



## Planning & Transportation Commission Staff Report

**From: Jonathan Lait, Planning and Development Services Director**  
**Lead Department: Planning and Development Services**

**Meeting Date: May 10, 2023**  
**Report #: 2304-1384**

### **TITLE**

Amendment to PTC By-Laws Regarding Timing of Elections and Potential Election of Chair and Vice-Chair.

### **RECOMMENDATION**

Staff recommends the Planning and Transportation Commission (PTC):

1. Adopt the revised PTC bylaws modifying when Chair and Vice-Chair elections are held
2. If so desired, conduct new elections for the positions of Chair and Vice-Chair.

### **BACKGROUND**

The current Chair and Vice Chair were elected on February 8, 2023, prior to the appointment of two new members and reappointment of another member. PTC terms previously began in January and ended in December. However, with Council adoption of the City Boards, Commissions and Committees Handbook<sup>[1]</sup> in November 2020, appointments for complete terms are made in the Spring.

The existing PTC By-Laws Section 2.1 states that the elections at the end of the first regular meeting on or after January 1<sup>st</sup>, or at a later date selected by the PTC during that first meeting. Staff has proposed a minor modification to match the new schedule of appointments in the spring:

2.1 The offices of Chairperson and Vice Chairperson shall be filled by election of members of the Commission from among their members, and persons so elected shall serve for a term of one year or until their successors are elected. The election shall be held at the end of the first regular Commission meeting conducted on or after January 1 April 15 of each calendar year, or on an alternative date certain established by the Commission at such meeting. In the event that either office becomes vacant during the regular term, the Commission shall elect a member to serve the remainder of the term.

The PTC's vote for Chair and Vice-Chair on February 8, 2023 was for full, year-long terms, which would last until April 2024 with the proposed change in the by-laws. The Chair and Vice-Chair have expressed, however, a desire to have their election ratified by a vote that includes the newly appointed/re-appointed commissioners. To do so, the Chair and Vice-Chair may resign their positions, which would require in a new election. This item has been noticed to permit an election if that is the PTC's desire.

There is no express procedure for Chair and Vice Chair elections. Where the PTC's By-Laws and procedural rules are silent, the presiding officer may decide questions of procedure, though any board member may appeal a decision to the PTC as a whole. The process for the most recent past election practices is summarized below:

1. Nominations for Chair are made from the floor. Commissioners may nominate anyone, including themselves. A second is required for the nomination.
2. The nominee states whether they will accept the nomination.
3. The Commissioners who moved and seconded the nomination make a brief statement on why they support the nomination.
4. Nominees may also make a brief statement regarding their candidacy.
5. Other Commissioners may give comments or ask questions to the nominees.
6. The ARB will take a vote after all nominations have been made, seconded, and the nominees have stated whether they will accept.
7. A majority vote is required for confirmation.
8. The entire process is repeated for Vice Chair election.

## **ATTACHMENTS**

Attachment A: Bylaws with Annotated Draft Amendments

## **AUTHOR/TITLE:**

Amy French, Chief Planning Official

<sup>[1]</sup> Handbook [https://www.cityofpalto.org/files/assets/public/city-clerk/palo-alto-boards-commissions-and-committees-handbook\\_final\\_2022.pdf](https://www.cityofpalto.org/files/assets/public/city-clerk/palo-alto-boards-commissions-and-committees-handbook_final_2022.pdf)

## **BYLAWS OF THE PLANNING AND TRANSPORTATION COMMISSION OF THE CITY OF PALO ALTO**

**Adoption and Purpose.** The Planning and Transportation Commission of the City of Palo Alto (“Commission”) desires to update its existing Rules and Regulations and Bylaws in order to facilitate public participation in Commission proceedings, assure procedural fairness during meetings and hearings, and satisfy the requirements of Government Code Section 65804, which requires that the Commission develop and publish procedural rules for the conduct of its hearings. Accordingly, the Commission hereby adopts these Bylaws, which shall govern the conduct of Commission proceedings on and after August 1, 2005. These Bylaws supersede and replace the document entitled Bylaws of the Palo Alto Planning Commission adopted on April 24, 1996.

### **Section 1. Creation; Duties of Commission.**

The Commission is created pursuant to Chapter 2.20 of the Palo Alto Municipal Code, and shall perform any duties imposed upon it by ordinances of the City of Palo Alto, applicable state or federal law, including preparation of the long-long range general comprehensive plan; recommendation of all additions or changes to the City’s zoning regulations; review and recommendation regarding all tentative subdivision maps; site and design review in designated zones and corridors; and certain appeals from a decision of the Director of Planning and Community Environment. In addition, the Commission shall, as requested by the City Council, the City Manager, or the Director of Planning and Community Environment, provide advice on any matter pertaining to land use planning and transportation systems affecting the City.

### **Section 2. Officers.**

2.0 The officers of the Commission shall consist of a Chairperson, Vice Chairperson, and a Secretary.

2.1 The offices of Chairperson and Vice Chairperson shall be filled by election of members of the Commission from among their members, and persons so elected shall serve for a term of one year or until their successors are elected. The election shall be held at the end of the first regular Commission meeting conducted on or after ~~January 1~~ April 15 of each calendar year, or on an alternative date certain established by the Commission at such meeting. In the event that either office becomes vacant during the regular term, the Commission shall elect a member to serve the remainder of the term.

2.2 The Director of Planning and Community Environment, or the Director’s designee, shall serve as Secretary of the Commission.

2.3 The duties of the officers of the Commission shall be as follows:

2.3.1 It shall be the duty of the Chairperson to preside over all meetings of the Commission, to appoint committees and to serve as an ex-officio member of all committees so appointed, to call special meetings of the Commission as provided by law and to designate the time and place of such meetings, to sign documents and correspondence in the name of the Commission, and to represent the Commission before the City Council, its committees, and such other groups and organizations as may be appropriate. The Chairperson may designate another member to act in his or her stead. The Chairperson shall have the same voting rights as other members of the Commission.

2.3.2 It shall be the duty of the Vice Chairperson to assist the Chairperson and to preside over meetings of the Commission during the Chairperson's absence.

2.3.3 It shall be the duty of the Secretary to keep a record of all the meetings of the Commission, to accept and file in the name of the Commission documents and correspondence addressed to it and to present all such correspondence to the Commission.

**Section 3. Committees.**

The Chairperson may appoint special committees as required or desired.

**Section 4. Quorum.**

Four members of the Commission shall constitute a quorum for doing business. When there is no quorum at the commencement of or at any time during a meeting of the Commission, the Chairperson or Vice Chairperson, or in such officers' absence any Commission member, shall adjourn the meeting, or if no Commission member is present, the Secretary shall adjourn the meeting.

**Section 5. Regular and Special Meetings.**

5.0 Regular meetings of the Commission shall be held twice a month, on the second and last Wednesdays of each and every month. Regular meetings shall be held at 6:00 p.m. in the Council Chambers of the City Hall, 250 Hamilton Avenue.

5.1 Special meetings may be called at any time by a majority of the Commission members present and voting at a regular meeting. In addition, a special meeting may be called by the Chairperson or by a majority of the members of the Commission, in accordance with the procedures for calling special meetings set forth in the California Government Code, § 54959, et seq. (Ralph M. Brown Act, hereinafter referred to as the "Brown Act"). Notice of any special meeting shall be provided in the manner required under the Brown Act, and no business other than that set forth in the notice shall be considered by the Commission at the special meeting. Special meetings, including but not limited to field trips, may be held at locations other than City

Hall as specified in the meeting notice; however, no such meeting shall be held outside the City limits of the City of Palo Alto unless allowed by the Brown Act.

5.2 Any regular or special meeting of the Commission may be adjourned to a subsequent date for continuation or completion of the business on the Commission's agenda at the meeting. Notice of such adjournment shall be provided in the manner required under the Brown Act.

5.3 All regular and special meetings of the Commission shall be open to the public; provided, however, that closed sessions may be held from which the public may be excluded for any purpose lawful under state law.

5.4 Any regular or special meeting of the Commission may include or be held as a Study Session. Notice of the Study Session and the opportunity for public participation shall be provided in the same manner as may be required by law for action on the item(s) set for discussion. Study sessions shall not be for the purpose of taking evidence with respect to a project. Neither the Commission or staff may rely upon information obtained or comments made during a Study Session, unless such information or comments are reintroduced during a subsequent noticed public hearing on the merits of the item(s) discussed at the Study Session.

5.5 Commissioners may attend remotely to the extent permitted by State law.

## **Section 6. Agendas.**

The agenda for all regular and special meetings of the Commission shall be prepared in writing by the staff of the Department of Planning and Community Environment shall be posted within the time and in the manner required by the Brown Act. The agenda for regular meetings will generally be closed and no additional items accepted after 5:00 PM of the Thursday preceding the regular meeting. Additional items may be added thereafter only in conformance with the requirements of the Brown Act. Whenever feasible, a complete copy of each regular meeting agenda and all supporting materials will be delivered or mailed to each Commission member so as to reach the recipient not later than 7:00 PM on the Friday preceding the meeting.

## **Section 7. Conduct of Meetings.**

7.0 The Chairperson, the Vice Chairperson, the temporary presiding officer appointed by the Chairperson, or, if necessary, whichever member of the Commission in attendance with the longest tenure on the Commission, shall take the chair at the time designated for the start of the meeting, and shall call the Commission to order.

7.1 The presiding officer shall preserve order and decorum at all meetings of the Commission, announce the Commission's decision on all subjects, and decide all questions of order subject to any appeal procedure set forth in the Commission's Procedural Rules.

7.2 The Secretary shall call the roll of the Commission members and shall record the names of those present and those absent.

7.3 The Commission may, by a majority vote of its members, adopt or amend Procedural Rules to be followed at regular or special meetings of the Commission to the extent such procedures are not in conflict with these Bylaws, or any applicable local, state or federal law. The Procedural Rules shall be deemed guidelines and failure to comply with any procedural rule shall not be the basis for challenge to or invalidation of any action of the Commission, nor shall they be construed to create an independent remedy or right of action of any kind.

#### **Section 8. Record of Hearing.**

When a matter is contested and a written request is made prior to the date of the Commission's hearing on the matter, the Secretary shall ensure that a record of the hearing is made and duly preserved, a copy of which shall be made available at cost. The Secretary may require a deposit from the person making the request.

#### **Section 9. Amendment.**

These Bylaws may be amended, revised, or repealed by the affirmative vote of four members of the Commission. Proposed amendment, revisions, or repeal must be submitted at a regular meeting of the Commission and may not then be voted upon until the next regular meeting.

#### **Section 10. Bylaws Available to Public.**

Upon adoption, these Bylaws and any Procedural Rules adopted by the Commission pursuant to Section 7.3 hereof shall be transmitted to each member of the Commission, to the City Council, and to the City Clerk. Copies of the Bylaws and Procedural Rules shall be made available to the public in the Department of Planning and Community Environment and at each meeting of the Commission.

THE FOREGOING BYLAWS WERE ADOPTED BY MAJORITY VOTE OF THE PALO ALTO PLANNING AND TRANSPORTATION COMMISSION AT A REGULAR MEETING HELD ON THE 16TH DAY OF NOVEMBER, 2022, AND SHALL BE EFFECTIVE ON NOVEMBER 16, 2022.