



BEFORE THE BOARD OF DIRECTORS OF THE SANTA CRUZ METROPOLITAN TRANSIT DISTRICT

Resolution No. 18-01-02
On the Motion of Director: Cynthia Mathews
Duly Seconded by Director: John Leopold
The Following Resolution is Adopted:

A RESOLUTION ADOPTING REVISIONS TO TITLE 1, CHAPTER 2 OF THE SANTA CRUZ METROPOLITAN TRANSIT DISTRICT ADMINISTRATIVE CODE

WHEREAS, the Santa Cruz Metropolitan Transit District was created pursuant to the "Santa Cruz Metropolitan Transit District Act of 1967" as codified in Public Utilities Code sections 98000 et. seq; and

WHEREAS, the Board of Directors of the Santa Cruz Metropolitan District may take all actions necessary for the proper administration of the affairs of the district; and

WHEREAS, the Board of Directors pursuant to its authority established an Administrative Code for the proper administration of the District, which Code incorporated the Bylaws of the Board of Directors as Title I, Chapter 2; and

WHEREAS, the Board of Directors desires to adopt revisions to its Bylaws.

NOW THEREFORE, BE IT RESOLVED by the Santa Cruz Metropolitan Transit District as follows:

Revisions to Title I, Chapter 2 of the Administrative Code of Santa Cruz Metropolitan Transit District are hereby adopted by the Board of Directors as set forth in Exhibit A to this Resolution.

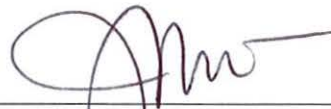
PASSED AND ADOPTED by the Board of Directors of the Santa Cruz Metropolitan Transit District on January 26, 2018, by the following vote:

AYES: Directors Bottorff, Chase, Dutra, Hagen, Leopold, Lind, Mathews, McPherson & Rotkin

NOES: None

ABSTAIN: None

ABSENT: Directors Rios and Rothwell



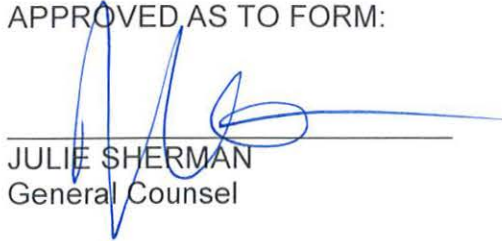
JIMMY DUTRA
Chairperson

ATTEST:



ALEX CLIFFORD
CEO/General Manager

APPROVED AS TO FORM:



JULIE SHERMAN
General Counsel

Exhibit A

SANTA CRUZ METROPOLITAN TRANSIT DISTRICT

ADMINISTRATIVE CODE

TITLE I – ADMINISTRATION

CHAPTER 2

BYLAWS

Table of Contents:

Article I	Regular Meetings
Article II	Agenda
Article III	Special Meetings
Article IV	Emergency Meetings
Article V	Directors
Article VI	Presiding Officers
Article VII	Conduct of Meeting
Article VIII	Quorum
Article IX	Adjournment/Continuances
Article X	Minutes
Article XI	Public's Role in Meetings/Public Hearings
Article XII	Resolutions, Ordinances and Motions
Article XIII	Method of Voting
Article XIV	Committees and Appointments
Article XV	Official Bulletin Board
Article XVI	Other Offices

Exhibit A

Article I Regular Meetings

§1.2.101 Regular Meetings; Time

- A. Regular meetings (generally televised) of the Santa Cruz Metropolitan Transit District (METRO) Board of Directors shall be held on the fourth Friday of each month. The Board of Directors may establish the time for the commencement and duration of its meetings as necessary through Board action.
- B. No regular meetings will be scheduled during the month of July.
- C. If a regular meeting falls within 5 working days of a recognized METRO holiday, i.e., Thanksgiving, Christmas or New Year's Day, the Board of Directors shall reschedule the meeting to a more convenient date. The regular meeting schedule shall be published for the upcoming year and approved by the Board of Directors prior to the start of the New Year. This schedule shall include the date, location and commencement time for each regular meeting of the Board of Directors and shall be posted on METRO's website, and METRO's official Bulletin Board throughout the year.
- D. In order to ensure a full 30 days public review of the proposed annual budget, the May Board meeting may be scheduled earlier than the fourth Friday of the month.
- E. Notwithstanding the above, the Board may take action to change the date and location of any Board meeting as long as the public is provided reasonable notice of the change via the METRO's website and METRO's official Bulletin Board, located at the Administrative Office of the Santa Cruz Metropolitan Transit District.
- F. Board Standing Committees and Ad Hoc Committees
 - i. Board Standing Committees and Ad Hoc Committee meetings will be scheduled when most convenient to the members of the Committee
 - ii. Board Directors are encouraged to block their calendar for the second Friday of every month to help facilitate a meeting time for Standing and Ad Hoc Committee meetings.

§1.2.102 Regular Meetings; Place

- A. The Regular monthly meeting(s) of the Board of Directors may occur at any of the following venues, except when the Board of Directors' regular meeting schedule sets forth a different location:

Exhibit A

- i. Capitola City Council Chambers, 420 Capitola Avenue, Capitola, CA 95010
 - ii. Santa Cruz City Council Chambers, 809 Center Street, Santa Cruz, CA 95060
 - iii. Scotts Valley City Council Chambers, One Civic Center Drive, Scotts Valley, CA 95066
 - iv. Watsonville City Council Chambers, 475 Main Street, Watsonville, CA 95076
 - v. Santa Cruz METRO Administrative Offices, 110 Vernon Street, Santa Cruz, CA 95060
- B. If, by reason of fire, flood, earthquake or other emergency, it shall be unsafe to meet in the place designated above, the meeting shall be held for the duration of the emergency or unsafe condition at the place designated by the Chair of the Board of Directors in a notice to the local media that have requested notice in writing, by the most rapid means of communication available at the time. A notification advising the public of the changed meeting location during the emergency or unsafe condition shall be posted on the door of the regular meeting room by the CEO/General Manager, unless circumstances prevent her/him from doing so.
- C. The Board of Directors shall not conduct any meeting in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex, gender, pregnancy or related medical condition, age, marital status, medical condition (cancer related or genetic characteristics), sexual orientation, veteran status, or which is inaccessible to persons with physical or mental disabilities, or where members of the public may not be present without making a payment or purchase.

§1.2.103 Regular Meetings; Open to the Public

- A. Regular Board Meetings and Board Standing Committee meetings shall be open and public and all persons shall be permitted 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.
- B. A Spanish-bilingual interpreter shall be present and available for translations at the Regular Board Meeting.

Exhibit A

§1.2.104 Closed Sessions: State Reasons and Legal Authority; Scope of Coverage; Notice; Reporting Out

- A. Prior to holding any closed session, the Board of Directors shall disclose, in an open meeting, the item or items to be discussed in the closed session. The disclosures may take the form of a reference to the item or items as they are listed by number or letter on the agenda. In the closed session, the Board of Directors may consider only those matters covered in its statement. Nothing in this section shall require or authorize a disclosure of information prohibited by state or federal law.
- B. After any closed session, the Board of Directors shall convene into open session prior to adjournment and General Counsel shall make any disclosures required by state law of action taken in the closed session.

Article II Agenda

§1.2.201 Agenda; Notification and Posting

- A. The CEO/General Manager is responsible for coordinating with the staff to develop all Board materials associated with Board reports, communications, resolutions, or other matters timely such that the Board receives all such Board meeting materials in advance of the Board meeting or Standing Committee meeting. If there is a delay in providing the a Board item at the same time as the meeting agenda is posted, the CEO/General Manager will ensure that the posted agenda includes the proper reference to the missing item(s), thereby meeting the Brown Act posting requirements, and he/she will make best efforts to deliver the final copy of the missing item(s) to the Board in advance of the Board meeting.
- B. The Chair, in consultation with the CEO/General Manager, shall assist in arranging the Regular Board meeting agenda items in order of action and discussion versus consent. The final agenda shall be provided electronically and/or by a link contained in an email to each member of the Board and to the District General Counsel at least 72 hours preceding the Regular Board meeting. The agenda shall be posted on the Official Bulletin Board for the public at the Administrative Office of the Santa Cruz Metropolitan Transit District and the METRO website at least 72 hours preceding each Regular Board meeting and Standing Committee meeting. A record of this posting, including the time and place of posting, will be maintained by the Executive Assistant to the CEO/General Manager.
- C. The agenda shall contain a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in

Exhibit A

closed session. The description will be reasonably calculated to inform the public of the general nature of the subject matter of the item so that the public may seek further information on items of interest. The description will focus on the substance of the matter rather than the contemplated action. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

- D. Copies of the agenda shall be mailed to any individual or entity that has requested it. The Full Agenda Packet, which includes all attachments associated with the agenda items, will be made available online at METRO's website, www.scmtd.com. Individuals and entities can voluntarily subscribe or unsubscribe to receive automated email notification when METRO's agendas and agenda packets are available online at <http://www.scmtd.com/en/riders-guide/stay-connected/subscriber-alerts>.
- E. Timely posting of the agenda and agenda materials on the METRO website is not required when the METRO servers are down or not functioning properly or when matters outside METRO's control interfere or prevent such website posting to occur. The agenda and agenda materials will be posted once the technical difficulties are resolved.

§1.2.202 Agenda; Public Input

Every agenda for regular open meetings shall provide an opportunity for members of the public to directly address the Board of Directors on any item of interest to the public, and before or during the Board's consideration item, that is within the subject matter jurisdiction of METRO, provided that no action shall be taken on any item not appearing on the agenda unless the board complies with Section 1.2.203 below.

§1.2.203 Agenda; Action Taken Not on Agenda

- A. No action or discussion shall be taken on any item not appearing on the posted agenda except that members of the Board of Directors present at the meeting or METRO staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights. In addition, on their own initiative, or in response to questions posed by the public, Directors or METRO staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a Director or the Board itself may, subject to METRO's rules and regulations, provide a reference to staff or other resources for factual information; request the CEO/General Manager to report back to the body at a subsequent meeting concerning any matter; take action to direct the CEO/General Manager to place a matter of business on a future agenda; or direct the CEO/General Manager to respond in writing to the public member.

Exhibit A

- B. Notwithstanding subdivision (A) above, the Board of Directors may take action on items of business not appearing on the posted agenda under any of the conditions stated below. Prior to discussing any item pursuant to this section, the Chair of the Board of Directors shall publicly identify the item.
- i. Upon a determination by a majority vote of the Board of Directors that an emergency situation exists, as defined in Section 4.01(b) herein;
 - ii. Upon a determination by a two-thirds vote of the Directors present at the meeting, or, if less than two-thirds of the members present at the meeting, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of METRO subsequent to the agenda being posted; or
 - iii. The item was posted pursuant to a prior meeting of the Board of Directors occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

§1.2.204 Agenda; Other Distributed Writings

- A. Agendas and any other writings when distributed to all or a majority of all, the members of the Board of Directors by any person in connection with a matter subject to discussion or consideration at a public meeting are public records and shall be made available without delay unless the writing is exempt from disclosure pursuant to the California Public Records Act.
- B. Writings that are public records, as set forth above, and which are distributed during an open meeting shall be made available for public inspection at the meeting if prepared by METRO or a Director or after the meeting if prepared by some other person.

Article III Special Meetings

§1.2.301 Special Meetings; Notice and Purpose

- A. A special meeting may be called at any time by the Chair or by a majority of the members of the Board of Directors, by delivering written notice to each member of the Board of Directors, and to each local newspaper of general circulation, radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means at least 24 hours in advance of the meeting. The call and written notice shall specify the time and place of the special meeting and the business to be transacted and discussed.

Exhibit A

- B. No other business shall be considered at the special meeting. The call and notice shall be posted at least 24 hours prior to the special meeting on the Official Bulletin Board for the public at the Administrative Office of the Santa Cruz Metropolitan Transit District and on METRO's website.
- C. Every notice for a special meeting at which action is proposed to be taken on an item shall provide an opportunity for members of the public to directly address the Board of Directors concerning any item that has been described in the notice for the meeting before or during consideration of that item.
- D. Notice shall be required pursuant to this section regardless of whether any action is taken at the special meeting.

Article IV Emergency Meetings

§1.2.401 Emergency Meetings; Notice and Purpose

- A. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency open meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement or both of the notice and posting requirements of a special meeting.
- B. For purposes of this section, "emergency situation" means any of the following:
 - i. An Emergency means a work stoppage, crippling disaster or other activity, which severely impairs public health, safety, or both, as determined by a majority of the members of the Board of Directors.
 - ii. A dire emergency means a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board of Directors to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the members of the Board of Directors.
- C. Although no notice to the public is required, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified by the presiding Chair of the Board of Directors, or designee thereof, one hour prior to the emergency meeting by telephone or in the case of a dire emergency, at or near the time that the Chair or designee notifies the directors of the emergency meeting. The notice shall be given by telephone and email and all telephone numbers and email

Exhibit A

addresses provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived, and the Chair or designee thereof, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting and any action taken at the meeting as soon after the meeting as possible.

§1.2.402 Emergency Meetings; Open to Public

Emergency meetings are always open meetings regardless of the subject matter except that if agreed to by a two-third vote of the Directors present or if less than two-thirds of the Directors are present, by a unanimous vote of those present, the Board of Directors may hold a closed session with the Attorney General, District Attorney, District General Counsel, Sheriff or Chief of Police or their respective deputies, or a security consultant or a security operation manager on matters posing a threat to the security of public buildings, a threat to the security of essential public services, or a threat to the public's right of access to public service or public facilities.

§1.2.403 Emergency Meetings; Requirements

All special meetings requirements, as prescribed in Section 1.2.3.01 herein, shall be applicable to a meeting called pursuant to this section, with the exception of the 24-hour notice requirement.

§1.2.404 Emergency Meetings; Minutes

The minutes of a meeting called pursuant to this section will be made available at the next Regular Board meeting. A list of persons who the presiding chair of the Board of Directors, or its designee notified or attempted to notify will be made available upon request.

Article V Directors

§1.2.501 The Board of Directors

In accordance with Public Utilities Code section 98100 et seq. METRO shall be governed by a Board of Directors of eleven members because such membership is necessary to insure adequate representation to all the areas in the County of Santa Cruz.

Exhibit A

§1.2.502 Appointment

In accordance with Public Utilities Code section 98100 et seq. the membership of the Board of Directors shall be composed of one member appointed by each City Council of Santa Cruz, Capitola, Scotts Valley, Watsonville and any other incorporated area of the District to represent the incorporated area and one member appointed by the Board of Supervisors of the County of Santa Cruz to represent the unincorporated area. Other appointments shall be made in accordance with the proportionate population within the District. The apportionment shall be based upon the population distribution within the District and the Board shall reapportion its membership whenever any part of the District is excluded or new territory is added or unincorporated territory within the District incorporates and as a result of the exclusion, annexation, or incorporation, representation on the Board no longer reflects the population distribution within the District. The Board shall also reapportion whenever the County election official advises the Board that the latest official census indicates a need for reapportionment.

In addition to the membership appointed as provided in the preceding paragraph, the Board of Directors may appoint Ex-Officio Directors to its Board upon an affirmative vote of the majority of its members.

§1.2.503 Qualifying Appointees to Board; Area residence

The appointees to the Board shall have been residents of the area encompassed by the District for at least 30 days prior to their appointment and they shall also be residents of the City whose City Council appointed them, or a resident of the County if appointed by the Board of Supervisors.

§1.2.504 Term of Office

- A. The term of office for each Director shall be four years.
 - i. If the appointee of any legislative body is one of its own members, the appointee may serve only as long as the appointee is a member of the legislative body.
- B. An appointment to fill a vacancy on the Board or an appointment made after the expiration of the preceding term shall be for the unexpired portion of the term and reappointment will require an action by the appointee's legislative body.
- C. The failure of a Board member to attend three consecutive meetings of the Board without good cause shall create a vacancy in the office of the Board member.

Exhibit A

- D. When a vacancy is created, or a Board Director's term expires, the CEO/General Manager's Executive Assistant will contact the appointee's legislative body and request that it take action on a new appointment or reappointment. The appointee cannot be sworn-in until such time as the Executive Assistant receives a properly executed Resolution of appointment from the appointee's legislative body.

§1.2.505 Directors' Code of Ethics

- A. A Directors' Code of Ethics is attached as Exhibit A to these Bylaws and shall serve as a guideline for the Directors in the work that they perform on behalf of METRO.
- B. All Board of Directors are required to complete a two-hour ethics training every two years, as required by Government Code section 53234, and are responsible for submitting a certificate of completion to the CEO/General Manager's Executive Assistant.

§1.2.506 Director Reimbursement

- A. Each Director shall be reimbursed their actual and necessary business expenses, for performance of official METRO duties. However, in lieu of this reimbursement for attendance at the meetings set forth below, each Director may receive a per diem of fifty dollars (\$50), but not to exceed a combined total of four meetings in any one calendar month, plus reasonable expenses as may be authorized by the Board:
 - i. Attendance at Regular meetings of the Board of Directors;
 - ii. Attendance at meetings, as a District Committee member of a Board Standing Committee, Ad Hoc Committee, or member of a committee appointed by the Chair of the Board or the Board itself;
 - iii. Attendance at Advisory Committee meetings, as a METRO Director;
 - iv. Participation at required educational and training meetings or seminars;
 - v. Attendance at meetings, as a METRO Director, of the American Public Transit Association (APTA); and
 - vi. Attendance at meetings, as a METRO Director, of the California Transit Association (CTA);
 - vii. Attendance at meetings to meet with state and federal elected officials in Sacramento and Washington, D.C.

Exhibit A

- viii. Relative to APTA, CTA, Sacramento and Washington, D.C. meetings, travel days, in addition to meeting days, qualify for \$50/day per diem.
- B. The Board Chair shall make recommendations for the full Board to consider relative to Board of Directors' travel to APTA, CTA, Sacramento and Washington, D.C.
- C. Reimbursement for travel will either be based upon actual receipts, with tips not exceeding 15%, or by per diem, as identified in the GSA website.
 - i. The Per Diem Method is established annually by the General Services Administration (GSA) and reflects an all-inclusive fixed-rate of reimbursement for food, beverages, taxes and tips on meals by destination city. Itemized receipts are not required for reimbursement under the Per Diem Method. Both travel days (first and last days of travel) will be prorated.
 - ii. The Board Director may opt for the Per Diem Method only if the business destination city is listed on the GSA website.
 - iii. Once the Per Diem method is chosen, the Authorized Travel Planner (ATP) will perform the appropriate Per Diem calculation for the Travel Event.
 - iv. Under the Per Diem Method, both travel days (first and last days of travel) will be prorated at 75%, as noted in the "First & Last Day of Travel" table of the M&IE website www.gsa.gov/mie
 - v. A standard meal Per Diem for each day of the Travel Event may be claimed for most major cities in the United States. Certain areas are designated high cost areas, qualifying for higher standard meal allowances.
 - vi. A table of the federal government's Meals & Incidental Expenses (M&IE) Per Diem rate is available on the GSA website at www.gsa.gov/perdiem. The M&IE table reflecting the breakdown of the M&IE expense by breakfast, lunch, dinner and incidentals is available at www.gsa.gov/mie. The ATP will print a copy of both tables and attached them to the Board Director's Travel Authorization form and the Travel Expense form.
 - vii. The "IE" in M&IE represents the "Incidental Expenses" portion of the established Per Diem. However, METRO is not including Incidental Expenses Per Diem at this time as a qualifying reimbursement and the ATP will subtract this amount from the city's M&IE rate.

Exhibit A

- viii. A day's Per Diem rate shall be reduced proportionately using the M&IE table for complimentary meals, meals paid by others and meals included in the conference, seminar or training package fees.
- D. All lodging and airline flights will be booked by the ATP. The ATP will make best efforts to pre-pay the Board Director's lodging. In such a case where that is not possible, the Board Member will pay for their lodging and upon check-out they will be responsible for obtaining a Folio reflecting the room expenses. Upon their return, the Board Director will submit the Folio to the ATP for lodging reimbursement.
- E. A Director may receive a travel advance, when approved by either the Board Chair or the Vice-Chair, up to \$100.00 per each full day of travel or attendance at any of the events listed in section (a) above. Upon their return, the Board Director is responsible for returning any unused travel advance and for reconciling the difference with qualifying receipts. A reduced advance may be permitted for partial days, as determined by the Board Chair or Vice-Chair.
- F. The Board of Directors in a public meeting shall approve all expenses that do not fall within the reimbursable rates set forth in Exhibit B before the expense is incurred

§1.2.507

Reimbursement Process and Expense Report Form

- A. The CEO/General Manager shall designate a staff member (the Authorized Travel Planner (ATP)) to schedule all conferences, lodging accommodations and transportation (including the scheduling of a METRO vehicle for in-state travel) for a Director and will obtain the best rate available at the time of booking. In no event shall the lodging costs exceed the maximum group rate published by the conference or activity sponsor provided that lodging at the group rate is available to the Director at the time of booking. If the group rate is not available, the ATP shall use comparable lodging that is consistent with those rates.
- B. With the exception of attendance at meetings/events within Metro's service area, Directors will be reimbursed for the use of their personal vehicle when performing METRO business. The reimbursement rate will be at the most current published IRS rate. However, reimbursement for the use of a personal vehicle will not be authorized when such reimbursement exceeds the cost of travel by airline.
- C. The ATP shall provide each Director with an Expense Report form that the Director will complete for reimbursement of the actual and necessary qualifying expenses incurred on behalf of METRO in the performance of official duties. The expense reports shall document qualifying expenses.

Exhibit A

Directors shall submit expense reports within a reasonable time after incurring the expense but in no event later than four weeks after the expense has been incurred. The actual receipts documenting each expense shall accompany all reports. The Chair or Vice-Chair of the Board shall review the reports and insure compliance. Under no circumstances shall expenses be paid or reimbursed to a Director that are not allowed; including, any expenditures for alcohol, personal items, spouses, friends, or others not specifically authorized by this policy to incur reimbursable expenses. Directors shall provide brief reports about the meetings attended at the expense of METRO at the next regular meeting of the Board of Directors.

- D. All documents related to reimbursable agency expenditures are public record subject to disclosure under the California Public Records Act.

§1.2.508 Directing the Work of Santa Cruz METRO Staff Members

All requests to utilize the staff of Santa Cruz METRO shall be coordinated by and approved by the CEO/General Manager. In no event shall a Board Director assign work directly to a Santa Cruz METRO staff member without the approval of the CEO/General Manager.

Article VI Presiding Officers

§1.2.601 Election

- A. The Directors shall at a regular meeting in either January or February, as determined by the Board Chair, nominate members of the Board of Directors to serve as the Chair and as Vice-Chair. Nominations may be received until final selections occur. The Board of Directors shall, at its regular meeting in either February or March (generally televised) of each year, vote to choose one of its members to serve as Chair and one of its members to serve as Vice-Chair, to serve for the balance of the calendar year or until the selection of their successors. The officer election shall be agendized at the February or March meeting immediately following roll call and shall not be paired with any other item.
- B. Should the office of the Chair become vacant during the calendar year, the Vice-Chair shall assume the office of Chair. Should the office of Vice-Chair become vacant, the nomination and selection of Vice-Chair shall be agendized and acted upon by the Board of Directors.
- C. In the event of a vacancy of both the Chair and Vice-Chair positions, a nomination and vote shall be agendized for the next Regular Board meeting for the Board of Directors to nominate and make final selections.

Exhibit A

§1.2.602 Chair to Preside

The Chair shall preside at all meetings of the Board of Directors. In the absence of the Chair, the meetings of the Board of Directors shall be presided by the Vice Chair. The Chair, or if presiding, the Vice Chair shall have authority:

- A. to determine the order of business under the rules of the Board of Directors;
- B. to enforce the rules of the Board of Directors; and
- C. to preserve order at all meetings and to remove or cause the removal of any person from any meeting of the Board of Directors for disorderly conduct.

§1.2.603 Absence of Chair

If the Chair is absent or unable to act, the Vice-Chair shall serve until the Chair returns or is able to act. The Vice-Chair has all of the powers and duties of the Chair while acting as Chair. In the absence of both the Chair and the Vice-Chair, the Directors shall nominate and elect a director to serve as chair pro tempore during such absences.

Article VII Conduct of Meeting

§1.2.701 Call to Order

The Chair, or such other Director as may be presiding, shall at the hour appointed for the meeting, immediately call the Board of Directors to order when a quorum is present. The Chair shall preserve strict decorum at all meetings. She/he shall state every question coming before the Board of Directors, call for the vote, announce the decisions of the Board of Directors, and decide all questions of order, subject, however, to an appeal to the Board of Directors, in which a majority vote of the Board of Directors shall govern and conclusively determine such question of order.

§1.2.702 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 are by these rules imposed on all members; the Chair shall not be deprived of any of the rights and privileges of a Director by reason of holding the position of Chair.

Exhibit A

§1.2.703 Rules of Debate

- A. Every Director desiring to speak shall address the Chair, and upon recognition by the presiding officer, shall be confined to the question under debate, avoiding all references to personalities and indecorous language.
- B. A Director, once recognized, shall not be interrupted when speaking unless it is to call her/him to order. If a Director, while speaking, is called to order, she/he shall cease speaking until the question of order is determined and, if in order, she/he shall be permitted to proceed.
- C. A Director may request, through the presiding officer, the privilege of having an abstract of her/his statement on any subject under consideration by the Board of Directors entered into the minutes. If the Board of Directors consents thereto, such statement shall be entered; provided, however, that any Director, without the Board's consent, shall have the right to have the reasons for her/his dissent from, or protest against, any action of the Board of Directors entered into the minutes.
- D. The CEO/General Manager may be directed by the Chair, with the consent of the Board, to enter in the minutes a synopsis of the discussion of any question coming properly before the Board of Directors.

§1.2.704 Rules of Procedure

Rules of Procedure, which are attached hereto as Exhibit C and incorporated herein by reference, shall be followed by the Board of Directors. A complete copy of the Bylaws shall be included in each Director's Board packet and made available for members of the public at Board of Directors' meetings.

§1.2.705 Disruption of Meeting; Clearing Room

In the event that any meeting is willfully interrupted by an individual, a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individual(s) who are willfully interrupting the meeting, the members of the Board of Directors conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. In order to readmit individuals who were not disruptive, the following procedure shall be used:

- A. When a meeting is disrupted to the point that it cannot be continued, the Chair shall order those persons causing the disruption to leave the meeting.

Exhibit A

- B. If those causing the disruption fail or refuse to leave the meeting, the Chair shall recess the meeting, order the meeting room cleared and summon law enforcement.
- C. Upon the arrival of law enforcement, the Chair shall reconvene the meeting.
- D. METRO Staff shall be directed to readmit those members of the public who did not engage in the disorderly conduct on an individual and intermittent basis.
- E. If the meeting is again disrupted, the Chair shall cause the meeting room to be cleared and the meeting will continue with only the press in attendance if they have not engaged in any disruption.

Article VIII Quorum

§1.2.801 Transaction of Business; Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

Article IX Adjournment/Continuances

§1.2.901 Adjournment of Meeting

- A. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment.
- B. Less than a quorum may adjourn any meeting.
- C. In the absence of all Directors from any meeting, the CEO/General Manager may declare the meeting adjourned to a stated day and hour. If she/he does, she/he shall then cause written notice of the adjournment to be given in the same manner as provided for Special Meetings set forth herein.
- D. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regularly adjourned regular, special, or adjourned special meeting was held within 24 hours after the time of adjournment.
- E. When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned meeting is a regular meeting for all purposes.

Exhibit A

- F. When an order of adjournment of any meeting fails to state the hour that the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings of the Board of Directors.
- G. Any hearing being held, or noticed or ordered to be held, by the Board of Directors at any meeting may by order or notice of continuance be continued or recontinued to any subsequent meeting of the Board of Directors in the same manner and to the same extent set forth above for the adjournment of meetings; provided that, if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Article X Minutes

§1.2.1001 Minute Book Record of Open Sessions

- A. The CEO/General Manager, or her/his designee, shall attend all open meetings of the Board of Directors and record and maintain a full and true record of all of the proceedings of the Board of Directors in books that shall bear appropriate titles and be devoted to such purpose.
- B. Unless the reading of the minutes of a Board of Directors meeting is requested by the Board of Directors by a majority vote, such minutes may be approved without reading if the CEO/General Manager has previously furnished each member with a synopsis thereof.
- C. Minutes of Board and Board Committee meetings shall be Action Minutes, not Verbatim Minutes.

§1.2.1002 Protests and Dissents by Directors Entered in Minutes

Any Director shall have the right to have the reasons for the Director's dissent from, or protest against any action of the Board entered in the minutes.

Article XI Public's Role In Meetings/Public Hearings

§1.2.1101 Public Addressing the Board

- A. The Chair of the Board of Directors may, depending on the circumstances, limit the total amount of time allocated for public testimony on particular issues and/or for each individual speaker, which is limited to three minutes. The Chair may reduce the allocated time per speaker when he/she

Exhibit A

determines shorter time allotments are appropriate. However, any restrictions placed on public testimony shall be reasonable and not an effort to suppress expression merely because of the content of the speaker's view.

- B. All remarks shall be addressed to the Board of Directors as a body and not to any member thereof. No person, other than the Chair and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Board, without permission of the Chair. Additionally, any person may submit written materials to the Board of Directors for its consideration.

§1.2.1102 Public Hearings

- A. A public hearing will be held before the Board of Directors when required by federal, state, or local laws or regulations or when it is asked to take action on any of the following projects:
 - i. A change in 25% or more to the service mileage of any route.
 - ii. A change in METRO fares.
 - iii. Adoption of a Resolution authorizing application for federal funds, state or local funds when such public hearing is required by the funding source.
 - iv. Adoption of any action taken relating to the adoption of any plan, environmental document, property acquisition, resolution, condemnation resolution or other action relating to a project or property where such public hearing is required by state, federal or local law.
 - v. Adoption of the Annual Budget.
 - vi. Adoption of the Short Range Transit Plan.
 - vii. Adoption of an Ordinance.
- B. A METRO Regulation shall set forth the specific procedures to be followed in setting up a public hearing.

Article XII Resolutions, Ordinances and Motions

§1.2.1201 Acts of Board

The acts of the Board of Directors shall be expressed by Motion, Resolution or Ordinance. No Ordinance, Resolution or Motion shall have any validity or effect

Exhibit A

unless passed by the affirmative votes of a majority of the voting Directors. The Board of Directors shall not take action by secret ballot, whether preliminary or final in an open or closed session.

§1.2.1202 Resolution

- A. No resolution shall be adopted by the Board unless it is presented before the Board in writing or read aloud. Where copies of the resolution have been presented to each Director, the reading of the resolution is automatically waived unless a Director specifically requests that it be read.
- B. A Resolution can be passed through a unanimous voice vote of all those present. However, if a dissent is registered, then a roll call vote shall be taken.

§1.2.1203 Ordinance

- A. No ordinance shall be passed until a public hearing has been held on it, which hearing shall be advertised in a newspaper of general circulation or posted in at least three public places at least 15 days prior to the hearing. No ordinance shall be adopted by the Board of Directors on the day of introduction. Ordinances must be adopted by a roll call vote.
- B. All ordinances shall be printed after passage, and maintained in METRO Administrative Offices.
- C. The enacting clause of all ordinances shall be as follows:

"Be it enacted by the Board of Directors of the Santa Cruz Metropolitan Transit District:..."
- D. All ordinances shall be signed by the Chair of the Board or Vice-Chair and attested by the CEO/General Manager.

Article XIII Method of Voting

§1.2.1301 Voice Vote

Unless a roll call vote is specifically requested by a Director, all matters, except the voting on Ordinances, shall be decided by voice vote. All actions of the Board of Directors shall be approved by affirmative vote of a minimum of six voting members of the Board of Directors unless otherwise specifically required.

Exhibit A

§1.2.1302 Silence Recorded as Affirmative Vote

A member's silence shall be recorded as an affirmative vote.

§1.2.1303 Duty to Vote

Each Director has a duty to vote when present at a meeting on matters coming before the Board of Directors or a Board Committee unless he/she has notified the Board of Directors of a legal conflict of interest in accordance with California state law. If a conflict of interest is disclosed, the Director shall adhere to all California legal requirements.

Article XIV Committees And Appointments

§1.2.1401 Creation of Committees

- A. The Board of Directors may establish committees for a stated purpose. If required by California Law, committees and their members shall comply with the Ralph M. Brown Open Meeting Act (Brown Act). Committees are required to comply with these Rules and Regulations. The CEO/General Manager shall provide adequate staffing to assist the committees in doing their work.
- B. Directors who are not committee members may attend committee meetings as long as they attend only as observers when a majority of the Board of Directors is in attendance at the committee meeting. Appointees to committees serve at the pleasure of the Board of Directors, 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.
- C. The committees shall include the following:
 - i. Working committees or subcommittees (Standing Committees) of the Board of Directors analyze, review, and make recommendations to the Board of Directors on items to be presented to the full Board. The Chair of the Board shall appoint members of the Board to such committees or subcommittees. If a vacancy occurs, the Board Chair shall appoint a Director to fill the vacancy. Minutes shall be taken at each committee meeting and shall be prepared and distributed to the Directors at least two days prior to the regular Board meeting.
 - ii. The Board Chair may from time to time create advisory committees (Ad Hoc Committees) that shall be charged with giving advice to the Board of Directors regarding an issue relevant to METRO's business. Appointments to advisory committees may be made by the Chair, or

Exhibit A

the Board of Directors. Directors, employees or members of the public may sit on an advisory committee. Advisory committees shall not be Brown Act bodies.

- iii. The Metro Advisory Committee (MAC) is a citizen advisory committee of the Santa Cruz Metropolitan Transit District. Its purpose is to provide a citizen forum (through the MAC) in which the METRO Board and CEO/General Manager can delegate topics for discussion, and assign other duties, and in which recommendations can be formulated and communicated to the Board of Directors. The MAC may also address issues that MAC members or the public raise with respect to the services provided by Santa Cruz METRO. MAC shall be composed of no greater than seven (7) members appointed by the Board of Directors. All MAC members shall serve for a term of four (4) years and will serve at the pleasure of the Board of Directors. The Board of Directors shall approve bylaws to be followed by MAC.

§1.2.1402 Appointment to Santa Cruz County Regional Transportation Commission

- A. The Board of Directors shall each year in either January or February, as determined by the Board Chair, nominate three representatives and three alternates (in order of priority) to the Santa Cruz County Regional Transportation Commission (SCCRTC) who must be members of the Board of Directors. The Board Chair shall also submit nominations of three representatives at the meeting in either January or February. At that meeting, the Chair shall entertain other nominations for SCCRTC representatives and alternates from the Directors. Nominations may be received until final selections occur. Thereafter at the meeting in either February or March, the Board of Directors shall vote on the nominations via a motion and a second. To be appointed, a nomination shall receive at least six affirmative votes. A Director may move a slate of three representatives or a slate of three alternates for appointment.
- B. The Board of Directors may provide its SCCRTC representatives with guidance on issues coming before the Commission to assist the director/commissioner in serving the best interests of METRO.

Article XV Official Bulletin Board

§1.2.1501 Posting of Notices

- A. For purposes of posting official notices of the Board of Directors, notices of public hearings, and any other official papers of the Santa Cruz Metropolitan Transit District where posting is required by the law, the Official Bulletin

Exhibit A

Board of METRO shall be the bulletin board at the entrance of METRO Administrative Office located at 110 Vernon Street, Santa Cruz, California 95060. Should the Board of Directors hold a public hearing at any location other than its regular place of meeting, then, in addition to the posting of the notice on the Official Bulletin Board above listed, posting shall also be made upon or near the door of the place of meeting and on METRO's website.

- B. All Standing Committees created by the Board of Directors are required to post any and all official notices including those notices required by law at the official bulletin board at METRO's Administrative office entrance. Additionally, METRO staff may also post notices on the bulletin board(s) at the transit centers below:
- i. Bart Cavallaro Transit Center, 246 Kings Village Road, Scotts Valley, CA 95066
 - ii. Capitola Transit Center, 1855 41st Avenue, Capitola, CA 95010
 - iii. Pacific Station, 920 Pacific Avenue, Santa Cruz, CA 95060;
 - iv. Watsonville Transit Center, 475 Rodriguez Street, Watsonville, CA 95076.

Article XVI Other Offices

§1.2.1601 CEO/General Manager; Powers and Duties

In addition to the powers, duties and obligations of the CEO/General Manager, as set forth above; those powers and duties identified in the CEO/General Manager's contract; and the applicable Public Utilities Code pertaining to the Santa Cruz Metropolitan Transit District, the powers and duties of the CEO/General Manager shall include the following:

- A. To have charge, subject to the policy direction and control of the Board of Directors, of the acquisition, construction, maintenance, and operation of the facilities of METRO.
- B. To have charge, subject to the policy direction and control of the Board of Directors, of the administration of the business affairs of METRO.
- C. To insure that all ordinances of METRO are enforced.
- D. To administer the personnel system and collective bargaining agreements adopted by the Board of Directors and, except for officers appointed by the Board, to appoint, discipline or remove all officers and employees subject to

Exhibit A

the rules and regulations adopted by the Board, and the applicable provisions of any adopted collective bargaining agreement.

- E. To prepare and submit or cause to be prepared and submitted to the Board of Directors within 90 days after the end of each fiscal year a complete report (unaudited) of the finances and the administrative activities of METRO for the preceding year, and the financial status of METRO on the last day thereof.
- F. To keep the Board of Directors advised as to the needs of METRO.
- G. To formulate and present to the Board of Directors all plans and specifications for the construction of the works of METRO and the means to finance them.
- H. To cause to be installed and maintained a system of auditing and accounting which shall completely and at all times show the financial condition of METRO.
- I. Attend meetings of the Board of Directors as directed by the Board, and act as Secretary to the Board.
- J. To perform such other and additional duties as the Board may require.

§1.2.1602 CEO/General Manager; Qualifications and Experience

The CEO/General Manager shall be chosen on the basis of his/her qualifications with special reference to his/her actual experience in or knowledge of accepted practices and respect to the duties of his/her office as herein above set forth.

§1.2.1603 CEO/General Manager; Pro Tempore Appointments

The Board of Directors may appoint a CEO/General Manager pro tempore during any absence or disability of the CEO/General Manager.

§1.2.1604 CEO/General Manager; Resident Requirement

The CEO/General Manager need not be a resident of this State at the time of his/her appointment, however he/she shall establish a California residency within 30 days of the commencement of his or her duties with the Transit District.

§1.2.1605 District General Counsel; Appointment, Powers and Duties

The District General Counsel shall be admitted to the practice of law in all courts of this State. The District General Counsel has a direct reporting relationship to the Board and a matrix reporting relationship to the CEO/General Manager who will oversee the District General Counsel's day-to-day business activities. The District General Counsel shall have the power and be required to:

Exhibit A

- A. Represent and advise, if authorized and directed by the Board of Directors, the Board of Directors and all METRO officers, committees or departments in all matters pertaining to their office.
- B. Represent and appear, if authorized and directed by the Board of Directors, for METRO and any officer or employee, in any and all actions and proceedings in which METRO or any officer or employee, in or by reason of their official capacity, is concerned or is a party; however, the Board of Directors 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 General Counsel therein.
- C. Attend all meetings of the Board of Directors as directed by the Board of Directors and give legal advice or opinions in writing whenever requested to do so by the Board of Directors, or by any of the committees or officers of METRO.
- D. Review all contracts to be made by METRO and provide the Board of Directors, its officers and staff with legal advice regarding same.
- E. Review any and all proposed ordinances or resolutions for METRO and amendments thereto.
- F. Perform such other acts relating to the office as the Board of Directors shall require; and
- G. On vacating the office, surrender all books, papers, files, and documents pertaining to METRO's affairs.

§1.2.1606

Disclaimer

Unless Bylaw provisions set forth herein are required pursuant to METRO's enabling legislation or other applicable law (i.e., the Brown Act), the METRO Board of Directors may waive any provision herein. Waiver may occur in one or more ways, including but not limited to, by action or by motion by a majority of the voting Directors.