

**BYLAWS OF THE BOARD OF DIRECTORS OF THE**  
**SOUTH PLACER REGIONAL TRANSPORTATION AUTHORITY**

**Approved by Resolution No. 02-02**

**ARTICLE I -- DEFINITIONS**

Unless otherwise expressly provided, the definition of terms used in these Bylaws shall be the same as are contained in the Joint Exercise of Powers Agreement for the South Placer Regional Transportation Authority, dated effective January 22, 2002 (the JPA Agreement), and any amendment thereto.

**ARTICLE II -- OFFICES**

The principal office of the South Placer Regional Transportation Authority (the Authority) for the transaction of business is located at 550 High Street, Suite 107, Auburn, CA 95603. The Board may change the location of the principal office from time to time. The Authority's Board of Directors (the Board) may establish one or more subordinate offices at any other place or places where the Authority is qualified to do business.

**ARTICLE III -- OFFICERS OF THE BOARD OF DIRECTORS**

**Section 3.1**    **Officers of the Board**

The officers of the Board shall be the Chairperson and the Secretary. In addition, the Board may, from time to time, elect such other officers as the Board shall deem necessary or convenient to conduct the affairs of the Authority.

**Section 3.2**    **Election and Duties of Chairperson**

Pursuant to the JPA Agreement, the Chairperson shall be elected from among the membership of the Board. The Chairperson shall act as Presiding Officer at all regular and special meetings of the Board.

Section 3.3 Election and Duties of Vice Chairperson

A Vice Chairperson may be elected by the Board from among its members. In the absence of the Chairperson, the Vice Chairperson shall perform the duties and obligations of the office of the Chairperson.

Section 3.4 Rights of Presiding Officer

The Presiding Officer shall state every question coming before the Board, announce the decision of the Board on all subjects and decide all questions of order without debate, subject, however, to an appeal to the Board on which a member shall speak but once, the Presiding Officer having precedence in speaking on questions of order. The Presiding Officer shall be deprived of none of the rights or privileges of a member by reason of acting as Presiding Officer, and may move, second and debate, subject only to such limitations of debate as are by these rules imposed on all members.

Section 3.5 Terms of Office

The terms of office of the Chairperson and the Vice Chairperson shall be one (1) year. If no successor is named by the conclusion of any officer's term, the officer shall continue in office until a successor is named.

Section 3.6 Removal and Vacancies

The Board may remove an officer at any time. A vacancy in an office resulting from death, resignation, removal, disqualification, or any other cause, shall be filled by election of the Board. The foregoing applies only to offices of the Board and not to memberships of the Board.

**ARTICLE IV -- MEETINGS**

Section 4.1 Regular Meetings

(a) Regular meetings of the Board shall be held at the time, frequency, and place specified by resolution duly adopted by the Board; provided, however, that there shall be at least one

(1) regular meeting every six (6) months.

Section 4.2    Special Meetings

A special meeting may be called in the manner specified by applicable California law.

Section 4.3    Quorum

Three (3) members of the Board shall constitute a quorum. When there is no quorum at a regular meeting, the Chairperson, or any member of said body, or the Executive Director shall adjourn said meeting until the next regular meeting.

Section 4.4    Session

The Chairperson (or in the absence of the Chairperson, the Vice Chairperson), shall take the chair at the hour appointed for the meeting, and shall call the Board to order. In the absence of the Chairperson and Vice Chairperson, the Executive Director shall call the Board to order, whereupon a temporary chairperson shall be elected from among the members present. Upon arrival of the Chairperson, or Vice Chairperson, the temporary chairperson shall relinquish the chair upon the conclusion of the item before the Board.

Section 4.5    Order of Business

At regular meetings of the Board, the following shall be the order of business:

- (a) Roll Call;
- (b) Approval of Minutes;
- (c) Agenda of the Board; and
- (d) Adjournment.

Section 4.6    Voting

(a) Manner of Voting. On all matters acted upon by the Board, the voting shall be on roll call, and the yeas and nays, and members present but not voting, shall be entered upon the minutes or other records of the meeting.

(b) Vote Required. All actions of the Board shall require an affirmative vote of a majority of the entire Board, except as provided in the JPA Agreement which specifies supermajority and/or unanimity requirements for certain actions.

Section 4.7 Minutes

The Secretary shall be designated by the Board. The Secretary shall record in the minutes the time and place of each meeting of the Board, the names of the members present, all official acts of the Board, and the votes given by the members, and shall cause the minutes to be written up as soon as possible thereafter, and shall forward copies of the draft minutes to the members of the Board and the public entities constituting the Authority. The Secretary shall present the minutes for approval or amendment at the next regular meeting.

Section 4.8 Adjourned Meetings

The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment, whether or not a quorum has been established. If a quorum is not established, no business other than adjournment may be transacted.

**ARTICLE V ~~VI~~ COMMITTEES**

Section 5.1 Creation of Committees

Committees of the Board may be created by a vote of the Board.

Section 5.2 Appointment

The Chairperson shall make all committee appointments with the concurrence of the Board.

Section 5.3 Committee Meetings

(a) Each committee shall meet on the call of its chairperson, at such times and places as are designed by said chairperson.

(b) If required by the provisions of the Ralph M. Brown Act (California Government Code Section 54950 *et seq.*), written notice of the time and place of each committee meeting, and of

the business to be transacted, shall be given in accordance therewith.

(c) A majority of the members of each committee shall constitute a quorum for the transaction of business. All actions of the committee shall require the affirmative vote of a majority of the quorum.

Section 5.4    Duties of Committees

Committees shall perform such other duties as are specified from time to time by the Board.

**ARTICLE VI ~~VI~~ SECRETARY**

Section 6.1    Secretary

The Secretary shall have the power and the duty to do the following:

- (1) Prepare agenda material for all regular and special meetings of the Board.
- (2) Prepare minutes of all regular and special meetings of the Board.
- (3) Keep and maintain or provide for the keeping and maintenance of all official records of the Authority.
- (4) Certify documents on behalf of the Authority.
- (5) Perform such acts as the Secretary is required to perform under the provisions of the JPA Agreement.

**ARTICLE VII -- MISCELLANEOUS**

Section 7.1    Execution of Contracts

The Board may adopt such guidelines or policies as it deems appropriate with respect to the adoption and execution of contracts. The Board may authorize any officer of the Board, staff member of the Authority, or agent of the Authority to execute any contract in the name of and on behalf of the Authority, and such authorization may be general or specific in nature. Unless so authorized, no officer, staff member or agent shall have any power to bind the Authority to any contract.

Section 7.2    Conduct of Meetings

All meetings of the Board and all committees of the Authority shall be conducted in accordance with (a) the Ralph M. Brown Act (California Government Code Section 54950 *et seq.*), and (b) any supplemental meeting procedures adopted by resolution of the Board.

**ARTICLE VIII ~~¶~~ AMENDMENT**

Section 8.1    Amendments to the Bylaws

These Bylaws may be amended by the unanimous vote of all the duly appointed and qualified members of the Board, at any regular or special meeting without previous notice, or upon a vote of the majority of all the duly appointed and qualified members of the Board at any regular or special meeting when at least seven (7) days written notice thereof has been previously given to all of the members of the Board.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am presently the Secretary of the South Placer Regional Transportation Authority and that the above Bylaws, consisting of seven (7) pages, are the Bylaws of the Authority adopted at a meeting of the Board of Directors held on \_\_\_\_\_, 2002.

DATED: \_\_\_\_\_, 2002

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SECRETARY