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## NAPA VALLEY TRANSPORTATION AUTHORITY ATAC Agenda Letter

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**TO:** Active Transportation Advisory Committee  
**FROM:** Kate Miller, Executive Director  
**REPORT BY:** Patrick Band, Associate Planner  
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**SUBJECT:** ATAC Bylaws, Roles & Responsibilities

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### **RECOMMENDATION**

Information only.

### **EXECUTIVE SUMMARY**

The Napa Valley Transportation Authority (NVTA) has established several advisory committees, of which the Active Transportation Advisory Committee (ATAC) is one, to assist in providing the NVTA Board with information and recommendations on various transportation-related matters. Each committee is governed by a set of Bylaws that determine the purpose of the committee and the policies and procedures under which committees perform their work.

Bylaws for the ATAC were revised earlier this year to amend the term of office for members of the committee from three years to two years, consistent with all other NVTA committees, as well as to update the timing on election of a new chair and vice-chair of the committee.

With NVTA undertaking multiple countywide planning efforts in the coming year, as detailed in Item 9.1, staff are providing this opportunity to refresh committee members and the public regarding the roles and responsibilities of the ATAC in supporting development and review of these plans.

### **FISCAL IMPACT**

Is there a Fiscal Impact? No.

## **BACKGROUND AND DISCUSSION**

ATAC members have at times expressed a desire for additional direction regarding the appropriate process for providing comments, recommendations, and requests of NVTA staff and the NVTA Board on topics within the committee's responsibility. NVTA values the experience and perspectives of ATAC members and the public and seeks to support discussion and recommendations on a range of active transportation-related topics through this committee. With the upcoming development of a Countywide Active Transportation Plan, it is essential that ATAC members have a strong understanding of the roles and responsibilities of the committee, and how best to support NVTA staff and Board during the development of the plan to ensure that it meets the diverse needs of our local communities.

Staff will provide a presentation at the meeting to further facilitate discussion regarding roles and responsibilities of ATAC members and the committee as a whole.

## **ATTACHMENT**

- 1) Active Transportation Advisory Committee Bylaws



RESOLUTION No. 24-01

A RESOLUTION OF THE  
NAPA VALLEY TRANSPORTATION AUTHORITY (NVTA)  
AMENDING THE BYLAWS OF THE  
ACTIVE TRANSPORTATION ADVISORY COMMITTEE (ATAC)

WHEREAS, the NVTA joint powers agreement calls for the Active Transportation Advisory Committee (ATAC), and

WHEREAS, the ATAC Bylaws require changes to be adopted by the NVTA Board, and

WHEREAS, the current ATAC Bylaws require three-year terms, and election of the Chairperson and Vice Chairperson at the January meeting, and

WHEREAS, the ATAC is recommending changes to its Bylaws, Article III, Paragraph three, to reduce committee member terms to two (2) years, and changes to Article V, Paragraph one to elect a committee Chair and Vice Chair at the last regular meeting of the calendar year, and

NOW THEREFORE BE IT RESOLVED:

That the Napa Valley Transportation Authority does hereby amend the Bylaws for the Active Transportation Advisory Committee to read in full as set forth in Exhibit "A" attached hereto and incorporated by reference herein and the and the attached provisions of Exhibit "A" shall become effective immediately.

Passed and Adopted the 21<sup>st</sup> day of February 2024.

  
Liz Alessio, NVTA Chair

Ayes:  
Garcia, Joseph, Williams, Gregory  
Alessio, Sedgley, Padroza, Downing,  
Chasteau, Monter, McKee-Cant

Nays:  
None

Absent: Eisenberg



ATTEST:

  
\_\_\_\_\_  
Laura Sanderlin, NVTA Board Secretary

APPROVED:

  
\_\_\_\_\_  
Osman Mufti, NVTA Legal Counsel

**EXHIBIT "A"**

**Active Transportation Advisory Committee**

**BYLAWS**

**Article I - NAME**

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

**Article II - OBJECTIVE**

The ATAC serves to advise NVTA on the development of bicycle and pedestrian facilities as alternative modes of transportation. The ATAC shall review and/or prioritize Transportation Development Act, Article 3 (TDA-3) Program funds for projects and participate in the development and review of comprehensive bicycle, pedestrian and active transportation plans of interest to the citizens of Napa County. The committee shall serve in an advisory capacity. Its objective is to assist NVTA staff in developing active transportation plans and programs to address connectivity, safety, and equity. 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 Active Transportation Plans, Safety Plans, and project specific plans.
2. Act as Active Transportation liaisons to the communities and councils they are representing by staying informed of local priorities and needs for walking and biking in those communities.

**Article III - COMPOSITION-QUALIFICATION AND TERMS**

All ATAC members shall be appointed by NVTA, and shall serve at the pleasure of NVTA. Members will represent specific jurisdictions and 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.

The ATAC will consist of eleven (11) members from six (6) jurisdictions. Four (4) members from the City of Napa; two (2) members from the County of Napa, two (2) members from the City of American Canyon, and one (1) member each from the Town of Yountville, City of St. Helena, and City of Calistoga. At no time shall fewer than four (4) of the six (6) jurisdictions be represented. Each member shall have one (1) vote.

Appointments to the Committee shall be for two-year terms.

**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 regular 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 ATAC. Ad hoc committees must have less than a quorum of ATAC members and are exempt from the requirements of the Brown Act. The ATAC 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 ATAC shall meet bi-monthly on the fourth Monday unless otherwise scheduled by the majority of a quorum. Additional meetings may be required to address time sensitive matters.

All ATAC 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, representing at least two jurisdictions. 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 ATAC to the general public or at a NVTA Board meeting without majority vote of a quorum at an ATAC meeting prior to the representation.

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

**Article IX. DISTURBANCE AND MEETING**

Any person, including committee members, who commits disorderly or disruptive behavior which substantially delays, interrupts, impedes, disrupts or disturbs the proceedings of 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 cause 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.

**Article X. ADOPTION AND AMENDMENTS TO THE BYLAWS**

1. Adoption of the ATAC Bylaws will be by a majority vote of the NVTA Board of Directors
2. Amendments to the ATAC Bylaws will be by a majority vote of the NVTA Board of Directors
3. Suggested amendments to the ATAC Bylaws by the ATAC shall be forwarded to the NVTA Board of Directors