

BYLAWS
of the
EASTERN CONTRA COSTA TRANSIT AUTHORITY

1. **NAME, AND PRINCIPAL OFFICES.** Pursuant to the Restated Joint ~~Exercise of Powers Agreement~~ Establishing the Eastern Contra Costa Transit Authority dated ~~May 26 June 1~~ —, 1996-2018 (JEPA), the City of Antioch, the City of Brentwood, the County of Contra Costa, the City of Oakley and the City of Pittsburg (hereinafter “members”), have formed a joint powers agency, the Eastern Contra Costa Transit Authority (hereinafter “ECCTA”), under the California Joint Exercise of Powers Act, Government Code Sections 6500, et seq. The principal offices of ECCTA shall be located at 801 Wilbur Avenue, Antioch, California, or at such other locations as ECCTA shall from time to time designate.

2. **PURPOSES AND POWERS.** The general purpose of ECCTA shall be to provide, either directly or through contract, public transportation services within certain areas of the members. The purposes and powers of ECCTA are more fully set forth in the ~~Joint Exercise of Powers Agreement~~ Restated Joint Powers Agreement (hereinafter “JEPA”).

3. **BOARD OF DIRECTORS.**

3.01 **NUMBER.** ECCTA shall be governed by a seven member Board of Directors:

The governing body of the City of Antioch, the City of Brentwood, the City of Oakley, and the City of Pittsburg shall appoint one regular representative to the Board of Directors and one alternate representative to act in a regular representative’s absence.

The two elected members of Contra Costa County’s Board of Supervisors whose districts cover ECCTA’s service area shall serve on the ECCTA Board of Directors. Those two members shall each appoint an alternate representative to act in a regular representative’s absence. Those alternates must reside in the elected Supervisor’s district and may or may not be an elected official.

An at-large Director and, at the Board’s option, one alternate shall be appointed by a majority of the Directors representing the members.

In the proceeding of the Board of Directors, each Director shall be entitled to one vote.

~~ECCTA shall be governed by a Board of Directors. The governing body of each member shall appoint two (2) regular representatives to the Board of Directors and one (1) alternate representative to act in a regular representative's absence. An at-large Director and, at the Board's option, one (1) alternate shall be appointed by a majority of the Directors appointed by the members. In the proceedings of the Board of Directors, each Director shall be entitled to one (1) vote.~~

3.02 APPOINTMENT AND TERM OF OFFICE. Each Director and alternate shall be appointed to a two year term of office. An alternate for a County Supervisor may be an elected or other public official or private person. If, during his/her term of office, a Director or alternate resigns, dies, is replaced by the appointing member or in the case of the Director-at-Large, the other Directors, or otherwise ceases to represent the appointing member, the appointing member shall appoint a new Director or alternate to serve the unexpired balance of such term of office.

There shall be no limit of the number of terms a Director may serve. A Director, otherwise qualified, shall continue to serve until reappointed or until his/her successor is appointed. This section shall also apply to alternates.~~Each Director and alternate shall be appointed to a two-year term of office. A Director or alternate may be an elected or other public official or a private person. If, during his/her term of office, a Director or alternate resigns, dies, is replaced by the appointing member or in the case of the Director-at-Large, the other Directors, or otherwise ceases to represent the appointing member, the appointing member shall appoint a new Director or alternate to serve the unexpired balance of such term of office. Directors' and alternates' terms of office shall be staggered so that one-half of the terms expire each year. The terms of Directors and alternates appointed from a member listed under "Odd Year" shall expire on January 1 of odd-numbered years and the terms of Directors appointed from members listed under "Even Years" shall expire on January 1 of even-numbered years:~~

Odd Years — Even Years

~~City of Pittsburg~~ — ~~City of Antioch~~

~~County of Contra Costa~~ — ~~City, of Brentwood~~

~~Director At Large~~

~~There shall be no limit on the number of terms a Director may serve. A Director, otherwise qualified, shall continue to serve until reappointed or until his/her successor is appointed. This section shall also apply to alternates.~~

3.03 MEETINGS.

3.03.01 TIME. The Board of Directors shall regularly meet on the fourth~~.~~ Wednesday of each month at 4:00 PM or at such other dates and times as the Board of Directors shall from time to time designate. If a meeting will fall upon a holiday, or the day before or after a holiday, the Board of Directors shall, if possible, at its preceding regular meeting, reschedule the meeting to a convenient date and time.

3.03.02 PLACE. Board meetings shall take place at the principal offices of ECCTA or such other locations which are convenient to transit dependents and accessible to the elderly and handicapped as the Board of Directors shall from time to time designate.

3.03.03 RALPH M. BROWN ACT. All meetings of the Board of Directors shall comply with the requirements of the Ralph M. Brown Act, Government Code Sections 54950, et sec .

3.03.04 RULES OF ORDER. The conduct and procedure of Board of Directors meetings shall comply with these Bylaws, and, to the extent not inconsistent with these Bylaws, Robert's Rules of Order.

3.03.05 MINUTES. The Board of Directors shall keep or cause to be kept written minutes of its proceedings, except executive sessions.

3.03.06 QUORUM. A quorum of the Board of Directors shall be a majority of the Directors and no action of the~~.~~ Board shall be passed but upon the affirmative vote of at least a majority of a quorum.

3.04 PER DIEM. Directors shall serve without compensation. Directors may receive such per diem and travel expenses as the Board of Directors shall from time to time approve.

4. OFFICERS.

4.01 DESIGNATION OF OFFICERS. ECCTA shall have two (2) officers, a Chair and a Vice-Chair.

4.02 DUTIES—CHAIR. The Chair shall preside at all meetings of the Board of Directors and shall decide matters of procedure. The Chair, or the Chair's designee, shall represent the Board in official matters, shall take such actions as designated by Board policy from time to time, and may act in the absence of Board policy in an emergency until an emergency meeting of the Board of Directors can be convened. The Chair shall appoint the members of committees created from time to time by the Board of Directors.

4.03 DUTIES—VICE-CHAIR. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair.

4.04 TERM OF OFFICE. The Chair, and Vice-Chair shall serve one year term of office commencing on July 1 of each year. There shall be no limit on the number of terms that a Director may serve as Chair or Vice-Chair.

4.05 OFFICERS. Officers of the Board of Directors will rotate as follows:

Term	Chair	Vice-Chair
2017-2018 <u>1996-97</u>	Antioch	County
1997-98 <u>2018-2019</u>	County	Brentwood
1998-99 <u>2019-2020</u>	Brentwood	Pittsburg
1999-2000 <u>2020-2021</u>		Pittsburg Director-at-Large
2000-2001 <u>2021-2022</u>		Director-at-Large Antioch
2001-2002 <u>2022-2023</u>		Antioch County
2002-2003	County	Brentwood
2003-2004	Brentwood	Pittsburg
2004-2005	Pittsburg	Antioch
2005-2006	Antioch	County

~~2006-2007 County Brentwood~~
~~2007-2008 Brentwood Pittsburg~~
~~2008-2009 Pittsburg Director at Large~~

4.06 VACANCY IN OFFICE. A vacancy in any office will be filled by the other representative from the jurisdiction holding the office immediately prior to the vacancy for the unexpired term except that a vacancy left by the Member-at-Large will be filled by his/her replacement for the unexpired term.

4.07 CHAIR PRO TEM. In the absence of the Chair and Vice-Chair, the Board of Directors shall elect a Chair Pro Tem to fulfill the duties of the Chair.

5. COMMITTEES.

5.01 STANDING AND SPECIAL COMMITTEES. The Board of Directors shall establish standing and special committees as necessary.

5.02 MEMBERSHIP, TERM, ETC. The composition, term, and charge of committees shall be determined by the Board of Directors. The Chair shall appoint the members of committees subject to Board approval.

5.03 PROCEDURES. Committees shall be governed by the procedures set forth in Section 3.03 of these Bylaws, except that the quorum for committees comprised of an even number of Directors shall be half of the membership of said committee.

6. STAFF.

6.01 ~~GENERAL MANAGER~~CHIEF EXECUTIVE OFFICER. The Board of Directors may appoint a ~~General Manager~~Chief Executive Officer who shall serve at the pleasure of the Board. The Chief Executive Officer ~~General Manager~~ shall have charge of the affairs of ECCTA and shall implement and carry out the policies of the Board of Directors. The Chief Executive Officer~~General Manager~~, or his/her designee, shall serve as clerk to the Board of Directors and shall be responsible to keep its minutes, resolutions, and official papers.

6.02 STAFF. Subject to budgetary controls by the Board of Directors the Chief

Executive Officer ~~General manager~~ may appoint staff or make such other arrangements as he/she deems advisable to meet ECCTA's administrative requirements.

6.03 LEGAL SERVICES. The Board of Directors may, in its discretion, appoint a Legal Counsel or make other provision for legal services. For the purposes of the Ralph M. Brown Act and the Chief Executive Officer Public Records Act and any other enactment affecting ECCTA which may affect the confidentiality of communications between the ECCTA, the Board of Directors or the ECCTA staff and Legal Counsel, ECCTA's Legal Counsel is hereby deemed to be the equivalent of a City Attorney or County Counsel.

6.04 AUDITOR/TREASURER. Pursuant to Government Code Section 6505.6, the Treasurer of ECCTA shall be the employee of ECCTA as designated by the Board of Directors. The Auditor of ECCTA shall be a certified public accountant or firm of certified public accountants retained by ECCTA for such purpose. The Treasurer and Auditor shall comply with all legal requirements, including, but not limited to, Government Code Sections 6505, 6505.1 and 6505.5.

7. BUDGETARY PROCESS

7.01 FISCAL YEAR. The fiscal year for ECCTA is July 1 to June 30.

7.02 BUDGET. For each fiscal year, the Board of Directors shall adopt a comprehensive budget for ECCTA which shall be consistent with funding availability, including anticipated revenues from operations, reasonably anticipated financial assistance, and contributions from members.

7.03 FUNDING.

7.03.01 FINANCIAL ASSISTANCE. The JEPa provides that ECCTA may directly claim on behalf of members such local, regional, State, Federal, or other financial assistance as is available to members for public transportation services. Such financial assistance shall be actively sought.

7.03.02 CONTRIBUTIONS FROM MEMBERS. ECCTA may request that members contribute to ECCTA from their general funds, or other funds controlled by a member, as is

necessary to support ECCTA's budget. The amount requested from members shall be equitably pro-rated among them on the basis of:

- (a) the costs (direct and indirect) associated with providing service in each jurisdiction;
- (b) the special costs, whether capital, operating, direct, or indirect, associated with providing any increased services requested by a member; and,
- (c) such other factors as the Board of Directors determines to be relevant.

No member shall be required to contribute from its general fund or other locally-controlled funds to support ECCTA, except upon the approval of such member's governing body. If a member fails to contribute as requested, ECCTA may equitably reduce the public transportation services provided in such jurisdiction as necessary to compensate for the budgetary shortfall occasioned by such failure to contribute; provided that, the reduction shall be made on the basis of the factors set forth above.

8. **AMENDMENT.** These Bylaws may be amended upon the majority vote of the Board of Directors.

9. **SEVERABILITY.** Should any part, term, portion, or provision of these Bylaws be finally decided to be in conflict with any law of the United States or of the State of California, or otherwise be unenforceable or ineffectual, the validity of the remaining parts, terms, portions, or provisions of these Bylaws shall be deemed severable and shall not be affected thereby.

10. **SUCCESSORS.** These Bylaws shall be binding upon and inure to the benefit of any successors or assigns of the members.