

1 **BYLAWS OF THE RESTON TRANSPORTATION SERVICE DISTRICT**  
2 **ADVISORY BOARD**

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5 **Draft of ~~February 19~~March 4, 2020**

**Commented [A1]:** I believe this will be the date of final approval by the BOS, but draft until then.

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8 **ARTICLE I – NAME**

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10 The name of this organization is the Reston Transportation Service District Advisory  
11 Board, hereinafter referred to as the “Advisory Board”. These bylaws are effective as of  
12 **[insert date of these bylaws’ adoption by the Board of Supervisors]**

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15 **ARTICLE II – PURPOSE**

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17 The Advisory Board has been established by the Board of Supervisors of Fairfax County,  
18 Virginia (“Board of Supervisors”), pursuant to Virginia law for the purpose of: providing  
19 input on the annual tax rate for the Reston Transportation Service District, and formally  
20 recommending tax rates to the Board of Supervisors; providing feedback on  
21 transportation project priorities funded all or in part by the service district tax; provide  
22 input on project scheduling, and revisions of the Reston Transportation Funding Plan;  
23 and **provide input on the annual adjustment of road fund rates generating revenue for the**  
24 **grid of streets network in Reston.**

**Commented [A2]:** This is done annually, and is based on CPI-U. Not certain what input the Advisory Board would need to provide.

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27 **ARTICLE III – MEMBERSHIP AND TERM OF OFFICE**

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29 Appointments. Membership and appointments to the Advisory Board shall be made by  
30 the Board of Supervisors, and members shall serve for such term or terms as established  
31 by the Board of Supervisors.

32  
33 Resignations and Vacancies. In the event a member cannot serve or resigns from office,  
34 then the chairperson, the clerk or the secretary, or the County staff coordinator shall  
35 advise the Clerk for the Board of Supervisors of the vacancy in writing.

36  
37 Holdovers. In the event a member completes his or her term of office, remains qualified  
38 to serve as a member, and the Board of Supervisors has not reappointed that member to  
39 another term or appointed a successor member, then that person may continue to serve  
40 until such time as the member is reappointed or a successor member is appointed.

41  
42 Representation Requirements. The Advisory Board must include representation from  
43 both Dranesville and Hunter Mill magisterial districts, as well as include a cross section  
44 of stakeholders in the Reston area. The Advisory Board will consist of 14members as  
45 follows:  
46

**Commented [A3]:** Kelley W: I have some concerns about the representation paragraph. The first three positions (1 from Dranesville and 2 from Hunter Mill) are not restricted to commercial or residential, homeowner or renter. It is conceivable that if tax rates become an area of contention at some point in the future, an interest group might be able to 'pack' the board by combining their other seats (commercial or residential) with these spots. Of course, it would be subject to Supervisor approval, but the process could be contentious and unpleasant thereby distracting from the purpose and work of the Advisory Board.

I also see the last addition, "One member to represent homeowners from Reston Town Center Association." Those homeowners should already be included in representation by the prior entry - the representative from Reston Town Center Association (just as the Reston Association representative is representing all RA members as well as the organization). My preference/advice/suggestion would be that the 14th member of the Advisory Board be sought from the Vienna area of Hunter Mill as they often feel underrepresented.

- 47 • One member from the Dranesville District;
- 48 • Two members from the Hunter Mill District;
- 49 • Three members to represent residential owners and homeowner/civic associations;
- 50 • One member to represent apartment or rental owner associations;
- 51 • Three members to represent commercial or retail ownership interests;
- 52 • One member from the Reston Chamber of Commerce to represent lessees of non-
- 53 residential space;
- 54 • One member from the Reston Association;
- 55 • One member from the Reston Town Center Association.
- 56 • One member to represent homeowners from Reston Town Center Association.
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- 58

59 **ARTICLE IV – OFFICERS AND THEIR DUTIES**

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61 Elections. The Advisory Board shall be served by three officers: a Chairperson, a Vice-  
62 Chairperson, and a Secretary. The Chairperson shall be elected in accordance with the  
63 voting provisions of Article V by the Advisory Board members annually and such  
64 election shall be scheduled at the first meeting of each calendar year. At the meeting  
65 prior to the election meeting, a slate of candidates shall be nominated during a meeting  
66 held pursuant to Article V. After nomination, each candidate shall be polled on his or her  
67 willingness and ability to serve as Chairperson of the Advisory Board. At the election  
68 meeting, the Chairperson shall be elected from among the willing nominees in  
69 accordance with the voting provisions of Article V. At the meeting immediately  
70 following the election of the Chairperson, the Chairperson shall nominate the Vice  
71 Chairperson and Secretary. After nomination, each candidate shall be polled on his or  
72 her willingness and ability to serve as an officer of the Advisory Board. The Vice  
73 Chairperson and Secretary shall then be elected from among the willing nominees in  
74 accordance with the voting provisions of Article V.

75  
76 Chairperson. The Chairperson presides over meetings of the Advisory Board and is  
77 eligible to vote at all times. The Chairperson has the authority to delegate appropriate  
78 functions to Advisory Board members and to request assistance from the County staff  
79 supporting the Advisory Board.

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81 Vice-Chairperson. In the absence of the Chairperson at a meeting, the Vice-Chairperson  
82 shall perform the duties and exercise the powers of the Chairperson. In the event that  
83 neither the Chairperson nor the Vice-Chairperson is available, the member present with  
84 the longest tenure on the Advisory Board shall act as Chairperson.

85  
86 Secretary. The Secretary, or a duly appointed agent, shall be responsible for recording  
87 the minutes of meetings.

88  
89 Replacement Officers. If an office becomes vacant for any reason, it shall be filled by an  
90 election at the next regular meeting having a majority of members present. The newly  
91 elected officer shall complete the unexpired term of the officer succeeded. Prior to the

92 election of any replacement officer, all members shall be provided with notice of the  
93 proposed election before the meeting at which the replacement is elected.

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96 **ARTICLE V – MEETINGS**

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98 VFOIA. All meetings shall be open to the public except as provided under the Virginia  
99 Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*, as amended ("VFOIA").  
100 Pursuant to Virginia Code § 2.2-3701, "meeting" or "meetings" means the meetings  
101 including work sessions, when sitting physically, or through electronic communication  
102 means pursuant to § 2.2-3708.2, as a body or entity, or as an informal assemblage of (i)  
103 as many as three members or (ii) a quorum, if less than three, of the constituent  
104 membership, wherever held, with or without minutes being taken, whether or not votes  
105 are cast, of any public body. The Advisory Board may hold public hearings and report its  
106 findings to the Board of Supervisors on Advisory Board issues that affect the public  
107 interest.

108

109 Notice and Agenda. Notice and the agenda of all meetings shall be provided as required  
110 under the VFOIA. All meetings shall be preceded by properly posted notice stating the  
111 date, time, and location of each meeting. Notice of a meeting shall be given at least three  
112 working days prior to the meeting. Notice of emergency meetings, reasonable under the  
113 circumstances, shall be given contemporaneously with the notice provided to [insert short  
114 name] members. Notices of all meetings shall be provided to the Office of Public  
115 Affairs for posting at the Government Center and on the County Web site. All meetings  
116 shall be conducted in public places that are accessible to persons with disabilities.

117

118 Frequency. The Advisory Board shall meet at least annually or as determined by the  
119 Chairperson. Meetings shall be held at a time agreed to by a majority of the Advisory  
120 Board's members, and at a place arranged by the staff of the supporting County  
121 department.

122

123 Voting. A quorum is necessary for a vote. A majority of the membership of the  
124 Advisory Board shall constitute a quorum. In making any recommendations, adopting  
125 any plan, or approving any proposal, action shall be taken by a majority vote of Advisory  
126 Board members present and voting. Upon the request of any member, the vote of each  
127 member on any issue shall be recorded in the minutes. All votes of Advisory Board  
128 members shall be taken during a public meeting, and no vote shall be taken by secret or  
129 written ballot or by proxy.

130

131 Conduct. Except as otherwise provided by Virginia law or these bylaws, all meetings  
132 shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and  
133 except as specifically authorized by the VFOIA, no meeting shall be conducted through  
134 telephonic, video, electronic, or other communication means where the members are not  
135 all physically assembled to discuss or transact public business.

136

137 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and,  
138 unless exempt under the VFOIA, all materials furnished to Advisory Board members  
139 shall be made available for public inspection at the same time such documents are  
140 furnished to the Advisory Board members. Pursuant to the VFOIA, any person may  
141 photograph, film, record, or otherwise reproduce any portion of a meeting required to be  
142 open, but such actions may not interfere with any Advisory Board proceedings.  
143

144 Records. The Secretary or an appointed representative shall ensure that minutes of  
145 meetings are recorded as required under the VFOIA. Minutes shall include: (1) the date,  
146 time, and location of each meeting; (2) the members present and absent; (3) a summary of  
147 the discussion on matters proposed, deliberated, or decided; and (4) a record of any votes  
148 taken. Such minutes are public records and subject to inspection and copying by citizens  
149 of the Commonwealth or by members of the news media. The supporting County  
150 department shall provide staff support to review and approve records and minutes of the  
151 meeting.  
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153 Attorney-Client Privilege. Records containing legal advice from counsel to the Advisory  
154 Board, and advice provided in closed session by legal counsel to the Advisory Board, are  
155 protected by the attorney-client privilege and from disclosure under the VFOIA. Any  
156 such records or advice should not be disclosed by members of the Advisory Board to any  
157 third party, or the privilege against disclosure may be waived. Questions regarding the  
158 handling of records or advice subject to attorney-client privilege should be directed to the  
159 Advisory Board's legal counsel.  
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#### 162 **ARTICLE VI - ATTENDANCE AND PARTICIPATION**

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164 Any Advisory Board member who misses three consecutive meetings, or who fails to  
165 participate in the work of the Advisory Board without good cause acceptable to a  
166 majority of the other Advisory Board members may be subject to removal from the  
167 Advisory Board.  
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#### 171 **ARTICLE VII - REMOVAL**

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173 Any Advisory Board member(s) may be recommended to the Board of Supervisors for  
174 removal from the Advisory Board for cause, including but not limited to cause as set  
175 forth in Article VI, by a two-thirds majority vote of all of the Advisory Board members.  
176 The members' authority to recommend removal under these bylaws neither limits nor  
177 waives the Board of Supervisors' authority to remove members from the Advisory Board  
178 as provided by law.  
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#### 182 **ARTICLE VIII – COMMITTEES**

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182 Standing. The Chairperson may appoint standing committees and a Chairperson for each  
183 with the consent of a majority of the Advisory Board members present and voting.

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185 Special. The Chairperson may appoint special committees and a Chairperson for each  
186 with the consent of a majority of the Advisory Board members present and voting.

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188 All meetings of any such committees shall comply with the notice and other requirements  
189 of the VFOIA. To the extent practicable, any such committees shall be composed of at  
190 least four members. Committee meetings may be held at the call of the Chairperson or at  
191 the request of two members, with notice to all members.

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194 **ARTICLE IX – ANNUAL REPORT**

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196 The Advisory Board shall prepare an annual written recommendation to the Board of  
197 Supervisors for the Reston Transportation Service District tax rate for the subsequent  
198 fiscal year. This recommendation shall be provided prior to the close of public hearings  
199 for the subsequent fiscal year Adopted Budget Plan, and to the Clerk to the Board of  
200 Supervisors for distribution to the members of the Board of Supervisors and to the  
201 County Executive.

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204 **ARTICLE X – COMPLIANCE WITH LAW AND COUNTY POLICY**

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206 The Advisory Board shall comply with all Virginia laws, including, but not limited to, the  
207 VFOIA, and the Virginia State and Local Government Conflict of Interests Act, Virginia  
208 Code § 2.2-3100 *et seq.*, as amended, with all County ordinances, and with all County  
209 policies concerning the activities of its boards, authorities, and commissions. In case of a  
210 conflict between a provision of these bylaws and any applicable ordinance or law, the  
211 provisions of the applicable ordinance or law, as the case may be, shall control.

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214 **ARTICLE XI – AMENDMENT OF BYLAWS**

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216 These bylaws may be amended by the [Advisory Board](#)<sup>[insert short name]</sup> by adopting the  
217 proposed amendment or amendments and by presenting those proposed changes for  
218 approval to the Board of Supervisors. Any such amendments to bylaws shall become  
219 effective upon approval by the Board of Supervisors.

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