

**ARTICLE 1. THE AGENCY**

Section 1.1	Agency
Section 1.2	Name
Section 1.3	Offices

**Section 1.1    Agency**

The agency operates as a public transit district, politically created pursuant to Transit District Law (Division 10 of the Public Utilities Code of the State of California) by the electorate on November 6, 1956, and certified to the Secretary of State on December 14, 1956, and ~~was~~ designated a rapid transit district on January 1, 2022. (Ref: PUC Sec. 24561)

**Section 1.2    Name**

The official name of the agency shall be the "Alameda-Contra Costa Transit District."

**Section 1.3    Offices**

The headquarters of the District shall be 1600 Franklin Street, Oakland, California 94612.

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

**ARTICLE 2. BOARD OF DIRECTORS**

Section 2.1	Board of Directors
Section 2.2	Wards and Election of Directors
Section 2.3	Oath of Office
Section 2.4	Terms of Office
Section 2.5	Vacancies
Section 2.6	Powers and Duties
Section 2.7	Conflict of Interest
Section 2.8	President of the Board
Section 2.9	Vice President of the Board
Section 2.10	President as Presiding Officer
Section 2.11	Selection of President/Vice President
Section 2.12	Use of District Letterhead

**Section 2.1 Board of Directors**

The Board of Directors shall consist of seven members: one from each of five wards and two at large. The Directors elected by wards shall be residents and voters of the respective wards from which they are nominated and elected. The Directors elected at large shall be residents and voters of the District.

Beginning with the November 2024 election, the Board will transition to a seven-ward election system which will be complete with the November 2026 election. Thereafter, all seven members of the Board of Directors will be elected from wards and shall be residents and voters of the respective wards from which they are nominated and elected.

**Section 2.2 Wards and Election of Directors**

Procedures for establishing wards and electing Directors shall be in compliance with Transit District Law, Uniform District Election Law, District Ordinance 20, and any other applicable State and local laws. (Ref: PUC Sec. 24501, 24823, 24824, 24826; GC Sec. 1780; Elections Code, Ord. 20)

**Section 2.3 Oath of Office**

The oath of office of Directors shall be taken, subscribed, and filed with the District Secretary following certification of the election results by the Registrar of Voters and prior to assuming office.

**Section 2.4 Terms of Office**

The term of office for Directors shall be for four years commencing at noon on the first Friday in December following their election. Directors shall serve until their successor is elected and qualified. (Ref. Elections Code Section 10554)

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

**Section 2.5 Vacancies**

Vacancies that occur on the Board, for whatever reason arising, shall be filled in accordance with Government Code Section 1780, District Ordinance 20, and/or any other applicable state laws.

**Section 2.6 Powers and Duties**

The Board shall exercise the powers, perform duties, conduct meetings, and be responsive to the public in the manner prescribed by law.

- (a) Powers and duties of the Board of Directors, as established in Transit District Law, shall include but are not limited to:
  - (1) Determining all matters of policy and providing for all matters and things necessary for the proper administration of the affairs of the district which are not otherwise provided for in Transit District Law (Ref: PUC Sec. 24883, 24884).
  - (2) Supervising and regulating every transit facility owned and operated by the District, including fixing of rates, rentals, charges, and classifications, and the making and enforcement of rules, regulations, contracts, practices and schedules, for or in connection with any transit facility owned or controlled by the District (Ref: PUC Sec. 24885). In implementing this duty, reference is made to Section 3.3 of these Rules pertaining to the duties of the General Manager which are subject to the control of the Board.
  - (3) Determining and creating, by resolution, such number and character of positions as are necessary to properly carry on the functions of the District and establish an appropriate salary, salary range, or wage for each position so created (Ref: PUC Sec. 24886).
  - (4) Providing for an annual audit made of all books and accounts of the District by a certified public accountant or public accountant (Ref: PUC Sec. 24888).
  - (5) Establishing rules for its proceedings.
  - (6) Appointing and fixing the compensation of a general manager, who shall have full charge of the acquisition, construction, maintenance, and operation of the facilities of the district and also of the administration of the business affairs of the district. ((Ref: PUC Sec. 24926).
  - (7) Bargaining in good faith with recognized labor organizations (Ref: PUC Sec. 25051(a)).
  - (8) Having the power to exercise the right of eminent domain (Ref: PUC Sec. 25703).
- (b) In addition to the above, powers and duties of the Board of Directors, as established in Transit District Law, may include but are not limited to:
  - (1) Adopting a personnel system for the purpose of recruiting and maintaining an effective work force with good morale, and abolishing, by resolution, any position established in the personnel system (Ref: PUC Sec. 24886).

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

- (2) Contracting for or employing any professional service required by the District or for the performance of work or services which cannot satisfactorily be performed by regular employees of the District (Ref: PUC Sec. 24887).
- (3) May provide, by resolution, under such terms and conditions as it sees fit, for the payment of demands against the District without prior specific approval thereof by the Board if the demand is for a purpose for which an expenditure has been previously approved by the Board and in an amount no greater than the amount so authorized, and if the demand is approved by the General Manager (Ref: PUC Sec. 24889).
- (4) Providing for the creation and administration of funds as the needs of the District may require (24890).
- (5) Providing, by ordinance, compensation for each Boardmember for each attendance at the meetings of the Board, and for each day any Member is engaged in authorized District business other than attendance at meetings of the Board, as provided by Transit District Law (Ref: PUC Sec. 24908).
- (6) Appointing a District Secretary and General Counsel for the District and establishing compensation for said officers. (Ref: PUC Sec. 24931, 24886)
- (7) Providing for the payment of insurance premiums for officers or employees of the District as specified in Transit District Law (Ref: PUC Sec. 25057, 99157, 99158).
- (8) Establishing a retirement system, retirement board, and associated authorities therewith as established in Chapter 5 of the Transit District Law, including but not limited to appointing members of the retirement board, prescribing the terms and conditions of retirement benefits, determining contribution levels to support the fund, and causing an actuarial valuation of the retirement fund at least once every four years (Ref: PUC Sec. 25301-25392).
- (9) Authorizing, by resolution, the sale, destruction or other disposition of any record, map, book or paper in the possession of the District or of any officer or employee thereof if the Board determines that such item is of no further value to the District (Ref: PUC Sec. 25772). Such authorization shall be in accordance with Board Policy 651 – Records Retention Policy or the public records requirements of the Government Code if applicable.
- (10) Submitting bond issues to the voters of the District (Ref: PUC Sec. 26202, 27451).

## Section 2.7 Conflict of Interest

Pursuant to the Political Reform Act of the Government Code, ~~Directors-Boardmembers~~ shall not make, participate in making, or in any way attempt to use his or her official position in any way to influence a Board decision in which he or she knows or has reason to know that he or she has a financial interest (GC Section 87100). If a public official has a conflict of interest, the official must disqualify him or herself from acting on or participating in the decision. Government Code section 87105 states that a Boardmember-Director who has a conflict of interest must recuse him or herself and leave the room unless the matter is on the Consent Calendar or an exception exists allowing them to speak during public comment as a private citizen.

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

Other state laws generally prohibits a ~~Boardmember~~Director from having a financial interest in any contract which is awarded or to be awarded by the Board (PUC Section 25722; [GC Sections 1090-1091](#)). [Government Code section 1090](#) would prevent the Board from awarding a contract that a ~~Boardmember~~Director had a financial interest in unless the interest is determined to be a “non-interest” or is determined to be a “remote interest” and the ~~Boardmember~~Director discloses the remote interest to the Board, the interest is noted in the District's official records, and thereafter the District authorizes, approves or ratifies the contract in good faith without counting the votes of those with a remote interest (GC Sections 1090-1091).

Government Code section 84308, commonly referred to as the “Levine Act,” precludes a Boardmember of a local government agency from participating in [certain proceedings involving contracts, licenses, permits, entitlements for land use, or franchises](#)the award of a contract if he or she receives any [political campaign](#) contributions totaling more than \$~~250-500~~ in the 12 months preceding the pendency of the [contract award](#)item, and for [three-12](#) months following the final decision, from [a party or participant in the proceeding](#)the person or company awarded the contract. This prohibition applies to contributions to the Boardmember or received by the Boardmember on behalf of any other Boardmember, or on behalf of any candidate for office or on behalf of any committee. The Levine Act also requires disclosure of such contributions by a party ~~to be awarded a specified contract~~involved in such proceedings. Disclosure is not required for [specific items such as](#) competitively bid, labor, or personal employment contracts.

State law also prohibits ~~Boardmembers~~Directors from engaging for compensation in any activity which is inconsistent, incompatible, or in conflict with or inimical to his or her duties or with the duties, functions, or responsibilities of the District (GC Sections 1125-1127). Violators of such law(s) may be held accountable in the manner prescribed in the law.

[If a Boardmember believes a potential for conflict of interest exists, he or she is encouraged to shall consult with the General Counsel for legal advice. Conflict of interest laws can be complicated, and violation may result in significant penalties. The Fair Political Practices Commission \(FPPC\) has many useful regulations and opinions on conflicts of interest that are useful in determining whether a particular financial interest or decision could give rise to disqualification based on a potential conflict of interest. Visit FPPC website at \[fppc.com\]\(#\) for additional information.](#)

## Section 2.8 President of the Board

At its first meeting in January of each year the Board of Directors shall select from its membership a President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Appoint from the Board the members of all Limited Purpose and Liaison Committees. The appointments, or changes in appointment that may occur during the year, shall take immediate effect and shall be announced at the -at the next Board meeting;

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

- (c) Serves as the official spokesperson for the Board of Directors at District and public events. The Board President may delegate this responsibility to the Vice President or another Director if deemed appropriate. All requests for the Board President's (or designee's) participation shall be coordinated through the District Secretary;
- (d) Have all the powers and perform all of the duties as conferred by law; and
- (e) Perform such other duties as may be required from time to time by the Board.

#### **Section 2.9 Vice President of the Board**

The Board of Directors shall select from its membership a Vice President who, in the absence or disability of the President, shall have all of the powers and shall perform all of the duties of the President. The Vice President shall have all of the powers and shall perform the duties conferred on this office by law and shall perform such other duties from time to time as may be prescribed by the Board of Directors.

#### **Section 2.10 President as Presiding Officer**

- (a) As provided for in Article 5 of these Rules for Procedure, the President shall review and approve all agendas of the Board of Directors prior to distribution of the agenda.
- (b) The President may move, second and debate from the Chair, subject only to such limitations of debate as are imposed on all Directors. He/she shall not be deprived of any rights and privileges of any Director by reason of his/her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of Board of Directors meetings.
- (c) When appropriate for clarification purposes or requested by a Boardmember, the President shall restate each motion immediately following its introduction. In situations where extensive discussion or debate occurs following introduction of a motion, or when an amendment(s) has been made to a motion, the President shall restate each motion immediately prior to calling for the vote. Following the vote, the President shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for the action and whether the motion carried or was defeated. In cases where the action of the Board may be unclear for those in the audience, the President shall summarize the action of the Board before proceeding to the next item of business.
- (d) Subject to additional Board direction, the President shall sign all ordinances and resolutions approved by the Board and shall sign all agreements and contracts as directed by the Board. In the event of the President's absence from a meeting where such documents are adopted and approved, the Vice President shall sign said documents on behalf of the District.
- (e) The President shall be responsible for the maintenance of order and decorum of Board meetings. No person shall be allowed to speak who has not first been recognized by the President. All questions and remarks should be addressed to the President.
- (f) The President shall determine all Points of Order subject to the right of any Director to appeal the determination to the entire Board. In the event of an appeal, General Counsel advice may be obtained. The majority decision of the Board shall govern and conclusively determine any question of order.

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

**Section 2.11 Selection of President/Vice President**

- (a) Term. During the first Board of Directors meeting in January of each year, the Board shall elect one of its members as President and one of its members as Vice President. The regular term of office for the President and Vice President shall be one year; however, the President and Vice President shall serve at the pleasure of the Board of Directors. [The President or Vice President may be removed by at least four affirmative votes of the Board.](#) In order to provide a leadership path to the office of President, the Board shall give consideration to electing the current Vice President as the next in line to succeed the outgoing President as if nominated from the floor and regardless of the Nominating Committee's recommendation.
- (b) Absences of President/Vice President. If the President is absent or temporarily unable to serve, the Vice President shall assume the duties of the President. Except for the purposes of electing a President and Vice President, if the President and Vice President are both absent from any meeting and/or are unable to act, the meeting shall be called to order by the District Secretary, whereupon the District Secretary shall immediately call for the selection of a Temporary Presiding Officer.
- (c) Permanent Vacancies. Upon a permanent vacancy in either the President or Vice President position, the Board shall elect one of its members to fill the vacant position.
- (d) Limit. A member of the Board may be elected and serve in the position of President for no more than two consecutive years or the position of Vice President for more than two consecutive years, excluding the time served during a mid-term appointment. Thereafter, another Board member shall be selected as President or Vice President, respectively, for at least one year.
- (e) Failure to Elect. If the Board fails to elect a President or Vice President, the existing President or Vice President shall continue in said office until the Board elects a successor, unless the President or Vice President is removed by at least four affirmative votes of the Board.
- (f) Nominating Committee. The Board President may appoint a committee to nominate candidates for the offices of either the Board President or Vice President or both offices, as provided by Section 8.11 of these rules.

**Section 2.12 Use of Board Letterhead**

- (a) Official Board letterhead means stationery which has the AC Transit logo at the top and a listing of the Board of Directors and Board Officers on the left side and the address, telephone number, facsimile number, and web address at the bottom of the page. Board letterhead is for exclusive use by the Board and Board Officers, subject to the limitations provided in this section.
- (b) No Director or Board Officer shall use the official letterhead stationery of the District to communicate, inform, represent, assert or otherwise imply that the letter sets forth a position, whether positive, negative or neutral, taken directly or indirectly by the District Board of Directors unless prior authorization for such communication has been approved in advance by the Board of Directors.
- (c) The limitations provided in Section 2.12(b) shall not apply to the following:

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

1. Letters communicating the Board of Directors position on issues previously considered, including, but not limited to, legislation, regulations, initiatives, propositions, measures and similar matters where such letters are crafted by staff.
  2. Letters of a ceremonial nature, thank you letters and similar non-policy communications.
- (d) Letters from individual Directors communicating his or her position on a matter of interest to that Director shall be made on District stationary that clearly indicates that the communication is from that Director and does not represent that he or she is speaking on behalf of the Board of Directors.

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---



**ARTICLE 3. BOARD-APPOINTED OFFICERS**

Section 3.1	General
Section 3.2	Oath of Office
Section 3.3	General Manager
Section 3.4	General Manager Report of District Activities
Section 3.5	District Secretary
Section 3.6	General Counsel
Section 3.7	Board / Staff Relations

**Section 3.1 General**

The Officers of the District, as appointed by the Board of Directors, shall be the General Manager, District Secretary, and General Counsel. All officers shall serve at the pleasure of the Board of Directors for an indefinite term and may be removed by the Board only upon the adoption of a motion by at least four affirmative votes of the Board. Removal of the General Manager by the Board shall also be in conformance with procedures established in PUC Section 24929. (Ref: PUC Sec. ~~24956~~, 24931, ~~24929~~24932)

**Section 3.2 Oath of Office**

All appointed officers of the District shall take and subscribe to an oath of office at any time after the officer has notice of his/her appointment but not later than 15 days after the commencement of his/her term of office. Said oath shall be filed with the District Secretary. (Ref: PUC Sec. 24934)

**Section 3.3 General Manager**

The General Manager of the District shall be directly responsible to the Board of Directors. Subject to the control of the Board, the powers and duties of the General Manager are to:

- (a) Have full charge of the acquisition, construction, maintenance, and operation of the facilities of the District;
- (b) Have full charge of the administration of the business affairs of the District;
- (c) See that all ordinances of the District are enforced;
- (d) Administer the personnel system adopted by the Board and, except for officers appointed by the Board, to appoint, discipline or remove all employees subject to the rules and regulations adopted by the Board and the labor provisions of all applicable laws;
- (e) Attend all meetings of the Board, unless excused, and submit a general report of the activities of the District as specified in Section 3.4;
- (f) Keep the Board advised as to the needs of the District;
- (g) Prepare or cause to be prepared all plans and specifications for the construction of the works of the District;

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

- (h) Devote his/her entire time to the business of the District, meaning that the General Manager shall not engage in any other business or employment without prior approval from the Board;
- (i) Publish a financial report (audited financial statements) within 180 days after the end of the fiscal year showing the result of operations for the preceding fiscal year and the financial status of the District;
- (j) Install and maintain an auditing and accounting system;
- (k) Provide for the custody of the funds of the District and keeping of accounts of all receipts and disbursements;
- (l) Perform such other duties as from time to time may be prescribed by the Board of Directors. (Ref: PUC Sec. 24936, 24937, 24939, 24940)

#### Section 3.4 General Manager Report of District Activities

The General Manager shall provide rReports describing the general activities of the District as required by the, ~~submitted to the Board of Directors, shall include, but not be limited to:~~

- ~~(a) — Bi-Monthly Budget Performance~~
- ~~(b) — Minutes of Monthly Accessibility Advisory Committee Meetings~~
- ~~(c) — Quarterly Contracts and Purchasing Activities~~
- ~~(d) — Quarterly Surplus and Obsolete Materials Report~~
- ~~(e) — Annual Financial Statements~~
- ~~(f) — Semi-Annual Goals/Objectives Status (Strategic Plan)~~
- ~~(g) — Quarterly Operations PerformanceSemi-Annual Report~~
- ~~(h) — Semi-Annual Update on Disadvantaged Business Enterprise Goals~~

#### Section 3.5 District Secretary

The District Secretary shall provide administrative support to the Board of Directors and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- (a) Be the custodian of the District seal and of all books, records and papers of proceedings of the Board of Directors and Committees of the Board;
- (b) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
- (c) Prepare and distribute agendas, minutes and other required documents and papers as necessary for Board business;
- (d) Keep record of all ordinances, resolutions, and minutes of the Board and shall, as required, certify and furnish copies of such documents in compliance with the law;
- (e) Maintain records of and coordinate the review of these Rules for Procedure and all Board-adopted policies subject to the Review Schedule and amendment process set forth in the Preamble to the Board Policy and Administrative Regulation Manual.
- (f) Serve as the Filing Official under the District's Conflict of Interest Code and serve as District Election Officer to oversee District election procedures with the Counties of Alameda and Contra Costa;

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---

- (g) Prepare Quarterly Travel/Expense Report for Directors/Officers;
- (h) Devote his/her entire time to the business of the District, meaning that the District Secretary shall not engage in any other business or employment without prior approval from the Board; and
- (i) Perform any other duties as from time to time may be prescribed by the Board of Directors.

### Section 3.6 General Counsel

The Attorney for the District shall serve as General Counsel of the District and shall be directly responsible to the Board of Directors, and subject to such direct responsibility shall:

- (a) Give advice or opinion orally or in writing whenever required by or necessary to the Board;
  - (b) Be the legal advisor of the General Manager and other District officers;
  - (c) Coordinate, direct, and supervise all legal matters affecting the District;
  - (d) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
  - (e) Prepare or approve all forms and content of ordinances, resolutions, contracts, bonds and other legal documents connected with the business of the District to be consistent with the law and District policies;
  - (f) Take charge of all suits and other legal matters to which the District is a party;
  - (g) Perform all of the duties conferred or imposed upon Counsel by law;
  - (h) Devote his/her entire time to the business of the District, meaning that the General Counsel shall not engage in any other business or employment without prior approval from the Board; and
  - (i) Perform such other duties as from time to time may be prescribed by the Board of Directors.
- (Ref: PUC Section 24938)

### Section 3.7 Board/Staff Relations

~~Except for inquiry purposes, the~~ The Board of Directors and individual Boardmembers shall deal with District employees solely through the Board Officer (General Manager, General Counsel or District Secretary) having supervisory responsibilities over individual employees. All requests for information that occur outside of an official public meeting shall be presented in writing to the appropriate Board Officer (with a copy to the appropriate executive staff team member) who will assess the feasibility of the request and determine whether a response will be provided to the full Board or whether an Agenda Planning Request is needed. Responses will be provided to the entire Board.

The Board or individual Boardmembers shall not give orders to any District employee under the jurisdiction of an Officer, nor attempt to coerce or influence an Officer in matters relating to any contract, purchase, official report or any other administrative action, nor in any manner direct or request the appointment of any individual to, or removal from, his/her position by the General Manager. Additionally, no individual Boardmember shall be involved in the recruitment or selection process for any District employee other than Board Officers. (Ref: Board Policy 702)

---

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

---