

**BYLAWS
of
SOLANO COUNTY TRANSIT (“SolTrans”)
BOARD OF DIRECTORS**

ARTICLE I. DEFINITIONS

The definitions of terms used in these Bylaws shall be the same as are contained in the Joint Powers Agreement creating Solano County Transit or “SolTrans”, hereinafter called the Agreement, unless otherwise expressly provided.

ARTICLE II. OFFICES

SolTrans' principal office for the transaction of business is located at 311 Sacramento St., Vallejo, California. The Board of Directors may change the location of the principal office from time to time.

The Board may establish one or more subordinate offices at any place or places where SolTrans is qualified to do business.

ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings

a. Time Held

The Board of Directors shall hold a minimum of four meetings per year. These meetings should, if at all possible, be scheduled at least one calendar year in advance. Unless otherwise changed by a majority vote of the Voting Directors at a regular meeting, these meetings shall be held at 4:00 p.m. on the 3rd Thursday of each quarter or at any other time as set by the Chair of the Board, or by a majority of the members of the Board as necessary. Should any of these days fall upon a legal holiday, the meeting of the Board shall be held on the same day of the following week.

b. Business to be Transacted

At its Spring regular meeting or as soon as may be convenient, the Board shall review, modify if necessary, and adopt the annual operating budget.

At the first yearly regular meeting or as soon as may be convenient, the Board shall elect officers as required by the Agreement and these Bylaws.

At any meeting, the Board may transact any other business within its powers, and receive reports of the operations and affairs of SolTrans in accordance with the Brown Act.

c. Notice

Written notice of each regular meeting of the Board shall be delivered to each director and/or alternate director at least five (5) days in advance of the meeting. In accordance with the Brown Act, the notice shall specify:

- i. The place, date and hour of the meeting.
- ii. Those matters which are intended to be presented for action by the Board.
- iii. The general nature of any proposal for action by the Board concerning a change in the Agreement or these Bylaws, a change in the membership of SolTrans, or any other matter substantially affecting the rights and obligations of the members.

Items not included in the noticed agenda may be added in accordance with Section 54954.2 of the California Government Code if the Board determines by a 4/5ths vote of the Board (or a unanimous vote if less than 4/5ths are present) that there is a need to take action immediately and that need for action arose after the agenda was posted.

2. Special Meetings

A special meeting of the Board of Director may be called at any time by the Chair of the Board, or by a majority of the members of the Board subject to the requirement for 24-hour written notice to the members and to requesting representatives of the media provided in Section 54956 of the California Government Code. The notice of a special meeting shall specify the time and place of the meeting and the business to be transacted. No other business shall be considered at the meeting.

3. Place of Meeting

Meetings shall be held in alternating locations between the Benicia and Vallejo Council Chambers, or at some other location as determined by the Board. All meetings shall be open to the public, except such closed sessions as permitted by law and shall be properly noticed in accordance with the Brown Act.

4. Adjourned Meetings

Any meeting of the Board may be adjourned to any date and time when necessary for the transaction of business, whether or not a quorum has been established. If a quorum is not established, no business other than adjournment may be transacted.

ARTICLE IV. NOMINATION AND SELECTION OF BOARD OFFICERS

1. Officers

The officers of the Board are the Chair, the Vice Chair, and the Secretary.

2. Selection

At the first regular meeting of the calendar year, the Chair and the Vice Chair shall be elected by majority vote of the Voting Directors present. The selection of Chair shall rotate between each of the Member Cities but shall not be limited to the Mayors.

3. Term of Office

The Chair and Vice Chair shall be selected for a period of one year or until such time as a successor has been selected by the Board pursuant to these Rules. In the event of a vacancy, the Board shall fill the vacancy within 30 days from the date of such vacancy.

4. Absence of Chair

During the absence of the Chair, the Vice Chair shall preside. In the event that both the Chair and Vice Chair are absent, the remaining members will select someone to temporarily preside.

5. Removal and Vacancies

The Board of Directors may remove an officer at any time upon a majority vote of the Voting Directors. In the event that the office of Chair or Vice Chair becomes vacant, the Board, within 30 days from the date of such vacancy, will select one of its Voting Directors to fill that office.

6. Secretary

The Executive Director or designated representative shall serve as Secretary to the Board of Directors.

ARTICLE V. PUBLIC PARTICIPATION

1. Policy

The policy of the Board is to permit public participation in Board meetings. The Chair may expand or limit the time for addressing any agenda item, including comments during the Items from the Public portion of the agenda. All persons who wish to speak on any agenda item should fill out a Speaker Card and deliver it to the Clerk before the Board considers the particular item unless invited to speak by the Chair or a Director. Persons making comments shall first be recognized by the Chair and give their names for the record.

2. Time Limit

As a general policy, each speaker shall be limited to a three (3) minute comment, unless the agenda notes a different time limit for an item or modified by the Board Chair. The speaker's comments should be directed to the Chair and the Board as a whole and not to any particular Director or staff member.

3. Opportunity for Public Comment

At each regular meeting, the Board will hear public comments, designated as "Items from the Public", on any subject matter within the jurisdiction of the Board and which is not an item on the agenda.

The public will be offered an opportunity to speak on all items on the agenda.

ARTICLE V. MOTIONS DURING MEETINGS

1. Actions by Motion

Action of the Board shall be taken by motion and shall require the affirmative vote of a majority of the Voting Directors, which must include at least one affirmative vote of a Director representing each Voting Member Agency. Any action of the Board may be proposed by the motion of any Member. Such a motion, if seconded by any Member, shall be on the floor and must be considered. If a motion is not seconded, the motion fails for lack of a second, and the Chair shall so declare.

2. Withdrawal of Motions

A motion may be withdrawn by its maker at any time before adoption or rejection, with the consent of the second. Absent the consent of the second, the motion shall remain on the floor. The second to a motion may be withdrawn by the second at any time before adoption or rejection of the motion. Upon withdrawal of the second, the motion will be lost for lack of a second and so declared by the Chair unless seconded by another Member.

3. Debate of Motion

a) After a motion has been seconded, any Member may discuss the subject of the motion. When no Member wishes to discuss the motion further, the Chair shall call for a vote on the motion. At any time after a motion has been seconded, any Member who has the floor may call for the question. The Chair may call for the vote if it appears that further discussion will be repetitious or that a majority of the Members present concur in the call.

b) If a motion with a second contains two or more separable propositions, the Chair may, and on request of a Member shall, divide the motion.

c) When an "original motion" or question is under debate, no motion shall be received unless:

- (1) To adjourn;
- (2) To lay on the table;
- (3) To consider the previous question;
- (4) To postpone to a certain date;
- (5) To refer to committee;
- (6) To amend;
- (7) To postpone indefinitely.

These motions shall have preference in the above order.

d) A motion to adjourn or a motion to fix time of adjournment shall be decided with debate.

e) At any time after a motion has been seconded, any Member may move to table the motion. If the motion to table is seconded, the Chair shall forthwith call for a vote on such motion. A motion to table shall include all amendments to the original motion. A motion to table an item is not debatable and no further discussion or debate shall be permitted on either the original motion or the motion to table. If the motion to table does not pass, consideration of the original motion will continue. If the motion to table does pass, the original motion will remain on the floor but may not again be considered at that meeting unless a motion to remove the original motion from the table is passed. The original motion may then be considered and voted upon at the next regular meeting of the Board unless again tabled. If not considered at such meeting, it will be deemed lost. For the purposes of this subsection, an adjourned meeting shall be considered a separate meeting.

f) A motion to consider the previous question shall preclude all amendment from debate to the main question and shall be put in the form "shall the main question be put to a vote."

g) A motion to refer to committee shall specify the purpose of the committee, the length of time the committee shall serve, and the times and methods by which the committee shall report to the Board.

4. Amendment of Motions

A motion on the floor may be amended by motion at any time before adoption or rejection. If the motion to amend fails, the original motion will be voted upon. If the motion to amend passes, the amendment is adopted and, thereafter, the original motion, as amended, will be voted upon.

5. Motion to Reconsider

A motion to reconsider any action taken by the Board, whether acting in a legislative or quasi-judicial capacity, may be made at the same meeting, at a recessed or adjourned session of that meeting, or at the next subsequent meeting; provided, however, that the Board may only reconsider a resolution or motion authorizing or relating to the approval of a contract before the actual execution of the contract. Only a Member who voted with the prevailing side may make the motion. After a vote on the motion, there shall be no other motion to reconsider the same question without the unanimous consent of the Board within that calendar year.

ARTICLE VI. FISCAL YEAR

The fiscal year of SolTrans shall be from July 1 to June 30.

ARTICLE VII. ADVISORY COMMITTEES

1. Power to Create

The Board may create and appoint advisory committees when deemed necessary for the proper conduct of the Board's business. The Board shall direct the committees to perform acts or study matters

that are within the Board's authority to perform or resolve and that are legally delegated. The Board shall not assign nor delegate to the committees to any action or undertaking which state law or the Agreement identifies as a duty or function of a district administrative or executive officer.

2. Chair's Authority to Create Ad Hoc Committee

The Chair, in his or her sole discretion, may create and appoint ad hoc committees when deemed necessary for the proper conduct of SolTrans' business.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the Voting Directors. Following adoption of amendments, the Chief Executive Officer shall prepare and distribute a revision of the Bylaws to all members.

ARTICLE IX. PARLIMENTARY PROCEDURE

These Bylaws shall govern the proceedings of the Board. In all situations not covered by these Bylaws or any provision of law, the proceedings shall be determined by a majority Vote of the Voting Directors.

ARTICLE X. COMMUNICATION WITH MEMBER AGENCIES

Copies of each Board agenda will be forwarded to each member agency and copies of the minutes from each Board meeting will be distributed upon their approval by the Board.

Adopted: April 21, 2011

Revised: February 18, 2016