

BYLAWS

OF THE

EL DORADO COUNTY TRANSIT AUTHORITY

Effective: _____

1.0 NAME OF AUTHORITY.

The name of the authority shall be the El Dorado County Transit Authority (hereinafter "EDCTA").

2.0 PURPOSES AND POWERS.

The general purpose of the EDCTA shall be to provide, either directly or indirectly through contract, public transportation services on behalf of its member jurisdictions. The purposes and powers of the EDCTA are fully set forth in the Joint Powers Agreement (hereinafter "JPA").

3.0 BOARD OF DIRECTORS.

3.1 Membership.

The membership eligibility and selection Process for the Board of Directors is established in the JPA.

3.2 Term of Office.

The term of office for each Board member shall be determined by the governing body which appointed that member.

4.0 MEETINGS.

4.1 Regular Meetings.

The Board of Directors shall have regular meetings at least once every two months. The dates for such meetings shall be determined by the Board.

4.2 Special Meetings.

Special meetings may be called at the Discretion of the Chairperson, Vice-Chairperson, or by a majority vote of the members of the Board.

4.3 Quorum.

At least fifty percent (50%) of the Board members shall constitute a quorum for the conducting of business, except that less than a quorum may adjourn a meeting.

4.4 Minutes.

The Board of Directors shall keep or cause to be kept written minutes of its proceedings, except executive sessions.

4.5 Officers.

The board shall elect a Chairperson and Vice Chairperson at the first meeting of each calendar year.

4.6 Compensation.

Directors of EDCTA shall serve without compensation. Directors may receive such per diem and travel expenses as the Board of Directors shall from time to time approve.

4.7 Order of Business.

Meetings of the Board shall be conducted under the following general order of business:

1. Call to order and roll call.
2. Approval of agenda.
3. Disposition of Minutes.
4. Public comment period regarding transit matters not on the agenda
5. Action items.
6. Executive Director's report
7. Information items and correspondence.
8. Board members comments.
9. Adjournment.

4.8 Voting.

Votings shall be by members present. There shall be no proxy vote. The voting shall be by voice vote, except that any member may call for a roll call vote.

Each Board member shall be entitled to one (1) vote.

No act of the Board shall be valid or binding unless a majority of all the members concur therein.

4.9 Notice.

Notice of meetings shall comply with the requirements of the Ralph M. Brown Act, Government Code Sections 54950, et seq.

5.0 TRANSIT ADVISORY COMMITTEE.

The Board shall establish a Transit Advisory Committee (TAC) for the purpose of providing advisory input to the Executive Director on public transportation issues. The TAC responsibility statement is outlined in Appendix A.

5.1 OTHER ADVISORY COMMITTEES.

The Board shall establish other advisory committees as it deems fit.

6.0 STAFF/ORGANIZATION CHART.

The organization chart for the EDCTA shall be established by the Board of Directors.

Pursuant to the JPA, the Board shall appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director, or his/her designee, shall serve as the clerk of the Board of Directors and shall be responsible to keep its minutes, resolutions, as required.

7.0 BUDGETARY PROCESS.

7.1 Preliminary Budgets.

The Executive Director shall propose a preliminary operating budget and a preliminary capital budget to the Board on or before the March meeting of each year.

After considering proposals of the Executive Director, the Board shall adopt a preliminary operating budget and a preliminary capital budget by April 15 of each year.

7.2 Final Budgets.

The Executive Director shall propose a final operating budget and a final capital budget to the Board on or before June 15 of each year. Final operating and

capital budgets shall be adopted by the Board on or before July 15 of each year.

8.0 EXECUTIVE DIRECTOR EXPENDITURE LIMITS.

The Executive Director is authorized to approve the following expenditures:

Service Contract Payments--Those expenditures limits authorized through executed agreements with the EDCTA.

Other purchases--Purchases up to \$25,000 per purchase requisition.

Additional signatures for all checks shall be obtained as required by the Annual Financial Transaction Resolution approved by the Board of Directors.

9.0 EL DORADO TRANSIT: SERVICE DESCRIPTION, COST ALLOCATIONS.

The EDCTA shall provide transit services to member jurisdictions, consisting of certain routes, and hours of operation within an established service area.

Changes in El Dorado Transit service shall be the responsibility of the EDCTA, and not the responsibility of member jurisdictions except as provided in the JPA.

10.0 AMENDMENT.

These bylaws may be amended upon the majority vote of the full Board Membership.

11.0 EDCTA INSURANCE.

The EDCTA shall assure that all services operated by the EDCTA are adequately insured with general liability and automobile liability coverage, property damage and physical damage coverage, fidelity coverage, and other coverages selected by the EDCTA Board.

The EDCTA reserves the right to provide such coverages through direct insurance purchases, establishing contractual requirements, joining insurance pooling programs, establishing reserves, or any other methodology approved by the EDCTA Board.

APPENDIX A

TRANSIT ADVISORY COMMITTEE RESPONSIBILITY STATEMENT

Advisory Committee Objective: The Transit Advisory Committee (TAC) shall have the responsibility to review the operation of the transit system, monitor levels of service such that they fall within funding constraints and provide advice to the Executive Director.

Transit Advisory Committee: TAC Membership shall consist of one representative or bus user, for a total of 9 members as follows:

- 1 from the senior population
- 1 from the disabled population
- 1 from the student population
- 1 from the low income population
- 1 from the commuter population
- 1 from the general public population
- 1 from the Chamber of Commerce
- 1 from the 50 corridor Transportation Management Agency
- 1 from the El Dorado County Transportation Commission

Term of Transportation Advisory Committee:

The term of appointment shall be for two years, which may be renewed for an additional two year term.

Meetings: The TAC shall meet in accordance with the meeting schedule established by the TAC. The agenda shall be prepared by EDCTA staff and shall be mailed to each member. EDCTA staff shall notify each member if a meeting has been cancelled.

Staff Support: Staff Support shall be provided by EDCTA.

Minutes: EDCTA staff shall take minutes of all meetings and shall distribute minutes to TAC members in advance of the next committee meeting.

Officers: The members of the TAC shall select a Chairperson and a Vice-Chairperson annually at their first meeting of each calendar year. The Chairperson's responsibility shall be to preside at all meetings. The Vice-Chairperson shall act in the absence of the Chairperson with all rights and responsibilities. Officers shall be selected by voice or roll call vote.

Quorum: A quorum shall consist of a majority of those appointed of the currently appointed voting members.

Voting: The TAC's action shall require a simple majority of those Members present and voting at which a quorum is present.