

# MARIN TELECOMMUNICATIONS AGENCY

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## BY-LAWS

*ADOPTED – OCTOBER 11, 2006*

### ARTICLE I

#### FORMATION

Under the provisions of the California Government Code, the County of Marin and the Cities of Belvedere, Larkspur, Mill Valley, Novato, San Rafael and Sausalito, and the Towns of Corte Madera, Fairfax, Ross, San Anselmo, and Tiburon have mutually agreed to form the Marin Telecommunications Agency. Such Agency is principally defined by the “Agreement of Formation” and the telecommunications ordinance approved by each member jurisdiction.

The By-laws are for purpose of providing general guidelines to the operation of the agency and do not supersede the Agreement of Formation or the individual telecommunications ordinances of member agencies.

### ARTICLE II

#### OFFICERS AND TERMS OF OFFICE

Section 1. There shall be a Chairperson, and a Vice Chairperson.

- a. Chairperson. The Chairperson of the Agency shall be elected at the January meeting. Duties of the Chairperson are to supervise the preparation of the business agenda, preside over Agency meetings, and to sign correspondence authorized and directed by the Agency. The term of office of the Chairperson will start at the January meeting and run for one year.
- b. Vice Chairperson. The Vice Chairperson shall be elected at the January meeting and shall perform the duties of Chairperson in the absence of such officer. The term of the Vice Chairperson will start at the January meeting and run for one year.

Section 2. Removal. An officer of the Board shall be subject to removal at anytime by a majority of the Board.

## ARTICLE III

### BOARD COMMITTEES

- a. Agenda Committee. The agenda committee shall be comprised of the Chairperson and Vice Chairperson of the MTA Board of Directors and shall meet monthly with the Executive officer to review and structure the proposed Board of Directors' agenda.
- b. Policy Committee. The policy committee shall be comprised of the Chairperson, Vice Chairperson and the third Director selected by the Board to consider policy and strategize issues referred to this Committee by the Board of Directors. This Committee is created independent of any other "executive committee" established in other MTA documents.
- c. Finance Committee. The finance committee shall be comprised of the Chairperson, the two Board members from the two largest financial contributors to the Agency plus two members elected by the Board. In selecting the two members from the balance of the Board, a geographic distribution of these seats shall be the agency's goal. In the event the Chairperson is from a large financial contributor, a designee of the Chairperson shall be appointed by the Chairperson. The finance committee shall consult with the Executive Officer and prepare recommendations to the Board on the annual MTA budget and other financial issues referred to the committee by the Board of Directors. The Finance Committee shall meet to consider overall budget issues prior to the development of the proposed budget. The Committee shall be consulted on the proposed budget before it is presented to the full Board in May of each year. The Committee shall meet periodically with staff of the County Auditor-Controller to review budget expenditure.
- d. Ad Hoc Committee. The Board may create committees for special purposes.

## ARTICLE IV

### MEETINGS

- a. The regular Board meeting shall be the *second* Wednesday of each month, starting at 6:00 p.m. Special meetings may be scheduled as provided under California State Law.
- b. The Chairperson or the Vice Chairperson (in the event the Chairperson is not available) is authorized to cancel a meeting if a quorum cannot likely be established.
- c. The Board shall regularly meet at the San Rafael City Hall, Council Chambers. If that location is not available, an alternate location can be designated by the Chairperson at least one week before the scheduled meeting.
- d. Meetings of the Board shall be governed by the provision of the Ralph M. Brown Act (Government Code Section §54950 et seq.).

## **ARTICLE V**

### **QUORUM**

A meeting composed of at least six (6) members of the Board shall constitute a quorum for the purpose of transacting business, and a majority of the quorum shall be necessary to approve any action of the Board provided that notwithstanding the foregoing the following actions shall require the approval of not less than six (6) members of the Board in recorded vote: 1) the enactment of an ordinance; 2) the approval of a final budget; 3) the initiation of litigation (not including the authorization of defense brought against the Agency and the initiation of a cross-complaint; and 4) the creation or assumption of indebtedness.

## **ARTICLE VI**

### **ATTENDANCE**

- a. Members are to contact their alternate if they cannot attend a meeting.
- b. In the event the member and alternate cannot attend a meeting, the member is to contact the Executive officer at least 24-hours in advance of the meeting.

## **ARTICLE VII**

### **MEETING PRINCIPLES OF OPERATION**

For ease in reference, the MTA Meeting Principles of Operation are attached to the By-laws but are not herein incorporated. The operating principles may be amended by the Board of Directors as a normal agenda item at a scheduled meeting.

## **ARTICLE VIII**

### **AMENDMENTS**

These By-laws may be amended by a two-thirds vote of the Agency but only after such amendment or amendments have been proposed at a regular meeting and adopted at the next or later regular meeting of the Board.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

Except as provided herein, Robert's Rules of Order shall constitute the parliamentary authority.

DATE ADOPTED: October 11, 2006 at the MTA Board of Directors' Regular Meeting