



**Rules Of Procedure**

**Board Approved**

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**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 50000, or with the Ralph M. Brown Act (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 and committees the sum of one hundred dollars (\$100) per meeting, but not to exceed five hundred dollars (\$500) 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 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 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. Meeting dates may be adjusted and/or cancelled due to current and future schedule conflicts or the business needs of RTD.

### **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.



#### **Rule 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 all meetings of the Board of Directors shall be established by the Presiding Officer in consultation with the CEO. The order of business, as set forth in the agenda, may be subject to change at any time before or during the meeting by the Board Chair or Presiding Officer. Members of the Board of Directors may submit to the CEO, at least ten (10) days before the date of any Regular Meeting and five (5) days before the date of any Special Board Meeting, requests for items to be placed on the Agenda.

#### **Rule 3.09 - Quorum and Voting**

A majority of the Board shall constitute a quorum for the transaction of business. For example, assuming there are five (5) seated Board members, three (3) of the five (5) will constitute a quorum.



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 reportable action taken by the Board of Directors during the Closed Session and the roll call vote thereon. Pursuant to Government Code Section 54963, all closed session discussions and documentation shall be treated as confidential by the Board, unless disclosure is required by law or authorized by a quorum of the Board.

### **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 up to three minutes to address the Board, however, depending on the circumstances, the Presiding Officer may limit the total amount of time allocated for public comment on particular issues. The Presiding Officer may also increase or reduce the allocated time per speaker when he/she determines longer or shorter time allotments are appropriate.

**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 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, and two alternates, to the Retirement Board, with one representative (and alternate) 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 (for such members appointed by the 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 individuals serving as Chairperson and Vice-Chairperson are not prohibited from serving in those roles for consecutive years, if elected to do so.

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 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 CEO. The Legal Counsel shall be the legal adviser of the 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 CEO may require.



**Rule 4.08 - 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 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 CEO by the Board of Directors, the CEO shall have all the duties and responsibilities enumerated in Sections 50105, 50106, 50108, 50109, and 50110 of the California Public Utilities Code.

The 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.

**Rule 5.03 - Protocol for Requesting Information from Independent Contractors**

The purpose of this protocol is to ensure accuracy, consistency, and transparency of information provided to the members of the RTD Board. This protocol will ensure that all



members of the RTD Board are aware of any and all information requested and received by any board member.

1) Board members may request information from RTD's independent contractors during the regular or special board meeting. The CEO will provide information requested to all board members.

2) A board member wishing information outside of the RTD Board meeting will direct the request to the CEO. The CEO will provide the information requested to all members of the RTD Board.

**Rule 5.04 - Disclaimer**

Unless provisions set forth herein are required pursuant to RTD's enabling legislation or other applicable law (i.e., the Brown Act), the RTD Board may waive any provision herein. Waiver may occur in one or more ways, including but not limited to, by action or by motion by a majority of the voting Directors.