

Attachment # 7

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

Approved: June 16, 2011

Amended: September 19, 2019

September 19, 2024

### Charge and Purpose

The Members of the County Connection Advisory Committee (Ad-Comm) act as advisors to the County Connection Board of Directors (Board of Directors or Board), including collecting and reporting service issues and concerns received from the community. 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 supporting the Board as disseminators of information in their communities and assisting 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:

- ~~Provide advisory feedback and/or~~Make formal recommendations ~~in the form of written communications and reports~~ to the Board of Directors, as requested by staff or the Board and where appropriate, supplement them with oral reports to the Board.
- ~~May~~ 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.

**Commented [AP1]:** I don't believe we are doing this. If not, maybe soften this to "may" appoint so we don't appear out of compliance with the by-laws but still can appoint liaisons when needed.

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

- Attend Ad-Comm meetings to remain informed about operational activities and objectives
- 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

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- 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.

The Ad-Comm is a legislative body subject to the provisions of the Ralph M. Brown Act (Government Code 54950 et seq.).

### **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 Clayton
  - the City of Concord,
  - the Town of Danville,
  - the City of Lafayette,
  - the City of Martinez,
  - the Town of Moraga,
  - the City of Orinda,
  - the City of Pleasant Hill,
  - the City of San Ramon,
  - the City of Walnut Creek, 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 ~~nominate~~ ~~recommend one Member an~~ individual 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.

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### 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. Initial appointment terms will be assigned in one, two or three year increments in order to stagger the expiration dates of Members such that approximately one third of the total Members are appointed or re-appointed every year.

~~At the first Ad-Comm meeting following adoption of these amended bylaws, the Members shall be divided as equally as may be into three Groups. The Seats of the Members of the first Group shall be vacated at the Expiration of the first Fiscal Year, of the second Group at the Expiration of the second Fiscal Year, and of the third Group at the Expiration of the third Fiscal Year, so that one third of the total members may be appointed every Year.~~

If during their term, a Member 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 original Member's 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 including, but not exclusive to:

- Violating County Connection's substance free workplace policy,

**Commented [AP2]:** I think this is more clear about the intent. This gives staff the flexibility to assign an increment of years when an appointment is requested/needed, as appropriate to keep the 1/3 every year goal.

**Commented [AP3]:** Shouldn't have action referenced related to when by-laws were amended, rather the language should stand alone.

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- 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,
- Having four absences within 12 months or three consecutive absences from scheduled Ad-Comm meetings, except for reasons beyond the Member's control.

Failing to adhere to these standards may be considered conduct unbecoming a Member of the Ad-Comm and may result in temporary or permanent removal from the Ad-Comm by the Board of Directors. Circumstances permitting, permanent removal of a Member for cause shall only be presented for consideration by the Board of Directors following a majority vote of the other Ad-Comm Members.

In cases of severe misconduct that creates an immediate 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 seated Ad-Comm Members present (in person or remote) shall be required to elect officers or recommend the removal of a member. In all other matters, a majority of the Ad-Comm members present shall constitute a quorum.

**Commented [AP4]:** I removed the language about a majority of total members appointed. I added language to be more specific that it can be in person or remote.

### 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.

**Commented [AP5]:** I think this is road enough to not require modification with the recent approval of going to all remote meetings.

### 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.

**Commented [AP6]:** Is this happening? If not, do we want to delete this - or, start doing it?

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**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, suggested 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.

**Commented [AP7]:** This hasn't happened in the few years I have been on the Ad Comm and I'd be surprised if one has ever been produced. It is not likely that a group of volunteers could create this document on an annual basis so we should delete this expectation. As provided above, a sub-committee can always be formed to address any specific issue which arises or which the Board asks the Ad Comm to weigh in.

**Commented [AP8]:** I've never done one of these here - is it a legal requirement? If yes, we need to have it happen ASAP.

**Commented [AP8R2]:** Do we know yet?

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