



## ***MEMORANDUM***

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**TO:** Board of Directors

**DATE:** November 17, 2010

**FROM:** Celia McAdam, Executive Director

**SUBJECT:** PCTPA BYLAWS UPDATE

### **ACTION REQUESTED**

Board adoption of the updated PCTPA Bylaws as shown in Attachment 1.

### **BACKGROUND**

The Agency's Bylaws were last updated in 1997. Over the intervening years, there have been changes to Federal and State law, and the Board has taken various actions on how the Agency does business which should be reflected in the Bylaws.

### **DISCUSSION**

All changes to the Bylaws reflect previous actions of the Board, as well as current law.

Key updates to the Bylaws include:

- Update various sections of Article 6: Duties and Responsibilities to reflect current state and federal funding programs, adopted agreements with SACOG, and the Agency's undertaking of designation as Western Placer Consolidated Transportation Services Agency and administration of the South Placer Regional Transportation Authority.
- Update sections of Article 3: Meetings to specify that even though no action may be taken, the Board may still hear presentations in the absence of a quorum.
- Add Section 9.0 describing the makeup of the Administrative Committee.
- Add Section 7.6 describing the updated Transportation Development Act claim policy

Other minor changes reflect current practice in order of business, timing of the election of officers, current IRS designated mileage reimbursement rate, and the Agency's location address.

Staff recommends Board approval.

CM: ss



# Placer County Transportation Planning Agency

## **Bylaws**

Adopted: June 23, 1993  
Amended: January 16, 1996  
Amended: January 22, 1997  
Amended: December 8, 2010

# ARTICLE I - NAME AND COMPOSITION

## Section 1.1: Name

The name shall be the Placer County Transportation Planning Agency.

## Section 1.2: Composition

The Board shall be composed of nine members: three appointed by the Placer County Board of Supervisors (two Supervisors and one member at large) and one member appointed by the city or town council of each incorporated city or town within the County. Alternates for each member shall also be appointed by the respective jurisdiction. All members and alternates, except for the member at large, shall be elected officials.

# ARTICLE II - OFFICERS

## Section 2.1: Designation of Chairperson and Vice Chairperson

The Chairperson and Vice Chairperson shall be appointed annually at the December meeting to take effect the subsequent January 1, on a rotation schedule as identified below:

City of Auburn  
City of Colfax  
Placer County  
City of Lincoln  
Town of Loomis  
Placer County  
City of Rocklin  
City of Roseville  
Placer County

The Chairperson shall be the representative of the jurisdiction at the top of the rotation, while the Vice Chairperson shall be the representative of the jurisdiction next on the list. On those occasions when Placer County appears in the officer rotation, the Placer County Transportation Planning Agency will designate which of the Placer County representatives will serve.

## Section 2.2: Rights of Presiding Officer

The Chairperson, Vice Chairperson of the Board, or such other member as may be presiding, shall be deprived of none of the rights or privileges of a member by reason of his occupying the chair and may move, second, and debate from the chair, subject only to such limitations of debate as are by these rules imposed on all members.

## Section 2.3: Chairperson Duties

The Chairperson shall preside and preserve order at all regular and special meetings of the Board. The Chairperson shall state every question coming before the Board, announce the decision of the Board on all subjects, and decide all questions of order without debate, subject, however, to an

appeal to the Board on which a member shall speak but once, the Chairperson having precedence in speaking on question in order.

#### **Section 2.4: Vice Chairperson Duties**

In the absence of the Chairperson, the Vice Chairperson may perform duties and obligations of the office of Chairperson.

#### **Section 2.5: Terms of Office**

The term served by Board members shall be concurrent with their official term of office or as new appointments occur as provided by Section 1.2 above.

#### **Section 2.6: Removal and Vacancies**

The Board may remove the Chairperson or Vice Chairperson from their position as Chair or Vice Chair at any time upon majority vote of the Board. A vacancy in an office shall be filled by election of the majority of the Board using the officer rotation procedure specified in Section 2.1.

## **ARTICLE III - MEETINGS**

#### **Section 3.1: Regular Meetings**

Board meetings shall be held the fourth Wednesday of the month at 9:00 am or as called by the Chairperson.

#### **Section 3.2: Special Meetings**

A special meeting may be called in the manner specified by applicable State law.

#### **Section 3.3: Quorum**

Five (5) members of the Board shall constitute a quorum. When there is no quorum at a regular meeting, assembled Boardmembers may hear informational items, but no actions may be taken. The Chairperson or any member of said body, shall adjourn said meeting until the next regular meeting.

#### **Section 3.4: Session**

The Chairperson (or in the absence of the Chairperson, the Vice Chairperson) shall take the chair at the hour appointed for the meeting and shall call the Board to order. In the absence of the Chairperson (and Vice Chairperson), the Executive Director shall call the Board to order, whereupon a temporary Chairperson shall be elected from among the members present. Upon arrival of the Chairperson (or Vice Chairperson), the temporary Chairperson shall relinquish the chair upon conclusion of the item before the Board.

### **Section 3.5: Order of Business**

At regular meetings of the Board, the following shall be the order of business:

1. Flag Salute
2. Roll Call
3. Approval of Minutes
4. Agenda Approval
5. Public Comment
6. Agenda Items
7. Executive Director's Report
8. Closed Session (when needed)
9. Adjournment

### **Section 3.6: Voting**

1. Manner of Voting  
On all matters acted upon by the Board that are not unanimous, the voting shall be on roll call, the yeases and noes, and members present but not voting shall be entered upon the minutes of the meeting.
2. Vote Required  
All actions of the Board shall require an affirmative vote of a majority of Board members present. A quorum must be present. A quorum consists of at least five members.

### **Section 3.7: Minutes**

The Secretary to the Board shall be the person designated by the Board and shall record in the minutes the time and place of each Board meeting, the names of the members present, all official acts of the Board, the votes given by the members, and shall cause the minutes to be written up forthwith and presented for approval or amendment at the next meeting.

### **Section 3.8: Robert's Rules of Order**

All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order Revised", provided that in the event of a conflict, such rules shall be superseded by these bylaws, any resolution of the Board, and any applicable law.

### **Section 3.9: Ralph M. Brown Act**

Board meetings shall be conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with Section 54940, Part 1, Division 2, Title 5 of the Government Code).

### **Section 3.10: Adjourned Meeting**

The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment, whether or not a quorum has been established. If a quorum is not established, informational items may be heard but no business other than adjournment may be transacted.

# **ARTICLE IV - COMPENSATION OF COMMISSIONERS**

## **Section 4.1: Compensation**

Members and alternate members of the Board shall receive: \$100.00 per meeting attended with a maximum limit on compensation for twelve (12) meetings per fiscal year, reimbursement of mileage at the current Internal Revenue Service rate for travel between home and the location of each monthly meeting, and actual and necessary expenses incidental to the proper execution of their duties and responsibilities.

# **ARTICLE V - OFFICES**

## **Section 5.1: Agency Location**

The Agency's principal office for the transaction of business is located at 299 Nevada Street, Auburn, CA 95603. The Agency may change the location of the principal office from time to time. The Agency may establish one or more subordinate offices at any place or places where the Agency is qualified to do business.

# **ARTICLE VI - DUTIES AND RESPONSIBILITIES**

## **Section 6.1: Designations and Duties**

The Placer County Transportation Planning Agency (PCTPA) has been designated the Regional Transportation Planning Agency, the Placer County Congestion Management Agency, a statutorily designated member of the Capitol Corridor Joint Powers Board, the Placer County Airport Land Use Commission for the Lincoln, Auburn, and Blue Canyon Airports, and the transportation sales tax authority for Placer County. In addition, PCTPA has also entered into agreements to provide administrative services for two joint powers authorities: Western Placer Consolidated Transportation Services Agency and the South Placer Regional Transportation Authority. It has developed an agreement with Caltrans and the Sacramento Area Council of Governments to address federal planning and programming issues. Since the PCTPA has a local Agency-State Agreement for federal-aid projects, it is also eligible to administer federal-aid projects.

**Regional Transportation Planning Agency.** PCTPA was created by Title 7.91 of the Government code commencing with Section 67910 as the transportation planning agency for Placer County excluding Lake Tahoe. PCTPA was designated as the regional transportation planning agency (RTPA) for Placer County excluding Lake Tahoe in Section 29532.1(c) of the Government Code. Previous to this designation, PCTPA operated under the name of the Placer County Transportation Commission and operated as a local county transportation commission as specified under Section 29532(c) of the Government Code.

PCTPA has executed a memorandum of understanding and Master Fund Transfer Agreement with the State Department of Transportation on January 26, 1996 and updated January 1, 2005, identifying the responsibilities of PCTPA as the RTPA and providing the administrative structure to implement these responsibilities.

As an RTPA with an urbanized population of over 50,000, PCTPA is responsible for preparing a Regional Transportation Plan (RTP) and Regional Transportation Improvement Program (RTIP) pursuant to Section 65080 of the Government Code.

Pursuant to Section 65082 of the Government Code and as the part of the RTIP process, PCTPA shall review and/or propose projects for all State programs as they pertain to Placer County in accordance with State regulations and guidelines.

It shall be the duty of PCTPA to include all requirements of Section 65080.5 and 65081 of the Government Code in the preparation of the Placer County Regional Transportation Plan.

**Local Transportation Fund and State Transit Assistance Fund Administration.** As the transportation planning agency, PCTPA allocates the Local Transportation Fund to Placer County public transportation agencies pursuant to Section 29532 of the Government Code. The administration of these funds includes: the establishment of a Social Service Transportation Advisory Council, the implementation of a citizen participation process appropriate for Placer County, annual recommendations for productivity improvements of Placer transit operators, the performance of an annual fiscal audit of all LTF and STA claimants, the implementation of a three-year performance audit of all LTF and STA claimants, and the preparation of an annual unmet transit needs determination.

PCTPA receives an allocation of LTF funds for the administration of the LTF Fund pursuant to Section 99233.1 of the Public Utilities Code and for transportation planning pursuant to Section 99233.2 of the Public Utilities Code and Section 6646 of the Government Code.

It shall be the responsibility of PCTPA to establish rules and regulations to provide for administration and allocation of the Local Transportation Funds and State Transit Assistance Funds in accordance with applicable sections of the Government Code, Public Utilities Code, and Administrative Code included within the Transportation Development Act.

It shall be the duty of PCTPA to adhere to the applicable rules and regulations promulgated by the Secretary of the Business, Transportation, and Housing Agency of the State of California as addressed in the Transportation Development Act, Title 3, Division 3, Chapter 2, Article II, Section 29535.

**Federal Transportation Planning and Programming.** PCTPA has executed a memorandum of understanding with the Sacramento Council of Governments (SACOG) dated April 11, 2001, as modified by the Memoranda of Understanding with Placer and El Dorado Transportation Agencies: Details of Proposed Agreement adopted by the PCTPA and SACOG Boards in February 2005, to govern federal transportation planning and programming in Placer County. These agreements integrate the PCTPA Regional Transportation Plan, Regional Transportation Improvement Program, and other State planning and programming responsibilities within the SACOG process.

Pursuant to this agreement, PCTPA receives a 'fair share' allocation of both federal urbanized Surface Transportation Funds (STP) and Congestion Air Quality Mitigation Improvement Program funds (CMAQ). PCTPA nominates projects for these funds, and SACOG has agreed to select these nominated projects unless they fail to meet a federal requirement. SACOG cannot add projects to

the PCTPA nominations.

PCTPA submits the Placer State-mandated Regional Transportation Plan developed pursuant to Section 65080.5 of the Government Code to SACOG for inclusion in the federal Metropolitan Transportation Plan. As part of this agreement, SACOG conducts a federal air quality conformity test on the Placer transportation program and plan.

PCTPA receives an allocation of federal STP funds for Placer County. Pursuant to Section 182.6 of the Streets and Highways Code, PCTPA can exchange the non-urbanized funds for State funds. PCTPA allocates these exchange funds to jurisdiction projects based upon an MOU signed by all Placer jurisdictions and PCTPA dated November 2, 1994.

**Administration of Federal-Aid Projects.** PCTPA executed a Local Agency-State Agreement for Federal-aid Projects (Agreement 03-6158) with the State of California on March 2, 1994. The execution of this agreement qualifies PCTPA to administer federally funded projects.

**Congestion Management Program.** PCTPA has been designated the Congestion Management Agency for Placer County including Lake Tahoe pursuant to Section 65088.1(b) of the Government Code. PCTPA may develop a Congestion Management Program as described in Section 65089 and Section 65089.1 of the Government Code.

**Interregional Rail Administration.** Pursuant to Section 14076.2(b) of the Government Code, PCTPA is statutorily designated as a member of the Capitol Corridor Joint Powers Board. Through an interagency agreement with Caltrans, this Board administers intercity rail service on the San Jose-Auburn railroad corridor.

## **Section 6.2: LTF Apportionment**

Monies received pursuant to Chapter 1400, Statutes of 1971 (Section 29530 of Article 11 of the Government Code Local Transportation Fund, LTF) shall be apportioned to the incorporated cities and the unincorporated portion of the County of Placer on the basis of population as each bears to the total population of Placer County.

Each year, the Agency shall establish percentages of population for each jurisdiction based on the latest estimates available from the State Department of Finance. In the event of a special census, the population thus established shall be used throughout the following fiscal year.

## **Section 6.3: LTF Allocations**

The apportioned Local Transportation funds may be allocated to the local cities and unincorporated areas of Placer County as specified in the following sections of the act:

1. Article 3, (commencing with Section 99230);
2. Article 4, (commencing with Section 99260);
3. Article 4.5 (commencing with Section 99275);
4. Article 6.5 (commencing with Section 99310);
5. Article 8 (commencing with Section 99400) of the Public Utilities Code, Chapter 4;  
and
6. California Administrative Code 6648 (Capital Reserve).



#### **Section 6.4: LTF Restriction**

The LTF shall not be used in substitution for or to reduce other funds committed for the purposes listed under Section 99400 of the Public Utilities Code within the applicant's boundaries.

#### **Section 6.5: State Transit Assistance**

State Transit Assistance Funds may be allocated to cities and unincorporated areas of Placer County as specified in the following sections of the Act (Subchapter 2.5):

1. Article 4, Sections 6730 and 6731; and
2. Article 5, Section 6754. Claims may be filed by the cities and County to the Board for allocation.

## **ARTICLE VII - BUDGET AND CLAIMS**

#### **Section 7.1: LTF Finding of Apportionment**

The annual Local Transportation Fund Finding of Apportionment approved by the Board shall allocate the fund in the following order of priority:

1. An amount allocated to the Tahoe Regional Planning Agency (TRPA) proportional to the population the TRPA area bears to the total population of Placer County,
2. An amount allocated to the Placer County Auditor necessary for administration of the fund,
3. An amount allocated to the Placer County Transportation Planning Agency pursuant to Public Utilities Code Section 99233.1 needed to administer the Transportation Development Act and an amount pursuant to Section 6646 of the Administrative Code to implement the Overall Work Program,
4. An amount equal to 2% of the remaining fund allocated to the Pedestrian and Bikeway Fund pursuant to Public Utilities Code 99233.3,
5. An amount equal to 5% of the remaining fund allocated to the designated Consolidated Transportation Services Agency pursuant to Article 4.5 of the Public Utilities Code, and
6. An amount equal to the 100% of the remaining fund available to be claimed by the Placer County jurisdictions for eligible TDA activities.

#### **Section 7.2: LTF Claims Timing**

Annual transportation claims for monies from transportation funds shall be submitted by the appropriate jurisdiction to the Agency no later than its regular March meeting. However, the Agency may at its discretion extend to any jurisdiction the right to file amended claims later (not exceeding its population share) within a broad interpretation of 99235(d) of the Public Utilities Code. Within 90 days of receipt of the Annual Transportation Claim and State Transit Assistance Claim, the Placer County Transportation Planning Agency shall transmit to the applicant an approved annual transportation claim together with a certified copy of the resolution authorizing the

action.

### **Section 7.3: LTF Claims Details**

The annual claims filed by the applicant shall include a description of the projects, an estimate of the cost, and a statement of any supplemental financing proposed.

In conformance with Section 6646 of the Administrative Code, the jurisdiction claimants, which includes Placer County, the Cities of Auburn, Colfax, Lincoln, Rocklin, and Roseville, and the Town of Loomis shall allocate 4% of the claim amount to the Placer County Transportation Planning Agency for planning and other work, as detailed in the annual Overall Work Program, necessary to fulfill State and federal transportation planning statutes. Under the Memorandum of Understanding between PCTPA and SACOG, one-half of the 4% for planning, or 2%, is sub-allocated by PCTPA to SACOG for Federal transportation planning duties.

### **Section 7.4: Audits**

The Agency shall contract for a certified fiscal audit of each claimant for both the Local Transportation Fund and State Transit Assistance Fund as specified in the Act after the end of the fiscal year. Furthermore, the Agency shall contract for a triennial performance audit for each public transportation operator within its jurisdiction and a performance audit on the Agency itself.

### **Section 7.5: Allocation Instruction**

In connection with the approval of any claim or amended claim, the Agency shall convey an Allocation Instruction for each applicant to the County Auditor by written memorandum. Allocations made to an applicant for the purposes authorized under different sections of the Act shall be identified separately.

### **Section 7.6: LTF Audit Timing**

Claimants who have not completed LTF and STA audit for the previous fiscal year, as specified in the Act, may receive no more than of 50% of their LTF allocation for the current fiscal year. Once the audit has been completed, the remaining funds shall be released to the claimant.

## **ARTICLE VIII - GENERAL**

### **Section 8.1: Administrative Code**

The applicable rules in Chapter 3, Title 21 of the Administrative Code of the State of California and other rules promulgated by the Secretary of the Business, Transportation and Housing Agency are made a part of the rules of the Placer County Transportation Planning Agency; and where conflicts exist, the rules of the Transportation Development Act shall take precedence over those of the Agency.

### **Section 8.2: SACOG**

The Regional Transportation Plan and proposed annual apportionment of the Local Transportation

Fund and State Transit Assistance Fund shall be forwarded to SACOG.

### **Section 8.3: Unmet Transit Needs Hearings**

Public hearings called pursuant to the Transportation Development Act are for the purpose of gathering information, ascertaining public opinion, and not to take specific action unless determining "Unmet Transit Needs". Therefore any properly called hearing may be conducted by one or more Board members with the Executive Director serving as secretary, after which the information thus gathered, along with previously prepared material hearing on the subject of the hearing, shall be presented to a quorum of the Board at a properly called meeting, regular or special, for the purpose of acting upon the information and/or determining findings as required in the act, Article 5, Section 6658.

### **Section 8.4: Executive Committee Emergency Actions**

When it is not possible because of time or other constraints to assemble a quorum of the Board for routine decisions between regular meetings, the Chairperson and at least two other Board members may act as an executive committee to authorize transactions not specifically required by statute to be determined by a majority with a quorum present; and any such executive committee action shall be reviewed and either approved or rescinded at the next meeting of the Board at which a quorum can be assembled. The purpose of this section is primarily to avoid delay in meeting Work Program schedules and carrying out other general activities; the executive committee is not authorized to approve allocations or take any long-term action for which a resolution is usually required.

## **ARTICLE IX – COMMITTEES**

### **Section 9.0: Standing Committees**

**Administrative Committee.** The Administrative Committee is charged with initial review of administrative and personnel policies, rules, and issues, and to provide recommendations for action to the full Board, as appropriate.

Composition of the Administrative Committee shall be the current Chairperson and Vice Chairperson, immediate past Chairperson, and the longest serving Boardmember not otherwise included above. The Chairperson shall serve as Chair of the Administrative Committee.

### **Section 9.1: Creation of Committees**

Additional committees of the Agency may be created by the unanimous vote of the Board.

### **Section 9.2: Appointment**

Notwithstanding Section 9.0 above, the Chairperson shall make all Committee appointments with the concurrence of the Board. Committee members need not be members of the Board.

### **Section 9.3: Committee Meetings**

Each Committee shall meet on the call of its Chairperson at such times and places as are designated

by the Chairperson. Written notice of the time and place of the Committee's meetings and of the business to be transacted shall be given in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et. seq.). A majority of the members of the Committee shall constitute a quorum for the transaction of business. All actions of the Committee shall require the affirmative vote of a majority of the quorum.

#### **Section 9.4: Duties of Committees**

Committees shall perform such other duties as are specified from time to time by the Board.

## **ARTICLE X - EXECUTIVE DIRECTOR**

#### **Section 10.1: Duties**

The Executive Director shall have the power and the duty to do the following:

1. Prepare agenda material for all regular and special meetings of the Board.
2. Act as directed by the Board.
3. Administer PCTPA funds, including but not limited to procurement, annual budget development, OWP preparation, and grant administration as defined in the PCTPA Administrative Operating Procedures and in accordance with applicable laws.
4. Hire, fire, conduct performance evaluations, take appropriate disciplinary actions, and propose salary increases or bonuses as dictated in the annual budget, the PCTPA Personnel Policies and Procedures Manual, the PCTPA Administrative Operating Procedures, and in accordance with applicable laws.
5. Administer and implement the contractual obligations of the Agency in accordance with applicable laws.

## **ARTICLE XI - MISCELLANEOUS**

#### **Section 11.1: Execution of Contracts**

The Board may adopt such guidelines or policies as it deems appropriate with respect to the adoption and execution of contracts. The Board may authorize any officer of the Board, staff member of the Board, or agent of the Board to execute any contract in the name of and on behalf of the Board, and such authorization may be general or specific in nature. Unless so authorized, no officer, staff member, or agent shall have any power to bind the Board to contract.

## **ARTICLE XII - FISCAL YEAR**

### **Section 12.1: Fiscal Year**

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

## **ARTICLE XIII - AMENDMENTS**

### **Section 13.1: Amendments to the Bylaws**

These bylaws may be amended by the unanimous vote of all duly appointed and qualified members of the Board at any regular or special meeting without previous notice, or upon a vote of the majority of all the duly appointed and qualified members of the Board at any regular or special meeting when at least seven (7) days written notice thereof has been previously given to all of the members of the Board.

## **CERTIFICATE OF THE EXECUTIVE DIRECTOR**

I, the undersigned, certify that I am presently the Executive Director of the Placer County Transportation Planning Agency and that the above bylaws, consisting of 11 pages, are bylaws of the Agency as adopted at a meeting of the PCTPA held June 23, 1993 and as amended by the on January 16, 1996, January 22, 1997, and December 8, 2010.

Dated: \_\_\_\_\_ Executive Director: \_\_\_\_\_