

# **BYLAWS FOR THE STATE ROUTE 85 CORRIDOR POLICY ADVISORY BOARD**

## **Article I GENERAL PROVISIONS**

### **§1.1 Purpose**

These Bylaws govern the proceedings of the State Route 85 (SR 85) Corridor Policy Advisory Board, an advisory board established by the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).

VTA policy advisory boards (PABs) are established by the Board of Directors for each rapid transit and highway corridor under study by VTA. They provide input, perspective and recommendations to the VTA Board of Directors and administration. Establishment of the PABs helps ensure that the local jurisdictions most affected by major transportation capital improvement projects are involved and have a voice in guiding the planning, design and construction of those projects.

### **§1.2 Construction of Bylaws**

Unless the provisions or the context of these Bylaws otherwise require, the general provisions, rules of construction and definitions set forth in Chapters 1 and 4 of the Santa Clara Valley Transportation Authority Administrative Code shall govern the construction of these Bylaws. These Bylaws shall govern the proceedings of the SR 85 Corridor Policy Advisory Board to the extent they are not inconsistent with the VTA Administrative Code or law.

### **§1.3 Definitions**

- a. As used in these Bylaws, “PAB” or “Board” means the SR 85 Corridor Policy Advisory Board.
- b. As used in these Bylaws, “chairperson” means the chairperson of the SR 85 Corridor PAB.
- c. As used in these Bylaws, “secretary” means the secretary for the SR 85 Corridor PAB.

**Article II**  
**DUTIES AND AUTHORITY**

**§2.1 Mission and Duties**

The SR 85 Corridor PAB is an advisory board to the VTA Board of Directors. Its mission and duties shall be:

**MISSION:**

The SR 85 Corridor Policy Advisory Board studies the long-term transit and transportation plans to serve the SR 85 Corridor and advises the VTA Board of Directors on the scope, funding and construction of both near- and long-term transit and transportation improvement projects for this corridor.

**DUTIES:**

The PAB shall:

- a. Review proposals, plans, and policy issues and provide recommendations to the VTA Board and administration regarding the planning, design and construction of major transit and/or transportation capital projects in the corridor.
- b. Make recommendations to the VTA Board of Directors regarding major policy decisions for the project including:
  1. Concluding recommendations at the end of each project phase
  2. Other key policy issues which may significantly impact the scope, cost, schedule or the overall operation of the transit or transportation system.

**2.2 Limitations on Authority**

The PAB serves in an advisory capacity to the Board of Directors. It shall have no independent duties and no authority to take actions that bind VTA or the Board of Directors. No expenditures or requisitions for services and supplies shall be made by the PAB and no individual member thereof shall be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors or the General Manager.

**Article III**  
**MEMBERSHIP**

**§3.1 Membership**

The PAB shall be composed of 11 voting members and their alternates who are elected governing board officials appointed by their respective jurisdictions as follows:

- a. One member and alternate from the City of Campbell
- b. One member and alternate from the City of Cupertino
- c. One member and alternate from the City of Los Altos
- d. One member and alternate from the Town of Los Gatos
- e. One member and alternate from the City of Monte Sereno
- f. One member and alternate from the City of Mountain View
- g. One member and alternate from the from the City of San José
- h. One member and alternate from the from the City of Saratoga
- i. One member and alternate from the from the City of Sunnyvale
- j. Two members from the County of Santa Clara Board of Supervisors representing the affected area

The following stakeholder organizations shall also be invited to serve as Ex-Officio (non-voting) members of the PAB:

- k. One ex-officio member and alternate from the California Department of Transportation (Caltrans)

VTA employees are not eligible for membership. The Board of Directors shall ratify all external appointments to the PAB.

**§3.2 Appointment Term**

PAB members and their alternates shall serve at the pleasure of their respective appointing authorities. Voting members are automatically removed from the PAB when the member or alternate ceases to hold elected office on the governing board from which they were appointed.

**§3.3 Vacancies**

Vacancies shall be filled by the body which made the original appointment.

## **Article IV OFFICERS**

### **§4.1 Chairperson and Vice Chairperson**

The PAB shall at its first meeting of the calendar year elect from its membership a chairperson and a vice chairperson, to serve for a two calendar-year term. Alternate and ex-officio members are not eligible to serve in these positions.

In the event of a vacancy in the chairperson's position, the vice chairperson shall succeed as chairperson for the balance of the chairperson's term and the PAB shall elect a successor to fill the vacancy in the vice chairperson's position as provided in the following. In the event of a vacancy in the vice chairperson's position, the PAB shall elect a successor from its membership to fill that position for the remainder of the vice chairperson's term.

The chairperson shall preside at all meetings of the PAB and represent that body before the Board of Directors as needed. The chairperson, in consultation with the PAB staff liaison, may identify items of interest for future agendas that are relevant to the PAB's mission and duties.

The vice chairperson shall perform the duties of the chairperson when the chairperson is absent.

### **4.2 Secretary**

The Secretary of the Board of Directors shall furnish clerical services to prepare and distribute the PAB's agendas, notices, minutes, correspondence and other documents and shall assign an employee to attend each meeting of the PAB to serve in the capacity as the PAB's secretary. The secretary shall maintain a record of all proceedings of the PAB as required by law and shall perform other duties as provided in these Bylaws.

## **Article V MEETINGS**

### **§5.1 Regular Meetings**

Regular meetings dates, times and locations shall be established by the PAB in consultation with the General Manager and Secretary of the Board of Directors. Effort will be made to establish regularly recurring meeting dates that maximize PAB member attendance. The PAB shall generally meet at least once per quarter unless its activities are temporarily suspended.

Whenever a regular meeting falls on a holiday observed by VTA, the meeting shall be held on another day or, in consultation with the General Manager and Secretary of the Board of Directors, canceled at the direction of the PAB. A rescheduled regular meeting shall be designated a regular meeting.

## **§5.2 Special Meetings**

A special meeting may be called by the chairperson with the approval of the General Manager. The meeting shall be called and noticed as provided in Section 5.3 below. (For a general description of the noticing procedures, see the Rules of Procedure of the Board of Directors.)

## **§5.3 Calling and Noticing of Meetings**

All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). The General Manager and General Counsel shall be given notice of all meetings. The PAB shall meet at least once every three months, unless the PAB's activities are suspended.

## **§5.4 Quorum; Vote; Committee of the Whole**

The presence of six voting members shall constitute a quorum for the transaction of business. All acts of the Committee shall require the presence of a quorum and the affirmative vote of a majority of the total voting membership (six). At any regularly called meeting not held because of a lack of a quorum, the members present may constitute themselves a "committee of the whole" for the purpose of discussing matters on the agenda of interest to the PAB members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

## **§5.5 Alternates**

If a PAB member is absent from all or a portion of a meeting, the alternate shall be seated in that member's seat and vote in the place of the absent member. An alternate shall be counted as part of the PAB quorum only when seated in the place of an absent member. An alternate shall be entitled to represent only one absent PAB member during each meeting. When not serving in place of the absent member, the alternate is a member of the public and accordingly shall sit with the audience and follow the procedures for the public to address the Committee, as provided under Sections 5.9 and 6.2

## **§5.6 Thirty Minute Rule**

If a quorum has not been established within thirty minutes of the noticed starting time for the meeting, the secretary and clerical support staff may be excused from further attendance at the meeting.

## **§5.7 [Reserved]**

## **§5.8 Matters Not Listed On the Agenda Requiring Committee Action**

Except as provided below, a matter requiring PAB action shall be listed on the posted agenda before the PAB may act upon it. The PAB may take action on items not appearing on the posted agenda only upon a determination by a two-thirds vote of the Committee, or if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action AND the need to take action came to the attention of the PAB subsequent to the agenda being posted.

## **§5.9 Time Limits for Speakers**

Each member of the public appearing at a PAB meeting shall be limited to two minutes in his or her presentation, unless the chairperson, at his or her discretion, permits further remarks to be made. Any person addressing the PAB may submit written statements, petitions or other documents to complement his or her presentation.

## **§5.10 Impertinence; Disturbance of Meeting**

Any person making personal, impertinent or indecorous remarks while addressing the PAB may be barred by the chairperson from further appearance before the PAB at that meeting, unless permission to continue is granted by an affirmative vote of that body. The chairperson may order any person removed from the PAB meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.

## **§5.11 Access to Public Records Distributed at Meeting**

Writings which are public records and which are distributed during a PAB meeting shall be made available for public inspection at the meeting if prepared by VTA or a member of the PAB, or after the meeting if prepared by some other person.

# **Article VI**

## **AGENDAS AND MEETING NOTICES**

## **§6.1 Agenda Format and Content**

The agenda shall specify the starting time and location of the meeting and shall contain a brief general description of each item of business to be transacted or discussed at the meeting. The description shall be reasonably calculated to adequately inform the public of the subject matter of each agenda item.

Items may be referred for inclusion on an agenda by: (1) the Board of Directors; (2) the General Manager; (3) the PAB Chairperson; and (4) the Committee, with a quorum present and upon the affirmative vote of a majority of the members present. The order of business shall be established by the secretary with the approval of the chairperson.

## **§6.2 Public Presentations**

Each agenda for a regular meeting shall provide an opportunity for members of the public to address the Committee on matters of interest to the public either before or during the PAB's consideration of the item, if it is listed on the agenda, or, if it is not listed on the agenda but is within the jurisdiction of the PAB, under the agenda item heading "Public Presentations." The Committee shall not act upon an item that is not listed on the agenda except as provided under Section 5.8. Each notice for a special meeting shall provide an opportunity for members of the public to directly address the PAB concerning any item that has been described in the notice for the meeting before or during consideration of that item.

## **§6.3 Agenda Preparation**

The secretary shall prepare the agenda for each meeting in consultation with VTA staff and the chairperson. Material intended for placement on the agenda shall be delivered to the secretary on or before 12:00 Noon on the date established as the agenda deadline for the forthcoming meeting. The secretary may withhold placement on the agenda of any matter which is not timely received, lacks sufficient information or is in need of staff review and report prior to consideration by the PAB.

## **§6.4 Agenda Posting and Delivery**

The written agenda for each regular meeting and each meeting continued for more than five calendar days shall be posted by the secretary at least 72 hours before the meeting is scheduled to begin. The written agenda for every special meeting shall be posted by the secretary at least 24 hours before the special meeting is scheduled to begin. The agenda shall be posted in a location that is freely accessible to members of the public. The agenda together with supporting documents shall be delivered to each PAB member, the General Manager and General Counsel at least five days before each regular meeting and at least 24 hours before each special meeting.

## **§6.5 Meeting Notices**

The secretary shall mail notice of every regular meeting, and every special meeting which is called at least one week prior to the date set for the meeting, to each person which has filed with VTA a written request for notice as provided in Section 54954.1 of the Government Code. The notice shall be mailed at least one week prior to the date set for the meeting. Notice of special meetings called less than seven days prior to the date set for the meeting shall be given as the secretary deems practical.

**Article VII**  
**MISCELLANEOUS**

**§7.1 Adoption and Amendment of Bylaws**

These Bylaws may be amended by the PAB by the affirmative vote of a majority of its total membership and with the approval of the Board of Directors.

The Board may also impose changes to policy advisory board bylaws it deems to be in the best interest of VTA and the public it serves.

**§7.2 Rosenberg's Rules**

All rules of order not herein provided for shall be determined in accordance with *Rosenberg's Rules of Order*, latest edition.

**Adopted by the Board of Directors:** August 6, 2015