

**BYLAWS
OF THE
PARKING AUTHORITY OF THE TOWN OF YOUNTVILLE**

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BYLAWS OF THE PARKING AUTHORITY OF THE TOWN OF YOUNTVILLE

ARTICLE 1 - DEFINITIONS

The following terms capitalized in these Bylaws shall have the meaning specified in this article unless the content requires otherwise:

- 1.1 **Parking Authority** means the Parking Authority of the Town of Yountville.
- 1.2 **Board** means the governing body of the Parking Authority.
- 1.3 **Brown Act** means the Ralph M. Brown Act set forth in California Government Code Sections 54950 *et seq.*, as amended from time to time.
- 1.4 **Town** means the Town of Yountville.

ARTICLE 2 - OFFICE

Section 2.1 **Principal Executive Office.** The principal executive office for the transaction of business of the Parking Authority shall be the offices of the Town, which are located at 6550 Yount Street, Yountville, California 94599.

ARTICLE 3 - THE BOARD

Section 3.1 **Composition.** The Parking Authority shall be administered by the Board, whose members shall be, at all times, the members of the Town Council. The term of office of each member of the Town Council as a member of the Board shall terminate when such member of the Board shall cease to be a member of the Town Council; and the successor to such member of the Town Council shall become a member of the Board.

Section 3.2 Meetings of the Board.

3.2.1 **Regular Meetings.** The Board shall hold at least one (1) regular meeting each year to be held at the time of and in the same location as the Yountville Town Council's first meeting in March. The Board, by resolution, may provide for the holding of regular meetings at more frequent intervals.

3.2.2 **Special Meetings.** The Chair may, when he or she deems it expedient, and shall, upon the written request of two Boardmembers, call a special meeting of the Parking Authority for the purpose of transacting any business designated in the call. The call for a special

meeting shall be mailed and emailed to each Boardmember at his or her business or home address at least forty-eight (48) hours prior to the date of such special meeting. At a special meeting no business shall be considered other than as designated in the call. An emergency meeting may be called as permitted by State law.

3.2.3 Notice of Meetings. All meetings of the Board shall be called, noticed, held and conducted subject to the provisions of the Brown Act.

3.2.4 Adjourned Meetings.

3.2.4.1 Adjournment. Any Board meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members of the Board present, but in the absence of a quorum, except as provided in Section 3.2.7 (Quorum), no other business may be transacted at such a meeting.

3.2.4.2 Notice. When any Board meeting is adjourned for four days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Except as specifically provided herein, or by the Brown Act, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement of the time and place thereof at the meeting at which the adjournment is taken and posting such notice as required by Section 54955 of the Government Code.

3.2.5 Place of Meetings. All meetings of the Board shall be held at the same location as meetings of the Town Council.

3.2.6 Rules of Procedure for Meetings. All meetings of the Board shall be called, noticed, held and conducted in accordance with the provisions of the Brown Act and as further prescribed by these Bylaws.

3.2.7 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn meetings from time to time.

3.2.8 Minutes. The Secretary of the Parking Authority shall cause minutes of all meetings of the Board to be kept and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each member of the Board.

Section 3.3 Compensation. Members of the Board shall not receive any compensation for serving as such but shall be entitled to reimbursement for any expenses actually incurred in connection with serving as a member if the Board shall determine that such expenses shall be reimbursed and unencumbered funds are available for such purpose.

ARTICLE 4 - OFFICERS AND EMPLOYEES

Section 4.1 **Officers.** The officers of the Parking Authority shall be a Chairperson, a Vice Chairperson, an Administrator, a Secretary, and a Treasurer. The Board may in addition provide for other officers as it deems necessary for the performance of the business of the Parking Authority.

Section 4.2 **Chairperson.** The Mayor of the Town shall be the Chairperson of the Board of Directors of the Parking Authority. The Chairperson shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed by the Board, the Agreement, or these Bylaws.

Section 4.3 **Vice Chairperson.** The Vice Mayor of the Town shall be the Vice Chairperson of the Parking Authority. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed by the Board, the Agreement, or these Bylaws.

Section 4.4 **Administrator.** The Town Manager of the Town shall be the Administrator of the Parking Authority. The Administrator shall have the general administrative responsibility for the activities of the Parking Authority. The Administrator shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 4.5 **Treasurer.** The Finance Director of the Town shall be the Treasurer of the Parking Authority. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial records of the Parking Authority, including accounts of its assets, liabilities, receipts, and disbursements and shall have such other duties as are provided for in the Agreement. The Treasurer shall (a) either make or contract with a certified public accountant to make an annual audit of the accounts and records of the Parking Authority, the minimum requirements for which shall be prescribed by the State Controller in Section 26909 of the Government Code; and (b) draw or cause to be drawn warrants to pay demands against the Parking Authority when the demands have been approved by the Chairperson, or such person to whom the Chairperson has delegated such approval power, and the Administrator. The Treasurer shall have such other duties as may be prescribed by the Board or these Bylaws.

Section 4.6 **Secretary.** The Town Clerk shall be the Secretary of the Parking Authority. The Secretary shall record or cause to be recorded, and shall keep or be caused to be kept, at the principal executive office and such other places as the Board may order, a book of minutes of actions taken at all meetings of the Board, including the names of all members of the Board, officers, and employees present at the meetings. The Secretary shall also give, or cause to be given, notice of all the meetings of the Board required by these Bylaws or by statute to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 4.7 **General Counsel.** The Town Attorney shall serve as General Counsel to the Parking Authority. The General Counsel shall advise the Board concerning its legal rights and obligation as requested by the Board.

Section 4.8 **Other Officers and Employees.** The Board shall appoint, or may empower the Chairperson to appoint, such other officers as may be necessary to carry out the purposes of the Parking Authority. All officers and employees shall have such authority and perform such duties as are provided in the Agreement or as provided by these Bylaws or as the Board may from time to time determine. The Board may provide for the payment of compensation and expenses to the officers or employees, other than the Chairperson, Vice Chairperson, and Administrator, for their services to the Parking Authority.

ARTICLE 5 - MISCELLANEOUS

Section 5.1 **Fiscal Year.** Unless and until changed by resolution of the Board, the fiscal year of the Parking Authority shall be the period from July 1 of each year to and including the following June 30, except for the first fiscal year, which shall be the period from the date of this Agreement to the following June 30.

Section 5.2 **Annual Report and Annual Audit.** The Board shall cause an annual report and the annual audit to be sent to the Town not later than 180 days after the close of each fiscal year. Such report shall contain a balance sheet as of the end of such fiscal year, an income statement and statement of changes in the financial position for such fiscal year and shall be accompanied by such other information as may be required by law.

Section 5.3 **Defense of Agents of the Parking Authority.** For purposes of this Article, "agent" means any person who is or was an officer, employee or other agent of the Parking Authority. The Parking Authority shall provide for the defense of any civil action or proceeding brought against any such agent of the Parking Authority in his or her official or individual capacity or both, on account of an act or omission within the scope of his or her employment as an agent of the Parking Authority, and to the extent of such defense as provided for in Government Code Sections 995 *et seq.*

Section 5.4 **Inspection of Parking Authority Records.** The accounting books and records and the minutes of proceedings of the Board shall be open to inspection of the Town at any reasonable time. Such inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 5.5 **Checks and Drafts.** All checks, drafts or other orders for the payment money, notes or other evidences of indebtedness issued in the name of and payable to the Parking Authority, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Board.

Section 5.6 **Register of Checks.** A register of all checks and warrants not previously reviewed and approved by the Board shall be submitted to the Board at each of its meetings for the Board's review and approval.

Section 5.7 **Execution of Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Parking Authority, and such authorization may be general or confined to specific instances except as otherwise provided by these Bylaws. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Parking Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

ARTICLE 6 - AMENDMENTS

Section 6.1 **Power of the Board.** New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the members of the Board present and voting at a duly constituted Board meeting.