

BYLAWS FOR BICYCLE & PEDESTRIAN ADVISORY COMMITTEE

Article I GENERAL PROVISIONS

§1.1 Purpose

These Bylaws govern the proceedings of the VTA Bicycle & Pedestrian Advisory Committee (BPAC), an advisory Committee established by the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).

§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 Chapter 1 of the VTA Administrative Code shall govern the construction of these Bylaws. As used in these Bylaws, "Committee" means the VTA Bicycle & Pedestrian Advisory Committee. These Bylaws shall govern the Committee's proceedings to the extent they are not inconsistent with VTA's Administrative Code, or law.

§1.3 Definitions

- a. As used in these Bylaws, "chairperson" means the chairperson of the Committee.
- b. As used in these Bylaws, "secretary" means the secretary of the Committee.
- c. As used in these Bylaws, "Member Agency" means the County of Santa Clara or a city within the county.

Article II DUTIES AND AUTHORITY

§2.1 Mission and Duties

The BPAC is an advisory committee to the Board of Directors. The mission and duties of the Committee shall be:

MISSION:

The VTA BPAC provides expertise and guidance to the Board of Directors on promoting and enhancing non-motorized transportation opportunities throughout Santa Clara County and serves as liaison between VTA and the Member Agency bicycle and pedestrian advisory committees.

DUTIES:

- a. Provides advice to the Board of Directors regarding funding priorities for bicycle and pedestrian projects in the county.
- b. Reviews and provides comments to VTA staff regarding plans and designs for an effective countywide bikeway and pedestrian system, updates of the Countywide Bicycle Plan and Countywide Bicycle Map, bicycle and pedestrian element of the countywide transportation plan, and bicycle-related issues affecting the transit system.
- c. Make recommendations to the Board of Directors and County Board of Supervisors through the Roads Commission regarding the Countywide annual priority list of bicycle and pedestrian projects for the TDA Article 3 program, and regarding the annual Expressway Sidewalk Program project selections.
- d. Coordinate with bicycle and pedestrian advisory committees of other agencies on multi-jurisdictional bicycle and pedestrian issues.
- e. Serve as the countywide bicycle and pedestrian advisory committee for the County of Santa Clara, providing input and recommendations through the Roads Commission.

§2.2 Limitations

The Committee shall serve 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 Committee and no individual member thereof shall be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors.

Article III MEMBERSHIP

§3.1 Membership

The Committee shall be composed of 16 voting members and one ex-officio member who are bicyclists or pedestrians. All members shall live or work, or both, in Santa Clara County during their terms on the Committee. VTA employees are not eligible for membership. The Board of Directors shall ratify the appointments of all members of the Committee.

It is the expectation that each member will keep the appropriate staff of their appointing Member Agency informed of key issues, facilitate communication between those entities and VTA, and help resolve and build general consensus on issues pertinent to the Committee.

It shall also be each member's responsibility to actively and reliably participate in the BPAC's execution of its Mission and Duties.

Voting Members

Committee members shall be representatives of local bicycle or pedestrian advisory committees, or, for Member Agencies that do not have a local bicycle or pedestrian advisory committee, shall be other individuals interested in bicycle or pedestrian issues. Each Member Agency shall appoint one member. Committee members may not be an employee of the Member Agency they represent.

Ex-officio Member

The Silicon Valley Bicycle Coalition (SVBC) may appoint one ex-officio member and one alternate, who shall not be counted for purposes of establishing a quorum and who shall have no voting rights.

§3.2 Members' Terms

The term of membership of each Committee member shall be two fiscal years, commencing on July 1 of even-numbered years and ending on the second successive June 30. Members may be appointed to successive terms.

§3.3 Vacancies

A vacancy in a member's position shall be filled for the remainder of the term by the Member Agency or other body which made the original appointment.

§3.4 Representative to Citizens Advisory Committee

The Committee shall also appoint one individual from its membership to serve as a voting member of VTA's Citizens Advisory Committee (CAC), to provide communication and collaboration between the two committees. Appointment of this position is subject to the following provisions:

- a. The representative must be a voting BPAC member while on the CAC and must be in good standing.
- b. The representative must meet all established CAC membership requirements during their term on the CAC.
- c. The term of appointment shall be two years, commencing on July 1 of even-numbered years. The representative may be reappointed for successive terms.
- d. The representative shall serve on the CAC until resignation from the position or the BPAC, or removal by the Committee or the Board.
- e. Appointment by the Committee requires approval by the membership as provided in Section 5.4.
- f. Appointment requires ratification by the Board of Directors.
- g. Vacancies shall be filled for the remainder of the term by the Committee following the established appointment process and all established criteria for the position.

Article IV OFFICERS

§4.1 Chairperson and Vice Chairperson

The Committee shall elect from its membership a chairperson and a vice chairperson at its last meeting of the calendar year, to serve for a one year term effective January 1 of the next calendar year. 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 Committee shall elect a successor to fill the vacancy in the vice chairperson's position as provided below. In the event of a vacancy in the vice chairperson's position, the Committee shall elect a successor from its membership to fill the vice chairperson's position for the remainder of the vice chairperson's term.

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

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

The Committee shall appoint a nominating committee to nominate Committee members for the positions of chairperson and vice chairperson. Members willing to serve in either of these positions may submit their names to the nominating committee for nomination. Members may also submit names of other members for nomination. The nominating committee shall verify that members whose names have been submitted are willing serve in those positions. The nominating committee shall submit to the Committee the names of those members whom it has nominated and recommends for election. Notwithstanding these procedures, any member may nominate a member from the floor.

§4.2 Secretary

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

Article V MEETINGS

§5.1 Regular Meetings

Regular meetings of the Committee shall generally be held on the Wednesday following the first Thursday of each month. The committee meeting shall commence at 6:30 p.m. at the VTA Administrative Offices, 3331 North First Street, San Jose, California. Whenever a regular meeting falls on a holiday observed by VTA, the meeting shall be held on another day or cancelled at the direction of the Committee. Meetings that last beyond 8:00 p.m. may have agenda items postponed to a future meeting, to be decided by the committee chairperson in consultation with the committee staff liaison and the Board Secretary or representative. A rescheduled regular meeting shall be designated a regular meeting.

§5.1A Workshop Meetings

Workshop meetings of the Committee are meetings in which agenda does not call for the Committee to take action (no voting is conducted). Because no action by the Committee will take place, the Board Secretary may choose to provide limited support. Workshops shall generally be held in lieu of a regular meeting and, where possible, be conducted at the normal regular meeting time. The workshop meeting shall be called and noticed as provided in Section 5.3.

§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 Committee shall conduct a maximum combination of 10 regular and workshop meetings per year. For purposes of this limit, regular and workshop meetings held on the same day will be considered one event. The Committee shall conduct at least one meeting every three months, unless the Committee's activities are suspended.

§5.4 Quorum; Vote; Committee of the Whole

The presence of nine 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 membership. At any regularly called meeting not held because of a lack of 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 Committee members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

§5.5 [Reserved]

§5.6 Thirty Minute Rule

If a quorum has not been established within thirty minutes of the noticed starting time for the regular meeting, Board Office staff may be excused from further attendance at the meeting.

§5.7 Absences

If a member is absent from four Committee meetings (regular and workshop; attendance is not counted for special meetings) in any twelve-month period, the position shall automatically be vacated, and a successor shall be appointed to fill the remainder of that member's term.

§5.8 Matters Not Listed on the Agenda Requiring Committee Action

Except as provided below, a matter requiring Committee action shall be listed on the posted agenda before the Committee may act upon it. The Committee 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 Committee subsequent to the agenda being posted.

§5.9 Time Limits for Speakers

Each member of the public appearing at a Committee 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 Committee 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 Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of the Committee. The chairperson may order any person removed from the Committee 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 committee meeting shall be made available for public inspection at the meeting if prepared by VTA or a member of the Committee, or after the meeting if prepared by some other person.

Article VI

AGENDAS AND MEETING NOTICES

§6.1 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 Committee consideration. Any member of the

Committee may request that such withheld matter be placed on the agenda by contacting the secretary in advance of the meeting.

§6.2 Agenda Format & Development

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. The agenda shall also display the Board-adopted mission statement for the Committee.

Items may be referred for inclusion on an agenda by: (1) the Board of Directors; (2) the General Manager; (3) the Committee 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.

§6.3 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 Committee'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 Committee, 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 Committee concerning any item that has been described in the notice for the meeting before or during consideration of that item.

§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 Committee 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 72 hours prior to the date set for the meeting, in accordance with the Ralph M. Brown Act. In lieu of

mailing, notices may be emailed to any person who so requests in writing. 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 Committee by the affirmative vote of a majority of its total authorized membership and with the approval of the Board of Directors.

§7.2 Robert's Rules

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

Adopted by Board of Directors: December 10, 1998

Amended by Board of Directors: December 14, 2000

Amended by Board of Directors: June 5, 2003

Amended by Board of Directors: March 4, 2004

Amended by Board of Directors: September 1, 2005

Amended by Board of Directors: March 1, 2007

Amended by Board of Directors: October 2, 2008

Amended by Board of Directors: June 3, 2010 ⁽¹⁾

Amended by Board of Directors: April 5, 2012

- (1) In 2010, the Board of Directors, based on recommendations from the Advisory Committee Enhancement Process, approved converting two existing VTA Citizens Advisory Committee (CAC) positions to two voting members appointed by the Committee for Transit Accessibility (CTA) and the Bicycle & Pedestrian Advisory Committee (BPAC). These representatives will be from the respective committee's current membership and must meet established CAC membership requirements, including Board of Directors approval.