

BYLAWS
OF
NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

ARTICLE I

POWERS AND DUTIES

The Northern Virginia Transportation Authority, (the “Authority or NVTA”) shall have all of the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 25 of Title 33.2 of the Code of Virginia, the Northern Virginia Transportation Authority Act, §§ 3.2-2500 *et seq. Va. Code Ann.*, as such may be amended from time to time.

ARTICLE II

MEMBERSHIP

A. **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.

B. **Authority Members.** The Authority shall consist of seventeen (17) members as follows:

- (1) 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 Chairman, 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, the chief elected officer replaces the designee, or the duration of the designation expires.

The chief elected officer may, in his or her discretion, appoint one secondary designee in accordance with procedures established by the Authority.

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.

- (2) 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 Rules and shall be, to the extent practicable, from the membership of the Senate Committee on Finance and the Senate Committee on Transportation.
- (3) Two citizens 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. The gubernatorial appointee who is not a member of the Commonwealth Transportation Board shall serve for a term of four years.
- (4) 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.
- (5) The Commonwealth Commissioner of Highways, or his or her designee, shall be a non-voting member of the Authority.
- (6) The chief elected officer of one town in a county which the Authority embraces to be chosen by the Authority shall be a non-voting member of the Authority. The Town member shall be selected at the annual meeting and shall be rotated on an annual basis.

ARTICLE III

OFFICERS AND DUTIES

- A. **Officers.** The Authority shall annually elect from its voting members a Chairman and a Vice Chairman. The Authority may further elect such other subordinate officers from among its voting 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 L.
- B. **Terms of Office.** Officers of the Authority shall be elected at the annual organizational meeting of the Authority to serve for a term of one (1) year, unless sooner removed by the Authority, the officer ceases to be a member of 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.

- C. **Nominating Committee.** At a regular meeting held preceding the annual organizational meeting at which the election of officers will be held, the Chairman shall appoint a nominating committee. At the annual organizational 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 voting member at the annual meeting.
- D. **Chairman.** The Chairman shall preside over all meetings of the Authority at which he or she is present, and shall vote as any other member. The Chairman 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 Chairman, including the appointment of committee chairs, and shall perform such other duties as may from time to time be established by the Authority.
- E. **Vice Chairman.** In the event of the absence of the Chairman, or the inability of the Chairman to perform any of the duties of the office or to exercise any of the powers thereof, the Vice Chairman shall perform such duties and possess such powers as are conferred on the Chairman, and shall perform such other duties as may from time to time be assigned to the Vice Chairman by the Chairman or be established by the Authority.

ARTICLE IV

MEETINGS

- A. **Annual Organizational Meeting.** The Authority hereby establishes as its annual organizational meeting the first meeting held by the Authority in the month of January.
- B. **Public Notice.** All meetings of the NVTA, other than special meetings, shall be preceded by public notice of at least three (3) business days. Public notice shall include, as a minimum, providing the date, time and place, as well as the agenda, for all meetings on the NVTA website and available in the office of the Executive Director.
- C. **Regular Meetings.** At its annual organizational meeting, the Authority shall adopt a schedule of times, dates, and places of its regular meetings for the relevant calendar year, and shall assess the need for adoption of, or revisions to, meeting procedure rules for the Authority.
- D. **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.

- E. **Special Meetings.** Special meetings shall be held when requested by two or more Authority members. Such request shall be in writing, addressed to the Chairman, and shall specify the matter(s) to be considered at the meeting. Upon receipt of such request, the Chairman shall immediately ensure the necessary coordination for a meeting site and time and cause notice to be provided to each member of the Authority to attend the special meeting at the time and place specified. Such notice shall specify the matter(s) to be considered at the meeting, and shall be sent by electronic (e.g., email) or telephonic means. No matter not specified in the notice shall be considered at such meeting unless all of the members of the Authority are present.
- F. **Adjourned Meetings.** Any regular or special meeting may be adjourned to a date and time certain.
- G. **Public Hearing.** Public hearings may be held at the direction of the Authority and shall, unless otherwise required by law or specified by the Authority or these Bylaws, be upon notice provided on the NVTVA website and in a newspaper or newspapers having general circulation in the geographic area encompassed by the Authority.
- H. **Open Meetings.** All Authority meetings shall be open to the public in accordance with The Virginia Freedom of Information Act (§§ 2.2-3700 *et seq.* Va. Code Ann.), provided that the Authority may meet in closed session for those purposes authorized by, and held in accordance with, the requirements of The Virginia Freedom of Information Act, to include requirements for public notice.
- I. **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 and a majority of the members of the Authority, shall constitute a quorum. The three nonvoting members of the Authority shall be included for purposes of constituting a quorum. In the event the Authority adopts a written policy permitting a member to participate in meetings through electronic means in accordance with § 2.2-3708.1 Va. Code Ann., members may be allowed to participate in meetings through electronic means from remote locations in accordance with the Authority's policy and all applicable laws.
- J. **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 Chairman 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.

K. Decisions of the Authority. The Authority shall act in one of the following ways:

- (1) Resolution - The Authority may act upon adoption of a resolution.
- (2) Motion - The Authority may act on an oral motion made by a voting member of the Authority.

L. Voting.

- (1) 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, the Commonwealth Commissioner of Highways, or his designee, and the town representative, 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 VIII, section D of these Bylaws.
- (2) Methods of Voting - All voting shall be taken by voice or by roll call if requested by any voting member of the Authority.
- (3) Restating the Question - The Chairman, as needed, may restate the question prior to the taking of a vote, provided, however, that at the request of the Chairman, an Authority member may restate the question if it is the opinion of the Chairman that such procedure will expedite the decision of the question.
- (4) 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 voting 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.

- M. **Commencement of Meetings.** At the times specified for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chairman 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. In the absence of a quorum, the Authority members present may receive informational presentations and discuss Authority business; however, no action may be taken.
- N. **Agenda.** The Chairman shall cause to have prepared an agenda for each meeting. Any member having matters to be considered by the Authority shall submit them to the Chairman for inclusion on an appropriate agenda. The agenda for an upcoming meeting and related materials prepared by the Executive Director and staff with any recommendations, to the extent available, shall be sent to the Authority members at least one (1) week prior to the meeting date. Members that wish to propose an alternative to a staff recommendation should whenever possible, give three (3) business days written notice to the Chairman of such prior to the meeting and provide the details of such alternative. This requirement shall not limit the Authority's ability to act in the manner it deems appropriate after consideration of a matter at the Authority's meeting.
- O. **Minutes.** Minutes of the meetings of the Authority shall be kept, which minutes shall be a public record, 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.
- P. **Closed Sessions.** If a closed session is required at a meeting, consistent with the purposes permitted by § 2.2-3711 *Va. Code Ann.*, the agenda shall specify a time or position on the agenda, generally after all public business has concluded, for such a closed session properly called and conducted in accordance with the *Virginia Freedom of Information Act* § 2.2-3712 *Va. Code Ann.* When so requested, the Chairman may permit a closed session at any other time prior to consideration of any agenda item.

ARTICLE V

COMMITTEES

- A. **Open Meeting Requirement.** Consistent with § 2.2-3701 and § 2.2-3707 *Va. Code Ann.*, all Authority-appointed committees and subcommittees of the Authority shall comply with the open meeting requirements of the Virginia Freedom of Information Act.
- (1) The Authority is required to have two Advisory Committees by statute:
- (a) Technical Advisory Committee

- (b) Planning Coordination Advisory Committee
- (2) The Authority shall have three standing committees:
 - (a) Finance Committee
 - (b) Planning and Programming Committee
 - (c) Governance and Personnel Committee
- (3) The Authority may appoint additional committees and subcommittees as necessary.
- (4) Unless otherwise specified in these Bylaws, all committees shall adhere to meeting procedures that are the same or similar to those used by the Authority as set forth in these Bylaws and comply with the Virginia Freedom of Information Act.
- (5) In no event shall review and recommendation by a committee or subcommittee be required before the Authority may act on a matter except as may be provided by law.
- (6) The Authority will strive in the appointment of members to committees that represent various perspectives.

B. Finance Committee.

- (1) Charge. This committee shall be responsible for advising the Authority on all financial matters and overseeing financial activities undertaken by the NVTA professional staff, including:
 - (a) Reviewing, commenting on, and recommending the annual budget presented by the Executive Director
 - (b) Reviewing, commenting on, and recommending any budget amendments presented by the Executive Director
 - (c) Overseeing the NVTA's financial policies (e.g., bond, investment, procurement, risk management) and making appropriate recommendations
 - (d) Monitoring contracts for incidental services, including incidental financial services, and recommending task orders
 - (e) Monitoring NVTA's expenditures for compliance with policies and guidance of the NVTA
 - (f) Reviewing annual revenue estimates

- (g) Approving the selection of an audit firm and audit work plan supporting the annual preparation of financial statements
- (h) Assisting with other financial activities as may be directed by the NVTA.
- (2) Membership. The Committee shall consist of five (5) members of the NVTA appointed by the Chairman for staggered two year terms.
- (3) Chairman. The chairman and the vice chairman of the Committee shall be appointed by the Chairman of the NVTA.
- (4) Staff Support. Staff support will be provided by the NVTA staff. As requested by the committee chairman, additional support may be provided by jurisdictional or agency staffs.
- (5) Quorum and Voting. A quorum shall consist of a majority (3) of the committee members. The committee shall strive for consensus when developing recommendations. Approval of recommendations or actions shall require an affirmative vote of a majority of the members present, which shall include at least three jurisdictional representatives in the affirmative.

C. Governance and Personnel Committee.

- (1) Charge. This committee shall be responsible for the following:
 - (a) Periodic review and procedural amendments to the Bylaws.
 - (b) Personnel issues including the review and recommendation of staff that report to the Authority.
 - (c) Review of the Authority's Legislative Program.
 - (d) Development of policies and procedures related to governance and personnel of the Authority such as a policy for participation by members of the Authority in meetings by electronic communication means "in accordance with the statute."
 - (e) Other special assignments as directed by the Chairman of the Authority.
- (2) Membership. The Committee shall consist of five (5) members of the NVTA appointed by the Chairman for staggered two year terms.
- (3) Chairman. The chairman and the vice chairman of the Committee shall be appointed by the Chairman of the NVTA.

- (4) Staff Support. Staff support will be provided by the NVTA staff. As requested by the committee chairman, additional support may be provided by jurisdictional or agency staffs.
- (5) Quorum and Voting. A quorum shall consist of a majority (3) of the committee members. The committee shall strive for consensus when developing recommendations. Approval of recommendations or actions shall require an affirmative vote of a majority of the members present, which shall include at least three jurisdictional representatives in the affirmative.

D. Planning and Programming Committee.

- (1) Charge. This committee shall be responsible for advising the Authority of planning and programming recommendations including TransAction, the Six Year Program, the Project Selection Process on projects within the Authority's adopted revenues.
- (2) Membership. The Committee shall consist of five (5) members of the NVTA appointed by the Chairman for staggered two year terms.
- (3) Chairman. The chairman and the vice chairman of the Committee shall be appointed by the Chairman of the NVTA.
- (4) Staff Support. Staff support will be provided by the NVTA staff. As requested by the committee chairman, additional support and participation may be provided by jurisdictional or agency staffs.
- (5) Quorum and Voting. A quorum shall consist of a majority (3) of the committee members. The committee shall strive for consensus when developing recommendations. Approval of recommendations or actions shall require an affirmative vote of a majority of the members present, which shall include at least three jurisdictional representatives in the affirmative.

E. Technical Advisory Committee (TAC).

- (1) Charge. This committee of individuals with multi-modal expertise and regional focus shall be responsible for reviewing the development of major projects and potential funding strategies and providing recommendations to the NVTA. "Development of projects" means the identification of projects for the NVTA Long Range Transportation Plan and the NVTA Six Year Program, and the application of performance-based criteria to the projects identified.
- (2) Membership. The committee shall consist of nine (9) individuals who reside or are employed in counties and cities embraced by the Authority and have experience in transportation planning, finance, engineering, construction, or

management. An effort shall be made to have multi-modal representation, to include highway, transit, pedestrian, and bicycle expertise as well as being balanced regionally. The NVTA will recommend a list of members each year and request that the chief elected officer from relevant jurisdictions appoint selected persons to the committee. Initially, half the locally appointed members will serve a one (1) year term. The other half will serve two (2) year terms. Subsequently, members will serve three (3) year terms. The chairman of the Commonwealth Transportation Board (CTB) will appoint three members to three (3) year terms. Locally appointed members may be removed by the Chairman of the NVTA for failure to attend three consecutive meetings or if the member no longer resides or is employed in an NVTA jurisdiction.

- (3) Chairman. The chairman and vice chairman shall be appointed by the Chairman of the NVTA.
- (4) Staff Support. Staff support shall be provided by NVTA professional staff.
- (5) Quorum and Voting. A quorum shall consist of a majority (5) of members. The committee shall strive for consensus when developing recommendations. If consensus cannot be achieved, majority and minority reports that identify issues that need to be addressed shall be presented to the NVTA.

F. Planning Coordination Advisory Committee (PCAC).

- (1) Charge. This committee shall provide recommendations to the NVTA on broad policy issues related to the periodic update of the NVTA's Long Range Transportation Plan (e.g., TransAction) and the rolling extension of the NVTA's Six Year Program. It may, from time to time, offer the NVTA advice on regional transportation issues and advise on the NVTA's annual legislative program.
- (2) Membership. Membership of the committee consists of 14 members representing the nine member localities and towns with populations of at least 3,500. All members shall be elected officials from jurisdictions embraced by the NVTA. Such membership shall include, as a minimum, one elected official from each town that is located in any county embraced by the NVTA and receives street maintenance payments.
- (3) Chairman. The chairman and vice chairman shall be appointed by the Chairman of the NVTA.
- (4) Staff Support. Staff support shall be provided by the NVTA staff. The chairman may request additional support from jurisdictional and agency staffs as needed.

Quorum and Voting. A quorum shall consist of five (5) committee members. The committee shall strive for consensus when developing recommendations. In the event that consensus cannot be attained, approval of an advisory

recommendation or other actions shall require the presence of a quorum and an affirmative vote by roll call of a majority of the members present. Recommendations made by the committee must be on the agenda and discussed at not less than two meetings.

- G. **Ad Hoc Committees.** As needed, the Chairman of the NVTA may appoint ad hoc committees to pursue specific tasks.

ARTICLE VI

NVTA TRANSPORTATION PLAN

- A. **NVTA Regional Transportation Plan.** The Authority shall adopt and periodically update the NVTA Regional Transportation Plan for Northern Virginia. The Plan shall consist of the NVTA Long Range Transportation Plan and the NVTA Six Year Program.
- (1) NVTA Long Range Transportation Plan. The Authority shall adopt an unconstrained NVTA Long Range Transportation Plan (*TransAction 2030* or its successor) for Northern Virginia. In carrying out this responsibility, the Authority shall, on the basis of regional consensus, set regional transportation policies and priorities for regional transportation projects. In support of regional consensus, it is desirable that NVTA secure the formal approval of each of its member jurisdictions before adoption of the plan. 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) NVTA Six Year Program. The Authority shall adopt a NVTA Six Year Program for Northern Virginia that includes, but not necessarily be limited to, transportation improvements of regional significance and those improvements necessary or incidental thereto. The NVTA Six Year Program shall include all transportation improvements to be funded from NVTA-generated funding 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 Program. The provisions of § 33.2-1928 Va. Code Ann. shall apply to preparation and adoption of the Six Year Program.
- B. **Procedure for Adoption and Amendment of Long Range Transportation Plan and Six Year Program.** The Long Range Transportation Plan and the Six Year Program, separately or at the same time, shall be adopted, altered, revised or amended only after a public hearing held upon thirty (30) days' notice consistent with the Act and the Authority's public notice procedures.

ARTICLE VII

ADMINISTRATION

- A. **Executive Director.** The Authority shall employ an Executive Director who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Authority. The Executive Director shall have direct control, subject to the Authority, of the management of the day-to-day administrative affairs of the Authority. The Executive Director 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 Executive Director may not contemporaneously serve as a member of the Authority.
- B. **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.
- C. **Execution of Instruments.** The Executive Director, 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 VIII

FINANCES

- A. **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 in the name of the Authority by the Executive Director or, in the Executive Director's absence, those authorized from time to time by vote of the Authority. An Authority financial policy shall be developed that prescribes threshold requiring any countersignatures.
- B. **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. Such audits will, at a minimum, obtain an opinion as to the accuracy of the annual financial statements from a certified public accounting firm. Additional audit activity may be obtained by the Finance Committee as it deems prudent.
- C. **Budget and Fiscal Year.** 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.

- D. **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 (5th) 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.
- E. **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.
- F. **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. The Authority may fulfill this bonding requirement through plans or agreements offered by the Commonwealth of Virginia.

ARTICLE IX

AMENDMENTS

Any amendment, repeal, or alteration of the Bylaws must be considered at two (2) Authority meetings prior to action.

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be on a meeting agenda and presented in writing for a first time at a regular meeting of the Authority. The section or sections proposed for amendment may be considered and further amended at such meeting, and shall then be scheduled for consideration and action at a subsequent regular meeting. At such subsequent meeting, the section or sections proposed for amendment, as further amended, shall be subject to further consideration and amendment, and shall thereafter be acted on in accordance with the voting requirements of these Bylaws. Additional amendments to a section or sections of the Bylaws, other than those previously proposed and considered at the first regular meeting, and those further amendments that arose out of the Authority's discussion at the

first regular meeting, must be considered for the first time at a separately noticed meeting and thereafter acted upon in accordance with this section.

ARTICLE X

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.

Adopted by Northern Virginia Transportation Authority: June 12, 2008

Revised: January 8, 2010; January 14, 2016