

**WEST CONTRA COSTA TRANSPORTATION ADVISORY COMMITTEE  
BOARD OF DIRECTORS  
RULES AND PROCEDURES**

1. **Authority:**

1.1 The City of El Cerrito, a municipal corporation; the City of Hercules, a municipal corporation; the City of Pinole, a municipal corporation; the City of Richmond, a municipal corporation and charter city; the City of San Pablo, a municipal corporation; the County of Contra Costa, a political subdivision of the State of California; the Alameda-Contra Costa Transit District, a transit district organized and existing pursuant to the provisions of the California Public Utilities Code; the San Francisco Bay Area Rapid Transit District, a transit district organized and existing pursuant to the provisions of the California Public Utilities Code; and the Western Contra Costa County Transit Authority, a joint exercise of powers authority operating pursuant to Government Code section 6500, *et seq.* jointly exercise powers as the West Contra Costa Transportation Advisory Committee (“WCCTAC”), pursuant to a Joint Exercise of Powers Agreement (the “Agreement”) created under the Joint Exercise of Powers Act (California Government Code section 6500, *et seq.*). Section 9(A)(5) of the Agreement provides that the Board of Directors of WCCTAC (the “Board”) shall adopt such bylaws, rules or regulations for the conduct of its affairs as may be required. The following set of rules shall be in effect upon their adoption by the Board and until such time as they are amended or new rules adopted in the manner provided by these rules.

2. **General Rules:**

2.1 **Meetings to be Public:** All meetings<sup>1</sup> of the Board shall be open to the public. The meetings shall be open to the public in accordance with the provisions of the Ralph M. Brown Act, Government Code sections 54950, *et seq.* (the “Brown Act”).

2.2 **Quorum:** A majority of the members of the Board (6) shall constitute a quorum and be necessary for the transaction of business. If a quorum is not present, those in attendance will be named and they shall adjourn to a later time.

2.3 **Attendance:** A principal duty of a Board member is attendance at the monthly WCCTAC meetings. Board members are expected to attend all scheduled

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<sup>1</sup> Except where the Brown Act allows Closed Sessions.

meetings. If absence is unavoidable, the Board member should make efforts to have their Alternate attend and make efforts to notify WCCTAC staff. In addition, the Executive Director and the Legal Counsel shall attend all Board meetings, unless excused pursuant to the Rules and Procedures established herein.

2.4 Minutes of Proceedings: Minutes of the proceedings of the Board shall be kept by the Administrative Assistant and shall be entered in a book constituting the official record of the Board.

2.5 Right of the Floor at Meetings.

Board Members: Any Board member desiring to speak shall be recognized by the Chair, and shall confine his or her remarks to the subject under consideration or to be considered.

Right of Floor for Staff: The Chair may recognize WCCTAC staff where appropriate to receive professional advice and recommendations.

Right of Floor for Public: The Chair shall request that members of the public wishing to comment submit a speaker card. Members of the public shall be recognized by the Chair before speaking. The Board's responses to speakers will be as follows:

- ❖ Short answers by Board or staff as appropriate; or
- ❖ Item is directed to staff for later action/follow-up; or
- ❖ Item is placed on a future agenda

Conversation between the public and WCCTAC staff or the Board will only be allowed at the discretion of the Chair.

Members of the public will generally be permitted three (3) minutes per speaker, per agenda item. The Chair shall have the discretion to extend or reduce the three (3) minute time limit.

2.6 Executive Director: The Executive Director shall attend all meetings of the Board unless excused. The Executive Director shall designate at his/her discretion, WCCTAC staff representatives to sub-committees and/or commissions.

2.7 Legal Counsel: Legal Counsel shall attend all meetings of the full Board and shall, upon request, give an opinion, either written or verbal, on questions of law. At the request of the Board, Legal Counsel will also attend other

relevant meetings. Legal Counsel shall act as the Board's parliamentarian.

2.8 **Board Secretary:** Pursuant to Section 9(A)(2)(c) of the Agreement, the Executive Director shall serve as the Board Secretary and direct staff to prepare, distribute, and maintain minutes of Board meetings.

2.9 **Rules of Order:** "Rosenberg's Rules of Order" shall be adopted and govern the proceedings of Board meetings where they are not in conflict with these rules.

2.10 **Passage of a Motion:** Motions generally require approval of a simple majority for passage. In some circumstances, including suspension of the rules, a 2/3<sup>rd</sup> majority vote is required. A "majority" requires a majority vote of Board members present.

2.11 **Reconsideration:** Consistent with Rosenberg's Rules of Order a motion to reconsider a matter must be made at the same meeting where the item was first voted. At any subsequent meetings, reconsideration of a past vote requires the Board to suspend the rules by a two-thirds majority of Board members present. The motion to reconsider may only be made by a Board member who voted in the majority on the original motion.

### 3. **Types of Meetings:**

3.1 **Regular Meeting:** The Board shall meet in the City Council Chambers, City of El Cerrito City Hall, 10890 San Pablo Ave, El Cerrito, CA 94530 for regular, adjourned, and special meetings, unless circumstances require a change of meeting location. The regular Board meetings are generally to commence at 8:00 a.m. on the fourth Friday of each month unless otherwise specified. Regular board meetings are typically not scheduled in August and November with regular board meetings in December typically occurring on the second Friday.

3.2 **Special Meetings:** Special meetings may be called by the Board Chair or by a majority of Board members present. The call for a special meeting shall specify the date, the hour, and the location of the special meeting and it shall list the subject or subjects to be considered. No special meeting shall be held until at least twenty-four (24) hours after the call is issued. Only such business may be transacted at a special meeting as may be listed in the call for said meeting or an incident thereto.

3.3 Adjourned Meetings: Any meetings of the Board may be adjourned to a later date and time, provided that no adjournment shall be for a longer period than until the next regular meeting.

3.4 Closed Sessions: Closed sessions may be held by the Board in accordance with the provisions of the Brown Act.

4. **Chairperson and Duties:**

4.1 Chairperson: The Chair of the Board meetings shall be the Board Chair and in his/her absence, the Vice Chair. The Chair and Vice Chair shall be any member of the Board, shall be elected by the Board and shall serve for a one (1) year term in their respective positions, commencing February 1 of each year. The Board Chair and Vice Chair may serve more than one consecutive term. In the event that the Chair or Vice Chair vacates his/her position on the Board, the Board shall elect a member from the Board to fulfill the vacant position for the remainder of that term. In the absence of the Chair and Vice Chair, the Board shall temporarily elect a member from the Board to serve as the Chair Pro Tem. The Chair Pro Tem shall serve as the Chairperson. In the event the Chair or Vice Chair shall arrive late, the Chair Pro Tem shall relinquish the chair upon conclusion of the business then pending before the Board.

4.2 Call to Order: The meetings of the Board shall be called to order by the Chair or, in his/her absence, the Vice Chair.

4.3 Preservation of Order: The Chair shall preserve order and decorum and confine members in debate to the question under discussion. The public shall be held to the same standard.

4.4 Points of Order: The Chair shall determine all points of order, subject to the right of any member to appeal to the Board.

4.5 Questions to be Stated: The Chair shall summarize or re-state all questions submitted to a vote and announce the result. A roll call vote shall be taken upon the request of any member.

5. **Order of Business and Agenda:**

5.1 Agenda: The business of each meeting shall be as contained in the Agenda prepared by the Executive Director in consultation with the Chair. Board members seeking to have an item placed on the agenda may consult with the Chair.

Additionally, the Board may direct staff at a Board meeting to place a matter of business on a future agenda. The agenda shall be a listing by topic of subjects to be considered by the Board, and shall be delivered to members of the Board prior to the meeting to which it pertains within the time frame established by the Brown Act.

5.2 Non-Agendized Items: In accordance with the Brown Act, on their own initiative or in response to questions posed by the public, a Board member or staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, the Board may provide a reference to staff or other resources for factual information, request staff to report back to the Board at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.

5.3 Conflicts of Interest: Any Board member with a conflict of interest in any item shall disclose the nature of the conflict of interest, consistent with Fair Political Practices Rules and Regulations if applicable, following the announcement of the agenda item for which a conflict exists and recuse himself/herself prior to the presentation and consideration of the item. The Board member may return following conclusion of the item. Board members with a conflict of interest are encouraged to consult with the Managing Director and Legal Counsel prior to the meeting containing the relevant agenda item.

**6. Duties of Executive Director:**

6.1 Expenditure Limit: Consistent with the Agreement, the Executive Director may approve contracts for the procurement of services, supplies and equipment up to a value of \$10,000 without Board approval.

6.2 Procurement: The Executive Director may procure services, supplies and equipment consistent with rules and regulations adopted by the Board.

6.3 Personnel: The Executive Director may adopt or amend personnel rules for WCCTAC staff pursuant to resolutions adopted by the Board.

6.4 Notice of Absence: The Executive Director shall notify the Chair and/or the Board of Directors about any leaves of absences, such as vacations or extended sick time.

**7. Creation of Committees and Appointment to CCTA:**

7.1 Ad Hoc Subcommittees: The Board may create a temporary ad hoc subcommittee to assist in the conduct of the operation of WCCTAC with such

duties as the Board may specify which are not inconsistent with the Agreement. The ad hoc subcommittee shall be comprised of solely less than a quorum of the Board and shall be appointed for the accomplishment of a limited special purpose. Ad hoc subcommittees are not subject to the Brown Act consistent with California Government Code section 54952(b).

7.2 Standing Committees: The Board may appoint a standing committee with continuing subject matter jurisdiction or a fixed schedule to assist in the conduct of the operation of WCCTAC with such duties as the Board may specify which are not inconsistent with the Joint Powers Agreement. Standing committees are subject to the Brown Act consistent with California Government Code section 54952(b).

7.3 Committee Membership and Selection: Membership and selection of committee members shall be as provided by the Board. Any committee so created shall cease to exist upon the accomplishment of the limited special purpose for which it was created, or when abolished by a majority vote of the Board. No committee so appointed shall have powers other than advisory to the Board or to the Executive Director, except as otherwise specified.

7.4 Removal of Committee Members: The Board may remove any member of a committee created by the Board, with or without cause.

7.5 Appointment to Contra Costa Transportation Authority (CCTA): The WCCTAC City and County Board members shall appoint CCTA Board member representatives. CCTA Board members appointed by WCCTAC shall serve as representatives of the region served by WCCTAC and not as representatives of any particular Board member jurisdiction. Representatives serve two-year terms and are elected in alternating years, resulting in an “odd year” representative and an “even year” representative. A single alternate representative shall also be appointed each year. The alternate sits on the CCTA Board if one of the representatives is unavailable. Consistent with CCTA bylaws, the alternate will also serve on CCTA committees in the event that a CCTA representative is unavailable.

## 8. Citizen Rights:

8.1 Public Comment: Members of the public desiring to address the Board or a duly established committee of the Board shall first be recognized by the Chair. No questions shall be asked by the Board members, except through the Chair.

8.2 Disorderly Conduct at Meetings: Any person disrupting the orderly conduct of the Board's meeting shall be warned once to cease and desist. Continued disruption may cause the Chair to:

- request the disruptive person to leave;
- call a recess of the meeting; or,
- clear the meeting room.

8.3 Written Communications: Interested parties, or their authorized representatives, may address the Board by written communication in regard to any matter concerning the Board's business or over which the Board has control at any time by mail, email, or fax by addressing the Executive Director, and copies will be distributed to the Board members.

## **9. Amendments:**

9.1 Amendment of These Rules: The Board may amend these rules and procedures or adopt new rules and procedures by a vote of the majority of the full Board.

## **10. Board Member Rules of Conduct and Requirements:**

10.1 Meeting Preparation: Board members should be prepared to attend all meetings of the Board. Board members should prepare themselves for all meetings by reading and reviewing the agenda and supporting material provided to them.

10.2 Closed Session: Board members shall keep discussions in Closed Session confidential.

10.3 Conduct: Board member conduct should reflect the highest community and ethical standards, while attending meetings or functions on behalf of WCCTAC., Board members should avoid circumstances and situations that could bring embarrassment or disrepute upon WCCTAC. The Board shall adopt a code of conduct to be signed by each individual Board members.

10.4 AB 1234 Ethics Training: Pursuant to the requirements of Assembly Bill 1234, as codified in California Government Code sections 53234 *et seq.*, Board members are required to complete the following training in general ethics principles and ethics laws and provide documentation to WCCTAC staff:

- ❖ Each Board member must complete at least two hours of training in general ethics principles and ethics laws relevant to his or her public

service no later than one year from the first day of service as a Board member pursuant to subdivision (b) of Section 53235.1 of the Government Code.

- ❖ Each Board member must complete at least two hours of training in general ethics principles and ethics laws relevant to his or her public service every two years pursuant to subdivision (b) of Section 53235 of the Government Code.

10.5 Statement of Economic Interests: Members of the Board shall prepare and file a statement of economic interest with WCCTAC as required by California Government Code sections 87200, *et seq.* (Form 700)

## **11. Board Procedures in the Event of Misconduct or Malfeasance of Office**

The Board may, in the event that a Board member engages in conduct in contravention to the above rules, or should a Board member's action(s) amount to misconduct or malfeasance of office, as determined by the Board, discipline the Board member to the extent allowed by law. The following disciplinary actions may individually or collectively be imposed in the event of Board member misconduct or malfeasance of office. The list below is not exclusive and the Board has discretion to fashion other appropriate sanctions as may be allowed by law. Any final disciplinary action must be taken in an open meeting of WCCTAC.

11.1 Public Reprimand: The Board, by a majority vote, may publicly reprimand one of its members for any conduct found to be misconduct or malfeasance of office.

11.2 Removal of Committee Assignments and Official Duties: The Board may remove a Board Member or Members from any and all Board or committee assignments. Official duty assignments may include, without limitation, official appearances at public events, speaking engagements to federal, state or local organizations, public relations events, etc., where the Board Member or Members are officially appearing on behalf of WCCTAC in their official capacity.

11.3 Vote of Censure: The Board may, by majority vote, pass a resolution of censure of a Board member.