

**POLICIES/PROCEDURES, NON-BINDING GOVERNANCE  
 GUIDANCE DOCUMENTS AND BYLAWS**

<b>POLICIES AND PROCEDURES</b>	<b>ADOPTED</b>	<b>AMENDED</b>
<b>Financial Policies and Procedures</b>	12-9-20	2-26-21, 3-29-24
<b>Financial Roles &amp; Responsibilities</b>	2-26-21	
<b>Policy for All-virtual Public Meetings</b>	9-23-22	
<b>Policy for the Remote Participation of Members</b>	9-23-22	

<b>NON-BINDING GOVERNANCE GUIDANCE DOCUMENTS</b>	<b>NUMBER</b>	<b>ADOPTED</b>
<b>Finance Committee Membership (Rotation)</b>	1	7-14-23
<b>Finance Committee Membership (Terms)</b>	2	7-14-23
<b>Finance Committee Membership (CTB Non-Voting Representative)</b>	3	7-14-23

<b>BYLAWS</b>	<b>ADOPTED</b>	<b>AMENDED</b>
<b>Bylaws</b>	8-27-20	6-25-21, 9-23-22

## **CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**

### **Financial Policies and Procedures**

*December 9, 2020*

*Revised February 26, 2021*

*Revised March 29, 2024*

This policy document establishes policies and procedures for the financial management of the Central Virginia Transportation Authority (Authority). The objectives of these policies include:

- Achieve strong internal controls and adequate design over financial accounts and processes
- Proper review and approval of financial transactions
- Operational efficiency, standardization and compliance with accounting and reporting best practices

### **Roles and Responsibilities**

- I. Authority.** The Authority is responsible for administering the Central Virginia Transportation Fund, established by § 33.2-3701 of the *Code of Virginia* (“Fund”), providing broad financial guidance and oversight of the Funds, to include approval of Fund distributions, budget parameters, annual program plans, and the annual budget.
- II. Finance Committee.** The Finance Committee shall be responsible for advising the Authority on all financial matters and overseeing financial activities undertaken by professional staff, including:
  - A.** Reviewing, commenting on, and recommending the annual revenue projections, budget, and any budget amendments.
  - B.** Overseeing the Authority’s financial policies (e.g. bond, investment, procurement) and making appropriate recommendations.
  - C.** Monitoring contracts for services.
  - D.** Monitoring expenditures for compliance with policies and guidance of the Authority.
  - E.** Approving the audit work plan supporting the annual preparation of financial statements, including meeting with the auditor before the audit begins and when it has concluded.
  - F.** Reviewing all financial reports.
  - G.** Reviewing adherence with internal controls
  - H.** Reviewing and approving all non-budgeted expenditures within the Administrative and Operating Budget.
  - I.** Assisting with other financial activities as may be directed by the Authority.
- III. Chief Financial Staff** (*Executive Director and other staff as identified by the Authority*)
  - A.** Manage the Authority’s finances on a day-to-day basis.
  - B.** Execute the Authority-approved budget(s).
  - C.** Develop financial mechanisms/procedures to ensure financial accountability and transparency.
  - D.** Ensure that there are written procedures (financial operation policies) for the fiscal operation of the Authority.
  - E.** Provide monthly/quarterly/annual management reports and financial management reports.
  - F.** Develops and prepares annual budget.
- IV. Fiscal Agent(s)**
  - A.** Assist CVTA Chief Financial Staff, as needed.

- B. Provide agreed upon supports described in the Fiscal Agent Agreement(s), which is incorporated by reference and attached hereto.

## **Financial Management and Operations**

- I. **Purpose.** This policy establishes general guidance for the financial management of the CVTA. The objectives of these policies include:
  - A. Establishing a framework for strong internal controls and processes.
  - B. Ensuring proper management, review, and approval of financial transactions.
  - C. Achieving operational efficiencies through standardization of practices.

- II. **General Guidelines.** Financial planning and budgeting shall comply with the following guidelines:
  - A. Consistency with Authority policies, strategic plan, project plans, and expressed priorities.
  - B. Clarity with respect to any assumptions used in budget development.
  - C. Manage cash flow of tax revenues appropriated by the Commonwealth of Virginia.
  - D. Allocating funds consistent with the Code of Virginia and CVTA bylaws.
  - E. The CVTA administrative and operating budget funds are to be allocated from the Fund prior to allocations to Fund recipients, per § 33.2-3701(D) of the *Code of Virginia*.
  - F. Planning and budgeting process that provides for Authority approval of an annual budget prior to commencement of the ensuing fiscal year.
  - G. The financial condition of the Authority shall be reviewed by the Finance Committee on a quarterly basis and the Authority annually, or as necessary.
  - H. Annually, the Finance Committee and the Authority will review the annual audited Financial Statements.
  - I. Administrative and Operating Budget expenditures shall be consistent with the approved budget. The Chief Financial Staff may make minor operating budget adjustments (\$10,000 or less) between program areas at his/her discretion; however, major adjustments (>\$10,000) shall have the advance approval by the Finance Committee.

## **III. Banking and Accounts**

- A. The designated representative of the CVTA Fiscal Agent for banking services, upon authorization from the Authority, and with the assistance of the CVTA Executive Director, opens and closes all bank and other financial accounts.
- B. The Finance Committee will review expenditures from all accounts. Transfers among funds and local distributions according to the Virginia Code may be made administratively according to the procedures for disbursements within that fiscal agent's policies. A designated representative(s) of the Fiscal Agent for cash management may be authorized to sign checks and make disbursements from the administrative and operating bank account based on properly approved documentation authorizing the disbursement.
- C. In all cases, expenditures must be consistent with the approved budget or a separate approval by the Authority. Additional procedures must be followed when making disbursements of regional project funds or GRTC funds, as further described herein.
- D. No petty cash or other 'Cash on Hand' will be permitted.

## **IV. Advisory Services**

The designated representative of the CVTA Fiscal Agent, in conjunction with the financial advisory firm as provided via the fiscal agent agreement for advisory services, will make necessary recommendations to the finance committee on a range of topics including but not limited to: investments, reserve levels, and the consideration of any future debt issuances.

## **V. Investments**

**A. General.** This statement of investment policy establishes policies for the safeguarding and efficient management of Authority funds and for the purchase, sale, and custody of investment instruments. The goal is to minimize risk and to ensure the availability of cash to meet Authority expenditures, while generating revenue from the use of funds, which might otherwise remain idle.

### **B. Objectives.**

- 1.** The primary objectives of the Authority's investment activities, in priority order, are safety, liquidity, and yield.
- 2.** The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles. This objective shall consider constraints as to acceptable risk, the characteristics of the Authority's cash flows, and the funding expectations of approved projects.
- 3.** The Authority shall utilize a third-party investment service as provided by the fiscal agent for financial advisory services to accomplish objectives a and b, in conjunction with the Investment Agent, as provided for through the Fiscal Agent Agreement.
- 4.** The Investment Agent, as provided for through the Fiscal Agent Agreement, shall, annually provide an investment strategy and plan to the Finance Committee.

## **VI. Annual Audit**

The designated representative of the CVTA Fiscal Agent will, in conjunction with a certified 'Vendor', provide advice and consultation, review of financial records and work with the Auditor of Public Accounts (APA) or their selected vendor who performs the annual audit for the Authority.

**A. Audit Requirements.** The *Code of Virginia* § 30-140, requires that all authorities, boards and commissions having financial transactions in excess of \$25,000 shall file an audit report within 90 days after the close of the fiscal year with the Auditor of Public Accounts.

- 1.** The Code of Virginia § 33.2-3703 requires the Auditor of Public Accounts, or his legally authorized representatives, shall annually audit the financial accounts of the Authority, and the cost of such audit shall be borne by the Authority. The audit must be conducted in accordance with generally accepted auditing standards and Government Auditing Standards.
- 2.** The Auditor of Public Accounts requires the CVTA's financial statements be prepared in accordance with the provisions of the Governmental Accounting Standards Board (GASB).
- 3.** The *Code of Virginia* § 30-140, requires the CVTA to publish a summary statement of financial condition in a newspaper of general circulation based on its locality. The minimum statement should include total assets, liabilities, and fund balances; total revenues, expenditures, and other sources or uses; and, the resulting net change in fund balances.

## **General Operating and Administrative Funds**

### **I. General.**

- A.** Administrative and Operating Funds shall be used to support the general operations of the Authority.

### **II. Responsibilities.**

#### **A. CVTA Executive Director.**

- 1.** The Chief Financial Staff will be responsible for preparing and presenting the annual budget for the General Administrative and Operating account for review and recommendation for approval to the Authority by the Finance Committee.
- 2.** Funding for the Administrative and Operating account shall come from the total of funds received in the first transfer for the fiscal year. Distributions described below pursuant to Virginia Code will be made following set aside for the administrative and operating budget.
  - a) All subsequent distributions for the fiscal year described below pursuant to the Virginia Code will be made from the total revenues transferred by the Commonwealth.
- 3.** The CVTA Executive Director will provide the Finance Committee with reports on expenditures incurred.

#### **B. CVTA Fiscal Agents, in coordination with the CVTA Executive Director.**

- 1.** The Lead staff of the Fiscal Agent for cash management services has primary responsibility to ensure Administrative and Operating Funds are properly safeguarded and managed.
- 2.** The Lead staff of the Fiscal Agent for the audit services as review responsibility to ensure Administrative and Operating Funds are properly safeguarded and managed.
- 3.** The CVTA Executive Director has primary responsibility for reviewing requests for payments and submitting for approval when deemed appropriate. The Executive Director is also responsible for maintaining records of all expenditures of the Fund.
- 4.** The Lead staff of the Fiscal Agent for cash management services will manage the Authority's cash position to ensure availability of funds to meet payment requests.
- 5.** The CVTA Executive Director will provide the Finance Committee with reports on expenditures.
- 6.** The Lead staff of the Fiscal Agent for audit services will review all reports prior to submission to the Finance Committee and Authority.

## **Local Distribution (50% Funds)**

### **I. General.**

- A.** The Authority, through the fiscal agent for banking services, will segregate funds received from the Commonwealth of Virginia after setting aside funds necessary to support the annual administrative and operating budget between 50% Local Distribution Funds, 15% GRTC Funds, and 35% Regional Revenue Funds as soon as practicable.
- B.** The Authority, through the fiscal agent for banking services, will segregate and distribute Local Funds to jurisdictions based on the proportionate share of each jurisdiction's sales and gas tax each month.
- C.** Localities will be required to certify and accept the transfer amounts before funds are

disbursed and confirm receipt.

- D.** Each jurisdiction shall deposit its Local Funds received from the CVTA into a separate, special fund.
- E.** Local Funds must be spent in compliance with the Central Virginia Transportation Authority Act and the CVTA bylaws.
- F.** Each jurisdiction is required to provide the Finance Committee a quarterly report on expenditures and must provide CVTA an annual certification of expenditures by September 15 each year in the format required by the CVTA. If the annual report is not received by September 15, transfers of the current fiscal year will cease until the certification is submitted in acceptable form.

### **Regional Revenue (35% Funds)**

#### **I. General.**

##### **A. Regional Funds shall be used to:**

1. Fund and maintain a Working Capital Reserve equal to at least 3 months of the budgeted, annual Regional CVTA Funds. If drawn upon, the Chief Financial Staff of the CVTA will develop a plan to restore the Working Capital Reserve to its minimum level over a period not to exceed 18 months. The Authority will revisit the level of this reserve no later than June 30, 2025, to reflect its actual cash flow patterns and expenditure reimbursements.
  2. Fund cost of issuance and other debt-related fees and services, and debt service payments undertaken by the CVTA. If CVTA decides to debt fund projects, the ratio of sales tax revenues portion of the annual Regional CVTA Funds to annual senior lien debt service will be a minimum of 2.0 times.
  3. Fund “pay-as-you-go” (Pay-Go) projects or studies approved by CVTA. Each project financed by Regional Funds must be evaluated using the planning and scoring criteria established by CVTA and must be approved as a regional project through appropriate prioritizing procedures as recommended by the Technical Advisory Committee and approved by the Authority. The planning criteria must be based on an objective and quantifiable analysis that considers the benefits of projects relative to their cost.
- B.** The Standard Project Agreement (SPA) incorporated within the Memorandum of Agreement Between either a Locality and CVTA or VDOT and the CVTA establishes the roles and responsibilities of each party for projects funded by Regional Revenue Funds.

#### **II. Responsibilities**

##### **A. CVTA Executive Director.**

1. Written requests for supplemental project funding shall be submitted to the CVTA Executive Director for review. The CVTA Executive Director will present a recommendation to the Finance Committee for consideration. The Finance Committee may make a recommendation on any such request to the Authority for final determination.

2. The CVTA Executive Director will advise the recipient in writing of potentially non-compliant uses of any funding which comes to the Authority's attention. The CVTA Executive Director will provide a report of such circumstances and make recommendations for resolution to the Finance Committee. The Finance Committee will forward the issue and possible resolution to the Authority. Additional funding may be withheld until final resolution of the matter.
3. The CVTA Executive Director will provide the Finance Committee with quarterly reports on the status of funding for regional projects and will report the same to the Authority at least annually or as otherwise needed.

**B. CVTA Fiscal Agents, in coordination with the CVTA Executive Director.**

1. Fiscal Agent for cash management:
  - a) has primary responsibility to ensure Regional Revenue Funds are properly safeguarded and managed.
  - b) will manage the Authority's cash position to ensure availability of funds to meet programmed reimbursement requests.
2. Fiscal Agent for audit services
  - a) has review responsibility to ensure Regional Revenue Funds are properly safeguarded and managed.
  - b) will review all reports prior to submission to the Finance Committee and Authority
3. The CVTA Executive Director
  - a) will manage the requisition process, as outlined in the Standard Project Agreement, for cash flow purposes to facilitate reimbursement to the recipient within 45 days of receiving a completed and approved requisition request.
  - b) will provide the Finance Committee with at least quarterly reports on the status of funding for regional projects and will report the same to the Authority at least annually or as otherwise needed.

**C. Recipients.**

1. Each recipient is responsible to ensure work is performed in accordance with all applicable federal, state, and local laws and regulations, and the SPA.
2. A recipient must acknowledge that the Authority will not be responsible for operating or maintaining the project upon completion.
3. A recipient must comply with will federal and state requirements for other funding sources which may be used to fund the project and certify that it has adhered to all applicable laws and regulations, as well as the requirements of the agreement.

**D. Other**

1. All payments made from regional funds must be first approved or otherwise certified by the chair and vice-chair of the Finance Committee, or their designees, as well as the host locality for the project or VDOT, whomever is serving as project manager.

**GRTC Revenue (15% Funds)**

- I. The Authority will segregate and distribute GRTC funding according to the methodology

described in the applicable state code.

- II.** No locality embraced by the Authority shall reduce its local funding for public transit by more than 50 percent of what it appropriated for public transit as of July 1, 2019. Starting in fiscal year 2023, the amount required to be provided by a locality pursuant to the Central Virginia Transportation Authority Act shall be adjusted annually based on the greater of (i) the change in the United States Average Consumer Price Index for all items, all urban consumers (CPI-U), as published by the Bureau of Labor Statistics for the U.S. Department of Labor for the previous year, or (ii) zero.
- III.** GRTC will be required to certify and accept the transfer amounts before funds are disbursed and confirm receipt.
- IV.** GRTC shall deposit the GRTC Revenue (15% Funds) into a separate, special fund.
- V.** GRTC Revenue (15% Funds) must be applied to operating or capital needs as defined in GRTC's Regional Public Transportation Plan which is developed in conformance with the guidelines required by State Code §33.2-286 and as approved by the Authority per the Central Virginia Transportation Authority Act.
- VI.** GRTC is required to provide the Finance Committee a quarterly report on expenditures by November 15, February 15, May 15, and August 15 and must provide CVTA an annual report on expenditures by December 1 each year sufficient documentation, as required by the Authority, showing that the revenues distributed to GRTC were applied in accordance with the Regional Public Transportation Plan. If the annual report is not received by December 1, and no extension is granted by the Authority, transfers of the current fiscal year will cease until the certification is submitted in good form.



**CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**  
**Roles and Responsibilities Among CVTA Supporting Partners –**  
**Financial Administration**

*Approved February 26, 2021*

**PERFORM**

Chesterfield County maintains banking accounts for CVTA pursuant to the Fiscal Agent Agreement executed on January 11, 2021.

- PlanRVA and City of Richmond have view only access to accounts for purposes of bank reconciliation and cash on hand status reports.

**RECORD**

Chesterfield County records all transactions in General Ledger for all funds/accounts.

- PlanRVA and City of Richmond provided access to reports at any time

**REPORT**

Chesterfield County prepares monthly/quarterly bank reconciliation and financial statements for periodic review.

**ANALYSIS**

PlanRVA submits monthly/quarterly statements to the City of Richmond to review with any preliminary findings or notes of analysis.

**REVIEW**

City of Richmond reviews bank reconciliations, monthly/quarterly financial statements and provides any findings to the Finance Committee.

For purposes of assuring consistency with the Financial Policies and Procedures document approved by the CVTA Finance Committee:

- PlanRVA provides staffing to fulfill the roles/responsibilities of Chief Financial Staff as described in Roles and Responsibilities: III.
- Chesterfield County provides account management through the Fiscal Agent Agreement dated 1/11/21 as authorized in the Roles and Responsibilities: IV
- City of Richmond provides review through the Fiscal Agent Agreement dated 2/26/21 as authorized in the Roles and Responsibilities; IV

Steps for Annual Budget Development (CVTA Administrative and Operating Account):

1. PlanRVA develops draft budget for consideration by the Finance Committee in February of each year.

2. The Finance Committee recommends a completed Fiscal Year budget for Authority consideration in March.
3. The Authority schedules a public hearing and advertises the proposed FY Administrative and Operating Budget to occur at a regularly scheduled meeting prior to May 15<sup>th</sup> (April).
4. The Authority holds a public hearing and takes action regarding the FY Administrative and Operating budget by May 15<sup>th</sup> pursuant.
5. Occurrences requiring amendments to the budget may be made administratively following concurrence among staff from PlanRVA (Chief Financial Staff), provided the total budget is not changed and adjustments between line items is equal to or less than \$10,000.
6. Occurrences resulting in major adjustments, those in excess of \$10,000 must have approval from the Finance Committee.

Steps for Invoice Payments (CVTA Administrative and Operating Account):

1. Invoices submitted by email to [CVTA@PlanRVA.org](mailto:CVTA@PlanRVA.org) or by post to CVTA c/o PlanRVA 9211 Forest Hill Avenue, Suite 200 Richmond VA 23235.
  - a. Invoices internally routed.
  - b. Staff reviews invoices for consistency with general guidelines set forward in the Financial Policies and Procedures (Financial Management and Operations: II)
  - c. Staff prepares entries in QuickBooks for payables
2. PlanRVA submits batched invoices to City of Richmond for approval via email with cc: to Chesterfield County. Batch should include a coversheet documenting vendor and dollar amount to be paid. All invoices should be included along with a budgetary statement (date and time stamped) that includes enough detail documenting requested payments are within the Authority's approved budget.
3. City of Richmond reviews batch for reasonableness, accuracy and within the Authority's approved budget. City of Richmond notifies Chesterfield County via email that the batch has been approved and authorizes payments.
4. Once the City of Richmond's approval is received, Chesterfield County prepares payment disbursements within payment system and initiates payment to vendors. Chesterfield County notifies PlanRVA via email that disbursements have been made so that payables can be reversed in the General Ledger.

Steps for Processing Local Distributions:

1. Monthly Revenue Transfer statement submitted by VDOT
  - a. Reported transfer amount validated by Chesterfield County as matching deposit
2. Chesterfield County prepares coversheet summarizing Monthly Revenue Transfer statement, providing it and original Monthly Revenue Transfer statement to Finance Directors' Working Group within 3 business days, including:

- a. Calculated total revenues for sales and fuels tax receipts.
- b. Bar chart summarizing monthly receipts for trend analysis.
- c. Calculated distributions to jurisdictions (includes distribution between Town of Ashland and Hanover County according to agreed method)
  - i. 1<sup>st</sup> Transfer of each fiscal year is reduced by total amount budgeted for FY Administrative and Operating Expenses.
3. Finance Directors Working group coordinate local review and validation of revenues and calculations; respond back with confirmation to accept deposits as submitted within 3 business days.
4. Chesterfield County initiates transfers within 2 business days and collects confirmation from each jurisdiction that the deposit was made as expected.

Steps for Regular Reporting to the City of Richmond and Finance Committee:

1. PlanRVA will prepare a monthly financial reporting package for review by the City of Richmond. It will include:
  - a. Bank account(s) reconciliation performed by Chesterfield County
  - b. Summary of invoices paid during the period with documentation of consistency with budget and approval
  - c. Summary of distributions to local governments for 50% portion of revenues including documentation of local validation of distribution amounts
  - d. Summary of distributions to GRTC
  - e. Approved Meeting minutes Budget amendments and trail of approval consistent with policies
  - f. P&L, Balance sheet, Comparison of Budget to Actual YTD,
  - g. Investment Report

# CENTRAL VIRGINIA TRANSPORTATION AUTHORITY

## POLICY FOR ALL-VIRTUAL PUBLIC MEETINGS

Adopted: September 23, 2022

### 1. AUTHORITY AND SCOPE

a. This policy is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700—3715.

b. This policy shall not govern an electronic meeting conducted to address a state of emergency declared by the Governor or the Board of Supervisors. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2.

### 2. DEFINITIONS

a. “CVTA” means the Central Virginia Transportation Authority, or any committee, subcommittee, or other CVTA entity.

b. “Member” means any member of the CVTA.

c. “All-virtual public meeting”, means a public meeting conducted by the CVTA using electronic communication means during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and to which public access is provided through electronic communication means, as defined by Va. Code § 2.2-3701.

d. “Meeting” means a meeting as defined by Va. Code § 2.2-3701.

e. “Notify” or “notifies,” for purposes of this policy, means written notice, including, but not limited to, email or letter, but does not include text messages or messages exchanged on social media.

### 3. WHEN AN ALL-VIRTUAL PUBLIC MEETING MAY BE AUTHORIZED

An all-virtual public meeting may be held under the following circumstances:

a. It is impracticable or unsafe to assemble a quorum of the CVTA in a single location, but a state of emergency has not been declared by the Governor or Board of Supervisors; or

b. Other circumstances warrant the holding of an all-virtual public meeting, including, but not limited to, the convenience of an all-virtual meeting; and

**c.** The CVTA has not had more than two all-virtual public meetings, or more than 25 percent of its meetings rounded up to the next whole number, whichever is greater, during the calendar year; and

**d.** The CVTA's last meeting was not an all-virtual public meeting.

#### **4. PROCESS TO AUTHORIZE AN ALL-VIRTUAL PUBLIC MEETING**

**a.** The CVTA may schedule its all-virtual public meetings at the same time and using the same procedures used by the CVTA to set its meetings calendar for the calendar year; or

**b.** If the CVTA wishes to have an all-virtual public meeting on a date not scheduled in advance on its meetings calendar, and an all-virtual public meeting is authorized under Section 3 above, the CVTA Chair may schedule an all-virtual public meeting provided that any such meeting comports with VFOIA notice requirements.

#### **5. ALL-VIRTUAL PUBLIC MEETING REQUIREMENTS**

The following applies to any all-virtual public meeting of the CVTA that is scheduled in conformance with this Policy:

**a.** The meeting notice indicates that the public meeting will be all-virtual and the CVTA will not change the method by which the CVTA chooses to meet without providing a new meeting notice that comports with VFOIA;

**b.** Public access is provided by electronic communication means that allows the public to hear all participating members of the CVTA;

**c.** Audio-visual technology, if available, is used to allow the public to see the members of the CVTA;

**d.** A phone number, email address, or other live contact information is provided to the public to alert the CVTA if electronic transmission of the meeting fails for the public, and if such transmission fails, the CVTA takes a recess until public access is restored;

**e.** A copy of the proposed agenda and all agenda packets (unless exempt) are made available to the public electronically at the same time such materials are provided to the CVTA;

**f.** The public is afforded the opportunity to comment through electronic means, including written comments, at meetings where public comment is customarily received; and

**g.** There are no more than two members of the CVTA together in one physical location.

**6. RECORDING IN MINUTES**

Minutes are taken as required by VFOIA and must include the fact that the meeting was held by electronic communication means and the type of electronic communication means used.

**7. CLOSED SESSION**

If the CVTA goes into closed session, transmission of the meeting will be suspended until the public body resumes to certify the closed meeting in open session.

**8. STRICT AND UNIFORM APPLICATION OF THIS POLICY**

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the matters that will be considered or voted on at the meeting.

# CENTRAL VIRGINIA TRANSPORTATION AUTHORITY

## POLICY FOR THE REMOTE PARTICIPATION OF MEMBERS

**Adopted: September 23, 2022**

### **1. AUTHORITY AND SCOPE**

**a.** This policy is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700—3715.

**b.** This policy shall not govern an electronic meeting conducted to address a state of emergency declared by the Governor or the Board of Supervisors. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2. This policy also does not apply to an all-virtual public meeting.

### **2. DEFINITIONS**

**a. “CVTA”** means the Central Virginia Transportation Authority, or any committee, subcommittee, or other CVTA entity.

**b. “Member”** means any member of the CVTA.

**c. “Remote participation”** means participation by an individual member of the CVTA by electronic communication means in a public meeting where a quorum of the CVTA is physically assembled, as defined by Va. Code § 2.2-3701.

**d. “Meeting”** means a meeting as defined by Va. Code § 2.2-3701.

**e. “Notify”** or **“notifies,”** for purposes of this policy, means written notice, such as email or letter. Notice does not include text messages or communications via social media.

### **3. MANDATORY REQUIREMENTS**

Regardless of the reasons why the member is participating in a meeting from a remote location by electronic communication means, the following conditions must be met for the member to participate remotely:

**a.** A quorum of the CVTA must be physically assembled at the primary or central meeting location; and

**b.** Arrangements have been made for the voice of the remotely participating member to be heard by all persons at the primary or central meeting location. If at

any point during the meeting the voice of the remotely participating member is no longer able to be heard by all persons at the meeting location, the remotely participating member shall no longer be permitted to participate remotely.

#### **4. PROCESS TO REQUEST REMOTE PARTICIPATION**

**a.** On or before the day of the meeting, and at any point before the meeting begins, the requesting member must notify the CVTA Chair (or the Vice-Chair if the requesting member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance, (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance, (iii) their principal residence location more than 60 miles from the meeting location, or (iv) a personal matter and identifies with specificity the nature of the personal matter.

**b.** The requesting member shall also notify the CVTA staff liaison of their request, but their failure to do so shall not affect their ability to remotely participate.

**c.** If the requesting member is unable to physically attend the meeting due to a personal matter, the requesting member must state with specificity the nature of the personal matter. Remote participation due to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times that a member may participate remotely for the other authorized purposes listed in (i)—(iii) above.

**d.** The requesting member is not obligated to provide independent verification regarding the reason for their nonattendance, including the temporary or permanent disability or other medical condition or the family member's medical condition that prevents their physical attendance at the meeting.

**e.** The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the requesting member whether their request is in conformance with this policy, and therefore approved or disapproved.

#### **5. PROCESS TO CONFIRM APPROVAL OR DISAPPROVAL OF PARTICIPATION FROM A REMOTE LOCATION**

When a quorum of the CVTA has assembled for the meeting, the CVTA shall vote to determine whether:

**a.** The Chair's decision to approve or disapprove the requesting member's request to participate from a remote location was in conformance with this policy; and

**b.** The voice of the remotely participating member can be heard by all persons at the primary or central meeting location.



## **6. RECORDING IN MINUTES**

**a.** If the member is allowed to participate remotely due to a temporary or permanent disability or other medical condition, a family member's medical condition that requires the member to provide care to the family member, or because their principal residence is located more than 60 miles from the meeting location, the CVTA shall record in its minutes (1) the CVTA's approval of the member's remote participation; and (2) a general description of the remote location from which the member participated.

**b.** If the member is allowed to participate remotely due to a personal matter, such matter shall be cited in the minutes with specificity, as well as how many times the member has attended remotely due to a personal matter, and a general description of the remote location from which the member participated.

**c.** If a member's request to participate remotely is disapproved, the disapproval, including the grounds upon which the requested participation violates this policy or VFOIA, shall be recorded in the minutes with specificity.

## **7. CLOSED SESSION**

If the CVTA goes into closed session, the member participating remotely shall ensure that no third party is able to hear or otherwise observe the closed meeting.

## **8. STRICT AND UNIFORM APPLICATION OF THIS POLICY**

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

The Chair (or Vice-Chair) shall maintain the member's written request to participate remotely and the written response for a period of one year, or other such time required by records retention laws, regulations, and policies.

**CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**  
**NON-BINDING GOVERNANCE GUIDANCE DOCUMENT #1**

**Approved and Adopted**  
**July 14, 2023**

**FINANCE COMMITTEE MEMBERSHIP**

Pursuant to its authority under § 33.2-3708 of the *Code of Virginia*, the Central Virginia Transportation Authority adopted Bylaws and established a Finance Committee to advise the Authority on all financial matters and overseeing financial activities undertaken by the Authority, as set forth therein. Article V, Subsection B.2 of the Bylaws provide that the Finance Committee shall consist of five (5) Members of the Authority; three (3) shall be from the jurisdictions with the highest populations and two (2) shall be appointed by the Authority.

The Authority hereby adopts this non-binding governance guidance document to provide for and facilitate appropriate representation of the Authority member jurisdictions with the lower populations on the Finance Committee. The two (2) Members appointed to the Finance Committee by the Authority should represent the jurisdictions with the lower populations and such appointments should rotate among these Members in alphabetical order. If a Finance Committee seat held by a Member representing a jurisdiction with a lower population becomes vacant, the Authority should fill the vacancy consistent with this guidance document.

# **CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**

## **NON-BINDING GOVERNANCE**

### **GUIDANCE DOCUMENT #2**

**Approved and Adopted  
July 14, 2023**

#### **FINANCE COMMITTEE MEMBERSHIP**

Pursuant to its authority under § 33.2-3708 of the *Code of Virginia*, the Central Virginia Transportation Authority adopted Bylaws and established a Finance Committee to advise the Authority on all financial matters and overseeing financial activities undertaken by the Authority, as set forth therein. Article V, Subsection B.2 of the Bylaws provide that the Finance Committee shall consist of five (5) Members of the Authority; three (3) shall be from the jurisdictions with the highest populations and two (2) shall be appointed by the Authority.

The Authority hereby adopts this non-binding governance guidance document to provide for and facilitate appropriate representation of the Authority member jurisdictions with the lower populations on the Finance Committee. The two (2) Members appointed to the Finance Committee by the Authority should serve terms of two (2) years, commencing on July 1<sup>st</sup> of each fiscal year or upon appointment, whichever is earlier, and ending on July 30<sup>th</sup> of the second year following the date of appointment. If a Finance Committee seat held by a Member representing a jurisdiction with a lower population becomes vacant, the Authority should fill the remainder of the term created by the vacancy consistent with this guidance document.

# **CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**

## **NON-BINDING GOVERNANCE**

### **GUIDANCE DOCUMENT #3**

**Approved and Adopted  
July 14, 2023**

#### **FINANCE COMMITTEE MEMBERSHIP**

Pursuant to its authority under § 33.2-3708 of the *Code of Virginia*, the Central Virginia Transportation Authority adopted Bylaws and established a Finance Committee to advise the Authority on all financial matters and overseeing financial activities undertaken by the Authority, as set forth therein. Article V, Subsection B.2 of the Bylaws provide that the Finance Committee shall consist of five (5) Members of the Authority; three (3) shall be from the jurisdictions with the highest populations and two (2) shall be appointed by the Authority. The Authority includes a member of the Commonwealth Transportation Board (CTB) who resides in a locality embraced by the Authority, appointed by the Governor, pursuant to Va. Code § 33.2-3703.

In order to facilitate appropriate and effective communication between the Authority's Finance Committee, the CTB, the Commissioner of the Department of Transportation, and his Department, the Authority hereby adopts this non-binding governance guidance document to provide that the Authority's CTB Member should be included as an *ex officio*, non-voting, advisory member of the Authority's Finance Committee.

**BYLAWS**  
**OF**  
**THE CENTRAL VIRGINIA TRANSPORTATION AUTHORITY**

Approved:  
August 27, 2020  
Amended and Readopted:  
June 25, 2021  
Amended and Readopted:  
September 23, 2022

**ARTICLE I**

**POWERS AND DUTIES**

The Central Virginia Transportation Authority (the “Authority”) shall have all of the authority, powers and duties, and shall be subject to the limitations and restrictions, set forth in Chapter 37 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 consists of seventeen (18) members (“Members” or “Member”) as follows:

1. The chief elected officer, or his/her designee, of the governing body of each of the seven (7) counties embraced by the Authority.
2. The chief elected officer, or his/her designee, of the City of Richmond and the Town of Ashland.
3. One member of the House of Delegates who resides in a county or city embraced by the Authority and appointed by the Speaker of the House.
4. One member of the Senate who resides in a county or city embraced by the Authority and appointed by the Senate Committee on Rules.
5. One member of the Commonwealth Transportation Board who resides in a locality embraced by the Authority and is appointed by the Governor.

6. The following shall serve as nonvoting *ex officio* members of the Authority:
  - a. The Director of the Virginia Department of Rail and Public Transportation, or his/her designee,
  - b. The Commissioner of Highways, or his/her designee,
  - c. The Executive Director of the Virginia Port Authority, or his/her designee,
  - d. The Chief Executive Officer of the Greater Richmond Transit Company (GRTC), and
  - e. The Chief Executive Officer of the Richmond Metropolitan Transportation Authority (RMTA).
  - f. The Chief Executive Officer of the Capital Region Airport Commission.

**B. Designees.** If a Member of the Authority described in Article II, section A, subsection (1) or (2) is unable to attend a meeting of the Authority, the Member may designate another current elected official of such governing body to attend the meeting of the Authority. Such designation shall be for the purposes of the one meeting that the Member is unable to attend and shall be submitted in writing or electronically to the Chair of the Authority at least forty-eight (48) hours prior to the affected meeting.

**C. Terms of Membership.** All Members of the Authority shall serve terms coincident with their terms of office.

### **ARTICLE III**

#### **OFFICERS AND DUTIES**

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

**B. Terms of Office.** Officers of the Authority shall be elected at the annual organizational meeting of the Authority, to serve for a term of one (1) year or until a successor is elected, unless sooner removed by the Authority or the person ceases to be a Member of the Authority. All officers shall be eligible for reelection; provided, however, no officer may serve more than two (2) consecutive one (1) year terms. Any officer who serves a partial term shall not be considered as serving a full term for purposes of this limitation. Any vacancy occurring in an office will be filled for the unexpired term by the Authority at the 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 held preceding the annual organizational meeting at which the election of officers will be held, the Chair shall appoint a nominating committee, subject to the approval of the Authority. At the annual organizational meeting, the nominating committee shall submit the name or names of one or more persons for the offices of Chair and Vice Chair and for the two (2) Finance Committee members appointed by the Authority. Additional nominations may be made by any Member at the annual meeting.

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

**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 shall perform such duties and possess such powers as are conferred on the Chair, and shall 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.

## **ARTICLE IV**

### **MEETINGS**

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

**C. Special Meetings.** Special meetings shall be held when requested by two (2) or more Authority Members. Such request shall be in writing, addressed to the Chair, and shall specify the matter(s) to be considered at the meeting. Upon receipt of such request, the Chair shall immediately ensure the necessary coordination for a meeting site and time and cause notice to be provided to each Member of the Authority to attend the special meeting at the time and place specified. Such notice shall specify the matter(s) to be considered at the meeting, and shall be sent by electronic (e.g., email) or telephonic means. No matter not specified in the notice shall be considered at such special meeting unless all Members 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 shall be preceded by public notice given in accordance with the provisions of the Virginia Freedom of Information Act, Section 2.2-3707, et seq. of the Virginia Code. Notice of all meetings shall 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 and shall, unless otherwise specified by the Authority or these Bylaws, 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 meetings shall 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 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 Members of the Authority, or their designees pursuant to Article II, section B, shall constitute a quorum. Vacancies shall not be considered in the establishment of a quorum.

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

**J. Decisions of the Authority.** The Authority shall act in one of the following ways:

1. Resolution – The Authority may act upon adoption of a resolution. Resolutions shall be in writing and a copy of any proposed resolution shall be provided to all Members of the Authority before the resolution is proposed for adoption.
2. Motion – The Authority may act on oral motion made by any voting Member of the Authority (or a designee attending pursuant to Article II, section B).

**K. Voting.** Votes shall be taken only upon motions made and seconded. All voting shall be taken by voice or by roll call if requested by any voting Member (or any designee attending pursuant to Article II, section B).

1. Votes – Votes of the chief elected officers of localities or their designees, appointed to the Authority shall be weighed, based upon the population of the locality, as follows:
  - a. A vote cast by each member representing the Counties of Chesterfield and Henrico and the City of Richmond shall each constitute four (4) votes.
  - b. A vote cast by the member representing the County of Hanover shall constitute three (3) votes.
  - c. A vote cast by each member representing the Counties of Goochland, New Kent and Powhatan shall each constitute two (2) votes.
  - d. A vote cast by each member representing the Town of Ashland and the County of Charles City shall each constitute one (1) vote.
2. The Delegate, the Senator, and the member of the Commonwealth Transportation Board appointed to the Authority shall each receive one (1) vote.



3. For the purposes of this section, each voting Member of the Authority refers to the Member or if a Member has a designee attending pursuant to Article II, section B, then that Member's designee. Each voting Member of the Authority shall be entitled to one (1) vote in all matters requiring action by the Authority and those votes shall be weighted as described in K.1. Decisions of the Authority shall require an affirmative vote of those present and voting whose votes represent at least four-fifths of the population embraced by the Authority; however, no motion to fund a specific facility or service shall fail because of this population criterion if such facility or service is not located or to be located or provided or to be provided within the county or city whose chief elected officer's or elected official's, or its respective designee's, sole negative vote caused the facility or service to fail to meet the population criterion. The population of the counties and cities embraced by the Authority shall be the population as determined by the most recently preceding decennial census, except that on July 1 of the fifth year following such census, the population of each county and city shall be adjusted, based on population estimates made by the Weldon Cooper Center for Public Service of the University of Virginia, and such adjusted population shall be utilized for the following years until the next decennial census.

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

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

**N. Minutes.** Minutes of the meetings of the Authority, except closed sessions, shall be kept and be a public record. Copies of the minutes shall be provided to each Member prior to the meeting at which the minutes are to be presented for approval by the Authority.

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

1. The Authority may authorize members to participate in a meeting by electronic communication means pursuant to policies adopted by the Authority in compliance with the Virginia Freedom of Information Act and other applicable laws.

2. The Authority 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 shall 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 will provide guidelines for length of presentation by individuals and group representatives. Persons speaking at a meeting or public hearing shall confine their remarks to the subject of the meeting or public hearing. Persons addressing the Authority may furnish the Chair and Members 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 may be reordered to allow earlier consideration of matters about which a substantial number of persons desire to address the Authority or for any other legitimate reason.
3. Recognition. Recognition shall be given only by the Chair. No person shall address the Authority without first having been recognized.
4. Questions. Questions by Members (or their designees) 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.
5. Authority Discussion. – Discussion and debate by the Authority shall be conducted following the presentation of the item of business pending. No Member (or designee) shall speak to the item until recognized by the Chair.

**R. Decorum.**

1. Authority Members. Decorum of Members (and designees) shall be maintained in order to expedite disposition of the business before the Authority. Questions and remarks shall be limited to those relevant to the pending business. Members (and designees) shall address all remarks to the Chair.
2. Others. Decorum of persons other than Members shall be maintained by the Chair. Persons addressing the Authority shall first be recognized by the Chair and shall audibly state their name and address, and, if applicable, who they represent. Speakers shall limit their remarks to those relevant to the pending items and to answering questions. They shall address the Authority as a whole unless answering a question of an individual Member (or designee). Persons whose allotted time to

speaker has expired shall be advised by the Chair to conclude after which such person shall leave, unless he or she is asked to remain to answer questions from the Authority. The Chair shall call the speaker to order if out-of-order remarks are made or other indecorous conduct occurs. If such persists, the Chair shall 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 shall comply with the open meeting requirements of the Virginia Freedom of Information Act.

**B. Finance Committee.**

1. Charge. This committee shall be responsible for advising the Authority 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., bond, investment, procurement, risk management and small purchases) and making recommendations,
  - d. Monitoring the Authority's compliance with fiscal policies and procedures,
  - e. Reviewing GRTC's, or its successor's, expenditure of funds received through the Authority on a quarterly basis,
  - f. Reviewing each locality'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 shall consist of five (5) Members of the Authority; three (3) shall be from the jurisdictions with the highest populations and two (2)

shall be appointed by the Authority.

3. Chair. The Chair and the Vice Chair of the Committee shall be elected by the Committee.
4. Staff Support. Staff support may be requested by the Committee Chair from CVTA personnel, jurisdictional or other agency staff.
5. Quorum and Voting. A quorum shall consist of a majority (3) of the Committee members. Approval of recommendations shall require an affirmative vote of a majority of the Members present.

**C. Technical Advisory Committee.**

1. Charge. This committee shall be responsible for advising the Authority 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, commenting on, and recommending GRTC's, or its successor's, annual plan for expenditure of regional public transportation funds received through the Authority, and
  - d. 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 shall consist of fifteen (15) members. Each of the nine (9) localities embraced by the Authority shall appoint one (1) technical representative employed by the locality to the Committee. The Virginia Department of Rail and Public Transportation (VDRPT); the Virginia Department of Transportation (VDOT); the Greater Richmond Transit Company (GRTC); the Richmond Metropolitan Transportation Authority (RMTA), the Virginia Port Authority (VPA); and, the Richmond Regional Transportation Planning Organization (RRTPO) shall 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 shall be elected by the Committee.

4. Staff Support. Staff support may be requested by the Committee Chair from CVTA personnel.
5. Quorum and Voting. A quorum shall consist of five (5) of the voting Committee members. Approval of recommendations or actions shall 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.
6. The Committee shall meet as required in the performance of its duties.

**D. Additional Committees.** The Authority may, in its discretion, form such additional advisory committees as it may deem appropriate.

**E. Ad Hoc Committees.** As needed, the Chair of the Authority may appoint ad hoc committees to pursue specific tasks (e.g., nominating committee; personnel committee, transit committee). In the absence of an appointed personnel committee, the Finance Committee shall be responsible for conducting the Executive Director's annual review, reviewing employee compensation and recommending adjustments thereto.

## **ARTICLE VI**

### **ADMINISTRATION**

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

**B. Staff.** The Authority may employ or contract for such staff of qualified professional and other persons as the Authority determines to be necessary to carry out its duties and responsibilities. Staff of the Authority may not contemporaneously serve as a Member of Authority.

**C. Execution of Instruments.** The Executive Director, on specific authorization by the Authority, shall 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.** The funds received through the Authority shall be allocated as follows: 35% shall be retained by the Authority to be used for transportation-related purposes benefitting the localities comprising Planning District 15; 15% shall be distributed to GRTC or its successor, to provide transit and mobility services in Planning District 15; and 50% shall be distributed, proportionally, to each locality located in Planning District 15 to be used to improve local mobility, which may include construction, maintenance, or expansion of roads, sidewalks, trails, mobility services, or transit located in the locality.

**B. Finances and Payments.** The monies of the Authority shall be deposited in a separate bank account or accounts in such banks or trust companies as the Authority designates, and all payments (with the exception of those from petty cash) shall be made in the most practicable manner as determined by the Authority. Checks and drafts shall 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 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 his legally authorized representatives, shall annually audit the financial accounts of the Authority, and the cost of such audit shall be borne by the Authority.

**D. Budget and Fiscal Year.** After a duly convened public hearing held in accordance with the requirements of Virginia Code § 33.2-3706(A), the Authority shall adopt an annual budget for each fiscal year, which budget shall 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 1st each year and will terminate on the following June 30th. The annual budget for a fiscal year shall, except in the case of the Authority's first fiscal year, be adopted before such fiscal year begins. The Executive Director is authorized to administer the administrative budget approved by the Authority and may, in the exercise of that authority, but subject to the advice and consent of the chair of the Finance Committee, implement adjustments to the amounts allocated to line items within the administrative budget, provided that, 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 its Members for their services to the Authority a per diem 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.

**F. Bond of Officers and Others.** The officers of the Authority and such employees as the Authority so designates, may, prior to taking office or starting contract or employment, respectively, be required by the Authority 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 may require. The premium for each such bond shall be paid by the Authority and the bond(s) shall 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. After initial adoption, 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 Authority. Such proposal may be considered and amended at such meeting, but shall not be acted on by the Authority 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 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*, shall apply.