



BYLAWS

ADOPTED MAY 13, 2011

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RESOLUTION NO. 69-2-1
Amended 1-21-83, 6-16-89, 8-21-92,
4-15-94, 4-21-95, 4-27-97, 9-18-98,
4-16-99, 11-19-99, 6-16-00, 6-08-01,
6-15-01, 9-21-01, 02-15-02, 06-21-02,
09-27-02, 10-10-03, 12-19-03, 09-24-04,
12-17-04; 02-24-06; 02-23-07; 05-25-07;
05-23-08; 08-28-09; and 01-22-10, 6-25-10,
11-19-10
On the Motion of Director: Leopold
Duly Seconded by Director: Hagen
Is Hereby Amended: 05-13-11

**A RESOLUTION OF THE SANTA CRUZ METROPOLITAN TRANSIT DISTRICT
BOARD OF DIRECTORS ESTABLISHING RULES, REGULATIONS, AND
PROCEDURES FOR, AND THE TIME AND PLACE OF MEETINGS OF THE
BOARD; AND CREATION OF OTHER OFFICES**

I. REGULAR MEETINGS

1.01 Regular Meetings; Time

- (a) Regular meetings of the Santa Cruz Metropolitan Transit District (METRO) Board of Directors shall be held on the second Friday of each month (if needed) from 8:30 a.m. to not later than 11:30 a.m. and on the fourth Friday of each month from 9:00 a.m. to not later than noon. The Board of Directors may extend the meeting times as necessary through Board action. Notwithstanding the foregoing, no regular meetings will be scheduled during the month of July.
- (b) If a regular meeting falls within 5 working days of a recognized METRO holiday, i.e., Thanksgiving, Christmas or New Year's Day, the Board of Directors shall reschedule the meeting to a more convenient date. The regular meeting schedule shall be published for the upcoming year and approved by the Board of Directors during October of each year. This schedule shall include the date, location and commencement time for each regular meeting of the Board of Directors and shall be posted on METRO's website, and METRO's official Bulletin Board throughout the year.

1.02 Regular Meetings; Place

- (a) The Regular meeting of the Board of Directors on the second Friday of the month shall be convened in the Santa Cruz Conference Room at Santa Cruz Metropolitan Transit District, 110 Vernon Street, Santa Cruz, CA

95060. The Regular meetings of the Board of Directors on the fourth Friday of the month shall be convened in the Santa Cruz City Council Chambers, City Hall, 809 Center Street, Santa Cruz, California, except when the Board of Directors' regular meeting schedule sets forth an alternate location.

- (b) If, by reason of fire, flood, earthquake or other emergency, it shall be unsafe to meet in the place designated above, the meeting shall be held for the duration of the emergency or unsafe condition at the place designated by the Chair of the Board of Directors in a notice to the local media that have requested notice in writing, by the most rapid means of communication available at the time. A notification advising the public of the changed meeting location during the emergency or unsafe condition shall be posted on the door of the regular meeting room by the Secretary/General Manager, unless circumstances prevent her/him from doing so.
- (c) The Board of Directors shall not conduct any meeting in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex, gender, pregnancy or related medical condition, age, marital status, medical condition (cancer related or genetic characteristics), sexual orientation, veteran status, or which is inaccessible to persons with physical or mental disabilities, or where members of the public may not be present without making a payment or purchase.

1.03 Regular Meetings; Open to the Public

- (a) Meetings of the Board of Directors shall be open and public and all persons shall be permitted to attend except as otherwise allowed by law or when a closed session is authorized pursuant to applicable state law and properly noticed in accordance therewith.
- (b) A Spanish-bilingual interpreter shall be present and available for translations at the Regular Board Meeting held on the fourth Friday of the month.

1.04 Closed Sessions: State Reasons and Legal Authority; Scope of Coverage; Notice; Reporting Out

- (a) Prior to holding any closed session, the Board of Directors shall disclose, in an open meeting, the item or items to be discussed in the closed session. The disclosures may take the form of a reference to the item or

items as they are listed by number or letter on the agenda. In the closed session, the Board of Directors may consider only those matters covered in its statement. Nothing in this section shall require or authorize a disclosure of information prohibited by state or federal law.

- (b) After any closed session, the Board of Directors shall convene into open session prior to adjournment and shall make any disclosures required by state law of action taken in the closed session.

II. AGENDA

2.01 Agenda; Notification and Posting

- (a) In order to facilitate the orderly conduct of the business of the Board of Directors, all reports, communications, resolutions, or other matters to be submitted to the Board of Directors shall be submitted to the Secretary/General Manager not later than 5:00 p.m. on the Thursday one week prior to the date of the regular Board of Director's meeting unless the Administrative Offices are closed for a holiday, in which case, the deadline shall be moved up one day.
- (b) The Chair, in consultation with the Secretary/General Manager, shall arrange the agenda and shall furnish a copy of it to each member of the Board, to the District Counsel, to the management staff, and to METRO's Union representatives not later than the Tuesday in the week of a Regular Board meeting; the agenda shall be posted on the Official Bulletin Board for the public at the Administrative Office of the Santa Cruz Metropolitan Transit District at least 72 hours preceding each regular Board meeting. A record of this posting including the time and place of posting will be maintained by the Administrative Services Coordinator.
- (c) The agenda shall contain a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The description will be reasonably calculated to inform the public of the general nature of the subject matter of the item so that the public may seek further information on items of interest. The description will focus on the substance of the matter rather than the contemplated action. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.
- (d) Copies of the agenda shall be mailed to any individual or entity that has requested it. The Full Agenda Packet which includes attachments is available online at METRO's website, scmtd.com. Individuals and

entities can voluntarily subscribe or unsubscribe to receive automated email notification when METRO's agendas and agenda packets are available online.

2.02 Agenda; Public Input

Every agenda for regular open meetings shall provide an opportunity for members of the public to directly address the Board of Directors on any item of interest to the public, and before or during the Board's consideration of the item, that is within the subject matter jurisdiction of METRO, provided that no action shall be taken on any item not appearing on the agenda unless the Board complies with Section 2.03 below.

2.03 Agenda; Action Taken Not on Agenda

- (a) No action or discussion shall be taken on any item not appearing on the posted agenda except that members of the Board of Directors present at the meeting or METRO staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights. In addition, on their own initiative, or in response to questions posed by the public, Directors or METRO staff may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Furthermore, a Director or the Board itself may, subject to METRO's rules and regulations, provide a reference to staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or, take action to direct staff to place a matter of business on a future agenda.
- (b) Notwithstanding subdivision (a) above, the Board of Directors may take action on items of business not appearing on the posted agenda under any of the conditions stated below. Prior to discussing any item pursuant to this section, the Chair of the Board of Directors shall publicly identify the item.
 - (i) Upon a determination by a majority vote of the Board of Directors that an emergency situation exists, as defined in Section 4.01(b) herein;
 - (ii) Upon a determination by a two-thirds vote of the Directors present at the meeting, or, if less than two-thirds of the members present at the meeting, a unanimous vote of those member present, that there is a need to take immediate action and that the need for action came to the attention of METRO subsequent to the agenda being posted; or

- (iii) The item was posted pursuant to a prior meeting of the Board of Directors occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

2.04 Agenda; Other Distributed Writings

- (a) Agendas and any other writings when distributed to all or a majority of all, the members of the Board of Directors by any person in connection with a matter subject to discussion or consideration at a public meeting are public records and shall be made available without delay unless the writing is exempt from disclosure pursuant to the California Public Records Act.
- (b) Writings which are public records as set forth above and which are distributed during an open meeting shall be made available for public inspection at the meeting if prepared by METRO or a Director or after the meeting if prepared by some other person.

III. SPECIAL MEETINGS

3.01 Special Meetings; Notice and Purpose

- (a) A special meeting may be called at any time by the Chair or by a majority of the members of the Board of Directors, by delivering written notice to each member of the Board of Directors, and to each local newspaper of general circulation, radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means at least 24 hours in advance of the meeting. The call and written notice shall specify the time and place of the special meeting and the business to be transacted and discussed.
- (b) No other business shall be considered at the special meeting. The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.
- (c) Every notice for a special meeting at which action is proposed to be taken on an item shall provide an opportunity for members of the public to directly address the Board of Directors concerning any item that has been described in the notice for the meeting before or during consideration of that item.

- (d) Notice shall be required pursuant to this section regardless of whether any action is taken at the special meeting.

IV. EMERGENCY MEETINGS

4.01 Emergency Meetings; Notice and Purpose

- (a) In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency open meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement or both of the notice and posting requirements of s Special Meeting.
- (b) For purposes of this section, "emergency situation" means any of the following:
 - (i) An Emergency means a work stoppage, crippling disaster or other activity, which severely impairs public health, safety, or both, as determined by a majority of the members of the Board of Directors.
 - (ii) A dire emergency means a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board of Directors to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the members of the Board of Directors.
- (c) Although no notice to the public is required, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified by the presiding Chair of the Board of Directors, or designee thereof, one hour prior to the emergency meeting by telephone or in the case of a dire emergency, at or near the time that the Chair or designee notifies the directors of the emergency meeting. The notice shall be given by telephone and all telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived, and the Chair or designee thereof, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting and any action taken at the meeting as soon after the meeting as possible.

4.02 Emergency Meetings; Open to the Public

Emergency meetings are always open meetings regardless of the subject matter except that if agreed to by a two-third vote of the Directors present or if less than two-thirds of the Directors are present, by a unanimous vote of those present, the Board of Directors may hold a closed session with the Attorney General, District Attorney, District Counsel, Sheriff or Chief of Police or their respective deputies, or a security consultant or a security operation manager on matters posing a threat to the security of public buildings, a threat to the security of essential public services, or a threat to the public's right of access to public service or public facilities.

4.03 Emergency Meetings; Requirements

All special meetings requirements, as prescribed in Section 3.01 herein, shall be applicable to a meeting called pursuant to this section, with the exception of the 24-hour notice requirement.

4.04 Emergency Meetings; Minutes

The minutes of a meeting called pursuant to this section, a list of persons who the presiding chair of the Board of Directors, or its designee notified or attempted to notify, a copy of the roll call vote and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

V. DIRECTORS

5.01 The Board of Directors

METRO shall be governed by a Board of Directors of eleven members because such membership is necessary to insure adequate representation to all of the areas in the County of Santa Cruz.

5.02 Appointment

The membership of the Board of Directors shall be composed of one member appointed by each City Council of Santa Cruz, Capitola, Scotts Valley, Watsonville and any other incorporated area of the District to represent the incorporated area and one member appointed by the Board of Supervisors of the County of Santa Cruz to represent the unincorporated area. Other appointments shall be made in accordance with the proportionate population within the District. The apportionment shall be based upon the population distribution within the District and the Board shall reapportion its membership

whenever any part of the District is excluded or new territory is added or unincorporated territory within the District incorporates and as a result of the exclusion, annexation, or incorporation, representation on the Board no longer reflects the population distribution within the District. The Board shall also reapportion whenever the County election official advises the Board that the latest official census indicates a need for reapportionment.

5.03 Qualifying Appointees to Board; Area residence

- (a) The appointees to the Board shall have been residents of the area encompassed by the District for at least 30 days prior to their appointment and they shall also be residents of the City whose City Council appointed them, or a resident of the County if appointed by the Board of Supervisors.
- (b) A person shall not be appointed to, or be a member of the Board of Directors unless that person is a resident of the District and has resided within the District at least 30 days immediately prior to his/her appointment to the Board.

5.04 Term of Office

- (a) The term of office for each Director shall be four years.
- (b) If the appointee of any legislative body is one of its own members the appointee may serve only as long as the appointee is a member of the legislative body.
- (c) An appointment to fill a vacancy on the Board or an appointment made after the expiration of the preceding term shall be for the unexpired portion of the term.
- (d) The failure of a Board member to attend three consecutive meetings of the Board without good cause shall create a vacancy in the office of the Board member.

5.05 Directors' Code of Ethics

A Directors' Code of Ethics is attached as Exhibit A to these Bylaws and shall serve as a guideline for the Directors in the work that they perform on behalf of METRO.

5.06 Director Compensation and Reimbursement

- (a) Each Director shall receive compensation of \$50, up to a maximum of \$100 per month and their actual and necessary expenses, for performance of official METRO duties which shall include the following activities:
 - i) Attendance at meetings of the Board of Directors;
 - ii) Attendance at meetings, as a District committee member, of a committee appointed by the Chair of the Board or the Board itself;
 - iii) Attendance at Advisory Committee meetings, as a METRO Director;
 - iv) Attendance at meetings, as a METRO Director, of the American Public Transit Association; and
 - v) Attendance at meetings, as a METRO Director, of the California Transit Association.

- (b) In addition to the meetings set forth above, each Director may receive reimbursement for the actual and necessary expenses incurred for the following METRO Official Duties:
 - i) Attendance at meetings with State and Federal legislators and/or government officials re METRO business;
 - ii) Attendance at meetings with official METRO visitors and/or perspective METRO employees; and/or
 - iii) Participation at required educational and training meetings or seminars.

- (c) Each Director shall be reimbursed for actual and necessary expenses incurred in the performance of official METRO duties. Reimbursement rates for travel, meals, and other actual and necessary expenses shall be in accordance with the reasonable reimbursement rates set forth in Exhibit B. Notwithstanding the foregoing, Directors shall not receive reimbursement for any costs incurred for lodging accommodations or for airline flights as those expenses shall only be booked and directly paid by METRO's Administrative Services Coordinator.

- (d) The Board of Directors in a public meeting shall approve all expenses that do not fall within the reimbursable rates set forth in Exhibit B before the expense is incurred.

5.07 Reimbursement Process and Expense Report Form

- (a) METRO's Administrative Services Coordinator shall schedule all conferences, lodging accommodations and transportation (including the

scheduling of a METRO vehicle for in-state travel) for a Director and will obtain the best rate available at the time of booking. In no event shall the lodging costs exceed the maximum group rate published by the conference or activity sponsor provided that lodging at the group rate is available to the Director at the time of booking. If the group rate is not available, the Administrator Services Coordinator shall use comparable lodging that is consistent with those rates.

- (b) Directors shall utilize METRO vehicles in the performance of official METRO duties in state when possible. If a METRO vehicle is available but the Director prefers to utilize his/her own vehicle, no mileage reimbursement shall be allowed.
- (c) The Administrative Services Coordinator shall provide each Director with an Expense Report form to be filed with METRO for reimbursement of the actual and necessary expenses incurred on behalf of METRO in the performance of official duties or at a Director's request. The expense reports shall document that expenses meet the existing policy for expenditure of public resources. Directors shall submit expense reports within a reasonable time after incurring the expense but in no event later than four weeks after the expense has been incurred. The receipts documenting each expense shall accompany all reports. The Chair of the Board shall review the reports and insure compliance. Under no circumstances shall expenses be paid or reimbursed to a Director that are not allowed including any expenditures for spouses, friends, or others not specifically authorized by this policy to incur reimbursable expenses.
- (d) Directors shall provide brief reports about the meetings attended at the expense of METRO at the next regular meeting of the Board of Directors.
- (e) All documents related to reimbursable agency expenditures are public record subject to disclosure under the California Public Records Act.

VI. PRESIDING OFFICERS

6.01 Election

- (a) The Directors shall at the first meeting in January nominate members of the Board of Directors to serve as Chair and as Vice-Chair. Nominations may be received until final selections occur. The Board of Directors shall, at its second regular meeting in January (generally televised) of each year, choose one of its members to serve as Chair and one of its members to serve as Vice-Chair to serve for the balance of the calendar year or until the selection of their successors. The officer election shall be agendaized at the second meeting immediately following the roll call and shall not be

paired with any other item.

- (b) Should the office of the Chair become vacant during the calendar year, the Vice-Chair shall assume the office of Chair. Should the office of Vice-Chair become vacant, the nomination and selection of Vice-Chair shall be agendized and acted upon by the Board of Directors.
- (c) In the event of a vacancy of both the Chair and Vice-Chair positions, the Directors shall meet in order to nominate members of the Board of Directors for the vacant positions and make final selections.

6.02 Chair to Preside

The Chair shall preside at all meetings of the Board of Directors, except the regular meeting of the Board of Directors held on the second Friday of the month which shall be presided by the Vice Chair. The Chair, or if presiding, the Vice Chair shall have authority:

1. to determine the order of business under the rules of the Board of Directors;
2. to enforce the rules of the Board of Directors; and
3. to preserve order at all meetings and to remove or cause the removal of any person from any meeting of the Board of Directors for disorderly conduct.

6.03 Absence of Chair

If the Chair is absent or unable to act, the Vice-Chair shall serve until the Chair returns or is able to act. The Vice-Chair has all of the powers and duties of the Chair while acting as Chair. In the absence of both the Chair and the Vice-Chair, the Directors shall nominate and elect a director to serve as chair pro tempore during such absences.

VII. CONDUCT OF MEETING

7.01 Call to Order

The Chair, or such other Director as may be presiding, shall at the hour appointed for the meeting, immediately call the Board of Directors to order when a quorum is present. The Chair shall preserve strict decorum at all meetings. She/he shall state every question coming before the Board of Directors, call for the vote, announce the decisions of the Board of Directors, and decide all questions of order, subject, however, to an appeal to the Board of Directors, in which a majority vote of the Board of Directors shall govern and conclusively determine such question of order.

7.02 Rights of Chair

The Chair, or such other member of the Board as may be presiding, may second and debate, subject only to such limitation of debates as are by these rules imposed on all members; the Chair shall not be deprived of any of the rights and privileges of a Director by reason of holding the position of Chair.

7.03 Rules of Debate

- (a) Every Director desiring to speak shall address the Chair, and upon recognition by the presiding officer, shall be confined to the question under debate, avoiding all references to personalities and indecorous language.
- (b) A Director, once recognized, shall not be interrupted when speaking unless it is to call her/him to order. If a Director, while speaking, is called to order, she/he shall cease speaking until the question of order is determined and, if in order, she/he shall be permitted to proceed.
- (c) A Director may request, through the presiding officer, the privilege of having an abstract of her/his statement on any subject under consideration by the Board of Directors entered into the minutes. If the Board of Directors consents thereto, such statement shall be entered; provided, however, that any Director, without the Board's consent, shall have the right to have the reasons for her/his dissent from, or protest against, any action of the Board of Directors entered into the minutes.
- (d) The Secretary/General Manager may be directed by the Chair, with the consent of the Board, to enter in the minutes a synopsis of the discussion of any question coming properly before the Board of Directors.

7.04 Rules of Procedure

Rules of Procedure, which are attached hereto as Exhibit C and incorporated herein by reference shall be followed by the Board of Directors. A complete copy of the Bylaws shall be included in each Director's Board packet and made available for members of the public at Board of Directors' meetings.

7.05 Disruption of Meeting; Clearing Room

In the event that any meeting is willfully interrupted by an individual, a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individual(s) who are

willfully interrupting the meeting, the members of the Board of Directors conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. In order to readmit individuals who were not disruptive, the following procedure shall be used:

- (a) When a meeting is disrupted to the point that it cannot be continued, the Chair shall order those persons causing the disruption to leave the meeting.
- (b) If those causing the disruption fail or refuse to leave the meeting, the Chair shall recess the meeting, order the meeting room cleared and summon law enforcement.
- (c) Upon the arrival of law enforcement, the Chair shall reconvene the meeting.
- (d) METRO Staff shall be directed to readmit those members of the public who did not engage in the disorderly conduct on an individual and intermittent basis.
- (e) If the meeting is again disrupted, the Chair shall cause the meeting room to be cleared and the meeting will continue with only the press in attendance if they have not engaged in any disruption.

VIII. QUORUM

8.01 Transaction of Business; Quorum

A six-member majority of the regular members of the Board of Directors shall constitute a quorum for the transaction of business.

IX. ADJOURNMENT/CONTINUANCES

9.01 Adjournment of Meeting

- (a) The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment.

- (b) Less than a quorum may adjourn any meeting.
- (c) In the absence of all Directors from any meeting, the Secretary/General Manager may declare the meeting adjourned to a stated day and hour. If she/he does, she/he shall then cause written notice of the adjournment to be given in the same manner as provided for Special Meetings set forth herein.
- (d) A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regularly adjourned regular, special, or adjourned special meeting was held within 24 hours after the time of adjournment.
- (e) When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned meeting is a regular meeting for all purposes.
- (f) When an order of adjournment of any meeting fails to state the hour that the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings of the Board of Directors.
- (g) Any hearing being held, or noticed or ordered to be held, by the Board of Directors at any meeting may by order or notice of continuance be continued or recontinued to any subsequent meeting of the Board of Directors in the same manner and to the same extent set forth above for the adjournment of meetings; provided that, if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

X. MINUTES

10.01 Minute Book Record of Open Sessions

- (a) The Secretary/General Manager, or her/his designee, shall attend all open meetings of the Board of Directors and record and maintain a full and true record of all of the proceedings of the Board of Directors in books that shall bear appropriate titles and be devoted to such purpose. Such books shall have a general index sufficiently comprehensive to enable a person readily to ascertain matters contained therein.
- (b) Unless the reading of the minutes of a Board of Directors meeting is requested by the Board of Directors by a majority vote, such minutes may

be approved without reading if the Secretary/General Manager has previously furnished each member with a synopsis thereof.

10.02 Minute Book Record of Closed Sessions

The Secretary/General Manager and/or his/her designee shall attend each closed session of the Board of Directors unless otherwise directed by the Board of Directors and shall keep and enter in a minute book a record of topics discussed and decisions made at the meeting. The closed session minute book is not a public record and shall be kept confidential. This minute book shall be available only to members of the Board of Directors or, if a violation of the Ralph M. Brown Act is alleged to have occurred at a closed session, to a court of general jurisdiction.

10.03 Protests and Dissents by Directors Entered in Minutes

Any Director shall have the right to have the reasons for the Director's dissent from, or protest against any action of the Board entered in the minutes.

XI. PUBLIC'S ROLE IN MEETINGS/PUBLIC HEARINGS

11.01 Public Addressing the Board

- a. The Chair of the Board of Directors may depending on the circumstances, limit the total amount of time allocated for public testimony on particular issues and/or for each individual speaker. However, any restrictions placed on public testimony shall be reasonable and not an effort to suppress expression merely because of the content of the speaker's view.
- b. All remarks shall be addressed to the Board of Directors as a body and not to any member thereof. No person, other than the Chair and the person having the floor, shall be permitted to enter into any discussion, either directly or through a member of the Board, without permission of the Chair. Additionally, any person may submit written materials to the Board of Directors for its consideration.

11.02 Public Hearings

- a) A public hearing will be held before the Board of Directors when required by federal, state, or local laws or regulations or when it is asked to take action on any of the following projects:
 - (i) A change in 25% or more to the service mileage of any route.

- (ii) A change in METRO fares.
 - (iii) Adoption of a Resolution authorizing application for federal funds, state or local funds when required by the funding source.
 - (iv) Adoption of any action taken relating to the adoption of any plan, environmental document, property acquisition, resolution, condemnation resolution or other action relating to a project or property where such public hearing is required by state, federal or local law.
 - (v) Adoption of the Annual Budget.
 - (vi) Adoption of the Short Range Transit Plan.
 - (vii) Adoption of an Ordinance.
- b) A METRO Regulation shall set forth the specific procedures to be followed in setting up a public hearing.

XII. RESOLUTIONS, ORDINANCES AND MOTIONS

12.01 Acts of Board

The acts of the Board of Directors shall be expressed by Motion, Resolution or Ordinance. No Ordinance, Resolution or Motion shall have any validity or effect unless passed by the affirmative votes of six directors. The Board of Directors shall not take action by secret ballot, whether preliminary or final in an open or closed session.

12.02 Resolution

- (a) No resolution shall be adopted by the Board unless it is presented before the Board in writing or read aloud. Where copies of the resolution have been presented to each Director, the reading of the resolution is automatically waived unless a Director specifically requests that it be read.
- (b) A Resolution can be passed through a unanimous voice vote of all those present. However, if a dissent is registered, then a roll call vote shall be taken.

12.03 Ordinance

- (a) No ordinance shall be passed until a public hearing has been held on it, which hearing shall be advertised in a newspaper of general circulation or posted in at least three public places at least 15 days prior to the

hearing. No ordinance shall be adopted by the Board of Directors on the day of introduction. Ordinances must be adopted by a roll call vote.

- (b) All ordinances shall be printed after passage, and maintained in METRO Administrative Offices.
- (c) The enacting clause of all ordinances shall be as follows:

"Be it enacted by the Board of Directors of the Santa Cruz Metropolitan Transit District:...".
- (d) All ordinances shall be signed by the Chair of the Board or Vice-Chair and attested by the Secretary/General Manager.

XIII. METHOD OF VOTING

13.01 Voice Vote

Unless a roll call vote is specifically requested by a Director, all matters, except the voting on Ordinances, shall be decided by voice vote. All actions of the Board of Directors shall be approved by affirmative vote of a minimum of six voting members of the Board of Directors unless otherwise specifically required.

13.02 Silence Recorded as Affirmative Vote

A member's silence shall be recorded as an affirmative vote.

13.03 Duty to Vote

Each Director has a duty to vote when present at a meeting on matters coming before the Board of Directors or a Board Committee unless he/she has notified the Board of Directors of a legal conflict of interest in accordance with California state law. If a conflict of interest is disclosed, the Director shall adhere to all California legal requirements.

XIV. COMMITTEES AND APPOINTMENTS

14.01 Creation of Committees

- (a) The Board of Directors may establish committees for a stated purpose. If required by California Law, committees and their members shall comply with the Ralph M. Brown Open Meeting Act. Committees are required to

comply with these Rules and Regulations. The Secretary/General Manager shall provide adequate staffing to assist the committees in doing their work.

- (b) Directors who are not committee members may attend committee meetings as long as they attend only as observers when a majority of the Board of Directors is in attendance at the committee meeting. Appointees to committees serve at the pleasure of the Board of Directors, except that no appointee will be removed from office for an illegal reason including the exercise of his/her right to speak about matters of public concern.
- (c) The committees shall include the following:
 - (i) Working committees or subcommittees of the Board of Directors analyze, review, and make recommendations to the Board of Directors on items to be presented to the full Board. The Chair of the Board shall appoint members of the Board to such committees or subcommittees and shall also appoint a Board member to chair the committees or subcommittees. If a vacancy occurs, the Board Chair shall appoint a Director to fill the vacancy. Minutes shall be taken at each committee and shall be prepared and distributed to the Directors at least two days prior to the regular Board meeting.
 - (ii) The Board of Directors may from time to time create advisory committees who shall be charged with giving advice to the Board of Directors regarding an issue relevant to METRO's business. Appointments to advisory committees may be made by the Chair, or the Board of Directors. Directors, employees or members of the public may sit on an advisory committee. The following are permanent advisory committees of the Board of Directors:
 - (iii) The Metro Advisory Committee (MAC) is the official advisory committee of the Santa Cruz Metropolitan Transit District. Its purpose is to advise the Board of Directors on matters of METRO policy and operations referred to the committee by the Board or the Secretary/General Manager and to perform such additional duties as assigned. The committee may also address issues which committee members or the public raise with respect to the quantity and quality of services provided by METRO. MAC shall be composed of 11 members appointed by the Board of Directors. Each director shall nominate one individual to serve as members of the MAC. The Board of Directors shall approve bylaws to be followed by MAC.

14.02 Appointment to Santa Cruz County Regional Transportation Commission

- (a) The Board of Directors shall each year in January appoint three representatives and three alternates (in order of priority) to the Santa Cruz County Regional Transportation Commission (SCCRTC) who must be members of the Board of Directors. The Board Chair shall submit nominations of three representatives and three alternates for the first Board meeting in January. At that first meeting in January, the Chair shall entertain other nominations for SCCRTC representatives and alternates from the Directors. Nominations may be received until final selections occur. Thereafter at the second meeting in January, the Board of Directors shall vote on the nominations via a motion and a second. To be appointed a nomination shall receive at least six affirmative votes. A Director may move a slate of three representatives or a slate of three alternates for appointment.
- (b) The Board of Directors may provide its SCCRTC representatives with guidance on issues coming before the Commission to assist the director/commissioner in serving the best interests of METRO.

XV. OFFICIAL BULLETIN BOARD

15.01 Posting of Notices

- (a) For purposes of posting official notices of the Board of Directors, notices of public hearings, and any other official papers of the Santa Cruz Metropolitan Transit District where posting is required by the law, the Official Bulletin Board of METRO shall be the bulletin board at the entrance of METRO Administrative Office located at 110 Vernon Street, Santa Cruz, California 95060. Should the Board of Directors hold a public hearing at any location other than its regular place of meeting, then, in addition to the posting of the notice on the Official Bulletin Board above listed, posting shall also be made upon or near the door of the place of meeting.
- (b) All advisory committees created by the Board of Directors are required to post any and all official notices including those notices required by law at the official bulletin board at METRO's Administrative office entrance. Additionally, METRO staff may also post notices on the bulletin board at Pacific Station, 920 Pacific Avenue, Santa Cruz, CA 95060.

XVI. OTHER OFFICES

16.01 General Manager; Powers and Duties

In addition to the powers, duties and obligations of the General Manager, as set forth above, and the applicable Public Utilities Code pertaining to the Santa Cruz Metropolitan Transit District, the powers and duties of the General Manager shall include the following:

- (a) To have charge, subject to the direction and control of the Board of Directors, of the acquisition, construction, maintenance, and operation of the facilities of METRO.
- (b) To have charge, subject to the direction and control of the Board of Directors, of the administration of the business affairs of METRO.
- (c) To insure that all ordinances of METRO are enforced.
- (d) To administer the personnel system and collective bargaining agreements adopted by the Board of Directors and, except for officers appointed by the Board, to appoint, discipline or remove all officers and employees subject to the rules and regulations adopted by the Board, and the applicable provisions of any adopted collective bargaining agreement.
- (e) To prepare and submit or cause to be prepared and submitted to the Board of Directors within 90 days after the end of each fiscal year a complete report of the finances and the administrative activities of METRO for the preceding year, and the financial status of METRO on the last day thereof.
- (f) To keep the Board of Directors advised as to the needs of METRO.
- (g) To formulate and present to the Board of Directors all plans and specifications for the construction of the works of METRO and the means to finance them.
- (h) To cause to be installed and maintained a system of auditing and accounting which shall completely and at all times show the financial condition of METRO.
- (j) Attend meetings of the Board of Directors as directed by the Board, and act as Secretary to the Board.
- (k) To perform such other and additional duties as the Board may require.

16.02 General Manager; Qualifications and Experience

The General Manager shall be chosen on the basis of his/her qualifications with special reference to his/her actual experience in or knowledge of accepted practices and respect to the duties of his/her office as herein above set forth.

16.03 General Manager; Pro Tempore Appointments

The Board of Directors may appoint a General Manager pro tempore during any absence or disability of the General Manager.

16.04 General Manager; Resident Requirement

The General Manager need not be a resident of this State at the time of his/her appointment, however /he/she shall establish a California residency within 30 days of the commencement of his or her duties with the Transit District.

16.05 District Counsel; Appointment, Powers and Duties

The District Counsel shall be admitted to the practice of law in all courts of this State. The District Counsel shall have the power and be required to:

- (a) Represent and advise, if authorized and directed by the Board of Directors, the Board of Directors and all METRO officers, committees or departments in all matters pertaining to their office.
- (b) Represent and appear, if authorized and directed by the Board of Directors, for METRO and any officer or employee, in any and all actions and proceedings in which METRO or any officer or employee, in or by reason of their official capacity, is concerned or is a party; however, the Board of Directors shall have control of all legal business and proceedings and may employ other attorneys to take charge of any litigation or matter, or to assist the District Counsel therein.
- (c) Attend all meetings of the Board of Directors as directed by the Board of Directors and give legal advice or opinions in writing whenever requested to do so by the Board of Directors, or by any of the committees or officers of METRO.
- (d) Review all contracts to be made by METRO and provide the Board of Directors, its officers and staff with legal advice regarding same.
- (e) Prepare any and all proposed ordinances or resolutions for METRO and

amendments thereto.

- (f) Perform such other acts relating to the office as the Board of Directors shall require; and
- (g) On vacating the office, surrender all books, papers, files, and documents pertaining to METRO's affairs.

PASSED AND ADOPTED this 13th day of May 2011, by the following vote:


AYES: Directors – Alejo, Bryant, Bustichi, Graves, Hagen, Hinkle, Leopold, Pirie and Robinson

NOES: Directors – Dodge

ABSTAIN: Directors – None

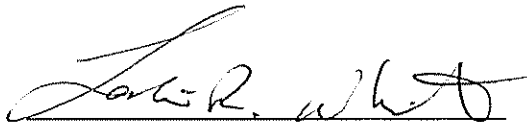
ABSENT: Directors – Stone

APPROVED



ELLEN PIRIE
Board Chair

ATTEST



LESLIE R. WHITE
General Manager

APPROVED AS TO FORM:


MARGARET GALLAGHER, District Counsel

Regulation Number: AR-1004

Computer Title: Director’s Code of Ethics

Effective Date: April 16, 1999

Pages: 4

TITLE: Santa Cruz Metropolitan Transit District Director’s Code of Ethics

REVISION DATE	SUMMARY OF REVISION	APPROVED
April 16, 1999	Policy Implemented	J.B.
February 24, 2006	Section IX - Ethics training added	M.R.
December 15, 2006	Delete specific section of Director’s Code of Ethics	M.R.
May 23, 2008	Change reference to District with “METRO”; Enhance protected classes from discrimination	J.B

I. POLICY

METRO Directors are public servants and, as such, are expected to be impartial and responsible in fulfilling the public trust placed in them. The public expects the highest standard of ethical conduct from all those in public service. METRO Directors are expected to demonstrate personal integrity, honesty, and truthfulness in all their public activities in order to inspire public confidence and trust in METRO.

II. APPLICABILITY

- 2.01 This policy is applicable to all METRO Directors.
- 2.02 Notwithstanding any provision of this Code every METRO Director shall comply with applicable Federal, State and local laws.

III. RESPONSIBILITIES OF PUBLIC SERVICE

- 3.01 METRO Directors are bound to discharge faithfully the duties of their offices, recognizing that the lives, safety, health, and welfare of the general public must be their primary concern. Their conduct in their official and private affairs should be above reproach to assure that their public office is not used for personal gain.

IV. POLITICAL ACTIVITY

- 4.01** Except as herein otherwise provided, or as necessary to meet requirements of federal or state law, no restriction shall be placed on the political activities of any METRO Director.
- 4.02** No METRO Director who holds, or who is seeking election or appointment to, any office or employment in a state or local agency shall, directly or indirectly, use, promise, threaten or attempt to use any office, authority, or influence, whether then possessed or merely anticipated, to confer upon or secure for any person, or to aid, obstruct, or to prevent any person from securing, any position, nomination, confirmation, promotion, or change in compensation or position within METRO.
- 4.03** No METRO Director shall directly or indirectly solicit a political contribution from a METRO employee, except if such solicitation is part of a solicitation made to a significant segment of the public, which may include METRO employees.
- 4.04** No METRO Director who holds, or is seeking election or appointment to, any office shall offer or arrange for any increase in compensation or salary for a METRO employee in exchange for, or promise of, a contribution or loan for the person who holds, or who is seeking election or appointment to such office.
- 4.05** No METRO Director shall engage in political activity while acting in his/her capacity as a Director for METRO.

V. NONDISCRIMINATION

- 5.01** METRO Directors shall not, in the performance of their METRO responsibilities, engage in unlawful discrimination of any sort under any applicable federal, state, county or municipal law or ordinance, including without limitation discrimination against any person on the basis of race, religious creed, color, national origin, ancestry, sex, gender, pregnancy or related medical condition, age, marital status, medical condition (cancer related or genetic characteristics), sexual orientation, veteran status or physical or mental disabilities and they shall make good faith efforts to support and comply with METRO's equal opportunity and affirmative action goals and objectives.

VI. REPORTING OF IMPROPER GOVERNMENT ACTIVITIES

- 6.01** METRO Directors are encouraged to serve the public interest by disclosing to the Board of Directors to the extent not in conflict with the attorney-client privilege

or the physician-patient privilege, information concerning METRO activities where the Director has reasonable cause to believe that the information discloses a violation of state or federal statute, or violation or noncompliance with state or federal regulation. No Director of METRO shall use or attempt to use his or her authority to interfere with such disclosure made by another Director or a METRO employee or to retaliate against a Director or METRO employee for such disclosure.

VII. ETHICS TRAINING

7.01 Each Director shall receive at least two hours of training in general ethics principles and ethics laws relevant to his/her public service every two years.

7.02 Ethics laws include but are not limited to the following:

- (a) Laws relating to personal financial gain by public servants, including but not limited to, laws prohibiting bribery and conflict-of-interest laws;
- (b) Laws relating to claiming prerequisites of office, including but not limited to gift and travel restrictions, prohibitions against the use of public resources for personal or political purposes, prohibitions against gifts of public funds, mass mailing restrictions, and prohibitions against acceptance of free or discounted transportation by transportation companies;
- (c) Government transparency laws, including, but not limited to financial interest disclosure requirements and open government laws;
- (d) Laws relating to fair processes, including but not limited to common law bias prohibitions, due process requirements, incompatible offices, competitive bidding requirements for public contracts, and disqualification from participating in decisions affecting family members.

7.03 METRO's Administrative Services Coordinator shall provide information on training available to meet the requirements of this section to the directors at least once annually.

7.04 Each Director in office as of January 1, 2006 except for officials whose terms of office ends before January 1, 2007, shall receive the training required herein before January 1, 2007. Thereafter, each local agency official shall receive such training at least once every two years.

7.05 A Director who serves more than one local agency shall satisfy the training requirements once every two years without regard to the number of local agencies with which he/she serves.

7.06 The Administrative Services Coordinator shall maintain training records as

required herein for at least 5 years which indicate both of the following:

- (a) The dates that the Directors satisfied these training requirements.
- (b) The entity that provided the training.

7.07 All ethics training records prepared and/or maintained in accordance with this section are subject to disclosure under the California Public Records Act.

EXHIBIT B

Reimbursable	Rates
Transportation:	
Airporter (e.g. shuttle)	\$40.00
Bridge tolls	\$7.00
Cab, per person, per trip	\$20.00
Parking at airport, per day	\$25.00
Parking at hotel, conference center, per day	\$50.00
Personal vehicle mileage to/from airport/conference, per mile	IRS Publication 463*
Public transportation (e.g. bus, subway), per trip/Daypass	\$15.00
Rental Car (includes insurance) per day	\$75.00
Meals:	
Breakfast	\$20.00
Lunch	\$25.00
Dinner	\$50.00
Tips for meals (15% maximum)	
Personal Items:	
Personal calls, one call per day	\$10.00
Not Reimbursable	
Transportation:	
Baggage Claims	
Cab (personal)	
Tips to cabs	
Tips for luggage handling	
Meals:	
Alcoholic Beverages	
Meals for others (e.g. spouses, personal guests)	
Meals upon return to Santa Cruz County	
Snacks	
Personal Items:	
Housekeeping tips	
Clothes cleaning	
Clothing	
Entertainment (e.g. in-room pay movies, video rentals)	
Hair care	
Personal items (e.g. toothpaste)	
Shoeshine	
Souvenirs/Gifts	
Trip Insurance	
Lodging:	
Other than self (e.g. spouse, personal guests)	

METRO's Rules of Procedure for Meetings

A. Motions

1. A motion is the means used by a Director to present a substantive proposal to the Board of Directors for consideration and action. It is the basic means for the transaction of business. Only one subject can be considered by the Board of Directors at one time, therefore, a motion can be proposed only when no other motion is before the Board. A motion must be introduced by the words, "I move..."
2. A motion should be concise and clear. If a motion is confusing, unnecessarily long or involved, the Chair should ask the proposer to rephrase the motion and, if necessary, should assist the Director in doing so. The Chair can rephrase the motion only in wording that is approved by its proposer. The Chair can require that any motion be submitted in writing.
3. A motion requires a second, which means that another director indicates a desire to have the proposal considered. The Director who seconds the motion does not have to be in support of the motion.
4. When a motion has been moved and seconded, the Chair opens the matter for debate. When any Director wishes to speak in debate, he/she shall so indicate to the chair.
5. The motion may be decided by a vote approving or defeating it or it may be disposed of by some other motion such as referral to a committee. No motion may simply be ignored; definite action must be taken on it. A motion passes if at least six affirmative votes are recorded.

B. Motion to Amend

1. The purpose of a motion to amend is to modify a motion that is being considered by the Board of Directors so that it will express more satisfactorily the will of the directors. There is no limit to the number of amendments that can be considered to modify a motion.
2. A Motion to Amend requires a second, is debatable, cannot be amended, and takes precedence over the main motion. However, if an amendment is offered as a "friendly amendment" and is accepted by the proposer of the main motion then a second is not required to incorporate the amendment into the main motion.

3. Amendments are voted on in the reverse order of their proposal. The vote then shall be taken on the amendment to the motion and, finally on the motion.

C. Debate

1. The purpose of a legislative body is to secure the collective judgment of the group on proposals submitted to it for decision. This purpose is best served by the free interchange of thought through discussion and debate. The right of every director to participate in the discussion of any matter of business that comes before the Board of Directors is one of the fundamental principles of parliamentary law. Therefore, every director is guaranteed a reasonable and equal opportunity to be heard.
2. Usually the first director who indicates to the chair a desire to speak will be recognized for that purpose. When more than one director indicates a desire to speak, the following rules will apply:
 - a.) The proposer of the Motion or the author of a Report will be recognized first;
 - b.) A director who has not had the opportunity to speak will be recognized over one who has already spoken on the issue. Similarly one who seldom speaks should be recognized over one who speaks more frequently;
 - c.) The Chair should alternate between the supporters and opponents of an issue.
3. When it appears to the Chair that all the directors who wish to speak have been recognized, he/she may call for a vote.
4. A Motion to Close Debate (Calling the Question) will prevent or stop debate on the motion (or motions) to which it is applied and bring it (them) to an immediate vote. The Motion to Close Debate may be proposed at any time after the motion to which it applies has been stated to the Board of Directors. Once a Motion to Close Debate is offered, the Chair shall decide whether or not Debate should be closed considering whether there are other Directors who wish to debate the issue and whether the debate will be productive. The Board of Directors with a minimum of six affirmative votes may overrule the decision of the Chair.
5. A Motion to Postpone Temporarily (To Lay on the Table, or to Table) is a motion to set aside temporarily a pending motion in such a way that, if the Board of Directors wishes, the postponed motion can be taken up again for consideration at any time during the current meeting by a motion to resume its consideration. A Motion to Postpone Temporarily requires a second, is not debatable and cannot be amended and requires at least six

affirmative votes for passage or two-thirds when used to suppress a motion without further debate.

D. Motion To Reconsider

1. A Motion to Reconsider is to enable the Board of Directors to set aside a vote on a motion taken at the same meeting and to consider the motion again as though no vote had been taken on it because of a misunderstanding or because action was taken without adequate information or because later events cause the Board of Directors to change its mind.
2. A Motion to Reconsider is a restorative motion and can be offered at any time during a meeting. It is unusual in that, unlike an ordinary motion, it may be proposed even if other business is under consideration, and if necessary, it may interrupt a speaker. When a Motion to Reconsider is proposed and seconded while other business is pending, the Chair directs the secretary to record its proposal; but the Motion to Reconsider is not considered until the pending business has been handled. It is then considered and decided immediately.
3. Any Director may offer the Motion to Reconsider when it appears justified, as when new facts have come to light or when an error needs to be corrected, or when a hasty decision appears to have been made. If the Chair considers the motion dilatory, it can be ruled out of order. If there is disagreement about whether the Motion is dilatory, the decision of the Chair can be appealed, in which case the ultimate decision is made by the Board of Directors.
4. A Motion for Reconsideration requires a second, debate is restricted to the reasons for reconsideration, it cannot be amended and requires at least six affirmative votes.

E. Points of Order

1. A Point of Order calls the attention of the Board of Directors and of the Chair to a violation of the rules, an omission, a mistake or an error in procedure and to secure a ruling from the Chair on the question raised.
2. A Point of Order must be raised immediately after the mistake, error, or omission occurs. It cannot be brought up later unless the error involves a violation of law, or of the bylaws, or the accuracy of the minutes.
3. As soon as the Director has stated a point of order, the Chair must rule on it, declaring that the point is “well taken” or “not well taken”. The Chair may state the reasons for the decision, if desired. If the Chair is in doubt

as to the correct decision, the ruling may be delayed briefly. Meanwhile, action on the matter affected by the point of order is deferred. When the Chair refers a point of order to the Board of Directors for decision, discussion is not in order unless the Chair invites it. No appeal may be taken from a decision by the Board of Directors on a point of order. A Director wishing to challenge a decision of the Chair on a point of order must appeal to the Board of Directors. A minimum of six affirmative votes by the Board of Directors is required to overrule the Chair.

4. The highest Point of Order is the request for Personal Privilege, which takes precedence over all other matters. This request enables a Director to secure an immediate decision and action by the Chair on a request that concerns the comfort, convenience, rights or privileges of the Board or of the Director himself/herself. It may be used when a Director believes that he/she has been insulted and wants to respond. It should be used sparingly and may never be used to raise a substantive point.

F. Procedures Not Addressed

If there are any procedural matters that arise during a meeting of the Board of Directors that are not covered in these Rules of Procedure or in the Santa Cruz METRO Bylaws, the Chair shall decide how to proceed. The Board of Directors with at least six affirmative votes, however, may overrule the Chair.

