

1 **BYLAWS OF THE DULLES RAIL TRANSPORTATION IMPROVEMENT**
2 **DISTRICT ADVISORY BOARD, PHASE II**
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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 DULLES RAIL TRANSPORTATION
12 IMPROVEMENT DISTRICT ADVISORY BOARD, PHASE II, hereinafter referred to as
13 the “Advisory Board.”
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16 **ARTICLE II – PURPOSE**
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18 The Advisory Board has been established by the Board of Supervisors of Fairfax County,
19 Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of presenting an
20 annual report to the District Commission on the transportation needs of the Transportation
21 Improvement District (“District”), the activities of the advisory board, and special reports on
22 transportation matters as requested by the District Commission or the Board of Supervisors
23 concerning taxes to be levied.
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26 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**
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28 Appointments. All members shall own or represent the owners of real property within the
29 District zoned or used for commercial or industrial purposes. The Board of Supervisors shall
30 appoint six members and the Herndon Town Council shall appoint two members to the
31 Advisory Board. Members shall serve for such term or terms as established by the Board of
32 Supervisors.
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34 Resignations and Vacancies. In the event a member cannot serve or resigns from office, then
35 the chairperson, the secretary, or the County staff coordinator shall advise the Clerk for the
36 Board of Supervisors of the vacancy in writing.
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38 Holdovers. In the event a member completes his or her term of office, remains qualified to
39 serve as a member, and the Board of Supervisors has not reappointed that member to another
40 term or appointed a successor member, then that person may continue to serve until such
41 time as the member is reappointed or a successor member is appointed.
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44 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

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46 Elections. The Advisory Board shall be served by two officers: a Chairperson and a
47 Secretary. The Chairperson and Secretary shall be elected in accordance with the voting
48 provisions of Article V by the Advisory Board members annually and such election shall be
49 scheduled at the Advisory Board’s annual meeting. During the annual meeting each
50 candidate shall be polled on his or her willingness and ability to serve as Chairperson or
51 Secretary of the Advisory Board and the Chairperson and Secretary shall be elected from
52 among the willing nominees in accordance with the voting provisions of Article V.

53
54 Chairperson. The Chairperson presides over meetings of the Advisory Board. The
55 Chairperson has the authority to delegate appropriate functions to Advisory Board members
56 and to request assistance from the County staff supporting the Advisory Board.

57
58 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording the
59 minutes of meetings. The Secretary has the authority to delegate appropriate functions to
60 Advisory Board members and to request assistance from the County staff supporting the
61 Advisory Board.

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

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67 **ARTICLE V – MEETINGS**

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69 VFOIA. All meetings shall be open to the public except as provided under the Virginia
70 Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").
71 Pursuant to Virginia Code § 2.2-3701, “meeting” or “meetings” means the meetings
72 including work sessions, when sitting physically, or through electronic communication
73 means pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i) as
74 many as three members or (ii) a quorum, if less than three, of the constituent membership,
75 wherever held, with or without minutes being taken, whether or not votes are cast, of any
76 public body. The Advisory Board may hold public hearings and report its findings to the
77 Board of Supervisors on Advisory Board issues that affect the public interest.

78
79 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
80 under the VFOIA. All meetings shall be preceded by properly posted notice stating the date,
81 time, and location of each meeting. Notice of a meeting shall be given at least three working
82 days prior to the meeting. Notice of emergency meetings, reasonable under the
83 circumstances, shall be given contemporaneously with the notice provided to Advisory Board
84 members. Notices of all meetings shall be provided to the Office of Public Affairs for
85 posting at the Government Center or office of the Department of Transportation and on the
86 County Web site. All meetings shall be conducted in public places that are accessible to
87 persons with disabilities.

89 Frequency. The Advisory Board shall meet annually or as determined by the Chairperson.
90 Meetings shall be held at a time agreed to by a majority of the Advisory Board's members,
91 and at a place arranged by the staff of the supporting County department.
92

93 Voting. A quorum is necessary for a vote. A majority of the membership of the Advisory
94 Board shall constitute a quorum. In making any recommendations, adopting any plan, or
95 approving any proposal, action shall be taken by a majority vote of Advisory Board members
96 present and voting. Upon the request of any member, the vote of each member on any issue
97 shall be recorded in the minutes. All votes of Advisory Board members shall be taken during
98 a public meeting, and no vote shall be taken by secret or written ballot or by proxy.
99

100 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings shall
101 be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and except as
102 specifically authorized by the VFOIA, no meeting shall be conducted through telephonic,
103 video, electronic, or other communication means where the members are not all physically
104 assembled to discuss or transact public business.
105

106 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and,
107 unless exempt under the VFOIA, all materials furnished to Advisory Board members shall be
108 made available for public inspection at the same time such documents are furnished to the
109 Advisory Board members. Pursuant to the VFOIA, any person may photograph, film, record,
110 or otherwise reproduce any portion of a meeting required to be open, but such actions may
111 not interfere with any Advisory Board proceedings.
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113 Records. The Secretary or an appointed representative shall ensure that minutes of meetings
114 are recorded as required under the VFOIA. Minutes shall include: (1) the date, time, and
115 location of each meeting; (2) the members present and absent; (3) a summary of the
116 discussion on matters proposed, deliberated, or decided; and (4) a record of any votes taken.
117 Such minutes are public records and subject to inspection and copying by citizens of the
118 Commonwealth or by members of the news media. The supporting County department shall
119 provide staff support to review and approve records and minutes of the meeting.
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121 Attorney-Client Privilege. Records containing legal advice from counsel to the Advisory
122 Board, and advice provided in closed session by legal counsel to the Advisory Board, are
123 protected by the attorney-client privilege and from disclosure under the VFOIA. Any such
124 records or advice should not be disclosed by members of the Advisory Board to any third
125 party, or the privilege against disclosure may be waived. Questions regarding the handling of
126 records or advice subject to attorney-client privilege should be directed to the Advisory
127 Board's legal counsel.
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130 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

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

135 **ARTICLE VII - REMOVAL**

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

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145 **ARTICLE VIII – COMMITTEES**

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

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

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

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159 **ARTICLE IX – ANNUAL REPORT**

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161 The Advisory Board shall prepare an annual written or verbal report that describes the
162 actions of the Advisory Board and plans for future actions and activities. This report shall be
163 provided at the annual meeting of the District Commission.

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

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

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176 **ARTICLE XI – AMENDMENT OF BYLAWS**

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