

Washington Metropolitan Area Transit Authority Board of Directors

BYLAWS

Article I MISSION

The WMATA Board of Directors (Board) furthers the mission of the Washington Metropolitan Area Transit Authority (WMATA) to operate and maintain a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington metropolitan area. *WMATA Website.*¹

Article II BOARD RESPONSIBILITIES

The Board governs through policies. Active healthy debate is encouraged; once a decision is made, the Board speaks with one voice. The Board ensures regular reporting to the public related to Board and Authority priorities and targets.

The Board and General Manager and Chief Executive Officer (CEO) are guided by mutual respect and confidence in each other's role. The Board has confidence that the CEO in building a high performing organization; the CEO is confident the Board will focus on policy, respecting boundaries. *See Article VI.*

Board members place the public interest of the Authority and the people of the region foremost while ensuring that the Agency provides safe, reliable customer-friendly transit services across the entire Washington DC metropolitan region. *2/17 Governance Committee.*

A. Safe & Reliable System

1. Develop Board policies and encourage Agency practices that ensure transparency, accountability, customer service, regular communication practices and prudent financial decision-making. *2/17 Governance Committee.*

¹ Sources are indicated in italics for the purpose of this working document, with intent to remove them in the final Bylaws.

2. Following public hearings, adopt rules and regulations for the safe, convenient, and orderly use of the transit facilities owned, controlled, or operated by the Authority, including the payment and the manner of the payment of fares or charges therefor, the protection of the transit facilities, the control of traffic and parking upon the transit facilities, and the safety and protection of the riding public. *Compact § 76(e)*.

B. Fiduciary Responsibility

3. Create and adopt budget fare structure, service levels, and general plan. *2/17 Governance Committee.*
4. Develop Board priorities and targets with an annual report to customers and stakeholders. *2/17 Governance Committee.*
5. Provide opportunities for customer and stakeholder input. *2/17 Governance Committee.*
6. Assure transparency in reports on priorities and targets. *2/17 Governance Committee.*
7. Maintain clear lines of communication between the Board, the CEO, the public and all stakeholders. *2/17 Governance Committee.*

C. Individual Responsibility to Board Service

8. Act in manner that enhances and promotes WMATA's mission. *2/17 Governance Committee.*
9. Regularly attend and participate in Board and Committee meetings and Authority activities that build knowledge, awareness and support for WMATA. *2/17 Governance Committee.*
10. Help build good working relationships among Board members. *2/17 Governance Committee.*
11. Facilitate stakeholder input and feedback in ways that assure all Board members have access to the same information. *2/17 Governance Committee.*
12. Participate in open healthy debate on issues; after decision is made, speak with one voice. *2/17 Governance Committee.*

D. Planning, Operations Reporting and Customer Service

13. Determine agency policy and provide oversight for the funding, operation and expansion of safe, reliable, and effective transit service within the Transit Zone. *2/17 Governance Committee.*
14. Regulate the use of facilities owned or controlled by the Authority, the service to be rendered and the fares and charges to be made therefor. *Compact § 12(j)*.
15. Hold public hearings and conducts investigations relating to any matter affecting transportation in the Zone with which the Authority is concerned

- and, in connection therewith, subpoena witnesses, papers, records and documents; or delegate such authority to any officer. *Compact § 12(k)*.
16. Hold public hearings prior to raising any fare or rate or implementing a major service reduction. *Compact § 62*.
 17. Develop and adopt, and from time to time reviews and revises, a mass transit plan. *Compact § 13*.
 18. Prepare and adopt a plan for financing the construction, acquisition, and operation of facilities specified in a mass transit plan. *Compact § 15*.
 19. Annually adopt a capital budget, including all capital projects it proposes to undertake or continue during the budget period, containing a statement of the estimated costs of each project and the method of financing thereof. *Compact § 23*.
 20. Annually adopt a current expense budget for each fiscal year. *Compact § 24*.
 21. Enlarge the Transit Zone to embrace any additional area per advice of the Northern Virginia Transportation Commission or the Washington Suburban Transit Commission. *Compact § 83*.

E. Relationship with CEO

22. Communicate with CEO, speak to full Board. *2/17 Governance Committee*.
23. Appoint, remove, determine the compensation and specify the duties and functions of the CEO, Board Secretary, General Counsel and Inspector General. *Compact § 9; Board Resolution 2007-9*.

Article III OFFICERS

The Board annually elects a Chair, Vice-Chair, and Second Vice-Chair. The election is held at the January Board meeting each year. *Board Procedures*. These Officers shall be elected without regard to jurisdiction of residence or representation. *AAC*.²

The Chair is first among equals and is dedicated to facilitating the work of the Board, encouraging the creation of common ground and consensus that moves the Board's work forward in a manner that promotes and enhances WMATA's overall mission. The Chair is accountable to the Board. *2/17 Governance Committee*.

² "AAC" indicates the bylaws of the Washington Area Transit Authority Accessibility Advisory Committee, which also provide the framework for these bylaws.

A. Facilitates Work of Board

1. Leads the development of Board policies and encourages Agency practices that ensure transparency, accountability, customer service, regular communication practices and prudent financial decision-making. *2/17 Governance Committee.*
2. Chairs all Board meetings, sets the Board meeting schedule (including Executive Sessions and any Special or Emergency meetings, *see* Articles IX, VII.C and X, respectively); works with the CEO on agenda development including waiver of Committee review of particular items. *2/17 Governance Committee.*
3. Appoints Board committee chairs and members, any special or ad hoc committees that may be needed, and resolves any questions of Committee jurisdiction over issues. *See* Article XI.A. *2/17 Governance Committee.*
4. Maintains communication with Board committee chairs and members to ensure awareness and understanding of important issues
5. Builds strong relationships among Board members. *2/17 Governance Committee.*
6. Facilitates self-evaluation and evaluation of individual Board members. *2/17 Governance Committee.*
7. Limits use of the "jurisdictional veto" by facilitating the mediation of disputes between Board members representing different signatories. *See* Article VII.G. *2/17 Governance Committee.*
8. Initiates the annual performance review of the CEO, Board Secretary, General Counsel and Inspector General. *2/17 Governance Committee.*
9. Initiates the hiring process for the CEO, Board Secretary, General Counsel and Inspector General. *2/17 Governance Committee.*

B. Establishes Strong Board and CEO relationship

10. Serves as liaison between the CEO and the Board to help build strong partnership with the Board. *2/17 Governance Committee.*
11. Works with the CEO in developing CEO performance measurements for review and agreement by the full Board. *2/17 Governance Committee.*

C. Fosters Board Communication with External Stakeholders

12. Represents the Board as the primary spokesperson to media, customers and external stakeholders (on behalf of the Board not the Authority). *2/17 Governance Committee.*
13. Acts in a manner that enhances and promotes WMATA's mission. *2/17 Governance Committee.*
14. Develops consensus building more Board forward leadership. *2/17 Governance Committee.*

15. Ensures that regular reporting related to the Board and the Authority's priorities and targets occurs. *2/17 Governance Committee.*

In the absence or inability of the Chair to serve, the Vice-Chair shall have all of the powers and shall perform all of the duties of the Chair in an acting capacity. The same applies to the Second Vice-Chair in the absence or inability of the Chair and Vice-Chair to serve. *AAC.*

Article IV COMMUNICATION WITH CEO AND STAFF, SECT and GC

All requests made by Board Members are directed to the General Manager and Chief Executive Officer (CEO), General Counsel or the Inspector General. Copies of requests shall be provided to all Board Members and the Board Secretary who shall inform all Board Members of their request. Unless otherwise agreed to at the time the request is made, the CEO will provide a response within two weeks. For complex requests, an interim response may be provided which will include a timetable for a full response. Should the response require significant resources, the CEO may forward the request to the next meeting of the Board or its appropriate Committee to discuss how to proceed. All responses to Board Member requests are distributed to all Board Members, as are pertinent inquiries from jurisdictions and the corresponding responses. *Procedures.*

Any request for a study, which contemplates a change in the Adopted Regional System or other Board-approved plan or which affects more than one signatory, is referred to the Board for discussion and appropriate action before any staff resources are authorized by the CEO. *Procedures.*

Article V COMMUNICATION WITH PUBLIC

PLACEHOLDER FOR GOVERNANCE COMMITTEE CONSIDERATION: Principles include encouraging riders to contact individual Board members and Board members directly responding to riders. *2/17 Governance Committee. See Attachment 2 for current procedures for public comment at Board meetings. Resolution 2005-33.*

Article VI BOARD-CEO INTER-RELATIONSHIP

PLACEHOLDER FOR GOVERNANCE COMMITTEE CONSIDERATION: The Board and CEO are guided by mutual respect and confidence in each other's role: Board confidence in the CEO building a high-performing organization; CEO confidence in the

Board focusing on policy. *2/17 Governance Committee.* The Board and CEO will mutually respect these boundaries and competencies by:

Article VII MEETINGS

A. Schedule

The Board normally meets on the fourth Thursday of each month at a time specified by the Chair. *Procedures.*

B. Quorum

A quorum requires the presence of four voting Board Members, including one from each signatory jurisdiction. In the absence of a principal Board Member, the alternate for that Member shall be considered to be a voting Member except that either alternate from the District of Columbia is considered to be a voting Member if either Principal Director from the District of Columbia is absent. *Procedures.*

C. Special Meetings

The Board may vote to hold, or the Board Chair may call, a special meeting of the Board. Except in emergencies, 48 hours advance notification is required to hold a special meeting. *Procedures.*

D. Public Notice

Notifications for the public concerning Board and Board Committee Meetings shall be posted on the WMATA Internet site ("WMATA website"). *Procedures.*

E. Actions

The actions of the Board shall be expressed by motion or resolution. *Compact.* The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the CEO, *Procedures*, ~~or WMATA staff~~ General Counsel, Inspector General or Board Secretary, *2/17 Governance Committee,*³ shall act

³ On February 17, 2011, the Governance Committee indicated that all Board communications should go through the CEO, General Counsel, Inspector General and Board Secretary (Article IV), thus the reference to CEO and WMATA staff from the interim procedures is revised as shown.

as a body. No Member individually shall direct or supervise the CEO or any WMATA employee or contractor. *Procedures.*

F. Voting

If a Principal Director is absent, his or her alternate Director may vote, except that either alternate from the District of Columbia may vote if either Principal Director from the District of Columbia is absent. No action of the Board shall be effective unless a quorum is present and a majority of the voting Board Members vote affirmatively, which majority shall include at least one principal or eligible alternate from each signatory, *Procedures*, provided, however, that a plan of financing may be adopted or a mass transit plan adopted, altered, revised or amended by the unanimous vote of the voting Board Members from two signatories, *Compact § 8(a)*.

G. Required Procedures Before Any Jurisdictional Veto

The Compact voting requirements establish what is commonly referred to as the "jurisdictional veto," because, for other than a plan of financing or a mass transit plan, one signatory can block the proposed action of the two other signatories. Before any such jurisdictional veto, the Chair shall facilitate the resolution of a dispute that may lead to a jurisdictional veto by leading an informal mediation. Should a dispute remain after informal mediation, the Chair shall consider formal mediation led by the Chair or a designee of the Chair. *2/17 Governance Committee.*

Article VIII

AGENDA, MINUTES AND PARLIAMENTARY AUTHORITY

A. Agenda Development and Distribution

The final Board agenda and the supporting documents are ordinarily distributed to the Board Members at least five days in advance of the Board meeting, including executive sessions of the Board. Materials distributed to the Board Members for the public Board meeting shall be posted on the WMATA website at least four days prior to the Board meeting. Any subsequent changes to the previously submitted agenda or other Board material shall be clearly highlighted and documented. *Procedures.*

B. Record of Public Board and Committee Meetings

There shall be an audio recording of every public Board and Committee meeting, to be available for public review at the offices of the Authority and on the WMATA website. In addition, a written record of formal actions taken by the Board or Committees shall be filed in hard copy and posted on the WMATA website, including:

1. the kind of meeting (e.g. Board, Committee or special);
2. the date and time of the meeting;
3. the names of the Members present;
4. a listing of all actions considered by the Board, identifying the mover and seconder;
5. the votes on each side of each action, and the disposition of the action;
6. explanatory material for each action, such as a resolution, if passed, and staff information material, such as a BAIS;
7. the time of adjournment.

The written records of public Board meetings shall be prepared by the Secretary and shall be approved by the Board.

The Board Secretary shall be responsible for the posting and filing of all written and audio records of Board and Committee meetings, and shall prepare an index to audio records to assist in locating discussions of specific actions taken by the Board.
Procedures.

C. Parliamentary Authority

Except where inconsistent with the provisions of the Compact or these Bylaws, Robert's Rules of Order Newly Revised (10th ed.), as revised from time to time, shall be the Parliamentary authority at all meetings of the Board and of Board Committees.
Procedures.

Article IX EXECUTIVE (CLOSED) SESSIONS OF THE BOARD

The Board may meet in executive session only to discuss critical, sensitive matters, and confidential or proprietary matters, the untimely disclosure of which may be detrimental to the Authority. Such topics include, but are not limited to, the following:

- A. Budgetary matters which may affect legal positions, Authority contracts, or sensitive relationships with local jurisdictions or the Federal government.

- B. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members
- C. Personnel or labor issues including discussions of labor contracts and labor negotiations, consideration or interviews of candidates for employment, and the assignment, appointment, promotion, performance, demotion, or resignation of individuals
- D. Contractual matters including discussion involving the award of a contract and other instances involving confidential or proprietary matters or the investment of public funds where discussion in public would adversely affect the financial interests of the Authority
- E. Audit matters
- F. Safety and security matters
- G. Disposition of Authority property or acquisition of real property for Authority purposes where discussion in public would adversely affect the Authority's negotiating or bargaining position.
- H. Legislative strategy

An executive session of the Board shall be scheduled to be held prior to each full Board meeting, subject to cancellation by the Chair should there be no need for such a session. The agenda for each session shall be made available to the public prior to the meeting and shall include the title of each topic to be discussed, reasonably identified without violating confidentiality. Other executive sessions may be authorized by a public action of the Board in which the purposes of the session are reasonably identified. If the Board is not in session, the Chair may convene an executive session, which shall be announced immediately. Committees shall not meet in executive session.

The Board will not take formal action in Executive Session. Actions resulting from discussion in Executive Session must be taken at an open meeting of the Board.

Minutes of Executive Sessions will not be kept. Attendance at Executive Sessions of the Board is limited to Board Members, the CEO, the Board Secretary, the General Counsel, and other staff and persons deemed by the CEO and the Board to be necessary for the discussion. *Procedures.*

Article X EMERGENCY SESSIONS OF THE BOARD

The Board may meet by telephonic, video or other electronic communication means (“teleconference”) in either open or executive session with or without a quorum when the Chair (or Vice Chair, if the Chair is unavailable) determines that there is an immediate need to provide Board Members with information regarding significant events which require their immediate notification and/or advice, or when Board action is critically required on an issue that could not reasonably have been foreseen, and that cannot wait until the next Board meeting, provided:

- A. The purpose of the meeting is to address the emergency situation.
- B. Public notice of the meeting is given using the best available method given the nature of the emergency situation.
- C. Procedures governing quorum and voting in a teleconference are the same as at a Board meeting.
- D. Actions taken at an emergency teleconference may take effect upon approval, but must be ratified at the next available open Board meeting.

Procedures.

Article XI COMMITTEES

A. Committee Structure

Board Committees are as follows:

- 1. Safety and Security Committee
- 2. Finance and Administration Committee
 - a. Subcommittee: Audits and Investigations
- 3. Customer Service and Operations Committee
 - a. Subcommittee: Technology Review
- 4. Policy, Program Development and Intergovernmental Relations Committee
- 5. Joint Development and Real Estate Committee
- 6. Governance Committee

All Board Members may attend and participate in Committee meetings. The Chair may establish special or ad hoc committees as needed, with Board concurrence. Any

Committee Chair may establish a special, ad hoc or subcommittee consistent with the Committee's responsibilities. Any question of Committee jurisdiction over an issue is resolved by the Board Chair.

Committee actions are recommendations to the Board of Directors, to be placed on a Board agenda for consideration and action.

Occasionally, an item that would normally be reviewed and forwarded to the Board of Directors by the appropriate Committee may be presented directly to the Board, with the concurrence of the relevant Committee Chair. *Procedures.*

B. Board Committee Responsibilities

The **SAFETY AND SECURITY COMMITTEE** provides continual oversight to assure that all facilities, equipment, and operations of the transit system are safe and secure for passengers, employees, and the public affected by Metro services, and recommends for Board adoption Authority safety and security policy direction as well as safety and security goals for the CEO and for the agency. In doing so the Committee reviews the WMATA System Safety Program Plan for consistency with safety goals, receives periodic reports from the Tri-State Oversight Committee and works with the Federal Transit Administration and the National Transportation Safety Board as appropriate to review the status of Metro safety and to assure that all safety recommendations from any internal or external safety review or investigation are handled expeditiously and effectively. The Committee receives regular reports from the Chief Safety Officer and Chief of Police on the status of safety and security, on any significant accidents or incidents, on safety and security metrics, and on the responsiveness of the agency to any safety findings, both internal and external, including the status of corrective action plans. The Committee assures that both employees and the public have accessible channels for reporting safety and security concerns, that such reports are taken seriously, evaluated, and acted upon as appropriate, and that persons reporting such information are protected from reprisals. *Procedures.*

The **CUSTOMER SERVICE AND OPERATIONS COMMITTEE** shall ensure that WMATA operational activities and programs are designed to provide reliable, effective and clean transit service, responsive to customer needs. The Committee oversees transit system performance and service standards, the quality of operations programs and procedures, and customer service, communication and outreach activities, including public and media relations. *Procedures.*

The **FINANCE AND ADMINISTRATION COMMITTEE** monitors the financial integrity and viability of the Authority and its programs and services. The Committee develops budget preparation guidance, recommends capital and operating budget approval to the Board, monitors capital and operating budget implementation and management, recommends proposed budgetary changes to the Board. The Committee

recommends policies and programs for setting fares and fees and creating fare structures, oversees operation and development of fare media and fare collection mechanisms, and explores enhanced and expanded techniques for generating revenue. The development of guidance for administrative matters, including procurement/contracting issues and programs; human resources, compensation and benefits issues; civil rights programs; insurance coverages; and WMATA's business systems implementation also fall within the purview of this Committee. *Procedures.*

The **JOINT DEVELOPMENT & REAL ESTATE COMMITTEE** is responsible for coordinating the community development and smart growth aspects of the Authority's system and service development and oversees the Joint Development Program, including the Transit Infrastructure Investment Fund (TIIF) and other Real Estate matters. The Committee specifically reviews and recommends to the Board actions on (1) Real Estate Acquisitions in the amount of \$250,000 or higher which have not been previously approved by the Board of Directors as part of a specific line expansion or facility project; and (2) Real Estate Dispositions where the estimated fair market value exceeds \$100,000. *Procedures.*

The **POLICY, PROGRAM DEVELOPMENT AND INTERGOVERNMENTAL RELATIONS COMMITTEE** is responsible for capital program planning and oversight; regional corridor development and system expansion planning; coordination of regional planning issues through the Transportation Planning Board and other state, local and subregional agencies; regional transit service planning and coordination with other transportation service providers; project development; and transit access planning. In addition, the Committee investigates and develops innovative technological approaches to enhance the effectiveness of public transportation services. The Committee oversees WMATA's relationships with local, state and Federal governments, develops state and Federal legislative strategies and coordinated transit advocacy programs and pursues enhanced and expanded governmental funding for the Authority. *Procedures.*

The **GOVERNANCE COMMITTEE** is responsible for maintaining all Board governing documents—Strategic Plan, Procedures and Standards of Conduct—in order to improve effective policymaking, oversight, communications and outcomes. The Committee shall develop revisions and enhancements to these documents using a process of open discussions with stakeholders and other interested parties, ensuring any recommended actions are consistent with Compact requirements. The Committee shall implement an orientation program to assist all Board members in understanding the transit system and their individual and Board roles and responsibilities, while building cohesion among the members. *2/17 Governance Committee.*

C. Committee Attendance and Voting

Committee Chairs are responsible for convening Committee meetings at the scheduled time. Five Committee Members shall constitute a Committee quorum. All

Committee meetings are open to all Board Members, and all such Members may vote in Committee meetings.

In recognition of the limited time that is available for the conduct of Committee business, Committee Chairs may limit debate. At the discretion of the Chair, jurisdictional staff members, consultants, members of the Riders' Advisory Council, or other parties may be invited to make a presentation or comment on a particular issue. *Procedures.*

Article XII PUBLIC HEARINGS

The Board authorizes the conduct of public hearings for construction projects, major bus and rail service reductions, fare increases, and other WMATA activities as required by the WMATA Compact. The hearings will be advertised to the general public, and staff will coordinate with local officials and other interested parties in order to ensure adequate notice. In most cases, the hearing officer will be a Board Member. However, the Board Chair may delegate to the Secretary or another WMATA officer/executive the authority to conduct public hearings in the absence of a relevant Board Member, to ensure proper public review of WMATA activities. In an emergency resulting in the unexpected absence of a public hearing officer, the staff presenting the proposed action may conduct the hearing. *Procedures.*

Article XIII BOARD-ESTABLISHED ADVISORY COMMITTEES AND COUNCIL

A. Accessibility Advisory Committee

The Accessibility Advisory Committee (AAC) was established to provide recommendations on accessibility related items. The AAC actively seeks input from a broad range of seniors and persons with disabilities and organizations with an expressed interest in public transportation for seniors and persons with disabilities on operational issues that affect the accessibility of Metrorail, Metrobus and MetroAccess services; advise the WMATA Board on ways to resolve such issues in order to improve these services; and promote WMATA responsiveness to riders who are seniors and persons with disabilities.

The AAC periodically makes reports and recommendations to the Board, based on public input, so that WMATA can effectively address the diverse concerns of seniors and persons with disabilities who use WMATA services. *AAC.*

B. Jurisdictional Coordinating Committee

The Jurisdictional Coordinating Committee (JCC) has been established by the Board to facilitate the exchange of information and viewpoints between jurisdictions and the WMATA staff and among the jurisdictions. The agenda for meetings is established by the WMATA staff in coordination with the annually elected Chair of the JCC.

Board Members are provided copies of the agenda and minutes. Results of JCC consideration of items referred by the Board or its Committees are transmitted to the appropriate Board Committee. *Procedures.*

C. Riders Advisory Council

The Riders Advisory Council (RAC) was established 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 Board on ways to resolve such issues in order to improve Metrorail, Metrobus and MetroAccess; and recommend possible solutions to the Board and staff, based on public input, so that WMATA can effectively address the diverse concerns on the riding public.

The RAC provides monthly reports to the Board concerning its activities and recommendations. *RAC Bylaws.*

Article XIV
BYLAW AMENDMENTS

A majority vote of the Board can amend these procedures. *Procedures.*

Appendix 1: Board Responsibilities Under the Compact

1. Provides for its own organization and procedure, including the election of a Chair and Vice-Chair, holds meetings as frequently as the Board deems required, keeps minutes and adopts rules and regulations regarding its meetings, minutes and transactions. *Compact § 7.*
2. Appoints, removes, determines the compensation and specifies the duties and functions of the General Manager and Chief Executive Officer (CEO), Board Secretary, General Counsel and Inspector General. *Compact § 9.*
3. Adopts, amends, and repeals rules and regulations respecting the exercise of the powers conferred by the Compact. *Compact § 12(c).*
4. Constructs, acquires, owns, operates, maintains, controls, sells and conveys real and personal property and any interest therein by contract, purchase, condemnation, lease, license, mortgage or otherwise but all of said property shall be located in the Zone and shall be necessary or useful in rendering transit service or in activities incidental thereto. *Compact §§ 12(d), 82.*
5. Enters into and performs contracts, leases and agreements with any person, firm or corporation or with any political subdivision or agency of any signatory party or with the federal government, or any agency thereof, including, but not limited to, contracts or agreements to furnish transit facilities and service. *Compact § 12(f).*
6. Establishes, in its discretion, a personnel system based on merit and fitness and, subject to eligibility, participates in the pension and retirement plans of any signatory, or political subdivision or agency thereof, upon terms and conditions mutually acceptable. *Compact § 12(h).*
7. Regulates the use of facilities owned or controlled by the Authority, the service to be rendered and the fares and charges to be made therefor. *Compact § 12(j).*
8. Holds public hearings and conducts investigations relating to any matter affecting transportation in the Zone with which the Authority is concerned and, in connection therewith, subpoenas witnesses, papers, records and documents; or delegates such authority to any officer. *Compact § 12(k).*
9. Develops and adopts, and from time to time reviews and revises, a mass transit plan. *Compact § 13.*
10. Prepares and adopts a plan for financing the construction acquisition, and operation of facilities specified in a mass transit plan. *Compact § 15.*
11. Borrows, in anticipation of receipts, from any signatory, the Washington Suburban Transit District, the Northern Virginia Transportation District, or any component government thereof, or from any lending institution for any purposes in the Compact. *Compact § 21.*
12. Annually adopts a capital budget, including all capital projects it proposes to undertake or continue during the budget period, containing a statement of the estimated costs of each project and the method of financing thereof. *Compact § 23.*
13. Annually adopts a current expense budget for each fiscal year. *Compact § 24.*
14. Authorizes and fixes the provisions and terms for negotiable bonds and other evidences of indebtedness for any of the purposes in the Compact, mortgages or

pledges its properties, revenues, and contracts as security therefor, and funds and refunds such bonds and other obligations. *Compact §§ 27-39.*

15. Executes agreements, leases and equipment trust certificates with respect to the purchase and disposition of facilities or equipment. *Compact § 46.*
16. Holds public hearings prior to raising any fare or rate or implementing a major service reduction. *Compact § 62.*
17. Selects qualified certified public accountants to make an audit of the financial accounts of the Authority as soon as practical after the closing of each fiscal year. *Compact § 70.*
18. Determines the form and amount of insurance coverage against loss or damage to any of the Authority's properties; against liability for injury to persons or property; and against loss of revenue from any cause, or to be self-insured therefrom. *Compact § 72.*
19. Approves, on a case-by-case basis, procedures other than competitive procedures in conducting a procurement of property, services or construction. *Compact § 73.*
20. Adopts policies and procedures for the procurement of property, services and construction. *Compact § 73(g).*
21. Following public hearings, adopts rules and regulations for the safe, convenient, and orderly use of the transit facilities owned, controlled, or operated by the Authority, including the payment and the manner of the payment of fares or charges therefor, the protection of the transit facilities, the control of traffic and parking upon the transit facilities, and the safety and protection of the riding public. *Compact § 76(e).*
22. Enlarges the Transit Zone to embrace any additional area per advice of the Northern Virginia Transportation Commission or the Washington Suburban Transit Commission. *Compact § 83.*

Procedures for Public Comment

Framework

The Board of Directors at the Washington Metropolitan Area Transit Authority (WMATA) shall provide an opportunity for members of the community to provide oral comments during its monthly Board meetings. Comments shall be limited to matters that pertain to WMATA or other transportation issues. The Board Chair shall have discretion to waive or modify any of the following rules and guidelines governing public comment at WMATA.

The public comment period shall follow the approval of minutes on the agenda and generally shall be limited to no more than 20 minutes. All persons who wish to provide public comment shall print and sign their name on a sign-up sheet, and shall include their home address and topic about which they wish to speak.

Persons who wish to provide written comments should bring a copy of their comments for staff to copy and distribute to the Board and to the public.

Time Limit

The period for the public comment period generally shall be limited to no more than 20 minutes. At her/his discretion, the Board Chair may extend the initial public comment period beyond the 20-minute limit, prior to the commencement of public comment. The Board Chair may also reduce the time limit of public comment, prior to the commencement of public comment, if fewer than 10 persons have signed up to speak.

Procedure for Oral Comment

1. Any person wishing to address the Board with comments pertaining to WMATA/transportation-related topics during the 20-minute oral comment forum shall sign a speakers' list prior to the commencement of the meeting. A list will be available beginning at 9:00 A.M. on the day of the Board Meeting, and it will be closed once the meeting begins. Persons who have not signed up prior to the start of the meeting will not be permitted to provide public comment. Comments related to individual personnel issues or disputes concerning the award or administration of specific contracts will not be allowed for this forum, as there are other avenues to pursue these matters. WMATA staff shall be responsible for ensuring that members of the public have properly signed up for the public comment period, and will ascertain the topic to be discussed consistent with these guidelines.
2. Speakers shall identify themselves in writing by providing their name, address, signature, and the subject matter and/or agenda item to which their comments pertain.
3. In order to ensure that as many people as possible have an opportunity to address the Board, speakers may address the Board only once during a three-month period.
4. Speakers shall be limited to members of the public who are not WMATA employees.

Attachment

5. If the Board Chair waives the requirement that persons sign up before the start of the meeting, the Board Chair shall do so before the start of public comment but shall require that persons still fill out the sign-up sheet before they provide oral comment.
6. At the public comment period, each person will be limited to a time not to exceed 2 minutes. The Board Chair shall have discretion to modify the allotted time for speakers, particularly when a large number of persons are interested in participating in the public comment period. If the Board Chair chooses to modify the allotted time per speaker, the Board Chair shall do so before the start of public comment. WMATA staff is responsible for ensuring that the time limit for each speaker is not exceeded.
7. WMATA staff will provide a microphone to persons who have signed up to provide public comment, in the order in which they have signed up. Each person shall state his or her name, city/county of residence and topic of discussion before providing comment.
8. Comments are to be directed to the Board as a whole. The forum is intended to provide the Board of Directors an opportunity to hear members of the community. It is not intended to subject the Board to answering impromptu questions.
9. The Chair of the Board will moderate the comment period. Persons who engage in a consistent pattern of disruptive behavior at WMATA Board 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 will not be permitted to participate in public comment at WMATA Board meetings.
10. The list of persons who signed up to provide public comment but who did not have an opportunity to speak will be transferred to the next Board meeting. At the next Board meeting, they will be permitted to speak in the order they appeared on the list.

The Office of the Secretary will administer these guidelines.