

APPENDIX D

NVTC BY-LAWS

NORTHERN VIRGINIA TRANSPORTATION COMMISSION
BY-LAWS

Adopted 3 Mar. 66
Revised 4 Aug. 66
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1. PARTICIPATING GOVERNMENTS

A. The following local governments, comprising the Northern Virginia Transportation District (Section 15.2-4503.1 of the Virginia Code) are eligible to participate in the Northern Virginia Transportation Commission, with representatives as noted:

- (1) Fairfax County --Five members
- (2) Arlington County --Three members
- (3) City of Alexandria --Two members
- (4) City of Fairfax--One member
- (5) City of Falls Church --One member
- (6) Loudoun County* --One member

B. In addition, the chairman of the Commonwealth Transportation Board designates one ex officio member of the commission.

* Loudoun County's membership is governed by the terms of an agreement dated December 14, 1989 between NVTC and the county.

- C. The General Assembly of Virginia is represented by two senators and four delegates.
- D. Additional counties and cities may be added to the transportation district and shall appoint one representative.

2. MEETINGS

A. Regular Public Meetings

Regular public meetings will be held on the first Thursday night of each month unless two thirds of the members shall consent to an alternate date. If the meeting night occurs on a holiday, the commission shall designate a substitute night as a matter of business during a prior meeting.

B. Quorum and Action by Commission

Section 15.2-4512 of the Virginia Code stipulates the requirements of a quorum and action by the commission. A quorum requires eleven members including individuals representing four jurisdictions. However, while the General Assembly is in session, NVTC's General Assembly members shall not be counted in determining a quorum. General Assembly members on the commission represent the Commonwealth of Virginia and not the jurisdictions from which they are elected. 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 at least one commissioner from a majority of the jurisdictions represented at the meeting, shall be necessary to take any action.

Notwithstanding the provisions of Section 2.2-3708, members of the General Assembly may participate in the meetings of the commission through electronic communications while the General Assembly is in session.

3. RULES OF PROCEDURE

Robert's Rules, as amended shall apply.

4. OFFICERS

- A. The officers of the commission shall be elected from the membership of the commission and shall serve terms of one year, or until their successors are elected, and may succeed themselves.
- B. The officers and their duties shall be as follows:
 - (1) Chairman: The chairman presides at meetings of the commission, represents the commission before the United States Congress, the Virginia Assembly, and other commissions, and is the commission's spokesman in matters of policy.
 - (2) Vice Chairman: The vice chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman.
 - (3) Secretary-Treasurer: The secretary-treasurer shall monitor the financial administration of the commission including the funds and investment of funds and securities of the commission and monitor

financial records and the issuance of such reports as required by law, i.e., annual audit and other financial statements as determined by the commission. At least quarterly he or she shall present reports of the financial condition of the commission, giving the status and basis for all investments and of all money and other valuable effects in the name or in the credit of the commission.

- C. Election of the officers shall take place annually at the January meeting of the commission, and the officers shall serve until their successors are duly elected. Notice of meeting must state that election of officers will be a matter of business at the meeting.

5. EMPLOYEES

- A. The Commission shall employ an executive director who shall hire and direct such other employees as may be necessary to perform the functions of the commission.
- B. The duties, qualifications, terms, compensation and related benefits of employees shall be prescribed in Personnel Policies as adopted and amended from time to time by the commission.

6. ACCOUNTS AND RECORDS

- A. The Virginia Code stipulates the types of records to be maintained by the commission.
- B. The annual report of the commission shall be for the fiscal year period.

- C. The official minutes of the commission shall be in the custody of the executive director of the commission who shall certify copies and abstracts of the minutes when required.

7. BONDING OF COMMISSIONERS AND EMPLOYEES

- A. The commission shall secure a public official bond for the faithful performance of duties in the amount of:

- (1) \$5,000 for each member of the commission except the secretary-treasurer:
- (2) \$25,000 for the secretary treasurer.

The bonds shall be filed with and preserved by the Comptroller of the Commonwealth.

- B. The commission shall secure a fidelity bond for the faithful performance of duties in the amount of:

- (1) \$1,000,000 for the executive director; and
- (2) As directed for other members of the commission staff and officers as appropriate. The executive director's and staff bonds will be held by the commission.

8. FINANCES

- A. Fiscal Year

The fiscal year shall begin the first day of July in each year.

B. Budget

- (1) The executive director shall submit a proposed budget for the succeeding fiscal year during the month of January.
- (2) The budget approved by the executive committee shall be submitted to the commission at its February meeting. The notice of this meeting must state that the budget for the coming fiscal year is to be a matter of business at the meeting.
- (3) The administrative expenses of the commission, to the extent funds for such expenses are not provided from other sources, shall be allocated among the component governments on the basis of the relative shares of state and federal transit aids allocated by the commission among its component governments.

C. Audit

The books of the commission shall be audited by a certified public accountant or accountants, and the audit report shall be included in the annual report.

9. COMMITTEES

A. Executive Committee

- (1) **Membership:** There shall be an executive committee consisting of the chairman, the immediate past chairman if still a member of the commission, the vice chairman, the secretary-treasurer, both of the commission's WMATA representatives and one member of the

General Assembly. The legislative commissioner on the executive committee shall be appointed by the senior member of the legislative commissioners in point of service in the General Assembly.

- (2) Duties: The executive committee shall:
- (a) Review the work program of the commission and advise the executive director on activities within policies set by the commission.
 - (b) Identify and present to the commission policy issues related to transportation improvements and the administration of NVTC.
 - (c) Review the current administration of the commission including the expenditure and investment of commission funds. Information on these matters shall continue to be provided at least quarterly to the commission.
 - (d) Consider and make recommendations to the commission on the substantive program areas for commission activity and for the establishment and disestablishment of subcommittees required for each activity.
 - (e) Regularly report its deliberations to the commission.
 - (f) Regularly review the performance of the executive director.
 - (g) Function as an audit committee by reviewing periodic financial reports, responding to recommendations from NVTC's auditors and meeting with those auditors as needed.

B. Other Committees

The commission shall, at its organizational meeting, or thereafter, establish such committees as it deems appropriate. Such committees shall continue throughout the calendar year unless dissolved. The chairman of the commission shall designate the chairman and membership of each such committee.

10. AMENDMENT TO BY-LAWS

- A. The By-Laws may be altered or amended by the presentation of such proposed alterations or amendments at one meeting with explanations of the proposed changes. Action on the proposed changes shall be taken at the following or subsequent meetings. Notice of proposed action to amend the By-Laws shall be included in the meeting notice.
- B. The enactment of a change of the By-Laws requires a majority vote of the full commission.