

BYLAWS

VIRGINIA PASSENGER RAIL AUTHORITY (Revised on May 2~~1~~², 202~~6~~⁵)

ARTICLE I

MISSION

SECTION 1.1. Mission. It shall be the duty of the Virginia Passenger Rail Authority (the “Authority”), on behalf of the Commonwealth of Virginia (the “Commonwealth”), to sustain, improve, identify, encourage and promote an increase in passenger rail capacity, services and ridership to ameliorate current and future traffic congestion on Commonwealth highways and promote economic development of the Commonwealth through connecting population centers with passenger and commuter rail service and increasing availability of such service.

ARTICLE II

OFFICES AND RECORDS

SECTION 2.1. Virginia Office. The Authority shall, in the city of Richmond, have and maintain its principal office at which all of its records shall be kept, and from which its business shall be transacted.

SECTION 2.2. Other Offices. The Authority may, if necessary, establish a branch office or offices within the Commonwealth, in such locations as may be approved by the Board.

ARTICLE III

BOARD AND OFFICERS

SECTION 3.1. General Powers of the Board. All powers, rights, and duties conferred by the Code of Virginia (the “Code”), or other provisions of law, upon the Authority shall be exercised by the Board, *provided however*, that nothing in this section shall be construed to prevent the Board from delegating the exercise of any such power, right, or duty, in its discretion. Without limiting the foregoing, the Board shall also have the exclusive power to hire and fire the Executive Director of the Authority.

SECTION 3.2. Board Makeup. The Board shall consist of those members as set forth in the Code.

SECTION 3.3. Officers. The Director of the Department of Rail and Public Transportation (the “Director”) shall serve as Chairperson of the Board. The Board shall annually elect from its membership a Vice-Chairperson of the Board and Secretary. The Board shall also annually elect a Treasurer who need not be a member of the Board. The Board may also appoint from the staff an Assistant Secretary and an Assistant Treasurer, who shall, in addition to other duties, discharge such functions of the Secretary and Treasurer, respectively, as may be directed by the Board. All officers of the Board (other than the Chairperson of the Board), as long as they continue to serve as members of the Board or staff members, shall hold office until removed by two-thirds vote of sitting members of the Board at a regularly scheduled Board meeting of the Board or until their successors are elected or appointed and duly qualified.

3.3.1. Chairperson of the Board. The Chairperson of the Board, if present and able, shall preside at all meetings of the Board. The Chairperson of the Board shall execute any documents or legal instruments on behalf of the Board and shall perform such other duties as the Board may from time to time direct. The Chairperson of the Board shall see that the laws of the Commonwealth pertaining to the purposes and functions of the Authority are faithfully observed and executed.

3.3.2. Vice-Chairperson of the Board. In the absence or disability for any cause of the Chairperson of the Board, his or her duties shall be performed by the Vice-Chairperson of the Board, who shall act in the place of the Chairperson of the Board and shall, in addition, perform such other duties as are usually incumbent upon the Chairperson of the Board.

3.3.3. Acting Chairperson of the Board. In the event the offices of the Chairperson of the Board and Vice-Chairperson of the Board are both vacant, or in the event that the Chairperson of the Board and Vice-Chairperson of the Board are both unable to perform their duties by reason of illness, disability or absence, the Board shall appoint a chairperson *pro tempore*, who shall preside at such meetings.

3.3.4. Secretary. The Secretary shall be the custodian of the Seal of the Authority. He or she shall, when required, certify copies of records of the Authority and shall execute legal instruments and documents on behalf of the Board when ordered to do so and affix the Seal of the Authority to same, and shall perform such other duties as may be directed by the Board.

3.3.5. Treasurer. Except as otherwise provided herein or as required by law, the Treasurer shall be responsible for all monies of the Authority from whatever sources received and for all securities in the possession of the Authority and for the deposit of such monies in the name of the Authority in the banks, trust companies or special accounts approved by the Finance and Audit Committee, and he or she shall be responsible for all disbursements of such funds for the purposes for which intended or as authorized or directed by the Board. The Treasurer shall make periodic accountings for all such funds as determined by the Board, and the books and records shall be available for inspection by any member of the Board during business hours.

SECTION 3.4. Executive Director of the Authority. The Board shall employ the Executive Director of the Authority who shall not be a member of the Board and who shall serve at the pleasure of the Board, to direct the day-to-day operations and activities of the Authority and carry out the powers and duties conferred upon him or her as may be delegated to him or her by the Board. The Executive Director shall whenever possible be in attendance at all meetings of the Board and its committees. The Executive Director's compensation from the Commonwealth shall be fixed by the Board in accordance with the law. This compensation shall be established at a level which will enable the Authority to attract and retain a capable Executive Director.

3.4.1. Powers and Duties. The Executive Director shall execute any documents or legal instruments on behalf of the Authority and exercise such of the powers and duties relating to passenger rail conferred upon the Board as may be delegated to him or her by the Board, including powers and duties involving the exercise of discretion. The Executive Director shall also exercise and perform such powers and duties as may be lawfully delegated to him or her, and such powers and duties as may be conferred or imposed upon him or her by law. The Executive Director may execute any documents or legal instruments for projects or activities as authorized in the Board adopted annual budget. The Executive Director shall obtain Board approval and provide monthly notification to the Board for all budget adjustments as detailed in Table 1. Funding utilized for budget adjustments shall be in accordance with most recent version of the *Management Reserve Policy* that has been adopted by the Board. Additionally, the Executive Director shall obtain Board

approval and provide notification of contracting activities as detailed in Table 2. For all contracting matters, the Executive Director shall ensure that a budget has been approved prior to execution.

Table 1: Budget Adjustment Authority

Budget Component	Delegated Authority	Board Approval Required
<p>Operations - Administration</p>	<p>May transfer funds up to \$1M from one or more line items to another existing line item, or to an all-new line item, as long as total annual administrative budget approved by the Board is not increased. May redistribute among Board approved line item budgets.</p>	<p>A transfer between or among line items, including to an all-new line item, that exceeds \$1M requires prior Board approval. Additionally, line items that have had funds transferred out will require Board approval for the budget to be increased beyond the delegated authority noted in this table in the future. Any new line item requires prior Board approval.</p>
	<p>May add budget funds to an existing or all-new line item Board approved line item(s), and the total sum of such additions shall not exceed up to an annual limit of 1.5% of the total annual administrative budget approved by the Board.</p>	<p>Greater than 1.5% increase to of existing total annual administrative budget approved by the Board requires prior Board approval.</p>
<p>Operations – Passenger Service</p>	<p>May redistribute-transfer funds from one among Board approved line item to another existing line item, or to an all-new line item, as long as total annual passenger operations budget approved by the Board is not increased. budgets.</p>	<p>Any new line item requires prior Board approval. Line items that have had funds transferred out will require Board approval for the budget to be increased beyond the delegated authority noted in this table in the future.</p>
	<p>May add funds budget to an existing or all-new line item, and the total sum of such additions shall not exceed Board approved line item(s) up to an annual limit of 1.5% of total annual passenger service operations budget approved by the Board for all Board approved line items.</p>	<p>Greater than 1.5% increase to of existing total annual passenger operations budget requires prior Board approval.</p>
<p>Capital Grants</p>	<p>May modify budget up to \$250,000 or 20% of grant amount whichever is less; annual limit of 1.5% of the total annual capital grants budget for approved by the Board approved line items.</p>	<p>Increases G greater than \$250,000 or 20% of an existing grant requires prior Board approval. Any new line item requires prior Board approval.</p>

Capital Projects	<p>May transfer <u>budget funds</u> up to \$5M from one or more line items to another existing line item, or to an all-new line item, as long as <u>overall-total annual capital projects budget approved by the Board</u> is not increased.</p>	<p>A transfer between or among line items, including to an all-new line item, that exceeds \$5M requires prior Board approval. Additionally, line items that have had <u>budget funds</u> transferred out will require Board approval for the budget to be increased beyond the delegated authority noted in this table in the future.</p>
	<p>May add <u>budget funds</u> to an existing or all-new line item up to the lesser between \$1M and 20%.¹ The total sum of such additions shall not exceed 1.5% of the <u>total corresponding annual capital projects budget approved by the Board for the relevant fiscal year.</u></p>	<p>Added <u>budget funds</u> greater than \$1M, or 20% of an existing line item, requires prior Board approval. -Once annual aggregate limit of 1.5% has been reached, then any further capital projects budget increases require prior Board approval.</p>

Table 2: Contracting

Value of Contract	Board Notification
\$50M or greater	Obtain Board approval <u>within 90-day period</u> prior to execution, <u>provided that, the Executive Director shall seek Board ratification of any previous Board approval if the time between Board approval and contract execution would exceed 12 months</u>
\$5M to \$50M	Notify Board at least 5 business days in advance of contract execution
\$250,000 to \$5M	Notify Board in monthly contracting report

3.4.2. Executive Leadership Team. The Executive Director shall employ or retain such other agents or subordinate employees who report to the Executive Director as may be necessary. The duties and functions of such agents and employees shall be established by the Executive Director.

SECTION 3.5. Passenger Rail Advisory Council. The Board may, at its discretion and from time to time, form a Passenger Rail Advisory Council or other advisory committees, consisting of representatives from the railroad industry, to provide advice and counsel to the Board on all matters associated with the Authority with the exception of the annual budget and personnel matters.

SECTION 3.6. Regular Meetings of the Board. Regular meetings of the Board shall be held at least quarterly on a schedule that will be agreed upon by the Board. Written notice of each regular meeting specifying the time and place of the meeting together with an agenda setting forth the items proposed to

¹ The 20% limitation applies only to existing line items.

come before the Board at that particular regular meeting shall be given to members by mail or otherwise at least three (3) business days in advance of the meeting, but any other matters may be considered at the meeting in the discretion of the Chairperson of the Board. At any special or regularly scheduled meeting of the Board and in accordance with Virginia Code § 2.2-3712, the Board can go into closed session to consider items identified in Virginia Code § 2.2-3711 as appropriate for closed session.

SECTION 3.7. Special Meetings. Special meetings of the Board may be called at the request of either (i) the Chairperson of the Board, or (ii) any three (3) members of the Board. Any such request for a special meeting shall be in writing, and the request shall specify the time and place of the meeting and the matters to be considered at the meeting. A reasonable effort shall be made to provide each member with notice of any special meeting. ~~No matter not~~ Only matters specified in the notice shall be considered at a special meeting unless all members are present and there is unanimous consent.

SECTION 3.8. Time and Place of Meetings. The Chairperson of the Board will provide the members with notice of the time and place of regular and special Board meetings. All-virtual Board meetings and remote participation by individual Board members shall be in accordance with the most recent version of the Remote Participation and All-Virtual Meeting Policy adopted by the Board ~~on June 4, 2024, as may be amended or modified by the Board from time to time.~~

SECTION 3.9. Quorum. Seven members of the Board shall constitute a quorum for the transaction of all business. Action by the Board shall be by simple majority vote of the members present and voting, except that the sale of land or issuance of bonds shall require an affirmative vote of nine members present and voting.

SECTION 3.10. Committees of the Board. The Board may establish committees of the Board, which shall include a Finance and Audit Committee. There shall be such other committees as may be established by the Chairperson of the Board and approved by the Board. Each committee shall include a committee chairperson and committee vice-chairperson, and shall not consist of less than four (4) members in total; the chairperson of each committee shall be a voting member of the Board. Both the Chairperson of the Board and the Vice-Chairperson of the Board shall be *ex officio* members of each committee, and all other members of each committee shall consist of those members recommended by the Chairperson of the Board for appointment and approved by the Board. Each committee shall perform the duties set forth in these Bylaws or conferred upon it by the Board. A quorum of any committee shall consist of a number equal to the majority of the committee members, including those who serve *ex officio*. Action by any committee shall be by simple majority vote of the members present and voting so long as a quorum is present. All substantive votes taken by any committee shall be reported to the Board for final action and recordation in the minutes of the Authority at the next regular meeting of the Board following such committee action.

3.10.1. Finance and Audit Committee. The Finance and Audit Committee shall consider and make recommendations on significant questions relating to the financial affairs of the Authority, including but not limited to all revenues and operating expenses of the Authority, the financing of any capital improvements, the financing and administration of the Authority's retirement plans, and any other matters dealing with finance which the Board may from time to time refer to it. The Finance and Audit Committee shall approve all depositories used by the Authority. The Finance and Audit Committee shall also provide advice, information and recommendations to the Board on the Authority's financial reporting process, system of internal controls, audit process and the Authority's process for monitoring compliance with laws and regulations and the Authority's policies.

SECTION 3.11. Records. The Board shall cause to be kept a record containing the minutes of the proceedings of the meetings of the Board and such books and records and accounts as may be necessary for the proper conduct of the business of the Authority.

ARTICLE IV

MISCELLANEOUS PROVISIONS

SECTION 4.1. Authorization to Contract with Federal Agencies. The Executive Director, Chief Financial Officer, Chief Operating Officer, Chief Administrative Officer, and the General Counsel of the Authority are individually authorized to apply for, accept, and administer federal awards related to Board approved budgeted projects. This shall include but not be limited to the Federal Railroad Administration, the Federal Transit Administration, and the Federal Highways Administration, as well as other United States Department of Transportation agencies and other federal entities.

SECTION 4.2. Fiscal Year. The fiscal year of the Authority shall begin on the first day of July and end on the thirtieth day of June of each year.

SECTION 4.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Code or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board or committee thereof need be specified in any waiver of notice of such meeting. A Board members' attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of the meeting or promptly upon such member's arrival, the member objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 4.4. Amendment. These Bylaws may be amended by resolution duly adopted by the Board at any regular or special meeting providing that notice of the intention to present such resolution shall be given at least three (3) business days in advance of the meeting at which the motion to adopt such resolution is to be made. Such notice may be given by any member of the Board or any committee of the Board or by the Secretary at the request of any member of the Board or any committee of the Board and shall be given in writing, mailed, or delivered by electronic communications, to all members of the Board. The notice of intention to amend these Bylaws shall include the language of the suggested change together with a reference to the Article subject to the proposed amendment.

SECTION 4.5. Inconsistency. In the event of inconsistency between these Bylaws and any provision of the Code, the Code will govern.