



## CITIZENS ADVISORY COMMITTEE BYLAWS

### Section 3. SELECTION

Appointments shall be made to encourage a balanced cross-section of the region's population representing environmental, business, and civic organizations, including low-income, minority, and disabled populations. Because the CAC was created to provide broad community input into the planning process and because a key responsibility of CAC members is to assist with increasing public awareness and participation, it is preferred that members be affiliated with a recognized group or organization. Additional members may be added with the approval of the BRTB.

### Section 4. TERM OF MEMBERSHIP

Members shall be appointed for a three-year staggered term. If an appointed member wishes to serve for an additional term, he or she may formally make a request to the BRTB for consideration.

### Section 5. ABSENTEEISM

Maximum attendance by members is expected. Members missing three consecutive, regularly scheduled meetings or a total of six regular meetings, during a twelve-month period shall be automatically reviewed by the Membership Sub-committee. When a committee member has been absent for the third consecutive time or has been absent for the sixth time in any twelve-month period, the CAC Chair shall contact the member, informing the member that another absence will result in his/her membership being reviewed. If attendance does not improve, other actions including removal may be taken by the BRTB.

### Section 6. LEAVE OF ABSENCE

Any member may be granted an excused temporary leave of absence from serving on the Committee upon submitting a written request to the Chair of the CAC explaining the reason(s) for the requested absence and subject to approval of the BRTB.

### Section 7: ALTERNATES AND PROXIES

If a member is unable to attend meeting(s), an alternate should be designated and BMC staff should be notified. The member should be prepared to designate the alternate as a proxy if a decision on an action item is required.

If the alternate cannot attend, the member may appoint another CAC member as their authorized proxy for a specific meeting. The member should notify BMC staff in writing (fax, mail, e-mail) of this intention prior to the start of the meeting.

A proxy is defined as "written authorization given by a member to their alternate or another member for the purpose of representing him or her and to vote his or her opinion at a meeting."

Attendance by an Alternate will count towards a member's attendance record. A member who designates a proxy who is not their alternate enables the proxy to act and cast votes on their behalf, but the member would be counted as absent.

### **Section 5. REMOVAL AND RESIGNATIONS**

Any request for removal of an officer will be submitted to the BRTB. The BRTB, after investigation, may remove the officer and call for a special election for a new officer.

Any officer may resign his/her position as an officer at any time by giving written notice to the Chair of the committee and the BRTB Chair. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, not to exceed the expiration date of the regular term of the office. The acceptance of such resignation shall not be necessary to make it effective.

### **Section 6. DUTIES OF THE OFFICERS**

#### **The Officers shall serve in the following capacities:**

- A. Preside at all meetings of the Committee and shall be eligible to vote on all matters;
- B. Be responsible for the effective, efficient and timely conduct of the committee's meetings;
- C. Work closely and coordinate with the assigned BRTB staff liaison in developing annual objectives of the committee to be communicated to and approved by the BRTB;
- D. Appoint all Chairs of subcommittees;
- E. Serve as an ex-officio non-voting member of all subcommittees created by the committee;
- F. Be responsible to the BRTB to assure that all subcommittees are accomplishing their objectives;
- G. Perform such other duties as may be assigned from time to time by the committee or requested by the BRTB staff assigned to the committee; and
- H. Attend BRTB meetings and represent the CAC.

## **ARTICLE VI: MEETINGS, CONSENSUS DECISION-MAKING PROCESS & QUORUM**

### **Section 1. PUBLIC MEETING**

All meetings of the committee and its sub-committees are open to the public. Members of the public are welcome at meetings and may express their opinions at such times as designated by the agenda or when recognized by the Chair.

### **Section 2. REGULAR AND SPECIAL MEETINGS**

- A. Regular meetings of the committee shall be held monthly or as needed. Notice of meetings and all available meeting materials shall be mailed (via regular mail or e-mail) to each committee member at least fourteen (14) days prior to the meeting.
- B. Special meetings of the committee may be called at the discretion of the BRTB staff in consultation with the Chair or by written petition by any three (3) committee members mailed or delivered personally to the Chair with a copy to the BRTB staff liaison. The BRTB shall fix the time, date and location for holding any special meeting. Committee members shall be notified by mail, e-mail, fax, telephone, or in person of such special meetings, and said notice shall specify the nature of any and all business to be conducted at such meetings.

### **Section 3. PROCEDURES AND DECISION-MAKING PROCESS**

The latest version of Robert's Rules of Order shall govern the conduct of business at all meetings of the committee and its sub-committees except when such Rules are in conflict with these bylaws.

Although Robert's Rules of Order shall be used for decision-making, CAC members are encouraged to strive for consensus when making decisions on whether to approve or disapprove of a specific action item that is being considered. Guidelines for the consensus process are listed in Appendix A and members are encouraged to follow these guidelines.

If there is a significant minority opinion, that will also be included with the recommendation given to the Board.

~~In general, meetings of the CAC will be conducted on an informal basis and members will use a consensus process to make decisions on whether to approve or disapprove of a specific action item that is being considered. No formal votes will be taken during discussions of issues. Informal votes can be taken to assess whether consensus has been reached. Guidelines for the consensus process are listed in Appendix A. Members should abide by the guidelines.~~

~~If consensus is able to be reached, a recommendation to the BRTB on the issue will be written up and submitted to the Board. If there is a significant minority opinion that will also be included with the recommendation given to the Board. If consensus is not reached on an issue, the lack of consensus shall be conveyed to the BRTB.~~

~~If needed, the latest version of Robert's Rules of Order shall govern the conduct of business at all meetings of the committee and its sub-committees except when such Rules are in conflict with these bylaws.~~

### **Section 4. QUORUM**

Fifty percent of the current committee membership (rounded up to the nearest whole number) plus one, including authorized proxies, shall constitute a quorum. A quorum shall be necessary for the transaction of any official business at any meeting of the committee.

A quorum shall also be necessary for the transaction of any official business conducted online (for example, if the CAC is unable to meet as a group due to unforeseen circumstances such as inclement weather). Online voting will only be used for issues of timeliness when a meeting of the CAC is unable to be scheduled or rescheduled. Results of votes cast online will be reported in the minutes for the following meeting.

### **Section 5. SECRETARIAL DUTIES**

The BRTB staff liaison will meet the secretarial needs of the committee and shall keep the bylaws as amended, minutes of all meetings of the committee, a current membership list containing the names, addresses, telephone numbers, and e-mail addresses (if applicable) of all committee members, and all other official documents of the committee.

Whenever a committee or subcommittee member has cause to believe that a matter to be discussed would involve him/her in a conflict of interest, s/he shall announce the conflict of interest and shall request a ruling by the committee on discussing such matters.

**Section 2. ABSTENTION FROM ~~CONSENSUS~~ DECISION MAKING PROCESS**

No committee or subcommittee member shall be involved in the decision-making process on any matter which would involve a conflict of interest.

**ARTICLE IX: AMENDMENT OF BYLAWS**

Action may be initiated at any duly constituted meeting of the committee to alter, amend or repeal these bylaws and have new bylaws adopted. Notice of any proposed amendment to, or repeal of, these bylaws shall be presented at a duly constituted meeting of the committee, and shall then be voted on at the next duly constituted meeting of the committee. A copy of the current bylaws with the proposed changes shall be distributed to all committee members at least thirty (30) days in advance of the meeting at which the amendment will be presented for approval. ~~Consensus~~ **Consent** of the committee members is necessary for amendment adoption. The committee's recommendation to amend these bylaws is then subject to approval by the BRTB.

The BRTB may from time to time amend its bylaws, or change its policies, necessitating revisions in the bylaws of this committee. Should such a case occur, the BRTB Chair shall notify or cause to notify the Chair of the committee to implement such changes.