BYLAWS OF THE YUBA-SUTTER TRANSIT AUTHORITY BOARD OF DIRECTORS

Adopted December 17, 2015

ARTICLE I. NAME

The Yuba-Sutter Transit Authority has been in continuous existence since July of 1975 and is governed by its most recent "Joint Powers Agreement for the Yuba-Sutter Transit Authority" dated December 17, 2001; adopted by its member jurisdictions in February 2002; and, effective March 1, 2002. In these Bylaws, the Yuba-Sutter Transit Authority shall be referred to as the "Authority".

ARTICLE II. PURPOSES

The purpose of this Authority is to act as the legal entity to administer and provide transit and transportation facilities and services in Yuba County, Sutter County, Marysville, Yuba City, and such other areas as agreed to by the Authority.

ARTICLE III. POWERS AND AUTHORITIES

The Authority shall possess those powers and be subject to the those limitations as set forth in its Joint Powers Agreement described in Article I of these Bylaws as the same may be amended from time to time. In addition thereto, the Authority shall have those powers which are reasonably implied and inherent in the nature of its purpose for existence.

ARITICLE IV. MEMBERSHIP

The Governing Board of the Authority consists of eight Board Members, the appointment of which are governed by the Authority's Joint Powers Agreement.

ARTICLE V. CHAIRMAN AND VICE CHAIRMAN

The Board shall annually elect a Chairman and Vice Chairman. The Chairman shall preside over all meetings of the Authority's Board of Directors. In the Chairman's absence the Vice Chairman shall serve in the place of the Chairman. The Chairman may call special meetings but shall have no other power or authority greater than any other member of the Board. In the absence of the Chairman and Vice Chairman, a majority of the Board may designate from among its members an individual to act as Chairman Pro Tempore.

ARITCLE VI. QUORUM

A quorum for the purpose of voting on any matters which come before the Board for action shall be constituted whenever there is in attendance at least five (5) regular or alternate representatives.

ARITCLE VII. VOTING

Business shall be brought before the Board of Directors of the Authority. Formal action of the Authority Board shall be made by motion of one of its members and shall be seconded. Any member of the Board, including its Chairman, may make or second any motion. Once the motion has been properly made and seconded, the Chairman shall allow for reasonable debate among the members of the Board. Following debate, the Chairman shall call for a vote and shall have the discretion to call for a roll call vote on any item. Except as otherwise required by law, the affirmative vote of at least three (3) Board Members shall be required to pass any motion. A vote to abstain (or any other vote that is not for or against a motion) shall not be construed as a vote for or against a motion. The Board Member who votes in such fashion shall be counted for purposes of constituting a quorum but the vote shall not be considered for determining whether or not the motion passed or failed.

ARITCLE VIII. MEETINGS AND NOTICE

Section A. Regular Meetings:

Regular meetings of the Board will be held once a month at a time and place to be established in advance by a Resolution of the Board of Directors.

Section B. Special Meetings:

A special meeting of the Board of Directors may be called at any time by the Chairman of the Board, or by a majority of the members of the Board subject to the requirement for 24-hour written notice to the members and to the requesting representatives of the media provided in Section 54956 of the California Government Code. The notice of a special meeting shall specify the time and place of the meeting and the business to be transacted. No other business shall be considered at the meeting.

Section C. Meetings, Notices and Agendas:

The procedure for conducting meetings, giving notice of meetings, posting of agendas, and similar matters shall be governed by the provision of Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code (Sections 54950 through 54953) entitled "Meetings" and known as the Ralph M. Brown Act as it now exists and any successor statutes or amendments thereto.

Section D. Attendance:

If a regular voting member cannot attend any meeting of the Board, they have the responsibility to advise an alternate member so that the alternate member may attend in the regular member's absence.

ARTICLE IX. STAFF/ORGANIZATION CHART

The Authority may provide for the recruitment of staff and the organizational chart in that regard. The Authority Board may appoint a Transit Manager as its Executive Director who shall serve at the pleasure of the Board. The Transit Manager, or their designee, shall serve as the Clerk of the Board of Directors and shall be responsible to keep its minutes, resolutions and other records, as required.

ARTICLE X. AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by a vote of two-thirds (2/3) of the voting membership (i.e. six members voting in the affirmative). No amendments to the Bylaws can be considered which directly or indirectly extend additional powers or authorities to the Board. All requested amendments must be submitted as an agenda item and two separate readings of the proposed amendment (each at a separate and different meeting of the Board) must be undertaken before the amendment can be officially adopted and considered as an effective part of the Board Bylaws.