

1 **BYLAWS OF THE PHASE II DULLES RAIL TRANSPORTATION**
2 **IMPROVEMENT DISTRICT ADVISORY BOARD**

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6 **Draft of March 12, 2020**
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9 **ARTICLE I – NAME**

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11 The name of this organization is the Phase II Dulles Rail Transportation Improvement
12 District Advisory Board (the “Advisory Board”).
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15 **ARTICLE II – PURPOSE**

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17 The Advisory Board has been established by the Board of Supervisors of Fairfax County,
18 Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of advising
19 the District Commission of the Phase II Dulles Rail Transportation Improvement District
20 (“District”).
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23 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**

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25 Appointments. Members must be appointed in accordance with and shall serve such
26 terms as are required by, Va. Code § 33.2-2104, as amended.
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28 Vacancies. Vacancies must be filled in accordance with Va. Code Va. Code § 33.2-2104,
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31 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

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33 Elections. The Advisory Board shall select a chairman and a secretary and such other
34 officers as it deems necessary. The Chairperson and Secretary shall be elected in
35 accordance with the voting provisions of Article V by the Advisory Board members
36 annually and such election shall be scheduled at the Advisory Board’s annual meeting.
37 During the annual meeting each candidate shall be polled on his or her willingness and
38 ability to serve as Chairperson or Secretary of the Advisory Board and the Chairperson
39 and Secretary shall be elected from among the willing nominees in accordance with the
40 voting provisions of Article V.
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42 Chairperson. The Chairperson presides over meetings of the Advisory Board. The
43 Chairperson has the authority to delegate appropriate functions to Advisory Board
44 members and to request assistance from the County staff supporting the Advisory Board.
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46 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording
47 the minutes of meetings. The Secretary has the authority to delegate appropriate functions
48 to Advisory Board members and to request assistance from the County staff supporting
49 the Advisory Board.

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51 Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an
52 election at the next regular meeting having a majority of members present.

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55 **ARTICLE V – MEETINGS**

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57 VFOIA. All meetings shall be open to the public except as provided under the Virginia
58 Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").
59 Pursuant to Virginia Code § 2.2-3701, "meeting" or "meetings" means the meetings
60 including work sessions, when sitting physically, or through electronic communication
61 means as permitted by the VFOIA or other applicable Virginia law, as a body or entity, or
62 as an informal assemblage of (i) as many as three members or (ii) a quorum, if less than
63 three, of the constituent membership, wherever held, with or without minutes being
64 taken, whether or not votes are cast, of any public body.

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66 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
67 under the VFOIA. All meetings shall be preceded by properly posted notice stating the
68 date, time, and location of each meeting. Notice of a meeting shall be given at least three
69 working days prior to the meeting. Notice of emergency meetings, reasonable under the
70 circumstances, shall be given contemporaneously with the notice provided to Advisory
71 Board members. Notices of all meetings shall be provided to the Office of Public
72 Affairs for posting at the Government Center and on the County Web site. All meetings
73 shall be conducted in public places that are accessible to persons with disabilities.

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75 Frequency. The Advisory Board shall fix the time for holding regular meetings, but it
76 must meet at least once every year. Special meetings of the Advisory Board shall be
77 called by the Chairman or by two members of the Advisory Board upon written request
78 to the Secretary of the Advisory Board. Any such meetings will be held at a place
79 arranged by the staff of the supporting County department.

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81 Voting. A quorum is necessary for a vote. A majority of the membership of the
82 Advisory Board shall constitute a quorum. In making any recommendations, adopting
83 any plan, or approving any proposal, action shall be taken by a majority vote of Advisory
84 Board members present and voting. Upon the request of any member, the vote of each
85 member on any issue shall be recorded in the minutes. All votes of Advisory Board
86 members shall be taken during a public meeting, and no vote shall be taken by secret or
87 written ballot or by proxy.

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89 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings
90 shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and
91 except as specifically authorized by the VFOIA or other applicable Virginia law, no

92 meeting shall be conducted through telephonic, video, electronic, or other communication
93 means where the members are not all physically assembled to discuss or transact public
94 business.

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96 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and,
97 unless exempt under the VFOIA, all materials furnished to Advisory Board members
98 shall be made available for public inspection at the same time such documents are
99 furnished to the Advisory Board members. Pursuant to the VFOIA, any person may
100 photograph, film, record, or otherwise reproduce any portion of a meeting required to be
101 open, but such actions may not interfere with any Advisory Board proceedings.

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103 Records. The Secretary or an appointed representative shall ensure that minutes of
104 meetings are recorded as required under the VFOIA. Minutes shall include: (1) the date,
105 time, and location of each meeting; (2) the members present and absent; (3) a summary of
106 the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes
107 taken. Such minutes are public records and subject to inspection and copying by citizens
108 of the Commonwealth or by members of the news media. The supporting County
109 department shall provide staff support to review and approve records and minutes of the
110 meeting.

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112 Attorney-Client Privilege. Records containing legal advice from counsel to the Advisory
113 Board, and advice provided in closed session by legal counsel to the Advisory Board, are
114 protected by the attorney-client privilege and from disclosure under the VFOIA. Any
115 such records or advice should not be disclosed by members of the Advisory Board to any
116 third party, or the privilege against disclosure may be waived. Questions regarding the
117 handling of records or advice subject to attorney-client privilege should be directed to the
118 Advisory Board's legal counsel.

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121 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

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123 Any Advisory Board member who misses three consecutive meetings or who fails to
124 participate in the work of the Advisory Board without good cause acceptable to a
125 majority of the other Advisory Board members may be subject to removal from the
126 Advisory Board.

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129 **ARTICLE VII - REMOVAL**

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131 Any Advisory Board member(s) may be recommended to the Board of Supervisors or
132 Council, as appropriate, for removal from the Advisory Board for cause, including but
133 not limited to cause as set forth in Article VI, by a two-thirds majority vote of all of the
134 Advisory Board members. The members' authority to recommend removal under these
135 bylaws neither limits nor waives the Board of Supervisors' or Council's authority to
136 remove members from the Advisory Board as provided by law.

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ARTICLE VIII – ANNUAL REPORT

The Advisory Board shall present an annual report to the District Commission on the transportation needs of the District and on the activities of the Advisory Board, and the Advisory Board shall present special reports on transportation matters as requested by the District Commission or Board of Supervisors concerning taxes to be levied within the District. The District Commission shall direct its staff to provide annually to the District Commission and the Advisory Board documentation indicating that District revenues are being expended only for purposes consistent with provisions of the Phase II Dulles Rail Transportation Improvement District Petition.

ARTICLE IX – COMPLIANCE WITH LAW AND COUNTY POLICY

The Advisory Board shall comply with all Virginia laws, including, but not limited to, the VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia Code § 2.2-3100 *et seq.*, as amended, with all County ordinances, and with all County policies concerning the activities of its boards, authorities, and commissions. In case of a conflict between a provision of these bylaws and any applicable ordinance or law, the provisions of the applicable ordinance or law, as the case may be, shall control.

ARTICLE X – AMENDMENT OF BYLAWS

These bylaws may be amended by the Advisory Board by adopting the proposed amendment or amendments and by presenting those proposed changes for approval to the Board of Supervisors. Any such amendments to bylaws shall become effective upon approval by the Board of Supervisors.