

1 **BYLAWS OF THE RESTON TRANSPORTATION SERVICE DISTRICT**
2 **ADVISORY BOARD**
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6 **ARTICLE I – NAME**
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8 The name of this organization is the Reston Transportation Service District Advisory
9 Board, hereinafter referred to as the “Advisory Board”. These bylaws are effective as of
10 [insert date of these bylaws’ adoption by the Board of Supervisors]
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12 **ARTICLE II – PURPOSE**
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14 The Advisory Board has been established by the Board of Supervisors of Fairfax County,
15 Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of: providing
16 input on the annual tax rate for the Reston Transportation Service District, and formally
17 recommending tax rates to the Board of Supervisors; providing feedback on
18 transportation project priorities funded all or in part by the service district tax; provide
19 input on project scheduling, and revisions of the Reston Transportation Funding Plan.
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21 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**
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23 Appointments. Membership and appointments to the Advisory Board shall be made by
24 the Board of Supervisors, and members shall serve for such term or terms as established
25 by the Board of Supervisors.
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27 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
28 then the chairperson, the clerk or the secretary, or the County staff coordinator shall
29 advise the Clerk for the Board of Supervisors of the vacancy in writing.
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31 Holdovers. In the event a member completes his or her term of office, remains qualified
32 to serve as a member, and the Board of Supervisors has not reappointed that member to
33 another term or appointed a successor member, then that person may continue to serve
34 until such time as the member is reappointed or a successor member is appointed.
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36 Representation Requirements. The Advisory Board must include representation from
37 both Dranesville and Hunter Mill magisterial districts, as well as include a cross section
38 of stakeholders in the Reston area. The Advisory Board will consist of 14 members as
39 follows:
40

- 41 • One member from the Dranesville District;
- 42 • Two members from the Hunter Mill District;
- 43 • Three members to represent residential owners and homeowner/civic associations;
- 44 • One member to represent apartment or rental owner associations;
- 45 • Three members to represent commercial or retail ownership interests;

- One member from the Reston Chamber of Commerce to represent lessees of non-residential space;
- One member from the Reston Association;
- One member from the Reston Town Center Association.
- One member to represent homeowners from Reston Town Center Association.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Elections. The Advisory Board shall be served by three officers: a Chairperson, a Vice-Chairperson, and a Secretary. The Chairperson shall be elected in accordance with the voting provisions of Article V by the Advisory Board members annually and such election shall be scheduled at the first meeting of each calendar year. At the meeting prior to the election meeting, a slate of candidates shall be nominated during a meeting held pursuant to Article V. After nomination, each candidate shall be polled on his or her willingness and ability to serve as Chairperson of the Advisory Board. At the election meeting, the Chairperson shall be elected from among the willing nominees in accordance with the voting provisions of Article V. At the meeting immediately following the election of the Chairperson, the Chairperson shall nominate the Vice Chairperson and Secretary. After nomination, each candidate shall be polled on his or her willingness and ability to serve as an officer of the Advisory Board. The Vice Chairperson and Secretary shall then be elected from among the willing nominees in accordance with the voting provisions of Article V.

Chairperson. The Chairperson presides over meetings of the Advisory Board and is eligible to vote at all times. The Chairperson has the authority to delegate appropriate functions to Advisory Board members and to request assistance from the County staff supporting the Advisory Board.

Vice-Chairperson. In the absence of the Chairperson at a meeting, the Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson. In the event that neither the Chairperson nor the Vice-Chairperson is available, the member present with the longest tenure on the Advisory Board shall act as Chairperson.

Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording the minutes of meetings.

Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a majority of members present. The newly elected officer shall complete the unexpired term of the officer succeeded. Prior to the election of any replacement officer, all members shall be provided with notice of the proposed election before the meeting at which the replacement is elected.

ARTICLE V – MEETINGS

VFOIA. All meetings shall be open to the public except as provided under the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").

92 Pursuant to Virginia Code § 2.2-3701, “meeting” or “meetings” means the meetings
93 including work sessions, when sitting physically, or through electronic communication
94 means pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i)
95 as many as three members or (ii) a quorum, if less than three, of the constituent
96 membership, wherever held, with or without minutes being taken, whether or not votes
97 are cast, of any public body. The Advisory Board may hold public hearings and report its
98 findings to the Board of Supervisors on Advisory Board issues that affect the public
99 interest.

100
101 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
102 under the VFOIA. All meetings shall be preceded by properly posted notice stating the
103 date, time, and location of each meeting. Notice of a meeting shall be given at least three
104 working days prior to the meeting. Notice of emergency meetings, reasonable under the
105 circumstances, shall be given contemporaneously with the notice provided to [insert short
106 name] members. Notices of all meetings shall be provided to the Office of Public
107 Affairs for posting at the Government Center and on the County Web site. All meetings
108 shall be conducted in public places that are accessible to persons with disabilities.

109
110 Frequency. The Advisory Board shall meet at least annually or as determined by the
111 Chairperson. Meetings shall be held at a time agreed to by a majority of the Advisory
112 Board’s members, and at a place arranged by the staff of the supporting County
113 department.

114
115 Voting. A quorum is necessary for a vote. A majority of the membership of the
116 Advisory Board shall constitute a quorum. In making any recommendations, adopting
117 any plan, or approving any proposal, action shall be taken by a majority vote of Advisory
118 Board members present and voting. Upon the request of any member, the vote of each
119 member on any issue shall be recorded in the minutes. All votes of Advisory Board
120 members shall be taken during a public meeting, and no vote shall be taken by secret or
121 written ballot or by proxy.

122
123 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings
124 shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and
125 except as specifically authorized by the VFOIA, no meeting shall be conducted through
126 telephonic, video, electronic, or other communication means where the members are not
127 all physically assembled to discuss or transact public business.

128
129 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and,
130 unless exempt under the VFOIA, all materials furnished to Advisory Board members
131 shall be made available for public inspection at the same time such documents are
132 furnished to the Advisory Board members. Pursuant to the VFOIA, any person may
133 photograph, film, record, or otherwise reproduce any portion of a meeting required to be
134 open, but such actions may not interfere with any Advisory Board proceedings.

135
136 Records. The Secretary or an appointed representative shall ensure that minutes of
137 meetings are recorded as required under the VFOIA. Minutes shall include: (1) the date,

138 time, and location of each meeting; (2) the members present and absent; (3) a summary of
139 the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes
140 taken. Such minutes are public records and subject to inspection and copying by citizens
141 of the Commonwealth or by members of the news media. The supporting County
142 department shall provide staff support to review and approve records and minutes of the
143 meeting.

144
145 Attorney-Client Privilege. Records containing legal advice from counsel to the Advisory
146 Board, and advice provided in closed session by legal counsel to the Advisory Board, are
147 protected by the attorney-client privilege and from disclosure under the VFOIA. Any
148 such records or advice should not be disclosed by members of the Advisory Board to any
149 third party, or the privilege against disclosure may be waived. Questions regarding the
150 handling of records or advice subject to attorney-client privilege should be directed to the
151 Advisory Board's legal counsel.

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153 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

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155 Any Advisory Board member who misses three consecutive meetings, or who fails to
156 participate in the work of the Advisory Board without good cause acceptable to a
157 majority of the other Advisory Board members may be subject to removal from the
158 Advisory Board.

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160 **ARTICLE VII - REMOVAL**

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162 Any Advisory Board member(s) may be recommended to the Board of Supervisors for
163 removal from the Advisory Board for cause, including but not limited to cause as set
164 forth in Article VI, by a two-thirds majority vote of all of the Advisory Board members.
165 The members' authority to recommend removal under these bylaws neither limits nor
166 waives the Board of Supervisors' authority to remove members from the Advisory Board
167 as provided by law.

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169 **ARTICLE VIII – COMMITTEES**

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171 Standing. The Chairperson may appoint standing committees and a Chairperson for each
172 with the consent of a majority of the Advisory Board members present and voting.

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174 Special. The Chairperson may appoint special committees and a Chairperson for each
175 with the consent of a majority of the Advisory Board members present and voting.

176
177 All meetings of any such committees shall comply with the notice and other requirements
178 of the VFOIA. To the extent practicable, any such committees shall be composed of at
179 least four members. Committee meetings may be held at the call of the Chairperson or at
180 the request of two members, with notice to all members.

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183 **ARTICLE IX – ANNUAL REPORT**

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185 The Advisory Board shall prepare an annual written recommendation to the Board of
186 Supervisors for the Reston Transportation Service District tax rate for the subsequent
187 fiscal year. This recommendation shall be provided prior to the close of public hearings
188 for the subsequent fiscal year Adopted Budget Plan, and to the Clerk to the Board of
189 Supervisors for distribution to the members of the Board of Supervisors and to the
190 County Executive.

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192 **ARTICLE X – COMPLIANCE WITH LAW AND COUNTY POLICY**

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

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201 **ARTICLE XI – AMENDMENT OF BYLAWS**

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