BYLAWS
OF THE
SAN JOAQUIN COUNCIL OF GOVERNMENTS

ARTICLE I
NAME

This joint powers agency shall be known as the SAN JOAQUIN COUNCIL OF GOVERNMENTS (“SJCOG”) and shall exercise its powers within the geographical area of the County of San Joaquin as set forth in the joint powers agreement entered into by the County and the Cities (“Party” or collectively “Parties”) establishing SJCOG.

ARTICLE II
PURPOSE

The purposes of SJCOG as set forth in the joint powers agreement are for the following reasons:

A. Area-Wide Opportunities. A number of opportunities and issues within the area are either area-wide in nature or have area-wide aspects or implications, including, but not limited to transportation, air quality, land use, economic development, job creation, and the reduction of unemployment, the protection of agricultural productivity, and multi-species habitat management issues.

B. Need. There is a demonstrated need for the establishment of an organization of the Cities and the County within the area to provide a forum for study and development of recommendations to area-wide problems of mutual interest and concern to the Cities and the County and to facilitate the development of policies and action recommendations for the solution of problems.

C. Independent Review. The Cities and the County wish to create an area-wide organization which will independently review and make comments to the member Cities and the County regarding projects which receive federal or state funding.

D. Elected Officials. The Cities and the County believe that an area-wide planning organization, governed solely by elected officials from the Cities and the County, with a staff independent of any City or the County, is best suited for area-wide planning and review.

E. Area-Wide Problems. The Cities and the County, working together through this organization, can exercise initiative, leadership, and responsibility for solving area-wide problems.
F. **Allocation of Resources.** The Cities and the County share common area-wide problems and issues, and at the same time, have different needs and priorities and are affected in different ways by these common area-wide problems and issues. The resources of SJCOG should be allocated in a manner so that the needs of any portion of the area are not ignored, recognizing, however, that resources are limited and that not all needs can be met, nor all portions of the area assisted equally at any one time.

**ARTICLE III**

**FUNCTIONS**

The functions of SJCOG as set forth in the Joint Powers Agreement are the following:

A. The Area-wide Planning Organization (APO) as designated by the U.S. Department of Housing and Urban Development (HUD).

B. The Metropolitan Planning Organization (MPO) as designated by the U.S. Department of Transportation; pursuant to Title 23 of United States Code, Section 134 (23 USC 134) and Title 49 of the United States Code, Section 5303(b)(2).

C. The Regional Transportation Planning Agency (RTPA) as designated by the Secretary of Business and Transportation Agency of the State of California; pursuant to California Government Code Sections 65080, et seq.

D. The Airport Land Use Commission (ALUC) as designated by the Board of Supervisors of the County of San Joaquin and recognized by the State of California; pursuant to California Public Utilities Code, Section 21670(b).

E. The regional planning representative, as designated by the Parties hereto, for the purpose of acting upon any appropriate proposals which may be presented to the SJCOG Board of Directors for consideration, or which the SJCOG Board of Directors may elect to take up, and for transmission of proposed recommendations to Federal, State, and local agencies, including, but not limited to the member entities of SJCOG.

F. The San Joaquin County Transportation Authority as designated by the Board of Supervisors of San Joaquin County pursuant to Section 180000 of the California Public Utilities Code.

G. The Census Data Center as designated by the Bureau of the Census.

H. The Congestion Management Agency for San Joaquin County pursuant to California Government Code Sections 65088 and 65089 and Title 23 of the United States Code Section 134.

I. The Federal Clearinghouse to review federal grant applications under Section 6506 of Title 23 of the United States Code Annotated.
ARTICLE IV
MEMBERSHIP

Section 1. Board. SJCOG shall be governed by a Board of Directors, herein referred to as the SJCOG Board, which shall be comprised of:

A. One (1) member from each of the City Councils of Escalon, Lathrop, Lodi, Manteca, Ripon, and Tracy (with the Mayor an eligible member).

B. Three (3) members from the Stockton City Council (with the Mayor an eligible member).

C. Three (3) members of the Board of Supervisors of the County of San Joaquin.

D. Ex-officio non-voting members acting in an advisory capacity shall be:

1. The District Director from the State Department of Transportation, District X.

2. A member of the San Joaquin Regional Transit District Board of Directors.

3. A member of the Stockton Port District Board of Commissioners.

Section 2. Appointment. Members shall be appointed by the governing body of each Party and shall serve at the pleasure of their appointing body or until their respective successors are appointed. Termination of a Party’s mayor, councilperson, or supervisor status shall constitute automatic termination of that person's membership on the SJCOG Board. The appointing body of a Party may appoint a new member or alternate immediately upon any vacancy in the Party's representation.

Section 3. Alternates. The governing body of each Party shall appoint alternate members to the SJCOG Board. During the absence of a regular member from any meeting of the SJCOG Board, the alternate shall be entitled to participate in all respects as a regular member of the SJCOG Board. All members and alternates shall be duly elected representatives of their respective City Councils or Board of Supervisors.

Section 4. Public Transportation Provider Representation. The Public Transportation Provider requirement shall be met by either, or a combination of: (a) Member(s) who represents a jurisdiction that operates public transit, either directly or through an arrangement; (b) a Member of the SJCOG Board, appointed to serve on the San Joaquin Regional Rail Commission Board of Directors. Either Member(s) under (a) or (b), or both, shall serve in a dual capacity as the representative of its jurisdiction as well as a designated representative of the interests of public transportation providers.
ARTICLE V
EXECUTIVE DIRECTOR

The SJCOG Board shall employ an Executive Director who shall serve at the pleasure of and upon the terms prescribed by the SJCOG Board. The powers and duties of the Executive Director are:

A. To serve as the chief administrative officer of SJCOG and to be responsible to the SJCOG Board for the proper administration of all SJCOG affairs.

B. To appoint, supervise, suspend, discipline or remove SJCOG employees subject to those policies and procedures, from time to time, adopted by the SJCOG Board.

C. To supervise and direct the preparation of annual budget for the SJCOG and be responsible for its administration after adoption by the SJCOG Board.

D. To formulate and present to the SJCOG Board plans for SJCOG's activities and the means to finance them.

E. To supervise the planning and implementation of all SJCOG's activities.

F. To attend all meetings of the SJCOG Board and act as the secretary to the SJCOG Board.

G. To prepare and submit to the SJCOG Board periodic financial reports and, as soon as practicable after the end of each fiscal year, an annual report of the activities of SJCOG for the preceding year.

H. To have custody and charge of all SJCOG property other than money and securities.

I. To perform other duties as the SJCOG Board may require in carrying out the policies and directives of the SJCOG Board.

ARTICLE VI
OFFICERS

Section 1. Elected Officers.

The elected officers shall be chosen by the Board from the members of the Board and shall consist of a Chair and a Vice-Chair.

Section 2. Terms of Elected Officers.

Elected officers of the Board shall be elected by the Board at the June meeting and shall serve for one (1) year, said term to commence upon election.
Section 3. Duties of Elected Officers.

A. Chair.

1. The Chair shall preside at all meetings of the board and such other meetings approved by the Board.

2. The Chair shall serve as official spokesperson for the Board.

3. The Chair shall appoint such committees and other working groups as prescribed by the Board.

4. The Chair shall designate Directors or others to represent the Board at various meetings, hearings, and conferences.

5. The Chair shall perform such other duties as necessary to carry out the work of the Board.

6. The Chair shall perform such duties as prescribed by law.

B. Vice-Chair.

1. The Vice-Chair shall serve in the absence of the Chair.

C. Absences.

1. In the absence of both the Chair and Vice-Chair, a majority of the Board shall select a Director to serve as Chair Pro Tem.

ARTICLE VII
MEETINGS

Section 1. Regular and Special Meetings.

A. The SJCOG Board shall hold a regular meeting on the fourth Thursday of each month, at 4:00 p.m., or at a time, specified by the SJCOG Board. Such regular meetings shall be for considering reports of the affairs of SJCOG and for transacting such other business as may be properly brought before the meeting. Any regular meeting may be rescheduled on an individual basis as to date, time and place, by motion of the SJCOG Board, in the event of a conflict with holidays, Directors’ schedules, or similar matters, or, in the event of a lack of a quorum, as specified below.

B. Special meetings may be called in accordance with the California Ralph M. Brown Act. Special meetings may be called by the Chair, or by any seven Directors.

C. All meetings shall be conducted in accordance with the Ralph M. Brown Act.
D. Board members in attendance from opening roll call through final adjournment will receive a one hundred dollar ($100.00) stipend for each board meeting. An SJCOG Board Member may knowingly and voluntarily waive his or her right to any Board stipend compensation from SJCOG by submitting a writing to the Board of SJCOG. Upon making such an election, the Board Member releases all rights, possession, and control to such funds and may not direct SJCOG in appropriation of the funds subject to the waiver. (Amended 8/24/2017)

Section 2. Closed Sessions.

A. All information presented in closed session shall be confidential. Ex-Officio non-voting members shall not be permitted to attend closed sessions.

B. Under Government Code section 54956.96, SJCOG adopts a joint powers agency limited disclosure policy as follows:

1. All information received by the legislative body of the local agency member in a closed session related to the information presented to SJCOG in closed session shall be confidential. However, a member of the legislative body of a member local agency may disclose information obtained in a closed session that has directed financial or liability implications for that local agency to the following individuals:

   (a). Legal counsel of that member local agency for purposes of obtaining advice on whether the matter has directed financial or liability implications for that member local agency.

   (b). Other members of the legislative body of the local agency present in a closed session of that member local agency.

C. Any designated alternate member of the legislative body of SJCOG who is also a member of the legislative body of a local agency member and who is attending a properly noticed meeting of the joint powers agency in lieu of a local agency member’s regularly appointed member may attend closed sessions of SJCOG.

Section 3. Quorum.

A. A quorum for conducting all matters of business shall be seven (7) members. The affirmative vote of a least a majority of the quorum present shall be required for the approval of any matter except when SJCOG is acting as the Local Transportation Authority.

B. Local Transportation Authority. When SJCOG acts as the Local Transportation Authority under Public Utilities Code section 180202, a majority of the members of the authority constitutes a quorum for the transaction of business, and all official acts of the authority requires the affirmative vote of at least a majority of all of the members of the authority.

Section 4. Voting.
A. Voting shall only be conducted at proper noticed meeting where a quorum has been established and members are physically present, except as provided in Government Code section 54953 for teleconferencing.

B. Voting shall be by voice, show of hands, or roll call vote. The consent calendar shall be by roll call vote. Any Director may request a roll call vote.

C. In all cases, a vote to “abstain” shall be counted as an “aye” vote unless there is a majority vote to defeat the motion and then the vote to abstain shall be counted as a “no” vote.

Section 5. Notice of Regular and Special Meetings.

A. Notices of regular meetings shall be sent in writing to each Director at the Director’s address at least seventy-two (72) hours prior to such meetings. Such notices shall specify the place, the day, and the hour of the meeting and accompanying the notice shall be a copy of the agenda for that meeting.

B. In the case of special meetings, the written notice shall specify the specific nature of the business to be transacted.

Section 6. Lack of Quorum.

A. If less than a quorum of the Directors are present at any properly called regular, adjourned regular, special, or adjourned special meeting, the member(s) who are present may adjourn the meeting to a time and place specified in the order of adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment.

B. If all the members are absent from any regular or adjourned regular meeting, the Executive Director may so adjourn the meeting and post the order or notice of adjournment as provided, and additionally shall cause a written notice of the adjournment to be given in the same manner as for a notice of a special meeting.

C. If the notice or order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meeting of SJCOG.

Section 7. Agenda.

Any Director or the Executive Director may cause an item to be placed on the agenda.

Section 8. Adjournment.

Except as provided in Section 6 above, a meeting may be adjourned by the presiding officer’s own action; however, any Director may object to such adjournment by the presiding officer and then a motion and action is required in order to adjourn the meeting in accordance with Robert’s Rules of Order.
Section 9.  Decorum.

All Directors, and staff, shall conduct themselves in accordance with Robert’s Rules of Order and in a civil and polite manner toward other board members, employees, and the public. Using derogatory names, interrupting the speaker having the floor, or being disorderly or disruptive, are prohibited actions. If any meeting is willfully interrupted by any individual so as to render the orderly conduct of that meeting infeasible, that individual may be removed from the meeting. If any group or groups of persons willfully interrupts a meeting so as to render the orderly conduct of that meeting infeasible, the presiding officer, or a majority of the Board, may clear the meeting room in accordance with Government Code section 54957.9.

ARTICLE VIII
COMMITTEES

Section 1.  Executive Committee.

A.  There shall be an Executive Committee constituted from among the representatives of the Parties.  The Executive Committee shall consist of five (5) members of the SJCOG Board elected by the SJCOG Board. One (1) member of the SJCOG Board shall be elected by the SJCOG Board to serve as the alternate member of the Executive Committee. During the absence of a regular member from any meeting of the Executive Committee, the alternate shall be entitled to participate in all respects as a regular member of the Executive Committee.

B.  The Chair of SJCOG shall be the Chair of the Executive Committee and shall serve on it as the representative of his/her jurisdiction.

C.  The Executive Committee shall have powers as are not inconsistent with the Joint Powers Agreement and as delegated to it by these SJCOG Bylaws or the SJCOG Board.

D.  The Executive Committee shall:

1.  Select or appoint citizens to specific citizen committees when such committees are needed.

2.  Serve as a review panel for all personnel matters and make recommendations to the SJCOG Board.

3.  Carry out any duties as assigned by the SJCOG Board.

Section 2.  Technical Advisory Committee.
A. There shall be a Technical Advisory Committee composed of three (3) representatives from the County of San Joaquin, the City of Stockton and Caltrans District 10; two (2) representatives from the City of Lodi, the City of Manteca, and the City of Tracy; and one (1) representative from the City of Escalon, the City of Lathrop, the City of Ripon, the Port of Stockton, the San Joaquin Regional Rail Commission, the San Joaquin Regional Transit District, the San Joaquin Valley Air Pollution Control District, and the Stockton Metropolitan Airport. Each Committee member shall be designated by their respective City Council, Board of Supervisors, or agency board to serve at their pleasure, and preferably shall be a full-time staff member or planning consultant.

B. The members of the Technical Advisory Committee shall elect one (1) of their members to serve as Chairperson.

C. A majority of the Technical Advisory Committee members attending a meeting of the Committee, given notice in writing not less than 72 hours in advance, shall constitute a quorum for discussion and action delegated to the Committee.

D. The Technical Advisory Committee shall conduct the preliminary review of all Federal and State mandates. In conducting such reviews, the Technical Advisory Committee will draw upon the expertise and assistance of any persons, committees, groups, or agencies it deems appropriate.

E. The Technical Advisory Committee shall conduct studies in order to ensure maximum inter-agency coordination and consistence with adopted comprehensive plans.


A. There shall be a Management and Finance Committee. The purpose of the Committee shall be to review and make recommendations to the SJCOG Board regarding financial and management policy issues affecting regional issues including, but not limited to, transportation, congestion management, the Local Transportation Authority, fair share housing, census data center, airport land use, regional growth management, air quality and technical assistance.

B. The Management and Finance Committee shall be composed of the County Administrator for the County of San Joaquin; the City Manager/Administrator for the Cities of Stockton, Lodi, Tracy, Manteca, Lathrop, Ripon and Escalon; the Executive Director of the San Joaquin Regional Rail Commission; and the General Manager of the San Joaquin Transit District.

C. A quorum of the Committee shall consist of five eligible voting members of the Committee.

D. The Committee shall elect a chair and vice-chair to serve one year terms each.

E. All committee members may appoint an alternate. The alternate must be identified in writing before being allowed to participate and vote.
F. An agenda and material shall be prepared and mailed under the direction of the Secretary of the Committee. The Secretary shall be the Executive Director.

G. The Committee shall meet at a time and date mutually agreed upon by the membership.

H. The Management and Finance Committee serves as the Management and Finance Committee of the Local Transportation Authority.

Section 4. Citizens Advisory Committee.

A. There shall be a Citizens Advisory Committee to provide community input on project priorities, scheduling, and amendments.

B. The Committee shall be composed of 16 members appointed as follows:

1. One appointment from each of the following cities: Escalon, Lathrop, Lodi, Manteca, Ripon, and Tracy, for a total of six members. These appointments will be made by the SJCOG representative from that city; and,

2. The Mayor of Stockton shall appoint one member from the City of Stockton to the Committee; and

3. The Chairman of the San Joaquin Board of Supervisors shall appoint one member from the County of San Joaquin to the Committee; and

4. The remaining eight appointments will be made by the SJCOG Board and filled from the following special interest groups: Sierra Club, League of Women Voters, San Joaquin Business Council, Greater Stockton Chamber of Commerce, WineGrape Commission, NAACP, University of the Pacific, and a Public Transit User.

Section 5. Social Services Transportation Advisory Council

A. There shall be a Social Services Transportation Advisory Council to assist in providing transportation services to the elderly and handicapped residents of San Joaquin County and to comply with the requirements of California Public Utilities Code section 99238.

B. The Council shall be composed of at least 7 members as appointed by the SJCOG Board consistent with the Council Bylaws and California Public Utilities Code section 99238.

Section 6. Habitat Preserve Acquisition Committee

A. There shall be a Habitat Preserve Acquisition Committee. The purpose of the Committee shall be to review and make recommendations to the Habitat Technical Advisory Committee and the SJCOG Board regarding alternative habitat preserve acquisition methods.
B. The Habitat Preserve Acquisition Committee shall consist of three eligible voting members.

C. Each member of the Committee shall be appointed by the Chairman of the SJCOG Board.

D. A quorum of the Committee shall consist of three eligible voting members of the Committee.

E. The Committee shall meet at a time and date mutually agreed upon by the Committee.

Section 7. Project Delivery Committee

A. There shall be a Project Delivery Committee. The purpose of the Committee shall be to coordinate and implement the project delivery of projects utilizing Measure K or Measure K Renewal Funds. The Project Delivery Committee shall also be responsible for reviewing and making recommendations to the SJCOG Board regarding policy and procedural issues affecting the management of Measure K and Measure K Renewal projects.

B. The Project Delivery Committee shall be composed of three eligible voting members.

C. Each member of the Committee shall be appointed by the Chairman of the SJCOG Board.

D. A quorum of the Committee shall consist of three eligible voting members of the Committee.

E. The Committee shall meet at a time and date mutually agreed upon by the Committee.

Section 8. Other Committees.

The SJCOG Board may appoint other committees as necessary. The Chair may appoint ad hoc committees.

ARTICLE IX
REFERRALS

The San Joaquin Council of Governments may accept by letter or resolution referrals for study and report from any duly constituted advisory or legislative body or their representatives. Reports will be made and returned to the referring body within a reasonable time.

ARTICLE X
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, current edition or such other authority as may be subsequently adopted by resolution of the Board is to apply to all questions of procedure and parliamentary
law not specified in these Bylaws or otherwise by law.

**ARTICLE XI**
**AMENDMENTS**

The Bylaws may be repealed or amended, or new Bylaws may be proposed, by the affirmative vote of the majority of the Board on a resolution presented at any regular meeting of the Board, provided notice of such proposal shall have been mailed to each Director at least five (5) calendar days prior to the meeting at which the matter is to be acted upon.