

SUBJECT: APPROVAL OF REVISIONS TO RIDERS' ADVISORY COUNCIL BYLAWS

2010-01

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, On September 22, 2005, the Board of Directors approved the creation of a Riders' Advisory Council (Riders' Council) in Resolution 2005-44; and

WHEREAS, Under Resolution 2005-44, the Board of Directors also approved a set of bylaws for the Riders' Council; and

WHEREAS, Under the Riders' Council's current bylaws, "The by-laws may be proposed for amendment or repeal by a motion that is made, seconded and passed by a two-thirds vote of regular members at and regular meeting. The two-thirds vote shall be based on the number of persons currently holding appointments to the Riders' Council whether present at the meeting or not;" and

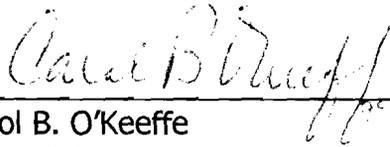
WHEREAS, The bylaws further state that "The proposed by-laws change will be made final upon approval by the WMATA Board of Directors or their designee;" and

WHEREAS, At its December 2, 2009 meeting, the Riders' Council voted to recommend changes to its bylaws, which were subsequently provided to the Board of Directors; now, therefore be it

RESOLVED, That the Board of Directors approves the changes to the Riders' Advisory Council's bylaws as outlined in Attachment A; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency



Carol B. O'Keeffe
General Counsel

**Washington Metropolitan Area Transit Authority
Riders' Advisory Council**

BYLAWS

ARTICLE I

NAME

The name of the advisory group shall be the Washington Metropolitan Area Transit Authority (WMATA) Riders Advisory Council, and may be referred to as "the Riders' Council."

ARTICLE II

MISSION

A. **MISSION STATEMENT**

The mission of the Riders' Council is to actively seek input from a broad range of riders on operational and budgetary issues that affect Metrorail, Metrobus, and MetroAccess riders and organizations with an expressed interest in public transit; advise the WMATA Board on ways to resolve such issues in order to improve the Metrorail/bus system and MetroAccess; promote WMATA responsiveness to riders; and recommend possible solutions to the Board of Directors and staff, based on public input, so that WMATA can effectively address the diverse concerns of the riding public.

This mission is consistent with WMATA's goal to encourage public input in order to provide the best service to all of its customers.

B. **GOALS OF THE RIDERS' COUNCIL**

The goals of the Riders' Council are to:

1. Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;
 2. Encourage rider awareness of the Riders' Council and of the opportunities that the Council provides for riders to make their voices heard;
 3. Seek input from a broad range of Metro riders;
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4. Promote meaningful public participation in WMATA decision-making processes;
5. Encourage open decision-making process by WMATA that clearly reflects riders' needs and concerns;
6. Support improvements in service;
7. Aim for a high level of rider satisfaction with WMATA ; and
8. Strive for a high level of public confidence in WMATA.

C. RESPONSIBILITIES

The Riders' Council shall serve in an advisory capacity to the WMATA Board and may work with staff to:

1. Educate themselves about the Metrorail/bus system, the budget process, and the administrative process as they relate to providing transportation by bus, rail, and paratransit;
2. Review, analyze, and prepare recommendations on issues that relate to the provision of Metrorail, Metrobus and MetroAccess service;
3. Hold public forums with special focus on an issue, geographical location, or targeted group as necessary to respond to riders' concerns and apprise WMATA of the date and time of such public forums;
4. Attend, listen, and speak at community meetings to better learn and represent riders' perspectives;
5. Develop recommendations which take into consideration the needs of people throughout the Transit Zone and which consider the financial impacts of different solutions on both customers and WMATA;
6. Execute and adhere to the Riders' Council Standards of Conduct Policy;
7. Establish annual goals for the Riders' Council;
8. Interact with the Metro Accessibility Advisory Committee (A.A.C.), which advises the General Manager on Metro's programs and transportation facilities insofar as they affect customers with disabilities and those who are elderly; and

9. Interact with other advisory groups established by WMATA.

D. COMMUNICATION WITH BOARD AND STAFF

The Riders' Council may communicate with the WMATA Board of Directors and appropriate staff on a regular schedule as established by the Board, and may send additional reports or recommendations as needed by the Board. A brief report may be made at the beginning of each regular WMATA Board meeting that is open to the public, on items that are within the mission and goals of the Riders' Council. Reports may be made at Board Committee meetings on an ad hoc basis at the discretion of each Committee Chair. The Riders' Council may also provide advice in other areas not within the stated goals or mission of the Council after prior consultation with the WMATA Board.

ARTICLE III

MEMBERSHIP

A. COMPOSITION

The Riders' Council shall be composed of up to twenty-one (21) members, twenty (20) of which are appointed by the Board (the Chairman of the Accessibility Advisory Committee constituting the additional member). Eighteen (18) of these members shall consist of six (6) members from each of the signatory jurisdictions in the Transit Zone. It is important that the membership reflect a broad representation of people from different geographic locations in the Transit Zone and not any particular advocacy group. Therefore, membership on the Riders' Council shall reflect a broad array of ages, genders, races, disabilities, commute patterns, non-commute use and hours and days of the week using the system so as to capture riders' concerns. Members should represent a cross-section of bus, rail, paratransit and multimodal trip patterns. An additional two (2) members shall be appointed by the WMATA Board without regard to jurisdiction to represent interests not captured by other members; Metro employees or elected officials are not eligible for membership on the Riders' Council.

B. TERM OF OFFICE

1. Members

a. The term for each member of the Riders' Council shall be for three (3) years or until replaced by the appointment of a new member of the Riders' Council. In order to stagger membership, one-third of the first

Riders' Council members shall serve for a one-year term, one-third of the first Council members shall serve for a two-year term, and one-third of the first Council members shall serve for a three-year term, all of which shall be selected by lots. Such staggering of terms shall continue with successive appointments. If a member leaves before his or her term is over, the new member is initially appointed to finish the remainder of that term.

- b. Terms shall follow the calendar year and normally commence in January after action by the Board. Terms shall expire on the later of December 31 or when the Board makes new appointments to the Riders' Council.
 - c. Optimally, one-third of the membership terms would begin or expire each year. The seat held by the Chair of the Metro Accessibility Advisory Committee shall, for the purposes of this subsection, be deemed to have expired at the close of every third year.
2. Members may be considered for reappointment at the end of their term through the established selection process. The selection process shall consider the value of retaining some historical memory as well as the value of new ideas. However, no person shall serve on the Riders' Council for more than 4 complete terms, with the exception of the Chair of the Metro Accessibility Advisory Committee, who shall not be so limited.

C. RESIGNATION

Members may resign by filing a written resignation with the WMATA Board of Directors.

D. MID-TERM VACANCY

If membership vacancies arise during the year, the WMATA Board of Directors will fill the vacancy for the unexpired term. Such time serving an unexpired term shall not count against the 4 complete term limitation on Council membership.

ARTICLE IV

TERMINATION OF MEMBERSHIP

- A. A member's appointment to the Riders' Council may be terminated upon an affirmative vote of the majority of the WMATA Board of Directors, including a least one affirmative vote by a Board member representing the same signatory

jurisdiction as the member being terminated. A member's appointment to the Council shall be terminated upon an affirmative determination that a member:

1. Has attended no regular meetings for three consecutive months or has missed two-thirds of regular meetings within a six-month period.
 2. At the time of appointment, materially misrepresented use of the Metrorail/bus system or MetroAccess or affiliation with a community organization upon which his/her appointment was based. The omission of information substantially relevant to the basis for the appointment shall be considered to be a material misrepresentation, thereby subjecting the Riders' Council member to removal as provided in this Article.
 3. Engaged in a consistent pattern of disruptive behavior in Council or other WMATA-related meetings which includes use of slurs, derogatory comments, or any other conduct, whether physical, verbal or written directed at another person or based upon another person's race, color, origin, sex, religion, sexual orientation, disability, or age.
 4. Refuses to execute or adhere to the Riders' Council Standards of Conduct Policy.
- B. The Riders' Council may recommend that the Board terminate a Council member's term for the reasons listed above following a vote by the Council at a regular meeting with two-thirds of the members present and voting and which constitutes a majority of all members holding appointments to the Council.
- C. Following the vote as described in Section B, the Chair will notify the subject member and the WMATA Board to recommend termination of his or her membership. The Board of Directors may then take action to terminate this membership and may then appoint a new member to serve the unexpired term of the terminated member.

ARTICLE V

OFFICERS

A. **CHAIR**

The membership of the Riders' Council will annually elect a Chair from its membership. The Riders' Council Chair will develop an agenda, lead meetings and keep order, create committees and working groups with the concurrence of the Council,, present reports to the WMATA Board of Directors, and prepare and sign all letters, reports and other communications of the Riders' Council.

Additionally, the Chair may discuss matters of interest directly with the Chair of the WMATA Board of Directors.

B. VICE-CHAIR

The membership of the Riders' Council shall annually elect Vice-Chairs from its membership to represent each of the three signatory jurisdictions within the Metro service area. The Vice-Chairs shall actively participate in the setting of Council agendas and the preparation of monthly reports and communication with the WMATA Board of Directors. Each Vice-Chair shall also actively communicate with Riders' Council members from his or her signatory jurisdiction of appointment and serve as the primary liaison for those members to suggest agenda items or other topics of discussion. Each Vice-Chair shall also communicate with members of the WMATA Board of Directors representing his or her jurisdiction of appointment and work to maintain and strengthen the relationship between those Board members and the Riders' Council.

In the absence or inability of the Chair to serve, for purposes of succession the individual next in line shall be the Vice-Chair from the corresponding jurisdiction as the current WMATA Board of Directors Chair; the individual next in line shall be the Vice-Chair from the corresponding jurisdiction as the current WMATA Board of Directors Vice Chair; and the individual next in line shall be the Vice-Chair from the corresponding jurisdiction as the current WMATA Board of Directors 2nd Vice Chair. This individual shall have all of the powers and shall perform all of the duties of the Chair in an acting capacity.

C. CHAIR AND VICE-CHAIRS

1. Term of Office

The officers of the Riders' Council shall serve for one (1) year.

No person shall serve as Chair for more than three one-year terms, except under the circumstances described in Article V. Section C.5 "Failure to Elect."

2. Vacancy

A vacancy in any office shall be filled by a special election held by the Council at the meeting next following the announcement of the vacancy and shall be for the unexpired term.

3. Temporary or Permanent Vacancies

If the Chair and all Vice-Chairs are absent from any meeting and/or are unable to act, the meeting shall be called to order by staff. The staff shall immediately call for the election of a Temporary Presiding Officer.

4. Elections

Election of officers shall occur at the first regular meeting of the calendar year. An affirmative vote of two-thirds of members present is required to postpone an election.

5. Failure to Elect

If the Council fails to elect a Chair or Vice-Chair, the existing Chair or Vice-Chair shall continue to serve until successors are elected.

6. Eligibility

The position of Chair shall be elected without regard to jurisdiction of residence.

Members appointed to the Riders' Council At-Large shall be considered members from the signatory jurisdiction of their primary residence for the purpose of establishing eligibility to service as an officer of the Council. At-Large members are eligible for officer positions, except for the At-Large position held by the Chair of the A.A.C. who is not eligible for the position of Chair of the Riders' Council.

D. STAFF SUPPORT

The Board Secretary shall designate a person to serve as Riders' Council staff to prepare meeting notices, agendas, and minutes as required and to serve as liaison between the Riders' Council, the WMATA Board of Directors and WMATA staff. Such staff member shall be a WMATA employee hired by the Hiring Committee composed of up to three members of the Riders' Council, one from each Compact signatory jurisdiction, selected by the Council members of that jurisdiction and the Board Secretary. A recommendation shall be made by a majority vote of the Hiring Committee with such majority containing at least one affirmative vote from the Riders' Council appointees and one affirmative vote from the Board Secretary. A representative of the WMATA Office of Human Resources shall sit on the Hiring Committee and participate in its discussions but

shall not have a vote in the hiring decision. The Riders' Council shall have input into the development of the job description for the position and the annual performance plan for the employee. These documents shall be prepared by the Board Secretary in cooperation with the Riders' Council leadership and in compliance with all WMATA policies and procedures.

WMATA shall provide a specific amount of space on its external website for the general public for use by the Riders' Council and shall take all necessary steps within a reasonable time to post Council-provided information on that website. The sole review of the Riders' Council content shall be to ensure that the posted information is in a form conducive to use on the website and not defamatory, false, misleading or deceptive.

ARTICLE VI

MEETINGS

A. REGULAR MEETINGS

All regular meetings of the Riders' Council shall be held at least once a month, generally in the evening, and conducted in accordance with Robert's Rules of Order, as revised from time to time, and these bylaws. Meeting agendas shall be posted on Metro's website in the same manner as agendas posted for meetings of the WMATA Board of Directors. Meetings will be open to the public, held in a location accessible to people with disabilities, and within the Transit Zone.

The Riders' Council may cancel a regularly-scheduled meeting at any prior meeting by a two-thirds affirmative vote of members present at a prior meeting where quorum is present. The Chair, in consultation with the Vice-Chairs, may reschedule or cancel a meeting due to an emergency situation, as determined by the Chair and Vice-Chairs. Notice shall be provided to the public of the cancellation or, if rescheduled, notice shall be provided to the public of the new meeting date.

At least 72 hours prior to a regular meeting, an agenda must be posted which contains a brief general description of each item to be transacted or discussed at the meeting. Members of the public have the right and should be solicited by the Riders' Council to attend and directly address the Council on any item on the agenda that is within its subject matter, before or during the consideration of the item.

B. SPECIAL MEETINGS

Special meetings may be called by the Chair when in the opinion of the Chair the business of the Riders' Council requires it or by the request of a majority of the Council membership. Notice for special meetings will conform to the requirements of notice for regular meetings. No other business shall be considered at such meeting.

C. QUORUM

A majority of the appointed members of the Riders' Council (50 percent of the membership, plus one) must be present in order to constitute a quorum necessary for the transaction of the business of the Council. No decision of the Council shall be valid unless a majority of members present and voting concur by their vote.

D. DECISIONS AND ADVICE OF THE RIDERS' COUNCIL

All decisions of the Riders' Council which require a formal vote shall be made only after an affirmative vote of a majority of its members in attendance unless otherwise expressly stated in these bylaws, provided a quorum is present. Staff shall forward minutes of meetings, as well as any special reports or communication desired by the Riders' Council, to the WMATA Board of Directors. In addition, the Chair or a designee may present reports to the WMATA Board of Directors or an appropriate Board Committee in person, with the concurrence of the Board or committee Chair.

Dissenters to a decision made by a formal vote may forward to the WMATA Board of Directors their minority or dissenting report by recording them in the minutes of the meeting or in the form of a prepared minority report.

The Riders' Council may also provide advice to the WMATA Board that represents a variety of opinions and for which no formal action is taken or necessary.

ARTICLE VII

AGENDA, MINUTES AND RULES OF CONDUCT

A. AGENDAS

1. The Chair, with the support of WMATA staff, will prepare an agenda for regular meetings. Members approve the agenda by vote as part of the meeting proceedings. Members may contact the Chair to have items put on the agenda. Also, each meeting agenda calls for members to put items on future agendas.
2. The Riders' Council staff liaison shall be responsible for distributing the final agenda and preparing or compiling the associated agenda materials for each meeting. Agenda materials shall normally be mailed to members one week prior to each meeting.

B. MINUTES

Minutes of each Council meeting shall be prepared by the Riders' Council staff liaison and distributed to members together with the agenda for the next meeting.

C. RULES OF CONDUCT

All regular and special meetings of the Riders' Council shall be conducted in accordance with these bylaws and with the most current edition of Robert's Rules of Order. In case of conflict, these bylaws shall take precedence over Robert's Rules of Order.

The following rules will be followed:

1. Chair Responsibility

The Chair is responsible for the orderly conduct of the meeting. Every member desiring to speak shall address the Chair, and upon recognition by the Chair, shall talk only to the question under debate.

2. Representation

Representation of positions on issues shall conform to the following principles:

- a. No member of the Riders' Council misrepresent the position of the Council on any issue, including the absence of any formal position on an issue, in any communication with the general public, including the media.
- b. No member of the Riders' Council shall be seen as representing any position of Metro to the general public, including the media, without first having been so authorized by the WMATA Board of Directors.
- c. Every member is free to express individual opinions, after making a good faith effort to label his/her comments as such, to the general public including the media on any topic that the member chooses to address.

ARTICLE VIII

COMMITTEES AND SPECIAL COMMITTEES

The Chair has authority, with concurrence by the Riders' Council, to create committees and/or special committees to address issues. Committees and special committees will operate according to the requirements of these bylaws and Robert's Rules of Order as revised from time to time.

Membership in these committees and/or special committees shall be open to all members of the Council. Upon creation of a committee or special committee, the Chair shall designate an individual to convene its first meeting and conduct the meeting until such time as the committee or special committee selects a chair from among its membership.

All committees or special committees shall expire at the beginning of the first general Riders' Council meeting of the calendar year and may be reconstituted as outlined above.

Notice for committee and special committee meetings shall be provided to all Riders' Council members and the public in accordance with the procedures for notice of regular meetings of the Council.

ARTICLE IX

BYLAWS AMENDMENTS

The bylaws may be proposed for amendment or repeal by a motion that is made, seconded and passed by a two-thirds (2/3) vote of regular members at any regular meeting. The 2/3 vote shall be based on the number of persons currently holding appointments to the Riders' Council whether present at the meeting or not. Written and oral notice of the proposed amendment must be given at the prior regular monthly meeting to all members. The notice must contain both the original language and the proposed amending language to the bylaws. The proposed bylaws change will be made final upon approval by the WMATA Board of Directors. Any bylaw may be altered or amended or annulled at any time by a majority vote of the WMATA Board of Directors.

ARTICLE X

TERM OF RIDERS' COUNCIL

The WMATA Board will periodically review the operation of the Riders' Council and may modify its composition, structure or bylaws. Such review shall occur no less frequently than every five (5) years but may occur more frequently on an as-needed basis.