

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 shall govern the construction of these Bylaws. As used in these Bylaws, "Committee" means the 2016 Measure B Citizens' Oversight 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, "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.

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 shall be 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 shall be:

MISSION:

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

DUTIES:

The Committee shall 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 shall 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, shall be:

- 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) shall be subject to the Brown Act and may be part of the Committee's regular or special meetings.

- Issue a report annually to inform the residents of Santa Clara County residents how the funds are being spent. The report shall indicate, based upon the independent audit, whether the public's money is being expended for the purposes as described in the ballot measure or adjusted as circumstances warrant through the required approval process. The report shall indicate the results of the independent audit, public hearing and any additional findings the Committee may have.
- Request from time to time a status report and/or presentation from project sponsors charged with delivering the various projects under this measure on their progress and expenditures.

In addition, the Committee shall be responsible for:

- Independently reviewing and assessing appeals from project applicants/sponsors regarding disagreements or differences in interpretation of project awards, program or project requirements, or other Measure B matters. This shall include communicating in writing to the project applicant/sponsor and affected VTA staff the Committee's finding on the matter, after conducting a public hearing.

In the event they disagree with the findings of the Committee, project applicants/sponsors will have the ability to appeal the results of the Committee's independent assessment to the VTA Board of Directors. Included in the information provided to the Board of Directors 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 shall have no independent duties other than those specified in these bylaws. The Committee shall have no authority to take actions that bind VTA or the Board of Directors. No expenditures or requisitions for services and supplies shall 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 shall 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 shall be composed of eight (8) voting members. All members shall be registered voters of Santa Clara County during their term. The Committee shall not have alternate members due to its need for expertise, specific experience and continuity of knowledge.

To assure independence, no member of the Board of Directors or alternate, VTA Policy Advisory Committee member or alternate, or other elected public official shall be appointed to the Committee. Appointees to other VTA boards and committees are not eligible to serve. Committee members may not be employed by VTA or any of its Member Agencies during their term. If any applicant for the Committee holds 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 shall be comprised of individuals with relevant expertise 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 area-of-expertise criteria:

- (1) A retired federal or state judge or administrative law judge or an individual with experience as a mediator or arbitrator.
- (2) A professional from the field of municipal/public finance with a minimum of four years relevant experience.
- (3) A professional with a minimum of four years of experience in management and administration of financial policies, performance measurement and reviews.
- (4) A professional with demonstrated experience of four years or more in the management of large scale construction projects.
- (5) A regional community organization representative with at least one year of decision making experience.
- (6) A regional business organization representative with at least one year of decision making experience.
- (7) A professional with four years of experience in organized labor.
- (8) A professional with a minimum of four years of experience in educational administration at the high school or college level.

Each member shall represent only one of the eight (8) specified areas of expertise. If following a good-faith effort this is not achieved, then no more than two members from one of the other areas of expertise may be selected. In addition, reasonable effort shall 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 expertise.

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 shall 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 administrated by VTA or by alternative submittal if the dedicated site is unavailable. Applications received will be reviewed by an Evaluation Subcommittee of the Board of Directors appointed by the Board Chairperson. The Subcommittee will submit eligible candidates to the Governance & Audit Committee, who will recommend finalist candidates to the Chairperson. The Board Chairperson will then determine candidates to submit for Board of Directors' 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 shall be offset by a 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 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 in the following. 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 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 shall perform the duties of the chairperson when the chairperson is absent.

The Committee shall appoint a nomination subcommittee to identify Committee members interested in serving as chairperson and/or vice chairperson. Members willing to serve in either of these positions may submit their names to the nomination subcommittee for nomination. Members may also submit names of other members for nomination. The nomination subcommittee shall verify that members whose names have been submitted are willing to serve in those positions. The nomination committee shall submit to the Committee the names of those members having indicated a willingness to serve in 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 of Directors shall furnish administrative support 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 dates and times shall be established by the Committee in consultation with the General Manager and Secretary of the Board of Directors. Effort shall be made to establish regularly recurring cyclical meeting dates that maximize Committee member attendance. The Committee meeting shall be conducted at the VTA Administrative Offices, 3331 North First Street, San Jose, California. The Committee shall meet a minimum of four (4) times per year.

Whenever a regular meeting falls on a holiday observed by VTA, the meeting shall be held on another day or, in consultation with the General Manager and Secretary of the Board of Directors, 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.

§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 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 (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.

§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. 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.

§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 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. 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. 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 Committee 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 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 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 three days before each regular meeting and at least 24 hours before each special meeting.

§6.5 Meeting Notices

The secretary shall provide notice of every regular meeting, and every special meeting which is called at least three days 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 sent at least three days 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

Establishment of these Bylaws shall be approved by the Board of Directors. Any subsequent amendment thereof shall require the affirmative vote of a majority of total Committee membership and the approval of the Board of Directors. 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.

The Board may also impose changes to the bylaws that it deems to be in the best interests of the community.

§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.

Adopted by Board of Directors: June 1, 2017