



# Independent Watchdog Committee Bylaws

## Article 1: Definitions

**1.1 2000 Transportation Expenditure Plan.** The plan for expending transportation sales tax (Measure B) funds, presented to the voters in 2000, and implemented in 2002.

**1.2 2014 Transportation Expenditure Plan.** The plan for expending transportation sales tax (Measure BB) funds, presented to the voters in 2014, and implemented in 2015.

**1.3 Agency.** A business or government organization established to provide a particular service.

**1.4 Alameda County Transportation Commission (Alameda CTC).** Alameda CTC is a joint powers authority resulting from the merger of the Alameda County Congestion Management Agency ("ACCMA") and the Alameda County Transportation Improvement Authority ("ACTIA"). The 22-member Alameda CTC Commission ("Commission") is comprised of the following representatives:

**1.4.1** All five Alameda County Supervisors.

**1.4.2** Two City of Oakland representatives.

**1.4.3** One representative from each of the other 13 incorporated cities in Alameda County.

**1.4.4** A representative from Alameda-Contra Costa Transit District ("AC Transit").

**1.4.5** A representative from San Francisco Bay Area Rapid Transit District ("BART").

**1.5 Alameda County Transportation Improvement Authority (ACTIA).** The governmental agency previously responsible for the implementation of the Measure B half-cent transportation sales tax in Alameda County, as approved by voters in 2000 and implemented in 2002. Alameda CTC has now assumed responsibility for administration of the sales tax.

**1.6 Appointing Party.** A person or group designated to appoint committee members.

**1.7 At-Large Member.** One of the 10 Independent Watchdog Committee (IWC) members representing supervisorial districts as described in Section 3.1.1 below.

**1.8 Bicycle and Pedestrian Advisory Committee (BPAC).** The Alameda CTC Committee that involves interested community members in the Alameda CTC's policy, planning, and implementation efforts related to bicycling and walking.

**1.9 Brown Act.** California's open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*

**1.10 Expenditures.** Costs incurred and paid for with funds generated from the Measure B and Measure BB sales taxes.

**1.11 Fiscal Year.** July 1 through June 30.

**1.12 Independent Watchdog Committee (IWC or "Committee").** The Alameda CTC Committee of individuals created by the Commission as required by Measure BB. This Committee was originally created by the ACTIA Board and called the Citizens Watchdog Committee as required by Measure B, and was continued by the Commission subsequent to the passage of Measure BB as the Independent Watchdog Committee. The Committee has the same composition as the Citizens Watchdog Committee required by Measure B. The Committee reports directly to the public and has the responsibility of reviewing all Measure B expenditures and reviewing and overseeing all Measure BB expenditures and performance measures of the agency, as appropriate. IWC members are Alameda County residents who are not elected officials at any level of government, nor individuals in a position to benefit personally in any way from the sales tax.

**1.13 Local Newspapers.** Periodical publications typically published weekly or daily that serve a city, cities or unincorporated communities within Alameda County, whereby the contents are reasonably accessible to the public. On-line publications of these periodicals are included in this definition.

**1.14 Measure B.** The measure approved by the voters authorizing the half-cent sales tax for transportation services now collected and administered by the Alameda CTC and governed by the 2000 Transportation Expenditure Plan. Collections for the sales tax authorized by Measure B began on April 1, 2002 and extends through March 31, 2022.

**1.15 Measure BB.** The measure approved by the voters authorizing the sales tax for transportation services collected and administered by the Alameda CTC and governed by the 2014 Transportation Expenditure Plan. Measure BB augments the half-cent Measure B sales tax by a half cent, beginning April 1, 2015 through March 31, 2022. The full one-cent sales tax authorized by Measure BB will begin April 1, 2022 and will extend through March 31, 2045.

**1.16 Measure B Program.** Transportation or transportation-related program specified in the 2000 Transportation Expenditure Plan for funding transportation programs and projects on a percentage-of-revenues or grant allocation basis.

**1.17 Measure BB Program.** Transportation or transportation-related program specified in the 2014 Transportation Expenditure Plan for funding transportation programs and projects on a percentage-of-revenues or grant allocation basis.

**1.18 Measure B Project.** Transportation and transportation-related capital projects specified in the 2000 Transportation Expenditure Plan for funding in the amounts allocated in the 2000 Transportation Expenditure Plan.

**1.19 Measure BB Project.** Transportation and transportation-related capital projects specified in the 2014 Transportation Expenditure Plan for funding in the amounts allocated in the 2014 Transportation Expenditure Plan.

**1.20 Monitor.** To observe, track, or keep a record of Measure projects, programs, and expenditures.

**1.21 Organizational Meeting.** An organizational meeting of the IWC will be held in July to elect officers and adopt the annual calendar/work plan and review the Alameda CTC budget related to IWC.

**1.22 Organizational Member.** One of the seven IWC members representing organizations as described in Section 3.1.2 below.

**1.23 Oversee.** To watch over Measure BB expenditures and performance measures.

**1.24 Paratransit Advisory and Planning Committee (PAPCO).** The Alameda CTC Committee that meets to address funding, planning, and coordination issues regarding paratransit services in Alameda County. Members must be Alameda County residents and eligible users of any transportation service available to seniors and people with disabilities in Alameda County. PAPCO is supported by a Paratransit Technical Advisory Committee comprised of Measure B and Measure BB-funded paratransit providers in Alameda County.

**1.25 Performance Measures.** Quantifiable methods, adopted by the Commission, used to assess how well the Alameda CTC is achieving its adopted objectives for Measure BB projects and programs.

**1.26 Planning Area.** Geographic groupings of cities and Alameda County for planning and funding purposes. North County: Alameda, Albany, Berkeley, Emeryville, Oakland, Piedmont; Central County: Hayward, San Leandro, unincorporated county (near Hayward); South County: Fremont, Newark, Union City; East County: Dublin, Livermore, Pleasanton, the unincorporated area of Sunol.

**1.27 Subcommittee.** A subset of the IWC, less than a quorum, usually organized for a certain purpose.

## **Article 2: Purpose and Responsibilities**

**2.1 Committee Purpose.** The Committee is appointed pursuant to Measure B and Measure BB: 1) to review all expenditures of the Measure B transportation sales tax; 2) to review and oversee all expenditures and performance measures, as appropriate, of the Measure BB transportation sales tax; 3) to monitor Measure B and Measure BB funded projects and programs; and 4) to report directly to the public.

**2.2 Committee Roles and Responsibilities from Expenditure Plan.** As defined by the Measure B and Measure BB Transportation Expenditure Plans, the roles and responsibilities of the Committee include:

**2.2.1** Hold public hearings and issue reports, on at least an annual basis, to inform Alameda County residents about how the sales tax funds are being spent. The hearings will be open to the public and must be held in compliance with the Brown Act, California's open meeting law, with information announcing the hearings well-publicized and posted in advance.

**2.2.2** Have full access to Alameda CTC's independent auditor and have the authority to request and review specific information regarding use of the sales tax funds and to comment on the auditor's reports.

**2.2.3** Publish an independent annual report, including any concerns the committee has about audits it reviews. The report will be published in local newspapers and will be made available to the public in a variety of forums to ensure access to this information.

**2.2.4** Provide a balance of viewpoints, geography, age, gender, ethnicity and income status, to represent the different perspectives of the residents of the county.

**2.3 Additional Responsibilities.** Additional IWC member responsibilities are to:

**2.3.1** Communicate from time to time to the Alameda CTC by resolution, suggestions and concerns pertinent to the administration and expenditure of Measure B and Measure BB funds.

**2.3.2** Communicate as necessary to recommend that an appointing party appoint a new member when there is a vacancy or upcoming end of term.

### **Article 3: Members**

**3.1 Number of Members.** The IWC will consist of 17 members.

**3.1.1** Ten members shall be at-large, two each representing the five supervisorial districts in Alameda County, one of the two nominated by a member of the Board of Supervisors and one of the two selected by the Alameda County Mayors' Conference.

**3.1.2** Seven of the members shall be nominated by the seven organizations specified in the 2014 Transportation Expenditure Plan: East Bay Economic Development Alliance; Alameda County Labor Council; Alameda County Taxpayers' Association; Alameda County Paratransit Advisory and Planning Committee; Bike East Bay, formerly known as East Bay Bicycle Coalition; League of Women Voters; and Sierra Club.

**3.2 Appointment.** The Commission will make appointments in the following manner:

**3.2.1** Each member of the Alameda County Board of Supervisors shall select one At-Large Member to represent his or her supervisorial district.

**3.2.2** The Alameda County Mayors' Conference shall select one At-Large Member to represent each of the five supervisorial districts.

**3.2.3** Each organization listed in Section 3.1.2 above shall, subject to approval by the Commission, select one organizational member.

**3.3 Membership Qualification.** Each IWC member shall be an Alameda County resident. An IWC member shall not be an elected official at any level of government; or be a public employee of any agency that oversees or benefits from the proceeds of Measure B and Measure BB transportation sales taxes; or have any economic interest in any project or program.

**3.4 Membership Term.** Appointments for at-large members shall be for two-year terms. There is no maximum number of terms a member may serve. Members may serve until the Commission appoints their successor.

**3.5 Attendance.** Members will regularly attend meetings. Accordingly, more than three consecutive absences is cause for removal from the Committee.

**3.6 Termination.** A member's term shall terminate on the occurrence of any of the following:

**3.6.1** The member voluntarily resigns by written notice to the chair or Alameda CTC staff.

**3.6.2** The member fails to continue to meet the qualifications for membership, including attendance requirements.

**3.6.3** The member becomes incapable of continuing to serve.

**3.6.4** The appointing party or the Commission removes the member from the Committee.

**3.7 Vacancies.** An appointing party shall have the right to appoint (subject to approval by the Commission) a person to fill the vacant member position. Alameda CTC shall be responsible for notifying an appointing party of such vacancy and for urging expeditious appointment of a new member, as appropriate.

#### **Article 4: Officers**

**4.1 Officers.** The IWC shall annually elect a chair and vice chair. Each officer must be a duly appointed member of the IWC.

**4.1.1 Duties.** The chair shall preside at all meetings and will represent the IWC before the Commission to report on IWC activities. The chair shall serve as a voting ex-officio

member of all subcommittees except a nominating subcommittee (when the IWC discusses the chair position). The vice chair shall assume all duties of the chair in the absence of, or on the request of the chair.

**4.2 Office Elections.** Officers shall be elected by the members annually at the Organizational Meeting or as necessary to fill a vacancy. An individual receiving a majority of votes by a quorum shall be deemed to have been elected and will assume office at that meeting following the election. In the event of multiple nominations, the vote shall be by ballot. Officers shall be eligible for re-election indefinitely.

## **Article 5: Meetings**

**5.1 Open and Public Meetings.** All IWC meetings shall be open and public and governed by the Brown Act. Public comment shall be allowed at all IWC meetings. The time allotted for comments by a member of the public in the general public comment period or on any agenda item shall be up to 3 minutes per speaker at the discretion of the chair. Written comments may be submitted prior to the meeting. The number of IWC meetings, including regular meetings, sub-committee meetings, special meetings and public hearings, will be limited to the number of meetings approved in Alameda CTC's annual overall work program and budget, as approved by the Commission.

**5.2 Regular Meetings.** The IWC shall have a regular meeting at least once per quarter. Prior to each Organizational Meeting, the outgoing chair shall cause all members to be canvassed as to their available meeting times and shall recommend the day and time that best accommodates the schedules of all members, giving due regard to accommodating the schedule of any continuing member who has missed meetings due to a conflict in the prior year. Annually, at the Organizational Meeting, IWC shall establish the schedule of regular meetings for the ensuing year. Meeting dates and times may be changed and additional regular meetings scheduled during the year by action of the IWC.

**5.3 Quorum.** For purposes of decision making, a quorum shall consist of at least half (50 percent) plus one of the total number of members appointed at the time a decision is made. Members will not take actions at meetings with less than 50 percent plus one members present. Items may be discussed and information may be distributed on any item even if a quorum is not present; however, no action can be taken, until the Committee achieves a quorum.

**5.4 Special Meetings.** Special meetings may be called by the chair or by a majority of the members requesting the same in writing given to the chair, with copies to the vice chair and the Executive Director, specifying the matters to be considered at the special meeting. The chair or vice chair shall cause notice of a special meeting stating the matters to be considered to be given to all IWC members and posted and published in accordance with the Brown Act.

**5.5 Public Hearing.** At least annually, prior to publication of IWC's annual report, IWC shall conduct a public hearing on a draft of the IWC annual report. Each public hearing shall be conducted as part of a regular meeting.

**5.6 Agenda.** All meetings shall have a published agenda. Items for a regular meeting agenda may be submitted by any member to the chair and Alameda CTC staff. The Commission and/or Alameda CTC staff may also submit items for the agenda. Agenda planning meetings are held approximately three weeks prior to each IWC meeting. Alameda CTC staff will notify all IWC members when this meeting is established and remind members to submit any agenda item requests to the chair at least one day prior to the agenda planning meeting date. At the agenda planning meeting, the chair and Alameda CTC staff will discuss any agenda items submitted to the chair. Every agenda shall include a provision for members of the public to address the Committee. The chair and the vice chair shall review the agenda in advance of distribution. Copies of the agenda, with supporting material and the past meeting minutes, shall be mailed to members and any other interested parties who request it. The agenda shall be posted on the Alameda CTC website and in the Alameda CTC office and provided at the meeting, all in accordance with the Brown Act.

**5.7 Roberts Rules of Order.** The rules contained in the latest edition of "Roberts Rules of Order Newly Revised" shall govern the proceedings of the IWC and any subcommittees thereof to the extent that the person presiding over the proceeding determines that such formality is required to maintain order and make process, and to the extent that these actions are consistent with these bylaws.

**5.8 Place of Meetings.** IWC meetings shall be held at the Alameda CTC offices, unless otherwise designated by the Committee. Meeting locations shall be within Alameda County, accessible in compliance with the Americans with Disabilities Act of 1990 (41 U.S.C., Section 12132) or regulations promulgated thereunder, shall be accessible by public transportation, and shall not be in any facility that prohibits the admittance of any person, or persons, on the base of race, religious creed, color, national origin, ancestry, or sex, or where members of the public may not be present without making a payment or purchase.

**5.9 Meeting Conduct.** IWC members shall conduct themselves during meetings in a manner that encourages respectful behavior and provides a welcoming and safe environment for each member and staff member characterized by an atmosphere of mutual trust and respect. Members shall work with each other and staff to respectfully, fairly, and courteously deal with conflicts if they arise.

## **Article 6: Subcommittees**

**6.1 Establishment.** The IWC may establish subcommittees when advisable and as necessary subject to the approved Alameda CTC overall work program and budget as approved by the Commission to conduct an investigation or to draft a report or other document within the authority of the IWC or for other purposes within the IWC's authority.

**6.2 Membership.** IWC members will be appointed to subcommittees by the IWC or by the chair. No subcommittee shall have fewer than three members, nor will a subcommittee have sufficient members to constitute a quorum of the IWC.

## **Article 7: Records and Notices**

**7.1 Minutes.** Minutes of all meetings, including actions and the time and place of holding each meeting, shall be kept on file at the Alameda CTC office. Alameda CTC staff will prepare and include full minutes in meeting packets prior to each regular IWC meeting.

**7.2 Attendance Roster.** A member roster and a record of member attendance shall be kept on file at the Alameda CTC office.

**7.3 Brown Act.** All meetings of the IWC will comply with the requirements of the Brown Act. Notice of meetings and agendas will be given to all members and any member of the public requesting such notice in writing and shall be posted at the Alameda CTC office at least 72 hours prior to each meeting. Members of the public may address the IWC on any matter not on the agenda and on each matter listed on the agenda, in compliance with the Brown Act and time limits, up to three minutes per speaker, set at the discretion of the chair.

**7.4 Meeting Notices.** Meeting notices shall be in writing and shall be issued via U.S. Postal Service, Alameda CTC website, personal delivery, and/or email. Any other notice required or permitted to be given under these bylaws may be given by any of these means.

## **Article 8: General Matters**

**8.1 Per Diems.** Committee members shall be entitled to a per diem stipend for meetings attended in amounts and in accordance with policies established by the Alameda CTC.

**8.2 Conflicts of Interest.** A conflict of interest exists when any Committee member has, or represents, a financial interest in the matter before the Committee. Such direct interest must be significant or personal. In the event of a conflict of interest, the Committee member shall declare the conflict, recuse himself or herself from the discussion, and shall not vote on that item. Failure to comply with these provisions shall be grounds for removal from the Committee.

**8.3 Amendments to Bylaws.** These bylaws will be reviewed annually, and may be amended, repealed, or altered, in whole or in part, by a vote taken at a duly constituted Committee meeting at which a quorum is present, as a recommendation to the Commission for approval.

**8.4 Public Statements.** No member of the Committee may make public statements on behalf of the Committee without authorization by affirmative vote of the Committee, except the chair, or in his or her place the vice chair, when making a regular report of the Committee activities and concerns to the Alameda CTC. This does not include presentations about the Committee to city councils, which all Committee members have a responsibility to make.

**8.5 Conflict with Governing Documents.** In the event of any conflict between these bylaws and the July 2000 Transportation Expenditure Plan, the January 2014 Transportation Expenditure Plan, California state law, or any action lawfully taken by ACTIA or the Alameda CTC, the Transportation Expenditure Plans, state law or the lawful action of ACTIA or the Alameda CTC shall prevail.



**8.6 Staffing.** Alameda CTC will provide staffing to the Committee including preparation and distribution of meeting agendas, packets, and minutes; tracking of attendance; and stipend administration.

**8.7 Economic Interest.** Each Committee member shall, no later than March 15 of every year, prepare and file with Alameda CTC a statement of economic interest in the form required by law, currently Form 700 which can be found on the California Fair Political Practices Commission website, <http://www.fppc.ca.gov/index.php?id=500>.