

RULES OF PROCEDURE
FOR THE
SAN JOAQUIN REGIONAL TRANSIT DISTRICT

ARTICLE I
GENERAL PROVISIONS

Rule 1.01 - Purpose

These Rules of Procedure for the San Joaquin Regional Transit District (RTD) are adopted pursuant to the authority set forth in Public Utilities Code, Sections 50071 and 50087, for the purpose of providing for the conduct of the business of RTD.

Rule 1.02 - Conflict with Law

In the event that these Rules of Procedure should now or at any time in the future be in conflict either with the San Joaquin Regional Transit District Act, as amended, found in the California Public Utilities Code commencing with Section 50,000, or with the Ralph M. Brown Act, as amended, found in the California Government Code, commencing with Section 54950, then and in such event those statutory provisions shall supersede these Rules of Procedure.

ARTICLE II
BOARD OF DIRECTORS

Rule 2.01 - Purpose of the Board

The Board of Directors, within the authority granted by statute, shall control and guide the operation of RTD as the policy-making body. (See Public Utilities Code, Section 50086)

Rule 2.02 - Authority

The government of RTD shall be vested in a Board of Directors, composed of five members. Two of the Directors shall be appointed by the Board of Supervisors of the County of San Joaquin. Two of the Directors shall be appointed by the City Council of the City of Stockton.

The Board of Supervisors, together with five members of the City Council appointed by the Mayor, shall constitute a Board of Election which, by a majority vote, shall appoint the fifth Director.

Rule 2.03 - Compensation of Board Members

The Board of Directors may provide, by ordinance or resolution, that each Director shall receive for attendance at the meetings of the Board of Directors the sum of one hundred dollars (\$100) per meeting, but not to exceed one hundred dollars (\$100) in any calendar month. The Directors shall be allowed such necessary travel and other expenses incurred in the performance of their duties as authorized by the Board.

Rule 2.04 - Attendance By Directors

The effectiveness of the Board of Directors is directly related to the regular participation of each Board member in each and all regular and special meetings of the Board. Each Board member shall make every reasonable effort to attend all Board meetings and to be prepared to discuss and consider the items on the Agenda.

As a courtesy to other Board members, Directors shall notify the General Manager/CEO at the earliest possible time if they will be unable to attend any meeting of the Board or any scheduled Committee meeting, indicating the reason(s) for their non-attendance at such meeting.

Rule 2.05 - Presiding Officer

The Presiding Officer shall maintain order and decorum and decide questions of procedure, subject to the advice of RTD's Legal Counsel, and subject to the right of the Board of Directors to override such decision by majority vote. The Presiding Officer shall call the meeting to order promptly at the appointed hour and conduct the meeting as prescribed by these Rules of Procedure and the laws of the State of California.

Rule 2.06 - Powers and Duties of Directors

The powers and duties of the Directors are specifically set forth in Article 3 of Chapter 3 of Part 5 of the Public Utilities Code, commencing with Section 50070.

Rule 2.06.1 - Policy

The Board of Directors shall establish all policy for RTD.

Rule 2.06.2 - Relationship to Staff

All instructions, demands, or directions to RTD staff shall be made by the Board of Directors to the General Manager/CEO. Nothing cited in either the law or these Rules of Procedure shall be deemed to provide for or contain any language authorizing an individual Director or the Board of Directors to instruct, direct, or make demands, specifically or by innuendo, of any person employed by RTD.

Rule 2.07 - Conflict of Interest

Directors may not place themselves in a position in which personal interest may conflict with public duty. A public office is a trust conferred by the public. The duties of that office must be exercised with fairness and impartiality. The good faith of the Director is not a consideration, for the policy exists to prevent a Director from being influenced by anything other than the public good.

Each Director shall file a Statement of Economic Interests in accordance with RTD's Conflict of Interest Code and complete Ethics training, in accordance with the provisions of the laws of the State of California.

ARTICLE III

MEETINGS

Rule 3.01 - Open Meetings

All meetings of the Board of Directors and all meetings of the committees of the Board shall be open to the public, excepting as otherwise provided for or allowed by law.

Rule 3.02 - Place of Meeting

Unless otherwise directed by the Board, all meetings of the Board of Directors shall be held in the Board Room of RTD'S Downtown Transit Center, 421 East Weber Avenue, Stockton, California.

Rule 3.03 - Regular Meetings

Regular Meetings shall be held at such date and time each month as established by resolution as from time to time adopted by the Board of Directors. If the regular meeting date shall fall upon a legal holiday, that meeting shall be held on the next succeeding business day.

Rule 3.04 - Special Meetings

Upon request to the Secretary at any time either by the Chairperson or by majority of the members of the Board pursuant to Government Code Section 54956, the Secretary shall give notice of Special Meetings by delivering personally or by mail, to be delivered and received at least twenty-four hours before the time of such meeting, a written notice to each member of the Board and to each local newspaper of general circulation, radio or television station requesting notice in writing. The Notice of Special Meeting shall also be posted at least twenty-four hours before the time of the meeting in accordance with Rule 3.07.1. The notice of the Special Meeting shall specify the date, time, and place of the Special Meeting and the business to be transacted.

No other business shall be transacted. If the time and/or place of the meeting are not stated, it shall be commenced at the time and/or place of Regular Meetings.

Rule 3.05 - Adjourned Meetings

Any regular, adjourned regular, special or adjourned special meeting may be adjourned to meet again at a specific date, time, and place. Less than a quorum of Directors present may adjourn the meeting. If all Directors are absent, the Secretary of the Board may adjourn any meeting to a specific date, time, and place. If no time or place is specified in the order of adjournment, then the meeting shall be commenced at the time and place established for regular meetings.

The Notice of Adjournment shall be posted within twenty-four hours of the adjournment in accordance with Rule 3.07.1. If all of the Directors are absent, the Notice of Adjournment shall also be served as required for a Special Meeting.

Rule 3.06 - Agenda

At least seventy-two hours before each Regular Meeting and each Adjourned Regular Meeting, the Secretary shall cause the Agenda for the meeting to be posted in accordance with Rule 3.07.1 and to be distributed to each Board Member and to each local newspaper of general circulation, radio or television station, and member of the public requesting the agenda in writing.

Rule 3.06.1 - Agenda Items

Except as provided in the Ralph M. Brown Act (California Government Code, Sections 54950 et seq.) only those items listed on the Agenda as posted may be considered and acted upon by the Board of Directors at its meeting.

Rule 3.06.2 – Consent Agenda

Consent Agenda Items will be considered together and approved on a single motion. Items may be removed from the Consent Agenda for separate consideration, if requested before approval of the Consent Agenda. Discussion items will be considered separately.

Rule 3.06.3 - Additions to Agenda

Notwithstanding Rule 3.06.1, the Board of Directors may take action on items of business not appearing on the posted agenda, pursuant to Section 54954.2 of the Government Code, under any of the following circumstances:

- (a) Upon a determination by a majority vote of the Board of Directors that an emergency situation exists; or
- (b) Upon a determination by a two-thirds vote of the Board of Directors, or if less than two-thirds of the Directors are present, a unanimous vote of those Directors present, that the need to take action arose subsequent to the Agenda being posted; or
- (c) The item was posted for a prior meeting of the Board, occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

3.06.4 - Public Inspection of Agenda File

The Secretary shall maintain an Agenda File for Public Inspection which shall include copies of all proposed resolutions, correspondence, reports, memoranda, and/or miscellaneous materials provided to the Directors with their Agenda in advance of the meeting or handed to the Directors during the meeting. Said Agenda File shall be available for public inspection in advance of and during meetings of the Board of Directors.

Rule 3.07 - Notice to Public

In accordance with Section 54954.1 of the Government Code, the Secretary shall cause notice of every regular meeting and of any special meeting called at least one week prior to the date set for the meeting to be mailed to any person who has filed a written request for that Notice. Such Notice shall be mailed within a reasonable time prior to the date of the meeting.

Rule 3.07.1 – Posting of Agenda and Other Notices

All Notices and Agenda required to be posted by these Rules of Procedure or by law shall be posted (i) on RTD's Public Bulletin Board at its Downtown Transit Center, (ii) on RTD's website, and (iii) at such other location as may be required by law.

Rule 3.08 - Order of Business

The order of business for regular meetings of the Board shall be as follows:

1. Call Meeting to Order
2. Moment of Silence/Reflection
3. Pledge of Allegiance to the Flag
4. Roll Call
5. Special Presentations
6. Public Comment
7. Public Hearings
8. Reports and Communications
 - A. General Manager/CEO's Report
 - B. Reports – including Committee Chairpersons, Board appointees, etc.
9. Consent Agenda
10. Action Items
11. Discussion Items

12. Information Items
13. Questions and Comments from Directors
14. Closed Session
15. Adjournment

The foregoing order of business may be changed after opening of a meeting, upon order of the Presiding Officer unless a majority of the Board Members objects.

Rule 3.09 - Quorum and Voting

A majority of the Board shall constitute a quorum for the transaction of business.

Unless otherwise required by law, all ordinances, resolutions, and motions shall be adopted only upon the affirmative votes of a majority of the Directors. All Directors, including the Presiding Officer of the Board, shall vote on all matters coming before the Board, unless otherwise restricted from voting.

Rule 3.10 - Closed Sessions

A Closed Session shall be held only during a Regular or Special Meeting of the Board of Directors, in full compliance with these Rules of Procedure and in accordance with the disclosure provisions of the Ralph M. Brown Act. As applicable and in accordance with the Ralph M. Brown Act, disclosure on the Agenda under the topic of "Closed Session" shall indicate one or more of the following topics to be discussed:

- Personnel Matters
- Pending Litigation
- Real Estate Negotiations
- Labor Negotiations

In accordance with the Ralph M. Brown Act, RTD's Legal Counsel shall report at a public meeting any action taken by the Board of Directors during the Closed Session and the roll call vote thereon.

Rule 3.11 - Public Hearings

All matters set for public hearing before the Board shall be heard in accordance with the provisions of this Rule.

Rule 3.11.1 – Changes in Rates and Service

Any public hearing held in connection with changes in the service to be provided by RTD and/or with the rates and charges to be set for RTD's services shall be conducted substantially as follows:

- (a) The matter set for hearing shall be announced by the Presiding Officer at the time set for commencement of the hearing.
- (b) Staff reports on the matter shall be presented to the Board and to those in attendance at the hearing.
- (c) The Presiding Officer shall open the public hearing and invite those individuals who wish to speak on the matter to address the Board.
- (d) Persons addressing the Board shall identify themselves by name and address, and shall speak into the microphone, addressing their remarks to the Board. Only one person shall speak at a time, and a courteous and orderly hearing shall prevail. Comments shall be limited to the matter being heard and shall be short and to the point.
- (e) After all individuals have had an opportunity to speak, the Presiding Officer shall close the public hearing.

Rule 3.11.2 - Continued Hearings

Any matter set for hearing before the Board may be continued from time to time either before, during or after the public hearing.

Rule 3.11.3 - Improper Testimony

RTD's Legal Counsel shall advise the Presiding Officer where comments become improper and the Presiding Officer may preclude such comments.

Rule 3.11.4 – Conduct of Hearing

In the event that any issue is raised that is not addressed by this Rule or by provisions of law, the Presiding Officer, with the advice of RTD's Legal Counsel, shall conduct said public hearing in accordance with Robert's Rules of Order Revised.

Rule 3.12 - Conduct of Meetings

The Presiding Officer shall be responsible for the conduct of the meeting in a courteous and efficient manner.

Rule 3.12.1 - Addressing the Board – PUBLIC COMMENT

Persons in attendance may address the Board or member thereof only through the Presiding Officer. Members of the Board may address one another or persons in attendance only through the Presiding Officer.

Persons wishing to address the Board when recognized by the Presiding Officer shall step to the rostrum and then give their names and addresses for the record. Each person has three minutes to address the Board.

Rule 3.12.2 - Limitation on Discussion

Except as otherwise herein provided, discussion on any particular item, either by a Board member or by any person in attendance, may be limited, in the discretion of the Presiding Officer, to such time as the Presiding Officer may find to be reasonable under the circumstances, provided that any decision of the Presiding Officer to limit discussion may be overruled by the Board.

Rule 3.12.3 - Reconsideration

Whenever action has been taken on any matter by a majority vote of the members of the Board, the matter shall not again be considered nor placed upon the Agenda except in accordance with Robert's Rules of Order.

Rule 3.12.4 - Referral to Staff

Except as provided in Rule 3.06.2, the Presiding Officer may refer to the General Manager/CEO any item which is not on the posted Agenda when it is initiated by any Director or by members of the public during the Public Comment portion of the meeting.

Rule 3.12.5 - Disqualification of Board Member

A Director who is legally disqualified from participating in RTD action on any particular matter shall, as soon as such matter is reached on the agenda, disclose his/her disqualification and the reason therefore and shall take no part in the discussion, debate, or vote on such matter. If such disqualification is not known to the Director at the time such matter is reached on the agenda, the Director shall make such disclosure as soon as the disqualification becomes known.

As soon as the disqualification is declared by the Director, the Director shall step down and leave the Board Chambers. When the discussion and action on this item has been concluded, the Director may return and assume his/her position as a Director.

Such disclosure and disqualification, and the Director's retirement from the Board Chambers, shall be entered in the minutes of the meeting.

Rule 3.13 - Committees

The Chair of the Board of Directors may create standing, special, and/or Ad Hoc committees consisting of not more than two Directors and one alternate Director to advise the Board on matters assigned to the committees.

Rule 3.13.1 - Committee Appointments

The Chairperson shall, at the first Board Meeting in February, appoint committee members with the concurrence of the Board. The Board member first appointed to each committee shall act as its Chairperson.

Rule 3.13.2 - Appointments to Retirement Board

Annually at the first Board meeting in February, the Chairperson shall appoint RTD's two representatives to the Retirement Board, with one being a representative of the non-represented employees. The appointments shall be made in accordance with the procedures set forth in Section 3.13.1 for Committee Appointments.

Rule 3.13.3 – Appointment to Fill Vacancy

At any time there is a vacancy on any Committee or on the Retirement Board, the Chairperson shall fill said vacancy at the next regular meeting of the Board of Directors in accordance with Section 3.13.1, above.

ARTICLE IV

OFFICERS

Rule 4.01 - Officers

The officers of the Board of Directors are a Chairperson, a Vice-Chairperson, and a Secretary.

Rule 4.02 - Election of Officers

The Chairperson and Vice Chairperson shall be elected every year at the first regular meeting of the Board in January from among the Directors.

The election of the Chairperson and Vice Chairperson pursuant to these Rules of Procedure shall be conducted by the Secretary.

The term of office of the Chairperson and Vice-Chairperson shall commence at the close of the meeting at which the election is held and shall continue to the first regular meeting in January of the succeeding year at which time a successor has been elected. Provided, however, there shall be no change in the officers, other than in January, unless (a) it is necessary to fill or (b) upon the written request to the Secretary by three Directors. At least seven days' written notice of the intent to elect new officers shall be given by the Secretary to all Directors.

Rule 4.03 - Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and shall perform such duties as ordered by the Board or prescribed by law.

Rule 4.04 - Vice Chairperson

In the Chairperson's absence or inability to act, the Vice Chairperson shall preside at all sessions of the Board and shall have such other duties as normally performed by the Chairperson.

Rule 4.05 - Temporary Presiding Officer

In the absence or inability to act of both the Chairperson and the Vice Chairperson, the Directors, by order duly entered in their records, shall select one of their members to act temporarily as the Presiding Officer.

Rule 4.06 – Secretary

The General Manager/CEO shall serve as the Secretary to the Board. The Secretary shall maintain a full and complete record of all meetings of the Board of Directors, including the names of those Directors present and the action taken by the Directors and the roll call vote thereon. The Secretary shall be responsible for the giving and/or posting of all agendas and all notices, to the Directors and/or to the public, required or permitted by these Rules of Procedure.

Rule 4.07 - Legal Counsel

The Board of Directors shall appoint an attorney to act as the legal counsel for RTD, who shall hold office during the pleasure of the Board. (See Public Utilities Code, Section 50100)

Rule 4.07.1 - Parliamentarian

The Legal Counsel for RTD shall be present at all meetings of the Board as requested by the Presiding Officer. The Legal Counsel shall act as Parliamentarian.

Rule 4.07.2 - Legal Matters

The Legal Counsel shall take charge of all suits and other legal matters to which RTD is a party or in which it is legally interested. The Legal Counsel shall give advice or opinion in writing whenever required by the Board or the General Manager/CEO. The Legal Counsel shall be the legal adviser of the General Manager/CEO and other RTD officers and shall prepare or approve, as requested by RTD, the forms of all ordinances, resolutions, contracts, bonds, and other legal documents connected with the business of RTD. The Legal Counsel shall perform such other and additional services as the Board or the General Manager/CEO may require.

Rule 4.08 - General Manager/CEO

In accordance with the San Joaquin Regional Transit District Act, as amended, and subject to the powers vested in the Board of Directors, the General Manager/CEO shall be the Chief Executive Officer of RTD and shall have full charge of the acquisition, construction, maintenance, and operation of the facilities of RTD, and also of the administration of the business and financial affairs of RTD. In addition to the duties and responsibilities assigned to the General Manager/CEO by the Board of Directors, the General Manager/CEO shall have all the duties and responsibilities enumerated in Sections 50105, 50106, 50108, 50109, and 50110 of the California Public Utilities Code.

The General Manager/CEO shall attend all meetings of the Board and, upon request of the Presiding Officer, all Committee Meetings of the Board.

ARTICLE V

MISCELLANEOUS PROVISIONS

Rule 5.01 - Alteration, Amendment, Suspension or Repeal of Rules

These Rules of Procedure may be altered, amended, suspended or repealed by the majority vote of the members of the Board of Directors, but such alteration, amendment, suspension, or repeal shall not affect any matter then pending before the Board. Provided, however, there shall be no change in these Rules of Procedure unless upon the request to the Secretary by the Chairperson or upon written request to the Chairperson and Secretary by three Directors, at least seven days' written notice of the intent to alter, amend, suspend or repeal these Rules of Procedure has been given by the Secretary to all Directors.

Rule 5.02 - Robert's Rules of Order

Robert's Rules of Order Revised are adopted for all proceedings of the Board in cases not otherwise provided for in these rules or by provisions of law.