

DULLES AREA TRANSPORTATION ASSOCIATION BY-LAWS

ARTICLE I – OFFICES

The principal office of the Corporation shall be located in the Commonwealth of Virginia (the “Commonwealth”). The Corporation may have such other offices, either within or without the Commonwealth, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE II – MEMBERS

1. ANNUAL MEETING

The annual meeting of the members shall be held on such date and time as the Board of Directors (the “Board of Directors” and/ or “Directors”) shall designate, beginning with the year 1988, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be conveniently held.

2. SPECIAL MEETINGS

Special meetings of the members, for any purpose, unless otherwise prescribed by statute, shall be called by the President at the request of one-third (1/3) of the Corporation members entitled to vote.

3. PLACE OF MEETING

The Directors may designate any place, within the Commonwealth, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called. If no designation is made, the place of meeting shall be the principal office of the Corporation.

4. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, by first-class mail, or if consented to by the member, then by either electronic mail, or facsimile transmission by or at the direction of the President or the Secretary or the Directors or persons calling the meeting, to each member of record entitled to vote at such meeting. The act of a member furnishing the Secretary an email address or facsimile number shall constitute consent to delivery of notice by such methods of electronic transmission. If

mailed, such notice shall be deemed to be delivered upon its deposit in the mail or if by electronic submission when received or as otherwise provided by law.

5. CLOSING OF MEMBERSHIP BOOKS OR FIXING OF RECORD DATE

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of membership for any other proper purpose, the Directors of the Corporation may provide that the membership books shall be closed for a stated period but not to exceed 10 days. If the membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least 10 days prior to the date on which the particular action requiring such determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of membership. When a determination of members entitled to vote at any meeting of the members has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS

The Officer or agent having charge of the membership books of the Corporation shall make, at least 10 days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each, which list, for a period of 10 days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting during the whole time of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership book shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at the meeting of members.

7. QUORUM

At any meeting of members, a majority of the members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum. If less than said number of the members are represented at a meeting, one eighth of the members so represented may adjourn the meeting from time to time without further notice. At any meeting at which a quorum shall be present or represented, any business, which might have been transacted at the meeting as originally notified, may be transacted. The members present at a duly organized meeting may continue to transact business until adjournment,

notwithstanding the withdrawal of enough members to leave less than a quorum.

8. PROXIES

At all meetings of members, a member may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

9. VOTING

Each member in good standing who has paid all membership dues assessed and is otherwise entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these By-laws, shall be entitled to one vote, in person or by proxy, for each dues paying unit on which the membership dues is based. A governmental entity, which becomes a member shall be entitled to a number of votes in proportion to the amount of dues it pays. The number of votes shall be established on September 1 in the year of incorporation and adjusted annually thereafter on the first day of the Corporation's fiscal year based on dues paid during the previous 12 months.

Upon the demand of a majority of the members, the vote for Directors and upon any question shall be by ballot. All elections of Directors and all other questions shall be decided by majority vote, except as otherwise provided by the Certificate of Incorporation or the laws of the Commonwealth.

10. PARTICIPATION

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, members may participate in regular or special meetings through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

11. VOTING BY CERTAIN MEMBERS

Memberships standing in the name of another corporation may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Memberships held by an administrator, executor, guardian or conservator may be voted by him or her, either in person or by proxy, without a transfer of such memberships into his or her name. Memberships standing in the name of a

trustee may be voted by such trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such memberships into his or her name.

Memberships standing in the name of a receiver may be voted by such receiver, and memberships held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name or authority, so long as contained in an appropriate order of the court by which such receiver was appointed.

12. MEMBERSHIP DUES

The Board of Directors shall establish the amount of the annual membership dues. Such amount shall be based upon the estimated capital and operating costs of the services to be provided by the Corporation. Membership dues shall be changed as the Board of Directors from time to time may decide.

13. AREA OF CONCERN

The Area of Concern is that area in the geographic environs of Washington Dulles International Airport and Route 28 and the corridors bordering, generally, the Potomac River to the north, Route 66 to the south, Route 286 to the east and Route 15 to the west and the corridors serving the airport; as more particularly depicted on Attachment 1; or as it may be amended in the future by majority action of the Board of Directors.

14. ORDER OF BUSINESS

The order of business at all meetings shall be as determined by the President.

ARTICLE III – BOARD OF DIRECTORS

1. GENERAL POWERS

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board of Directors, and they may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation, as they may deem proper, not inconsistent with these By-laws and the laws of the Commonwealth of Virginia. The Board of Directors may delegate all or any part of its management responsibility to an Executive Committee established in accord with Section 1 of Article V of these By-laws.

2. NUMBER, TENURE AND QUALIFICATIONS

The number of Directors of the Corporation shall be not less than ten (10) nor more than fifty (50). The term of office for each Director shall be two (2) years. Each Director shall hold office until the next annual meeting of members at the end of his or her two-year term, and/or until his or her successor has been elected and qualified.

3. SUBSTITUTION, INTERIM APPOINTMENT AND ALTERNATE

Any Director may be nominated for substitution or replacement by his or her individual member of the Corporation. The nomination shall be voted upon by the Board of Directors at its next regularly scheduled meeting, as provided in Article III, Section 10. When, in the judgment of the Executive Committee, the loss of a Director requires an interim replacement, the Executive Committee may appoint a Director to fill the vacancy on an interim basis, pending an election by the Directors at the next meeting of the Board of Directors, as provided in this Article III, Section 10. Interim Directors will serve for the unexpired term of his or her predecessor, pending an election by the Directors at the next meeting of the Board of Directors, as provided in this Article III, Section 10. -Directors are encouraged to designate an alternate Director from his or her organization to represent them in the case of their absence or inability to attend any Corporation meeting. An alternate Director may vote on behalf of their Director by providing a written and legal proxy to the Secretary of the Corporation prior to such meeting.

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4. REGULAR MEETINGS

A regular meeting of the Directors shall be held without other notice than this By-law, immediately after and at the same place as the annual meeting of members. At such meeting, the Directors shall elect a Chairman, elect Officers as hereinafter provided and fix the amount of compensation for Officers.

Regular meetings of Directors shall be held on such date and time and at such place as the Directors shall determine, for the purpose of receiving and reviewing reports from the Chairman and Officers. Meetings of the Board of Directors shall be open to the public, in accordance with appropriate public notice thereof, however, the Directors may, upon motion duly made, seconded and passed, move into closed executive session.

5. SPECIAL MEETINGS

Special meetings of the Directors may be called by or at the request of the Chairman or by one-third (1/3) of the Directors. The person or persons

authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

6. NOTICE

Notice of any special meeting shall be given at least 10 days previously thereto by written notice delivered personally, by mail to each Director, or if consented to by the Director by electronic transmission via email or facsimile, at his or her business address. The act of a Director furnishing the Secretary an email address or facsimile number shall constitute consent to delivery of notice by such methods of electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed. If notice be given by email or fax, such notice shall be deemed to be delivered when such notice is received or as otherwise provided by law. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. QUORUM

At any meeting of the Directors, one-eighth of the Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn said meeting.

8. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

9. ACTION TAKEN WITHOUT A MEETING

Any majority action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of the Directors either before or after the action taken.

10. DIRECTORSHIPS AND VACANCIES

Nominations for substitution or replacement of a Director and newly created Directorships resulting from an increase in the number of Directors and/or vacancies occurring in the Board of Directors for any reason, except the removal of a Director without cause, may be filled by vote of a majority of

the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of a Director without cause shall be filled by vote of the members. A Director elected hereunder shall be elected to hold office for the unexpired term of his or her predecessor.

11. REMOVAL OF DIRECTORS

Any Director may be removed for cause by vote of the members or by action of the Board of Directors. Directors may be removed without cause only by vote of the members.

12. RESIGNATION

A Director may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon Receipt thereof by the President, and the acceptance of the resignation shall not be necessary to make it effective.

13. COMPENSATION

No compensation shall be paid to the Directors or Officers, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses for actual attendance at each regular or special meeting of the Board of Directors may be authorized. Nothing herein contained shall be construed to preclude any Director, Officer or member from serving the Corporation in any other capacity and receiving compensation therefore.

14. PRESUMPTION OF ASSENT

Directors of the Corporation who are present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

15. EXECUTIVE AND OTHER COMMITTEES

The Board of Directors, by resolution, may constitute one or more committees, including an Executive Committee in accord with Section 1 of Article V of these By-laws, and appoint members to such, each consisting of

three or more Directors. Each such committee shall serve at the pleasure of the Board of Directors.

ARTICLE IV – OFFICERS

1. NUMBER

The Officers of the Corporation shall be a Chairman, , Vice-Chairman, Secretary and Treasurer, each of whom shall be elected by the Directors , and authorizes the Executive Committee to employ a President/Chief Executive Officer (CEO), at which time the President/CEO shall serve as a member of the Executive Committee for as long as the Board of Director’s deem appropriate. Such other Officers, and assistant Officers as may be deemed necessary, may be elected or appointed by the Directors.

2. ELECTION AND TERM OF OFFICE

The Officers of the Corporation to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be conveniently held. The term of office shall be two (2) years, however Officers can be subsequently re-elected for additional terms. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until death or resignation or removal in the manner hereinafter provided.

3. REMOVAL

Any Officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

4. VACANCIES

A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term. When, in the judgment of the Executive Committee, the loss of an Officer requires an interim replacement, the Executive Committee may appoint a Director to fill the vacancy on an interim basis, pending an election by the Directors at the next meeting of the Board of Directors, as provided in this Article IV, Section 2.

5. CHAIRMAN

The principal role of the Chairman of the Board is to manage and to provide leadership to the Board of Directors of the Corporation. The Chairman is accountable to the Board and acts as a direct liaison between the Board and the management of the Corporation, through the President/Chief Executive Officer (“President/CEO”). The Chairman acts as the communicator for Board decisions where appropriate.

The Chairman also serves as the Chair of the Executive Committee and ensures that the duties of the Committee are carried out in compliance with Article V, Section 1.

The duties and responsibilities of the Chairman may include, but are not limited to the following:

1. to act as a liaison between management and the Board;
2. to provide independent advice and counsel to the President/CEO;
3. to keep abreast generally of the activities of the Corporation and its management;
4. to ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments;
5. to call special meetings of the Board where appropriate;
6. to act as Chair at meetings of the Executive Committee; and
7. to recommend to the Board, after consultation with the Directors, management and the Nominating Committee, the appointment of members and leadership of the Directors of the Board.

6. VICE CHAIRMAN

In the absence of the Chairman, or in the event of his or her death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, when so approved by the Board of Directors, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Directors.

7. SECRETARY

The Secretary, in conjunction with the Staff of the Corporation, if any, shall keep the minutes of the members and of the Directors meetings in the files of the association provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required, be custodian of the corporate records and of the seal of the Corporation and keep a register of the post office address, fax or email address of each member, which shall

be furnished to the Secretary by each member, have general charge of the membership books of the Corporation and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Directors.

8. TREASURER

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws and in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the Director, including but not limited to an annual report to the Board of Directors and a quarterly report to the Executive Committee.

9. PRESIDENT/CHIEF EXECUTIVE OFFICER

If authorized by the Board of Directors, the Executive Committee may hire or appoint an Executive Director ("CEO") who shall also serve as the President to supervise the Corporation's Staff and implement the Corporation's goals, as directed by the Chairman. The President/CEO shall serve at the pleasure of the Directors and may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby.

10. SALARIES

The salaries of the Officers shall be fixed from time to time by the Directors and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE V – ADMINISTRATION AND OPERATION OR BUSINESS

1. EXECUTIVE COMMITTEE

The Board of Directors may establish an Executive Committee to include among its members the Chairman, Vice-Chairman, Treasurer and Secretary and such other appointees from the Board of Directors as it finds appropriate. The Executive Committee will oversee the the general day-to-day operations

of the corporation through monthly meetings and interactions with the President/CEO. The Executive Committee shall be tasked, when deemed appropriate, to hire a President/CEO to run the day-to-day operations of the Corporation. The Executive Committee may report on the status of the Corporation to the Board of Directors when necessary, but shall report the status at least once a year at the annual meeting.

2. PRESIDENT/CEO – DUTIES

The President shall be responsible for the daily business operations of the Corporation and, subject to the control of the Executive Committee, shall supervise and control the technical operation of the Corporation. The President/CEO will advise and inform the Executive Committee on a regular basis of the financial status and operations of the Corporation. The President/CEO may sign any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee have authorized to be executed, in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these By-laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the Office of President/CEO and such other duties as may be prescribed by the Executive Committee from time to time.

The duties of the President/CEO may include, but are not limited to the following:

- 1) Executive Committee Governance: Works with Executive Committee in order to fulfill the organization mission.
- 2) Financial Performance and Viability: Develops resources sufficient to ensure the financial health of the organization.
- 3) Organization Mission and Strategy: Works with Executive Committee and staff to ensure that the mission is fulfilled through programs, strategic planning and community outreach.
- 4) Organization Operations: Oversees and implements appropriate resources to ensure that the operations of the organization are appropriate.

3. CONTRACTS

The President/CEO may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, except as confined by the Executive Committee.

4. LOANS

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name without the endorsement of the President/CEO and unless expressly authorized by a resolution of the Executive Committee.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President/CEO of the Corporation and/or other designee (s) approved by the Executive Committee.

6. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Committee may select.

7. STAFF

The President/CEO shall employ such personnel and secure the services of contractors or public agencies' technical staff, as necessary, consistent with the funding of the Corporation..

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VII – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these By-laws or under the provisions of the Articles of Incorporation, 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. Email and fax copies are considered proper notice.

ARTICLE VIII – AMENDMENTS

These By-laws may be altered, amended or repealed and new by-laws be adopted by (i) a vote of the members representing a majority interest of all the votes at any annual members' meeting, or (ii) at any special members' meeting when the proposed amendment has been set out in the notice of such meeting, or (iii) by a two-thirds vote of the Board of Directors.

I certify that the foregoing are the By-laws adopted by the Board of Directors of the Dulles Area Transportation Association, Inc., on this ~~sixth~~^{fifth} (65) day of December, 2019~~8~~.

John Martin, Chairman