

**Board Document**

OVERVIEW			
PRESENTATION NAME	Proposed Changes to Riders' Advisory Council Bylaws	DOCUMENT NO.	300010
ACTION OR INFORMATION	Action		
STRATEGIC TRANSFORMATION PLAN GOAL	Service excellence; Regional opportunity and partnership;		
RESOLUTION	Yes		
EXECUTIVE OWNER			
EXECUTIVE TEAM OWNER	Ellison, Jennifer;		
ORGANIZATION	Corporate Secretary		
DOCUMENT INITIATOR	John S. Pasek		
OTHER INFORMATION			
COMMITTEE	Board/Board Office	COMMITTEE DATE	1/30/2025
PURPOSE/KEY HIGHLIGHTS	Request Board approval of updates to the Riders' Advisory Council's (RAC's) Bylaws. The proposed changes would expand the group's size from its current 11 members to 15 through the addition of three jurisdictionally-appointed seats and one At-Large seat reserved for a youth member. Additional changes would allow for virtual meetings, which are not currently authorized in the existing Bylaws, and would specifically allow for an Alternate Director to serve as the Board's liaison to the RAC.		
DISCUSSION	The RAC's Bylaws were last updated in 2018. The proposed changes would increase the group's size from its current 11 members to 15 by adding three jurisdictionally-appointed seats, one for each Signatory, and one At-Large seat reserved for a high		



## Board Document

	<p>school student living within the Transit Zone to ensure representation from this rider category. The proposed expansion would allow for a greater diversity of riders to be represented on the RAC and allow the RAC to continue to conduct business in the event of unforeseen member vacancies.</p> <p>Additional changes would align the Bylaws with current practice by explicitly allowing virtual meetings, which have been held since the 2020 pandemic declaration, and would allow either a Principal or Alternate Director to serve as the Board's liaison to the RAC, a position that was created as part of the 2018 Bylaws update.</p> <p>Lastly, the proposed changes would add an item to RAC members' roles and responsibilities, specifically that members are to "Establish and maintain connections with community groups and other stakeholders" in recognition of the RAC's role as an information conduit between Metro and members of the community.</p> <p>The RAC discussed and approved these proposed changes to its Bylaws at its January 2025 meeting.</p>
<b>INTERESTED PARTIES</b>	No Interested Parties for the purposes of this action.
<b>RECOMMENDATION/NEXT STEPS</b>	Recommend Board approval of the proposed Bylaws changes. If approved, staff would undertake recruitment activities for the four newly-created seats on the RAC and return at a subsequent Board meeting with candidates for appointment.
<b>FUNDING IMPACT</b>	No impact to funding

**PRESENTED AND ADOPTED: January 30, 2025**

**SUBJECT: APPROVAL OF AMENDMENTS TO THE RIDERS' ADVISORY COUNCIL BYLAWS**

**2025-01**

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

WHEREAS, In Resolution 2005-44, the Board of Directors established a Riders' Advisory Council (RAC) and adopted the RAC's Bylaws, which can be amended by a majority vote of the Board; and

WHEREAS, The Board subsequently amended the RAC's Bylaws in 2010 (Res. #2010-01), 2014 (Res. #2014-66); 2017 (Res. #2017-44), and 2018 (Res. #2018-43); and

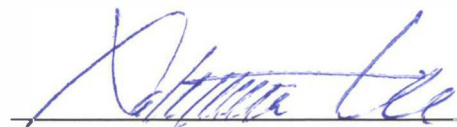
WHEREAS, The RAC proposes certain amendments to its Bylaws to improve the business functions of the RAC, as shown in Attachment A;

NOW, THEREFORE, be it

*RESOLVED*, That the Board of Directors approves the amendments to the Riders' Advisory Council Bylaws, as shown in Attachment A; and be it finally

*RESOLVED*, That, in order to efficiently continue the functions of the Riders' Advisory Council, this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,

  
\_\_\_\_\_  
Patricia Y. Lee  
Executive Vice-President, Chief Legal Officer  
and General Counsel

WMATA File Structure No.:  
2.3.3 RAC Policy and Procedures

**Motioned by Ms. Santos, seconded by Ms. Martin-Proctor  
Ayes: 6- Ms. Santos, Mr. McAndrew, Ms. Kline, Dr. Hadden Loh, Mr. Letourneau and Ms. Martin-Proctor**

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

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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 (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 maintain connections with community groups and other stakeholders;
  - e. 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; and
  - f. 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.

## **ARTICLE III: MEMBERSHIP**

### **A. COMPOSITION**

1. The RAC shall be composed of 15 members appointed by the Board: three members from each of the three signatory jurisdictions in the Transit Zone; five at-large members, including one youth member, who shall be a high school student within the Transit Zone; and the Chair of the AAC, or their 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 December 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.
- c. One-half of all appointed terms shall expire at the end of each calendar 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 may resign from the RAC 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. In the event that the Chair is unable to carry out his/her duties, those duties shall be

assumed by the Vice Chairs.

#### 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 member or alternate 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. Meetings may be held in-person or virtually. The RAC shall hold in-person meetings at least once per quarter.

#### 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 is expected to attend all monthly meetings, participate by phone or virtually, or

be represented by a designee.

#### D. OPEN TO PUBLIC

Meetings are open to the public. In-person meetings shall be held at Metro Headquarters or another publicly accessible location within the Transit Zone.

#### 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. Information on how members of the public can participate in meetings shall be posted on Metro's website along with the agenda for the meeting.

#### F. CANCELLATION

The RAC may cancel or reschedule 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.

In the event of an emergency, the Chair may postpone a regular meeting. Notice shall be posted on the WMATA website of the new meeting date.

#### G. QUORUM

A majority of the appointed members of the RAC 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.
3. 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 they are 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; V4-2018