

# Washington Metropolitan Area Transit Authority Board of Directors

## BYLAWS

### Article I MISSION

The WMATA Board of Directors, which is composed of all principal and alternate Directors, (hereinafter "Board" or "Board Members") 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 with 3/24 & 3/31 Governance Committee Revisions.*

**Comment [W1]:** Sources are indicated in italics for the purpose of this working document, with intent to remove them in the final Bylaws.

### Article II BOARD RESPONSIBILITIES

The Board governs through policies and exercises oversight over policy compliance and results. 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. *2/17 Governance Committee with 3/24 Governance Committee Revisions.*

~~The Board is primarily responsible for policy, financial direction and WMATA's relationships with its customers, jurisdictional partners and signatories.<sup>1</sup> 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 is building a high performing organization; the CEO is confident the Board will focus on policy, respecting boundaries. See Article VI.~~

**Comment [W2]:** Revised in accordance with Article IV. *3/31 Governance Committee.*

<sup>1</sup> "Signatories" is a Compact term meaning the State of Maryland, the Commonwealth of Virginia and the District of Columbia. Compact § 1(d). By "jurisdictions," "jurisdictional partners" and similar terms, these Bylaws mean the jurisdictions encompassed by the Transit Zone as defined in Compact § 3: "the District of Columbia, the cities of Alexandria, Falls Church and Fairfax and the counties of Arlington, Fairfax and Loudoun and political subdivisions of the Commonwealth of Virginia located within those counties, and the counties of Montgomery and Prince George's in the State of Maryland and political subdivisions of the State of Maryland located in said counties," and any jurisdictions that may be added by enlarging the Transit Zone per Compact § 83.

Board ~~m~~Members place the public interest of the Authority and the people of the region foremost while ensuring that the Agency authority provides safe, reliable customer-friendly transit services across the entire Washington DC metropolitan region. The ~~following contains some~~ key Board responsibilities ~~established by the Compact are~~ to:

**Comment [W3]:** A more complete list of responsibilities established by the Compact is in Attachment 1.

A. Safe & Reliable System

1. Develop Board policies and encourage Agency authority practices that ensure safety, transparency, accountability, customer service, regular communication practices and prudent financial decision-making. *2/17 Governance Committee.*
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 a budget, the fare structure, service levels, and general a business plan, which shall be updated from time to time. *2/17 & 3/24 Governance Committee.*
4. Develop Board priorities and targets, and include them in 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, and oversee WMATA's relationships with local, state and federal governments, Policy, Program Development and Intergovernmental Relations Committee.
8. Promote and support adequate resources to ensure a state of good repair for the Adopted Regional System and the overall fiscal health of WMATA. *3/24 Governance Committee.*
- 7-9. Develop state and federal legislative strategies and coordinated transit advocacy programs. *Policy, Program Development and Intergovernmental Relations Committee.*

**Comment [W4]:** On a case-by-case basis, the Governance Committee may revise and clarify this and other instances of "stakeholder(s)." *3/24 Governance Committee.*

C. Individual Responsibility to Board Service

- ~~8-10.~~ Act in a manner that enhances and promotes WMATA's mission. *2/17 Governance Committee.*
11. Regularly attend and participate in Board and Committee meetings and Authority activities that build knowledge, awareness and support for WMATA. *2/17 Governance Committee.*
- ~~9-12.~~ Execute and adhere to the Standards of Conduct for Members of the WMATA Board of Directors.
- ~~10-13.~~ Help build good working relationships among Board ~~m~~Members. *2/17 Governance Committee.*
- ~~11-14.~~ Facilitate stakeholder input and feedback in ways that assure all Board ~~m~~Members have access to the same information. *2/17 Governance Committee.*
- ~~12-15.~~ Participate in open healthy debate on issues; after a decision is made, speak with one voice. *2/17 Governance Committee.*

D. Planning, Operations Reporting and Customer Service

- ~~13-16.~~ Determine ~~agency~~Authority 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.*
- ~~14-17.~~ 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).*
- ~~15-18.~~ Hold public hearings and conduct 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).*
- ~~16-19.~~ Hold public hearings prior to raising any fare or rate or implementing a major service reduction. *Compact § 62.*
- ~~17-20.~~ Develop and adopt, and from time to time review and revise, a mass transit plan. *Compact § 13.*
- ~~18-21.~~ Prepare and adopt a plan for financing the construction, acquisition, and operation of facilities specified in a mass transit plan. *Compact § 15.*
- ~~19-22.~~ Annually adopt a capital budget, including all capital projects ~~the~~Board 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.*
- ~~20-23.~~ Annually adopt an operating-current expense budget ~~for each fiscal year~~. *Compact § 24.*
24. 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.*

~~21-25.~~ Adopt key performance and service standards to provide policy guidance regarding the quantity and quality of service. 3/24 Governance Committee.

E. Relationship with CEO Evaluation of CEO, Board Secretary, General Counsel and Inspector General

~~22.~~ Communicate with CEO, speak to full Board. 2/17 Governance Committee.

~~23-26.~~ 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 BOARD OFFICERS

As established by Compact § 7, ~~the~~ Board annually elects a Chair, and Vice-Chair.<sup>2</sup> The Board may also elect and Second Vice-Chair. The election is held at the January Board meeting each year. Board Procedures with 3/24 Governance Committee Revisions. These Officers shall be elected without regard to jurisdiction of residence or representation. AAC.

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, and: 2/17 Governance Committee.

A. Facilitates Work of Board

1. Leads the development of Board policies and encourages Agency authority 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 ~~4~~X, VIII.C and XI, respectively); works with the CEO on agenda development for Board meetings, including waiving ~~of~~ Committee review of particular items jointly with the applicable Committee Chair. 2/17 Governance Committee with 3/24 Governance Committee Revisions.

<sup>2</sup> Compact § 7 provides, in pertinent part, "The Board shall provide for its own organization and procedure. It shall organize annually by the election of a Chairman and Vice-Chairman from among its members."

**Comment [W5]:** Pertinent excerpts: Compact § 9, "The officers of the Authority . . . shall consist of a general manager, a secretary, a treasurer, a comptroller, an inspector general, and a general counsel and such other officers as the Board may provide. . . . All such officers shall be appointed and may be removed by the Board, shall serve at the pleasure of the Board and shall perform such duties and functions as the Board shall specify. The Board shall fix and determine the compensation to be paid to all officers . . ." Board Resolution 2007-9, "RESOLVED, That PPPM Policy 4.1 is revised . . . to authorize the General Manager to (1) recruit, appoint and remove Executive Management employees, excluding the Board Secretary, the General Counsel and the Inspector General, and (2) determine the terms and conditions of the compensation packages for such Executive Management positions, including salaries, based on market considerations and consistent with the approved budget."

**Comment [W6]:** "AAC" indicates the bylaws of the Washington Area Transit Authority Accessibility Advisory Committee, which also provide the framework for these bylaws.

3. Appoints Board ~~e~~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 XII.A. 2/17 Governance Committee.*
4. Maintains communication with Board ~~e~~Committee chairs and members to ensure awareness and understanding of important issues. *2/17 Governance Committee.*
5. Builds strong relationships among Board ~~m~~Members. *2/17 Governance Committee.*
6. Facilitates self-evaluation ~~and evaluation of individual the~~ Board ~~members~~. *2/17 Governance Committee with 3/24 Governance Committee Revisions.*
- ~~7.~~ 7. Limits use of the "jurisdictional veto" by facilitating the resolution of disputes between Board ~~m~~Members representing different signatories. *See Article VIII.GH. 2/17 Governance Committee.*
- ~~7.8.~~ 7.8. ~~Initiates the hiring process for the CEO, Board Secretary, General Counsel and Inspector General. 2/17 Governance Committee (reordered by 3/24 Governance Committee).~~
- ~~8.9.~~ 8.9. Initiates the annual performance review of the CEO, Board Secretary, General Counsel and Inspector General. *2/17 Governance Committee.*
- ~~9.~~ 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 a 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 the 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~~ Exercises leadership by moving the Board toward consensus. *2/17 Governance Committee with 3/24 Governance Committee Revisions.*
15. Ensures ~~that~~ regular reporting ~~related to of~~ the Board and the Authority's priorities and targets ~~occurs~~. *2/17 Governance Committee with 3/24 Governance Committee Revisions.*

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

### BOARD-CEO INTER-RELATIONSHIP

**Comment [W7]:** Articles IV-XIV renumbered as a result of placing "Board-CEO Inter-Relationship" after "Board Officers," and "Jurisdictional Coordinating Committee" after "Board Communication with CEO and Other Officers."

The Board and CEO are guided by mutual respect and confidence in each other's role. The Board has confidence that the CEO ~~will~~ shall build and manage a high-performing organization. The CEO has confidence that the Board ~~will~~ shall focus its efforts and attention on policy matters. *2/17, & 3/24 & 3/31 Governance Committee. The Board is primarily responsible for policy, financial direction and WMATA's relationships with its customers, jurisdictional partners and signatories. No Board Member individually shall direct or supervise the CEO or any WMATA employee or contractor. 3/31 Governance Committee.* The CEO is primarily responsible and delegated the authority for the overall administration and operations of WMATA, subject to policy direction and oversight from the Board of Directors, in order to achieve the agency's mission to operate a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington metropolitan area. *CEO draft by request of Governance Committee with 3/31 Governance Committee Revisions.*

## Article IV

### BOARD COMMUNICATION WITH CEO AND OTHER OFFICERS

All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (CEO), General Counsel, Inspector General or Board Secretary. Copies of requests shall be provided to the Board Secretary who shall inform all Board Members of the requests. The appropriate officer will provide a timely response. Should the response require significant resources, the CEO may ~~forward the~~ request to discuss how to proceed at 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 with 2/24 Governance Committee Revisions.*

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 VI  
JURISDICTIONAL COORDINATING COMMITTEE

The Jurisdictional Coordinating Committee (JCC) was established by the Board to facilitate the exchange of information and viewpoints between jurisdictional and WMATA staff on all substantive issues coming before the Board, and to improve the quality of information for Board decisions. Issues will be ~~brought before~~presented to the JCC sufficiently prior to any required Board action to ensure time for staff review, analysis and discussion. The agenda for meetings is established by the WMATA staff in coordination with the annually elected Chair of the JCC. JCC meetings are open to participating jurisdictional and WMATA staff and invitees. Board Members are provided copies of the agenda and ~~minutes~~meeting summaries. ~~Results of JCC consideration of items referred by the Board or its Committees are transmitted to the appropriate Board Committee.—Procedures, 2/24 and 3/31 Governance Committee Revisions, 3/30 JCC Member Revisions and Resolution 83-65.~~

Article VII  
COMMUNICATION WITH PUBLIC

~~PLACEHOLDER FOR GOVERNANCE COMMITTEE CONSIDERATION: Principles include encouraging customers to contact individual Board members and Board members directly responding to customers. 2/17 Governance Committee. The Board is committed to the broadest possible communication with customers, jurisdictional partners, signatories, the federal government, stakeholders, funding partners, transportation agencies, Board-established advisory bodies, other transportation service providers, and oversight agencies including the Tri-State Oversight Committee, and will provide regular opportunities to receive and respond to comments. 3/31 Governance Committee.~~

Article VIII  
BOARD 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. Public Comment

~~The Board shall provide an opportunity for members of the community to provide oral comments during its monthly Board meetings. [Resolution 2005-33].~~

**Comment [W8]:** See Attachment 2 for current procedures for public comment at Board meetings per Resolution 2005-33.

F. 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*, General Counsel, Inspector General or Board Secretary, shall act as a body. ~~No Member individually shall direct or supervise the CEO or any WMATA employee or contractor. [Procedures with 2/17 Governance Committee Revisions]~~

**Comment [W9]:** Moved to Article IV, Board-CEO Inter-Relationship.

**Comment [W10]:** On February 17, 2011, the Governance Committee directed that all Board communications should go through the CEO, General Counsel, Inspector General and Board Secretary (Article IV). This revision is reflected here as well.

F.G. 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)*.

**Comment [W11]:** Compact § 8(a) excerpted in footnote 3, p. 11.

GH. Limiting Jurisdictional Vetoes

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~~ Board. Board ~~m~~Members are responsive to their jurisdictional concerns, yet also have responsibilities to WMATA and the region as a whole. All Board ~~m~~Members will provide advance notice of the intent to invoke a jurisdictional veto, and will attempt to resolve disputes over proposed actions prior to invoking a jurisdictional veto. The Chair shall facilitate the resolution of disputes that may lead to a jurisdictional veto. *2/17 Governance Committee with 2/24 Governance Committee Revisions.*

Article ~~VIII~~  
AGENDA, MINUTES AND PARLIAMENTARY AUTHORITY

A. Agenda Development and Distribution

The final Board agenda and the supporting documents for the ~~public~~ Board meetings shall be published in advance, except where unavoidable circumstances prevent advance publication or where the subject of the documents requires discussion in executive (closed) session, as provided in Article X. *Procedures with 2/24 and 3/31 Governance Committee revisions.*

B. Record of ~~Public~~ Board and Committee Meetings

There shall be an audio recording of every ~~public~~ Board and Committee meeting, except for executive (closed) sessions pursuant to Article X, to be available for public review at the offices of the Authority and on the WMATA website.

The written records of ~~public~~ Board meetings shall be prepared by the Secretary and shall be approved 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 (10<sup>th</sup> ed.), as revised from time to time, shall be the Parliamentary authority at all meetings of the Board and of Board Committees. *Procedures.*

## Article +X

### EXECUTIVE (CLOSED) SESSIONS OF THE BOARD

#### A. Matters Appropriate for Executive Session

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:

1. Budgetary matters which may affect legal positions, Authority contracts, or sensitive relationships with local jurisdictions or the federal government.
2. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members
3. 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
4. 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
5. Audit matters and investigations to include, for example, audits of IT security matters and investigations to be referred for further criminal investigation or prosecution;
6. Safety and security matters when premature release would compromise public safety
7. 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.
8. Legislative strategy

#### B. Procedures for Executive Session

An executive session of the Board shall be regularly scheduled, 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. Executive sessions may also 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, unless authorized by the Board's vote in a meeting consistent with Compact § 8(a), or as provided in the Procedures. *Procedures with 2/24 & 3/31 Governance Committee Revisions.*

Comment [W12]: Compact § 8(a) excerpted in footnote 3, p. 11.

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 with 2/24 Governance Committee Revisions.*

## Article XI EMERGENCY SESSIONS OF THE BOARD

The Board and any Committee may meet by telephonic, video or other electronic communication means 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 that require their immediate notification and/or advice, or when Board action or Committee consideration is critically required on an issue that could not reasonably have been foreseen, and that cannot wait until the next ~~Board~~ meeting, provided:

1. The purpose of the emergency session is to address the emergency situation.
2. Public notice of the emergency session is given using the best available method given the nature of the emergency situation.
3. Procedures governing voting in an emergency Board session are as provided in Compact § 8(a).<sup>3</sup>

<sup>3</sup> Compact § 8 (a) provides, in pertinent part, "[N]o action by the Board shall be effective unless a majority of the Board present and voting, which majority shall include at least one Director or alternate from each Signatory, concur therein; 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 Directors representing any two Signatories."

4. Actions taken at an emergency Board session may take effect upon approval, but must be ratified at the next available open Board meeting.

5. To the extent feasible in the circumstances of the emergency situation, the proceedings of an emergency session will be broadcast to the public, such as by internet streaming.

*Procedures with 2/24 and 3/31 Governance Committee revisions.*

## Article XII COMMITTEES

### A. Committee Structure

Board Committees are as follows:

1. Safety and Security Committee
2. Finance and Administration Committee
- ~~3. a-Subcommittee-~~ Audits and Investigations
- ~~3~~4. Customer Service and Operations Committee
  - ~~a-Subcommittee-Technology Review~~
- ~~4~~5. Policy, Planning, 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 Board Chair and the relevant Committee Chair.  
*Procedures with 3/24 Governance Committee Revisions.*

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 agencyAuthority. 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-Authority 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-Authority 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 **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, and 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 **AUDITS AND INVESTIGATIONS COMMITTEE** provides oversight of the quality and integrity of the Authority's internal controls, compliance systems and accounting, auditing, and financial reporting processes; selects, determines the compensation for, and has oversight of the activities of all independent accountants retained for auditing purposes, who shall report directly to the Committee; arranges for the audit of the books and accounts of the Authority by the independent accountants no less than annually; and reviews the annual financial statements of the Authority. The Committee also receives reports from the Inspector General regarding: 1) complaints received by the Office of Inspector General; 2) fraud, waste, abuse and

deficiencies in Authority activities, including the necessity for and progress of corrective action; and 3) economy, efficiency and effectiveness in Authority activities. *Bylaws of the Port Authority of New York and New Jersey; Compact § 9 (d).*

**Comment [W13]:** Compact § 9(d) states, in pertinent part, that the Office of Inspector General "promotes economy, efficiency, and effectiveness in Authority activities; detects and prevents fraud and abuse in Authority activities; and keeps the Board fully and currently informed about deficiencies in Authority activities as well as the necessity for and progress of corrective action."

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; *technology initiatives*; and customer service, communication and outreach activities, including public and media relations. *Procedures with 3/24 Governance Committee Revisions.*

The **~~POLICY, PLANNING, PROGRAM DEVELOPMENT AND INTERGOVERNMENTAL RELATIONS~~ REAL ESTATE 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. ~~The Committee. 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.*~~

**Comment [W14]:** Redundant with "technology initiatives" in Customer Service and Operations Committee.

**Comment [W15]:** Intergovernmental relations duties included in Article II, Board Responsibilities, items B.7 - B.9.

~~The **JOINT DEVELOPMENT & REAL ESTATE COMMITTEE**~~ is also 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 revised to combine two former Committees.*

The **GOVERNANCE COMMITTEE** is responsible for maintaining all Board governing documents—Strategic Plan, Bylaws, 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 ~~m~~Members in understanding the transit system and their individual and Board roles and responsibilities, while building cohesion among the ~~m~~Members. *The Committee shall ensure the timely and*

regular completion of Board member self-evaluation, and shall also oversee the hiring process and annual performance review of the CEO, Board Secretary, General Counsel and Inspector General. 2/17 Governance Committee *as revised*.

C. Committee Attendance and Voting

Committee Chairs are responsible for convening Committee meetings at the scheduled time. Five Committee ~~M~~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 XIII  
PUBLIC HEARINGS

The Board authorizes the conduct of public hearings for major bus and rail service reductions, fare increases, and other WMATA activities as required by the WMATA Compact or deemed appropriate by the Board. 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. *Procedures with 2/24 Governance Committee revisions.*

Article XI~~IV~~  
BOARD-ESTABLISHED ADVISORY ~~COMMITTEES AND~~  
~~COUNCIL BODIES~~

~~A. Citizen Advisory Committee 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*.

~~2B.~~ 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*.

~~B.~~ Jurisdictional Coordinating Committee

**Comment [W16]:** Former part B eliminated in favor of new Article VI. *3/31 Governance Committee*.

## Article XIV

### STANDARDS OF CONDUCT FOR MEMBERS OF THE BOARD

The Board will maintain and periodically update standards of conduct for its Members. The Standards of Conduct for Members of the WMATA Board of Directors, adopted by the Board of Directors on August 22, 1991, and revised January 28, 2010, are attached to and are incorporated by reference into these Bylaws. *Procedures*.

## Article XV

### BYLAW AMENDMENTS

A majority vote of the Board in a meeting, consistent with Compact § 8(a), can amend these Bylaws. *Procedures*. The Board's intent is that these Bylaws remain as stable as possible to further the Board's mission and promote good working relationships with the CEO, the public and all other stakeholders. The Board shall also adopt, maintain and periodically update procedures to address more detailed and flexible matters of governance.

**Comment [W17]:** Compact § 8(a) excerpted in footnote 3, p. 11.

## **Attachment 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.*

## **Attachment 2: Procedures for Public Comment**

(Source: Resolution 2005-33)

### **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.
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.