

## **EXHIBIT “1”**

### **BYLAWS OF THE WORKING COMMITTEE OF THE SILICON VALLEY REGIONAL INTEROPERABILITY AUTHORITY**

Preamble. These bylaws are procedural rules for the Working Committee of the Silicon Valley Regional Interoperability Authority (the “Bylaws”). These Bylaws are intended to be interpreted in concert with that agreement, the Bylaws of the Silicon Valley Regional Interoperability Authority and all applicable laws.

#### ARTICLE I

1.1 Bylaws. The Silicon Valley Regional Interoperability Authority (“SVRIA” or “the Authority”) is a public entity created by the joint powers agreement for the Silicon Valley Regional Interoperability Authority dated April 20, 2010 (“the Agreement” or “the SVRIA-JPA”) entered into by its public entity members of the Authority pursuant to Article 1 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code (“Joint Exercise of Powers Act”). These Bylaws were adopted by the Authority’s Working Committee by Resolution No. 2010-\_\_\_\_ adopted \_\_\_\_\_, 2010.

1.2 Definitions. Any capitalized undefined term shall have the meaning that is provided in the Agreement.

#### ARTICLE II

2.1 Working Committee. Pursuant to Article 6 of the Agreement, the Working Committee is a thirteen (13) member body, each such member shall be referred to as a “Committee Member”. Each Committee Member has been appointed by an entity described in Section 6.9.1 of the Agreement.

2.2 Appointment and Removal. The Secretary is authorized to contact the Member Agencies to request written confirmation of the appointments (and removals) and electoral status of any Committee Member. Committee Members shall be appointed and removed consistent with Article 6 of the Agreement.

2.3 Meetings

a. Ralph M. Brown Act. All meetings of the Committee shall comply with the Ralph M. Brown Act (“the Brown Act”, Govt. Code Section 54950 *et seq.*).

b. Time and Place of Committee Meetings. The Working Committee shall adopt a resolution setting the time and place for regular meetings (“Committee Meeting Resolution”). Unless otherwise specified in a notice to Committee Members, the time and place for holding regular meetings of the Committee shall be as listed in the current Committee Meeting Resolution. Meetings may also be held at locations within the jurisdiction of any Member Agency or as otherwise permitted by the Brown Act. Special meetings may be called by the Chairperson and as otherwise permitted under the Brown Act.

c. Notice of Meetings. Notice shall be given of each meeting in accordance with the Brown Act.

2.4 Officers of the Committee.

a. Officers. The officers of the Committee shall be a Chairperson, a Vice Chairperson, and a Secretary. The Committee shall elect a Chairperson and Vice Chairperson from the Committee Members. The Committee may appoint a Secretary who is not a Committee Member. Upon Committee authorization, additional officers may be elected or appointed. No officer shall be a voting member of the Committee

unless such officer is a Committee Member. Unless otherwise expressly provided in writing no officer shall be deemed an employee of the Authority.

b. Pro-Tem Officers. The Committee may elect pro-tem officers as needed to serve when elected or appointed officers are not available or the election/appointment process is delayed. In the absence of the Chairperson and Vice Chairperson, the meeting may be called to order by any Committee Member and a Chairperson Pro Tem may be elected to conduct the meeting.

c. Annual Election.

An annual election for the Chairperson and Vice Chairperson and the appointment of the Secretary shall be conducted during the first meeting of the fiscal year unless deferred by the Committee. The Chairperson, Vice Chairperson and Secretary may serve for multiple successive terms.

2.6 Quorum. A quorum of the Committee for the transaction of business shall be at seven Committee Members. Less than a quorum may act to adjourn a meeting to another time and place.

2.7 Rules of Order. Any contested point of procedure not determined by law or these rules shall be determined by the latest available edition of Roberts Rules of Order Revised, provided such determination is consistent with the Brown Act.

2.8 Voting. Every action of the Committee shall be taken by resolution, motion, election, or unanimous consent. In the absence of a request for a roll call vote, action may be taken by voice or hand vote. Any negative vote or abstention shall be recorded in the minutes. No action may be taken by the Committee without an affirmative vote of at least seven Committee Members. Where a 2/3 vote is required, no action may be taken without an affirmative vote of at least nine Committee Members.

2.9 Duties of Officers. In addition to the duties specified by applicable law, the SVRIA-JPA, other provisions of these bylaws, and resolutions or motions of the Committee, the officers of the Committee shall have the following duties:

a. The Chairperson shall preside at all meetings of the Committee when he or she is present. The Chairperson shall make all Committee appointments except as otherwise provided by resolution, the Agreement or applicable law.

b. The Vice Chairperson shall preside at all meetings of the Committee when he or she is present and the Chairperson is absent.

c. The Secretary shall cause minutes of all open meetings of the Committee to be kept and shall cause a copy of the draft minutes to be forwarded to each Committee Member within thirty (30) days. The Chairperson and Secretary shall sign minutes after they have been approved by the Committee. The Secretary shall keep the minutes and files of the Committee, authenticate its acts, and administer oaths of office. The Secretary shall keep a correct roll of each Committee Member.

2.10 Santa Clara Valley Transportation Authority (“VTA”). Two Committee Members of the Working Committee shall be appointed by the General Manager of VTA. Those members shall be staff members of the VTA.

### ARTICLE III

Amendments. Amendments to these bylaws must be approved by the Working Committee.