



NAPA VALLEY TRANSPORTATION AUTHORITY COVER MEMO

SUBJECT

Resolution No. 24-17 Amending the Bylaws of the Napa Valley Transportation Authority (NVTA)

STAFF RECOMMENDATION

That the Napa Valley Transportation Authority (NVTA) approve Resolution No. 24-17 (Attachment 1) amending the bylaws of the governing body.

EXECUTIVE SUMMARY

A recent review of the NVTA governing body bylaws determined that administrative updates are needed under *Section IV – Meetings*. Board approval of Resolution No. 24-17 will bring the bylaws into conformance with the current process of establishing regular meeting times.

FISCAL IMPACT

Is there a fiscal impact? No



NAPA VALLEY TRANSPORTATION AUTHORITY Board Agenda Letter

TO: NVTA Board of Directors
FROM: Kate Miller, Executive Director
REPORT BY: Laura Sanderlin, Board Secretary/Human Resources
(707) 259-8633 / Email: lsanderlin@nvta.ca.gov
SUBJECT: Resolution No. 24-17 Amending the Bylaws of the Napa Valley Transportation Authority (NVTA)

RECOMMENDATION

That the Napa Valley Transportation Authority (NVTA) approve Resolution No. 24-17 (Attachment 1) amending the bylaws of the governing body.

COMMITTEE RECOMMENDATION

None

BACKGROUND

The Napa Valley Transportation Authority (NVTA) Governing Board meetings are subject to the requirements of the State of California's Brown Act and must establish a regular meeting time, place, and schedule, and publish notice of each meeting. Considering changes to the availability of appointed Directors since the last review conducted in 2016, the specified meeting time reflected in bylaws *Section IV-Meetings* must be amended.

ALTERNATIVES

The Board may elect not to approve Resolution No. 24-17 and keep the current bylaws which may prevent obtaining quorum for meetings of the governing board.

ATTACHMENT(S)

- (1) Resolution No. 24-17 (Clean)
- (2) Resolution No. 24-17 (Redlined)

RESOLUTION NO. 24-17

**RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)
AMENDING THE BYLAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY**

WHEREAS, pursuant to Section 9 of the Joint Powers Agreement of the Napa Valley Transportation Authority (“Agreement”) the governing board of the NVTA ("NVTA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA and the NVTA Board; and

WHEREAS, on April 20, 2016, the NVTA Board approved Resolution 16-08 to amend the bylaws to bring them into conformance with changes made to NVTA by Amendment No. 10 of the Agreement reflecting the new name of the NVTA Board; and

WHEREAS, the NVTA Board now desires to amend the bylaws and make updates to Article IV – Meetings in Section 4.0 and 4.1 to set current process of setting regular meeting time; and

NOW, THEREFORE, BE IT RESOLVED by the NVTA Board that the Bylaws of the NVTA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED by the Board of the Napa Valley Transportation Authority at a regular meeting of the Board held on the 20th day of November, 2024.

Mark Joseph, NVTA Chair

Ayes:

Nays:

Absent:

ATTEST:

Laura Sanderlin, NVTA Board Secretary

APPROVED:

Osman Mufti, NVTA Legal Counsel

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority, a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.) and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on November 20, 2024. Executed on November 20, 2024, at Napa, California.

Laura Sanderlin
Secretary of the NVTA Board

EXHIBIT "A"

BYLAWS OF THE NAPA VALLEY TRANSPORTATION AUTHORITY

ARTICLE I – NAME

Section 1.0 The name of the agency is the Napa Valley Transportation Authority (hereinafter referred to as "NVTA"), a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.).

ARTICLE II – PRINCIPAL OFFICE

Section 2.0 The principal office for the transaction of the activities and affairs of the NVTA is located at 625 Burnell Street, California 94559. The governing board of the NVTA ("hereinafter referred to as "NVTA Board") may change the location of the office by oral resolution noted by the Secretary in the Minutes of the Board or by written resolution amending these Bylaws.

ARTICLE III – OFFICERS

Section 3.0 The officers of the NVTA Board shall be the Chair, Vice-Chair, Secretary and the Executive Director, Legal Counsel, Auditor-Controller and Treasurer of the NVTA. The Chair, Vice-Chair, Secretary, Executive Director and Legal Counsel shall be appointed by the NVTA Board. The Auditor-Controller and Treasurer shall be those persons specified in the Joint Powers Agreement.

Section 3.0.1 Duties of Chair. The Chair shall preside at all meetings of the NVTA Board. Except as otherwise authorized by resolution of the NVTA Board, the Chair shall sign all contracts and other instruments made by the Authority.

Section 3.0.2 Duties of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the NVTA Board shall elect a new Chair.

Section 3.0.3 Duties of Secretary. The Secretary shall keep the official records of the NVTA Board, shall act as secretary of the meetings of the NVTA Board, record all votes, and keep a record (hereinafter referred to as "Minutes") of the proceedings of the NVTA Board in a journal of proceedings kept for that purpose, and shall perform all other duties incident to the office. The Secretary shall keep in safe custody any seal the NVTA may adopt and shall have power to affix such seal to all contracts and instruments authorized to be executed by the NVTA.

Section 3.0.4 Other Duties of Officers. The officers of the NVTA Board shall perform such other duties and functions as may from time to time be required by these Bylaws, other Resolutions of the NVTA Board or the Joint Powers Agreement.

Section 3.1 Compensation. The Chair and Vice-Chair shall serve without compensation unless otherwise provided by Resolution of the NVTA Board.

Section 3.2 Election of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected for a two-year term with an annual vote of approval from among the Members of the NVTA Board at their annual meeting or until their successors are elected and qualified.

Section 3.3 Removal of Officers. The Chair, Vice-Chair, Secretary, Treasurer, and Executive Director may be removed at any time, with or without cause, by vote of the NVTA Board. The Auditor-Controller may be removed only by amendment of the Joint Powers Agreement or removal from his or her respective position as an officer of Napa County. Any officer may resign at any time by giving written notice to the NVTA Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

Section 3.4 Vacancy in Office of Chair ,Vice-Chair or Secretary. If the offices of Chair or Vice-Chair become vacant during their terms, the NVTA Board shall elect a successor from its membership at the next regular meeting, and election shall be for the unexpired term of the office. If both offices are vacant simultaneously, the Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair. When the office of Secretary becomes vacant, the Authority shall appoint a permanent successor as soon as is reasonably possible but may appoint any person, including a Member of the NVTA Board or NVTA staff, to serve as interim Secretary pending appointment of a permanent Secretary.

ARTICLE IV – MEETINGS

Section 4.0 Annual Meeting. The annual meeting of the NVTA Board shall be held on the third Wednesday of July at the regular time and meeting place of the NVTA Board, or as soon thereafter as the meeting may be conducted.

Section 4.1 Regular Meetings. Regular meetings of the NVTA Board in addition to the annual meeting shall be held on the third Wednesday of each month at the time and meeting location established by written Resolution of the NVTA Board adopting the annual meeting calendar, or written Resolution amending these Bylaws.

Section 4.2 Special Meetings. The Chair may, in the discretion of, or upon the written request of two Members of the NVTA Board, call a special meeting of the NVTA Board for the purpose of transacting any business designated in the call and agenda posted for the special meeting in accordance with the Brown Act. The call for a special meeting shall be made in accordance with the requirements of Government Code section 54956.

Section 4.3 Conduct of Meetings. All of the meetings of the NVTA Board shall be open to the public, whether regular or special, and shall be noticed and conducted in accordance with the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 (commencing with Section 54950) of the California Government Code), hereinafter referred to as "Brown Act".

Section 4.3.1 Addressing the NVTA Board. Any person desiring to address the NVTA Board, including during any period of public comment required under the Brown Act shall, when recognized by the Chair, give his or her name or address and, if acting on behalf of another person, the name and address of that person. The Chair may, in the interest of facilitating the business of the NVTA Board, limit the amount of time which a person may use in addressing the NVTA Board, determine the admissibility of evidence, and may require persons addressing the NVTA Board to submit written testimony in lieu of oral if the Chair determines that a reasonable opportunity for oral presentations has been provided. This Bylaw shall not apply to Members or Non-Member Officers of the NVTA Board except when specifically requested by the Chair in relation to a particular item of business.

Section 4.3.2 Order of Presentation. Testimony and argument relative to any agenda item, whether or not a public hearing is involved, shall, unless otherwise ordered by the Chair, be presented in the following order:

- a. The Chair shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
- b. The report(s), if any, of the NVTA staff shall be presented and staff shall respond to questions from Members of the NVTA Board.
- c. Letters, petitions, or other documentary evidence filed with the Secretary by any person prior to consideration of the item shall be presented to the NVTA Board and may be considered by the NVTA Board when deciding the action before it. All such evidence shall become part of the NVTA Board's file on the agenda item. If such evidence has been received by the Secretary prior to preparation of agenda packets for the meeting, the Secretary shall include copies of the evidence in the packet. If such evidence is received prior to consideration of the item but subsequent to preparation of the agenda packet, the Secretary shall make copies of the evidence available to each Member of the NVTA Board and to the public in attendance at the meeting prior to the NVTA Board taking final action on the item.
- d. Persons wishing to speak in favor of the matter, or with additional information although having no particular stance, shall be heard, and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Persons wishing to speak in opposition to the matter shall be heard and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Rebuttal in the same order (if any), including response to questions by Members and Non-Member Officers of the NVTA Board.
- g. Discussion by Members of the NVTA Board. Any Members who have obtained information relevant to the agenda item outside of the meeting which has not been presented at the meeting by any other person, shall describe such information and the manner in which it was obtained.
- h. Closure of the public hearing, if any.
- i. Voting.

Section 4.3.3 Rules of Evidence. Cumulative, repetitious, immaterial, irrelevant, abusive, derogatory, or defamatory evidence may be excluded by the Chair. Subject to

the foregoing, evidence shall be admissible if it is of a type commonly relied upon by reasonable and prudent persons in the conduct of serious affairs. Erroneous admission of evidence shall not invalidate any action taken unless it is shown in a court of law or equity to have prejudiced the substantial rights of a person directly affected by the action.

Section 4.3.4 Exhibits. All exhibits proffered by any person testifying at the meeting on an agenda item shall be marked by the Secretary upon submission with the agenda item number and a number or letter unique for each item marked, to provide identification in the event of later litigation. No item of graphic or documentary evidence shall be shown to the NVTA Board unless so marked and offered for submission. Except where otherwise specified by law, all exhibits so marked and submitted shall be retained by the Secretary until the expiration of all applicable statutes of limitation, at which time they will be returned to applicant. Unclaimed exhibits may be disposed of by the Secretary within ten (10) days after the expiration of the last applicable statute of limitations.

Section 4.3.5 Recording. Any meeting of the NVTA Board may be recorded by any person using any medium, unless the Chair determines that such recording method could disrupt the proceedings.

Section 4.4 Parliamentary Procedure. Unless otherwise inconsistent with the Joint Powers Agreement or these Bylaws, the meetings of the NVTA Board shall be conducted in accordance with the parliamentary procedure set forth in Sturgis' Standard Code of Parliamentary Procedure, 4th Edition.

Section 4.5 NVTA Membership and Voting. The number of Members of the NVTA Board and the number of votes each member of the Governing Board is entitled to cast on any question shall be as specified in the Joint Powers Agreement, as follows:

Section 4.5.1 Membership. The composition of the Members of the NVTA Board shall be as follows:

<u>Appointing Entity</u>	<u>Number of Members</u>
City of American Canyon	2
City of Calistoga	2
City of Napa	2
City of St. Helena	2
Town of Yountville	2
County of Napa	2
NVTA Board (nominated by Paratransit Coordinating Council)	1

Section 4.5.2 Voting Power. The voting power of the Members of the NVTA Board shall be as follows:

- (a) On all matters except the countywide advisory deliberative body under Section 5.2 (o) of the Joint Powers Agreement the voting power of the Members of the NVTA Board shall be as follows:

<u>Appointing Entity</u>	<u>Voting Power</u>
City of American Canyon	4 (each Member has 2 votes)
City of Calistoga	2 (each Member has one vote)
City of Napa	10 (each member has 5 votes)
City of St. Helena	2 (each Member has one vote)
Town of Yountville	2 (each Member has one vote)
County of Napa	4 (each Member has 2 votes)
NVTA Board (nominated by Paratransit Coordinating Council)	0 (non-voting)

(b) On all matters concerning powers under Section 5.2 (r) of the Joint Powers Agreement, each Voting Member shall have one vote.

Section 4.5.1 Alternates. In the absence of a voting Member, physically or by reason of a conflict of interest, the alternate appointed in accordance with the procedure specified in the Joint Powers Agreement shall vote in place of the absent Member as long as the alternate was either present during the presentation of all evidence presented on the matter or indicates on the record that he or she has reviewed all such evidence prior to participating in any NVTA Board discussion and vote. No proxy votes shall be permitted.

Section 4.5.2 Quorum. A majority of the voting power and seven of the twelve voting members (or their alternates) of the NVTA Board shall constitute a quorum for the transaction of business at any meeting of the NVTA Board. Notwithstanding the foregoing, if a quorum is present at the commencement of the meeting, the affirmative vote of a majority of the voting power of the NVTA Board shall constitute the act of the NVTA Board even if, at the time of such vote, less than seven voting members (or their alternates) are present.

Section 4.5.3 Roll call vote. A roll call vote may be required in voting upon any motion before the NVTA Board, in the discretion of the Chair. Any voting Member present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method (such as electronic voting) simultaneously perceptible to the other Members, the Secretary and the public present, shall be recorded as voting "aye". Abstentions shall be allowed only when a voting Member has a declared conflict of interest.

Section 4.5.4 Tie-votes. In the case of a tie-vote or other deadlock, the Secretary shall automatically cause the item of business to be placed on the next agenda for reconsideration and vote. No motion shall be required to take such action. If all the voting Members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

Section 4.6 Adjournment. Any meeting of the NVTA Board may be adjourned from time to time by a vote of the majority of the voting power then present. If a quorum is not present, the meeting of the NVTA Board shall be adjourned by order of the Chair or, in the absence of the Chair, by order of the Secretary.

ARTICLE V - COMMITTEES OF THE BOARD

Section 5.0 In addition to the advisory committees authorized by the Joint Powers Agreement, the NVTA Board may create by resolution and without express amendment of these Bylaws one or more committees of the NVTA Board consisting of Members and/or alternate Members to serve at the pleasure of the NVTA Board. The NVTA Board may appoint one or more of the Members or alternate Members to serve as alternate members of any such committee, who may replace an absent member at any meeting. Such committees shall have those powers specifically delegated to them by the NVTA Board, to the extent not inconsistent with the provisions of the Joint Powers Agreement or these Bylaws.

ARTICLE VI - BUDGET PROCESS

Section 6.0 The annual budget for the NVTA shall be developed and adopted by the NVTA Board in accordance with the procedures and timelines applicable by law to the County of Napa.

ARTICLE VII - AMENDMENTS

Section 7.0. Notwithstanding Section 4.6, these Bylaws shall be amended only with the approval of a majority of the voting power then present; except that no amendments of these Bylaws shall be effective unless at least seven (7) of the Members of the NVTA Board cast affirmative votes.

RESOLUTION NO. ~~16-08~~24-17

RESOLUTION OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)
AMENDING THE BYLAWS OF THE
NAPA VALLEY TRANSPORTATION AUTHORITY

WHEREAS, pursuant to Section 9 of the Joint Powers Agreement of the Napa Valley Transportation Authority ("Agreement") the governing board of the NVTA ("NVTA Board") may from time to time adopt bylaws for the conduct of the affairs of NVTA and the NVTA Board; and

~~**WHEREAS**, the NVTA Board now desires to amend the by laws to bring them into conformance with changes made to NVTA by Amendment No. 10 of the Agreement reflecting the new name of the NVTA Board.~~

~~**WHEREAS**, on April 20, 2016, the NVTA Board approved Resolution 16-08 to amend the bylaws to bring them into conformance with changes made to NVTA by Amendment No. 10 of the Agreement reflecting the new name of the NVTA Board; and~~

~~**WHEREAS**, the NVTA Board now desires to amend the bylaws and make updates to Article IV – Meetings in Section 4.0 and 4.1 to set current process of setting regular meeting time; and~~

NOW, THEREFORE, BE IT RESOLVED by the NVTA Board that the Bylaws of the NVTA shall be those Bylaws set forth in Exhibit "A", attached hereto and incorporated as if set forth herein.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY INTRODUCED, PASSED AND ADOPTED by the Board of the Napa Valley Transportation Authority at a regular meeting of the Board held on the 20th day of ~~November~~April, 20~~16~~24.

Ayes:

~~Mark Joseph~~John F. Dunbar, NVTA Chair

ATTEST:

~~Karalyn E. Laura~~ Sanderlin, NVTA Board Secretary

APPROVED:

~~Janice D. Killian~~Osman Mufti, NVTA Legal Counsel

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa Valley Transportation Authority, a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.) and that the above Bylaws are the Bylaws of this Authority and the governing Board thereof as adopted at a meeting of the Board held on ~~April 20, 2016~~November 20, 2024. Executed on ~~April 20, 2016~~November 20, 2024, at Napa, California.

~~Karalyn E. Laura~~ Sanderlin
Secretary of the NVTA Board

EXHIBIT "A"

**BYLAWS OF THE NAPA VALLEY
TRANSPORTATION AUTHORITY**

ARTICLE I – NAME

Section 1.0 The name of the agency is the Napa Valley Transportation Authority (hereinafter referred to as "NVTA"), a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.).

ARTICLE II – PRINCIPAL OFFICE

Section 2.0 The principal office for the transaction of the activities and affairs of the NVTA is located at 625 Burnell Street, California 94559. The governing board of the NVTA ("hereinafter referred to as "NVTA Board") may change the location of the office by oral resolution noted by the Secretary in the Minutes of the Board or by written resolution amending these Bylaws.

ARTICLE III – OFFICERS

Section 3.0 The officers of the NVTA Board shall be the Chair, Vice-Chair, Secretary and the Executive Director, Legal Counsel, Auditor-Controller and Treasurer of the NVTA. The Chair, Vice-Chair, Secretary, Executive Director and Legal Counsel shall be appointed by the NVTA Board. The Auditor-Controller and Treasurer shall be those persons specified in the Joint Powers Agreement.

Section 3.0.1 Duties of Chair. The Chair shall preside at all meetings of the NVTA Board. Except as otherwise authorized by resolution of the NVTA Board, the Chair shall sign all contracts and other instruments made by the Authority.

Section 3.0.2 Duties of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the NVTA Board shall elect a new Chair.

Section 3.0.3 Duties of Secretary. The Secretary shall keep the official records of the NVTA Board, shall act as secretary of the meetings of the NVTA Board, record all votes, and keep a record (hereinafter referred to as "Minutes") of the proceedings of the NVTA Board in a journal of proceedings kept for that purpose, and shall perform all other duties incident to the office. The Secretary shall keep in safe custody any seal the NVTA may adopt and shall have power to affix such seal to all contracts and instruments authorized to be executed by the NVTA.

Section 3.0.4 Other Duties of Officers. The officers of the NVTA Board shall perform such other duties and functions as may from time to time be required by these Bylaws, other Resolutions of the NVTA Board or the Joint Powers Agreement.

Section 3.1 Compensation. The Chair and Vice-Chair shall serve without compensation unless otherwise provided by Resolution of the NVTA Board.

Section 3.2 Election of Chair and Vice-Chair. The Chair and Vice-Chair shall be elected for a two-year term with an annual vote of approval from among the Members of the NVTA Board at their annual meeting or until their successors are elected and qualified.

Section 3.3 Removal of Officers. The Chair, Vice-Chair, Secretary, Treasurer, and Executive Director may be removed at any time, with or without cause, by vote of the NVTA Board. The Auditor-Controller may be removed only by amendment of the Joint Powers Agreement or removal from his or her respective position as an officer of Napa County. Any officer may resign at any time by giving written notice to the NVTA Board, with such resignation to take effect as of the date the notice is received or at any later time specified in the notice.

Section 3.4 Vacancy in Office of Chair, Vice-Chair or Secretary. If the offices of Chair or Vice-Chair become vacant during their terms, the NVTA Board shall elect a successor from its membership at the next regular meeting, and election shall be for the unexpired term of the office. If both offices are vacant simultaneously, the Secretary shall preside over the meeting for the sole purpose of electing a new Chair and Vice-Chair. When the office of Secretary becomes vacant, the Authority shall appoint a permanent successor as soon as is reasonably possible but may appoint any person, including a Member of the NVTA Board or NVTA staff, to serve as interim Secretary pending appointment of a permanent Secretary.

ARTICLE IV – MEETINGS

Section 4.0 Annual Meeting. The annual meeting of the NVTA Board shall be held on the third Wednesday of July ~~at 1:30 p.m.,~~ at the regular meeting place of the NVTA Board, or as soon thereafter as the meeting may be conducted.

Section 4.1 Regular Meetings. Regular meetings of the NVTA Board in addition to the annual meeting shall be held on the third Wednesday of each month at the time and meeting location established by written Resolution of the the annual-NVTA Board adopting the annual meeting calendar, adopted by the NVTA Board, or written Resolution amending these Bylaws. ~~month at 1:30 p.m. or on such other date and time as the NVTA Board may specify by oral Resolution noted in the minutes of the NVTA Board or written Resolution amending these Bylaws.~~

Section 4.2 Special Meetings. The Chair may, in the discretion of, or upon the written request of two Members of the NVTA Board, call a special meeting of the NVTA Board for the purpose of transacting any business designated in the call and agenda posted for the special meeting in accordance with the Brown Act. The call for a special meeting shall be made in accordance with the requirements of Government Code section 54956.

Section 4.3 Conduct of Meetings. All of the meetings of the NVTA Board shall be open to the public, whether regular or special, and shall be noticed and conducted in accordance with the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division

2 of Title 5 (commencing with Section 54950) of the California Government Code), hereinafter referred to as "Brown Act".

Section 4.3.1 Addressing the NVTA Board. Any person desiring to address the NVTA Board, including during any period of public comment required under the Brown Act shall, when recognized by the Chair, give his or her name or address and, if acting on behalf of another person, the name and address of that person. The Chair may, in the interest of facilitating the business of the NVTA Board, limit the amount of time which a person may use in addressing the NVTA Board, determine the admissibility of evidence, and may require persons addressing the NVTA Board to submit written testimony in lieu of oral if the Chair determines that a reasonable opportunity for oral presentations has been provided. This Bylaw shall not apply to Members or Non-Member Officers of the NVTA Board except when specifically requested by the Chair in relation to a particular item of business.

Section 4.3.2 Order of Presentation. Testimony and argument relative to any agenda item, whether or not a public hearing is involved, shall, unless otherwise ordered by the Chair, be presented in the following order:

- a. The Chair shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
- b. The report(s), if any, of the NVTA staff shall be presented and staff shall respond to questions from Members of the NVTA Board.
- c. Letters, petitions, or other documentary evidence filed with the Secretary by any person prior to consideration of the item shall be presented to the NVTA Board and may be considered by the NVTA Board when deciding the action before it. All such evidence shall become part of the NVTA Board's file on the agenda item. If such evidence has been received by the Secretary prior to preparation of agenda packets for the meeting, the Secretary shall include copies of the evidence in the packet. If such evidence is received prior to consideration of the item but subsequent to preparation of the agenda packet, the Secretary shall make copies of the evidence available to each Member of the NVTA Board and to the public in attendance at the meeting prior to the NVTA Board taking final action on the item.
- d. Persons wishing to speak in favor of the matter, or with additional information although having no particular stance, shall be heard, and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Persons wishing to speak in opposition to the matter shall be heard and shall respond to questions by Members and Non-Member Officers of the NVTA Board.
- e. Rebuttal in the same order (if any), including response to questions by Members and Non-Member Officers of the NVTA Board.
- g. Discussion by Members of the NVTA Board. Any Members who have obtained information relevant to the agenda item outside of the meeting which has not been presented at the meeting by any other person, shall describe such information and the manner in which it was obtained.
- h. Closure of the public hearing, if any.
- i. Voting.

Section 4.3.3 Rules of Evidence. Cumulative, repetitious, immaterial, irrelevant, abusive, derogatory, or defamatory evidence may be excluded by the Chair. Subject to the foregoing, evidence shall be admissible if it is of a type commonly relied upon by reasonable and prudent persons in the conduct of serious affairs. Erroneous admission of evidence shall not invalidate any action taken unless it is shown in a court of law or equity to have prejudiced the substantial rights of a person directly affected by the action.

Section 4.3.4 Exhibits. All exhibits proffered by any person testifying at the meeting on an agenda item shall be marked by the Secretary upon submission with the agenda item number and a number or letter unique for each item marked, to provide identification in the event of later litigation. No item of graphic or documentary evidence shall be shown to the NVTA Board unless so marked and offered for submission. Except where otherwise specified by law, all exhibits so marked and submitted shall be retained by the Secretary until the expiration of all applicable statutes of limitation, at which time they will be returned to applicant. Unclaimed exhibits may be disposed of by the Secretary within ten (10) days after the expiration of the last applicable statute of limitations.

Section 4.3.5 Recording. Any meeting of the NVTA Board may be recorded by any person using any medium, unless the Chair determines that such recording method could disrupt the proceedings.

Section 4.4 Parliamentary Procedure. Unless otherwise inconsistent with the Joint Powers Agreement or these Bylaws, the meetings of the NVTA Board shall be conducted in accordance with the parliamentary procedure set forth in Sturgis' Standard Code of Parliamentary Procedure, 4th Edition.

Section 4.5 NVTA Membership and Voting. The number of Members of the NVTA Board and the number of votes each member of the Governing Board is entitled to cast on any question shall be as specified in the Joint Powers Agreement, as follows:

Section 4.5.1 Membership. The composition of the Members of the NVTA Board shall be as follows:

<u>Appointing Entity</u>	<u>Number of Members</u>
City of American Canyon	2
City of Calistoga	2
City of Napa	2
City of St. Helena	2
Town of Yountville	2
County of Napa	2
NVTA Board (nominated by Paratransit Coordinating Council)	1

Section 4.5.2 Voting Power. The voting power of the Members of the NVTA Board shall be as follows:

(a) On all matters except the countywide advisory deliberative body under Section 5.2 (o) of the Joint Powers Agreement the voting power of the Members of the NVT Board shall be as follows:

<u>Appointing Entity</u>	<u>Voting Power</u>
City of American Canyon	4 (each Member has 2 votes)
City of Calistoga	2 (each Member has one vote)
City of Napa	10 (each member has 5 votes)
City of St. Helena	2 (each Member has one vote)
Town of Yountville	2 (each Member has one vote)
County of Napa	4 (each Member has 2 votes)
NVTA Board (nominated by Paratransit Coordinating Council)	0 (non-voting)

(b) On all matters concerning powers under Section 5.2 (r) of the Joint Powers Agreement, each Voting Member shall have one vote.

Section 4.5.1 Alternates. In the absence of a voting Member, physically or by reason of a conflict of interest, the alternate appointed in accordance with the procedure specified in the Joint Powers Agreement shall vote in place of the absent Member as long as the alternate was either present during the presentation of all evidence presented on the matter or indicates on the record that he or she has reviewed all such evidence prior to participating in any NVTA Board discussion and vote. No proxy votes shall be permitted.

Section 4.5.2 Quorum. A majority of the voting power and seven of the twelve voting members (or their alternates) of the NVTA Board shall constitute a quorum for the transaction of business at any meeting of the NVTA Board. Notwithstanding the foregoing, if a quorum is present at the commencement of the meeting, the affirmative vote of a majority of the voting power of the NVTA Board shall constitute the act of the NVTA Board even if, at the time of such vote, less than seven voting members (or their alternates) are present.

Section 4.5.3 Roll call vote. A roll call vote may be required in voting upon any motion before the NVTA Board, in the discretion of the Chair. Any voting Member present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method (such as electronic voting) simultaneously perceptible to the other Members, the Secretary and the public present, shall be recorded as voting "aye". Abstentions shall be allowed only when a voting Member has a declared conflict of interest.

Section 4.5.4 Tie-votes. In the case of a tie-vote or other deadlock, the Secretary shall automatically cause the item of business to be placed on the next agenda for reconsideration and vote. No motion shall be required to take such action. If all the voting Members who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the

motion and the matter shall not be continued to the next agenda for reconsideration and vote.

Section 4.6 Adjournment. Any meeting of the NVTA Board may be adjourned from time to time by a vote of the majority of the voting power then present. If a quorum is not present, the meeting of the NVTA Board shall be adjourned by order of the Chair or, in the absence of the Chair, by order of the Secretary.

ARTICLE V - COMMITTEES OF THE BOARD

Section 5.0 In addition to the advisory committees authorized by the Joint Powers Agreement, the NVTA Board may create by resolution and without express amendment of these Bylaws one or more committees of the NVTA Board consisting of Members and/or alternate Members to serve at the pleasure of the NVTA Board. The NVTA Board may appoint one or more of the Members or alternate Members to serve as alternate members of any such committee, who may replace an absent member at any meeting. Such committees shall have those powers specifically delegated to them by the NVTA Board, to the extent not inconsistent with the provisions of the Joint Powers Agreement or these Bylaws.

ARTICLE VI - BUDGET PROCESS

Section 6.0 The annual budget for the NVTA shall be developed and adopted by the NVTA Board in accordance with the procedures and timelines applicable by law to the County of Napa.

ARTICLE VII - AMENDMENTS

Section 7.0. Notwithstanding Section 4.6, these Bylaws shall be amended only with the approval of a majority of the voting power then present; except that no amendments of these Bylaws shall be effective unless at least seven (7) of the Members of the NVTA Board cast affirmative votes.