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BYLAWS
OF
OPERATIONS BOARD
OF THE
VIRGINIA RAILWAY EXPRESS

ARTICLE 1

POWERS AND DUTIES

The OPERATIONS BOARD of the VIRGINIA RAILWAY EXPRESS (“OPERATIONS BOARD”) shall be an advisory body to the POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION and the NORTHERN VIRGINIA TRANSPORTATION COMMISSION (the “COMMISSIONS”) in the joint operation of a commuter rail service, and shall have all the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in the MASTER AGREEMENT for the PROVISION OF COMMUTER RAIL SERVICES in NORTHERN VIRGINIA (“MASTER AGREEMENT”), as such may be amended from time to time.

ARTICLE II

MEMBERSHIP

1. MEMBERS. The OPERATIONS BOARD shall consist of the number of members hereafter set forth from the governing bodies of each of the PARTICIPATING and CONTRIBUTING JURISDICTIONS, as defined in the MASTER AGREEMENT, and an ex officio representative of the Chair of the Commonwealth Transportation Board selected by that Chair. Each member shall be selected by the COMMISSION of which the jurisdiction is a member and shall both be an official on the jurisdiction’s governing body and shall be a member of the appointing COMMISSION. CONTRIBUTING JURISDICTIONS shall each have one member on the OPERATIONS BOARD. PARTICIPATING JURISDICTIONS shall each have a number of members on the OPERATIONS BOARD proportionate to the ridership from the jurisdiction as follows:

(a) PARTICIPATING JURISDICTIONS with 25% or more of the total system ridership shall have three (3) members on the OPERATIONS BOARD.

(b) PARTICIPATING JURISDICTIONS with 15% to 24% of the total system ridership shall have two (2) members on the OPERATIONS BOARD.

(c) PARTICIPATING JURISDICTIONS with less than 15% of the total system ridership shall have one (1) members on the OPERATIONS BOARD.

2. ALTERNATE MEMBERS. CONTRIBUTING JURISDICTIONS each may have one alternate appointed from among the members of its governing body in the same manner as regular members. PARTICIPATING JURISDICTIONS may also have one alternate for each of its regular members appointed from among the members of its governing body in the same manner as regular members.

3. TERM. The members of the OPERATIONS BOARD shall serve at the pleasure of their respective appointing COMMISSION, provided that under no circumstances, except in the case of the Chairman of the Commonwealth Transportation Board's representative, shall membership on the OPERATIONS BOARD continue after a member ceases to be both an elected official of a PARTICIPATING or CONTRIBUTING JURISDICTION'S governing body and a member of his/her appointing COMMISSION.

4. MANNER OF ACTING. The OPERATIONS BOARD shall endeavor to conduct its business by consensus to the extent possible. Notwithstanding this, the following shall be required for all actions taken by the OPERATIONS BOARD. A quorum of the OPERATIONS BOARD shall consist of a majority of the members which shall include at least one member from a majority of the PARTICIPATING and CONTRIBUTING JURISDICTIONS. The Chairman of the Commonwealth Transportation Board's representative may be included for purposes of constituting a quorum.

Each member of a jurisdiction represented on the OPERATIONS BOARD shall be entitled to one vote with a weight proportionate to the jurisdiction's annual subsidy. The members of the OPERATIONS BOARD from jurisdictions with more than one representative may each cast an individual vote with a weight based on an equal proportion of the jurisdiction's total voting weight. The presence of a quorum and a vote of the majority of the members from the PARTICIPATING and CONTRIBUTING JURISDICTIONS, which majority shall constitute not less than sixty percent (60%) of the total annual jurisdictional subsidy, shall be necessary for the OPERATIONS BOARD to take any action. The representative of the Chairman of the Commonwealth Transportation Board shall have one vote on the OPERATIONS BOARD.

5. VACANCY. Any vacancy occurring in the membership shall not impair the right of a quorum to exercise or perform the duties of the OPERATIONS BOARD.

ARTICLE III

OFFICERS AND DUTIES

1. **OFFICERS.** The officers of the OPERATIONS BOARD shall be elected annually in accordance with the provisions of this article, and shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and Immediate Past Chairman, and such subordinate officers as may from time to time be elected by the OPERATIONS BOARD. The offices shall be held only by members of the OPERATIONS BOARD, and each of the COMMISSIONS shall provide two officers from among its OPERATIONS BOARD members. The offices of Chairman and Vice Chairman shall not be held at the same time by members representing the same jurisdiction or the same appointing COMMISSION and the office of Chairman shall be rotated each year between the two COMMISSIONS.

2. **TERMS OF OFFICE.** Each of the officers shall be elected at the annual meeting of the OPERATIONS BOARD, to serve for a term of one (1) year, unless sooner removed by the OPERATIONS BOARD, or until a successor is elected and qualified. All officers shall be eligible for re-election. Any vacancy occurring in an office will be filled for the unexpired term by the OPERATIONS BOARD at the next regular meeting following the occurrence of such vacancy. If the vacancy occurs in the office of the Secretary or Treasurer, an acting officer shall be appointed by the Chairman pending such election.

3. **ELECTION.** At the regular meeting preceding the annual meeting at which the election of officers will be held, the Chairman shall appoint a Nominating Committee, consisting of at least one member from each appointing COMMISSIONS. At the annual meeting, the Nominating Committee shall submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the annual meeting.

4. **CHAIRMAN.** The Chairman shall preside over all meetings of the OPERATIONS BOARD at which he/she is present, and shall vote as any other member. The Chairman shall be responsible for the implementation of the actions taken by the OPERATIONS BOARD, shall have all of the powers and duties customarily pertaining to the office of Chairman, including the establishment of committees, and shall perform such other duties as may from time to time be assigned by the OPERATIONS BOARD.

5. **VICE CHAIRMAN.** In the event of the absence of the Chairman, or of his/her inability to perform any of the duties of his office or to exercise any of his/her powers, the Vice Chairman shall perform such duties and possess such powers as are conferred on the Chairman, and shall perform such other duties as may from time to time be assigned by the Chairman or by the OPERATIONS BOARD.

6. **SECRETARY.** The Secretary shall be the custodian of the records of the OPERATIONS BOARD. He/she shall keep a book or record containing the names and places of residence of all members of the OPERATIONS BOARD, as well as their dates of

appointment and qualification as members of the OPERATIONS BOARD. He/she shall perform all of the duties generally incident to the office of Secretary, and such other duties as may from time to time be assigned by the Chairman or by the OPERATIONS BOARD. The Secretary shall maintain an official minutes book as provided in Article IV section 12). The Secretary shall sign, jointly with the Chairman, all official resolutions and minutes. The Secretary may, subject to the Chair's approval and without objection from the OPERATIONS BOARD or the CHIEF EXECUTIVE OFFICER provided for in Article V, appoint a member of the CHIEF EXECUTIVE OFFICER'S staff to perform various functions assigned to the Secretary.

7. **TREASURER.** The Treasurer shall have the care and custody of and be responsible for all funds of the OPERATIONS BOARD, and shall deposit such funds in the name of the OPERATIONS BOARD in such banks or trust companies as the OPERATIONS BOARD may designate. He/she shall render a report of the condition of the finances of the OPERATIONS BOARD at such other times as may be required by the OPERATIONS BOARD. He/she shall perform all duties generally incident to the office of Treasurer, and such other duties as may from time to time be assigned by the Chairman or by the OPERATIONS BOARD.

8. **REMOVAL OF OFFICERS.** Any officer elected by the members of the OPERATIONS BOARD may be removed by the OPERATIONS BOARD whenever in its judgment the best interest of the OPERATIONS BOARD would be served thereby.

9. **VACANCIES.** Any vacancy occurring in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the OPERATIONS BOARD for the unexpired portion of the term.

10. **EXECUTIVE COMMITTEE.** The officers of the OPERATIONS BOARD shall meet from time to time on the call of the Chairman to discuss matters pertaining to the business of the OPERATIONS BOARD. Meetings of the Executive Committee shall be conducted at all times in accordance with the requirements of the Virginia Freedom of Information Act. The Executive Committee shall have only such authority to act as may be expressly authorized by the OPERATIONS BOARD.

ARTICLE IV

MEETINGS

1. **REGULAR MEETINGS.** The OPERATIONS BOARD shall hold regular meetings at the Potomac and Rappahannock Transportation Commission (PRTC) on the third Friday of each month, with the exception of July, or other locations and times as the members may determine. The OPERATIONS BOARD shall adopt a schedule of the times, dates, and places of its regular meetings, for each calendar year, at its annual meeting, hereby specified to be the first meeting in January. The Secretary shall cause a notice of the annual

meeting schedule to be posted publicly in the offices of each of the two COMMISSIONS, at the VRE offices, and on the VRE website.

2. **CHANGING MEETINGS.** The OPERATIONS BOARD may change the date, time or place of any regular meeting to another, when such meeting conflicts with any holiday, or any such change is otherwise deemed necessary by the OPERATIONS BOARD, and it may establish additional regular meetings. The OPERATIONS BOARD may eliminate any regular meetings shown on its annual schedule of meeting dates in the event that it determines that it can successfully complete its work in fewer meetings. Such change to, deletion of, or addition of a regular meeting may be accomplished by adoption of a resolution changing, deleting, or establishing a regular meeting date, done at a regular or special meeting, which is provided for in this section. The Secretary shall cause a notice of such resolution to be posted publicly in the offices of each of the two COMMISSIONS, at the VRE offices, and on the VRE website. If the day established for a regular meeting hereby shall fall on any legal holiday, then the meeting shall be held on the next regular business day without further OPERATIONS BOARD action.

3. **SPECIAL MEETINGS.** Special meetings may be held when requested by the Chair or two or more members of the OPERATIONS BOARD. Such request shall be in writing, addressed to the Chairman, and shall specify the time and place of the meeting and the matters to be considered at the meeting. Upon receipt of such request, the Chairman shall immediately notify each member of the OPERATIONS BOARD to attend the special meeting at the time and place mentioned in the request. Such notice shall specify the matters to be considered at the meetings. In addition, the Secretary shall cause the notice of such special meeting to be posted publicly in the office of each of the COMMISSIONS, at the VRE offices, and on the VRE website. No matter not specified in the notice shall be considered at such meeting, unless all the members of the OPERATIONS BOARD are present.

4. **ADJOURNED MEETINGS.** Any regular or special meeting may be adjourned to a date and time certain prior to the next regular meeting of the OPERATIONS BOARD.

5. **OPEN MEETINGS.** All OPERATIONS BOARD meetings shall be open to the public, provided that the OPERATIONS BOARD may meet in closed session for those purposes authorized by the Virginia Freedom of Information Act. No meeting shall become a closed meeting unless there shall have been recorded in open session an affirmative vote to that effect, which motion shall state specifically the purpose or purposes of the closed meeting and comply with all requirements of the Virginia Freedom of Information Act. No resolution or motion adopted, passed or agreed to in a closed meeting shall become effective unless the OPERATIONS BOARD, following such meeting, reconvenes in open meeting and takes a vote on such resolution or motion.

6. **QUORUM.** A quorum of the OPERATIONS BOARD shall consist of a majority of the members which shall include at least one member from a majority of the

PARTICIPATING AND CONTRIBUTING JURISDICTIONS. The Chairman of the Commonwealth Transportation Board's representative may be included for purposes of constituting a quorum. If less than a majority of the members are present, a majority of the members present may, by election, adjourn the meeting from time to time.

7. REQUIRED ABSENCE. No action shall be taken by the OPERATIONS BOARD unless a quorum is present, provided, however, that the temporary absence from the meeting room of members sufficient to constitute a quorum shall not be deemed to prevent the hearing or presentations or the discussion of matters submitted to the OPERATIONS BOARD. Any OPERATIONS BOARD member may suggest the absence of a quorum prior to the taking of any action by the OPERATIONS BOARD, but a failure to suggest the absence of a quorum shall not be deemed to alter the effect of this rule requiring a quorum as a prerequisite to any action.

8. ACTIONS. The OPERATIONS BOARD shall act in one of the following ways:

(a) Resolution – The OPERATIONS BOARD may act upon adoption of a resolution, with or without prior notice. Resolutions shall be in writing, and a copy shall be provided to all members of the OPERATIONS BOARD before the resolution is proposed for adoption.

(b) Motion - If action is required on matters simply stated, the OPERATIONS BOARD may act on oral motion only.

(c) Unanimous Consent – If no formal action is required and no objection is heard, a request of a member shall be deemed a request of the OPERATIONS BOARD without further action, provided that such request is made at a meeting with a quorum present, and further provided that the Chairman states that such request shall be deemed to be a request of the OPERATIONS BOARD.

9. VOTING.

(a) Votes – Votes shall be taken only upon motions made and seconded. As provided in Article II, Section 4, each member of the OPERATIONS BOARD shall be entitled to a vote with a weight proportionate to the jurisdiction's annual subsidy for the then current fiscal year, e.g. a jurisdiction paying 25% of the annual jurisdictional subsidy shall have a vote with a weight equal to 25% of the total. The members of the OPERATIONS BOARD from jurisdictions with more than one representative may each cast an individual vote with a weight based on an equal proportion of the jurisdictional total voting weight.

The presence of a quorum and a vote of the majority of members present, including at least one affirmative vote from a majority of members from the PARTICIPATING AND CONTRIBUTING JURISDICTIONS, which majority shall constitute not less than sixty percent (60%) of the total annual jurisdictional subsidy, shall be

necessary for the OPERATIONS BOARD to take any action. The representative of the Chairman of the Commonwealth Transportation Board shall have one vote on the OPERATIONS BOARD.

(b) Method of Voting – All voting may be taken by roll call, by voice or by show of hands as determined by the Chairman.

(c) Restating the Question – The Chairman shall restate the question prior to the taking of a vote provided, however, that at the request of the Chairman, an OPERATIONS BOARD member may restate the question if it is the option of the Chair that such procedures will expedite the decision of the question.

(d) Tie Votes – In the event of a tie vote, the matter under consideration shall be deemed defeated.

(e) Reconsideration – Action on a resolution or motion may be reconsidered only upon motion of a member voting with the prevailing side on the original vote, which motion must be made at the same or immediately subsequent regular meeting. A motion to reconsider may be seconded by any member. Any such matter defeated by a tie vote may be reconsidered upon motion by any OPERATIONS BOARD member having voted to defeat the matter at the same or the next regularly scheduled meeting.

Action upon reconsideration of a question shall be taken only following notice as required by law and at least as much notice as was given prior to the original action, unless such action upon reconsideration is taken at the same meeting as the original action.

10. COMMENCEMENT OF MEETINGS. At the times specified in Article IV, Section 1 of these Rules for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the Chairman shall call the meeting to order, and direct the Secretary to note the presence or absence of OPERATIONS BOARD members. A quorum shall be required for the commencement of any meeting.

11. AGENDA. The Chairman, with the assistance of the Chief Executive Officer, shall prepare an agenda for each meeting specifying all matters for proposed action, which agenda shall be provided to the members in advance of the meeting day. Any member having matters to be considered by the OPERATIONS BOARD shall submit them to the Chairman for inclusion on an appropriate agenda. At each meeting of the OPERATIONS BOARD, the meeting agenda shall be subject to approval by the OPERATIONS BOARD, taken before a vote on the minutes for the previous meeting. Prior to approval of the agenda, items may be added to or deleted from the agenda by unanimous vote of the OPERATIONS BOARD, unless specific notice has been provided to all members in advance of the meeting day of the request to add or delete an item from the agenda, in which case a vote in accordance with Article II shall suffice.

12. MINUTES. The Secretary shall keep minutes of the public meetings of the OPERATIONS BOARD, which minutes shall be a public record. The Secretary shall mail copies of the minutes to each member of the OPERATIONS BOARD prior to the next succeeding meeting. One copy of the minutes shall be made available by the Secretary to any person requesting same in accordance with the Virginia Freedom of Information Act.

13. CLOSED SESSIONS. Each agenda shall specify a time at each meeting, generally after all public business shall have been concluded, for closed sessions properly called and conducted in accordance with the Virginia Freedom of Information Act. When so requested, the Chairman may permit a closed session at any other time prior to consideration of any agenda item.

ARTICLE V

ADMINISTRATION

1. THE OPERATIONS BOARD may request the COMMISSIONS to employ staff, or retain independent contractors, to serve as technical advisors, clerical assistants, consultants, and the like useful in discharging the responsibilities of the COMMISSIONS and the OPERATIONS BOARD under the MASTER AGREEMENT. In addition, the OPERATIONS BOARD may request the COMMISSIONS to establish committees for the same purposes.

2. CHIEF EXECUTIVE OFFICER. At such time as the COMMISSIONS may direct, the OPERATIONS BOARD shall recommend a CHIEF EXECUTIVE OFFICER, (“CEO”), for selection by the COMMISSIONS.

The CEO shall report directly to and shall act at the direction of the OPERATIONS BOARD. With the exception of matters expressly delegated by the COMMISSIONS, the CEO shall act only upon the prior authorization of the OPERATIONS BOARD. The OPERATIONS BOARD may direct the CEO to act only to the extent authorized by the COMMISSIONS.

To the extent directed by the OPERATIONS BOARD, as authorized by the COMMISSIONS, the CEO shall be responsible for the proper administration of all-day-to-day functions and affairs of the commuter rail service, which responsibilities shall include, but not be limited to:

(a) monthly reports to the COMMISSIONS and the OPERATIONS BOARD regarding matters of administration and operation, including claims management and the financial condition of the commuter rail project;

(b) execution of annual budgets;

(c) day-to-day operational decisions incident to the provision of continuous commuter rail services, including those required in the event of emergency circumstances; and

(d) such other duties as may be delegated by the OPERATIONS BOARD and authorized by the COMMISSIONS.

ARTICLE VI

FINANCES

1. **FINANCIAL MANAGEMENT.** The OPERATIONS BOARD shall oversee the management of all monies attributable to the commuter rail service in accordance with the Agreement between the COMMISSIONS.

2. **DEPOSITS.** The monies of the commuter rail service shall be deposited in separate accounts in such banks or trust companies as the COMMISSIONS may jointly designate by proper resolutions, consistent with the terms of all pertinent agreements to which the COMMISSIONS may be a party.

3. **PAYMENTS.** The OPERATIONS BOARD may request the COMMISSIONS to issue checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness for the purposes of the commuter rail service. Such instruments shall be signed by such officer or officers, agent or agents of the COMMISSIONS and in such manner as shall from time to time be determined by resolutions of the COMMISSIONS.

4. **AUDITS.** At least once each year, the OPERATIONS BOARD shall cause an audit to be made of the monies attributable to the commuter rail service by an independent certified public accountant, unless such an audit by an independent accountant is otherwise required by the terms of an agreement to which the COMMISSIONS are a party.

5. **FISCAL YEAR.** The fiscal year of the OPERATIONS BOARD shall commence on July 1 of each year and shall terminate on the following June 30, and in all events shall be the same fiscal year as that used by the COMMISSIONS for the commuter rail project.

ARTICLE VII

AMENDMENTS

Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws shall be represented in writing and read for a first time at a regular meeting of the OPERATIONS BOARD. Such proposal may be considered and amended at such meeting, but shall not be acted on by the OPERATIONS BOARD 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.

ARTICLE VIII

PROCEDURES

In all matters of parliamentary procedure not specifically governed by these Bylaws, the then current edition of *Roberts' Rules of Order* shall apply.