

**BYLAWS**  
**OF**  
**NORTHERN VIRGINIA**  
**TRANSPORTATION AUTHORITY**

**ARTICLE I**

**POWERS AND DUTIES**

The Northern Virginia Transportation Authority, (the “Authority”) shall have all of the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 48.2 of Title 15.2 of the Code of Virginia, the Northern Virginia Transportation Authority Act, §15.2-4829 *et seq. Va. Code Ann.*, as such may be amended from time to time.

**ARTICLE II**

**MEMBERSHIP**

1. Jurisdictions Embraced by Authority. The Authority shall embrace the Counties of Arlington, Fairfax, Loudoun, and Prince William, and the Cities of Alexandria, Fairfax, Falls Church, Manassas, and Manassas Park.
2. Authority Members. The Authority shall consist of sixteen (16) members as follows:
  - (a) The chief elected officer of the governing body of each of the counties and cities embraced by the Authority. The chief elected officer may, in his or her discretion, appoint a designee upon written notice signed by the chief elected officer provided to the Chair, which designee shall be a current elected officer of the same governing body as the chief elected officer, to serve as a member of the Authority in the place and stead of the chief elected officer and who shall serve until the designee resigns as the designee or ceases to be an elected officer of the governing body, the chief elected officer making the appointment leaves office, or the chief elected officer replaces the designee.

- (b) Two members of the House of Delegates who reside in different counties or cities embraced by the Authority. The House members shall be appointed to the Authority by the Speaker of the House and shall be, to the extent practicable, from the membership of the House Committee on Appropriations, the House Committee on Finance, or the House Committee on Transportation.
- (c) One member of the Senate who resides in a county or city embraced by the Authority. The Senate member shall be appointed by the Senate Committee on Privileges and Elections and shall be, to the extent practicable, from the membership of the Senate Committee on Finance and the Senate Committee on Transportation.
- (d) Two citizens shall be appointed by the Governor. One of the citizens shall be a member of the Commonwealth Transportation Board who resides in a county or city embraced by the Authority. The other citizen appointed by the Governor shall be a person who has significant experience in transportation planning, finance, engineering, construction, or management who resides in a county or city embraced by the Authority but who is not a resident of the same county or city as the other citizen appointed by the Governor to the Authority.
- (e) The Director of the Virginia Department of Rail and Public Transportation, or his or her designee, shall be a non-voting member of the Authority.
- (f) The Commonwealth Transportation Commissioner, or his or her designee, shall be a non-voting member of the Authority.

### **ARTICLE III**

#### **OFFICERS AND DUTIES**

1. Officers. The Authority shall annually elect from its members a Chair and a Vice-Chair. The Authority may further elect such other subordinate officers from among its members as it may from time to time deem appropriate. The election of officers shall be conducted in accordance with the voting procedures set forth in Article IV, section 11.
2. Terms of Office. Officers of the Authority shall be elected at the annual meeting of the Authority, to serve for a term of one (1) year, unless sooner removed by the Authority, or until a successor is elected. All officers shall be eligible for re-election. Any vacancy occurring in an office will be filled for the unexpired term by the Authority at the next regular meeting following the occurrence of such vacancy.
3. Appointment. At a regular meeting held preceding the annual meeting at which the election of officers will be held, the Chair shall appoint a nominating committee. At the annual meeting, the nominating committee shall submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the annual meeting.

4. Chair. The Chair shall preside over all meetings of the Authority at which he or she is present, and shall vote as any other member. The Chair shall be responsible for the implementation of the actions taken and policies established by the Authority, shall have all of the powers and duties customarily pertaining to the office of Chair, and shall perform such other duties as may from time to time be established by the Authority.
5. Vice Chair. In the event of the absence of the Chair, or the inability of the Chair to perform any of the duties of the office or to exercise any of the powers thereof, the Vice-Chair shall perform such duties and possess such powers as are conferred on the Chair, and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Chair or be established by the Authority.

## **ARTICLE IV**

### **MEETINGS**

1. Organizational Meeting. The Authority hereby establishes as its organizational meeting the first meeting held by the Authority in the month of July.
2. Regular Meetings. At its organizational meeting, the Authority shall adopt a schedule of times, dates, and places of its regular meetings for each calendar year, and shall assess the need for adoption of, or revisions to meeting procedure rules for the Authority. The annual meeting is hereby specified to be the first meeting held by the Authority in the month of July. The Authority shall identify in its adopted annual meeting schedule the date, location, and time of each of its regular meetings for the year. All meetings of the Authority shall be held in accordance with the Virginia Freedom of Information Act, § 2.2-3700 *et seq.* Va. Code Ann., (the "Freedom of Information Act"), including the provision of public notice.
3. Changing Meetings. The Authority may change the date, time, or place of any regular meeting to another, when such change is deemed necessary by the Authority, or it may establish additional regular meetings in any month. The Authority may eliminate any regular meetings shown on its annual schedule of meeting dates in the event that it determines that it can successfully complete its work in fewer meetings.
4. Special Meetings. Special meetings shall be held when requested by two or more Authority members. Such request shall be in writing, addressed to the Chair, and shall specify the time and place of meeting and the matters to be considered at the meeting. Upon receipt of such request, the Chair shall immediately cause notice to be provided to each member of the Authority to attend the special meeting at the time and place mentioned in the request. Such notice shall specify the matters to be considered at the meeting, and shall be sent by First Class mail or hand-delivered not less than five (5) days before the day of the special meeting. No matter not specified in the notice shall be considered at such meeting unless all of the members of the Authority are present. The

five-day notice required hereby shall be waived by a member if that member attends the special meeting.

5. Adjourned Meetings. Any regular or special meeting may be adjourned to a date and time certain.
6. Public Hearing. Public hearings may be held at the direction of the Authority and shall, unless otherwise specified by the Authority or these Bylaws, be upon notice provided in a newspaper or newspapers having general circulation in the geographic area encompassed by the Authority and published once a week for two successive weeks before the public hearing date.
7. Open Meetings. All Authority meetings shall be open to the public in accordance with the Freedom of Information Act, provided that the Authority may meet in closed session for those purposes authorized by, and held in accordance with the requirements of the Freedom of Information Act.
8. Quorum. A majority of the Authority, which majority shall include at least a majority of the representatives of the counties and cities embraced by the Authority, shall constitute a quorum. The two nonvoting members of the Authority shall be included for purposes of constituting a quorum.
9. Temporary Absence. No decision shall be made by the Authority unless a quorum is present; provided, however, that the temporary absence from the meeting room of members sufficient to constitute a quorum shall not be deemed to prevent the hearing of presentations or the discussion of matters submitted to the Authority. The Chair or any other Authority member may suggest the absence of a quorum prior to the taking of any action by the Authority, but a failure to suggest the absence of a quorum shall not be deemed to alter the effect of this rule requiring a quorum as a prerequisite to any decision.
10. Decisions of the Authority. The Authority shall act in one of the following ways:
  - (a) Resolution - The Authority may act upon adoption of a resolution. Resolutions shall be in writing, and a copy shall be delivered to all members of the Authority at least one week before the resolution is proposed for adoption.
  - (b) Motion - The Authority may act on oral motion made by a voting member of the Authority.
11. Voting.
  - (a) Votes - Votes shall be taken only upon motions made and seconded. Each member of the Authority, with the exception of the Director of the Virginia Department of Rail and Public Transportation, or his designee, and the Commonwealth Transportation Commissioner, or his designee, shall be entitled to one (1) vote in all

matters requiring action by the Authority. Decisions of the Authority shall require the affirmative vote of two-thirds of the Authority members present and voting, and two-thirds of the representatives of the counties and cities embraced by the Authority who are present and voting and whose counties and cities include at least two-thirds of the population embraced by the Authority. However, no vote to fund a specific facility or service shall fail because of the aforesaid population criterion if such facility or service is not located or to be located, or provided or to be provided within the county or city whose representative's sole negative vote caused the facility or service to fail to meet the population criterion. For purposes of the foregoing, the population of the counties and cities embraced by the Authority shall be determined in accordance with Article VII, section 4 of these Bylaws.

- (b) Methods of Voting - All voting shall be taken by voice or by roll call if requested by any voting member of the Authority.
- (c) Restating the Question - The Chair shall restate the question prior to the taking of a vote, provided, however, that at the request of the Chair, an Authority member may restate the question if it is the opinion of the Chair that such procedure will expedite the decision of the question.
- (d) Reconsideration - Action on a resolution or motion may be reconsidered only upon motion of a member voting with the prevailing side on the original vote, which motion must be made at the same or immediately subsequent regular meeting. A motion to reconsider may be seconded by any member. Any such matter defeated by a tie vote may be reconsidered upon motion by any Authority member having voted to defeat the matter at the same or the next regularly scheduled meeting.

12. Commencement of Meetings. At the times specified for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chair shall call the meeting to order, and shall ensure that the presence or absence of Authority members is noted. A quorum shall be required for the commencement of any meeting.
13. Agenda. The Chair shall prepare an agenda for each meeting. Any member having matters to be considered by the Authority shall submit them to the Chair for inclusion on an appropriate agenda. The agenda for an upcoming meeting shall be sent to the Authority members at least one (1) week prior to the meeting date. At each meeting of the Authority, the meeting Agenda shall be subject to approval by a majority vote of the Authority at the start of the meeting. Prior to the approval of the Agenda, items may be deleted from the Agenda by vote of the Authority except as otherwise provided by these Bylaws.
14. Minutes. Minutes of the meetings of the Authority shall be kept, which minutes shall be a public record, and shall also maintain one recording, by means of electronic device, of the proceedings at any Authority meeting, except closed sessions. Copies of the minutes shall be provided to each member of the Authority prior to the meeting at which the minutes are to be presented for approval by the Authority.

15. Closed Sessions. If a closed session is required at a meeting, the agenda shall specify a time, generally after all public business has concluded, for such a closed session properly called and conducted in accordance with the Freedom of Information Act. When so requested, the Chair may permit a closed session at any other time prior to consideration of any agenda item.

16. Order in Conduct of Business.

- (a) Persons Addressing the Authority - During both public comment and public hearings, persons addressing the Authority shall limit their presentations to three (3) minutes for individuals and five (5) minutes for organizations. Persons speaking at public hearings shall confine their remarks to the subject of the public hearing. At the discretion of the Chair, the conduct of business by the Authority may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Authority. Persons addressing the Authority may furnish the Chair and members of the Authority with a written copy of their remarks, at or before the meeting.
- (b) Recognition - Recognition shall be given only by the Chair. No person shall address the Authority without first having been recognized.
- (c) Questions - Questions by members of the Authority shall be reserved insofar as possible for the end of a presentation to avoid interrupting the speaker, disrupting the time-keeping process, and duplicating ground the speaker may cover.
- (d) Authority Discussion - Discussion and debate by the Authority shall be conducted following the presentation of the item of business pending. Members shall not speak to the item until recognized by the Chair.

17. Decorum.

- (a) Authority Members - Decorum of Authority members shall be maintained in order to expedite disposition of the business before the Authority. Questions and remarks shall be limited to those relevant to the pending business. Members shall address all remarks to the Chair.
- (b) Others - Decorum of persons other than members shall be maintained by the Chair, who may request such assistance as may appear necessary. Persons addressing the Authority shall first be recognized by the Chair and shall audibly state their name and address, and, if applicable, who they represent. Speakers shall limit their remarks to those relevant to the pending items and to answering questions. They shall address the Authority as a whole unless answering an individual member's questions. Persons whose allotted time to speak has expired shall be warned by the Chair to conclude after which such person shall leave, unless he or she is asked to remain to answer questions from the Authority. The Chair shall call the speaker to

order if out-of-order remarks are made or other indecorous conduct occurs. If such persists, the Chair shall rule the speaker out of order and direct the speaker to leave. Groups or a person in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the Chair.

## **ARTICLE V**

### **TRANSPORTATION PLAN**

1. Regional Transportation Plan. The Authority shall adopt a Regional Transportation Plan for Planning District Eight, (the “Plan”). The Plan shall consist of the Six Year Transportation Plan and the Long Range Transportation Plan.
  - (a) Six Year Transportation Plan. The Authority shall adopt a Six Year Plan for Planning District Eight which shall include, but not necessarily be limited to, transportation improvements of regional significance, and those improvements necessary or incidental thereto. The Six Year Plan shall identify transportation improvements to be funded over a six (6) year period. The Authority shall from time to time, not less than annually, review and, as necessary, revise and amend the Six Year Plan. The provisions of §§15.2-4527 *et seq.*, *VA Code Ann.* shall apply to preparation and adoption of the Six Year Plan.
  - (b) Long Range Transportation Plan. The Authority shall adopt a Long Range Transportation Plan, constrained and unconstrained, for Planning District Eight. In carrying out this responsibility, the Authority shall, on the basis of regional consensus, whenever possible, set regional transportation policies and priorities for regional transportation projects. The policies and priorities shall be guided by performance-based criteria such as the ability to improve travel times, reduce delays, connect regional activity centers, improve safety, improve air quality, and move the most people in the most cost-effective manner.
2. Procedure for Adoption and Amendment of Transportation Plan. The Plan shall be adopted, altered, revised or amended only after a public hearing held upon thirty (30) days' notice published once a week for two (2) successive weeks, which notice period shall begin to run on the first day notice is published.

## **ARTICLE VI**

### **ADMINISTRATION**

1. Committees.
  - (a) Technical Advisory Committee. The Authority shall appoint a technical advisory committee, consisting of nine (9) individuals who reside or are employed in counties

and cities embraced by the Authority and who have experience in transportation planning, finance, engineering, construction, or management. Six (6) members of the technical advisory committee shall be appointed by the nine (9) member jurisdictions and three (3) members shall be appointed by the chairman of the Commonwealth Transportation Board. The technical advisory committee shall advise the Authority and provide recommendations to the Authority on the development of projects for which the Authority is responsible, and on funding strategies and other matters as directed by the Authority.

(b) Planning Coordination Advisory Committee. The Authority shall further appoint a planning coordination advisory committee which shall include, but not be limited to, at least one elected official from each of the towns of Dumfries, Herndon, Leesburg, Purcellville, and Vienna.

(c) Additional Committees. The Authority may, in its discretion, form such additional advisory committees as it may deem appropriate.

2. Chief Executive Officer. The Authority shall employ a Chief Executive Officer who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Authority. The Chief Executive Officer shall have direct control, subject to the Authority, of the management of the day-to-day administrative affairs of the Authority. The Chief Executive Officer shall propose activities to the Authority and shall carry out policies, programs and projects approved by the Authority, and shall be responsible for preparing and presenting the annual budget. The Chief Executive Officer may not contemporaneously serve as a member of the Authority.
3. Staff. The Authority may employ such staff of qualified professional and other persons as the Authority determines to be necessary to carry out its duties and responsibilities. Staff of the Authority may not contemporaneously serve as a member of the Authority.
4. Execution of Instruments. The Chief Executive Officer, on specific authorization by the Authority, shall have the power to sign or countersign in its behalf any agreement or other instrument to be executed by the Authority including checks and vouchers in payment of obligations of the Authority.

## **ARTICLE VII**

### **FINANCES**

1. Finances and Payments. The monies of the Authority shall be deposited in a separate bank account or accounts in such banks or trust companies as the Authority designates, and all payments (with the exception of those from petty cash) shall be made in the most practicable manner as determined by the Authority. Checks and drafts shall be signed and countersigned in the name of the Authority by the Chair or, in the Chair's absence,

the Vice Chair, and the Chief Executive Officer or, in the Chief Executive Officer's absence, those authorized from time to time by vote of the Authority.

2. Audits. At least once each year, the Authority shall cause an audit to be made by an independent certified public accountant of all funds of the Authority.
3. Budget and Fiscal Year. After a duly convened public hearing held in accordance with the requirements of these Bylaws, the Authority shall adopt an annual budget prior to the start of its fiscal year which budget shall provide for all of the revenues and the operating, capital, and administrative expenses of the Authority for the fiscal year. The fiscal year of the Authority will commence on July 1st each year and will terminate on the following June 30th.
4. Administrative Expenses. The administrative expenses of the Authority, as provided for in the Authority's annual budget, and which shall not include funds for construction or acquisition of transportation facilities and/or the performance of any transportation service, shall be allocated, to the extent funds for such expenses are not provided for from other sources, among the component counties and cities on the basis of relative population as determined by the most recently preceding decennial census, except that on July 1 of the fifth (5<sup>th</sup>) year following such census, the population of each county and city shall be adjusted based on population projections made by the Weldon Cooper Center for Public Service of the University of Virginia.
5. Per Diem Payments. The Authority may pay its members for their services to the Authority a per diem in either: (1) the amount provided in the general appropriations act for members of the General Assembly engaged in legislative business between sessions, or (2) a lesser amount determined by the Authority.
6. Bond of Officers and Others. The officers of the Authority and such employees as the Authority so designates, may, prior to taking office or starting employment, respectively, be required by the Authority to give bond payable to the Authority conditioned upon the faithful discharge of that officer or employee's duties, in such amount as the Authority may require. The premium for each such bond shall be paid by the Authority and the bond(s) shall be filed with the Authority.

## **ARTICLE VIII**

### **AMENDMENTS**

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing and read for a first time at a regular meeting of the Authority. Such proposal may be considered and amended at such meeting, but shall not be acted on by the Authority until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting, such proposal shall be read a second time, shall be subject to further consideration and amendment germane to the section or sections affected by such

proposal, and shall thereafter be acted on in accordance with the voting requirements of these Bylaws.

## **ARTICLE IX**

### **PROCEDURES**

Parliamentary Procedure. In all matters of parliamentary procedure not specifically governed by these Bylaws or otherwise required by law, the current edition of *Robert's Rules of Order, newly revised*, shall apply.

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