

STAFF REPORT

SUBJECT: Amendment to LAVTA's Bylaws, Article III, Section 3.03(a) Regarding Board Compensation

FROM: Christy Wegener, Executive Director

DATE: August 22, 2023

Action Requested

For the second reading, review the proposed amendment to LAVTA's Bylaws, specifically Article III, Section 3.03(a) "Compensation," to the Board for consideration.

Background

At the May 2023 Finance and Administration Committee meeting, the Committee requested that staff present a draft amendment to the LAVTA Bylaws in order to consider an increase the Board member compensation. Staff presented the first reading of the proposed amended bylaws to the Committee at their June 2023 meeting, and subsequently presented the first reading of the proposed amended bylaws to the Board at their July meeting.

Discussion

Staff is now returning to the Committee to present the second reading of the proposed amended bylaws. Per the JEPA, the Board is authorized to amend bylaws at the second reading.

Recommendation

Staff recommends the Finance and Administration Committee forward the second reading of the proposed amended Bylaws to the Board of Directors for consideration.

Attachments:

1. Draft Amended Bylaws 3.03
2. Draft Revised Expense Reimbursement Policy

LIVERMORE AMADOR VALLEY TRANSIT AUTHORITY
AMENDMENT TO THE BYLAWS OF THE TRANSIT AUTHORITY

This Amendment to the Bylaws of Livermore Amador Valley Transit Authority ("Authority") was adopted on September 11, 2023 in accordance with the procedures established at subsections 5(d)(1) and 5(e) of the Bylaws and is effective as of that date.

Section 3.03 Compensation is deleted and replaced in its entirety to read:

3.03 Compensation. Directors of Authority shall receive compensation for Agency meetings attended and incidental expenses relating to transit matters in an amount approved by the Board of directors as follows:

- (a) Each member and alternate member of the Board of Directors of Authority shall be compensated One Hundred Fifty Dollars (\$150.00) for each event in which they attend meetings of the Board of Directors or engage in other Authority business within or without the boundaries of the Authority, including an Authority Board of Directors committee meeting. Directors shall comply with any travel or reimbursement policies passed by the Board of Directors to govern such expenses.
- (b) Authority shall conform to the limits established by Section 99157 and 99158 of the Public Utilities Code pertaining to insurance, pensions, retirement plans and other benefits which may be paid to members of the Board of Directors.
- (c) Notwithstanding the above language, members and alternates who incur travel and personal expenses for attendance at meetings, legislative hearings, conventions, and other business of Authority are authorized to receive reimbursement of travel and personal expenses; provided, however, that Directors shall submit monthly expense reports to the Board of Directors during the sixty (60) days following the month in which the expense was incurred.
- (d) An alternate Board member shall be paid for attendance at meetings and transit conferences only if his or her regular member does not attend said Board meetings and conferences. Any Authority policies concerning reimbursements for members of the Board of Directors shall apply to alternate Board members unless otherwise stated in such policies.

**POLICY ON COMPENSATION AND EXPENSE
REIMBURSEMENT FOR BOARD MEMBERS, OFFICERS AND
EMPLOYEES**

This policy for compensation, and expense reimbursement for Board members of the Livermore Amador Valley Transit Authority ("Authority") was adopted on September 11, 2023, and is effective as of that date.

1. Board Member Compensation

A. In accordance with the Authority's Bylaws each member of the Board is entitled to receive compensation in the amount of \$150 per event for each day the Board member attends a regular or special meeting of the Board, or of a standing or advisory committee meeting of the Board, and for each day of other service rendered as a Board member as authorized by the Board.

B. Attendance at meetings, seminars, conferences or similar events of any of the following agencies is service rendered as a Board member as authorized by the Board: (1) California Transit Association; and (2) American Public Transportation Association. Additionally, if a Board member is authorized by the Board to participate, join or serve as an Authority representative to any other agency or association to further the interests of the Authority, attendance by the Board member at all subsequent meetings of that agency or association is service rendered as authorized by the Board.

C. For all other meetings, seminars, conferences, or similar events, the Board must authorize the Board member to receive compensation prior to registration or attendance, except as provided in Section 3 below.

2. Board Member Reimbursement

A. The Authority shall reimburse Directors only for expenses that are necessarily incurred in connection with the business of the Authority. In no event shall such reimbursement be in an amount greater than the actual cost to such Directors. No expense of Directors shall be reimbursed except pursuant to these rules.

B. If the Board or this Policy authorizes a Board member's or officer's attendance at a meeting, seminar, conference, or similar event, other than a meeting of the Board or of a committee of the Board, the Board member is entitled to receive reimbursement for all related actual and necessary expenses from the Authority.

C. In addition, a Board member is entitled to receive reimbursement for all actual and necessary expenses from the Authority for attendance at meetings, seminars, conferences, and similar events of the following organizations: (1) California Transit Association; and (2) American Public Transportation Association.

D. Each Board member will be reimbursed at rates established in the then- current Internal Revenue Service Publication 463, or any successor

publications, for travel, lodging, meals and other expenses actually and reasonably incurred in the performance of service rendered as authorized by the Board.

i. Private automobiles shall not be serviced by the Authority and no compensation or other value shall be received for the use of private automobiles except that which is provided in this paragraph D. Travel expenses shall be allowable only for travel outside the area of the Authority's service area, except in connection with assigned duties within the area when such expenses may be authorized by the Board.

ii. Lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Board member at the time of booking.

iii. Meal expenses incurred within the area of the Authority's system shall not be reimbursed except upon the authorization of the Chair or Vice Chair of the Board, in the absence of the Chair.

E. Organization dues and/or fees shall be reimbursed only to those Board members who have been expressly authorized by the Board of Directors to incur such expenses. Such reimbursement may only be made upon approval as to legality by the Authority's Legal Counsel. Other expenses incurred in connection with such memberships shall not be paid unless they are reimbursable under some other provisions of this Policy.

F. Each Board member seeking reimbursement pursuant to this Policy must file, within a reasonable time after incurring the expense, an expense reimbursement statement. The statement must be filed on the Authority's expense reimbursement form and must be accompanied by receipts documenting each expense. Expense reimbursement statements and related documents are public records under State law.

3. Emergency Provisions

A. Notwithstanding the foregoing Sections I and 2, if an emergency arises and a Board member is required to incur travel, lodging or other expenses to engage in Authority business, a Board member may incur such expenses upon the approval of the Chair of the Board or, if the Chair is unavailable, the Vice Chair or, if the Vice Chair is unavailable, another Board member. Such approval will be subject to ratification of the full Board at the next regularly scheduled Board meeting.

B. An "emergency" shall constitute a meeting, hearing, event or function (a) at which a Board member's attendance or participation is deemed essential to further the interests of the Authority, and (b) which takes place prior to the next regularly scheduled Board meeting

4. Procedure for Requesting Advance Reimbursement

Directors shall submit a request in writing to the General Manager for advance reimbursement of authorized expenses, noting the nature and amount requested.

Advance funds not utilized shall be returned (by check or money order) to the General Manager at the time the final expense account document is submitted. In no case shall the time of submittal exceed 60 days after costs are incurred.

5. Reports

Board members returning from meetings, conferences, seminars, and other activities for which compensation has been paid or expenses have been reimbursed must provide a brief oral or written report to the Board at its next meeting.

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