December 4, 2013

TO: Gold Coast Transit Board of Directors

FROM: Stevan P. Brown
General Manager

SUBJECT: Consider Approval of Draft Bylaws for the New Gold Coast Transit District

I. EXECUTIVE SUMMARY

As reported at the November 6th Board of Directors meeting, staff has worked with the ad hoc committee to develop draft bylaws for the Gold Coast Transit District that will spell out the structure and responsibilities of the new agency. Staff reviewed the draft bylaws with the Technical Advisory Committee (TAC) on November 25, 2013 at their regular meeting. Staff will incorporate any input from the Board of Directors at today’s meeting and will work with individual member agencies to schedule any desired local review of the draft bylaws.

RECOMMENDATION: It is recommended that the Board of Directors consider approval of the draft bylaws for the new Gold Coast Transit District.

II. DISCUSSION

The Board of Directors appointed Councilmember Jon Sharkey from Port Hueneme and Councilmember Bryan MacDonald from Oxnard to comprise the ad hoc committee to draft bylaws for the new Gold Coast Transit District. In advance of the ad hoc committee’s first meeting, staff developed draft language for the bylaws, using the enabling legislative wording, the existing JPA, and examples from other transit districts throughout California for reference. Staff worked with the TAC over the past couple months to address any issues that the TAC members had. General Counsel Nancy Kierstyn Schreiner reviewed the draft bylaws and provided edits to the TAC that generally streamlined and standardized the language, eliminated any duplication with specific sections of the legislation, and expanded upon some of the roles and responsibilities of the General Manager. TAC reviewed and approved the attached draft

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A Joint Powers Agency of:
City of Ojai • City of Oxnard • City of Port Hueneme • City of Ventura • County of Ventura
bylaws at their November 25th meeting with a recommendation to the Board for approval.

The bylaws cover the following topics:

- Composition and responsibilities of the Board of Directors
- Duties and powers of the General Manager
- Duties and powers of the District Counsel
- Meetings
- Voting
- Committees
- Compensation and Reimbursements
- Budget process
- Ordinances and Resolutions
- Appeals
- Conflict of Interest and Ethics
- Amendment of bylaws

III. SUMMARY AND RECOMMENDATION

The draft bylaws have been developed with the Ad Hoc Committee’s input and reviewed, edited, and approved by the TAC. After today’s Board of Directors meeting any additional inputs and corrections will be incorporated and the draft bylaws circulated to each member agency. Staff will work with each agency to schedule any desired local review of the draft bylaws. It is anticipated that a final draft of the bylaws will be submitted to the Board of Directors in the spring and presented to the new Gold Coast Transit District Board at their first meeting in July, 2014 for adoption.

RECOMMENDATION: It is recommended that the Board of Directors consider approval of the draft bylaws for the new Gold Coast Transit District.

Attachment
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 over any conflicts with the Bylaws. All references to section shall be 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 the 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 section 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 member shall automatically terminate upon the member ceasing to be a member of its governing body.
Section 1.3 Ex-Officio Members

The Board may appoint one or more ex officio members pursuant to adopted procedures pursuant to section 107010(c). Ex officio members shall not be entitled to vote, pursuant to Part 18, Division 10, Chapter 503 of the Public Utilities Code.

Add procedure for appointment of ex officio members

The 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. Ex officio members are not Directors.

Section 1.4 Chair and Vice Chair

(a) Pursuant to section 107011, The Board at its first meeting and annually thereafter shall at the first regular meeting in December of each calendar year elect one of its voting members to serve as Chair and one of its voting members 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 next succeeding calendar year.

(b) The Chair and Vice Chair shall serve a one-year (1 year) term.

(c) Duties and powers of Chair is defined as follows:

i. The Chair shall preside at all regular and special meetings. The Chair shall preserve order and decorum and shall 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, discuss and present any matter as a member of the Board without having to step down from the 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. Execute all documents approved by the Board
v. Be responsible to oversee that all actions of the Board are implemented and maintain consultations with the General Manager and legal counsel.

(d) Duties and powers of Vice Chair is defined 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 immediate past Chair 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. 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.

iii. In the event of a vacancy of both the Chair and Vice-Chair offices, the election 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 appoint, employ and select 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) Duties shall include the following:

i. All duties and responsibilities assigned, delegated or allowed by federal, state and local law, rule, statute, regulation and/or ordinance to the administrative head of a transit district.

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 disciplining 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, 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 Direct studies of organization, operation, functions and activities relating to the economy, efficiency and improvement of services and facilities.

viii Direct activities which fulfill all duties mandated by federal or state law, regulations or accreditation authority.

ix. All necessary activities related to federal and state legislative matters concerning public transportation in the District.

x. All necessary activities required of the Secretary to the Board.

xi. Such other duties and responsibilities as may be, from time to time, assigned or delegated by the District Board of Directors.

xii. The general manager may delegate certain duties and responsibilities to other staff where in the furtherance of District goals and objectives.

ARTICLE 3 DISTRICT COUNSEL

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

(a) The District Counsel shall be admitted to the practice of law in all 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 District and any officer or employee, in any and all actions and proceedings in which 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 control 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 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 district and amendments thereto.

vi. Perform such other acts relating to the office as the Board shall require.

vii. On vacating the office, surrender all books, papers, files, and documents, in any form, pertaining to 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 determined by a majority of the Board, 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 attention.

(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 according to the Ralph M. Brown Act: (Government. Code Section 54950 et seq.) and 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 Board members, 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 member of the Board 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 and 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/Executive Director has previously furnished each member with a synopsis thereof.
(c) The approved Minutes are 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 members of the Board 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 Board Members in attendance, the Chair may call for voting on a motion by voice vote without calling the roll. A member’s silence shall be recorded as a negative vote.

(b) Calling the Roll. Any voting member 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 Board Members 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 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 the following:

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 Board members on any committee must be less 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 members of the Board 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 this 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 Board of 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 include 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 member of the Board shall be eligible
to be paid a stipend for each Board meeting actually attended where a
quorum is present. An alternate shall be entitled to a stipend only if the
appointed member is not present at the meeting and only one stipend per
meeting shall be paid per jurisdiction.

(b) The monthly compensation amount 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 member of the Board 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 Board member is reimbursed in full by a local agency for expenses incurred while acting in the role of a District Board member, he or she shall not be eligible for reimbursement by 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) Board members 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 to June 30th), 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 base year for locally owned, maintained and operated transit services and capital needs for facilities shall be submitted to the District no later than February 15th of each fiscal year as input to the budget development process. Expenditures in excess of the 10% above the Base Year shall be subject to the GCT capital planning process.

(c) The General Manager shall introduce a proposed budget no later than the May meeting of the Board of Directors.

(d) The Board shall adopt at least a preliminary budget by June 30th, which shall serve as the tentative District budget pending adoption of a final budget. A final budget shall be adopted 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 to the Board Members and made available to the Public.

(b) A copy of each Ordinance or Resolution shall be delivered to each Board 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 was taken. The motion to reconsider may be made only by a Board member who voted with the prevailing side. This does not prevent a Board member 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.

ARTICLE 11 CONFLICT OF INTEREST AND ETHICS

Board members 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 such matters in accordance with the applicable statutes. Members of the Board 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 less 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.