



NAPA VALLEY TRANSPORTATION AUTHORITY COVER MEMO

SUBJECT

Resolution No. 18-02, Revised, Amending the Bylaws to the Citizen Advisory Committee (CAC)

STAFF RECOMMENDATION

That the Napa Valley Transportation Authority (NVRTA) Board approve Resolution No. 18-02, revised amending the Citizen Advisory Committee (CAC) Bylaws to change the name of the committee to Community Advisory Committee (CAC).

EXECUTIVE SUMMARY

On December 15, 2015 the NVRTA Board approved the formation of the Citizen Advisory Committee (CAC) to serve in an advisory capacity by providing the Agency with advice, comments and suggestions pertaining to multimodal plans, programs and projects administered by NVRTA of interest to the community of Napa County. Per the established bylaws, the name of the committee was designated as the Citizen Advisory Committee.

Board approval of Resolution No. 18-02, revised, will amend the CAC bylaws to reflect the proposed name as Community Advisory Committee.

FISCAL IMPACT

Is there a Fiscal Impact? No



NAPA VALLEY TRANSPORTATION AUTHORITY Board Agenda Letter

TO: Board of Directors
FROM: Danielle Schmitz, Executive Director
REPORT BY: Diana Meehan, Planning Manager
(707) 259-8327 / Email: dmeehan@nvta.ca.gov
SUBJECT: Resolution No. 18-02, Revised, Amending the Bylaws to the Citizen Advisory Committee (CAC)

RECOMMENDATION

That the Napa Valley Transportation Authority (NVTA) Board approve Resolution No. 18-02, revised (Attachment 1) amending the Citizen Advisory Committee (CAC) Bylaws to change the name of the committee to Community Advisory Committee (CAC).

COMMITTEE RECOMMENDATION

At its July 2, 2025 meeting, the CAC approved submitting a letter prepared by CAC Chair Baldini to NVTA Chair Joseph asking to amend the bylaws and change the name of the committee to the Community Advisory Committee (CAC).

BACKGROUND

NVTA periodically updates its committee bylaws and all changes must be adopted by the NVTA Board of Directors. The last update to the CAC bylaws was in 2018 (Attachment 2) and staff is now requesting to amend the bylaws to reflect a change in the section: *Article 1 – Name*. Board adoption of Resolution 18-02, revised, will amend the name of the CAC to the Community Advisory Committee.

ATTACHMENT(S)

- (1) Resolution No. 18-02, revised
- (2) Resolution No. 18-02
- (3) Letter from CAC Chair to NVTA Board Chair

RESOLUTION No. 18-02, revised

**A RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTa)
AMENDING THE BYLAWS OF CITIZEN ADVISORY COMMITTEE**

WHEREAS, the NVTa Board created the Citizen Advisory Committee (CAC) to address all modes of transportation and to include a broader representation and membership; and

WHEREAS, NVTa periodically updates its committee bylaws to be consistent with current agency directives and state and federal law; and

WHEREAS, the CAC bylaws require changes to be adopted by the NVTa Board; and

WHEREAS, NVTa wishes to amend Citizen Advisory Committee (CAC) bylaws to update the name of the committee which would better reflect the broad spectrum of member interests; and

WHEREAS, current CAC members and NVTa suggests updating the committee name to the Community Advisory Committee (CAC); and

NOW THEREFORE BE IT RESOLVED that the Napa Valley Transportation Authority hereby amends the bylaws for the Citizen Advisory Committee to read in full as set forth in Exhibit "A" attached hereto and incorporated by reference herein and the attached provisions of Exhibit "A" shall become effective immediately.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Napa Valley Transportation Authority, at a regular meeting held on July 16, 2025, by the following vote:

Ayes:

Mark Joseph, NVTa Chair

Nays:

Absent:

ATTEST:

Laura Sanderlin, NVTa Board Secretary

APPROVED:

Osman Mufti, NVTa General Counsel

EXHIBIT “A”

Community Advisory Committee

BYLAWS

Article I - NAME

The name of this committee shall be the Community Advisory Committee (CAC). Establishment of the committee is authorized under section 4.4.4 of the Joint Powers Agreement of the Napa Valley Transportation Authority.

Article II - OBJECTIVE

The CAC serves to provide the Napa Valley Transportation Authority with advice, comments and suggestions pertaining to multi-modal plans, programs, and projects administered by NVTA of interest to the community of Napa County. The committee shall serve in an advisory capacity. Its objective will be to assist NVTA staff in developing plans and programs to address traffic congestion within a multi-modal framework. The functions of the committee shall include, but are not limited to the following:

1. Advise NVTA staff and the NVTA Board on plans including but not limited to Countywide Transportation Plans, Short Range Transit Plans, Active Transportation Plans, and project specific plans.
2. Advise NVTA staff and the NVTA Board on consumer issues related to the design of the VINE system, and its ancillary systems/services, performance, policies, marketing and communications.

Article III - COMPOSITION-QUALIFICATION AND TERMS

All CAC members shall be appointed by the Napa Valley Transportation Authority, and shall serve at the pleasure of the Napa Valley Transportation Authority. Members representing specific jurisdictions (*) will be nominated by their respective jurisdiction. The NVTA Board will strive to appoint Committee members that represent the diverse make-up of Napa Valley community including members of underrepresented groups. If specific representations cannot be filled, after the position opening has been posted and two (2) months have passed, the NVTA Board may fill the position with a member at large.

The CAC will consist of nineteen (19) members. NVTA will make every attempt to fill CAC members based on a diverse representation of the following factions:

Interest	Number of Members
American Canyon resident*	1
City of Napa resident *	1
County of Napa resident *	1
Town of Yountville resident *	1
City of St. Helena resident *	1
City of Calistoga resident *	1
Chamber Member	1
Vintner Member	1
Agriculture Member	1
Hospitality Member	1
Member Representing Environmental Interests	1
Member representing Senior Population	1
Member Representing Students	1
Non-profit organization and/or Education Field	1
Member representing Active Transportation Interests	1
Member representing Low Income Housing Interests	1
Member of the Paratransit Coordination Council	1
Member representing Health and Human Service interest and/or Healthcare field	1
Member at Large	1

Priority will be given to filling the committee with members listed above but if a specific seat cannot be filled, after the position opening has been posted and two (2) months have passed, a member at large may fill an open spot. If specific jurisdictional representation cannot be filled, after the position opening has been posted and two (2) months have passed, that spot may also be filled with a member at large. All members, while understanding that they may have been appointed by virtue of a particular position or interest they hold or represent, must also understand that they represent all members of the community as advisory committee members.

Initial appointments to the Committee shall be six for a one-year term, seven for a two-year term and six for a three-year term. Subsequent to the initial appointment, the term of appointment shall be for two years, which may be renewed. Members shall draw lots to determine term of initial appointment.

Article IV - MEMBERSHIP WITHDRAWAL

Membership may be withdrawn for any of the following reasons at the direction of the NVTa Executive Director:

1. Three (3) consecutive unexcused absences or five (5) absences in an eighteen month period.
2. Misrepresentation at time of appointment with respect to personal use of NVTa's service.

3. If member does not reside in Napa County or ceases to represent the constituency to which the member was assigned

Article V - OFFICERS AND DUTIES

The committee members will elect a committee Chair and Vice-Chair by a majority of the members present at the last meeting of the calendar year. A quorum is necessary to hold the elections. Offices will be held for one year or until their successors are elected.

The Chair will preside at all meetings. Should the Chair be absent, the Vice-Chair will preside. In the unlikely event both Chair and Vice-Chair are absent; the remaining members will select an alternate member to preside.

The Chair may appoint ad hoc committees on an as-needed, non-scheduled basis to accomplish a specific task and report back to the full CAC. Ad hoc committees must have less than a quorum of CAC members and are exempt from the requirements of the Brown Act. The CAC may not direct the ad hoc committee on how to fulfill its function or when it should meet.

NVTA staff will provide the administrative support for the committee including providing minutes, mailing agendas to members, and any other related duties.

Article VI - MEETINGS

The CAC shall meet bi-monthly at a date, time and place set by committee approval at the last meeting of each calendar year, unless otherwise scheduled by the majority of a quorum. Additional meetings may be required to address time sensitive matters.

All CAC meetings will be held in accordance the Ralph M. Brown Act (Government Code section 54950 et seq.). Agenda items will be agreed upon by the Chair and the NVTA staff representative, or upon motion of the committee. Any committee member may make recommendations for the agenda.

Each member shall have one (1) vote and a quorum shall consist of a majority of filled positions present. A majority vote of the quorum shall be necessary to present an issue to the Executive Director and to the NVTA Board of Directors.

All actions of the committee shall require the approval of a majority of the quorum present.

Article VII - PARLIAMENTARY PROCEDURE

The rules contained in "Standard Code of Parliamentary Procedure", by A. Sturgis, shall govern the Council in all cases to which they are applicable, and not inconsistent with the Bylaws of the Council.

Public Notice of all meetings shall be given pursuant to the Brown Act in compliance with the 72-hour posting deadline for regular meetings and the 24-hour deadline for special meetings.

Article VIII - PROHIBITED ACTIVITIES

No individual member shall represent the CAC to the general public or at a NVTB Board meeting without majority vote of a quorum at a CAC meeting prior to the representation.

No CAC member will represent NVTB to the general public without consent of the Executive Director (or designee) prior to the representation.

Article IX. IMPERTINENCE-DISTURBANCE AND MEETING

Any person, including committee members, making personal, impertinent or indecorous remarks while addressing the Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of the Committee. The chairperson may order any person, including committee members, removed from the Committee meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.



RESOLUTION No. 18-02

**A RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVRTA)
AMENDING THE BYLAWS OF CITIZEN ADVISORY COMMITTEE**

WHEREAS, the NVRTA Board created the Citizen Advisory Committee (CAC) to address all modes of transportation and to include a broader representation and membership; and

WHEREAS, NVRTA periodically updates its committee bylaws to be consistent with current agency directives and state and federal law; and

WHEREAS, the CAC bylaws require changes to be adopted by the NVRTA Board; and

WHEREAS, NVRTA wishes to amend Citizen Advisory Committee (CAC) bylaws to soften the language around committee membership allowing for more members at-large if specific seats cannot be filled;

NOW THEREFORE BE IT RESOLVED that the Napa Valley Transportation Authority hereby amends the bylaws for the Citizen Advisory Committee to read in full as set forth in Exhibit "A" attached hereto and incorporated by reference herein and the attached provisions of Exhibit "A" shall become effective immediately.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Napa Valley Transportation Authority, at a regular meeting held on January 17, 2018, by the following vote:



Peter White, NVRTA Chair

Ayes: Garcia(2), Joseph(2),
Barnes(1), Canning(1),
Techel(5), Pedroza(2),
Ramos(2), Galbraith(1),
White(1), Dorman(1),
Dunbar(1)

Nays: None

Absent: Gentry(5)

ATTEST:


Karalyn E. Sanderlin, NVRTA Board Secretary

APPROVED:


Vicky A. Clayton, NVRTA General Counsel

EXHIBIT "A"**Citizen Advisory Committee****BYLAWS****Article I - NAME**

The name of this committee shall be the Citizen Advisory Committee (CAC). Establishment of the committee is authorized under section 4.4.4 of the Joint Powers Agreement of the Napa Valley Transportation Authority.

Article II - OBJECTIVE

The CAC serves to provide the Napa Valley Transportation Authority with advice, comments and suggestions pertaining to multi-modal plans, programs, and projects administered by NVTA of interest to the citizens of Napa County. The committee shall serve in an advisory capacity. Its objective will be to assist NVTA staff in developing plans and programs to address traffic congestion within a multi-modal framework. The functions of the committee shall include, but are not limited to the following:

1. Advise NVTA staff and the NVTA Board on plans including but not limited to Countywide Transportation Plans, Short Range Transit Plans, Active Transportation Plans, and project specific plans.
2. Advise NVTA staff and the NVTA Board on consumer issues related to the design of the VINE system, and its ancillary systems/services, performance, policies, marketing and communications.

Article III - COMPOSITION-QUALIFICATION AND TERMS

All CAC members shall be appointed by the Napa Valley Transportation Authority, and shall serve at the pleasure of the Napa Valley Transportation Authority. Members representing specific jurisdictions (*) will be nominated by their respective jurisdiction. The NVTA Board will strive to appoint Committee members that represent the diverse make-up of Napa Valley community including members of underrepresented groups. If specific representations cannot be filled, after the position opening has been posted and two (2) months have passed, the NVTA Board may fill the position with a member at large.

The CAC will consist of nineteen (19) members. NVTA will make every attempt to fill CAC members based on a diverse representation of the following factions:

Interest	Number of Members
American Canyon resident*	1
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City of Calistoga resident *	1
Chamber Member	1
Vintner Member	1
Agriculture Member	1
Hospitality Member	1
Member Representing Environmental Interests	1
Member representing Senior Population	1
Member Representing Students	1
Non-profit organization and/or Education Field	1
Member representing Active Transportation Interests	1
Member representing Low Income Housing Interests	1
Member of the Paratransit Coordination Council	1
Member representing Health and Human Service interest and/or Healthcare field	1
Member at Large	1

Priority will be given to filling the committee with members listed above but if a specific seat cannot be filled, after the position opening has been posted and two (2) months have passed, a member at large may fill an open spot. If specific jurisdictional representation cannot be filled, after the position opening has been posted and two (2) months have passed, that spot may also be filled with a member at large. All members, while understanding that they may have been appointed by virtue of a particular position or interest they hold or represent, must also understand that they represent all the citizens of the community as advisory committee members.

Initial appointments to the Committee shall be six for a one-year term, seven for a two-year term and six for a three-year term. Subsequent to the initial appointment, the term of appointment shall be for two years, which may be renewed. Members shall draw lots to determine term of initial appointment.

Article IV - MEMBERSHIP WITHDRAWAL

Membership may be withdrawn for any of the following reasons at the direction of the NVTA Executive Director:

1. Three (3) consecutive unexcused absences or five (5) absences in an eighteen month period.
2. Misrepresentation at time of appointment with respect to personal use of NVTA's service.

3. If member does not reside in Napa County or ceases to represent the constituency to which the member was assigned

Article V - OFFICERS AND DUTIES

The committee members will elect a committee Chair and Vice-Chair by a majority of the members present at the November/December meeting. A quorum is necessary to hold the elections. Offices will be held for one year or until their successors are elected.

The Chair will preside at all meetings. Should the Chair be absent, the Vice-Chair will preside. In the unlikely event both Chair and Vice-Chair are absent; the remaining members will select an alternate member to preside.

The Chair may appoint ad hoc committees on an as-needed, non-scheduled basis to accomplish a specific task and report back to the full CAC. Ad hoc committees must have less than a quorum of CAC members and are exempt from the requirements of the Brown Act. The CAC may not direct the ad hoc committee on how to fulfill its function or when it should meet.

NVTA staff will provide the administrative support for the committee including providing minutes, mailing agendas to members, and any other related duties.

Article VI - MEETINGS

The CAC shall meet bi-monthly at a date, time and place set by resolution of the NVTA effective January 2016, unless otherwise scheduled by the majority of a quorum. Additional meetings may be required to address time sensitive matters.

All CAC meetings will be held in accordance the Ralph M. Brown Act (Government Code section 54950 et seq.). Agenda items will be agreed upon by the Chair and the NVTA staff representative, or upon motion of the committee. Any committee member may make recommendations for the agenda.

Each member shall have one (1) vote and a quorum shall consist of a majority of filled positions present. A majority vote of the quorum shall be necessary to present an issue to the Executive Director and to the NVTA Board of Directors.

- * All actions of the committee shall require the approval of a majority of the quorum present.

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No CAC member will represent NVT to the general public without consent of the Executive Director (or designee) prior to the representation.

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Napa Valley Transportation Authority
625 Burnell St. Napa CA 94559

July 02, 2025

Dear Board Chair Joseph:

The Napa Valley Transportation Authority (NVTa) Citizen Advisory Committee Members are requesting to be known and recognized as the NVTa ***Community Advisory Committee***.

The NVTa functions as a planning and congestion management agency for Napa Valley a community of inhabitants, short term, and truly short term, interacting at times randomly and with purpose and intent to go from one place to others safely, timely and efficiently.

The heretofore Citizens Advisory Committee view our task as voicing community needs and concern delivered respectfully and thoughtfully. The present roster of Citizens Advisory Committee Members provides diverse, insight and dynamic comment through their myriad of life and career experiences in service to the NVTa.

Reflective of the nature and vitality of this unique treasure in Napa Valley, the Committee Members are volunteers spanning the width and breath of this Napa Valley – covering business sectors such as health care, agricultural, warehousing, construction, transportation, hospitality, and manufacturing.

We believe that the NVTa Community Advisory Committee most accurately captures the broad spectrum of interests that come together to advise the NVTa on best practices, user concerns, decisions, and actions necessary to assist NVTa on mission.

On behalf of and with unanimous support from our Membership, we ask for Your immediate consideration to our request.

Respectfully,
Michael J Baldini
Chair, Citizen Advisory Committee