

Agenda Item C.9.

First Reading of the CVTA Bylaws Amendment

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BYLAWS

OF

THE CENTRAL VIRGINIA TRANSPORTATION AUTHORITY

Approved:

August 27, 2020

Amended and Readopted:

June XX, 2021

ARTICLE I

POWERS AND DUTIES

The Central Virginia Transportation Authority (the “Authority”) shall have all of the authority, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 37 of Title 33.2 of the Code of Virginia of 1950, as amended (the “Virginia Code”), as such may be amended from time to time (the “Act”).

ARTICLE II

MEMBERSHIP

A. Authority Members. The Authority consists of sixteen (16) members (“Members” or “Member”) as follows:

1. The chief elected officer, or his/her designee, of the governing body of each of the seven (7) counties embraced by the Authority.
2. The chief elected officer, or his/her designee, of the City of Richmond and the Town of Ashland.
3. One member of the House of Delegates who resides in a county or city embraced by the Authority and appointed by the Speaker of the House.
4. One member of the Senate who resides in a county or city embraced by the Authority and appointed by the Senate Committee on Rules.
5. One member of the Commonwealth Transportation Board who resides in a locality embraced by the Authority and is appointed by the Governor.
6. The following shall serve as nonvoting ex officio members of the Authority:

- a. The Director of the Virginia Department of Rail and Public Transportation, or his/her designee,
- ~~b.~~ The Commissioner of Highways, or his/her designee,
- ~~b.c.~~ The Executive Director of the Virginia Port Authority, or his/her designee,
- ~~e.d.~~ The Chief Executive Officer of the Greater Richmond Transit Company (GRTC), and
- ~~e.e.~~ The Chief Executive Officer of the Richmond Metropolitan Transportation Authority (RMTA).

B. Designees. If a Member of the Authority described in Article II, section A, subsection (1) or (2) is unable to attend a meeting of the Authority, the Member may designate another current elected official of such governing body to attend the meeting of the Authority. Such designation shall be for the purposes of the one meeting that the Member is unable to attend and shall be submitted in writing or electronically to the Chair of the Authority at least forty-eight (48) hours prior to the affected meeting.

C. Terms of Membership. All Members of the Authority shall serve terms coincident with their terms of office.

ARTICLE III

OFFICERS AND DUTIES

A. Officers. The Authority shall annually elect from its voting Members a Chair and Vice Chair. The Authority may further elect such other subordinate officers from among its Members as it may from time to time deem appropriate. The election of officers shall be conducted in accordance with the voting procedures set forth in Article IV, section K.

B. Terms of Office. Officers of the Authority shall be elected at the annual organizational meeting of the Authority, to serve for a term of one (1) year or until a successor is elected, unless sooner removed by the Authority or the person ceases to be a Member of the Authority. All officers shall be eligible for reelection; provided, however, no officer may serve more than two (2) consecutive one (1) year terms. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation. Any vacancy occurring in an office will be filled for the unexpired term by the Authority at the next regular meeting (or at an earlier special meeting called for that purpose) following the occurrence of such vacancy.

C. Nominating Committee. At a regular meeting held preceding the annual organizational meeting at which the election of officers will be held, the Chair shall appoint a nominating committee, subject to the approval of the Authority. At the annual organizational meeting, the nominating committee shall submit the name or names of one or more persons for each office to be filled. Additional nominations may be made by any Member at the annual meeting.

D. Chair. The Chair shall preside over all meetings of the Authority at which he or she is present and shall vote and make motions as any other Member. The Chair shall be responsible for the implementation of the actions taken, and policies established by the Authority, shall have all of the powers and duties customarily pertaining to the office of Chair, and shall perform such

other duties as may from time to time be established by the Authority.

E. Vice Chair. In the event of the absence of the Chair, or the inability of the Chair to perform any of the duties of the office or to exercise any of the powers thereof, the Vice Chair shall perform such duties and possess such powers as are conferred on the Chair, and shall perform such other duties as may from time to time be assigned to the Vice Chair by the Chair or be established by the Authority.

ARTICLE IV

MEETINGS

A. Annual Organizational Meeting. The regular meeting for the month of July shall serve as the annual organizational meeting for the purpose of electing officers and transacting such other business as may come before the meeting.

B. Regular Meetings. Regular meetings of the Authority shall be held on a periodic basis as determined by resolution of the Authority, but not less frequently than once per quarter, at a place to be determined by the Chair, or at such time and place as the Authority may determine.

C. Special Meetings. Special meetings shall be held when requested by two (2) or more Authority Members. Such request shall be in writing, addressed to the Chair, and shall specify the matter(s) to be considered at the meeting. Upon receipt of such request, the Chair shall immediately ensure the necessary coordination for a meeting site and time and cause notice to be provided to each Member of the Authority to attend the special meeting at the time and place specified. Such notice shall specify the matter(s) to be considered at the meeting, and shall be sent by electronic (e.g., email) or telephonic means. No matter not specified in the notice shall be considered at such special meeting unless all Members of the Authority are present.

D. Adjourned Meetings. Any regular or special meeting may be adjourned to a date and time certain.

E. Public Notice. All meetings of the Authority shall be preceded by public notice given in accordance with the provisions of the Virginia Freedom of Information Act, Section 2.2-3707, et seq. of the Virginia Code. Notice of all meetings shall be published on the Authority's website and available in the offices of the Authority.

F. Public Hearing. Public hearings may be held at the direction of the Authority and shall, unless otherwise specified by the Authority or these Bylaws, be upon notice published on the Authority's website and in a newspaper or newspapers having general circulation in the geographic area encompassed by the Authority, if required by applicable law.

G. Open Meetings. All Authority meetings shall be open to the public in accordance with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et seq.), provided that the Authority may meet in closed session for those purposes authorized by, and held in accordance with the requirements of the Virginia Freedom of Information Act.

H. Quorum. A majority of voting Members of the Authority, or their designees pursuant to Article II, section B, shall constitute a quorum. Vacancies shall not be considered in the establishment of a quorum.

I. Temporary Absence. No action shall be voted upon by the Authority unless a quorum is present or achieved by members participating by electronic communication means; provided, however, that the temporary absence from the meeting room of Members (or designees attending pursuant to Article II, section B) required to constitute a quorum shall not be deemed to prevent presentations or deliberations regarding any matter that may be submitted to a vote. The Chair or any other Member may note the absence of a quorum during presentations or deliberations, but a failure to note the absence of a quorum during that period shall not affect the requirement that a quorum exist when any vote is taken.

J. Decisions of the Authority. The Authority shall act in one of the following ways:

1. Resolution – The Authority may act upon adoption of a resolution. Resolutions shall be in writing and a copy of any proposed resolution shall be provided to all Members of the Authority before the resolution is proposed for adoption.
2. Motion – The Authority may act on oral motion made by any voting Member of the Authority (or a designee attending pursuant to Article II, section B).

K. Voting. Votes shall be taken only upon motions made and seconded. All voting shall be taken by voice or by roll call if requested by any voting Member (or any designee attending pursuant to Article II, section B).

1. Votes – Votes of the chief elected officers of localities or their designees, appointed to the Authority shall be weighed, based upon the population of the locality, as follows:
 - a. A vote cast by each member representing the Counties of Chesterfield and Henrico and the City of Richmond shall each constitute four (4) votes.
 - b. A vote cast by the member representing the County of Hanover shall constitute three (3) votes.
 - c. A vote cast by each member representing the Counties of Goochland, New Kent and Powhatan shall each constitute two (2) votes.
 - d. A vote cast by each member representing the Town of Ashland and the County of Charles City shall each constitute one (1) vote.
2. The Delegate, the Senator, and the member of the Commonwealth Transportation Board appointed to the Authority shall each receive one (1) vote.
3. For the purposes of this section, each voting Member of the Authority refers to the Member or if a Member has a designee attending pursuant to Article II, section B, then that Member's designee. Each voting Member of the Authority shall be entitled to one (1) vote in all matters requiring action by the Authority and those

votes shall be weighted as described in K.1. Decisions of the Authority shall require an affirmative vote of those present and voting whose votes represent at least four-fifths of the population embraced by the Authority; however, no motion to fund a specific facility or service shall fail because of this population criterion if such facility or service is not located or to be located or provided or to be provided within the county or city whose chief elected officer's or elected official's, or its respective designee's, sole negative vote caused the facility or service to fail to meet the population criterion. The population of the counties and cities embraced by the Authority shall be the population as determined by the most recently preceding decennial census, except that on July 1 of the fifth year following such census, the population of each county and city shall be adjusted, based on population estimates made by the Weldon Cooper Center for Public Service of the University of Virginia, and such adjusted population shall be utilized for the following years until the next decennial census.

L. Commencement of Meetings. At the times specified for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chair shall call the meeting to order, and shall ensure that the presence of Members (or their designees) or absence is noted. A quorum shall be required for the commencement of any meeting.

M. Agenda. The Chair shall prepare an agenda for each meeting. Any Member having matters to be considered by the Authority shall submit them to the Chair for inclusion on an appropriate agenda. The agenda for an upcoming meeting shall be sent to the Members prior to the meeting date (for regular meetings, the Chair should endeavor to provide the agenda at least ten (10) days in advance).

N. Minutes. Minutes of the meetings of the Authority, except closed sessions, shall be kept and be a public record. Copies of the minutes shall be provided to each Member prior to the meeting at which the minutes are to be presented for approval by the Authority.

O. Closed Sessions. If a closed session is required at a meeting, consistent with purposes permitted by Virginia law, the agenda shall specify a time or position on the agenda, generally after all public business has concluded, for such a closed session properly called and conducted in accordance with Virginia law. When so requested, the Chair may permit a closed session at any other time prior to consideration of any agenda item provided that the purpose of the closed session and the procedure used to go into closed session are in accordance with Virginia law.

P. Member participation and meetings conducted by electronic communication means.

1. The Authority may authorize members to participate in a meeting by electronic communication means pursuant to policies adopted by the Authority in compliance with the Virginia Freedom of Information Act and other applicable laws.
2. The Authority may meet by electronic communication means without a quorum physically assembled at one location when the Governor has declared a state of emergency and in compliance with applicable law, or when otherwise authorized

by applicable law. Meetings conducted by electronic communication means shall comply with the Virginia Freedom of Information Act, other applicable laws, and Authority policies.

Q. Order in Conduct of Business.

1. Persons Addressing the Authority. Prior to public comment and public hearings, the Authority will provide guidelines for length of presentation by individuals and group representatives. Persons speaking at a meeting or public hearing shall confine their remarks to the subject of the meeting or public hearing. Persons addressing the Authority may furnish the Chair and Members with a written copy of their remarks, at or before the meeting.
2. Reorder by Chair. At the discretion of the Chair, the conduct of business by the Authority may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Authority or for any other legitimate reason.
3. Recognition. Recognition shall be given only by the Chair. No person shall address the Authority without first having been recognized.
4. Questions. Questions by Members (or their designees) shall be reserved insofar as possible for the end of a presentation to avoid interrupting the speaker, disrupting the time-keeping process, and duplicating ground the speaker may cover.
5. Authority Discussion. – Discussion and debate by the Authority shall be conducted following the presentation of the item of business pending. No Member (or designee) shall speak to the item until recognized by the Chair.

R. Decorum.

1. Authority Members. Decorum of Members (and designees) shall be maintained in order to expedite disposition of the business before the Authority. Questions and remarks shall be limited to those relevant to the pending business. Members (and designees) shall address all remarks to the Chair.
2. Others. Decorum of persons other than Members shall be maintained by the Chair. Persons addressing the Authority shall first be recognized by the Chair and shall audibly state their name and address, and, if applicable, who they represent. Speakers shall limit their remarks to those relevant to the pending items and to answering questions. They shall address the Authority as a whole unless answering a question of an individual Member (or designee). Persons whose allotted time to speak has expired shall be advised by the Chair to conclude after which such person shall leave, unless he or she is asked to remain to answer questions from the Authority. The Chair shall call the speaker to order if out-of-order remarks are made or other indecorous conduct occurs. If such persists, the Chair shall rule

the speaker out-of-order and direct the speaker to leave. Groups or a person in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the Chair.

ARTICLE V

COMMITTEES

A. Open Meeting Requirement. Authority appointed committees and subcommittees shall comply with the open meeting requirements of the Virginia Freedom of Information Act.

B. Finance Committee.

1. Charge. This committee shall be responsible for advising the Authority on all financial matters and overseeing financial activities undertaken by the Authority, including:
 - a. Reviewing, commenting on, and recommending the annual budget and adjustments to the budget,
 - b. Reviewing annual revenue estimates,
 - c. Recommending the Authority's financial policies (e.g., bond, investment, procurement, risk management and small purchases) and making recommendations,
 - d. Monitoring the Authority's compliance with fiscal policies and procedures,
 - e. Reviewing GRTC's, or its successor's, expenditure of funds received through the Authority on a quarterly basis,
 - f. Reviewing each locality's expenditure of funds received through the Authority on a quarterly basis,
 - g. Reviewing financial statements, and
 - h. Working with the Auditor of Public Accounts or its legally authorized representatives in performing the annual audit of financial accounts of the Authority.
2. Membership. The Committee shall consist of five (5) Members of the Authority; three (3) shall be from the jurisdictions with the highest populations and two (2) shall be appointed by the Authority.
3. Chair. The Chair and the Vice Chair of the Committee shall be elected by the Committee.

4. Staff Support. Staff support may be requested by the Committee Chair from CVTA personnel, jurisdictional or other agency staff.
5. Quorum and Voting. A quorum shall consist of a majority (3) of the Committee members. Approval of recommendations shall require an affirmative vote of a majority of the Members present.

C. Technical Advisory Committee.

1. Charge. This committee shall be responsible for advising the Authority on all planning, project and program prioritization, selection, and programming matters, including:
 - a. Developing and recommending adjustments to the project and program eligibility, prioritization, and selection process for the regional allocations of funds received through the Authority,
 - b. Reviewing recommended projects and programs for funding identified through the prioritization process,
 - c. Reviewing, commenting on, and recommending GRTC's, or its successor's, annual plan for expenditure of regional public transportation funds received through the Authority, and
 - d. Reviewing to confirm project and program eligibility and recommending each locality's plan for expenditure of funds received through the Authority.
2. Membership. The Committee shall consist of fourteen (14) members. Each of the nine (9) localities embraced by the Authority shall appoint one (1) technical representative employed by the locality to the Committee. The Virginia Department of Rail and Public Transportation (VDRPT); the Virginia Department of Transportation (VDOT); the Greater Richmond Transit Company (GRTC); the Richmond Metropolitan Transportation Authority (RMTA), and the Richmond Regional Transportation Planning Organization (RRTPO) shall each appoint one (1) representative to serve as a nonvoting member of the Committee. Each member locality, agency, and organization may appoint an alternate to the Committee.
3. Chair. The Chair and the Vice Chair of the Committee shall be elected by the Committee.
4. Staff Support. Staff support may be requested by the Committee Chair from CVTA personnel.
5. Quorum and Voting. A quorum shall consist of five (5) of the voting Committee members. Approval of recommendations or actions shall require an affirmative

vote of a majority of the Members present. Either Committee members or alternates will be considered in determining meeting quorums and voting on actions of the Committee.

6. The Committee shall meet as required in the performance of its duties.

D. Additional Committees. The Authority may, in its discretion, form such additional advisory committees as it may deem appropriate.

E. Ad Hoc Committees. As needed, the Chair of the Authority may appoint ad hoc committees to pursue specific tasks (e.g., nominating committee; personnel committee, transit committee). In the absence of an appointed personnel committee, the Finance Committee shall be responsible for conducting the Executive Director's annual review, reviewing employee compensation and recommending adjustments thereto.

ARTICLE VI

ADMINISTRATION

A. Executive Director. The Authority shall employ or contract with an Executive Director who shall have direct authority for the employment, retention and supervision of all other employees of the Authority. The Executive Director shall have direct control, subject to the oversight and authority of the Authority, of the management of the day-to-day administrative affairs of the Authority. The Executive Director shall propose activities to the Authority and shall carry out policies, programs and projects approved by the Authority, and shall be responsible for preparing and presenting the annual budget. The Executive Director may not contemporaneously serve as a Member of the Authority.

B. Staff. The Authority may employ or contract for such staff of qualified professional and other persons as the Authority determines to be necessary to carry out its duties and responsibilities. Staff of the Authority may not contemporaneously serve as a Member of Authority.

C. Execution of Instruments. The Executive Director, on specific authorization by the Authority, shall have the power to sign or countersign in its behalf any agreement or other instrument to be executed by the Authority including checks and vouchers in payment of obligations of the Authority.

ARTICLE VII

FINANCES

A. Allocation of Funds. The funds received through the Authority shall be allocated as follows: 35% shall be retained by the Authority to be used for transportation-related purposes benefitting the localities comprising Planning District 15; 15% shall be distributed to GRTC or its successor, to provide transit and mobility services in Planning District 15; and 50% shall be

distributed, proportionally, to each locality located in Planning District 15 to be used to improve local mobility, which may include construction, maintenance, or expansion of roads, sidewalks, trails, mobility services, or transit located in the locality.

B. Finances and Payments. The monies of the Authority shall be deposited in a separate bank account or accounts in such banks or trust companies as the Authority designates, and all payments (with the exception of those from petty cash) shall be made in the most practicable manner as determined by the Authority. Checks and drafts shall be signed and countersigned by the Chair (or, in the Chair's absence, the Vice Chair), and the Executive Director (or, in the Executive Director's absence, those authorized from time-to-time by vote of the Authority or, where the Vice Chair is acting solely as a countersigning party, the Vice Chair).

C. Audits. The Commonwealth's Auditor of Public Accounts, or his legally authorized representatives, shall annually audit the financial accounts of the Authority, and the cost of such audit shall be borne by the Authority.

D. Budget and Fiscal Year. After a duly convened public hearing held in accordance with the requirements of Virginia Code § 33.2-3706(A), the Authority shall adopt an annual budget for each fiscal year, which budget shall provide for all of the revenues and the operating, capital, and administrative expenses of the Authority for the fiscal year. The fiscal year of the Authority will commence on July 1st each year and will terminate on the following June 30th. The annual budget for a fiscal year shall, except in the case of the Authority's first fiscal year, be adopted before such fiscal year begins. The Executive Director is authorized to administer the administrative budget approved by the Authority and may, in the exercise of that authority, but subject to the advice and consent of the chair of the Finance Committee, implement adjustments to the amounts allocated to line items within the administrative budget, provided that, after giving effect to those adjustments, the aggregate amount of the administrative budget is equal to or less than the then applicable Authority-approved administrative budget.

E. Per Diem Payments. The Authority may pay its Members for their services to the Authority a per diem in either: (1) the amount provided in the general appropriations act for members of the General Assembly engaged in legislative business between sessions, or (2) a lesser amount determined by the Authority.

F. Bond of Officers and Others. The officers of the Authority and such employees as the Authority so designates, may, prior to taking office or starting contract or employment, respectively, be required by the Authority to give bond payable to the Authority conditioned upon the faithful discharge of that officer's, contract employee's, or employee's duties, in such amount as the Authority may require. The premium for each such bond shall be paid by the Authority and the bond(s) shall be filed with the Authority.

ARTICLE VIII

ADOPTION AND AMENDMENTS

These Bylaws may be adopted upon presentation at the inaugural organizational meeting or any subsequent meeting of the Authority. After initial adoption, any proposed amendment,

repeal or alteration, in whole or in part, of these Bylaws shall be presented in writing and read for a first time at a regular meeting of the Authority. Such proposal may be considered and amended at such meeting, but shall not be acted on by the Authority until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting, such proposal shall be read a second time, shall be subject to further consideration and amendment germane to the section or sections affected by such proposal, and shall thereafter be acted on in accordance with the voting requirements of these Bylaws.

ARTICLE IX

PROCEDURES

Parliamentary Procedure. In all matters of parliamentary procedure not specifically governed by these Bylaws or otherwise required by law, the current edition of *Robert's Rules of Order, newly revised*, shall apply.