

**CITIZEN'S OVERSIGHT COMMITTEE
BYLAWS
OF THE
SONOMA-MARIN AREA RAIL TRANIST**

Approved by the Board on December 7, 2022

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ARTICLE I

GENERAL PROVISIONS

SECTION 1.1 PURPOSE

Measure Q called for a Citizens Oversight Committee charged with providing input and review of the Strategic Plan and periodic updates. These Bylaws will govern the proceedings of the Citizens' Oversight Committee (Committee), an advisory committee established by the Directors of the Sonoma-Marín Area Rail Transit District (SMART) as provided for in Measure Q.

SECTION 1.2 CONSTRUCTION OF BYLAWS

Unless otherwise required, the general provisions, rules of construction and definitions set forth herein or in SMART's Administrative Code shall govern the construction of these Bylaws. These Bylaws shall govern the Committee's proceedings to the extent they are consistent with any current or future Standing Rules, Application and Appointment Procedures adopted by the SMART Board and conform to the SMART Administrative Code and applicable laws.

SECTION 1.3 DEFINITIONS

As used in these Bylaws:

1. "Committee" means the Citizens' Oversight Committee.
2. "Chairperson" means the person chairing the Committee.
3. "District" means the Sonoma-Marín Area Rail Transit District (SMART).
4. "Brown Act" means California's open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*
5. "Measure Q Expenditure Plan" means the Sonoma-Marín Area Rail Transit District Sales Tax Expenditure Plan, the 20-year plan for expending the quarter-cent sales tax revenues contained in Measure Q, as approved by voters in 2008.

SECTION 1.4 ADOPTION AND AMENDMENT OF BYLAWS

1. These Bylaws shall be approved by and may be amended by the SMART Board of Directors.
2. The Committee shall adopt and operate under the Board approved Bylaws and may propose changes to the bylaws to the District for consideration by SMART Board of Directors.

ARTICLE II
DUTIES AND DISTRICT

SECTION 2.1 COMMITTEE DUTIES

1. Provide input and review the Strategic Plan and subsequent plans; receive periodic updates on significant financial matters not previously identified in the Strategic Plan or annual budget that may materially impact the previously adopted Strategic Plan.
2. Hold meetings Quarterly and issue reports, on at least an annual basis, to inform and update the SMART Board and the Sonoma and Marin County residents on any developments related to the implementation, planning and advancements of the Strategic Plan. Copies of this document should be made widely available to the public.
3. Receive briefings on financial, budgetary, capital plans and other strategic planning matters that may have a material impact on the District and provide updates to the SMART Board of Directors at least bi-annually.

SECTION 2.2 DISTRICT AND LIMITATIONS

1. The Committee shall have access to the District's independent audits and budget reports, Financial and Capital plans and may provide timely comments on these reports as they relate to the Strategic Plan.
2. As established by Measure Q, the Committee shall continue to only provide input and review under its advisory role to the District and Board of Directors.
3. The Committee shall direct all communications and reports to the Board of Directors and shall not communicate publicly. All committee communications shall go to and through the District and the SMART Board of Directors.
4. No expenditures or requisitions for services and supplies shall be made by the Committee and no individual member shall be entitled to reimbursement for travel or other expenses except as authorized by the District.

ARTICLE III

MEMBERSHIP

The Committee shall be composed of 9 members to be appointed by the SMART Board, who are private citizens and who collectively represent the diversity of Sonoma and Marin County. Membership shall be limited to Marin County and Sonoma County residents without economic interest in any of the District's projects or operation.

If an organization is selected to be represented on the Committee, the organization shall nominate its representative, with final appointments approved by the SMART Board of Directors. The SMART Board of Directors shall retain discretion to rescind and or terminate any Committee Member's appointment(s) as deemed necessary. Members of this Committee shall be appointed to their full terms, subject to eligibility provisions contained in Section 3 below.

SECTION 3.1 MEMBERSHIP COMPOSITION AND ELIGIBILITY

1. Members shall be selected from Marin and Sonoma counties in order to create balance and geographic diversity between the counties and throughout SMART's service area.
2. The 9 members selected shall have relevant experience, skill and knowledge in performing their primary duty to advise the Board on Strategic Plans and objectives, drafting of Strategic Plans and knowledge of financial, budgetary, capital, transit and other strategic planning matters. However, these individuals must also reflect a balance of viewpoints across the two Counties. In addition, members may be nominated by interested stakeholders and local organizations to be appointed to the Committee, these organizations may include, but are not limited to the following:
 - a) Representative from local financial, business or taxpayer organizations
 - b) Representative from environmental, voting and transit advocacy groups in Marin and Sonoma County
 - c) Representative from major Sonoma and Marin employers
 - d) Representative from Marin and Sonoma organizations representing seniors, veterans and persons with disabilities
 - e) Representative from advocacy groups representing bicyclists, pedestrians and passengers
 - f) Representative from school districts and colleges. (Parents and educators may be considered eligible candidates)
 - g) Representative from disadvantaged communities, minority groups and civil rights organizations

SECTION 3.2 TERMS

1. Members shall be appointed for a term of three (3) years.
2. To provide for staggered terms, at the first meeting of the Committee, the members will draw lots to determine whether their initial appointment is for one, two, or three years.
3. All initial appointment terms shall commence on January 1, 2023, and subject to earlier removal or termination, shall expire May 31, 2024 as to a one-year term, May 31, 2025, as to two-year terms, and on May 31, 2026, as to three-year terms. Thereafter, terms shall commence on June 1 and shall terminate on the third anniversary date of such commencement date.
4. Committee candidates are required to complete and submit an application. Applications shall be submitted to the SMART Clerk of the Board.
5. Existing members who wish to continue serving in their appointed capacity for an additional term are required to complete and submit a new application or may update and resubmit their original application. Applications shall be submitted to the SMART Clerk of the Board.

SECTION 3.3 VACANCIES

1. If a Committee member is unable to complete his or her term, a replacement member will be nominated and appointed by the SMART Board of Directors to fill the vacancy and complete the appointed term.
2. All qualifying applications for the vacancy will be submitted to the District for consideration, selection, and appointment. When a vacancy exists on the Committee and no applications have been submitted, the vacancy will be continued until such time as an appointment is made. The SMART Board of Directors may, at any time, move to continue an appointment to a subsequent date.

SECTION 3.4 CONDUCT

1. Members shall be responsible for having a working knowledge of SMART's enabling legislation, tax ordinances (Measure Q), SMART administrative code, Bylaws, federal or state mandates, and any other governing regulations that define and set forth the intent, establishment and purpose for the COC and shall only meet, represent and take action on the limited matters related thereto.
2. Members shall not misrepresent the scope of their influence on the District, in matters assigned, or represent recommendations of the Committee as official

SMART District policy until such time as the District or Board of Directors has taken formal action.

3. Unless specifically authorized by the District as the designated spokesperson for the Committee, an individual member may not represent the Committee before any other committee or agency or to the press or the general public.

SECTION 3.5 SUBCOMMITTEES OR ADDITIONAL ADVISORY COMMITTEES (FORMED BY THE DISTRICT)

1. The District may elect to form additional advisory subcommittees to assist the District or the Committee in discharging its mission, such as reviewing audits and issuing reports. All subcommittees shall have an odd number of members and may include SMART Board and Committee members.
2. Any special or ad hoc advisory committee may be abolished upon the accomplishment of its purpose or expire under its own limited term or by a majority vote of the Board.

ARTICLE IV OFFICERS

The Committee shall elect a Chairperson and a Vice-Chairperson. The Committee may choose to establish other elected positions as well. Terms for the Chairperson and the Vice-Chairperson, and other elected positions, shall be two years. Elections for all positions shall take place at the first meeting of the odd-numbered years.

SECTION 4.1 CHAIRPERSON AND VICE-CHAIRPERSON

A Chairperson and Vice-Chairperson shall be nominated and appointed by the Committee; the appointment will be by a majority vote. In the event of a vacancy in the Chairperson's position, the Vice-Chairperson shall succeed as Chairperson for the balance of the Chairperson's term, and the Committee shall elect a successor to fill the vacancy in the Vice-Chairperson's position.

1. Duties of the Chairperson:
 - a) Call the meetings to order
 - b) Preside over each meeting
 - c) Identify items of interest for future Committee agendas that are relevant to the Committee's responsibilities
 - d) Attend, or appoint another Committee member to attend, meetings of the District at which strategic plan updates and matters are being reviewed by

- the District
 - e) Serve as liaison to SMART staff between meetings
 - f) Serve as the designated spokesperson for the Committee for matters before the SMART Board of Directors meetings
 - g) Provide semi-annual report to the SMART Board of Directors
2. Duties of the Vice-Chairperson:
- a) Perform the duties of the Chairperson when the Chairperson is absent.

ARTICLE V

MEETINGS

SECTION 5.1 REGULAR MEETINGS

1. Regular meetings of the Committee shall be held at least quarterly, or more often as needed to discharge the COC's primary duties related to the Strategic Plan.
2. All meeting locations shall be ADA compliant.

SECTION 5.2 SPECIAL MEETINGS

The Chairperson, in consultation with SMART staff and the Clerk of the Board may call a special meeting. The meeting shall be called and noticed as provided in Section 5.3 below.

SECTION 5.3 CALLING AND NOTICING OF OPEN MEETINGS

1. All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Brown Act, which mandates open meetings for legislative bodies. Information announcing the hearings must be well publicized and posted in advance. The SMART Clerk of the Board shall be given notice of all meetings.
2. Writings which are public records, and which are distributed during the Committee meeting shall be made available for public inspection at the meeting if prepared by the District or a member of the Committee, or after the meeting if prepared by some other person.

SECTION 5.4 QUORUM; VOTE; COMMITTEE OF THE WHOLE

1. The presence of a majority of the Committee members (5 members) shall constitute a quorum for the transaction of business. All official acts of the

Committee shall require the presence of a quorum and the affirmative vote of a majority of the members present. A quorum for the Committee is 5 members.

2. At any regularly called meeting not held because of a lack of a quorum, the members present may constitute themselves a “committee of the whole” for the purpose of discussing matters on the agenda of interest to the committee members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

SECTION 5.5 ATTENDANCE

1. All Members are expected to attend all meetings; however, it is anticipated that some members may not be able to attend all meetings for various reasons. If a member is unable to attend a meeting, he or she should notify SMART staff as soon as possible prior to the scheduled meeting.
2. If a member is absent from three Committee meetings in any twelve-month period or for two consecutive meetings without notifying SMART staff, the position shall automatically be vacated, and a successor shall be appointed to fill the remainder of that member’s term.

SECTION 5.6 MATTERS REQUIRING COMMITTEE ACTION

1. A matter requiring Committee action shall be listed on the posted agenda as an action item before the Committee may act upon it, with the potential action that will be taken noted.
2. Discussion of matters not properly agenzized is not allowed

SECTION 5.7 PUBLIC COMMENT

1. For a regular meeting, members of the public shall be given an opportunity to address the Committee either before or during the Committee’s consideration of the item, if it is listed on the agenda, or, if it is not listed on the agenda but is within the scope of the Committee jurisdiction, under the agenda item heading “Public Comments.”
2. Each member of the public shall limit their comments to three minutes. Any person addressing the Committee may submit written documents to complement their comments.
3. The Chairperson may change the time limit and/or the order of public comments as deemed appropriate but may not reduce the time limit to less than two minutes.

SECTION 5.8 GROUND RULES

1. When presentations are being made, they should proceed without interruption. Questions and comments should be made following the completion of the presentation.
2. The Chairperson may order any person removed from the Committee meeting who causes a disturbance, and the Chairperson may direct the meeting room cleared when deemed necessary to maintain order, unless the rest of the Committee determines otherwise by a majority vote.

ARTICLE VI

AGENDAS AND MEETING NOTICES

SECTION 6.1 AGENDA FORMAT

1. Starting time and meeting location
2. Instructions
3. Review and approval of draft action minutes from the last meeting
4. Confirm date and time of the next meeting
5. Public Comment

SECTION 6.2 AGENDA PREPARATION

SMART staff shall produce the agenda for each meeting in consultation with the District and the Committee Chairperson. Committee members may propose an agenda item through the Committee Chairperson. Material intended for placement on the agenda shall be set by staff on or before 12:00 Noon on the date established as the agenda deadline for the forthcoming meeting, which is generally two weeks before the meeting. SMART staff may withhold placement on the agenda of any matter which is not received in a timely manner, lacks sufficient information or is in need of staff review and report prior to Committee consideration.

SECTION 6.3 AGENDA POSTING AND DELIVERY

The written agenda for each regular meeting shall be posted by SMART staff at least 72 hours before the meeting is scheduled to begin. The agenda shall be posted in a location that is freely accessible to the public. Together with supporting documents, the agenda shall be delivered to each Committee member and the SMART General Manager at least 72 hours before each regular meeting and at least 24 hours before each special meeting.

SECTION 6.4 MEETING NOTICES

SMART staff shall provide notice of every regular meeting, and every special meeting to each person who has filed a written request for notice with SMART. The notice shall be provided at least one week prior to the date set for the meeting. Notice of special meetings called less than seven days prior to the date set for the meeting shall be given as SMART staff deems practical. All notices shall clearly indicate that reasonable accommodations will be provided on request.

SECTION 6.5 MEETING MINUTES

1. The Committee shall cause to be kept at the offices of SMART a record of minutes of all meetings and actions of the Committee and its subcommittees with the time and place of holding, the names of those present at the Committee meetings and subcommittee meetings, and the proceedings.
2. Draft minutes will be prepared by SMART staff and will be distributed with agendas before the next Committee meeting. Adoption of minutes shall occur at the next meeting with the support of the majority of the members present.

ARTICLE VII

MISCELLANEOUS

SECTION 7.1 PUBLIC INFORMATION LIST OF MEMBERS

The SMART Clerk of the Board shall maintain a public information list of members appointed to the Committee. The list shall include the name of the appointee, the date the term expires, and the affiliation and/or nominating organization, if any. The list shall be updated whenever there are changes in membership.

SECTION 7.2 STAFF SUPPORT

SMART staff shall prepare and distribute the Committee's agendas, notices, minutes, correspondence, and other documents. SMART staff shall maintain a record of all proceedings, reports and documents of the Committee as required by law and shall perform other duties as provided in these Bylaws.

SECTION 7.3 TRAINING

SMART staff shall provide initial Brown Act Training to all committee members upon appointment.

PASSED AND ADOPTED at a regular meeting of the Board of Directors of the Sonoma-Marín Area Rail Transit District held on the 07 day of December 2022

/s/

David Rabbitt
Chair, Board of Directors
Sonoma-Marín Area Rail Transit District

ATTEST:

/s/

Leticia Rosas-Mendoza
Clerk of Board of Directors
Sonoma-Marín Area Rail Transit District