



## **Bylaws of OmniTrans**

### **1.0 Authorizing Authority**

- 1.1 The OmniTrans Joint Powers Authority (hereinafter referred to as "OmniTrans" or "Authority"), is a California public agency formed pursuant to the Joint Exercise of Powers Act (Chapter 5 (commencing with Section 6500) of Division 7 of Title 1 of the Government Code) through that certain joint powers agreement titled "Amended and Restated Joint Powers Agreement between the County of San Bernardino and the Cities of Chino, Chino Hills, Colton, Fontana, Grand Terrace, Highland, Loma Linda, Montclair, Ontario, Rancho Cucamonga, Redlands, Rialto, San Bernardino, Upland, and Yucaipa Creating a County Wide Transportation Authority to be Known as 'OmniTrans'", dated July 1, 2016 (hereinafter referred to as the "Joint Powers Agreement").

### **2.0 Office of OmniTrans**

#### *Principal Office*

- 2.1 The principal office of OmniTrans, its Board of Directors (hereinafter sometimes referred to as the "Board"), and its Secretary, shall be located at 1700 W. Fifth Street, San Bernardino, California 92411.

#### *Sub Offices*

- 2.2 The Board may at any time establish sub offices at such other places, within the territory served by OmniTrans, as shall be designated from time to time by the Board in order to further the purposes of the OmniTrans and the efficiency of its operations.

### **3.0 Governing Board**

- 3.1 OmniTrans shall be administered by the Board. The membership shall consist of an officially designated Mayor or Council Member from each of OmniTrans' fifteen (15) member Cities, and four (4) seats shall be held by officially designated members from the Board of Supervisors who currently hold the office of Supervisor of the County of San Bernardino. Each City representative may have one alternate who shall be a Mayor or City Council Member officially designated by the City Council. The County representatives may have one alternate who shall be a County Supervisor.

- 3.2 If the officially designated Board member ceases to hold his or her elected position on the City Council or Board of Supervisors, as applicable, such individual's membership on the Board shall automatically terminate.

#### **4.0 Board Officers; Terms of Office**

- 4.1 The Board, at its first meeting, and biannually thereafter at the first meeting in June, shall elect a Chair who shall preside at all meetings, and a Vice-Chair who shall preside in his/her absence. The Chair and the Vice-Chair shall serve two-year terms. Notwithstanding the foregoing, the Vice-Chair shall become Chair for the subsequent two-year term in the absence of a vote by the Board to the contrary. Alternates shall not be entitled to serve as Chair or Vice Chair.
- 4.2 The Chair shall serve as the designated spokesperson for the Omnitrans Board.
- 4.3 If a vacancy of the Chair position occurs, the Vice Chair shall automatically assume the role of Chair. If a vacancy of the Vice Chair position occurs, the Board shall elect a replacement officer at its next Board meeting.
- 4.4 If extenuating circumstances exist where neither the Chair nor the Vice Chair is present, or able to act, the following protocol shall be in place.
- 4.4.1 If neither the Chair nor Vice Chair is available, the Chief Executive Officer/General Manager shall call the Board meeting to order if a quorum of members is present. The Board, by majority vote, shall appoint an acting Chair *pro tem* for purposes of presiding over the Board meeting.
- 4.5 The Secretary shall be the Chief Executive Officer/General Manager of Omnitrans. The Treasurer shall be the Chief Executive Officer/General Manager. The Attorney shall be designated by the Board.

#### **5.0 Board Meetings**

- 5.1 A quorum for Board meetings shall consist of the majority of the membership of the Board, except that all County representatives on the Board shall be counted as one for the purpose of establishing a quorum. Less than a quorum may adjourn from time to time.
- 5.2 All meetings of the Board shall be held at its principal office, unless a different location is designated in the meeting agenda, properly posted as hereinafter provided, or unless the meeting is conducted via videoconferencing or by telephone in accordance with California state law

or government order, with instructions for electronic or telephonic participation included in the properly posted meeting agenda if necessary.

- 5.3 Regular meetings of the Board shall be held the first Wednesday of each month at 8:00 a.m., unless otherwise specified in the posted agenda.

## **6.0 Committees**

### *Authority of Committees*

- 6.1 Committees are established as an advisory unit and shall not act on behalf of the Board. Committees shall review items brought before them and make recommendations to the full Board, which has the legal responsibility for making decisions and policies of Omnitrans.

### *Formation and Dissolution of Standing Committees*

- 6.2 Formation of a new standing Committee ("Committee") will be brought forth to the Executive Committee for discussion, and if approved, will be forwarded to the full Board for review and approval. Dissolution of a Committee shall be subject to the same process.

### *Composition of Committees and Proceedings*

- 6.3 The Board Chair shall appoint Committee Chairs and Committee members, up to a maximum of seven members per Committee.
- 6.4 Omnitrans has the following four standing Committees:
- 6.4.1 Administrative and Finance Committee (A&F) – Oversees matters pertaining to finance, audit, budget, policies, contracts, human resources, procurement, and general administration, including review of key performance indicators (KPI).
  - 6.4.2 Plans and Programs Committee (PPC) – Oversees the functional areas of service planning, short – and long-range transit planning, service policies and standards, major investment studies and various transportation projects.
  - 6.4.3 Operations and Safety Committee (O&S) - Oversees the Authority's safety, security and emergency management programs to ensure that facilities, equipment and operations are safe and secure for passengers, employees and the public.

- 6.4.4 Executive Committee (EXEC) – Includes the Board Chair, the Board Vice Chair, the Chair of each committee, and the Immediate Past Chair. Committee Chairs are appointed by the Board Chair. EXEC oversees Board governance, including Bylaws, the legislative program, governmental/jurisdictional relations, and issues that may cross-over multiple committees.
- 6.5 Committee meeting schedules shall be recommended by the Authority and adopted by the Committee. If a regular meeting schedule is not adopted and Omnitrans determines a meeting of the Committee is necessary, with approval of the Committee Chair, Omnitrans shall poll Committee Members to select a meeting date and time and determine whether a quorum is achievable. A meeting will not be scheduled unless a quorum has been determined.
- 6.6 A majority of the members of a Committee shall constitute a quorum for the purpose of transacting business of the Committee. Matters heard by the Committee that require action by the Board may be recommended to the Board by the vote of a majority of the committee members present at a Committee meeting. If unable to recommend approval of a matter, the Committee may direct that the item be forwarded to the Board of Directors for action without a recommendation by the Committee.
- 6.7 Any Board Member may attend and participate in a Committee meeting; however only Committee Members in attendance count toward a quorum and can vote on Committee agenda items. Notwithstanding the foregoing, if a majority of the Board is in attendance at a Committee meeting, the Board members who are not members of the Committee may attend only as observers.
- 6.8 The Board Chair and Vice-Chair shall act as non-voting ex officio members of each Committee. If the Committee Chair requests that the Board Chair and/or Vice-Chair serve as an alternate Committee member for a member of the Committee who is absent, the Board Chair and/or Vice-Chair, as applicable, may vote in the capacity of an alternate Committee member. The Board Chair or Vice-Chair, as applicable, may also participate as a voting member of a Committee to give the casting vote in the case of a tie.

#### *Ad Hoc Committees*

- 6.9 The Board Chair may designate ad hoc committees at the Chair's discretion, and without Board action.
- 6.9.1 An ad hoc committee, if formed, shall be for a limited duration to address a specific issue or need. When the work of the ad hoc committee is completed, the committee shall be dissolved.

- 6.9.2 Unless otherwise recommended by the Attorney, ad hoc committees are not subject to the state open meeting laws, and shall not be required to comply with these laws as further described herein.

## **7.0 Compensation of Members**

- 7.1 All members of the Board shall be compensated and shall be reimbursed for expenses as provided by law, by the Joint Powers Agreement, by resolution of the Board, or as herein provided.
- 7.2 Members shall be paid a stipend for each Board, Committee, ad hoc and agenda review meeting attended, as per the Board adopted policy. The foregoing meeting stipend shall only be provided for Committee meetings attended by Committee members and ex officio Committee members.

## **8.0 Rosenberg's Rules of Order**

- 8.1 The proceedings of the Board and Committees shall be governed by the provisions of law applicable thereto, and by the most current version of Rosenberg's Rules of Order.

## **9.0 Public Meetings**

- 9.1 All Board and Committee Meetings will be conducted in accordance with California state law. (Government Code, Title 5, Division 2, Part 1, Chapter 9: Meetings, commencing with Section 54950) or the manner prescribed by any state law, executive order or other action that modifies, succeeds or replaces the Ralph M. Brown Act.
- 9.2 All Board and Committee meetings are open to the public, except that closed session may be held for purposes authorized by, and in accordance with California state law.
- 9.3 No person shall be excluded from any meeting except for conduct which unreasonably interferes with the orderly conduct of the meeting.

## **10.0 Agenda Requirement**

- 10.1 An agenda shall be prepared for each meeting and contain a brief general description of each item of business to be discussed. Items may be deleted from, but not added to, an agenda prior to a regular meeting, unless the addition is made prior to the 72 hour posting deadline for the agenda.

- 10.2 Except as permitted by California state law, no item shall be discussed during a meeting unless the subject is part of the posted agenda.

### **11.0 Agenda Posting and Distribution**

- 11.1 For regular meetings, the agenda shall be posted 72 hours in advance of the meeting time at Omnitrans, in a location that is freely accessible to members of the public, and on the Omnitrans website. The agenda packet shall also be emailed to the Board/Committee Members at least 72 hours prior to the set meeting time.
- 11.2 Agendas for special meetings shall be posted at least 24 hours prior to the set meeting time, and must be provided to the Board/Committee Members and other interested parties with a brief description of the matters to be considered or discussed.

### **12.0 Teleconference/Virtual Participation**

- 12.1 Teleconferencing shall be permitted for Board and Committee meetings in accordance with the following.
- 12.1.1 A teleconference is a meeting in which Board or Committee members are in different locations, connected by electronic means, through either audio, video or both. Teleconference meetings must be held in accordance with California state law.
- 12.1.2 All teleconferenced meetings shall be conducted in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board or Committee.
- 12.1.3 All votes taken during a teleconference meeting shall be by roll call.

### **13.0 Consent Calendar**

- 13.1 Items and motions approved by a Committee without substantial changes shall be placed on a consent calendar on the next Board Meeting unless otherwise directed by the Committee.
- 13.2 Consent calendar items shall be considered for approval as single item during the Board meeting.
- 13.3 A Board member may request to remove an item from the consent calendar. In such a case, the remaining consent calendar shall be considered for approval as a single item and items removed from the consent calendar shall be considered separately at the meeting.

#### **14.0 Motions**

- 14.1 Motions shall be presented, seconded and acted upon, in accordance with recognized parliamentary procedures, as set forth in Rosenberg's Rules of Order. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the movant with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the presiding member shall be entered upon the minutes of the meeting.

#### **15.0 Discussion**

- 15.1 All Board or Committee members, as applicable, shall address the Chair to request to speak and shall be recognized in the order requested.
- 15.2 All Board or Committee members, as applicable, desiring to speak shall have the opportunity to speak once before other Board or Committee members speak again, except as otherwise determined by the Chair.

#### **16.0 Public Comment**

- 16.1 All requests to address the Board or Committee on either agenda or non-agenda related items shall be submitted to the Board Secretary, or as permitted in the Chair's discretion.
- 16.2 Requests to speak shall be taken in the order received.
- 16.3 The Board or Committee, under the direction of its Chair, shall reserve the right to limit redundant or repetitive public comment.
- 16.4 No person shall address the Board or Committee until he/she has first been recognized by the Chair. All persons addressing the Board or Committee shall give their name for the purpose of the record.
- 16.5 The Board or Committee, as applicable, shall provide an opportunity at Board and Committee meetings for the public to address the Board or Committee on each agenda item for up to three (3) minutes on each item, unless a different time period is established by the Chair for the meeting.
- 16.6 The Board or Committee, as applicable, shall provide an opportunity for the public to address the Board or Committee on non-agenda items within the subject matter jurisdiction of the Board or Committee. Each speaker shall be allowed to speak up to three (3) minutes, unless a different time period is established by the Chair for the meeting.

## **17.0 Voting**

- 17.1 Each member of the Board shall have one vote. All actions taken by the Board shall require a majority vote of the members present, with a quorum in attendance, provided, however, that adoption of By-laws, Amendment of By-laws, adoption of an annual budget and such other matters as the Board may designate shall require majority vote of the entire membership of the Board. An abstention shall be considered neither an affirmative nor a negative vote, but the presence of the member abstaining shall be counted in determining whether or not there is a quorum in attendance.
- 17.2 Each member of a Committee shall have one vote.
- 17.3 Actions may be taken by voice vote, except that the presiding officer may, and upon the request of any member shall, require any vote to be taken by roll call. A roll call vote shall be required if teleconferencing is used for a meeting.
- 17.4 Designated alternates attending a Board or Committee meeting on behalf of the member shall have one vote.

## **18.0 Minutes and Resolutions**

- 18.1 The Secretary of the Board shall keep the minutes of regular, adjourned regular and special Board meetings, and of Committee meetings. Minutes shall be transcribed, distributed and submitted to the Board or Committee, as applicable, for approval.
- 18.2 Resolutions shall be in written form. On passage of each motion or resolution, the vote of each member present shall be entered in the minutes of the meeting. Each resolution will be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary and maintained in separate book or file. Resolutions should be annually numbered consecutively. Each resolution shall include, as a prefix to its number, the year in which it was adopted.
- 18.3 As provided by law, the minutes and resolutions shall be open to the inspection of the public at all reasonable times.

## **19.0 Policy Regarding Confidential Information Disclosed During Closed Sessions**

- 19.1 The Board recognizes that, from time to time, it is vital that members of the Board or a Committee divulge certain privileged information obtained in closed sessions at Omnitrans to their own governing bodies meeting in closed sessions. Thus, Omnitrans adopts the policy set forth in Government

Code section 54956.96 which authorizes the disclosure of closed session information that has direct financial or liability implications.

- 19.1.1 Legal counsel of that member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member agency.
  - 19.1.2 Other members of the legislative body of the member agency present in a closed session of that member agency, as well as other persons that may be invited to attend the closed session by the member agency's legislative body.
- 19.2 The legislative body of the local agency member, upon the advice of its legal counsel, may conduct a closed session in order to receive, discuss, and take action concerning information obtained in a closed session of Omnitrans pursuant to this policy.