



# **NVRTC BY-LAWS**

# NORTHERN VIRGINIA TRANSPORTATION COMMISSION

## BY-LAWS

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### **1. PURPOSE**

The Northern Virginia Transportation Commission (NVTC) was created by the Virginia General Assembly in 1964. NVTC's mission is to serve the public by providing a forum for elected officials, focusing primarily on public transit; develop strategies; identify funding sources; advocate for additional funding; prioritize funding allocations; oversee transit systems such as the Virginia Railway Express (VRE) and the Washington Metropolitan Area Transit Authority (WMATA); and pursue new transit programs and innovations. NVTC works to improve mobility, safety, and transit customer service; reduce traffic congestion; protect the environment; and stimulate the regional economy; all by increasing the use of transit and ridesharing. The duties and powers of the Commission are set forth in the Transportation District Act of 1964, Sections 33.2-1900 through 33.2-1935 of the Virginia Code<sup>1</sup>.

### **2. PARTICIPATING GOVERNMENTS**

A. The following local governments comprising the Northern Virginia Transportation District (Section 33.2-1904 of the Virginia Code) are eligible to participate in the Northern Virginia Transportation Commission, with representatives from their respective governing bodies as noted:

- |     |                             |                            |
|-----|-----------------------------|----------------------------|
| (1) | Fairfax County              | --Five members             |
| (2) | Arlington County            | --Three members            |
| (3) | City of Alexandria          | --Two members              |
| (4) | City of Fairfax             | --One member               |
| (5) | City of Falls Church        | --One member               |
| (6) | Loudoun County <sup>2</sup> | --Two members <sup>3</sup> |

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<sup>1</sup> Previously located in Sections 15.2-4500 through 15.2-4534 of the Virginia Code.

<sup>2</sup> Loudoun County's membership is governed by the terms of an agreement dated December 14, 1989 between NVTC and the county.

<sup>3</sup> Chapter 117 of the 2016 Acts of Assembly amended Section 33.1-1904 of the Virginia Code to add a second Loudoun County member to NVTC.

- B. In addition, the chairman of the Commonwealth Transportation Board or his designee shall serve as an ex officio member of the Commission.
- C. The General Assembly of Virginia is represented by two senators, appointed by the Senate Committee on Rules, and four delegates or as otherwise designated by the Speaker of the House of Delegates<sup>4</sup>.
- D. Additional contiguous counties and cities may be added to the transportation district by agreement and shall appoint one representative.
- E. Local governments may appoint alternates from their respective governing bodies to vote in the absence of their principal members.

### **3. MEETINGS**

#### **A. Regular Public Meetings**

Regular public meetings will be held on the first Thursday night of each month unless two thirds of the members consent to an alternate date. If the meeting night occurs on a holiday, the Commission shall designate a substitute night as a matter of business during a prior meeting.

#### **B. Quorum and Action by Commission**

Section 33.2-1912 of the Virginia Code stipulates the requirements of a quorum and action by the Commission. A quorum requires 11 members including at least one member from each of four jurisdictions. The chairman of the Commonwealth Transportation Board or his designee shall be included for the purposes of constituting a quorum. However, while the General Assembly is in session, NVTC's General Assembly members shall not be counted in determining a quorum. General Assembly members on the Commission represent the Commonwealth of Virginia and not the jurisdictions from which they are elected. The presence of a quorum and a vote of the majority of the members necessary to constitute a quorum of all the members appointed to the Commission, including an affirmative vote from a majority of the members, shall be necessary to take any action.

Notwithstanding the provisions of Sections 2.2-3708 and 3708.1, members of the General Assembly may participate in the meetings of the Commission through electronic communications while the General Assembly is in session.

### **4. RULES OF PROCEDURE**

Robert's Rules, as amended, shall apply.

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<sup>4</sup> General Assembly budget amendment passed 2018 Session amended Section 33.2-1904 of the Virginia Code to allow the Speaker of House to appoint non-House members to NVTC.

## **5. OFFICERS**

- A. The officers of the Commission shall be elected from the membership of the Commission and shall serve terms of one year, or until their successors are elected, and may succeed themselves.
- B. The officers and their duties shall be as follows:
  - (1) **Chairman:** The chairman presides at meetings of the Commission, represents the Commission before the United States Congress, the Virginia General Assembly, and other commissions, and is the Commission's spokesman in matters of policy. The chairman shall not also be an appointee to the WMATA Board of Directors as a principal member.
  - (2) **Vice Chairman:** The vice chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman.
  - (3) **Secretary-Treasurer:** The secretary-treasurer shall monitor the financial administration of the Commission including the investment of funds and securities of the Commission and monitor financial records and the issuance of such reports as required by law, i.e., annual audit and other financial statements as determined by the Commission. The secretary-treasurer shall direct staff to present monthly reports on the financial condition of the Commission, giving the status and basis for all investments and of all money and other valuable effects in the name or in the credit of the Commission.
- C. Election of the officers shall take place annually at the January meeting of the Commission, and the officers shall serve until their successors are duly elected. Notice of meeting must state that election of officers will be a matter of business at the meeting.

## **6. EMPLOYEES**

- A. The Commission shall employ an executive director who shall hire and direct such other employees as may be necessary to perform the functions of the Commission.
- B. The duties, qualifications, terms, compensation and related benefits of employees shall be prescribed in NVTC's Administrative Regulations as adopted and amended from time to time by the Commission and/or executive director.

## **7. ACCOUNTS AND RECORDS**

- A. The Virginia Code stipulates the types of records to be maintained by the Commission.
- B. The annual financial report of the Commission shall be for the fiscal year period.
- C. The official minutes of the Commission shall be in the custody of the executive director of the Commission who shall certify copies and abstracts of the minutes when required.

## **8. BONDING OF COMMISSIONERS AND EMPLOYEES**

A. The Commission shall secure a public official bond for the faithful performance of duties in the amount of:

- (1) \$5,000 for each member of the Commission except the secretary-treasurer:
- (2) \$25,000 for the secretary-treasurer.

The bonds shall be filed with and preserved by the Comptroller of the Commonwealth.

B. The Commission shall secure a fidelity bond for the faithful performance of duties in the amount of:

- (1) \$1,000,000 for the executive director; and
- (2) As directed, for other members of the Commission staff and officers where appropriate.

The executive director's and staff bonds will be held by the Commission.

## **9. FINANCES**

A. Fiscal Year

The fiscal year shall begin the first day of July in each year.

B. Budget

- (1) The executive director shall submit a proposed budget for the succeeding fiscal year to the Executive Committee for approval prior to the month of January.
- (2) The budget approved by the Executive Committee shall be submitted to the Commission by its January meeting. The notice of this meeting must state that the budget for the coming fiscal year is to be a matter of business at the meeting.
- (3) The administrative expenses of the Commission, to the extent funds for such expenses are not provided from other sources, shall be allocated among the component governments on the basis of the relative shares of state and federal transit aids allocated by the Commission among its component governments, as stated in the Virginia Code (Section 33.2-1915E).

C. Audit

The books of the Commission shall be audited by a certified public accountant or accountants, and the audit report shall be included in the annual financial report.

## 10. COMMITTEES

### A. General Provisions

- (1) The Commission shall, at its January annual organizational meeting, or thereafter, establish such committees as it deems appropriate. Such committees shall continue throughout the calendar year unless dissolved. The Commission shall designate the chairman and membership of each such committee unless expressly provided for elsewhere in these By-Laws.
- (2) Excluding the Executive Committee, the Commission chairman shall not also serve as the chairman of a committee unless determined otherwise by an affirmative vote that includes (a) not less than two-thirds of the Commission members present and voting and (b) Commission members from not less than two thirds of the member jurisdictions.
- (3) To encourage participation by all member jurisdictions, the Commission shall strive to distribute Commission leadership and committee leadership and membership among all members from the member jurisdictions.
- (4) All committees shall adhere to all open meeting requirements contained in the Virginia Code including those pertaining to notice, minutes, and public attendance. All members of NVTC are eligible to attend meetings of all NVTC's committees and subcommittees, including closed meetings, but only committee members shall be eligible to vote at committee meetings.

### B. Executive Committee

- (1) Membership: There shall be an Executive Committee consisting of the chairman, who shall chair the Executive Committee; the immediate past chairman, if still a member of the Commission; the vice chairman; the secretary-treasurer; the chairs of the WMATA Committee, the Legislative and Policy Committee, and the Program Advisory Committee; and one member of the General Assembly. The Chairman of the Commonwealth Transportation Board<sup>5</sup> or his designee appointed by the Commission as a principal member to the WMATA Board of Directors and the principal member appointed by the Commission to the WMATA Board of Directors shall serve as non-voting members of the Executive Committee.
- (2) The General Assembly member on the Executive Committee shall be nominated by the Executive Committee and be approved by the Commission as a part of the annual nomination process.
- (3) Charge: The Executive Committee shall:
  - (a) Review and approve the proposed annual budget and the work program of the Commission and oversee and provide direction to the executive director on activities within policies set by the Commission.

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<sup>5</sup> By statute, the Secretary of Transportation serves as the Chairman of the Commonwealth Transportation Board.

- (b) Identify and present to the Commission policy issues related to transportation improvements and the administration of NVTC.
  - (c) Review the current administration of the Commission including the expenditure and investment of Commission funds.
  - (d) Consider and make recommendations to the Commission on the substantive program areas for Commission activity and for the establishment and disestablishment of committees and subcommittees required for each activity.
  - (e) Regularly report its deliberations to the Commission.
  - (f) Regularly review the performance of the executive director at least annually, including establishing performance goals and recommending any changes in compensation to the full Commission.
  - (g) Function as an audit committee by reviewing periodic financial reports, responding to recommendations from the Commission's auditors and meeting with those auditors as needed.
  - (h) Serve as or establish the nominating committee for the Commission officers, board appointments, and all Commission committee chairs and members, unless expressly provided for elsewhere in these By-Laws.
- (4) Meetings: The Executive Committee shall meet immediately prior to each monthly meeting of the Commission and at such other times as the committee determines or the Commission directs.

C. WMATA Committee

- (1) Membership: There shall be a WMATA Committee consisting of the two alternate members appointed by the Commission to the WMATA Board of Directors, one of whom shall be the WMATA Committee chair; the Chairman of the Commonwealth Transportation Board or his designee appointed by the Commission as a principal member to the WMATA Board of Directors; the principal member appointed by the Commission to the WMATA Board of Directors; and Commission members drawn from other member jurisdictions not already represented by the foregoing members.
- (2) Charge: The WMATA Committee shall:
  - (a) Provide NVTC-wide regional guidance to the Virginia appointees to the WMATA Board of Directors and a framework for sharing institutional knowledge.
  - (b) Serve as a venue for discussion of WMATA issues directly affecting the NVTC region including but not limited to WMATA budget decisions that affect jurisdictional subsidies, service changes that affect Virginia riders, and actions that affect Northern Virginia transit providers.
  - (c) Ensure that member jurisdictions' issues are elevated to WMATA when appropriate.

- (d) Discuss and recommend to the Commission NVTC-wide regional positions on WMATA issues through consensus-based deliberations.
  - (e) Provide leadership and support to NVTC staff in the development of WMATA-related oversight objectives, policies, procedures, and agreements, including but not limited to NVTC's annual report to the General Assembly and Governor on the financial and operational performance of WMATA (§33.2-3403).
- (3) Meetings: The WMATA Committee shall meet as necessary to align with activities of and decisions coming before the WMATA Board of Directors.

D. Legislative and Policy Committee

- (1) Membership: There shall be a Legislative and Policy Committee consisting of a chairman and Commission members drawn from member jurisdictions in a representative manner. One Commission member from the General Assembly shall serve as a non-voting member of the Legislative and Policy Committee.
- (2) Charge: The Legislative and Policy Committee shall:
- (a) Develop the Commission's annual legislative and policy agenda.
  - (b) Serve as a venue for discussion of legislative and policy matters that directly affect the NVTC region and transit in Northern Virginia.
  - (c) Meet with appropriate state and federal entities, as needed.
- (3) Meetings: The Legislative and Policy Committee shall meet regularly from October through March and as necessary in other months and shall be available to meet on short notice during the state and federal legislative sessions.

E. Program Advisory Committee

- (1) Membership: There shall be a Program Advisory Committee consisting of a chairman and Commission members drawn from member jurisdictions in a representative manner.
- (2) Charge: The Program Advisory Committee shall:
- (a) Provide leadership and guidance in the development and implementation of Commission-administered programs including but not limited to the Commuter Choice program.
  - (b) Discuss and recommend to the Commission policies and the annual program for projects under the Commission's discretionary programs such as I-66 Commuter Choice and I-395/I-95 Commuter Choice.
- (3) Meetings: The Program Advisory Committee shall meet as necessary to align with the processes and decisions associated with the various policy and programs it oversees and Commission decisions related to them.



**11. AMENDMENT TO BY-LAWS**

- A. The By-Laws may be altered or amended by the presentation of such proposed alterations or amendments at one meeting with explanations of the proposed changes. Action on the proposed changes shall be taken at the following or subsequent meetings. Notice of proposed action to amend the By-Laws shall be included in the meeting notice.
- B. The enactment of a change of the By-Laws requires a majority vote of the full Commission.