

**BYLAWS OF THE CHARLOTTESVILLE-ALBEMARLE
REGIONAL TRANSIT AUTHORITY**

Approved: _____, 20____

**ARTICLE I
POWERS AND DUTIES**

The Charlottesville-Albemarle Regional Transit Authority (the "Authority") has all the authority, powers, and duties, and is subject to the limitations and restrictions, set forth in Chapter 28 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 will initially embrace the City of Charlottesville and all or such portions of the County of Albemarle as its governing body desires to have included. The City of Charlottesville and the County of Albemarle will be the initial members of the Authority upon adoption of an approving ordinance by each of their respective governing bodies.

The Counties of Fluvanna, Greene, Louisa, and/or Nelson may join the Authority, and the Authority will embrace all of such portions as the governing body of each county desires to have covered. Private nonprofit tourist-driven agencies, higher education facilities of the Charlottesville-Albemarle area, and public transportation agencies serving such counties may join the Authority. The governing body of any county, agency, institution, or facility wishing to join the Authority and the governing bodies of the localities, agencies, institutions, and facilities then members of the Authority may by concurrent ordinance or by agreement provide for the joinder of such county, agency, institution, or facility.

B. Authority Board. The Authority will be governed by a Board of Directors, referred to as the "Authority Board," which will consist of the following Directors:

1. Two members of the Albemarle County Board of Supervisors;
2. Two members of the Charlottesville City Council;
3. One member of the governing body of each additional county that joins the Authority; and
4. Up to four additional directors, who will be non-voting, representing the interests of such agencies, institutions, and facilities that join the Authority.

C. Designees. If a Director of the Authority described in Article II, section B, subsections (1)-(3) is unable to attend a meeting of the Authority Board, the Director may designate another current elected official of such governing body to attend the meeting of the Authority Board. Such designation will be for the purposes of the one meeting that the Director is unable to attend and will be submitted in writing or electronically to the Chair of the Authority Board at least forty-eight (48) hours prior to the affected meeting.

D. Terms of Membership. All Directors of the Authority will serve terms that coincide with their terms of office. Vacancies will be filled in the same manner as the original appointments.

ARTICLE III OFFICERS AND DUTIES

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

B. Terms of Office. Officers of the Authority will be elected at the annual organizational meeting of the Authority Board, to serve for a term of one year or until a successor is elected, unless sooner removed by the Authority Board or the person ceases to be a Director of the Authority. All officers are eligible for reelection; provided, however, that no officer may serve more than two consecutive two-year terms. Any officer who serves a partial term will not be considered as having served a full term for purposes of this limitation. Any vacancy occurring in an office will be filled for the unexpired term by the Authority Board at its 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 preceding the annual election of officers, the Chair will appoint a nominating committee, subject to the approval of the Authority Board. At the annual organizational meeting, the nominating committee will submit the name or names of one or more persons for the offices of Chair and Vice Chair. Additional nominations may be made by any Director at the annual meeting.

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

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 will perform such duties and possess such powers as are conferred on the Chair, and will 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 Board.

ARTICLE IV MEETINGS

A. Annual Organizational Meeting. The regular meeting for the month of July will 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 Board will be held on a periodic basis as determined by resolution of the Authority Board, 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 Board may determine.

C. Special Meetings. Special meetings may be held when requested by two or more Authority Directors. Such request must be in writing, addressed to the Chair, and must specify the matter(s) to be considered at the meeting. Upon receipt of such request, the Chair will immediately ensure the necessary coordination for a meeting site and time and cause notice to be provided to each Director of the Authority to attend the special meeting at the time and place specified. Such notice will specify the matter(s) to be considered at the meeting, and will be sent by electronic (e.g., e-mail) or telephonic means. Only matter(s) specified in the notice may be considered at such special meeting unless all Directors 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 Board must be preceded by public notice given in accordance with the provisions of the Virginia Freedom of Information Act (*Virginia Code § 2.2-3707 et seq.*). Notice of all meetings will 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 Board and unless otherwise specified by the Authority Board or these Bylaws, will 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 Board meetings will 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 Board 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 Directors of the Authority, or their designees pursuant to Article II, section B, constitutes a quorum. Vacancies will not be considered for purposes of a quorum.

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

- J. Decisions of the Authority.** The Authority Board will act in one of the following ways:
1. **Resolution** - The Authority Board may act upon adoption of a resolution. Resolutions must be in writing and a copy of any proposed resolution must be provided to all Directors of the Authority before the resolution is proposed for adoption.
 2. **Motion** - The Authority Board may act on an oral motion made by any voting Director of the Authority (or a designee attending pursuant to Article II, section B).

K. Voting. Votes may be taken only upon motions made and seconded. All voting will be taken by voice or by roll call if requested by any voting Director (or any designee attending pursuant to Article II, section B). Each Director is entitled to one vote on matters before the Board. The presence of a quorum and vote of the majority of the Directors present is necessary to take any action. Voting on all questions coming before the Board will be by voice vote and will be recorded in the minutes. Proxy voting is not permitted.

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 will call the meeting to order, and will ensure that the presence or absence of Directors (or their designees) is noted. A quorum is required for the commencement of any meeting.

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

N. Minutes. Minutes of the meetings of the Authority Board, except closed sessions, will be kept as a public record. Proposed minutes will be provided to each Director prior to the meeting at which they are subject to approval.

O. Closed Sessions. If a closed session is required at a meeting, consistent with purposes permitted by Virginia law, the agenda will 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. Director participation and meetings conducted by electronic communication means.

1. The Authority Board may authorize Directors to participate in a meeting by electronic communication means pursuant to policies adopted by the Authority Board in compliance with the Virginia Freedom of Information Act and other applicable laws.
2. The Authority Board 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 must 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 Board will provide guidelines for length of presentation by individuals and group representatives. Persons speaking at a meeting or public hearing must confine their remarks to the subject of the meeting or public hearing. Persons addressing the Authority Board may furnish the Chair and Directors 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 Board may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Authority Board or for any other legitimate reason.
3. Recognition. Recognition will be given only by the Chair. No person may address the Authority Board without first having been recognized.
4. Questions. Questions by Directors (or their designees) should 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 will be conducted following the presentation of the item of business pending. No Directors (or designee) may speak to the item until recognized by the Chair.

R. Decorum.

1. Authority Directors. Decorum of Directors (and designees) will be maintained in order to expedite the disposition of business. Questions and remarks will be limited to those relevant to the pending business. Directors (and designees) will address all remarks to the Chair.
2. Others. Decorum of persons other than Directors will be maintained by the Chair. Persons addressing the Authority Board must first be recognized by the Chair and must audibly state their name and address, and, if applicable, whom they represent. Speakers must limit their remarks to those relevant to the pending items and to answering questions. They must address the Authority Board as a whole unless answering a question of an individual Director (or designee). Persons whose allotted time to speak has expired will be advised by the Chair to conclude, after which such person must conclude unless asked to remain to answer questions from the Authority Board. The Chair will call the speaker to order if out-of-order remarks are made or other indecorous conduct occurs. If such remarks or conduct persists, the Chair will 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 must comply with the open meeting requirements of the Virginia Freedom of Information Act.

B.  Committees.

C. Finance Committee. 

1. **Charge.** This committee will be responsible for advising the Authority Board 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., investment, procurement, risk management and small purchases) and making recommendations,
 - d. Monitoring the Authority's compliance with fiscal policies and procedures,
 - £ Reviewing each member'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 will consist of five (5) Members of the Authority who will be appointed by the Authority Board.
3. **Chair.** The Chair and the Vice Chair of the Committee will be elected by the Committee.
4. **Quorum and Voting.** A quorum will consist of a majority (3) of the Committee members. Approval of recommendations will require an affirmative vote of a majority of the Members present.

D. Technical Advisory Committee.

1. **Charge.** This committee will be responsible for advising the Authority Board 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 to confirm project and program eligibility and recommending each locality's plan for expenditure of funds received through the Authority.

2. Membership. The Committee will consist of up to six (6) voting members. Each of the member localities embraced by the Authority will appoint one (1) technical representative employed by the locality to the Committee. The Virginia Department of Rail and Public Transportation (VDRPT) and Virginia Department of Transportation (VDOT) VDOT will 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 will be elected by the Committee.

4. **Quorum and Voting.** A quorum will consist of four (4) of the voting Committee members. Approval of recommendations or actions will 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.
5. The Committee will meet as required in the performance of its duties.

E. The Authority Board may establish such special and standing committees as it deems necessary for the transaction of its affairs, and ad hoc committees may be established from time to time. Such committees, their purpose and terms, will be established by majority vote of the Authority Board. A majority of the members of a committee constitutes a quorum. Appointed committees must comply with the open meetings requirements of the Virginia Freedom of Information Act.

ARTICLE VI **ADMINISTRATION**

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

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

C. Execution of Instruments. The Executive Director, on specific authorization by the Authority Board, may 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. To the extent that funds are not provided from the other sources, the administrative expenses of the Authority will be allocated among the participating counties, city, agencies, institutions, and facilities pursuant to a funding formula duly adopted by the Authority Board, and as provided in an annual budget adopted by the Authority Board.

B. Finances and Payments. The monies of the Authority will be deposited in a separate bank account or accounts in such banks or trust companies as the Authority Board designates,

and all payments (with the exception of those from petty cash) will be made in the most practicable manner as determined by the Authority Board. Checks and drafts must 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 Board 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 such Auditor's legally authorized representatives, will annually audit the financial accounts of the Authority, at the expense of the Authority.

D. Budget and Fiscal Year. The Authority Board will adopt an annual budget for each fiscal year, to 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 1 each year and will terminate on the following June 30. Except in the case of the Authority's first fiscal year, the annual budget for a fiscal year will be adopted before each fiscal year begins. The Executive Director may administer the administrative budget approved by the Authority Board and implement adjustments to the amounts allocated to line items within the administrative budget if, 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 a per diem amount to its Directors for their services to the Authority 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 Board. Directors of the Authority may be reimbursed for all reasonable and necessary expenses in compliance with Virginia Code, if approved by the Authority Board. Funding for the costs of compensation and expenses of the Directors of the Authority will be provided by the Authority.

F. Bond of Officers and Others. Prior to taking office or starting contract or employment, respectively, the officers of the Authority and such employees as the Authority Board so designates, may be required 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 Board may require. The premium for each such bond will be paid by the Authority and the bond(s) 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 Board. After initial adoption, any proposed amendment, repeal, or alteration, in whole or in part, of these Bylaws will be presented in writing and read for a first time at a regular meeting of the Authority Board. Such proposal may be considered and amended at such meeting, but may not be acted on by the Authority Board until a subsequent regular meeting or a special meeting called for that purpose. At such subsequent

meeting, such proposal will be read a second time, and be subject to further consideration and amendment germane to the section or sections affected by such proposal, before being 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*, will apply.

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