

BYLAWS OF THE TYSONS TRANSPORTATION SERVICE DISTRICT ADVISORY BOARD

ARTICLE I – NAME

The name of this organization is the Tysons Transportation Service District Advisory Board, hereinafter referred to as the “Advisory Board”. These bylaws are effective as of July 27, 2021.

ARTICLE II – PURPOSE

The Advisory Board has been established by the Board of Supervisors of Fairfax County, Virginia (“Board of Supervisors”), pursuant to Virginia Code § 15.2-1411, for the purpose of providing input to the Board on: the annual tax rate for the Tysons Transportation Service District; the transportation project priorities for projects funded all or in part by the Tysons Transportation Service District; project implementation schedules; and other potential sources of revenue that the Board could explore to possibly help offset the cost for the Tysons Transportation Service District. The Advisory Board may also provide input on the annual adjustment of road fund rates related to generating revenue for the local street network and the Tysons-wide transportation improvements.

ARTICLE III – MEMBERSHIP AND TERM OF OFFICE

Appointments. Membership and appointments to the Advisory Board shall be made by the Board of Supervisors, and members shall serve for such term or terms as established by the Board of Supervisors, currently two years. The Advisory Board must include representation from both the Providence and Hunter Mill magisterial districts, as well as include a cross section of stakeholders in the Tysons area. The Advisory Board consists of 17 members as follows:

- One member from the Dranesville District
- Two members that represent adjacent communities and selected from:
 - Town of Vienna
 - McLean Citizens Association
- Two members from the Providence District;
- Two members from the Hunter Mill District;
- Three members to represent residential owners and homeowner/civic associations;
- One member to represent apartment or rental owner associations;
- Three members to represent commercial or retail ownership interests;
- One member from the Fairfax County Chamber of Commerce to represent lessees of non-residential space;
- Two members from the Tysons Partnership to represent that organization.

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.

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 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"). 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 Advisory Board may hold public hearings and report its findings to the Board of Supervisors on Advisory Board 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 the Advisory Board 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 Advisory Board shall meet at least annually or as determined by the Chairperson. Meetings shall be held at a time agreed to by a majority of the Advisory Board 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 Advisory Board shall constitute a quorum. In making any recommendations, adopting any plan, or approving any proposal, action shall be taken by a majority vote of Advisory Board 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 Advisory Board 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 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 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' authority to remove members from the Advisory Board 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 Advisory Board members present and voting.

Special. The Chairperson may appoint special committees and a Chairperson for each with the consent of a majority of the Advisory Board 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.

ARTICLE IX – ANNUAL REPORT

The Advisory Board shall prepare an annual written recommendation to the Board of Supervisors for the Tysons Transportation Service District tax rate for the subsequent fiscal year. This recommendation shall be provided prior to the close of public hearings for the subsequent fiscal year Adopted Budget Plan, and to the Clerk for 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 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.

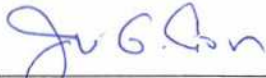
ARTICLE XI – AMENDMENT OF BYLAWS

These bylaws may be amended by the Advisory Board by adopting the proposed amendment or amendments by a two-thirds (2/3) vote of those present and voting 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. Prior to any vote by the Advisory Board, notice of the proposed changes must be given to each member in writing, which can include notice by email, no less than seven days before the meeting at which the changes are considered.

These Bylaws were approved by the Fairfax County Board of Supervisors during a public meeting held on 27th day of July, 2021.

ADOPTED this 27th day of July, 2021.

A Copy - Teste:



Jill G. Cooper
Clerk for the Board of Supervisors