

**AMENDED BY-LAWS OF THE
SAN JOAQUIN JOINT POWERS AUTHORITY**
(Revised March 10, 2022)

ARTICLE 1 - Definitions and Membership

SECTION 1.1: The words and terms defined in Section 1 of the San Joaquin Joint Powers Authority's Joint Exercise of Powers Agreement (JEPA) shall have the same meaning herein.

SECTION 1.2: Board Members and their Alternates shall be appointed and hold office as provided in the JEPA.

SECTION 1.3: "Voting Board Members" include Board Members and Alternates representing a Member Agency in their respective Board Member's absence.

ARTICLE 2 - Election of Officers

SECTION 2.1: Nomination and election of a Chairperson and at least one Vice-Chairperson shall be held at the first meeting of the Board and thereafter at the biennial first meeting in January. The Chairperson and Vice-Chairperson(s) shall each be a Board Member. The terms of the office of the Chairperson and Vice-Chairperson(s) shall be for two years to extend from the election of officers at the close of the regular meeting at which said officers are elected, or until a successor is duly elected. Any vacancy during the term shall be filled by nomination and election for the remainder of the term. No member may serve more than two consecutive terms as Chairperson or Vice-Chairperson of the Board. Any Chairperson or Vice-Chairperson who does not complete a first or second two-year term shall nonetheless be deemed to have served a full two-year term for all purposes.

SECTION 2.2: Nominations may be made from the floor by any Voting Board Member.

SECTION 2.3: An election for the office of Chairperson and Vice-Chairperson(s) shall be held immediately after nominations have been declared closed by the Chairperson. Voting Board Members shall vote on the Chairperson and Vice Chairperson(s).

SECTION 2.4: Officers shall take office immediately after the election, or as soon thereafter as practicable, and shall serve until disqualified or until their successors are duly elected.

ARTICLE 3 - Duties of Officers

SECTION 3.1: The Chairperson shall preside at all meetings, decide questions of parliamentary procedure, call special meetings and perform other functions and duties as may be prescribed by appropriate authority or which is customary for the office of Chairperson. The Chairperson may regulate the order of presentations to the SJJPA and may also regulate the time allowed to each person making presentations.

SECTION 3.2: The Vice-Chairperson(s) shall perform the functions and duties of the Chairperson in their absence. In the absence of the Chairperson and Vice-Chairperson, the Board Members present shall select a presiding officer pro tempore by motion entered into the minutes, from among the members present. If the office of the Vice-Chairperson becomes vacant, the SJJPA Board shall elect a successor to such office from its membership at the next regular meeting.

SECTION 3.3: The Executive Director shall be an employee of the Managing Agency and shall serve at the pleasure of the Board of the SJJPA. The Executive Director shall perform or supervise the administrative and secretarial work of the SJJPA. Specifically the Executive Director shall perform the duties set forth in Section 8 of the JEPa.

SECTION 3.4: The Secretary of the SJJPA shall be the Secretary of the Managing Agency. The Secretary of the SJJPA shall keep minutes of all meetings and shall, as soon as possible after each meeting, forward a copy of the minutes to each member of the SJJPA (Board Members and Alternates).

ARTICLE 4 - Purchasing Agent

SECTION 4.1: The Executive Director is designated as Purchasing Agent for the SJJPA. The Executive Director may delegate all or a portion of the purchasing duties to any qualified staff member in accordance with the Procurement Policies and Procedures (Procurement Policies) adopted by the Managing Agency. The Purchasing Agent shall have the purchasing authority in accordance with the Procurement Policies.

ARTICLE 5 - Expenditure Authority

SECTION 5.1: The Executive Director shall have authority to approve expenditures consistent with the approved SJJPA Budget that are routine and re-occurring in nature and are necessary in order to conduct the ordinary day to day activities of SJJPA including the San Joaquin Service (monthly lease payments, benefits, utilities, communications, and similar items), and to make purchases and execute contracts in accordance with Article 4 of these Bylaws. The expenditure authority amount of the Executive Director's shall be as set forth in the Procurement Policies and/or by resolution adopted by the Board.

ARTICLE 6 - Meetings

SECTION 6.1: Regular meetings of the Board of the SJJPA shall be held at a time and place within the boundaries of any Member Agency. A regular meeting time and place shall be specified by the Board. It is anticipated that the Board will move the places of its meetings among its various Member Agencies. Prior to the end of any regular meeting, the place for the next regular meeting shall be announced and shall then be shown on the Agenda for the next regular meeting. If at any time a regular meeting falls on a holiday, the regular meeting shall be held the next day at the regularly scheduled time and place or at such time and place designated by the Board's Chairperson. Any regular meeting may be adjourned to a designated hour and place and when so adjourned, shall be considered as a regular meeting.

SECTION 6.2: The Board of the SJJPA may establish standing and ad hoc advisory committees as it deems appropriate to advise the SJJPA Board Members on matters relating to specific areas of Rail Passenger Service and future Rail Passenger Service. The purpose, composition and function of any committee shall be specified by the Board of the SJJPA. Any standing or ad hoc committees of the SJJPA shall meet on the call of their respective chairperson.

SECTION 6.3: The Steering Committee of the California Department of Transportation (Caltrans) Rail Task Force (known as the "San Joaquin Valley Rail Committee") shall remain in existence and shall become the Steering Committee of the SJJPA for the purpose of advising the SJJPA once administrative responsibility of the San Joaquin intercity rail service has been transferred to the SJJPA. Members of the SJJPA Board may not also concurrently serve as a member of the Steering Committee of the Caltrans Rail Task Force as provided in Section 19.1 of the JEPa.

ARTICLE 7 - Conduct of Meetings

SECTION 7.1: All meetings of the Board of the SJJPA, including without limitation, regular adjourned, regular, and special meetings, shall be called, noticed, held and conducted, and all agendas associated therewith shall be posted, in accordance with the provisions of section 54950 and following of the California Government Code cited as the "Brown Act". Except as otherwise provided by the Brown Act, Robert's Rules of Order shall govern all proceedings.

SECTION 7.2: It shall be the policy of the SJJPA Board to entertain the opinions of any person, firm, or corporation relative to any pending matter. The Chairperson shall, however, have the prerogative to limit the time of any presentations.

SECTION 7.3: The Chairperson may, with the approval of a majority of the representatives present, adjourn any meeting to a time and location of their choice.

SECTION 7.4: The Chairperson's decision on any procedural question shall be final, provided that any Voting Member can appeal a decision on a procedural question to the full Board.

SECTION 7.5: All votes shall be cast by the person or persons authorized to do so. No proxy, absentee, or fractional votes may be cast.

SECTION 7.6: The Chair of the Board of Directors shall have sole discretion whether to allow any member of the Board of Directors to attend and participate via teleconference in any meeting of the Board of Directors. Any teleconference attendance and participation approved by the Chair of the Board of Directors shall comply with the requirements in Government Code Section 54953(b).

ARTICLE 8 - Closed sessions

SECTION 8.1: Closed sessions will be held in conformance with the Brown Act.

ARTICLE 9 - Operations

SECTION 9.1: A majority of the voting Member Agencies (Board Members or their Alternates acting in place of an absent Board Member) shall constitute a quorum for the transaction of business and all official acts of the SJJPA and must be present to conduct and approve the business of the SJJPA. However, if there is not a quorum, a lesser number or the Secretary of the SJJPA may adjourn the meeting from time to time until there is a quorum. No action may be taken by the Board except upon the affirmative vote of at least a majority of its Member Agencies. All actions shall be by voice vote unless a roll call vote is requested by the Chairperson or any Voting Board Member or otherwise required.

SECTION 9.2: These By-laws may be amended by the following procedure: Written notice of any proposed amendment shall be submitted to all Board Members at least ten (10) days prior to any regular or special meeting of the SJJPA. Written notice need not be required if the proposed amendment is submitted to the Board of the SJJPA at a regular meeting of the SJJPA Board prior to a subsequent meeting at which the amendment is considered. If the proposed amendment is adopted by a two-thirds affirmative vote of the Voting Board Members, the amendment shall be adopted and become effective immediately. In the event of any conflict between these Bylaws and the Joint Exercise of Powers Agreement, the latter shall prevail.