

1                   **BYLAWS OF THE PHASE I 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 I 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 I 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,  
29                  as amended.  
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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.

## 53 54 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

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 Advisory Board members shall be made available for public inspection at the same time such documents are furnished to the Advisory Board 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 Advisory Board 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 Advisory Board, and advice provided in closed session by legal counsel to the Advisory Board, 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 Advisory Board 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 Advisory Board's legal counsel.

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

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

## **ARTICLE VII - REMOVAL**

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

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141 **ARTICLE VIII – ANNUAL REPORT**  
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143 The Advisory Board shall present an annual report to the District Commission on the  
144 transportation needs of the District and on the activities of the Advisory Board, and the  
145 Advisory Board shall present special reports on transportation matters as requested by the  
146 District Commission or Board of Supervisors concerning taxes to be levied within the  
147 District. The District Commission shall direct its staff to provide annually to the District  
148 Commission and the Advisory Board documentation indicating that District revenues are  
149 being expended only for purposes consistent with provisions of the Phase II Dulles Rail  
150 Transportation Improvement District Petition.  
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153 **ARTICLE IX – COMPLIANCE WITH LAW AND COUNTY POLICY**  
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155 The Advisory Board shall comply with all Virginia laws, including, but not limited to, the  
156 VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia  
157 Code § 2.2-3100 *et seq.*, as amended, with all County ordinances, and with all County  
158 policies concerning the activities of its boards, authorities, and commissions. In case of a  
159 conflict between a provision of these bylaws and any applicable ordinance or law, the  
160 provisions of the applicable ordinance or law, as the case may be, shall control.  
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163 **ARTICLE X – AMENDMENT OF BYLAWS**  
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165 These bylaws may be amended by the Advisory Board by adopting the proposed  
166 amendment or amendments and by presenting those proposed changes for approval to the  
167 Board of Supervisors. Any such amendments to bylaws shall become effective upon  
168 approval by the Board of Supervisors.  
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