

MOTION:

SECOND:

**RE: POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION BYLAWS
 AMENDMENT – FIRST READING**

ACTION:

WHEREAS, the Potomac and Rappahannock Transportation Commission (PRTC) Bylaws were last amended in October 2018; and

WHEREAS, PRTC has adopted a policy that allows for Commission members to participate in Commission meetings remotely during the current COVID-19 pandemic in accordance with Virginia law and desires to include reference to electronic meetings in the Bylaws; and

WHEREAS, the Bylaws are being amended to also address updating out-of-date code section references and increase consistency in references within the Bylaws; and

WHEREAS, the PRTC Bylaws stipulate that proposed amendments to the Bylaws be presented in writing and read for the first time at a regular meeting, and acted on at a subsequent meeting in either the originally proposed or amended form.

NOW, THEREFORE, BE IT RESOLVED that the amended PRTC Bylaws are being presented in writing for the first time at the Commission's May 7, 2020 meeting for reading and discussion.

BE IT FURTHER RESOLVED that the Commission authorizes the Bylaws amendments as proposed to be scheduled for Commission action at the June 4, 2020 Commission meeting.

Votes:

Ayes:

Abstain:

Nays:

Absent from Vote:

Alternate Present Not Voting:

Absent from Meeting:

BYLAWS
OF
POTOMAC AND RAPPAHANNOCK
TRANSPORTATION COMMISSION

ARTICLE 1

POWERS AND DUTIES

The Potomac and Rappahannock Transportation District Commission (“Commission”) shall have all the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 19 of Title 33.2 of the Code of Virginia, the Transportation District Act of 1964, as may be amended from time to time.

ARTICLE II

MEMBERSHIP

1. **Commissioners** – The Commission shall consist of members representing “member jurisdictions” and members representing other entities as provided for in the Transportation District Act and as described below. “Member jurisdiction” members shall be as follows: six (6) members appointed by Prince William County; two (2) members appointed by Stafford County; two (2) members appointed by Spotsylvania County ~~(effective February 15, 2019)~~; one (1) member appointed by the City of Manassas; one (1) member appointed by the City of Manassas Park; and one (1) member appointed by the City of Fredericksburg, who shall each serve at the pleasure of their respective governing body. In addition to “member jurisdiction” members, the Commission shall have other members as follows: The Chairman of the Commonwealth Transportation Board (CTB), or the Chairman’s designee, shall be a member, ex officio. Two (2) members appointed by the Speaker of the House of Delegates, and one (1) member of the Senate, appointed ~~from by~~ the Senate Committee on Rules, shall also be members of the Commission. All state legislators shall serve terms coincident with their terms of office. The foregoing Commissioners shall constitute the “regular members” of the Commission.

2. **Alternate Commissioners** – Each member jurisdiction may appoint alternate members who shall be able to exercise all of the powers and duties of a regular Commission member when a regular “member jurisdiction” member from the appointing member jurisdiction is absent from Commission meetings. The number of aAlternate members shall be at the discretion of each individual member jurisdiction, but the votes cast by each jurisdiction shall not exceed the number of regular members to which the member jurisdiction is entitled as set forth in paragraph 1 of this Article. The Chairman of the Commonwealth Transportation Board (CTB) may also appoint an alternate member who shall have the authority to exercise the powers and duties of the CTB member when that person~~he/she~~ is absent from a Commission meeting ~~of the Commission~~. Alternate members~~Commissioners~~ may serve on committees of the Commission, excluding the Executive Committee, as any other Commissioner~~member~~ would. Alternate members~~Commissioners~~ serve at the pleasure of their respective governing body.

ARTICLE III

COMMISSION OFFICERS, VIRGINIA RAILWAY EXPRESS (VRE) OPERATIONS BOARD MEMBERS, AND DUTIES

1. **Officers** – The officers of the Commission shall be elected annually and shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, Immediate Past Chair, and such officers at large and subordinate officers as may from time to time be elected or appointed by the Commission. The offices shall be held only by regular members of the Commission (not alternate members), and the offices of Chair and Vice Chair shall not be held at the same time by members representing the same member jurisdiction. The Chair shall be elected from amongst the regular members whose jurisdictions contributed at least 25% of the total PRTC local subsidy in the previous fiscal year.

2. **VRE Operations Board Members¹** – In accordance with the VRE Operations Board Master Agreement as amended, the PRTC member jurisdictions shall appoint their respective Members and Alternates to the VRE Operations Board, subject to the Commission's concurrence. All mMembers and aAlternates appointed by the member jurisdictions shall~~are to~~ be elected officials (~~except DRPT Director~~) and the numbers of Members/Alternates that each member jurisdiction appoints is based on the results of the annual ridership survey, such that:

- Jurisdictions accounting for 25% or more of total system ridership appoint three (3) members and three (3) alternates
- Jurisdictions accounting for 15% to less than 25% of total system ridership appoint two (2) members and two (2) alternates
- Jurisdictions accounting for less than 15% of total system ridership appoint one (1) member and one (1) alternate

3. **Terms of Office** – Each of the officers and all the VRE Operations Board Members and Alternates shall be elected at the January annual meeting of the Commission, to serve for a term of one (1) year, unless sooner removed by the Commission, or until a successor is elected and qualified. All officers, VRE Operations Board Members, and VRE Operations Board Alternates shall be eligible for re-election. Any vacancy occurring in an office will be filled for the unexpired term by the Commission at the next regular monthly meeting following the occurrence of such vacancy. If the vacancy occurs in the office of the ~~Immediate Past Chair~~, Secretary or Treasurer, an acting officer shall be appointed by the Chair pending such election. Vacancies among VRE Operations Board appointments will be filled by the member jurisdiction whose appointment has been vacated, again subject to the Commission's concurrence.

4. **Election** – At a regular monthly meeting preceding the January annual meeting at which the election of officers, VRE Operations Board Members, and VRE Operations Board Alternate Members will be held, the Commissioners will elect a Nominating Committee, consisting of one (1) member from each member jurisdiction. The Nominating Committee shall invite nominations prior to the January annual meeting, and shall propose a slate of officers and VRE Operations Board Members and Alternate Members for the Commission's consideration in

¹ The VRE Ops Board also has an "ex officio representative of the Chairman of the Commonwealth Transportation Board selected as that Chairman shall determine" (VRE Bylaws Section II.B).

time for incorporation in the Commission agenda mailed out prior to the annual meeting. Further nominations may be made by any members at the annual meeting. The slate of VRE Operations Board Members and Alternate Members shall mirror the appointments made by the member jurisdictions, such that the Nominating Committee's sole responsibility in this regard is to ensure that the member jurisdictions have made their appointments as required.

5. **Chair** – The Chair shall preside over all meetings of the Commission at which the Chair is present, and shall vote as any other member. The Chair shall be responsible for the implementation of the policies established and the actions taken by the Commission; shall have all of the powers and duties customarily pertaining to the office of Chair of the Board, and shall perform such other duties as may from time to time be assigned to the Chair~~him~~ by the Commission.

6. **Vice Chair** – In the event of the death or absence of the Chair, or of the Chair's inability to perform any of the duties of ~~his-the~~ office or to exercise any of ~~his-the~~ powers of the office, 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~~him~~ by the Chair or by the Commission.

7. **Secretary and Treasurer** – The Secretary and the Treasurer shall perform duties as may from time to time be assigned to them by the Chair or by the Commission.

ARTICLE IV

MEETINGS

~~1.~~ **1. Regular Meetings** – The Commission shall adopt a schedule of the times, dates, and places of its regular meetings, for the ensuing calendar year at its December meeting. Regular meetings normally shall be held on the first Thursday of each month, except legal holidays, and shall begin at 7:00 p.m., and may be reconvened at any convenient time. When the first Thursday of a month falls on a legal holiday, the regular meeting for that month shall normally be held on the next regular business day, unless the Commission sees fit to change this as provided for in the next sub-section of this Article of the Bylaws. The Commission shall identify in its adopted meeting schedule the location of each of its regular meetings for the year.

2. Remote Electronic Participation in Commission Meetings

(a) Adopted Policy - Members of the Commission individually or the Commission itself under certain emergencies may participate in Commission meetings through electronic communication means pursuant to the provisions of this section. In such cases, notice and public access shall be given in accordance with the respective provisions of the Virginia Freedom of Information Act.

Each member will receive a copy of this electronic participation policy upon appointment to the Commission.

(b) Individual Member Requesting Remote Electronic Participation – on or before the day of the meeting, the member shall notify the Chair that the member is unable to attend the meeting due to:

- (1) A temporary or permanent disability or other medical condition that prevents the member's physical presence; or
- (2) ~~A personal matter and identifies with specificity; the nature of the personal matter. Participation by member pursuant to this subsection is limited to absence of two (2) meetings per calendar year; or~~
- (3) On the day of the meeting, the member notifies the Chair that such member's principal residence is more than 60 miles from the meeting location.

A physical quorum of the Commission shall otherwise be present.

Thise policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters to be considered or voted on at the meeting. The Commission members present at the subject meeting must approve or disapprove the member's request to participate remotely by a majority vote. Electronic participation from a remote location shall be approved unless such participation violates this section ~~remote participation policy~~ or any provisions of the Virginia Freedom of Information Act § 2.2-3708.2. If a request is disapproved because such participation would violate the policy or any provision of the Virginia Freedom of Information Act § 2.2-3708.2, such disapproval shall be recorded in the meeting minutes with specificity.

(c) Meeting by Electronic Participation to Address the Emergency During a Governor-Declared State of Emergency – The Commission may meet by electronic communication means without a quorum of the Commission physically assembled at one location when the Governor has declared a State of Emergency in accordance with Va. Code § 44-146.17, provided that:

- (1) The catastrophic nature of the declared emergency makes it impossible or unsafe to assemble a quorum in a single location; and
- (2) The purpose of the meeting is to address the emergency.

(d) Meeting by Electronic Participation to Conduct Business During a Governor-Declared State of Emergency – The Commission may meet by electronic communication means without a quorum of the Commission physically assembled in one location when the Governor has declared a State of Emergency in accordance with Va. Code § 44-146.17, provided that

- (1) The nature of the declared emergency makes it impracticable or unsafe for the Commission to assemble in one location;
- (2) The purpose of the meeting is to discuss or transact business statutorily required or necessary to continue operations of the Commission and the discharge of its lawful purposes, duties, and responsibilities; and
- (3) A recording or transcript of the meeting is available on the Commission website in accordance with the timeframes in Va. Code § 2.2-3707.

(e) Alternative Meeting by Electronic Participation to Conduct Business During a Governor-Declared State of Emergency – The Commission may meet by electronic communication means without a quorum of the Commission physically assembled in one

location when the Governor has declared a State of Emergency in accordance with Va. Code § 44-146.17, provided that

- (1) The nature of the declared emergency makes it impracticable or unsafe for the Commission to assemble in one location;
- (2) The Commission determines that a meeting is necessary to carry out essential governmental functions pursuant to Va. Code § 15.2-1314.

(f) Reflecting Remote Participation in the Meeting Minutes –

(1) Pursuant to Va. Code § 2.2-3708.2, the meeting minutes will reflect the member who participated remotely pursuant to subsection (b) above and the location of the remote participation. If the member participated remotely pursuant to subsection (b)(1) above, the fact that the member's physical attendance was prevented due to a temporary or permanent disability or other medical condition shall be noted in the minutes. If the member participated remotely pursuant subsection (b)(2) above, the minutes shall also include the specific nature of the personal matter cited by the member.

(2) In the instance of electronic participation during a Governor Declared State of Emergency pursuant to subsections (c), (d), or (e) above, the meeting minutes will also state the nature of the emergency, the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

32. Changing Meetings

(a) Changing the date, time or place of regular meetings by the Commission – The Commission may change the date, time, or place of any regular meeting when deemed necessary ~~by the Commission~~. A change to the date, time or place of a regular meeting may be accomplished by adoption of a resolution done at a regular meeting or special meeting (which is provided for later in this Article of the Bylaws). The Clerk shall cause a written notice of the change to be posted in a public area at ~~the each of the~~ Commission's Transit Centers ~~and/or operations facilities~~ where notices are usually posted, and in the office of the Clerk at least three (3) working days prior to the regular meeting whose date, time or place has been changed. The Clerk shall also post notice of the change on the Commission's website and may issue a press release to further advise the public of the change.

(b) Changing the time or place of regular meetings by the Chair – Whenever the Chair believes that unusual circumstances exist which require both action by the Commission at the regular meeting and a change to the time or place of a meeting, including the change to a virtual meeting, in order to facilitate the taking of action by the Commission or during a declared Emergency, the Chair may change the time or place of the regular meeting. The Chair shall issue a written declaration that unusual circumstances exist that require a change to the time or place of the meeting to facilitate action by the Commission and shall state the new time and/or place for the regular meeting. The Clerk shall provide a copy of the written declaration forthwith to all members of the Commission and shall also cause a copy of the written declaration to be posted in a public area at the Commission's Transit Center where notices are usually posted, and in the office of the Clerk at least three (3) working days prior to the regular meeting whose time or place has been changed. The Clerk may also post notice of the change on the Commission's website and/or issue a press release to further advise the public

of the change.

(c) **Scheduling additional meetings** – The Commission may also schedule such additional meetings as it deems necessary. The scheduling of an additional meeting may be accomplished by adoption of a resolution done at a regular or special meeting (which is provided for later in this Article of the Bylaws). Notice of such additional meetings shall be provided as required by these Bylaws for changes to regular meetings made by the Commission.

43. Special Meetings – Special meetings shall be held when requested by either the Chair or at least two (2) other Commission members, not of the same jurisdiction. Such request shall be in writing, addressed to the Executive Director, and shall specify the time and place of meeting and the matters to be considered at the meeting. Upon receipt of such request, the Executive Director shall immediately notify each member of the Commission 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, if actual notice is given, by hand-delivery, electronic mail or facsimile, least three (3) working days prior to the day of the special meeting, or to the extent practicable. For purposes of this section, actual notice means that a particular member has actually received the notice. No matter not specified in the notice shall be considered at such meeting, unless all the regular members of the Commission are present. The Executive Director may have such notices served by the Sheriff, in lieu of the use of mail, if deemed necessary. Notice of the special meeting shall be given to the public contemporaneously with the notice provided to the members of the Commission. Quorum requirements for special meetings shall be the same as for regular meetings as described herein.

54. Adjourned Meetings – Any regular or special meeting may be adjourned to a date and time certain prior to the next regular meeting of the Commission.

65. Public Hearing – Public hearings shall be held after adoption of a resolution directing the Clerk to give notice thereof, advertising the public hearing and the issues to be considered once a week for two (2) successive weeks prior to the public hearing in a newspaper or newspapers, and/or on their website and on the Commission's website, having general circulation in the District. The Clerk shall cause a written notice to be posted in a public area at the each of the Commission's Transit Centers and/or operations facilities where notices are usually posted, and in the office of the Clerk. The first notice shall appear in any such newspaper at least eight (8) days prior to such hearing.

(a) **Adoption of Transportation Plan** – Before a transportation plan is adopted, altered, revised or amended, the Commission shall hold a public hearing upon 30thirty days' notice, published once a week for two successive weeks in a newspaper having general circulation in the District.

(b) **Adoption of Budget** – Before the annual budget is adopted, the Commission shall hold a public hearing with notice thereof published once a week for two (2) successive weeks in a newspaper or newspapers, in print and/or on their website, having general circulation and on the Commission's website in the District. The Clerk shall cause a written notice to be posted in a public area at the each of the Commission's Transit Centers and/or operations facilities where notices are usually posted, and in the office of the Clerk. The first notice shall appear in any such newspaper at least eight (8) days prior to such hearing.

76. Open Meetings – All Commission meetings shall be open to the public, provided that the Commission may meet in closed session for those purposes authorized by [VA. Code § 2.2-3711](#) ~~the Virginia Freedom of Information Act~~. No meeting shall become a closed meeting unless there shall have been recorded in open session an affirmative vote to that effect, which motion shall state specifically the purpose or purposes of the closed meeting. No resolution or motion adopted, passed or agreed to in a closed meeting shall become effective unless the Commission, following such meeting, reconvenes in open meeting and takes a vote on such resolution or motion.

78. Advertisements – When advertisement is required for the purpose of providing public notice, adequate notice shall be deemed to have been provided if the matter is advertised in [a newspaper or newspapers, in print and/or on their website, having general circulation in the District, and on the Commission's website. Inside NoVa, and the Free Lance Star. The Clerk shall cause a written notice to be posted in a public area at the each of the Commission's Transit Centers and/or operations facilities where notices are usually posted, and in the office of the Clerk.](#) Such list shall be amended as necessary upon enlargement of or withdrawal from the District by a jurisdiction.

9 Quorum – A majority of the Commission, which majority shall include at least one Commissioner from a majority of the member jurisdictions, shall constitute a quorum. The Chairman of the ~~CTB~~ [Commonwealth Transportation Board](#), or the Chairman's designee, shall be included for purposes of constituting a quorum. Members appointed by the [Speaker of the House of Delegates](#) and by the Senate shall not be counted for the purposes of determining a quorum when the General Assembly is in session.

910. Required Absence – No action shall be taken by the Commission 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 Commission. The Chair, the Clerk, or any other Commission member, ~~may~~ [shall](#) suggest the absence of a quorum prior to the taking of any action by the Commission, but a failure to suggest the absence of a quorum shall not validate any purported action taken without a quorum.

101. Actions – The Commission shall act in one of the following ways:

(a) **Resolution** – The Commission may act upon adoption of a resolution, with or without prior notice. Resolutions shall be in writing whenever possible, and a copy shall be delivered to all members of the Commission before the resolution is proposed for adoption. A proposed resolution may be amended or modified at the meeting [at which](#) it is being considered for adoption.

(b) **Motion** – If action is required on matters simply stated, the Commission may act on oral motion only.

(c) **Unanimous Consent** – If no formal action is required and no objection is heard, a request of a member shall be deemed a request of the Commission without further action, provided that such request is made at a meeting with a quorum present, and further provided that the Chair states that such request shall be deemed to be a request of the Commission.

142. Voting

(a) **Votes** – Votes shall be taken only upon motions made and seconded. Each member of the Commission shall be entitled to one (1) vote in all matters requiring action by the Commission. The presence of a quorum and a vote of the majority of the members necessary to constitute a quorum of all the members appointed to the Commission, including an affirmative vote from a majority of the members, shall be necessary to take any action. Notwithstanding the provisions of [Va. Code § 2.2-3708.2](#), members of the General Assembly may vote and otherwise participate in meetings of the Commission through electronic communications while the General Assembly is in session.

(b) **Methods of Voting** – All voting shall be taken by voice vote, and votes shall be cast by voice. The Clerk shall record the name of the maker of the motion, the name of the second to the motion and the vote of the members present, including yeas, nays and abstentions.

(c) **Restating the Question** – The Chair shall restate the question or ask the Clerk to restate the question prior to the taking of a vote, providing, however, that at the request of the Chair, a Commission member may restate the question if it is the option of the Chair that such procedures will expedite the decision of the question.

(d) **Tie Votes** – In the event of a tie vote, the matter under consideration shall be deemed defeated.

(e) **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 Commission member having voted to defeat the matter at the same or the next regularly scheduled meeting.

Action upon reconsideration of a question shall be taken only following notice as required by law and at least as much notice as was given prior to the original action, unless such action upon reconsideration is taken at the same meeting as the original action.

123. Commencement of Meetings – At the times specified in Article IV, Section I of these Rules for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the presiding officer shall call the meeting to order, and direct the Clerk to note the presence or absence of Board members. A quorum shall be required for the commencement of any meeting. [The Chair in the Chair's discretion may delay the time of the meeting slightly in order to try to achieve a quorum.](#)

134. Agenda – The Chair, with the Executive Director's and the Clerk's assistance, shall prepare an agenda for each meeting. Any member having matters to be considered by the Commission shall submit them to the Chair for inclusion on an appropriate agenda. At each meeting of the Commission, the meeting agenda shall be subject to approval by a majority vote of the Commission members present, taken after a vote on the minutes of the previous meeting. Prior to approval of the agenda, items may be added to or deleted from the agenda by majority vote of the Commission members present.

15. Agenda Order – Order on the agenda shall be established by the Chair taking into account probable public interest and the need for staff or other presentations. Insofar as is practicable, agenda order shall maximize convenience to the public and minimize any adverse impact on performance of normal staff functions.

146. Public Comment Time – Except as otherwise specified herein, the Commission shall set aside a period of time, to be determined by the Chair, as Public Comment Time at the beginning of each meeting, during which time it will receive comment from any individual on any item related to PRTC. The Chair shall ask individuals who wish to speak to state their name, jurisdiction of residence, and represented organization if applicable. The Chair shall announce the number of minutes available to each individual in an equitable manner.

In the event of an electronic meeting held pursuant to a declared Emergency and Article IV, Section 2, public comment may be received by email, mail or electronically in accordance with notice of the meeting.

~~**15. Agenda Order** – Order on the agenda shall be established by the Chair taking into account probable public interest and the need for staff or other presentations. Insofar as is practicable, agenda order shall maximize convenience to the public and minimize any adverse impact on performance of normal staff functions.~~

167. Minutes – The Clerk shall keep minutes of the meetings of the Commission, which minutes shall be a public record, and shall also maintain one recording, by means of electronic device, of the proceedings at any Commission meeting, except closed sessions. The Clerk shall distribute copies of the minutes to each regular and alternate member of the Commission, prior to the next succeeding meeting. One copy of the minutes of the recorded proceedings shall be made available by the Clerk to any person requesting same. Regular and alternate members of the Commission shall be provided a copy of the minutes free of charge upon request.

178. Closed Meetings – A closed meeting can be included in any agenda in accordance with Va. Code §2.2-3712 of the Code of Virginia, as amended.

189. Order in Conduct of Business

(a) **Persons Addressing the Commission** – Persons addressing the Commission on Agenda matters shall limit their presentations to the time allotted by the Chair, unless the Commission extends such time by majority vote of the Commission. The Chair, in allotting such time, shall take into account the complexity of the matter, its importance in relation to other business of the Commission, and the time available during the Commission meeting. At the discretion of the Chair, the conduct of business by the Commission may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Commission. Insofar as is practicable, persons addressing the Commission shall furnish the Clerk and members of the Commission 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 Commission without first having been recognized. When all public testimony has concluded, and the Commission is considering and discussing the matter, no person shall thereafter be recognized to address the Commission.

(c) **Commission Discussion** – Discussion and debate by the Commission shall be conducted following the presentation of testimony on the item of business pending. Members shall not speak to the item until recognized by the Chair. A member who has spoken to the item shall not again be recognized until other members desiring to speak shall have had an opportunity to speak. Alternate members may participate in discussion at the discretion of the Chair.

2019. Decorum

(a) **Commission Members** – Decorum of Commission members shall be maintained in order to expedite disposition of the business before the Commission. 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 Commission shall limit their remarks to those relevant to the pending items, and to answering questions. They shall address the Commission as a whole, unless answering an individual member's questions. The Chair shall call the speaker to order; ~~if~~ out-of-order remarks, or other indecorous conduct persists, the Chair shall order the speaker from the lectern. The ~~Chair~~~~order~~ with gavel, if not heeded, may then cause a law enforcement and/or security officer, if available, to carry out the order.

Persons whose allotted time to speak has expired shall be warned by the ~~Chair~~~~presiding officer~~ to conclude in one minute, after which such person shall leave the lectern, unless ~~the person~~~~he or she~~ is asked to remain to answer questions from the Commission. No persons in attendance shall be allowed to present remarks to the Commission except as recognized by the ~~Chair~~~~presiding officer~~ and after audibly stating their name, ~~county or city jurisdiction~~ of residence, and whom they represent. Groups in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the ~~Chair~~~~presiding officer~~.

ARTICLE V

COMMITTEES

1. **Open Meeting Requirement** – The Commission may establish standing and ad hoc committees as it deems appropriate consisting of ~~members~~~~Commissioners~~ or ~~A~~~~alternate members~~~~Commissioners~~. Consistent with ~~Va. Code §§sections~~ 2.2-3701 and ~~-3707 of the Code of Virginia~~, all Commission-appointed committees and subcommittees ~~of the Commission~~ shall comply with the open meeting requirements of the Virginia Freedom of Information Act, and unless otherwise specified in these Bylaws, all committees and subcommittees shall adhere to meeting procedures that are the same or similar to those used by the Commission as set forth in these Bylaws. In no event shall review and recommendation by a committee or subcommittee be required before the Commission may act on a matter.

2. **Executive Committee** – The Commission shall have a standing Executive Committee, ~~formerly known as the Executive Board~~, ~~which~~~~and~~ shall consist of all officers of the Commission and one additional at-large Member. The Executive Committee shall meet at the

discretion of the Chair to review major issues facing the Commission and to make recommendations on such issues to the full Commission. A majority of the Executive Committee shall constitute a quorum ~~shall consist of four of the Executive Committee members~~. Approval of recommendations or actions shall require an affirmative vote of a majority of the Executive Committee members present.

ARTICLE VI

ADMINISTRATION

1. **Staff** – The Commission may employ a staff of qualified professional and other persons, including a Clerk, and pay them such compensation as it deems necessary and advisable to carry out its duties and to implement its projects, programs and other functions.

2. **Executive Director** – The Chief Executive Officer of the staff shall be the Executive Director who shall have direct supervision of all of the employees of the Commission. The Executive Director shall have direct control, subject to the authority of the Commission, of the management of the affairs of the Commission. The Executive Director shall propose activities to the Commission and shall carry out policies, programs and projects approved by the Commission to improve transportation services in the Transportation District. The Executive Director shall provide liaison between the Commission and federal, state and local organizations, and shall be responsible for preparing and presenting the annual budget.

3. **Execution of Instruments** – The Executive Director, on specific authorization by the Commission, shall have the power to sign on its behalf any agreement or other instrument to be executed by the Commission. The Executive Director may sign or countersign checks and vouchers in payment of obligations of the Commission.

4. **Evaluation of Executive Director** – Whenever the Executive Director is evaluated, input will be sought from all regular ~~Commissioners~~ members of the Commission. In addition, input will be sought from ~~all a~~ Alternate ~~Commissioners~~ members who have attended a majority of the regular meetings held during the subject evaluation period.

ARTICLE VII

FINANCES

1. **Finances and Payments** – The monies of the Commission shall be deposited in a separate bank account or accounts in such banks or trust companies as the Commission designates, and all payments (with the exception of those by petty cash) shall, so far as practicable, be made by checks. Checks and drafts shall be signed in the name of the Commission by the Executive Director or designees as authorized from time to time by the Commission.

2. **Audits** – At least once each year, the Commission shall cause an audit to be made by an independent certified public accountant of the general funds of the Commission and any special project funds which are not audited by the federal or state government or by other independent accountants.

3. **Bonds** – The Commission, through its treasurer, shall cause fidelity bonds, in such amounts as it deems adequate, to be secured covering each Commission member as required by law, as well as each of its employees who receive or disburse its funds.

4. **Fiscal Year** – The fiscal year of the Commission will commence on July 1 each year and will terminate on the following June 30.

5. **Compensation and expenses of Members and Alternates** - Commission members and ~~a~~Alternate ~~member~~s shall receive no salary but shall be entitled to reimbursement of all reasonable and necessary expenses and compensation allowed members of the ~~CT~~~~Commonwealth Transportation Board~~ for performance of their official duties as provided in ~~Va. Code~~ §§ 2.2-2813 and 2.2-2825. Payments as required shall be made upon receipt of invoices for such reimbursement and compensation.

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 Commission. Such proposal may be considered and amended at such meeting, but shall not be acted on by the Commission 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.

ARTICLE IX

PROCEDURES

Parliamentary Procedure – In all matters of parliamentary procedure not specifically governed by these Bylaws, *Robert's Rules of Order Newly Revised*, 11th ed. (Da Capo Press, 2011), as amended, shall apply.

Previous amendments:

~~Amended: October 04, 2018~~

Amended: January 13, 2011

Amended: October 07, 2010

Amended: February 15, 2010

Amended: December 06, 2007

Amended: July 01, 2004

Amended: March 07, 2002

Amended: June 07, 2001

Amended: February 01, 1990

Amended: June 02, 1988

Adopted: November 06, 1986