



**BYLAWS OF THE
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY
BOARD OF DIRECTORS**

1.0 Amendments to Bylaws

- 1.1 The bylaws of the Southern California Regional Rail Authority (AUTHORITY) Board may be amended by a majority vote of the Board unless the proposed amendment violates federal, state, or other applicable law. (The Authority Voting Rules are attached hereto as Exhibit A and incorporated herein by reference.)
- 1.2 The Board Secretary shall be authorized to correct typographical and formatting errors in the bylaws without further Board consideration.

2.0 Board Officers

- 2.1 As a matter of practice, the Board has exercised its power to elect or re-elect a Chair and Vice-Chair so that the Chair changes bi-annually. The Board shall elect or re-elect the Chair and Vice-Chair on an annual basis. The term of each Board office shall be a calendar year. Alternates shall not serve as Chair or Vice-Chair.
- 2.2. The Chair shall preside over all Board meetings and shall serve as the designated spokesperson for the AUTHORITY Board. The Vice Chair shall fill the role of the Chair if the Chair is not present at a meeting.
- 2.3 The Vice-Chair shall automatically assume the Chair unless the Board elects a different member.
- 2.4 The Chair and Vice Chair shall rotate between the member agency county transportation commissions as follows:

Year	Chair	Vice Chair	2 nd Vice Chair
2011	Los Angeles	San Bernardino	Orange
2013	San Bernardino	Orange	Riverside
2015	Orange	Riverside	Ventura
2017	Riverside	Ventura	Los Angeles
2019	Ventura	Los Angeles	San Bernardino

- 2.5 The rotation shall continue in the same order after 2019.
- 2.6 In the event the Chair or Vice Chair are no longer a member of the Board, the Board shall elect a replacement officer at its next Board meeting at

which a quorum of members is present. The replacement officer shall be from the same county as the former officer.

2.7 If extenuating circumstances exist where neither the Chair or the Vice Chair is present, the following protocol shall be in place.

2.7.1 The Chair may appoint an acting Chair and Vice Chair for purposes of presiding over a Board meeting, except that both officers cannot be from the same member agency.

2.7.2 If neither the Chair nor Vice Chair is available, the Chief Executive Officer shall call the Board meeting to order if a quorum of members is present. The Board, by majority vote, shall appoint an acting Chair and Vice Chair for purposes of presiding over a Board meeting, except that both officers cannot be from the same member agency.

3.0 Ralph M. Brown Act

3.1 All meetings of the AUTHORITY and its standing committees shall be conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with Section 54950, Part 1, Division 2, Title 5 of the Government Code).

4.0 Robert's Rules of Order

4.1 The proceedings of the Board shall be governed by the provisions of law applicable thereto and, except as herein provided, suspended, or modified from time to time by the Board, by Robert's Rules of Order, newly revised.

4.2 Provided, further, that the failure to follow Robert's Rules of Order shall not invalidate any action taken. The General Counsel shall act as parliamentarian and, on request of the Chair, shall give parliamentary advice. To the extent that these rules and procedures are inconsistent with Robert's Rules of Order, these rules shall supersede Robert's Rules of Order.

5.0 Committees

5.1 The AUTHORITY shall have the following standing Committee:

5.1.1 Executive Management & Audit (EMAC). (The EMAC Roles and Responsibilities document is attached hereto as Exhibit B and incorporated herein by reference.)

- 5.2 The Chair may designate other standing Committees subject to concurrence of the Board. The Chair may designate ad hoc committees in the Chair's discretion.
- 5.3 The Chair shall make appointments to all Committees and designate a chair and vice chair for each standing Committee.
- 5.4 The CEO shall recommend and the Chair shall refer all staff reports and Board member motions to the Executive Management and Audit Committee or full Board.
- 5.5 A majority of the members of a Committee shall constitute a quorum. At each standing Committee, each member agency casts a maximum of one vote.
- 5.6 Any additional Board member present at a meeting of a Committee may attend as an observer, but may participate only if permitted in by these Bylaws or an incorporated Exhibit.
- 5.7 The Board may delegate to Committees any responsibilities authorized by law.

6.0 Consent Calendar

- 6.1 Items and motions approved by Committee without substantial changes shall be placed on a consent calendar on the next Board meeting.
- 6.2 Consent calendar items shall be considered for approval as single item during a Board meeting.
- 6.3 A Board member may request to remove an item from the consent calendar. In such a case, the remaining consent calendar shall be considered for approval as single item and items removed from the consent calendar shall be considered separately at the meeting.

7.0 Board Member Motions

- 7.1 All Board members may place written motions directly on a Board or Committee agenda by submitting the motions to the Board Secretary and referred to the appropriate Committee or the full Board by the Chair. The motion shall be considered by the Committee at its next meeting.
- 7.2 Notwithstanding the foregoing, a Board member may request that an item be agendized for a full Board Meeting. Also, items that are time sensitive and require consideration prior to the next Committee meeting shall be placed on the agenda of the next Board meeting.

- 7.3 Amending and substitute motions for items already on the Board agenda shall not be subject to these provisions.

8.0 Board Member Discussion

- 8.1 All Board members shall address the Chair to request to speak and shall be recognized in the order requested.
- 8.2 All Board members desiring to speak shall have the opportunity to speak once before other Board members speak again.

9.0 Public Comment

- 9.1 All requests to address the Board or Committee on either agenda or non-agenda items shall be submitted to the Board Secretary, or as permitted in the Chair's discretion.
- 9.2 Requests to speak shall be taken in the order received.
- 9.3 The Board under the direction of the Chair shall reserve the right to limit redundant or repetitive public comment.
- 9.4 No person shall address the Board or Committee until he/she has first been recognized by the Chair. All persons addressing the AUTHORITY shall give their name for the purpose of the record.
- 9.5 The Board shall provide an opportunity at Board and Committee meetings for the public to address the Board on each agenda item for up to three (3) minutes on each item, or at the discretion of the Chair.
- 9.6 If public comment is held for an agenda item, individual members of the public shall be allowed to speak for up to one (1) minute each, or at the discretion of the Chair.
- 9.7 The Board shall provide an opportunity for the public to address the Board on non-agenda items within the subject matter jurisdiction of the Board. Each speaker shall be allowed to speak to up to three (3) minutes. The combined total of comments for non-agenda items shall be limited up to a total of twenty (20) minutes at the conclusion of each Board meeting, or at the discretion of the Chair.

10.0 Removal from the Board Room

- 10.1 At the discretion of the Chair or upon vote of the Board, the Chair may order removal from the Board Room any person who commits the

following acts of disruptive conduct in respect to a regular, adjourned regular or special meeting of the Board of Directors.

- a. Disorderly, contemptuous or insolent behavior toward the Board or any member thereof, tending to interrupt the due and orderly course of said meeting;
- b. A breach of the peace, boisterous conduct or violent disturbance, tending to interrupt the due and orderly course of said meeting;
- c. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the Board; and
- d. Any other unlawful interference with the due and orderly course of said meeting; and

10.2 Any person so removed shall be excluded from further attendance at the meeting from which he/she has been removed, unless permission to attend is granted upon motion adopted by a majority vote of the Board, and such exclusion shall be executed by the Sergeant-at-Arms upon being so directed by the Chair.

- a. In addition, any person so removed on the basis of disruptive conduct described above may not be allowed to address the Board for up to a maximum of ninety (90) days. The period of prohibition from addressing the Board will be determined by the Chair, or the Board upon a vote, based on the number and severity of prior incidents of disruptive conduct.

VOTING RULES

Southern California Regional Rail Authority Board of Directors

In casting votes at SCRRA Board meetings, the rule of thumb is that Alternates only exercise the vote of their Principal (Regular Member) when the Regular Member is not in attendance, and other Regular Members exercise the remaining votes. Alternates will have only one vote -- the vote of the Principal that he or she represents unless there are no Regular Members present. If no Regular Members are present, the Alternates exercise the votes as set forth in the specific voting rules below.

Alternates are designated by the Chairman of the Member Agency. Members cannot designate Alternates.

A. Voting Rules for a Member Agency with One Vote:

1. If the Regular Member is present, then he or she has one vote.
2. If the Regular Member is not present, then the Alternate has one vote.

B. Voting Rules for a Member Agency with Two Votes:

1. If both Regular Members are present, then each has one vote.
2. If one Regular Member is present and the Alternate of the absent Regular Member is not present, then the Regular Member has two votes.
3. If one Regular Member is present, plus an Alternate whose Principal is not present, then the Regular Member has one vote and the Alternate has one vote. NOTE: A Member Agency may designate that an Alternate may substitute for either Regular Member.
4. If no Regular Members are present and two Alternates are present, each Alternate has the vote of his or her Principal.
5. If no Regular Members are present and one Alternate is present, then the Alternate has two votes.

C. Voting Rules for a Member Agency with Four Votes:

1. If all four Regular Members are present, then each Regular Member has one vote.
2. If three Regular Members are present:
 - (a) plus the Alternate of the absent Regular Member, then the Regular Members have one vote each and the Alternate has the one vote of his or her Principal Member.

(b) and the Alternate of the absent Regular Member is not present, then each Regular

3. If two Regular Members are present:

- (a) and none of the Alternates of the absent Regular Members are present, then each Regular Member has two votes.
- (b) plus the Alternates of both of the absent Regular Members, then the Regular Members have one vote each and each Alternate has the vote of his or her Principal.
- (c) plus the Alternate of one of the absent Regular Members, then the Regular Members split three votes ($1\frac{1}{2}$ votes each) and the Alternate has the vote of his or her Principal.

4. If one Regular Member is present:

- (a) and none of the Alternates of the absent Regular Members are present, then the Regular Member has all four votes.
- (b) plus the Alternates of all of the three absent Regular Members, then the Regular Member has one vote and the Alternates get the vote of his or her Principal Member.
- (c) plus the Alternates of two of the absent Regular Members, then the Regular Member has two votes and each Alternate has the vote of his or her Principal Member.
- (d) plus the Alternate of one of the absent Regular Members, then the Regular Member has three votes, and the Alternate has the vote of his or her Principal Member.

5. If no Regular Members are present:

- (a) and four Alternates are present, then each Alternate has one vote.
- (b) and three Alternates are present, then each Alternate has $1\frac{1}{3}$ votes.
- (c) and two Alternates are present, then each Alternate has two votes.
- (d) and one Alternate is present, then the Alternate has four votes.

Roles & Responsibilities of the
SCRRA Executive Management & Audit Committee
A Standing Committee of the SCRRA Board of Directors

Mission of the EMAC

The EMAC will assist the Board of Directors in fulfilling its audit oversight responsibilities with regards to the integrity of financial statements, compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of SCRRA's internal audit function, and government relations. The EMAC will assume audit responsibilities as provided herein and recommend action on all audit matters to the SCRRA Board of Directors. The Chief Executive Officer and the Board Secretary shall serve as primary staff to the EMAC.

Composition of the EMAC

The Executive Management and Audit Committee (EMAC) shall have five (5) members all of whom shall be regular voting members of the Board. The EMAC shall be chaired by the Chair of the Board of Directors. The EMAC shall have one member from each member agency be composed of the Chair, the Vice-Chair of the Board, the Second Vice-Chair of the Board, the immediate past Chair of the Board, and the Chair of the Board prior to the immediate past Chair. If either past chair no longer serves as a voting member of the board, their County may appoint another voting representative. Any County may appoint one (1) alternate (who also serves as a voting member) for its EMAC member who shall act in the absence of the designated representative. If neither the regular voting member or the designated alternate is available for an EMAC meeting, the Chair of the EMAC shall allow a replacement member (preferably another voting member, or if not available, then an alternate) to participate in the EMAC meeting.

Specific Functions of the EMAC

In the area of Executive Management:

- ✓ Responsible for the effective functioning of the SCRRA Board of Directors and for the maintenance and development of the Board-Chief Executive working relationship;
- ✓ Directing and coordinating the work of other standing Committees, if any;
- ✓ Develops new policy, governance and strategy recommendations for the Board of Directors that has broad-based implications to the Authority, including but not limited to SCRRA's Ethics Policy;
- ✓ Setting Board member performance standards and assessing Board performance;

Exhibit B

- ✓ Recommend scope of Board briefings, including such elements as orientation of new Board members, continuing education and training and mentoring program pairing new with senior Board members;
- ✓ Reviews policy issues as deemed necessary by the Chair of the Board of Directors;
- ✓ Monitors the Authority's overall activities including the operation of the Authority's Executive Office;
- ✓ Negotiates the Chief Executive Officer's annual performance targets, performs annual performance evaluations and compensation package;
- ✓ Reviews personnel related matters as determined by the Chief Executive Officer, including hearing appeals related to the discharge of employees;
- ✓ Review and recommend to the Board program and sessions planned for the annual Board of Directors' Workshop;
- ✓ Review the audit responsibilities of this committee annually to reassess its adequacy and recommend proposed changes to the Board;

In the area of Audit:

- ✓ Reviews with management and external auditor SCRRA's annual financial reports, audit reports and related footnotes and management letter;
- ✓ Exercise original jurisdiction over the Internal Audit Department and all of its work product;
- ✓ Reviews with management and external auditor any serious difficulties or disputes with management encountered during audits;
- ✓ Inquire of the CEO and the internal and external auditors and others as deemed appropriate regarding the fiscal health and financial status of the Authority relative to the adopted budget and otherwise;
- ✓ Oversight of the external auditor, including selection of the external audit firm. Reviews the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- ✓ Reviews external auditor's proposed audit scope and approach including coordination of the audit effort;
- ✓ Reviews with management the annual audit plan and quarterly reports, including management responses thereto;

Exhibit B

- ✓ Plays important role in monitoring the internal control process, including review and oversight of the policies and practices used to control the operations, accounting, and regulatory compliance of the Authority;
- ✓ Understands the scope of internal and external auditors' review of internal control over financial reporting and obtain reports on significant findings and recommendations, along with management responses;
- ✓ Inquires of external auditors, internal auditors and management about significant risks or exposures facing SCRRA and assess the steps management has taken or proposes to take to minimize such risks;
- ✓ Exercises oversight of regulatory compliance, discussing litigation of regulatory compliance risks with the SCRRA Board as necessary
- ✓ Reviews and provides recommendations to the Board regarding risk management matters;
- ✓ Works with the Executive Office to make recommendations to the Board as to the structure of an internal audit/Inspector General office