

## **ARTICLE I — NAME**

**Section 1:** The name of this organization is the California Association for Coordinated Transportation, Inc. (CalACT).

**Section 2:** The principal office for the transaction of business of CalACT is hereby fixed and located at Sacramento, California. The Board of Directors (hereinafter Board) is hereby granted full power and authority to change said principal office from one location to another in California. Any change of this location shall be noted by the Secretary on these Bylaws adjacent to this Article, or this Article may be amended to state the new location.

## **ARTICLE II — MISSION STATEMENT AND CORE VALUES**

**Section 1:** The mission of CalACT is:

To promote professional excellence, stimulate ideas and advocate for effective community transportation.

**Section 2:** CalACT subscribes to the following core values:

- We help each other;
- We believe mobility is essential to freedom and the quality of life of everyone;
- We seek common ground;
- We promote coordination of funding and services;
- We are professional;
- We are problem solvers; and,
- We promote camaraderie

## **ARTICLE III — MEMBERSHIP**

**Section 1:** Full Membership shall be extended to any California non-profit or public agency that supports the concept of consolidated and/or coordinated transportation. Full members shall enjoy full voting privileges and shall receive any services offered by the organization.

**Section 2:** Associate Membership shall be extended to all organizations, other than California non-profit or public agencies, or individuals interested in specialized transportation. Associate Members shall enjoy full voting privileges and shall receive any services as determined by the Board.

**Section 3:** Each Full or Associate Member is entitled to designate one representative and one Alternate representative. Each Member may also designate additional representatives, known as Supporting Members. Supporting Members shall not enjoy full voting privileges and shall not be used to determine a quorum for Membership Meetings, but shall receive the services of CalACT as determined by the Board.

**Section 4:** Membership will be concurrent with and contingent upon annual dues payment.

**Section 5:** Membership will be terminated for non-payment of dues, by resignation, or by expulsion through disciplinary action cited in Article XIV of these Bylaws.

**Section 6:** As used elsewhere in these Bylaws, the terms member, membership or general membership when not capitalized shall collectively refer to Full Members, Associate Members and Supporting Members and when capitalized refer only to Full and Associate Members.

## **ARTICLE IV — DUES**

**Section 1:** Dues shall be payable to CalACT by each member on January 1 of each year.

**Section 2:** Dues for new members shall be calculated on a pro-rata basis for the quarter in which membership is granted.

**Section 3:** The amount of annual dues shall be set by the Board. Any increases in the dues shall be made by a 2/3 vote of the Board.

## **ARTICLE V — RULES OF CONDUCT**

**Section 1:** No person shall represent CalACT except by specific authority of the Chair or a majority vote of the Board.

**Section 2:** No officer or member may represent CalACT in a manner or opinion inconsistent with the Bylaws or adopted goals, objectives and policies of this organization.

**Section 3:** All meetings of CalACT shall be conducted in accordance with Robert's Rules of Order, as revised, except as otherwise provided in these Bylaws.

## **ARTICLE VI — GENERAL MEMBERSHIP MEETINGS**

**Section 1:** At least one General Membership meeting will be held annually on a day, time and at a place to be scheduled by the Secretary.

**Section 2:** The meeting place and time of General Membership meetings will be arranged each year. Staff will notify all Members as to any changes in time or place no later than twenty (20) days prior to the meeting.

**Section 3:** The Chair shall prepare the agenda for all General Membership meetings. Any Full or Associate Member may place items on the agenda by notification to the Chair not less than thirty (30) days before the meeting.

**Section 4:** A General Membership meeting shall be held upon the petition of ten percent (10%) of the Full/ Associate Membership. The agenda shall be specified in the petition for such a meeting. The notification of such a meeting will be consistent with these bylaws.

**Section 5:** Each Full and Associate Member of CalACT will be sent by US Mail, or any written means, including electronic mail, a copy of the agenda for General Membership Meetings twenty (20) days prior to the meeting.

**Section 6:** Thirty three and one third (33 1/3%) percent of the Full/Associate Members in good standing of CalACT shall constitute a quorum of the General Membership Meeting. General business of CalACT shall be approved by a majority vote of its Full/Associate Members present at scheduled meetings, a quorum being present. Bona fide proxies will be counted for the purpose of constituting a quorum.

**Section 7:** The privileges of introducing motions and voting shall be limited to Full Members and Associate Members of CalACT in good standing.

**Section 8:** Each organization with Full or Associate Membership shall be entitled to only one vote for any one item put before the Members. Upon payment of its annual dues, each organization shall notify the Secretary of its official representative and one alternate. No individual may be named as the representative or alternate of more than one Member of CalACT. Voting by proxy will be allowed provided that the proxy has sufficient written documentation showing authorization to vote for a bona fide Member.

**Section 9:** Voting may be exercised by voice, show of hands, roll call, or by secret ballot as designated by the presiding officer or by a request of any Member.

**Section 10:** Guest speakers may be invited to address Membership Meetings upon the express agreement of the Board.

**Section 11:** Any person may attend CalACT meetings as a guest, but will be allowed to participate as a speaker or in discussion only upon invitation by the presiding officer.

**Section 12:** One General Membership meeting each year shall be designated the "Annual Meeting" and shall be partially devoted to the annual summary and evaluation of CalACT. This meeting will be held in the Autumn of each calendar year.

**Section 13:** The agenda for the Annual Meeting, which shall be sent to each Full and Associate Member twenty (20) days prior to the meeting, shall include, at a minimum:

- Roll call of Members in good standing;
- Reports from Chairs of Committees;
- Treasurer's Annual Financial Summary and results of the most recent Financial Audit;
- Chairperson's Annual Report;
- Introduction of newly-elected members of the Board;
- Adjournment.

**Section 14:** All current officers shall be prepared to transmit all CalACT property and records to the incoming officers at the conclusion of the Annual Meeting.

## ARTICLE VII — NOMINATION AND ELECTION OF BOARD

**Section 1:** To insure efficient operations of CalACT there shall be a Board composed of sixteen (16) members:

- One (1) designated representative elected by Full Members in good standing from the Far North Region which includes the Counties of Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Shasta, Lassen, Mendocino, Lake, Tehama, Plumas, Glenn, Butte, and Colusa;
- One (1) designated representative elected by Full Members in good standing from the North Central Region which includes the Counties of Sacramento, Sierra, Nevada, Placer, El Dorado, Amador, Alpine, Calaveras, San Joaquin, Tuolumne, Yuba, Yolo, and Sutter;
- Two (2) designated representatives elected by Full Members in good standing from the Bay Area Region which includes the Counties of Napa, Sonoma, Solano, Marin, Contra Costa, San Francisco, Alameda, San Mateo, and Santa Clara;
- One (1) designated representative elected by Full Members in good standing from the South Central Region which includes the Counties of Santa Cruz, San Benito, Merced, Mariposa, Madera, Monterey, Fresno, Kings, Tulare, Inyo, Mono, and Stanislaus;
- Five (5) designated representatives elected by Full Members in good standing from the South Region which includes the Counties of San Luis Obispo, Kern, San Bernardino, Santa Barbara, Ventura, Los Angeles, Riverside, Orange, San Diego, and Imperial;
- Five (5) designated representatives (At-Large) elected by Full Members and Associate Members in good standing, with no more than three (3) At-Large Associate Members elected to the Board at any given time; and
- One (1) designated representative of the Associate Membership elected by Associate Members in good standing.

In addition, the immediate past Chair of the Board, if no longer a member of the Board, may participate in the Board as an ex officio non-voting member.

A Board position is not associated with the Agency or Company of the vacated position and therefore the successor within that organization does not automatically assume the Board position.

**Section 2:** Nominations and elections of Geographic Representatives will be the responsibility of the Secretary except that Full Members which have a service area or jurisdiction which includes more than one of CalACT's geographic regions, shall not be eligible to vote for or be elected as Geographic Representatives, but shall retain all voting privileges for At-Large representatives. No member of a state agency that has a direct conflict of interest with the Association shall be elected to the Board of Directors. Nominations will be accepted on the accepted nomination form by mail or facsimile. The Secretary shall oversee and conduct the Geographic Representatives' elections by mail or facsimile ballot, so that the results of the elections can be announced by the Chair at the Annual Meeting.

The Secretary of the Board shall solicit all Full and Associate Members in good standing for candidates for At-Large representatives to the Board. The Secretary shall oversee and conduct

the election of At-Large representatives' elections by mail or facsimile ballot, so that the results of the elections can be announced by the Chair at the Annual Meeting.

All ballots must be signed by the Full or Associate member of the agency. Ballots not signed by the designated voting representative will not be counted.

In the event that the Secretary is a candidate for any open position, the Chair of the Board will appoint another Board member to assume the above duties.

**Section 3:** Board members will be elected for a term of two (2) years. Eight (8) positions on the Board will be elected on odd-numbered years, and eight (8) positions on the Board will be elected on even-numbered years. Each term of Office will commence on or about November 1 and conclude when a successor is installed.

**Section 4:** Elections for At-Large representatives will be concluded prior to the annual meeting. The candidates receiving the largest number of votes for At-Large representatives will be considered elected to the Board as representatives of the members At-Large. Ties will be settled by a re-vote to be conducted within 30 days of the conclusion of the At Large Election process.

**Section 5:** Concurrent with the election of the Geographic representatives in odd-numbered years, the Secretary will conduct an election of one Associate Member representative to the Board. The Secretary will report the results of this election at the Annual Meeting.

**Section 6:** A position of the Board will become vacant and subject to replacement under the following conditions:

- The Board member resigns their position from the Board and the resignation is accepted by the Board
- The Board member leaves their member organization and does not join another member organization within the same membership category including geographic qualifications within 60 calendar days.
- The Board member violates Article XII Section 3 by missing three (3) consecutive Board meetings by a motion of any member that is approved by the Board.
- For any reason the board member is unable to perform the duties of a Board member.
- Termination of the Board members membership as listed in Article XII Disciplinary Action

**Section 7:** Vacancies occurring during the normal term of office shall be filled by the Board from interested candidates from the area to be represented.

The interested candidates to be considered will come from the following:

- Candidates from the most recent election within the same membership category and/or geographic area
- If none, then the Board will consider the candidates from the prior year's election.

- If there are no candidates available from previous elections from the area represented then the Board may consider any eligible representative from the region.

The Board position is not associated with the Agency or Company of the vacated position and therefore the successor within that organization does not automatically assume the Board position.

## **ARTICLE VIII — OFFICERS AND DUTIES**

**Section 1:** Annually, at the first Board meeting following the Annual Meeting, the Board will elect four (4) Board members to serve as officers:

- Chair (Section 2)
- Vice-Chair (Section 3)
- Secretary (Section 4)
- Treasurer (Section 5)

**Section 2:** Chair. The Chair is the chief officer and spokesperson of CalACT and shall:

- Exercise general supervision and leadership in all activities while implementing CalACT Membership decisions as directed;
- Preside at all General membership and Board Meetings and be an ex-officio member of all committees;
- Appoint/dismiss committee chairs as otherwise stated in Article X of these Bylaws;
- Appoint officers to serve unexpired periods of offices subject to the approval of the Board;
- Exercise supervisory and veto power over all other officers and agents as it pertains to their individual responsibilities;
- Call special General Membership and/or Board meetings;
- Deliver a report at the Annual Meeting summarizing activities and progress and recommendations toward attainment of CalACT Goals and Objectives for the previous year; and,
- Execute all legal documents, contracts, and other items as authorized by the Board.

**Section 3:** Vice-Chair. The Vice-Chair will serve as the Chair of the Audit Committee, and assume other duties as determined by the Chair. The Vice-Chair will assume the duties of the Chair in the event of the latter's absence or inability to serve.

**Section 4:** Secretary. Subject to the provisions of these Bylaws, the Secretary shall oversee the following duties:

- Maintain a record of all actions taken at all general membership and Board meetings;
- Retain copies of all newsletters, correspondence and any other documents, which become part of the original history of CalACT;
- Maintain an accurate and complete list of CalACT members;
- Inform Members by written notice of all meetings and other affairs of CalACT;

- Be responsible for oversight of all nominations and elections to the Board;
- Preside at CalACT meetings in the absence of the Chair and Vice-Chair;
- Maintain a record of Board meeting minutes, these Bylaws, and all other legally-required records and notices;
- Assure that all records and notices are maintained in the principal office for the transaction of business of CalACT; and,
- Co-sign with the Chair all resolutions and contracts approved by the Board.
- Develop the Annual Report.

**Section 5:** Treasurer. Subject to the provisions of these Bylaws, the Treasurer shall oversee the following duties:

- Keep an accurate record of all monies received and spent by CalACT;
- Keep books available for audit at any time;
- Present a record of accounts at each General Membership and Board meeting;
- Submit the Annual Audit at the General membership Meeting;
- Collect dues, maintain a current record of the dues status of each member;
- Deposit all CalACT monies in a financial institution approved by the Board;
- Shall act as Chair of the Planning and Finance Committee;
- Prepare, with input from each Board member, an annual budget for CalACT, which shall be presented for Board approval prior to the first Board meeting of each calendar year.

## **ARTICLE IX — BOARD**

**Section 1:** The conduct and representation of CalACT consistent with its goals and objectives shall be vested in the Board.

**Section 2:** The duties of the Board shall include, but not be limited to:

- providing adequate resources to meet the mission and goals of the organization and to implement all member services and programs;
- hiring and performing an annual evaluation of the Executive Director;
- developing policy and overseeing the implementation of policy;
- applying for, receiving, and utilizing financial assistance for which CalACT is eligible;
- entering into agreements and contracts, and
- adopting a conflict of interest code, if required by law.

**Section 3:** Each member of the Board shall sign and receive a copy of the CalACT Board/Committee Member Responsibilities and Code of Conduct, and shall adhere to the principles therein.

**Section 4:** The Board shall hold scheduled meetings at least quarterly providing that the Chair may waive any meeting if no CalACT business warrants its attention. The Chair or any three (3) Board members of CalACT may call special meetings of the Board on seven (7) days' notice.

**Section 5:** Board meetings shall be announced through the newsletter, CalACTION, posted on the CalACT website, and transmitted by direct mail or electronic communication to the membership. Board meetings shall be open to the general membership. An agenda for all Board meetings shall be mailed to CalACT Members not less than seven (7) days prior to the meeting. Board Meeting Agendas and announcements may be transmitted electronically. Additional items may be submitted by a Board member(s) for the agenda at the beginning of any meeting. Such new items may be added upon the approval of two-thirds (2/3) vote of the Board members present, a quorum being declared.

**Section 6:** A quorum for transaction of business at Board meetings shall be nine (9) current Board members. A quorum is declared at the beginning of each meeting and shall remain in effect until the adjournment of the meeting.

**Section 7:** Any Board action or proposal shall require an affirmative vote of at least five members of the Board, or a majority of the members of the Board present, whichever is greater.

**Section 8:** Activities of the Board shall be accurately recorded in the minutes and summarized in CalACTION and be reported at the earliest subsequent General Membership meeting, with the exception of legal and personnel matters. A full copy of the minutes of any Board meeting will be sent to any member upon request.

## **ARTICLE X — COMMITTEES**

**Section 1:** Standing Committees may be established in areas of ongoing concerns by a majority vote at any Board meeting. The Chairs of these committees shall be selected or *confirmed, in the case of volunteers*, by the CalACT Chair.

**Section 2:** Standing committees shall meet as needed but not less than twice annually and submit minutes to the Board Chair for action and filing by the Secretary. Any recommendations to be forwarded to the Board for action shall be approved by a majority of the committee members, including those committee members not present at the committee meeting at which the recommendation was formed.

**Section 3:** Standing committees shall notify the Board Chair, or his/her designee, of any situation requiring CalACT action.

**Section 4:** Each Board member shall serve on at least one (1) standing committee.

**Section 5:** No Committee shall consist of more than fifteen (15), or less than three (3) members.

**Section 6:** Each Committee member shall sign and receive a copy of the CalACT Board/Committee Member Responsibilities and Code of Conduct, and shall adhere to the principles therein.

**Section 7:** The Executive Committee is a Standing Committee and shall be composed of the Officers of the Board. It is responsible for setting the annual performance goals and review of

staff and/or agents of the Corporation, conducting an Annual Financial Audit and implementing specific activities as delegated by the Board. It shall develop an Annual Plan for CalACT. It shall establish policies for the composition and operations of the other Standing Committees.

**Section 8:** The Rural Transportation Assistance Program (RTAP) Committee is a standing committee for the duration of CalACT's project to administer the RTAP in California. Subject to approval of the Board, the Committee shall oversee the implementation of CalACT's contract with the California Department of Transportation (Caltrans) for the RTAP project and shall recommend program policies and activities. The RTAP Committee shall be composed of full, associate, and supporting members in good standing.

**Section 9:** The Finance Committee is a standing committee and shall secure funding resources to sustain the ongoing needs and special activities of CalACT. It will annually recommend membership dues and budget requirements to the Board. The Committee will develop for Board approval a multi-year Financial Strategic Plan for CalACT and its activities and will monitor the results of the Plan. The Finance Committee shall be composed of full, associate and supporting members in good standing.

**Section 10:** The Legislative Committee is a standing committee. The Legislative Committee is responsible for review of legislation affecting transportation in California and informing the Board and Members as to the status of pending legislation, recommending CalACT positions on legislation to the Membership and the Board at each General Membership meeting, and reviewing the results of the previous sessions and recommending CalACT-sponsored legislation for the next session at each General Membership meeting. The Legislative Committee shall be composed of full, associate and supporting members in good standing.

**Section 11:** The Conference and Workshop Committee is a standing committee and shall serve to plan and implement all conferences and workshops of CalACT. The Conference and Workshop Committee shall contain a Core Planning Group whose task it shall be to develop a conference schedule and milestones, make recommendations to improve and strengthen conference quality, and review session outlines submitted by potential workshop presenters. The Core Planning Group shall work closely with the full committee and the local area host in developing the logistics and overall direction for each conference. The Core Planning Group shall consist of Board Members. The Conference and Workshop Committee shall be composed of full, associate and supporting members in good standing and may include non-members of the host agency(ies) for any particular conference.

**Section 12:** Under the direction of the Board or a motion of the Membership, the Board Chair may appoint committees for specific functions of short-term duration. Such committees will be responsible to the Board Chair and may be dissolved at his/her discretion. The Chair shall establish policies for the composition and operations of these committees.

## **ARTICLE XI — FINANCES**

**Section 1:** The fiscal year of CalACT shall be from January 1 to December 31.

**Section 2:** The Board shall approve the annual budget.

**Section 3:** The Finance Committee will develop and recommend to the Board policies for the procurement, payment and accounting of funds for CalACT expenditures up to the approved budget. All funds shall be kept in a financial institution (e.g. bank, savings and loan, credit union) in the official name of "CalACT, Inc."

**Section 4:** Only those persons authorized by the Board may obligate CalACT financially for any reason. The Board, through a two-thirds (2/3) vote of the Board, a quorum being present, may authorize the Treasurer to secure or make loans on behalf of CalACT. Each such authorization shall specify a dollar limit which shall not be exceeded without another two-thirds (2/3) vote of the Board.

## **ARTICLE XII — DISCIPLINARY ACTION**

**Section 1:** A Motion of Censure may be passed against any member by a majority vote of the Membership for actions deemed inconsistent with the CalACT Mission Statement and Core Values. In the event of passage, the Board shall notify that member in writing.

**Section 2:** The Board of Directors may fine, suspend, terminate or otherwise discipline any CalACT member who they determine has materially and seriously violated the provisions of these Bylaws or has engaged in conduct materially and seriously prejudicial to the interest of CalACT, by proceeding as follows:

- A notice shall be sent by prepaid, first class or registered mail to a CalACT member proposed to be disciplined, setting forth the reasons for the proposed disciplinary action. Such notice shall be given at least fifteen (15) days prior to the effective date of the action. The CalACT member shall be given an opportunity to be heard either orally or in writing at a hearing to be held not less than five (5) days prior to the date of the proposed action. The hearing will be before a special committee appointed by the Chair. Notice to the CalACT member of the proposed action shall state the date, time and place of such hearing.
- Following the hearing, the special committee shall decide the nature and the extent of the disciplinary action, and the committee's decision shall be final.

**Section 3:** When a Board member of CalACT has missed three (3) consecutive Board meetings, that office shall be deemed vacant by a motion of any member of the Board and majority vote of the Board at the next Board Meeting. The Board shall notify the Board member in advance of this action and in writing upon passage.

**Section 4:** Terminated members may apply for reinstatement of membership following a period of two (2) years from the date of termination only upon a finding made at the time of termination that the member would be eligible for reinstatement.

## **ARTICLE XIII — AMENDMENT**

**Section 1:** Bylaws may be amended, adopted, or deleted by a majority vote of the Membership, a quorum present, at any General Membership meeting, or by mailed ballot.