



RESOLUTION No. 19-04

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

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

WHEREAS, the ATAC Bylaws require changes to be adopted by the NVTA Board, and

WHEREAS, the current ATAC Bylaws had outdated references and language originally adopted in 1998, and

WHEREAS, the ATAC is recommending changes to its Bylaws to modify the quorum requirements, change outdated references and update the overall structure and language to better define the responsibilities of the committee, and

NOW THEREFORE BE IT RESOLVED that the Napa Valley Transportation Authority hereby amends the Bylaws 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 March, 2019.

~~Chris Canning, NVTA Chair~~

ALFREDO PEDROZA Vice

Ayes: Garcia(2), Joseph(2), Kraus(1), Alessio(5), Techel(5), Pedroza(2), Gregory(2), Dohring(1), Ellsworth(1), Dunbar(1)

Nays: None

Absent: Canning(1), Dorman(1)

ATTEST:


Karalyn E. Sanderlin, NVTA Board Secretary

APPROVED:


DeeAnne Gillick, NVTA General Counsel

EXHIBIT "A"**Active Transportation Advisory Committee****BYLAWS****Article I - NAME**

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

Article II - OBJECTIVE

The ATAC serves to advise NVTA on the development of bicycle and pedestrian facilities as alternative modes of transportation. The ATAC shall review and/or prioritize Transportation Development Act, Article 3 (TDA-3) Program funds for projects and participate in the development and review of comprehensive bicycle, pedestrian and active transportation plans of interest to the citizens of Napa County. The committee shall serve in an advisory capacity. Its objective is to assist NVTA staff in developing active transportation plans and programs to address connectivity, safety, and equity. 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 Active Transportation Plans, Safety Plans, and project specific plans.
2. Act as Active Transportation liaisons to the communities and councils they are representing by staying informed of local priorities and needs for walking and biking in those communities.

Article III - COMPOSITION-QUALIFICATION AND TERMS

All ATAC members shall be appointed by NVTA, and shall serve at the pleasure of NVTA. Members will represent specific jurisdictions and 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.

The ATAC will consist of eleven (11) members 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 one (1) member each from 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 shall have one (1) vote.

Appointments to the Committee shall be for three-year terms.

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 January 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 ATAC. Ad hoc committees must have less than a quorum of ATAC members and are exempt from the requirements of the Brown Act. The ATAC 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 ATAC shall meet monthly on the fourth Monday unless otherwise scheduled by the majority of a quorum. Additional meetings may be required to address time sensitive matters.

All ATAC 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, representing at least two jurisdictions. 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 ATAC to the general public or at a NVTA Board meeting without majority vote of a quorum at an ATAC meeting prior to the representation.

No ATAC 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 cause 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.

Article X. ADOPTION AND AMENDMENTS TO THE BYLAWS

1. Adoption of the ATAC Bylaws will be by a majority vote of the NVTA Board of Directors
2. Amendments to the ATAC Bylaws will be by a majority vote of the NVTA Board of Directors
3. Suggested amendments to the ATAC Bylaws by the ATAC shall be forwarded to the NVTA Board of Directors