

1 **BYLAWS OF THE TYSONS TRANSPORTATION SERVICE DISTRICT**
2 **ADVISORY BOARD**

3
4
5 **Draft of March 6, 2020**
6

7 [Comment: Comments such as this one appears throughout this template and are included to inform drafters](#)
8 [of bylaws about the purposes of each Article, and to provide further instruction on content. They are to be](#)
9 [deleted from any working or final draft.](#)

10
11
12 **ARTICLE I – NAME**
13

14 The name of this organization is the Tysons Transportation Service District Advisory
15 Board, hereinafter referred to as the “Advisory Board”. These bylaws are effective as of
16 **[insert date of these bylaws’ adoption by the Board of Supervisors]**

17
18 [Comment: Sets forth the official name of the board, authority, or commission. If this is a new body, or one](#)
19 [for whom no prior bylaws exist, replace the second sentence with, “These bylaws are effective as of \[insert](#)
20 [date of these bylaws’ adoption by the Board of Supervisors\].”](#)

21
22
23 **ARTICLE II – PURPOSE**
24

25 The Advisory Board has been established by the Board of Supervisors of Fairfax County,
26 Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of: providing
27 input on the annual tax rate for the Tysons Transportation Service District, and formally
28 recommending tax rates to the Board of Supervisors; providing feedback on
29 transportation project priorities funded all or in part by the service district tax; provide
30 input on project scheduling and revisions of the Tysons Transportation Funding Plan.

31
32 [Comment: Sets forth the official purpose of the board, authority, or commission. This can most typically](#)
33 [be found in, and should be based closely on, the Board of Supervisors’ action creating the body. If these](#)
34 [are the first bylaws for the body, the second paragraph should be deleted.](#)

35
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37 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**
38

39 Appointments. Membership and appointments to the Advisory Board shall be made by
40 the Board of Supervisors, and members shall serve for such term or terms as established
41 by the Board of Supervisors.

42
43 Resignations and Vacancies. In the event a member cannot serve or resigns from office,
44 then the chairperson, the clerk or the secretary, or the County staff coordinator shall
45 advise the Clerk for the Board of Supervisors of the vacancy in writing.

46
47 Holdovers. In the event a member completes his or her term of office, remains qualified
48 to serve as a member, and the Board of Supervisors has not reappointed that member to

49 another term or appointed a successor member, then that person may continue to serve
50 until such time as the member is reappointed or a successor member is appointed.

51
52 Representation Requirements. The Advisory Board must include representation from
53 both the Providence and Hunter Mill magisterial districts, as well as include a cross
54 section of stakeholders in the Tysons area. The Advisory Board would consist of 17
55 members as follows:

- 56
- 57 • One member from the Dranesville District
- 58 • Two members that represent adjacent communities
 - 59 ○ Town of Vienna
 - 60 ○ McLean Citizens Association
- 61 • Two members from the Providence District;
- 62 • Two members from the Hunter Mill District;
- 63 • Three members to represent residential owners and homeowner/civic associations;
- 64 • One member to represent apartment or rental owner associations;
- 65 • Three members to represent commercial or retail ownership interests;
- 66 • One member from the Fairfax County Chamber of Commerce to represent lessees
67 of non-residential space;
- 68 • Two members from the Tysons Partnership to represent that organization.

69
70 Comment: Sets forth the membership of the board, authority, or commission, and imposes a requirement
71 on the chairperson, the clerk or the secretary, or the staff coordinator to advise the Clerk to the Board of
72 Supervisors of any vacancies. If the Board of Supervisors has established specific offices, terms, or
73 qualifications, they should be detailed above, and the model language under “Appointments” should be
74 revised accordingly. This section also ensures that the Board of Supervisors will receive timely notice of
75 the need to appoint persons to fill any vacancies that may arise. Finally, this section sets forth the “hold-
76 over rule” to prevent a hiatus in government pending the appointment of a successor member.

77

78

79 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

80
81 Elections. The Advisory Board shall be served by three officers: a Chairperson, a Vice-
82 Chairperson, and a Secretary. The Chairperson shall be elected in accordance with the
83 voting provisions of Article V by the Advisory Board members annually and such
84 election shall be scheduled at the first meeting of each calendar year. At the meeting
85 prior to the election meeting, a slate of candidates shall be nominated during a meeting
86 held pursuant to Article V. After nomination, each candidate shall be polled on his or her
87 willingness and ability to serve as Chairperson of the Advisory Board. At the election
88 meeting, the Chairperson shall be elected from among the willing nominees in
89 accordance with the voting provisions of Article V. At the meeting immediately
90 following the election of the Chairperson, the Chairperson shall nominate the Vice
91 Chairperson and Secretary. After nomination, each candidate shall be polled on his or
92 her willingness and ability to serve as an officer of the Advisory Board. The Vice

93 Chairperson and Secretary shall then be elected from among the willing nominees in
94 accordance with the voting provisions of Article V.

95
96 Chairperson. The Chairperson presides over meetings of the Advisory Board and is
97 eligible to vote at all times. The Chairperson has the authority to delegate appropriate
98 functions to Advisory Board members and to request assistance from the County staff
99 supporting the Advisory Board

100
101 Vice-Chairperson. In the absence of the Chairperson at a meeting, the Vice-Chairperson
102 shall perform the duties and exercise the powers of the Chairperson. In the event that
103 neither the Chairperson nor the Vice-Chairperson is available, the member present with
104 the longest tenure on the Advisory Board shall act as Chairperson.

105
106 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording
107 the minutes of meetings.

108
109 Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an
110 election at the next regular meeting having a majority of members present. The newly
111 elected officer shall complete the unexpired term of the officer succeeded. Prior to the
112 election of any replacement officer, all members shall be provided with notice of the
113 proposed election before the meeting at which the replacement is elected.

114
115 Comment: Sets forth requirements for a presiding officer who shall be the chairperson, for a vice-
116 chairperson to preside in the absence of the chairperson, and for a Secretary. As with Article III, any
117 specific officers, election/appointment procedures, or other requirements of officers set forth by the Board
118 of Supervisors or applicable law should be included here, and the model language revised accordingly. As
119 a template and in lieu of any other requirements, this Article provides that election of those officers shall be
120 done at the beginning of each calendar year, and any time thereafter, after prior notice, to fill a vacancy in
121 the event such an officer resigns or is unable to serve. Also, please note that Article V requires that actions
122 be taken in public session and that no vote be taken by secret or written ballot or by proxy. Those voting
123 requirements apply to the election of officers.

124 125 126 **ARTICLE V – MEETINGS**

127
128 VFOIA. All meetings shall be open to the public except as provided under the Virginia
129 Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").
130 Pursuant to Virginia Code § 2.2-3701, "meeting" or "meetings" means the meetings
131 including work sessions, when sitting physically, or through electronic communication
132 means pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i)
133 as many as three members or (ii) a quorum, if less than three, of the constituent
134 membership, wherever held, with or without minutes being taken, whether or not votes
135 are cast, of any public body. The Advisory Board may hold public hearings and report its
136 findings to the Board of Supervisors on Advisory Board issues that affect the public
137 interest.

138
139 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required
140 under the VFOIA. All meetings shall be preceded by properly posted notice stating the

141 date, time, and location of each meeting. Notice of a meeting shall be given at least three
142 working days prior to the meeting. Notice of emergency meetings, reasonable under the
143 circumstances, shall be given contemporaneously with the notice provided to the
144 Advisory Board members. Notices of all meetings shall be provided to the Office of
145 Public Affairs for posting at the Government Center and on the County Web site. All
146 meetings shall be conducted in public places that are accessible to persons with
147 disabilities.

148

149 Frequency. The Advisory Board shall meet at least annually or as determined by the
150 Chairperson. Meetings shall be held at a time agreed to by a majority of the Advisory
151 Board members, and at a place arranged by the staff of the supporting County
152 department.

153

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

161

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

167

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

174

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

183

184 Attorney-Client Privilege. Records containing legal advice from counsel to the Advisory
185 Board and advice provided in closed session by legal counsel to the Advisory Board, are
186 protected by the attorney-client privilege and from disclosure under the VFOIA. Any

187 such records or advice should not be disclosed by members of the Advisory Board to any
188 third party, or the privilege against disclosure may be waived. Questions regarding the
189 handling of records or advice subject to attorney-client privilege should be directed to the
190 Advisory Board’s legal counsel.

191
192 Comment: This Article sets forth and highlights the basic statutory requirements for meetings of public
193 bodies that are imposed by the Virginia Freedom of Information Act. Also, it establishes *Robert’s Rules of*
194 *Order, Newly Revised*, as the standard for questions of parliamentary procedure. *Robert’s Rules* is a
195 standard procedural reference for such bodies.
196

197
198 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**
199

200 Any Advisory Board member who misses three consecutive meetings, or who fails to
201 participate in the work of the Advisory Board without good cause acceptable to a
202 majority of the other Advisory Board members may be subject to removal from the
203 Advisory Board
204

205
206 **ARTICLE VII - REMOVAL**
207

208 Any Advisory Board member(s) may be recommended to the Board of Supervisors for
209 removal from the Advisory Board for cause, including but not limited to cause as set
210 forth in Article VI, by a two-thirds majority vote of all of the Advisory Board members.
211 The members’ authority to recommend removal under these bylaws neither limits nor
212 waives the Board of Supervisors’ authority to remove members from the Advisory Board
213 as provided by law.
214

215 Comment: This Article is included at the request of the Board of Supervisors and should be retained unless
216 in conflict with applicable law.
217

218
219 **ARTICLE VIII – COMMITTEES**
220

221 Standing. The Chairperson may appoint standing committees and a Chairperson for each
222 with the consent of a majority of the Advisory Board members present and voting.
223

224 Special. The Chairperson may appoint special committees and a Chairperson for each
225 with the consent of a majority of the Advisory Board members present and voting.
226

227 All meetings of any such committees shall comply with the notice and other requirements
228 of the VFOIA. To the extent practicable, any such committees shall be composed of at
229 least four members. Committee meetings may be held at the call of the Chairperson or at
230 the request of two members, with notice to all members.
231

232 Comment: This Article permits the creation of committees, but it encourages all such committees to have
233 at least four members. The reason for this is that if there is a committee with only two or three members,
234 then those persons could not meet or communicate by telephone without triggering the notice requirements

235 [of VFOIA. Having committees of at least four members will allow any two members to communicate. A](#)
236 [meeting of three or more members of any committee with more than three members would be a public](#)
237 [meeting that would require notice and public access.](#)

238
239

240 **ARTICLE IX – ANNUAL REPORT**

241

242 The Advisory Board shall prepare an annual written recommendation to the Board of
243 Supervisors for the Tysons Transportation Service District tax rate for the subsequent
244 fiscal year. This recommendation shall be provided prior to the close of public hearings
245 for the subsequent fiscal year Adopted Budget Plan, and to the Clerk to the Board of
246 Supervisors for distribution to the members of the Board of Supervisors and to the
247 County Executive.

248

249 [Comment: This Article requires preparation an annual written report to the Board of Supervisors, which is](#)
250 [typically – but not always – required by the Board.](#)

251

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

254

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

261

262 [Comment: This Article requires compliance with all Virginia laws, County ordinances, and County](#)
263 [policies.](#)

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266 **ARTICLE XI – AMENDMENT OF BYLAWS**

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268 These bylaws may be amended by the Advisory Board by adopting the proposed
269 amendment or amendments by a two-thirds (2/3) vote of those present and voting and by
270 presenting those proposed changes for approval to the Board of Supervisors. Any such
271 amendments to bylaws shall become effective upon approval by the Board of
272 Supervisors. Prior to any vote by the Advisory Board, notice of the proposed changes
273 must be given to each member in writing no less than seven days before the meeting at
274 which the changes are considered.

275

276 [Comment: County policy requires that all bylaws of County boards, authorities, and commissions, and any](#)
277 [amendments to any such bylaws, be submitted to the Board of Supervisors for approval.](#)