

**To:** Advisory Committee

**Date:** 08/28/2024

**From:** John Sanderson, Director of ADA and Specialized Services

**Reviewed by:** 

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**SUBJECT: Proposed Changes to Advisory Committee Bylaws**

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### **Background:**

The primary purpose of the Advisory Committee is to review, analyze, and advise the County Connection Board of Directors on issues and policies relating to fixed-route and paratransit service. The Advisory Committee routinely considers and makes recommendations on finance and planning documents including County Connection's Short Range Transit Plan, annual operating and capital budgets, and annual marketing plan. The Advisory Committee members also act as citizen liaisons from the jurisdictions they represent. The Committee's bylaws were originally adopted in June 2011, when the Citizens' Advisory Committee and the Accessibility Advisory Committee were combined into a single body known simply as the Advisory Committee. The bylaws were subsequently amended in September 2019 to include a comprehensive conflict of interest statement.

Since 2019, the Advisory Committee has continued to meet bi-monthly. However, recruiting and retaining members has been a persistent challenge. Staff, the Board, and the Advisory Committee members themselves have all been engaged with the problem. Although no single cause appears to entirely account for the difficulty, a soft consensus did emerge on several related factors. Most observers agreed that the cadence of the Advisory Committee's regular meetings – one every other month – made it difficult if not impossible for the Advisory Committee to be responsive to the business of the Board and the Board subcommittees. At the same time, many stakeholders came to share the view that the Advisory Committee did not have a sufficiently defined purpose or specific goals to guide its work on behalf of the Board. It was therefore determined by both the Advisory Committee and the Board that the Advisory Committee's bylaws should be revised as necessary to attract and retain an engaged membership, and to provide relevant commentary on matters before the Board. Immediately following the May 2024 Board meeting, the Board held a workshop with the Advisory Committee to discuss potential changes to the Advisory Committee's bylaws with the intent of increasing the Advisory Committee's effectiveness as a deliberative body tasked with providing useful input to the Board.

### **Project Update:**

Using the feedback gathered at the Board workshop in May, as well as advice from Legal, Staff presented the following list of proposed changes to the Advisory Committee at their regularly scheduled meeting, on July 9, 2024. Following the July meeting, Staff redrafted the Advisory Committee bylaws based on input received from the Board in May, in consultation with Legal, and the Advisory Committee Chair.

The new proposed bylaws are included as Attachment B. In addition to reformatting and stylistic adjustments to enhance readability, substantive proposed changes to the bylaws include:

- At-Large Members – The total regular roster increased from 11 to 16 with the addition of 5 at-large seats. Under the proposed revision, at-large Members would be recommended by the Advisory Committee for appointment by the Board.
- Alternate Members – The proposed revision includes clarification about when Alternate Members would be expected to attend meetings and vote in place of the Regular Members.
- Members' Term in Office – The proposed revision would increase the standard term from 2 to 3 years, which it is hoped will reduce the administrative demands of recruiting, appointing, and reappointing members, both at County Connection and Member Jurisdictions.
- Removal of Members and Code of Conduct – The proposal includes specific requirements and procedures for removing Members for cause, as well as a basic Code of Conduct for Members.
- Selection and Duties of Officers – The proposed revision includes more detail about the process for electing the Advisory Committee Chair and Vice Chair, as well as their duties. The same section also clarifies County Connection staff's role in support of the Advisory Committee.
- Cadence and Schedule of Meetings – The proposed revision increases the cadence of meeting to every month instead of every other month, to allow for timely input to the Board.
- Ad-Hoc Subcommittees the proposed bylaws include a new section allowing for the creation of ad-hoc subcommittees to work on specific issues.
- Annual Workplan, Public Statements, and Amendments the proposed revision includes new sections:
  - calling for the Advisory Committee draft a workplan annually for approval by the Board,
  - providing guidance and setting limits on Members making public statements related to their work on the Advisory Committee, and
  - documenting a process for amending bylaws in the future.

**Financial Implications:**

None.

**Recommendation:**

Staff recommends the consideration and approval of the proposed Advisory Committee Bylaws contained in Attachment B.

**Action Requested:**

Staff respectfully requests that the A&F Committee provide feedback regarding the proposed Advisory Committee Bylaws, and/or a recommendation to the Board for approval of the proposed Bylaws.

**Attachments:**

Attachment A: Central Contra Costa Transit Authority Advisory Committee – Role and Function, September 19, 2019 (ADOPTED)

Attachment B: DRAFT Bylaws of the Central Contra Costa Transit Authority (County Connection) Advisory Committee (Ad-Comm), September 19, 2024 (PROPOSED)

# **Central Contra Costa Transit Authority Advisory Committee**

## **Role and Function**

Approved June 16, 2011  
Amended September 19, 2019

### **Purpose**

The primary purpose of the Central Contra Costa Transit Authority Advisory Committee will be to review, analyze and advise the County Connection Board of Directors on issues and policies relating to fixed-route and paratransit service. The Advisory Committee will be asked to consider and make recommendations on finance and planning documents that include but are not limited to the following:

- CCCTA Ten Year Short Range Transit Plan
- Annual operating and capital budget
- Annual marketing plan
- Other issues such as operations, scheduling, administration, finance, and legislation.

### **Composition**

The Advisory Committee shall be comprised of eleven (11) members from Central Contra Costa County. Each member jurisdiction will be requested to recommend one member from that jurisdiction for appointment by the CCCTA Board of Directors. Each member jurisdiction may also recommend an alternate member from that jurisdiction for appointment by the CCCTA Board of Directors. The following criteria should be considered:

- Representative should be active in community participation and involvement
- Representative should reside in the appointed community
- Representative should be a current or former user of fixed-route and/or paratransit service, or an advocate for transit users in their communities.

### **Term**

- Members will be appointed for a two-year term, with no limit on the number of terms served.
- If during his/her term, a representative resigns, is removed, or unable to continue to serve, the recommending jurisdiction will be requested to appoint a successor, to be approved by the CCCTA Board of Directors to serve the balance of the term.
- If a member misses three or more consecutive meetings without cause, the Advisory Committee may request that member resign or be removed by the CCCTA Board after consultation with the affected jurisdiction.

### **Officers**

- The Advisory Committee will elect officers who will serve one-year terms. Officers will include a chair and a vice chair.

## **Meetings**

- The Advisory Committee will meet every other month. However, if the Committee wishes to have a special meeting, any member may request that the Chair ask the staff liaison to schedule such a meeting.
- A majority of those present shall be required to adopt an action.

## **Charge**

The Advisory Committee is charged with the responsibility of acting as ADVISORS to the CCCTA Board of Directors, and of collecting and reporting service issues and concerns received from the jurisdictions. Members may volunteer, or be appointed by the Chair to attend scheduled CCCTA Committee meetings, participate in Advisory Committee subcommittees, or undertake other duties for the Advisory Committee.

Furthermore, the Committee is charged with the responsibility of acting as DISSEMINATORS of information in their community, and of assisting in the education of their jurisdictions regarding the fixed-route and accessible services that are available.

In fulfilling these responsibilities the Committee will:

- Make formal recommendations in the form of written communications and reports to the CCCTA Board of Directors, and where appropriate, supplement with oral comments
- Appoint a member to serve as the Committee liaison to the Contra Costa County Paratransit Coordinating Council
- Act as a forum for fixed-route, accessible services, and LINK paratransit users to express concerns or ideas about the services to the Authority.

In fulfilling this charge, individual members may be expected to:

- Network with other interested citizens and groups in the community.
- Maintain a working relationship with the Board representative from his/her jurisdiction
- Assist CCCTA staff at community or business events

## **Conflict of Interest Regulations**

An Advisory Committee member shall not engage in any employment, activity, or enterprise for compensation which is inconsistent, incompatible, in conflict with, or inimical to his or her duties, functions or responsibilities on the Citizens Advisory Committee (CAC). Such member shall not perform any work, service, or counsel for compensation outside of his or her responsibilities where any part of his or her efforts will be reviewed by the CAC.

Members of the CAC shall comply with the provisions of the California Political Reform Act (Government Code Section 87100, *et seq.*) and doctrine of common law conflicts of interest. Each member shall file an Annual Statement of Economic Interest. Individual members shall disclose and disqualify themselves from participating in any decision in which they have a financial interest under the standards of the California Political Reform Act.

**Bylaws of the  
Central Contra Costa Transit Authority  
(County Connection)  
Advisory Committee  
(Ad-Comm)**

Approved: June 16, 2011

Amended: September 19, 2019

September 20, 2024 (PROPOSED)

**Charge and Purpose**

The County Connection Advisory Committee (Ad-Comm) shall act as advisors to the County Connection Board of Directors (Board of Directors or Board) and shall collect and report service issues and concerns received from the jurisdictions. Members may volunteer, or be appointed by the Chair to attend scheduled Board and subcommittee meetings, participate in Ad-Comm subcommittees, or undertake other duties for the Ad-Comm.

Furthermore, the Ad-Comm is responsible for acting as disseminators of information in their communities and shall assist in the education of their jurisdictions regarding the fixed-route and accessible services that are available.

In fulfilling these responsibilities, and with the approval of the Board of Directors, the Ad-Comm shall:

- Make formal recommendations in the form of written communications and reports to the Board of Directors, and where appropriate, supplement them with oral reports to the Board.
- Appoint Members to serve as Ad-Comm liaisons to the County Connection Board subcommittees, the Contra Costa County Paratransit Coordinating Council (PCC), and any other public committees dealing with business relevant to the Ad-Comm's work.
- Function as a forum for County Connection fixed-route, accessible services, and LINK paratransit users to express concerns or ideas about the services to the Board.

In fulfilling these duties, individual Members may be expected to:

- Network with other interested citizens and groups in the community.
- Maintain a working relationship with the Board representative from their jurisdiction.
- Assist County Connection staff at community or business events.

The primary purpose of the Ad-Comm shall be to review, analyze and advise the Board of Directors on issues and policies relating to County Connection's fixed-route and paratransit services. The Ad-Comm shall be asked to consider and make recommendations on finance and planning documents that include but are not limited to the following:

- County Connection's Short-Range Transit Plan
- County Connection's annual operating and capital budgets
- County Connection's annual marketing plan

- Other issues assigned by the Board of Directors such as
  - Fixed-route bus and paratransit operations,
  - Service scheduling,
  - Administrative and financial matters, and
  - Legislation.

## **Membership & Governance**

### **Regular Members**

The Ad-Comm shall be comprised of up to sixteen (16) Members from Central Contra Costa County including:

- One (1) Member each representing:
  - the City of Concord,
  - the City of Pleasant Hill,
  - the City of Martinez,
  - the City of Walnut Creek,
  - the City of Clayton
  - the City of Lafayette,
  - the City of Orinda,
  - the Town of Moraga,
  - the Town of Danville,
  - the City of San Ramon, and
  - the unincorporated communities in Central Contra Costa County; and
- Up to five (5) “At-Large” Members from Central Contra Costa County.
- Each member jurisdiction shall be requested to recommend one Member to represent that jurisdiction for appointment by the County Connection Board of Directors. At-large Members shall be recommended by the Ad-Comm for appointment by the County Connection Board of Directors.
- The following criteria should be considered by the recommending body when selecting Members to serve on the Ad-Comm:
  - The proposed Member should be active in community participation and involvement.
  - The proposed Member should reside in the appointing community.
  - The proposed Member should be a current or former user of fixed-route and/or paratransit service, or an advocate for transit users in their communities.

### **Alternate Members**

In addition to Regular Members, each jurisdiction may also recommend one (1) Alternate Member for appointment by the County Connection Board of Directors. No alternate At-Large

Members shall be appointed. Alternate Members shall abide by the same rules of conduct applicable to Regular Members.

When the Regular Member from any jurisdiction is unable to attend an Ad-Comm meeting, the Alternate Member (if one has been appointed) representing that jurisdiction shall vote in their place. Alternate Members may not vote in an Ad-Comm meeting where the Regular Member for that jurisdiction is present. However, Alternate Members are welcome to participate in the discussion and are encouraged to attend all Ad-Comm meetings.

## Officers

The officers of the Ad-Comm shall consist of one Chair and one Vice Chair. The Chair and Vice Chair shall be elected at the first meeting of each calendar year and shall serve one-year terms. The Chair shall preside over all meetings of the Ad-Comm, call special meetings as needed, and regularly provide oral reports to the Board of Directors. The Vice Chair shall assume all duties of the Chair in the absence of or upon request by the Chair. In the absence of the Chair and Vice Chair, the Ad-Comm shall appoint a chair pro-tem to fill the duties of the Chair.

## Term of Appointment of Ad-Comm Members

Each Member shall be appointed for a three-year term, with no limit on the number of terms served. If during their term, a representative resigns, is removed, or becomes unable to continue to serve, the recommending jurisdiction shall be requested to appoint a successor, to be approved by the County Connection Board of Directors to serve the balance of the term. If the resigning/removed Member's jurisdiction is also represented by an Alternate Member, the Alternate Member may assume the position of the resigning Member for the balance of their term, with the approval of the Board of Directors.

## Resignation, Removal, and Conduct of Ad-Comm Members

A Member may resign from the Ad-Comm at any time by notifying the Ad-Comm Chair, the Board, or designated County Connection staff. Member resignations will take immediate effect unless otherwise specified at the time of notification.

Each Member is expected to observe basic rules of good conduct. Members and Alternates should use common sense and reasonable judgement in fulfilling their duties at all times during their terms of appointment. Members are to refrain from disruptive and/or inappropriate behaviors such as:

- Violating County Connection's substance free workplace policy,
- Violating the Conflict-of-Interest Regulations included in these Bylaws,
- Harassing, bullying, or intimidating other Members of the Ad-Comm, County Connection staff, or members of the public,
- Habitual absences from or tardiness to Ad-Comm meetings, except for reasons beyond the Member's control.

A Member may be temporarily or permanently removed from the Ad-Comm by the Board of Directors for conduct unbecoming a Member. In cases of severe misconduct that creates a

threat to health and safety, or that seriously disrupts the business of County Connection, the Board of Directors (including subcommittees), or the Ad-Comm, a Member may be suspended immediately by the Ad-Comm Chair or the County Connection General Manager (or their designee) and barred from County Connection property and further participation in County Connection, Board, or Ad-Comm activities, pending removal by the Board of Directors.

## Quorum

A majority of the Ad-Comm Members present shall be required to adopt an action.

## **Meetings and Meeting Schedule**

The Ad-Comm shall meet once per month at times and locations to be selected by the Ad-Comm. At the last meeting of each calendar year, the Ad-Comm shall adopt the full schedule of regular meetings for the next calendar year. Notwithstanding the annual meeting schedule, regular meetings may be canceled by the Chair in consultation with County Connection staff when circumstances make holding the meeting as scheduled unsafe, impractical, or unnecessary. Special meetings may also be held as needed. Any Member may request that the chair work with the staff liaison to schedule such a meeting.

## Ad-Comm Subcommittees

The Chair may, with the approval of the Ad-Comm, create temporary Ad-Comm subcommittees, and appoint Members to serve on the subcommittees. Ad-Comm subcommittees shall be ad-hoc in nature, and no standing subcommittees shall be created. Each Ad-Comm subcommittee shall have a specific assignment or task within the broader scope of the Ad-Comm's responsibilities. Any Ad-Comm Member may be appointed to any Ad-Comm subcommittee, but subcommittees will be composed of less than a quorum of the Ad-Comm. Ad-Comm subcommittees may not take formal action.

## Staff Liaison and Minutes

A County Connection staff member shall serve as staff liaison to the Ad-Comm. The staff liaison shall take minutes at all meetings of the Ad-Comm, maintain a record of attendance, record all roll-call votes, and assist with administrative tasks on behalf of the Ad-Comm. The minutes of each regular or special Ad-Comm meeting shall be presented to the Ad-Comm for approval at the next regular meeting, and to the Board of Directors at the regular Board meeting immediately following approval by the Ad-Comm.

## **Miscellaneous**

### Annual Workplan

Each Fiscal Year, the Ad-Comm shall draft and submit to the Board of Directors a proposed Ad-Comm workplan for the coming year, for consideration and approval at the next regularly scheduled Board meeting. The proposed workplan will include planned topics to be addressed by the Ad-Comm, a suggested time timelines for discussing those topics, and specific proposed agenda items as appropriate.



## Public Statements

No Member of the Ad-Comm shall speak, or represent themselves as a spokesperson for County Connection, or make any public statements on behalf of County Connection without express authorization by County Connection.

## Conflict of Interest

No Ad-Comm Member shall engage in any employment, activity, or enterprise for compensation which is inconsistent, incompatible, in conflict with, or inimical to their duties, functions or responsibilities on the Ad-Comm. Such Member shall not perform any work, service, or counsel for compensation outside of their responsibilities where any part of their efforts shall be reviewed by the Ad-Comm.

Members of the Ad-Comm shall comply with the provisions of the California Political Reform Act (Government Code Section 87100, et seq.) and doctrine of common law conflicts of interest. Each Member shall file an Annual Statement of Economic Interests. Individual Members shall disclose and disqualify themselves from participating in any decision in which they have a financial interest under the standards of the California Political Reform Act.

## Amendments

Proposed amendments to these bylaws may be submitted to the Board of Directors by the Ad-Comm, with the approval of the County Connection General Manager or their designee. Amendments shall be incorporated into the bylaws only by approval of the Board of Directors.