



**ITEM ID:** 2025-344-0

**TRANSMITTAL DATE:** October 3, 2025

**MEETING DATE:** October 10, 2025

**TO:** Executive Committee

**FROM:** Don O. Del Rio, General Counsel

**SUBJECT:** Amended Bylaws to Reflect New Governance Structure

**Issue**

At the September 2025 meeting, the Board approved, in principle, certain changes to the Authority governance structure and directed Staff to present conforming edits to the Authority Bylaws. Staff has completed the proposed changes (the “Amended Bylaws”) and presents them to the Board for its consideration.

**Recommendation**

It is recommended that the Committee recommend the Board approve the proposed Amended Bylaws to become effective January 1, 2026.

**Strategic Commitment**

This report aligns with the Strategic Business Plan commitment of:

- **Modernizing Business Practices:** We will improve our operational efficiency through transparency, objective metrics and streamlined governance, reducing over-reliance on subsidy while bringing our system into a state of good repair and investing in the development of our employees. Amending the Authority’s Bylaws ensures that the governing documents provide an effective and efficient governance structure.

**Discussion**

The current Authority Bylaws provide for three standing committees consisting of:

1. The Executive Committee (ECOM)

2. The Audit & Finance Committee (AFCOM)
3. The Contracts, Operations, Maintenance & Safety Committee (COMS).

The proposed Amended Bylaws now before the Board would eliminate all three standing committees and retain a single, monthly Board meeting.

In addition to the elimination of the three standing committees (see Section 5.0) and references thereto, other notable changes reflected in the Amended Bylaws, based on the Board motion and discussion, are as follows:

- The establishment and use of a consent calendar is retained in the Amended Bylaws by the Chair working in consultation with the CEO.
- The Amended Bylaws results in the elimination of Exhibit B to the Bylaws, which set forth the subject matter jurisdiction of each standing committee. (Exhibit A, the longstanding voting rules for each member agency, is retained without alteration.)
- The Amended Bylaws would become effective on January 1, 2026.

Attached hereto is a redline version of the proposed Amended Bylaws illustrating the suggested changes, as well as a “clean” version of the proposed Amended Bylaws.

### **Budget Impact**

There is no budget impact to the adoption of the Amended Bylaws.

### **Next Steps**

Should the Committee approve the Amended Bylaws, Staff will present this item to the Board of Directors later this month and request final approval to implement the Amended Bylaws.

Prepared by: Geoffrey P. Forgione, Associate General Counsel

Approved by: Don Del Rio, General Counsel

### **Attachment(s)**

[Attachment A - Redline Copy of Proposed Amended Bylaws](#)

[Attachment B - Clean Copy of Proposed Amended Bylaws](#)