

## **Bylaws of the Transbay Joint Powers Authority Citizens Advisory Committee**

### **ARTICLE 1 - NAME**

Section 1. The name of this committee shall be the "Transbay Joint Powers Authority Citizens Advisory Committee" ("TJPA CAC" or "Committee"). The Committee shall advise the TJPA Board of Directors on matters of public interest to the Transbay Transit Center Program.

### **ARTICLE 2 - MEMBERSHIP**

Section 1. Composition of the Committee. The Committee is composed of fifteen voting members to be appointed by the TJPA Board of Directors, plus one non-voting TJPA staff member liaison who will serve as a tie-breaker if necessary. The non-voting staff liaison shall be appointed by the TJPA Executive Director. Voting members are appointed for two-year terms, except seven members will serve an initial one year term upon creation of the body. Interested members of the public may submit an application for membership to TJPA staff. Priority will be given to those who currently sit on another regional Citizens Advisory Committee that advises on matters relevant to the Transbay Transit Center. Staff will review applications and make recommendations to the TJPA Board of Directors for membership. Voting members shall represent each of the following categories:

1. Daily Caltrain Rider into San Francisco
2. Daily AC Transit Transbay Rider into San Francisco
3. Daily MUNI Rider on a line that terminates or passes through the Transbay Terminal
4. Local Resident from District 6 (zip code 94105 or 94107)
5. Local Business from District 6 (zip code 94105 or 94107)
6. Environmentalist
7. Member of a planning or good-government non-profit organization
8. Representative from labor
9. Bicycle advocate
10. Disabled advocate
11. San Francisco based public transit advocate
12. Regional transit advocate
13. Regional transit advocate
14. Member of the citywide (San Francisco) business community
15. Member with expertise in real estate development or real estate finance

The TJPA shall appoint Committee members that represent the diversity of the Bay Area.

Section 2. Attendance at Meetings. Committee members shall regularly attend the meetings of the Committee. The Committee Secretary shall record attendance at Committee meetings. In the event that a member misses more than four meetings in any twelve-month period, the Committee Secretary shall notify the TJPA. The TJPA shall have discretion to declare the non-attending member's place on the Committee vacant under Section 4 of these Bylaws and request that the Board of Directors replace the non-attending member.

Section 3. Terms. At the first regular meeting following adoption of these Bylaws, terms of the fifteen inaugural voting members of the Committee shall be staggered by drawing their names and assigning seven to serve for a term ending one year from the first meeting, and eight to serve a term ending two years from the date of first meeting. The Committee Secretary shall notify all members of the terms for the initial appointees. Each member shall be eligible to serve a maximum of three consecutive terms. All subsequent members shall serve a two-year term, with a maximum of three consecutive terms.

Section 4. Vacancies. When a vacancy occurs for any reason the Committee Secretary shall notify the TJPA staff and Board of Directors. The TJPA staff shall recommend a replacement from the same membership category as the replaced member, from submitted applications. The TJPA Board of Directors shall approve any replacement. Members filling vacancies shall serve until the end of the replaced member's term.

#### ARTICLE 3 - OFFICERS AND STAFF

Section 1. Chair and Vice-Chair. The officers of the Committee shall be a Chair and a Vice-Chair. At the first regular meeting of the Committee after the 1st day of March each year, the members of the Committee shall elect officers from among their number. The officers shall take office on the date of their election. The Chair shall preside at all meetings of the Committee, shall preserve order and decorum, shall decide all questions of order raised by any member, and shall determine the agenda for each meeting in consultation with TJPA staff. The Chair shall have the right to participate in the proceedings of the Committee. The Chair shall represent the Committee before the TJPA Board of Directors. In the absence of the Chair, the Vice-Chair shall preside until such time as the Chair returns or until the next scheduled election. In the absence of both the Chair and the Vice-Chair, the members shall select by motion a member to preside over the meeting.

Section 2. Secretary. The Executive Director of the TJPA shall appoint a staff person to serve as Secretary. The Secretary is not a member of the Committee and has no vote. The duties of the Secretary are to act as custodian of the records of the Committee, to make a complete record of the proceedings of the Committee, and to perform other functions directed by the Committee or by these Bylaws.

#### ARTICLE 4 - MEETINGS

Section 1. Open and Public Meetings. All meetings of the Committee shall be open and public, and all persons shall be permitted to attend any meeting of the Committee.

Section 2. Regular Meetings. The Committee shall hold regular monthly meetings. The Committee shall only meet as a Committee of the whole.

Section 3. Special Meetings. Special meetings of the Committee may be called at any time by the Chair or by a majority of the members of the Committee by delivering written notice to each member of the Committee and to members of the public and the media

who have requested such notice in writing. Such notice must be delivered at least 72 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. The Committee shall not consider any business other than that identified in the notice of the special meeting. Each special meeting shall be held at the regular meeting place of the Committee, except that the Committee may designate an alternate meeting place provided that such alternate location is specified in the notice of the special meeting and provided that the notice of the special meeting shall be given at least 10 days prior to said special meeting being held at an alternate location. This provision shall not apply where the alternative meeting location is located within the same building as the regular meeting place.

Section 4. Quorum. Eight members constitute a quorum. In the absence of a quorum the Committee may adjourn or may reschedule the meeting to a specific date and time.

Section 5. Cancellation of Meetings. The Chair, or by resolution adopted by a majority of the Committee may cancel a meeting with 72 hours notice. In the event of a meeting cancellation, the Secretary shall provide a notice stating the date, time, and place of the next meeting of the Committee.

Section 6. Public Comment. Every agenda for regular and special meetings shall provide an opportunity for members of the public to address the Committee on any item of interest concerning the Transbay Transit Center Program.

Section 7. Agenda. At least five days before each regular meeting the Secretary shall send a copy of the agenda of the meeting to each Committee member and member of the public who has requested in writing to receive the agendas of Committee meetings. Committee members shall also receive the printed materials referenced in the agenda, provided they are a reasonable size. In addition, all printed materials referenced in the agenda of the Committee shall be available for public review at the offices of the TJPA.

Section 8. Vote Required. Except as otherwise herein provided, an affirmative vote of one more than fifty percent of a quorum shall be required for the passage of any resolution, or for the passage of any other motion. Procedural motions shall only require an affirmative vote of a majority of members present.

Section 9. Adjournment of Meetings. The Committee may adjourn any regular or special meeting to a time and place specified in the order of adjournment.

Section 10. Minutes of Proceedings. The Secretary shall record the vote on all resolutions and minutes on all other questions. A draft of the minutes shall be available for inspection and copying no later than ten working days following each meeting. The officially adopted minutes shall be available for inspection and copying no later than five working days following the meeting at which the minutes are adopted.

## ARTICLE 5 - PARLIAMENTARY PROCEDURE

Section 1. Parliamentary Authority. The rules of parliamentary practice set forth in Robert's Rules of Order shall govern all meetings of the Committee, except as provided for in these Bylaws.

Section 2. Rules of Debate. When a member desires to address the Committee, the member shall seek recognition by addressing the presiding officer and, when recognized, shall proceed to speak, confining comments to the question before the Committee. No discussion shall take place until a resolution or a calendared item has been introduced.

Section 3. Privilege of Floor and Public Participation. The privilege of the floor shall be granted to any member of the public or officers of the member agencies of the TJPA or their duly authorized representatives for the purpose of commenting on any question before the Committee. Each person wishing to speak on an item at a regular or special meeting shall be permitted to be heard once per item for up to three minutes. The presiding officer shall be the judge of the pertinence of such comments and have the power to limit this privilege if in the presiding officer's opinion the comments are not pertinent to the question before the Committee or the comments are merely reiterative of points made by previous speakers.

Section 4. Agenda Changes or Continuances. Any agenda change or continuance shall be announced at the beginning of the Committee meeting, or as soon thereafter as the change or continuance becomes known to the presiding officer.

#### ARTICLE 6 - ADOPTION AND AMENDMENT

Section 1. Adoption of Bylaws. The TJPA Board of Directors may adopt the Bylaws by a vote of a majority of the members of the Board. When adopted, the Bylaws shall remain in effect unless suspended or amended as provided herein.

Section 2. Suspension of the Bylaws. Except for this rule and such other of these Bylaws that are restatements of provisions of the bylaws or resolutions of the TJPA Board of Directors, or other provisions of law, any of these Bylaws may be suspended by the affirmative vote of the majority of the members of the TJPA Board of Directors, provided that such suspension is entered upon the minutes of the Committee. A motion to suspend the Bylaws may be debated by the Committee.

Section 3. Amendments or Changes to Bylaws. An amendment or change to the Bylaws may be made only by vote of a majority of the members of the TJPA Board of Directors.

ADOPTED October 27, 2006  
AMENDED February 15, 2007