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# RESOLUTION

WHEREAS, the Mass Transit Department Board ("MTDB") first established its advisory board, known as the Citizen's Advisory Committee ("CAC"), through resolution dated April 26, 1988; and

WHEREAS, the MTDB re-established the CAC and its powers and duties through a resolution dated March 10, 1992; and

WHEREAS, the MTDB re-established the CAC and its powers and duties for a third time by resolution dated August 10, 1993; and

WHEREAS, the MTDB amended the powers and duties of the CAC through resolutions dated May 25, 2004, August 22, 2006, and February 10, 2009; and

WHEREAS, through resolution dated December 1, 2009, the MTDB consolidated the four resolutions in effect regarding the establishment of the CAC and its powers and duties, and amended the process for seating alternate members of the Committee.

WHEREAS, the resolution establishing the CAC provides that the CAC shall adopt, subject to approval of the Board, such rules and regulations for the conduct of its proceedings in carrying out the purposes for which the CAC was created; and

WHEREAS, at its regularly scheduled meeting on November 17, 2009, the CAC adopted by-laws to govern its proceedings; and

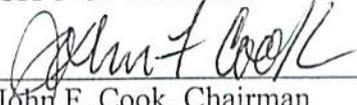
**NOW, THEREFORE, BE IT RESOLVED BY THE MASS TRANSIT DEPARTMENT BOARD OF THE CITY OF EL PASO:**

THAT the Mass Transit Department Board approves the by-laws adopted by the Citizen's Advisory Committee for the conduct of its proceedings in carrying out the purposes for which the Committee was created.

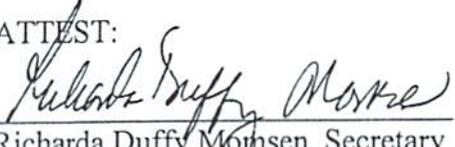
ADOPTED this 1<sup>st</sup> day of December, 2009.

(Signatures begin on following page)

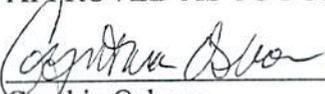
CITY OF EL PASO

  
\_\_\_\_\_  
John F. Cook, Chairman  
Mass Transit Department Board

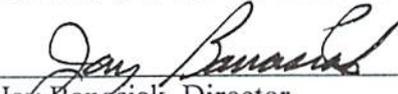
ATTEST:

  
\_\_\_\_\_  
Richarda Duffy Mohnsen, Secretary  
Mass Transit Department Board

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Cynthia Osborn  
Assistant City Attorney

APPROVED AS TO CONTENT:

  
\_\_\_\_\_  
Jay Banasiak, Director  
Mass Transit Department

**CITIZEN'S ADVISORY COMMITTEE  
FOR THE  
MASS TRANSIT DEPARTMENT BOARD OF EL PASO, TEXAS  
BYLAWS**

The Citizen's Advisory Committee for the Mass Transit Department Board of the City of El Paso was originally established through resolution by the Mass Transit Department Board on April 26, 1988 and most recently re-established through a resolution dated December 1, 2009.

**Purpose:**

The Citizens Advisory Committee for the Mass Transit Department Board (hereinafter referred to the CAC or the Committee) hereby adopts these Bylaws to govern its proceedings and carry out the purposes for which the CAC was created, not inconsistent with the charter, the resolution(s) establishing the CAC, or any ordinances of the City of El Paso. These Bylaws shall be supplementary to the regulations, resolutions and ordinances governing the CAC, as any may be subsequently amended by the Mass Transit Department Board and/or El Paso City Council. These Bylaws are not intended to, nor shall they be construed to have the effect of conflicting with or superseding the City of El Paso Code.

**ARTICLE I – Membership**

1. Membership of the CAC shall consist of nine (9) members and three (3) alternates from the City of El Paso. The nine members will be appointed by the Mass Transit Department Board, each having one appointment. The alternates shall each be recommended from the CAC to the Mass Transit Department Board, for its approval.
2. The beginning of the terms for all members and alternates shall be November 1. Terms of office for the members and alternates shall be for two years. Members and alternates serve at the will of the Mass Transit Department Board and are subject to removal under the terms of the City Charter concerning officers appointed by the Mayor and the City Council.
3. Upon expiration of a full term, a member or an alternate may be reappointed to serve subsequent terms; there are no limits to consecutive reappointments for either members or alternates.
4. When the term of office of any member or alternate of the CAC expires, the member or alternate shall continue to serve until his/her successor is appointed and qualified, or thirty days have passed following the expiration of the term, whichever event occurs first. Any holding over past the thirty day period is prohibited, and after that time a vacancy on the CAC shall exist and the former member or alternate shall have no power to vote or participate in the CAC meeting proceedings; but such vacancy shall not serve to reduce the number of members required for a quorum. The Director of Sun Metro shall notify the appropriate Mass Transit Department Board member of the vacancy of a member, or the CAC of the vacancy of an alternate.
5. Any regular member resigning his/her membership shall communicate said resignation in writing to the Mass Transit Department Board Member that appointed him/her, with a

copy to the Director of Sun Metro, who will in turn communicate the resignation to the CAC.

6. Any alternate member resigning his/her membership shall communicate said resignation in writing to the CAC, with a copy to the Director of Sun Metro.
7. The Director of Sun Metro shall serve as the Secretary of the CAC without right to vote and shall not be counted for purposes of establishing a quorum.

## ARTICLE II – Officers

1. The officers of the CAC shall be the Chair and the Vice-Chair. The officers shall be elected annually during the first regularly scheduled meeting of the calendar year, but, in any case, shall hold office until their successors have been elected and qualified. Only regular members of the CAC are eligible to serve as officers of the CAC. Alternate members may not be elected to the positions of either Chair or Vice-Chair of the Committee.
2. Election of officers shall take place as the first order of business at the first regularly scheduled meeting of the calendar year and the Officers-elect shall assume office immediately upon close of the election procedures.
3. A quorum of the CAC shall be required before any election shall occur. Elections completed without such quorum shall be void and shall require an additional election.
4. Only current CAC members and alternates serving for members who are absent, who are in good standing, shall be eligible to vote in the election of officers.
5. All elections of officers shall be for a term of one (1) calendar year only.
6. No person elected as an officer shall be eligible for reelection to that position in the consecutive year. A member may be elected to the same position after at least one year of terminating that position
7. In the event of a tie vote for the election of Chair or Vice-Chair, a coin toss shall be used to determine the newly elected person to the position. The Director of Sun Metro, or such Director's designee, shall be responsible for conducting said coin toss.
8. The Chair shall call for nominations from the floor for the position of Chair of the CAC. Nominations shall require a second. Nominations shall be accepted and closed by a show of hands. Election of the Chair shall be completed by a show of hands. The election shall be accepted and closed by a show of hands. The election takes effect immediately, unless the elected party declines to accept the position. Should the party decline, these procedures shall be repeated.
9. The newly elected Chair shall call for nominations from the floor for the position of Vice-Chair of the CAC. Nominations shall require a second. Nominations shall be accepted and closed by a show of hands. Election of the Vice-Chair shall be completed by a show of hands. The election shall be accepted and closed by a show of hands. The election takes effect immediately, unless the elected party declines to accept the position. Should the party decline, these procedures shall be repeated.
10. The Chair shall preside at all meetings of the CAC, but if for any reason that person is absent or unable to act, the Vice-Chair shall preside at such meetings and at such times shall exercise all the powers and discharge the duties of the Chair. In the absence of the Chair and Vice-Chair the Committee shall, providing a quorum is present, elect a Chair pro-tem. Upon arrival of the Chair, the acting Chair shall immediately relinquish the chair upon the conclusion of the item of business then pending before the CAC.

11. The Chair shall represent the CAC before the Mass Transit Department Board as well as the general public, and may appoint any member to appear on the Chair's behalf.
12. Should there be a vacancy of the Chair of the CAC, the position shall be filled by the Vice-Chair who shall serve in that position until the next election of officers.
13. When the Vice-Chair vacancy exists, there shall be an election at the next regularly scheduled meeting, following the procedures listed above for the annual election of CAC officers.

### ARTICLE III – Meetings

1. The Chair shall serve as the presiding officer of the CAC meetings.
2. In October of each year, the CAC shall set the meeting dates for the following calendar year, with no less than 12 regular monthly meetings per year.
3. Regular meeting notices, including the agenda, shall be provided to each member and the public at least seventy-two (72) hours prior to the date and time of the meeting. This shall be the responsibility of the Secretary of the CAC.
4. Special meetings may be called by the Chair or a simple majority of the CAC members, provided that a seventy-two (72) notice is posted in a manner consistent with the Texas Open Meetings Act and written or verbal communication to all CAC members and alternates is sent on or before seventy-two (72) hours of the scheduled special meeting.
5. All CAC meetings shall be conducted in accordance with the Texas Open Meetings Act.
6. The City Attorney, or designee, shall be the Parliamentarian for the CAC. All questions on matters of procedure shall be referred to the City Attorney or his/her designee.
7. The CAC adopts the current edition of Robert's Rules of Order as its rules of procedure that will govern the business proceedings of the CAC whenever they are not in conflict with the provisions establishing the CAC or the provisions of the Bylaws.
8. A quorum of the CAC shall consist of any combination of five (5) members and alternates and shall be required to convene, recess or adjourn any regular or special meeting. The meeting minutes of the CAC shall reflect the names of the members and alternates present at the meetings.
9. No final action shall be taken on any matter except pursuant to the majority vote of a quorum.
10. In the event the Secretary of the Committee anticipates the absence of any regular members for any particular Committee meeting, the Secretary shall notify the alternate members on a rotating basis, and ask the alternates to attend the meeting in the place of any regular member whose absence is anticipated. If, at the time of any meeting, there is an unexpected absence of any regular or alternate member, the Secretary shall ask, on a rotating basis, any alternate member in attendance to sit in the place of the unexpectedly absent regular or alternate member.
11. The presiding officer shall conduct the CAC meetings in a manner that is respectful of all persons in attendance and that provides for the proceedings to take place with decorum. All electronic devices shall be turned off or placed in silent mode during the proceedings of the CAC.
12. The presiding officer shall ensure that all persons wishing to speak or make a motion are provided every reasonable opportunity to participate in the meeting, and shall endeavor to ensure that no one person dominates the discussion or any part of the meeting.

13. When a member or alternate desires to speak or make a motion, such member or alternate shall address the CAC through the Chair. Upon being recognized by the Chair, the member or alternate may address the membership.
14. When more than one member or alternate addresses the Chair, the Chair shall name the person who is to speak, recognizing the person who first addressed the Chair.
15. Limits on time members and alternates are allowed to speak will be set by the Chair and compliance with those limits will be monitored by the Secretary.
16. No member shall interrupt another, except to call to order or to correct a mistake.
17. When any member is absent from three consecutive meetings, the Chair, Vice Chair or Secretary shall report this fact to the Mass Transit Department Board so that consideration may be given to removal of such member.

#### ARTICLE IV – Setting the Agenda

1. Members and alternates may include items for consideration on the CAC agenda by requesting at any regularly scheduled meeting, that the item be included on the agenda for the next regularly scheduled meeting.
2. Members and alternates may also include items for consideration on the CAC agenda by submitting requested items in writing to the Chair or his designee, at least ten days before the next regularly scheduled meeting.
3. All items submitted to the Chair or his designee must be submitted by the Chair to the Secretary at least eight days before the next regularly scheduled meeting.
4. No later than one week before the scheduled meeting, the Secretary shall submit to the Chair and City Attorney a draft agenda to include all agenda items submitted. The CAC agenda shall be set through consultation of the Chair, the Secretary and the City Attorney, or their designees. Once set, the agenda shall be posted according to the Texas Open Meetings Act by the Secretary.
5. A CAC meeting agenda may not be amended later than seventy-two (72) hours before the scheduled date and time of that meeting.

#### ARTICLE V – Voting

1. No final action shall be taken on any matter except pursuant to the majority vote of a quorum, except as elsewhere specified in these Bylaws or in State law.
2. Each regularly appointed member shall be entitled to one vote on any matter except that the Chair of the CAC, or the Vice-Chair sitting in the place of the Chair, may only vote to break a tie.
3. Alternate members seated pursuant to Article III Section 10 above shall be granted all the privileges and benefits of regular Committee members, including the right to vote on all matters. Alternate members in attendance but not seated in the place of an absent regular or alternate member, have no voting privileges and may not participate in any discussion.
4. A member or alternate may change his/her vote after the roll call has been completed and before announcement of the results, but not thereafter unless the item has been reconsidered.
5. A motion to reconsider any action taken by the Committee may be made at any time prior to adjournment of the same meeting at which such action was taken.

## ARTICLE VI – Participation by the Public and Employees

1. Each CAC meeting agenda shall include an item providing an opportunity for public comment. Speakers from the public wishing to speak must notify the Secretary by signing the Public Comment sheet prior to the start of the meeting. Speakers from the public may speak during the time set aside for public comment. If the person wishes to speak on a particular agenda item, the person may speak at the time the agenda item is considered by the Committee. The Chair shall recognize any speakers.
2. When a member, alternate, or an employee of the City of El Paso desires to speak, that person shall address the Chair, and upon being recognized, shall state his/her name and position with the City and then speak.
3. On calls to the public, a person desiring to speak shall address the Chair. Upon being recognized, such person shall state his/her full name, the organization that person represents, and the subject matter to be discussed. Members of the public shall address their questions to the Chair, not to the staff. The CAC may, in turn, ask staff to provide input. The CAC may not discuss any public comment item at the time of its presentation.
4. Speakers addressing the CAC may be limited to a maximum of five (5) minutes to speak. The presiding officer shall determine the imposition of such time limits. The Secretary shall be the timekeeper when such limits are imposed. Extensions of time may be allowed by a simple majority vote of the CAC, present and voting.
5. No person shall interrupt the proceedings of the CAC; no personal attacks will be permitted. Members of the public may be asked to leave or be removed from the meeting if it is determined that they are disruptive to the meeting. Such determination shall be made by the presiding officer. The CAC may move to override such determination by the presiding subject to a simple majority vote of the CAC, present and voting.

## ARTICLE VII – Ethics

1. Any member or alternate of the CAC who has a professional or financial interest in any specific matter presented before the CAC shall recuse himself/herself from the deliberation during that presentation and shall not participate in action taken on the matter.
2. All actions taken by the CAC shall be in accordance with the City of El Paso Ethics Ordinance set out in the El Paso City Code Chapter 2.92 and the Texas Open Meetings Act.
3. When a CAC member or alternate is called upon to voice opinions at public or private functions, he/she shall indicate that he/she is speaking for himself/herself and not representing the CAC unless a formal action by the CAC has been taken on the specific issue.
4. Upon appointment by the Mass Transit Department Board, each new member and alternate will be provided a new member packet by the Secretary. The new member packet will contain information on the following:
  - a. The enabling resolutions of the CAC;
  - b. The City of El Paso Ethics Ordinance;
  - c. The CAC Bylaws, and;
  - d. The Texas Open Meetings Act.

Each new member or alternate is expected to become familiar with the material contained in the packet. In addition, new members and alternates will be asked to attend the new member orientation, presented yearly by the City Attorney or his designee.

5. If reappointed, a member or alternate who has attended the CAC Orientation will not be required to attend a new orientation. If appointed as a member, an alternate who has attended a CAC Orientation will not be required to attend a new orientation.

#### **ARTICLE VIII – Subcommittees**

1. Periodically, to carry out the work of the Committee, the Chair may establish subcommittees.
2. Membership on subcommittees may include Committee members and alternates. The Chair may appoint the members or seek volunteers to serve on the subcommittee. The Chair may appoint the subcommittee chair or delegate that duty to the subcommittee. All members of the subcommittee shall be voting members of said subcommittee. The Secretary of the CAC shall provide administrative support to the subcommittee.
3. Each subcommittee shall consist of no less than three (3) or more than five (5) members of the CAC.
4. Each subcommittee shall require the presence of a simple majority of its members for purposes of a quorum.
5. Reports, findings and minutes of subcommittees shall be reported periodically to the CAC.
6. These Bylaws shall apply to and govern the activities of all subcommittees.

#### **ARTICLE IX – Order of Precedence of Motions**

1. A motion to adjourn shall take precedence over all other motions and shall be non-debatable; however, if such a motion is made prior to the disposition of all the agenda items, the motion to adjourn must be approved by two-thirds of the membership present.
2. A motion to postpone shall take precedence over all other motions except the motion to adjourn, and shall be non-debatable.

#### **ARTICLE X – Administrative Support**

1. The Director of Sun Metro, or his/her designee, shall serve as the Secretary to the CAC and any CAC subcommittees.
2. The Secretary of the CAC shall provide for the administrative staffing of the Committee and subcommittees, including compliance with the Texas Open Meetings Act. Such duties shall also include the following:
  - a. Maintaining all records of meetings, findings and determinations of the CAC;
  - b. Receiving agenda items from the Chair, and setting each meeting agenda in consultation with the Chair and the City Attorney;
  - c. Providing the Mass Transit Department Board and/or the City Council with copies of the approved minutes the CAC meetings and all records, and completed studies undertaken by the CAC that are not confidential by law pursuant to the Texas Open Meetings Act; and
  - d. Presenting the recommendations of the CAC to the Mass Transit Department Board unless other arrangements have been established by the CAC or the Committee Chair.

3. The Secretary shall assist Committee members and alternates in performance of their office through consultation and the furnishing of information.

**ARTICLE XI – Amendments**

1. The CAC, by a majority decision of its voting members, may amend or rescind these Bylaws at any regular meeting when an item to discuss and act upon the Bylaws is so included in the CAC agenda posting for the meeting.
2. An amendment to the Bylaws shall take effect at the CAC meeting immediately following approval of any amended bylaw by the Mass Transit Department Board.

**ARTICLE XII – Suspension of Rules**

1. These Bylaws may be suspended temporarily by a majority of the CAC members present, except as they pertain to a quorum, or to the majority required for any motion, or to other matters pre-empted by laws or City of El Paso ordinances.
2. The suspension of any Bylaw shall apply only at the CAC meeting at which the suspension was approved by the majority of the CAC members, present and voting.

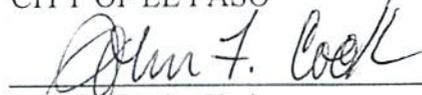
Submitted for approval by the By Law Subcommittee for the CAC: Amy Lechuga, Troy Hicks, Jane Ratcliff, and Robin Roberts.

**ADOPTED** by the Citizen's Advisory Committee for the Mass Transit Department Board of El Paso this \_\_\_\_ day of \_\_\_\_\_, 2009.

  
Richard Sheldon, Chair  
Citizen's Advisory Committee

**APPROVED** by the Mass Transit Department Board this 1<sup>st</sup> day of December, 2009.

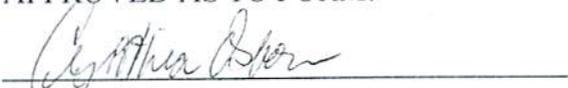
CITY OF EL PASO

  
John F. Cook, Chairman  
Mass Transit Department Board

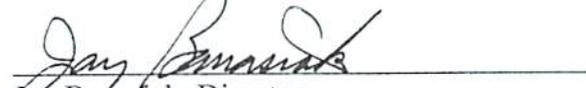
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Richarda Duffy Momsen, Secretary  
Mass Transit Department Board

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Cynthia Osborn  
Assistant City Attorney

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