



(HCAOG)

**Bylaws**  
for the  
Humboldt County Association of Governments  
designated as the  
Regional Transportation Planning Agency  
and Service Authority for Freeway Emergencies

Amended  
March 2017

**HUMBOLDT COUNTY ASSOCIATION OF GOVERNMENTS**

611 I Street, Suite B

Eureka, CA 95501

[www.hcaog.net](http://www.hcaog.net)

707.444.8208

## **ARTICLE I - NAME AND COMPOSITION**

### **Section 1.1: Name(s)**

Humboldt County Association of Governments has been designated the Regional Transportation Planning Agency by the State of California.

### **Section 1.2: Composition**

The Board shall consist of a member of the Board of Supervisors and the Mayor or a City Councilmember from each City. Any such governing board may designate another elected member of its governing body as an alternate on the Association's Board of Directors. Such alternate shall have the powers and responsibilities of his or her principle.

The Policy Advisory Committee (PAC) consists of all members of the Board in addition to a Caltrans representative and the Chair of the Humboldt Transit Authority. The PAC recommends to the Board, formal action on all transportation related matters.

## **ARTICLE II – OFFICERS**

### **Section 2.1: Designation of Chairperson and Vice Chairperson**

The Chairperson and Vice Chairperson shall be appointed annually at the January meeting to take effect immediately.

### **Section 2.2: Rights of the Presiding Officer**

The Chairperson, Vice Chairperson, or such other member as may be presiding, shall be deprived of none of the rights or privileges of a member by reason of his or her occupying the chair and may move, second, and debate from the chair, subject only to such limitations of debate as are by these rules imposed on all members.

### **Section 2.3: Chairperson Duties**

The Chairperson shall preside and preserve order at all regular and special meetings of the Board. The Chairperson shall state every question coming before the Board, announce the decision of the Board on all subjects, and decide all questions of order without debate, subject, however, to an appeal to the Board on which a member shall speak but once, the Chairperson having precedence in speaking on question on order.

### **Section 2.4: Vice Chairperson Duties**

In the absence of the Chairperson, the Vice Chairperson may perform duties and obligations of the office of Chairperson.

### **Section 2.5: Terms of Office**

The term served by Board members shall be concurrent with their official term of office or as new appointments occur as provided by Section 1.2 above.

### **Section 2.6: Removal and Vacancies**

The Board may remove the Chairperson or Vice Chairperson from their position as Chair or Vice Chair at any time upon majority of the Board. A vacancy in an office shall be filled by election of the majority of the Board.

## **ARTICLE III - MEETINGS**

### **Section 3.1: Regular Meetings**

Board meetings shall be held the third Thursday of the month at 4:00 p.m. or as called by the Chairperson.

### **Section 3.2: Special Meetings**

A special meeting may be called in the manner specified by applicable State law.

### **Section 3.3: Quorum**

Five (5) members of the Board shall constitute a quorum. When there is no quorum at a regular meeting, assembled Board members may hear informational items, but no actions may be taken. The Chairperson or any member of said body, shall adjourn said meeting until the next regular meeting.

### **Section 3.4: Session**

The Chairperson shall take the chair at the hour appointed for the meeting and shall call the Board to order. In the absence of the Chairperson and the Vice Chairperson, the Executive Director shall call the Board to order, whereupon a temporary Chairperson shall be elected from among the members present. Upon arrival of the Chairperson, the temporary Chairperson shall relinquish the chair upon conclusion of the item before the Board.

### **Section 3.5: Order of Business**

At regular meetings of the Board, the following shall be the order of business:

1. Call to Order
2. Adjournment of the HCAOG Board; Convene as the Policy Advisory Committee (PAC)
3. Public Participation
4. Approval of the Meeting Record
5. Agenda Items
6. Reconvening of the HCAOG Board
7. PAC and Executive Director Reports
8. Adjournment

### **Section 3.6: Voting**

On all matters acted upon by the Board that are not unanimous, the voting shall be on roll call, the yeases and noes, and members present but not voting shall be entered upon the meeting record.

### **Section 3.7: Meeting Records**

The Secretary to the Board shall be the person designated by the Board and shall record in the meeting record the time and place of each Board meeting, the names of the members present, all official acts of the Board, the votes given by the members, and shall cause the meeting record to be written up forthwith and presented for approval or amendments at the next meeting.

### **Section 3.8: Roberts Rules of Order**

All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order Revised", provided that in the event of a conflict, such rules shall be superseded by these bylaws, and resolution of the Board, and any applicable law.

**Section 3.9: Ralph M. Brown Act**

Board meetings shall be conducted in the manner prescribed by the Ralph M. Brown Act.

**Section 3.10: Adjourned Meeting**

The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment, whether or not a quorum has been established. If a quorum is not established, information items may be heard but no business other than adjournment may be transacted.

**ARTICLE V – OFFICES**

**Section 5.1: Agency Location**

HCAOG's principle office for the transaction of business is located at 611 I Street, Suite B, Eureka, California 95501. The Board meetings are held at Eureka City Hall Council Chambers, 531 K Street, Eureka, California 95501. The meeting location may change at any place when the Council Chambers are not available.

**ARTICLE VI - DUTIES AND RESPONSIBILITIES**

**Section 6.1: Designation and Duties**

Pursuant to Government Code Section 6500, et seq., of the California Government Code Councils of Governments were formed statewide recognizing that there are issues which transcend local boundaries and must be dealt with by local governments working together and planning a unified local response to regional concerns. HCAOG was established on May 7, 1968 through a Joint Powers Agreement (JPA). The Agreement was signed by representatives from the eight local governments in the region. At that time, the purpose of the JPA was to “advise, plan for, and suggest solutions to common problems and qualify the local jurisdictions to receive allocation of state and federal funds”.

On July 20, 1972, HCAOG was designated by the State of California as the Regional Transportation Planning Agency (RTPA) for the County of Humboldt. RTPAs were created as a result of requirements of Section 29532 of the Government Code. In 1993, HCAOG was designated as the Service Authority for Freeway Emergencies (SAFE) for the region. In 2016, HCAOG was designated as the Local Transportation Authority by the Humboldt County Board of Supervisors.

HCAOG, per Government Code Section 29532 executed a Memorandum of Understanding, which was updated April 23, 2012, and a Master Fund Agreement (#74A0789), which was updated August 21, 2014, with the State Department of Transportation identifying the responsibilities of HCAOG as the RTPA and providing the administrative structure to implement these responsibilities.

**ARTICLE VII - COMMITTEES**

**Section 7.1: Executive Committee**

The Board annually appoints an Executive Committee to carry out administrative and executive functions between regular monthly meetings. The Executive Committee is made up of the Chair, Vice Chair and an additional member selected by the Board.

### **Section 7.2: Executive Committee Emergency Actions**

When it is not possible because of time or other constraints to assemble a quorum of the Board for routine decisions between regular meetings, the Chairperson and at least two other Board members, but no more than a quorum, may act as an executive committee to authorize transactions not specifically required by statute to be determined by a majority with a quorum present; and any such executive committee action shall be reviewed and either approved or rescinded at the next meeting of the Board at which a quorum can be assembled. The purpose of this section is primarily to avoid a delay in meeting Work Program schedules and carrying out other general activities; the executive committee is not authorized to approve allocations or take any long-term action which for which a resolution is usually required.

### **Section 7.3: Creation of Committees**

Additional committees of HCAOG may be created by action of the Board.

### **Section 7.4: Duties of Committees**

Committees shall perform such other duties as are specified from time to time by the Board.

## **ARTICLE VIII - EXECUTIVE DIRECTOR**

### **Section 8.1: Duties**

The Executive Director shall have the power and duty to do the following:

1. Prepare agenda material for all regular and special meetings of the Board.
2. Act as directed by the Board.
3. Administer HCAOG funds, including but not limited to procurement, annual budget development, Overall Work Program preparation, and grant administration as defined in the Administrative Procurement Procedures and in accordance with applicable laws.
4. Hire, fire, conduct performance evaluations, take appropriate disciplinary actions, and propose salary increases as dictated in the annual budget, the HCAOG Personnel Policies and Procedures, and in accordance with applicable laws.
5. Administer and implement the contractual obligations of the Agency in accordance with applicable laws.

## **ARTICLE IV - MISCELLANEOUS**

### **Section 9.1: Execution of Contracts**

The Board may adopt such guidelines or policies as it deems appropriate with respect to the adoption and execution of contracts. The Board may authorize any officer of the Board, staff member of the Board, or agent of the Board to execute any contract in the name of and on behalf of the Board, and such authorization may be general or specific in nature. Unless so authorized, no officer, staff member, or agent shall have any power to bind the Board to contract.

## **ARTICLE V - FISCAL YEAR**

### **Section 10.1: Fiscal Year**

The fiscal year shall be from July 1 to June 30.

## **ARTICLE VI - AMENDMENTS**

### **Section 11.1: Amendments to the Bylaws**

These Bylaws may be amended by vote of the duly appointed and qualified members of the Board at any regular or special meeting.

### **CERTIFICATE OF THE EXECUTIVE AUTHORITY**

I, the undersigned, certify that I am presently the Executive Director of the Humboldt County Association of Governments and that the above Bylaws, consisting of six pages, are Bylaws of the Authority as adopted at a meeting of HCAOG held March 16, 2017.

Dated: 3/16/17 Executive Director:   
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