

**San Francisco Bay Area Rapid Transit District
Office of Civil Rights Business Advisory Council Bylaws**

ARTICLE I – NAME

The name of this council shall be the Office of Civil Rights Business Advisory Council (BAC).

ARTICLE II – MISSION STATEMENT

A. The mission of the BAC is to advise the Director of the Office of Civil Rights at the San Francisco Bay Area Rapid Transit District (“BART” or “District”) in that Office's efforts to ensure that Disadvantaged Business Enterprises (DBE), Small Business Entities (SBE), Minority Business Enterprises (MBE), Women-Owned Business Enterprises (WBE), Small Businesses (SB), and Veterans are afforded opportunities to participate on District contracts and agreements.

ARTICLE III – RESPONSIBILITIES

- A. Collaboration between the D/M/W/SBE and SB communities and the executive branch of the District.
- B. Make specific recommendations to the Director of the Office of Civil Rights related to policies and programs that impact the D/M/W/SBE and SB communities and participation in District contracts and agreements.

ARTICLE IV – MEMBERSHIP

- A. Composition
 - 1. Members of the BAC shall be non-employee volunteers.
 - 2. The number of BAC Members shall be no less than nine (9), with a maximum of fifteen (15) members, whose size shall be fixed by the Board of Directors, representing the following:
 - Small business community, including Disadvantaged Business Enterprises, Small Business Entities, Minority Business Enterprises, Women-Owned Business Enterprises, and Small Businesses.
 - Community-based organizations and/or trade organizations that represent small business interests within the District's five (5) County service areas.
 - 3. The BAC shall not discriminate based on race, color, national origin, sex, religion, sexual orientation, disability or age in its membership.

4. Members of the BAC or potential BAC Members, shall not be disqualified from serving on the BAC due to any contracts or agreements that they have had, have or may have in the future with the District.

B. Term of Office

1. The term of membership shall be for a two (2) year period, on staggered terms. The terms will commence on July 1 and end on June 30.
2. To encourage wide participation from the D/M/W/SBE and SB community, individual members are limited to two (2) - terms of membership.
3. Any vacancy occurring in the BAC shall be filled by the Office of Civil Rights (OCR) Department Manager, with advice from the BAC Members, to assure that the remainder of the term is completed.

C. Member Nomination and Selection Process

1. BAC Members shall be selected by the OCR Department Manager who will solicit and review information from interested parties and fill open seats accordingly.
2. Those interested in participating as a BAC Member shall provide a letter of recommendation from their organization or firm, as well, as a statement of interest.
3. Pursuant to Article IV, A.2, the BAC will review prospective candidates' applications and provide recommendations to the OCR Department Manager. The OCR Department Manager will have the sole authority for approving or rejecting the selection of all BAC Members.
4. Potential candidates shall attend one (1) meeting prior to their official status as a committee Member.
5. Current BAC Members who wish to serve a subsequent term (no more than two (2) consecutive staggered years) must reapply and provide a new letter of recommendation from their organization or firm.
6. BAC membership vacancies resulting from death, resignation, removal, disqualification, or otherwise shall be filled by the OCR Department Manager for the remainder of the term with advice from a majority of the BAC Members present.
7. Should a vacancy exist due to lack of submissions in a particular category and to ensure equal representation, the BAC may vote to extend a Member's term until his/her qualified successor has been duly selected.

D. Resignation

1. BAC Members may resign by notifying the OCR Department Manager, who will then inform the BAC. In the event a BAC Member voluntarily chooses to leave, the OCR

Department Manager shall designate his/her successor. Said successor shall be chosen with the advice of the current BAC Membership.

E. Termination of Membership

1. A member's appointment to the BAC shall be terminated upon a determination by the BAC if:
 - a. A Member has missed two (2) BAC meetings in a calendar year without a verifiable approved excused absence, and/or
 - b. A Member materially misrepresents himself or herself; and/or
 - c. A Member has engaged in a consistent pattern of documented disruptive and/or disrespectful behavior at the BAC or other District-related meetings.
2. A Member shall be removed only by two-thirds (2/3) majority vote comprised of BAC Members present at a duly noticed meeting. The BAC Member subject to removal shall be notified by the OCR Department Manager both prior to such a vote and following any action(s) taken regarding his or her membership status.

ARTICLE V – OFFICERS

A. Chair

1. The OCR Department Manager or his/her designee will serve as the BAC Chair ("Chair").
2. The Chair shall work with the BAC and District staff to develop an agenda for BAC meetings.
3. The Chair shall be responsible for leading meetings and keeping order, appointing Members to ad hoc or standing committees, and representing the BAC before the District's Board. These duties and practices shall all be undertaken pursuant to the District's Transparency Rules for non-Brown Act bodies and the Standard Code of Parliamentary Procedure (4th Edition) by Alice Sturgis.
4. The Chair shall perform other duties necessary or customary to the office.

ARTICLE VI - STAFF SUPPORT

- A. At least one (1) District staff member shall be assigned to work with the BAC as a staff liaison.
- B. The staff liaison shall collaborate with the Chair to prepare, compile, and distribute agendas, minutes and related materials for BAC meetings.

- C. The staff liaison shall be responsible for preparing and posting BAC agendas on the District's website.

ARTICLE VII –TRANSPARENCY IN BAC CONDUCT

A. Transparency

1. Meetings shall be conducted in accordance with the District's transparency rules. The District's Public Participation Meeting Rules can be found at http://www.bart.gov/sites/default/files/docs/Board_Meeting_Rules_Notice_57.pdf
2. Agendas and minutes shall be made public in accordance with BART's transparency rules.

B. MEETINGS

1. Only BAC Members may recommend items to the Chair for inclusion in the meeting agenda.
2. Only BAC Members can vote on action items.
3. BAC Members will first discuss agenda items during BAC meetings before opening the topic for public comment.
4. The public may address the BAC regarding any agenda item and they may speak on the item for a maximum of two (2) minutes. If a public member wishes to discuss a matter not on the agenda, he/she may do so under General Discussion.
5. The BAC Chair may limit discussion on items not listed on the agenda.

C. Expectations

- The BAC and the District will work together as a team;
- BAC Members respect the opinions and views of others;
- The BAC seeks to achieve a common goal through reliability and accountability;
- BAC Members work together on assigned tasks and challenges while respectfully accepting each Member's ideas; and
- The BAC seeks to maintain open communication to identify and create a plan of action utilizing BAC Members' knowledge, skills and expertise.

D. SPECIAL MEETINGS

1. The BAC Chair may call appropriately scheduled and noticed special meetings when the work of the BAC requires it.
2. The Chair shall identify the purpose of the special meeting via a duly and timely published agenda.

E. AGENDAS

1. At least 72 hours prior to a regular BAC meeting or 24 hours prior to a special BAC meeting, an agenda shall be posted on the District's website and in a public place in the same manner as the posting for the District's Board of Directors' Meetings.
2. Agendas and related materials shall be emailed to BAC Members and to the public requesting said agendas at least 72 hours prior to each regular meeting.
3. Staff reports shall be available in print and/or electronic versions to the public attending any BAC regular or special meetings.
4. Only items on the posted agenda, and items discussed during public comment, shall be discussed or acted upon at BAC meetings by BAC Members.

F. RULES OF CONDUCT

1. All regular and special meetings of the BAC shall be conducted in accordance with these bylaws.
2. In order to ensure that the BAC meeting is held in an open an orderly manner, BAC Members and the public shall abide by the following rules:
 - Arrive to the meeting on time.
 - Refrain from interrupting anyone that is speaking.
 - Refrain from using mobile device including, but not limited to, making phone calls, texting or emailing during the meeting.
 - BAC Members shall conduct themselves with fairness, courtesy and respect for differing point of views.
3. Unless they are speaking in support of a recommendation or position that has been approved by a majority of the BAC, BAC Members should make it clear in any public statement that they are speaking as individuals and not as representatives of the District or the BAC.
4. BAC Members shall recuse themselves from any matter before the BAC in which they have a financial interest.

ARTICLE VIII – VOTING PROCEDURES AND OFFICIAL DECISIONS OF THE BAC

- A. A simple majority of the total appointed current BAC Members shall constitute a quorum.
- B. A quorum shall be necessary to hold a vote or transact any other official BAC business.
- C. Each BAC Member shall be entitled to one (1) vote. Only one vote per organization representative.
- D. Proxy, telephonic, electronic, or absentee ballots shall be permitted.

- E. The number of BAC Members present and a record of the vote on actions taken shall be included in the minutes and with all official BAC recommendations to the District.
- F. A designee of the BAC may present recommendations of the BAC to the District's Board of Directors or to an appropriate committee, or officially represent the BAC in person or in writing as needed.

ARTICLE IX - BAC MEETING EXPENSE REIMBURSEMENT

To defray public transit travel costs to BAC meetings, BAC Members shall receive a District system public transit travel stipend, limits are to be determined by OCR, for each BAC regular or special meeting attended.

ARTICLE X - APPROVAL AND AMENDMENT OF BYLAWS

- A. These bylaws may be approved or amended at any properly noticed regular or special meeting of the BAC following a three-fourths (3/4) vote of all current BAC Members.
- B. Written notice of the proposed bylaws' approval or amendment shall be placed on the agenda and copies of the proposed bylaws or amendment shall be distributed at the meeting prior to the one at which action is to be taken.
- C. The notice at both the prior meeting and the meeting at which the vote is scheduled shall include both the original text of the bylaws and the text of any proposed bylaw amendment(s).
- D. Proposed BAC bylaws and amendments shall be subject to review by the District's Office of the General Counsel.