



NAPA VALLEY TRANSPORTATION AUTHORITY

Board Agenda Letter

TO: Board of Directors
FROM: Kate Miller, Executive Director
REPORT BY: Diana Meehan, Senior Program Planner/Administrator
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SUBJECT: Resolution No. 19-04 Amending the Active Transportation Advisory Committee Bylaws

RECOMMENDATION

That the Napa Valley Transportation Authority (NVRTA) Board approve Resolution No. 19-04 (Attachment 1) amending the Active Transportation Advisory Committee (ATAC) Bylaws

COMMITTEE RECOMMENDATION

The Active Transportation Advisory Committee recommended the NVRTA Board approve Resolution No. 19-04 updating the Active Transportation Advisory Committee Bylaws at its February 25, 2019 meeting.

EXECUTIVE SUMMARY

Napa Valley Transportation Authority (NVRTA) staff has reviewed the current Active Transportation Advisory Committee (ATAC) Bylaws and is proposing changes to the bylaws to modify the quorum requirements, change outdated references and update the overall structure and language to better define the responsibilities of the committee. These proposed changes include elements designed to improve the effectiveness of the committee and are structured similarly to other NVRTA committee bylaws.

The current quorum require that 5 members from at least two jurisdictions be present. Achieving quorum under the current structure has posed an issue because of vacancies on the committee. Staff is recommending modifying the language to read “...a quorum shall consist of a majority of filled positions present representing at least two jurisdictions.” With this proposed language, a quorum of the committee should be much easier to achieve.

In addition, staff is proposing structural changes to outdated bylaw language and references that were originally created in 1998. The new bylaws structure is similar to that used for the NVTa Citizen Advisory Committee. Staff is making these recommendations to provide committee members a greater understanding of roles, responsibilities and requirements and to improve overall committee effectiveness.

FISCAL IMPACT

Is there a Fiscal Impact? No

BACKGROUND AND DISCUSSION

ATAC is responsible for advising the NVTa Board on the development of active transportation facilities, plans and projects throughout the Napa County. The last update to the ATAC Bylaws occurred in 2015 to adjust the voting membership to include one additional member representing the City of American Canyon, and reducing the City of Napa membership from 5 to 4. This committee structure aligned representation more closely with the voting structure of the NVTa Board. No changes were made to the quorum requirements or older language within the Bylaws during this update.

The ATAC reviewed proposed changes to the committee bylaws and is requesting the Board approve Resolution No. 19-04 (Attachment 1) updating the ATAC Bylaws. Included as Attachment 2 are the current outdated bylaws for reference.

SUPPORTING DOCUMENTS

Attachments: (1) Resolution No. 19-04, Proposed ATAC Bylaws
(2) Resolution No. 15-09 Current ATAC Bylaws

RESOLUTION No. 19-04

**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 had outdated references and language originally adopted in 1998, and

WHEREAS, the ATAC is recommending changes to its Bylaws to modify the quorum requirements, change outdated references and update the overall structure and language to better define the responsibilities of the committee, and

NOW THEREFORE BE IT RESOLVED that the Napa Valley Transportation Authority hereby amends 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 attached provisions of Exhibit "A" shall become effective immediately.

Passed and adopted this 20th day of March, 2019.

Chris Canning, NVTA Chair

Ayes:

Nays:

Absent:

ATTEST:

Karalyn E. Sanderlin, NVTA Board Secretary

APPROVED:

DeeAnne Gillick, NVTA General 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 three-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 NVTAs 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 January 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 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 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. 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 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



RESOLUTION NO. 15-09

**A RESOLUTION OF THE
NAPA COUNTY TRANSPORTATION AND PLANNING AGENCY (NCTPA)
AMENDING THE BY-LAWS OF THE
ACTIVE TRANSPORTATION ADVISORY COMMITTEE**

WHEREAS, effective June 16, 1998, the County of Napa, cities of Napa, St. Helena, Calistoga, American Canyon and the Town of Yountville amended the Joint Powers Agreement of the Napa County Congestion Management Agency to create the Napa County Transportation Planning Agency (NCTPA); and

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

WHEREAS, the ATAC by-laws require changes to be adopted by the NCTPA Board; and

WHEREAS, the ATAC is recommending changes to their by-laws amending the number of voting members.

NOW THEREFORE BE IT RESOLVED that the Napa County Transportation Planning Agency hereby amends the by-laws 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 attached provisions of Exhibit "A" shall become effective immediately.

Passed and adopted this 20th day of May, 2015.


Peter White, NCTPA Vice Chair

Ayes: Garcia(2), Bennett(2),
Barnes(1), Canning(1),
Luros(5), Techel(5),
Caldwell(2), Luce(2),
Galbraith(1), White(1),
Mohler(1)

Nays: None

Absent: Dunbar(1)

ATTEST:


Karalyn E. Sanderlin, NCTPA Board Secretary

APPROVED:


Silva Darbinian, NCTPA Legal Counsel

EXHIBIT "A"

**BY-LAWS OF THE NCTPA
ACTIVE TRANSPORTATION ADVISORY COMMITTEE (ATAC)**

ARTICLE I. NAME

Section 1.

The name of this organization shall be the Active Transportation Advisory Committee, hereafter called the ATAC.

ARTICLE II. AUTHORIZING AGENCY

Section 1.

The Napa County Transportation Planning Agency, pursuant to the Metropolitan Transportation Commission (MTC) Resolution No. 2179, Revised, authorizes the establishment of the ATAC and shall approve all appointments to the ATAC, the ATAC by-laws, and all amendments to the ATAC by-laws.

ARTICLE III. PURPOSE

Section 1.

The ATAC shall act to advise the NCTPA on the development of Active Transportation facilities, including bicycle and pedestrian facilities as alternative modes of transportation. The ATAC shall review and/or prioritize Transportation Development Act (TDA), Article 3, Active Transportation projects and participate in the development and review of comprehensive bicycle, pedestrian and active transportation plans.

Section 2.

The ATAC review process shall ensure that Active Transportation projects within the Cities and County of Napa: promote and encourage bicycle use for commute, shopping, and personal trips; promote and encourage walking; reduce motor vehicle trips; reduce motor vehicle miles traveled; reduce motor vehicle congestion; and promote air quality.

ARTICLE IV. MEMBERSHIP

Section 1.

The ATAC shall be composed of Active Transportation advocates who live or work in the Cities or County of Napa.

Section 2.

Voting privileges are vested exclusively in the ATAC members. Voting members of the ATAC will be representatives of the incorporated Cities and the County. Nominations for the ATAC shall be requested from the member jurisdictions. It is intended that the ATAC shall include eleven (11) representatives 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 (1) member each for 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 of the ATAC shall have one vote.

Section 3.

Non-voting members of the ATAC may consist of a representative from each of the jurisdictions' planning and public works staff, MTC, Caltrans, and the public at large.

Section 4.

Voting membership shall be derived from an eligibility list provided by each jurisdiction and appointed to the ATAC by the NCTPA Board for a period of three (3) years. Should it occur that an insufficient number of eligible candidates are provided by the jurisdictions, the ATAC may then make recommendations to the NCTPA Board for appointments in keeping with Article IV, Section 2.

Section 5.

If and when vacancies occur, they must be filled according to Article IV., Sections 2 and 4.

Section 6.

The NCTPA shall, under direction of the Board of Directors, provide staff and organizational support to the ATAC.

ARTICLE V. ORGANIZATION

Section 1.

The elected officers of the ATAC will be:

- a. Chair
- b. Vice-Chair

ARTICLE VI. OFFICERS

Section 1.

The ATAC shall, at the first meeting of the calendar year, nominate and elect annually the Chair and the Vice-chair for one (1) calendar year term.

Section 2.

The Chair shall preside over all meetings and have general direction and control over the activities of the ATAC.

Section 3.

The Vice-chair shall assist the Chair in the execution of that office and, in the absence of the Chair, preside over the meetings, and so when acting, shall have all the powers of the Chair.

ARTICLE VII. MEETINGS

Section 1.

The ATAC shall meet monthly and at a date, time and place as set by resolution of the NCTPA.

Section 2.

All meetings shall be called, noticed and conducted in accordance with the provisions of the Ralph M. Brown Act (Government Code section 54950). The Executive Director and General Counsel shall be given notice of all meetings.

Section 3.

A quorum shall consist of five (5) voting members, representing at least two (2) Cities or one (1) City and the County.

Section 4.

All acts of the ATAC shall require the presence of a quorum and the affirmative vote of a majority of the total membership present.

ARTICLE VIII. ADOPTION AND AMENDMENTS TO THE BY-LAWS

Section 1.

Adoption of the ATAC by-laws will be by a majority vote of the NCTPA Board of Directors.

Section 2.

Amendments to the ATAC by-laws will be by a majority vote of the NCTPA Board of Directors.

Section 3.

Suggested amendments to the ATAC by-laws by the ATAC shall be forwarded to the NCTPA Board of Directors.