

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

☒ Action ☐ Information

MEAD Number:
201909

Resolution:
☒ Yes ☐ No

TITLE:

2017 Revisions to Riders' Advisory Council Bylaws

PRESENTATION SUMMARY:

Board approval to make changes to the Riders' Advisory Council's (RAC's) Bylaws in response to RAC requests and to align with current practice.

PURPOSE:

To request Board approval of revisions to the RAC's Bylaws.

DESCRIPTION:

As the RAC is established by and reports to the Metro Board of Directors ("the Board"), the Board has approval authority over the RAC's Bylaws and policies. The RAC requested certain changes to its Bylaws, and staff also has changes to align the RAC's Bylaws with current practices.

Key Highlights:

Highlights of the proposed changes are as follows:

Changes proposed by the RAC:

- Move the date of annual officer elections to April instead of January. This will allow newly-appointed members the opportunity to learn about candidates for leadership positions and about the responsibilities associated with those positions prior to the elections.
- Change the attendance policy to recommend a member for dismissal after missing two-thirds of meetings after six rather than 12 months. This allows for faster assessment of individuals who are unable to committ appropriate time to their position on the RAC and ask the Board to replace them with a more engaged individual.

Changes proposed by staff:

- Revise the RAC's information-gathering authority to include "relevant and non-confidential" documents.

- Alter the description of WMATA staff support for the RAC; this function was moved from the Board Corporate Secretary's office to the Department of Customer Service, Communications and Marketing in September 2015.

Background and History:

The Board of Directors approved the creation of a Riders' Advisory Council on September 22, 2005, and also approved a set of RAC Bylaws as part of that action. The Bylaws have been revised twice since - in January 2010 and in December 2014.

Discussion:

Article X of the RAC's Bylaws outlines the process for amending these Bylaws and notes that "the proposed change(s) to the bylaws will be made final upon approval by the Board."

The proposed changes address the timing of the RAC's annual elections, the duration of the process to recommend that a member be removed from the RAC, and the description of the RAC's staff support and its information-gathering authority. Additional changes clarify or simplify language or remove sections that are no longer applicable.

FUNDING IMPACT:

Change to governance documents; no impact on funding.

Define current or potential funding impact, including source of reimbursable funds.	
Project Manager:	Jennifer Ellison
Project Department/Office:	SECT

TIMELINE:

Previous Actions	<p>September 2005 - Board creation of RAC and approval of its first set of Bylaws.</p> <p>January 2010 - Approval of revisions to RAC Bylaws.</p> <p>December 2014 - Approval of further revisions to RAC Bylaws.</p> <p>June 2017 - RAC approval of proposed Bylaws changes.</p>
Anticipated actions after presentation	<p>September 2017 - Coordination with RAC leadership and members outlining the approved Bylaws changes.</p>

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RECOMMENDATION:

Approval of the proposed revisions to the Riders' Advisory Council's Bylaws as reflected in the attachment to the resolution.

SUBJECT: APPROVAL OF 2017 REVISIONS TO RIDERS' ADVISORY COUNCIL BYLAWS

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

WHEREAS, In Resolution 2005-44, the Washington Metropolitan Area Transit Authority (WMATA) Board of Directors created a Riders' Advisory Council (RAC) and established Bylaws for its governance, and the RAC Bylaws require Board approval of proposed amendments; and

WHEREAS, The RAC has proposed and approved amendments to its Bylaws to change the date of its annual elections and to shorten the timeframe that RAC membership may be terminated for non-attendance; and

WHEREAS, Metro staff also proposed changes to the RAC's Bylaws to better align them with current RAC and Board practices; now, therefore be it

RESOLVED, That the Board of Directors approves the recommended amendments to the RAC Bylaws as reflected in Attachment A; and be it finally

RESOLVED, That, in order for the RAC to function most efficiently, this Resolution shall be effective immediately upon adoption by the Board of Directors.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
General Counsel

**BYLAWS OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
RIDERS' ADVISORY COUNCIL BYLAWS**

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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 "RAC."

ARTICLE II MISSION

A. MISSION STATEMENT

The RAC exists to actively seek input from a broad range of riders and organizations with an expressed interest in public transit on operational and budgetary issues that affect Metrorail, Metrobus, and MetroAccess; ~~advise~~advise the WMATA Board of Directors (Board) and staff on ways to resolve such issues in order to improve Metrorail, Metrobus and MetroAccess services; advocate for riders to receive timely responses from WMATA regarding their inquiries; and recommend possible solutions to the Board and staff, based on public input, so that WMATA can effectively address the diverse needs of the riding public.

B. ROLES AND RESPONSIBILITIES

1. The RAC shall serve in an advisory capacity to the Board and will work with WMATA staff to:
 - a. Provide advice and recommendations to the Board on operating and budgetary issues that have a direct impact on Metrorail, Metrobus and MetroAccess riders;
 - b. Encourage-Promote transparent decision-making by WMATA that clearly reflects riders' needs and concerns;
 - c. Seek input from a broad range of WMATA ridership;
 - d. Attend, listen, and speak at community meetings to learn and represent riders' perspectives;
 - e. Collaborate with advisory groups established by WMATA, including the WMATA Accessibility Advisory Committee (AAC), which advises the Board on issues that impact senior citizens and people with disabilities;
 - f. Foster rider awareness of the RAC and of the opportunities available for riders to make their voices heard;
 - g. Hold public forums with special focus on an issue, geographical location, or targeted group as necessary to respond to riders' concerns; and
 - h. Develop recommendations that take into consideration the needs of riders throughout the Transit Zone¹ and the financial impact of different solutions on both customers and WMATA.
2. RAC members will act responsibly and in the best interest of the communities/riders they represent by:
 - a. Regularly attending and actively participating in scheduled meetings;
 - b. Gathering relevant non-confidential internal WMATA information as necessary for effective communication and decision-making;
 - c. Establishing and submitting an annual RAC work plan for Board acceptance; and
 - d. ~~Executing and Ad~~hering to the RAC Standards of Conduct policy (Article VIII, Section 3 of these bylaws).

C. COMMUNICATION WITH BOARD AND STAFF

The RAC will provide a written monthly report to the Board concerning its activities and recommendations and may send additional reports or recommendations, as appropriate. At the discretion of the Board Chair, the RAC may respond to questions or present verbal information in public session on items within the purview of the RAC.

Commented [NNA1]: Revised in light of Article V Section 4 of Board Bylaws

¹ The WMATA Transit Zone consists of the District of Columbia, the suburban Maryland counties of Montgomery and Prince George's and the Northern Virginia counties of Arlington, Fairfax and Loudon and the cities of Alexandria, Fairfax and Falls Church.

ARTICLE III: MEMBERSHIP

A. COMPOSITION

The RAC shall be composed of up to twenty-one members appointed by the Board: six members from each of the three signatory jurisdictions in the Transit Zone, two at-large members, and the Chair of the AAC. Members of the RAC will reflect the diversity of the riding public based on age, gender, race, disability, commute patterns, and geographic locations in the Transit Zone. Members should also reflect a cross-section of bus, rail, paratransit, and multimodal trip patterns. Members shall not reflect the views of any particular advocacy group. WMATA employees and elected officials are not eligible for membership on the RAC.

B. APPOINTMENT

Candidates for appointment to the RAC will be presented to the Board for consideration and approval. The RAC Staff Coordinator, Board Secretary, and other staff will assist in the recruitment process as requested. Board members may request input from current or former RAC members in recruiting new appointees; however, the Board is the final decision-maker on appointments.

C. TERM OF OFFICE

1. Length of Term

The term for each member of the RAC is three years, unless said appointment is interrupted by ~~expiration of the term, or~~ the resignation/termination of the RAC member. ~~In order to stagger membership, one-third of the initial RAC members shall serve for a one-year term, one-third of the initial RAC members shall serve for a two-year term, and one-third of the initial RAC members shall serve for a three-year term, all of which were initially selected by lots. The staggering of terms shall continue with successive appointments.~~

2. Schedule of Appointments

- a. The Board appoints new RAC members on or about October of each year whose terms begin in January of the following year.
- b. Members may be considered for reappointment by the Board before the end of their term. The reappointment term for any reappointed RAC member will begin in January of the following year.

3. Limitation on Terms

No person shall serve on the RAC for more than four complete terms, with the exception of the Chair of the AAC, whose term shall not be limited.

D. MID-TERM VACANCY

The Board will fill any mid-term vacancies as needed ~~through the remainder of the term~~. Appointments to mid-term vacancies shall not count against the four complete term limitation of RAC membership.

E. RESIGNATION

A member desiring to resign from the RAC may do so by submitting ~~a~~-written ~~resignation~~-notice to the Board through the RAC Staff Coordinator.

F. TERMINATION OF MEMBERSHIP

1. A member's appointment to the RAC may be terminated at a regular meeting of the Board, where a quorum is present. RAC membership may be terminated for any of the following behaviors/actions:
 - a. Omitting or materially misrepresenting information relevant to the basis of the appointment;
 - b. Refusing to execute or adhere to the RAC Standards of Conduct policy; and/or
 - c. Failing to attend regular meetings for three consecutive months or missing two-thirds of regular meetings ~~in any calendar year~~ within any six month period.
2. The RAC may recommend in writing that the Board terminate a RAC member's term for the actions listed above following a two-thirds vote by the RAC at a regular meeting, where a quorum is present.

3. Before a vote to recommend termination of a RAC member to the Board, the RAC Chair or jurisdictional Vice-Chair shall notify the RAC member in writing of the basis for the termination recommendation and must provide the member an opportunity to offer mitigating factors for consideration by a quorum of the RAC. The member in question will have the option to resign in lieu of recommendation for removal.
4. Following the RAC vote to recommend termination, the RAC Staff Coordinator will notify the RAC member in question of the voting result and will forward the decision of the RAC to the Board for consideration. The termination will be effective upon approval by the Board.

ARTICLE IV: OFFICERS

A. CHAIR

1. The RAC shall elect a Chair from its membership annually. The RAC Chair shall be nominated and elected without regard to jurisdiction. ~~Nominations for Chair shall be made by a member of one jurisdiction and seconded by a member of another jurisdiction.~~
2. The RAC Chair shall lead meetings and keep order; create committees and working groups with the concurrence of the RAC; present reports to the Board; and prepare and sign all correspondence, reports, and other communications of the RAC. Additionally, the Chair may discuss matters of interest directly with the Chair of the Board.

B. VICE-CHAIRS

1. The RAC shall annually elect Vice-Chairs from its membership to represent each of the three signatory jurisdictions within the Transit Zone. Nominations for Vice-Chair shall be made and seconded by members from that jurisdiction. For the purpose of election and voting, at-large members shall be considered as members of their home jurisdiction.
2. Any Vice-Chair may act in the absence of the Chair. If the Chair and all Vice-Chairs are absent from any meeting and/or unable to serve, the meeting shall be called to order by the RAC Staff Coordinator. The RAC Staff Coordinator shall immediately call for the election of a Temporary Presiding Officer.
3. Each Vice-Chair shall actively communicate with the RAC 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 Board representing his or her jurisdiction of appointment, and work to maintain and strengthen the relationship between those Board members and the RAC.

C. OFFICERS' TERM OF OFFICE

1. Election of officers shall occur ~~at in the first regular July/April meeting of the each~~ calendar year. ~~An affirmative vote of the majority of members present is required to postpone an election.~~
2. Members appointed to the RAC at-large shall be considered members from the signatory jurisdiction of their primary residence for the purpose of establishing eligibility to serve as an officer of the RAC. At-large members are eligible for officer positions, except for the at-large position held by the Chair of the AAC, who is ineligible for the position of Chair of the RAC.
3. The officers of the RAC shall serve for one year and shall begin serving immediately upon their election at the first July/April meeting of each calendar year. No person shall serve as Chair for more than three one-year terms, except that in the event the RAC fails to elect a Chair and Vice-Chair(s) at the ~~first election in July/April regular meeting~~ of the calendar year, the existing Chair or Vice-Chair shall continue to serve until successors are elected.
- 3.4. A vacancy in any office shall be filled by a special election held by the RAC at the next meeting following the announcement of the vacancy and shall be for the unexpired term.

ARTICLE V: STANDING COMMITTEES AND SPECIAL COMMITTEES

- A. The RAC will have five standing committees. Standing committees will remain in place unless eliminated by a two-thirds vote at a regular meeting announced at least one month in advance of such vote. The five standing committees of the RAC are the Budget and Finance Committee; Customer Service Committee; ~~Governance Committee; Safety and Security Committee;~~ Program, Projects and ~~Strategic Planning Committee;~~ and RAC Leadership Committee. Chairs of these committees will be elected no later than the second meeting of the calendar year. Standing committee Chairs may be reelected for up to three one-year terms.
- B. All RAC members are encouraged to participate on at least one standing committee ~~per calendar year, except the RAC Leadership Committee shall be limited to the RAC Chair and Vice Chairs only as its members.~~
- C. The RAC Chair has the authority, after obtaining concurrence at ~~the a regular~~ RAC ~~quarterly~~ meeting ~~where a quorum is present~~, to create other standing committees and/or special committees to address issues not within the purview of the standing committees currently in place. Standing committees and special committees will operate according to the requirements of these bylaws and Robert's Rules of Order. In case of conflict, these bylaws shall take precedence over Robert's Rules of Order. Special committees shall expire at the end of the calendar year.
- D. Membership in standing committees and special committees shall be open to all members of the RAC. Upon creation of a standing committee or a special committee, the Chair shall designate an individual to convene its first meeting and conduct the meeting until the standing committee or special committee elects a Chair from among its membership.

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

Commented [PJ2]: Kept "Program, Projects and Planning" Committee name at request of RAC.

ARTICLE VI: STAFF SUPPORT

- A. The ~~Board Secretary Assistant General Manager of Customer Service, Communications and Marketing~~ shall designate a ~~person WMATA staff member~~ to serve as the RAC Staff Coordinator. ~~When designating the RAC Staff Coordinator, the Board Secretary will consider input from the RAC Leadership Committee. Input from the RAC Leadership Committee may include reviewing applications, meeting the final candidate(s), and providing feedback to the Board Secretary. The RAC Leadership Committee may also have input into developing the job description and the annual performance plan for the RAC Staff Coordinator. However, the final documents shall be prepared in compliance with all WMATA policies and procedures.~~
- B. The RAC Staff Coordinator will serve as the liaison between the RAC, the Board, and WMATA staff. Additionally, the RAC Staff Coordinator will work with the RAC Leadership Committee and/or the standing committees to:
1. Prepare meeting notices, agendas, meeting minutes, special reports or communication, and postings as required;
 2. Plan and organize meetings and forums;
 3. Track and timely respond to written requests for information and WMATA data initiated by the RAC Leadership Team or Committee Chairs; and
 4. Develop an orientation package to be provided annually to new and continuing members.
- C. WMATA shall provide a specific place on its external public website for use by the RAC. The RAC Staff Coordinator shall take all necessary steps within a reasonable time to post RAC-provided information on that website. ~~RAC postings are limited to governing documents, agendas, meeting minutes and notices of public hearings.~~

Commented [PJ53]: This reflects revised responsibilities for staff support to the RAC effective September 2015.

ARTICLE VII: MEETINGS

A. REGULAR MEETINGS

1. The RAC shall hold at least one regular meeting per month, ~~generally in the evening~~, and conduct it in accordance with these bylaws and Robert's Rules of Order. In case of conflict, these bylaws shall take precedence over Robert's Rules of Order.
2. Meeting agendas shall be posted on WMATA's website in the same manner as agendas posted for meetings of the Board. At least three days prior to a RAC regular meeting, an agenda shall be posted on the WMATA website, and contain a brief general description of each item to be discussed at the meeting.
3. Meetings will be open to the public, held in a location accessible to people with disabilities, and within the Transit Zone. The RAC will solicit the public to attend and directly address the RAC on any item on the agenda, before or during consideration of the item.
4. The RAC may cancel a regular meeting at any prior meeting by a majority affirmative vote of members, provided a quorum is present. Notice shall be provided to the public of the cancellation and the new meeting date if it is rescheduled.

B. SPECIAL MEETINGS

Special meetings may be called by the Chair, at his or her discretion, when the business of the RAC requires it or at the request of a majority of the membership. Notice for special meetings will conform to the requirements of notice for regular meetings and describe the purpose of the special meeting. No other business outside of the published purpose of the special meeting shall be considered at the meeting.

C. QUORUM

A majority of the appointed members of the RAC (50 percent of the membership, plus one) must be present in order to constitute a quorum necessary for the transaction of business of the RAC. No decision of the RAC shall be valid unless a majority of members present and voting concur, unless otherwise expressly stated in these bylaws.

ARTICLE VIII: AGENDAS, MINUTES, AND STANDARDS OF CONDUCT

A. AGENDAS

1. The RAC Leadership Committee, with the support of the RAC Staff Coordinator, will prepare an agenda for regular meetings. The RAC members shall approve the agenda by vote as part of the regular monthly meeting proceedings. Members may contact any person on the RAC Leadership Committee to have items placed on the agenda. Also, during each regular meeting, RAC members will have an opportunity to suggest discussion topics for future agendas.
2. The RAC Staff Coordinator shall be responsible for distributing the final agenda and preparing or compiling the associated agenda materials for each meeting. Agenda materials shall normally be provided to the members at least three business days prior to each meeting.

B. MINUTES

Minutes of each RAC meeting shall be prepared by the RAC Staff Coordinator and distributed to members together with the agenda for the next meeting, including:

1. The kind of meeting (e.g. regular or special);
2. The date, time, and place of the meeting;
3. The names of the RAC members present;
4. A record of all the actions considered by the RAC, identifying the mover and seconder;
5. The disposition of the action;
6. The time of adjournment.

C. STANDARDS OF CONDUCT

All regular, committee, and special meetings of the RAC shall be conducted in accordance with the RAC Standards of Conduct Policy and these bylaws. The RAC may also establish additional standards and approve them by a two-thirds vote of the RAC, as needed. The Chair is responsible for maintaining order in the meeting and the following standards will be observed:

1. Any RAC member desiring to speak shall address the Chair, and, upon recognition of the Chair, shall speak only to the question under debate.
2. Members of the public will have an opportunity to provide comments during RAC regular and committee meetings. The Chair may invite WMATA staff members, Board members, consultants, community organizations, or other parties to make presentations or comments before the RAC.

RAC members and citizens are expected to conduct themselves in a respectful and, courteous manner. ~~At any time, should a RAC member or a citizen fail to adhere to this expectation, the Chair will ask the offending person to leave the meeting until that individual regains personal control. Should decorum fail to be restored, the Chair will recess the meeting until such time as a genuine commitment to respect and courtesy is observed.~~

3. The RAC will coordinate all media inquiries with the Board through the Office of the Board Secretary with knowledge and direction from the WMATA Office of Media Relations. To ensure that the process for RAC members conforms with the process used by the Board, the protocol for responding to media inquiries is as follows:
 - a. If a RAC member receives an inquiry (e.g. email, telephone, etc.) from a representative of the news media or a blog requesting that the member speak or comment on matters under discussion by the RAC, or on behalf of the RAC, or if the RAC member believes that his or her comments will be construed to have been made on behalf of WMATA, the member shall notify the Office of Media Relations prior to speaking with the reporter, except in those cases when that RAC member has specific prior authorization from the Office of Media Relations.
 - b. If a RAC member is officially representing the RAC at a RAC function (e.g. public hearing, public meeting, special event, etc.) and is approached by a news media representative, the RAC member shall make every effort to respond to questions concerning that particular event or activity only. The RAC member shall make it clear that he or she is speaking for the RAC and not for WMATA. Any questions pertaining to WMATA matters, operations, or policies, or other unrelated activities or events, should be referred to the Office of Media Relations.
 - c. After answering any media questions, the RAC member shall notify the Office of the Board Secretary in writing of the media interaction as soon after the conversation as possible.

ARTICLE IX: OTHER PROCEDURES

The RAC may develop and approve other procedures and/or standards to govern its operations as needed. ~~These procedures and/or standards will be reviewed annually and approved by the RAC no later than the second regular meeting of the calendar year.~~

ARTICLE X: BYLAWS AMENDMENTS

The RAC may propose amendment of these bylaws by a motion that is made, seconded, and passed at a regular meeting by a two-thirds vote of its membership. The two-thirds vote shall be based on the number of persons currently holding appointments to the RAC whether present at the meeting or not. Written notice of the proposed amendment must be given to all members at the prior regular monthly meeting. The notice must contain both the original language and the proposed amending language to the bylaws. The proposed change to the bylaws will be made final upon approval by the Board. Such review shall occur no less frequently than every five years, but may occur more frequently as appropriate. The RAC may also initiate a periodic review of its bylaws.

In accordance with the bylaws of WMATA's Board of Directors, Approved:

Revisions: V1- 2010; V2- 2014; [V3-2017](#)