

**POTOMAC AND RAPPAHANNOCK
TRANSPORTATION COMMISSION**

RESOLUTION

MOTION: _____

**RESOLUTION NO. 10-02-____
OFFICIAL COMMISSION MEETING
FEBRUARY 4, 2010**

SECOND: _____

**RE: PROPOSED PRTC BYLAWS CHANGES NECESSITATED BY THE
AMENDMENTS TO THE PRTC FOUNDING ORDINANCE AND MASTER
AGREEMENT – SECOND READING/ACTION**

WHEREAS, on August 18, 2009, the Board of Supervisors of Spotsylvania County approved and authorized execution of the following: (1) an Agreement governing Spotsylvania County’s admission to membership in the PRTC (effective February 15, 2010) and participation in the VRE (the “VRE Membership Agreement”); (2) an amended VRE Master Agreement; (3) an amended PRTC Founding Ordinance and Master Agreement (the “PRTC Founding Ordinance”); and

WHEREAS, the foregoing changes necessitate changes to the Potomac and Rappahannock Transportation Commission’s (PRTC) adopted Bylaws to mirror the amendments to the PRTC Founding Ordinance and Master Agreement for the inclusion of Spotsylvania County as a PRTC member effective February 15, 2010; and

WHEREAS, changes to the PRTC adopted Bylaws must comply with Article VII of the adopted Bylaws, requiring a first reading of the proposed changes at a PRTC Board meeting before the changes are scheduled for action; and

WHEREAS, a first reading of the proposed changes occurred at the Commission’s January 2010 meeting, whereupon the Executive Director was instructed to place the changes as proposed on the February 2010 meeting agenda for the Commission’s adoption.

NOW, THEREFORE, BE IT RESOLVED that the Potomac and Rappahannock Transportation Commission does hereby adopt the changes as proposed to the currently adopted PRTC Bylaws.

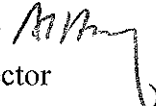


Potomac and Rappahannock
Transportation Commission

14700 Potomac Mills Road
Woodbridge, VA 22192

February 4, 2010

TO: Chairman May and Commissioners

FROM: Alfred H. Harf 
Executive Director

RE: Proposed PRTC Bylaws Changes Necessitated by the Amendments to the
PRTC Founding Ordinance and Master Agreement – Second Reading/Action

Recommendation:

Adopt the proposed Bylaws changes necessitated by the amendments to the PRTC Founding Ordinance and Master Agreement.

Background:

At the November 5, 2009 PRTC Board meeting, the Commission approved the VRE Membership Agreement, the amended VRE Master Agreement and the amended PRTC Founding Ordinance providing for Spotsylvania County's membership (effective February 15, 2010) and authorize the Executive Director to request the certification by the Secretary of the Commonwealth that the requirements of the Transportation District Act pertaining to expanded PRTC membership have been met.

Consequently, changes to the adopted PRTC Bylaws (effective February 15, 2010) are proposed for inclusion of Spotsylvania County.

Article VII of PRTC's adopted Bylaws ("Amendments") stipulates that any proposed amendment, repeal, or alteration of the Bylaws, in whole or in part, may not be acted on by the Commission before being read for the first time at a prior meeting. The Bylaws changes as proposed here were read for the first time at the Commission's January meeting, prompting no stated objections or reservations, and I was directed to place the changes as proposed on this month's agenda for the Commission's adoption.

Fiscal impact:

Not applicable.

~~Adopted~~ — ~~November 6, 1986~~
~~Amended~~ — ~~June 2, 1988~~
~~Amended~~ — ~~February 1, 1990~~
~~Amended~~ — ~~June 7, 2001~~
~~Amended~~ — ~~March 7, 2002~~
~~Amended~~ — ~~July 1, 2004~~
~~Amended~~ — ~~December 6, 2007~~
Amended February 4, 2010 (with effective
date of February 15, 2010)

BYLAWS
OF
POTOMAC AND RAPPAHANNOCK
TRANSPORTATION COMMISSION

ARTICLE I

POWERS AND DUTIES

The Potomac and Rappahannock Transportation District Commission (“Commission”) shall have all the rights, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 45 of Title 15.2 of the Code of Virginia, the Transportation District Act of 1964, as may be amended from time to time.

ARTICLE II

MEMBERSHIP

1. Commissioners. The Commission shall consist of members representing “member jurisdictions” and members representing other entities as provided for in the Transportation District Act and as described below. “Member jurisdiction” members shall be as follows: six (6) members appointed by Prince William County; two (2) members appointed by Stafford County; two (2) members appointed by Spotsylvania County (effective February 15, 2010); one (1) member appointed by the City of Manassas; one (1) member appointed by the City of Manassas Park; and one (1) member appointed by the City of Fredericksburg, who shall each serve at the pleasure of their respective governing body. In addition to “member jurisdiction” members, the Commission shall have other members as follows: The Chairman of the Commonwealth Transportation Board, or his designee, shall be a member, ex officio. Two (2) members of the House of Delegates, appointed by the Speaker of the House, and one (1) member of the Senate, appointed by the Senate Committee on Rules, shall also be members of the Commission and shall serve coincident with their

terms of office. The foregoing Commissioners shall constitute the “regular members” of the Commission.

2. **Alternate Commissioners.** Each member jurisdiction may appoint alternate members who shall be able to exercise all of the powers and duties of a regular Commission member when a regular “member jurisdiction” member from the appointing member jurisdiction is absent from Commission meetings. The number of Alternate members shall be at the discretion of each individual member jurisdiction, but the votes cast by each jurisdiction shall not exceed the number of regular members to which the member jurisdiction is entitled as set forth in paragraph 1 of this Article. The Chairman of the Commonwealth Transportation Board (CTB) may also appoint an alternate member who shall have the authority to exercise the powers and duties of the CTB member when he is absent from a meeting of the Commission. Alternate Commissioners may serve on committees of the Commission as any other Commissioner would. Alternate Commissioners serve at the pleasure of their respective governing body.

3. **Committees.** The Commission may establish standing and ad hoc committees as it deems appropriate consisting of Potomac and Rappahannock Transportation Commission Commissioners or Alternates.

ARTICLE III

OFFICERS, VIRGINIA RAILWAY EXPRESS (VRE) OPERATIONS BOARD MEMBERS, AND DUTIES

1. **Officers.** The officers of the Commission shall be elected annually and shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, Immediate Past Chairman, and such officers at large and subordinate officers as may from time to time be elected or appointed by the Commission. The offices shall be held only by members of the Commission (not alternate members), and the offices of Chairman and Vice Chairman shall not be held at the same time by members representing the same member jurisdiction. An Executive Board of the Commission shall be established consisting of all the officers of the Commission.

2. **VRE Operations Board Members.** In accordance with the VRE Operations Board Master Agreement as amended, the member jurisdictions shall appoint their respective Members and Alternates to the VRE Operations Board, subject to the Commission’s concurrence. All Members and Alternates are to be elected officials (except DRPT Director) and the numbers of Members/Alternates that each member jurisdiction appoints is based on the results of the annual ridership survey, such that:

- Jurisdictions accounting for 25% or more of total system ridership appoint three members and three alternates

- Jurisdictions accounting for 15% to less than 25% of total system ridership appoint two members and two alternates
- Jurisdictions accounting for less than 15% of total system ridership appoint one member and one alternate

3. **Terms of Office.** Each of the officers and all the VRE Operations Board Members and Alternates shall be elected at the January annual meeting of the Commission, to serve for a term of one (1) year, unless sooner removed by the Commission, or until his successor is elected and qualified. All officers, VRE Operations Board Members, and VRE Operations Board Alternates shall be eligible for re-election. Any vacancy occurring in an office will be filled for the unexpired term by the Commission at the next regular monthly 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. Vacancies among VRE Operations Board appointments will be filled by member jurisdiction whose appointment has been vacated, again subject to the Commission's concurrence.

4. **Election.** At the regular monthly meeting preceding the January annual meeting at which the election of officers, VRE Operations Board Members, and VRE Operations Board Alternate Members will be held, the Chairman shall appoint a Nominating Committee, consisting of one member from each member jurisdiction. The Nominating Committee shall invite nominations prior to the January annual meeting, and shall propose a slate of officers and VRE Operations Board Members and Alternate Members for the Commission's consideration in time for incorporation in the Commission agenda mailed out prior to the annual meeting. Further nominations may be made by any members at the annual meeting. The slate of VRE Operations Board Members and Alternate Members shall mirror the appointments made by the member jurisdictions, such that the Nominating Committee's sole responsibility in this regard is to insure that the member jurisdictions have made their appointments as required.

5. **Chairman.** The Chairman shall preside over all meetings of the Commission at which he is present, and shall vote as any other member. He shall be responsible for the implementation of the policies established and the actions taken by the Commission; shall have all of the powers and duties customarily pertaining to the office of Chairman of the Board, and shall perform such other duties as may from time to time be assigned to him by the Commission.

6. **Vice Chairman.** In the event of the death or absence of the Chairman, or of his inability to perform any of the duties of his office or to exercise any of his 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 to him by the Chairman or by the Commission.

7. **Secretary.** The Secretary shall be the custodian of the records and the seal of the Commission, and shall affix the seal to official documents when it is required. He shall

keep a book or record containing the names and places of residence of all members of the Commission, as well as their dates of appointment and qualification as members of the Commission. He 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 to him by the Chairman or by the Commission.

8. **Treasurer.** The Treasurer shall have the care and custody of and be responsible for all funds of the Commission, and shall deposit such funds in the name of the Commission in such banks or trust companies as the Commission may designate. He shall render a report of the condition of the finances of the Commission at each regular meeting of the Commission and at such other times as may be required, including reports to the Governor and member jurisdictions as required by law, and he shall make a full financial report at the annual meeting of the Commission. He shall perform all duties generally incident to the office of Treasurer, and such other duties as may from time to time be assigned to him by the Chairman or by the Commission.

ARTICLE IV

MEETINGS

1. **Regular Meetings.** The Commission shall adopt a schedule of the times, dates, and places of its regular meetings, for the ensuing calendar year at its December annual meeting. Regular meetings normally shall be held on the first Thursday of each month, except legal holidays, and shall begin at 7:00 p.m., and may be reconvened at any convenient time. When the first Thursday of a month falls on a legal holiday, the regular meeting for that month shall normally be held on the next regular business day, unless the Commission sees fit to change this as provided for in the next sub-section of this Article of the Bylaws. The Commission shall identify in its adopted meeting schedule the location of each of its regular meetings for the year.

2. **Changing Meetings.** The Commission may change the date, time, or place of any regular meeting when deemed necessary by the Commission. The Commission may schedule such additional meetings as it deems necessary. A change of a regular meeting or the scheduling of an additional meeting may be accomplished by adoption of a resolution done at a regular or special meeting, which is provided for later in this Article of the Bylaws. The Clerk shall cause a notice of such resolution to be inserted in newspaper or newspapers of general circulation in the District once a week for two successive weeks prior to the first such meeting at such other day, time, or place, in the manner provided herein for advertisements.

3. **Special Meetings.** Special meetings shall be held when requested by either the Chairman or at least two other Commission members, not of the same jurisdiction. Such request shall be in writing, addressed to the Executive Director, and shall specify the time and place of meeting and the matters to be considered at the meeting. Upon receipt of such request, the Executive Director shall immediately notify each member of the Commission 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 meeting, and shall be sent by First Class mail or hand-delivered prior to the day of the special meeting. No matter not specified in the notice shall be considered at such meeting, unless all the regular members of the Commission are present. The Executive Director may have such notices served by the Sheriff, in lieu of the use of mail, if deemed necessary. Notice of the special meeting shall be given to the public contemporaneously with the notice provided to the members of the Commission. Quorum requirements for special meetings shall be the same as for regular meetings as described herein.

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 Commission.

5. **Public Hearing.** Public hearings shall be held after adoption of a resolution directing the Clerk to give notice thereof, advertising the public hearing and the issues to be considered once a week for two successive weeks prior to the public hearing in a newspaper or newspapers having general circulation in the District.

(a) **Adoption of Transportation Plan** – Before a transportation plan is adopted, altered, revised or amended, the Commission shall hold a public hearing upon thirty days' notice, published once a week for two successive weeks in a newspaper having general circulation in the District.

(b) **Adoption of Budget** – Before annual budget is adopted, the Commission shall hold a public hearing with notice thereof published once a week for two successive weeks in a newspaper or newspapers having general circulation in the District.

6. **Open Meetings.** All Commission meetings shall be open to the public, provided that the Commission 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. No resolution or motion adopted, passed or agreed to in a closed meeting shall become effective unless the Commission, following such meeting, reconvenes in open meeting and takes a vote on such resolution or motion.

7. **Advertisements.** When advertisement is required for the purpose of providing public notice, adequate notice shall be deemed to have been provided if the matter is advertised in the Potomac News, the Journal Messenger, and the Free Lance Star. Such list shall be amended upon enlargement of or withdrawal from the District by a jurisdiction.

8. **Quorum.** A majority of the Commission, which majority shall include at least one Commissioner from a majority of the member jurisdictions, shall constitute a quorum. The Chairman of the Commonwealth Transportation Board, or his designee, may be included for purposes of constituting a quorum. Members appointed by the House of

Delegates and by the Senate shall not be counted for the purposes of determining a quorum when the General Assembly is in session.

9. **Required Absence.** No action shall be taken by the commission 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 of presentations or the discussion of matters submitted to the Commission. The presiding officer, the Clerk, or any other Commission member, shall suggest the absence of a quorum prior to the taking of any action by the Commission, 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.

10. **Actions.** The Commission shall act in one of the following ways:

(a) **Resolution** – The Commission may act upon adoption of a resolution, with or without prior notice. Resolutions shall be in writing whenever possible, and a copy shall be delivered to all members of the Commission before the resolution is proposed for adoption. A proposed resolution may be amended or modified at the meeting it is being considered for adoption.

(b) **Motion** – If action is required on matters simply stated, the Commission 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 Commission 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 Commission.

11. **Voting.**

(a) **Votes** – Votes shall be taken only upon motions made and seconded. Each member of the Commission shall be entitled to one (1) vote in all matters requiring action by the Commission. It shall require a majority vote of the Commission members and a majority of the jurisdictions represented, to act. For purposes of determining the number of jurisdictions present, the Commonwealth Transportation Board shall not be counted as a separate jurisdiction. Notwithstanding the provisions of § 2.2-3708, members of the General Assembly may participate in meetings of the Commission through electronic communications while the General Assembly is in session.

(b) **Methods of Voting** – All voting shall be taken by voice vote, and votes shall be cast by voice or by electrical equipment permitting push-button voting from each member's seat. The Clerk shall record the name of the maker of the motion, the name of the second to the motion and the vote of the members present, including yeas, nays and abstentions.

(c) **Restating the Question** – The Chairman shall restate the question or ask the Clerk to restate the question prior to the taking of a vote, providing, however, that at the request of the Chairman, a Commission 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 Commission 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.

12. **Commencement of Meetings.**

At the times specified in Article IV, Section I of these Rules for the commencement of regular meetings, and at the hour specified for adjourned or special meetings, the presiding officer shall call the meeting to order, and direct the Clerk to note the presence or absence of Board members. A quorum shall be required for the commencement of any meeting.

13. **Agenda.**

The Chairman, with the Executive Director's and the Clerk's assistance, shall prepare an agenda for each meeting. Any member having matters to be considered by the Commission shall submit them to the Chairman for inclusion on an appropriate agenda. At each meeting of the Commission, the meeting Agenda shall be subject to approval by a majority vote of the Commission, taken after a vote on the minutes of the previous meeting. Prior to approval of the Agenda, items may be added to or deleted from the Agenda by majority vote of the Commission.

14. **Citizens' Time.**

Except as otherwise specified herein, the Commission shall set aside not more than twenty (20) minutes as Citizens' Time at the beginning of each meeting, during which time it will receive comment from any citizen on any non-agenda item, without restriction, provided that the Chairman may prohibit or proscribe further that no individual citizen shall be permitted to address the Commission for more than five (5) minutes. In the event that

more than four speakers wish to be heard at Citizens' Time, the Chairman shall allocate the aforesaid twenty (20) minutes among those speakers in an equitable manner. Citizens' Time may be extended by majority vote of the Commission.

15. Agenda Order.

Order on the agenda shall be established by the Chairman taking into account probable public interest and the need for staff or other presentations. Insofar as is practicable, agenda order shall maximize convenience to the public and minimize any adverse impact on performance of normal staff functions.

16. Minutes.

The Clerk shall keep minutes of the meetings of the Commission, which minutes shall be a public record, and shall also maintain one recording, by means of electronic device, of the proceedings at any Commission meeting, except closed sessions. The Clerk shall mail copies of the minutes to each regular and alternate member of the Commission, prior to the next succeeding meeting. One copy of the minutes of the recorded proceedings shall be made available by the Clerk to any person requesting same, with a fee to be paid to the Commission for the cost of producing such copy. Duplicate tapes will be made, provided a blank tape is presented or a fee paid for the duplicate. All copies shall be made by the Commission to fulfill requests by citizens. Regular and alternate members of the Commission shall be provided a copy of the taped minutes free of charge upon request.

17. Closed Meetings.

Each agenda shall specify a time at each meeting, generally after all public business shall have been concluded, for closed meetings properly called and conducted in accordance with §2.2-3712 of the Code of Virginia, as amended. When so requested, the Chairman may permit a closed meeting at any other time prior to consideration to any agenda item.

18. Order in Conduct of Business.

(a) **Persons Addressing the Commission** – Persons addressing the Commission on Agenda matters shall limit their presentations to the time allotted by the Chairman, unless the Commission extends such time by majority vote of the Commission. The Chairman, in allotting such time, shall take into account the complexity of the matter, its importance in relation to other business of the Commission, and the time available during the Commission meeting. At the discretion of the Chairman, the conduct of business by the Commission may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Commission. Insofar as is practicable, persons addressing the Commission shall furnish the Clerk and members of the Commission with a written copy of their remarks, at or before the meeting.

(b) **Recognition** – Recognition shall be given only by the presiding officer. No person shall address the Commission without first having been recognized. When all public testimony has concluded, and the Commission is considering and discussing the matter, no person shall thereafter be recognized to address the Commission.

(c) **Cumulative and Repetitive Testimony** – Testimony that is cumulative or repetitive shall not be permitted on any matter. Persons of the same position as a previous speaker shall simply state their names and the positions with which they agree.

(d) **Questions** – Questions by members of the Commission 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.

(e) **Commission Discussion** – Discussion and debate by the Commission shall be conducted following the presentation of testimony on the item of business pending. Members shall not speak to the item until recognized by the Chair. A member who has spoken to the item shall not again be recognized until other members desiring to speak shall have had an opportunity to speak. Alternate members may participate in discussion at the discretion of the Chairman.

19. **Decorum.**

(a) **Commission Members** – Decorum of Commission members shall be maintained in order to expedite disposition of the business before the Commission. Questions and remarks shall be limited to those relevant to the pending business. Members shall address all remarks to the presiding officer.

(b) **Others** – Decorum of persons other than members shall be maintained by the Chair, who may request such assistance as may appear necessary. Persons addressing the Commission shall limit their remarks to those relevant to the pending items, and to answering questions. They shall address the Commission as a whole, unless answering an individual member's questions. The presiding officer shall call the speaker to order; if out-of-order remarks, or other undecorous conduct persists, the presiding officer shall order the speaker from the lectern. The order with gavel, if not heeded, will then cause a law enforcement officer to carry out the order.

Persons whose allotted time to speak has expired shall be warned by the presiding officer to conclude in one minute, after which such person shall leave the lectern, unless he or she is asked to remain to answer questions from the Commission. No persons in attendance shall be allowed to present remarks to the Commission except as recognized by the presiding officer and after audibly stating their name and whom they represent. Groups in the audience creating an atmosphere detrimental or disturbing to the conduct of the meeting will be asked to leave by the presiding officer.

ARTICLE V

ADMINISTRATION

1. **Staff.** The Commission may employ a staff of qualified professional and other persons, including a Clerk, and pay them such compensation as it deems necessary and advisable to carry out its duties and to implement its projects, programs and other functions.

2. **Executive Director.** The Chief Executive Officer of the staff shall be the Executive Director who shall have direct supervision of all of the employees of the Commission. He shall have direct control, subject to the authority of the Commission, of the management of the affairs of the Commission. He shall propose activities to the Commission and shall carry out policies, programs and projects approved by the Commission to improve transportation services in the Transportation District. He shall provide liaison between the Commission and federal, state and local organizations. He shall be responsible for preparing and presenting the annual budget.

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

ARTICLE VI

FINANCES

1. **Finances and Payments.** The monies of the Commission shall be deposited in a separate bank account or accounts in such banks or trust companies as the Commission designates, and all payments (with the exception of those petty cash) shall, so far as practicable, be made by checks. Checks and drafts shall be signed in the name of the Commission by the Executive Director or designees as authorized from time to time by the Commission.

2. **Audits.** At least once each year, the Commission shall cause an audit to be made by an independent certified public accountant of the general funds of the Commission and any special project funds which are not audited by the federal or state government or by other independent accountants.

3. **Bonds.** The Commission, through its treasurer, shall cause fidelity bonds, in such amounts as it deems adequate, to be secured covering each Commission member as required by law, as well as each of its employees who receive or disburse its funds.

4. **Fiscal Year.** The fiscal year of the Commission will commence on July 1 each year and will terminate on the following June 30.

5. **Compensation and expenses of Members and Alternates.** Commission members and Alternates shall receive no salary but shall be entitled to reimbursement of all reasonable and necessary expenses and compensation allowed members of the Commonwealth Transportation Board for performance of their official duties as provided in §§ 2.2-2813 and 2.2-2825. Payments as required shall be made upon receipt of invoices for such reimbursement and compensation.

ARTICLE VII

AMENDMENTS

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 Commission. Such proposal may be considered and amended at such meeting, but shall not be acted on by the Commission 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

Parliamentary Procedure. In all matters of parliamentary procedure not specifically governed by these Bylaws, Robert's Rules of Order (1970), as amended, shall apply.