

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS  
RULES OF ORDER**

**ARTICLE I – AUTHORITY**

The Transbay Joint Powers Authority (“Authority”) adopts these Rules as required by Section 7.6 of the Authority Bylaws, to govern the conduct of meetings of the Board of Directors (“Board”). In the event of a conflict between these Rules and the Bylaws, the Bylaws shall govern.

**ARTICLE II – DIRECTORS AND OFFICERS**

**Section 1. Chair of the Board**

The Chair shall call Board meetings to order, preside at all meetings and shall perform other duties as necessary or incidental to the office. The Chair may create committees to perform advisory functions as he/she shall determine, and may appoint and remove at his/her pleasure, members from such committees. Every regular and special meeting agenda shall be approved by the Chair prior to posting by the Secretary.

**Section 2. Vice-Chair of the Board**

In the absence or inability of the Chair to act, the Vice-Chair shall take the place of and perform the duties of the Chair.

**Section 3. Executive Director**

The Executive Director shall provide a report to the Board at every regular meeting to update the Directors on matters within the Authority’s jurisdiction. Items for consideration by the Board at any meeting will be scheduled at the discretion of the Executive Director or Chair

**Section 4. Chief Financial Officer**

The Chief Financial Officer shall provide a report to the Board on the Authority’s finances at regular meetings or upon the request of any Board member. The report of the Chief Financial Officer shall be listed on the agenda as an action or discussion item at the discretion of the Chair.

**Section 5. Secretary of the Board**

The Secretary of the Board shall call the roll at each Board meeting, call each item on the agenda, and record all votes by Directors. The Secretary shall assist the presiding officer as necessary to assure that meetings are orderly. The Secretary shall maintain a file of all written communications received by the Authority, and shall file all recordings and meeting minutes as provided in Article IV, Section 7.

## **ARTICLE III – PUBLIC PARTICIPATION**

### **Section 1. Open Meetings**

Official business of the Authority shall be conducted through open and public meetings in accordance with the Ralph M. Brown Act (commencing with Section 54590 of the California Government Code). The Authority shall provide for increased public notice as set forth in these Rules of Order.

### **Section 2. Public Participation**

The Authority shall encourage and permit public comment on matters within the Authority's jurisdiction. The Chair or presiding officer shall request public comment before Board action is taken any item on the official agenda.

## **ARTICLE IV – MEETINGS AND ORDER OF BUSINESS**

### **Section 1. Meeting Times and Location**

The Board shall hold regular meetings on the second Thursday of the month at 9:30 a.m., beginning July 10, 2008, in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The Board shall not meet during the week of Thanksgiving, and shall not meet between December 24th and December 31st.

### **Section 2. Special Meetings and Closed Sessions**

The Board may hold special meetings at the call of the Chair or Vice-Chair, or upon the written request of four Directors. Special meetings may be held at the regular meeting location, or at an alternate location, in accordance with Section 54956 of the Brown Act. The Board may also meet in closed session in accordance with the Brown Act. After every closed session, the Board shall reconvene in open session and publicly report any action taken in closed session as required by Section 54957.1 of the Brown Act.

### **Section 3. Posting of Agenda**

At least 72 hours before any meeting the Board Secretary shall post an agenda containing a general description of each item of business to be transacted or discussed at the meeting. The agenda shall be posted in a location that is freely accessible to the public, and on the Authority's Internet site. The Secretary shall provide copies of each meeting's agenda directly to the public agency members of the Authority for posting within each member's geographic area of jurisdiction.

### **Section 4. Agenda - General Public Comment**

The agenda for every regular and special meeting of the Authority shall provide a time for general public comment, and the presiding officer shall allow members of the public to

address the Board of Directors on items of interest to the public that are within the jurisdiction of the Authority. During the public comment period members of the public may address the Board for up to three minutes. The Chair or presiding officer may limit the total amount of time allocated for public testimony on particular issues and for each individual speaker, when necessary to allow other individuals to speak or to maintain order. At the conclusion of public comments the Board may refer the proposal to the Executive Director or staff for review.

## **Section 5. Order of Business**

The Order of Business for regular meetings shall be as follows:

1. Call to Order
2. Roll Call
3. Communications
4. Board of Director's New and Old Business
5. Executive Director's Report
6. Public Comment
7. Calendar Matters
8. Adjournment

No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that Board members, officers and staff may briefly respond to statements made or questions posed by members of the public during any public comment period. Notwithstanding the foregoing limitation, the Board may take action on items of business not appearing on the agenda in an emergency, where immediate action is needed on an item which became known after the agenda was posted, or where the item was continued from a prior meeting, provided that the Board identifies the item and votes to proceed as required by Section 54954.2 of the Brown Act.

## **Section 6. Agenda Changes or Continuances.**

Any agenda change or continuance shall be announced at the beginning of the meeting, or as soon thereafter as the change or continuance becomes known to the presiding officer.

## **Section 7. Minutes of Proceedings**

The Secretary shall audio record each regular and special meeting and shall create a minute book for all closed sessions. The Secretary shall record the vote on all resolutions, motions and all other questions and make a draft of the minutes available for inspection and copying no later than ten working days after the meeting. The officially adopted minutes must be available for inspection and copying no later than ten working days after the meeting at which the minutes are adopted.

# **ARTICLE V – PARLIAMENTARY PROCEDURE**

## **Section 1. Quorum**

Authority business shall be conducted by the Board of Directors only when a quorum of the Board is present. The term “quorum” shall mean 70% (i.e., 5 out of 7 ~~4 of 5~~) of the Directors of the Authority. Board Committees are not subject to the quorum rule.

**Section 2. Rules of Debate.**

When a Director desires to address the board, the member shall seek recognition by addressing the presiding officer, and when recognized, shall proceed to speak, confining comments to the question before the Board. No discussion shall take place until a resolution or a calendared item has been introduced. The Secretary of the Board shall act as parliamentarian and determine all questions of order.

**Section 3. Majority Vote.**

The Board may act by resolution or motion. All official acts of the Board in open meetings shall be taken by majority vote of the members present (i.e., at least 3 ayes if 5 members are present, at least 4 ayes if either 6 or 7 members are present), on a resolution or motion introduced and seconded by a Director, after allowance for discussion by the Board and public comment.

**ARTICLE VI - RULES OF ORDER**

**Section 1. Adoption of Rules of Order.**

The adoption of the Rules of Order shall be by motion and shall require an affirmative-recorded vote of a majority of the members of the board. When adopted, such Rules of Order shall remain in effect, unless suspended or amended as provided herein.

**Section 2. Suspension of the Rules of Order.**

Except for this rule, and as authorized by other provisions of law, any of these Rules of Order may be suspended by the affirmative vote of the majority of the members of the Board, provided that such suspension is entered upon the minutes of the Board. A motion to suspend the rules is an official action subject to Article V, Section 3.

**Section 3. Amendments to Rules of Order.**

An amendment to the Rules of Order may be adopted by the affirmative vote of a majority of the members of the board.

AMENDED: November 9, 2017  
AMENDED: May 15, 2008  
AMENDED: May 30, 2003  
ADOPTED: June 12, 2001