

Approved at
JPA meeting held
Feb. 9, 1984

BY-LAWS
OF
INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY

ARTICLE I

Definitions

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

- (a) Agreement shall mean the Joint Exercise of Powers Agreement dated October 5, 1983 between The City of Los Angeles and The City of Long Beach.
- (b) Authority and Governing Board shall have the respective meaning set forth in the Agreement.
- (c) State shall mean the State of California.

ARTICLE II

Offices

SECTION 1. Principal Office. The principal office of the Authority shall be fixed and located at such place as the Governing Board shall determine. The Governing Board is granted full power and authority to change said principal executive office from one location to another.

SECTION 2. Additional Offices. The Authority may also have offices at such other places both within and outside the State, as the Governing Board may from time to time determine or the business of the Authority may require.

ARTICLE III

Governing Board

SECTION 1. Powers and Duties of the Governing Board. The Governing Board shall have the general management of the affairs, property and business of the Authority and may adopt and modify from time to time such By-Laws and other rules and regulations for the purpose and for the conduct of its meetings as it may deem proper. The Governing Board may exercise and shall be vested with all powers of the Authority insofar as not inconsistent with law, the Agreement or these By-Laws.

SECTION 2. Number of Members. The Authority shall be administered by a Governing Board of five (5) members, each serving in their individual capacities.

SECTION 3. Appointment and Term of Office. Two members of the Governing Board shall be appointed by the Board of Harbor Commissioners of The City of Long Beach, and two members of the Governing Board shall be appointed by the Board of Harbor Commissioners of The City of Los Angeles. Those four members shall elect the fifth member, who shall be approved by the respective Boards of Harbor Commissioners. The members shall serve the terms specified below, at the pleasure of the appointing authority, except that any removal from office of the fifth member shall be by both Boards of Harbor Commissioners. Each member of the Governing Board shall serve a five-year term, except that for their initial terms, the term of one member appointed by the Board of Harbor Commissioners of Long Beach shall expire June 30, 1985 and the term of the other member appointed by the Board of Harbor Commissioners of Long Beach shall expire June 30, 1986 and the term of one member appointed by the Board of Harbor Commissioners of Los Angeles shall expire June 30, 1984 and the term of the other member appointed by the Board of Harbor Commissioners of Los Angeles shall expire June 30, 1987 and the term of the fifth member who is elected by the other four members shall expire June 30, 1988. The initial terms of each member appointed by the Board of Harbor Commissioners of The City of Long Beach and the Board of Harbor Commissioners of The City of Los Angeles were determined by lot during the first meeting following their appointment.

SECTION 4. Vacancies. Vacancies during a term and successors following expiration of the term of any member shall be filled in the same manner as the original appointment.

SECTION 5. Place of Meeting. Regular, adjourned regular or special meetings of the Governing Board shall be held at any place within or without the State of California which has been designated from time to time by the Governing Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Authority.

SECTION 6. Regular Meetings. The Governing Board shall provide for its regular, adjourned regular and special meetings; provided, however, it shall hold at least one regular meeting on or about July 1 of each year, for the purpose of organization, the election of officers and the transaction of other business. The dates upon which, and the hour and the place at which, any regular meeting shall be held shall be fixed by resolution and a copy of such resolution shall be filed with each party to the Agreement. Call and notice of regular meetings are hereby dispensed with.

SECTION 7. Special Meetings. Special meetings of the Governing Board for any purpose or purposes may be called at any time by the Chairman of the Governing Board, the Executive Director, the Secretary or by any two members of the Governing Board.

SECTION 8. Ralph M. Brown Act. All meetings of the Governing Board, including without limitation regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

SECTION 9. Quorum. A majority of the Governing Board shall constitute a quorum for the transaction of business, and a majority of the Governing Board is required to take any action, except that less than a quorum may adjourn from time to time. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 10. Adjournments and Adjourned Meeting. The Governing Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Governing Board in accordance with law. If less than a majority is present at a meeting, a majority of the Governing Board present may adjourn the meeting from time to time.

SECTION 11. Compensation. Each member of the Governing Board shall received Fifty Dollars (\$50.00) per meeting as compensation.

ARTICLE IV

Officers

SECTION 1. Election and Appointment. At its first meeting, the Governing Board shall elect one member, the Chairman

of the Governing Board, for its first year of operation or portion thereof and thereafter on or about each successive July 1, the Governing Board shall elect a new Chairman. At such meeting, the Governing Board shall appoint the Executive Director, a Secretary, a Treasurer, an Auditor/Controller and such other officers as the Governing Board shall deem necessary.

SECTION 2. Chairman of the Board. The Chairman of the Governing Board shall, if present, preside at all meetings of the Governing Board and exercise and perform such other powers and duties as may be from time to time assigned by the Governing Board.

SECTION 3. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office and such other places as the Governing Board may order, a book of minutes of all meetings, and any notices thereof, both regular, adjourned regular, and special, and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each member of the Governing Board and to the Boards of Harbor Commissioners of Long Beach and Los Angeles.

SECTION 4. Treasurer and Auditor/Controller. The Treasurer of the Authority and the Auditor/Controller of the Authority shall be selected in accordance with Section 6505.5 and Section 6505.6 of the Government Code of the State of California.

SECTION 5. Executive Director. The Governing Board shall appoint an Executive Director. The Executive Director shall have such powers, duties and responsibilities as shall be determined from time to time by the Governing Board.

SECTION 6. Other Officers. The Governing Board shall also appoint other officers as it may deem necessary. Such officers shall have such powers, duties and responsibilities as shall be determined from time to time by the Governing Board.

SECTION 7. Official Bond. The Executive Director and (to the extent such officer's duties and responsibilities pursuant to the Joint Powers Act may require) the Treasurer and/or Auditor/Controller are designated as the public officers or persons who have charge of, handle, or have access to any property of the Authority. Each such officer shall file an official bond with the Secretary of the Authority in the amount of \$100,000.00 or such amount as determined by the Governing Board by resolution.

SECTION 8. Compensation. The compensation of all officers of the Authority shall be fixed from time to time by the Governing Board, or pursuant to authority of general or special resolutions of the Governing Board. No officer shall be prevented from receiving such salary by reason of the fact that he is also a member of the Governing Board.

ARTICLE V

SECTION 1. Voluntary Resignation; Notice of Effectiveness. Any member of the Governing Board or officer of the Authority may, subject to contrary provisions in any applicable contract, resign at any time by giving written notice to the Governing Board or to the Chairman or to the Secretary of the Authority. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignation shall be necessary to make it effective.

SECTION 2. Involuntary Resignation; Request. The Governing Board, in the exercise of its discretion, may request the resignation of any officer elected or appointed pursuant to ARTICLE IV of these By-Laws. Pursuant to such request, subject to contrary provisions in any applicable contracts, such officer shall resign by giving written notice to the Governing Board. Any such resignation shall take effect at the time specified in such request.

ARTICLE VI

Vacancy Among Officers

If the office of any officer elected or appointed pursuant to ARTICLE IV of these By-Laws becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from the office, or otherwise, such vacancy may be filled at any time by the Governing Board.

ARTICLE VII

Execution of Contracts, Deeds, Etc.

The Governing Board may authorize any officer or officers, in the name and on behalf of the Authority, to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts and other obligations or instruments, and such authorization may be general or confined to specific instances.

ARTICLE VIII

Official Seal

The Authority shall have an official seal which shall be circular in form, containing thereon the name of the Authority, the year of its organization and the words "Official Seal, State of California." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced in any manner whatsoever.

ARTICLE IX

Amendments

These By-Laws may be modified, amended, appealed, or new by-laws may be adopted by an affirmative vote of the Governing Board at any regular or special meeting of the Governing Board.

ARTICLE X

Severability

Any adjudication that these By-Laws or any part thereof is invalid shall not effect the validity of the remainder of these By-Laws.

GFS:kl
2/9/84

Stored: ICTF By-Laws