



**NAPA VALLEY TRANSPORTATION AUTHORITY**  
**TAC Agenda Letter**

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**TO:** Technical Advisory Committee (TAC)  
**FROM** Kate Miller, Executive Director  
**REPORT BY:** Danielle Schmitz, Director – Programs, Projects & Planning  
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**SUBJECT:** Nomination and Election of Chairperson and Vice Chairperson of the  
Technical Advisory Committee (TAC)

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**RECOMMENDATION**

That the Technical Advisory Committee (TAC) nominate and elect a new Chairperson and Vice Chairperson for an annual term beginning on January 1, 2018.

**EXECUTIVE SUMMARY**

On May 1, 2011, the NVTA Board of Directors approved changes to the TAC bylaws. The changes did not alter the composition or structure of the committee but appointed its members to take on a more active role, to among other things, oversee the proceedings of the Committee. At their first meeting of the year, the by-laws require that committee members appoint a new Chair and Vice Chair.

**FISCAL IMPACT**

Is there a fiscal impact? No

*(Background and Discussion on next page)*

**BACKGROUND AND DISCUSSION**

TAC Bylaws state:

**Article IV  
OFFICERS****§4.1 Chairperson and Vice Chairperson**

The Committee shall elect from its membership a chairperson and a vice chairperson at its first meeting of the calendar year, to serve for a one-year term. The chairperson shall preside at all meetings of the Committee and represent the Committee before the Board of Directors. The vice chairperson shall perform the duties of the chairperson when the chairperson is absent. In the event of a vacancy in the chairperson's position, the vice chairperson shall succeed as chairperson for the balance of the chairperson's term, and the Committee shall elect a successor to fill the vacancy in the vice chairperson's position as provided below.

The Committee may appoint a nominating committee to nominate Committee members for the positions of chairperson and vice chairperson. Members willing to serve in either of these positions may submit their names to the nominating committee for nomination. Members may also submit names of other members for nomination. The nominating committee shall verify that members whose names have been submitted are willing to serve in those positions. The nominating committee may submit to the Committee the names of those members whom it has nominated and recommends for election. Notwithstanding these procedures, any member may nominate a member from the floor.

The Chairperson shall appoint a Secretary who will be responsible for preparing meeting minutes.

**SUPPORTING DOCUMENTS**

Attachment(s): (1) TAC Bylaws approved 2011

## **BYLAWS FOR THE TECHNICAL ADVISORY COMMITTEE**

### **Article I GENERAL PROVISIONS**

#### **§1.1 Purpose**

These Bylaws govern the proceedings of the Technical Advisory Committee (TAC), an advisory committee established by the Board of Directors of the Napa County Transportation and Planning Agency (NCTPA).

### **Article II DUTIES AND AUTHORITY**

#### **§2.1 Duties**

The Committee shall advise the NCTPA Board of Directors on transit and roadway issues, including planning, project, and policy aspects which are referred to the Committee either by the Board or the Executive Director.. It shall be the members' responsibility to keep their respective appointing agencies informed of key issues, facilitate communication between those agencies and NCTPA, and to help build the consensus necessary to advise the NCTPA regarding policy decisions.

#### **§2.2 Limitations on Authority**

The Committee shall serve in an advisory capacity to the Board of Directors. It shall have no independent duties and no authority to take actions that bind NCTPA or the Board of Directors. No expenditures or requisitions for services and supplies shall be made by the Committee and no individual member thereof shall be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors.

### **Article III MEMBERSHIP**

#### **§3.1 Membership**

The Committee shall be composed of the NCTPA Executive Director, serving ex-officio, one member nominated by the Paratransit Coordinating Council (PCC) and appointed by the NCTPA Board, and 12 members and their alternates, each of whom shall be a staff member of each Member Agency. Two members and two alternates shall be appointed by the chief administrative officer of each Member Agency and shall serve at the pleasure of the Member Agency. In addition the Metropolitan

Transportation Commission and the California Department of Transportation (Caltrans) may each appoint one ex-officio member and one alternate, who shall not be counted for purposes of establishing a quorum and who shall have no voting rights.

<u>Agency</u>	<u>Delegates (Alternates)</u>	
City of American Canyon	2	(2)
City of Calistoga	2	(2)
City of Napa	2	(2)
City of St. Helena	2	(2)
County of Napa County	2	(2)
Town of Yountville	2	(2)
Paratransit Coordinating Council	1	(1)
NCTPA Executive Director	1	
Metropolitan Transportation Commission	1	(1)
Caltrans	1	(1)

### **§3.2 Member Terms**

Members and alternates of the Committee shall serve continuously until resignation or replacement by their respective appointing authorities.

### **§3.3 Vacancies**

Vacancies shall be filled by the body that made the original appointment.

## **Article IV OFFICERS**

### **§4.1 Chairperson and Vice Chairperson**

The Committee shall elect from its membership a chairperson and a vice chairperson at its first meeting of the calendar year, to serve for a one-year term. The chairperson shall preside at all meetings of the Committee and represent the Committee before the Board of Directors. The vice chairperson shall perform the duties of the chairperson when the chairperson is absent. In the event of a vacancy in the chairperson's position, the vice chairperson shall succeed as chairperson for the balance of the chairperson's term, and the Committee shall elect a successor to fill the vacancy in the vice chairperson's position as provided below.

The Committee may appoint a nominating committee to nominate Committee members for the positions of chairperson and vice chairperson. Members willing to serve in either of these positions may submit their names to the nominating committee for nomination. Members may also submit names of other members for nomination.

The nominating committee shall verify that members whose names have been submitted are willing to serve in those positions. The nominating committee may submit to the Committee the names of those members whom it has nominated and recommends for election. Notwithstanding these procedures, any member may nominate a member from the floor.

The Chairperson shall appoint a Secretary who will be responsible for preparing meeting minutes.

#### **§4.2 Staff Resources**

The NCTPA shall furnish clerical services to prepare and distribute the Committee's agendas, notices, minutes, correspondence and other documents and shall assign an employee to attend each meeting of the Committee to serve in the capacity as the Committee's staff. The NCTPA shall maintain a record of all proceedings of the Committee as required by law and shall perform other duties as provided in these Bylaws.

### **Article V MEETINGS**

#### **§5.1 Regular Meetings**

Regular meetings shall be held at such time and place and may from time to time be determined by the TAC.

#### **§5.2 Special Meetings**

A special meeting may be called by the chairperson. The meeting may be called and noticed as provided in Section 5.3 below. (For a general description of the noticing procedures, see the Rules of Procedure of the Board of Directors.)

#### **§5.3 Calling and Noticing of Meetings**

All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). The Executive Director and General Counsel shall be given notice of all meetings. The Committee shall meet at least once a month, unless the Committee's activities are suspended.

#### **§5.4 Quorum; Vote**

Six Committee members representing four member agencies shall constitute a quorum for the transaction of business at any meeting of the TAC. All acts of the

Committee shall require the presence of a quorum and the affirmative vote of a majority of the total membership present.

#### **§5.5 Alternates**

If a Committee member represented by an alternate is absent from all or a portion of a meeting, the alternate shall be seated in that Committee member's seat and vote in the place of the absent member. An alternate shall be counted as part of the Committee quorum only when seated in the place of an absent member.

#### **§5.6 Thirty Minute Rule**

If a quorum has not been established within thirty minutes of the noticed starting time for the meeting, the meeting shall be cancelled..

#### **§5.7 [Reserved]**

#### **§5.8 [Reserved]**

#### **§5.9 Time Limits for Public Speakers**

Each member of the public appearing at a Committee meeting may be limited to three minutes in his or her presentation, unless the chairperson, at his or her discretion, permits further remarks to be made. Any person addressing the Committee may submit written statements, petitions or other documents to complement his or her presentation.

#### **§5.10 Impertinence; Disturbance of Meeting**

Any person 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 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.

#### **§5.11 Access to Public Records Distributed at Meeting**

Writings distributed during a Committee meeting shall be made available for public inspection at the meeting if prepared by NCTPA or a member of the Committee, or after the meeting if prepared by some other person.

### **Article VI AGENDAS AND MEETING NOTICES**

## **§6.1 Agenda Format and Content**

The agenda shall specify the starting time and location of the meeting and shall contain a brief general description of each item of business to be transacted or discussed at the meeting. The description shall be reasonably calculated to adequately inform the public of the subject matter of each agenda item.

Items may be referred for inclusion on an agenda by: (1) the NCTPA Board of Directors; (2) the NCTPA Executive Director; or (3) the Committee Chairperson. The order of business shall be established by the chair and vice chair with the approval of the NCTPA Executive Director.

## **§6.2 Public Comments**

Each agenda for a regular meeting shall provide an opportunity for members of the public to address the Committee on matters within the Committee's purview, either before or during the Committee's consideration of the item if it is listed on the agenda, or during "Public Comment" if it is not listed on the agenda. The Committee shall not act upon an item that is not listed on the agenda..

## **§6.3 Agenda Preparation**

The NCTPA Administrative Assistant shall prepare the agenda for each meeting in consultation with NCTPA staff and the chairperson. Material intended for placement on the agenda shall be delivered to the NCTPA Administrative Assistant on or before 12:00 Noon on the date established as the agenda deadline for the forthcoming meeting. The NCTPA Executive Director may withhold placement on the agenda of any matter which is not timely received, lacks sufficient information or is in need of staff review and report prior to Committee consideration.

## **§6.4 Agenda Posting and Delivery**

The written agenda for each regular meeting and each meeting continued for more than five calendar days shall be posted by the NCTPA Administrative Assistant at least 72 hours before the meeting is scheduled to begin. The written agenda for every special meeting shall be posted by the NCTPA Administrative Assistant at least 24 hours before the special meeting is scheduled to begin. The agenda shall be posted in a location that is freely accessible to members of the public. The agenda, together with supporting documents, shall be delivered to each Committee member, the Executive Director and General Counsel at least five days before each regular meeting and at least 24 hours before each special meeting.

## **§6.5 Meeting Notices**

The NCTPA Administrative Assistant shall mail notice of every meeting to each person who has filed with NCTPA a written request for notice as provided in Section

54954.1 of the Government Code. The notice shall be mailed at least one week prior to the date set for the meeting. Notice of special meetings called less than seven days prior to the date set for the meeting shall be given at least 24 hours in advance.

## **Article VII**

### **MISCELLANEOUS**

#### **§7.1 Adoption and Amendment of Bylaws**

These Bylaws shall be adopted and amended by the Committee by the affirmative vote of a majority of its total membership and with the approval of the Board of Directors.

#### **§7.2 Parliamentary Procedure**

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