

**BYLAWS OF
THE WILLIAMSBURG AREA TRANSIT AUTHORITY**

Article I. Authority

Section 1. The Williamsburg Area Transit Authority was organized and exists pursuant to ordinances adopted in 2007, by and between the County of James City, the County of York and the City of Williamsburg, all political subdivisions of the Commonwealth of Virginia, which ordinances implement and confer all the rights, privileges and obligations granted in Chapter 33 of Title 33.2 of the Code of Virginia.

Section 2. The Williamsburg Area Transit Authority shall provide services to the County of James City, the County of York, the City of Williamsburg, the College of William & Mary (“College”) and The Colonial Williamsburg Foundation (“Foundation”) as set forth in the Cooperative Service Agreement dated **August 28, 2008** (“Agreement”), as amended from time to time. In the event there is a conflict between the Bylaws and the Agreement, any governance issues shall be governed by the Bylaws.

Article II. Name, Purpose and Powers

Section 1. **Name.** The name of this organization shall be Williamsburg Area Transit Authority (“Authority”) and the Authority shall operate the Williamsburg Area Transport System (“System”).

Section 2. **Purpose.** The purpose of the Authority is to provide safe, reliable, efficient and affordable public transportation services to the residents, students, visitors, and employees of the County of James City, the County of York, and the City of Williamsburg, as set forth in the Agreement.

Section 3. **Powers.** The Authority shall be governed by a Board of Directors (“Board”) and shall have the powers as granted in Chapter 33 of Title 33.2 of the Code of Virginia, as amended from time to time.

Article III. Membership

Section 1. **Directors.** The Authority shall be governed by a Board consisting of representatives of the member organizations. Specifically, there shall be two (2) Directors appointed by the County of James City, one (1) Director appointed by the County of York, one (1) Director appointed by the City of Williamsburg, one (1) Director appointed by the Board to represent the Foundation, and one (1) Director appointed by the Board to represent the College and one (1) Director appointed by the Board to represent the

Virginia Department of Rail and Public Transportation (“DRPT”). The Foundation, the College, and the Director of DRPT shall provide a recommendation to the Board regarding their representative. The Directors representing the College and DRPT shall be a non-voting Directors.

Section 2. **Terms.** The initial terms of the Directors shall be staggered accordingly: the County of James City shall have one Director serve for a term of three (3) years and one Director shall serve for a term of two (2) years; the County of York shall have one Director serve for a term of three (3) years; the City of Williamsburg shall have one Director serve for a term of four (4) years; the Foundation shall have one Director serve for a term of four (4) years; the College shall have one Director serve for a term of two (2) years; and DRPT shall have one Director serve for a term of two (2) years. As the terms of the initial Directors expire, their successors shall be appointed for terms of four (4) years. Directors shall serve at the pleasure of their member organization.

Section 3. **Alternates.** Each member organization shall appoint alternate Directors who shall be able to exercise all of the powers and duties of a Director when a regular Director is absent from Authority meetings. Alternate Directors serve at the pleasure of their respective organization.

Article IV. Officers and Duties

Section 1. **Officers.** The Officers of the Authority shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such subordinate officers as may from time to time be elected or appointed by the Board. The offices of the Chair and Vice Chair shall be held only by voting Directors.

Section 2. **Election and Terms.** Nominations and elections shall be held at the annual meeting of Board. Officers shall be elected by a quorum and shall serve for a term of one (1) year, unless sooner removed by the Board, or until a successor is elected and qualifies. Vacancies in office shall be filled by normal election procedure at the next meeting. Officers may succeed themselves, however, persons elected as Chair may not serve more than two (2) consecutive one-year terms as Chair.

Section 3. **Chair.** The Chair shall preside at all meetings of the Authority at which the Chair is present and shall vote as any other Director. The Chair shall be responsible for the implementation of the policies established and the action taken by the Board; shall have all of the powers and duties customarily pertaining to the office of Chair of the Board, and shall perform such other duties as may from time to time be assigned to the Chair by the Board. The Chair may sign or countersign checks and vouchers in payment of obligations of the Authority. The Chair is required to be a Director.

Section 4. **Vice Chair.** In the event of the absence of the Chair, or of the Chair's inability to perform any of the duties of the Chair's office or to exercise any of the Chair's powers, the Vice Chair will 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 the Board. The Vice Chair is required to be a Director.

Section 5. **Secretary.** The Secretary, or its designee, shall give appropriate notice of all meetings of the Board and shall keep the minutes of all such meetings, which minutes shall be a public record. The Secretary shall provide copies of the minutes to each Director prior to the next succeeding meeting. The Secretary shall be the custodian of the records and the seal of the Authority and shall affix the seal to official documents when it is required. The Secretary shall keep a book or record containing the names and places of residence of all Directors, as well as their dates of appointment and qualifications as Directors. The Secretary 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 the Secretary by the Chair or by the Board or by the Executive Director. The Secretary is not required to be a Director.

Section 6. **Treasurer.** The Treasurer, or its designee, shall have the care and custody of and be responsible for all funds of the Authority, and shall deposit such funds in the name of the Authority in such financial institutions as the Board may designate. The Treasurer, or its designee, shall sign or countersign in the name of the Authority all checks and drafts. The Treasurer shall render a report of the condition of the finances of the Authority at each regular meeting of the Board and at such other times as may be required, and the Treasurer shall make a full financial report at the annual meeting of the Authority. The Treasurer shall perform all duties generally incident to the Office of Treasurer, including coordinating and working with the Fiscal Agent, and such other duties as may from time to time be assigned to the Treasurer by the Chair or by the Board or by the Executive Director. The Treasurer is not required to be a Board Director.

Section 7. **Indemnification.** The Authority will insure, indemnify, and hold the Directors, Officers, and Executive Director harmless from all reasonable costs and expenses arising from civil actions, suits or judgements against them arising out of acts performed within the scope of their duties and employment, to the maximum extent allowed by law.

Article V. Meetings

The Authority is an organization subject to the requirements of Chapter 37, Virginia Freedom of Information Act of Title 2.2, Administration of Government, of the Code of Virginia (FOIA), and all meetings of the Authority and its Committees shall be open to the public, and notice of

such meetings shall be in accordance with FOIA.

- Section 1.** **Meeting Schedule.** Other than the initial meeting of the Board, the July meeting of each year shall be the annual meeting at which the nomination and election of officers shall be held and at which a calendar of meeting dates will be adopted. The Board shall meet as often as necessary to conduct its business pursuant to its adopted calendar, as it may be amended from time to time, and/or by any duly called special or emergency meeting.
- Section 2.** **Special Meetings.** Special meetings may be called by the Chair at its discretion, or by any two (2) member organizations, as long as proper notice of any such special meeting has been given in accordance with FOIA.
- Section 3.** **Quorum.** A majority of the Board will constitute a quorum, provided that at least one representative from each voting member organization is present, except when a Director is participating in a meeting under the provisions of the Authority's "Policy on Participation in Board Meetings by Electronic Means" (Resolution #R20-42, adopted April 2, 2020) and any subsequent revisions or applicable policies duly adopted under open meetings laws.
- Section 4.** **Voting.** Each Director, excluding the Director representing the College and the Director representing DRPT, shall be entitled to one vote on matters before the Board. The presence of a quorum and vote of the majority of the Directors present shall be necessary to take any action. Voting on all questions coming before the Board shall be by voice vote and shall be recorded in the minutes. There shall be no proxy voting. Each Director, or the Director's alternate, must be physically present to cast a vote, except when a Director is participating in a meeting under the provisions of the Authority's "Policy on Participation in Board Meetings by Electronic Means" (Resolution #R20-42, adopted April 2, 2020) and any subsequent revisions or applicable policies duly adopted under open meetings laws.
- Section 5.** **Minutes.** The Secretary of the Authority shall prepare minutes of each Board meeting and record them in a book of minutes kept in the office of the Authority. Minutes shall not be kept of proceedings in a closed session.
- Section 6.** **Meeting Cancellation.** Should it be necessary to cancel an advertised Board meeting due to weather or other conditions, the meeting shall be continued at a date, time, and place certain and duly advertised in accordance with FOIA.

Article VI. Committees

Section 1. Formation. The Board may establish such special and standing committees, financial, technical or otherwise as it deems desirable for the transaction of its affairs, and ad hoc committees may be established from time to time. Such committees, their purposes and terms, shall be established by majority vote of the Board.

Section 2. Officers. Committees shall appoint from its membership a chair of the Committee, and the Secretary of the Authority shall act as secretary of the Committee. If the chair or secretary of the Committee is absent from any Committee meeting, the Committee shall appoint a chair or secretary of the meeting, as the case may be. All Committees shall maintain a record of all its acts and proceedings and shall report thereon to the Board at the next meeting. Meetings of Committees may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for meetings of the Board.

Any member of a Committee, other than the Chair of the Board and the Executive Director, may resign at any time by giving written notice of his intention to do so to the Chair of the Board, to the Executive Director, or to the Secretary of the Authority, or may be removed, with or without cause, at any time by such vote of the Board as would suffice for his election to a Committee.

Any vacancy occurring in a Committee resulting from any cause whatsoever may be filled by the Board at any meeting thereof.

Section 3. Quorum. A majority of the members of a Committee shall constitute a quorum.

Section 4. Advisory Committee. The Board may establish, by majority vote, an advisory committee of citizens consisting of an amount determined by the Board, with minimum representation being no less than five (5) citizens. The Advisory Committee shall make recommendations to the Board, but action may only be taken by the Board itself. Representatives from the private sector, the disabled community, a student from the College, and a person 19 years old or younger shall be among those persons appointed. At least one person living or working in each of the localities which are member organizations shall be appointed. A representative of the National Park Service and one at-large representative may also be appointed. The Committee shall meet no less than four times per year, elect its own officers, and be supported by the Authority staff. The chair of the Advisory Committee or his/her representative shall serve as a liaison to the Board.

Article VII. Administration

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

Section 2. **Executive Director.** The Executive Director shall have direct supervision of all of the employees of the Authority. The Executive Director shall also have direct control of the management of the affairs of the Authority on a day to day basis. The Executive Director shall have the authority to hire and fire all employees of the Authority. The Executive Director shall propose activities to the Board and shall carry out the policies, programs, and projects approved by the Board. The Executive Director shall act as a liaison between the Authority and federal, state, local and regional organizations. The Executive Director shall have the ability to enter into contracts with authorization from the Board. The Executive Director shall be responsible for preparing and presenting the annual budget. The Executive Director shall report to the Board and shall serve at the pleasure of the Board.

Section 3. **Attorneys and Auditors.** Attorneys and auditors for the Authority shall be selected by and report directly to the Board. The Authority shall maintain proper books of record and account in which proper entries shall be made in accordance with generally accepted accounting principles for Virginia governmental bodies, consistently applied, of all of its business and affairs.

Section 4. **Execution of Instruments.** The Executive Director, on specific authorization of the Board, shall have the power to sign in its behalf any agreement or other instrument to be executed by the Board. The Executive Director may sign or countersign checks and vouchers in payment of obligations of the Authority.

Article VIII. Finances

Section 1. **Finances and Payments.** The monies of the Authority shall be deposited in such financial institutions as the Board so designates and all payments (with the exception of those from petty cash) shall, so far as practicable, be made by checks. Checks and drafts will be signed in the name of the Authority by the Executive Director and/or the Treasurer and/or the Chair as authorized from time to time by the Board.

Section 2. **Audits.** The books and records of account of the Authority shall be audited annually by a firm of independent public accountant selected by the Authority. At least once each year, the Board shall cause an audit to be made by an independent certified public accountant of the general funds of the Authority and any special project funds that are not audited

by the federal or state government or by other independent accountants. A report shall be made at such time to the Board of the findings, if any, of the audit.

Section 3. **Bonds.** The Board shall cause fidelity bonds, in such amounts as it deems adequate, to be secured covering each of its officers/employees who receives or disburses its funds.

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

Article IX. Authority Seal

Section 1. **Seal.** The seal of the Authority shall be an impression in the form of a circle and shall contain the words "WILLIAMSBURG AREA TRANSIT AUTHORITY."

Article X. Amendment to Bylaws

Section 1. **Amendments.** Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws, or any proposal to accept a new member into the Authority shall be presented in writing and read for the first time at a regular meeting of the Board. Such proposal may be considered and amended at such meeting but shall not be acted on by the Board 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. Any amendment, repeal or alteration, in whole or in part, of these Bylaws shall require the affirmative vote of one hundred percent (100%) of the voting Directors present, at a duly constituted meeting, entitled to vote on such amendment, repeal or alteration.

Article XI. Procedures

Section 1. **Parliamentary Procedure.** The Board shall for parliamentary purposes follow Robert's Rule of Order Newly Revised, 10th Edition, 2000; provided, however, the Board may amend the Rules by resolution as it deems appropriate. The following rules shall apply:

- a. Members are not required to obtain floor before making motions or speaking, which they can do while seated.
- b. Motions need not be seconded.

- c. There is no limit to the number of times a Director can speak to a question, and motions to close or limit debate generally should not be entertained.
- d. Informal discussion of a subject is permitted while no motion is pending.
- e. The Chair may speak in discussion without leaving the chair; and may make motions and votes on all questions.



Mark Bellamy
Chair, Board of Directors
Williamsburg Area Transit Authority

Adopted: September 30, 2008
Amended: May 20, 2010
Amended: September 16, 2015
Amended: October 21, 2020