

BYLAWS
OF
TRANSPORTATION DISTRICT COMMISSION OF HAMPTON ROADS

ARTICLE I

NAME, PURPOSE AND POWERS

Section 1. Name. The name of this organization is Transportation District Commission of Hampton Roads ("Commission"). The Commission was established in accordance with Chapter 45 of Title 15.2 of the Code of Virginia, as amended, referred to as the Transportation District Act of 1964 and by ordinances adopted by the governing bodies of its components governments.

Section 2. Purpose. The purpose of the Commission is to provide reliable and efficient transportation services and facilities to the Hampton Roads Community.

Section 3. Powers. The Commission will have all of the rights, powers and duties and will be subject to the limitations and restrictions set forth in Chapter 45 of Title 15.2 of the Code of Virginia, as amended from time to time.

ARTICLE II

MEMBERSHIP

Section 1. Commissioners. The Commission will consist of 13 members. Each of the six cities composing the Commission ("component government" or "component governments") will appoint one member of its governing body or its County/City Manager, who will serve at the pleasure of his or her respective component government. The Governor will appoint one citizen Commissioner with voting privileges from each component government embraced by the Transportation District. The appointees will serve at the Governor's pleasure. The Chairperson of the Commonwealth Transportation Board, or the Chairperson's designee, will be a member, ex officio with voting privileges. The Commission will consist of 13 members.

Section 2. Alternate Commissioners. Each component government will appoint alternate members (who may, but need not be, members of its governing body) who will be able to exercise all of the powers and duties of a Commission member when the member either appointed by the

component government or by the Governor is absent from Commission meetings. Each component government will inform the Commission of its appointments to and removals from the Commission by delivering to the Commission a certified copy of the Resolution making the appointment or causing the removal. The alternate Commissioners will serve at the pleasure of the appointing Member Cities. The Chairperson of the Commonwealth Transportation Board may appoint an alternate member who will have the authority to exercise all of the powers and duties of the Chairperson of the Commonwealth Transportation Board when neither the Chairperson of the Commonwealth Transportation Board nor his or her designee is in attendance at a meeting of the Commission. Alternative members will serve at the pleasure of their appointing bodies.

ARTICLE III

MEETINGS

Section 1. Regular Meetings. Regular meetings of the Commission will be held at 1:00 p.m. on the fourth Thursday of each month at a place within the District to be determined by the Commission, except that the November and December meetings will be held on the second Thursday of those months. The Commission may change the date, time and place of any regular meeting at any prior meeting and may adjourn any meeting from time to time or to another place. The June meeting will be the annual meeting of the Commission.

Section 2. Special Meetings. Special Meetings may be called by the Chairperson at his or her discretion, or by any two members of the Commission, on 24 hours notice to all members in writing or by telephone of the time, place and purpose of the special meeting. A special meeting may be held without notice, provided all members of the Commission are present and consent to the holding of the special meeting.

Section 3. Quorum. Seven members of the Commission, which seven members will include at least one member from a majority of the component governments, will constitute a quorum. The Chairperson of the Commonwealth Transportation Board, or his or her designee may be included for purposes of constituting a quorum.

Section 4. Voting. Each member of the Commission will be entitled to one vote on matters before the Commission. The presence of a quorum and a vote of the majority of the members present, including an affirmative vote from a majority of the jurisdictions represented, will be necessary to take any action. Voting on all questions coming before the Commission will be by roll call, and the yeas and nays will be entered in the minutes of the meeting. In accordance with the Cost Allocation Agreement, no change in the type, amount, location or fare schedule of transportation service in any city will be made without an affirmative vote of a member from that city.

Section 5. Minutes. The Secretary of the Commission will prepare minutes of each

Commission meeting and record them in a minute book kept in the office of the Commission. Minutes will not be kept of proceedings in a closed session.

Section 6. Public Participation.

- a. As required by law, all regular and special meetings of the Commission, and any of its Committees or Subcommittees, shall be open to the public and notice thereof shall be given. Members of the public shall have the right to be heard or otherwise participate in all regular and special meetings of the Commission. Each speaker will be allowed three minutes and each topic will be limited to three speakers, unless the Chairperson, in his or her sole discretion, makes an exception to the foregoing limitations.
- b. The President/CEO of Hampton Roads Transit (“HRT”) shall cause the HRT website will provide a specific public remark section to permit the public to directly comment on HRT policies and operations. Such website comments and applicable comments posted on social media channels maintained by HRT will be summarized by HRT on a monthly basis. HRT will electronically archive all comments received pursuant to this subpart, in their entirety, as required by applicable law and the Hampton Roads Transit Records Management Policy

ARTICLE IV

OFFICERS AND DUTIES

Section 1. Officers. The officers of the Commission will be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and such subordinate officers as may from time to time be elected or appointed by the Commission. The offices of Chairperson and Vice Chairperson will be held only by members of the Commission. To provide continuity, persons elected as Chairperson should be willing and able to serve in that position for two consecutive years. The offices of Secretary and Treasurer may not be held by members of the Commission.

Section 2. Terms of Office. Each of the officers will be elected at the annual meeting of the Commission, to serve for a term of one year, unless sooner removed by the Commission, or until a successor is elected and qualifies. Any vacancy occurring in an office will be filled for the unexpired term by the Commission at the next regular monthly meeting following the occurrence of

such vacancy. If the vacancy occurs in the office of the Secretary or Treasurer, an acting officer will be appointed by the Chairperson pending an election.

Section 3. Election. At the regular monthly meeting preceding the annual meeting at which the election of officers will be held, the Chairperson will appoint a Nominating Committee. The Nominating Committee will have six members consisting of three members appointed by the component governments and three members appointed by the Governor. Each component government must have one representative who resides within that component government, whether appointed by the component government or the Governor, on the Nominating Committee. At the annual meeting, the Nominating Committee will submit the name or names of one or more persons for each office to be filled. Further nominations may be made by any member at the annual meeting.

Section 4. Chairperson. The Chairperson will preside at all meetings of the Commission at which the Chairperson is present, and will vote as any other member. The Chairperson will be responsible for the implementation of the policies established and the actions taken by the Commission will have all of the powers and duties customarily pertaining to the office of Chairperson of the Board and will perform such other duties as may from time to time be assigned to the Chairperson by the Commission. The Chairperson, or his or her designee, may respond on behalf of the Commission to a pending legislative matter before the General Assembly of the Commonwealth of Virginia or the Congress of the United States when there is insufficient time to bring the legislative matter to the Commission at its next scheduled meeting; provided, however, that the Chairperson first notifies each Commissioner and the City Manager of each of the component governments of the legislative matter and the proposed response. If any Commissioner or City Manager objects to the proposed responses within two days after being notified, the Chairperson will not respond on behalf of the Commission and will bring the matter to the Commission.

Section 5. Vice Chairperson. In the event of the death or absence of the Chairperson, or of the Chairperson's inability to perform any of the duties of the Chairperson's office or to exercise any of the Chairperson's powers, the Vice Chairperson will perform such duties and possess such powers as are conferred on the Chairperson, and will perform such other duties as may from time to time be assigned to the Vice Chairperson by the Chairperson or the Commission.

Section 6. Secretary. The Secretary will attend to the giving of appropriate notice of all meetings of the Commission and will keep the minutes of all such meetings, which minutes will be a public record. The Secretary will mail copies of the minutes to each member of the Commission before the next succeeding meeting. The Secretary will be the custodian of the records and the seal of the Commission and will affix the seal to official documents when it is required. The Secretary will keep a book or record containing the names and places of residence of all members of the Commission, as well as their dates of appointment and qualification as members of the Commission. The Secretary will 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 Chairperson or by the Commission or by the President/Chief Executive Officer.

Section 7. Treasurer. The Treasurer will have the care and custody of and be responsible for all funds of the Commission, and will deposit such funds in the name of the Commission in such banks as the Commission may designate. The Treasurer will sign or countersign in the name of the Commission all checks and drafts. The Treasurer will render a report of the condition of the finances of the Commission at each regular meeting of the Commission and at such other times as may be required, and the Treasurer will make a full financial report at the annual meeting of the Commission. The Treasurer will perform all duties generally incident to the office of Treasurer, and such other duties as may from time to time be assigned to the Treasurer by the Chairperson or by the Commission or by the President/Chief Executive Officer.

Section 8. Indemnification. The Commission will indemnify and hold the Commissioners, Officers and President/Chief Executive Officer harmless from all reasonable costs and expenses arising from civil actions, suits or judgments against them arising out of acts performed within the scope of their duties and employment.

ARTICLE V

COMMITTEES AND SUBCOMMITTEES

Section 1. Members.

a. All Committees and Subcommittees will be advisory in nature and will not act for or on behalf of the Commission.

b. Unless otherwise specifically provided in these Bylaws, the Chairperson of the Commission shall appoint the members of all Committees subject to approval of the Commission.

c. The terms and officers of all Committees shall be determined by the Chairperson of the Commission.

d. Generally, each member of the Commission, appointed by a component government or the Governor, shall be appointed to two Committees.

e. Members and officers of Subcommittees shall be appointed by the Chairperson of the Committee of which it is a Subcommittee.

Section 2. Executive Committee.

a. The Commission shall establish an Executive Committee to work with the President/CEO to coordinate Commission operations and all functional Committees established by and for the Commission in support of their responsibility to provide governance for the effective

management of HRT.

b. Members of the Executive Committee, will be the Chairperson, Vice Chairperson, Past Chairperson, the Chairperson of the Commonwealth Transportation Board, or the Chairperson's designee, all of whom will be ex officio, and a Commissioner from each of the component governments not already represented by an ex officio member of the Executive Committee.

c. Each component government shall be entitled to one vote on the Executive Committee.

d. The functions of the Executive Committee shall be:

(1) To oversee the functioning of the full Commission, which involves all Committees.

(2) To ensure that the position description for the President/CEO is updated as necessary to reflect changing needs, priorities, and circumstances of HRT.

(3) To annually negotiate President/CEO performance targets and evaluate progress and performance in accomplishing such targets.

(4) To oversee and develop the Annual Retreat agenda and activities through staff-supported Annual Retreat Task Force.

(5) To oversee legislative and external relations of the Commission with respect to:

(A) Overseeing the development, implementation and maintenance of strategies for HRT image-building, public relations, and for positive relationships with key, external interested parties.

(B) Assisting in the development and implementation of legislative policies and strategies and making recommendations to the full Commission for adoption of such policies and strategies.

(C) Advising staff on major public relations promotions, public events, and advertising campaigns.

(D) To develop and maintain an updated profile of preferred Commission member attributes and qualifications, and to execute strategies to ensure that qualified candidates are appointed to fill Commission vacancies.

(6) To develop and oversee execution of a formal Commission member capacity building program, including such elements as orientation of new members, education and training.

(7) The Executive Committee will meet at such times when the Commission is not meeting and will consider such matters as may be brought before it and make its recommendations to the Commission.

e. The Executive Committee may make rules for the holding and conduct of its meetings, notice requirements and the keeping of minutes or records.

f. The Transit Riders Advisory Subcommittee and the Paratransit Advisory Subcommittee shall be subcommittees of the Executive Committee

Section 3. Management/Financial Advisory Committee.

a. The Commission shall establish a Management/Financial Advisory Committee ("MFAC") to serve as a liaison between HRT staff and the City Managers of the component governments to advise HRT staff on public transit issues impacting both HRT and the component governments. The Chairperson of the Commonwealth Transportation Board, or the Chairperson of the Commonwealth Transportation Board's designee, will be members of the MFAC.

b. The City Manager, or his or her designee, of each component government shall be a member of the MFAC.

c. The functions of the MFAC shall be:

1. To advise the President/Chief Executive Officer of the Commission on matters involving regional transportation operations;

2. To serve as an advisory body to make general or specific recommendations to the Commission;

3. To provide liaison between the President/CEO and the City Managers of the component governments;

4. To respond to referrals by the Commission on matters which the Commission may request advice, consultation, review or supervision;

5. To work with the Audit/Budget Review Committee to:

(A) review the monthly financial statements as they pertain to each component government;

(B) monitor the receipt of funds from each component government based on services provided and expenses incurred;

(C) monitor fund balances for each component government;

(D) ensure all financial information is communicated to the City Managers of the component governments on a regular basis; and

(E) address and resolve financial issues that impact the component governments and/or HRT.

6. To share information with HRT staff about component government initiatives that will impact HRT service.

7. To assist HRT in the development of transit services and programs that will complement component government plans and projects.

8. To facilitate development of HRT annual budgets in coordination with the component government budget development process.

9. To advise HRT staff in the development of programs and services to benefit all component governments.

10. To work with HRT's President/CEO and Senior Vice President for Finance on implementation of the budget work plan and provide input to the Audit/Budget Review Committee.

11. To provide input to the Senior Vice President for Finance on improving HRT's financial and accounting practices.

d. Meetings of the MFAC shall generally be held quarterly in conjunction with the Audit/Budget Review Committee meetings.

Section 4. Audit/Budget Review Committee.

a. The Commission shall establish an Audit/Budget Committee ("ABRC") to work with the President/CEO to monitor and control the HRT annual budget performance and initiate audits in accordance with FTA and Commission policies.

b. The ABRC will consist of 6 members.

c. The functions of the ABRC will be:

1. To review monthly financial statements and fiscal performance reports relative to comparison of actual expenses and revenues to budget, and to refer such statements and reports as information to the full Commission on a monthly basis.

2. To work with the MFAC to:

(A) review the monthly financial statements as they pertain to each component government;

(B) monitor the receipt of funds from each component government based on services provided and expenses incurred;

(C) monitor fund balances for each component government;

(D) ensure all financial information is communicated to the City Managers of the component governments on a regular basis; and

(E) address and resolve financial issues that impact the component governments and/or HRT.

3. To advise staff and assist in the development of financial policies, procedures, reports and information systems.

4. To ensure an independent audit is conducted each year in accordance with FTA regulations and report to the full Commission the results of such audit.

5. To serve as a liaison between the Commission and staff relative to financial issues that impact HRT.

6. To facilitate agreement between the Commission and the President/CEO on the elements of a program and fiscal reporting process, including the content, format, and frequency of reports to the Commission.

7. To present an overall assessment of the past year's fiscal and program performance at the Commission's annual strategic planning retreat; and make recommendations for improvements.

d. The ABRC will meet monthly and the MFAC will meet with ABRC quarterly and will receive the monthly financial statements before presentation of the statements to the full Commission or to any other Committees. The Chairperson of the ABRC may schedule more frequent meetings if its business so requires.

Section 5. Planning and New Starts Development Committee.

a. The Commission shall establish a Planning and New Starts Development Committee (“PNSDC”) to work with the President/CEO to provide policy and direction relative to the development of transit plans and major initiatives for HRT.

b. The PNSDC will consist of 6 members.

c. The functions of the PNSDC shall be:

1. To advise staff in the development of a “transit vision” for the Commission.

2. To provide direction concerning fixed guideway development within various corridors of HRT's service area.

3. To ensure effectiveness of a public involvement component in the development of HRT's transit program.

4. To recommend to the full Commission transit capital and operating programs for development based on component government specific and regional objectives.

5. To initiate programs and activities necessary to inform and educate the general public about HRT's transit development vision and initiatives in Hampton Roads.

6. To work with HRT staff to design the details of a planning and budget development cycle with special attention to the Commission's role in planning.

7. To develop programmatic performance targets and standards included in the annual operational planning and budget development process, and are included in all business plans.

8. To review and recommend to the full Commission policies, programs and services necessary to the effective, efficient and compliant operations of HRT.

d. The PNSDC shall generally meet on the day of the regularly scheduled Commission meeting, as determined by its Chairperson.

Section 6. Operations and Oversight Committee.

a. The Commission shall establish an Operations and Oversight Committee to work with the President/CEO to oversee and monitor HRT's operational performance relative to quality and efficiency.

b. The OOC will consist of 6 members.

c. The functions of the Operations and Oversight Committee shall be:

1. To review performance reports with regard to service standards, ridership, revenues, financial statements etc.

2. To review and approve major procurements and award of contracts in accordance with HRT procurement policies, and make recommendations to the full Commission.

3. To review non-financial internal and external audit and compliance reports and monitor corrective actions.

4. To receive presentations and reports from major operational studies, customer surveys, consultant studies, etc. and report such results to the full Commission.

5. To monitor progress on major programs and implementation of major projects and services and reports on such progress to the full Commission.

d. The OOC shall generally meet two weeks before the regularly scheduled Commission meeting.

Section 7. Subcommittees.

a. The Commission may establish such Subcommittees of existing Committees as may be necessary from time to time.

b. Unless otherwise specifically provided in these Bylaws, the members, terms and officers shall be appointed by the Chairperson of the Committee of which the Subcommittee is a part.

Section 8. Transit Riders Advisory Subcommittee (TRAC)

a. The Chairperson shall establish a Transit Riders Advisory Subcommittee of the Executive Committee (“TRAC”) to advise Commission relative to necessary transit services and the quality of current services and to work with the President/CEO to communicate and address customer needs.

b. The functions of the TRAC shall be:

1. To provide HRT administration input and information on issues affecting HRT customers.

2. To suggest ideas for improving operations and services.

3. To provide input into HRT's customer outreach activities.

4. To share information with HRT customers and the community at-large about HRT services and avenues for providing input concerning service improvements.

c. The TRAC may be comprised of up to 14 members, who may include residents from each component government’s geographical area, and who should be HRT customers or persons that represent HRT customers. There should be at least one member representing each component government.

d. Commissioners should recommend members to be appointed by the Chairperson of the Executive Committee.

e. TRAC will have a Chairperson or Co-chairpersons, Vice-Chairperson and Recording Secretary.

f. The Chairperson of the Executive Committee shall appoint the TRAC Chairperson and Vice Chairperson.

g. TRAC will elect a Recording Secretary.

h. TRAC will meet a minimum of bi-monthly and will alternate meetings between the Southside and Peninsula.

i. TRAC will prepare a monthly written report for inclusion in the Commission agenda package. HRT staff will provide assistance as required to ensure that the report is prepared and that TRAC items are placed on the Executive Committee and Commission agenda as needed.

j. HRT staff support for TRAC will be provided by HRT's Public Affairs and Communications department. All meeting minutes and notes will be recorded by Recording Secretary and distributed by staff.

Section 9. Paratransit Advisory Subcommittee.

a. The Commission shall establish a Paratransit Advisory Subcommittee ("PAC") of the Executive Committee to advise the Commission relative to paratransit services needed and the quality of current services, to work with the President/CEO to maintain an ongoing exchange of information relative to effectiveness of paratransit services and customer feedback.

b. The PAC will consist of not more than 21 members consisting of not more than 14 user members and not more than 7 "service provider agency representatives;" the service not being specific to transportation (e.g., advocacy, administration, employment or information services)..

c. The functions of the PAC shall be:

1. To advise the Commission on implementation of HRT's Unified Service Plan & Policy for Complementary Paratransit Services Under the Americans with Disabilities Act.

2. To advise the Commission on compliance issues relative to the Plan.

3. To share information with HRT customers and community-at-large about HRT's paratransit services.

4. To share information with HRT staff and the Commission regarding paratransit customer needs.

5. To provide input to the staff and the Commission on quality of service issues relative to paratransit services provided.

d. Commissioners should recommend members to be appointed by the Chairperson of the Executive Committee.

e. PAC will have a Chairperson or Co-Chairs, Vice-Chairperson and Recording Secretary.

f. The Chairperson of the Executive Committee shall appoint the PAC Chairperson and Vice Chairperson.

- g. PAC will elect a Recording Secretary.
- h. The PAC shall meet once a calendar quarter.

Section 10. Other Committees. The Commission may establish such special and standing committees, subcommittees, advisory, technical or otherwise as it deems desirable for the transaction of its affairs.

ARTICLE VI

ADMINISTRATION

Section 1. Staff The Commission will 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 to implement its projects, programs and other functions.

Section 2. President/Chief Executive Officer. The chief executive officer of the staff will be the President/Chief Executive Officer who will have direct supervision of all of the employees of the Commission. The Chief Executive Officer will have direct control, subject to the authority of the Commission, of the management of the affairs of the Commission. The President/Chief Executive Officer will propose activities to the Commission and will carry out policies, programs and projects approved by the Commission to improve transportation services in the District. The President/Chief Executive Officer will provide liaison between the Commission and federal, state and local organizations. The President/Chief Executive Officer will be responsible for preparing and presenting the annual budget.

Section 3. Attorneys. The Commission will appoint a General Counsel who will serve at the pleasure of the Commission and who shall be admitted to the practice of law in the Commonwealth of Virginia. The General Counsel will receive direction from the President and CEO regarding general business matters of HRT. The General Counsel is authorized to report legal matters directly to the Commission. The procurement of any law firm or law firms to provide legal services to the Commission or to HRT will be under the direction of the Commission in accordance with the appropriate state or federal procurement regulations and Commission procurement policies and procedures.

Section 4. External Auditors. External Auditors for the Commission will report their results directly to the Commission. The procurement of any firm or firms to provide audit services to HRT or to the Commission will be in accordance with the appropriate state or federal procurement regulations and in accordance with Commission procurement policies and procedures.

Section 5. Internal Auditor. The Commission will appoint an Internal Auditor who will serve at the pleasure of the Commission. The Internal Auditor will report and receive instruction from the entire Commission through the Operations and Oversight Committee. The Operations and Oversight Committee will set and approve a yearly audit schedule for the Internal Auditor as well as assigning other audits from time to time as it deems appropriate. The Internal Auditor will be an employee of HRT and will receive direction from the President and CEO regarding general business matters of HRT. The CEO may also from time to time assign audits to the Internal Auditor. In such circumstances, the CEO will inform the Operations and Oversight Committee of the assignment no later than the next regularly scheduled meeting of the Committee. The Internal Auditor will serve under a written charter authorizing the Internal Auditor to report matters directly to the Commission, through the Operations and Oversight Committee. The Internal Auditor may also report matters directly to the Virginia Department of Rail and Public Transportation, or to the Federal Transit Administration, provided that the Internal Auditor provides notice to Commission that he will do so setting forth the intended subject of the communication(s).

Section 6. Execution of Instruments. The President/Chief Executive Officer, on specific authorization by the Commission, will have the power to sign in its behalf any agreement or other instrument to be executed by the Commission. The President/Chief Executive Officer may sign or countersign checks and vouchers in payment of obligations of the Commission.

ARTICLE VII

FINANCES

Section 1. Finances and Payments. The monies of the Commission will be deposited in such banks as the Commission designates and all payments (with the exception of those from petty cash) will, so far as practicable, be made by checks. Checks and drafts will be signed in the name of the Commission by the President/Chief Executive Officer or the Treasurer, as authorized from time to time by the Commission.

Section 2. Audits. At least once each year, the Commission will cause an audit to be made by an independent certified public accountant of the general funds of the Commission and any special project funds not audited by the federal or state government or by other independent accountants.

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

Section 4. Fiscal Year. Effective July 1, 2005, the fiscal year of the Commission will commence on July 1 of each year and terminate on the following June 30.

Section 5. Budget.

a. The President/Chief Executive Officer will submit the proposed annual budget to the Commission each year at its monthly meeting in February. The Commission will act on the budget at its monthly meeting in May each year.

b. Before submitting a proposed annual budget to the Commission, the President/Chief Executive Officer will prepare annually a Transportation Service Plan (TSP) outlining the service and cost of the service. The TSP will be submitted to each component government not later than October 1 each year.

c. Each component government will advise the President/Chief Executive Officer of any desired revisions to the TSP not later than November 15 each year.

d. The President/Chief Executive Officer will incorporate the revisions made by the component governments in the TSP and prepare a revised TSP, to present a proposed budget to the Commission at its meeting in February each year.

Section 6. Transportation Service. The Commission shall not impose any transportation service in or on any component government for which such component government must pay any cost unless a member of the Commission representing such component government has voted affirmatively to accept such service.

Section 7. Capital Expenditures. Any capital expenditure by the Commission in excess of \$10 million for any one procurement or in excess of \$10 million in any fiscal year, excluding rolling stock replacements and other capital replacements in the ordinary course of business shall require the affirmative vote of at least two-thirds of the members of the Commission entitled to vote on such capital expenditure..

Section 8. Tax Impositions and Increases.

a. If the Commission is empowered by the General Assembly to impose any tax, or if the Commission, having been granted by the General Assembly the power to tax, wishes to increase any tax then, in either case, the imposition of every tax or any increase in such tax shall require the affirmative vote of at least two-thirds of the members of the Commission entitled to vote on such imposition or increase.

b. If the Commission determines to recommend to the General Assembly the imposition of any tax, or if any such tax may have imposed and the Commission determines to recommend to the General Assembly an increase in any such tax, in either case, such

recommendation shall require the affirmative vote of at least two-thirds of the members of the Commission entitled to vote on such recommendation to impose or to increase any tax.

ARTICLE VIII

COMMISSION SEAL

The seal of the Commission will be an impression in the form of a circle and will contain the words "TRANSPORTATION DISTRICT COMMISSION OF HAMPTON ROADS" around the outer circumference.

ARTICLE IX

AMENDMENT TO BYLAWS

Section 1. Amendments. Any proposed amendment, repeal or alteration, in whole or in part, of these Bylaws will be presented in writing and read for a first time at a regular meeting of the Commission. Such proposal may be considered and amended at such meeting, but will not be acted on by the Commission until a subsequent regular meeting or a special meeting called for the purpose. At such subsequent meeting, such proposal will be read a second time, will be subject to further consideration and amendment germane to the section or sections affected by such proposal and will thereafter be acted on. Any amendment, repeal or alteration, in whole or in part, of these Bylaws will require the affirmative vote of at least two-thirds of the members of the Commission entitled to vote on such amendment, repeal or alteration.

ARTICLE X

PROCEDURES

Section 1. Parliamentary Procedure. In all matters of parliamentary procedure not specifically governed by these Bylaws, Roberts Rules of Order, latest edition, will apply.

ARTICLE XI

EFFECTIVE DATE

Section 1. Effective Date. These Bylaws will become effective immediately upon adoption.

Adopted September 23, 1999

Revised September 14, 2000 - Article II, Section 1, add Members of General Assembly

Revised November 3, 2000 - Article V, Section 3, add Past Chairperson to Executive Committee

Revised April 12, 2001 -----Article IV, Section 4, add Chairperson may respond for Commission to pending legislative matter before General Assembly of Virginia or Congress of United States, etc.

Revised January 10, 2002 -----Article VI, Administration, change Executive Director to President/Chief Executive Officer

Revised June 26, 2003-----Article III, Section 1, Regular Meeting, change meeting dates to the fourth Thursday, except November and December will be held on the second Thursday of these months.

Revised July 28, 2005----- Article VII, Section 4 change Fiscal Year to July 1 – June 30, effective July 1, 2005. Add new Section 5 and renumber old Sections 5, 6 and 7 as Sections 6, 7 and 8.

Revised October 27, 2005-----Article III, Section 1, change annual meeting of the Commission from September to June.

Revised July 23, 2009----- Article III, Section 6, Public Participation
Article V, Committees and Subcommittees

Revised March 10, 2011----- Article VI, Administration

Revised June 11, 2012-----Article I; Article II, Sections 1 and 2; Article III Section 3; and,
Article V, Section 1 (d), Section 2 (b).

Revised June 29, 2012----- Article III, Section 3, Section 8, (e).

Revised July 27, 2012-----Article V, Section 8, (e)

Revised August 1, 2013-----Article VI, Section 3, Section 5

Revised December 10, 2015---Article III, Meetings, Section 6, Public Participation (a) & (b)

Revised April 28, 2016 -----Article II, Membership, Section 1, Commissioners, Article IV,
Officers and Duties, Section 1. Officers and Section 3. Elections.