



RESOLUTION No. 18-02

**A RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)
AMENDING THE BYLAWS OF CITIZEN ADVISORY COMMITTEE**

WHEREAS, the NVTA Board created the Citizen Advisory Committee (CAC) to address all modes of transportation and to include a broader representation and membership; and

WHEREAS, NVTA periodically updates its committee bylaws to be consistent with current agency directives and state and federal law; and

WHEREAS, the CAC bylaws require changes to be adopted by the NVTA Board; and

WHEREAS, NVTA wishes to amend Citizen Advisory Committee (CAC) bylaws to soften the language around committee membership allowing for more members at-large if specific seats cannot be filled;

NOW THEREFORE BE IT RESOLVED that the Napa Valley Transportation Authority hereby amends the bylaws for the Citizen 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.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Napa Valley Transportation Authority, at a regular meeting held on January 17, 2018, by the following vote:


Peter White, NVTA Chair

Ayes: Garcia(2), Joseph(2),
Barnes(1), Canning(1),
Techel(5), Pedroza(2),
Ramos(2), Galbraith(1),
White(1), Dorman(1),
Dunbar(1)

Nays: None

Absent: Gentry(5)

ATTEST:


Karalyn E. Ganderlin, NVTA Board Secretary

APPROVED:


Vicky A. Clayton, NVTA General Counsel

EXHIBIT "A"

Citizen Advisory Committee

BYLAWS

Article I - NAME

The name of this committee shall be the Citizen Advisory Committee (CAC). Establishment of the committee is authorized under section 4.4.4 of the Joint Powers Agreement of the Napa Valley Transportation Authority.

Article II - OBJECTIVE

The CAC serves to provide the Napa Valley Transportation Authority with advice, comments and suggestions pertaining to multi-modal plans, programs, and projects administered by NVTA of interest to the citizens of Napa County. The committee shall serve in an advisory capacity. Its objective will be to assist NVTA staff in developing plans and programs to address traffic congestion within a multi-modal framework. The functions of the committee shall include, but are not limited to the following:

1. Advise NVTA staff and the NVTA Board on plans including but not limited to Countywide Transportation Plans, Short Range Transit Plans, Active Transportation Plans, and project specific plans.
2. Advise NVTA staff and the NVTA Board on consumer issues related to the design of the VINE system, and its ancillary systems/services, performance, policies, marketing and communications.

Article III - COMPOSITION-QUALIFICATION AND TERMS

All CAC members shall be appointed by the Napa Valley Transportation Authority, and shall serve at the pleasure of the Napa Valley Transportation Authority. Members representing specific jurisdictions (*) will be nominated by their respective jurisdiction. The NVTA Board will strive to appoint Committee members that represent the diverse make-up of Napa Valley community including members of underrepresented groups. If specific representations cannot be filled, after the position opening has been posted and two (2) months have passed, the NVTA Board may fill the position with a member at large.

The CAC will consist of nineteen (19) members. NVTA will make every attempt to fill CAC members based on a diverse representation of the following factions:

Interest	Number of Members
American Canyon resident*	1
City of Napa resident *	1
County of Napa resident *	1
Town of Yountville resident *	1
City of St. Helena resident *	1
City of Calistoga resident *	1
Chamber Member	1
Vintner Member	1
Agriculture Member	1
Hospitality Member	1
Member Representing Environmental Interests	1
Member representing Senior Population	1
Member Representing Students	1
Non-profit organization and/or Education Field	1
Member representing Active Transportation Interests	1
Member representing Low Income Housing Interests	1
Member of the Paratransit Coordination Council	1
Member representing Health and Human Service interest and/or Healthcare field	1
Member at Large	1

Priority will be given to filling the committee with members listed above but if a specific seat cannot be filled, after the position opening has been posted and two (2) months have passed, a member at large may fill an open spot. If specific jurisdictional representation cannot be filled, after the position opening has been posted and two (2) months have passed, that spot may also be filled with a member at large. All members, while understanding that they may have been appointed by virtue of a particular position or interest they hold or represent, must also understand that they represent all the citizens of the community as advisory committee members.

Initial appointments to the Committee shall be six for a one-year term, seven for a two-year term and six for a three-year term. Subsequent to the initial appointment, the term of appointment shall be for two years, which may be renewed. Members shall draw lots to determine term of initial appointment.

Article IV - MEMBERSHIP WITHDRAWAL

Membership may be withdrawn for any of the following reasons at the direction of the NVTA Executive Director:

1. Three (3) consecutive unexcused absences or five (5) absences in an eighteen month period.
2. Misrepresentation at time of appointment with respect to personal use of NVTA's service.

3. If member does not reside in Napa County or ceases to represent the constituency to which the member was assigned

Article V - OFFICERS AND DUTIES

The committee members will elect a committee Chair and Vice-Chair by a majority of the members present at the November/December meeting. A quorum is necessary to hold the elections. Offices will be held for one year or until their successors are elected.

The Chair will preside at all meetings. Should the Chair be absent, the Vice-Chair will preside. In the unlikely event both Chair and Vice-Chair are absent; the remaining members will select an alternate member to preside.

The Chair may appoint ad hoc committees on an as-needed, non-scheduled basis to accomplish a specific task and report back to the full CAC. Ad hoc committees must have less than a quorum of CAC members and are exempt from the requirements of the Brown Act. The CAC may not direct the ad hoc committee on how to fulfill its function or when it should meet.

NVTA staff will provide the administrative support for the committee including providing minutes, mailing agendas to members, and any other related duties.

Article VI - MEETINGS

The CAC shall meet bi-monthly at a date, time and place set by resolution of the NVTA effective January 2016, unless otherwise scheduled by the majority of a quorum. Additional meetings may be required to address time sensitive matters.

All CAC meetings will be held in accordance the Ralph M. Brown Act (Government Code section 54950 et seq.). Agenda items will be agreed upon by the Chair and the NVTA staff representative, or upon motion of the committee. Any committee member may make recommendations for the agenda.

Each member shall have one (1) vote and a quorum shall consist of a majority of filled positions present. A majority vote of the quorum shall be necessary to present an issue to the Executive Director and to the NVTA Board of Directors.

- * All actions of the committee shall require the approval of a majority of the quorum present.

Article VII - PARLIAMENTARY PROCEDURE

The rules contained in "Standard Code of Parliamentary Procedure", by A. Sturgis, shall govern the Council in all cases to which they are applicable, and not inconsistent with the Bylaws of the Council.

Public Notice of all meetings shall be given pursuant to the Brown Act in compliance with the 72-hour posting deadline for regular meetings and the 24-hour deadline for special meetings.

Article VIII - PROHIBITED ACTIVITIES

No individual member shall represent the CAC to the general public or at a NVTA Board meeting without majority vote of a quorum at a CAC meeting prior to the representation.

No CAC member will represent NVTA to the general public without consent of the Executive Director (or designee) prior to the representation.

Article IX. IMPERTINENCE-DISTURBANCE AND MEETING

Any person, including committee members, making personal, impertinent or indecorous remarks while addressing the Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of the Committee. The chairperson may order any person, including committee members, removed from the Committee meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.