

Washington Metropolitan Area Transit Authority  
**Board Action/Information Summary**

☒ Action ☐ Information

MEAD Number:  
202043

Resolution:  
☒ Yes ☐ No

**TITLE:**

2018 Revisions to Riders' Advisory Council Bylaws

**PRESENTATION SUMMARY:**

Board approval to make changes to the Riders' Advisory Council's (RAC's) Bylaws to improve efficiency and more closely align its work with the Board's work plan, Metro's Public Participation Plan (PPP) and Metro's Strategic Plan.

**PURPOSE:**

To request Board approval of revisions to the RAC's Bylaws and recission of its Standards of Conduct.

**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 Board conducted an operational review of the RAC during 2018 to find opportunities to enhance the RAC's efficiency and to more closely align the RAC's work and associated input with that of the Board and Metro's PPP. In addition, changes to the RAC's Bylaws would align the Bylaws with current practice.

**Key Highlights:**

Highlights of the proposed changes are as follows:

- Reduce the size of the RAC from 21 to eleven, with a greater focus on appointments based on diversity of experience and ridership over strictly geographic diversity. Seats appointed based on jurisdiction-of-residence would decline from 18 to six, while at-large seats would increase from two to four.
- Change the term of appointment from three years to two, which would reduce the number of appointees needing to resign prior to the completion of their terms.
- Establish a Board-approved work plan that would more closely align the RAC's work with that of the Board and Metro's PPP.
- Establish the position of Board RAC Liaison. This Board member would serve to enhance the lines of communication between the RAC and the

Board.

- Rescind the separate "Standards of Conduct" document, which dates from the RAC's formation and is not applicable to its structure and operations. Standards of conduct are incorporated in the revised Bylaws.
- Implement a simplified and less-restrictive protocol for addressing media inquiries that aligns with current practice.

### **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 and Standards of Conduct as part of that action. The Bylaws have been revised three times since - in January 2010, December 2014, and September 2017.

### **Discussion:**

As a Board-chartered organization, the RAC's Bylaws are subject to Board review and approval.

The proposed changes address the size and composition of the RAC and the duration of member appointments. The revised Bylaws would also establish the development of a Board-approved annual work plan to guide the RAC's activities and establish of a Board Liaison; both of these actions are intended to more closely align the RAC's work with that of the Board and with Metro's Public Participation Plan.

The RAC's Standards of Conduct, which were adopted by the Board when the RAC was initially created in 2005, address issues such as conflicts of interest and financial disclosures, similar to the Board's Code of Ethics. These provisions are not applicable to an all-volunteer, advisory body such as the RAC and are proposed to be rescinded in their entirety. Relevant sections regarding the need to maintain an ethical behavior along with conducting orderly meetings have been incorporated into the revised Bylaws.

Finally, proposed changes to the RAC's Bylaws regarding media inquiries would simplify processes and align them with current practice.

### **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, Board Corporate Secretary
Project Department/Office:	SECT

**TIMELINE:**

<b>Previous Actions</b>	<p>September 2005 – Board creation of the RAC and approval of Bylaws and Standards of Conduct</p> <p>January 2010 - Approval of revisions to RAC Bylaws</p> <p>December 2014 - Approval of revisions to RAC Bylaws</p> <p>September 2017 - Approval of revisions to RAC Bylaws</p> <p>January - October 2018 - Board review of RAC structure and operations</p>
<b>Anticipated actions after presentation</b>	<p>December 2018 - Appointment/reappointment of RAC members under new structure</p> <p>January 2019 - Development and Board approval of 2019 RAC Work Plan</p>

**RECOMMENDATION:**

Approval of the proposed revisions to the Riders' Advisory Council Bylaws as reflected in Attachment A to the resolution and rescission of the RAC's Standards of Conduct.

SUBJECT: APPROVAL OF 2018 REVISIONS TO RIDERS' ADVISORY COUNCIL (RAC)  
BYLAWS AND RESCISSION OF RAC STANDARDS OF CONDUCT

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 established a RAC and adopted its Bylaws and Standards of Conduct; and


WHEREAS, In January 2018, the Board of Directors undertook an operational review of the RAC in order to indentify potential efficiencies in its operations, and to more closely align the RAC's activities with the Board's work, Metro's Strategic Plan, and Metro's Public Participation Plan; NOW, THEREFORE, be it

*RESOLVED*, That the Board of Directors approves the revised Bylaws in Attachment A; and be it further

*RESOLVED*, That the Board of Directors rescinds the RAC's Standards of Conduct in light of provisions regarding ethics in the revised RAC Bylaws; and be it finally

*RESOLVED*, That, in order for the RAC to improve operational efficiency, this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,

  
\_\_\_\_\_  
Patricia Y. Lee  
General Counsel

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

**TABLE OF  
CONTENTS**

Article I – Name .....	2
Article II – Mission .....	2
Mission Statement.....	2
Roles and Responsibilities.....	2
Article III – Membership .....	2
Composition .....	2
Appointment.....	2
Term of Office .....	2
Mid-Term Vacancy .....	3
Resignation .....	3
Termination of Membership .....	3
Article IV – Officers.....	3
Chair .....	3
Vice Chairs.....	3
Officers' Term of Office.....	4
Article V – Board Liaison and Staff Support.....	4
Board Liaison .....	4
RAC Staff Coordinator .....	4
Staff Coordinator Duties.....	4
WMATA Website.....	4
Article VI – Meetings.....	4
Frequency and Participation .....	4
Bylaws and Robert's Rules of Order .....	4
Board Liaison Attendance.....	4
Open to Public.....	4
Posting Agendas .....	5
Cancellation.....	5
Quorum .....	5
Article VII – Agendas, Minutes and Standards of Conduct .....	5
Agendas.....	5
Minutes.....	5
Standards of Conduct.....	6
Media Inquiries .....	6
Article VIII – Bylaw Amendments .....	6



## **ARTICLE I: NAME**

The name of the advisory group shall be the Washington Metropolitan Area Transit Authority (WMATA) Riders' Advisory Council (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 the WMATA Board of Directors (Board) on ways to resolve such issues in order to improve Metrorail, Metrobus and MetroAccess services; and recommend possible solutions to the Board, based on public input and informed deliberation, so that WMATA can effectively address the diverse needs of the riding public.

### **B. ROLES AND RESPONSIBILITIES**

1. The RAC will serve in an advisory capacity to the Board and members shall:
  - a. Regularly attend and actively participate in scheduled RAC meetings;
  - b. Provide monthly reports to the Board on its activities;
  - c. Attend, listen, and/or speak at Public Participation Plan (PPP) events to learn and represent riders' perspectives;
  - d. Establish and submit an annual RAC work plan for Board acceptance; the work plan will align with Board activities, its Strategic Plan and WMATA's PPP;
  - e. Develop recommendations that take into consideration the needs of riders throughout the Transit Zone and the financial and policy impacts of different solutions on both customers and WMATA; and

## **ARTICLE III: MEMBERSHIP**

### **A. COMPOSITION**

1. The RAC shall be composed of 11 members appointed by the Board: two members from each of the three signatory jurisdictions in the Transit Zone, four at-large members, and the Chair of the AAC, or his/her designee.
2. 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.

### **B. APPOINTMENT**

The Board will approve appointments to the RAC. The RAC Staff Coordinator will lead the recruitment process. Board members may interview candidates and are the final decision-makers on appointments.

### **C. TERM OF OFFICE**

#### **1. Length of Term**

The term for each member of the RAC is two years, unless said appointment is interrupted by the resignation/termination of the RAC member.

## 2. Schedule of Appointments

- a. The Board appoints new RAC members on or about November 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 AAC representative, whose term shall not be limited.

## D. MID-TERM VACANCY

The Board will fill any mid-term vacancies as needed. 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 written 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. 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. Failing to attend regular meetings for three consecutive months or missing two-thirds of regular meetings within any six-month period.
  - c. Engaging in a pattern of disruptive behavior at meetings or repeatedly making disparaging comments regarding fellow members, members of the public or Metro staff. The RAC may recommend in writing that the Board terminate a RAC member's term for the actions listed above.
2. 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.
2. The RAC Chair shall lead meetings and keep order; provide orientation to new members; present reports to the Board; and prepare and sign all correspondence, reports, and other communications of the RAC.

### B. VICE-CHAIRS

The RAC shall annually elect two Vice-Chairs from its membership to represent the remaining signatory jurisdictions within the Transit Zone not represented by the Chair.

### C. OFFICERS' TERM OF OFFICE

1. Election of officers shall occur in the April meeting of each calendar year.
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 AAC representative, 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 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 election in April of the calendar year, the existing Chair or Vice-Chair shall continue to serve until successors are elected.
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: BOARD LIAISON AND STAFF SUPPORT**

### **A. BOARD LIAISON**

The Board will select a principal board member to serve as the Board Liaison to the RAC. This member will provide oversight to the RAC on behalf of the Board and serve to enhance communication between the RAC and the Board.

### **B. RAC STAFF COORDINATOR**

The Board Corporate Secretary shall designate a WMATA staff member to serve as the RAC Staff Coordinator.

### **C. STAFF COORDINATOR DUTIES**

The RAC Staff Coordinator will work with the Board Liaison and RAC officers to: prepare meeting notices, agendas, and postings as required; organize meetings; and track and ensure response to written requests for information initiated by the RAC.

### **D. WMATA WEBSITE**

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.

## **ARTICLE VI: MEETINGS**

### **A. FREQUENCY AND PARTICIPATION**

The RAC shall hold one regular meeting per month, with the exception of August when the RAC and Board recess. RAC members may participate via phone if in-person attendance is not feasible.

### **B. MEETING FRAMEWORK**

Meetings will be conducted 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.

### **C. BOARD LIAISON ATTENDANCE**

The Board Liaison will attend all monthly meetings as he/she is able.

### **D. OPEN TO PUBLIC**

Meetings are open to the public and held at Metro Headquarters.



#### **E. POSTING AGENDAS**

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.

#### **F. CANCELLATION**

The RAC may cancel a regular meeting at any prior meeting by a majority affirmative vote of members. Notice shall be provided to the public of the cancellation and the new meeting date if it is rescheduled.

#### **G. 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 VI: AGENDAS, MINUTES, AND STANDARDS OF CONDUCT**

#### **A. AGENDAS**

1. The RAC Staff Coordinator will prepare an agenda for monthly meetings based on the RAC's work plan. The work plan will include a quarterly update on opportunities for the RAC in the PPP as well as upcoming PPP events.
2. The RAC members shall approve the agenda by vote as part of the regular monthly meeting proceedings.
3. 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 date, time, and place of the RAC meeting;
2. The names of the RAC members present;
3. A record of all the actions considered by the RAC, identifying the mover and seconder;
4. The disposition of the action;
5. The time of adjournment.

### C. STANDARDS OF CONDUCT

In all matters, RAC members must conduct themselves according to the highest ethical standards. To that end it is imperative that RAC members in their private financial relationships and in their conduct as a member of the RAC strictly avoid engaging in actions that create conflicts of interest or the appearance of a conflict of interest. It is likewise imperative that RAC members act and appear to act impartially in their conduct as members of the RAC by avoiding any actions that might result in favored treatment or appearances thereof toward any individual, private organization, consultant, contractor or potential consultant or contractor.

The RAC 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 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 members of the public are expected to conduct themselves in a respectful and courteous manner.

### D. MEDIA INQUIRIES

The RAC shall advise the Office of the Board Secretary of all media inquiries. The RAC member contacted shall make every effort to make clear that he/she is responding to the inquiry either as an individual (for matters where the RAC, as a body, has not taken a formal position), or on behalf of the RAC, for matters where the RAC, in accordance with its Bylaws, has voted on and agreed to a formal position.

## ARTICLE VII: BYLAWS AMENDMENTS

These Bylaws may be amended by a majority vote of the Board in accordance with the Board's Bylaws.

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

Revisions: V1- 2010; V2- 2014; V3-2017