

MODOC TRANSPORTATION AGENCY

BYLAWS

These Bylaws are intended to provide for the orderly conduct of Modoc Transportation Agency (MTA) Board meetings and for orderly operation of the Board of Directors. The MTA was established on August 13, 1997, by a Joint Powers Agreement (JPA) approved by the City of Alturas and County of Modoc. The Bylaws include relevant excerpts from the JPA and Bylaws adopted in accordance with Article 14 of the JPA.

“Area” is the territory lying within the County of Modoc and City of Alturas. (JPA Article 2.2)

ARTICLE I. DIRECTORS, ALTERNATES, TERMS AND VACANCIES

1.1 Board of Directors and Voting

All powers of the Modoc Transportation Agency shall be exercised by the Board of Directors. The Board shall be composed of three members appointed by the Board of Supervisors of the County of Modoc and three members appointed by the Council of the City of Alturas. Each member of the Board of Directors shall have one (1) vote. (JPA Article 5.1)

1.2 Alternate Directors

The Modoc County Board of Supervisors and City of Alturas Council each are entitled to appoint an Alternate Member, in addition to the three Board Members. Alternate Members shall receive all meeting notices and written material distributed to Board of Directors, and shall have the right to participate and vote at Board meetings in the absence of the Board Member for whom the Alternate serves. (JPA Article 5.2)

1.3 Terms of Office

Members of the Board shall serve at the pleasure of the appointing authority. (JPA Article 5.4)

1.4 Vacancies and Removal

If a representative serving on the Board of Directors ceases to be an elected official he or she must relinquish his or her position as an official member, unless reappointed by that government agency. Any director may be removed by a majority vote of the appointing authority. When a position is relinquished or removed, the position shall be declared vacant. Vacancies may be temporarily filled by an Alternate Member. A vacant seat shall be filled by the appointing authority. (JPA Article 5.4)

ARTICLE II. OFFICERS

2.1 Officers

- a) Officers of the Board of Directors shall consist of a Chairman, Vice Chairman, and Secretary. The Chairman and Vice Chairman shall be elected by the Board at the first regular meeting of

each calendar year. The Executive Director shall serve as the Secretary of the Board, but shall not be a voting member of the Board of Directors.

- b) A vacancy shall immediately occur in the office of the Chairman or Vice Chairman upon the resignation or death of the person holding such office, or upon ceasing to be the official representative of a member county or city. Upon the occurrence of a vacancy in the office of Chairman, the Vice Chairman shall be elevated to the Chairman position for the remaining balance of the term. Upon the occurrence of a vacancy in the office of Vice Chairman, the Board of Directors shall elect a Board member to fill the vacancy for the remainder of the term.
- c) The Secretary shall keep a public record of the Board's resolutions, transactions, findings and determinations, prepare minutes of every meeting, and otherwise perform the usual duties of such office. The Secretary may assign duties to staff.
- d) The Executive Director shall be the chief administrative officer of the Board of Directors and shall receive compensation as may be fixed by the Board of Directors. The powers and duties of the Executive Director are:
 - To administer the affairs of the Board of Directors, subject to the authority of the Board.
 - To prepare and present an annual proposed budget to the Board and to control the budget as adopted by the board.
 - To serve as the Secretary of the Board.
 - To attend the Board meetings.
 - To perform such other and additional duties as the Board of Directors may require.(JPA Articles 4.1.f, 4.1.i; 5.3 and 6.1.h)

ARTICLE III. EXPENSES AND MEETINGS

3.1 Quorum

A majority of the Directors shall constitute a quorum for acting on the business of the Board.
(JPA Article 7.5)

3.2 Meetings

- a) Regular Meetings A regular meeting of the Board shall be conducted, at a minimum, once a year.
- b) Special Meetings Special Meetings may be called by the Chairman or any four (4) members of the Board.
- c) Brown Act All meetings shall be called and conducted in accordance with the Ralph M. Brown Act commencing with Section 54950 of the Government Code. (JPA Article 7.2)

3.3 Expenses

Members of the Board of Directors shall serve with compensation and shall be reimbursed for the actual necessary expenses incurred by them in the performance of their duties, to the extent that such compensation and reimbursement are not otherwise provided to them by another public agency. ~~The Board of Directors shall be reimbursed at a rate of one hundred dollars (\$100.00) per meeting not to exceed one hundred dollars (\$100.00) per month.~~ (JPA Articles 4.1.1 and 6.1)

3.4 Time, Place and Notice of Meeting

- a) Time and Place of Meetings. Regular meetings of the Board shall be held on the third Tuesday of month, as necessary, unless another date is determined by the Chairman or determined by the vote of the Board. The agenda of each regular meeting shall specify the time and place of the meeting. All regular and special meetings shall be held at a time and place convenient to the public within the jurisdiction of the City of Alturas or County of Modoc.
- b) Notice of Special Meetings. Notice of a special meeting shall be delivered personally or by mail to each member of the Board, and to each local newspaper of general circulation, radio, or television station requesting notice in writing. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Such notice shall be received at least 24 hours before the time of such meeting as specified in the notice.
- c) Notice of Regular Meetings. Notice of the time and place of any regular meeting, or adjourned regular meeting, shall be given to a newspaper of general circulation, radio or television station requesting notice in writing in the manner provided for notice of special meetings. (JPA Article 7)

3.5 Conduct of Meetings

- a) All meetings of the Board shall be open and public and all persons shall be permitted to attend any meeting of the Board except as otherwise provided by law.
- b) In all matters, it shall be the policy of the Board that the Chairman shall have the right to open and close meetings and public hearings.
- c) A reasonable time near the beginning of each regular meeting shall be set aside for public input and comment on matters within the Board's subject matter jurisdiction. Except for matters scheduled for formal public hearing, all public input and comment on matters on the agenda shall be made during the public comment period unless the Chairman directs that public comment on a matter or matters appearing on the agenda be made when the matter is regularly scheduled on the agenda.
- d) The Chairman may limit the number of witnesses or the time of testimony on a particular issue.

- e) The Chairman may, with the approval of a majority of the members present, adjourn any meeting to a time and place of his choice within the jurisdiction of the Board. Less than a quorum of the members may adjourn a meeting.
- f) Matters raised at a meeting that may not be acted upon pursuant to the Brown Act (Government Code 54950 et seq.) shall, at the direction of the Chairman, be referred to staff or placed on the agenda of the Board's next meeting. (JPA Article 7.3)

3.6 Agenda; Posting of Agenda

- a) An agenda shall be prepared by the Secretary before each meeting of the Board. The agenda shall include a brief substantive description of each item of business to be transacted or discussed at the meeting together with the date, time and location of the meeting.
- b) The Secretary shall post a copy of the agenda in a location accessible to the public at the place of the meeting, at least 72 hours before each regular meeting and at least 24 hours before each special meeting. The Secretary shall keep a record of the posting of agendas. (JPA Article 7.3)

3.7 Order of Business

The regular order of business of the Board of Directors shall be:

- Call to Order
- Approval of the Minutes
- Public Forum
- Board of Directors Agenda
- Adjournment

(JPA Article 7)

3.8 Chairman

The Chairman shall be entitled to vote on all matters before the Board and present and discuss any matter as a member of the Board. The Chairman shall preserve order and decorum and shall decide questions of order and procedure not otherwise provided in the Board bylaws. (JPA Article 7)

ARTICLE IV. FINANCES

4.1 Fiscal Year

The Fiscal Year of the Board of Directors shall commence on July 1 of any year. (JPA Article 1)

4.2 Annual Report

Within 120 days of the close of the fiscal year, the Board shall submit an annual written report of its operation of the transportation services for that fiscal year to each member city and county. The annual audit of the financial affairs of the Board shall be performed in conjunction with the audits

of the Modoc County Local Transportation Commission. The annual fiscal audits shall be filed with the County Auditor. (JPA Article 6)

4.3 Annual Budget

The Executive Director shall prepare and submit the annual budget by May 1 of each fiscal year. The budget for each year shall provide the necessary funds with which to obtain and maintain the requisite liability insurance and Board error and omissions and bond premiums to fully protect the Board; such insurance shall be obtained and maintained. The annual budget may also include administration, amounts necessary to operate the transportation operations, and other authorized expenditures as identified in the Transportation Development Act. The Board shall review the proposed budget and shall adopt a final budget, through a public hearing, prior to June 20 for the subsequent fiscal year. Adoption of the budget shall not be delegated. In order to adopt the budget, the affirmative vote of not less than majority of the Board of Directors is required. (JPA Article 6.1.c)

ARTICLE V. POWERS AND FUNCTIONS

The powers and functions of the Board of Directors shall include, but not be limited to:

- 5.1** To exercise the powers and conduct business of the Agency, whether directly or by delegation to the Executive Director or other committees, as established by the joint powers agreement and these Bylaws. (JPA Article 6.1.a)
- 5.2** To the making of policy decisions and the determination of policy matter for the Modoc Transportation Agency. (JPA Article 4.1.m)
- 5.3** To determine whether a study will be made of subject or subjects proposed, or may refer the matter to the Modoc County Local Transportation Commission (MCLTC). (JPA Article 6.1.c)
- 5.4** To supervise and oversee the performance of transportation service operations, the Board may recommend transportation fare ratios to the MCLTC, and shall be authorized to raise transportation fare revenues for transit services. (JPA Articles 4.1.a, 4.1.c, and 4.1.k)
- 5.5** To act on behalf of the member city and county to specify the level of service to be provided, the operating plan to implement the service, and how the service is to be coordinated with the public transportation in the respective areas. (JPA Article 4.1.c)
- 5.6** To make and enter into contracts and to expend revenues, leases and other agreements, including contracts with federal, state, and other governmental agencies. (JPA Article 4.1.b)
- 5.7** To acquire, accept, and utilize sufficient revenues to retire debt and to fulfill the financial obligations of the Agency from any funding sources including the Transportation Development Act funds, State Transit Assistance Funds, and Federal Transportation Act funds. (JPA Article 4.1.d)

- 5.8 To incur debts, liabilities, and obligations, which does not constitute a debt, liability, or obligation of the member city or county. (JPA Article 4.1.e)
- 5.9 To employ agents, employees, consultants, advisors, independent contractors, and other staff. (Article 4.1.f)
- 5.10 To pay expenses reasonably and necessarily incurred in the conduct of business, including travel expenses to attend meetings and conferences relating to the business of the Board to the extent budgeted. (Article 4.1.l)
- 5.11 To negotiate, prepare, and contract for transportation services and the claims for funds in accordance with the Transportation Development Act. (Article 6.1.e)
- 5.12 To approve execution of each contract or agreement to be entered into by the Agency. (Article 6.1.d)

ARTICLE VI. STATUTORY AUTHORITY

- 6.1 The Modoc Transportation Agency shall be an agency established by a joint powers agreement among the members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California and shall have the powers vested in the Board by the State or Federal law, the joint powers agreement, or these bylaws. (JPA Article 2)

ARTICLE VII. WITHDRAWAL

- 7.1 Any member city or county may, at any time, withdraw from the Modoc Transportation Agency provided, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the jurisdiction wishing to withdraw. Such resolution of intent to withdraw from the Agency shall be delivered to the Executive Director at least one hundred twenty (120) days prior to the effective date of withdrawal. (JPA Article 12)

ARTICLE VIII. AMENDMENTS

- 8.1 Amendments to these Bylaws may be proposed by an official representative of the member county or city or by the Board of Directors. If proposed by an official representative, the amendment shall be submitted to the Executive Director at least forty-five (45) days prior to a Board Meeting. Each proposed amendment shall be considered by the Board of Directors and a copy thereof, with the recommendations of the Board of Directors and its reasons therefore, forwarded to the official representative of each member jurisdiction at least thirty (30) days prior to the meeting at which such proposed amendment will be voted upon. (JPA Article 14)
- 8.2 A majority vote of the county representative Board members present and a majority vote of the city representative Board members present are required to adopt an amendment to these Bylaws. Amendments to these Bylaws may be by resolution or minute order of the Board. (JPA Article 14)

8.3 Notwithstanding any provision of the agreement establishing the Modoc Transportation Agency, Article 4.1, 4.2, and 4.3 of said Bylaws shall not be changed except with the concurrence of the legislative body of each signatory party to said joint powers agreement. (JPA Articles 1 and 6; Government Code Section 6500)

ARTICLE IX. EFFECTIVE DATE

9.1 These Bylaws shall go into effect immediately upon adoption in accordance with Article 8.2. (JPA Article 14)

