



Meeting Date: June 26, 2019

Agenda Item: # 14

AGENDA SUMMARY REPORT

SUBJECT:

Resolution 2018-09 Adoption of Amended MTA Board of Directors Bylaws

SUMMARY:

The MTA Board of Directors Bylaws were adopted in July, 2007. In consideration of the time passed, staff requested that MTA's legal counsel, Sloan and Sakai in Sacramento review the bylaws and updated as needed. Legal counsel's response is presented to the Board of Directors for approval.

STAFF RECOMMENDATION:

Adoption of Resolution 2018-09, updating the MTA Board of Director Bylaws as presented.

ATTACHMENTS:

MTA Board of Directors Amended Bylaws
Resolution #2018-09

**MENDOCINO TRANSIT AUTHORITY
RESOLUTION 2018-09
ADOPTION OF AMENDED BYLAWS**

BE IT RESOLVED by the Board of Directors of Mendocino Transit Authority that the Mendocino Transit Authority Bylaws dated June 26, 2019, are hereby adopted in the form presented at this meeting.

ATTEST: Adoption of this Resolution was Moved by Director _____ and Seconded by Director _____ at a regular meeting of the MTA Board of Directors on June 26, 2019 by the following roll call vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

James W. Mastin, Chairman

Carla A. Meyer, General Manager

MENDOCINO TRANSIT AUTHORITY BYLAWS

Adopted on ~~July~~June 26, ~~2007~~2019

ARTICLE I – NAME

The name of this Board shall be Mendocino Transit Authority Board of Directors, hereinafter referred to as the “Board.”

ARTICLE II – OFFICERS

Section 1. Chair. The Chair of the Board shall be elected by a majority ~~of its members~~vote, as set forth in Article V (“Majority Vote”). The term of the Chair shall be two years, beginning July 1 of odd-numbered years. The Chair may succeed him/herself. ~~The duties of the Chair—~~include: The Chair shall preside over and conduct all meetings of the Board, be entitled to vote on all matters before the Board, make or second any motion, and present and discuss any matter as a member of the Board. The Chair shall preserve order and decorum, and shall decide questions of order and procedure not otherwise provided for in these Bylaws. The Chair shall appoint standing and ad hoc committees as needed and shall be responsible for any other duties described in Robert’s Rules of Order.

~~Presides over meetings~~

~~Affixes signature to Board documents~~

~~Sets up Agendas~~

~~Appoints standing and ad hoc committees~~

~~Shall assume any other duties as described in Robert’s Rules of Order~~

Section 2. Vice Chair. The Vice Chair of the Board shall be elected by a ~~majority of its members~~Majority Vote. The term of the Vice Chair shall be two years, beginning July 1 of odd-numbered years. The Vice Chair shall perform the duties of the Chair in the absence of the Chair.

Section 3. Committees. The Chair may appoint a Budget Committee annually to work with staff to develop a draft budget and shall appoint standing and ad hoc committees as appropriate.

ARTICLE III – MEMBERSHIP

Section 1. Members. The membership of the Board ~~comprises~~is comprised of:

- One (1) appointee from each City Council in Mendocino County
- Three (3) appointees from Mendocino County Board of Supervisors.

Section 2. Term of Office. Board members shall serve two-year, staggered terms (see Joint Powers Agreement Section 7) and may be re-appointed for successive terms. Exceptions are:

1. A conflict of interest.
2. An appointee resigns or is replaced by the appointing agency.
3. Members originally appointed to fill a vacant term shall serve the balance of that term plus one full term.

Section 3. Absences. If any member is absent from four meetings in any 12 month period, the Chair shall be authorized to ~~contact~~ take appropriate action, up to and including contacting the appointing agency to reconsider its MTA appointment due to lack of attendance.

Section 4. Duties of Members. All members of the Board shall comply with the following requirements of conduct. If any member violates these requirements repeatedly, the Chair shall be authorized to take appropriate action, up to and including contacting the appointing agency to reconsider its MTA appointment due to such violations.

A. Norms and Expectations. Members shall:

1. Act in the best interests of MTA at all times;
2. Treat each other, staff, and members of the public with dignity, courtesy, and respect;
3. Be attentive to others, limiting interruptions and distractions; and
4. Start and end meetings on time, work from an agenda, and be present, attentive, and prepared.

B. General Conduct. Members shall:

1. Be fair, impartial, and unbiased when voting on quasi-judicial actions;
2. Wait to be acknowledged by the Chair before speaking;
3. Preserve order and decorum during the meeting; and
4. Refrain from disclosing the confidential information of MTA, including any information disclosed during executive sessions.

C. Conduct with Executive Director and MTA Staff. Members shall:

1. Speak only with the Chair or Executive Director concerning any issues and concerns, including any concerns about staff performance;
2. Treat MTA staff professionally and refrain from publicly criticizing individual employees; and
3. Avoid involvement in personnel issues except during the Board's executive sessions concerning hiring, firing, promoting, disciplining, and other personnel matters.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings. Regular monthly meetings shall be scheduled by a ~~majority vote of the members of the Board~~ Majority Vote and may be rescheduled or canceled at the discretion of the Chair, or by a ~~majority vote of the members of the Board~~ Majority Vote.

Section 2. Special Meetings. Special meetings may be called out the discretion of the Chair, or by a ~~majority vote of members of the Board~~ Majority Vote.

Section 3. Quorum. A quorum shall consist of four (4) members of the Board.

Section 4. Order of Business. Business at meetings shall be conducted under the following order or as revised by the Chair:

Call to order/roll call
Approval of Minutes
Reports (including Caltrans and MCOG)
Action Items
Matters from Directors
Correspondence
Miscellaneous
Adjournment

Section 5. Agenda Changes. Items (untimed) may be taken out of order at the request of any member with the concurrence of the Chair.

Section 6. Approval of Minutes. Minutes of any previous meeting may be approved by a simple majority vote of members who were present at that meeting. Failing a quorum of those members, the Chair of the subject meeting may approve the minutes.

Section 7. Public Comment.

- A. A reasonable time near the beginning of each regular meeting shall be set aside for public input and comment on matters within the Authority's subject matter jurisdiction. All public input and comment on matters on the agenda shall be made at the time that it is taken up by the Board unless the Chair directs otherwise. On matters scheduled for public hearing, the public will be given a reasonable opportunity to comment before or during the Board's consideration of the matter.
- B. The Chair may limit the time of individual public comment upon a particular issue to three (3) minutes. However, if an individual represents a group, the Chair may extend that individual's time for public comment to five (5) minutes.

Section 8. Robert's Rules of Order. All rules not herein provided shall be determined by Robert's Rules of Order.

Section 89. Open Meetings. Meetings shall comply with the Ralph M. Brown Act. Matters raised at a meeting which may not be acted upon pursuant to the Brown Act shall, at the direction of the Chair, be referred to staff or placed on the agenda of the Authority's next meeting.

ARTICLE V – VOTING

Section 1. Voting. Voting shall be by members present. There shall be no proxy vote. The voting shall be by voice vote, except that any member may call for a roll call vote. Resolutions shall be by roll call vote. All actions require an affirmative vote by a majority of the sitting board members, present or not. ("Majority Vote"). Reconsideration of a motion can be made only by a member on the prevailing side and must be reconsidered at the following meeting.

Section 2. Conflict of interest. When any member becomes involved in any business or personal dealings which is, or could be considered, a direct conflict of interest, that person shall remove himself/herself from any further involvement in that issue. This includes forfeiture of vote.

ARTICLE VI – EXECUTIVE SESSION

The Board reserves the right to hold executive sessions at any time for any reason permitted by the Ralph M. Brown Act, including to consider the employment of, or dismissal of, an employee or contractor, real property negotiations, and litigation. Such executive sessions shall be called by Chair and shall comply with all provisions of the Ralph M. Brown Act.

ARTICLE VII – AMENDMENTS

The Bylaws of the Board shall be amended only with ~~the approval of a majority of~~ a Majority Vote.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the ~~sitting board members, present or not~~ Secretary of the Mendocino Transit Authority and that the above Bylaws, consisting of four (4) pages, are the Bylaws of the Authority adopted at a meeting of the Board of Directors held on June 26, 2019.

On behalf of the PARTIES and the MTA, this MOU is executed, effective on the date first above written.

SECRETARY

DATED: _____, 2019

MENDOCINO TRANSIT AUTHORITY BYLAWS

Adopted on June 26, 2019

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