



Amended 4-1-15

BYLAWS OF THE BOARD OF DIRECTORS OF THE GOLD COAST TRANSIT DISTRICT

ARTICLE 1 INTENT

These Bylaws are intended to supplement Part 18 (commencing with Section 107000) of Division 10 of the Public Utilities Code, relating to Gold Coast Transit District. The statutory provisions set forth in section 107000 *et seq.* of the Public Utilities Code shall prevail in the event of any conflicts with the Bylaws. All references to a section number shall correspond to the California Public Utilities Code unless otherwise specified.

These Bylaws outline the basic organization and the administrative procedures used by the Gold Coast Transit District (District), successor agency to Gold Coast Transit (GCT), a joint powers authority. When serving as the Public Transit Operator the Gold Coast Transit District is referred to as the “District.”

GOVERNMENT OF THE DISTRICT

Section 1.1 Board of Directors

The Board of Directors shall govern the District in accordance with section 107010 and the powers of the District set forth in sections 107015-107022.

Section 1.2 Term of Directors

The term of office of each Director shall be at the discretion of the Director’s appointing agency. The membership of a Director shall automatically terminate upon the Director ceasing to be a member of the District’s appointing agency or upon that Director’s appointing agency ceasing to be a member of the District.

Section 1.3 Ex Officio Members

An ex officio member is defined as a non-voting member of the Board and/or committee. Ex officio members are not counted for quorum purposes. Ex officio members are not Directors.

The Board may appoint one or more ex officio members subject to Board adopted procedures pursuant to section 107010(c). Ex officio members shall not be entitled to vote, pursuant to section 107010 *et seq.* of the Public Utilities Code.

The appointment, roles and responsibilities of the ex officio members shall be determined by a majority of the Board. Ex officio members shall serve at the pleasure of the Board.

Section 1.4 Chair and Vice Chair

- (a) Pursuant to section 107011, the Board shall at its first meeting and annually thereafter at the first regular meeting in December of each calendar year elect one of its Directors to serve as Chair and one of its Directors to serve as Vice Chair. The Chair and Vice Chair shall begin service at the first regular meeting in January immediately following the election, and shall serve until the beginning of the first regular meeting in January of the succeeding calendar year.
- (b) The Chair and Vice Chair shall serve a one-year (1 year) term.
- (c) The duties and powers of the Chair are as follows:
 - i. The Chair shall preside at all regular and special meetings. The Chair shall preserve order and decorum and decide all questions of order and procedure not otherwise provided for in these Bylaws
 - ii. The Chair shall be entitled to make or second any motion, and to discuss and present any matter as a member of the Board without having to step down as Chair.
 - iii. The Chair may appoint committee members from time to time for any purpose the Chair deems proper for the conduct of Board business.
 - iv. The Chair shall execute all documents approved by the Board.

- v. The Chair shall be responsible to oversee that all actions of the Board are implemented and maintain consultations with the General Manager and legal counsel.
- (d) The duties and powers of the Vice Chair are as follows:
- i. The Vice-Chair shall assume all duties and powers of the Chair in the Chair's absence from any meeting. In the absence of both the Chair and Vice-Chair, the Directors shall nominate and elect a Director to serve as Chair Pro Tempore during the absence.
 - ii. Should the office of the Chair become vacant during the calendar year, the Vice-Chair shall assume the office of the Chair for the remainder of such term.
 - iii. Should the office of the Vice Chair become vacant, the nomination and selection of the Vice Chair shall be placed on the agenda and acted upon by the Board of Directors.
 - iv. In the event of a vacancy of both the Chair and Vice Chair, the election to fill these positions for the remainder of the term shall be held at the next regularly scheduled meeting.

Section 1.5 Board Responsibilities

- (a) The Board shall consider staff recommendations, adopt policies, conduct hearings, make appointments, and perform all other activities required via motion, resolution, or ordinance to further the mission and goals of the District; comply with federal, state, and local laws; and provide staff guidance and oversight to fulfill its fiduciary responsibilities to the constituencies it serves.
- (b) As set forth in section 107010 (f-g), the Board shall:
 - 1. adopt an annual budget;
 - 2. adopt administrative ordinances, resolutions, regulations, rules, bylaws, policies and procedures prescribing the powers and duties of the district officers, the method of appointment of the district employees, and methods, procedures, and systems of operation and management of the district;
 - 3. make determination of policy for the District;

4. adopt a conflict-of-interest code;
5. cause a post audit of the financial transactions and records of the District to be made at least annually by a certified public accountant;
6. create and administer funds of the district;
7. adopt priorities reflecting the District's goals; and,
8. do any and all things necessary to carry out the purpose of this section.

ARTICLE 2 GENERAL MANAGER

Section 2.1

- (a) Pursuant to section 107020(d), The Board shall select and employ a General Manager to serve as administrative head of the District
- (b) The General Manager shall serve as the Secretary of the Board. The Secretary shall keep the official minutes of all meetings of the Board, and shall perform such other duties as determined by the Board.

Section 2.2 Duties and Powers

- (a) The duties of the General Manager are subject to the discretion and control of the Board.
- (b) The duties shall include the following:
 - i. All duties and responsibilities assigned, delegated to the administrative head of the District or allowed by federal, state and local law, rule, statute, regulation and/or ordinance.
 - ii. All necessary liaison activities between the District and federal, state and local public agencies relating to public transportation services originating or terminating within the geographical boundaries of the District.
 - iii. All necessary activities required by law to plan, organize, coordinate, direct and evaluate the activities of the District, including (a) the organization and administration of Board and committee meetings; (b) the development and management of the operating and capital budgets of the District; (c) the management

- of transportation-related projects; (d) the performance of contract negotiations, monitoring and administration.
- iv. All personnel matters including the appointment, hiring, compensation, promotion, supervision and discipline of District staff, including employee termination consistent with Board adopted personnel policies and procedures and related labor agreements.
 - v. All duties and activities related to procurement, construction, general administration, maintenance and operation of GCT facilities and equipment and transit programs as necessary and required to carry out Board approved District policies.
 - vi. Direct the planning, organization and operation of services and facilities.
 - vii. Develop a District travel and reimbursement policy.
 - viii. Direct studies of organization, operation, functions and activities relating to the economy, efficiency and improvement of services and facilities.
 - ix. Direct activities which fulfill all duties mandated by federal or state law, regulations or an accreditation authority.
 - x. All necessary activities related to federal and state legislative matters concerning public transportation in the District.
 - xi. All necessary activities required of the Secretary of the Board.
 - xii. Such other duties and responsibilities as may be, from time to time, assigned or delegated by the Board.
 - xiii. The general manager may delegate certain duties and responsibilities to other staff where to do so is in the furtherance of District goals and objectives.

ARTICLE 3 DISTRICT COUNSEL

Section 3.1 a. Pursuant to section 107020(d), the Board shall select and employ District Counsel to serve as its legal counsel.

- (a) The District Counsel shall be admitted to the practice of law in courts of this state.

Section 3.2 Duties and Powers

- (a) The duties of the District Counsel are subject to the discretion and control of the Board.
- (b) Duties and powers shall include the following:
 - i. Represent and advise, if authorized and directed by the Board, the Board of Directors and all District officers, committees, or departments in all matters pertaining to their office.
 - ii. Represent and appear, if authorized and directed by the Board, for the District and any officer or employee, in any and all actions and proceedings in which the District or any officer or employee, in or by reason of their official capacity, is concerned or is a party; however, the Board shall have oversight of all legal business and proceedings and may employ other attorneys to take charge of any litigation or matter, or to assist the District Counsel therein.
 - iii. Attend all meetings of the Board as directed by the Board and give legal advice or opinions in writing whenever requested to do so by the Board, or by any of the committees or officers of District.
 - iv. Review contracts to be made by the District and provide the Board, its officers, and staff with legal advice regarding same.
 - v. Assist in the preparation of any and all proposed ordinances or resolutions for the District and amendments thereto.
 - vi. Perform such other acts relating to the office as the Board shall require.
 - vii. Upon vacating the office, surrender to the Board all books, papers, files, and documents, in any form, pertaining to the District's affairs.

ARTICLE 4 MEETINGS

Section 4.1 Quorum

- (a) No action of the Board shall be taken unless a quorum thereof is present to commence the meeting. A majority of the non-weighted voting membership of the Board shall constitute a quorum.

Section 4.2 Regular Meetings

- (a) Regular meetings of the District Board shall be held once per month, unless the schedule is modified by a majority vote of the Board of Directors. If the regular meeting day falls on a holiday, no meeting shall be held. Regular meetings may also be held on other days and times or cancelled, as the District requires, upon appropriate notice and approval of a majority of the Board. Unless otherwise decided by a majority of the Board, and properly and timely noticed, meetings shall be held at the noticed location.
- (b) The regular meeting schedule shall be published for the upcoming year and approved by the Board by December of each year.
- (c) The Chair, in consultation with the General Manager, may cancel any regular meeting if there are no items presented that require the District's immediate action.
- (d) Meetings of the Board shall be open and public and all persons shall be admitted to attend except as otherwise allowed by law or when a closed session is authorized pursuant to applicable state law and properly noticed in accordance therewith.
- (e) Board meetings shall be conducted in compliance with the Ralph M. Brown Act (Government Code Section 54950 *et seq.*) and with Roberts Rules of Order for procedural matters.

Section 4.3 Closed Sessions

All closed sessions shall be noticed and conducted in compliance with the Ralph M. Brown Act, as required by section 107012.

Section 4.4 Special Meetings

All special meetings shall be noticed and conducted in compliance with the Ralph M. Brown Act, as required by section 107012.

Section 4.5 Emergency Meetings

All emergency meetings shall be noticed and conducted in compliance with the Ralph M. Brown Act, as required by section 107012.

Section 4.6 Agenda

The Agenda for the District Board meeting will be prepared by District staff and the Chair. The Agenda will be posted in conformance with the Ralph M. Brown Act. Agenda packets shall be distributed to Directors, alternates, and ex-officio members. These may be distributed electronically upon request.

Section 4.7 Conduct of Meetings

- (a) **Call to Order.** The Chair, Vice Chair or if required in the absence of the Chair and Vice Chair or such other Director as may be presiding, shall at the hour appointed for the meeting, immediately call the Board to order when a quorum is present. The Chair shall preserve strict decorum at all meetings. The Chair shall state every question coming before the Board, call for the vote, announce the decisions of the Board, and decide all questions of order, subject, however, to an appeal to the Board, in which a majority vote of the Board shall govern and conclusively determine such question of order.
- (b) **Rights of Chair.** The Chair, or such other Director as may be presiding, may second and debate, subject only to such limitation of debates as set forth in Roberts Rules of Order. The Chair shall not be deprived of any of the rights and privileges of a Director by reason of holding the position of Chair.

Section 4.8 Meeting Minutes of Open Meetings

- (a) The General Manager, or designee, shall attend all open meetings of the Board and record, maintain, and prepare minutes of the proceedings of the Board.

- (b) Unless the reading of the minutes of the open meetings of the Board is requested by the Board by a majority vote, such minutes may be approved without reading if the Secretary/General Manager has previously furnished each Director with a synopsis thereof.
- (c) The approved Minutes shall be the official record of the Board meeting.

Section 4.9 Meeting Minutes of Closed Sessions

- (a) The General Manager, or designee, shall attend each closed session unless otherwise directed to do so by the Board and may keep and enter into a minute book a record of topics discussed and decisions made at the meeting. The closed session minute book is not a public record and shall be kept confidential. This minute book shall be available only to voting Directors or, if a violation of the Ralph M. Brown Act is alleged to have occurred at a closed session, to a court of general jurisdiction.

ARTICLE 5 VOTING

- (a) **Voice Vote.** Subject to the will of a majority of the voting Directors in attendance, the Chair shall call for voting on a motion by voice vote without calling the roll.
- (b) **Calling the Roll.** Any Director may call for a roll call vote.
- (c) **Minimum vote.** Except as may otherwise be required by State law and except as otherwise indicated in these Bylaws, no action or recommendation of the Board shall be valid unless a majority of a quorum of voting Directors concur therein.
- (d) Each Director has a duty to vote when present at a meeting on matters coming before the Board or a Board Committee unless the Director has notified the Board of a legal conflict of interest in accordance with state or federal law. If a conflict of interest is disclosed, the Director shall adhere to all state legal requirements.
- (e) Each Director shall have one vote, except that a Director appointed by a member whose population is 100,000 or more shall have a vote whose value and effect is equal to 2.0 votes on only the following pursuant to section 107010(d):

- i. Annual budget;
- ii. Midyear budget changes and amendments; and,
- iii. Capital expenditures of five million dollars (\$5,000,000) or more.

ARTICLE 6 COMMITTEES

Section 6.1 Establishing Committees

- (a) Subject to the will of a majority of the Board, the Chair, or the Vice Chair in the Board Chair's absence, may establish standing and ad hoc committees, as are determined necessary. The number and function of each committee shall be determined by the Board; however, the number of Directors on any committee must be fewer than a quorum of the Board. These committees shall act to provide advice and recommendation to the Board on policy matters.
- (b) These committees shall include Directors as selected by the Chair and such other persons, including District staff and public members, as selected by the Board.
- (c) Any establishment of a committee shall specify the purpose of the committee, the length of time the committee shall serve, and the times and methods by which the committees shall report to the Board. Meeting times and dates of the committee shall be established by a majority of the committee members. Written minutes of each meeting shall be maintained.
- (d) Standing Committee meetings shall be conducted in compliance with the Ralph M. Brown Open Meeting Act.
- (e) Directors who are not committee members may attend committee meetings as observers. Appointees to committees serve at the pleasure of the Board, except that no appointee will be removed from office for an illegal reason including the exercise of his/her right to speak about matters of public concern.

Section 6.2 Standing Committees

- (a) The majority of the Directors may create and dissolve standing and ad hoc committees as needed.

- (b) **Technical Advisory Committee (TAC).** The TAC committee is a standing committee to the Board on technical matters related to specified transportation activities of the District. The TAC shall be composed of management staff of each member jurisdiction, or their respective designees. In addition, the Board may appoint one representative each from the Ventura County Transportation Commission and any other public members as ex officio, nonvoting members.

Section 6.3 Advisory Committees

- (c) The Board shall establish advisory committees to provide input and guidance on policy issues and programs. Each member of this committee shall serve at the will of the Board.
- (d) Meeting times and dates of the advisory committees shall be established by a majority of the committee members. Written minutes of each meeting shall be kept.

ARTICLE 7 COMPENSATION AND REIMBURSEMENTS

Section 7.1 Stipend

- (a) To the extent permitted by law, each Director shall be eligible to be paid a stipend for each Board meeting actually attended where a quorum is present and for each committee meeting or other official meeting attended by a Director in his or her official capacity. An alternate shall be entitled to a stipend only if the appointed Director is not present at the meeting and only one stipend per meeting shall be paid per jurisdiction.
- (b) The compensation amount per meeting shall be determined by an action of the Board. If the Board enacts any change to compensation, it becomes effective January 1st of the next calendar year.

Section 7.2 Reimbursements

- (a) Each Director shall be reimbursed for actual and necessary expenses incurred in the performance of official District duties.

- (b) Reimbursement for travel, meals, and other actual and necessary expenses shall be in accordance with the District Travel Policy that applies to all District employees, and elected and appointed representatives.
- (c) Associated reimbursements by other, non-District agencies shall be deducted from the total reimbursement amount.
- (d) If a Director is reimbursed in full by a local agency for expenses incurred while acting in the role of a Director, he or she shall not be eligible for reimbursement by the District.
- (e) The Board in a public meeting shall approve all expenses that do not fall within the District Travel Policy before the expense is incurred.
- (f) Directors shall provide brief reports about the meetings attended at the expense of the District at the next regular meeting of the Board in which the member is in attendance. The report may be provided in writing or orally.

ARTICLE 8 BUDGET PROCESS

- (a) For each fiscal year (July 1st of each year to June 30th of the following year), the Board shall adopt a District budget for capital and operating expenses, as well as capital and operating revenues. The budget shall be inclusive of a determination of the amount of Transportation Development Act funds (TDA Funds) to be subvented to member jurisdictions to cover expenditures for operating and maintaining locally-owned transit services and capital needs.
- (b) The TDA Funds Base Year shall be Fiscal Year 2014/15, adjusted annually based on the Los Angeles area Consumer Price Index. Unless exempted by the enabling legislation, Member Agency expenditures of no more than ten percent (10%) above the adjusted base year for locally owned, maintained and operated transit services and capital needs for facilities shall be submitted to the District by no later than February 15th of each fiscal year as input to the budget development process. Expenditures in excess of the 10% above the adjusted Base Year shall be subject to the GCT capital planning process. The base year may be re-determined by Board action

- (c) The General Manager shall introduce a proposed budget by no later than the May meeting of the Board of Directors.
- (d) The Board shall adopt at least a preliminary budget by June 30th of each year, which shall serve as the tentative District budget pending adoption of a final budget. A final budget shall be adopted by no later than August 30th of each year.

ARTICLE 9 ORDINANCES AND RESOLUTIONS

- (a) Ordinances and /or Resolutions of the Board may be adopted conditionally and referred to the District Counsel for drafting in the proper form. Resolutions shall be numbered consecutively and annually and copies thereof shall be maintained by the Secretary of the Board and made available to the public.
- (b) A copy of each final Ordinance or Resolution shall be delivered to each Director and Member.

ARTICLE 10 APPEALS

- (a) All Board decisions are final. A motion to reconsider action taken by the Board may be made only on the day the action is taken. The motion to reconsider may be made only by a Director who voted with the prevailing side. This does not prevent a Director from making or remaking the same or any other motion at a subsequent meeting of the Board.
- (b) Any judicial review of a Board decision shall be undertaken within the time limits established by law, after exhaustion of any applicable administrative remedies.

ARTICLE 11 CONFLICT OF INTEREST AND ETHICS

Directors are subject to conflict of interest laws, including Government Code section 1090 and the 1974 Political Reform Act (Government Code Section 8100 et seq.), and must identify and disclose any conflicts and refrain from participating in any manner in matters in which they have a conflict in accordance with the applicable statutes. Directors agree to adhere to all relevant standards established by state or federal law regarding ethical behavior.

ARTICLE 12 AMENDMENT OF BYLAWS

- (a) These Bylaws shall be reviewed as necessary, but no fewer than every five (5) years as part of a strategic planning process. Recommendations for revisions shall be considered by the Board at a regularly scheduled Board meeting.
- (b) These Bylaws may be amended at any regular meeting of the Board upon the affirmative vote of the majority of voting members.

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