

REVISED, AMENDED AND RESTATED:

ALEXANDRIA TRANSIT COMPANY
BOARD OF DIRECTORS
BY-LAWS

REVISIONS AS PROPOSED BY:
Josh Baker, General Manager
Lonnie Rich, ATC General Counsel
January 8, 2020

AND

AS APPROVED UNANIMOUSLY BY RESOLUTION OF:
The Alexandria Transit Company Board of Directors on
January 8, 2020
and recommended for approval by the
Alexandria City Council as the Stockholders on
February 11, 2020

PREAMBLE – NATURE OF ALEXANDRIA TRANSIT COMPANY

The Alexandria Transit Company is best characterized as a quasi-governmental entity.

It was initially created as a Virginia stock corporation to “provide mass transportation services as a public service corporation.” Article II of the Articles of Incorporation (“Articles”). It has characteristics of a nonprofit in that “no profit shall accrue to any stockholder.” Article V of Articles. Whether described as a stock corporation, a nonprofit entity or a public service corporation, it is a private entity, separate in its identity from the government. It is overseen by its own Board of Directors, a majority of whom are private citizens. The corporation has the authority to own property (real and personal), to hire, supervise and terminate its General Manager, and to contract for services, including a private company that employs drivers.

However, all shares of the corporation are owned by the City of Alexandria, a Virginia municipality. The corporation derives considerable funding from the City for capital projects and operations. Although a majority of the Board are private citizens, they are appointed by the Alexandria City Council. Some public employees of the City, also appointed by City Council, serve on the Board in their official capacity. The financial and accounting systems of the corporation are largely supervised and controlled by the City.

Given the dual, public and private nature of the corporation and the extent to which their relationship is intertwined, this corporation is deemed a quasi-governmental entity.

ARTICLE I - STOCKHOLDERS' MEETING

Section 1 - Annual Meeting. The annual meeting of the stockholders of the corporation shall be held in February of each year on a day determined by the Chairman of the Board of Directors in consultation with the City Manager of the City of Alexandria. (Amended 1/8/85)

Section 2 – Other Meetings. Meetings of the stockholders shall be held at the times and places stated in the notice or waiver of notice of meeting. Meetings of the stockholders shall be held whenever called by the Chairman, President or Secretary or by a majority of the Directors or ~~by stockholders holding at least one-tenth of the number of shares of common stock entitled to vote then outstanding.~~

Section 3 – Quorum and Voting. The holders of a majority of the outstanding shares of common stock entitled to vote shall constitute a quorum at any meeting of the stockholders. Each stockholder shall be entitled to one vote in person or by proxy for each share entitled to vote standing in their name on the books of the corporation.

~~**Section 4 – Closing Transfer Books and Report Date.** The transfer books for shares of common stock of the Corporation may be closed by order of the Board of Directors for not exceeding 30 days preceding any stockholders' meeting for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders of any adjournment thereof, or entitled to receive payment of any dividend or in order to make a determination of stockholders for any other purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date to be not more than 30 days preceding the date on which the particular action requiring such determination of the stockholders is to be taken.~~

Section 4 – Conduct of Meetings. The Chairman shall preside over all meetings of the stockholders. If the Chairman is not present, the Vice-Chairman shall preside. If neither is present, a Chairman shall be elected by a majority vote of directors present at the meeting. The Secretary ~~or Assistant Secretary~~ of the ~~c~~Corporation shall act as Secretary of all the meetings if ~~he is~~ present. If ~~neither is~~ not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualifications of voters, the validity of proxies and the results of ballots.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Number, Election and Terms. The Board of Directors shall be elected at the annual meeting of the stockholders or at any special meeting held in lieu thereof. The number of the directors shall be ~~seven~~ nine (9).

Directors need not be stockholders, and shall be comprised of the following:

- a. The City Manager or designee;
- b. The City’s Chief Financial Officer or designee;
- c. The City’s Transportation and Environmental Services (T&ES) Director or designee;
- ~~d. A representative from the Alexandria Transportation Commission;~~
- ~~e.d.~~ A City resident with transportation experience;
- ~~f.e.~~ A City resident with financial ~~expertise~~experience; and
- ~~g.f.~~ Three-Four additional riders or City residents who are not employees of the City, Alexandria Transit Company, or any subsidiary thereof. One of which shall also serve as a representative to the Alexandria Transportation Commission.

Except as to those specially designated pursuant to subsections a-c above, the Board will nominate for Stockholder consideration its recommended applicants for Board positions in accordance with procedures adopted by the Board. (Appointments to the Board are exempt from the application of Article 2, Chapter 4 of the City Code.) Directors shall hold office until their successors are elected unless otherwise removed in accordance with the provisions of Section 2 of this Article.

A majority of the Directors actually elected and serving at the time of a given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, of which action notice shall be given as provided in Section 3 of this Article.

Section 2 – Removal and Vacancies. The stockholders at any meeting, by a vote of the holders of a majority of all the shares of common stock at the time outstanding and having voting power, may remove any Director. Any vacancy will be filled pursuant to Section 1 above. and fill the vacancy.

Section 3 – Meetings and Notices. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the Chairman, President or Secretary, or upon the call of a majority of the members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least 24 hours before the meeting at his-their residence or business address or by delivering such notice to him-the Director or by telephoning telephone or telegraphing electronic communication at least 24 hours before the meeting. Any such notice shall contain the time and place of the meeting but need not contain the purpose of any meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

ARTICLE III – COMMITTEES

Section 1 – Nominating Committee. The Chairman, after the election of Directors each year, shall appoint two or more of the Directors as a Nominating Committee, which shall present a slate of officers for election.

Section 2 – Committees to Conduct Public Hearings. The Chairman is authorized to designate and appoint committees of the board or hearing officers to conduct public hearings for and on behalf of the Board of Directors.

ARTICLE IV – OFFICERS

Section 1 – Election and Removal. The Board of Directors, after its election in each year, shall elect a Chairman and then promptly thereafter shall elect a Vice-Chairman, a President and a Vice-President and shall also elect a Secretary, ~~an Assistant Secretary,~~ a Treasurer ~~and an Assistant Treasurer~~ and may elect or appoint such other officers as it may deem proper. The Board shall also retain a General Counsel ~~and an Assistant General Counsel~~ for purposes of rendering legal advice to the board. No officer votes unless also a member of the Board of Directors. ~~The General Counsel and/or Assistant General Counsel may be members of the City of Alexandria Office of the City Attorney; however neither the General Counsel nor the Assistant General Counsel may not vote as~~ ~~an officers.~~ Any officer may hold more than one office except that the same person shall not be President and Secretary. All officers shall serve for a term of one year and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all the Directors. Vacancies among the officers shall be filled by the Directors.

Section 2 – Duties. The officers shall have the authority and perform the duties set forth below and shall have such other authority and duties as the Board of Directors may from time to time prescribe.

- a. **Chairman** – The Chairman shall preside at meetings of the Board of Directors and Stockholders, represent the board before City Council and other public bodies, and be the principal spokesman for the board on matters of policy.
- b. **Vice-Chairman** – The Vice Chairman shall act as Chairman in the absence of the latter or when requested by the Chairman to do so.
- c. **President** – The President shall be the chief executive officer of the corporation; see that

all orders and resolutions of the Board of Directors are carried into effect; administer the management contract, if there be one; provide liaison between the corporation and other transit agencies in the urban area and between the corporation and the administrative departments and agencies of the City of Alexandria government; and execute contracts and agreements on behalf of the corporation, except when the execution thereof is expressly delegated by the Board of Directors to some other officers of the corporation.

Unless otherwise decided by the Board of Directors, the General Manager shall serve as President of the corporation.

d. **Vice-President** – The Vice-President shall assist the President in carrying out ~~his~~ their duties, exercise such of the President's authority as they may delegate to ~~him~~ them, and act as President in the absence of that officer.

e. **Secretary** – The Secretary shall attend meetings of the Board of Directors and Stockholders and record the proceedings thereof, give notice in the manner prescribed in these By-Laws of meetings of the Stockholders and special meetings of the Board of Directors, have custody of the seal of the corporation and affix and attest it when authorized to do so by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors.

~~f. **Assistant Secretary** – The Assistant Secretary shall act as Secretary in the absence of the latter.~~

~~g.~~ f. **Treasurer** – The Treasurer, under the direction of the President, shall have custody of all corporate funds and securities; keep a full and accurate record of receipts and disbursements in books belonging to the corporation; deposit all moneys received by ~~him~~ them in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors; keep a record of moneys deposited to the account of the corporation by the management company, if there be one; disburse the funds of the

corporation as ordered by the Board of Directors or President; render such accounts of ~~his-~~
~~their~~ transactions as the Board of Directors or President may require; and perform such
other duties as may be prescribed by the Board of Directors. The Treasurer shall be bonded
for the faithful performance of ~~his-their~~ duties in such sum and in such manner as may be
approved by the Board of Directors and the cost of such bond shall be borne by the
Corporation.

~~h. Assistant Treasurer—The Assistant Treasurer shall act as Treasurer in the absence of
the latter. The Assistant Treasurer shall be bonded for the faithful performance of his-
duties in such sum and in such manner as may be approved by the Board of Directors,—
and the cost of such bond shall be borne by the corporation.~~

~~i.g.~~ **General Counsel** – The General Counsel shall not be a voting officer; ~~the General~~
~~Counsel~~ shall be the legal adviser to the Board of Directors, ~~the General Manager~~ and
the officers of the corporation; defend suits or other legal actions brought against
them; and, with the approval of the Board of directors, initiate and pursue such legal
remedies on behalf of the corporation as may be appropriate.

~~j. Assistant General Counsel—The Assistant General Counsel shall not be a voting
officer; he shall assist the General Counsel in carrying out his duties and act as
General Counsel in the absence of that officer.~~

ARTICLE V – CERTIFICATES OF STOCK

Section 1 – Form. Each stockholder shall be ~~deemed to own an uncertificated share(s)
of the corporation, entitled to a certificate or certificates of stock in such form as may be
approved by the Board of Directors and which are signed by the President or a Vice President
and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and
with the corporate seal impressed thereon.~~

ARTICLE VI – SEAL

Section 1 – Seal. The seal of the Corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the word “SEAL” and the name of the Corporation engraved thereon.

ARTICLE VII – VOTING OF STOCK HELD

Section 1 – Voting. Unless otherwise provided by a vote of the Board of Directors, the President may either appoint attorneys to vote any stock of any other corporation owned by this Corporation or may attend any meeting of the holders of stock of such other corporation and vote such shares in person.

ARTICLE VIII – CHECKS, NOTES AND DRAFTS

Section 1 – Signatures. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

ARTICLE IX – ROUTE AND FARE STRUCTURES; FINANCIAL PROVISIONS

Section 1 – Route Structure. The routes over which the revenue vehicles of the Corporation will operate in revenue service shall be determined by the Board of Directors. No route or change therein shall become effective unless it has been communicated to the stockholders at least 15 days in advance of the effective date determined by the Board of Directors, and the stockholders may, at any meeting thereof prior to such effective date, disapprove or modify the decision of the Board of Directors, provided that this requirement shall not apply to minor adjustments in routes within a transit corridor to meet patronage and operating requirements, to temporary detours, or to the provision of charter service.

Section 2 – Fare Structure. The fares to be charged revenue passengers shall be determined by the Board of Directors. No fare or change therein shall become effective unless it

has been communicated to the stockholders at least 15 days in advance of the effective date determined by the Board of Directors, and the stockholders may, at any meeting thereof prior to such effective date, disapprove or modify the decision of the Board of Directors, provided that this requirement shall not apply to promotional^{al} fares that will be in effect for one consecutive week or less.

Section 3 – Initiation of Route and Fare Changes by the Stockholders. The stockholders may, at any meeting thereof, initiate and refer to the Board of Directors changes in the route and fare structures.

Section 4 – Budgets. The Board of Directors shall submit its capital and operating budgets annually to the City Manager of the City of Alexandria in such form and in such manner as ~~he~~ may be prescribed^d. The annual budgets shall be balanced between estimated expenses and estimated revenues, including grants from the City of Alexandria and other sources.

Section 5 – Borrowing. The Corporation shall not borrow funds, except that funds may be borrowed in anticipation of revenues with the express approval of the stockholders in each instance.

Section 6 – Availability of Funds. The services to be provided by the Alexandria Transit Company are dependent upon the availability of capital and operating funds from fare box and other transit revenues and from grants from the City of Alexandria and other sources.

Section 7 – Audit. The stockholders shall at the annual meeting select an independent outside auditor to audit the books and accounts of the Corporation^{and} and of the management firm if one is engaged.

Section 8 – Additional Duties. The Board of Directors acknowledges that the Alexandria Transit Company is an important element of the City’s overall transit program and as such should periodically receive updates from and, in response, provide comment to City staff on transit-related matters, including but not limited to:

- a. BRT/Transitway operational policy and coordination with other jurisdictions and transit agencies;
- b. DOT Paratransit policy and fares;
- c. Metrobus fare and route changes; and
- d. Implementation of transit infrastructure within the City (excluding Metrorail).

ARTICLE X

Section 1 – Amendments. These By-Laws may be amended at any annual or called meeting of the stockholders by a vote of the holders of a majority of ~~all the shares of common stock at the time outstanding and having voting powers~~ at a meeting at which a quorum is present.