



Los Angeles County Metropolitan Transportation Authority

CITIZENS' ADVISORY COUNCIL BY-LAWS
(as amended June 26, 2008)

ARTICLE I: PURPOSE

Subject to the supervision of the Los Angeles County Metropolitan Transportation Authority Board of Directors, hereafter (MTA), the Citizens' Advisory Council, hereafter (CAC), shall consult, and will obtain and collect public input on those matters of interest and concern to the Community, and will communicate the CAC's recommendation with respect to such issues to the MTA. Issues may also be assigned to the CAC by the MTA for its review, comment and recommendation.

Subject to the direction and concurrence of the MTA, the CAC may also engage in such related activities as are appropriate to the discharge of its responsibilities, and bring matters of public concern to the attention of the MTA. In meeting its responsibilities, the CAC may conduct meetings and appoint committees and subcommittees.

ARTICLE II: MEMBERSHIP

A. APPOINTMENT: Each current principal voting board member of the MTA Board shall nominate four (4) public members to the CAC to serve at the pleasure of the appointing principal Board member for a three year term. There is no limit as to the number of terms duration that a CAC member may serve. Members of the CAC shall be selected so as to reflect a broad spectrum of interests and all geographic areas of the County. A maximum of one (1) representative per MTA Sector Governance Council may be appointed as a Citizens' Advisory Council member.

In the event that an appointing Board member leaves the MTA Board, then the CAC member who is an appointee of the Board member shall have ninety (90) days in which to seek an appointment from another member of the Board.

Only CAC members who have signed appointment letters on file with the office providing staff support to the CAC shall be members of the CAC in good standing with full privileges of voting and holding office.

B. ATTENDANCE: If a member has more than three unexcused absences in a row or within a six month period calendar year period, the Executive Committee will determine if the CAC Chairperson shall notify the nominating board member of each

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unexcused absence from the next two general meetings. ~~The Executive Committee may adopt attendance guidelines (the definition of “unexcused absences”) on annual basis.~~ Thereafter, the CAC Chairperson shall notify the nominating board member that, in accordance with these By-Laws, a vacancy exists due to unexcused non-participation. The CAC Chairperson shall request a new nomination be made. A principal Board member may re-nominate the inactive member or ~~the Executive Committee may recommend upon request of the CAC member or their appointer that the CAC member be designated as an Ex-Officio non-voting member.~~

### **ARTICLE III: OFFICERS**

- A. **OFFICERS:** The officers of the CAC shall consist of the Chairperson, Vice-Chairperson, Secretary, and Chairperson Emeritus, each of whom shall be elected from among members of the CAC. The CAC, annually, at its June meeting and at such other time as there may be a vacancy, shall elect officers. The term of office shall be one year. Each shall serve for the balance of the current term. There is no limit to the number of consecutive terms that can be served.
1. **Duties of the Chairperson:** The Chairperson shall, preside at all meetings of the CAC and shall exercise and perform such other powers and duties as may be assigned by the CAC or prescribed herein.
  2. **Duties of the Vice-Chairperson:** The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence, and when so acting shall have all the powers of and be subject to all the restrictions of the Chairperson.
  3. **Duties of Secretary:** The Secretary shall ~~cause the transmittal of~~ ~~transmit~~ action recommendations in a timely fashion to the Chief Executive Officer for distribution to the MTA Board. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the CAC and shall ~~send-cause~~ a copy of such minutes of each meeting to be distributed to the MTA Board Secretary (for distribution to the MTA Board and other interested individuals), Chief Executive Officer, Executive Officers, and General Counsel as soon as possible after the minutes have been approved by the CAC. The Secretary shall give or cause to be given notice of all meetings (including the agenda) as may be required by law or by motion of the CAC, and shall have such other powers and perform such other duties as may be assigned by the CAC or prescribed herein. The Secretary shall maintain an up-to-date roster of members (and those individuals receiving agendas and minutes) and have it available at all meetings of the CAC. In the absence of both the Chairperson and the Vice-Chairperson the Secretary shall serve as the Chairperson Pro-Tempore and have all the powers and be subject to all the restrictions upon the Chairperson.
  4. **Duties of the Chairperson Emeritus:** The Chairperson Emeritus shall perform the duties of the Chairperson in the absence of the Chairperson, Vice-Chairperson or Secretary and shall have the powers of and be subject to all of

the restrictions of the Chairperson.

#### **ARTICLE IV: WORK PROGRAM**

In June of each year, the CAC shall adopt an Annual CAC work program, which outlines the activities and priorities of the CAC for the coming year.

#### **ARTICLE V: SUBCOMMITTEES**

- A. **SUBCOMMITTEES:** Subject to the direction and concurrence of the MTA, the CAC may create subcommittees and appoint liaisons to accomplish its Work Program and its responsibilities. The subcommittees and liaisons may parallel the MTA committees and perform other functions as required. The subcommittees will monitor developments and issues within their respective subject areas. They will also assist the CAC Executive Committee provide for timely development of CAC recommendations. The following subcommittees of the CAC are hereby created:
1. **Executive Committee:** This committee shall include the Chairperson, Vice-Chairperson, Secretary, Chair Emeritus, and chairpersons of the Standing Committees. This committee shall see to the ongoing operation of the CAC.
  2. **Standing Committees:** The CAC may create standing committees to accomplish its work program and to help in its responsibility to advise the Board of the MTA. The committees will parallel committees of the MTA. The chairpersons of these committees will be elected by the members of the standing committees and they or their alternates will also serve as the CAC liaison to the parallel MTA Committee. The committee will be responsible for an assigned portion of the work program, which relates to the responsibility of their parallel MTA Committee.
  3. **Ad Hoc Committees:** Ad Hoc Committees may be formed to study and make recommendations on a specific issue or take specific action on behalf of the CAC. The Chairperson of the CAC or of a Standing Committee may appoint an Ad Hoc Committee whose chairperson will be elected by the members of that committee. An Ad Hoc Committee can also be formed by any four members of the CAC with the approval of a majority vote of the CAC members present. The Chairperson of the CAC will be informed of the members and the purpose of any such committee. The findings and recommendations of the Ad Hoc Committees must first be submitted to the Executive Committee of the CAC and then to the CAC at a regularly scheduled meeting. Further action, as appropriate, requires a majority vote of the CAC members present at a regular scheduled meeting of the CAC. The Ad Hoc Committees shall exist for a period of 90 days and may be extended for an additional 90 days by the majority vote of

the CAC.

#### **ARTICLE VI: MEETINGS**

- A. **AGENDA:** Matters to be placed on the agenda for any ~~regular-general~~ meeting may be ~~filed with-submitted or recommended to~~ the Secretary by any member of the CAC ~~to the Executive Committee. If the Executive Committee at its meeting recommends placement on general meeting agenda, it shall be agendized.~~ The Secretary shall cause the agenda to be prepared ~~and posted in accordance with the Brown Act, and copies thereof to be mailed or delivered to each member of the CAC, the CEO, the Executive Officers, General Counsel, and the Board Secretary of the MTA at least three working days prior to the regular meeting date.~~
- B. **REGULAR MEETINGS:** The CAC will hold regularly scheduled monthly meetings the fourth Wednesday of each month and from time to time thereafter, unless such day is a holiday, in which case the meeting shall be held on the following Wednesday or the day before the MTA Board meeting, or to any date suggested by the majority of the CAC membership.
- C. **EXECUTIVE COMMITTEE MEETINGS:** Regular meetings of the Executive Committee shall be held the first Friday each month and from time to time thereafter, unless such day is a holiday, in which case the meeting shall be held on the following Friday, or to any date suggested by the majority of the CAC membership.
- D. **STANDING COMMITTEE MEETINGS:** The Standing Committee meetings will be held at the time and place designated by the members of the Standing Committees.
- E. **AD HOC COMMITTEE MEETINGS:** The AD Hoc Committee meetings will be held at the time and place designated by the members of the Ad Hoc Committee.
- F. **SPECIAL MEETINGS:** A special meeting may be called at any time by the MTA, Chairperson, or in his or her absence, by the Vice-Chairperson, or by a majority of the members. When a majority of the members call a meeting they shall deliver either personally or by mail written notice signed by a majority of the members to the Secretary and MTA staff liaison or by the MTA. Such notice shall be postmarked at least 72 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be transacted at such meeting.
- G. **RALPH M. BROWN ACT:** All meetings of the Committee shall be called, noticed and conducted in the manner prescribed by the Section 54952.3 of the Government Code (the Ralph M. Brown Act).
- H. **QUORUM:** ~~For the General CAC meetings, a~~ majority of existing, appointed members of the CAC, including at least one elected officer of the CAC, shall constitute a quorum for the transaction of business, and all official acts of the CAC shall require

the affirmative vote of a majority of the **members present.** For the Executive Committee meetings, a majority of the Executive Committee members shall constitute a quorum for the transaction of business.

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- I. **ADDRESSING COMMITTEE ON AGENDA ITEMS:** No person or member shall address the Committee at any meeting until first recognized by the Chairperson. The decision of the Chair not to recognize a person may be changed by vote of a majority of the members of the CAC present at the meeting. The Chairperson may, in the interest of facilitating the business of the CAC, limit the amount of time which a person or member may use in addressing the CAC.

#### **ARTICLE VII: AMENDMENTS**

Amendments to By-Laws: The CAC By-laws may be amended from time to time by the CAC by a **vote of a two-thirds majority** of the membership as listed on the membership roster at the time of such a vote. Any proposed By-laws amendment must be properly noticed on the agenda of a regularly scheduled CAC meeting and scheduled for a membership vote at the next regularly scheduled CAC meeting. Any amendments to the By-laws are subject to MTA Board approval.

#### **ARTICLE VIII: POWERS**

The Council is created and given perpetual succession by terms of the Los Angeles County Metropolitan Transportation Authority Act. The CAC shall, however, have no powers or existence separate or apart from that of the MTA.

No member of the CAC shall make representation to the MTA or any other body or body representative or person as representing the CAC unless specifically authorized by a majority vote of the CAC or the CAC Executive Committee.

END OF BYLAWS