

SUBJECT: APPROVAL OF REVISIONS TO RIDERS' ADVISORY COUNCIL BYLAWS

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

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

WHEREAS, Under Resolution 2005-44, the Board of Directors also approved bylaws for the R.A.C.; and

WHEREAS, Under the R.A.C.'s current bylaws, "The by-laws may be proposed for amendment or repeal by a motion that is made, seconded and passed by a two-thirds vote of regular members at any regular meeting. 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;" and

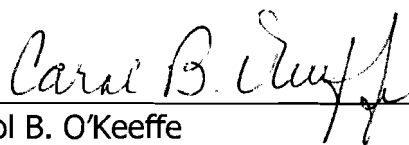
WHEREAS, The bylaws further state that "The proposed by-laws change will be made final upon approval by the WMATA Board of Directors or their designee;" and

WHEREAS, At its December 2, 2009 meeting, the R.A.C. voted to recommend changes to its bylaws, which were subsequently provided to the Board of Directors; and

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

*RESOLVED*, That these changes to the Riders' Advisory Council's bylaws shall become effective January 1, 2010.

Reviewed as to form and legal sufficiency,

  
\_\_\_\_\_  
Carol B. O'Keeffe  
General Counsel

## Washington Metropolitan Area Transit Authority Riders Advisory Council

### BY-LAWSBYLAWS

#### ARTICLE I

##### NAME

The name of the advisory group shall be the Washington Metropolitan Area Transit Authority ~~(WMATA)- Metro~~ Riders Advisory Council, and may be referred to as "the ~~RAC-~~R.A.C."

#### ARTICLE II

##### MISSION

###### A. MISSION STATEMENT

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

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

###### B. GOALS OF THE ~~RAC-~~R.A.C.

The goals of the ~~RAC-~~R.A.C. are to:

- Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;
- Encourage rider awareness of the ~~RAC-~~R.A.C. and of the opportunities that the ~~RAC-~~R.A.C. provides for riders to make their voices heard;
- Seek input from a broad range of Metro riders;
- ~~Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus, and MetroAccess riders;~~
- Promote meaningful public participation in Metro decision-making

processes:

- Encourage open decision-making process by WMATA-Metro that clearly reflects riders' needs and concerns;
- Support improvements in service;
- Aim for a high level of rider satisfaction with WMATA-Metro; and
- Strive for a high level of public confidence in WMATA-Metro.

C. RESPONSIBILITIES

The RAC-R.A.C. shall serve in an advisory capacity to the WMATA Board and may work with staff to:

- Educate themselves about the Metrorail/bus system, the budget process, and the administrative process as they relate to providing transportation by bus, rail, and paratransit;
- Review, analyze, and prepare recommendations on issues that relate to the provision of Metrorail, Metro bus and MetroAccess service;
- Hold public forums with special focus on an issue, geographical location, or targeted group as necessary to respond to riders' concerns and apprise WMATA-Metro of the date and time of such public forums for its information and use;
- Attend, listen, and speak at community meetings to better learn and represent riders' perspectives;
- Develop recommendations which take into consideration the needs of people throughout the Metrorail/bus system service area Transit Zone and which consider the financial impacts of different solutions on both customers and WMATA-Metro;
- Execute and adhere to ~~a the~~ RAC-R.A.C. Standards of Conduct Policy;
- Establish annual goals for the RAC-R.A.C.;
- Interact with the ~~WMATA Elderly and Disabled Committee (E&D Committee)~~ Metro Accessibility Advisory Committee (A.A.C.), which advises the WMATA Board on WMATA's-Metro's programs and transportation facilities insofar as they affect customers with disabilities and those who are elderly; and
- Interact with other advisory groups established by WMATA-Metro.

D. COMMUNICATION WITH BOARD AND STAFF

The ~~RAC-R.A.C.~~ may communicate with the WMATA Board of Directors and appropriate staff on a regular schedule as established by the WMATA Board, and may send additional reports or recommendations as needed by the WMATA Board. A brief report may be made at the beginning of each WMATA Board ~~of or~~ Board Committee meeting that is open to the public on items that are within

the mission and goals of the ~~RAG R.A.C.~~. The ~~RAG R.A.C.~~ may also provide advice in other areas not within the stated goals or mission of the ~~RAG R.A.C.~~ after prior consultation ~~of with~~ the ~~WMATA~~ Board.

### **ARTICLE III**

#### **MEMBERSHIP PRIVILEGES**

##### **A. COMPOSITION**

The ~~RAG R.A.C.~~ shall be composed of up to twenty-one (21) members, eighteen (18) of which shall consist of six (6) members from each of the jurisdictions who live in the ~~WMATA-Metro~~ service area. Membership will be selected, generally, from people who live in the ~~WMATA-Metro~~ service area. It is important that the membership reflect a broad representation of people from different geographic locations of the ~~WMATA-Metro~~ service area and not any particular advocacy group. Therefore, membership on the ~~RAG R.A.C.~~ shall reflect a broad array of ages, genders, races, ~~and~~ disabilities, commute patterns, non-commute use and hours and days of the week using the system so as to capture the concerns of the riders in the ~~WMATA-Metro~~ service area. ~~To that end, each set of six jurisdictional members shall be spread among two (2) bus riders; two (2) rail riders; and two (2) paratransit, combination rail and bus riders, or other rider trip patterns. Members should represent a cross-section of bus, rail, paratransit and multimodal trip patterns.~~ An additional three (3) members shall be appointed by the ~~WMATA~~ Board without regard to ~~trip pattern or demographic composition, jurisdiction to represent interests not captured by other members~~; provided, however, that one of the three additional members shall be the Chair of the ~~WMA TA Elderly and Disabled Transportation Advisory Committee~~ Metro Accessibility Advisory Committee (or any successor committee thereto). ~~WMATA-Metro~~ employees or elected officials are not eligible for membership on the ~~RAG R.A.C.~~

##### **B. SELECTION PROCESS FOR MEMBERS**

Applications will be available on the ~~WMATA-Metro~~ website, in the take-one boxes throughout the Metrorail/bus system and MetroAccess vehicles and through the Office of Customer Service. A selection committee for each of the District of Columbia, Maryland, and Virginia will convene annually to review applications and select a slate of prospective ~~RAG R.A.C.~~ members who reside within the boundaries of the Compact signatory whose selection committee is supporting their nomination to present to the ~~WMATA~~ Board of Directors for approval. The Selection Panel will be comprised of one or more members of the ~~WMATA~~ Board of Directors from the given Compact signatory. The original Selection Panel will be comprised of one or more members of the ~~WMATA~~ Board of Directors from the affected Compact signatory. ~~WMATA~~ Metro staff shall provide support as necessary. The ~~WMATA~~ Board will review

and appoint the members using the following process: Each selection committee shall present its report at the December meeting of the WMATA Board of Directors and the WMATA Board of Directors shall vote on that report at the January meeting. Should the report of the initial Selection Committees be presented to the WMATA Board of Directors at any meeting other than the December meeting, then the Board shall vote on the report at the meeting following the meeting at which the report was presented. Mid-term vacancies shall be governed by Article III section F of these Bylaws.

C. TERM OF OFFICE

1. Members

- a. The term for each member of the ~~R.A.C. RAG~~ shall be for three (3) years or until replaced by the appointment of a new member of the ~~RAG R.A.C.~~, appointed by the Board. In order to stagger membership, one-third of the first ~~RAG R.A.C.~~ members shall serve for a one-year term, one-third of the first ~~RAG R.A.C.~~ members shall serve for a two-year term, and one-third of the first ~~RAG R.A.C.~~ members shall serve for a three-year term, all of which shall be selected by lots. The term of a member of the ~~RAG R.A.C.~~ does not include time serving on the ~~RAG R.A.C.~~ before the first January meeting of the WMATA Board after the formation of the ~~RAG R.A.C.~~ If a member leaves before his or her term is over, the new member is initially appointed to finish the remainder of that term.
- b. Terms shall follow the calendar year and normally commence in January after action by the Board. Terms shall expire on the later of December 31 or when the Board makes new appointments to the ~~RAG R.A.C.~~
- c. Optimally, one-third of the membership terms would begin or expire each year. The seat held by the Chair of the ~~WMATA Elderly and Disabled Transportation~~Metro Accessibility Advisory Committee shall, for the purposes of this subsection, be deemed to have expired at the close of every third year.

- 2. Members may be considered for reappointment at the end of their term through the established selection process. The selection process shall consider the value of retaining some historical memory as well as the value of new ideas. However, no person shall serve on the ~~RAG R.A.C.~~ for more than 4 complete terms, with the exception of the Chair of the ~~WMATA Elderly and Disabled Transportation~~Metro Accessibility Advisory Committee, who shall not be so limited.

~~D. VOTING RIGHTS~~

~~The RAC shall at its first meeting determine the methods by which the RAG shall take positions.~~

~~E.D. RESIGNATION~~

Members may resign by filing a written resignation with the ~~RAG R.A.C.~~ Chair who then will inform the staff and WMATA Board of Directors.

~~F.E. MID-TERM VACANCY~~

If membership vacancies arise during the year, the WMATA Board of Directors' Chair, with input from the WMATA Board of Directors, will fill the vacancy for the unexpired term. Such time serving an unexpired term shall not count against the 4 complete

term limitation on ~~RAC~~ R.A.C. membership.

## ARTICLE IV

### TERMINATION OF MEMBERSHIP

A. A member's appointment to the ~~RAC~~ R.A.C. shall be terminated upon an affirmative determination by the ~~RAC~~ R.A.C. made at a regular meeting with two-thirds of the members present and voting and which constitutes a majority of all members holding appointments to the RAC that a member:

1. ~~Has attended no regular meetings for three consecutive months or has missed two-thirds of regular meetings within a six-month period. Has had three consecutive unexcused absences or missed five regular meetings without an approved excuse in a calendar year.~~
2. At the time of appointment, materially misrepresented use of the Metrorail/bus system or MetroAccess or affiliation with a community organization upon which his/her appointment was based. The omission of information substantially relevant to the basis for the appointment shall be considered to be a material misrepresentation, thereby subjecting the ~~RAC~~ R.A.C. member to removal as provided in this Article.
3. Engaged in a consistent pattern of disruptive behavior in RAC or other ~~WMATA~~ Metro-related meetings which includes use of slurs, derogatory comments, or any other conduct, whether physical, verbal or written directed at another person or based upon another person's race, color, origin, sex, religion, sexual orientation, disability, or age.
4. Refuses to execute or adhere to the ~~RAC~~ R.A.C. Standards of Conduct Policy.

~~B.~~ A member's appointment to the R.A.C. may also be terminated upon an affirmative vote of the majority of the WMATA Board of Directors, including a least one affirmative vote from by a Board member representing the same signatory jurisdiction as the member being terminated.

~~B.C~~ The Chair will notify the member and the WMATA Board when membership has been terminated. The WMATA Board Chair, with input from the Board of Directors, shall appoint a new member to serve the unexpired term of the terminated member.

## ARTICLE V

### OFFICERS

#### A. CHAIR

The membership of the ~~RAC~~R.A.C. will annually elect the Chair of the ~~RAC~~R.A.C. from the ~~RAC~~R.A.C. membership. The ~~RAC~~R.A.C. Chair will develop an agenda, lead meetings and keep order, ~~appoint members to subcommittees~~create committees and working groups, present reports to the WMATA Board of Directors, and prepare and sign all letters, reports and other communications of the ~~RAC~~R.A.C.. Additionally, the ~~RAC~~R.A.C. Chair may discuss matters of interest directly with the Chair of the WMATA Board of Directors.

#### B. VICE-CHAIR

~~The membership of the RAC shall annually elect a First Vice-Chair and a Second Vice-Chair from the RAC membership. In the absence or inability of the Chair to service, the First Vice-Chair shall have all of the powers and shall perform all of the duties of the Chair. In the absence of both the Chair and the First Vice-Chair, the Second Vice-Chair shall have all of the powers and shall perform all of the duties of the Chair. The Vice-Chairs shall perform such other duties from time to time as may be requested by the Chair.~~

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

~~In the absence or inability of the Chair to serve, the R.A.C. shall select from among the Vice-Chairs to perform the functions of the Chair. This individual shall have all of the powers and shall perform all of the duties of the Chair. The Vice-Chairs shall perform such other duties as may be requested by the Chair.~~

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



C. CHAIR AND VICE-CHAIRS

1. Term of Office

The officers of the RAC shall serve for one (1) year.

~~The positions of Chair and Vice Chair shall be split among Members from the District of Columbia, Maryland, and Virginia and rotated annually.~~

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

2. Vacancy

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

3. Temporary or Permanent Vacancies

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

~~4. Elections~~

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

~~4-5~~ Failure to Elect

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

~~6. Eligibility:~~

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

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

D. STAFF SUPPORT

The GM/CEO General Manager or his designee shall designate a person to serve as RAC-R.A.C. staff to prepare meeting notices, agendas, and minutes as required and to serve as liaison between the RAC-R.A.C. and the WMATA Board of Directors. Such staff member shall be a WMATA-Metro employee hired by the Hiring Committee composed of four members of the RAC-R.A.C. and one appointee of the GM/CEO General Manager. A hiring decision shall be made by a majority vote of the Hiring Committee with such majority containing at least one affirmative vote from the RAC-R.A.C. appointees and one affirmative vote from the GM/CEO General Manager appointee. A representative of the WMATA Office of Human Resources ~~and Management Services~~ shall sit on the Hiring Committee and participate in its discussions but shall not have a vote in the hiring decision. The RAC-R.A.C. shall have input into the development of the job description for the position, the annual performance plan for the employee, and the annual evaluation of the employee's performance. These documents shall be prepared by WMATA-Metro in cooperation with the RAC-R.A.C. and in compliance with all WMATA-Metro policies and procedures.

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

**ARTICLE VI**

**MEETINGS**

A. REGULAR MEETINGS

All regular meetings of the RAC-R.A.C. shall be held at least once a month, generally in the evening, and conducted in accordance with Robert's Rules of Order and these ~~by laws~~bylaws. Meeting agendas shall be posted on WMATA's-Metro's website in the same manner as agendas posted for meetings of the WMATA Board of Directors. Meetings will be open to the public, held in a location accessible to people with disabilities, and within the ~~geographical boundaries of WMATA's Metro's service area~~ Transit Zone.

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

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

B. SPECIAL MEETINGS

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

C. QUORUM

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

D. DECISIONS AND ADVICE OF THE RAGR.A.C.

All decisions of the RAG, R.A.C. which require a formal vote, shall be made only after an affirmative vote of a majority of its members in attendance unless otherwise expressly stated in these By-Laws~~bylaws~~, provided a quorum is present. Staff shall forward minutes of meetings, as well as any special reports or communication desired by the RAGR.A.C., to the WMATA Board of Directors. In addition, the Chair or a designee may present reports to the WMATA Board of Directors or an appropriate committee in person.

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

The RAG R.A.C. may also provide advice to the WMATA Board that represents a variety of opinions and for which no formal action is taken or necessary.

## ARTICLE VII

### **AGENDA, MINUTES AND RULES OF CONDUCT**

#### A. AGENDAS

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

#### B. MINUTES

Minutes of each RAC meeting shall be prepared by the ~~RAC-R.A.C.~~ liaison and distributed to RAC members together with the agenda for the next meeting.

#### C. RULES OF CONDUCT

All regular and special meetings of the ~~committee-R.A.C.~~ shall be conducted in accordance with these by-laws and with the most current edition of Robert's Rules of Order. In case of conflict, these by-laws shall take precedence over Robert's Rules of Order.

The following rules will be followed:

1. Chair Responsibility: The Chair is responsible for the orderly conduct of the meeting. Every member desiring to speak shall address the Chair, and upon recognition by the Chair, shall talk only to the question under debate.
2. Representation: Representation of positions on issues shall conform to the following principles:
  - No member of the ~~RAC-R.A.C.~~ shall misrepresent the position of the ~~RAC R.A.C.~~ on any issue, including the absence of any formal position on an issue, in any communication with the general public, including the media.
  - No member of the ~~RAC-R.A.C.~~ shall be seen as representing any position of ~~WMATA-Metro~~ to the general public, including the media, without first having been so authorized by the ~~WMATA~~ Board of Directors.
  - Every member is free to express individual opinions, after making a good faith effort to label his/her comments as such, to the general public including the media on any topic that the member chooses to address.

## ARTICLE VIII

### SUBCOMMITTEES COMMITTEES AND SPECIAL COMMITTEES

~~The Chair has authority with concurrence by the RAC to appoint subcommittees and/or ad hoc committees to address issues. Subcommittees will operate according to the requirements of these by-laws and Robert's Rules of Order.~~

The Chair has authority, with concurrence by the R.A.C., to create committees and/or special committees to address issues. Committees and special committees will operate according to the requirements of these bylaws and Robert's Rules of Order.

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

All committees or special committees shall expire at the beginning of the first general R.A.C. meeting of the calendar year and may be reconstituted as outlined above.

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

## ARTICLE IX

### BY-LAWS BYLAWS AMENDMENTS

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

## ARTICLE X

### TERM OF ~~RAC~~R.A.C.

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