

# BYLAWS OF THE TRANSPORTATION ADVISORY COMMISSION

Draft of March 3, 2020

## ARTICLE I – NAME

The name of this organization is the Transportation Advisory Commission, hereinafter referred to as the “Commission.”

These bylaws are effective as of December 4, 1989.

## ARTICLE II – PURPOSE

The Commission has been established by the Board of Supervisors of Fairfax County, Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of providing advice and counsel to the Board of Supervisors on major transportation matters and issues.

These bylaws replace and supersede the Commission bylaws adopted on March 20, 1990 and amended on August 6, 1991, and are effective as of [insert date of these bylaws’ adoption by the Board of Supervisors].

## ARTICLE III – MEMBERSHIP AND TERM OF OFFICE

Appointments. Membership and appointments to the Commission shall be made by the Board of Supervisors. Members will be appointed by each magisterial district (9) supervisor and at-large (1) supervisor, and serve for terms of two (2) years.

Resignations and Vacancies. In the event a member cannot serve or resigns from office, then the chairperson, the clerk or the secretary, or the County staff coordinator shall advise the Clerk for the Board of Supervisors of the vacancy in writing. The newly appointed member shall complete the unexpired term of the member succeeded.

Holdovers. In the event a member completes his or her term of office, remains qualified to serve as a member, and the Board of Supervisors has not reappointed that member to another term or appointed a successor member, then that person may continue to serve until such time as the member is reappointed or a successor member is appointed.

## ARTICLE IV – OFFICERS AND THEIR DUTIES

Elections. The Commission 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 Commission members annually and such election shall be scheduled at the first meeting of each calendar year. One month 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 Commission. 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 Commission. 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 Commission and is eligible to vote at all times. The Chairperson has the authority to delegate appropriate functions to Commission members and to request assistance from the County staff supporting the Commission.

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

Notice and Agenda. Notice and the agenda of all meetings shall be provided as required under the VFOIA. All meetings shall be preceded by properly posted notice stating the date, time, and location of each meeting. Notice of a meeting shall be given at least three working days prior to the meeting. Notice of emergency meetings, reasonable under the circumstances, shall be given contemporaneously with the notice provided to

Commission members. Notices of all meetings shall be provided to the Office of Public Affairs for posting at the Government Center and on the County Web site. All meetings shall be conducted in public places that are accessible to persons with disabilities.

Frequency. The Commission shall meet **not more than two times** monthly as determined by the Chairperson. Meetings shall be held at a time agreed to by a majority of the Commission's members, and at a place arranged by the staff of the supporting County department.

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

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

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

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

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

## **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

Any Commission member who misses three consecutive meetings or more than half of the scheduled meetings within a 12-month period, or who fails to participate in the work of the Commission without good cause acceptable to a majority of the other Commission members may be subject to removal from the Commission.

## **ARTICLE VII - REMOVAL**

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

## **ARTICLE VIII – COMMITTEES**

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

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

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

Comment: This Article permits the creation of committees, but it encourages all such committees to have at least four members. The reason for this is that if there is a committee with only two or three members, then those persons could not meet or communicate by telephone without triggering the notice requirements of VFOIA. Having committees of at least four members will allow any two members to communicate. A meeting of three or more members of any committee with more than three members would be a public meeting that would require notice and public access.

## **ARTICLE IX – ANNUAL REPORT AND WORK PLAN**

The Commission shall prepare an annual written work plan that describes the planned major topics and corresponding schedule of activities of the Commission. This work plan shall be provided to the Clerk of Board of Supervisors for the approval of the Board of Supervisors.

The Commission shall prepare an annual written report that describes the actions of the Commission. This report shall be provided to the Clerk to the Board of Supervisors for distribution to the members of the Board of Supervisors and to the County Executive.

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

The Commission 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 XI – AMENDMENT OF BYLAWS**

These bylaws may be amended by the Commission 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.