

**BYLAWS**  
of the  
**MENDOCINO COUNCIL OF GOVERNMENTS**  
Amended May 6, 2013

ARTICLE I - THE COUNCIL

The name of the Council shall be the "Mendocino Council of Governments." The Mendocino Council of Governments (MCOG or "the Council") was originally established in 1972 as the Mendocino County and Cities Area Planning Council by a Joint Powers Agreement (JPA) among the Cities of Fort Bragg, Point Arena, Ukiah and Willits, and the County of Mendocino. It was renamed and reorganized by an amended JPA in 1978. MCOG has been designated by the State's Secretary of Business, Transportation, and Housing as the transportation planning agency for Mendocino County, pursuant to Government Code Section 29532. MCOG has the authority to function both as the Regional Transportation Planning Agency (RTPA) for Mendocino County and as a Council of Governments.

The Council members shall be composed of two duly appointed representatives of the Mendocino County Board of Supervisors, one member of each of the City Councils of each incorporated city (Fort Bragg, Point Arena, Ukiah and Willits), and one Mendocino County elected official.

ARTICLE II - PURPOSE

It shall be the policy of the Council to attempt to establish technical and advisory liaisons with all other agencies and public bodies seeking to improve the quality of various matters, such as transportation, planning, health, safety, economic development, welfare and governmental services for all or any part of Mendocino County or its cities.

The Council is expressly authorized to transmit transportation planning information to the Mendocino County Board of Supervisors, the City Councils of the four incorporated cities in Mendocino County, the State Department of Transportation, State Office of Planning, and any duly constituted regional, area or metropolitan planning commission which may request in writing such information.

### ARTICLE III - OFFICERS/STAFF/COMMITTEES

Section 1.1 Chair: The Chair of the Council shall be selected by a majority of its voting members. The term of the Chair shall be for one (1) year, commencing on the first Monday in February when elected and ending on the following first Monday in February or at the next officers election.

Section 1.2 Powers of Chair: The Chair, when present, shall preside at all meetings of the Council. The Chair shall preserve order and decorum and shall decide all questions of order subject to the action of a majority of the Council. The Chair shall be permitted to participate in debate without surrender of the chair. The Chair shall be permitted to vote, move, and second a motion. If the Chair is absent, then the Vice Chair shall preside. If both the Chair and Vice Chair are absent, a chair *pro tem* may be appointed for the purposes of the meeting.

Section 2. Vice Chair: The Vice Chair of the Council shall be selected by a majority of its voting members. The term of the Vice Chair shall be for one (1) year, commencing on the first Monday in February when elected and ending on the following first Monday in February or at the next officers election. The Vice Chair shall have all of the powers and act in the place of the Chair in his/her absence.

Section 3. Vacancies: Upon the death, resignation or other removal of the Chair or Vice Chair, the resulting vacancies shall be filled for the unexpired portion of the term in the same manner as the original selection.

#### Section 4. STAFFING

Section 4.1 Executive Director: The Council shall appoint an Executive Director, under a contract basis, who shall manage the daily duties of the Council's functions. The Executive Director shall maintain a public record of the Council's resolutions, transactions, findings and determinations, and have prepared a set of minutes of every meeting for the review and approval of the Council.

Section 4.2 Transportation Planner: The Council shall have a Transportation Planner, with duties including but not limited to, certain project activities such as preparation of the Regional Transportation Plan, Overall Work Program and other specific planning studies as required for compliance with State and Federal regulations.

## Section 5. STANDING COMMITTEES

Section 5.1 Policy Advisory Committee (PAC): The PAC shall consist of the seven Council members and one representative of the California Department of Transportation (Caltrans). The Council's agendas shall be structured such that the Caltrans representative, as a member of the PAC, shall have a vote on all matters dealing with transportation.

Section 5.2 Executive Committee: The Council may appoint an Executive Committee consisting of the Chair, the Vice Chair and one member from a city or the County. The Executive Committee may carry on the administrative and executive functions of the Council between regular meetings of the Council. The Executive Committee may also be used to oversee the personnel budget and policy issues and make recommendations to the full Council.

The Council shall attempt to appoint members to the Executive Committee that reflect a balance between City and County representation.

Section 5.3 Technical Advisory Committee (TAC): The TAC shall consist of nine (9) voting members or their authorized technical representatives, as follows: the County Director of Transportation, the County Director of Planning & Building Services, the Mendocino Transit Authority General Manager, the Caltrans Transportation Planning Branch Chief, one technical representative appointed by each of the four cities, and the County Air Pollution Control Officer. Additionally, one (1) non-voting member shall be a rail representative appointed by North Coast Railroad Authority, with all other duties and privileges of TAC membership. Further, it is understood that the TAC will work toward consensus. If a vote is required, a motion must pass with a two-thirds majority of those members present voting in the affirmative.

MCOG seeks the Technical Advisory Committee's professional expertise as an independent technical committee. MCOG recognizes that the TAC is to review material presented before it and make recommendations to the Council. MCOG also recognizes that,

although the impact of the TAC's recommendation on an individual constituent agency may be a factor, the decision making process must remain a combination of technical information and individual TAC members' education, experience and professional judgement. Recommendations to the Council shall remain focused on improvement of the transportation system based on technical considerations.

The MCOG Executive Director or his/her authorized representative shall have the responsibility of chairing the Technical Advisory Committee and ensuring that the TAC's recommendations are reported to the Council.

Section 5.4 Transit Productivity Committee (TPC): The TPC shall consist of five (5) voting members: two (2) members of the Council appointed by the Chair; two (2) members of the transit operator's Board of Directors; and one (1) senior centers representative to be selected by those senior centers under the Council's jurisdiction and then formally appointed by the Council. The TPC shall be staffed by the MCOG Executive Director or his/her authorized representative.

The purpose of the TPC will be to review transit performance and productivity issues in accordance with approved standards adopted by the Council, including review of quarterly reports of the transit operator. The TPC will review and make recommendations to the Council on the annual Transit Claim, and also provide input on the "unmet transit needs" process, including findings of the SSTAC. Meetings will be held at least once annually, or quarterly if warranted.

Section 5.5 Social Services Transportation Advisory Council (SSTAC): The SSTAC, as required by SB 498, shall consist of one representative of potential transit users, who is 60 years of age, or older; one representative of potential transit users, who is handicapped; two representatives of local service providers for seniors, including one representative of a social services transportation provider if one exists; two representatives of local service providers for the handicapped, including one representative of a social services transportation provider if one exists; one representative of a local social services provider for persons of limited means; and two representatives from the Local Consolidated Transportation Service Agency if one exists. In the event such membership cannot be filled, MCOG shall approve of membership and attempt to fill all required seats. The purpose of the SSTAC is advisory to MCOG and is to represent the needs of the transit dependent and transit disadvantaged, including the elderly, handicapped and persons of limited means.

MCOG staff shall serve the SSTAC.

The SSTAC also provides input on the size and location of identifiable groups likely to be transit dependent and analyzes adequacy of existing and potential new service needs. The report from the SSTAC is used during the annual unmet needs process.

The SSTAC also sits as the Local Review Committee (LRC) for the Federal Transit Administration (FTA) Section 5310 Program applications for vehicle and equipment replacement and acquisitions. The LRC reviews and ranks applications submitted by the senior centers and the transit operator and forwards the local ranking to Caltrans for statewide ranking and funding. If an applicant feels the review of their proposal and ranking by the LRC was unfair or inadequate, they shall appeal to the Executive Director, who shall respond to the applicant. If the applicant is dissatisfied with the decision of the Executive Director, they may then appeal to MCOG.

## Section 6. ASSOCIATIONS

Section 6.1 California Association of Councils of Governments (CALCOG): The Council shall annually appoint two members of the Council, at least one of whom shall be an Executive Committee member, to the CALCOG organization for the purpose of voting on statewide issues. One member shall be the delegate, the other member, the alternate. The term of these appointments shall be for one year commencing on the first Monday in February when appointed and ending on the following first Monday in February or at the next year's committee appointments.

## ARTICLE IV - VOTING

Section 1. Quorum: A quorum of the Council shall consist of at least four (4) of the seven (7) seated members. The Caltrans representative shall not be counted as part of a quorum of the Council. A majority vote of four (4) of the seven (7) seated members shall be required to transact business (ie. if four members were present and a vote was 3-1, the vote would be invalid). No act of the Council shall otherwise be valid or binding.

Section 2. Manner of Voting: The voting on all resolutions coming before the Council shall be by roll call vote, or voice vote for all other issues, unless deemed otherwise by the Chair. The "ayes" and "noes" shall be entered upon the minutes of such meeting, except for election of officers, which MAY be by ballot.

Section 3. Vote: In the absence of an objection, the Chair may order the motion unanimously approved by the members present. This rule, however, shall not prohibit any member of the Council from calling for a vote if any member so wishes.

## ARTICLE V - MEETINGS

Section 1. Regular Meetings: Regular meetings shall be held on the first Monday of each month as necessary to conduct business, but at least quarterly. The time of the commencement of the meeting shall be determined by the Chair or the Executive Director, unless modified by the Council. If a regular meeting date falls on a holiday, the regular meeting shall be held on the next succeeding Monday that does not fall on a holiday, unless modified by the Council. If no matters have been set for a regular meeting and there is otherwise no business to transact, the Executive Director may cancel the regular meeting and notify the members of the Council.

Section 2. Special Meetings: Special meetings may be called by the Chair or the Executive Director by delivering personally, or by mail, written notice to each member and to each local newspaper of general circulation which has requested notice in writing. Such notice must be delivered at least 24 hours before the time of such special meeting as specified in the notice. The notice calling the special meeting shall specify the time, date and place of the meeting and the business to be transacted. No other business shall be considered at the meeting. The notice shall be posted at least 24 hours prior to the special meeting at the Council's regular place of posting.

Section 3. Adjourned Meetings: Any meeting may be adjourned to a date and place certain by the Council. Any adjourned meeting shall be deemed to be a part of the original meeting so adjourned.

Section 4. Location of Meetings: Unless otherwise ordered by the Chair or the Executive Director, all meetings shall be held in the County of Mendocino Board of Supervisors Chambers, Room 1070, 501 Low Gap Road, Ukiah, California.

Section 5. Agendas for Meetings: At least 72 hours before a regular meeting, an agenda shall be posted at the Council's regular place of posting. Such agenda shall contain a brief description of each item of business to be transacted or discussed at the meeting.

Section 6. Council Mailing for Meetings: For each meeting, an agenda shall be prepared and mailed eight (8) days prior to the meeting to allow the Council to receive the agenda no later than five (5) days prior to the meeting. Also to be included in the mailing are the Executive Director's report, including recommendations, other materials relating to matters to be considered at the meeting, and minutes of the previous regular meeting and any intervening special meeting.

Copies of the agenda shall also be mailed (or otherwise made available) to the press attending a meeting, the County Library and the interested public if so requested, not less than five (5) days prior to the meeting.

Section 7. Public Participation: Participation is welcome in Council meetings. Comments will be limited to three minutes per person and not more than ten minutes per subject, so that everyone can be heard. "Public Expression" time is limited to matters under the Council's jurisdiction that may not have been considered by the Council previously and are not on the agenda. No action will be taken. Members of the public may comment also during specific agenda items when recognized by the Chair.

Section 8. Off Agenda Items: The Council may take action on items of business not appearing on the posted agenda under any of the following conditions:

a) A determination by a majority vote that an "emergency situation" exists. An "emergency situation" refers to: work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body; or a crippling disaster that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body.

b) Upon a two-thirds (2/3) vote of the Council, or if less than two-thirds (2/3) of the members are present, a unanimous vote of the members present, that the need to take action arose after the agenda was posted, if posted in the legally appropriate manner.

c) The item was posted as required by law for a prior meeting of the Council 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.

Approved By:

*/s/ Dan Gjerde*

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Chair, Mendocino Council of Governments

August 22, 2013

Attested By:

*/s/ Phillip J. Dow*

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Executive Director

August 22, 2013