correspondence, and other documents. An employee will be assigned 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 dates and times shall be established by the Committee in consultation with the General Manager and Secretary of the Board. Effort will be made to establish regularly recurring cyclical meeting dates that maximize Committee member attendance. The Committee meeting will generally be held at the VTA Administrative Offices. The Committee will normally meet a minimum of four (4) times per year.

Whenever a regular meeting falls on a holiday observed by VTA, the meeting will be held on another day or, in consultation with the General Manager and Secretary of the Board, canceled at the direction of the Committee. A rescheduled regular meeting will be designated as 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.

§5.3 Calling and Noticing of Meetings

All regular and special 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.

§5.4 Quorum; Vote; Committee of the Whole

The presence of five (5) members will constitute a quorum for the transaction of business. All acts of the Committee will require the presence of a quorum and the affirmative vote of a majority of the total membership (five (5) members). 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 50% of regular Committee meetings in any twelve-month period. The position may be vacated upon an absence in excess of that limit.

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 and VTA Board Secretary, 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 will 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. However, the time limit may be adjusted, at the discretion of the Chairperson, to such time as the Chairperson may determine to be reasonable under the specific circumstances. Any person addressing the Committee may submit written statements, petitions or other documents to complement his or her presentation to the VTA Board Secretary's Office.

§5.10 Impertinence; Disturbance of Meeting

Any person making personal, inappropriate, impertinent, or indecorous remarks while addressing the Committee may be barred from speaking further 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 distributed during a Committee meeting will 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. All such writings become public records and are treated as such.

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 General Manager; (2) the Committee Chairperson, in consultation with the Committee Staff Liaison; and (3) the Committee, with a quorum present and upon the affirmative vote of a majority of the members present. Other entities or individuals may request that the Committee include specific items on its agenda, but the decision to do so rests with the Committee and its chairperson.

§6.2 Public Comment

Each agenda for a regular meeting will 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 Comment." The Committee will 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. 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 or other review and report prior to consideration by the Committee.

§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 on VTA's website and in a location that is freely accessible to members of the public. The agenda together with supporting documents will be delivered to each Committee member, the General Manager and General Counsel at least 72 hours before each regular meeting and at least 24 hours before each special meeting.

§6.5 Meeting Notices

The secretary will provide notice of every regular meeting at least 72 hours 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 for special meetings will be sent at least 24 hours prior to the date set for the meeting.

Article VII **MISCELLANEOUS**

§7.1 Adoption and Amendment of Bylaws

Establishment of these Bylaws requires approval by the Board. Any subsequent amendment thereof must, at minimum, be presented to the Committee for review and input. The Committee may vote on the proposed modifications and forward its recommendation to the Board for final approval. The Board may also impose changes to the bylaws that it deems to be in the best interests of the community.

For efficiency, the VTA General Manager, in consultation with the General Counsel, is authorized to make minor, non-substantive corrections and adjustments to these bylaws to correct errors and to reflect ongoing practice adopted by the Committee.

§7.2 Rosenberg's Rules

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

APPENDIX A

2016 Measure B Citizens' Oversight Committee (MBCOC) Bylaws Amendment History

Part 1 Chronological Listing

	<u>Date</u>	<u>Action</u>
	6/1/2017	Initial adoption by the Board of Directors
1.	4/6/2023	Amended by the Board of Directors
2.	9/4/2025	Amended by the Board of Directors

Part 2 Specific Amendments

1.	4/6/2023	<p>§2.1 – Mission & Duties</p> <p>Added: (A) requirement for MBCOC to inform VTA Board on results of annual independent audit and Annual Report; and (B) identifying for VTA Administration consideration best practices for optimal delivery of 2016 Measure B Program.</p>
2.	9/4/2025	<p>§1.3 – Definitions</p> <p>Added definition of: (A) GM/CFO and (B) ballot/ballot measure.</p> <p>§3.1 – Membership</p> <p>Refined and clarified membership provisions to make them less restrictive and intimidating for prospective applicants.</p> <p>Added one (1) At-Large position that increased total membership from eight (8) to nine (9) positions.</p> <p>Revised processes for: (A) application review; and (B) submission of recommended appointment for Governance & Audit Committee approval.</p> <p>§5.7 – Membership</p> <p>Added a temporary attendance waiver provision for defined significant specified reasons.</p> <p>§7.1 – Membership</p> <p>Slight revision/clarification to process to amend bylaws</p> <p>Clarifications to other §§:</p> <p>1.2; 2.1; 2.2; 3.2; 4.1; 4.2; 5.1; 5.2; 5.4; 5.8; 5.9; 5.10; 5.11; 6.1; 6.2; 6.3; 6.4; and 6.5.</p>