

**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. [2468124561](#))

**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.

**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
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**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.

**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, and any other applicable State and local laws. (Ref: PUC Sec. 24501, 24823, 24824, 24826; GC Sec. 1780; Elections Code)

**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)

**Section 2.5 Vacancies**

Vacancies that occur on the Board, for whatever reason arising, shall be filled in accordance with Government Code Section 1780 or 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. 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 (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).
- (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 pProviding, 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) Establishing an amount for bonds of appointive officers (Ref: PUC Sec. 24935).~~
- (8) 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).
- (9) 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).
- (10) 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 ~~the public records requirements of the Government Code~~ Board Policy 651 – Records Retention Policy or the public records requirements of the Government Code if applicable.
- (11) 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 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). Other state law generally prohibits a Director from having a financial interest in any contract which is awarded or to be awarded by the Board (PUC Section 25722) unless the interest is remote and the 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). State law also prohibits 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.

**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)

**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;
- (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 within 90-180 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

Reports describing the general activities of the District, 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) Quarterly-Semi-Annual Goals/Objectives Status (Strategic Plan)
- (g) Quarterly Operations Performance 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 annually-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.~~and, subject to General Counsel's review, make recommendations to the Board as appropriate;~~
- (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;
- (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

(h<sub>i</sub>) 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
- (h<sub>i</sub>) 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 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. 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, 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)