

**BYLAWS  
of  
THE CITIZENS WATCHDOG COMMITTEE  
for the  
ALAMEDA COUNTY TRANSPORTATION IMPROVEMENT AUTHORITY**

**Article 1. Definitions**

- 1.1 “Alameda County Transportation Improvement Authority” or “ACTIA” means the governmental agency established to carry out Measure B.
- 1.2 “ACTIA Board” means the governing board of the Alameda County Transportation Improvement Authority, composed of 11 Alameda County officials.
  - 1.2.1 All five members of the Alameda County Board of Supervisors.
  - 1.2.2 Three representatives appointed by the Alameda County Mayors’ Conference from among the cities of Hayward, Fremont, Newark, Union City, Pleasanton, Livermore and Dublin.
  - 1.2.3 Two representatives appointed by the Alameda County Mayors’ Conference from among the cities of San Leandro, Oakland, Alameda, Albany, Berkeley, Emeryville and Piedmont.
  - 1.2.4 One representative designated by the Mayor of Oakland.
- 1.3 “Appointing Party” means (i) each of the individual members of the Alameda County Board of Supervisors, (ii) the Alameda County Mayors’ Conference, and (iii) the seven organizations mentioned in Section 3.1 below.
- 1.4 “At-Large Member” means one of the ten CWC members representing supervisorial districts as described in Section 3.1.1 below.
- 1.5 “Brown Act” means California’s open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*
- 1.6 “CWC” means the Citizens Watchdog Committee.
- 1.7 “Expenditure Plan” means the 20-year plan contained in Measure B for expending Measure B Tax revenues, approved by the voters in 2000, and implemented in 2002, as amended from time to time by the ACTIA Board.
- 1.8 “Executive director” means the chief executive staff member of ACTIA who reports directly to the ACTIA Board.

- 1.9 “Fiscal Year” means July 1 through June 30.
- 1.10 “Measure B” means the measure approved by the voters of Alameda County in 2000 and implemented in 2002, as amended from time to time by the ACTIA Board, that continues the half-cent sales tax for transportation Projects and Programs.
- 1.11 “Measure B Tax” means the half-cent sales tax for the transportation Projects and Programs set forth in the Expenditure Plan, in effect from April 1, 2002 through March 31, 2022.
- 1.12 “Organizational Meeting” means the annual regular first meeting following the commencement of the term of office for the At-Large Members or anniversary thereof, as the case may be, generally the first meeting of the second quarter of the Fiscal Year.
- 1.13 “Organizational Member” means one of the seven CWC members representing organizations as described in Section 3.1.2 below.
- 1.14 “Program” means a transportation or transportation-related program specified in the Expenditure Plan for funding on a percentage-of-revenues basis.
- 1.15 “Project” means transportation and transportation-related construction projects specified in the Expenditure Plan for funding in the amounts allocated in the Expenditure Plan.

## **Article 2. CWC Purpose and Responsibilities**

- 2.1 CWC is appointed pursuant to Measure B to review all expenditures of ACTIA and to report directly to the public.
- 2.2 The specific CWC responsibilities mentioned in the Expenditure Plan are:
  - 2.2.1 To hold public hearings and issue reports, on at least an annual basis, to inform Alameda County residents how the funds raised by the Measure B Tax are being spent.
  - 2.2.2 To review reports by the independent auditor of ACTIA and to comment on the audit reports.
  - 2.2.3 To publish an annual report and any comments concerning the audit report in local newspapers and to make copies of the report available to the public at large.
- 2.3 Additional responsibilities include:
  - 2.3.1 Communicating from time to time to the ACTIA Board by resolution suggestions and concerns pertinent to the administration and expenditure of Measure B funds.

- 2.3.2 Communicating as necessary to recommend that an Appointing Party appoint a new member when there is a vacancy or upcoming end of term.

### **Article 3. Members**

- 3.1 Number and Classification of Members. CWC shall consist of 17 members.
  - 3.1.1 Ten members shall be at-large, two each representing the five supervisorial districts in Alameda County, one of the two nominated by a member of the Board of Supervisors and one of the two selected by the Alameda County Mayors' Conference.
  - 3.1.2 Seven of the members shall be nominated by the seven organizations specified in the Expenditure Plan, viz., Alameda County Taxpayers' Association, Sierra Club, Alameda County Labor Council, Alameda County Economic Development Alliance for Business, Alameda County Paratransit Advisory Panel, East Bay Bicycle Coalition, and League of Women Voters.
- 3.2 Qualification for Membership. Each CWC member shall be a resident of Alameda County. A CWC member shall not (a) be an elected official at any level of government; or (b) be a public employee of any agency that oversees or benefits from the proceeds of the Measure B Tax, or (c) have any economic interest in any Project or Program.
- 3.3 Selection of Members.
  - 3.3.1 Each Member of the Alameda County Board of Supervisors shall select one At-Large Member to represent his or her supervisorial district.
  - 3.3.2 The Alameda County Mayors' Conference shall select one At-Large Member to represent each of the five supervisorial districts.
  - 3.3.3 Each organization listed in Section 3.1.2 above shall, subject to approval by the ACTIA Board, select one Organizational Member.
- 3.4 Term of Membership.
  - 3.4.1 An At-Large Member shall serve a two-year term and until his or her successor is appointed and qualified.
  - 3.4.2 An Organizational Member shall serve at the pleasure of his or her respective Appointing Party.
- 3.5 Termination of Membership.

- 3.5.1 A CWC member's membership shall automatically terminate on the occurrence of any of the following:
  - 3.5.1.2 The member voluntarily resigns by written notice to the CWC chair with copies to the Executive Director and the CWC.
  - 3.5.1.2 The term of an At-Large Member expires and his or her successor is appointed and qualifies.
  - 3.5.1.3 The member fails to continue to meet the qualifications for membership.
  - 3.5.1.4 The member dies.
- 3.5.2 CWC may by duly adopted resolution recommend that an Appointing Party remove and replace a member appointed by that party upon the occurrence of any of the following:
  - 3.5.2.1 The member is declared of unsound mind by a final order of court or convicted of a felony.
  - 3.5.2.2 The member fails to attend at least one-half of CWC meetings within any six-month period.
  - 3.5.2.3 Other good cause shown.
- 3.6 Vacancies. An Appointing Party shall have the right to appoint (subject to approval by the ACTIA Board in the case of an Organizational Member) a person to fill the unexpired term of any vacant member position on CWC. CWC shall be responsible for notifying an Appointing Party of such vacancy and for urging expeditious appointment of a new member, as appropriate.

#### **Article 4. Meetings**

- 4.1 **Open and Public; Public Comment.** All meetings of CWC shall be open and public. CWC may meet in a session closed to the public only for purposes permitted by the Brown Act. Public comment shall be allowed at all CWC meetings. Comments by a member of the public shall be limited to five minutes. In the discretion of the chair, the time limit may be increased or reduced, but not to less than two minutes.
- 4.2 **Regular Meetings.** CWC shall have a regular meeting at least once per quarter. Prior to each Organizational Meeting, the outgoing chair shall cause all members to be canvassed as to their available meeting times and shall recommend the day and time that best accommodates the schedules of all members, giving due regard to accommodating the schedule of any continuing member who has missed meetings due to a conflict in the prior year. Annually, at the Organizational Meeting, CWC shall establish by resolution

the schedule of regular meetings for the ensuing year. Meeting dates and times may be changed and additional regular meetings scheduled during the year by action of CWC.

- 4.3 Public Hearing. At least annually, prior to publication of CWC's annual report, CWC shall conduct a public hearing on a draft of the CWC annual report. Each public hearing shall be conducted as part of a regular meeting.
- 4.4 Special Meetings. Special meetings may be called by the chair or by a majority of the members requesting the same in writing given to the chair, with copies to the vice chair and the Executive Director, specifying the matters to be considered at the special meeting. The chair or vice chair shall cause notice of a special meeting stating the matters to be considered to be given to all CWC members and posted and published in accordance with Section 54956 of the Brown Act, at least 24 hours prior to any special meeting.
- 4.5 Agenda.
  - 4.5.1 Only matters set forth on a posted and published agenda may be discussed or acted upon at a meeting.
  - 4.5.2 Items for a regular agenda may be submitted by any member not later than three weeks prior to the meeting or at such later time as may be permitted by the chair. Supporting material for an agenda item shall be submitted at the same time. The chair and vice chair shall review and approve the final agenda in advance of distribution and posting.
  - 4.5.3 The agenda for a regular meeting shall be posted not less than 72 hours prior to the meeting; the agenda for a special meeting shall be posted not less than 24 hours prior to the meeting. Copies of the agenda, with supporting material and the prior meeting minutes, shall be mailed to members and any other interested parties who request it, not later than the time the agenda is required to be posted CWC shall also endeavor to have the agenda posted on the ACTIA website, provided at the meeting, and otherwise made widely available.
  - 4.5.4 Every agenda shall include the following items:
    - 4.5.4.1 Change of date, time, or place of a future meeting and scheduling of additional meeting(s).
    - 4.5.4.2 Review of member attendance and recommendations to remove members for excessive absences.
    - 4.5.4.3 Provision for members of the public to address CWC.
- 4.6 Adjournment; Continuance. CWC may adjourn any regular, adjourned regular, special or adjourned special meeting, or continue a public hearing or continued public hearing, to a

time and place specified in the resolution of adjournment or continuance, as the case may be. Less than a quorum may so adjourn or continue from time to time. If all members are absent from any regular or adjourned regular meeting, the chair may declare the meeting adjourned to a stated time and place and he or she shall cause a written notice of the adjournment or continuance to be given in the same manner as provided in Section 4.4 for special meetings. A notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting, or public hearing or continued public hearing was held within 24 hours after the time of the adjournment or continuance. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When a resolution of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified by resolution for regular meetings.

- 4.7 Quorum. The presence in person or by communications equipment in accordance with Section 4.9 of a majority of the members entitled to vote at the meeting shall constitute a quorum for the transaction of business. The number of “members entitled to vote” shall not include any vacancies. Every act or decision done or made by the majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the action of CWC. Members present at a duly called or held meeting at which a quorum is present may continue to discuss agenda items until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, but no action may be taken without a quorum present.
- 4.8 Place of Meetings. Meetings of CWC shall be held at any place within Alameda County designated by resolution of CWC or, if no such place has been designated, at the offices of ACTIA. Meeting locations shall be accessible in compliance with the Americans with Disabilities Act of 1990 (41 U.S.C., Section 12132) or regulations promulgated there under, shall be accessible by public transportation, and shall not be in any facility that prohibits the admittance of any person, or persons, on the base of race, religious creed, color, national origin, ancestry, or sex, or where members of the public may not be present without making a payment or purchase.
- 4.9 Meetings Using Communications Equipment. Members of CWC may participate in a meeting through use of conference telephone or other communications equipment. Participation in a meeting using such equipment constitutes presence in person at that meeting provided that:
- 4.9.1 Each CWC member participating in the meeting can communicate with all of the other members concurrently ; and
- 4.9.2 Each CWC member is provided the means of participating in all matters before CWC including the capacity to propose, or to interpose an objection, to a specific action to be taken by CWC; and

4.9.3 Each CWC member is provided the means of participating in the meeting other than at the place designated for the meeting complies with all open access and other requirements set forth in the Brown Act (California Government Code, Section 54953); and

4.9.4 CWC adopts and implements some means of verifying both of the following:

4.9.4.1 A person communicating by telephone, electronic video screen, or other communications equipment is a member entitled to participate in the CWC meeting; and

4.9.4.2 All statements, questions, actions or votes were made by that member and not by another person not permitted to participate as a member.

### **Article 5. Officers**

5.1 Officers. The officers of CWC shall be a chair and a vice-chair, and such other officers as CWC may designate from time to time. Each officer must be a duly appointed member of CWC. No member may hold more than one office.

5.2 Election of Officers. Officers shall be elected by the members annually at the Organizational Meeting. Officers shall serve at the pleasure of CWC. An individual receiving a majority of votes shall be deemed to have been elected, and shall assume office at the meeting following the election, unless elected to fill a vacancy in which case the newly-elected officer shall assume office immediately.

5.3 Removal and Resignation of Officers. Any officer may be removed, either with or without cause, by CWC. Any officer may resign from office (without resigning from CWC) at any time by giving written notice to the CWC chair, with copies to the CWC vice-chair and the Executive Director. A resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, acceptance of the resignation shall not be necessary to make it effective.

5.4 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election to that office.

5.5 Chair. The chair shall preside at all meetings of CWC, shall make regular reports to the ACTIA Board, and shall serve as an ex officio member of all committees except a nominating subcommittee, if there be one.

5.6 Vice Chair. In the absence or disability of the chair, the vice chair shall perform all the duties of, have all the powers of, and be subject to all the restrictions upon, the chair. The

vice chair shall have such other powers and perform such other duties as from time to time may be prescribed to him or her respectively by the CWC, the bylaws, or the Chair.

### **Article 6. Subcommittees**

- 6.1 Establishment. CWC may establish subcommittees when and as necessary or advisable to make nominations for office of CWC, to develop and propose policy on a particular issue, to conduct an investigation, to draft a report or other document, or for any other purpose within the purview of CWC. CWC shall have no standing subcommittees.
- 6.2 Subcommittee Membership. CWC members shall be appointed to subcommittees by CWC, or by the chair, if CWC delegates the appointment of a particular subcommittee to the chair. No subcommittee shall have fewer than three members nor shall a subcommittee have sufficient members to constitute a quorum of CWC. The members of a subcommittee shall elect a chair from among their number.

### **Article 7. Records and Notices**

- 7.1 Minutes. CWC shall cause to be kept at the offices of ACTIA a book of minutes of all meetings and actions of CWC and its subcommittees with the time and place of holding, the names of those present at CWC meetings and subcommittee meetings, and the proceedings.
- 7.2 Roster; Attendance Records. CWC shall cause to be kept at the offices of ACTIA a roster of members and a record of member attendance.
- 7.3 Notices. The CWC chair shall cause notice of all meetings of the members required by the bylaws or by law to be given. Notices shall be in writing and shall be given by posting. The chair shall endeavor to cause meeting notices also to be given to CWC members by personal delivery, telecopier, US Mail, or E-mail, and any other notice required or permitted to be given under these bylaws may be given by any of these means.

### **Article 8. General Matters**

- 8.1 Rules of Order. The rules contained in the most current edition of "Robert's Rules of Order" shall govern the proceedings of CWC and subcommittees thereof to the extent that the person presiding over the proceeding determines that such formality is required to maintain order and make process and to the extent said rules are not inconsistent with these bylaws or the Brown Act.
- 8.2 Public Statements. No member of CWC may make public statements on behalf of CWC without authorization by affirmative vote of CWC, except the chair, or in his or her place the vice chair, when making a regular report of CWC activities and concerns to the ACTIA Board. This does not include presentations about the committee to city councils, which all CWC members have a responsibility to make.

- 8.3 Expenses. CWC members shall be entitled to a per diem stipend for meetings attended in amounts and in accordance with policies established by the ACTIA Board.
- 8.4 Financial Interest. Each CWC member shall in a timely manner prepare and file with ACTIA a statement of financial interest in the form required by law.
- 8.5 Conflict. In the event these bylaws conflict with any provision of Measure B or the Brown Act, the conflicting provision in Measure B or the Brown Act shall prevail. In the event these bylaws conflict with resolutions or motions of the ACTIA Board, the resolutions or motions of the ACTIA Board shall prevail, except to the extent the conflict involves the ability of CWC to carry out its independent review obligations required by Measure B.
- 8.6 Amendments. These bylaws may be amended, repealed or altered, in whole or in part, by a resolution adopted at a duly-constituted CWC meeting at which a quorum is present.
- 8.7 Member Materials. Before the first meeting of a new member's term, the chair shall provide or cause to be provided to the new member a copy of each of the following, together with such other materials as the chair may deem advisable for a new member to have: a roster of CWC members; a roster of ACTIA Board members; Measure B; these bylaws, as amended to date; the Brown Act as then in effect; the most recently published CWC annual report; and minutes, whether approved or not, of the most recent regular CWC meeting and any special CWC meetings held after the most recent regular meeting.

### **Certificate of Chair**

I am the duly elected chair of Citizens Watchdog Committee for the Alameda County Transportation Improvement Authority ("CWC") and I hereby certify that the foregoing is a true and correct copy of the bylaws of CWC as of \_\_\_\_\_, 20\_\_.