

BYLAWS OF THE
TIBURON PENINSULA TRAFFIC RELIEF JOINT POWERS AGENCY
Amended June 2025

1. NAME AND PRINCIPAL OFFICES: Pursuant to the Tiburon Peninsula Traffic Relief Joint Powers Authority (hereinafter, “Tiburon Peninsula Traffic Alliance” or “TPTA”) Joint Powers Agreement, dated May 3, 2016 (“TPTA Agreement”), the Town of Tiburon, the City of Belvedere and the Reed Union School District (hereinafter “Member Agencies”), have formed a joint powers agency, the Tiburon Peninsula Traffic Relief Joint Powers Agency (the “TPTA”), under the California Joint Exercise of Powers Act, California Government Code Sections 6500, et seq. The principal offices of the TPTA shall be located at [1505 Tiburon Blvd, Tiburon, CA], or at such other location as the TPTA shall from time to time designate.

2. PURPOSES AND POWERS: The general purpose of the TPTA shall be to reduce school-related traffic within the Tiburon Peninsula by, including but not limited to, providing, either directly or through contract, public transportation services for students. The purposes and powers of the TPTA are more fully set forth in the TPTA Agreement.

3. BOARD OF DIRECTORS

3.1 Number: Each Member Agency shall designate and appoint two (2) members as its representatives on the Board (each, a 'Primary Director') and one (1) Alternate Director. An Alternate Director is authorized to act in the absence of the Primary Director and with the same powers as a Primary Director. The Alternate Director may act only in the absence of a Primary Director. In the proceedings of the Board of Directors, each Director, whether Primary or acting Alternate, shall be entitled to one (1) vote.

3.2 Appointment and Term of Office: Each Director, whether Primary or Alternate, shall serve a two-year term commencing on January 1 and may be reappointed to successive terms. If a Director resigns, dies, is removed by the appointing Member Agency, or otherwise ceases to represent the Member Agency during their term, the governing body of the Member Agency shall appoint a successor to serve the remainder of the unexpired term.

3.3 Meetings

3.3.1 Meeting Schedule: The Board of Directors shall hold two regular meetings each year, which shall be held on the second Tuesday in March and the second Tuesday in September at 9:00 AM. Special Meetings of the Board may be called by the Chair in accordance with the provisions of the Ralph M. Brown Act and Government Code Section 54956.

3.3.2 Place: Board meetings shall take place at the principal offices of the TPTA or such other locations as the Board of Directors shall from time-to-time designate. Board meeting locations shall be convenient to public transportation and accessible to elderly and disabled individuals.

3.3.3 Open Meeting Laws: All meetings of the Board of Directors shall comply with the requirements of the Ralph M. Brown Act, California Government Code Sections 54950, et seq.

3.3.4 Rules of Order: The Chair, or in his or her absence, the Vice Chair, shall preside at and conduct all meetings of the Board of Directors. The conduct and procedure of Board of Directors meetings shall comply with these Bylaws and with Rosenberg's Rules of Order.

3.3.5 Minutes: The Board of Directors shall keep or cause to be kept written minutes of its proceedings, except closed session meetings.

3.3.6 Quorum and Voting: A quorum of the Board of Directors shall be a majority of the Directors (a majority is four (4) of the six (6) Directors). Any representative abstaining from a vote shall be counted for purposes of determining the existence of a quorum but shall not be deemed to be voting. Amendment of, or termination of the TPTA Agreement, shall require approval of the governing body of each Member Agency. A unanimous vote of the full Board of Directors is required for those items listed in paragraph 4.5 of the TPTA Agreement.

3.3.7 Special Meetings: Special meetings of the Board of Directors may be called by the Chair or by a majority of the Directors in accordance with California Government Code section 54956, as amended.

3.3.8 Emergency Meetings: Emergency meetings may be called by the Chair of the Board or by a majority of the Directors in accordance with California Government Code section 54956.5, as amended.

3.3.9 Closed Session Meetings: As specified in California Government Code section 54956.96, all information received by the governing body of a Member Agency in a closed session related to the information presented to the TPTA in closed session shall be confidential. However, a member of the governing body of a Member Agency may disclose information obtained in a closed session that has direct financial or liability implications for that Member Agency to the following individuals:

- Legal counsel of that Member Agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member Agency.
- Other members of the governing body of the member agency present in a closed session of that Member Agency.
- Any designated Alternate Director of the TPTA who is also a member of the governing body of a Member Agency and who is attending a properly noticed meeting of the TPTA Board of Directors in lieu of a Primary Director may attend closed sessions of the TPTA.

3.4 Per Diem: Directors shall serve without compensation. Directors may receive such per diem and travel expenses, as the Board of Directors shall from time-to-time approve.

4. OFFICERS

4.1 Designation of Officers: The TPTA shall have two (2) officers: a Chair and a Vice-Chair. Paragraph 5.4 of the TPTA Agreement provides that the Town of Tiburon is designated as the Treasurer/Auditor for the Authority.

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

committees created from time-to-time by the Board of Directors. The Chair may sign contracts on behalf of the TPTA.

4.3 Duties – Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence of the Chair.

4.4 Term of Office: The Chair and Vice-Chair shall serve a two-year term of office commencing on July 1. There shall be no limit on the number of terms that a Director may serve as Chair or Vice-Chair.

4.5 Election of Officers: The Chair and Vice-Chair shall be elected by a majority of the Directors.

5. COMMITTEES

5.1 Standing and Ad Hoc Committees: The Board of Directors may establish standing and ad hoc committees as necessary.

5.2 Membership, Term, Etc.: The composition, term, and charge of committees shall be determined by the Board of Directors.

5.3 Procedures

5.3.1 Standing Committees: Standing Committees shall be governed by the Ralph M. Brown Act and by the procedures set forth in Section 3.3 of these Bylaws, except that the quorum for committees comprised of an even number of Directors shall be half of the membership of said committee. The Board appoints members of Standing Committees.

5.3.2 Ad Hoc Committees: Ad hoc committees shall be made up solely of less than a quorum of the Board of Directors and shall have a defined task and limited term not to exceed one year. The Chair appoints the members of an ad hoc committees.

6. STAFF

6.1 Program Administrator: The Board of Directors may appoint a Program Administrator who shall serve at the pleasure of the Board. The Program Administrator shall have charge of the affairs of the TPTA and shall implement and carry out the policies of the Board of Directors. The Program Administrator, or his/her designee, shall serve as Secretary

and Clerk of the Board of Directors and shall be responsible to keep its minutes, resolutions, and official papers. Subject to budgetary controls by the Board of Directors, the Program Administrator may appoint staff, contract with consultants or make such other arrangements, as he/she deems advisable to meet the TPTA's administrative requirements.

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

7. BUDGETARY PROCESS

7.1 Fiscal Year: The fiscal year for the TPTA is July 1 to June 30.

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

8. FUNDING

8.1 Financial Assistance: The TPTA Agreement provides that the TPTA may directly claim on behalf of members such local, regional, State, Federal, or other financial assistance as is available to members for public transportation services. Such financial assistance shall be actively sought.

8.2 Contributions from Members: The TPTA may request that members contribute to the TPTA from their general funds, or other funds controlled by a Member Agency, as is necessary to support the TPTA's budget. No Member Agency shall be required to contribute from its general fund or other locally-controlled funds to support the TPTA, except upon the approval of such Member Agency's governing body.

9. AMENDMENT

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

10. SEVERABILITY

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

11. SUCCESSORS

These Bylaws shall be binding upon and inure to the benefit of any successors or assigns of the members. In the event of a conflict between these Bylaws and the terms of the TPTA Agreement, the terms of the TPTA Agreement shall control.