

**AMENDED AND RESTATED BYLAWS OF
THE WILLIAMSBURG AREA TRANSIT AUTHORITY**

Article I. Establishment of Authority, Purpose and Powers

Section 1. Establishment of Authority. 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 (reenacting Chapter 68 (§§ 15.2-6800 through 15.2-6809) of Title 15.2).

Section 2. Name. The name of the organization is the Williamsburg Area Transit Authority (“Authority”).

Section 3. 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, including, without limitation, areas owned by William and Mary (the “University”) in Virginia and the historic district within the City of Williamsburg (the “Transit System”). Operation of the Transit System may be set out in one or more agreements, including the Amended and Restated Cooperative Service Agreement dated **January 8, 2024** (“Agreement”), as amended from time to time. In the event there is a conflict between the Bylaws and the Agreement or any other agreement, any governance issues shall be controlled by these Bylaws.

Section 4. Definitions. The capitalized terms in these bylaws have the meanings specified in the Definitions section of the Amended & Restated Cooperative Services Agreement dated January 8, 2024, unless the context otherwise requires.

Section 5. Powers. The Authority 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 II. Membership; Board of Directors

Section 1. Membership. The Member Jurisdictions of the Authority are the County of James City, the County of York, and the City of Williamsburg (collectively the “Member Jurisdictions”). The Member Jurisdictions, by their Directors appointed pursuant to Section 2 below, may elect, by affirmative vote of at least one Director from each Member Jurisdiction, up to three (3) additional member organizations of the Authority (the “Non-Locality Members”) to represent the interests of higher

education facilities and private, nonprofit tourist driven agencies in the Williamsburg area, provided that such member facilities and organizations contribute significant financial resources to the Authority. Member Jurisdictions and Non-Locality Members may be generally referred to as “Members.”

Member Jurisdictions may not withdraw from the Authority except as may be permitted under the Amended and Restated Cooperative Services Agreement dated January 8, 2024 and Applicable Law. A Non-Locality Member may not withdraw from the Authority except as may be permitted under any lawful agreement between such Non-Locality Member and the Authority.

Non-Locality Members may be removed by the affirmative vote of at least one Director from each Member Jurisdiction, subject to the terms of any lawful agreements with such Non-Locality Members.

Section 2. Directors. The Authority shall be governed by a Board of Directors (collectively the “Board”) consisting of representatives of the Members (each representative a “Director”). 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. Non-Locality Members, if any, may appoint one Director each. Directors, by virtue of their appointment to such position, shall have full right, power, and authority to act on behalf of their respective Member with respect to the business of the Authority.

Section 3. Terms. The terms of the Directors shall be for four (4) years, provided that the initial terms of the Directors shall be staggered so that, as close as is reasonably practicable, no more than one-third of the Directors are elected/appointed each year. Directors shall serve at the pleasure of their Member.

Section 4. Alternates. Each Member 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 Member.

Section 5. Board Advisors. The Board may appoint up to three (3) advisors to the Board (“Board Advisors”) to represent the interests of higher-education facilities and private, nonprofit tourist-driven agencies in the Williamsburg Area that do not meet, in the sole discretion of the Members, the requirements to serve as Members of the Authority, and to represent state level agencies, commissions, etc., in all cases whose presence on the Board is deemed beneficial or advisable. Board Advisors are not members of the Board, have no voting rights, shall not be counted for purposes of establishing a quorum and may not bring or second motions. Board Advisors shall be otherwise entitled to participate as if they were full members of the Board and participate in all Board meetings, sessions, and discussions to the same extent as Directors. As of the date of the adoption of these Amended & Restated Bylaws, there are three (3) Board Advisors, one (1) Board Advisor appointed to represent the Colonial Williamsburg Foundation, one (1) Board Advisor appointed to represent William & Mary and one (1) Board Advisor appointed to

represent the Virginia Department of Rail and Public Transportation (“DRPT”). The organizations selected by the Board to provide Board Advisors shall provide a recommendation to the Board regarding their representative (and may designate an alternate in the same manner as Members do for Directors). Within the numerical limits set forth in this section, the number of sitting and the composition of the Board Advisors may be changed by the Board without amendment of these Bylaws.

Article III. 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 Directors representing one of the Member Jurisdictions.

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.

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.

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 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 IV. 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) Members, 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 Director from each Member is physically 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) or any subsequent revisions or applicable policies duly adopted under open meetings laws or when remote participation by a Director is permitted by Virginia law.

Section 4. Voting. Each Director 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 sufficient to take any action except as specifically provided otherwise in these Bylaws. 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) or any subsequent revisions or applicable policies duly adopted under open meetings laws or when remote participation by a Director is permitted by Virginia law.

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 V. 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 their 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. **WATA Advisory Committee.** The Board may establish, by majority vote, an advisory committee of members of the public consisting of an amount determined by the Board, with minimum representation being no less than five (5) members. 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 University, and a person 22 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 jurisdictions shall be appointed. The Board may also appoint one at-large representative. 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 VI. 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 VII. Finances

Section 1. **Finances and Payments.** The monies of the Authority shall be deposited in such

financial institutions as the Board 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 VIII. 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 IX. Amendment to Bylaws

Section 1. **Process.** 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 or remove a Non-Locality Member, shall be presented in writing 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 subject to further consideration and amendment germane to the section or sections affected by such proposal and shall thereafter be acted on.

Section 2. **Vote Required.** 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 Directors physically present, or deemed present pursuant to the Bylaws, at a duly constituted meeting, entitled to vote on such amendment, repeal or alteration.

Article X. Procedures

Section 1. **Parliamentary Procedure.** The Board shall for parliamentary purposes follow Robert's Rule of Order Newly Revised, 10th Edition, 2000 (the “Rules”); 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.



Michele Mixner DeWitt
Chair, Board of Directors
Williamsburg Area Transit Authority

Adopted: September 30, 2008
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Amended: September 16, 2015
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