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RESOLUTION NO. 15-09

**A RESOLUTION OF THE
NAPA COUNTY TRANSPORTATION AND PLANNING AGENCY (NCTPA)
AMENDING THE BY-LAWS OF THE
ACTIVE TRANSPORTATION ADVISORY COMMITTEE**

WHEREAS, effective June 16, 1998, the County of Napa, cities of Napa, St. Helena, Calistoga, American Canyon and the Town of Yountville amended the Joint Powers Agreement of the Napa County Congestion Management Agency to create the Napa County Transportation Planning Agency (NCTPA); and

WHEREAS, the NCTPA joint powers agreement calls for the Active Transportation Advisory Committee (ATAC), and

WHEREAS, the ATAC by-laws require changes to be adopted by the NCTPA Board; and

WHEREAS, the ATAC is recommending changes to their by-laws amending the number of voting members.

NOW THEREFORE BE IT RESOLVED that the Napa County Transportation Planning Agency hereby amends the by-laws for the Active Transportation Advisory Committee to read in full as set forth in Exhibit "A", attached hereto and incorporated by reference herein and the attached provisions of Exhibit "A" shall become effective immediately.

Passed and adopted this 20th day of May, 2015.

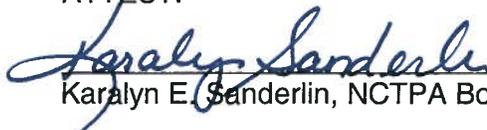

Peter White, NCTPA Vice Chair

Ayes: Garcia(2), Bennett(2),
Barnes(1), Canning(1),
Luros(5), Techel(5),
Caldwell(2), Luce(2),
Galbraith(1), White(1),
Mohler(1)

Nays: None

Absent: Dunbar(1)

ATTEST:


Karalyn E. Sanderlin, NCTPA Board Secretary

APPROVED:

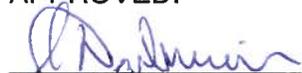

Silva Darbinian, NCTPA Legal Counsel

EXHIBIT "A"

**BY-LAWS OF THE NCTPA
ACTIVE TRANSPORTATION ADVISORY COMMITTEE (ATAC)**

ARTICLE I. NAME

Section 1.

The name of this organization shall be the Active Transportation Advisory Committee, hereafter called the ATAC.

ARTICLE II. AUTHORIZING AGENCY

Section 1.

The Napa County Transportation Planning Agency, pursuant to the Metropolitan Transportation Commission (MTC) Resolution No. 2179, Revised, authorizes the establishment of the ATAC and shall approve all appointments to the ATAC, the ATAC by-laws, and all amendments to the ATAC by-laws.

ARTICLE III. PURPOSE

Section 1.

The ATAC shall act to advise the NCTPA on the development of Active Transportation facilities, including bicycle and pedestrian facilities as alternative modes of transportation. The ATAC shall review and/or prioritize Transportation Development Act (TDA), Article 3, Active Transportation projects and participate in the development and review of comprehensive bicycle, pedestrian and active transportation plans.

Section 2.

The ATAC review process shall ensure that Active Transportation projects within the Cities and County of Napa: promote and encourage bicycle use for commute, shopping, and personal trips; promote and encourage walking; reduce motor vehicle trips; reduce motor vehicle miles traveled; reduce motor vehicle congestion; and promote air quality.

ARTICLE IV. MEMBERSHIP

Section 1.

The ATAC shall be composed of Active Transportation advocates who live or work in the Cities or County of Napa.

Section 2.

Voting privileges are vested exclusively in the ATAC members. Voting members of the ATAC will be representatives of the incorporated Cities and the County. Nominations for the ATAC shall be requested from the member jurisdictions. It is intended that the ATAC shall include eleven (11) representatives from six (6) jurisdictions. Four (4) members from the City of Napa; two (2) members from the County of Napa; two (2) members from the City of American Canyon, and (1) member each for the Town of Yountville, City of St. Helena, and City of Calistoga. At no time shall fewer than four (4) of the six (6) jurisdictions be represented. Each member of the ATAC shall have one vote.

Section 3.

Non-voting members of the ATAC may consist of a representative from each of the jurisdictions' planning and public works staff, MTC, Caltrans, and the public at large.

Section 4.

Voting membership shall be derived from an eligibility list provided by each jurisdiction and appointed to the ATAC by the NCTPA Board for a period of three (3) years. Should it occur that an insufficient number of eligible candidates are provided by the jurisdictions, the ATAC may then make recommendations to the NCTPA Board for appointments in keeping with Article IV, Section 2.

Section 5.

If and when vacancies occur, they must be filled according to Article IV., Sections 2 and 4.

Section 6.

The NCTPA shall, under direction of the Board of Directors, provide staff and organizational support to the ATAC.

ARTICLE V. ORGANIZATION

Section 1.

The elected officers of the ATAC will be:

- a. Chair
- b. Vice-Chair

ARTICLE VI. OFFICERS

Section 1.

The ATAC shall, at the first meeting of the calendar year, nominate and elect annually the Chair and the Vice-chair for one (1) calendar year term.

Section 2.

The Chair shall preside over all meetings and have general direction and control over the activities of the ATAC.

Section 3.

The Vice-chair shall assist the Chair in the execution of that office and, in the absence of the Chair, preside over the meetings, and so when acting, shall have all the powers of the Chair.

ARTICLE VII. MEETINGS

Section 1.

The ATAC shall meet monthly and at a date, time and place as set by resolution of the NCTPA.

Section 2.

All meetings shall be called, noticed and conducted in accordance with the provisions of the Ralph M. Brown Act (Government Code section 54950). The Executive Director and General Counsel shall be given notice of all meetings.

Section 3.

A quorum shall consist of five (5) voting members, representing at least two (2) Cities or one (1) City and the County.

Section 4.

All acts of the ATAC shall require the presence of a quorum and the affirmative vote of a majority of the total membership present.

ARTICLE VIII. ADOPTION AND AMENDMENTS TO THE BY-LAWS

Section 1.

Adoption of the ATAC by-laws will be by a majority vote of the NCTPA Board of Directors.

Section 2.

Amendments to the ATAC by-laws will be by a majority vote of the NCTPA Board of Directors.

Section 3.

Suggested amendments to the ATAC by-laws by the ATAC shall be forwarded to the NCTPA Board of Directors.