

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

MEMORANDUM

TO: Chair Phyllis J. Randall and Members
Northern Virginia Transportation Authority

FROM: Michael Longhi, CFO

DATE: July 1, 2021

SUBJECT: Bylaws Correction (Second Reading)

1. **Purpose:** The Northern Virginia Transportation Authority (NVTA) Governance and Personnel Committee (GPC) is charged in the Authority Bylaws with the periodic review and procedural amendments to the Bylaws (Article V, C., 1., a.). In May 2021, the GPC became aware of an inconsistency between the Code of Virginia chapter which created the NVTA and the NVTA Bylaws. The GPC affirmed that the Authority's Bylaws and the Code of Virginia should be consistent and requested staff prepare the attached draft for consideration by the Authority.
2. **Suggested Motion:** *I move Authority approval of this second of two required readings to amend the NVTA Bylaws, as well as the adoption of the proposed Bylaws amendments as noted in the attached draft.*
3. **Background:** The inconsistency noted above is in the title Executive Director (Bylaws) and Chief Executive Officer (Code of Virginia).
 - a. Specific references are presented below (underline added).
 - i. **Code of Virginia, § 33.2-2503. Staff.** The Authority shall employ a chief executive officer and such staff as it shall determine to be necessary to carry out its duties and responsibilities under this chapter. No such person shall contemporaneously serve as a member of the Authority. The Department of Transportation and the Department of Rail and Public Transportation shall make their employees available to assist the Authority, upon request.
 - ii. **NVTA Bylaws, Article VII, Administration. A. Executive Director.** The Authority shall employ an Executive Director who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Authority. The Executive Director shall have direct control, subject to 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.

- 4. Next Steps:** Achieving this consistency will necessitate amending the Bylaws as presented below:
 - a. The Bylaws (Article IX, Amendments) require that any amendment be read at two meetings with action permitted after the second reading.
 - b. Any additional amendments other than those noted in the attached draft, would be required to go through a subsequent first and second reading.
 - c. The Bylaws currently contain 12 references to Executive Director which are proposed to be amended to Chief Executive Officer. No other revisions are proposed in the attached draft.
 - d. The Authority approved the first reading of the proposed draft at the June 10, 2021 meeting.