

**LOS ANGELES METROPOLITAN TRANSPORTATION AUTHORITY (METRO)
TRANSPORTATION BUSINESS ADVISORY COUNCIL (TBAC) BYLAWS**

ARTICLE I, NAME

The name of this Metro council is the Transportation Business Advisory Council, herein referred to as “TBAC” or “Council”.

ARTICLE II, LOCATION

TBAC principal place of business is located at the headquarter offices of the Los Angeles County Metropolitan Transportation Authority. The address is TBAC, c/o Los Angeles County Metropolitan Transportation Authority (METRO), Diversity & Economic Opportunity Department (DEOD), Mail-stop 99-13-2, One Gateway Plaza, Los Angeles, California 90012-2952.

ARTICLE III MISSION, OBJECTIVE & PURPOSE

The purpose of the Transportation Business Advisory Council to advise Metro on matters regarding the disadvantaged business enterprise program to enable the authority to meet or exceed women and minority business enterprise participation goals.

Established by California legislative action AB 152, authored by Richard Katz and codified under the California Public Utilities Code, Section 130051.19, created TBAC on May 19, 1992.

OBJECTIVE

The objective of TBAC is to advise and make recommendations to METRO in the areas of:

1. Increasing access to procurement and contracting opportunities for woman owned, minority owned and other small businesses;
2. Reviewing METRO initiatives, staff recommendations, and policies that impact small businesses participation;
3. Better informing small business communities of prospective METRO procurement and contract opportunities.

MISSION

TBAC is devoted to promote, improve and increase the development of business and/or economic opportunities, enhance accessibility to potential procurement and contracting opportunities and facilitate business and professional networking to all small businesses.

Article IV, TBAC POLICIES AND PROCEDURES

1. TBAC is subject to the provisions of the Ralph M Brown Act (Brown Act).
2. When not otherwise provided by the bylaws, TBAC meetings shall be conducted in accordance with the most recent edition of Robert’s Rules of Order.
3. TBAC will operate within the defined guidelines of the Council’s bylaws, policies and procedures.

4. Any limitation of actions in these bylaws must be approved by the membership.
5. METRO DEOD shall post all TBAC Meeting Agendas and Announcements at METRO Headquarters offices.
6. TBAC shall provide to the METRO Chairperson or designated person a yearly schedule of TBAC meetings for the coming calendar year on or before January 30 of each year.
7. Each TBAC member shall provide to the METRO DEOD a schedule of their professional or business organization's meetings for the coming year on or before January 30 of each year.

ARTICLE V MEMBERSHIP

Section 1 General Membership

"General Membership" and "General Members means the designated TBAC Member Organizations. "General Public" means all other persons, including representatives from non-TBAC organizations, METRO staff and members of TBAC organizations who are not designated as the organization's official TBAC representatives.

General membership in TBAC shall consist of eligible organizations that meet the criteria set forth in Section 2.

"Representative(s)" means the individual voting representative or alternate representative of a Member Organization.

Section 2 Membership Process

The following are steps that interested organizations must take in order to be considered for membership:

(a.) A letter of interest to become a TBAC member should be sent to electronically METRO DEOD with a copy to TBAC Chair and should be from the Organization's President, Chairperson of the Board of Directors, Executive Director or similarly situated head of the organization.

(b) A TBAC membership application packet will be sent electronically by METRO DEOD to the organization interested in applying for membership. The interested organization shall send the completed membership application and related documents to TBAC Chair at the address of its principal place of business or electronically.

(c) The Membership Committee shall review the application for compliance to the membership criteria herein. Upon review, if necessary, requests for additional information or clarification may occur. If a majority of the Membership Committee members vote that the applying organization meets all the criteria, it shall submit the organization application to TBAC for recommendation to Metro Board. If a majority of the TBAC representatives present at a regular scheduled TBAC meeting approve the organization's application, the organization shall be submitted to the METRO DEOD staff. DEOD staff, upon approval, will present the organization to the Board of Directors with a recommendation to appoint the organization as a member of TBAC.

(d) If a majority of the Membership Committee members vote that the applying organization does not meet all the criteria, it shall submit the application to TBAC with its reason why the

organization did not meet all the criteria. If a majority of the TBAC representatives present at a regular scheduled TBAC meeting vote to not recommend the organization due to not meeting all the criteria, the membership application will be considered not recommended and the Membership Committee shall inform the applying organization that they have been not recommended for TBAC membership and that it may reapply at some future date not earlier than one year from the date the organization's application has been not recommended.

(e) If for any reason the organization's application for TBAC membership is not recommended, other than not meeting all the membership criteria, TBAC shall send a letter to the applying organization stating the reason why it's application was not recommended.

Section 3 Membership Criteria

(a.) Organizations that qualify for membership shall meet each of the following criteria:

- Each Professional or Business Organization must have at least 25 members.
- Each Professional or Business Organization must be an advocate for developing disadvantaged and other small businesses and for promoting public contracting opportunities for the owners of disadvantaged or other small businesses, including but not limited to, the following categories of disadvantaged business owners: African Americans, Hispanic Americans, Native Americans, Asian-Pacific Americans, Subcontinent Asian-Americans, disabled veterans, and women.
- Each Professional or Business Organization must support TBAC's mission, purpose and objectives.
- The physical place of business of each Professional or Business Organization must be located within the boundaries of the County of Los Angeles, California.

(b.) Organizations must provide the following, at a minimum, in order to be considered for membership:

- A completed TBAC Membership Application
- The Organization's current membership roster
- A copy of the Organization's bylaws
- A copy of the Organization's last three Board of Director's meetings minutes.
- Information on mechanisms that the Organization will use to distribute TBAC information to the members of the Professional or Business organization, such as newsletters, fax letters, electronic mail, membership meetings, or the Internet.

Section 4 Representation at General Meetings

General Membership designated representatives shall be named in writing on the Member Organization's membership application. The following shall apply:

- (a.) Each Member Organization must designate one voting representative.
- (b.) Each Member Organization must designate two alternates to the voting representative.
- (c.) At least one representative of each TBAC Member Organization shall attend each TBAC monthly Meeting.

Section 5 Membership Voting Rights

(a) Each Member Organization shall have one designated voting member, herein referred to as "Representative", who shall be entitled to a single vote on behalf of the Member Organization.

- (b) Each Member Organization shall have two alternates who shall act only as proxy when the Member Organization Representative is absent. Alternates will be allowed to vote in order of Alternate 1, then Alternate 2 as designated in writing as per Article V, Section 4.
- (c) No voting Representative or Alternate voting representative of a Member Organization may serve as the voting representative or alternate voting representative of another Member Organization unless by proxy.
- (d) The elected TBAC Chairperson must relinquish his/her position as voting representative of the Member Organization she/he represented before taking office as the elected TBAC Chairperson. The TBAC Member Organization shall within 30 days designate a replacement for their voting member who was elected TBAC Chairperson.

Section 7 Update Process

METRO DEOD and/or TBAC may request Member Organizations to update their membership application annually, if applicable, to reflect changes and any newly appointed Representative and/or Alternates.

An updated roster shall be provided by member organizations every year on or before January 30.

Each Member Organization shall notify TBAC of a change of its voting representatives and alternates within 30 days of the change. Notice shall be made in writing on organization letterhead to the Secretary of TBAC who will notify Metro of the change(s).

Section 8 Membership Renewal Process

Existing eligible Member Organizations must be reappointed by METRO every two (2) years, in January of every year ending in an odd number (i.e. 2017, 2019, 2021, etc.). This renewal process requires existing TBAC Member Organizations to submit a TBAC membership renewal form as per Article V, Section 3, and Part b. METRO DEOD and TBAC Membership Committee shall review to determine continued eligibility and recommendation for reconfirmation.

Confirmation process may be initiated and reconfirmation of TBAC membership may take place at any time.

Section 9 Transfer of Membership

Membership in TBAC is not transferable or assignable to any other Organization.

Section 10 Removal of Member Organization's Representative for Cause

TBAC may declare "lack of representation" and a vacancy of a "representative" position for a Member Organization on the occurrence of any of the following events:

- (a) The representative has been declared of unsound mind by a final order of court; or
- (b) The representative has been convicted of a felony; or
- (c) Resignation of a Member Organization's representative; or
- (d) Resignation of a Member Organization; or

- (e) The representative and alternates of a Member Organization have failed to attend 3 consecutive TBAC monthly regular scheduled meetings; or
- (f) Non-compliance of TBAC's code of conduct; or
- (g) Non-compliance of Article V, Section 4. In the occurrence of Article V, Section 1, 2, 3, and 5, the subsequent procedures shall be followed:
 - (1) Within 5 days from such decision by TBAC, the Secretary shall notify in writing via electronic mail at last address of record a request of change of "representative".
 - (2) Within 21 days from date of notice for request of change of representative, Member Organization shall submit such changes to TBAC on the appropriate form with all the required signatures.
 - (3) Should Member Organization not comply with such request within the specified time, a written final 15 day notice shall be delivered to the Member Organization by the Secretary via electronic mail that TBAC is recommending to METRO that the Member Organization's membership be terminated.
 - (4) After the 15 days after notice has been sent to the Member Organization that TBAC will be recommending to METRO to terminate its membership, TBAC will send notification to METRO DEOD recommending that METRO terminate the Member Organization for non-compliance to this section of the bylaws.

Section 11 Suspension

Failure by any TBAC member organization's rep(s) to attend four (4) TBAC general meetings in any 12 month period shall be grounds for suspension of voting rights for the organization. To reactivate voting rights, a member **organization's** rep(s) must attend four (4) consecutive general meetings to reestablish voting rights.

Section 12 Termination

The General Membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (a.) The written voluntary resignation of a Member Organization.
- (b.) Non-compliance of Article V, Section 3 (a.) and (b.),
- (c.) The dissolution of a Member Organization,
- (d.) Removal for Cause as prescribed by Article V, Section 10 (g), 3, 4. Within 5 business days from written notice to the Member Organization that TBAC will be recommending to METRO that the Member Organization's TBAC membership be terminated, the Member Organization may request in writing a timely opportunity to be heard on the matter of termination. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than 30 days from receipt of such request. The hearing shall be conducted in good faith and in fair and reasonable manner by the TBAC Membership Committee, which shall conduct a hearing to decide that the proposed recommendation to terminate should go forward or not. The Membership Committee will report to the full General Membership at a regular scheduled meeting at which time a vote shall be taken to ratify the recommendation or not.

ARTICLE VI MEETINGS OF GENERAL MEMBERSHIP

Section 1 Monthly Meeting

A meeting of the General Membership shall be held monthly, except for August, on a regular basis at a place and time designated by TBAC for the transaction of such business as may come before the meeting.

Section 2 Special Meetings

TBAC Chairperson or designee may call special meetings. Special meetings of the General Membership may also be called by not less than 25% of the General Membership entitled to vote. Special Meetings shall be held on 3 day notice by electronic mail, or on 48 hours' notice personally or by telephone.

Section 3 Place of Meeting

TBAC may designate any place for the Monthly Meeting or Special Meeting of the General Membership.

Section 4 Notice of Meeting

Written notice stating place, day, time and hour of any meeting shall be delivered either personally or e-mail each member entitled. The TBAC Secretary shall send Notice of regular General Membership meetings at least seven (7) days prior to the date of the meeting.

Section 5 Quorum

Five (5) Members present or represented by proxy shall constitute a quorum at any TBAC regular scheduled meeting.

Section 6 Manner of Acting

A majority of the Member Organization' representatives entitled to vote and present or represented by proxy at a meeting shall decide any question brought before the meeting.

Section 7 Proxies

At any meeting of the General Membership, any Member Organization representative entitled to vote may vote by proxy executed in writing by the General Member or by the General Member's duly authorized representative. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty (60) days from the date of its execution, unless otherwise provided in the proxy.

Section 8 Public Participation

Members of the public are allowed to speak on any business related to TBAC for a limited time period not to exceed 2 minutes during the Public Comment period of a TBAC meeting.

Section 9 Method of Conducting Business

The methods by which meetings are conducted are by the Robert's Rule of Order. When there is a conflict with the Robert's Rule of Order, then the bylaws will preside. The TBAC General Membership, Special Meetings and committees are authorized to meet by videoconference or teleconference. Should these methods be elected, then such meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and in the case of a videoconference, to see each other as well).

Section 10 Action by Written Consent

Any action which may be taken at a General Membership meeting, may be taken by written consent of two-thirds (2/3) of the General Membership; any such action(s) shall be clearly described and sent by the Secretary to the General Membership. After two-thirds of the General Membership give written consent to consider the action(s), the General Member representatives can vote on the action(s) via email.

Section 11 Installation

A regular scheduled meeting of the members shall be held in January for the purpose of installing the new TBAC officers and for the transaction of such other business as may come before the meeting.

ARTICLE VII, ELECTION OF OFFICERS

Section 1 Election

Election of officers shall be held every two years by written ballot.

Section 2 Eligibility Requirements

To be eligible for a TBAC office, individual candidates must be Members or alternate representatives in good standing and be a member or alternate for a minimum of six (6) months. The Member Organization they represent must be a General Member of TBAC for not less than six (6) months prior to the date of the scheduled election.

Section 3 Officers

The officers of TBAC shall be Chairperson, Vice Chairperson, Secretary, Parliamentarian and Financial Officer all of whom shall also be Members.

Section 4 Terms of Office

Each of the officers shall be elected for a two (2)-year term, or portion thereof, beginning in January by a majority vote of the Members present and in good standing entitled to vote at a designated meeting. They shall hold office until their respective successors are elected. A year is defined, for the purposes of these bylaws, as a period of time consisting of a calendar year beginning in January of each year. All elected officials are expected to serve their full term. In all cases where the duties of any officer or agent are not described by the bylaws, such officer or agent shall follow the orders and instructions of the Chairperson.

Section 5 Nominating Committee

A Nominating Committee shall consist of at least three (3) Members. The Nominating Committee Chairperson shall seek Members interested in serving on the committee and will facilitate the nomination process and conduct the election. The Nominating Chairperson shall lead the Nominating Committee.

Section 6 Nominations

Members may nominate qualified candidates for any office by submitting their name(s) in writing to the Nominating Committee. Only persons designated as a Member Organization's official TBAC voting representative or alternate representative may be nominated or run for a TBAC office.

- (a) Member Organization representatives and alternates may be nominated for any Office and selected candidates may only serve in one position in the Executive Committee. In addition, a member organization may only have one officer position.
- (b) The Nominating Committee shall send to all the Member Organization's representatives a schedule of all the nomination and election dates via electronic email no later than October 1st of the election year.
- (c) The Nominating Committee will prepare a nominating procedure and election procedure consistent with these bylaws and present it at the TBAC October regular scheduled meeting for approval; the Nominating Committee shall send a copy of the procedure to all Member Organization representatives.
- (d) Nominations will not be accepted from the floor since elections will be conducted by written ballots. The only exception may be at a Special Meeting to fill any emergency vacancies.

Section 7 Declaration of Eligible Candidates

The Nominating Committee shall submit the slate of eligible candidates for office to the Executive Committee at the regular scheduled meeting in November (See ARTICLE VII, Section 10), but in any event no later than November 30, of the election year. The Nominating Committee shall also report to the General Membership the basis upon which candidates were deemed ineligible, if any. Individual representatives or alternates must be active members of TBAC for a minimum of six (6) months and abide by the code of conduct. We term this as good standing. To be in good standing, the candidate (a representative of alternate) must also have personally attended, as a TBAC member, a minimum of three (3) of the past six (6) months of TBAC meetings.

Section 8 Ballots and Voting

The Nominating Committee will prepare a voting ballot with a list of eligible candidates under each office to be voted for; ballots will be available at the TBAC election meeting. Only the voting representative from each Member Organization will be allowed to cast a ballot by completing the ballot and sending it to the Nominating Committee via electronic mail. A plurality of votes cast shall elect a candidate to an office.

Section 9 Counting of Ballots

After the close of balloting, the Nominating Committee shall count the votes. A METRO staff member may observe such counting. The results of the election shall be reported to the Chairperson in writing prior to the regular scheduled meeting. The Chairperson of the Nominating Committee shall report the results at the regular scheduled meeting

Section 10 Nominations and Election Schedule

The nominations and election shall be conducted in accordance with the following schedule:

1. Establish Nominating Committee September
2. Nominating Committee sends out schedule of nominating and election dates (Prior to October 1st)

3. Nominating Committee presents nominating and election procedure at TBAC regular October meeting.
4. Conduct nomination process October
5. Election ballots sent and returned November
6. Nominating Committee reports election results in December
7. New officers take office in January of the following year

Section 11 Run-Off Election

In the event two or more persons receive an equal number of votes for the same office, the Nominating Committee will prepare a runoff ballot for the December regular scheduled meeting. At the meeting Member Organization representatives shall cast their ballots and the person receiving the greater number of votes for each office at such meeting shall be declared elected. The Nominating Committee will count the ballots; a Metro representative will witness the ballot counting.

Section 12 Removal

Any officer may be removed from an elected or appointed office with or without cause by the affirmative vote of two-thirds of the Members entitled to vote. 9

Section 13 Vacancies

A vacancy in any office because of death, resignation or removal may be filled for the unexpired portion of the term of that office by a majority vote of the Members present and entitled to vote at a specially held meeting. The Nominating Committee shall conduct a nominating and election process at the meeting which will allow nominations be made from the floor by Members. The election will be by secret ballot; the Nominations Committee will count the number of member organization votes for each candidate. The candidate with the most number of votes will be elected at the following regular scheduled meeting. All candidates must meet the eligibility requirements as stated in Article V, Section 2. Vacancies should be filled within 60 days after the vacancy occurs.

Section 14 Resignation

Any Member may resign from office upon written notice to the TBAC Chair with a cc: TBAC Secretary and Metro liaison.

Section 15 Expulsion

General Members or Individual Representatives may be expelled for cause. Cause for expulsion shall be failure to maintain a personal or business standard or character, actions which use TBAC name in an unauthorized manner, actions unbecoming a member of TBAC, or the offering of products or services that do not appear consistent with the goals and objectives of TBAC. The Membership Committee shall prepare a motion to expel and submit it to the General Membership at a regular scheduled meeting for approval. Upon approval and prior to termination of any member for cause, such member shall be given notice and an opportunity to be heard pursuant to the following procedure:

(a.) Notice of Expulsion. Notice of Expulsion shall be sent by electronic mail to the most recent email addresses the Member Organization representatives provided in TBAC records. The notice

shall set forth the proposed expulsion and reasons therefore. Such Notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(b.) Hearing. The member undergoing expulsion procedures shall be given an opportunity to be heard, either orally or in writing. The Expulsion Hearing shall be held not fewer than five (5) days before the effective date of the proposed expulsion. The Membership Committee shall hold this hearing. The notice to the Member of the proposed expulsion shall state the date, time, and place of the hearing. Metro may be invited to attend.

(c.) Determination. Following the hearing, the Membership Committee shall decide by majority vote, whether or not the member should in fact be expelled, suspended or sanctioned in some other way.

(d.) Metro will be notified of the determination.

ARTICLE VIII, OFFICERS

Section 1 Chairperson

The Chairperson shall have the following duties and powers: (a.) The Chairperson shall preside at all meetings of the General Membership. (b.) Subject to the directions of the Members, the Chairperson shall exercise all powers and perform all duties and business of TBAC.

Section 2 Vice Chairperson

The Vice Chairperson shall serve the role of Vice Chairperson and shall exercise powers and perform such duties as from time to time may be assigned by the Chairperson. At the request of the Chairperson or in the absence or disability of the Chairperson, the Vice Chairperson shall 10 perform all the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chairperson. If the Vice Chairperson is absent or unavailable to fulfill these duties, the Secretary shall perform the Vice Chairperson's duties.

Section 3 Secretary

The following are the powers and duties:

(a.) The Secretary shall keep a record in the form of minutes of all the proceedings and meetings of the General Membership and their committees in books provided for that purpose. All minutes (Proceedings, Regular scheduled meetings and Special meetings) shall be prepared monthly and presented to the General Membership at the next regularly scheduled meeting for review, comment, and approval.

(b.) The Secretary shall serve all notices in accordance with the provisions of these Bylaws.

(c.) The Secretary shall keep at TBAC's principal office a record containing the names and addresses of all General Members of TBAC.

(d.) The Secretary and the Chairperson shall together, sign the General Membership certificates of the Organization, the issuance of which shall have been authorized by resolution of the membership.

(e.) The Secretary shall perform, in general, all duties incident to the office of Secretary and such other duties as may be assigned by these Bylaws or as may be assigned from time to time by the General Membership or the Chairperson.

(f.) The Secretary shall keep on record a copy of each Member Organization's application.

(g.) The Financial Officer shall perform the foregoing duties of the Secretary during the absence or disability of the Secretary.

Section 4 Financial Officer

The Financial Officer shall have the following powers and duties:

- (a.) The Financial Officer has charge and supervision over and is responsible for the moneys, securities, receipts and disbursements of TBAC.
- (b.) The Financial Officer shall deposit the moneys and other valuable effects of TBAC in the name of and to the credit of TBAC in such banks or trust companies or with such bankers or other depositories as shall be selected in accordance with these Bylaws.
- (c.) The Financial Officer shall cause the moneys of TBAC to be disbursed by checks or drafts (signed as provided by these Bylaws) upon the authorized depositories of TBAC and cause to be taken and preserved proper vouches for all moneys disbursed.
- (d.) The Financial Officer shall be the principal accounting officer of TBAC, and as such, shall keep complete books and records of accounts, house such books and records at TBAC's principal place of business, prepare and file all local, state, and federal tax returns and house such returns or copies thereof at the TBAC principal place of business, and prescribe and maintain an adequate system of internal audit.
- (e.) The Financial Officer shall render to the General Membership or the Chairperson, whenever requested, a statement of the financial condition of the Transportation Advisory Business Council and of all transactions as Financial Officer, and render a full financial report at the Annual Meeting of the General Members. The original copy of such all shall be housed at TBAC's principal place of business.
- (f.) The Financial Officer shall, from time to time to require from all officers or agents of TBAC reports or statements giving such information as desired with respect to any and all financial statements of TBAC.
- (g.) The Financial Officer shall perform all duties incidental to the office of Financial Officer, and such other duties as from time to time may be assigned by the Chairperson.
- (h.) The Parliamentarian shall perform the foregoing duties of the Financial Officer during the absence or disability of the Financial Officer.
- (i.) Financial Officer shall ascertain and monitor the yearly budget for TBAC support, and support development of funding vehicles that serve the purpose of TBAC.

Section 5 Parliamentarian

The Parliamentarian shall have the following responsibilities:

- (a.) The Parliamentarian shall monitor the conduct of members at general, special or other meetings so as to adhere to TBAC policies, procedures, and guidelines.
- (b.) The Parliamentarian shall cause the general body to adhere to the TBAC bylaws.

Section 6 Executive Committee

The Executive Committee shall consist of the current elected officers and the TBAC Chairperson.

ARTICLE IX, COMMITTEES

Section 1 Committee Appointments Committees for TBAC shall be of two types:

- (a.) Standing Committees will be as follows: (1.) Legislative Affairs Committee (2.) Professional Services Committee (3.) Construction Committee (4.) Commodities Committee (5.) Membership Committee

(b.) Ad Hoc Committees will be as follows: (1.) Nominating Committee (2.) Bylaws Committee (3.) Committees established by the Chairperson as needed.

Only TBAC General Member representatives, including alternates, may serve as Chairperson of TBAC committees or ad hoc committees. Members of Member Organizations may serve as voting members of any committee. General public members may participate as a member of any committee, but shall not be entitled to vote. The Chairperson of each Standing Committee shall be selected by the voting members of each committee; selection shall be at the January meeting. Standing Committees shall issue a report at least once a month. The TBAC Chairperson shall appoint all Ad Hoc Committee chairpersons. Ad Hoc Committees shall issue a report as determined at the time of their establishment. Each organization should have a member on at least one of the TBAC Standing Committee.

ARTICLE X, AMENDMENT

The General Membership shall have power to amend and repeal the bylaws of TBAC, in whole, or in part, at any regular scheduled meeting of the General Membership, or at any special meeting called for that purpose provided such amendment or repeal is ratified by the affirmative vote of two-thirds of the General Member representatives entitled to vote.

Revised Bylaws Approved on September 6, 2018 at General TBAC Meeting